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The 23rd Annual Advanced Conference on

Commercial Real Estate Purchase and Sale Transactions

The structuring, financing, negotiation, documentation and due diligence of major commercial property sales

April 13 & 14, 2017

Live webcast and replays available!

Seattle, Washington Renaissance Seattle Hotel

Credits: 10.50 WA Bar CLE | 12.50 WA RE | WA LPO Pending (call about others)

Quick when/where: 8:30 a.m., 515 Madison St.

Commercial Real Estate Purchase and Sale Conference April 13 & 14, 2017 | Seattle, Washington

Renaissance Seattle Hotel			
Yes! Please register me:			
Name:			
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What type of credits do you need?			
For which state(s)?			
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800 Fifth Avenue, Suite 101 | Seattle, WA 98104 206.567.4490 | fax 206.567.5058 | www.lawseminars.com

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Thursday, April 13, 2017

Commercial Real Estate Purchase and Sale Conference

8:00 Registration Opens

8:30 The Anatomy of a Purchase & Sale Agreement

Buyer perspective: In-depth "anatomy" of the purchase and sale agreement including letters of intent, standard forms and provisions, and tips for taking negotiation positions and selecting the most effective methods

> **Jennifer D. Cobb, Esq.**, <u>Program Co-Chair</u> Jameson Babbitt Stites & Lombard PLLC ~ Seattle, WA

Seller perspective

Brian L. Lewis, Esq., *Program Co-Chair* Ryan Swanson & Cleveland PLLC ~ Seattle, WA

10:15 Break

10:30 The Anatomy of a Purchase & Sale Agreement (cont'd)

Reversing roles and continuing where we left off before the break: Buyer perspective

Brian L. Lewis, Esq., Program Co-Chair

Seller perspective

Jennifer D. Cobb, Esq., Program Co-Chair

12:00 Lunch (on your own)

Easy Ways to Register
Online: www.lawseminars.com
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1:15 Due Diligence and Other Buyer Conditions

Title insurance and survey issues; review of easements and CCRs; special issues for condominiums and other forms of ownership; buyer title objections and requirements, seller responses and pro forma title policies

John W. Jones, Sr. VP, Senior Commercial Underwriter Fidelity National Title Group ~ Seattle, WA

Zoning and land use issues

Alan L. Wallace, Esq. Williams Kastner & Gibbs PLLC ~ Seattle, WA

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Environmental investigations; details on scope of Phase 1 and Phase 2 environmental studies, invasive and non-invasive testing; practical aspects and realistic timeframes

Bradley M. Marten, Esq. Marten Law PLLC ~ Seattle, WA

3:15 Break

3:30 Real Estate Acquisition Financing

Current financing trends and products by size and property type; lender requirements and coordination with timing under PSA

James Bach, First Vice President, Capital Markets CBRE, Inc. ~ Seattle, WA

Leases, estoppel certificates, Subordination, Non-Disturbance and Attornment and other leasing issues

Gregory G. Lutje, Esq. Ryan Swanson & Cleveland PLLC ~ Seattle, WA

5:00 Continue the Exchange of Ideas: Reception for Faculty and Attendees

Sponsored by Jameson Babbitt Stites & Lombard PLLC and Ryan Swanson & Cleveland PLLC

Live webcast and replays available!



About the Conference



What previous attendees have said:

"Overall content was excellent as always!"

"Excellent variety of presenters."

"All the presenters were well prepared."

"You always get the best speakers"

"I appreciate how well organized these seminars are."

Commercial real estate is moving fast in the current market and for brokers, agents, owners, attorneys, and lenders, the 23rd annual Purchases and Sales Conference will provide the tools you need to keep up with the pace of transactions. Purchases and Sales agreements are unique machines that unfortunately can blow up in the face of the unwary or uninformed. The conference begins with a thorough and intensive look at the anatomy of a purchase and sale agreement. You will hear insights to seller, buyer and lender perspectives, negotiation of key issues, due diligence investigations and other buyer contingencies, case studies, financing, market trends, letters of intent, standard forms and provisions, negotiation positions and methods.

Leading real estate professionals will address, in a real world context, litigation rights and remedies, sticking points in negotiating reps and warranties, ownership and capital structures, special issues with foreign entity involvement, title insurance and survey issues, acquisition financing and leases, estoppel certificates, subordination and NDA's. The key words here are "real world context" -- the knowledge you gain here can be used tomorrow - or even this afternoon if you are pressed. This conference is a must for anyone who needs to make important decisions in commercial property purchases and sales.

 \sim Program Co-Chairs: Jennifer D. Cobb, Esq. of Jameson Babbitt Stites & Lombard PLLC and Brian L. Lewis, Esq. of Ryan Swanson & Cleveland PLLC

Commercial Real Estate Purchase and Sale Conference

8:30 Case Study of Complex Acquisition Scenarios

An in-depth review of the challenges faced and conquered in a "hypothetical" acquisition scenario from the perspective of a sophisticated buyer and its legal counsel

Jennifer D. Cobb, Esq., Program Co-Chair

Dan Ivanoff, Founder and Managing Investment Partner Schnitzer West LLC ~ Bellevue, WA

9:00 Trends in Ownership and Capital Structures

Ownership and capital structures and options; factors to consider in selecting the one that best fits the property and buyer group

> **Steven L. Wood, Esq.**, Founder and Managing Director CenturyPacific, LLLP ~ Seattle, WA

Special issues to consider with foreign entity involvement

Donald M. Wise, *President & CEO* Metzler Realty Advisors Inc. ~ Seattle, WA

China as an emerging major player

Holly X. Yang, *Vice President and Partner* Kidder Mathews ~ Bellevue, WA

10:15 Break

10:30 Current Sticking Points in Negotiating Reps and Warranties

Current expectations and new standards: Multiple constituencies; survival provisions; baskets and caps on liability; seller and buyer positions; indemnification and guaranties of obligations; tips for finding solutions that work for both parties

Charles H. Royce, Esq. LEED AP K&L Gates LLP ~ Seattle, WA

11:00 Escrows & Closings

Logistics and other issues: Coordination tips for smoother closing; avoiding documentation and procedural problems; resolving pro-ration disputes and minimizing loan-funding delays

Chantale Stiller-Anderson, Esq., Commercial Closing Counsel First American Title Insurance Company ~ Seattle, WA

11:30 Litigation Update: Rights & Remedies

Recent developments in judicial and non-judicial foreclosures, real estate contract forfeitures, evictions, workouts, and bankruptcies

Thomas S. Linde, Esq.

Schweet Linde & Coulson, PLLC ~ Seattle, WA

12:30 Evaluations and Adjourn

Related Seminars & Webcast Replays:			
Landslides in Washington	March 2-3, 2017	Seattle, WA	
SEPA & NEPA	January 13, 2017	Seattle, WA	
Commercial Real Estate Leases	December 8-9, 2016	Seattle, WA	
Growth Management Act	November 14-15, 2016	Seattle, WA	
See more at www.lawseminars.com			

General Webcast Info

- High quality audio & video
- View slide decks like you were in the room
- Works on any platform, any device

Live Webcasts

- Participate from anywhere
- Includes the ability to ask questions
- Qualifies for live credits in most states

Video Replays

- Allow you to time-shift your content
- The streaming version has navigation tools and search capabilities that allow you to quickly find the portions most important to you
- The Vodcast option allows you to make effective use of in-flight plane time

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Registration & Other Conference Information

To Register:

Call us at: 206-567-4490

Fax the registration form to us at: 206-567-5058

Email us at:

registrar@lawseminars.com

Online: www.lawseminars.com

Mail the registration form on the front page.

Walk-ins are welcome, subject to space availability.

Registration is complete when we receive payment or agree to later payment.

Tuition: Regular tuition for in person or webcast attendance for this program is \$795 with a group rate of \$595 each for two or more registrants from the same firm. For government employees, we offer a special rate of \$530. For students, people in their job for less than a year, and public interest NGO's, our rate is \$397.50. All rates include admission to all seminar sessions, food and beverages at breaks, and all course materials. Materials will be available for download and review a few days before the seminar. Make checks payable to Law Seminars International. Financial aid is available to those who qualify. Contact our office for more information.

Substitution & Cancellation:

You may substitute another person at any time. We will refund tuition, less a \$50 cancellation fee, if we receive your cancellation by 5:00 p.m. on Friday, April 7, 2017. After that time, we will credit your tuition toward attendance at another program or the purchase of a webcast or audio replay.

Seminar Location: The conference will be held at the Renaissance Seattle Hotel at 515 Madison St. in Seattle, WA 98104.

Continuing Education Credits:

Live credits: This program qualifies for 10.50 MCLE and 12.50 Washington Real Estate clock hours, WA LPO credits are pending. Upon request, we will apply for, or help you apply for, CLE credits in other states and other types of credits.

Time Shift Your Content:

Webcast and audio replays, with course materials, are available for \$795. The course materials alone are available for \$100. Replays will be available within two weeks after the seminar or from the date we receive payment.

Faculty: Commercial Real Estate Purchase and Sale Conference

Jennifer D. Cobb, <u>Program</u>
<u>Co-Chair</u> is a partner, Jameson
Babbitt Stites & Lombard PLLC.
She represents developers, owners, users, purchasers and lenders in real estate transactions, including development, leasing, sales and acquisitions, entity formation and financing. She is listed as a Super Lawyer and one of Seattle's Best Lawyers.

Brian L. Lewis, *Program*

<u>Co-Chair</u> is a member of Ryan Swanson & Cleveland PLLC. He focuses on real estate transactions and debtor/creditor relations. This includes drafting, negotiating and reviewing purchase and sale agreements, leases, loan documents and development agreements on behalf of lenders, borrowers, real estate developers and institutional land owners.

James Bach is a First Vice President at CBRE Capital Markets. He specializes in debt and equity finance, originates mortgages (construction, bridge, mezzanine and permanent) and equity opportunities for correspondent life insurance companies, banks, pension funds, conduits (CMBS), agency lenders (Fannie Mae, Freddie Mac and FHA-HUD), and credit companies.

Dan Ivanoff is Founder and Managing Investment Partner of Schnitzer West LLC, a commercial real estate investment, development, and management company.

John W. Jones is Senior Vice President and Senior Commercial Underwriter at Fidelity National Title Group. He oversees underwriting for local, multi-county, and multi-state transactions for the Seattle Commercial Division including many of the significant projects in the Seattle-Bellevue area.

Thomas S. Linde is a member of Schweet Linde & Coulson, PLLC. He practices real estate transactions and financing, judicial and non-judicial real property foreclosures, contract forfeitures, evictions, and represents creditors in bankruptcy court proceedings.

Gregory G Lutje is of counsel at Ryan Swanson & Cleveland PLLC. He focuses on commercial real estate leasing, acquisitions, dispositions, financing, refinance, development and entitlements.

Bradley M. Marten is Chairman and Managing Partner at Marten Law PLLC. He is principal environmental counsel to over two dozen companies and represents local governments and NGOs. His NRD experience includes Exxon Valdez and Deepwater Horizon oil spills and Fox River.

Charles H. Royce is a Partner at K&L Gates LLP. He practices real estate and finance law, representing clients in the areas of commercial real estate transactions and leasing.

Chantale Stiller-Anderson

is a Commercial Closing Counsel for First American Title Insurance Company. She focuses on closing and underwriting commercial transactions nationwide working with attorneys, developers, brokers, lenders and corporate clients.

Alan L. Wallace is a member of Williams Kastner & Gibbs PLLC. He counsels private and non-profit real estate owners, developers and investors in obtaining, protecting, and litigating real property rights.

Donald M. Wise is the President & CEO of Metzler Realty Advisors Inc. He is responsible for the formulation and implementation of North American real estate investment strategies for the firm's clients. He is active in the Urban Land Institute and the Association of Foreign Investors in Real Estate.

Steven L. Wood is Founder and Managing Director at CenturyPacific, LLLP. Previously, he was Chief Operating Officer of Burlington Resources real estate affiliate. He is experienced in structuring ventures and transactions, asset management and real estate development.

Holly X. Yang is a Vice President and Partner of Kidder Mathews, where she specializes in real estate investment brokerage. She leads the company's Seattle-area China Services division. April 13 & 14, 2017 Seattle, Washington

Renaissance Seattle Hotel

515 Madison St. (206) 583-0300

Who Should Attend:

Attorneys, real estate professionals, appraisers, brokers, lenders, and other decision makers in the purchase and sale of commercial property

Our Co-Chairs:



Jennifer D. Cobb, Esq.
Jameson Babbitt Stites &
Lombard PLLC



Brian L. Lewis, Esq. Ryan Swanson & Cleveland PLLC

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