

# ICSC Ohio, Kentucky, Indiana, Michigan & Pennsylvania Retail Development & Law Symposium

For Lawyers and Real Estate Professionals

Hilton Columbus/Polaris | Columbus, OH | March 3 – 4, 2016

**Strange Bedfellows: The New Face of Retail**



Reception on the Evening of March 3

# ICSC Ohio, Kentucky, Indiana, Michigan & Pennsylvania

## Retail Development & Law Symposium

For Lawyers and Real Estate Professionals

The Ohio, Kentucky, Indiana, Michigan & Pennsylvania Retail Development & Law Symposium focuses on the needs of legal, financial, leasing and other real estate professionals who serve the interests of shopping center developers, owners, lenders, retail tenants, leasing agents and managers. This symposium will also provide an opportunity to network with other professionals who deal with the unique legal and business issues that impact the shopping center industry.

### Thursday, March 3

#### Registration

6:30 – 8:00 pm

Hilton Columbus/Polaris

#### Member-Hosted Cocktail Reception

7:00 – 8:00 pm

Hilton Columbus/Polaris

Join your colleagues for refreshments and networking.

### Thank you to the following Reception Sponsors

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WP Glimcher

## Friday, March 4

### Registration

7:00 am – 4:45 pm  
Hilton Columbus/Polaris

### Continental Breakfast

7:15 – 8:00 am

### Roundtable Discussions

8:00 – 9:00 am

Various topics will be presented in a roundtable format for small group discussion.

#### A. Managing Risk with Dry Cleaners, Auto Repair Shops and Other 'Toxic' Tenants

##### Heather Aley Austin, Esq.

Counsel  
Thompson Hine LLP  
Cleveland, OH

#### B. Mechanics' Lien Coverage – Protection from Underlying Disputes or Exposure for the Unwary?

##### Christopher F. Brooks, Esq.

Vice President and Counsel  
First American Title Insurance Company  
Cleveland, OH

#### C. The 2016 ALTA/ACSM Land Title Survey Standards – Challenges Facing Shopping Center Development

##### James J. Brown

Director, Sales and Marketing  
Bock & Clark  
Akron, OH

#### D. Come and Get It! Issues to Consider in Restaurant Leases

##### Angela Ceccarelli Daniele, Esq.

Associate  
Thompson Hine LLP  
Dayton, OH

#### E. Lending in 2016: Where Are We in the Cycle?

##### Michael K. Dostal

Senior Vice President/  
Manager Commercial Real Estate  
First Merit Bank  
Cleveland, OH

#### F. Tenant's Due Diligence: When Relying on the Lease Is Not Enough

##### David K. Hales, Esq.

Partner  
Calfee, Halter & Griswold LLP  
Cleveland, OH

#### G. Nobody Panic? (Yet); Practical Approaches to Terrorism Risk

##### Ted Hathaway, Esq.

Transactional Counsel  
WP Glimcher  
Columbus, OH

#### H. Construction Lending – Balancing Retainage and Reserves

##### Andrew A. Kleiman, Esq.

Partner  
Benesch Friedlander Coplan & Aronoff LLP  
Indianapolis, IN

#### I. Let the Borrower Beware – Provisions to Be Negotiated in CMBS Mortgage Loans

##### Dennis J. Kovach, Esq.

Senior Counsel  
WP Glimcher  
Columbus, OH

#### J. Digging into Ground Leasing

##### Richard A. Nunnelley

Stoll Keenon Ogden PLLC  
Lexington, KY

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### K. Insurance Update: Cyber Risk, Multiple-Deductible Claims & Post-Sandy Coverage

#### Mary T. Pipino, CPCU

President/CEO

Donald P. Pipino Company, LTD

Youngstown, OH

### L. The Name on the Sign Is Not the Tenant: Franchise Issues in Leasing

#### Steven J. Rypma, Esq.

Partner

Honigman Miller Schwartz and Cohn LLP

Kalamazoo, MI

### M. Tenant Improvement Allowances: Landlord Protections (How Many Strings Will Be Attached?)

#### Frank C. Santoiemmo, Esq.

Associate

Singerman, Mills, Desberg & Kauntz Co., L.P.A.

Cleveland, OH

### N. Drawing Up the Perfect Construction Draw

#### Christopher P. Smith, Jr., Esq.

Partner

Meyer, Unkovic & Scott LLP

Pittsburgh, PA

### Welcome Remarks

9:00 – 9:10 am

#### Linda A. Striefsky, Esq.

ICSC 2016 Ohio, Kentucky, Indiana,

Michigan and Pennsylvania Retail

Development & Law Symposium Program Co-Chair

Partner

Thompson Hine LLP

Cleveland, OH

#### David V. Allen, Esq.

ICSC 2016 Ohio, Kentucky, Indiana,

Michigan and Pennsylvania Retail

Development & Law Symposium Program Co-Chair

Assistant General Counsel

Forest City Realty Trust, Inc.

Cleveland, OH

### ICSC Greeting

9:10 - 9:15 am

#### Christine Mott, Esq.

Acting General Counsel

ICSC

New York, NY

### General Session

9:15 – 10:15 am

### Are You Omni-Channeling Your Inner Retailer? Omni-Channel Issues for Shopping Centers

Omni-channel, or the integration of web/app-based sales with brick and mortar stores, is driving many changes in our industry. The announcement of the death of the physical store was obviously premature, as the new wave of web-based retailers entering the real estate world even includes Amazon. That said, there are clearly felt changes at the retailer level, and the best shopping center owners and developers are ready for it. Our panel of experts will explore the ramifications of these changes for retail lawyers, from lease language to POS register systems to sales data reporting. This forum will focus on the challenges, successes and changes that the best in the industry have seen, are seeing and expect to see in this very uncertain area.

MODERATOR

#### Joanne I. Goldhand, Esq.

Of Counsel

Ice Miller LLP

Columbus, OH

PANELISTS

#### David Graham, Esq.

Assistant General Counsel

DSW Inc.

Columbus, OH

#### Kenneth S. Lamy, CRX

President

The Lamy Group, Ltd.

Mandeville, LA

#### Michele L. Walton, Esq.

Vice President, Senior Counsel

Taubman Centers

Bloomfield Hills, MI

**Break**

10:15 – 10:30 am

**Concurrent Sessions**

10:30 – 11:30 am

**A. Expect the Unexpected: Non-traditional Uses and the Retail Paradigm**

Have a big box to lease or sell? Have the demographics surrounding your center changed? Trying to think of uses that may complement your tenant mix? How about a call center? A medical clinic or urgent care facility? What about a gun range for that empty outlot? This session will focus on non-traditional uses in shopping centers for both new and second-generation space and will explore the challenges those uses pose for the developer/landlord as well as the tenant.

MODERATOR

**Daniel K. Wright II, Esq.**

Partner

Brouse McDowell

Cleveland, OH

PANELISTS

**Vincent C. Kuebler, Esq.**

Partner

Honigman Miller Schwartz and Cohn LLP

Bloomfield Hills, MI

**Tandy C. Patrick, Esq.**

Partner

Bingham Greenebaum Doll LLP

Louisville, KY

**Charles E. Schroer, Esq.**

Member

Frost Brown Todd LLC

Cincinnati, OH

**B. Lease Disputes: What Really Happens When You Go to Court**

Transactional attorneys prepare leases with the best of intentions, but almost invariably issues arise during a lease that sometimes leave the parties with no choice but to take their dispute to court. What should litigators do – whether representing a landlord or tenant – when a lease dispute lands on their desk? Are there lease provisions that too often create unnecessary issues? How can lease drafting expedite (or slow down) the litigation process?

This program will give transactional attorneys and leasing representatives insight into the lease dispute process.

MODERATOR

**Kevin F. McKeegan, Esq.**

Partner

Meyer, Unkovic & Scott LLP

Pittsburgh, PA

PANELISTS

**Mark R. Koberna, Esq.**

Partner

Sonkin & Koberna Co.

Cleveland, OH

**Jessica L. Middendorf, Esq.**

Associate

Stoll Keenon Ogden PLLC

Lexington, KY

**Lauren D. Rushak, Esq.**

Member

Clark Hill PLC

Pittsburgh, PA

**Jason M. Yarbrough, Esq.**

Partner

Meyer, Unkovic & Scott LLP

Pittsburgh, PA

**Break**

11:30 – 11:45 am

**Concurrent Sessions**

11:45 am – 12:45 pm

**A. Don't Discount the Differences between Traditional Shopping Centers and Outlet Centers**

Mall, center, shopping center, regional shopping center, outlet center. Shopping is shopping, centers are centers and leases are leases. Right? Outlet center development is on the rise, but what makes an outlet center so different from a traditional center? In this seminar, we will explore those differences and how they affect leasing and lease negotiation. We will also discuss those differences in the unique context of redeveloping a traditional center into an outlet center.

# ICSC Ohio, Kentucky, Indiana, Michigan & Pennsylvania

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For Lawyers and Real Estate Professionals

### MODERATOR

**Melissa A. Breeden, Esq.**  
Senior Finance Counsel  
Simon  
Indianapolis, IN

### PANELISTS

**Matthew J. Broas, Esq.**  
Senior V.P. & Leasing Counsel  
Simon Premium Outlets  
Morristown, NJ

**Maria Manley-Dutton, Esq.**  
Deputy General Counsel  
DDR Corp.  
Beachwood, OH

### **B. I Thought I Hired You!! Conflicts of Interest Issues for Transactional Lawyers**

Anticipating and managing conflicts of interest early on or – better yet – heading them off, is a skill. This program will present real-life conflict of interest situations for the transactional lawyer, and provide practical takeaways to help attorneys navigate this area of legal ethics, which is often fraught with difficulties.

This session will be structured as a ‘peer to peer’ workshop, and is intended as a discussion platform for the participants to share their collective wisdom with the entire group. The program facilitator will help to organize the discussions and provide some guidance, but the content of the program is dependent on everyone’s active participation. Groups of four to eight participants will discuss the hypotheticals provided by the facilitator, choose a spokesperson and report their conclusions and suggestions to the group. Each participant should be ready to share thoughts regarding practical and legal concerns raised by the hypothetical and pointers for resolution, as well as practice tips and advice.

### MODERATOR/FACILITATOR

**Tod D. Northman, Esq.**  
Member, Business Department  
Tucker Ellis LLP  
Cleveland, OH

### Lunch Served

12:45 – 1:15 pm  
(No Lunch Service after 1:15 pm)

### General Session

1:15 – 1:45 pm

### **Omni-Channel: Changing Retailing and the Role of the Real Estate Professional**

Retailing continues to evolve, having to modify traditional sales approaches and marketing with ever changing technological advances. Significant changes in customer expectations will continue. Our speaker will discuss the rise of fulfillment centers, developments at the store and mall level, omni-channeling and the effect that technology has had on employee shifts and trends, using examples within the retail and shopping center industries. He will also review the changing role of the real estate professional.

### SPEAKER



**Charan J. Jackson**  
Vice President, Real Estate  
Macy’s, Inc.  
Cincinnati, OH

### Break

1:45 – 2:00 pm

### Concurrent Sessions

2:00 – 3:15 pm

### **A. Anchors Away! Navigating the Waters of Anchor Store Redevelopment Projects**

For many years, the loss of an ‘Anchor Store’ at a shopping center meant rough waters were ahead for the property. However, in the post-recession world, the winds have changed and the loss of an ‘Anchor Store’ is no longer a sure sign of a sinking ship. To the contrary, for those developers willing to chart a new course, there may be new opportunities on the horizon. This seminar will focus on the process developers undertake to evaluate the loss of an ‘Anchor Store’ and the redevelopment opportunities the loss may offer.

### SPEAKERS

**Erin Fair, Esq.**  
Legal Counsel, Real Estate and Leasing Group  
DDR Corp.  
Beachwood, OH

**Jared E. Oakes, Esq.**

Partner  
Thompson Hine LLP  
Cleveland, OH

**Doug Solomon, Esq.**

Assistant General Counsel  
Forest City Realty Trust, Inc.  
Cleveland, OH

**B. Finance 101 In 2016: Real Estate Financing For Non-dummies**

This **basic session** will address the nuts and bolts that every borrower and lender encounter in everyday real estate financing. The experienced panel will provide the 'magic words' that every finance lawyer needs to know and provide practical solutions to the most negotiated loan provisions.

MODERATOR

**James H. Schwarz, Esq.**

Partner  
Benesch Friedlander Coplan & Aronoff LLP  
Indianapolis, IN

PANELISTS

**Jamie L. Cox, Esq.**

Member  
Vice, Cox and Townsend, PLLC  
Louisville, KY

**Don Frey, Esq.**

Vice President of Real Estate and Capital Markets  
Simon  
Indianapolis, IN

**Geoff White, Esq.**

Partner  
Frost Brown Todd, LLC  
Louisville, KY

**Break**

3:15 – 3:30 pm

**Concurrent Sessions**

3:30 – 4:45 pm

**A. Retail and Office and Residential?**

**Oh, My! – Structuring Mixed-Use Projects**

As traditional power and town centers mature, developer creativity is evolving concurrently. This panel will look at new and innovative shopping center design, structuring and financing alternatives, as developers/landlords consider alternative ways to attract and retain tenants and their patrons—but not always in the traditional sense of the words. With condominiums, vertical space leases, live/work designs, CEDA/TIFs and local incentives, this is not your grandparents' shopping center anymore!

MODERATOR

**J. Theodore Smith, Esq.**

Partner  
Vorys, Sater, Seymour and Pease LLP  
Columbus, OH

PANELISTS

**Dusty Elias Kirk, Esq.**

Partner, Global Practice Group Leader  
Reed Smith LLP  
Pittsburgh, PA

**Harlan W. Robins, Esq.**

Member, Practice Development Manager  
Dickinson Wright PLLC  
Columbus, OH

**Kathleen Shields**

Senior Vice President  
Simon  
Indianapolis, IN

# ICSC Ohio, Kentucky, Indiana, Michigan & Pennsylvania Retail Development & Law Symposium For Lawyers and Real Estate Professionals

## B. History vs. Adapting to New Needs: Achieving Flexibility in the Face of Exclusives, Use Clauses and Deed Restrictions

Real property lasts forever, but property uses change with time. This seminar will explore the issues, tested solutions and tactics that may be employed when planned and historical uses of retail properties change, or need to change, sometimes abruptly. In time, many retail developments require redevelopment, re-tenanting and repurposing so as to function at their best and highest use, and to deliver an invigorated rate of return for owners and investors. The panel will discuss common scenarios as properties adapt to new needs; the importance of due diligence in identifying existing uses, permitted and required development, parking and zoning restrictions, including exclusive and 'obnoxious' use restrictions; best practices for managing existing outdated 'master' encumbrances such as REAs, OEAs and Declarations. Finally, we will discuss when to compromise and move forward with a tolerable level of risk, even when everything is not 'fixed.'

### MODERATOR

**Margaret Dearden Petersen, Esq.**

Principal  
Petersen Law PLLC  
Ann Arbor, MI

### PANELISTS

**Dana S. Grimes, Esq.**

Staff Attorney  
Simon  
Indianapolis, IN

**Vivian M. Knight, Esq.**

Vice President of Legal Services  
PECO Real Estate Partners  
Cincinnati, OH

**Erik Lattig, Esq.**

Louisville, KY

## Symposium Adjourns

4:45 pm

*Program information current as of January 6, 2016.*

ICSC has applied to the states of Ohio, Kentucky, Indiana and Pennsylvania for 7.00 hours of Continuing Legal Education (CLE) credits including 1.00 hour of Ethics credit.

ICSC has applied to the state of Ohio for 7.00 hours of Continuing Real Estate credits (Salespersons/Brokers/Agents).

Credit hours and approvals are pending.



## Program Planning Committee

### COMMITTEE CO-CHAIRS

LINDA A. STRIEFSKY, ESQ., Program Committee Co-Chair, Thompson Hine LLP, Cleveland, OH

DAVID V. ALLEN, ESQ., Program Committee Co-Chair, Forest City Realty Trust, Inc., Cleveland, OH

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Petersen Law PLLC  
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Columbus, OH

**ALAN SALLE, ESQ.**

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Bloomfield Hills, MI

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Dinsmore & Shohl LLP  
Cincinnati, OH

**CHARLES E. SCHROER, ESQ.**

Frost Brown Todd LLC  
Cincinnati, OH

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Benesch Friedlander  
Coplan & Aronoff LLP  
Indianapolis, IN

**J. THEODORE SMITH, ESQ.**

Vorys, Sater, Seymour and Pease LLP  
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**ROBYN MINTER SMYERS, ESQ.**

Thompson Hine LLP  
Cleveland, OH

**NEIL VAN WINKLE, ESQ.**

WP Glimcher  
Columbus, OH

**THOMAS P. VERGAMINI, ESQ.**

Taft Stettinus & Hollister LLP  
Covington, KY

**JENNIFER VICTOR, ESQ.**

Forest City Realty Trust, Inc.  
Cleveland, OH

**DANIEL K. WRIGHT II, ESQ.**

Brouse McDowell  
Cleveland, OH

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Frost Brown Todd LLC  
Louisville, KY

**TROY BROWN, ESQ.**

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Kauntz Co., L.P.A.  
Cleveland, OH

**WILLIAM HANSEN, ESQ.**

The Richard E. Jacobs Group  
Cleveland, OH

**DAVID L. HUPRICH, ESQ.**

Attorney at Law  
Westchester, OH

**ROBERT McANDREW, ESQ.**

Ross Stores, Inc.  
Pleasanton, CA

**KIM A. RIECK, ESQ.**

International Market Centers  
Las Vegas, NV



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### How to Register

Fax: +1 732 694 1800

Online: [www.icsc.org](http://www.icsc.org)

Mail: ICSC P.O. Box 26958 New York, NY 10087-6958

### Registration Fees

	Advance	On-Site
Member*	\$230	\$285
Non-Member	\$460	\$570
Student Member**	\$ 50	N/A

\*To qualify for a member fee, each registrant must be an ICSC member or an affiliate member. To become an ICSC member, call ICSC information services at +1 646 728 3800.

\*\*ICSC student members are required to register in advance to receive the discounted student registration fee. No discounted registration will be offered on-site.

### Deadlines

To be listed in the Meeting Attendees List, you must register by **February 19, 2016**. To qualify for the advance registration fee, your registration must be received by 12:00 pm ET, **February 26, 2016**.

### Cancellations

All cancellations will be subject to a \$25 cancellation fee. No refunds will be given for cancellations received after **February 19, 2015**. All requests for refunds must be received by ICSC in writing.

### Hotel Information

A block of rooms has been reserved at:

**Hilton Columbus/Polaris**

8700 Lyra Drive

Columbus, OH 43240

**Rate:** \$151 Single/Double Occupancy

**Cut-off Date: February 1, 2016**

We invite you to visit [www.icsc.org/2016S02](http://www.icsc.org/2016S02) and click on Book Hotel under Additional Links on the page. There you can access the latest hotel availability and the electronic form to reserve your room(s). We would be happy to answer any of your questions during our office hours of Monday through Friday, 8:00 am to 5:30 pm ET at +1 888 ICSC TVL (427 2885), ext. 2; or internationally at +1 585 442 8900, ext. 4.

### Continuing Education Credits

ICSC Certified professionals earn 1.5 credits (A2) towards certification renewal. See prior page for Continuing Legal and Real Estate education credit information.

### Special Needs

Anyone desiring an auxiliary aid for this meeting should notify Kurt Wallin at +1 646 728 3467 by **February 12, 2016**.

### Terms, Conditions and Rules

This Registration Form is subject to ICSC Terms, Conditions and Rules for Event Registrants available at [www.icsc.org/event-terms-and-conditions](http://www.icsc.org/event-terms-and-conditions), which are hereby incorporated by reference.

Please Check One:  ICSC Member\*  Non-Member  Student Member\*\*

I will attend the Cocktail Reception at Hilton Columbus/Polaris at 7:00 pm on Thursday, March 3, 2016.

Name \_\_\_\_\_ Company \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State/Province \_\_\_\_\_ Zip/Postal Code \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_

E-mail \_\_\_\_\_ Your Membership I.D. # \_\_\_\_\_

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

### Method of Payment

Check made payable to ICSC enclosed for \$ \_\_\_\_\_

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Name (as it appears on credit card) \_\_\_\_\_ Signature \_\_\_\_\_

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call us at +1 646 728 3800 ext. 1**

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

Attendees will receive a complimentary copy of the ICSC book *Best Practices in Shopping Centers*.

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**PROGRAM**