

Law for Non-Lawyers

at the



ICSC University of Shopping Centers

On the campus of the WHARTON SCHOOL *of the*
UNIVERSITY OF PENNSYLVANIA, *Philadelphia, PA*

MARCH 5 – 6, 2012 ■ *Program*

New at the
2012 University of
Shopping Centers

 **ICSC**
**Professional
Development**
The Source for Education | Certification

 **ICSC**



ICSC University of Shopping Centers

Law for Non-Lawyers

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 two-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 jumpstart or refresher in legal principles and practices for shopping centers.
- 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.

Schedule-at-a-Glance During ICSC University of Shopping Centers

SUNDAY, March 4, 2012

3:00 - 5:00 pm **Registration**

MONDAY, March 5, 2012

7:00 am - 5:00 pm **Registration**

7:30 - 8:45 am **Breakfast Served**

8:15 - 8:45 am **Welcome Presentation at Breakfast**
Professor Joseph Gyourko, Martin Bucksbaum Professor of Real Estate and Business & Public Policy and Director, Zell/Lurie Real Estate Center and Chair, Real Estate Department, The Wharton School of the University of Pennsylvania

9:00 am - 12:00 noon **Courses**

12:00 noon - 12:30 pm **Luncheon Served**

12:45 - 1:15 pm **Outlook for Retail Real Estate**
David B. Henry, ICSC Chairman President and Chief Executive Officer, Kimco Realty Corporation

2:00 - 5:00 pm **Courses**

5:15 - 6:00 pm **Charles Grossman Lecture Series
What will be Driving Global Real Estate Down the Road -
Fundamentals or Capital?**
Stephen J. Furnary, Chairman and CEO, Clarion Partners

6:00 - 6:45 pm **Wine and Cheese Reception**

TUESDAY, March 6, 2012

7:00 am - 5:00 pm **Registration**

7:30 - 8:45 am **Breakfast Served**

7:30 - 8:30 am **ICSC Certification Breakfast Mixer and Information Session**

7:45 - 8:30 am **Breakfast Roundtables**

8:30 - 8:50 am **Industry Update**
Michael P. Kercheval
President and Chief Executive Officer
International Council of Shopping Centers

9:00 am - 12:00 noon **Courses**

12:00 noon - 12:30 pm **Luncheon Served**

12:45 - 1:40 pm **Deans Discussion**
The eight deans of the University of Shopping Centers will participate in a panel discussion, giving their views on current issues.

1:40 - 1:45 pm **Preview of Educational Study Tour to Cherry Hill Mall**

2:00 - 5:00 pm **Courses**

5:00 - 8:00 pm **Exclusive Optional Educational Study Tour to Cherry Hill Mall**

Law for Non-Lawyers



Course #LN-105

The U.S. Legal System: How It Impacts Retail Real Estate

MONDAY, March 5, 9:00 am - 12:00 noon

The law is the structure upon which all business deals are framed. This course will allow you to use natural connections to protect and strengthen your contracts, deals and relationships. Through this class, you will learn:

- How the U.S. Constitution is the source of the power
- The impact of zoning and land use laws on your property
- How owning property can make you liable to others
- How you can use the law to enforce your real estate rights
- The answers to your questions about legal jargon affecting real estate.

FACULTY



Terri K. Simard, ESQ.
Vice President, Law
Target Corporation
Minneapolis, MN



Jane Snoddy Smith, ESQ.
Partner
Fulbright & Jaworski LLP
Austin, TX



Attendees will receive a complimentary ICSC textbook to accompany the course material:
Law for Non-Lawyers.

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.

Course #LN-205

The Contract: Acquisition, Development, Construction and Other Agreements

MONDAY, March 5, 2:00 - 5:00 pm

Contracts are at the heart of all your business transactions. You have a handle on the essential business elements of your transaction, like price, time for performance, and other fundamental terms. But why do we need a 40-page document that seems to be only partially in English? This course will help you understand how all the apparent legal “boilerplate” could impact the success of your transaction. This class will teach you:

- The essential elements of an enforceable contract
- To identify potential deal pitfalls in acquisition documents, including letters of intent, purchase and sale agreements and ground leases
- The complexities of the development process for a new project, including dealing with permitting authorities and negotiating development agreements with municipalities
- To recognize legal “gotchas” in other important agreements such as construction contracts, leases, REAs, SNDAs and lender-related documents
- The most efficient and effective way to use your legal team in contract negotiations.

FACULTY



Nancy M. Davids, ESQ.
Partner, Real Estate Practice Group
Goulston & Storrs, P.C.
Boston, MA



Susan C. Murphy, ESQ.
Counselor
Brennan, Dain, Le Ray Wiest, Torpy & Garner, P.C.
Boston, MA

Law for Non-Lawyers

Course #LN-305

Alternative Dispute Resolution

TUESDAY, March 6, 9:00 am - 12:00 noon

Alternative dispute resolution (ADR) methods can efficiently and quickly resolve potential legal disputes, or even disputes that have turned into legal action. Mediation and binding arbitration clauses are often being placed in leases and property management contracts. This class will give practical information on when these clauses should be used and how these methods can help quickly and efficiently resolve disputes that may otherwise turn into years of litigation. Learning points in this class will include:

- Why ADR is being used more frequently in real estate
 - Mediation and arbitration explained in detail so that you fully understand the critical differences between non-binding mediation and binding arbitration
 - What types of legal disputes are better suited for ADR as opposed to litigation in court?
 - Drafting ADR clauses in contracts: how to take into account the types of disputes that can arise under the contract
- * When and how ADR methods should get invoked, when should lawyers get involved, and what costs are associated with mediation/arbitration.

FACULTY



Ira B. Silverstein, ESQ.
Partner
Ballard Spahr LLP
Philadelphia, PA



David B. Taylor, ESQ.
Partner
Bradley Arant Boult Cummings, LLP
Nashville, TN

Course #LN-405

Anatomy of a Lease

TUESDAY, March 6, 2:00 - 5:00 pm

The lease is a complex document with everyday practical utility. The risk of not understanding its complexities – from either the landlord or the tenant side – is enormous and potentially harmful. This class will teach you in plain language:

- How to read and craft lease clauses
- How to interpret provisions for enforcing lease requirements for both tenant and landlord
- Identify tenant and landlord costs impacted by lease clauses
- Detailed review of key provisions and critical business points affecting the lease
- New sustainable provisions for construction and operations that address energy use and minimize greenhouse gases, potable water consumption and recycling waste.

FACULTY



Robert M. McAndrew, ESQ.
Vice President, Real Estate Law
Ross Stores, Inc.
Pleasanton, CA



Oscar R. Rivera, ESQ.
ICSC Trustees' Distinguished Service
Award Recipient
Chairman of the Real Property Practice Group
Siegfried, Rivera, Lerner, De La Torre & Sobel, P.A.
Ft. Lauderdale, FL

Continue the Learning

You have a choice of 7 elective classes on Wednesday morning, and 5 elective classes on Wednesday afternoon, March 7.

Go to the ICSC University of Shopping Centers web site: www.icsc.org/2012UV and extend your stay in Philadelphia!

Law for Non-Lawyers Registration Information

NETWORKING OPPORTUNITIES

MONDAY, MARCH 5, 2012

Charles Grossman Lecture Series

5:15 – 6:00 pm Lecture

6:00 – 6:45 pm Wine and Cheese Reception

Attend the third year of a Lecture series honoring ICSC's Past Chairman, Charles Grossman, former Managing Director of ING Clarion.

Please indicate on the registration form if you're coming to the Charles Grossman Lecture.

TUESDAY, MARCH 6, 2012

Certification Breakfast Mixer & Info Session

7:30 – 8:30 am

Thinking about getting ICSC Certified? Want to be part of an elite group of industry professionals and receive global recognition from your peers, boards and associates? Then this complimentary networking event is a must attend! This is an ideal way to better understand the prerequisites, the process for application, how to prepare, and what the actual certification exam is like. More importantly, you'll hear from industry leaders about what certification has meant to them, personally and professionally. Don't miss this chance to learn about ICSC certification, receive take-home information, and talk about professional designations with others in the industry that are already ICSC Certified. Space is limited. RSVP online at www.icsc.org/2012MIX1



TUESDAY, MARCH 6, 2012 *Continued*

Breakfast Roundtables

7:45 – 8:30 am

Discuss in a small-group setting key issues concerning the industry. Check the ICSC University microsite www.icsc.org/2012UV for a current list of roundtable topics and leaders.

Exclusive Optional Educational Study Tour of Cherry Hill Mall



(hosted by Pennsylvania Real Estate Investment Trust)

5:00 pm Meet in the lobby by the front door of Houston Hall

5:15 pm Buses leave the University of Pennsylvania

8:00 pm Buses depart Cherry Hill Mall

Cherry Hill Mall was the first indoor, climate-controlled shopping center built on the East Coast, and opened in 1961. Undergoing a major expansion in 2009, many new stores have arrived, such as: Nordstrom, Apple, J. Crew, Garage, Steve Madden, Urban Outfitters, Brighton Collectibles, White House/ Black Market, Tilly's, and AX Armani Exchange. Hear from the team at Cherry Hill Mall how they successfully underwent a major renovation and redevelopment of the property. There is no charge for this optional event. Please meet in the lobby by the front door of Houston Hall at 5:00 pm, and be ready to board the bus promptly at 5:15 pm from 34th and Spruce Streets in Philadelphia, outside the Perelman Quadrangle at the University of Pennsylvania. The trip is approximately 30 – 40 minutes. Buses will be available for the return trip at 8:00 pm to the Sheraton University City Hotel.

Please indicate on the registration form if you are coming on this optional study tour.

Law for Non-Lawyers Registration Information

GENERAL INFORMATION

How To Register

Mail: International Council of Shopping Centers
Attn: Registration Department
P.O. Box 26958
New York, NY 10087-6958

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

Online: www.icsc.org/2012UV

**Note: Online registration ends February 29, 2012.
After February 29, you may only fax your registration.**

A separate registration form is required for each person enrolling. If additional forms are needed, please photocopy the registration form. Registrants will be accepted on a first-come, first-served basis. If a course you select is closed at the time your registration is received, you will have an opportunity to make another choice if time permits. Early registration provides you the opportunity to sign up for classes before they are sold out. Registration is limited per class to enhance program quality and learning. You may register for one particular school that offers six prescribed courses, or individual courses as electives, based on course titles that represent the subjects of interest to you.

Register for all 4 Law for Non-Lawyers College classes

	Member*	Non-Member**
Early Bird (before January 16, 2012)	\$495	\$795
Advance (before March 3, 2012)	\$495	\$795
On-site	\$695	\$895

Tuition Fees for Individual Classes on Wednesday, March 7

If you sign up for additional classes on Wednesday, March 7, you will pay the individual class rates for those classes. Go to www.icsc.org/2012UV to see your class choices on Wednesday, March 7.

*To qualify for the member rate, each registrant must be an ICSC member. A company membership does not mean that every employee automatically becomes an ICSC member. An affiliate membership is required for each employee. Call the ICSC Membership Department at +1 646 728 3800, if you are not certain about your membership status.

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

Student Fees

ICSC Student Members may attend the University of Shopping Centers for \$50 per course. Fees are payable in U.S. dollars.

What's Included

The following items are included in your registration fee:

- Course materials (outlines, handouts, charts and forms)
- Electronic access to PowerPoint presentations
- The ICSC textbook, *Law for Non-Lawyers*
- Breakfast for morning course participants
- Luncheon for afternoon course participants
- Refreshment breaks
- A Certificate of Completion for attending all four Law for Non-Lawyers classes
- Complimentary attendance to all Optional Events:
The Annual Charles Grossman Lecture Series on Monday; the Wine and Cheese Reception following the Grossman Lecture; the Certification Breakfast Mixer & Info Session on Tuesday; Breakfast Roundtables on Tuesday; the Educational Study Tour to Cherry Hill Mall on Tuesday

Confirmation

Upon receipt of your Registration Form and payment, ICSC will send you a confirmation notice. Before the program, an additional package will be sent to you that will include program schedules, locations and other items of interest.

Cancellations

All cancellations will be subject to a \$25 cancellation fee. No refunds will be given for cancellations received after **February 11, 2012**. All requests for refunds must be received by ICSC in writing.

Law for Non-Lawyers Registration Information

Housing

ICSC has arranged special discounted room rates for all attendees. Book early and ensure you receive the discounted rate with no hidden fees or penalties while also securing the most convenient location for your stay and networking opportunities. Room inventory is limited. To reserve your room online, please visit the individual meeting registration site at www.ICSC.org/2012UV and look for Book Hotel Now. Or call the ICSC Travel Desk at +1 888 ICSC TVL (427 2885) ext 2, or internationally at +1 585 442 8900 ext 412 to speak with an event specialist Monday – Friday 8:00 am to 5:30 pm EST.

All hotel change requests or cancellations must be made in writing to the ICSC Travel Desk at DePrez Travel, the official housing bureau for ICSC, via e-mail at icsctravel@depreztravel.com or via fax at +1 585 442 8934 or with the hotel directly. Please Note: Hotel reservations are independent of your registration. ICSC is not responsible for reserving or canceling hotel accommodations.

Airline Information and Assistance

For most events special air rates have been established for ICSC members. Please visit the individual meeting registration site at www.ICSC.org/2012UV and look for Book Air Now. Or call the ICSC Travel Consultants at the ICSC Travel Desk at +1 888 427 2885 (+1 585 442 8900) option 3 for the best flight options, professional expertise, and dedicated personal service (Monday – Friday 8:00 am to 5:30 pm EST).

Special Needs

Any individual desiring an auxiliary aid should notify ICSC at least five weeks prior to the meeting.

Continuing Education Credits SCSM/SCMD/SCLS/SCDP



ICSC Senior Maintenance Program

ICSC Certified professionals earn 0.5 credits each toward senior certification renewal.

State/Provincial Licenses

ICSC is a recognized provider of continuing education in most jurisdictions. Licensed professionals (i.e., real estate brokers, lawyers, accountants) should contact your regulatory body in advance for specific instructions and forms for self-reporting your participation in this continuing education activity. In general, participants may receive 0.3 CEU (3 contact hours) per class, up to a maximum of 1.8 CEU (18 contact hours) for six classes. Forms are returned directly to your state/province who has final authority on the amount of credit awarded.

For More Information

For more information about ICSC's Law for Non-Lawyers program, or the University of Shopping Centers, please contact Madison Gross, Senior Manager of Education, ICSC, at +1 646 748 3461, or mgross@icsc.org

For program updates, please visit the ICSC University of Shopping Centers microsite at www.icsc.org/2012UV

The microsite has links to general information for University of Shopping Centers attendees, and also includes travel information, a campus map, an attendee lookup, instructor biographies and other important information for meeting attendees.

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MARCH 5 – 6, 2012 ■ *On the campus of the* WHARTON SCHOOL *of the* UNIVERSITY OF PENNSYLVANIA, Philadelphia, PA

Return to: International Council of Shopping Centers
P.O. Box 26958
New York, NY 10087-6958

Fax to: +1 732 694 1800

Individual Member ID Number (Not Company Number) _____

Name _____ Title _____

Company _____

Address _____

City _____ State/Province _____ Country _____ Zip/Postal Code _____

Telephone _____ Fax Number _____ E-mail _____

Please check here if any of the above information has changed since your last correspondence.

Please register me for Law for Non-Lawyers: (check one box below)

\$495 Member

\$795 Non-Member

Please sign me up for the following optional events:

Charles Grossman Lecture Series, Monday, March 5, 5:15 pm

Educational Study Tour to Cherry Hill Mall, Tuesday, March 6, 5:15 pm

Method Of Payment

Check or money order made payable to ICSC enclosed for \$ _____ (payable 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)

2012UV