



PROGRAM

ICSC U.S. Shopping Center Law Conference

JW Marriott San Antonio Hill Country Resort & Spa | San Antonio, TX

October 25 – 28, 2017

#ICSCLaw

Attend. Connect. Learn.



U.S. SHOPPING CENTER LAW CONFERENCE

WEDNESDAY, OCTOBER 25

Registration
12:00 – 8:00 pm

CLE Information Desk Open
12:00 – 5:30 pm

GENERAL SESSION

2:00 – 3:15 pm

General Session 1

Mark Twain v. The Mall, “The Reports of My Death Are Greatly Exaggerated”: Re-tenanting Anchor Boxes in Enclosed Malls

Does the demise of certain traditional anchor tenants spell disaster for the enclosed mall, or does hope spring eternal? This general session will explore a multitude of issues to be considered by mall owners and other retailers dealing with tenant vacancies. The panel will discuss the reasons for tenant vacancies, the detrimental impacts of losing an anchor tenant as well as the opportunities that exist to re-invent or reposition the mall and improve the value of the asset.

PANELISTS

Gregory S. Borak

Zuckerman Gore Brandies & Crossman LLP
New York, NY

Jared E. Oakes

Benesch, Friedlander, Coplan & Aronoff LLP
Cleveland, OH

Ryan P. Rivera

Hartman Simons & Wood LLP
Atlanta, GA

SEMINAR

2:00 – 3:15 pm

Seminar 1

ETHICS

Road Trip: Gas, Munchies, Law License? Ethical Challenges Counsel Face Representing Clients in Jurisdictions Where We Are Not Licensed

The modern law practice is increasingly multi-jurisdictional. Our clients engage in financing, leasing and real estate transactions that frequently cross state borders and ask for our advice on matters pending in jurisdictions where we are not licensed. This seminar will address the ethical challenges of representing clients in jurisdictions where we are not licensed and the ABA guidance, state rules and “Safe Harbors.” The workshop will include hypotheticals and discussion of the panelists’ practical experiences, real-life questions and challenges. You bring the munchies!

PANELISTS

Nancy R. Little

McGuireWoods LLP
Richmond, VA

Donald A. Rea

Saul Ewing LLP
Baltimore, MD

WORKSHOPS

2:00 – 3:15 pm

Workshop 1

Serving Up Common Area Maintenance Charges: Prix Fixe or A La Carte?

Few retail shopping center leases are “full gross” leases, with one fixed rent amount covering all of the tenant’s occupancy cost obligations to the landlord. Rather, the typical shopping center lease requires payment of fixed “base” rent PLUS additional rent charges that are usually based on the tenant’s pro rata share of common area maintenance, taxes, and insurance (“CAM charges”). Even after the basics of CAM charges are inked in a letter of intent, there is often much for legal counsel to review and resolve to ensure the tenant avoids unexpected increases in occupancy costs and the landlord realizes its NOI projections. This interactive workshop will explore the current menu of approaches in dealing with CAM charges, look at which terms pair best with different projects/deals, and provide a smorgasbord of practice tips and ideas for dealing with CAM charges in retail leases.

FACILITATORS

Jeffrey I. Horowitz

Crain Caton & James
Houston, TX

Margaret D. Petersen

Petersen Law PLLC
Ann Arbor, MI

Workshop 2

Perils, Pitfalls and Perks of the Electronic Age

In today’s business world, multimillion-dollar deals are frequently negotiated with lawyers, brokers and business professionals sending quick emails that can inadvertently create an agreement between the sender and receiver. Electronic closings and recordings speed up the closing process but can open the door to abuse and fraud. This interactive workshop will review the Uniform Electronic Transactions Act and the Uniform Real Property Electronic Recording Act and survey the case law that continues to apply centuries-old contract principles to emails, text messages and other forms of electronic communication and documentation.

WEDNESDAY, OCTOBER 25 Continued

FACILITATORS

Bryan Mashian

Mashian Law Group
Los Angeles, CA

Jarrett Reed

Norton Rose Fulbright
Dallas, TX

Workshop 3

Anchors Away: Cotenancy Issues in Our New Retail Reality

For decades, traditional department stores and other big box stores served as stable anchors on which landlords relied when granting co-tenancy provisions. The departure and downsizing of large anchors has put landlords in difficult, if not impossible, situations, yet sophisticated and creditworthy tenants are not going to do without co-tenancy clauses. This interactive workshop will address the impact that the current tumultuous retail environment has had on landlords who are subject to outdated and unrealistic co-tenancy clauses, and participants will explore if and how landlords and tenants can come to terms on co-tenancy issues in this new reality.

FACILITATORS

Karen R. Pifer

Honigman Miller Schwartz and Cohn LLP
Bloomfield Hills, MI

Margaret K. Sitko

Sitko Bruno, LLC
Pittsburgh, PA

Workshop 4

Work Letters: Wouldn't It Be Great If Everyone Said What They Meant?

This workshop will identify potential problems with, and common points of friction between, landlords and tenants in lease work letters and will explore possible solutions for ensuring your work letters address the critical issues and say what the parties mean to say.

FACILITATORS

Michelle L. Gierke

Target Corporation
Minneapolis, MN

Marcus A. Mollison

Dorsey & Whitney LLP
Minneapolis, MN

GENERAL SESSION

3:30 – 4:45 pm

General Session 2

Avoid the Fake News: Recent Case Law Affecting Shopping Centers

This general session will highlight court cases decided within the past year that may affect real estate practice in general and shopping centers in particular. The panel will discuss how new case law indicates best practices to address issues. Further, the panel will give drafting tips on how to avoid problems on the front end.

PANELISTS

Ann Peldo Cargile

Bradley Arant Boult Cummings LLP
Nashville, TN

Neil B. Oberfeld

Greenberg Traurig LLP
Denver, CO

Lila Shapiro-Cyr

Ballard Spahr LLP
Baltimore, MD

SEMINARS

3:30 – 4:45 pm

Seminar 2

To Have and to Leasehold: The Perfect Marriage of Financeable and Functional Ground Leases

Negotiating a financeable ground lease is no *Midsummer Night's Dream*. Learn how to avoid the slings and arrows of outrageous fortune (aka a lender's hot button issues) so that the ground lease and above-ground development do not become *Love's Labour's Lost*.

PANELISTS

Joe Doren

Frost Brown Todd LLC
Louisville, KY

Jason Grinnell

Dykema Gossett PLLC
Los Angeles, CA

Seminar 3

Picking Your Battles: Efficient and Effective Purchase and Sale Agreement Negotiations

Commercial real estate clients want their attorneys to get deals done quickly and efficiently while at the same time reducing as much of their risk as possible. Balancing speed and efficiency with risk mitigation can be a challenge in negotiating purchase and sale contracts. This seminar

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WEDNESDAY, OCTOBER 25 Continued

will focus on quickly “getting to yes” in purchase contract negotiations while achieving an appropriate risk allocation between the buyer and the seller.

PANELISTS

Charles A. Brake, Jr.
Miller & Martin, Attorneys at Law
Atlanta, GA

Richard R. Spore
Bass, Berry & Sims PLC
Memphis, TN

WORKSHOPS

3:30 – 4:45 pm

Workshop 5

Food Halls and Entertainment Uses: Putting the Experience into Experiential Real Estate

As high-end dining, adventuresome food halls, and entertainment venues continue to emerge as the new “anchors” of vibrant, mixed-use developments, the fun can certainly bring along operational and legal complexities. In this workshop, the facilitators will lead a group discussion of the problems, pitfalls, and points of contention they’ve encountered in negotiating leases and operating agreements with restaurant and entertainment users in light of recent experiential retail real estate trends. In particular, and as a case study to guide the conversation on these concepts, they will use their, and their firms’ joint experiences working on Atlanta’s award-winning Ponce City Market mixed-use project.

FACILITATORS

Jeremy D. Cohen
Hartman Simons Wood LLP
Atlanta, GA

Brian R. Smith
Arnall Golden Gregory LLP
Atlanta, GA

Workshop 6

Don’t Let the Tail Wag the Dog: Lease Issues That Inadvertently Impact Company Transactions and Operational Decisions

Lease terms can turn into the biggest headaches and even deal-killing issues in M&A transactions and parent company-level operational decisions. This workshop will explore inadvertent consequences of lease restrictions on assignment, like limitations on changes in control and net worth thresholds, as well as guaranty survival requirements and other potential pitfalls.

FACILITATORS

Brad Dallet
Husch Blackwell LLP
Milwaukee, WI

Thomas Smallwood
Stinson Leonard Street LLP
St. Louis, MO

Workshop 7

Letters of Intent: Do We Intend This to Be the Final Say?

Facilitators will lead discussion by providing examples of major provisions and issues when negotiating letters of intent, from both a landlord and a tenant perspective, and will offer middle ground solutions and compromises to finalize the LOI and move toward lease execution.

FACILITATORS

Karen Levine
Watson Farley & Williams
New York, NY

Jennifer E. Zohorsky
Rosenberg Martin Greenberg LLP
Baltimore, MD

Workshop 8

Outlets: Evolution or Revolution?

Like all of retail, outlet centers and outlet shopping are changing before our eyes, as the traditional model of a big center located well out of town attracting shoppers on the basis of name brands and a great bargain is less and less the norm. “Placemaking,” entertainment, food and beverage options, and other amenities are being added to revitalize and attract shoppers. E-commerce, location strategy, size and tenant mix are changing the landscape, and all this is taking place while tenants are executing “outlet” strategies outside the outlet shopping center. This workshop will focus on the outlet evolution (or revolution) and leasing issues from both a landlord and tenant perspective, illustrating why changes in the outlet world require lawyers to be up to date so as to better advise clients, rewrite “old, traditional” lease clauses, and negotiate appropriate provisions.

FACILITATORS

Buddy I. Flateman
The Flateman Rothman Law Firm, LLC
New York, NY

Joan F. Hill
Williams-Sonoma, Inc.
San Francisco, CA

WEDNESDAY, OCTOBER 25 Continued

PEER TO PEER

3:30 – 4:45 pm



Time to Get Out of Dodge: Lease Exit Strategies

Lawyers who represent landlords or tenants cannot dodge the importance of exit strategies available to a tenant entering into a lease. The time to plan the exit is during the initial lease negotiations. In this peer to peer workshop we will discuss lease provisions that should be considered when formulating an exit strategy.

FACILITATORS

Thomas B. Cahill

Thomas B. Cahill Attorney At Law, P.C.
Naperville, IL

Howland R. Gordon

H&M Hennes & Mauritz
New York, NY

First Timers & Next Generation Orientation



5:00 – 6:30 pm

Get inside tips on how to make the most of your first Law Conference at this special orientation and welcome reception. Longtime attendees will host small discussion tables to share their insights and answer your questions. This is a great networking opportunity to kick off your conference experience. *Business casual attire is recommended.*

Welcome Reception

6:30 – 8:00 pm

It's the opening night of the conference and all registrants are invited to get together for networking under the stars. *Business casual attire is recommended.*

THURSDAY, OCTOBER 26

Registration

7:00 am – 4:00 pm

CLE Information Desk Open

7:00 am – 2:00 pm

Continental Breakfast

7:00 – 7:30 am

Welcome Remarks

7:30 – 7:45 am

Industry Update

7:45 – 8:00 am

Val Richardson, CRX, CLS

ICSC Vice Chairman
Vice President, Real Estate
The Container Store
Coppell, TX

Keynote Panel Discussion

8:00 – 8:45 am

Hardly a day goes by without a headline declaring the death of the enclosed mall, or decrying a new shopping paradigm, or forewarning of an “adapt or die” gauntlet for brick-and-mortar retailers being laid down by the online retailers. There is no denying that retailers are closing stores at a record pace. If the history of our industry has taught us anything it is that whenever there is a changing landscape, interesting adjustments start to take place. This distinguished panel will share their experience and expectations for shopping center development and redevelopment; consumer trends and the industry’s response; brick-and-mortar retail expansion, contraction, repositioning and re-purposing; and the future balance between e-commerce, multi-channel strategies, and traditional retailers.

MODERATOR

William Higham

Consumer Strategist, Futurist, and Founder
Next Big Thing
London, England

PANELISTS

David D. Darling, CLS

Director of Mid-Box Leasing and Redevelopment
Ramco-Gershenson
Farmington Hills, MI

Val Richardson, CRX, CLS

ICSC Vice Chairman
Vice President, Real Estate
The Container Store
Coppell, TX

GENERAL SESSION

9:00 – 10:15 am

General Session 3

Relax, We Have You Covered: Essentials of Insurance and Indemnity

A practical approach to understanding insurance clauses in shopping center leases and how, with consistent indemnity provisions, casualty provisions, and waiver of subrogation provisions, risks can be covered and the risk of loss managed. This session will also discuss emerging trends in

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insurance and the coverage of once remote risks including, for example, the risk of terrorism.

PANELISTS

Janis K. Cheezem

Akerman LLP
Miami, FL

Abe Freeland

Willis Towers Watson
Nashville, TN

Karen O'Malley

Goulston & Storrs
Boston, MA

SEMINARS

9:00 – 10:15 am

Seminar 4

Millennial Real Estate Lawyers Wanted: Leveraging the Millennial Mind to Efficiently Run Deals

Lawyers today face increasing pressure to be efficient, handle matters effectively, and produce quality work product in all areas of the law. This is no different in real estate practice. But it is also a supervisor's role and obligation to train, mentor and engage the newest graduates or those just entering the world of real estate. This seminar will focus on both by showing you tools and approaches to training and legal project management of new or recently graduated real estate lawyers. We will define the characteristics and motivations of Millennial real estate attorneys and will explore through sample loan closings, lease best practices, and real estate tech tips how to best leverage and motivate the Millennial mind. We will cover how these tools will help you not only meet the ever-growing number of efficiency and compliance demands, but also satisfy the motivations of the next generation of real estate lawyers!

PANELISTS

Nicole L. Donnelly

SJL Attorney Search
New York, NY

Dusty Elias Kirk

Reed Smith LLP
Pittsburgh, PA

Dean Loventhal

Kelley Drye & Warren LLP
New York, NY

Seminar 5

Breaking Bad (Boy) Carve-Outs: Negotiating Non-Recourse Provisions

Non-recourse carve-outs in real estate mortgage loans are continuing to evolve, requiring borrowers, lenders, servicers and rating agencies to review and reconsider the proper role of non-recourse carve-outs. The purpose of this session is to review the ever-changing climate of non-recourse loans for commercial real estate properties. The presenters will provide examples of common non-recourse provisions and suggestions on how borrowers and guarantors may negotiate appropriate limitations to their liability.

PANELISTS

Susan C. Cornett

Thompson Hine LLP
Dayton, OH

John Park

Cole Schotz P.C.
Hackensack, NJ

Seminar 6

Leasing Boot Camp I: Basic Training on Common Retail Leasing Concepts

The first of two leasing boot camps, this session will prepare new recruits for the frontlines of retail lease negotiations. Experienced drill instructors will impart their strategies and tactics for full combat over such topics as premises, site plan, delivery conditions and rent commencement in order to send the troops off into battle armed with what it takes to reach "Mission Accomplished" status. Officers and veterans are welcome to contribute, and learn, as well!

PANELISTS

Adam C. Hirschfeld

Rudolph Fields LLP
Bethesda, MD

Thomas J. Phillips

Brown Rudnick LLP
Boston, MA

Seminar 7

Restaurant and Entertainment Development: Eat, Play, Sit & Stay, Drink, Bowl, Be Happy, Golf, Fly, Watch Sports and Movies!

Shopping center developers are expanding their tenant base to include entertainment options to attract customers. Restaurants have always been an integral part of a successful shopping center, but restaurants are also jumping on the bandwagon to include entertainment to expand customer fan base. Including entertainment and restaurant users in shopping centers presents a wide array of issues that

THURSDAY, OCTOBER 26 Continued

need to be addressed. This seminar will explore issues related to prohibited uses, co-tenancy, hours of operation, maintenance, parking, noise, and permitting that are unique to entertainment and restaurant users.

PANELISTS

Abbye M. Dalton

Hartman Simons & Wood LLP
Atlanta, GA

Lane DeYoung

Main Event Entertainment
Plano, TX

WORKSHOPS

9:00 – 10:15 am

Workshop 9

Earth, Air and Water: What's on Fire in Environmental Law?

This workshop will focus on the most recent developments in environmental law affecting the shopping center industry, from vapor intrusion to stormwater management and green leasing to waste disposal. We'll also look at how the winds of change blowing from Washington, DC will impact the environmental concerns and interests of developers, owners and tenants. But this isn't a lecture; it's a discussion of the real world issues that we all face in complying with and getting ahead of changing federal and state laws and public expectations.

FACILITATORS

Suzanne (Shoshana) Schiller

Manko, Gold, Katcher & Fox
Philadelphia, PA

Harry Weiss

Ballard Spahr LLP
Philadelphia, PA

Workshop 10

The New Phone Book's Here! What the AIA Did (and Didn't) Change in the 2017 Construction Contract Forms

This workshop will discuss the new AIA design and construction contract forms that were issued in April 2017 as an update to the 2007 forms many owners and contractors have been using for years. The AIA has updated and changed some of the provisions in the standard owner-architect and owner-contractor agreements, but has left many issues for retail owners and developers to consider in using these forms. This workshop will provide fresh perspective on these contract issues, including views from the other side of the table.

FACILITATORS

Robyn Baker

CallisonRTKL Inc.
Los Angeles, CA

Robert L. Crewdson

DLA Piper LLP
Atlanta, GA

Charles L. Grizzle, Jr.

Brasfield & Gorrie, LLC
Birmingham, AL

Workshop 11

Front and Center: Making Your Outparcel Development an Out-and-Out Success

As shopping centers evolve to accommodate new and different tenants and uses, outparcel development creates revenue from parking lots and other under-utilized areas. This workshop will explore due diligence concerns that are unique to outparcel development and strategies to deal with existing restrictions and create new restrictions that work for outparcels. Case studies will be presented focusing on development, approval and operational issues for outparcels, including signage, access, visibility and common area maintenance, and the effect of changing uses and the on-demand economy that bring outparcel development "front and center" to shopping centers.

FACILITATORS

Barry J. Barth

Panera Bread
Needham, MA

Kathleen D. Boyle

Metzler, Purtill & Stelle
Chicago, IL

Workshop 12

ADV

Get Tired of Winning: The Art of Negotiating Real Estate Joint Ventures

This interactive discussion of material provisions in real estate joint venture agreements by two veteran real estate attorneys will focus on capital, management and exit/dispute resolution provisions.

FACILITATORS

Scott A. Fisher

Arnall Golden Gregory LLP
Atlanta, GA

Lee Samuelson

Hogan Lovells US LLP
New York, NY

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THURSDAY, OCTOBER 26 Continued

PEER TO PEER
9:00 – 10:15 am



Peer to Peer 2

ETHICS/ADV

Multi-Jurisdictional Ethics Issues for Retail Attorneys

My office is in New York. So why can't I represent our centers in Michigan, Missouri, and Montana? In this session, we will consider how the ethics rules define where a lawyer is practicing law. We will also explain the circumstances under which a lawyer may practice across state lines. Participants will learn that the consequences of the unauthorized practice of law can be severe.

FACILITATORS

John G. Cameron, Jr.
Dickinson Wright, PLLC
Grand Rapids, MI

Desmond D. Connall, Jr.
Ballard Spahr LLP
Washington, DC



Peer to Peer 3

ADV

Omni-Channel: Cloud Based Sales on the Ground

The internet is driving significant changes affecting retailers' relationships with customers. Shopping center owners and developers are well advised to be ready for these changes. In this forum, we will think through the effects of e-tail that impact the lease, including gross sales, remodeling and use.

FACILITATORS

Joanne I. Goldhand
Ice Miller LLP
Columbus, OH

Steve Spector
Macerich
Santa Monica, CA

GENERAL SESSION

10:30 – 11:45 am

General Session 4

Anatomy of a Lease on Trial

This general session will follow the path of a landlord-tenant trial from pre-filing decisions through discovery, mediation, trial and post-trial matters. Critical decision points along the litigation timeline will be discussed, including both pre-suit planning and litigation strategy.

PANELISTS

Gary S. Kessler
Kessler Collins P.C.
Dallas, TX

Paul S. Magy
Clark Hill PLC
Birmingham, MI

Martin H. Orlick
Jeffer Mangels Butler & Mitchell LLP
San Francisco, CA

SEMINARS

10:30 – 11:45 am

Seminar 8

Everything You Always Wanted to Know About Gross Sales, But Were Afraid to Ask

The retail industry is experiencing a transformation like never before. In the face of mounting financial pressures and changing demographics, landlords are requiring tenants to partner with them and to share data with full transparency involving any and all store-related transactions as part of the accounting for and reporting of gross sales. This seminar will focus on defining gross sales (in store, internet and other sales), lease reporting requirements, right to audit and recordkeeping, and other related issues. Understanding these important factors are key to successfully managing your retail real estate assets.

PANELISTS

Frank J. Cerza
Carlton Fields Jordan Burt P.A.
New York, NY

Kenneth S. Lamy, CRX
The Lamy Group, Ltd.
Mandeville, LA

Seminar 9

Journey Through the Nine Circles of Hell: A Tenant's Odyssey in Negotiating Nondisturbance Agreements and Estoppel Certificates

Panelists will discuss the interplay between the landlord, lender and the tenant in negotiating estoppel certificates and subordination, non-disturbance and attornment agreements ("SNDAs"). The intricacies of the provisions of these documents from all viewpoints, with a focus on each party's "hot buttons" will be explored. Drafting suggestions will be made in an effort to try to address the distinctive needs of landlords, tenants and lenders so as to achieve a balanced document and to avoid unintended consequences.

PANELISTS

Joel R. Hall
Law Offices of Joel R. Hall
Santa Rosa, CA

THURSDAY, OCTOBER 26 Continued

Diane M. Mispagel
Realty Law Partners, PC
St. Louis, MO

Seminar 10

Mission, Commission: Negotiating with Brokers and Their Lawyers

Our clients rely on real estate brokers to help them make the transactions on which we, as real estate attorneys, make our living. But when it comes to finalizing the brokers' commission agreement, there is often a disconnect. This seminar is designed to help bridge that gap and provide practical advice to attorneys in dealing with brokers and their counsel in these matters. Both panelists are counsel for brokers and they will discuss various terms of a typical brokerage agreement, the most often debated legal (and business) issues, and how lawyers can help clients finalize agreements with their brokers so they can close their transactions without unnecessary risk of liability and/or future litigation.

PANELISTS

Matthew E. Cash
JLL
Chicago, IL

Michael Taxin
RKF
New York, NY

Seminar 11

From Title Commitment to Final Title Policy: Title Insurance Fundamentals for the Shopping Center Owner and Lender

This session will provide an overview of the title insurance process, from producing the title commitment through issuance of the final policy and accompanying endorsements. The covered risks contained in both an owner's and lender's policy will be analyzed along with how coverages are subject to the Schedule B general and special exceptions along with the exclusions from coverage and the conditions contained in the policy jacket. Panelists will also discuss commonly requested endorsements for both an owner's and lender's policy.

PANELISTS

Shawn Elpel
Stewart Title Guaranty Company
Seattle, WA

Elliot L. Hurwitz
Chicago Title Insurance Company
New York, NY

WORKSHOPS

10:30 – 11:45 am

Workshop 13

ETHICS

In-House Avoiding the Out-House: Ethics and the In-House Lawyer's Navigation of Business

Join two experienced in-house counsel as they present hypotheticals based on actual real-life experiences with their clients (and the opposing side) that illuminate how easy it is to cross the line; how hard it can be to keep a client from crossing that line; and alternative paths to avoiding ethical violations during typical, everyday negotiations.

FACILITATORS

Susan Myers
24 Hour Fitness
San Ramon, CA

Howard Sigal
GGP Inc.
Chicago, IL

Workshop 14

Shape Shifting: Expanding, Shrinking or Making Your Space Disappear – ROFRs and ROFOs

Retailers today are examining store sizes more than ever before. This workshop will explore the issues involved in expanding and contracting premises size, including rights of first offer, rights of first refusal, contraction and expansion options, and rights of early termination. We will discuss the implications of these issues for tenants, landlords and lenders.

FACILITATORS

Peter DiGiovanni
Lewis, Rice & Fingersh, L.C.
Kansas City, MO

Jarret S. Stephens
Norton Rose Fulbright
New York, NY

Workshop 15

Real Estate and Marijuana: Financial Opportunity or Unmanageable Risk

With twenty-eight states and the District of Columbia legalizing marijuana for recreational or adult use, there is a strong leasing demand for warehouse and retail properties. Understanding the nature of the cultivation, processor and dispensary business is key to navigating the lease drafting issues. Learn what to consider and how to mitigate risk when approached by a licensed marijuana business looking to lease property in your client's building or center.

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FACILITATORS

Mark S. Hennigh

Greene Radovsky Maloney Share & Hennigh LLP
San Francisco, CA

Scot C. Crow

Dickinson Wright
Columbus, OH

Workshop 16

ADV

Battle Lines Drawn: Loan Workouts

This workshop will focus on borrower and lender considerations for defaulted mortgage loans. Discussions will include various methods to work out a defaulted loan. The workshop will also focus on key topics such as pre-negotiation letters, default letters and forbearance agreements, as well as strategic decision-making from both the lender's and the borrower's perspective, as to whether to seek a loan restructure, foreclosure, deed-in-lieu of foreclosure or a discounted pay-off.

FACILITATORS

Arren S. Goldman

Seyfarth Shaw LLP
New York, NY

Ellen M. Goodwin

Alston & Bird LLP
New York, NY

Workshop 17

Writer's Workshop 101: Getting Your Lease Abstract on the Client's "Bestseller's List"

Panelists and participants will collaborate to repair the reputation of the often maligned lease review, working to elevate its status as an important due diligence component of any shopping center acquisition. This workshop will focus on using lease reviews to identify hidden due diligence issues and to address client hot buttons. We will also discuss strategies for presenting lease abstracts in a user-friendly format that will transform the lease abstract from an insomnia cure to a "must read."

FACILITATORS

Kristy M. Docabo

Seyfarth Shaw LLP
New York, NY

Cathryn E. Greenwald

Thompson Hine LLP
Cleveland, OH

PEER TO PEER

10:30 - 11:45 am



Peer to Peer 4

ADV

Another Fine Mess: Redevelopment of an Existing Shopping Center

This peer to peer workshop will present two hypotheticals that relate to the legal mess that arises from the redevelopment of existing shopping centers. The hypotheticals will address a redevelopment that adds a new major store, new mall space and a new outparcel, a residential building, transit facilities and various exchanges of parcel ownership not only with existing anchor stores, but also the owner of adjacent property. As we say, "Another Fine Mess."

FACILITATORS

Rory A. Packer

Westfield, LLC
Los Angeles, CA

Craig D. Swanson

CGS3 Law Firm
San Diego, CA



Peer to Peer 5

ADV

Building a Village Within the City: Getting it Right For Mixed-Use Projects

This peer to peer workshop will focus on elements that are critical to building a successful mixed-use urban development, including the key partnership role that the legal team plays with leasing, construction, development, operations and tenant coordination. Through analysis and discussion of hypotheticals among attendees and facilitators we will examine components that are important to keep in mind to ensure the long term success of mixed-use "villages" that are created within existing urban environments, including co-tenancies, exclusive use provisions, prohibited uses and competing parking and operational needs of the varied users within urban mixed-use projects.

FACILITATORS

Deborah A. Colson

Federal Realty Investment Trust
Rockville, MD

J. Adam Rothstein

Honigman Miller Schwartz and Cohn LLP
Bloomfield Hills, MI

THURSDAY, OCTOBER 26 Continued

SEMINARS

12:00 – 1:15 pm

Seminar 12

Honing Your Skills to Effectively Embrace Uncertainty and Grow Your Practice

This fast-paced session is designed to help lawyers move out of their comfort zones and enhance their skills and capabilities. Techniques will be analyzed to enable lawyers to more effectively obtain and, more importantly, retain and grow their client relationships. Today's legal paradigm in which we are all involuntarily submerged requires skills well beyond a solid understanding of the substantive law.

PRESENTER

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

Seminar 13

Changing Times, Changing Minds: Revisiting Prohibited Uses and Their Enforceability in the New Era of Non-Traditional Retail

We will explore typical categories of prohibited uses by design and function and their evolution over time to allow for, and exclude, non-traditional uses not previously found in shopping centers. A robust discussion will follow of drafting clauses in a clear and concise manner to achieve the objective of enforceable clauses set forth in a lease and/or recorded instrument. Lastly, the seminar will conclude with a review of the circumstances in which those clauses have survived challenge and those in which they have failed to meet the grade.

PANELISTS

Bruce E. Ritter
Larsson & Scheuritzel
Jericho, NY

Roy P. Ruda
Kitchens Kelley Gaynes, P.C.
Atlanta, GA

WORKSHOPS

12:00 – 1:15 pm

Workshop 18

Rock, Paper, Scissors: Who's Who When Negotiating Leases Involving Franchisors, Franchisees, and Landlords

Unlike standard commercial leases where parties typically have relatively equal bargaining power, negotiating and drafting a lease for a franchise concept typically comes with complications and frustrations arising from the unique

relationship between franchisee and franchisor which is governed by federal and state law, together with the goal of trying to negotiate a fair lease with a landlord, that in most cases, has much greater bargaining power. This workshop will discuss how to work together in order to best meet the needs of the franchisor, the franchisee, and the landlord while focusing on the special circumstances that can surround franchisor addendums, riders and franchisor/franchisee rights. We will also look to participants for recent war stories and problem-solving ideas.

FACILITATORS

Rosemarie E. DelMonte
DelMonte Law, LLC
Aurora, CO

Courtney Seely
Orangetheory Fitness
Boca Raton, FL

Workshop 19

Different Strokes for Different Folks: What Do Your Lenders and Buyers Want to See in Your Lease?

Landlords, tenants, lenders and buyers each have different needs in a commercial lease. This interactive workshop will explore important lease considerations from the unique perspectives of lenders and buyers, focusing on when the interests of a lender and a buyer align with those of the landlord and the tenant, and when they are at odds. Participants will discuss which provisions are critical to lenders and buyers when analyzing a lease, and how to best address these divergent provisions during lease negotiations.

FACILITATORS

Kathryn K. Gaydos
Benesch, Friedlander, Coplan & Aronoff LLP
Cleveland, OH

Jerald M. Goodman
Drinker Biddle & Reath LLP
Philadelphia, PA

Workshop 20

Mezzanine Financing: Stuck In the Middle With You

This workshop will focus on mezzanine financing from the perspective of the shopping center owner. How to get mezzanine financing, what does the mezzanine lender want, what the shopping center owner has to give the lender, and how the shopping center owner navigates the relationship between the first mortgage lender and the mezzanine lender. The session will also focus on the mezzanine lender's requirement that the shopping center owner provide title insurance protection, and what options the owner has with respect to satisfying the lender's title insurance requirements.

U.S. SHOPPING CENTER LAW CONFERENCE

THURSDAY, OCTOBER 26 Continued

FACILITATORS

Peter Buonocore

Commonwealth Land Title Insurance Company
New York, NY

Anthony L. Grimaldi

Teachers Insurance and Annuity Association of America
New York, NY

Workshop 21

From Rent-a-Cop to RoboCop: How Emerging Technology Can Join Forces With Time-Tested Tactics to Tackle Common Threats and Prepare for the Unprecedented

Gone are the simple days of “Paul Blart: Mall Cop.” Recent years have brought us soft-target terrorist threats, active shooters, digital beacons, security robots, and social media-fueled swarms of teenagers looking for trouble. 2017 is truly a brave new world where advanced technology has given retailers and property owners new tools to protect tenants and customers from threats old and new. This interactive workshop will explore how landlords and retailers can keep their customers safe, and shopping, in a changing world.

FACILITATORS

Nick Dierman

Westfield, LLC
Century City, CA

Heather Smith Michael

JLL
Atlanta, GA

Workshop 22

Negotiating Leases With High-End Luxury Retail Tenants: Putting the Jewel in the Box

Whether on the street or in a shopping center, high-end luxury retail tenants and their landlords bring different issues and concerns to the table than other retail tenants and their landlords. What are the key issues? How does the process differ? What to expect after the lease is signed? This workshop will discuss from the landlord and tenant perspective how to negotiate through the landmines to a successful deal.

FACILITATORS

Bradley A. Kaufman

Pryor Cashman
New York, NY

Sara Hansen Wilson

Drinker Biddle & Reath LLP
San Francisco, CA

PEER TO PEER

12:00 – 1:15 pm



Peer to Peer 6

ADV

Risk Management Stormy Situations: Mother Nature Doesn't Negotiate, So You Better!

This interactive peer to peer workshop will use hypothetical fact patterns to explore the interplay among insurance, indemnity and waiver provisions in allocating risk of loss in a retail lease. Participants will break out into small groups; each small group will debate the implications of the hypothetical fact patterns and then report its findings to the larger group. The facilitators will then lead a discussion on the findings in an effort to provide a deeper understanding of, as well as ways in which to more adeptly negotiate, the risk allocation provisions in a retail lease.

FACILITATORS

Jay B. Leibovitz

Barack Ferrazzano Kirschbaum & Nagelberg LLP
Chicago, IL

Natalie Vukovich

Daoust Vukovich LLP
Toronto, ON

Optional Activity: Group Yoga, Walking or Light Jogging 3:00 – 4:00 pm

New this year! Register now for one of three optional group activities that will culminate in refreshing smoothies and light snacks. See page 23 for details.

Optional Activity: Destination Riverwalk 6:30 – 10:30 pm

Hop on one of our complimentary shuttles to the Riverwalk to enjoy San Antonio's world-renowned urban waterway! Looking for somewhere to dine? Register to join us for traditional and contemporary Italian fare at Paesanos Riverwalk in a private dining room overlooking the river! See page 23 for details.

FRIDAY, OCTOBER 27

Registration

7:00 am – 3:00 pm

CLE Information Desk Open

7:00 am – 2:00 pm

Continental Breakfast

7:00 – 7:30 am

ICSC Update

7:30 – 7:45 am

FRIDAY, OCTOBER 27 Continued

Roundtable Discussions

7:45 – 8:45 am

Be sure to join the “So You Want to Be a Speaker” Roundtable to learn about potential speaking opportunities available at future Law Conferences for attendees of almost all experience levels, the requirements and, if selected, what it takes to be a successful Law Conference speaker.

All other topics and roundtable leaders will be announced in September.

GENERAL SESSION

9:00 – 10:15 am

General Session 5

ETHICS

The Ethics of Shopping Center Negotiations: Are There Any?

We all negotiate every day and we never intentionally mislead the other side... well, maybe we puff a bit, but that's OK, isn't it, because that's how the game is played, correct? And certainly there's nothing inherently unethical about the negotiation process, right? Wait, are you sure that the answers to these questions are as clear cut as they seem? Nationally-renowned speaker Mike Rubin, with his unique blend of scholarship and humor, and with one of the most unusual multimedia presentations you'll ever see, will challenge your thinking, raise issues to ponder, and give you something to smile about.

PRESENTER

Michael H. Rubin
McGlinchey Stafford, PLLC
Baton Rouge, LA

SEMINARS

9:00 – 10:15 am

Seminar 14

Lease Guarantees: The Only Thing to Fear is the Language of the Guarantee Itself

Given the long-term nature of many lease agreements and the various changes that occur over time, it is particularly important to consider the impact of these changes on the obligations that are covered by the guarantee. The lease might be amended, the tenant might be sold, the relationship between the tenant and guarantor might end and conditions and covenants might be breached. Often times, it is just as important to understand what a document doesn't say rather than what it does say. This discussion will explore various provisions often found in guarantees and the impact of those provisions on the validity and enforceability of the guarantee. We will also consider how the outcome may vary across jurisdictions.

PANELISTS

Gregory D. Call
Crowell & Moring LLP
San Francisco, CA

Melissa S. Rivers
Goulston & Storrs
Boston, MA

WORKSHOPS

9:00 – 10:15 am

Workshop 23

May the Lease Be With You, Though the Enforce May Not: Lessons Learned from Litigating Lease Clauses

This interactive workshop will provide a litigator's perspective on enforcing lease clauses. The discussion will include hypotheticals that show the different ways a judge or jury may interpret lease terms and defaults. This workshop will address various lease clauses, including the right to recover damages, repossession rights, and the right to accelerate rent, and provide helpful drafting tips.

FACILITATORS

Mohammad Walizadeh
Hanson Bridgett LLP
San Francisco, CA

John J. Wiles
Wiles & Wiles LLP
Marietta, GA

Workshop 24

Step Out of Your Comfort Zone and Take a Gamble: Explore Retail Lease Issues Outside of the Shopping Center Setting

Not all retail leases are alike. This interactive workshop will examine select issues in non-shopping center retail leases using airport, casino, college campus, and condominium settings as examples. Participants will learn about and discuss leasing concepts that are unique to such settings, and will also address topics that are often taken for granted in shopping center lease negotiations but which require more focus and fine-tuning in these other contexts. The goal of this workshop is to encourage a robust dialogue that leaves you with a fresh perspective on your retail leasing practice.

FACILITATORS

Lisa C. Rolnick
Westfield, LLC
Wheaton, MD

Ryan Trifelitti
Ballard Spahr LLP
Philadelphia, PA

U.S. SHOPPING CENTER LAW CONFERENCE

FRIDAY, OCTOBER 27 Continued

Workshop 25

Making the ADA Accessible for Landlords and Tenants

This workshop will focus on trends in ADA litigation, including what constitutes “a place of public accommodation” outside of the typical brick and mortar business location. The facilitators will provide an update regarding recent court decisions and legislative developments and initiatives, and looks forward to engaging in an interactive dialogue concerning strategies for navigating the ADA to resolve disputes from the perspective of both the landlord and the tenant.

FACILITATORS

Alisa N. Carr

Leech Tishman
Pittsburgh, PA

Stacey McKee Knight

Katten Muchin Rosenman LLP
Los Angeles, CA

GENERAL SESSION

10:30 – 11:45 am

General Session 6

You Can't Always Get What You Want, But Learn to Negotiate for What You Need

This general session will review techniques, theories and science that assist in the negotiation process with a look to the future. This will include a practical analysis, including case studies (humorous and otherwise), that might be useful.

PANELISTS

Christine Gresham

France Gresham LLC
Gaithersburg, MD

Abe J. Schear

Arnall Golden Gregory LLP
Atlanta, GA

Mark A. Senn

Senn Visciano Canges P.C.
Denver, CO

SEMINARS

10:30 – 11:45 am

Seminar 15

Great Shopping Center Cases and What We Have Learned From Them

This seminar will focus on the practical and legal lessons learned from some of the seminal shopping center and

real estate related cases decided in the recent past. We will provide updates on how these cases have played out in subsequent court decisions and in practical applications such as litigation strategy, drafting and negotiations. This seminar will be of interest to any attorney representing owners, tenants, developers and service providers.

PANELISTS

Jonathan A. Loeb

Blank Rome LLP
Los Angeles, CA

Howard Rubin

Kessler & Collins, P.C.
Dallas, TX

Seminar 16

The Next Wave: Retail Bankruptcy Comes to America's Heartland and Other Recent Developments

This seminar will address the staggering number of bankruptcy filings by retailers in 2017, the overwhelming number of stores that have closed and remain dark, why many new Chapter 11 cases are being filed outside of traditional venues of Delaware and New York, and the nature of recent rent restructuring requests from distressed retailers (including rent reductions, conversion to percentage rent and termination rights). Recent case developments, the current state of designation rights transactions, and the impact of recent and anticipated bankruptcy filings on jobs, smaller American communities, landlords and lenders, including receiverships, foreclosures and landlord bankruptcies, will also be discussed.

PANELISTS

Ivan Gold

Allen Matkins Leck Gamble Mallory & Natsis LLP
San Francisco, CA

Ronald E. Gold, Esq.

Frost Brown Todd LLC
Cincinnati, OH

Seminar 17

Leasing Boot Camp 2: Are You Warmed Up Yet? Now for the Good Stuff...

This seminar picks up where Leasing Boot Camp 1 left off, and provides a comprehensive introduction to shopping center leasing for the attorney or leasing professional who is fairly new to the industry and for experienced individuals who would enjoy reinforcing the basics. We will review the special issues of the lease (such as co-tenancy rights, exclusives, kickout rights, environmental issues) from a landlord and tenant perspective, with an emphasis on issue-spotting and

FRIDAY, OCTOBER 27 Continued

negotiation strategies, and will also point out issues specific to the shopping center industry. The new kid on the block will sound like a confident “old pro” in no time.

PANELISTS

Peggy M. Israel
National Retail Law Group
Baltimore, MD

Walker Kennedy, III
Woodbury Corporation
Salt Lake City, UT

Seminar 18 **ADV**

Our Property Insurance Covers That...Doesn't It? Misconceptions, Over-Lawyer-ing, and Other Wrong Assumptions That Landlords Make When It Comes to Property Insurance.

This presentation is an advanced commercial property insurance seminar that will explore (i) insurance gaps to avoid, (ii) protecting the interests of others (e.g., additional insureds, loss payees, mortgagees), (iii) the multitude of issues and misconceptions related to insuring “Tenant Improvements” (including an examination of “standard” lease language that could leave landlords in an unenviable position), (iv) leasing and insurance issues related to LEED Certified buildings, and (v) other important property insurance considerations.

PANELISTS

Charles Comiskey
Risk Tech, Inc.
Houston, TX

Patrick O. Hayes
Andrews Myers
Houston, TX

WORKSHOPS

10:30 – 11:45 am

Workshop 26 **ADV**

TICs and Other Non-Traditional Ownership Structures: A Tangled Tortured Triangle or a Path to Greater Returns?

Tenants-in-common, once used as an effective means for unrelated parties to own real estate, have recently fallen into disfavor of commercial lenders due to the array of control issues the ownership structure presents. In the commercial real estate context, it is not uncommon for tenants-in-common to be difficult to reach or be unresponsive to requests, be unfamiliar with the complexities of property management and financing, and be unaware of local tax requirements since tenants-in-common may be spread across the country. This workshop will address a number of these issues and provide

advice on matters such as properly structuring a tenancy-in-common agreement, the engagement of asset and property managers, the appointment of a master tenant-in-common, and reacting to dissenting tenants-in-common, as well as a discussion of other ownership structures that present similar management issues.

FACILITATORS

Robert G. Gottlieb
Venable LLP
Washington, DC

Mark S. Levenson
Sills Cummis & Gross P.C.
Newark, NJ

Workshop 27

Shopping Center Ancillary Income: New Money in the Parking Lot and on the Roof from Billboards, Solar Panels, Cell Towers, Common Area Temporary Uses, and Other Creative Income Sources

Shopping center ancillary income programs can significantly boost a landlord's net operating income and profitability, and unlock property values, often for no or little owner cost or investment. Many shopping centers today include creative new income sources, generated by non-traditional uses on unused or underused shopping center spaces in the parking lot, on the roof, and in common areas. This workshop will examine the opportunities and obstacles of ancillary income possibilities, including billboards, cell towers, solar panel arrays, ATM's, vending machines, recycling bins, tent sales (flowers, plants, and Christmas trees), parking lot and other common area events (carnivals, festivals and races), pop up leases and temporary seasonal leases, and more, and provide practical advice and guidance on the legal considerations and negotiation of ancillary income transactions.

FACILITATORS

Marc H. Feldman, CLS, SLD
Feldman Law LLC
Shaker Heights, OH

Joseph S. Finkelstein
Interstate Outdoor Advertising, L.P.
Cherry Hill, NJ

Workshop 28

Going Vertical: Challenges in Multi-Level Retail Projects

The vertical stacking of retail and non-retail uses in mid-rise and high-rise developments raises complex issues for both developers and their retail tenants. In this workshop and in the accompanying materials, we will identify a number of important issues that every attorney who structures, negotiates and documents multi-level retail projects should

U.S. SHOPPING CENTER LAW CONFERENCE

FRIDAY, OCTOBER 27 Continued

be aware of, and will draw upon the attendees' experience to devise strategies to address these interesting issues.

FACILITATORS

Steven L. Dube

Saul Ewing
Washington, DC

Tom Muller

Manatt Phelps & Phillips LLP
Los Angeles, CA

Workshop 29

The Truth, [But Not] the Whole Truth: What to Represent and What Not to Represent in Purchase and Sale Agreements

This interactive workshop will focus on representations and warranties in purchase and sale agreements and encourage a dialogue regarding various provisions from buyers' and sellers' perspectives. We will discuss trends, regional differences and post-closing liability, standards, limitations and thresholds.

FACILITATORS

Dorothy E. Bolinsky

Drinker Biddle & Reath LLP
Princeton, NJ

Francesca R. Weindling

Teachers Insurance and Annuity Association of America
New York, NY

Workshop 30

Synergies and Conflicts: Adapting the Retail Environment to New Uses

There has been a sea of changes in technology, urban planning and culture that present tremendous opportunities for our industry. Our legacy shopping centers are often well located to transportation, population and employment, even though we are, in the aggregate, over-stored. Either there will be a "survival of the fittest" where some centers survive and others are entirely re-purposed, or we need to replace a substantial part of our existing GLA with other uses in many of our existing centers. This interactive workshop will explore the inevitable challenges as we re-examine how we think about shopping centers.

FACILITATORS

Henry D. Finkelstein

Greenburg Glusker
Los Angeles, CA

Johanna L. Jumper

Bradley Arant Boult Cummings LLP
Nashville, TN

PEER TO PEER

10:30 - 11:45 am



Peer to Peer 7

ADV

Staying the Course! Navigating the Ocean of Delivery and Its Seas of Work Letters, Lease Clauses, and Governmental Requirements

This interactive peer to peer workshop will focus on the interests of the developer/landlord and the retail store occupant in retail and mixed-use developments and the all too often disputes over work letters, design and construction guidelines, lease provisions and governmental requirements that create delivery issues. Using hypotheticals, this session will address solutions to the construction process when problems arise and the timely delivery of space and related improvements are in jeopardy. Best practices for the coordination of design and construction teams, staving off problems at the beginning, mitigating the adverse effects of potential pitfalls, and protecting the interests of the respective parties will be explored.

FACILITATORS

Charles E. Schroer

Frost Brown Todd LLC
Cincinnati, OH

Alexander G. Tselos

Target Corporation
Minneapolis, MN



Peer to Peer 8

ADV

Welcome to the "New Age": Rethinking Co-Tenancy Terms That Once Were Considered "Radioactive"

Given the evolution of the retail real estate industry, co-tenancy provisions in leases are more important than ever. This peer to peer workshop will use several hypothetical fact patterns to explore co-tenancy issues in the current market. We will challenge our participants in this session to think outside of the box and develop new strategies for negotiating co-tenancy provisions and how such strategies may need to vary depending upon the location, nature and size of your shopping center.

FACILITATORS

Smita Butala

Polo Ralph Lauren Corporation
New York, NY

Robert C. Ondak

Benesch, Friedlander, Coplan & Aronoff LLP
Cleveland, OH

FRIDAY, OCTOBER 27 Continued

SEMINARS

12:00 – 1:15 pm

Seminar 19

Builders Risk Business: The Top 10 Things You Need to Know in Procuring Builders Risk Insurance Coverage

What is builders risk insurance? When do you need builders risk coverage for existing buildings? What does it cover? Who does it cover? What doesn't a basic builders risk policy cover? What should my lease or construction contract say about builders risk coverage? What does it cost? What information do I need to tell my insurance broker or advisor to make sure I have what I need? What happens if a claim occurs? This seminar will provide the answers to these and other questions about builders risk insurance.

PANELISTS

Janet M. Johnson

Schiff Hardin LLP
Chicago, IL

Timothy J. Walsh

Norton Rose Fulbright
Clayton, MO

Peter P.H. Wilcox, CSP

Travelers
Hartford, CT

WORKSHOPS

12:00 – 1:15 pm

Workshop 31

What's Cooking? A Review of Sizzling Hot Issues in Restaurant Leases

Restaurant leases require landlords and tenants to pay particular attention to operational issues. This workshop will focus on important provisions for landlords and tenants to consider when negotiating restaurant leases.

FACILITATORS

Michael E. Jones

Cole Schotz P.C.
Hackensack, NJ

Gary Melsher

Singerman Mills Desberg & Kauntz
Pepper Pike, OH

Workshop 32

Is That a Gym in My Restaurant?

Aspects and Perspectives of Mixed-Use Buildings

This interactive workshop will focus on the advantages and disadvantages of developing, constructing and leasing a mixed-use stand-alone building. We will discuss and analyze

how the various parties and interests involved in such a project intersect and coordinate to enhance advantages and minimize disadvantages. Topics for discussion include development, construction, leasing, and operational issues inherent in mixed-use projects.

FACILITATORS

Jane S. Borden

24 Hour Fitness
San Ramon, CA

Bindi Dharia

Goldfarb & Fleece LLP
New York, NY

Workshop 33

ADV

Defending the Alamo: Creative and Practical Solutions for Advanced Title Issues Affecting Retail Developments

During this advanced workshop, learn how the facilitators identify, analyze, negotiate, and resolve some of the most complex title issues affecting retail property. This interactive discussion will take you beyond the basics of title policies and endorsements and address how to protect your client by identifying potential pitfalls and presenting creative solutions. The facilitators bring a combined 65 years of experience working through advanced title issues, and will share with you recent title experiences, observations, legal developments, and trends.

FACILITATORS

Yosi (Joe) J. Benlevi

Chicago Title
New York, NY

Wilhelmina F. Kightlinger

Old Republic Title
Tampa, FL

Patricia Voth Blankenship

Foulston Siefkin LLP
Wichita, KS

Workshop 34

Your Grandfather's REA: The Golden Years or One Foot in the Grave

Does it need to be fixed, or is it not broken? This workshop will discuss the benefits and limitations of traditional or aging REAs, CC&Rs and similar project documents, and whether traditional REAs are appropriate for new projects in light of current shopping center trends, including the need or desire to allow for mixed or additional project uses and to give retail centers a sense of place. Practical considerations and tips will be offered on structuring functional project documents for new developments, and how to live with aging project documents for redevelopment and asset management purposes.

U.S. SHOPPING CENTER LAW CONFERENCE

FRIDAY, OCTOBER 27 Continued

FACILITATORS

Michael E. Di Geronimo

Miller Starr Regalia
Walnut Creek, CA

Vincent Kuebler

Honigman Miller Schwartz and Cohn LLP
Ann Arbor, MI

Workshop 35

Lease Restructuring and Workouts: No Sweat

Not all leases have happy endings. Nor do all leases progress as scripted. This workshop will explore various concepts and techniques in addressing lease restructuring and workouts after the lease has been signed. The workshop facilitators will discuss hot button issues and considerations when addressing the need to restructure and recalibrate leases to address changing and changed circumstance. This workshop will additionally address the recent rise in retail tenant bankruptcy filings and what landlords should expect in such an event.

FACILITATORS

Vanessa P. Moody

Goulston & Storrs
Boston, MA

Matthew I. Weinstein

Cozen O'Connor
Philadelphia, PA

PEER TO PEER

12:00 – 1:15 pm



Peer to Peer 9

ADV

Shipping, Sharing and Showrooming: Exclusives and Prohibited Uses for the 21st Century

From shipping goods to and from shopping centers, to showrooms featuring items not actually stocked or sold over the counter at the shopping center, to the presence of businesses participating in the famed “sharing economy,” things have been changing at shopping centers. Is your 20th Century exclusive or list of prohibited uses appropriate for the 21st Century economy? Attend this peer to peer workshop to find out.

FACILITATORS

Michael A. Geibelson

Robins Kaplan LLP
Los Angeles, CA

Ruth A. Schoenmeyer

Pircher Nichols & Meeks
Chicago, IL



Peer to Peer 10

ADV

Chasing the Tenant Allowance Leprechaun: Making Sure the Pot of Gold is at the End of the Rainbow

It's one thing for a landlord to agree to pay a tenant improvement allowance, but it can be quite another thing to actually fund the allowance when and as promised. Unanticipated problems often arise during the construction period that may interfere with coordination of completion of the tenant's build out and payment of the allowance. In this peer to peer workshop, we will talk about strategies used to enable tenants to avoid the unfortunate scenario of completing its tenant improvements only to find that the landlord has no money, and for landlords to take the necessary steps to have what they need in order to fund on time.

FACILITATORS

Laura Lee Garrett

Hirschler Fleischer
Richmond, VA

Ellen Sinreich

The Sinreich Group
New York, NY

Boot Scootin' BBQ

7:00 – 10:00 pm

We're in Texas y'all so break-in your boots, put on your jeans, grab your cowboy hats and get ready to kick up your heels for a boot scootin' good time!

Casual attire recommended. (The conference registration fee includes admission to the dinner for the Conference registrant. Conference registrants may purchase additional dinner tickets. See page 23 for details.)

SATURDAY, OCTOBER 28

Registration

7:00 – 11:00 am

CLE Information Desk Open

7:00 – 11:00 am

Continental Breakfast

7:30 – 8:00 am

LEASING SYMPOSIUM

ROUNDTABLE DISCUSSIONS

8:00 – 9:00 am

All topics and roundtable leaders will be announced in September.

SEMINARS

9:15 – 10:30 am

Seminar 20

Choose Your Battles Wisely: The Top 10 Most Contentious Assignment and Subletting Provisions

This seminar will explore the top 10 issues that landlords and tenants disagree upon when negotiating assignment and subletting clauses. The panelists will describe the landlord and tenant perspectives on each of these issues, and identify legal and business consequences of various assignment and subletting provisions. The seminar will also cover potential compromise solutions which commonly enable landlords and tenants to reach agreement on a mutually acceptable assignment and subletting clause.

PANELISTS

Richard N. Steiner
Walgreen Co.
Deerfield, IL

Stacy E. Wipfler
Husch Blackwell LLP
St. Louis, MO

WORKSHOPS

9:15 – 10:30 am

Workshop 36

Exclusive and Restrictive Use Provisions: Unintended Consequences

The failure to consider the meaning of one word (e.g., grocery), or to realize the ubiquitous nature of one product (e.g., coffee), can destroy a center. Complacency during

lease negotiations of exclusive and restrictive use provisions can lead to disastrous results and inadequate recourse. This discussion group, led by two seasoned retail leasing attorneys, will focus on real life issues and offer possible solutions and suggestions to deal with these issues in the ever-changing retail landscape.

FACILITATORS

Howard Lind
Wendel, Rosen, Black, Dean LLP
Oakland, CA

Phillip R. Rosenfeldt
Blank Rome LLP
Philadelphia, PA

Workshop 37

Louder! Raising the Volume on Silent Lease Issues

The best landlords' and tenants' attorneys can spot and negotiate issues not clearly (and, sometimes, not at all) addressed in lease forms: the "silent lease issues." This workshop will examine how to anticipate, identify and address potential traps for the unwary. In this interactive workshop, we will explore hypothetical situations and negotiate some otherwise not-so-obvious creative solutions to help you get your deals done.

FACILITATORS

Karen E. Abrams
Paris Ackerman LLP
Roseland, NJ

S.H. Spencer Compton
First American Title Insurance
New York, NY

Workshop 38

Do the Rules Rule or Does the Lease Prevail?

In this workshop, we will review basic drafting principles, and traps to avoid, that analyze the relationship and establish clear priority between lease provisions, on the one hand, and rules and regulations, on the other. We will also discuss specific topics that are often included in a rules and regulations exhibit, and whether those topics are better addressed in the body of the lease, or not included at all. Finally, we will discuss the lease language and process for making changes or additions to the rules.

FACILITATORS

Tal Diamant
Brownstein Hyatt Farber Schreck LLP
Denver, CO

Louis Raymond
The Irvine Company
Newport Beach, CA

U.S. SHOPPING CENTER LAW CONFERENCE

SESSION DESCRIPTIONS

I. General Sessions

General Sessions are intended to provide a broad, general perspective of the topic. Sessions are held in large rooms and led by a panel of three or 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 led by two or three practitioners 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 cover all of the subject matter described in the session outline.

III. Workshops

Workshops are intended to be interactive and are typically led by two practitioners with a substantial level of experience in the topic area. Interaction between the workshop facilitators and the audience is encouraged and expected, with the freedom to stray from the outline and address audience concerns in a more specific and detailed fashion.

IV. Peer to Peer ADV

Ten workshops have been designed as Peer to Peer sessions and will involve breakouts into small group discussions with reporting back to the entire workshop. All Peer to Peer workshops are considered to be advanced. Advance review of the hypothetical fact patterns is highly encouraged as they will form the basis for the discussions at each of these sessions. **Attendance at these sessions is strictly limited to the first 40 attendees.**

V. Roundtable Discussions

The Roundtables are organized as informal discussions among industry professionals regarding specified topics. 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 among themselves. Roundtable Leaders are chosen for their prior experience with the topic.

VI. Leasing Symposium

The Saturday morning sessions focus on the most popular topic: leasing issues. Conference attendees will want to make every effort to attend these timely and insightful leasing sessions.

VII. Advanced Level Sessions ADV

Advanced Level Sessions are recommended for attendees with an intermediate level of knowledge of the topic.

PROGRAM PLANNING COMMITTEE

ICSC sincerely thanks the following individuals of the 2017 U.S. Shopping Center Law Conference Program Planning Committee for their valuable assistance in developing this year's program.

CONFERENCE CHAIR

Robert DiVita, Urban Edge Properties, Paramus, NJ

CONFERENCE CO-CHAIR

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

GENERAL SESSIONS SUBCOMMITTEE

Kathleen A. Crocco, Co-Chair, Williams Legal Advisory Group, LLC, Oakland, NJ

Jerry M. Cyncynatus, Co-Chair, Irvine Company Retail Properties, Irvine, CA

Robert M. McAndrew, Ross Stores, Inc., Dublin, CA

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

SEMINARS SUBCOMMITTEE

Jo-Ann Marzullo, Co-Chair, Posternak Blankstein & Lund LLP, Boston, MA

Eric Rapkin, Co-Chair, Akerman LLP, Fort Lauderdale, FL

John I. Cadwallader, Frost Brown Todd LLC, Columbus, OH

Margaret Jordan, Kane Russell Coleman & Logan, Dallas, TX

Rory Packer, Westfield, LLC, Los Angeles, CA

*Harold D. Piazza, Jr., Glen Ridge, NJ

*Jane S. Smith, Norton Rose Fulbright, Austin, TX

Aubrey Waddell, JLL, Atlanta, GA

WORKSHOPS SUBCOMMITTEE

Joseph S. Finkelstein, Co-Chair, Interstate Outdoor Advertising, L.P. and Katz, Ettin, Levine, P.A., Cherry Hill, NJ

Jonathan Neville, Co-Chair, Amall Golden Gregory LLP, Atlanta, GA

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

Lester M. Bliwise, Seyfarth Shaw LLP, New York, NY

Richard S. Friedman, Resch Polster & Berger LLP, Los Angeles, CA

Neil S. Kessler, Troutman Sanders LLP, Richmond, VA

Paul Ledbetter, Cinemark Holdings, Inc., Plano, TX

Joseph Núñez, Vantage Law Group, Minneapolis, MN

*Raymond G. Truitt, Ballard Spahr LLP, Baltimore, MD

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Registration Form (Optional Events)

Optional Group Activities: Thursday, October 26 | Registration Deadline: Monday, October 9

Group Yoga

When

3:00 – 4:00 pm Yoga
4:00 – 4:30 pm Post-workout smoothies, lights snacks and networking with fellow yogis and the walking/jogging participants.

Where

JW Marriott San Antonio Hill Country Resort & Spa, Lantana Spa

Fee \$20

Limited to the first 30 registrants. Includes yoga mats, towels, water. Activity will be outdoors but moved indoors in case of inclement weather.

Riverwalk Dinner Join us for traditional and contemporary Italian fare in a private dining room overlooking the Riverwalk.

When

6:00 – 9:45 pm
Includes round-trip transportation time.

Where

Paesanos Riverwalk

Fee \$125

Limited to the first 30 registrants. Includes four-course prix fixe dinner. Contact Christian Reid for menu details.

Walking/Light Jogging

When

3:00 – 4:00 pm Walking/Light Jogging
4:00 – 4:30 pm Post-workout smoothies, lights snacks and networking with fellow walkers/joggers and the yoga participants.

Where

JW Marriott San Antonio Hill Country Resort & Spa, Fitness Center

Fee Free

Limited to the first 20 registrants. Participants will determine the pace, breaking into smaller groups if needed. Activity will be outdoors, rain or shine.

Destination Riverwalk Hop on one of our complimentary continuous shuttles running between the JW Marriott and the Riverwalk to explore San Antonio's world-renowned urban waterway on your own.

When

6:00 – 10:00 pm

Where

JW Marriott San Antonio Hill Country Resort & Spa, Main Lobby

Fee Free

Please indicate your interest by selecting the corresponding box below.

ICSC Contact

Christian Reid

Tel: +1 646 728 3550
Email: creid@icsc.org

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