

Satisfy Your CLE, CPE and CPD Requirements!

17th Annual Commercial Real Estate Institute

- **All New!** Dissecting and drafting construction contracts
- Negotiating purchases and sales, and how to close complex commercial transactions, in the current environment
- Identifying how to find the right lending balance
- How to avoid real estate litigation, and what to do when it is inevitable, from foreclosures to evictions
- Land use and environmental issues affecting real estate deals
- Leasing issues and greening the lease

This is an approved New York transitional program

November 5-6, 2015

San Francisco

November 9-10, 2015

Chicago

December 1-2, 2015

New York City

Philadelphia, Pittsburgh,
Mechanicsburg and New Brunswick
Groupcast Locations

Live Webcast



17th Annual Commercial Real Estate Institute

Why You Should Attend

Improving the skill of identifying, appreciating and weighing your client's leverage in negotiating the commercial real estate fundamentals (rents, vacancy rates and development activity) will be the focus of the 2015 **Commercial Real Estate Institute** in this improving market. Practitioners with this understanding will find it easier to achieve and maintain a viable real estate practice where their advice adds value. This program helps practicing attorneys enhance those abilities while performing the traditional transactional skills, and while developing workout and enforcement skills, so that they can help their clients take advantage of their leverage and regain any lost footing more quickly.

What You Will Learn

- **All New!** Understanding how to dissect and construct construction contracts
- How to maximize your client's leverage in negotiating purchases and sales, and close complex commercial transactions, in the current environment
- Identify whether your lender is overly cautious and how to find the right lending balance
- Achieve the best title coverage available for the dollar in a consolidating industry
- Identify how to avoid real estate litigation in a nutshell, and understand what to do when it is inevitable, from foreclosures to evictions
- Land use and environmental issues affecting real estate deals
- Data center leasing issues
- How to take advantage of the upside of greening leases and how to avoid the downside

... and much more practical advice from experienced attorneys in the nation's leading law firms!

Who Should Attend

Associates, junior partners, in-house counsel and other professionals handling commercial real estate matters.

Save the Date — Upcoming 2015 Seminars!

Hotels 2015: Law and Practice, September 9, 2015 – New York City & Live Webcast

Building Better Construction Contracts 2015, December 11, 2015 – New York City & Live Webcast

For a complete list of PLI offerings, visit www.pli.edu

Register Online at www.pli.edu/FHH5 or Call (800) 260-4PLI

Program Schedule

Day One: 9:00 a.m. – 5:00 p.m.

Morning Session: 9:00 a.m. – 12:30 p.m.

9:00

Purchases, Sales and Closing

- Letters of intent
- Special purchaser issues
 - Understanding the property
 - Entity structuring issues
 - Due diligence vs. going hard
 - Purchaser contingencies
- Seller perspective
 - Tenant estoppel issues
 - Limits on surviving obligations
- Entitlements and environmental issues: how they affect the deal
- Closing the deal: staying organized

SF: Jodi B. Fedor, Danna M. Kozerski

CHI: Brian K. Kozminski

NYC, PHI, PITT, MECH, NB & WEB: Steven L. Wilner

10:30 Networking Break

10:45

Commercial Leasing

- Landlord perspective and goals
 - Financing
 - Sale
 - Operations
 - Tenant perspective and goals
 - Operations
 - Flexibility
 - Expense
 - Which lease provisions are most important?
 - Commercial Perspective
 - Rent
 - Operating expenses
 - Taxes
 - Incentives: work allowance or free rent
 - Expansion/contraction
 - Renewal
 - Assignment and subletting
 - Legal Perspectives
 - Indemnity and insurance
 - Subordination
 - Default and damages
 - Lawyer's role in commercial leasing transaction
- SF: Manuel Fishman, Mark S. Hennigh, Richard C. Mallory
CHI: Caryn S. Englander, Amy L. Kurland
NYC, PHI, PITT, MECH, NB & WEB: Jill Hayman, Ronald D. Sernau

12:30 Lunch

Afternoon Session: 1:30 p.m. – 5:00 p.m.

1:30

Mortgage Financing

- Mortgage financing transaction overview – from loan application to closing
- Underwriting trends – LTV, debt yield, cash flows
- Borrower hot buttons
 - Permitted transfers
 - Liquidity for borrowers – defeasance, partial releases
 - Control of lender discretion
 - Recourse carveout guarantees
 - Cash management
- Special purpose entities/non-consolidation opinions
- Securitized loans/CMBS restrictions
- Specialized types of financing:
 - Leasehold
 - Mezzanine
- Mock negotiation

SF: Andrea L. Clay, Sara Hansen Wilson

CHI: Steven R. Davidson, Everett S. Ward

NYC, PHI, PITT, MECH, NB & WEB: Diana M. Brummer, Donald Frey, Steven G. Horowitz

3:15 Networking Break

3:30

Bankruptcy, Restructurings and Workouts

- How the client's goals determine appropriate strategy
- Pre-workout agreements, forbearance agreements
- Common deal terms in mortgage loan workouts
- Deeds in lieu: fraudulent transfer issues
- Cash flow mortgages; expedited sales of collateral
- Changes in property manager
- Lockboxes: how they work
- Current property valuation/appraisals: their importance
- Mezzanine loan issues/enforcement

SF: Dennis B. Arnold, Suzanne Uhland

CHI: Eric E. Walker

NYC, PHI, PITT, MECH, NB & WEB: Brian S. Rosen

5:00 Adjourn

“This was one of the best lectures I have attended! I will definitely recommend it to colleagues.”

– Amy Leavens, General Counsel and Corporate Secretary of Capital Impact Partners

“Seminar was perfect . . .”

– Daniel Kohn, Duane Morris LLP

“Best presentation I’ve seen in a long time.”

– Kevin Strehlow, Sunoco Logistics

*Please plan to arrive with enough time to register before the conference begins.
A networking breakfast will be available upon your arrival.*

Day Two: 9:00 a.m. – 5:00 p.m.

Morning Session: 9:00 a.m. – 1:00 p.m.

9:00

Insurance Issues

A. Property/Liability Insurance and Risk Management

- Standard types of property and liability insurance coverage
- Special coverage issues and concerns
- Recommendations for drafting insurance requirements in contracts
- Certificates of Insurance: do the ACCORD forms provide any rights to the holder?
- Additional insured issues

SF: Alexandra S. Glickman

CHI: Aaron M. Potter

NYC, PHI, PITT, MECH, NB & WEB: Philipp J. Bischoff

B. Title Insurance

- Traditional role of title insurance
- Overview of 2006 policy forms
- Changing landscape
 - Creditor's Rights Coverage: why isn't it available?
 - Mechanics' Lien Coverage: a (not so) brave new world
- Survey coverage and the new 2011 ALTA Survey Standards
- Endorsements for loan modifications/restructurings

SF: Rod Pasion

CHI: James W. McIntosh

NYC, PHI, PITT, MECH, NB & WEB: Frank Carroll,

Elliot L. Hurwitz

10:15 *Networking Break*

10:30

Land Use and Environmental Law in Real Estate Transactions

A. Environmental Issues in Real Estate Deals

- Environmental due diligence and disclosure
- Urban environmental issues (vapor intrusion, demolition, ambient hazards)
- Key liability issues under federal and state law
- Other environmental issues (wetlands, stormwater, species, climate change)
- Opportunities, pitfalls and strategies for brownfields
- Baby NEPAs and land use/environmental nexus
- Environmental covenants, representations, warranties and indemnities
- Environmental insurance

SF: Jennifer L. Hernandez

CHI: Sean W. Bezark

NYC, PHI, PITT, MECH, NB & WEB: Philip E. Karmel

B. Land Use Issues in Real Estate Transactions

- Rights of the regulated in the public approval/entitlement process
- The due diligence process
- To what extent can land use risks be shifted through contract provisions and/or the structure of the deal?
- Strategies for success regardless of jurisdiction

SF: Jennifer L. Hernandez

CHI: Scott Nierman, Donna J. Pugh

NYC, PHI, PITT, MECH, NB & WEB: Deirdre A. Carson

12:00

Construction Issues

- Selecting the proper delivery system
- Navigating through licensing and the regulatory environment
- Updates on standard form agreements
- Critical contract clauses
- Issues with inconsistent treatment across jurisdictions
- Coordinating construction contracts and loan documents
- Drafting proper dispute resolution clauses
- Legal ramifications of 3D printing, drones and other construction sector technology

CHI: Josh M. Leavitt

SF, NYC, PHI, PITT, MECH, NB & WEB: Larry D. Harris

1:00 *Lunch*

Afternoon Session: 2:15 p.m. – 5:00 p.m.

2:15

Real Estate Litigation: A Toolkit for Transactional Lawyers

- Pre-litigation strategy
- Litigating landlord/tenant, mortgage loan, and other real estate disputes
 - Finding the right forum; forum selection clauses
 - Similarities/differences from other litigation; special REIT considerations
- Pre-litigation issues for attorneys – mortgages
 - Examination of title
 - Existence of defaults
 - Default/acceleration notices
 - Post-acceleration practical tips
- Pre-litigation issues for attorneys – landlord/tenant – ADR versus litigation
 - Acceptance of rent/waiver of default
- Predicting outcomes/providing guidance to clients
- The discovery process
 - Production
 - Privilege
 - Protective orders
 - Spoliation
- Role of the transactional attorney in resolving real estate disputes
- Tips to preserve and improve the attorney/client relationship during litigation

SF: Denis F. Shanagher, Robert Charles Ward

CHI: Samuel H. Levine

*NYC, PHI, PITT, MECH, NB & WEB: Mitchell D. Haddad,
Menachem J. Kastner*

3:30 *Networking Break*

3:45

Ethical Issues Facing Real Estate Attorneys

- Who is the client?
- Conflicts and screening
- Engagement letters and advance retainers
- Technology and confidentiality

SF: Steven Cvitanovic, Carol M. Langford, Robert Miller

CHI: Randy J. Curato

NYC, PHI, PITT, MECH, NB & WEB: Robert J. Bergson

4:45

Wrap-Up: Concluding Comments

5:00 *Adjourn*

Faculty

Co-Chairs:



Richard C. Mallory
Allen Matkins Leck Gamble Mallory
& Natsis LLP
San Francisco



Mindy Wolin Sherman
Perkins Coie LLP
Chicago



Elliot L. Hurwitz
Chicago Title Insurance Company
New York City

SAN FRANCISCO

Dennis B. Arnold
Gibson, Dunn & Crutcher LLP
Los Angeles

Andrea L. Clay
Allen Matkins Leck Gamble
Mallory & Natsis LLP
San Francisco

Steven Cvitanovic
Haight Brown & Bonesteel LLP
San Francisco

Jodi B. Fedor
SSL Law Firm LLP
San Francisco

Manuel Fishman
Buchalter Nemer
San Francisco

Alexandra S. Glickman
Area Vice Chairman, Managing
Director – Practice Leader
Arthur J. Gallagher & Co.
Insurance Brokers
of California, Inc.
Glendale, California

Larry D. Harris
Law Office of Larry D. Harris
HARRIS ADR, Construction
Mediator Arbitrator
Washington, D.C.

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

Jennifer L. Hernandez
Holland & Knight LLP
San Francisco

Danna M. Kozerski
Coblentz Patch Duffy
& Bass LLP
San Francisco

Carol M. Langford
Law Office of
Carol M. Langford
Walnut Creek, California

Robert Miller
Lubin Olson &
Niewiadomski LLP
Walnut Creek, California

Rod Pasion
Regional Counsel
Fidelity National Title Group
San Francisco

Denis F. Shanagher
McKenna Long & Aldridge LLP
San Francisco

Suzanne Uhland
O'Melveny & Myers LLP
San Francisco

Robert Charles Ward
Shartsis Friesle LLP
San Francisco

Sara Hansen Wilson
Drinker Biddle & Reath LLP
San Francisco

CHICAGO

Sean W. Bezark
Greenberg Traurig LLP
Chicago

Randy J. Curato
Vice President – Loss
Prevention Counsel
ALAS, Inc.
Chicago

Steven R. Davidson
Dentons US LLP
Chicago

Caryn S. Englander
DLA Piper
Chicago

Brian K. Kozminski
Levenfeld Pearlstein, LLC
Chicago

Amy L. Kurland
Locke Lord LLP
Chicago

Josh M. Leavitt
Much Shelist, P.C.
Chicago

Samuel H. Levine
Miller Canfield
Chicago

James W. McIntosh
Vice President &
Sales Manager
First American Title
Insurance Company
Chicago

Scott Nierman
Senior Real Estate Strategist
Sears Holdings Corporation
Hoffman Estates, Illinois

Aaron M. Potter
Pircher, Nichols & Meeks
Chicago

Donna J. Pugh
Foley & Lardner LLP
Chicago

Eric E. Walker
Perkins Coie LLP
Chicago

Everett S. Ward
Quarles & Brady LLP
Chicago

NEW YORK CITY, GROUPCAST LOCATIONS AND LIVE WEBCAST

Robert J. Bergson
Abrams Garfinkel Margolis
Bergson, LLP
New York City

Philipp J. Bischoff
Executive Vice
President & COO
Omega Risk Management, LLC
New York City

Diana M. Brummer
Stroock & Stroock & Lavan LLP
New York City

Frank Carroll
Regional Counsel
Fidelity National Title Group
Buffalo, New York

Deirdre A. Carson
Greenberg Traurig LLP
New York City

Donald Frey
Senior Finance Counsel
Simon Property Group
Indianapolis

Mitchell D. Haddad
Sills Cummis & Gross P.C.
New York City

Larry D. Harris
Law Office of Larry D. Harris
HARRIS ADR, Construction
Mediator Arbitrator
Washington, D.C.

Jill Hayman
Managing Director,
Legal and Compliance
Morgan Stanley
New York City

Steven G. Horowitz
Cleary Gottlieb Steen &
Hamilton LLP
New York City

Philip E. Karmel
Bryan Cave LLP
New York City

Menachem J. Kastner
Cozen O'Connor
New York City

Brian S. Rosen
Weil, Gotshal & Manges LLP
New York City

Ronald D. Sernau
Proskauer Rose LLP
New York City

Steven L. Wilner
Cleary Gottlieb Steen &
Hamilton LLP
New York City

Program Attorney:
Meghan K. Carney

Register for our live Webcast – attend from your location!

The **New York City session** of this program is available as a live Webcast, streamed simultaneously on your PC or tablet.

Reserve your front-row seat to watch PLI's acclaimed faculty as they discuss the hottest legal trends, developments, case law and regulations. . . . View all supporting material. . . . And earn CLE credit. It's all part of PLI's commitment to deliver an outstanding learning experience!

Register today at www.pli.edu/FHH5 to reserve your place. Then log in at www.pli.edu to print the Course Handbook and submit questions electronically to the faculty.

PLI's Customer Service Department is also available to assist with any questions. Please contact us at (800) 260-4PLI.

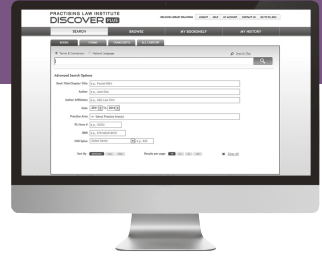


PRACTISING LAW INSTITUTE DISCOVER PLUS

Gain all-inclusive access to PLI's online searchable database

24/7 access to over 50,000 documents
of legal research in 22 practice areas

- Treatises
- Legal Forms
- Course Handbooks
- Program Transcripts
- Answer Books



For more information,
contact PLI Library Relations
p. (877) 900-5291
e. discoverplus@pli.edu
w. www.pli.edu/Discover

On-Demand – the easiest way to complete your MCLE requirement!

Get fresh, current online CLE content with over 2,500 hours of web programs, MP3s and MP4s, available whenever and wherever you need it — on laptops, tablets, and the iPad, iPhone and iPod Touch.

Virtually all of PLI's programs are recorded and archived within two weeks of delivery. You can view entire programs or individual web segments 24/7 via streaming video and/or audio.

Each On-Demand program features the video and/or audio of the program, along with downloadable Course Materials and an application for CLE credit.



Individual Privileged Membership — *unlimited* access to PLI's live seminars and online programming for one flat annual fee!

Privileged Membership is the simple answer to your ongoing training and CLE/CPE needs: for just \$3,495, you can have *unlimited*, 24/7 access to over 400 live seminars and Webcasts presented by a prestigious faculty of more than 4,000 legal and business thought leaders.

Join the thousands of practitioners that have chosen PLI as their training partner — become a Privileged Member today!

For more information, please call (800) 260-4754 or email membership@pli.edu.



PLI's Unconditional Guarantee

It's simple: if you are not completely satisfied with the return on your investment from any PLI program, we will refund your money in full.

PLI's Nationally Acclaimed Course Handbooks – Now Available Online

Our Course Handbooks represent the definitive thinking of the nation's finest legal minds, and are considered the standard reference in the field. The Handbook is prepared specifically for this program and stands alone as a permanent reference. **The Course Handbook will be available online several days prior to the program!**

Log in to www.pli.edu, go to My Online Library and click on the Course Materials tab. You can review the material or prepare questions to raise at the program. You will have access to the Course Handbook for one year from the program date. All attendees at the live program and Groupcast locations will also receive a copy.

Pro Bono Efforts & Scholarships

As a nonprofit organization, PLI is deeply committed to the public service work of the legal profession. We invest heavily in pro bono activities, including: full and partial scholarships to our institutes and programs • assisting public interest organizations with their legal training needs • free lectures for law students on our website, and • free programs in practice areas critical to the representation of low-income clients.

In 2014, PLI awarded over 59,000 scholarships in all programs to judicial law clerks, law professors, law students, attorneys 65 or older, law librarians, judges, attorneys who work for nonprofit organizations, and attorneys in transition.

PLI also partners with Privileged Member firms and organizations to offer free CLE training to their pro bono clients. The selected nonprofit organizations, legal aid organizations and other pro bono groups have unlimited access to PLI live seminars and On-Demand Learning content.

For more information on our pro bono initiatives, or to apply for a scholarship, please visit www.pli.edu/probono

About Practising Law Institute (PLI) – www.pli.edu

Practising Law Institute is a nonprofit continuing legal education and professional business training organization, chartered by the Regents of the University of the State of New York. Founded in 1933 by Harold P. Seligson, PLI is dedicated to providing the legal community and allied professionals with the most up-to-date, relevant information and techniques, through seminars and workshops, live Webcasts, and On-Demand learning. PLI also publishes comprehensive treatises and practice-focused Course Handbooks in print and also through Discover PLUS, our searchable eBook library and research database. PLI holds programs in its offices in New York and California, and elsewhere throughout the U.S., as well as in London, Hong Kong and Latin America. PLI annually awards more than 59,000 scholarships to its programs, and its more than 4,000 speakers include the most prominent lawyers, judges, investment bankers, accountants, corporate counsel, and U.S. and international regulators.

REGISTRATION/HOTEL INFORMATION

FOUR EASY WAYS TO REGISTER

WEB: www.pli.edu/FHH5	PHONE: (800) 260-4PLI <i>Monday - Friday, 9 a.m. - 6 p.m., Eastern Time</i>	FAX: (800) 321-0093 <i>Open 24 Hours!</i>	MAIL: Practising Law Institute 1177 Avenue of the Americas New York, NY 10036 <i>Fax or mail completed Registration/Order Form on back cover</i>
---	---	---	--

Location/Hotel Information: Visit us on the Web at www.pli.edu or call us at (800) 260-4PLI for information about seminar locations and hotel accommodations for this program.

Payment Policy: Registration fees are due in advance. Attendees may pay by check, Visa, MasterCard, American Express or Diners Club.

Cancellations: All cancellations received 3 business days prior to the program will be refunded 100%. If you do not cancel within the allotted time period, payment is due in full. You may substitute another individual to attend the program.

CLE/CPD Credit: PLI programs offer CLE credit in all U.S. jurisdictions that have mandatory CLE requirements and some foreign jurisdictions with CPD requirements. Please check www.pli.edu/credit for credit details, eligibility and approval status for your particular jurisdiction(s).
New York: In accordance with the requirements of the Continuing Legal Education Board, this transitional continuing legal education course has been approved for a maximum of 15.0 credit hours, of which 14.0 credit hours can be applied toward the Professional Practice requirement and

1.0 credit hour can be applied toward the Ethics requirement.
California: This activity is approved for MCLE credit in the amount of 12.5 hours, of which 1.0 hour will apply to legal ethics.

CPE Credit: Recommended CPE Credit: 14.5 credit hours (13.5 Specialized Knowledge and Application and 1.0 Regulatory Ethics).
Program Level: Overview. Practising Law Institute is registered with the National Association of State Boards of Accountancy (NASBA), as a sponsor of continuing professional education on the National Registry of CPE Sponsors. For PLI's official National Registry Statement, please visit www.pli.edu/credit.

Special Needs: If you have special needs as addressed by the Americans with Disabilities Act, please notify Customer Service at least two weeks prior to your program.

Email: info@pli.edu

Visit Us On The Web: www.pli.edu/FHH5

Practising Law Institute
1177 Avenue of the Americas
New York, NY 10036

NON-PROFIT
ORGANIZATION
U.S. POSTAGE
PAID
PRACTISING LAW
INSTITUTE

When Registering, Please Refer to Priority Code: FHH5
Make necessary corrections on mailing address.

17th Annual Commercial Real Estate Institute

Please register me for the following session:

- ☐ 57201 **San Francisco Seminar,*** November 5-6, 2015, PUI California Center, \$1,695²
- ☐ 57200 **Chicago Seminar,*** November 9-10, 2015, University of Chicago Gleacher Center, \$1,695²
- ☐ 57202 **New York City Seminar,*** December 1-2, 2015, PUI New York Center, \$1,695²
- ☐ 135555 **Philadelphia Groupcast Location,*** December 1-2, 2015, Pennsylvania Bar Institute, \$1,695²
- ☐ 135556 **Pittsburgh Groupcast Location,*** December 1-2, 2015, PBI Professional Development Conference Center, \$1,695²
- ☐ 135557 **Mechanicsburg Groupcast Location,*** December 1-2, 2015, Pennsylvania Bar Institute, \$1,695²
- ☐ 133853 **New Brunswick Groupcast Location,*** December 1-2, 2015, New Jersey Institute for Continuing Legal Education, \$1,695²
- ☐ **Live Webcast,*** December 1-2, 2015, #57204, \$1,695²
²Privileged Member Fee: \$0
- ☐ 57203 Two-Volume Course Handbook only, \$240

Register Today! Call (800) 260-4PLI • www.pli.edu/FHH5

☐ My Email address is: _____ Please send me Email updates on PLI programs and services.

**Course Handbook, in bound volume format for program attendees, and in digital format for Webcast participants. All attendees will have access to a downloadable version of the Handbook several days prior to the program.*

FREE Shipping and Handling in the United States, U.S. Possessions and Canada on all prepaid Publication purchases. CA, FL, IL, MA, MD, NJ, NY, OH, PA, RI, TX, VA and DC residents please add applicable sales tax to the price of Publications.

Please send me: ☐ Publications Catalog ☐ Institutes and Programs Catalog ☐ Information on PLI Membership

The information below is required to properly process your CLE certificate:

State: _____ Bar ID# _____ | State: _____ Bar ID# _____

PRIORITY CODE: FHH5 8A500

Name _____

Title _____

Firm _____

Address _____
(Use Street Address for UPS Delivery)

City/State/Zip _____

Phone _____ Fax _____ Email _____