



Program

Ohio, Kentucky, Indiana, Michigan & Pennsylvania Retail Development & Law Symposium

For Lawyers and Real Estate Professionals

**Changing the Narrative in the Age of “Fake News”:
The Retail Beat Goes On**

Hilton Columbus/Polaris | Columbus, OH | March 1 – 2, 2018 | #ICSC



The Ohio, Kentucky, Indiana, Michigan and Pennsylvania 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, MARCH 1

Registration

6:30 – 8:00 pm

Hilton Columbus/Polaris

Member-Hosted Networking Reception

7:00 – 8:00 pm

Hilton Columbus/Polaris

Join your colleagues for refreshments and networking.

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Vorys, Sater, Seymour and Pease LLP

Washington Prime Group

FRIDAY, MARCH 2

Registration

7:00 am – 4:45 pm

Hilton Columbus/Polaris

Continental Breakfast

7:15 – 8:00 am

Roundtable Discussions

8:00 – 9:00 am

Various topics will be presented in a roundtable format for small group discussion. All roundtable topics will be held twice, so participants can rotate to a different roundtable following the first 30-minute session.

A. The Five Most Commonly Negotiated Lease Clauses

Holly Ahrendt, Esq.

Senior Leasing Counsel
Washington Prime Group
Indianapolis, IN

B. Detroit: An Urban Revitalization Case Study

Betsy Allen, Esq.

Associate
Honigman Miller Schwartz and Cohn LLP
Bloomfield Hills, MI

C. Evaluating Cyber Risks: Start Where the Underwriters Start!

Nicholas S. Cerni, Esq.

Vice President and Director of Operations
Donald P. Pipino Company, LTD
Boardman, OH

D. Letters of Intent and Similar Comfort Instruments: Enforceability and Related Issues

Kiamesha-Sylvia G. Colom, Esq.

Partner
Benesch Friedlander Coplan & Aronoff LLP
Indianapolis, IN

E. Delivery Conditions: When Does Delivery of Possession Occur?

Joseph Conn, Esq.

Counsel
Ulmer & Berne LLP
Cincinnati, OH

F. Real Estate and Cannabis: What's All the Buzz About?

Scot C. Crow, Esq.

Member
Dickinson Wright PLLC
Columbus, OH

G. Design-Build Construction Method

James T. Dixon, Esq.

Partner
Brouse McDowell
Cleveland, OH

H. I Have Abandonment Issues

David N. DeRoberts, Esq.

Attorney
Law Offices of David N. DeRoberts
Cleveland, OH

I. Next Generation Use of Empty Anchor Tenant Space

Gregory Gorospe, Esq.

Partner
Ice Miller LLP
Indianapolis, IN

J. From LOI to Oh No! When Deals Die and Strategies to Bring Them Back to Life (War Stories Encouraged)

Nick House, Esq.

Associate
Vorys, Sater, Seymour and Pease LLP
Cleveland, OH

K. The Super Exciting Aspects of Restoration and Rent Abatement After Extreme Weather

Scott P. Kadish, Esq.

Partner
Ulmer & Berne LLP
Cincinnati, OH

L. How a Landlord's Relationship With a Tenant's Franchisor Can be a Win-Win

Christopher A. Kuhnhein, Esq.

Member
Cors & Bassett, LLC
Cincinnati, OH

M. How to Do a Defeasance Deal With Focus on the Borrower's Issues

Kevin F. McKeegan, Esq.

Partner
Meyer, Unkovic & Scott LLP
Pittsburgh, PA

N. Enforcing Restrictive Covenants: Hardy Investment Associates (84 Lumber) Case

Michael O'Donnell, Esq.
Partner
Brouse McDowell
Cleveland, OH

O. Real Estate Receiverships: Pitfalls and Benefits

Alan K. Sable, Esq.
Member
Sable and Sable, LLC
Cranberry Township, PA

P. Best Practices for Managing Cybersecurity Risk in Real Estate

Gregory Stein, Esq.
Associate
Ulmer & Berne LLP
Cleveland, OH

Welcome Remarks and ICSC Update

9:00 – 9:15 am

Tandy C. Patrick, Esq.
ICSC 2018 Ohio, Kentucky, Indiana, Michigan and Pennsylvania Retail Development & Law Symposium Program Co-Chair
Partner
Bingham Greenebaum Doll LLP
Louisville, KY

Melissa A. Breeden, Esq.
ICSC 2018 Ohio, Kentucky, Indiana, Michigan and Pennsylvania Retail Development & Law Symposium Program Co-Chair
Senior Finance Counsel
Simon
Indianapolis, IN

Betsy Laird
Senior Vice President, Office of Global Policy
ICSC
Washington, D.C.

Concurrent Sessions

9:15 – 10:15 am

A. The Recipe for Success in a Retailer Bankruptcy Depends on the Ingredients: Watch Us Spice Things Up

2017 saw a record number of retail Chapter 11 filings; iconic companies such as The Limited, Gymboree and Toys R Us all entered Chapter 11 with high hopes for a successful reorganization. The panel will discuss what's new with the recent retail bankruptcies and conduct a case study of the good, the bad and the ugly from the past 12 months, including why the rue21 case was so successful and why the hhgregg case was not.

MODERATOR

David M. Blau, Esq.
Senior Attorney
Clark Hill PLC
Birmingham, MI

PANELISTS

Ronald E. Gold, Esq.
Member
Frost Brown Todd LLC
Cincinnati, OH

Benjamin Gross, Esq.
Senior VP, Human Resources and General Counsel
rue 21
Warrendale, PA

James R. Irving, Esq.
Partner
Bingham Greenebaum Doll LLP
Louisville, KY

B. Alternative Lifestyles Emerging in Retail Centers

This panel will be an out-of-the-box think tank, discussing the larger challenges facing reinvention of traditional market places. To overcome a gyroscopic grasp on tradition we will imbibe a hearty mix of objectivity, creativity, imagination, and a certain controlled insanity as we tour familiar haunts, including anchor approvals, covenants and restrictions, development planning and other factors, while we seek out new souls through incentives, new pairings, emerging trends and technology.

MODERATOR

David V. Allen, Esq.
Assistant General Counsel
Forest City Realty Trust, Inc.
Cleveland, OH

PANELISTS

Justin Leyda

Vice President of Development
Steiner + Associates, Inc.
Columbus, OH

Richard B. Tranter, Esq.

Partner
Dinsmore and Shohl LLP
Cincinnati, OH

Joshua S. Weinberg, Esq.

Partner
Honigman Miller Schwartz and Cohn LLP
Detroit, MI

Scott J. Ziance, Esq.

Partner
Vorys, Sater, Seymour and Pease LLP
Columbus, OH

Break

10:15 – 10:30 am

Concurrent Sessions

10:30 – 11:30 am

A. Tips and Tricks: Navigating Loan Assumptions in Today's Choppy Waters

Many find the prospect of undertaking a loan assumption, particularly a CMBS loan assumption, daunting. Panelists will explain the dizzying cast of characters, including master servicers, special servicers and rating agencies, demystify the assumption process and provide tips on negotiating assumption documentation. Guidance on deal-killing traps to avoid and information on trends in lender requirements will also be shared.

PANELISTS

Mike Owendoff, Esq.

Deputy General Counsel
DDR Corp.
Beachwood, OH

Robyn Minter Smyers, Esq.

Partner-in-Charge, Cleveland
Thompson Hine LLP
Cleveland, OH

Stephanie Whittington

Director of Assumptions
1st Service Solutions, Inc.
Grapevine, TX

B. Incentivize This! Successfully Negotiating Economic Development Incentives

Panelists with experience from government, developer and operating business perspectives will share key insights regarding each entity's objectives and discuss how parties can get to "yes" on incentives transactions. The discussion will also address the fundamental aspects of most incentives transactions as well as key types of economic development incentives, using real world examples to demonstrate how incentives deals are pulled together.

MODERATOR

J. Theodore Smith, Esq.

Partner
Vorys, Sater, Seymour and Pease LLP
Columbus, OH

PANELISTS

Tracey A. Nichols

Director of Financial Services
Project Management Consultants
Cleveland, OH

Scott J. Ziance, Esq.

Partner
Vorys, Sater, Seymour and Pease LLP
Columbus, OH

Break

11:30 – 11:45 am

Concurrent Sessions

11:45 am – 12:45 pm

A. Transforming Times: How Grocery Stores Are Fulfilling Consumers' Needs in Today's Progressive Retail Environment

Experienced panelists representing developers, landlords and retail grocers will engage in a robust discussion about the evolution of the retail grocery industry and will share insights as to how they are responding to the ever-changing challenges and ongoing shifts presented by today's consumers in the retail market. The panelists will present real-world examples of emerging grocery store trends and provide potential resolutions of dealing with existing traditional retail obstacles.

PANELISTS

Kyle R. Grubbs, Esq.

Corporate Counsel
The Kroger Co.
Cincinnati, OH

Adam L. Smith, Esq.

Partner
Kayne Law Group
Columbus, OH

Richard Tranter, Jr., Esq.

Senior Legal Leasing Director
Phillips Edison & Company
Cincinnati, OH

Kenneth W. Vermeulen, Esq.

Partner
Honigman Miller Schwartz and Cohn LLP
Grand Rapids, MI

B. Purchase and Sale Agreements: What Your Professors Did Not Teach You in Law School

The panelists will discuss what happens during the negotiation for the purchase of an income-producing strip center with certain vacant space. The format will be done in a point-counterpoint format so that the audience can understand the rationale for both the seller and buyer positions. The panelists will discuss what is "market" and how to come to resolution on issues that affect due diligence and post-closing matters.

MODERATOR

James H. Schwarz, Esq.

Partner
Benesch, Friedlander, Coplan & Aronoff LLP
Indianapolis, IN

PANELISTS

Charles E. Schroer, Esq.

Member
Frost Brown Todd LLC
Cincinnati, OH

Daniel K. Wright, II, Esq.

Partner
Brouse McDowell
Cleveland, OH

Lunch Served

12:45 – 1:15 pm

General Session

1:15 – 2:15 pm

Where Is the Retail Ride Taking Us?

From retail in the "Post-Department Store Era" to emerging opportunities in the "Convergence Era," our keynote speaker is a renowned expert on retail trends

who literally helped write the Urban Land Institute textbook on retail real estate used at Harvard and business schools around the country.

After big-box retail impacted the full-line department store model, retail evolved into the parallel but vastly different worlds of "Commodity" and "Specialty" retail. Now ongoing shifts in apparel and internet retailing are leading to a new evolution! Do you understand the changes? And are you well positioned to take advantage of emerging opportunities? You will hear his groundbreaking research, findings and predictions that will alter the way you think about retail and the future of shopping centers, retailing and retail development.

SPEAKER

**Nick Egelanian**

President
SiteWorks Retail
Annapolis, MD

Break

2:15 – 2:30 pm

Concurrent Sessions

2:30 – 3:30 pm

A. "We Gotta Eat": Food Options in the Retail Environment

What traditionally began as the public market, then morphed into the food court, is now evolving into the food hall! How and where does food retail fit into the retail shopping center business concept?

MODERATOR

Thomas P. Vergamini, Esq.

Of Counsel
Taft Stettinius & Hollister
Covington, KY

PANELISTS

Timothy J. Bechtold, Esq.

Of Counsel
Vorys, Sater, Seymour and Pease LLP
Columbus, OH

Margaret Sitko, Esq.

Member
Sitko Bruno, LLC
Pittsburgh, PA

Patrick Wartan, Esq.

Attorney
Taft Stettinius & Hollister
Chicago, IL

B. Building an Ark and Docking It: Preparing for a Flood and the Aftermath

Casualty and insurance provisions in a lease are sometimes glazed over by daring attorneys who are betting that a disaster will never materialize—until it does! Talk about coulda, woulda, shoulda. In such event, the parties are left to examine their rights and responsibilities AFTER disaster strikes instead of anticipating a disaster and planning accordingly. Even if you did plan accordingly and disaster strikes—what now? The panelists will discuss certain steps that every lawyer and property manager should consider in preparation for natural disasters and practical solutions for dealing with their aftermath.

SPEAKERS

Angela Ceccarelli Daniele, Esq.

Associate
Thompson Hine LLP
Dayton, OH

Michael Hunter Freese, Esq.

Senior Associate General Counsel
Simon
Indianapolis, IN

Richard H. Lonneman Jr.

Partner
Assured Partners
Cincinnati, OH

Break

3:30 – 3:45 pm

Concurrent Sessions

3:45 – 4:45 pm

A. Unicorns: Searching for Financeable and Functional Ground Leases

Join our panelists as we explore the search for the mythical perfect ground lease: financeable and functional for all parties. Lessor, Lessee and Lender routes, strategies and discoveries will be presented, discussed and critiqued.

MODERATOR

Bryan H. Falk, Esq.

Partner
Vorys, Sater, Seymour and Pease LLP
Cleveland, OH

PANELISTS

Joe M. Doren, Esq.

Associate
Frost Brown Todd LLC
Louisville, KY

Kevin Kelly, Esq.

Senior Finance Counsel
Simon
Indianapolis, IN

Megan C. Zaidan, Esq.

Associate
Walter Haverfield
Cleveland, OH

B. Thinking Outside of the Traditional Box

As the retail industry evolves, nontraditional uses are becoming more prevalent in shopping centers. We will explore some of the recent trends in nontraditional uses that are operating within shopping centers and will explore the challenges that these nontraditional uses create for landlords and tenants.

MODERATOR

Maria Manley-Dutton, Esq.

Deputy General Counsel
DDR Corp.
Beachwood, OH

PANELISTS

Karim Ali, Esq.

Partner
Porter Wright
Columbus, OH

Robert C. Ondak, Jr., Esq.

Partner
Benesch Friedlander Coplan & Aronoff LLP
Cleveland, OH

Symposium Adjourns

4:45 pm

Program information current as of December 20, 2017.

ICSC has applied to the states of Ohio, Kentucky, Indiana and Pennsylvania for 7.00 hours of Continuing Legal Education (CLE) credits.

ICSC has applied to the state of Ohio for 7.00 hours of Continuing Real Estate credits (Salespersons/Brokers/Agents).

Credit hours and approvals are pending.

Program Planning Committee

COMMITTEE CO-CHAIRS

Tandy C. Patrick, Esq., Program Committee Co-Chair, Bingham Greenebaum Doll LLP

Melissa A. Breeden, Esq., Program Committee Co-Chair, Simon

COMMITTEE MEMBERS

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Dusty Elias Kirk, Esq., Reed Smith LLP

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Maria Manley-Dutton, Esq., DDR Corp.

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Robyn Minter Smyers, Esq., Thompson Hine LLP

Linda A. Striefsky, Esq., Thompson Hine LLP

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Daniel K. Wright, II, Esq., Brouse McDowell

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Jerry M. Cyncynatus, Esq., The Irvine Company

William R. Hansen, Esq., The Richard E. Jacobs Group

David L. Huprich, Esq., Attorney at Law

Robert M. McAndrew, Esq., Ross Stores, Inc.

Kim A. Rieck, Esq., International Market Centers

Richard D. Tomsick, Esq., Forest City Realty Trust, Inc.



REGISTRATION FORM

How to Register

Fax: +1 732 694 1800
Online: www.icsc.org/2018S02
Mail: ICSC
P.O. Box 419822
Boston, MA 02241-9822

Registration Fees

	Advance	On-Site
Member*	\$245	\$300
Non-Member	\$475	\$585
Student Member***	\$50	N/A

*Must be an ICSC member or affiliate member—call ICSC information services at +1 646 728 3800 to join

**Advance registration required—on-site student registration is not available

Deadline

Advance registrations must be received by **February 23, 2018**.

Special Needs

Anyone desiring an auxiliary aid for this meeting should notify **Kurt Wallin** at +1 646 728 3467 no later than **January 19, 2018**.

Hotel Reservations

A block of rooms has been reserved at:

Hilton Columbus/Polaris

8700 Lyra Drive
Columbus, OH 43240
Rate: \$169 Single/Double Occupancy

Cut-Off Date: February 2, 2018

To make a reservation, visit www.icsc.org/2018S02. For assistance, call +1 877 541 9876, or internationally at +1 312 527 7300.

Continuing Education Credit

ICSC-Certified professionals earn 1.0 credit (A3) towards certification renewal.

Cancellations

All cancellations are subject to a **\$25** cancellation fee. No refunds will be given for cancellations received after **February 16, 2018**. All requests for refunds must be received by ICSC in writing.

Terms, Conditions and Rules

This Registration Form is subject to ICSC Terms, Conditions and Rules for Event Registrants available at www.icsc.org/events-terms-and-conditions, which are hereby incorporated by reference.

Please Check One: ☐ Member ☐ Non-Member ☐ Student Member

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