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DRAFTING COMMERCIAL REAL ESTATE LEASES:

THE INS AND OUTS OF PROTECTING YOUR INTERESTS

Atlanta, Georgia
August 16, 2007

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airtight commercial real estate leases.

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Protect Your Interests With Thorough, Detailed Leases

Who Will Teach You

SIMON H. BLOOM is a partner in the law firm of Powell Goldstein LLP, where he tries complex commercial cases with a major focus on the real estate industry. He represents developers, builders, landlords, tenants, and brokers throughout the Southeast. Mr. Bloom also represents property owners in land use disputes and has tried countless zoning appeals and challenges throughout the state. He writes and teaches about trying cases and real estate litigation at seminars, including CLE seminars, throughout Georgia and is an adjunct professor of trial practice and pre-litigation courses at Emory University. Mr. Bloom clerked in the Northern District of Alabama for U.S. District Judge Robert B. Propst and Seybourn H. Lynne. Governor Sonny Perdue appointed Mr. Bloom to the Governor's Commission on public service and volunteerism in recognition for the extensive time and energy he has devoted to the Boys and Girls Clubs of Metro Atlanta and other children's causes. He earned his B.A. degree, with distinction, from the University of Virginia and his J.D. degree from the University of Virginia School of Law.

PETER L. LUBLIN is a partner in the Atlanta office of Adomo & Yoss and a member of the Litigation Department. Adomo & Yoss is the largest certified minority owned firm in the country with over 250 attorneys nationwide. His primary areas of practice include commercial leasing, commercial landlord/tenant, mortgage fraud litigation, regulatory compliance, real estate related litigation, contract disputes, financial institution defense litigation, and title insurance claims litigation. Mr. Lublin sits on the executive committee of the Real Estate Section of the Georgia Bar and is the Chair of the Georgia Real Estate Section's Mortgage Fraud Committee. Mr. Lublin also acts on a pro bono basis as the counsel for the Georgia Real Estate Fraud Prevention Awareness Coalition known nationally as GREPPAC. Mr. Lublin frequently speaks nationally and locally on real estate related topics. Mr. Lublin received a BA from Duke University in 1986 and graduated from Emory University School of Law in 1989. He is licensed to practice law in Georgia, Washington, D.C. and Virginia.

R. ROBINSON PLOWDEN is a partner in the commercial real estate practice group of the Atlanta office of Sutherland Asbill & Brennan LLP. He practices in office, retail and industrial leasing, acquisitions and development. He regularly represents owners of office and industrial properties, shopping center developers and a national "big box" retailer. Recently, Mr. Plowden has handled the leasing in a client's newly developed shopping centers in Virginia, Alabama and North Carolina, represented several pension funds in leasing space in office buildings in Georgia and Alabama and assisted clients in developing mixed use projects in Florida, Georgia and Tennessee. He is a regular contributor to local and national continuing legal education seminars and has recently spoken on lease drafting, landlord and tenant rights and remedies and insurance issues. In 2005 and 2006, Mr. Plowden was selected as a *Georgia Super Lawyer's* "Rising Star." He received his A.B. degree, his J.D. degree and his LL.M. degree in international law from Duke University.

MICHAEL S. RODGERS is a partner in the real estate group at Seyfarth Shaw LLP. He represents developers and owners of residential, resort and mixed-use properties and he has extensive experience in all aspects of real estate development law. Mr. Rodgers' practice also includes landlord-tenant law, including drafting and negotiating leases with respect to commercial components of mixed-use properties; commercial lending, including borrower and lender representation in connection with real estate acquisition, development and construction loans; and, corporate law, with a focus on charitable and nonprofit organizations. He frequently speaks at continuing legal education seminars across the country on a variety of real estate topics, and he has written articles for *Urban Land*, *Southeast Real Estate Business*, *Multi-Housing News*, and *Multifamily Executive*. He has served as an adjunct law professor at the University of Georgia School of Law where he has taught a course on community association law. Mr. Rodgers is a member of the Urban Land Institute and the National Trust for Historic Preservation. He received his B.A. degree, with honors, from The College of William and Mary, and his J.D. degree from Emory University School of Law.

DAVID A. WEISSMANN is a member of the law firm of Weissmann & Zucker, P.C., where he practices in the areas of commercial real estate, secured lending, corporate and business law. He earned his B.A. degree, with distinction, Echols Scholar, from the University of Virginia and his J.D. degree, cum laude, from the University of Georgia, where he served on the Law Review and was the recipient of American Jurisprudence Award for Constitutional Law. Mr. Weissmann is a member of the American Bar Association and chairman, the American Bar Association Committee on Easements, Covenants and Restrictions and a fellow of the American Bar Foundation. He is a frequent speaker of real estate law issues, including "A Response to Disaster: Changed Conditions on Termination of Property Restrictions and Covenants," ABA Real Property and Probate Meeting, Spring 2006, San Diego; "Title Issues on Purchase Contracts," National Business Institute, Atlanta, 2005; and "Understanding the Insurance Provisions of Commercial Leases and Mortgage Loan Documentation," 19th Annual Real Property Law Institute, Sea Island, Georgia; and wrote "Construction Lending," *ABA Real Property & Probate*, May/June 2004; and "Removing Restrictive Covenants as Burdens to a Disaster Response," *ABA Real Property & Probate*, September/October 2006.

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In today's corporate world, even your small business clients know that a solid, well-constructed commercial lease can provide a firm foundation for a healthy company. These documents are multifaceted and you need to address -- in depth -- all of the crucial elements that can have an impact on your client's success. It's your responsibility to ensure that commercial leases cover every contingency to protect your client's interests, then these reference materials are crucial.

Learn to properly establish agreements that factor in the issues unique to each client's business. Ensure that environmental provisions are included in order to protect your clients from liability. Knowledgeably address economic issues like hidden costs and financial disclosures. Be prepared to deal with the challenges presented when either a landlord or tenant files for bankruptcy. Successful commercial leases don't just happen; get the skills you need to craft effective, comprehensive agreements for your clients. By: Chintan K. Amin, William J. Dawkins and Mark L. Elliott. 91 Pages © August 2006

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By: Byron W. Kirkpatrick, Amy P. McMorrow, Andrea L. Rimer, Ray S. Smith III and Fred B. Wachter. 70 Pages © December 2006

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Drafting Commercial Real Estate Leases: The Ins and Outs of Protecting Your Interests

Why You Need to Attend

- Knowledgeably draft industrial, office, retail and ground leases.
- Get insider's tips on drafting options and how to properly structure leases in your favor.
- Address important issues like expansion and contraction options, as well as extension and renewal rights.
- Clearly detail the scope of exclusive and prohibited use, to minimize misunderstandings down the road.
- Know the remedies available if a default occurs.

For a property manager or business owner, negotiating and drafting a commercial real estate lease can be daunting. Knowing the key provisions of a commercial real estate lease and how to effectively negotiate terms will allow you to enter into a beneficial contract in order to avoid potential problems.

Our seasoned faculty will provide you with the skills you need to be a detail-conscious drafter of commercial real estate leases. In just one day, you'll learn everything you need to know about drafting the different types of leases. Include important provisions so you don't leave yourself open to liability. Protect yourself, financially, by using various credit enhancements. Cover all the important operational issues, so you can ensure the property is properly taken care of. Establish risk management procedures, exit plans and default strategies and minimize the impact on you and your business. Take a look at the documents you'll need to be familiar with and address some of the less common issues that may arise. Don't miss this chance to update your knowledge.

Important Details

August 16 - ATLANTA - Sheraton Buckhead Hotel Atlanta
3405 Lenox Road NE, Atlanta GA 30326 404-261-9250

Time: Registration is from 8:30 – 9:00 a.m. The program will begin at 9:00 a.m. and end at 4:30 p.m. Complimentary snacks and refreshments are provided. Lunch is on your own. Pre-Registration is encouraged.

Mail: Registration form on back of this brochure

Phone: (800) 930-6182

Fax: (715)835-1405

Online: www.nbi-sems.com

If you need to register at the door, you may wish to call us first to confirm availability and to receive information regarding schedule or location changes.

Tuition: \$319 for the first registrant, \$309 for each additional registrant — a savings of \$10!

Directions & Parking: To obtain directions and parking information, please contact the facility listed above.

FREE Reference Manual: *Drafting Commercial Real Estate Leases: The Ins and Outs of Protecting Your Interests* – Your learning doesn't end with the conclusion of the seminar presentation. With our comprehensive course manual, written specifically to accompany each program, you'll have all the information you need right at your fingertips. This manual, included with your tuition, allows you to take the seminar back to the office with you!

Audio Recordings: This seminar will be recorded in its entirety. If you can't attend, you can still obtain the benefits of the information provided by purchasing the manual and CD. See the registration form to order. If you wish to receive the cassette tape instead of the CD, please contact us at (800) 930-6182.

Cancellation: Register today at no risk! If your plans change later and you can't attend the program just call and let us know.

Your Satisfaction is 100% Guaranteed. We're so confident that this seminar will provide you with practical, valuable information that we back it up with an unconditional guarantee. If you're not completely satisfied, let us know and you'll receive a full refund.

What You Will Learn

I. INTRODUCTION TO DRAFTING COMMERCIAL LEASES

Peter L. Lublin, 9:00 - 9:30

- A. Types of Leases
- B. Drafting Process
- C. Commercial Lease Checklist

II. BASIC LEASE PROVISIONS

R. Robinson Plowden, 9:30 - 10:15

- A. Description of Premises
- B. Expansion and Contraction Options
- C. The Term of the Lease
- D. Extension and Renewal Rights
- E. Rent
- F. Operating Expenses, Pass-Throughs, CAMs and Taxes

III. CREDIT ENHANCEMENTS AND FORMS OF SECURITY

David A. Weissmann, 10:15 - 11:00

- A. Security Deposits
- B. Letter of Credit
- C. Guaranty of Contract
- D. Lease Bond

IV. OPERATIONAL ISSUES TO INCLUDE IN YOUR LEASE

Michael S. Rodgers, 11:15 - 12:00

- A. Use, Exclusive Uses and Prohibited Uses
- B. Alterations to Leased Premises
- C. Repair Obligations
- D. Compliance With Federal, State and Local Laws
- E. Surrender of Property

V. RISK MANAGEMENT

Michael S. Rodgers, 1:00 - 1:45

- A. Insurance
- B. Indemnity and Exculpation Clauses
- C. Casualty
- D. Hazardous Materials

VI. LEASE EXIT STRATEGIES

Simon H. Bloom, 1:45 - 2:30

- A. Subleases
- B. Assignment of Lease
- C. Termination Rights

VII. DEFAULT OF LEASE CONTRACT

Simon H. Bloom, 2:45 - 3:15

- A. Tenant Default and Landlord Remedies

- B. Landlord Default and Tenant Remedies

VIII. OTHER ISSUES

R. Robinson Plowden, 3:15 - 3:50

- A. Construction Provisions (Including ADA Issues)
- B. Brokerage Considerations
- C. Quiet Enjoyment
- D. Boilerplate Provisions

IX. DOCUMENTS COMMONLY ASSOCIATED WITH THE LEASING PROCESS

David A. Weissmann, 3:50 - 4:30

- A. Estoppel Certificates
- B. Short Form or Memorandum of Lease
- C. Subordination, Nondisturbance and Attornment Agreements (SNDA)
- D. Lease Amendment

* If needed, the above agenda may be changed to best accommodate all our attendees.

Who'll be there...

This intermediate-level seminar is designed specifically for professionals who wish to successfully negotiate commercial leases, such as:

- Property Owners
- Property Managers
- Landlords
- Real Estate Agents
- Real Estate Brokers
- Real Estate Developers
- Commercial Tenants

Attorneys and paralegals representing commercial tenants and landlords will also benefit from this skill-based seminar.

Credit Information

This seminar is a valuable opportunity to get the continuing education that's so crucial to keeping up to date in your profession. Not only was this program carefully designed to meet its educational objectives, but you can also take advantage of specific continuing education credits we've arranged with appropriate accrediting organizations:

CLE - 6.0

This program is approved for 6.0 hours of continuing legal education credit with the Georgia Commission on Continuing Lawyer Competency, 0.0 hours of ethical considerations.

Self-study credit is available.

Real Estate - 6.0

This course has been approved by the Georgia Real Estate Commission for 6.0 hours of real estate continuing education credit.

The specific continuing education credit(s) listed above are for attending the live seminar. The credits may or may not apply for the audio version of this seminar. Please check with your credit board for details.

For additional questions regarding continuing education credits please contact us at (866) 240-1890.

Register Now!

DRAFTING COMMERCIAL REAL ESTATE LEASES: THE INS AND OUTS OF PROTECTING YOUR INTERESTS

August 16 - ATLANTA

Tuition:

\$319 first registrant

\$309 each additional registrant - Save \$10

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