

March 29 (a) Selection of Attorneys

A panel discussion will focus on the manner in which business people select and utilize lawyers in the course of real estate transactions. There will be special focus on "legal vs. business" advice.

Panel Members: **Robert Berliner**, Attorney and Developer
Frith C. Crandall, General Counsel, InterPark Incorporated
Dulcie L. Truitt, President, Briar Hall LLC

(b) Purchase and Sale of Land

The discussion will focus on topics commonly encountered in land transactions, with an orientation towards the business issues, including options vs. "free look" contracts, contingencies, conditions precedent and subsequent, and duties of the respective parties.

Lecturer: **Robert Berliner**, Attorney and Developer

Assignment:

- (a) – "Phases of Real Estate Development" [a checklist for use in considering outside counsel]
- "Finding and Selecting a Business Attorney" from IllinoisBusinessAttorney.com
- "Top 10 Mistakes Made When Hiring a Lawyer" from AllBusiness.com
- (b) – "Acquisition of Property" from *Real Property, Probate and Trust Journal*, Fall 2002
- Sample Letter of Intent
- "Letters of Intent -- A Trap for the Unwary"
- Real Estate Sales Agreement
- "Why Do You Need Title Insurance?" by W. Troy Swezey, from *North Texas E-News*, January 13, 2005

April 5 (a) Environmental: Local, State and Federal Regulation

Lecturers: **Christina Landgraf**, Barnes & Thornberg
Paul Drucker, Barnes & Thornberg
Tina Paries, Rab & Kahn, LLC

(b) Role of the Consultant in Environmental Matters

Lecturer: **David J. Reynolds**, Vice President, Real Estate Services
Illinois Facilities Fund

Assignment:

- Site Remediation Program Overview
- Site Remediation Program Frequently Asked Questions
- Making Contaminated Properties Safe

- Brownfields Cleanup and Redevelopment
- Brownfields Cleanup and Redevelopment: All Appropriate Inquiries
- Brownfields Properties with Underground Storage Tanks
- Frequently Asked Questions about Brownfields Cleanup and Redevelopment
- Environmental Land Use Control
- Superfund – Basic Information
- “Using Environmental Insurance in Commercial Real Estate Transactions” from *Probate & Property*, January/February 2003
- “Voluntary Clean-Up Programs” from *Smart Business Chicago*, April 2005

April 12

Zoning

Lecturer: **Jack Guthman**, Shefsky & Froelich Ltd.

Assignment:

- “The Government Approval Process” from *The Professional's Guide to Commercial Property Development*
- “PDs: The Rise of Planned Development” from *The Politics of Place: A History of Zoning in Chicago*
- “Aesthetics and Urban Design” from *The Politics of Place: A History of Zoning in Chicago*

April 19

(a) Condominiums

This presentation will focus on condominium conversions and condominium development; condominium documents and provisions therein; condominium property reports; and rules and regulations for condominiums.

Lecturer: **Kathryn Kovitz Arnold**, Shefsky & Froelich Ltd.

(b) Incentives

The speaker will discuss arrangements wherein public and private parties join together in the development process, with special focus on various incentive programs

Lecturer: **Glenn Azuma**, Coniston Consulting

Assignment:

- (a) - City of Chicago Condominium Ordinance
- Property Report for Development
- (b) - “Tax Increment Financing” from Illinois Municipal League-Legal Department

- “Illinois’ TIF Laws” from Illinois Tax Increment Association
- “TIFs 101: A Taxpayer’s Primer for Understanding TIFs” from Cook County Clerk’s Office
- “2007 TIF Report Shows 11.5% Revenue Jump” from Cook County Clerk’s Office, October 29, 2008
- IRS Notification re: Tax Treatment of TIF Funds
- Opposition to Proposed LaSalle Central Tax Increment Finance District – August 1, 2006, Release by then Commissioner Mike Quigley
- “A Pot of Gold Called TIF That’s Nowhere Near a Rainbow” from the *New York Times*, November 28, 2010
- “The Most Popular Tool: Tax Increment Financing and the Political Economy of Local Government” from *University of Chicago Law Review*, Winter 2010
- “Public projects biggest TIF beneficiaries: study” from ChicagoRealEstateDaily.com

April 26

(a) Historic Preservation

Lecturer: **Allen F. Johnson**, Director, MacRostie Historic Advisors LLC

(b) Public/Private Partnerships

Lecturer: **Martin Stern**, Executive Vice President, U.S. Equities Realty LLC

Assignment:

- (a) – Standards for Rehabilitation & Guidelines for Rehabilitating Historic Buildings
- Protecting Historic Properties: A Citizen’s Guide to Section 106 Review from the Advisory Council on Historic Preservation
- Illinois Historic Resources Preservation Act
- Chicago Landmarks Ordinance, Chapter 2-120, Article XVII: Commission on Chicago Landmarks from the Municipal Code of Chicago
- “Preservation Planning in American Cities” from the *Forum Journal* - Winter 2009 - National Trust for Historic Preservation.
- (b) – “PPPs: A Contractor/Developer’s ‘How To’ Guide” from The National Council for Public-Private Partnerships
- “Advantages of Pubic/Private Development Partnerships” from *Urban Land* – July 1997 – Special Section: Public/Private Land Development
- “From Obsolete Office Space to Boutique Hotel” from *Urban Land Japan* – Winter 2003 - Feature
- “How PPPs Work” from The National Council for Public-Private Partnerships

- “Navigating Public-Private Partnerships” from *Multifamily Trends* – March/April 2006 – Feature

May 3

Contracts: Construction and Architects

This presentation will include a discussion of legal issues in drafting contracts, including definition of "the job," change orders; ownership of the plans; methods of dispute resolution; schedules and types of contracts used in modern construction including "lump sum" vs. "G-Max" vs. "design-build" vs. "construction management," all in the context of "fast-track development.

Lecturers: **Daniel A. Dorfman, Esq.**, Harris Winick, LLP

Assignment:

- An Overview of Design & Construction Delivery Systems
- "A Leading Construction Company Files for Chapter 11" from the *New York Times*, May 15, 2001
- "The New AIA Design-Build Contract from the Design-Builder's Perspective" from *Probate & Property*, by Sidney G. Saltz, July/August 2007

May 10

(a) Ownership Structures

An analysis of why partnerships and limited liability companies rather than corporations are commonly used in real estate transactions with a focus on several critical federal income tax issues.

(b) Partnership Business Issues

Most modern real estate deals involve complex issues between the money partners and the promoters. This presentation will survey these issues including a split of proceeds after a return of capital (sometimes with a preferred return). Other issues to be discussed include allocation of decision making responsibilities, the obligations of the partnership to make capital calls and "buy-sell" arrangements as a means of resolving disputes.

Lecturer: **Anthony R. Licata**, Shefsky & Froelich Ltd.

Assignment:

- Illustration of Comparable Tax Treatment
- “The Limited Liability Company: The Importance of Choosing the Correct Business Vehicles” by Sarah Spear, from *Law and Technology for Resources for Legal Professionals*, June 6, 2006
- “Limited Liability Company: The Growing Entity of Choice” by Donald J. Scotto and Sharon Mathews, Coopers and Lybrand LLP and C&L

- “Choice of Entity Considerations: A Legal Primer for New Ventures” by A.M. Nunley III, GERALYN McClure Franklin and Robert K. Robinson
- “Choice of Entity for Real Estate After Check-The-Box and the Entity Explosion” by Norton L. Steuben, from *Real Property, Probate and Trust Journal*, Spring 2002
- “The Economics of Real Estate Joint Ventures,” by Richard R. Spore, III, from *Probate & Property*, July/August 2007
- Additional Contributions of Partners & Failure to Make Pro Rata Capital Contributions
- The Capital Call Problem
- The Buy-Sell Problem
- Proposed Buy-Sell Language
- Management Language

May 17

Financing

This presentation will focus on contemporary financing techniques and workout strategies, including common debt structuring provisions.

Lecturer: **Anthony R. Licata**, Shefsky & Froelich Ltd.

Assignment:

To be distributed in class

May 24

(a) **Bankruptcy**

The discussion will focus on real estate issues encountered in Chapter 7 and Chapter 11 bankruptcy cases, including treatment of leases, the sale of real estate and remedies available to lenders when bankruptcy is filed.

Lecturer: **Karen Goodman**, Shefsky & Froelich Ltd.

(b) **Landlord/Tenant Issues**

Letter of intent; parties to the lease; net vs. gross leases; rent concessions; alterations; assignment and subletting; insurance and casualty; non-disturbance agreements; option to extend; option to expand; initial construction of tenant improvements.

Lecturer: **Sue Ann Fishbein**, Attorney

Assignment:

- (a) – “Current Issues: Impact of Bankruptcy on Commercial Leases” from Practising Law Institute, April 4-5, 2007
- “The New Bankruptcy Act: Provisions Affecting Real Estate” from American Law Institute, July 27-30, 2005
- (b) – Office Leasing - Legal Aspects: How to Think About a Lease from the Landlord's Point of View
- Glossary of Commonly Used Lease Terms

May 31

Issues in Distressed Real Estate Loans

The current real estate market is burdened with numerous mortgage loans that are in default. The first portion of this class will provide an overview of the issues associated with these so-called "distress" loan situations and the possible scenarios for resolution. The second portion of the class will focus on an actual case study involving the purchase of a note and mortgage encumbering a major Loop office building, with a simultaneous deed in lieu of foreclosure, negotiated with the property owner.

Lecturers: **Robert Winter**, Director of Real Estate, KTC Properties, LLC
Ethan Meers, Vice President, KTC Properties, LLC

Assignment:

- The Distressed Asset Universe - An Analytical Framework
Additional materials to be distributed in class.

June 7

Exam