

Office Space Solutions Seminar
May 11, 2004

- I. For lease or contract review, choose lawyer who specializes, and is experienced in commercial real estate transactions.
 - Ask for referrals from colleagues, commercial brokers, lawyers in other fields. Review web sites.
 - Find a lawyer who routinely handles the kind of transaction you are contemplating.
 - Find a lawyer who is comfortable working in concert with your broker and other professionals.
 - Ask questions about how he or she generally proceeds with lease review.

- II. When to involve the lawyer
 - Review of the contract between your company and the broker (Exclusive Right-to-Buy Contract, Exclusive Tenant Contract, letter agreement, etc.).
 - To review either prepare or review the purchase-and-sale contract or lease, once the broker has negotiated the basic business terms of the lease, and preferably has created a letter of intent. Care must be taken with letters of intent, so that they do not create a binding contract.
 - In a purchase transaction, the lawyer should continue to be involved with title review, any contract disputes or contract amendments, and closing.

- III. The negotiation and drafting process can vary greatly, depending on the approach and style of the brokers, principals and lawyers involved

- IV. The role of the lawyer:
 - In a lease transaction:
 - Eliminate or reduce the “gotchas”
 - Help to negotiate and draft tenant-friendly lease provisions, such as:
 - early termination, contraction rights
 - expansion rights
 - audit rights
 - remedies for landlord defaults
 - rights regarding subletting and/or assignment of the lease
 - death/disability clauses
 - alternatives to or limits on personal guaranties

 - In a purchase transaction
 - Eliminate or reduce the “gotchas” in the contract.
 - Help to negotiate buyer-friendly contract provisions, such as contingencies for inspection, financing and other buyer-specific concerns

 - In either type of transaction:
 - Suggest compromises to meet the needs and concerns of both the landlord and tenant, or seller and buyer
 - Get input from and address concerns in the legal documents which are raised by other professionals, such as insurance underwriters, space planners, telecommunications providers and lenders.