

PRACTICE AREA

# Real Estate



## ATTORNEYS

J. Scott Alexander  
Peter A. Austin  
Russell J. Austin  
Kent N. Calfee  
Kristina O. Lambert  
Steven A. Lamon  
April M. Law  
Shawn C. Moore  
Lisa D. Nicolls  
Michael R. O'Neil  
Catherine M. Oh  
Jon Riese  
Kevin N. Royer  
Melinda L. Sesto  
Alexander F. Stuart  
B.J. Susich  
R. Brooks Whitehead  
Vincent K. Wong

## OVERVIEW

Our Real Estate Law Team provides full-service representation in transactional and litigation matters in every phase of real property acquisition, subdivision financing, development and ownership.

Our group unites an interdisciplinary team of attorneys whose primary focus is serving buyers and sellers of real property, landlords, tenants, developers, lenders, borrowers, joint ventures, owners, architects and contractors in the full spectrum of real estate work. The following overview provides more detailed information on the firm's specific experience in real estate transactional and litigation matters.

### Real Property Acquisitions and Sales

Our attorneys represent buyers and sellers in the purchase and sale of developed and undeveloped real property. Our services include the drafting and negotiation of letters of intent and purchase and sale agreements; drafting and negotiation of broker's commission and listing agreements; title review and analysis; assistance in due diligence and analysis of property to be acquired; and all other matters necessary to take a transaction from a proposal to a closing. Our attorneys also have substantial experience in structuring 1031 tax deferred exchanges.

### Financing

Our attorneys represent borrowers and lenders in many types of financing arrangements, including property acquisition loans, construction and development loans, take-out and permanent financing, seller carry-back loans, institutional loans, syndication loans and bond financings. Our services include negotiation and drafting of loan documents, including the preparation of loan agreements, promissory notes, deeds of trust, security agreements, guaranties, hazardous materials agreements, collateral assignments of leases and all other instruments which are a part of secured lending; title review and analysis; and other due diligence matters relating to lending transactions. Our attorneys also have extensive experience in representing borrowers and lenders in loan work-outs, restructuring,

and loan extensions and modifications.

### **Commercial and Residential Subdivisions and Planned Developments**

Our attorneys represent commercial and residential developers in the subdivision and creation of planned developments, condominiums, mixed use communities, infill redevelopment projects, and commercial/retail/office/industrial multi-unit projects. Our attorneys have assisted a wide array of clients in the creation of commercial and residential condominiums, and other commercial multi-tenant projects, including condominium conversions. Our services include the preparation and recording of covenants, conditions, and restrictions for commercial and residential subdivisions, shopping centers, and office parks, the creation of legal governance structures for owners' associations, and assistance with all matters related to the California Department of Real Estate.

### **Leasing**

Our attorneys represent tenants, landlords and property managers in all types of leases, including medical office leases, single tenant and multi-tenant office leases, shopping center leases, warehouse leases, ground leases, and agricultural leases. Our services include preparing letters of intent and acting as a liaison with leasing brokers; drafting and negotiation of leases and related documents; assistance in due diligence and analysis of leased properties; preparation of form leases for use by office and shopping center landlords or managers; preparation of tenant improvement work letters; counseling in connection with estoppels, subordination agreements and lease amendments; and the negotiation and preparation of subleases.

We have handled unlawful detainer actions involving many types of properties, including apartments, duplexes, single family dwellings, ranches, industrial premises, office premises, and shopping center space(s). We have tried unlawful detainer cases to juries. We are familiar with the requirements relating to three-day notices based on non-payment of rent, waste, and other breaches of lease covenants. We are able to promptly and efficiently prosecute unlawful detainer actions.

### **Construction Contracts**

In connection with the construction of new buildings, improvements or alterations, our real estate-related services involve the negotiation, documentation, amendment and enforcement of construction contracts and agreements between owners and architects, including general contractor agreements, subcontractor agreements, interior design, and other similar agreements.

### **Easement and Restrictions**

Our attorneys represent landowners and other interested parties in granting rights in and placing restrictions upon real property. Our services include the preparation and recording of covenants, conditions and restrictions upon commercial and residential subdivisions, shopping centers, and office buildings; drafting and

negotiating easements and licenses to be conveyed to adjacent landowners and other interested parties, including conservation easements; liaison with government and utilities in the grant of public service easements; and negotiation and drafting of reciprocal easement agreements among adjoining property owners.

### **Environmental Counseling**

With the support of our firm's Environmental and Natural Resources Practice Group, the attorneys in our Real Estate Law Group are available to review and analyze Phase I and Phase II environmental assessments and reports for buyers, lenders and others; provide counseling as to compliance with environmental disclosure and permitting requirements; and provide an assessment of environmental liabilities to landowners, tenants, operators and lenders with respect to contaminated sites.

### **Agricultural Issues**

Our attorneys represent clients in a wide range of agricultural matters including representation of landlords and tenants in lease negotiations and disputes; buyers and sellers in purchase, sales, and exchange transactions; growers and processors in negotiating agreements and resolving disputes; lenders and borrowers in agricultural financing transactions; and landowners in matters related to land use, adjacent property disputes, and real property tax issues.

The real estate group works closely with the estate planning and corporate groups related to business entity formation, asset protection strategies, business succession planning, and estate planning to serve our clients in the agriculture industry. The litigation group also assists our clients in a wide range of issues including: trespass, crop loss, partition of agricultural lands, environmental/hazardous materials litigation, and real estate finance litigation.

### **Land Conservation**

Our firm has extensive experience in representing nonprofit land conservancy and land trust clients in land conservation transactions. Our representation of such clients in federal land exchange transactions, conservation easements, donation transactions, mitigation banking transactions and other acquisition and disposition transactions has included the negotiation and preparation of transaction documents; negotiation with private landowners and federal, state and local governmental agencies; compliance with federal and state governmental regulations relating to exchange and acquisition transactions; analysis and resolution of title and environmental issues; and coordination of multi-party, multi-escrow closings.

### **Real Estate Litigation**

Our litigation attorneys represent clients in most areas of real estate related litigation, including actions involving permitted and unpermitted uses of property, zoning and entitlement actions, actions for rescission and specific performance, condemnation actions, partitions, foreclosures, receiverships, evictions, contractual disputes, construction defects, commission claims, damage actions involving title

issues, and real estate brokers' entitlement to commissions and breach of their fiduciary duties.

Our firm represents major commercial landlords and developers, as well as tenants, in all areas of landlord-tenant law. We are experienced in handling disputes concerning breaches of covenants to pay rent, to keep the property free of liens, to repair and maintain, to provide ancillary services, to sublease and assign, to offer first refusal, and to surrender at the end of the term, among others.

### **Property Management**

Our attorneys represent owners and management companies in the operation and management of real properties. Our services include the negotiation and drafting of management agreements; interpretation and enforcement of leases and CC&R's; unlawful detainer actions against tenants; and other day-to-day leasing and property management issues. We also have substantial and noted expertise in the Americans with Disabilities Act and its impact upon real property management and ownership.

### **Affordable Housing**

Our firm has extensive experience representing tax exempt nonprofit corporations and investors in low income housing projects financed through the syndication of low-income housing tax credits and/or tax exempt bonds and through funds available from various federal, state and local government loan and grant programs. In connection with such representation, the firm has represented its clients in all aspects of construction and development, purchase and sale, financing, land use and other regulatory issues, and environmental compliance.