




NEAL ■ GERBER ■ EISENBERG

REAL ESTATE



Our culture of teamwork, focus on client needs and practical solutions, willingness to adapt quickly to meet marketplace demands and drive to be the best providers of legal services are key factors behind the firm's success. Our greatest asset is our people and their dedication to fostering long-term, effective relationships among each other and with each of our clients. The aim of our client-focused approach is to listen to, learn from and respect the needs of each client in order to employ our skill in the delivery of superior legal counsel that best serves the unique needs of the client. Our "client team" approach allows us to draw upon our concentrated practice groups according to client-specific needs for experience, industry knowledge, responsiveness and cost-effectiveness.

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REAL ESTATE

We help commercial real estate owners untangle the dense legal issues enveloping complex real estate transactions. The firm's Real Estate practice understands how these issues intersect and leverages its knowledge and experience to deliver the seamless support necessary to execute our clients' growth strategies and manage their real estate risks.

Since the firm's formation in 1986, our attorneys have achieved smooth and efficient real estate transactions for our clients, including negotiating acquisitions and divestitures and confronting complex environmental, structuring and tax matters. Our entrepreneurial mindset and broad-based skills have helped us build long-standing relationships with some of the nation's largest owners of commercial real estate.

Our diverse client base includes REITs, local and national corporations, partnerships, entrepreneurs, financial institutions, multiproject builders, management companies, operators, developers and individuals with significant real estate holdings.

In addition to our legal skills, we create additional value by applying our well-cultivated understanding of current real estate and business trends to protect and advance our clients' interests. Our real estate attorneys pair their experience in handling particular property types with a keen understanding of how to structure the ownership and management of real estate entities.

Our services include:

- Commercial Real Estate Transactions
- Real Estate Investment Trusts
- Real Estate Finance
- Commercial Leasing
- Real Estate Tax Appeals
- Real Estate Tax Portfolio Management

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COMMERCIAL REAL ESTATE TRANSACTIONS

We handle all aspects of acquisitions, dispositions and development transactions for our national clients. The Real Estate practice structures complex and multiproperty transactions in a tax-advantageous manner, oversees the due diligence process and determines the terms of securities issued. Our experience includes managing transactions involving commercial and apartment properties, as well as hotels and resorts.

Foreclosures & Workouts

When financial turmoil jeopardizes a real estate project, we represent developers, construction firms and creditors in establishing workout agreements, pursuing foreclosures, restructuring loan documents and negotiating settlements. We also represent borrowers, lenders and purchasers and sellers of distressed debt. After a careful assessment, we consider every option—including deeds-in-lieu-of-foreclosure, uncontested and adversarial foreclosure, reorganization or liquidation—to find the optimal solution. In addition, we help resolve financial and contractual disputes among architects, contractors and other project participants.

Condominium Ownership & Conversion

Many important legal steps must be completed to transform a developer's vision into a fully operational condominium community. Our attorneys have held substantial roles in establishing condominium projects involving mixed commercial and residential projects, single residential and office sites.

Our legal guidance on such projects starts at inception and extends to the creation of final governing documents and ongoing interaction with unit owners. In the early stages, we examine building sites and review business and marketing plans to determine the optimal ownership structure. During the acquisition and development phase, we address all matters relevant to the construction and conversion of properties.

REAL ESTATE INVESTMENT TRUSTS

Our firm is home to one of the nation's leading real estate investment trusts (REIT) practices, according to Chambers USA, which has recognized the firm as a leading law firm in REITs. We accomplish successful transactions of all types for both public and private REITs, including a number of the largest public REITs.

Our REIT clients hail from multiple industries, including retail, office, residential and industrial. The practice combines resources from all of the firm's practice groups, including Corporate & Securities, Real Estate, Tax, Employee Benefits & Executive Compensation, Labor & Employment, Environmental and Intellectual Property.

REAL ESTATE FINANCE

Our real estate attorneys team with our Finance practice to facilitate the prompt closing of real estate financing transactions. We represent borrowers in the acquisition, financing and refinancing of commercial properties across the country.

We are routinely engaged by lenders as outside counsel to structure, negotiate and close real estate loans. Our familiarity with title, survey, environmental hazards, insurance, condemnation, foreclosure and other real estate issues gives us the ability to handle nearly all real estate finance transactions—from complex, multilayered, securitized real estate mortgage transactions to standard mortgage loans—in which experience, bench strength and organizational skills are critically important.

We are adept at coordinating and negotiating real estate mortgage loan documents, both on a stand-alone basis and as part of a larger credit facility, escrow closings, title policies and endorsements, special purpose entities, securitization, non-consolidation and other opinions of counsel, as well as the other aspects of large and complex real estate loan transactions.

COMMERCIAL LEASING

As real estate companies work to develop more efficient, cost-effective operations, many have come to recognize the need to select legal counsel that focuses specifically on commercial leasing matters. To gain a competitive edge, companies seek commercial leasing professionals with dedicated resources, efficient processes and experienced professionals who can strike the right balance between advancing a company's business strategy and proactively managing its risks.

The Commercial Leasing practice combines business acumen and an extensive knowledge of leasing with a practical, balanced approach to allocating risk and negotiating leases. This approach enables us to provide quality legal services efficiently and create additional value by helping landlords and tenants establish solid foundations for successful long-term relationships. Our team of attorneys and paralegals focuses on executing timely, cost-effective commercial leasing transactions that meet each client's business objectives.

REAL ESTATE TAX APPEALS

The firm's Real Estate Tax practice manages more than 10,000 tax parcels across the nation and is composed of property tax litigators who have devoted their entire legal careers to the field of state and local property tax.

We ensure that our clients pay only the minimal amount in property taxes required by law through challenging assessments and pinpointing other tax-savings opportunities. Neal Gerber Eisenberg also maintains a significant property tax foreclosure and property tax exemption practice.

Assessment Review

Our attorneys monitor the local assessor's official assessment records for all properties under firm property tax management. Each tax year, Neal Gerber Eisenberg reviews assessors' estimates of market value with reference to the cost, income and market approaches to value. Assessors' records are also examined to verify the accuracy of the description of the property's physical characteristics and whether the assessment complies with applicable law.



“ The group excels at large, complex negotiations and finding solutions that are not readily apparent. ”
- Chambers USA 2010

Assessment Appeals

If an appeal is deemed appropriate, the client is advised of the basis for the appeal, the appeal process, the amount of tax at stake and the estimated cost of the appeal. Often, an independent property appraisal is needed to support the assessment reduction requested. An appraisal is not commissioned without the prior approval of the client.

Statutory and Regulatory Tax-Saving Opportunities

Our professionals scour the laws and regulations that may provide qualifying property owners with significant tax savings. A non-exclusive list of properties that may qualify for tax-saving opportunities includes: historical, new or substantially rehabilitated commercial and industrial properties; properties with open space, conservation easements, wetlands and pollution control facilities; properties located in enterprise and empowerment zones; and properties used for charitable, school or religious purposes that are exempt from property tax.

Illegal Tax Rate Litigation

Historically, our firm has acted as court-appointed “lead counsel” in connection with the annual filing of circuit court actions challenging the legality of property tax levies extended by the seven largest taxing districts in Cook County: the City of Chicago, the County of Cook, the Forest Preserve District of Cook County, the Chicago Park District, the Metropolitan Water Reclamation District of Greater Chicago, the Community College District #508 and the Board of Education of the City of Chicago. Neal Gerber Eisenberg's work in this highly technical area of property tax has resulted in the refund of millions of dollars in illegal property taxes to Cook County property owners.

REAL ESTATE TAX PORTFOLIO MANAGEMENT

Our property tax practice manages national portfolios of properties for several major companies. We take over the day-to-day management of all property tax payments and monitor new assessed values. We handle all aspects of the assessment review and the appeals process, including litigation, if necessary.

Our firm uses an innovative computer system for tax parcel management that is completely customizable to our clients' needs. Whereas many of our competitors have proprietary computer systems that they own, we transfer ownership to the client. Through this system, you will be able to track the status of each parcel in “real time” and have immediate access to all documents. Moreover, since attorneys are handling these matters for you, communication should be privileged under the work product and attorney-client communications privileges. Our program is also Sarbanes-Oxley compliant.

ENVIRONMENTAL

The firm's environmental practice pairs its vast regulatory knowledge with first-rate transactional and litigation capabilities to help businesses comply with environmental regulations while avoiding pitfalls that can sink business growth. Our transactional and regulatory services include representation in corporate and real estate transactions, solid and hazardous waste landfill regulation, air quality regulation and general regulatory compliance. Neal Gerber Eisenberg is highly ranked in U.S. News-Best Lawyers' “Best Law Firms” survey within Environmental Law.

SIGNIFICANT REPRESENTATIONS

REAL ESTATE

- Representation of several prominent hotel and resort companies in connection with repositioning their assets, securing credit extensions from lenders and negotiating agreements between owners and operators. For example, we negotiated joint venture, mezzanine financing and management agreements for a new 519-room resort hotel in Huntington Beach, Calif. We also negotiated a qualified management agreement and arranged bond financing for a new convention hotel developed by the city of Denver and addressed joint venture, qualified management agreement and refinancing matters in connection with a 400-room resort on Chesapeake Bay in Maryland.
- Representation of owners of numerous multifamily housing properties in connection with financing for acquisitions and new construction projects and developed agreements that align the interests of the joint venture partners.
- Representation of one of America's largest shopping center REITs in connection with a variety of significant transactions, including mergers, acquisitions, divestitures, joint ventures and the issuance of commercial mortgage-backed securities. Since 2002, we have supported 13 acquisitions valued at more than \$3.25 billion.
- Representation of three different private developers in the financing of privatized military housing under the Military Housing Privatization Initiative. Since 2003, we have closed bond or other complex financing transactions for military housing projects in an aggregate principal amount exceeding \$1.9 billion.

COMMERCIAL LEASING

- Regularly represent a national REIT as the landlord in various retail leases and related transactions across the country, including the following: drafted and negotiated many of the leases in connection with the redevelopment of Queens Center in Elmhurst, New York; drafted and negotiated major "big box" leases (containing 20,000 square feet or more of retail space), major restaurant leases and other retail leases with national retailers in various shopping centers and strip centers around the country, including Scottsdale Fashion Square in Scottsdale, Arizona, Santa Monica Place in Los Angeles, California, The Oaks in Thousand Oaks, California, SanTan Village in Gilbert, Arizona, Shoppingtown Mall in Syracuse, New York, Tysons Corner in McLean, Virginia, Twenty-Ninth Street in Boulder, Colorado, and others.
- Regularly represent a national, big box retailer as the tenant in the preparation and negotiation of multiple leases and related documents such as Memorandum of Leases and Subordination, Non-Disturbance and Attornment Agreements for space in regional shopping centers across the country, including Atlanta, Georgia, Plano, Texas, Pittsburg, Pennsylvania

and White Plains, New York. Most of the leases involve the construction of a new, approximately 35,000 square foot retail building. Most leases were each for a term of approximately 20 to 25 years, including options and with rents for each term ranging from \$5 to \$15 million.

- Representation of a national fitness club chain as the tenant in various leases and related documents such as Memorandum of Leases and Subordination, Non-Disturbance and Attornment Agreements for space in shopping centers and mixed use properties across the country, including Atlanta, Georgia, Bethesda, Maryland and Los Angeles, California. Most of the leases involved the construction of a new, multi-story, mixed-use building containing approximately 30,000 square feet of space. Most of the leases were for terms of approximately 15 to 20 years, including options and with rents for each term ranging from \$10 to \$25 million.

REAL ESTATE TAX APPEALS

- Securing a tax refund and savings of more than \$1.46 million for a client in connection with a retirement community in San Diego. The multiyear tax settlement resulted in \$945,000 in refunds for the client and a tax savings of \$521,852 in the current tax year.
- Obtaining reduction in assessment for a Fortune 500 Headquarters facility resulting in an annual tax savings of approximately \$7 million.
- Securing court ordered tax refunds in excess of \$8 million for a single client (one of the largest single tax recoveries in Cook County history) arising from the illegal assessment classification of the client's real estate.
- Securing a court ordered tax refund in excess of \$1.4 million for a major air transportation carrier concerning property tax assessments extended against the client's leasehold interests.
- Representation of City of Chicago taxpayers as "lead counsel" in lawsuit contesting the legality of City property tax levies. The litigation resulted in a bench trial verdict directing property tax refunds to City taxpayers in excess of \$40,000,000.

ENVIRONMENTAL

- Representation of a major waste-industry company in connection with a number of solid and hazardous waste issues, investigative and remedial activities, federal and state administrative actions and orders, contribution and cost recovery efforts, and litigation, mediation and toxic tort matters.
- Representation of the plaintiff site owner in a cost recovery action involving more than 50 defendants.
- Representation of a group of corporate defendants in a class action/mass tort case involving multiple waste disposal facilities and allegations of personal injury and property damage in seven separate neighborhoods.
- Representation of a corporation targeted by multiple agency and grand jury investigations relating to a large solvent spill at its manufacturing site in Nebraska. In addition to resolving all criminal enforcement matters favorable, we represented the company in various pieces of related litigation.
- Representation of a client in the defense of a complex state enforcement action based on potential violations of hazardous waste storage requirements. The case resulted in a settlement favorable to our client after a motion to dismiss was filed.

2010/2011
RANKINGS

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“ *Dynamic and built around
highly qualified lawyers who
provide sophisticated,
solutions-oriented advice.* ”

- Chambers USA 2010

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