



Real Estate Finance

Our Real Estate Private Equity & Fund Formation practice is an integral part of our overall real estate experience.

This includes all aspects of real estate acquisition, development, entitlement, finance (structured finance and secured debt and equity), construction, operation and liquidation.

We offer a deep understanding of 1933 and 1934 Act compliance, Investment Company Act issues, and federal income tax issues, including ERISA, UBTI, and FIRPTA requirements. We work closely with sponsors of private real estate equity funds and joint ventures, foreign and domestic investors, investment advisors, securities broker-dealers, etc. We counsel established real estate investment sponsors seeking to launch funds and entrepreneurial clients seeking joint venture partners to finance emerging opportunities. We advise clients regarding Opportunity Zone investment projects, including entity structuring, capital gains equity funding, and loan financing for Opportunity Zone projects. In structuring real estate private equity and joint ventures, we help our clients address the unique tax, regulatory and business needs affecting fund and venture participants, including significant experience with offshore and tax-exempt real estate investors.

Areas of Emphasis

- Organizing domestic and offshore private equity and debt real estate funds
- Reviewing and advising on fund investments on behalf of institutional and private investors, sponsors, managers and advisors
- Preparing required disclosure documents, including prospectuses, offering memoranda and proxy statements
- Complying with federal and state securities, tax laws and regulations, and ERISA and the rules of FINRA (f/k/a NASD)
- Facilitating successful construction, mezzanine, and permanent debt financing for real estate funds, including a strong understanding of CMBS, LIHTC, New Markets and Historic Tax Credit financing strategies to enhance fund performance

- Assisting sponsors in resolving key issues related to operation and control of private equity funds, including carried interest issues, vesting arrangements, and other management and control issues
- Utilizing a myriad of U.S. entities (i.e., limited partnerships, limited liability companies, LLCs taxed as REITs and Trusts, Delaware Statutory Trusts, tenancy in common structures), as well as entities formed offshore to enhance regulatory compliance and tax strategies
- Advising clients regarding the formation and financing of real estate projects in Opportunity Zones

We represent a variety of clients in the joint venture development or ownership of office buildings, shopping malls, manufacturing facilities, research and development facilities, multi-family and single-family residential developments, including high-rise towers, mixed-use projects, hotels and condo-hotels. We provide advice to a variety of investment vehicles with different objectives and techniques, including:

- Funds investing in broad categories of eligible real estate assets
 - office
 - commercial
 - industrial
 - multi-family and single-family residential
- Single-category funds
 - shopping centers
 - mobile home parks
 - apartment buildings
 - industrial parks
- Funds focusing on particular types of investments
 - direct ownership
 - participating and convertible mortgages
 - joint ventures
- Funds having particular target market and size requirements for acquisitions
- Funds having particular investment practices
 - the use of leverage
 - the acquisition of development-stage property
 - investment on an “opportunistic” basis

We have created investment funds using a variety of vehicles, including private real estate investment funds, limited liability companies, group trusts, corporate title-holding entities, limited and general partnerships and joint venture arrangements, and bank collective trusts.

Representative Matters

Attorneys in the Real Estate Finance group have represented clients in the following transactions:

- Representation of multiple private equity funds in fund formation, securities compliance, and through the closing of loans to distressed real estate projects
- Representation of King County in its coordinated sale of real estate for the expansion of the Washington State Convention Center
- Represented buyers in the acquisition of fractured condominium projects and subsequent sale of condominium units
- Represented banks in the repositioning and sale of multiple commercial, multi-family and single family condominium projects
- Represented receivers in the sale of fractured condominium projects
- Represented developers in the acquisition and sale of multiple condominium and apartment projects