

PRACTICE

Ownership Structuring

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OVERVIEW

OWNERSHIP STRUCTURING

From leasing and real estate to corporate and tax, property owners and developers with significant real estate assets rely on our real estate team's all-inclusive services. Whether you are developing an apartment complex, creating new retail space, or constructing a restaurant, we can help keep your project moving forward.

Our clients – banks, retailers, franchisors, and real estate development companies – depend on us for advice and assistance with the complex transactional and litigation demands of the real estate development process.

How we can help

- Transactional matters, including mergers and acquisitions, business sales, establishment of subsidiaries and affiliates, sales/purchases/leases of real property, contract reviews and new business startup assistance
- Site acquisition and permitting due diligence
- Drafting real estate purchase and sale agreements
- Land use and zoning ordinances, as well as environmental regulations
- Wetlands permitting and compliance
- Hazardous materials remediation, cost recovery and liability management
- Building permit applications, rezone applications, and site plan review
- Drafting easement and right-of-way agreements
- Assisting with title issues
- Special use permits
- Historic permitting and compliance

- Subdivision control
- Zoning board hearings
- Appeal of adverse zoning and land use decisions
- Conservation restriction compliance and creation
- Contracts with general contractors, architects, mortgage lenders, and insurance companies
- Document change orders, pay orders, lien waivers, and inspections
- Construction litigation or arbitration proceedings
- Specialized tax treatment
- Negotiating, reviewing and drafting covenants, conditions and restrictions (CC&Rs) and tenancy in common (TIC) agreements
- Drafting rental agreements and leases, eviction notices and settlement agreements
- Counsel regarding practical asset management, including referrals to financing, construction and engineering professionals

EXPERIENCE

A trusted advisor to a growing real estate enterprise...from the beginning

A young real estate developer turned to us when the client decided to break from the family business and go out on his own. We helped him with an initial commercial property project located outside of greater Boston, and he has continued to check in with us for business and legal advice. Over more than 20 years, this client has expanded his business into an ambitious, sophisticated enterprise.

OTHER EXPERIENCE

- The management team of a manufacturing company acquired the company from the retiring founder, giving the founders retirement liquidity and the management team an ownership stake. We structured the ownership vehicle, advised the client on the environmental risks and managed the acquisition of the corporate headquarters and manufacturing facility.
- A family desired to liquidate commercial property, obtain an income stream and make charitable gifts. We structured the transaction using a charitable remainder trust to achieve the family's goals of assured lifetime income, minimized capital gains, and charitable giving.
- A developer planned to build a retail shopping center. We negotiated the acquisition terms, structured the investment entity, obtained the necessary permits, and negotiated the construction contracts.
- A real estate owner wished to reallocate its resources from one commercial property to a more suitable investment. We minimized the tax liability through a tax deferred exchange.
- A privately held company needed to refinance its property and improve liquidity. We worked with the company to identify capital sources suitable for its goals and guided the company through the refinancing process.
- A real estate company sought guidance on the appropriate property ownership strategy for its commercial property holdings in light of family ownership of much of the company. We reduced exposure to liability with single asset, single purpose limited liability companies and created a program of ownership transition to the next generation.

- A property owner faced significant environmental problems. We guided the owner to the appropriate environmental professionals, and negotiated with governmental officials to resolve the problem.
- A company was looking for innovative approaches to commercial property investment. We applied new brownfields opportunities to create the opportunity for the company to acquire contaminated properties.
- A developer sold its portfolio of properties located in Massachusetts, Rhode Island, Connecticut and Florida for \$122 million. We closed the deal.