
THE WHARTON SCHOOL
OF THE UNIVERSITY OF PENNSYLVANIA
PHILADELPHIA, PA

Real Estate Law and Transactions

REAL/LGST 204-804

COURSE SYLLABUS
Fall 2017

Professor:

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

Teaching Assistant:

Andrew Wallach
Email: awallach@law.upenn.edu
Mobile: (201) 723-6910

CLASS HOURS: Tuesdays (4:30 PM – 7:20 PM)

CLASS ROOM:

OFFICE HOURS: By appointment

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

Course Description

This course examines the legal issues of real estate acquisition, financing, leasing and management, 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, condemnation); 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 "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 Requirements & Rules

The course is open to Wharton MBA students, selected School of Design students, and selected upper class undergraduates (Fall Semester 2016 only).

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.

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.

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 - TENTATIVE SYLLABUS

Professor: Robert D. Lane, Jr., Esquire
 Course Designation: REAL/LGST 204/804
 Schedule: T 4:30 PM - 7:20 PM
 Classroom: TBD
 Semester: FALL 2017

Date	Topic	Textbook (Lefcoe)	Bulkpack	Optional	Project	Cases
Tuesday, August 29, 2017	Introduction Negotiations Choice of Entity	pp. 661-683	#2 (RE Law Study Tips) #3 (The Art of RE Negotiations) #4 (Selection of the Ownership Entity) #5 (Choice of Entity for RE)	#6 (Expectations for the 21st Century)		N/A
Tuesday, September 5, 2017	Title and Title Insurance Land Use, Zoning, and Eminent Domain: Guest Lecturer, Alan Greenberger, Drexel University Department Head, Architecture, Design & Urbanism	pp. 127-133, 287-288, 290-303, 307-308 pp. 795-798, 805-806, 810-825, 828-832	#7 (CSX Eminent Domain) #8 (Kelo, An American Original) #9 (Time to Overturn Lucas)	#10 (Kelo opinion)		N/A
Tuesday, September 12, 2017	Land Use, Zoning, and Eminent Domain Public/Private Partnerships: Guest Lecturer, Paul Levy, CEO, Center City District and Central Philadelphia Development Corp.	pp. 855-863, 879-889	#12 (Tax Increment Financing)	N/A		Case: Takings Case: Zoning Case
Tuesday, September 19, 2017	Contract of sale REITs: Guest Lecturer, Joseph Coradino, CEO, Pennsylvania Real Estate Investment Trust	pp. 63-74, 85-103, 105-118	#11 (LOIs in Commercial RE)	N/A		Case: Contract of Sale Case: Mortgage Contingency
Tuesday, September 26, 2017	Brokers Investment/Evaluation: Guest Lecturer, Joseph Pasquarella, Senior Managing Director, Integra Realty Resources	pp. 29-36, 38-57	N/A	N/A		Case: Fraud Case: Broker Commissions
Tuesday, October 3, 2017	Contract of sale, cont. Breach/Remedies	pp. 120-124, 146-148, 157-161	N/A	pp. 153 - 156		Case: Monetary Damages Case: Specific Performance Case: Duty to Disclose
Tuesday, October 10, 2017	Midterm Exam				PROJECT MATERIALS DISTRIBUTED	N/A

Tuesday, October 17, 2017	Mortgage/Construction Finance Guest Lecturer, Shari Reams-Henofer, Market Manager-Philadelphia-South Jersey, PNC Real Estate	pp. 167-168, 173-176, 180-184, 197-200, 202-206; 225-232, 495-520, 561-586	#13 (Personal Liability and Other Security) #14 (The Optional-Obligatory Doctrine)	pp. 169-173		Case: Breach of Mortgage Case: Mechanic's Lien
Tuesday, October 24, 2017	Foreclosures/Workouts Office Market/Management: Guest Lecturer, Gerard H. Sweeney, President, CEO, & Trustee, Brandywine Realty Trust	pp. 409-426, 429-445, 452-460, 481-493	#17 (How Much Protection Does a Leasehold Mortgagee Need)	pp. 466-477	DEVELOPER'S PROPOSAL DUE	Case: Lender's Rights Case: Forbearance
Tuesday, October 31, 2017	Leasing Retail Industry: Guest Lecturer, Steve Gartner, Managing Director of Retail Services, CBRE, Inc.	pp. 749-792	#15 (Sale-Leasebacks Revisited) #16 (Landlord-Tenant Relationship) #18 (Continuous Operation Clauses)	pp. 445-451		Case: Implied Warranty of Habitability Case: Landlord Liability Case: Exclusivity Clauses
Tuesday, November 7, 2017	Co-Ops and Condominiums Tax/1031 Exchanges: Guest Lecturer David Gorenberg, former Citibank National Director of 1031 Exchange Services	pp. 345-346, 616-617, 623-637, 644-657	#23 (Use of a qualified intermediary) #24 (Building on the Basics)	pp. 637-644	CITY RESPONSE DUE	Case: Condo Liability
Tuesday, November 14, 2017	Multi-Family Finance/Securitization: Guest Lecturer, Michael Berman, former Senior Advisor, Secretary HUD	pp. 177-183	#19 (When is a RE Interest a Security) #20 (A Miranda Warning for Potential Conduit Borrowers) #21 (Fundamentals of MBS and ABS) #22 (Guide to CMBS)	N/A		N/A
Tuesday, November 21, 2017	NO CLASS - THANKSGIVING SCHEDULE				MEMO/TERM SHEETS DUE	
Tuesday, November 28, 2017	Project Presentations	N/A	N/A	N/A	PROJECT PRESENTATIONS	
Tuesday, December 5, 2017	Second Exam	N/A	N/A	N/A		