LAW FOR NON-LAWYERS

October 29–30, 2009
ICSC Lifelong Learning Center
New York, NY

Are you lacking a firm grasp of shopping center legal issues? Do you need a better understanding and appreciation of the laws and regulations that govern the U.S. shopping center industry—and to enhance your relationship with the lawyers who work on behalf of your company? ICSC announces a comprehensive one-and-a-half day seminar that will demystify law for the shopping center professional. Unlike most seminars on this topic, the ICSC course will be taught by *legal professionals,* who can explain in "practical terms" the issues facing both the landlord and the tenant; what you need to know about applying legal principles and practices as they relate to the shopping center industry.

Who Should Attend

- Leasing agents and brokers involved in putting together, presenting, negotiating and analyzing or approving lease deals on behalf of landlords and tenants.
- Shopping center management personnel responsible for significant components of the lease administration process.
- Operations administrators for shopping centers who wish to be updated on all areas of the law.
- Construction administrators who are responsible for writing and implementing the provisions of a contract for the construction of a center in its initial phase of development or redevelopment, and its ongoing issues.
- Experienced retailers with substantial responsibility for overseeing the real estate function of a company or active in negotiating leases with landlord representatives.
- Managerial administrators for shopping centers and retail stores who represent the ownership side of the negotiation.
- Accounting administrators and financial staff for the developer or the retailer.
- Paralegals who work on behalf of a lawyer.
- All other professionals who need a jump-start or refresher in legal principles and practices for shopping centers.

How You Will Benefit

- Gain a mastery of the essentials of law as it relates to the shopping center industry.
- Understand key legal issues that give you a clear picture of the rights of both tenants and landlords.
- Analyze the details of a contract or a lease with more precision and increased awareness of the key provisions.
- Become familiar with the key decisions made in U.S. courts that affect shopping center operations.
- Develop a better working relationship with your legal team and various government regulators.
- Demonstrate more familiarity with key legal terms, understand what they mean, and apply them to your work.

What is Included

- An easy-to-use workbook with course outlines, a glossary of key legal terms, and many examples to help you reinforce concepts and implement applications on-the-job of subject matter will be taught at the seminar.

Bonus Textbook

Law for Non-Lawyers: The Textbook

The ICSC textbook, *Law for Non-Lawyers,* will be given to all participants of this class as part of the registration fee. *Law for Non-Lawyers* serves as an excellent tool for the shopping center professional who needs to understand the legal aspects of the industry. Topics covered include: Constitutional law, contracts, crafting and executing leases, and much more.

Seminar Schedule

Thursday, October 29

Registration

12:30 – 1:30 PM

Talk the Talk...Walk the Walk

1:30 – 2:30 PM

- Law, controlled by: The U.S. Constitution; state constitution; state statute or local ordinance; common law.
- Basics of tort law.

Break

2:30 – 2:45 PM

The Contract

2:45 – 3:45 PM

- Understand the principles of the Law of Contracts.
- Components of a contract.
- Mechanics of creating a contract: documentation needed to protect one's interest; recognizing oral contracts and remembering the terms.
- Analysis and discussion of pertinent contracts: ownership contracts; partnership agreements; mortgage contracts; contiguous property owners; conditions to governmental approvals for development; REAs, et al.; leases; licenses.
- Short-term/promotional contracts, licenses, kiosks, entertainment and temporary tenants.
- Remedies that shopping center professionals create and administer: principle of "Detrimental Reliance"; money damages: compensatory and future obligations; specific performance: money is no substitute.

Acquisition, Development and Construction

3:45 – 5:00 PM

- The art of acquisition; the law as it pertains to deeds, assignments of ground leases, tenant leases and licenses. Warranties, assumption of liabilities; assurances, transfer taxes and recording fees. Due diligence investigation, consent and approvals and authority of parties.
- The legalities of development; assemblage of land, acquisition of land, zoning issues and land use regulations. Entitlement processes including plan approval, zoning and permits. Defining and dealing with impact fees.
- Tax benefit programs as they are determined by different states, tax increment financing, abatements, qualifications for tax advantages and payback options.
- Basics of design and construction contracts. Construction liens and their ability to hinder the development process; statues of limitation, risk of double payments, liens against leaseholds.
- Bonds and Sureties; critical differences between both, use of bonds in a shopping center context, different kinds of bonds—fidelity, bid, performance and payment, utility and lease security deposits.

Human Resources & Labor Relations Challenges

5:00 – 5:45 PM

- The law, as it applies to human resources: labor contracts; Employment at Will; employment contracts: implied vs. written; collective bargaining agreements; labor issues; primary and secondary strikes—how to handle; union organizational drives; distinction between labor union picketing and citizens exercising their civil rights.

Friday, October 30

Continental Breakfast

8:00 – 9:00 AM

Insurance and Risk Management

9:00 – 9:45 AM

- Legal duty regarding customer safety: duty to keep premises safe from hazards; duty to keep premises safe from criminal conduct of third parties; risks associated with fulfilling the duty to maintain safety: assault, battery, false imprisonment.
- The law, as it applies to insurance and claims administration: insurance contracts; property damage; liability; tenant insurance; indemnification; subrogation; co-insurance.
- Risk management plan: identify risk; avoid, eliminate or prevent risk; defend from claims; certificates of insurance.

Complying with the Government is Everyone's Job

9:45 – 10:45 AM

- Government as a friend and a foe in the operation of a shopping center: ADA and construction standards; recognizing and understanding noncontractual duties imposed by law and as a matter of social policy.
- Rights of owners vis-à-vis undisciplined customers—shoplifter's rule: right/obligation to thwart theft; right/obligation to exclude trespassers and nuisances.
- Understanding the role of government in the ownership and operation of a shopping center: land use designations; governmental approval of the construction and continuing use of improvements; public access: the legal duty to recognize civil rights of customers and others ("Pruneyard"): the right of access by third parties to shopping center and contiguous private property; First Amendment freedoms vs. Fifth Amendment freedoms; a shopping center as a public forum for free speech.
- Arrests vs. civil injunction: citizen arrest vs. police arrest: where do you find a judge on Saturday?; control of property; control of business management theories; future impact; promotional activities and the Pruneyard question.

Break

10:45 – 11:00 AM

Finding the Right Lawyer for the Task at Hand

11:00 – 11:45 AM

- Do I need a lawyer? How do I find the right one?...selecting the team; establishing the procedures.
- Calling in the specialist with expertise in litigation, labor, bankruptcy, tax and collections: how to find the right lawyer.
- Exchanging information and business practices with your lawyer is an educational process that is necessary for effective and timely management: what's the law vs. good business result?
- How to use your lawyer to obtain a high degree of effectiveness from both a cost and substantive perspective.
- The do's and don'ts prior to engaging your lawyer.

ICSC Legal Legislative Update

11:45 AM – 12:00 NOON

Lunch

12:00 – 12:30 PM

Anatomy of a Lease

12:30 PM – 3:00 PM

- Understanding the lease as an executory contract and a transfer of real property: need for specificity; need for clear mechanics and business practices.
- Crafting the Lease: four essential terms; when is the lease created and what effect does taking possession prior to execution; eCommerce and its impact on understanding, crafting and negotiating lease clauses.
- Executing the Terms of the Lease: does the content of the lease follow business practices and procedures?; strict enforcement; amendment by conduct; detrimental reliance; accounting practices; landlord as "partner" of tenant; landlord as "agent" of tenant; boiler plate and lease form.
- Key provisions
- Business points
- Special problems unique to shopping center leases: rights of approval by mortgagee; abandonment of premises by tenants; abandonment of goods and personal property by tenants; enforcement of performance obligations; enforcement of monetary obligations.
- Technology transfer of documents—what can and should be sent electronically? Negotiation and drafting implementation of the documents: authentication and execution of technology transfer.

Break

3:00 – 3:15 PM

Dispute Avoidance and Resolution and Bankruptcy Issues

3:15 – 4:15 PM

- How to deal with and resolve defaults before and after the introduction of lawyers.
- Landlord-tenant dispute resolution techniques—arbitration, settlement, and other methods of resolution.
- The US Bankruptcy Code—principles to Know: understanding the various chapters; recognizing signs of potential bankruptcy filing and preparing; impact of § 365 B of the Bankruptcy Code.
- Workouts—Give-Ups, Give-Backs and Premiums.

Class Exercise: Applying the Principles You Have Learned

4:15 – 5:15 PM

- Put the principles of law you have learned into actual practice.
- Learn to identify legal issues in a "real world" situation, before you have a problem.
- Arrive at solutions that will minimize your exposure to liability.
- Know when you need to call for help.

Program Concludes

General Information

Law for Non-Lawyers

How To Register

There are three ways to register:

Fax: +1 732 694 1800
(Credit card registrations only)

On-line: **www.icsc.org**
(Credit card registrations only)

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

Tuition Fees

Non-members – $575 (U.S.)
ICSC Members – 475 (U.S.)

On-site fee:
Non-members – $645 (U.S.)
ICSC Members – $545 (U.S.)

Discount Fee If You Register For All Three Seminars!

Non-members - $1,500 (U.S.)
ICSC Members - $1,200 (U.S.)

ICSC Member Fee

To qualify for the member rate, you must be an ICSC member. Non-member employees of member companies do not qualify. Call the ICSC Membership Department at +1 646 728 3800, if you are uncertain about your membership status.

Non-Member Fee

Non-members who join ICSC by the time they register may take advantage of the applicable member rate.

NOTE: The tuition fee is for each one-and-one-half day program. No single day or half-day admittance to these programs is offered.

Confirmation

ICSC will send you a confirmation notice upon receipt of your Registration Form and payment.

Certificates of Participation

Students that attend any of these classes in its entirety will receive a Certificate of Participation in the mail one month after the meeting.

Cancellations

Law for Non-Lawyers:
Cancellations will be subject to a $25 cancellation fee. No refunds will be given for cancellations received after *September 27, 2008*.

All requests for refunds must be received in writing by ICSC Registration Department.

Class Hours

Law for Non-Lawyers:
First day:
Registration 12:00 NOON – 1:30 PM.
Class is in session from
1:30 PM – 5:00 PM.

Second day:
Class is in session from
8:00 AM – 5:15 PM.

Meals

Law for Non-Lawyers:
A continental breakfast will be served on the second morning from 8:00 – 9:00 AM.

A networking luncheon will be served on the second day from 12:00 – 12:30 PM. A mid-morning break will be served on the second day. A mid-afternoon break will be served both days.

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Housing Information

To make your hotel reservation, please visit www.icsc.org/2009FNF. You can use that site for all three (3) meetings, Financial for Non-Financial, Leasing for Non-Leasing and Law for Non-Lawyers. You will see the banner "Book Hotel Now". There you will find valuable information on the hotel and the electronic booking form, which features live inventory within the group block. Additionally, you will receive an immediate email confirmation of the reservation to the email address you provide on your form. Please Note: the email will show both "To" and "From" your email address. You must complete one (1) form for every room you are booking. We must have the names of the aactual occupants of the room or the hotel will not allow them to check-in. Although we do request our reservations in writing, we are happy to answer your questions during our office hours of Monday to Friday 8:00 AM - 5:30 PM EST toll free at +1 888 ICSCTVL (427 2885).

Note:
ICSC is not responsible for reserving or canceling hotel accommodations. All changes or cancellations must be made in writing or faxed to DePrez Travel at +1 585 442 8934.

Airline Information

Refer to the Airline Information Form in the center of the catalog for discounted airline fares. Our online booking tool for air is also available at www.icsc.org/2009FNF. If you prefer, you may contact our Corporate Air Department and book by phone toll free at +1 888 ICSCTVL (427 2885).

Continuing Education Credits

SCSM/SCMD/SCLS:
1.5 credits per course

Any disabled individual desiring an auxiliary aid at this course should notify ICSC at least five weeks in advance.

Registration Form B Education and Professional Recognition

Please write in the pertinent registration fee (non-member or member). Payment must accompany this registration form.Photocopy form for additional registrants.

RETURN TO: **INTERNATIONAL COUNCIL OF SHOPPING CENTERS**
Registration Department
P.O. Box 26958, New York, NY 10087-6958

Law for Non-Lawyers

Code: 2009LNF **Date/Location:** October 29-30, 2009 • New York, NY

	Member	Non-Member	Amount
Advanced fee	**$475**	$575	_____
On-site fee	**$545**	$645	_____
Student Member Fee	**$50**		_____
*Discount fee if attending Leasing, Law and Finance Seminars (total for all three):	**$1,200**	$1,500	_____

Leasing for Non-Leasing Professionals

Code: 2009LNL **Date/Location:** October 26-27, 2009 • New York, NY

	Member	Non-Member	Amount
Advanced fee	**$475**	$575	_____
On-site fee	**$545**	$645	_____
Student Member Fee	**$50**		_____
*Discount fee if attending Leasing, Law and Finance Seminars (total for all three):	**$1,200**	$1,500	_____

Finance for Non-Financial Professionals

Code: 2009FNF **Date/Location:** October 28-29, 2009 • New York, NY

	Member	Non-Member	Amount
Advanced fee	**$475**	$545	_____
On-site fee	**$545**	$645	_____
Student Member Fee	**$50**		_____
*Discount fee if attending Leasing, Law and Finance Seminars (total for all three):	**$1,200**	$1,500	_____

eDistance Learning (English)

Code:	Date:	Member	Non-Member	Amount
2009D1	March 1, 2009	**$545**	$1,195	_____
2009D2	August 1, 2009	**$545**	$1,195	_____
2009D3	November 1, 2009	**$545**	$1,195	_____

eDistance Learning (Español)

Code:	Date:	Member	Non-Member	Amount
2009DE1	April 1, 2009	**$545**	$1,195	_____

eDistance Learning (Mandarin)

Code:	Date:	Member	Non-Member	Amount
2009DM1	May 1, 2009	**$545**	$1,195	_____

Certified Leasing Specialist (CLS) Test Review

Code	Date/Location	Member	Non-Member	Amount
2009TRP	March 8, 2009, Philadelphia, PA	**$75**	$100	_____
2009TRA	March 22, 2009, Scottsdale, AZ	**$75**	$100	_____
2009TRL	May 17, 2009, Las Vegas, NV	**$75**	$100	_____
2009TRE	August 16, 2009, East Lansing, MI	**$75**	$100	_____
2009TRF	August 16, 2009, Kissimmee, FL	**$75**	$100	_____
2009TRI	October 28, 2009, Chicago, IL	**$75**	$100	_____

Certified Shopping Center Manager (CSM) Test Review

Code	Date/Location	Member	Non-Member	Amount
2009TRA	March 22, 2009, Scottsdale, AZ	**$75**	$100	_____
2009TRL	May 17, 2009, Las Vegas, NV	**$75**	$100	_____
2009TRE	August 16, 2009, East Lansing, MI	**$75**	$100	_____

Certified Marketing Director (CMD) Test Review

Code	Date/Location	Member	Non-Member	Amount
2009TRA	March 22, 2009, Scottsdale, AZ	**$75**	$100	_____
2009TRL	May 17, 2009, Las Vegas, NV	**$75**	$100	_____
2009TRE	August 16, 2009, East Lansing, MI	**$75**	$100	_____

Certified Development, Design & Construction (CDP) Test Review

Code	Date/Location	Member	Non-Member	Amount
2009TRP	March 8, 2009, Philadelphia, PA	**$75**	$100	_____
2009TRA	March 22, 2009, Scottsdale, AZ	**$75**	$100	_____
2009TRL	May 17, 2009, Las Vegas, NV	**$75**	$100	_____
2009TRF	August 16, 2009, Kissimmee, FL	**$75**	$100	_____
2009TRS	September 29, 2009, Denver, CO	**$75**	$100	_____
2009TRI	October 28, 2009, Chicago, IL	**$75**	$100	_____
2009TRZ	December 2, 2009, Phoenix, AZ	**$75**	$100	_____

2009 University of Shopping Centers

March 9-11, 2009, Philadelphia, PA

Code	Day	Member Advance/On-site	Non-Member Advance/On-site	Amount
2009UV	Mon. AM	**$180/$200**	$320/$340	_____
	Mon. PM	**$180/$200**	$320/$340	_____
	Tue. AM	**$180/$200**	$320/$340	_____
	Tue. PM	**$180/$200**	$320/$340	_____
	Wed. AM	**$180/$200**	$320/$340	_____
	Wed. PM	**$180/$200**	$320/$340	_____
Select six courses for one low price		**$915 / $1,035**	$1,690 / $1,810	_____
			TOTAL	_____

ICSC Executive Learning Series

New York, NY

Code	Class	Date	Member	Non-Member	
2009EX1	The Art of Structuring Partnerships	1/9/09	$250	$380	_____
2009EX2	Negotiating Techniques for Shopping Center Professionals	1/23/09	$250	$380	_____
2009EX3	Retail Store Planning and Construction Management	2/6/09	$250	$380	_____
2009EX4	Structuring and Managing the Retailer's Asset Management Program	4/3/09	$250	$380	_____
2009EX5	Rent, Escalations and Pass-Throughs: The Economics of a Lease	4/24/09	$250	$380	_____
2009EX6	Development and Design Principles and Practices	6/5/09	$250	$380	_____
2009EX7	Tenant Mix, Merchandising and Leasing Strategies	6/19/09	$250	$380	_____
2009EX8	Green Strategies in Changing Economic Times	7/10/09	$250	$380	_____
2009EX9	Understanding the Retailer's Site Selection Criteria	7/24/09	$250	$380	_____
2009EX10	Prospecting f19or and Developing New Tenants	8/7/09	$250	$380	_____
2009EX11	Creating the Optimum Mixed-Use Development	8/21/09	$250	$380	_____
2009EX12	Structuring Successful Lease Proposals	9/25/09	$250	$380	_____
2009EX13	Technology Tools for Site Selection and Leasing	10/9/09	$250	$380	_____
2009EX14	Retailer Expansion Strategies: The Retailer's Perspective	11/13/09	$250	$380	_____

Three to four classes	**$230 ea.**	$355 ea.	_____
Five or more classes	**$220 ea.**	$345 ea.	_____
Student discount rate for all Executive Learning Series classes		**$50**	_____
		TOTAL	_____

TOTAL FOR ALL PROGRAMS SELECTED **$** _____

Name _____

Company _____

Address _____ CityState/Province _____

Country _____ 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 (please indicate one):

☐ Check or money order made payable to ICSC for $ _____

(must be in U.S. funds)

☐ MasterCard ☐ VISA ☐ American Express ☐ Discover

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

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