



# Real Estate

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## OVERVIEW

From finance to finish, we know that no two real estate matters are the same. That's why we bring a multidisciplinary approach to helping developers, manufacturers, utilities, public entities and conservation organizations build, grow, profit and protect. We save you time and money, helping to smooth permitting and regulatory compliance, obtain funding, minimize taxes, locate buyers, close deals and resolve disputes.

Our clients include buyers and sellers, landlords and tenants, and lenders and builders who value our deep experience and know-how in complex projects, including residential subdivisions and condominiums, industrial facilities and parks, multi-tenant office buildings, shopping centers, hotels, biotech manufacturing plants, energy generation facilities, and golf courses. We also represent purchasers of high-end residences.

At each step, we assist in obtaining and analyzing environmental site assessments and work with consultants, lenders and governmental authorities in related environmental matters. Our attorneys are active members in the American College of Real Estate Lawyers, the American College of Mortgage Attorneys, the Urban Land Institute and the International Council of Shopping Centers.

## Areas of Concentration

- Land use & zoning compliance
- Real estate acquisitions, development and leasing
- REITS
- Real estate financing
- Historic conservation easements and tax credits
- Condominium law
- Riparian rights/shoreline
- Military base revitalization

## REPRESENTATIVE MATTERS

### Transactions

- Represented Wells Fargo Bank in connection with \$85 million acquisition financing of a 17-property hotel portfolio. Our representation included drafting and negotiating loan documents, due diligence review of properties, review of hotel operating leases and tax structure, review of hotel management and franchise agreements, and negotiation of comfort letters with national franchisor.
- Represented SSB Realty, LLC, a subsidiary of State Street Corporation, in connection with the leasing of 65,000 square feet of office space in Sacramento, California. Our representation included negotiation of lease and property due diligence.
- Represented Prudential Life Insurance Company in connection with \$200 million permanent financing of the Back Bay Hilton Hotel. Our representation included drafting and negotiating loan documents, negotiating comfort letter with Hilton Hotels, drafting and negotiating subordination non-disturbance and attornment agreements with space tenants, and performing property due diligence.
- Represented Wells Fargo Bank in connection with \$65 million construction financing of hotel in Florida. Our representation included drafting and negotiation of loan documents, due diligence review of construction contracts, permits and approvals and hotel operational documents.
- Represented Bank of America in connection with construction financing of Le Meridien Hotel at University Park in Cambridge, MA. Our representation included drafting and negotiating construction loan documents, review and approval of development agreements, ground leases, franchise agreements, negotiation of comfort letter with hotel franchisee, drafting and negotiating of management subordination agreement, and performing property due diligence.
- Represent a Fortune 100 company in its factory relocation and major infrastructure upgrades funded through the United States Department of Commerce Economic Development Agency.
- Served as legal counsel to the developer/owner of Rhode Island's newest and largest energy generation facility. We assisted in all phases of the legal and public process relating to the siting, construction and financing of the facility, located adjacent to the region's largest landfill.
- In representing Rhode Island's premier kidney dialysis group in its purchase of properties in Tiverton, Pawtucket and Providence, Rhode Island, AP&S attorneys addressed land acquisition, zoning approval, construction and permit review, and financing issues. In addition, the Tiverton facility required

sophisticated sewer easements through numerous properties to service the facility, and the Pawtucket facility required the negotiation of a Brownfield agreement due to the site's prior use.

- Represented industrial developer in connection with the development of a 260,000 square foot cold storage facility with 120,000 square foot rooftop greenhouse. Our representation included negotiation of aspects of ground lease, negotiation of construction loan with institutional lender, and drafting and negotiation of leases with end users.
- Represented the developers of a high-end, private golf club in the South County area of Rhode Island. AP&S attorneys determined the organization structure; helped assemble the land from numerous parties and arranged financing of those purchases; obtained local, state and federal permitting to address a multitude of concerns including wetlands, historic and environmental concerns; drafted and negotiated contracts with the numerous professionals and consultants necessary to develop such a facility; and developed the membership plan structure, the documents to effect that structure and the Blue Sky registration related to it.
- Represent a charitable conservation organization in coordinating a private dredging project of a salt water coastal pond. The project encompasses two towns and requires permits from the State of Rhode Island and the United States Army Corps of Engineers to improve water quality and flow and to preserve a barrier breach.
- Represented Rhode Island Convention Center Authority in the purchase of the Dunkin Donuts Center/Civic Center and represented Rhode Island Convention Center Authority in the sale of the Westin Hotel to the present owner.
- Finalized development of a 200-year-old historic mill structure in North Smithfield, Rhode Island, for 220 residential units, involving federal and state historic tax credits and affordable housing units.
- Represented the New England Institute of Technology in the acquisition of approximately 220 acres in the Town of East Greenwich at the site of the former Rocky Hill Fairgrounds. Four major properties were acquired, including the Brooks Pharmacy National Corporate Headquarters structure of approximately 265,000 sq. ft. In addition to the real estate acquisitions, the firm successfully negotiated with the Town of East Greenwich for a comprehensive zoning and payment in lieu of taxes agreement.

## Litigation

- Successfully defended a municipality in a federal district court action seeking \$24 million for damages under a lease of property by the municipality. The court held that plaintiff was not entitled to any type of consequential damages under the lease, and the plaintiff did not appeal the court's ruling.
- Successfully defended the rights of a property owner in a breach of contract

and *lis pendens* action by quickly obtaining favorable court orders dissolving the *lis pendens* and dismissing the claims against our client. After both rulings were upheld on appeal, we tried our client's counterclaims to a favorable verdict and award of attorneys' fees.

- Represented developer of residential condominium project to obtain summary discharge of junior lien claims.
- Represented the Glynn Hospitality Group and certain of its subsidiaries in connection with the acquisition of 955 Boylston Street, Boston, Massachusetts and completion of a 1031 tax-free exchange. Our representation included litigation of a right of first refusal in favor of the client. The firm was able to secure an *ex parte lis pendens* with respect to the property, which resulted in sale of the property to our client upon the terms and conditions set forth in the complaint filed on behalf of the client.
- Represented landlord of downtown Boston warehouse and mixed-use property in multiple actions to remedy multiple tenant defaults. AP&S represented the landlord from notice of default through eviction and rent collection proceedings to enable the landlord to pursue its long-term goal of redevelopment and leasing of the property.

## SEMINARS / PUBLICATIONS

### Seminars

- Robert J. Humm, "Protecting Commercial Properties," AP&S Client Seminar.
- Rory Z. Fazendeiro, Understanding Real Estate Liens, AP&S Client Seminar, 2011-2014.
- Susan Leach DeBlasio, Basic Commercial & Real Estate Loan Documentation – A Practical Skills Seminar, RI Bar Association, February 2012.

### Publications

- Jonathan Sachs and John Lerner, [Legality of Upfront Tenant Fees](#).

## AWARDS

Ranked top among law firms in Rhode Island in Chambers USA.



Rated Tier 1 Metropolitan "Best Law Firm" by U.S. News-Best Lawyer.

