



International Council of Shopping Centers
1221 Avenue of the Americas, 41st Floor
New York, NY 10020-1099

ICSC 2008
U.S. SHOPPING
CENTER LAW
conference



October 22 – 25, 2008

Westin Diplomat Resort & Spa
Hollywood, FL

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PRELIMINARY PROGRAM



October 22 – 25, 2008

Westin Diplomat Resort & Spa
Hollywood, FL



WEDNESDAY OCTOBER 22

12:00 NOON – 7:30 PM

Registration

2:30 – 3:45 PM

General Session

The Greening of Real Estate: What's the Bottom Line?

2:30 – 3:45 PM

Seminars

1. Now What? Recent Developments in the Law Affecting Retail Projects
2. The Evolution of Lifestyle Centers

2:30 – 3:45 PM

Workshops

1. Leasing to Mini-Anchors—What Can a Landlord Expect?
2. Basic Insurance Issues for Landlords and Tenants

4:00 – 5:00 PM

First Timers Orientation

5:00 – 6:00 PM

First Timers Reception

6:00 – 7:30 PM

Welcome Reception

THURSDAY OCTOBER 23

7:00 AM – 1:30 PM

Registration

7:30 – 8:00 AM

Breakfast Served

8:00 – 8:45 AM

General Session "Point Counterpoint"

Guest Speakers:



BILL PRESS
Host of The Bill Press Show



FRED BARNES
Co-founder and executive editor,
The Weekly Standard

9:00 – 10:15 AM

General Session

"Hot Buttons for Lenders in the Current Economy"

9:00 – 10:15 AM

Seminars

1. Leasing 101—Everything You Need to Know—Part 1
2. ABCs of REAs Done PDQ

9:00 – 10:15 AM

Workshops

1. Let Us Entertain You
2. Avoiding Traps for the Unwary—Labor, Employment, and Immigration Issues
3. Relationship Making or Breaking—Options, Rights of First Refusal, and Condemnation
4. Designate This! Getting Rid of Leases After the New Bankruptcy Amendments
5. Acquisition Due Diligence—Looking under the Rock
6. Current Trends in Ownership—Tenants-in-Common, Private Equity and More

10:30 – 11:45 AM

General Session

Enhancing Your Leadership, Marketing, and Negotiating Techniques

10:30 – 11:45 AM

Seminars

1. REITs: Things You Should Know Before You Do a Deal with a REIT
2. The International Bazaar—Successful Expansion by Retailers in Emerging Markets
3. Please Take a Moment to Locate the Nearest Exit: Negotiating Exit Strategies for Retail Tenants

10:30 – 11:45 AM

Workshops

1. Construction Litigation/Arbitration and Insurance Landmines—What You Don't Know Can Hurt You
2. The Art of Subleasing
3. CAM Costs—How to Negotiate Them
4. On the Move—Redevelopment and Expansion Issues
5. Trading Places—SNDAs and Estoppel Certificates
6. Public Financing and Incentives—Using Other People's Money

12:00 NOON – 1:15 PM

Seminars

1. The Development Ground Lease: Searching for Virtual Ownership
2. Defaults and Remedies—from Drafting to Litigating

12:00 NOON – 1:15 PM

Workshops

1. The Ethics of Conflict Waivers
2. Advanced Issues in Lifestyle Centers
3. Let Us Feed You—Issues in Restaurant Development and Leasing
4. How It Begins—The Purchase and Sale Agreement

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5. **The Tenant Improvement Process—Workletters to Construction**
6. **Creating a Bridge Over Troubled Waters: Debt Work Outs**

FRIDAY OCTOBER 24

7:00 – 1:00 PM

Registration

7:30 – 8:45 AM

Breakfast Roundtables

9:00 – 10:15 AM

General Session

Reclaiming Our Cities—Retail Development in Urban Markets

9:00 – 10:15 AM

Seminars

1. **Leasing 101—Everything You Need to Know—Part 2**
2. **Insurance—Before, During and After Construction (Advanced)**

9:00 – 10:15 AM

Workshops

1. **Street Smarts—Leasing at Main and Elm**
2. **The Ten Most Hotly Contested Lease Issues and How to Negotiate Them**
3. **Selected Advanced Issues in REAs—They Are Not Your Average Agreements**
4. **Can Your Leasing Broker Manage Your Center? Negotiating the Agreements**
5. **The Check Is in the Mail? Lease Guarantees, Letters of Credit, and Other Credit Enhancements**
6. **The Most Advanced Title and Survey Workshop Ever**
7. **Financing the Project - Understanding the Basics**

10:30 – 11:45 AM

General Session

Rock and Roll Ethics

10:30 – 11:45 AM

Seminars

1. **Green Retail Spaces: Planning, Design, and Construction**
2. **Leasing in Strange Places—Airports, Casinos, Office Buildings, and Hotels**
3. **The New Improved 2006 ALTA Policy—Why You Should Care**

10:30 – 11:45 AM

Workshops

1. **So When Are You Going to Open? Delivery and Rent Commencement**
2. **Ten Things (Okay, Five) That Even the Smallest Tenant Can Negotiate**
3. **REAs, COREAs, and Other Hands in Your Pocket**
4. **Basic Lease Issues in Bankruptcies—Will They at Least Pay Me?**

5. **Working with State and Local Governments—It's Not Mission Impossible**
6. **How Can We Get Along—Co-Tenancy and Operating Agreements**
7. **How to Negotiate Troublesome Loan Document Provisions**

12:00 NOON – 1:15 PM

Seminars

1. **Coming to Terms Not Blows—The Structure and Use of Real Estate Joint Venture Agreements**
2. **Criminal Acts in the Mall—Practical Solutions to Reduce the Owner's Risks**
3. **Keeping the Orchestra Playing in the Same Key—Construction Project Coordination**

12:00 NOON – 1:15 PM

Workshops

1. **So You Think You Have Remedies Under Your Lease**
2. **Assignment and Subletting Issues—What Do You Really Need and What Can You Get**
3. **How to Build Up—Vertical Developments and Condominiums**
4. **Current Environmental Issues If You Own or Lease**
5. **Coordinating Indemnity, Hold Harmless, Subrogation, and Insurance Clauses**

7:00 – 10:00 PM

Reception and Buffet Dinner

(One complimentary ticket is provided to all registrants for this event. See registration form to purchase additional tickets.)

SATURDAY OCTOBER 25

8:00 – 10:00 AM

Registration

8:00 – 9:15 AM

Breakfast Roundtables

9:30 – 10:45 AM

Seminars

1. **Ten Things You Must Know about Big Box Leasing – Thinking Inside the Box**
2. **Distressed Shopping Centers—The Good, The Bad, And The Ugly!**

9:30 – 10:45 AM

Workshops

1. **Site Plan and Common Area Approvals—Tensions Between Landlords and Tenants**
2. **You Can't Sell That Here! Dealing with Exclusive and Radius Clauses**
3. **Keep Me out of the Kitchen—Franchising and License Agreements**
4. **Parking—That's My Space!**

10:45 AM

Conference Adjourns

Conference materials will be provided in CD format ONLY. The Conference Materials will be posted on the ICSC website prior to the Conference for those who wish to download all or parts of the materials.

SESSION DESCRIPTIONS

- I. **GENERAL SESSIONS:** This part of the program is intended to provide a broad, general perspective of the topic. Sessions are held in large rooms and led by a panel of three to four speakers. There is limited interaction with the audience as a result of the size and scope of the presentation.
- II. **SEMINARS:** Seminars are intended to be a more in depth discussion of the topic. They are usually led by two to three practitioners in the field with substantial prior experience on the topic. Interaction with the audience is encouraged but the session speakers are expected to control and limit discussion as well as fulfill the outline obligations of covering all of the subject matter. Depending on the description of the session, seminars could be at an advanced level. *
- III. **WORKSHOPS:** The most interactive of the sessions offered, workshops typically are led by two practitioners with a substantial level of experience in the topic area. Interaction between the workshop leaders and the audience is encouraged and expected, with the freedom to drift from the outline and address audience concerns in a more specific and detailed fashion. Depending on the description of the session, workshops could be at an advanced level. *
- IV. **BREAKFAST ROUNDTABLES:** The roundtables are organized as an informal discussion amongst industry professionals regarding a specified topic. The roundtable leader is not expected to have prepared any written materials. The leader is there to guide the discussion and ask questions of the roundtable participants for discussion amongst themselves. Roundtable leaders are chosen for their prior experience with the topic.

**Advanced Level Sessions shall assume that session attendees have a basic to intermediate level of knowledge of the topic.*

ICSC 2008 U.S. SHOPPING CENTER LAW conference

REGISTRATION FORM

HOW TO REGISTER:

Fax: +1 732 694 1800
(Credit Card Registrations only)
Online: www.icsc.org
(Credit Card Registrations only)
Mail: **ICSC**
P.O. Box 26958
New York, NY 10087-6958

REGISTRATION FEE:

	ICSC Members*	Nonmembers
Advance:	\$680	\$820
On-Site Registration:	\$850	\$990
Dinner Tickets:	\$100	\$125

* To qualify for the member fee, each registrant must be an ICSC member. A company membership does not mean that every employee of that company automatically becomes an ICSC member. An affiliate membership is required for each employee.

** Each person registered for the Conference will receive a ticket to the Conference Dinner on Friday night. Additional tickets can be purchased in advance for \$100.00 each or on-site for \$125.00 each.

Attendees will receive a complimentary subscription to **Retail Law Strategist**

FOR FASTER REGISTRATION:

FAX this form to +1 732 694 1800 24 hours a day, 7 days a week. (Credit card orders only.) Please register one person per form; photo copy for additional registrants. Payment must accompany this registration. All registrations must be received by **October 15, 2008**.

In order to be listed in the meeting attendee list, all registrations must be received by 12:00 noon on **September 10, 2008**.

FEE:

Includes all sessions, Wednesday evening cocktail reception, Friday night dinner, three breakfasts, the conference resource workbook and the session materials in CD Rom format.

Member* Non-Member Dinner Ticket(s)**

CANCELLATIONS:

Cancellations will be subject to a \$25 fee. No refunds will be given for cancellations received after **October 15, 2008**. All requests must be received by ICSC in writing.

CLE CREDITS:

If you attend the ICSC U.S. Shopping Center Law Conference, you may be eligible for Continuing Legal Education Credits in your state. We have applied for credits for this Conference in the following states: Alabama, Arizona, Arkansas, California, Colorado, Delaware, Florida, Georgia, Idaho, Indiana, Illinois, Iowa, Kansas, Kentucky, Louisiana, Maine, Minnesota, Mississippi, Missouri, Nevada, New Hampshire, New York, North Carolina, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Virginia, Washington, West Virginia and Wisconsin. The approval of this event for credit is currently pending the decisions of the regulatory agencies in each of these states.

HOTEL RESERVATIONS:

To make a hotel reservation call DePrez Travel at +1 888 427 2885 x412 and indicate you are an attendee of the International Council of Shopping Centers 2008 Law Conference to be held October 22 - 25, 2008. DePrez Travel will provide complete information regarding rates and availability.

The Westin Diplomat Resort & Spa
3555 South Ocean Drive
Hollywood, Florida 33019

Room rate: \$289.00 single/double
Room rates subject to tax, currently 11%
Cut off date: Friday, September 19, 2008

Trump International Beach Resort
18001 Collins Avenue, Sunny Isles Beach, FL 33160
Room rate: \$289.00 single/double
Room rates subject to tax, currently 13%
Cut off date: Monday, September 22, 2008

SPECIAL NEEDS

Anyone desiring an auxiliary aid for this meeting should notify Michelle James at mjames@icsc.org by **October 1, 2008**.

I authorize ICSC to send me announcements via fax, e-mail, phone or otherwise about ICSC programs and services that may be of interest to me or my colleagues. _

Name _____

Company _____

Address _____

City _____ State/Province _____ Zip/Postal Code _____

Telephone _____ Fax _____

E-mail Address _____ Your Membership I.D.# _____

Guest Name

Please check if any of the above information has recently changed.

2008LC

METHOD OF PAYMENT

Check or money order made payable to ICSC in U.S. funds \$ _____
 MasterCard Visa AMEX Discover \$ _____

Name (as it appears on credit card) _____ Signature _____

Credit Card Number (include all digits) _____ Expiration Date (month/year) _____

CONFERENCE CHAIR:

Jane Snoddy Smith, Fulbright & Jaworski L.L.P., Austin, TX

CONFERENCE CO-CHAIR:

Harold D. Piazza, Jr., Teachers Insurance & Annuity Association of America, New York, NY

GENERAL SESSION SUBCOMMITTEE:

Linda K. Schear, Chair, Gregory Greenfield & Associates, Ltd., Atlanta, GA

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Jay A. Epstien, DLA Piper US LLP, Washington, D.C.

Ronald L. Gern, General Growth Properties, Inc., Chicago, IL

George J. Walsh, III, Thompson Hine LLP, New York, NY

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Rory Packer, Westfield Corporation, Inc.

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Richard E. Galen, Potomac, MD

David G. Johansen, Nordstrom, Inc., Seattle, WA

Raymond G. Truitt, Ballard Spahr Andrews & Ingersoll, LLP, Baltimore, MD

ROUNDTABLE SUBCOMMITTEE:

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James A. Moomaw, The MGHerring Group, Inc., Dallas, TX

Eric D. Rapkin, Akerman Senterfitt, Fort Lauderdale, FL

SESSION MATERIALS SUBCOMMITTEE:

Lester M. Bliwise, Chair, Sutherland Asbill & Brennan LLP, New York, NY

Alan J. Salle, Honigman Miller Schwartz and Cohn LLP, Bloomfield Hills, MI

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Richard S. Friedman, Hughes Hubbard & Reed LLP, Los Angeles, CA

Robert M. McAndrew, Ross Stores, Inc., Pleasanton, CA

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*Emeritus