

Real Estate Law and Transactions  
REAL/LGST 204/804  
Spring 2018

**The Wharton School of the  
UNIVERSITY of PENNSYLVANIA  
Philadelphia, PA**

---

Professor:

Robert D. Lane, Jr., Esquire  
Email: [RDL@stevenslee.com](mailto:RDL@stevenslee.com)

Teaching Assistant:

Andrew Wallach  
Email: [awallach@law.upenn.edu](mailto:awallach@law.upenn.edu)

CLASS HOURS: Tuesdays and Thursdays 4:30 PM – 6 PM

CLASS ROOM: SHDH 213

CONTACT: Contact either Professor Lane or Andrew Wallach via email  
Emergency Contact: Andrew Wallach at (201) 723-6910

**Overview:**

This course examines the legal issues of real estate acquisition, financing, leasing and management, with an emphasis on commercial transactions. 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, use, and zoning; finance; choice of entity; title and title insurance; tax aspects; management (leasing, environmental); disposition of real property (sale of mortgaged property, foreclosures, condemnation); brokers; condominiums; and recent legal developments.

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

**Pre-requisites:**

There are no prerequisites for the course.

**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 "The 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 2017 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 materials:**

**Required Reading Materials**

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

**Recommended but not Required:**

- Talamo, The Real Estate Dictionary, fourth edition.

**Grading:**

- Your grade in this class is based on: Two in-class exams worth 30% each; one group project worth 30%; and class participation worth 10%.

**Participation:**

- Success in this course is based on consistent preparation, regular attendance, and active participation in all class discussions. Informed contributions to the learning process are expected on a regular basis. Therefore, attendance is mandatory. Failure to attend class and inactivity in class will be considered in grading participation.
- The dates and times for all assignments are final.
- Case arguments (discussed below) will be factored into your participation grade.
- Be prepared for “cold-calling.”
- We reserve the right to drop from the roll any student who misses four (4) or more classes in accordance with University regulations.

**Exams:**

- The two exams will be held on: **Thursday, February 22<sup>nd</sup> & Tuesday, April 24<sup>th</sup>.**
- The second exam is not cumulative in content, but assumes proficiency in content taught in the first portion of the class. Exams will cover the material from class, the guest lectures, the cases, and the required readings.
- The exams are closed-book, closed-note and closed electronics.
- You must take the exam with your class on the date indicated on this syllabus. Absent emergency circumstances, there will be no make-ups. Job interviews do not as qualify as an emergency.
- **If you decide to drop the class, you must do so before the first exam. No exceptions!**

**Cases:**

- There will be 18 cases arguments throughout the course. Students will sign up following the link on Canvas for one case for Cases 1-9, and another case for Cases 10-18.
- Each case will be argued by 2 plaintiffs and 2 defendants, with each individual presenting their argument to the class for 2 minutes. You do not need to sign up as a team, but once 2 people are signed up, you should work together so you can brainstorm and structure your arguments to be impactful and not repetitive.
- If all the spots are taken on the signup sheet, please contact the TA as soon as possible.

**Project:**

- One project will be due during the semester. The project will be done in approximately groups of four. We 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. We will grade on a group basis unless it is clear to us that one (or more) members of the group contributed exceptionally more or less to the project. In that case, we will assign grades on an individual basis.

**Policy on Electronics in the Classroom:**

The MBA program disapproves of the use of electronic devices during any class for non-educational purposes. Experience has shown that such use significantly disrupts learning, both for the students using the device and for other in the class. While the MBA program has had a general “no electronics” rule for several years, this policy now separately addresses phones, laptops, and tablets. This policy applies to all MBA classes.

- Phones must be turned off and put away. If a student must keep a phone on by reason of a personal emergency, the student must inform the instructor before class begins.
- The use of laptops and tablets are not allowed unless for educational purposes as permitted by the instructor (e.g., notetaking, reading, or data analysis).

In this class, students may use electronic devices, but only for classroom related purposes. Any other non-class related use of electronic devices is prohibited. Penalties may include losing participation points, reduction of a final grade, or any other academic consequence as the instructor deems appropriate. If a student is unsure regarding an instructor’s electronics policy at any point, he or she should ask the instructor for clarification.

We reserve the right to change the policy if it impacts the learning environment.

**Other policies:**

- Whatever seat you choose on the second class meeting is yours for the entire semester. Please sit there every class.
- You must bring a name plate to every class. If you do not have a Wharton issued name plate, you should make one that clearly shows your preferred name.
- There will be 11 guest speaker sessions this semester. Attendance and participation in these sessions is required.
- **You must reply within 24 hours to emails sent by the Professor or the TA.**

**Office Hours:**

The Professor and TA will hold in-person office hours by appointment. You may also reach the TA with questions by email at [awallach@law.upenn.edu](mailto:awallach@law.upenn.edu).

**REAL ESTATE LAW SYLLABUS**

Professor: Robert Lane, Esquire  
 Course Designation: REAL 204/804, LGST 204/804  
 Schedule: Tuesdays and Thursdays 4:30 PM - 6 PM  
 Classroom: SHDH 213  
 Semester: Spring 2018

Date	Topic	Textbook (Lefcoe)	Coursepack	Cases	Optional/Proj. Due Dates
Thursday, January 11, 2018	<b>Course Introduction Basic Elements of American Jurisprudence</b>	N/A	#2 (RE Law Study Techniques)	N/A	
Tuesday, January 16, 2018	<b>Transactional Negotiations</b>	N/A	#3 (The Art of RE Negotiations)	N/A	
Thursday, January 18, 2018	<b>Real Estate Title and Title Insurance</b>	pp. 127-133, 287-288, 290-303, 307-308	N/A	Case 1: Title Insurance	
Tuesday, January 23, 2018	<b>Choice of Entity</b>	pp. 661-683	#4 (Selection of the Ownership Entity) #5 (Choice of Entity for Real Estate)	Case 2: Choice of Entity	#6 (Expectations for the Twenty-First Century)
Thursday, January 25, 2018	<b>Guest Speaker, Alan Greenberger, Drexel University Department Head, Architecture, Design, and Urbanism</b>	p. 855-889	#12 (Tax Increment Financing)	N/A	
Tuesday, January 30, 2018	<b>Brokers</b>	pp. 29-36, 38-57	N/A	Case 3: Fraud Case 4: Broker Commissions	
Thursday, February 1, 2018	<b>REITS: Guest Speaker: Joe Coradino, CEO, Pennsylvania Real Estate Investment Trust (PREIT)</b>	N/A	N/A	N/A	
Tuesday, February 6, 2018	<b>Contract of Sale Part I</b>	pp. 63-74, 85-103, 105-118	#11 (Letters of Intent in Commercial Real Estate)	Case 5: Contract of Sale Case 6: Mortgage Contingency	
Thursday, February 8, 2018	<b>Guest Speaker: James Pearlstein, CEO, Pearl Properties</b>	N/A	N/A	N/A	
Tuesday, February 13, 2018	<b>Contract of Sale Part II - Breach/Remedies</b>	pp. 120-124, 146-148, 157-164	N/A	Case 7: Duty to Disclose Case 8: Monetary Damages Case 9: Specific Performance	pp. 153-156

<b>Date</b>	<b>Topic</b>	<b>Textbook (Lefcoe)</b>	<b>Coursepack</b>	<b>Cases</b>	<b>Optional/Proj. Due Dates</b>
Thursday, February 15, 2018	<b>Guest Speaker: Wayne Fisher, Executive Managing Director, Newmark Knight Frank</b>	N/A	N/A	N/A	
Tuesday, February 20, 2018	<b>Land Use, Zoning and Eminent Domain</b>	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) <b>Project Distributed</b>
Thursday, February 22, 2018	<b>First Exam</b>				
Tuesday, February 27, 2018	<b>Guest Speaker: Joseph Pasquarella, Senior Managing Director, Valuation &amp; Advisory, Newmark Knight Frank</b>	N/A	N/A	N/A	
Thursday, March 1, 2018	<b>Mortgage/Construction Finance</b>	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 6, 2018	<b>NO CLASS - Spring Break</b>				
Thursday, March 8, 2018	<b>NO CLASS - Spring Break</b>				
Tuesday, March 13, 2018	<b>Guest Speaker: Gerard H. Sweeney, President, Brandywine Realty Trust</b>	N/A	N/A	N/A	<b>Developer Proposal Due at 4:30 PM</b>
Thursday, March 15, 2018	<b>Pre-Foreclosure, Foreclosure, and Workouts</b>	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
Tuesday, March 20, 2018	<b>Guest Speaker: Shari Reams-Henofer, SVP &amp; Market Manager, PNC Real Estate</b>	pp. 177-183	#19 (When is a RE Interest a Security)	N/A	<b>City Response Due on Wednesday, March 21 at 11:59 PM</b>
Thursday, March 22, 2018	<b>NO CLASS - ACREL Conference</b>				

<b>Date</b>	<b>Topic</b>	<b>Textbook (Lefcoe)</b>	<b>Coursepack</b>	<b>Cases</b>	<b>Optional/Proj. Due Dates</b>
Tuesday, March 27, 2018	<b>Guest Speaker: Michael Berman, Real Estate Securitization</b>	N/A	#20 (A Miranda Warning for Potential Conduit Borrowers) #21 (Fundamentals of MBS and ABS) #22 (Guide to CMBS)	N/A	
Thursday, March 29, 2018	<b>Guest Speaker: Susan Kupersmith, Esq.</b>	p. 749-792	#16 (Landlord-Tenant Relationship)	Case 16: Implied Warranty of Habitability Case 17: Landlord Liability	
Tuesday, April 3, 2018	<b>Leasing</b>	N/A	#15 (Sale-Leasebacks Revisited) #18 (Continuous Operations Clauses)	Case 18: Exclusivity	p. 445-451
Thursday, April 5, 2018	<b>Guest Speaker: David Gorenberg, Executive Vice President, Riverside 1031 LLC</b>	pp. 345-346, 616-617, 623-637; 644-657	#23 (Use of a Qualified Intermediary)	N/A	p. 637-644
Tuesday, April 10, 2018	<b>Guest Speaker: Ari Shalam, Real Estate Private Equity</b>	N/A	N/A	N/A	<b>Team Memos and Term Sheets Due at 4:30 PM</b>
Thursday, April 12, 2018	<b>Co-Ops and Condominiums Real Estate Tax</b>	N/A	#24 (Building on the Basics) #25 (Condominiums & Cooperatives)	N/A	
Tuesday, April 17, 2018	<b>PROJECT PRESENTATIONS #1</b>				<b>Group Evaluation due with Team Presentation</b>
Thursday, April 19, 2018	<b>PROJECT PRESENTATIONS #2</b>				<b>Group Evaluation due with Team Presentation</b>
Tuesday, April 24, 2018	<b>SECOND EXAM</b>				