

10TH ANNUAL  
**TENNESSEE REAL ESTATE  
LAW CONFERENCE**

**WHEN:** Friday, October 20  
**WHERE:** Nashville School of Law

Learn the very latest laws, decisions, and developments affecting your practice and your clients:

- ❖ Ins and outs of commercial development and financing
- ❖ Purchase and sale issues—getting the details right
- ❖ Title insurance claims and coverage denials
- ❖ Insurance provisions in commercial leases
- ❖ Special considerations for commercial and investment transactions, including 1031 exchanges
- ❖ Closing of the commercial real estate transaction, including examples of closing checklists
- ❖ Ethical considerations for real estate practitioners
- ❖ Real estate case law/legislative update

### FACULTY

**Kim A. Brown**  
*Sherrard Roe Voigt & Harbison, PLC, Nashville*

**Jason Holleman**  
*West Nashville Law Group, Nashville*

**Anita I. Lotz**  
*Farris Bobango PLC, Memphis*

**Michael Patton**  
*Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Memphis*

**Elizabeth C. Sauer**  
*Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, Nashville*

**Brooks R. Smith**  
*Bradley Arant Boulton Cummings LLP, Nashville*

**Wesley D. Turner**  
*Gullett Sanford Robinson & Martin PLLC, Nashville*

**Heather Howell Wright**  
*Bradley Arant Boulton Cummings LLP, Nashville*

Attendees will receive a binder of materials at the seminar and will be able to download the materials after the conference.



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# The Tennessee Real Estate Law Conference packs one day with leading authorities delivering critical law practice guidance on the hottest topics and some of the most complex issues you'll face.

- ❖ **Commercial development and financing.** Kim Brown touches on many of the aspects of a commercial real estate transaction by looking at resources and samples of documents that help to address the various aspects of the transaction.
- ❖ **Purchase and sale.** Brooks Smith looks at inspection and diligence issues, representations and warranties, covenants, and other details to make sure the sale goes smoothly.
- ❖ **Title insurance.** Michael Patton reviews what events are covered by title insurance, how to make a claim, and why title insurance companies deny claims. He also discusses litigation, arbitration, and the bad faith penalty.
- ❖ **Commercial leases.** Heather Wright gives an overview of insurance provisions in commercial leases, including coverage of tenant-installed fixtures and improvements, coverage for damages and destruction of property, and waivers of subrogation.
- ❖ **Investment transactions.** Elizabeth Sauer explains special considerations for commercial and investment transactions, including entity formation, CAP rate, zoning concerns, and 1031 exchanges.
- ❖ **Closing concerns.** Anita Lotz details the closing process for commercial real estate transactions – opening the closing, reviewing the sale agreement, reviewing the closing package, and preparing and approving the documents. She also gives examples of closing checklists.
- ❖ **Ethical concerns.** Jason Holleman reviews ethical concerns in boundary law, including attorney fees, confidentiality, communication with unrepresented parties, and conflicts of interest.
- ❖ **Update.** Wes Turner updates attorneys on the latest appellate court cases and legislation in the real estate law area.

## PROGRAM DATE AND LOCATION Friday, October 20, 2017

Nashville School of Law  
4013 Armory Oaks Drive  
Nashville, TN 37204

 FREE PARKING

 FREE WIRELESS INTERNET ACCESS

### CONFERENCE FEES

- \$377 for entire program
- \$297 for attendees from same firm
- \$197 for materials only
- \$50 early bird discount until September 8

### CONFERENCE DETAILS

Registration begins at 7:30 a.m.  
The conference begins at 8:00 a.m.  
and concludes at 5:00 p.m.  
Lunch break of 1 hour (lunch is included with registration)

# AGENDA

## COMMERCIAL DEVELOPMENT AND FINANCING

8:00 A.M. TO 9:00 A.M.

### Kim Brown

*Sherrard Roe Voigt & Harbison, PLC*

This presentation touches on many of the issues which may be encountered in a typical commercial real estate transaction—including site identification and selection; professional representation, including attorneys, professional consultants, and real estate brokers; strategies for tying up a site, including agreement preparation and negotiation, use of letters of intent and options, and negotiation and preparation of purchase and sales agreements; choice of entity for the buyer; tax consequences; due diligence issues; and financing and logistics of closing a transaction. Mr. Brown, a regular presenter at this seminar, provides resources and sample documents that help to address the various aspects of a commercial real estate transaction.

## REAL ESTATE UPDATE

9:00 A.M. TO 10:00 A.M.

### Wes Turner

*Gullett Sanford Robinson & Martin PLLC*

This session educates practitioners about the most recent developments and trends in Tennessee real estate law, with a focus on recent Tennessee appellate court decisions and Tennessee statutes enacted during the 2017 legislative session.

MORNING BREAK  
10:00 A.M. TO 10:15 A.M.

## ETHICS ISSUES FOR REAL ESTATE ATTORNEYS

10:15 A.M. TO 11:15 A.M.

### Jason Holleman

*West Nashville Law Group*

- ❖ Attorney fees
- ❖ Confidentiality
- ❖ Communications with unrepresented parties
- ❖ Conflicts of interest



## PURCHASE AND SALE ISSUES

11:15 A.M. TO 12:15 P.M.

### Brooks Smith

*Bradley Arant Boult Cummings LLP*

- ❖ Term sheets
- ❖ Getting the details right
- ❖ Inspection and diligence issues
- ❖ Representations and warranties
- ❖ Covenants prior to closing
- ❖ Conditions to closing
- ❖ Defaults and remedies
- ❖ Miscellaneous provisions, or why the “boilerplate” matters

LUNCH 12:15 P.M. TO 1:15 P.M.  
(INCLUDED WITH REGISTRATION)

## CLOSING A COMMERCIAL REAL ESTATE TRANSACTION

1:15 P.M. TO 2:00 P.M.

### Anita Lotz

*Farris Bobango PLC*

- ❖ Opening the closing: How to get started
- ❖ Review of the sale agreement and coordinating a statement date
- ❖ Insured closing letters—who gets them and why
- ❖ The reports arrive: Reading payoff letters, tax searches, and other data
- ❖ Receipt and review of closing package from the lender
- ❖ Preparation and approval of documents
- ❖ Examples of closing checklists

## TITLE CLAIMS AND COVERAGE DENIALS

2:00 P.M. TO 3:00 P.M.

### Michael Patton

*Baker, Donelson, Bearman, Caldwell & Berkowitz, PC*

- ❖ Covered events
- ❖ Claimants under a title insurance policy
- ❖ How to make a claim
- ❖ What does the title insurance company do to resolve claims
- ❖ Avoiding post-claim loss of coverage
- ❖ Why do title insurance companies deny coverage?
- ❖ Litigation/arbitration/bad faith penalty

Attendees will receive a binder of materials at the seminar and will be able to download the materials after the conference.

## YOUR FACULTY

### INSURANCE PROVISIONS IN COMMERCIAL LEASES

3:15 P.M. TO 4:00 P.M.

#### Heather Howell Wright

*Bradley Arant Boult Cummings LLP*

- ❖ Which party should provide insurance? Net vs. gross leases
- ❖ Spotting outdated language in stock agreements
- ❖ Coverage of tenant-installed fixtures and improvements
- ❖ Damage and destruction: Timing and rights for rebuilding, termination, and release of proceeds
- ❖ Providing additional insured endorsements
- ❖ Creating waivers of subrogation and mutual waivers that work with insurance clauses
- ❖ Ensuring consistency with insurance documents

### SPECIAL CONSIDERATIONS FOR COMMERCIAL AND INVESTMENT TRANSACTIONS

4:00 P.M. TO 5:00 P.M.

#### Elizabeth Sauer

*Baker, Donelson, Bearman, Caldwell & Berkowitz, PC*

- ❖ Entity formation issues (including special purpose entities)
- ❖ Letter of intent
- ❖ CAP rate
- ❖ Hazardous materials and zoning concerns
- ❖ Advising your client how to appropriately take title
- ❖ 1031 exchanges – issues and tracking

This conference is perfect for Tennessee attorneys who practice real estate law (litigators, closing attorneys, and attorneys who work for title insurance companies, banks, and other lenders)

**EARN 7.5 CLE CREDIT HOURS**  
**6.5 HOURS OF GENERAL AND**  
**1 HOUR OF DUAL**



**Kim A. Brown** is a member of Sherrard Roe Voigt & Harbison, PLC, in Nashville. Mr. Brown's practice focuses in the area of commercial transactions, including real estate finance and development, leasing, and public and private finance. He is a frequent lecturer for professional and industry groups and organizations on issues related to real estate finance and development, public and private finance, and general business transactions. He is listed in *Best Lawyers in America*®.



**Jason Holleman** is a principal at the West Nashville Law Group. He began his legal career with the Office of General Counsel for the Tennessee Department of Environment and Conservation. From 1999 until 2002, he served as an Assistant Attorney General with the Office of the Tennessee Attorney General and Reporter, Environmental Division. From 2008 to 2012, Mr. Holleman served as the City Attorney for the City of Mt. Juliet. He is the past chair of the Environmental Law Committee of the Nashville Bar Association.



**Anita I. Lotz**, with Farris Bobango PLC in Memphis, concentrates her practice in the areas of financial institutions' regulatory compliance, commercial finance transactions, real estate transactions, and general corporate law. She has been listed in *Best Lawyers in America*® in Banking and Finance Law, Financial Services Regulation Law and Real Estate Law from 2008 to the present. Ms. Lotz is a member of the Memphis, Tennessee and American bar associations and the Association of Women Attorneys.



**Michael Patton** is a shareholder in the Memphis office of Baker, Donelson, Bearman, Caldwell & Berkowitz, PC. Mr. Patton has significant experience in litigation involving commercial and residential construction and in commercial litigation involving mechanics' and materialmen's liens, property and title insurance issues, litigation for financial institutions involving both loan recovery/workouts and lender liability, as well as litigation involving general business disputes. He is a past Chair of the Title Insurance Litigation Committee of the Tort and Insurance Practice Section of the American Bar Association.



**Elizabeth C. Sauer** is a shareholder with Baker, Donelson, Bearman, Caldwell & Berkowitz, PC, in Nashville. She focuses her practice on real estate and finance, with a particular emphasis on health care assets. In addition to acquisition, sale and leasing work, Ms. Sauer represents lenders and borrowers on a variety of loan transactions, including property-specific mortgage term loans and accounts receivable financings, corporate level credit facilities, and HUD/FHA-insured loans and TPAs.



**Brooks R. Smith** is a partner at the Nashville office of Bradley Arant Boult Cummings LLP. As a commercial real estate and finance attorney, Mr. Smith advises clients in their endeavors related to the acquisition, development, leasing and financing of all classes of real estate (office, retail, industrial, multi-family, and hospitality, medical and residential developments). He also regularly represents borrowers and lending institutions in all types of real estate and healthcare related financings.



**Wesley D. Turner**, with Gullett Sanford Robinson & Martin PLLC in Nashville, dedicates his practice to helping individuals, lending institutions, nonprofits, and businesses with legal needs pertaining to real estate. Mr. Turner is listed in *Best Lawyers in America*® for Land Use and Zoning Law and Real Estate Law and is listed in *Mid-South Super Lawyers*® for Real Estate Law. He serves as an instructor at the Nashville School of Law in the area of mortgage law.



**Heather Howell Wright** is an associate with Bradley Arant Boult Cummings LLP in Nashville. Ms. Wright is a litigator in the Banking and Financial Services and Policyholder Insurance Coverage Groups at the firm. She devotes a portion of her practice to advising commercial insurance policy holders regarding coverage available through commercial general liability, directors and officers, and errors and omissions policies. She manages insurance coverage matters from pre-complaint negotiations through trial and appeal. She also counsels clients and frequently speaks on insurance coverage issues.

## REGISTRATION FORM. FOR ASSISTANCE, CALL 800-727-5257.

**Yes!** I want to master the very latest developments in Tennessee real estate law and network with leading practitioners, all while earning valuable CLE credit. Please reserve my place at the **Tennessee Real Estate Law Conference**, the intensive immersion into significant new decisions, laws, regulations, trends, and other developments. If I am in any way dissatisfied, I am entitled to a 100% refund of my registration fee. **Fee:** \$377 for full program, \$297 for additional attendees from the same firm, \$197 for materials only. **\$50 early bird discount until September 8.**

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#### CANCELLATION POLICY

- A \$50 processing fee applies to ALL conference cancellations.
- Registrants are responsible for the entire program fee for a cancellation made after 5:00 p.m. three weeks prior to the event (whether or not you attend the program or fail to cancel).
- An alternate may attend in place of the original registrant.

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## TAKE-AWAYS:

- ❖ Learn about commercial development and financing in today's economy.
- ❖ Hear about 1031 exchanges and other special considerations for investment transactions.
- ❖ Learn what events are covered under a title insurance policy, how to avoid post-claim loss of coverage, and why title insurance companies deny coverage.
- ❖ Get the ins and outs of insurance provisions in commercial leases, such as coverage of tenant-installed fixtures and the rights for rebuilding when property is destroyed.
- ❖ Learn how to get the details right in a purchase and sale agreement.
- ❖ Get examples of checklists to use when closing a commercial real estate transaction.
- ❖ Get refreshed on ethical concerns facing real estate attorneys, such as attorney fees, confidentiality, conflicts of interest, and communication with unrepresented parties.
- ❖ Get up to date on recent developments in the appellate courts and the legislature.

## COMMENTS FROM LAST YEAR'S ATTENDEES:

*"Great Topics."*

*"Good speakers—very thorough and knowledgeable."*

*"Good Materials."*

*"Very helpful and well organized."*

*"Thanks for this seminar! There are too few real estate seminars out there."*

*"This is always a good seminar. Thanks for all the hard work."*