

SEYFARTH
SHAW

Real Estate Practice



Seyfarth Shaw LLP's Real Estate practice is unrivaled in its knowledge and experience in the industry. As one of the five largest real estate practices in the U.S., our team of over 140 attorneys has helped clients close some of the largest, most notable transactions over the last several years, and is recognized for bringing creative structures to highly complex, sophisticated commercial real estate transactions, helping our clients maximize the value of each deal.

- ✓ Closed over \$33 billion in real estate transactions in 2016

- ✓ Represent four of the top 10 largest direct commercial real estate lenders of 2016 as ranked by *National Real Estate Investor*

- ✓ Closed more than \$2.5 billion in loan transactions for CMBS originators since 2015

- ✓ Handled more than 300 million square feet of leases over the last decade on behalf of some of the largest landlords and tenants in the U.S.

- ✓ Handled real estate transactions in all 50 states

- ✓ Represent three of the top five mortgage originators among insurance companies according to *Commercial Mortgage Alert* (2015)

- ✓ Handled two of the 10 largest single-property retail transactions of 2016 according to *Real Estate Alert*

- ✓ Handled the largest industrial property transactions of 2013, 2015 and 2016, and the fourth largest of 2014 according to *Real Estate Alert*

Recognition of Our Legal Excellence

Seyfarth's Real Estate practice has a tremendous breadth of expertise, and is routinely recognized within the industry, praised for being "fully attuned to the needs of the client."



According to *Law360*, Seyfarth ranks 8th among firms with the most real estate partners globally



Among the top 10 most powerful Real Estate practices in the nation according to *Commercial Property Executive* and *Multi-Housing News* (2016)



Recognized as a national leader in real estate for six consecutive years by *The Legal 500* (2011–2016)



Recognized as a Tier 1 national Real Estate practice by *U.S. News & World Report* (2017)



Recognized as the Top U.S. Real Estate Advisor by *Acquisition International* (2016)

"As well as being singled out for its 'superior skill and expertise in real estate lending, CMBS and securitization matters', the practice also enjoys a good reputation on the dirt side."

—*The Legal 500*, 2016

"Seyfarth Shaw LLP's 'highly responsive and deeply knowledgeable' department has 'a great working rapport with clients' and 'excellent industry knowledge'."

—*The Legal 500*, 2015

"The team is very thorough, expedient, and readily accessible. They thoroughly understand our organization and are able to represent us in the most efficient and effective manner as possible."

—*Chambers USA*, 2014

"Seyfarth Shaw has the breadth and depth of experience to provide sound advice and excellent execution across a range of real estate and other matters."

—*Chambers USA*, 2014

Demonstrated Track Record of Results

We have handled some of the most notable real estate transactions, including:

- Represented a leading insurance company in more than \$11 billion in real estate loan transactions since 2015.
- Represented a real estate investment firm in the acquisition of a \$969 million real estate portfolio of 108 office and flex buildings located in Arizona, Florida, Minnesota, and Pennsylvania.
- Represented a real estate investment and management company as borrower in a \$224 million loan secured by 12 commercial properties in California, Washington, Arizona, Texas and Utah.
- Represented an Australian real estate group in the sale of its 68-property national portfolio for \$760 million and the sale of its West Coast portfolio for \$561 million.
- Represented a multinational banking and financial services holding company in a \$90 million refinancing of a large retail complex in New York.
- Represented a public pension fund in a \$300 million real estate joint venture transaction to develop a 30-story mixed-use tower.
- Represented a *Fortune* 100 financial services organization in its \$500 million purchase of a 49.9% interest in the International Plaza Shopping Center in Tampa, Florida.
- Represented Washington Real Estate in its \$316.9 million sale of the St. Regis Monarch Beach Hotel in Dana Pt., California to KSL Capital. This transaction was recognized as the fourth largest hotel transaction of 2014 by *Real Estate Alert*.
- Represented a wholly owned subsidiary of a California-based public employees retirement fund in its \$300 million acquisition of a mixed-use apartment complex in Westwood, Los Angeles, California.
- Represented a major sporting goods company in its 12-year lease of office space in Chicago.
- Represented a full-service financial company in its \$1.25 billion acquisition of a 50% stake in a shopping mall in Las Vegas, Nevada. This was one of the largest single-property retail transactions of 2016 according to *Real Estate Alert*.
- Represented a privately funded real estate and development holding company in the \$226 million acquisition of 12 skilled nursing homes and one leasehold in Maryland and Pennsylvania.
- Represented a life insurance company in its \$510 million sale of two properties in San Francisco.
- Represented the new MLS expansion soccer team in connection with the ground lease and development of a new multi-purpose soccer stadium in Exposition Park in Los Angeles, California.
- Represented a financial institution in connection with its \$212 million construction loan for the development of a luxury condo building in Sunny Isles, Florida.
- Represented a real estate investment firm and its joint venture partner in the \$700 million sale of a special purpose Delaware Statutory Trust that owns a large operations center in New Jersey.
- Represented a *Fortune* 500 company in its acquisition of a \$275 million office building in Virginia. This transaction was one of the top 15 largest single-property office building transactions during the first quarter of 2016 according to *Real Estate Alert*.
- Represented a leading financial company in its lease of 420,000 square feet of Class A office space in San Francisco. This was the largest office lease transaction in San Francisco in 2016.

Areas of Expertise

Real Estate Finance

Seyfarth's Real Estate Finance practice operates as a national, integrated team drawing upon the broad real estate finance backgrounds, experience and regional knowledge of its attorneys. The group's clients include a significant number of the real estate industry's most prominent national and regional lenders. Since 2011, the team has closed more than 230 deals with one of the largest capital market investment banks; closed more than \$11 billion in loan transactions for a *Fortune* 500 lender over the past two years; and closed more than \$2.5 billion in loan transactions for CMBS originators since 2015. The group also works with three of the top five mortgage originators among insurance companies according to the latest rankings from *Commercial Mortgage Alert*.

In addition to our cohesive national platform, factors that distinguish our Real Estate Finance practice include the breadth of its knowledge base, a partnering relationship with its clients and its innovative approach to achieving increased efficiency and budget-predictability. We measure our success by our clients' satisfaction with our work product, our work ethic, our delivery of services in a manner which strengthens the relationship of our lending clients with their customer base, our competitive cost of services and our industry-leading matter management technology which provides real-time transaction and cost information.

Pension Fund, Institutional Investor and Private Equity

Our Pension Fund, Institutional Investor and Private Equity practice provides innovative investment counseling to some of the largest public and private pension funds, insurance companies, REITs, private equity firms and foreign and other institutional investors. Our team has handled some of the largest deals among institutional investors according to *Real Estate Alert*, including the fourth largest industrial portfolio transaction of 2014, two of the 10 largest single-property retail transactions of 2016, two of the five largest single-property retail transactions of 2015, and the largest industrial property transactions of 2013 and 2015.

In addition to traditional acquisitions and dispositions, we regularly represent institutional investors in joint ventures, investments in comingled funds focused on real estate investments, and investments in public and private REITs. We partner with our clients to evaluate the fit of investments within their strategy and legal limitations. Our partnership goes beyond just closing the deal—we assist clients in the ownership and management of properties long after the deal has closed.

Leasing

Seyfarth's Leasing practice is focused on adding value for both landlords and tenants, and helping them address the complex issues facing sophisticated space users and property owners. Our team handles more than 2,000 leases annually and has handled more than 300 million square feet of leases over the last decade on behalf of the largest owners and developers of office buildings, shopping centers, and industrial parks in the U.S., as well as national big-box retailers, convenience stores, office tenants, restaurant chains, and property managers.

We serve as primary leasing counsel to a national convenience store chain in connection with over 300 new retail leases annually, and as leasing counsel to both a full-service financial company and large real estate fund, each with billions of dollars of office and industrial space under management.

Development

Seyfarth's Real Estate Development team is one of the most experienced in the country, with more than 40 attorneys across our network of U.S. offices who handle all aspects of real estate development, including acquisition and ground lease development, construction and project financing, institutional investment, and construction of large, complex projects. Our clients include developers, investors, owners, lenders, landlords, tenants, property managers, brokers, contractors, construction managers, design professionals, governmental authorities, and institutional clients such as REITs, insurance companies, pension funds, investment managers, foreign entities, funds, and not-for-profit entities.

The Development team has represented the new MLS expansion soccer team in connection with the ground lease and development of a new multi-purpose soccer stadium in Los Angeles, California, as well as a big-box home improvement retailer in connection with the negotiation of leases, including a sublease for the development and construction of a new store, store expansions and related development in New York and Chicago, and the development of outlots at several store sites across the northern U.S.

VALUE ADD SERVICE

Due Diligence Hub

Due diligence is a common, but not immaterial, component of commercial real estate transactions. It also provides an opportunity to deliver value and efficiency through the effective utilization of legal professionals, process and technology.

In order to serve clients' needs for quality and value during the course of commercial real estate transactions, Seyfarth created its Due Diligence Hub—a team of highly-skilled attorneys, paralegals and other support staff with the legal background ideal for performing title, survey, and zoning review, and lease abstracting. The team works in partnership with senior Seyfarth lawyers to preserve the high-quality of service and attention to detail that our real estate clients have become accustomed to.

We support due diligence across all types of commercial real estate transactions, from a single property to complex portfolio deals. Our experience extends across all property types—office, industrial, retail, multi-family, and hotel—and in all 50 states.

Industry Participation

Members of Seyfarth's Real Estate department participate in a number of the commercial real estate industry's most influential organizations, including Real Estate Roundtable, CREW, ULI, and ICSC, to name a few. Our participation ensures that we are at the forefront of the important issues and trends facing our clients, helping to drive the discussion and shape the policies in the industry.

Real Estate Market Sentiment Survey

Seyfarth's Real Estate department publishes an annual survey of top concerns for the coming year according to commercial real estate executives across the U.S. Since its inception, the Survey has been cited and featured by a variety of national and regional media outlets, including *GlobeSt.*, *CoStar*, *S&P Global Market Intelligence*, *National Real Estate Investor*, and *The Real Deal*, to name a few.



2017

Real Estate Market Sentiment Survey

Q1: How many interest rate increases do you expect from the Federal Reserve in 2017?



98%
Hawkish: At least one rate increase



2%
Doubtful: No rate increase

By an overwhelming majority, **98 percent** of respondents describe themselves as "Hawkish," exemplifying the great confidence that markets believe the Federal Reserve will raise interest rates at least once in 2017.

Hopeful Hawks



62%
TWO OR MORE RATE INCREASES

22%
ONE RATE INCREASE

14%
NO RATE INCREASE

1%
RATE DECREASE

The majority of respondents (**62 percent**) expect two rate increases in 2017 with another 15 percent expecting three or more.

Q8: Do you think the new Trump Administration will have an overall positive impact on commercial real estate in 2017?

Over **two-thirds** of respondents believe that the Trump Administration will have a positive impact on the 2017 market.

69%
YES



31%
NO



Q9: If yes to Q8, which will have the most overall positive effect?

Potential Dismantling of Dodd-Frank Regulation	235	Overall Deregulation (Q8) and Tax Reform (Q9) are in a dead heat for the most positive impact according to respondents.
Tax Reform	230	Respondents specifically single out the dismantling of Dodd-Frank (Q9) as a key positive impact from the new Administration.
Infrastructure Investment	209	
Trade Policies	144	

2017 Real Estate Market Sentiment Survey | 7

Supporting Practices

To ensure that all issues which could impact a real estate transaction are managed proactively, we leverage Seyfarth's deep bench across other disciplines, including:

Construction

Seyfarth has one of the most prestigious construction practices in the U.S., earning a nomination for the *Chambers USA Awards for Excellence* for four consecutive years, including being a past recipient of the "Construction Practice of the Year." The group is also ranked nationally by *The Legal 500* and won the 2015 U.S. award in the Real Estate: Construction category. Our attorneys understand the significant regulatory, technical and business issues involved in construction projects and have worked extensively with professional societies, including the Design Build Institute of America and the Associated General Contractors of America, to develop streamlined, standard form agreements. Our construction attorneys are particularly skilled in handling large, complex project disputes when necessary.

ADA

Seyfarth is ADA counsel to the nation's leading lodging industry association, The American Hotel and Lodging Association. Our ADA team has a deep understanding of the issues that affect not only the lodging industry, but every business in the U.S. We help our real estate clients comply with ADA standards for public accommodations and commercial facilities, conduct surveys of existing facilities and review plans for new construction and renovations.

Environmental

Seyfarth's Environmental group assists clients in navigating local, state and federal environmental and safety laws. We analyze Phase I and II reports and related regulatory factors, analyze clean-up plans and environmental indemnity agreements, and help clients implement energy reduction plans across their portfolio of assets. Our environmental team also has extensive brownfield development experience.

Retail

Seyfarth is recognized by *Chambers USA* as a top-tier firm for representing retailers. Our attorneys help many of the nation's largest and best known retailers, shopping centers, restaurants, REITs and industry groups negotiate leases, purchases, construction and other contracts for millions of square feet of retail, warehouse and distribution space each year. Our experience includes transactions involving flagship stores in some of the prime urban shopping districts throughout North America, including locations on Fifth Avenue in New York City, North Michigan Avenue in Chicago and Powell Street in San Francisco.

Tax and REITs

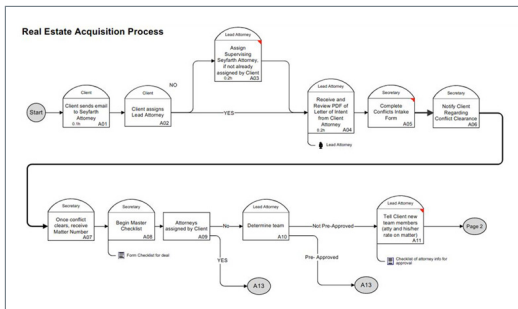
Seyfarth's Tax practice provides clients with sophisticated advice on the unique tax issues related to real estate investment, REITs and financing transactions. Bringing together our transactional and regulatory expertise, our attorneys have represented both public and private REITs in virtually every phase of their corporate existence.

SeyfarthLean®

Our Innovative Client Service Model

A large part of what makes Seyfarth’s Real Estate practice unique centers around the firm’s distinctive client service model—called SeyfarthLean—that combines quality, process, and technology to deliver value and efficiency to clients.

Process Improvement



Process analysis and improvement techniques can positively impact business and legal performance, engagement outcomes, budget management and cost controls, and general operational quality by simplifying, streamlining and accelerating the delivery and management of legal services. A key tool in Seyfarth’s delivery of process improvement is process mapping, in which we lay out the steps to handling certain types of matters so efficiencies can be incorporated, waste eliminated and processes streamlined.

Proof of Concept

Improving efficiencies through a joint venture CMBS program

- ✓ Seyfarth assisted one of the country’s largest financial services companies in developing the legal documents and procedures for the loan closing process of a new CMBS platform.
- ✓ Implementation of the process map produced a consistent and efficient closing process resulting in greater legal pricing predictability.
- ✓ The Seyfarth team developed a detailed process map depicting each step on the legal side of the loan origination program.
- ✓ Since 2011, Seyfarth attorneys have closed hundreds of transactions totaling billions of dollars under this program.

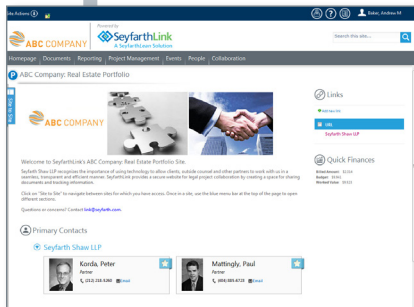
Reducing lease cycle time for a national convenience store chain



Technology

SeyfarthLink is our award-winning legal management platform that was designed to serve as a client hub and launching pad for all of our technology offerings. Capabilities of SeyfarthLink include:

- Fiscal transparency via real-time reporting on legal spend for individual matters or entire matter portfolios
- Customized dashboards that provide a quick glance summary of key metrics and data regarding a portfolio of work
- Best-in-class web collaboration among Seyfarth and our clients via easy access to shared information, task lists, reports, documents, calendars and team contact information
- The Real Estate Tracker provides real-time updates and progress against the various stages of a commercial real estate transaction
- Mobile access to allow clients to take advantage of key mobile moments from a variety of smart devices
- Launching pad for other real estate related offerings including Document Automation tools that can be used for high-volume leasing or lending programs



Best-in-Class Web-based Collaboration



Key Metrics and Data

Real Estate Tracker

The screenshot shows the 'Real Estate Tracker' interface with a table of transactions. The table has columns for 'Matter', 'Description', 'Action', 'Priority', 'Status', 'Owner', 'Created Date', 'Updated Date', 'Next Action', and 'Notes'. The first row shows a matter for 'ABC Company Real Estate Portfolio' with a description of 'Leasing and Security Agreement' and a status of 'Completed'.

Document Automation

Sophisticated contract analysis technology allowing for the creation and automation of standard legal documents.

The screenshot shows the 'Document Automation' interface. It displays a document template for a 'Leasing and Security Agreement'. The document includes fields for 'Party', 'Address', 'Term', and 'Rent'. The 'Party' field is populated with 'ABC COMPANY' and the 'Address' field is populated with '1234 Main Street, Seattle, WA 98101'.

Auto Generates Documents



Atlanta

Boston

Chicago

Houston

London

Los Angeles

Melbourne

New York

Sacramento

San Francisco

Shanghai

Sydney

Washington, D.C.

"Seyfarth Shaw" refers to Seyfarth Shaw LLP. Our London office operates as Seyfarth Shaw (UK) LLP, an affiliate of Seyfarth Shaw LLP. Seyfarth Shaw (UK) LLP is a limited liability partnership established under the laws of the State of Delaware, USA and is authorised and regulated by the Solicitors Regulation Authority with registered number 556927. Legal services provided by our Australian practice are provided by the Australian legal practitioner partners and employees of Seyfarth Shaw Australia, an Australian partnership.