

# REAL ESTATE NETWORK NEWSLETTER



# Message from the Chair

Dear ACC Real Estate Network Colleagues,

As I write this final letter, I am filled with gratitude for the opportunity to have served as your Chair. The past year has been filled with collaboration, learning, and growth, and it has truly been a privilege to be a part of such an outstanding network of professionals.

Reflecting on our journey together, I am incredibly proud of the programming we have put forth to enhance the knowledge and skills of in-house counsel in the real estate space. From our insightful opening session on Practical Tips for Real Estate Due Diligence for Purchases Outside the US, to Al's Legal Labyrinth, Commercial Leasing, Nearshoring, Mezzanine Financing and into SNDAs and Estoppels, each program provided valuable takeaways to navigate an ever-changing legal landscape.

As we look ahead to our Annual Meeting, I am excited to spotlight the two programs created by the Real Estate Network. The first, "Seeing Through the Haze: Navigating Transactions in Uncertain Times," (Session M27) will focus on strategies to manage and mitigate risks in an increasingly unpredictable business environment. This session will discuss how such uncertainty can impact transactional needs -- from M&A to real estate to financing. The second, "Real Estate for the Non-Real Estate Lawyer" (Session T59), will provide practical insights for those of us who may not specialize in real estate but still encounter property-related matters in our roles. I encourage you to join these sessions.

I'd also like to note that this year has been a remarkable period of growth for the Real Estate Network, with membership increasing by an impressive 21.8%. Our community has expanded from 3,665 members to 4,464, reflecting the increasing value and relevance of the

resources, programming, and networking opportunities we offer. This surge in membership is a testament to our commitment to addressing the evolving needs of in-house counsel and providing critical support through challenging times. We are excited to continue building on this momentum and fostering a vibrant, engaged membership base.



ACC Real Estate Network Newsletter

While my time as Chair has come to a close, I am excited for what the future holds for this dynamic and vibrant network. I have no doubt that the incoming leadership, Mitch Kay as Chair and Lisa Morgan as Vice-Chair, will continue to push boundaries, create engaging content, and foster a community of shared expertise and collaboration. I encourage each of you to stay involved, stay curious, and continue to share your insights and experiences to further strengthen our community.

Thank you for your support and the opportunity to lead this wonderful group. I look forward to remaining connected and witnessing the continued success of the ACC Real Estate Network.

Best regards, Jonathan Newberg Chair, ACC Real Estate Network (2023-2024)

# REAL ESTATE NETORK ANNUAL MEETING PANELIST PROFILES



Jonathan Havens Managing Partner Saul Ewing, LLP

Tell us a little bit about your professional history?

Prior to law school, I served as a legislative aide in the U.S. Senate and U.S. House of Representatives. My first job after law school was with the U.S. Food and Drug Administration, where I served as a regulatory counsel in the agency's then-new Center for Tobacco Products. After FDA, I worked in the FDA groups at international and national law firms. Prior to joining Saul Ewing, one of the projects I worked on at a previous firm was assisting a client apply for medical cannabis operational licenses in Maryland. I didn't know a lot about the cannabis industry at the time (2015), but I immediately became passionate about the space. I decided to join Saul Ewing in 2016 due in large part to the firm's willingness to allow me to start a cannabis law practice at the firm.

## What do you particularly enjoy about your current position?

While a large part of each day centers on challenging work for and interacting with clients, both of which I really enjoy, I also spend a decent amount of time on management, especially in my role as managing partner of our firm's

Baltimore office. I am a people person – I'm a good listener, empathetic, and have a pretty good sense of humor. Although I can't say I envisioned myself running a law firm office when I was in law school, I think it's something I was meant to do. I understand the challenges of practicing law, so I can support our lawyers well, but my varied professional and life experiences also allow me to understand where all of our people are coming from, and to hear and address their needs in an effective and compassionate way.

#### What is an interesting/unique fact about you that you would you like attendees at your 2024 Annual Meeting presentation to know about you?

I love traveling and have been to five of the seven continents. One of the most impactful travel experiences I had was studying abroad in Cape Town, South Africa. While there, I had the opportunity to serve as elections monitor during only the third (at that time) ever free and fair election in the country's history.

#### What resources do you consult or use to stay current re the legal matters you work on?

I mentor a number of law school students and junior attorneys, and one of the questions I frequently get is: "How do you stay on top of all of the developments in the cannabis space?" Of course, I read a number of mainstream and trade press publications every day but I'm also connected with clients, colleagues at other firms, and other thought leaders - on social media (LinkedIn, Twitter, etc.) and otherwise. There's this notion that you can't ask others for help if they don't work at your firm or company. I think this is nonsense. I have a group of trusted colleagues at other law firms that I call on pretty regularly, and they do the same with me. If there's an emerging issue I don't understand, or a piece of information I can't find, I don't hesitate to pick up the phone or send an email. It's easy to be in an echo chamber if you don't connect with others outside of your organization.

#### If you were not a lawyer, what career would you choose?

Songwriting really intrigues me. I performed a lot growing up (acting, singing, some guitar and trumpet), and spend a lot of time now listening to music. It's almost always on in my office. While some might listen to songs and just enjoy them - which I certainly do - I find myself listening to the lyrics a lot and wondering how the song came together, and also which artists write their own songs. From time to time, I'll scribble down lyrics on a notepad and have dabbled some on songwriting apps on my phone. So maybe if I wasn't a lawyer, I'd be a songwriter or a performer.

#### Do you have any favorite motivational or inspiring quotes you would like to share?

This quote has been attributed to a few different people, but Rabbi Lord Jonathan Sacks, the late chief rabbi of the United Kingdom, once said that "A good leader creates followers. A great leader creates leaders." I think this quote is fairly self-explanatory, but it's something I think about a lot I'm so fortunate to be surrounded by great leaders, and hope to be considered a great leader myself one day.

#### Do you have any favorite podcasts, books, or other resources that you would recommend to **ACC members?**

Truth be told, I'm not a huge podcast listener (I feel like I'm the only one, sometimes) as I mentioned above, I'm almost always listening to music. However, I have enjoyed several episodes of "How I Built This." Entrepreneurs fascinate me not only their intelligence but their sheer determination and willingness to fail.

#### What is the kindest thing anyone has ever done for you in your career?

When I was thinking about joining Saul Ewing, my wife was pregnant with our daughter. I had received an offer but hadn't made a decision yet, as I wanted to focus on our family. When our daughter was born, the firm sent balloons to the hospital along with a lovely note. Somewhat embarrassingly, I thought the very kind gesture was to try to convince me to accept the offer. My wife (not a lawyer, and the brains behind the operation) said "Maybe they're just nice and you're used to dealing with people who are transactional." As usual, she was right. Not only that, but the firm knew I hadn't taken parental leave at my prior firm and offered to have me start and immediately take some time at home to be with our daughter. The warmth and support I felt even before joining Saul Ewing have remained very consistent. Having good people around you who will cheer you on and believe in you before you believe in yourself makes all the difference - it certainly has for me.

#### What are you most excited about right now, personally or professionally?

Our kids (12 and 8) are at really fun ages. Lately, I've found myself taken aback at the things they know, how they conduct themselves, and the kind things friends, family, and their teachers have to say about them. Don't get me wrongthey can be 12 and 8 sometimes, and they're really good at it but I'm mostly excited right now to see what they'll do or say next. There's no better feeling for me than watching them grow into smart, empathetic, and funny human beings.





Lynn Gefen Chief Legal Officer & Corporate Secretary TerrAscend

#### Tell us a little bit about your professional history?

I have over two decades of in-house and law firm experience and extensive public company knowledge. I have held various legal positions in multinational companies across the cannabis, insurance, beverage alcohol, and technology industries. I am currently Chief Legal Office and Corporate Secretary to TerrAscend, a large publicly traded cannabis company. Prior to that, I was Deputy General Counsel, Chief Risk and Compliance Officer, and Assistant Secretary at HomeServe, a publicly traded provider of home repair service solutions and worked at Diageo North America, a global leader in beverage alcohol, leading teams on regulatory matters, privacy, and compliance. Additionally, at Citrix Systems, a multinational cloud computing and virtualization technology company, I led a team responsible for corporate and compliance matters, including securities, commercial transactions, litigation, governance, and employment.

Prior to moving in house, I began my legal career as an associate at Thacher Proffitt & Wood in New York City and Holland & Knight in Florida. I have a J.D. from American University and a Bachelor of Arts from the University of Florida.

### What do you particularly enjoy about your current position?

What I particularly enjoy about my current position is the diversity of work and the challenges we face on our team. We work in an industry (cannabis) where it is a constant uphill battle, yet I've never been more engaged. My team is supportive and dedicated to overcoming and winning all challenges we encounter.

What is an interesting/unique fact about you that you would you like attendees at your 2024 Annual Meeting presentation to know about you?

Personally, I'm just an ordinary hard-working person with 2 wonderful daughters and a husband of 26 years. An interesting fact is that all 4 of us are Florida Gators. My husband and I met at the University of Florida, my older daughter just graduated and now my younger daughter is a Freshman. Go Gators!

#### What resources do you consult or use to stay current re the legal matters you work on?

I regularly consult with online research reviewing news and law firm research. We also subscribe to research from Gartner and regularly work with their team on benchmarking matters.

#### If you were not a lawyer, what career would you choose?

That is a tough one as being a lawyer is what I was always meant to be. I wanted to be a lawyer as early as 8 years old. Since I see myself as a person who likes to solve problems under pressure, I guess I'd want to be an EMT. While I was never a STEM kid, I think this role shares many qualities but offers the ability to make a more distinct connection with helping people than being a corporate lawyer.

#### Do you have any favorite motivational or inspiring quotes you would like to share?

Yes, as a New Yorker who grew up in a household of 3 sisters, you might imagine that I had to fight to be heard so naturally I accumulated bad habits. Listening more acutely, especially as I've grown as a leader is my continued area of opportunity. So, the quote that I aspire to is "Listen to Understand, rather than Listen to Reply."

#### Do you have any favorite podcasts, books, or other resources that you would recommend to **ACC members?**

I absolutely love Historical Fiction and Psychological Thrillers. Historical Fiction gives me the ability to escape but while learning about a historical period so fulfills many of my needs. Psychological Thrillers, on the other hand, gives me the ability to hone in on deeper personality drivers and helps me in my continued journey to be a better leader by learning more about how the human brain drives behaviors.

#### What is the kindest thing anyone has ever done for you in your career?

My former COO once said to me that when I'm in the room, he knows he doesn't have to be. He explained that he knows I'll voice the right points and ensure we achieve the right outcomes. That voice of support was invaluable to me and gave me immense confidence. I have tried to pay that comment forward when warranted.

#### What are you most excited about right now, personally or professionally?

I'm in a very good place professionally. I am in a dynamic industry, working for a great company and working with a great team. I am most excited about regulatory change in the cannabis industry and seeing cannabis be treated equally just like any other company under the law.



Lea Ann Fowler Partner Hogan Lovells, LLP

#### Tell us a little bit about your professional history?

I have been in commercial real estate my entire legal career first, as an outside counsel for a national real estate firm based in Denver, CO (Brownstein Hyatt) where I spent 20+ years and then as a partner at Hogan Lovells, where I made the move to help expand our US real estate presence, grow the practice and experience the unique and expansive global platform that Hogan Lovells offers. In my practice, I have represented developers, investors and property owners in acquisitions and dispositions of real estate (both single asset and portfolio transactions), leasing, development, and in particular, have worked on complex financing transactions for lenders, borrowers and private equity firms, which include construction, mezzanine and preferred equity transactions. I have dealt with all asset classes including, including, multi-family, industrial, retail, office and hospitality and have managed to survive all of the ups and downs of the many different cycles of the real estate wave which continues to always keep things interesting!

#### What do you particularly enjoy about your current position?

I love that commercial real estate is always evolving and that I literally am always learning and expanding the "tool kit" with new structures and strategies to provide clients with the most efficient and market leading representation

#### What resources do you consult or use to stay current re the legal matters you work on?

I read the Commercial Mortgage Alert, attend Bis Now programs in areas of interest and attend the CREFC conference annually (and read / review materials / articles / programs from CREFC.

#### If you were not a lawyer, what career would you choose?

I would love to be a national news broadcaster/journalist...I actually started college as a journalist/communications major and then switched to a business/finance degree, but that news reporter side of my personality still comes out at times and I think I would have loved the travel and the live reporting aspects of that career path.

#### What do you currently do in your time away from work?

I love to travel anywhere abroad to see new places and experience new cultures -- I would hands down go to Italy every year if I could!

#### What is the best career advice you have received?

Be curious, be willing to work outside your comfort zone and be ready. Even with all the planning in the world, you won't know which door will open. The important thing is that when a door cracks open, you're ready to go through it and experience whatever is on the other side.

#### Do you have any favorite motivational or inspiring quotes you would like to share?

The longer I live, the more I realize the impact of attitude on life. Attitude, to me, is more important than facts. It is more important than the past, than education, than money, than circumstances, than failures, than successes, than what other people think or say or do. It is more important than appearance, giftedness, or skills. The remarkable thing is we have a choice everyday regarding the attitude we will embrace that day. We cannot change the past. We cannot change the fact that people will act in a certain way. We cannot change the inevitable. The only thing we can do is play on the one string we have, and that is our attitude. I am convinced that life is 10% what happens to me and 90% how I react to it. And so it is with you...we are in charge of our attitudes. Charles Swindoll

#### Do you have any favorite podcasts, books, or other resources that you would recommend to **ACC members?**

The Elephant Whisperer—I went to S. Africa earlier this past June and saw many elephants in the wild- the book is fascinating and elephants are smart!

#### If you could have a dinner with 3-5 people from any point in history, who are you choosing and why?

Katie Couric, Ronald Reagan and Lady Gaga.

#### What is the kindest thing anyone has ever done for you?

Bought and decorated a surprise Christmas tree in my home one year when I was working so hard that year end that it got to be December 22 and I had not had time to get a tree for the holidays (my boyfriend, now husband)...when I got home late that night, it was lit, decorated and beautiful and I couldn't believe my eyes.

#### What is the kindest thing anyone has ever done for you?

Being part of the leadership team in expanding the US real estate practice at Hogan Lovells where we recently acquired a new real estate group of 60+ attorneys predominantly in DC, Miami and New York. We are a more synergistic team now, learning about each other's practices, cross-selling, and finding opportunities to expand our expertise and our client base- very exciting stuff!





#### **Meet Our Presenters**



Lynn Gefen Chief Legal Officer & Corporate Secretary TerrAscend

Lynn Gefen has been Chief Legal Officer and Corporate Secretary for TerrAscend since May 2022. Prior to TerrAscend, Ms. Gefen served as primary legal counsel for more than two decades in multinational companies across the insurance, beverage alcohol, and technology industries. Specifically, Ms. Gefen served as Deputy General Counsel, Chief Risk and Compliance Officer, and Assistant Secretary at HomeServe, a publicly traded provider of home repair service solutions and as Head of Compliance for Diageo North America, a global leader in beverage alcohol, focusing on regulatory matters, privacy, and compliance. Additionally, at Citrix Systems, a multinational cloud

computing and virtualization technology company, she led a team responsible for corporate and compliance matters, including securities, commercial transactions, litigation, governance, and employment. Ms. Gefen began her legal career as an associate at Thacher Proffitt & Wood and Holland & Knight. She holds a J.D. from American University and a Bachelor of Arts from the University of Florida.



Jonathan Havens Managing Partner Saul wing, LLP

Jonathan Havens is the Managing Partner of Saul Ewing LLP's Baltimore office, and serves as co-chair of both the firm's Cannabis Law and its Food, Beverage & Agribusiness Practices. Companies in the cannabis, life sciences, food and beverage, and cosmetics industries turn to Jonathan for advice on how to get and keep their products on the market. Since 2019, Chambers USA has recognized Jonathan as one of America's leading lawyers in cannabis law. In 2021, Law360 selected Jonathan as a cannabis law rising star. He is regularly interviewed by mainstream and trade press outlets, alike, and has been quoted by or authored pieces for The New York Times, The Angeles Times, Reuters, CNBC, MarketWatch, Engadget, Law360, High Times Magazine, and Marijuana Business Daily. Jonathan began his legal career as a regulatory counsel with the U.S. Food and Drug Administration, and prior to law school, he served as a legislative aide in both the U.S. Senate and U.S. House of Representatives.



Mitchel Kay, Esq. CIPP/US -General Counsel & Corporate Secretary PTS Corp.

Mitchel Kay serves as General Counsel and Corporate Secretary at PTS Corp., where he oversees, leads, and manages all legal and compliance functions ranging from mergers and acquisitions to financing and real estate transactions, to general business management, corporate governance, and regulatory policy and compliance. PTS Corp. is an Illinois-based, multi-state cannabis operator with vertical operations around the country. PTS is known for its stellar retail experience at its Consume Cannabis locations,



as well as their quality cannabis products, including its line of Tonic beverages, edibles, and multiple flower and concentrates SKUs.

Mitchel's legal career having worked both within businesses and in private practice has given him a unique perspective and expertise in the cannabis industry. He has extensive experience in the real estate, technology, marketing, and intellectual property sectors. Mitchel is also a certified information privacy professional (CIPP/US).

He is an active member of the Association for Corporate Counsel and currently serves as the Vice Chair of the Association for Corporate Counsel's Real Estate Network.

Mitchel is admitted to practice in the State of New York, the State of New Jersey, and the State of Illinois. He holds a J.D. from Rutgers School of Law Newark and an undergraduate degree from the University of Michigan Ann Arbor. Mitchel previously lived in Bari, Italy, Florence, Italy and London, England.



Shabnam Malek Chief Legal Officer 1906

Shabnam Malek is the Chief Legal Officer for 1906, an infused cannabis products and botanicals company. She oversees all things legal, corporate governance, compliance, and government affairs while also wearing a business development hat. Shabnam's passion is in education and developing deep relationships among lawyers. Toward this goal, Shabnam is a co-founder and the founding President of the International Cannabis Bar Association (INCBA) and currently sits on its advisory board. Shabnam also chairs the PLI Cannabis Business Law program and is an affiliate and adjunct professor at the University of New Hampshire School of Law.

Shabnam regularly speaks and writes on the topics of trademarks, brand expansion, regulated industries such as cannabis and hemp, and the role of women in creating change. She is a founding advisor to the Cannabis Media Council, sits on the Law360 Cannabis Editorial Advisory Board, and is on the board of the International Trademark Association's non-partisan Political Action Committee. Shabnam was named a Northern California Rising Star three years in a row by Super Lawyers Magazine and a Super Lawyer in 2024. She also has been ranked in Chambers USA Guide.



#### **Panelists**

Associate General Counsel Ethos Veterinary Health

#### Lea Ann Fowler

Partner Co-Head of US Real Estate Hogan Lovells US LLP

#### **Ross Greenman**

Vice President & General Counsel **KSL Resorts** 

#### Michael Kosmas

Hogan Lovells US LLP

#### Lisa Morgan

Associate General Counsel World Vision International

#### Tuesday, October 8

4:30 PM - 5:30 PM CT

Across industries and expertise, having an understanding of real estate law is foundational to a successful in-house counsel. Kicking off with an overview of real estate law, this session will dig deep through breakout discussions on contract provisions in purchase and sale agreements, leases, and financing agreements. Hear panelists' best practices and key insights in managing real estate matters as an in-house attorney and explore representations and warranties, insurance, indemnification, environmental concerns and more.

This session is eligible for CLE/CPD credit.

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Diedre Dunn Associate General Counsel **Ethos Veterinary Health** 

For over three decades Diedre has provided sophisticated, strategic legal advice to companies (public, private, and pre-IPO) involving global businesses, and fast-paced, regulated industries, including healthcare. food/beverage, CPG, and real estate. Diedre is Associate General Counsel for Ethos Veterinary Health, a leader in the veterinary health industry that is revolutionizing veterinary medicine. Diedre advises her clients on a variety of transactions, including acquisitions, joint ventures, real estate, and commercial contracting matters. Previously, Diedre served as Director and Senior Counsel of



McDonald's Corporation negotiating and structuring acquisitions for a \$4 billion business unit generating over \$82 million in sales per year. She also led the Construction and Design Center of Excellence and provided legal advice for global design and construction, supply chain, and risk management matters involving over 700 vendors and billions of dollars. Before joining McDonald's, Diedre served as Senior Counsel for Classic Residence by Hyatt n/k/a Vi leading acquisitions, joint ventures, and real estate matters.



Lea Ann Fowler Partner Hogan Lovells, LLP

Lea Ann operates at the intersection of commercial real estate and finance, helping her clients effectively navigate and redefine today's complex real estate market.

Clients turn to Lea Ann for practical, responsive, and strategic advice related to single and multi-tiered debt and equity financing structures, workouts and restructures of distressed assets, as well as the acquisition, construction, leasing, and sale of a wide range of real estate property types, including office, retail, industrial, mixed-use condominium, multifamily, and hospitality.

Lea Ann has been recognized for her real estate practice by leading law and business publications such as Chambers, Best Lawyers in America, Legal 500, National Association for Industrial and Office Parks (NAIOP), the Denver Business Journal, and Bisnow.



Ross Greenman Vice President & General Counsel **KSL** Resorts

An experienced commercial real estate and hotel executive, Ross prides himself on being a trusted business leader first and a lawyer second. Ross always aims to provide legal advice that takes into account business priorities and objectives.

Ross started his legal career spending 6 years as a Los Angeles County Deputy District Attorney where he conducted many felony jury trials, but given his passion for travel he has always been a "hotel guy" at heart. After leaving the DA's office Ross worked in-house with Best

Western and then spent several years brokering hotel transactions with a national CRE firm before going back inhouse as General Counsel at an LA based hotel Owner Operator Developer in 2016 before joining KSL Resorts in 2019. Ross has been the General Counsel for hospitality investment and operating companies for more than 8 years and has been directly involved in all aspects of hotel operations including multiple billions of dollars of hotel acquisitions, dispositions and financings.



Michael S. Kosmas Partner **Hogan Lovells** 

For three decades. Michael has represented many of the global hospitality and leisure industry's key players in connection with the development, acquisition, disposition and financing of more than 750 hotel and resort properties on six continents around the globe. He has significant experience in drafting and negotiating complex franchise and management contracts between hotel owners, brand managers, and hotel operators.

Michael's clients include national lodging REITs, family offices with global hotel holdings, private equity funds, and prominent hotel developers, who routinely call on him to structure some of the hospitality industry's most challenging transactions.



Lisa Morgan Associate General Counsel **World Vision** International

Lisa is a distinguished legal executive with over two decades of experience, including expertise in cross-border transactions, real estate, litigation and corporate law. Her diverse client base includes property developers, apparel retailers, and non-profit organizations. Lisa's career extends beyond U.S. borders, with significant professional engagements in Asia. This international experience enhances her global perspective and strengthens her ability to navigate and resolve cross-border legal challenges effectively.





#### ACC REAL ESTATE NETWORK

# **Current Leadership Officers:**

Chair: Jonathan Newberg

Vice-Chair/Annual Meeting Chair: Mitchel Kay

Secretary: Shanna Strowbridge Program Chair: Elena Antonetti

Communications Chair: John Bezmalinovic & Erik

**Valderhaug** 

Sponsorship Chair: Mark Monroe Social Media Chair: Lila Swenson Membership Chair: Lisa Morgan Resources Chair: Lauren May Legal Updates: Hailey Bai

Immediate Past Chair/Sponsor Liaison: William Cotter

# **Template submission:**

We are asking all members to contribute at least one or two useful templates, guides or other written materials to the Real Estate Network resource library for everyone's benefit. You can review the current documents in the library at Resource Listings | Association of Corporate Counsel (ACC). Please contribute any items that you think would be useful by sending them to valderhaug@everestproperties.com. Let's make our online library a helpful resource for all members!

# Join the leadership team:

We have an incredible group of in-house attorneys involved with the Real Estate Network Leadership team. There are opportunities for you to get involved at any level. Please reach out to Mitch Kay at mitchskay@gmail.com if interested – we promise to find an exciting right-fit role for you. We have a 30-45-minute call each month to plan activities for the Network and everyone is welcome to join. It's a fun and satisfying way to grow your professional network.