

2005 ICSC OHIO, KENTUCKY,  
INDIANA AND MICHIGAN  
**RETAIL DEVELOPMENT  
& LAW SYMPOSIUM**  
FOR LAWYERS AND  
REAL ESTATE PROFESSIONALS

**STAYING ALIVE IN 2005 — RELEVANT LEGAL TOPICS  
IN TODAY'S ECONOMIC ENVIRONMENT**

Hilton Columbus at  
Easton Town Center  
Columbus, OH

April 7 – 8, 2005

**PROGRAM**



INTERNATIONAL COUNCIL OF SHOPPING CENTERS



2005 ICSC OHIO, KENTUCKY,  
INDIANA AND MICHIGAN  
**RETAIL DEVELOPMENT  
& LAW SYMPOSIUM**

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REAL ESTATE PROFESSIONALS  
April 7– 8, 2005

The Ohio, Kentucky, Indiana and Michigan 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, April 7

### REGISTRATION

5:30 – 8:00 pm  
Café Istanbul, 3983 Worth Avenue, Easton Town Center

### OPTIONAL SHOPPING CENTER TOUR

6:00 – 7:00 pm  
Easton Town Center

Join us for a tour of Easton Town Center, nationally recognized as a cutting edge lifestyle shopping center. Our tour will be led by Yaromir Steiner, Steiner + Associates, Inc., and will include an overview of the project as well as some behind the scenes aspects that will interest shopping center professionals.

The tour will begin at 6:00 pm at 4016 Townsfair Way, Suite 201 (across from Smith & Hawkins), which is located at the Easton Town Center across from the hotel.

Please indicate if you plan on attending the tour by checking the box on the registration form.

### SPONSORED COCKTAIL RECEPTION

7:00 – 8:00 pm  
Café Istanbul, Easton Town Center

Join your colleagues for refreshments and networking. Hosted at Café Istanbul in Easton Town Center.

#### THANK YOU TO THE FOLLOWING SPONSORS:

- Baker & Hostetler LLP
- The Cafaro Company
- Chicago Title Insurance Company
- Dann Pecar Newman & Kleiman, PC
- Developers Diversified Realty Corporation
- First American Title – National Commercial Services
- Forest City Enterprises
- Frost Brown Todd LLC
- Kupelian Ormond & Magy, PC
- LandAmerica National Commercial Services
- Old Republic Title Insurance Company
- The Richard E. Jacobs Group, Inc.
- Simon Property Group
- Squire, Sanders & Dempsey LLP
- Taft Stettinius & Hollister LLP
- Thompson Hine LLP
- U S Title Agency, Inc.

## Friday, April 8

### REGISTRATION

7:30 am – 5:15 pm

### CONTINENTAL BREAKFAST SERVED

8:00 – 8:30 am

### OPENING REMARKS

8:30 – 8:45 am

JAMES H. SCHWARZ, ESQ.  
*ICSC 2005 Ohio, Kentucky, Indiana and  
Michigan Retail Development  
& Law Symposium Program Co-Chair*  
Partner  
Dann Pecar Newman & Kleiman, PC  
Indianapolis, IN

RICHARD W. RUBENSTEIN, ESQ.  
*ICSC 2005 Ohio, Kentucky, Indiana and  
Michigan Retail Development  
& Law Symposium Program Co-Chair*  
Partner  
Squire, Sanders & Dempsey, LLP  
Columbus, OH

### GENERAL SESSION

8:45 – 9:15 am

#### State of the Shopping Center Industry: A Legal and Legislative Perspective

ICSC's Vice President of Federal Government Relations, Betsy Laird, will provide an overview of federal legislative and legal issues affecting the shopping center industry. Laird will give a Congressional update on current legislation facing lawmakers in the 109th Congress. In addition, she will discuss some of the recent amicus briefs filed by ICSC on behalf of the industry.

SPEAKER:  
BETSY LAIRD  
Staff Vice President, Federal Government Relations  
International Council of Shopping Centers  
Washington, DC

## ■ GENERAL SESSION

9:15 – 10:30 am

### Despite Budget Crunches, Public Money Still Exists

This panel will explore legally available options for public financing and support of private development in public private partnership legal structures. Included will be discussion of what are the hot buttons with governmental entities in deciding what projects are entitled to public support.

MODERATOR:

GREGORY W. STYPE, ESQ.

Partner

Squire, Sanders & Dempsey, LLP

Columbus, OH

PANELISTS:

BILL HAMMER

Vice President

Simon Property Group

Indianapolis, IN

JAMES SCHIMMER

Economic Development Administrator

City of Columbus

Columbus, OH

## ■ CONCURRENT SESSIONS

10:45 am – 12:00 pm

### A. Up-to-Date Case Law in the Region

Each panel member will discuss current real estate case law in their respective states.

SPEAKERS:

BRIAN P. HENRY, ESQ.

Shareholder

Freeman, Cotton and Norris

Bloomfield Hills, MI

JACK LEVEY, ESQ.

Attorney at Law

Plunkett & Cooney, P.C.

Columbus, OH

MELISSA STEFANOVICH, ESQ.

Senior Staff Attorney

Simon Property Group

Indianapolis, IN

THOMAS P. VERGAMINI, ESQ.

Attorney

Taft, Stettinius & Hollister LLP

Covington, KY

## B. Fundamentals of Leasing 1 — Economic Issues

This panel will cover key lease clauses that deal with economic issues. The panel discussion will focus on the critical Landlord and Tenant positions with respect to the fixed rent, common area maintenance charges, fixed CAM charges, real estate taxes, insurance, and merchants/marketing fund provisions as well as other clauses that impact the economic deal points from the perspective of both parties. The presentation will address the basic concerns of the parties in these clauses as well as the current “hot buttons” that Landlords and Tenants must address in their negotiations of these clauses.

MODERATOR:

ROBERT M. McANDREW, ESQ.

Managing Real Estate Attorney

Limited Brands, Inc.

Columbus, OH

PANELISTS:

ERICA BLACK, ESQ.

Attorney

The Finish Line USA, Inc.

Indianapolis, IN

LESLIE A. SINNOTT, ESQ.

Attorney

Robinson, Wolenty & Young LLP

Indianapolis, IN

LOUIS VISCO, ESQ.

Vice President of Development

Casto

Columbus, OH

## ■ LUNCHEON SERVED

12:00 – 12:30 pm

## ■ GENERAL SESSION

12:30 – 1:00 pm

### Changes in Attitudes: The Evolution of Today's Shopping Center

This presentation will address the evolution in the development of shopping centers resulting from changes in (a) markets, (b) tenant mix and (c) customer wants and desires. The discussion will explain how such changes have impacted enclosed regional malls, community centers and open air centers and how such changes have caused the “All Center” concept to emerge.

SPEAKER:



MICHAEL E. McCARTY, CLS  
President - Community Center Division  
Simon Property Group  
Indianapolis, IN

## ■ CONCURRENT SESSIONS

1:00 – 2:00 pm

### A. What You Really Need to Know About Bankruptcy in Today's Shopping Center Environment

In the struggle to control the destiny of a location and the future success of a shopping center, understanding the rights of tenants and landlords in a bankruptcy is key. Is the tenant overplaying its hand? Is the landlord at risk in pushing the envelope? Is any kind of pre-bankruptcy planning helpful? Do the goals of the landlord and tenant ever coincide? Learn how to recognize or create opportunities for your client.

MODERATOR:

PAUL S. MAGY, ESQ.

Partner

Kupelian Ormond & Magy, P.C.

Southfield, MI

PANELISTS:

THOMAS R. ALLEN, ESQ.

Member

Allen Kuehnle & Stovall LLP

Columbus, OH

RONALD E. GOLD, ESQ.

Member and Co-Chair of Financial Restructuring Group

Frost Brown Todd LLC

Cincinnati, OH

### B. Fundamentals of Leasing 2 — Operational Issues

This panel will present key lease clauses dealing with ongoing operations in the shopping center. The discussion will include clauses covering use, trade name, continuous operations, co-tenancy, options, kick-outs, changes to common areas, signage, and assignment and subletting. The presentation will address the key concerns from both the Landlord and Tenant perspective. The session will be beneficial not only to attendees who are new to the shopping center business but also to seasoned professionals desiring to keep current on today's key concerns.

MODERATOR:

KIMBERLEY M.W. GILPIN, ESQ.

Vice President, Assistant General Counsel

Lease Administration

The Finish Line Inc.

Indianapolis, IN

PANELISTS:

BRIAN McALLISTER, ESQ.

Senior Attorney

Simon Property Group

Indianapolis, IN

AMANDA M. SEEWALD, ESQ.

Assistant General Counsel

Forest City Enterprises

Cleveland, OH

KRISTEN A. WACHTMAN, ESQ.

Senior Real Estate Attorney

Limited Brands, Inc.

Columbus, OH

## ■ CONCURRENT SESSIONS

2:00 – 3:00 pm

### A. Eminent Domain and the Public Purpose/Use Requirement: Battle of the Supreme Courts

When is it permissible to take property from one private party to turn it over to another? Certainly a valuable tool, does condemnation solely for "economic development" purposes pass constitutional muster? Is it public use or public purpose, and what does that mean anyway? Experts discuss the divergent opinions from the Michigan and Connecticut Supreme Courts and the potential impact of the case currently pending in United States Supreme Court.

MODERATOR:

STEPHON B. BAGNE, ESQ.

Shareholder

Kupelian Ormond & Magy, P.C.

Southfield, MI

PANELISTS:

ALAN ACKERMAN, ESQ.

President

Ackerman & Ackerman, P.C.

Troy, MI

MICHAEL BRAUNSTEIN, ESQ.

Professor

Ohio State University Moritz Law School

Columbus, OH

### B. Securitized Loan Defeasance for Fun and Profit

This panel will present an overview of the process involved in defeasance of a mortgage loan that has been placed in a real estate mortgage investment conduit or "REMIC," including an explanation of the concept of defeasance, the economic and business factors that must be weighed before going forward, typical notice requirements, identification of key participants and their role in the process, typical documentation, fees, costs, expenses and timing, and rating agency requirements and closing mechanics.

MODERATOR:  
DANIEL K. WRIGHT, II, ESQ.  
Partner  
Taft, Stettinius & Hollister LLP  
Cleveland, OH

PANELISTS:  
TED HAILU  
Defeasance Analyst  
Newman & Associates  
Denver, CO

LISA ROSEN, ESQ.  
Member  
Sutherland Asbill & Brennan LLP  
Washington DC

## CONCURRENT SESSIONS

3:15 – 4:15 pm

### A. Want Ads: Flexible and Practical CMBS Lenders and Servicers

Description: Looking for practical, timely tips on closing, and living with, a CMBS loan? The panelists will offer suggestions on issues such as:

- How to build in flexibility for the inevitable post-closing renovations to a retail center.
- What concerns arise if an existing entity, rather than a fresh "SPE," is your borrower?
- If you must use a new borrower, how can you minimize transfer and mortgage taxes and other headaches?
- Are there feasible alternatives to defeasance, such as substitution of real estate collateral?
- Is MERS in your future for CMBS loans?

The panelists will offer comments from the perspective of borrower, lender and servicer.

MODERATOR:  
JAMES A. SCHMIDT, ESQ.  
Assistant General Counsel  
Simon Property Group  
Indianapolis, IN

PANELISTS:  
JOSEPH PHILIP FORTE, ESQ.  
Partner  
Dechert LLP  
New York, NY

KRAIG KOHRING, ESQ.  
Shareholder/Director  
Polsinelli Shalton Welte Suelthaus PC  
Kansas City, MO

KIM A. RIECK, ESQ.  
Of Counsel  
Squire, Sanders & Dempsey, LLP  
Columbus, OH

LINDA A. STRIEFSKY, ESQ.  
Partner  
Thompson Hine LLP  
Cleveland, OH

### B. Minimizing Pain, Maximizing Gain: Selling Outlots and Excess Land

This session will present an overview of the process for selling outlots and excess land, including negotiating a letter of intent, conducting due diligence, negotiating purchase agreements and closing deals. Panelists will discuss some of the most difficult and controversial issues for sellers and buyers, including environmental representations, indemnities, operating covenants and repurchase options. Strategies for resolving "deal killer" issues and completing deals that minimize pain and maximize gain for all parties will be discussed. "Hot trends" in legal documentation and the ground lease alternatives to sales will also be explored.

MODERATOR:  
ROBYN MINTER SMYERS, ESQ.  
Attorney  
Thomson Hine LLP  
Cleveland, OH

PANELIST:  
MICHELLE W. WALLER, ESQ.  
Attorney  
Developers Diversified Realty Corporation  
Cleveland, OH

## GENERAL SESSION

4:15 – 5:15 pm

### Legal Ethics

This presentation will present an overview of Ohio Legal Ethics, to include a summary of the Ohio disciplinary process, the role of the Ohio Board of Commissioners on Grievances and Discipline, Disciplinary Counsel, Certified Grievance Committees and the Supreme Court. Discussion will focus on identification of ethical issues facing attorneys, prevention of grievances and how to respond if a grievance is filed.

SPEAKERS:  
RICHARD CLINE, ESQ.  
President and Owner  
Richard Cline & Co., LLC  
Columbus, OH

WILLIAM C. MANN, ESQ.  
Attorney at Law and Of Counsel  
Mitchell, Allen, Catalano & Boda, Co., LPA  
Columbus, OH

## MEETING ADJOURNS

5:15 pm

ICSC has applied to the states of Ohio, Kentucky and Indiana for 6.50 hours of General CLE credits plus 1.00 hour of Ethics CLE credit.

ICSC has also applied to the State of Ohio and the State of Michigan for 6.50 hours Real Estate continuing education credits (brokers/agents).

Credit hours and approvals are pending.

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■ **REGISTRATION FORM**

■ **HOW TO REGISTER**

Fax: (212) 589-5600  
(Credit card registrations only)

Online: [www.icsc.org](http://www.icsc.org)  
(Credit card registrations only)

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

■ **REGISTRATION FEE**

	ADVANCE	ON-SITE
Member*:	\$195	\$245
Non-Member:	\$290	\$355

\*To qualify for a member fee, each registrant must be an ICSC member or an affiliate member.

■ **DEADLINES**

To be listed in the Meeting Attendees List, you must register by March 25, 2005.  
To qualify for the advance registration fee, your registration must be received by 12:00 noon EST, April 1, 2005.

Attendees will receive a complimentary copy of the book *ICSC Guide to Union and Public Access*

■ **CANCELLATIONS**

All cancellations will be subject to a \$25 cancellation fee. No refunds will be given for cancellations received after April 1, 2005. All requests for refunds must be received by ICSC in writing.

■ **HOTEL INFORMATION**

A block of rooms has been reserved at:

Hilton Columbus  
3900 Chagrin Drive  
Columbus, OH 43219  
Tel: (614) 414-5000  
Fax: (614) 414-5100

Rate: \$169 plus tax Single/Double Occupancy  
Cut-off Date: March 11, 2005

Be sure to tell the hotel that you are with the ICSC meeting. Requests received after the cut-off date are subject to space and rate availability.

■ **AIRFARE SAVINGS**

The ICSC Travel Desk has secured special airline and car discounts for attendees. For current prices and availability, please contact us at (888) ICSC-TVL (427-2885), ext. 417 or (585) 442-8856 from 8:00 am to 5:30 pm EST, Monday through Friday. Not staying over on a Saturday? No problem, give us a call.

■ **CONTINUING EDUCATION CREDITS**

SCSM/SCMD: 1 Credit, CLS; 1 Credit  
See prior page for CLE and Broker continuing education credit information.

■ **SPECIAL NEEDS**

Anyone desiring an auxiliary aid for this meeting should notify Kurt Wallin at (646) 728-3467 by March 18, 2005.

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

I will attend the guided Easton Town Center tour at 6:00 pm on Thursday, April 7, 2005.

I will attend the Cocktail Reception at Café Istanbul in Easton Town Center at 7:00 pm on Thursday, April 7, 2005.

Please check one  Member  Non-Member

2005504

Name \_\_\_\_\_

Company \_\_\_\_\_

Address \_\_\_\_\_

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

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

Email \_\_\_\_\_ ICSC Membership # \_\_\_\_\_

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

**METHOD OF PAYMENT**

Check or money order made payable to ICSC enclosed for \$ \_\_\_\_\_

MasterCard  VISA  American Express  Discover \$ \_\_\_\_\_

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

Credit Card Number \_\_\_\_\_ Expiration Date (month/year) \_\_\_\_\_

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Dann Pecar Newman & Kleiman, PC  
Indianapolis, IN

RICHARD W. RUBENSTEIN, ESQ.  
Squire, Sanders & Dempsey, LLP  
Columbus, OH

## PROGRAM PLANNING COMMITTEE

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