
THE WHARTON SCHOOL
OF THE UNIVERSITY OF PENNSYLVANIA
PHILADELPHIA, PA

Real Estate Law and Transactions

REAL/LGST 204-804

COURSE SYLLABUS
Spring 2016

Professor:

Robert D. Lane, Jr., Esquire
Email: boblane@wharton.upenn.edu

Teaching Assistant:

Ashley Super
Email: asuper@law.upenn.edu
Mobile: (856) 520-4274

CLASS HOURS: Tuesdays and Thursdays (4:30 PM – 5:50 PM)

CLASS ROOM: JMHH F-50

OFFICE HOURS: By appointment

CONTACT: Please contact either Professor Lane or Ashley Super via email
Emergency Contact: Ashley Super at (856) 520-4274

Course Description

This course examines the legal issues of real estate financing with an emphasis on commercial transactions. The main topics covered are acquisition, construction and permanent financing; development and management aspects; with a focus on examining the fundamentals of real estate finance and development from a legal perspective. The course serves as a foundation course for real estate majors and provides an introduction to real estate for other students. It attempts to develop skills in using legal concepts in a real estate transactional setting. The course will be of interest to students contemplating careers in accounting, real estate development, real estate finance, city planning, or banking. The main topics covered may include the following: land acquisition; finance; choice of entity; tax aspects; management (leasing, environmental); disposition of real property (sale of mortgaged property, foreclosures, wraparound mortgages, sale-leasebacks); and recent legal developments.

Meet the Professor

Bob Lane practices as a commercial real estate lawyer at Stevens & Lee which is a full service professional firm of approximately 200 lawyers and 50 non-lawyer business and consulting professionals. Bob is nationally recognized in all aspects of commercial real estate development, acquisitions and financing, with over 35 years of experience representing a wide variety of companies in diverse industries, as well as major real estate developers, syndicators and REITs. Bob's clients have included many Fortune 500 companies; national real estate companies; major healthcare institutions; large retail, hotel and restaurant chains; one of the world's leading telecommunications companies; numerous financial institutions; and a Congressionally chartered, U.S. Government lending institution.

Bob has guided Fortune 100 companies in developing major corporate facilities throughout the U.S., and has led specialized facilities development in the media, retail and petroleum industries. He continues to lecture and write extensively on such subjects as commercial leasing, zoning and land use, boundary law, real estate taxation, and real estate development. Bob hosts a periodic segment of SiriusXM radio's "Real Estate Hour" on its Business Channel 111, powered by the Wharton School

Bob also has been an active and visible leader in a broad variety of professional and civic organizations and is active in CoreNet, ICSC, and the Zell/Lurie Real Estate Center of the Wharton School at the University of Pennsylvania. He is also an elected Fellow of the American College of Real Estate Lawyers

Bob has been named a "Leading US Attorney" by Chambers and Partners in the real estate category of its 2003, 2004 and 2005 *Chambers USA, America's Leading Business Lawyers* directory. In a 1999 *Philadelphia* magazine survey, he was recognized as one of the best real estate lawyers in Philadelphia. He has been recognized as a Pennsylvania Super Lawyer from 2004 through 2015 having been selected by his peers as among the top 5 percent of lawyers in the Commonwealth.

Education:

University of Pennsylvania Law School, J.D., 1977
Brown University, A.B., with Honors, 1973

Bar Admissions:

Pennsylvania

Course Requirements & Rules

The course is open to Wharton MBA students, selected School of Design students, and selected upper class undergraduates.

No prerequisites are necessary for taking the class.

Grades in this class are based on two examinations (first in-class exam worth 30%, second in-class exam 30%), one group project worth 30%, and class participation 10%.

IF YOU DECIDE TO DROP THE CLASS, YOU MUST DO SO BEFORE THE FIRST EXAM -- no exceptions!

Please note my exam policy: you must take the exam with your class on the date indicated on this syllabus. Absent extraordinary circumstances, there will be NO MAKE UPS. Job interviews **do not** as qualify as an emergency.

Assignments: Read and be prepared to discuss the assigned pages in the texts by the date indicated. Class attendance and participation is expected. Also, please be prepared for “cold-calling.”

Description of projects: One project will be due during the semester. The project will be done in approximately groups of four. I will select students to make up the groups. The project will require the group to analyze a potential commercial real estate development, negotiate a resolution with an opposing group, and submit their solution by the date specified. I will grade on a group basis unless it is clear to me that one (or more) members of the group contributed exceptionally more or less to the project. In that case, I will assign grades on an individual basis.

Attendance and Class Participation: Success in this course is based on the student’s consistent preparation, regular attendance, and active participation in all class discussions. Students’ informed contributions to the learning process are expected on a regular basis; therefore, attendance is mandatory. I reserve the right to drop from the rolls any student missing four (4) or more classes in accordance with University regulations.

Course Materials

REQUIRED READING MATERIALS:

- 1) George Lefcoe, Real Estate Transactions, 6th ed. (Earlier editions not permitted).
- 2) Bulk Pack, available from Wharton Reprographics

RECOMMENDED/NOT REQUIRED:

- 1) Talamo, The Real Estate Dictionary, fourth edition.

REAL ESTATE LAW SYLLABUS

Professor: Robert Lane Esquire
 Course Designation: REAL 204/804-402
 Schedule: TR 4:30 PM - 5:50 PM
 Classroom: JMMH F-50

Semester: Spring 2016 - NOTE: ALL DATES ARE TENTATIVE AND LIKELY TO CHANGE SUBJECT TO GUEST SPEAKER AVAILABILITY

Date	Topic	Textbook (Lefcoe)	Coursepack	Cases	Optional/Proj. Due Dates
Thursday, January 14, 2016	Course Introduction; Basic Elements of American Jurisprudence	N/A	N/A	N/A	#2 (RE law Study Techniques)
Tuesday, January 19, 2016	Transactional Negotiations	N/A	#3 (The Art of RE Negotiations)	N/A	N/A
Thursday, January 21, 2016	Real Estate Title and Title Insurance	pp. 127-133, 287-288, 290-303, 307-308	N/A	Case 1: Title Insurance	N/A
Tuesday, January 26, 2016	Guest Speaker: Wayne Fisher, Executive Managing Director, Newmark Grubb Knight Frank	N/A	N/A	N/A	N/A
Thursday, January 28, 2016	Choice of Entity	pp. 661-683	#4 (Selection of the Ownership Entity)	Case 2: Choice of Entity	#5 (Choice of Entity for Real Estate) #6 (Expectations for the Twenty-First Century)
Tuesday, February 2, 2016	Brokers	pp. 29-36, 38-57	N/A	Case 3: Fraud Case 4: Broker Commissions	N/A
Thursday, February 4, 2016	NO CLASS	N/A	N/A	N/A	N/A
Tuesday, February 9, 2016	Contract of Sale Part I	pp. 63-74, 85-103, 105-118	#11 (Letters of Intent in Commercial Real Estate)	Case 5: Contract of Sale Case 6: Mortgage Contingency	p. 153 - 156
Thursday, February 11, 2016	Guest Speaker TBD				
Tuesday, February 16, 2016	Contract of Sale II - Breach/Remedies	pp. 120-124, 146-148, 157-164	N/A	Case 7: Duty to Disclose Case 8: Monetary Damages Case 9: Specific Performance	N/A
Thursday, February 18, 2016	Public/Private Partnerships; Guest Speaker: Paul Levy, President, Center City District, and Central Philadelphia Development Corp.	pp. 855-871, 879-889	#12 (Tax Increment Financing)	N/A	N/A
Tuesday, February 23, 2016	Land Use, Zoning and Eminent Domain	pp. 795-798, 805-806, 810-825, 828-832	#7 (CSX Seeks Property) #8 (Kelo: An American Original) #9 (Time to Overturn Lucas)	Case 10: Takings Case 11: Zoning	#10 (Kelo v. City of New London) Distribute Project
Thursday, February 25, 2016	First Exam				
Tuesday, March 1, 2016	Guest Lecturer, Joseph Pasquarella, Senior Managing Director, Integra Realty Resources	N/A	N/A	N/A	N/A
Thursday, March 3, 2016	Mortgage/Construction Finance	pp. 167-168, 173-176, 180-184, 197-200, 202-206; 225-232, 495-520, 561-588	#13 (Personal Liability and Other Security) #14 (The Optional-Obligatory Doctrine)	Case 12: Breach of Mortgage Case 13: Mechanic's Liens	p. 169-173
Tuesday, March 8, 2016	NO CLASS - Spring Break				
Thursday, March 10, 2016	NO CLASS - Spring Break				
Tuesday, March 15, 2016	Guest Lecturer: David Gorenberg, Former Citibank 1031 Exchange Company	pp. 345-346, 616-617, 623-637; 644-657	#23 (Use of a qualified Intermediary)	N/A	Developer----- Proposal Due
Thursday, March 17, 2016	NO CLASS - ACREL				
Tuesday, March 22, 2016	Pre-Foreclosure, Foreclosure, and Workouts	pp. 409-426, 429-445, 452-460, 481-493	#17 (How Much Protection Does a Leasehold Mortgagee Need)	Case 14: Lender's Rights Case 15: Forbearance	p. 466-477
Thursday, March 24, 2016	Guest Speaker: Gerard H. Sweeney, President, Brandywine Realty Trust				

Date	Topic	Textbook (Lefcoe)	Coursepack	Cases	Optional/Proj. Due Dates
Tuesday, March 29, 2016	PROJECT PREP PERIOD				City---- Response Due
Thursday, March 31, 2016	Leasing	pp. 749-792	#15 (Sale-Leasebacks Revisited) #16 (Landlord-Tenant Relationship), #18 (Continuous Operations Clauses)	Case 16: Implied Warranty of Habitability Case 17: Landlord Liability Case 18: Exclusivity Clauses	p. 445-451
Tuesday, April 5, 2016	Guest Speaker: Real Estate Securitization: Guest Lecturer, Michael Berman	p. 177-183	#17 (When is a RE Interest a Security) #20 (A Miranda Warning for Potential Conduit Borrowers) #21 (Fundamentals of MBS and ABS)	N/A	N/A
Thursday, April 7, 2016	Co-Ops and Condominiums	N/A	#24 (Building on the Basics) #25 (Condominiums & Cooperatives)	Case 19: Condo Liability	p. 637-644
Tuesday, April 12, 2016	Guest Lecturer: Steve Gartner, Executive Vice President, CBRE	N/A	N/A	N/A	Memo/Term Sheets Due
Thursday, April 14, 2016	Real Estate Tax	p. 177-183	N/A	N/A	N/A