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Real Estate Professionals ...*

**MYLESTITLE
ADVISORY COUNCIL
BREAKFAST & SEMINAR**

**Solutions to Key Maryland
Real Estate Issues**

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Saul Ewing LLP

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Saul Ewing LLP

**HOW OUR DIFFICULT ECONOMIC TIMES RAISE
ISSUES FOR BOTH LANDLORDS AND TENANTS:**

- * Landlord's desire for adequate security (cash security deposits v. letters of credit),*
- * Lease restructuring agreements, assignments and subleases,*
- * Guaranty and buildout issues and related strategies.*
- * Q&A session to address your specific issues.*

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Chestnut Ridge Country Club
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**SELECTED ISSUES FOR LANDLORDS
AND TENANTS IN DIFFICULT ECONOMIC TIMES**

**Presentation for Myles Title Advisory Council
November 12, 2009**

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I. LEASE NEGOTIATIONS IN THE CURRENT CLIMATE

- A. Tenant's Desire to Reduce Rent/Landlord's Desire to Extend Term
- B. Other Potential Tenant Demands
 - 1. Expansion option
 - 2. Renewal options
 - 3. Rejection of relocation clauses
 - 4. Termination rights
 - a. casualty
 - b. condemnation
 - c. at certain time(s) during term
 - 5. Self-help clauses
 - 6. Right to sublease space without need for landlord's consent

II. LANDLORD'S DESIRE FOR ADEQUATE SECURITY

- A. Current Market Ramifications
- B. Security Deposit vs. Letters of Credit
- C. Guaranties

III. ASSIGNMENTS/SUBLEASES

A. Prime Lease Terms

1. Standard for landlord's consent
2. Procedure for consent – opportunity to review financials of subtenant or assignee
3. Release of assignor?
4. Payment of fees
5. Consent to future assignments or subleases

B. Subleases and Assignment

1. Differences
2. Prime landlord non-disturbance (sublease)
3. Consent to future assignments or subleases

VI. BUILD-OUT ISSUES

A. Current Market Ramifications

1. Allowance?
2. Who performs work (landlord or tenant)?

B. Issues When Tenant Performs Work

1. Landlord issues
 - a. Adequate insurance from contractor
 - b. Approval rights over plans, contractor, and subcontractors
2. Tenant issues
 - a. Landlord obligations regarding space/delivery
 - b. Landlord approval rights
 - (i) short time frame

- (ii) reasonable
 - (iii) deemed approval
 - (iv) rejection accompanied by reasons
 - (v) minor changes exempt
 - (vi) day-for-day extension if undue delay
- c. Need to coordinate construction contract
- (i) lien waivers
 - (ii) insurance requirements
 - (iii) other lease requirements



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Practices

- Construction
- REIT
- Real Estate
- Real Estate Finance
- Industrial, Warehouse, and Distribution
- Real Estate Office
- Real Estate Housing

Education

- J.D., University of Maryland School of Law, 1976
- B.A., The Johns Hopkins University, 1973

Bar Admissions

- District of Columbia
- Maryland

Howard Majev is a seasoned real estate attorney with extensive experience in acquisitions, dispositions, financings, development, and leasing of industrial, multi-family, retail, office, mixed-use, and sports properties, including stadium development.

Mr. Majev represents clients in connection with portfolio acquisitions of residential and commercial properties, long-term land leases, low-income housing tax credit syndications and other affordable housing transactions, sports facility developments and project financings. He has served as Special Counsel for real estate matters to the Attorney General of Ohio.

In addition to his legal practice, Mr. Majev is a frequent speaker on leasing and other real estate-related issues, particularly at CLE seminars sponsored by the American Bar Association's Section of Real Property, Probate and Trust Law. He is fluent in Polish.

Memberships and Affiliations

- District of Columbia Bar Association
- Maryland State Bar Association
- American Bar Association





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Jim Goodrich's practice encompasses the full range of commercial real estate transactions. He has represented national and local clients in numerous sales, acquisitions, and leases of commercial property, construction contracts, and in other real estate agreements.

Clients he has represented in commercial real estate transactions range from Fortune 500 companies to small developers and owner-managed businesses. He has represented a Fortune 500 company in numerous purchases, construction contracts, leases and other real estate matters. Additionally, he has represented a Fortune 100 company in various leasing matters and taught an advanced leasing seminar to representatives of that company. He represented another client in a land assemblage program in which the client acquired 20 properties. He has represented several sellers and buyers of real property in Maryland and other states. He has represented several property owners in construction contracts. He also has negotiated office, industrial, and retail leases on behalf of both landlords and tenants.

He has given numerous seminars on commercial real estate topics to groups such as the Baltimore Chapter of the Association of Corporate Counsel, Lorman Educational Services and the Greater Baltimore Board of Realtors.

Prior to practicing law, Mr. Goodrich served in the Peace Corps, teaching English at a secondary school in Gabon, Africa.

Practices

Construction
Real Estate
Real Estate Office
Zoning, Land Use, and Approvals
Retail and Hospitality
Telecommunications

Education

J.D., University of Virginia School of Law, 1992

B.A., Dartmouth College, 1987. *cum laude*

Bar Admissions

District of Columbia
Maryland

Memberships and Affiliations

- American Bar Association, Real Property and Probate Section
- Maryland State Bar Association (MSBA)
- Maryland Real Property, Planning and Zoning Section of MSBA
- Member, Executive Committee, Baltimore District Council of the Urban Land Institute
- Former President, Dartmouth Club of Maryland