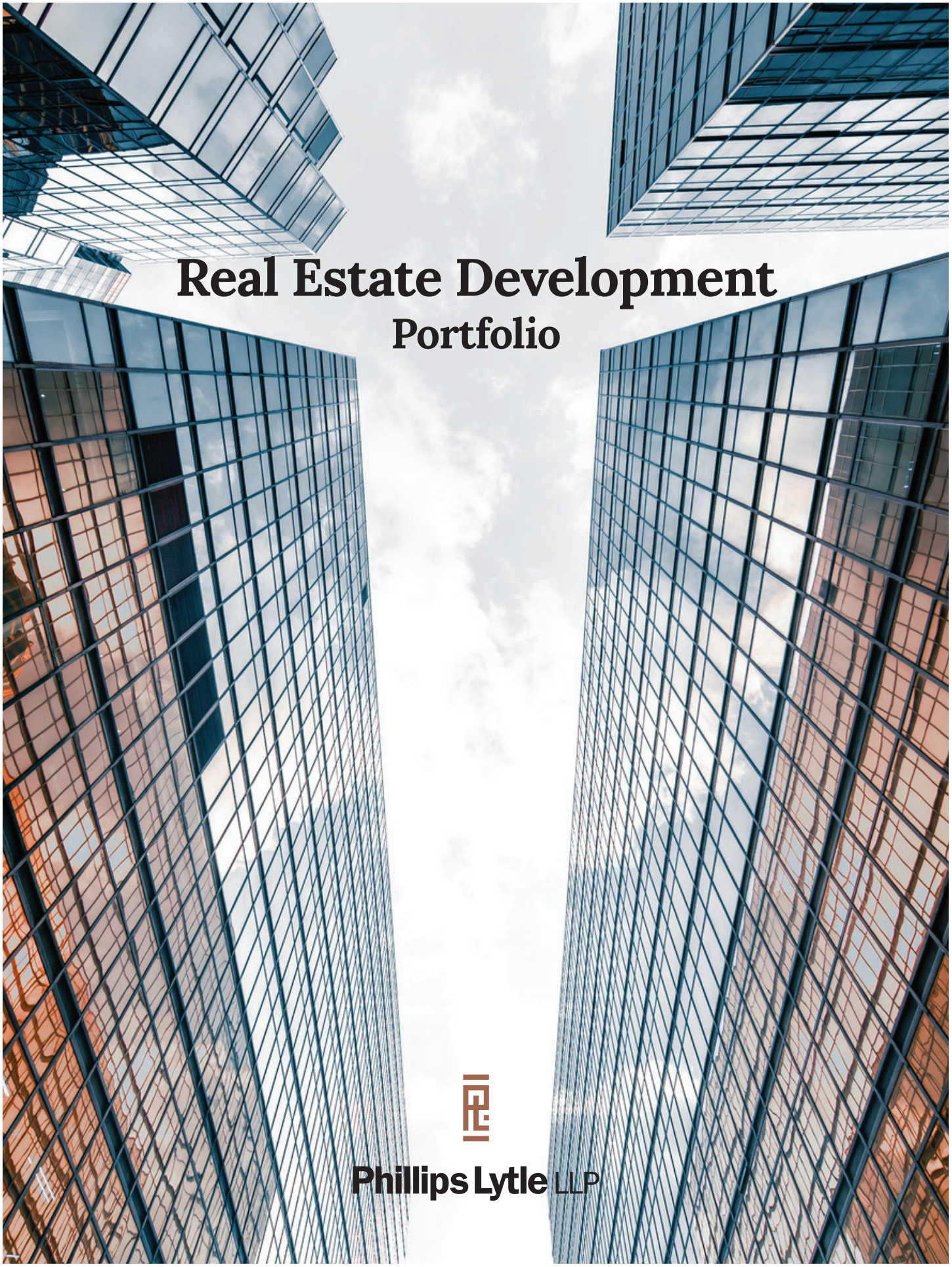


Real Estate Development
Portfolio

Phillips Lytle LLP

Phillips Lytle. When Speed To Market Matters.

At Phillips Lytle, our attorneys drive projects and developments to completion as soon as possible, giving clients a greater return on their investment.

We move projects along more quickly and more economically than other law firms, because we've been practicing law for 190 years. It's this experience, paired with the strong community ties we have forged in both the public and private sectors, that gives us a competitive edge in ensuring your deadlines are reached successfully.

From real estate, tax and environmental law to land use and zoning, government relations, construction compliance (including MWBE requirements) and commercial finance, we have an extensive knowledge base, along with a track record of success.

Phillips Lytle has historically handled significant real estate development projects and transactions across a broad range of industries. Our clients include institutional lenders, corporations, REITs, private developers, public utilities, municipalities and individuals in connection with large and small commercial, industrial, retail and residential projects.

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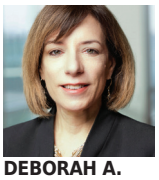

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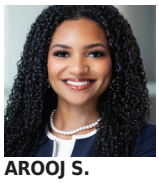

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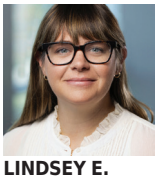

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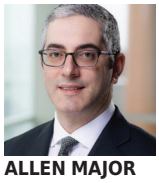

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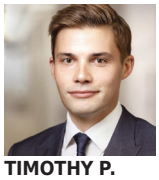

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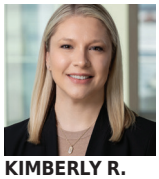

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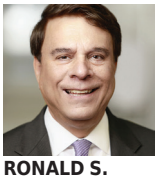

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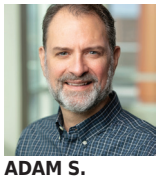

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Real Estate
Project Highlights




BILLS
BILLS
BILLS



7 BRYANT PARK
NEW YORK, NY

Project: Purchase of a newly constructed 30-story trophy office and retail tower in Midtown Manhattan

Representation: Represented the multinational investment group of a global bank. Representation included land use and zoning, identification of environmental risks and construction-related issues, documentation and legal issues relating to build out and lease up, preparation of template lease and negotiation of individual leases, brokerage, property management and maintenance agreements.

Project Size: Approximately $600 million

THE LIST

Real Capital Analytics' Top Property Sales

Biggest commercial transactions in Manhattan in the first half of 2015, ranked by price

	Address/ property type/ submarket	Transaction price (in millions)[1]	Sq. ft. or no. of units/ price per sq. ft. or unit	Interest conveyed[2]	100% value (in millions)	Close date	Buyer	Seller
1	**1095 Sixth Ave.** Office Midtown west	**$2,200**	1,166,129 $1,887	100%	$2,200	1/15	Caisse de Depot/ Callahan Capital Partners	Blackstone
2	**301 Park Ave.** (Waldorf Astoria) Hotel Midtown east	**$1,950**	1,425 $1,368,421	100%	$1,950	2/10	Anbang Insurance Group	Hilton Worldwide
3	**730 Fifth Ave.** (Crown Building) Office Midtown west	**$1,775**	400,000 $4,438	100%	$1,775	4/17	Jeff Sutton/GGP	40 North Properties/ Spitzer Enterprises
4	**230 Park Ave.** Office Midtown east	**$1,200**	1,212,576 $990	100%	$1,200	5/5	RXR Realty	Invesco Real Estate/ National Pension Service
5	**501 W. 17th St.** (High Line) Development site Midtown south	**$870**	76,425.0 $11,384	100%	$870	5/7	HFZ Capital Group	Edison Properties
6	**11 Times Square** Office Midtown west	**$630**	1,100,000 $1,273	45%	$1,400	2/11	Norges Bank Investment Management	SJP Properties/ Prudential Real Estate Investors
7	**7 Bryant Park** Office Midtown west	**$600**	470,000 $1,277	100%	$600	5/15	Bank of China Ltd.	Hines/JPMorgan



The law firms behind NYC's priciest building buys

RANKING	PROPERTY	SALES PRICE	BUYER	LAW FIRM OF BUYER'S ATTORNEY
1	**1095 Avenue of the Americas** 3 Bryant Park	**$2.2 billion**	Ivanhoe Cambridge; Callahan Capital Partners	Katten, Muchin, Rosenman
2	**301 Park Avenue** Waldorf-Astoria Hotel	**$1.95 billion**	Anbang Insurance Group	Hogan & Hartson
3	**730 Fifth Avenue** Crown Building	**$1.8 billion**	Wharton Properties; General Growth Properties	Greenberg Traurig
4	**230 Park Avenue** Helmsley Building	**$1.2 billion**	RXR Realty and Blackstone Group	Gibson, Dunn & Crutcher
5	**Putnam Portfolio** including 3333 Broadway	**$1.04 billion**	Brookfield Property Partners	Fried, Frank, Harris, Shriver & Jacobson
6	**150 East 42nd Street** Socony-Mobil Building	**$900 million**	David Werner and partners	Shearman & Sterling
7	**65 East 55th Street** Park Avenue Tower	**$713 million**	Blackstone Group	Simpson Thacher & Bartlett
8	**St. Regis Retail** 2 East 55th Street condo; 697 Fifth Avenue	**$700 million**	Vornado Realty Trust and Crown Acquisitions	Sullivan & Cromwell
9	**1740 Broadway**	**$605 million**	Blackstone Group	Simpson Thacher & Bartlett
10	**1045 Avenue of the Americas** 7 Bryant Park	**$600 million**	Bank of China	Phillips Lytle

Source: To determine the top building sales, *TRD* used Real Capital Analytics and CoStar Group. Law firms were determined through city Department of Finance records. Only deals in NYC's five boroughs that closed between July 2014 and June 2015 were included.

LIFE STORAGE, INC. NATIONWIDE

Project: Acquisition work in over 25 states

Representation: Negotiation of purchase and sale agreements, review and resolution of title and survey matters, land use and zoning

Project Size: $1 million - $200 million





THE SALVATION ARMY MAIN STREET CAMPUS, BUFFALO, NY

Project: Redevelopment of The Salvation Army's Main Street Campus. This includes the replacement of the existing emergency shelter, construction of quality, low-income and affordable apartments and townhouses, as well as a courtyard, onsite parking, green space and related improvements. The project also includes the demolition of four of the five existing buildings on the campus.

Representation: Land use approvals, New York State Historic Preservation Office approvals, Brownfield Cleanup Program, negotiating and drafting a development services agreement to remediate the property

Project Size: $86 million



NORTHLAND WORKFORCE TRAINING CENTER, BUFFALO, NY

Project: Redevelopment of multiple properties in the Northland Avenue Belt Line Corridor and returning the properties to productive use, assisting with revitalizing the surrounding neighborhood, and providing employment opportunities for nearby residents by creating a new manufacturing hub on Buffalo's East Side

Representation: Various project-related issues including SEQRA, zoning and development

Project Size: Approximately $70 million

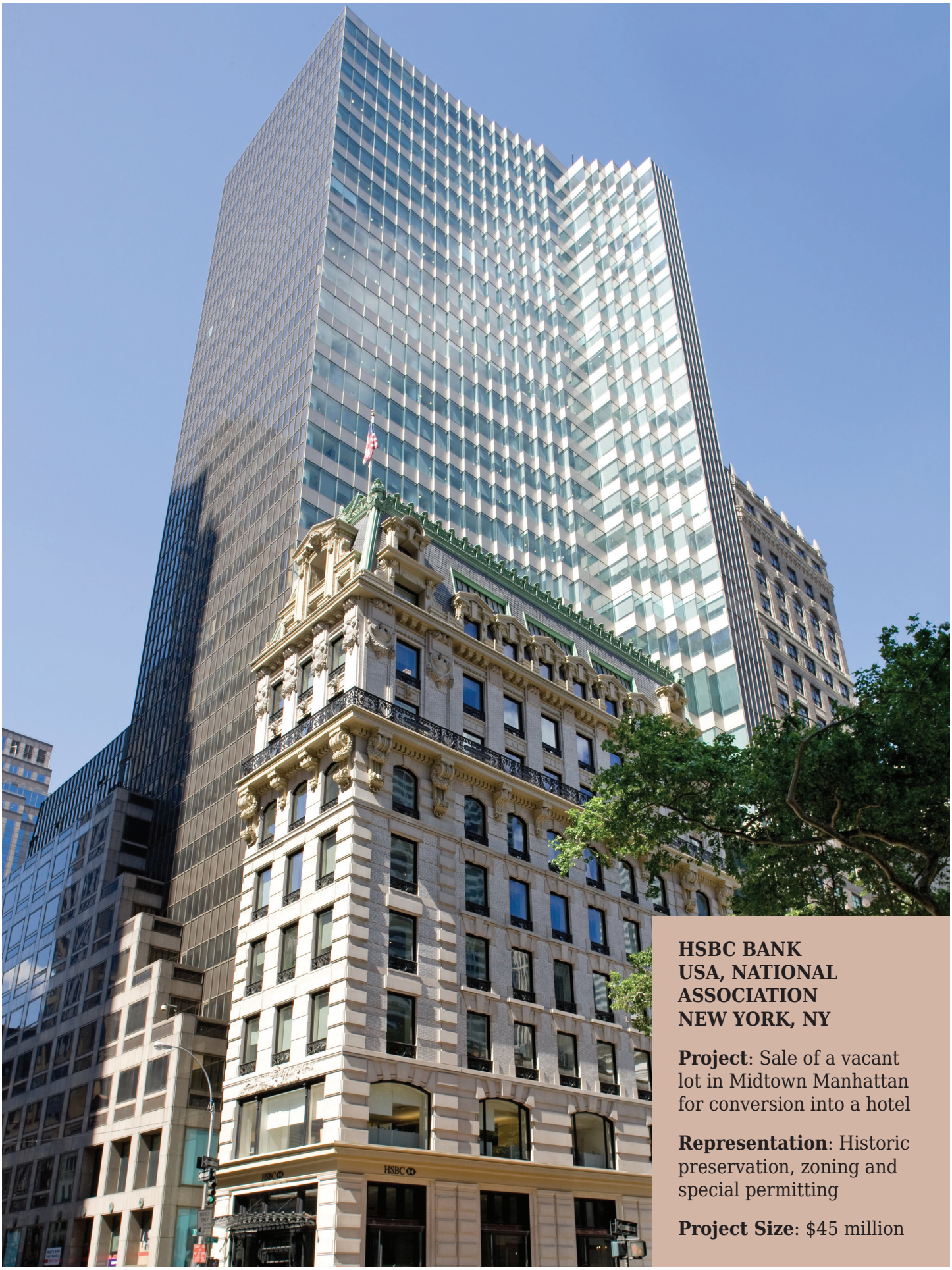
CATHOLIC HEALTH SYSTEM BUFFALO, NY

Project: New healthcare administration office building and regional training center

Representation: Negotiated long-term lease with local developer, purchase option, financing aspects

Project Size: $51.9 million





HSBC BANK USA, NATIONAL ASSOCIATION NEW YORK, NY

Project: Sale of a vacant lot in Midtown Manhattan for conversion into a hotel

Representation: Historic preservation, zoning and special permitting

Project Size: $45 million

CHAIN WORKS DISTRICT
ITHACA, NY

Project: Development of mixed-use neighborhood on a 90-acre former industrial complex in Ithaca, New York, to include apartments, office space, small business incubator and flex space; gardens and park, and additional areas devoted to manufacturing

Representation: SEQRA counsel for GEIS to City of Ithaca Planning and Development Board

Project Size: Approximately $43 million



CANTERBURY WOODS GATES CIRCLE
BUFFALO, NY

Project: Urban-based retirement community in New York State

Representation: All aspects of development, including negotiation of purchase and sale, construction, financing, entitlements and project stabilization

Project Size: $28 million



FORMER BUFFALO POLICE HEADQUARTERS, BUFFALO, NY

Project: Financing for the purchase and redevelopment of the 85-year-old, art-deco-style former Buffalo Police Headquarters building into residential units

Representation: Project financing

Project Size: Approximately $2 million



Mixed-Use Redevelopment Project Highlights





THE HUGH L. CAREY BATTERY PARK CITY AUTHORITY
NEW YORK, NY

Project: Ground lease of a mixed-use site for a private developer

Representation: Master lease and ground lease subordination and intercreditor issues, negotiation of payments in lieu of real estate tax, low income housing issues, conversion of project to a condominium form of ownership

Project Size:
Approximately $650 million





GLEN COVE INDUSTRIAL DEVELOPMENT AGENCY AND GLEN COVE COMMUNITY DEVELOPMENT AGENCY, GLEN COVE, NY

Project: 46-acre mixed-use redevelopment project including residential, commercial, hotel and community use

Representation: Condemnation, land use and zoning, project financing, conveyance (including negotiation of various forms of federal, state and local public finance assistance)

Project Size: Approximately $1 billion



ERIE CANAL HARBOR DEVELOPMENT CORPORATION (A SUBSIDIARY OF EMPIRE STATE DEVELOPMENT CORPORATION), BUFFALO, NY

Project: Redevelopment of Upstate New York waterfront property for a mixed-use project including retail, office space, hotel, public-use space

Representation: Various project-related issues including SEQRA, zoning and development, and adoption of general project plan

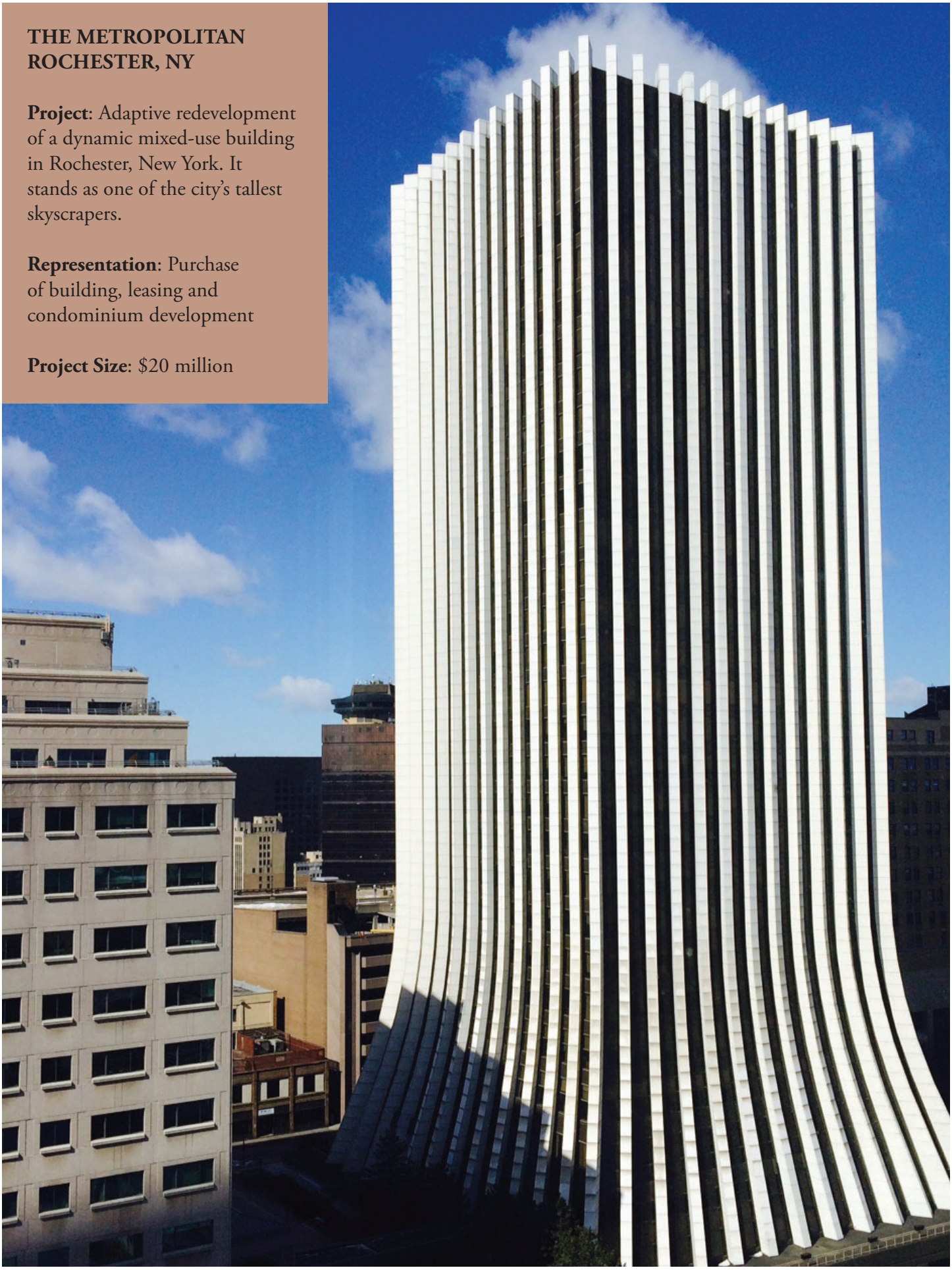
Project Size: Approximately $650 million

THE METROPOLITAN
ROCHESTER, NY

Project: Adaptive redevelopment of a dynamic mixed-use building in Rochester, New York. It stands as one of the city's tallest skyscrapers.

Representation: Purchase of building, leasing and condominium development

Project Size: $20 million



MIDTOWN PLAZA REDEVELOPMENT ROCHESTER, NY

Project: 8-10 year redevelopment project transforming the Midtown mall site into a mixed-use area for business, retail, residential and urban village use

Representation: Represented the developer in the acquisition of the prime development site, obtained economic incentives, closed construction and permanent financing, negotiated lease for national telecommunications company and resolved site use, asbestos abatement and construction management issues. Also represented the developer in the acquisition of an additional prime development site, obtained economic incentives, closed construction and permanent financing, negotiated lease for national newspaper publisher.

Combined Project Size: $22 million







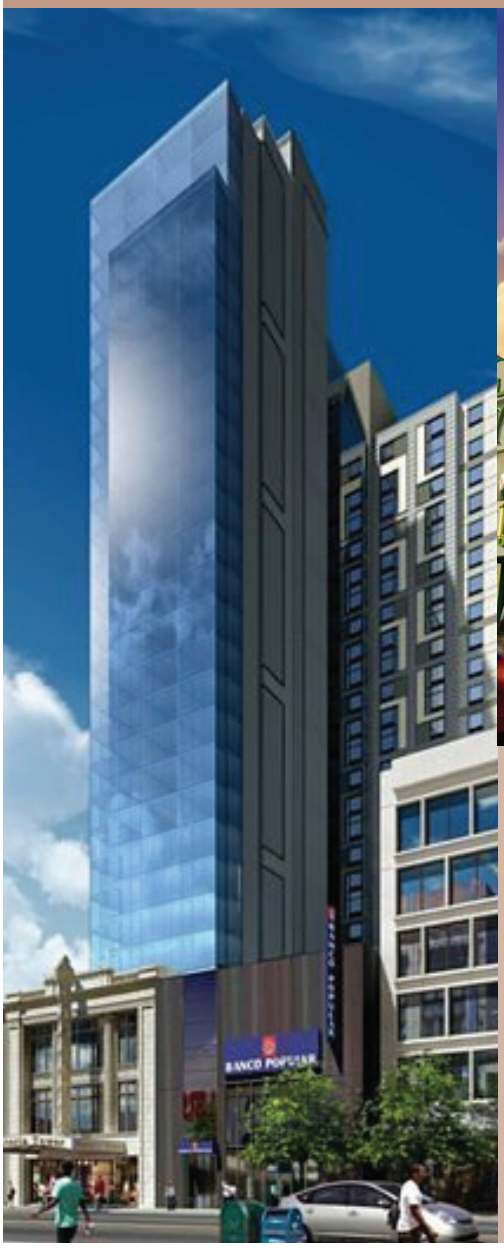
LANCASTER SQUARE AT GATES CIRCLE, BUFFALO, NY

Project: Redevelopment of the former Millard Fillmore Gates Circle Hospital site into Lancaster Square—a vibrant, mixed-use, urban place featuring neighborhood retail, modern residential units and commercial office space

Representation: Various project-related issues including SEQRA, zoning and development, and financial incentives

Project Size: Approximately $150 million









HARLEM COMMUNITY DEVELOPMENT CORPORATION NEW YORK, NY

Project: Selection of designated developer and sale of an historic theatre to be converted into a mixed-use property project to include cultural center, office space, hotel and residential condominiums

Representation: Asbestos abatement, historic preservation, land use and zoning, design consultation, establishment of labor program

Project Size: Approximately $250 million



TM MONTANTE/NIAGARA GLOBAL TOURISM INSTITUTE, BUFFALO, NY

Project: Redevelopment of eleven former city-owned parcels at the corner of 7th and Niagara Streets and the rehabilitation of three existing long-vacant National Register-eligible structures into a vibrant, mixed-use project featuring modern residential units, neighborhood retail and commercial office space

Representation: Various project-related issues including SEQRA, zoning and development

Project Size: Approximately $5 million



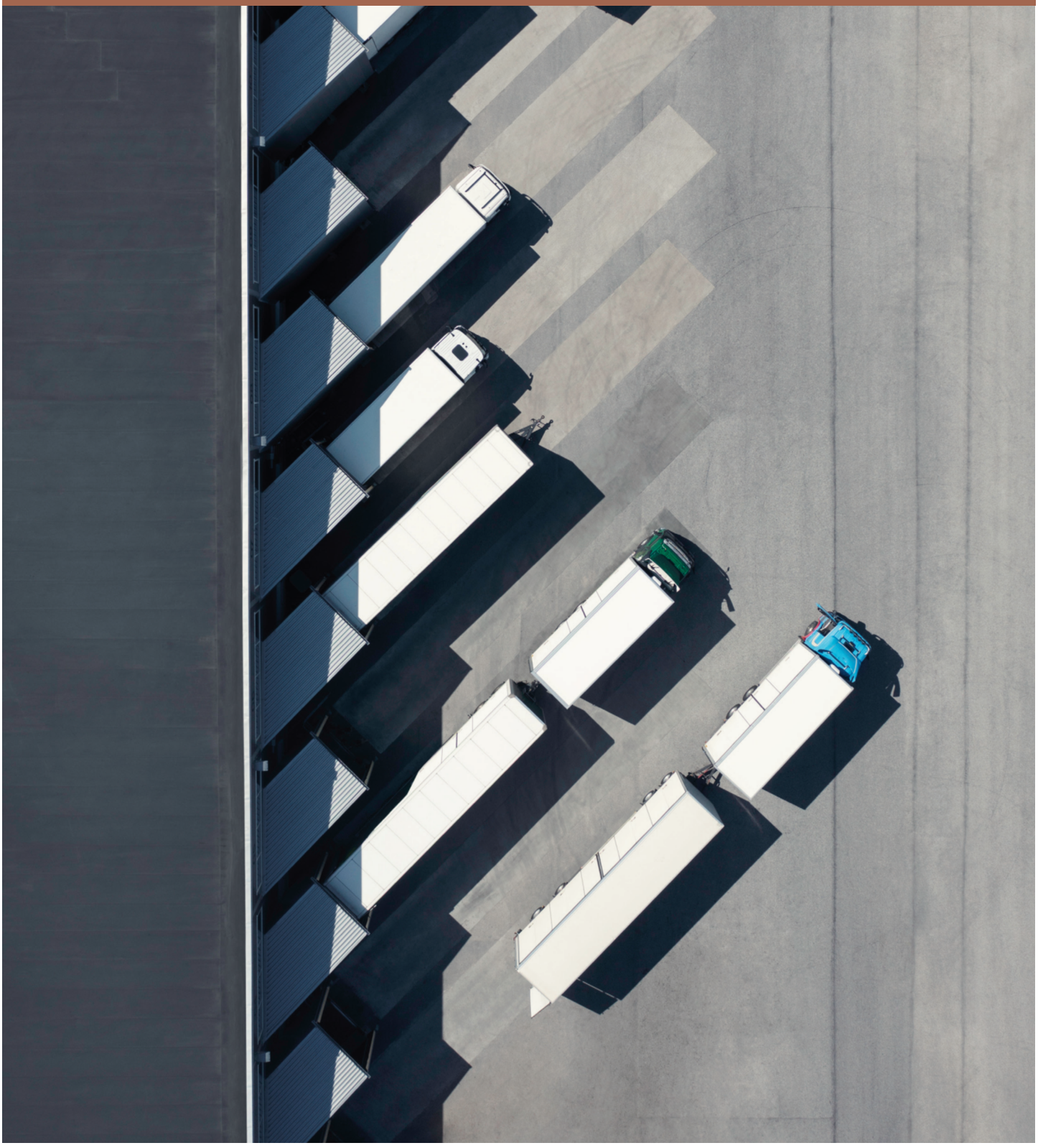
SENECA ONE, BUFFALO, NY

Project: Redevelopment of Seneca One Tower, a 38-story building, 1.2 million sq. ft. complex (the vacant former home of HSBC Bank USA) into a mixed-use project featuring over 115 residential apartments, retail on the plaza and office space in the tower. The tower's west annex office wing has been converted into apartments, with a mixture of market-rate studio and one-bedroom rental units, as well as two-bedroom apartments. The 3.5-acre concrete plaza area and east annex, has been redeveloped into retail and community uses with a variety of outdoor seating.

Representation: Various project-related issues including SEQRA, zoning, land use and development, and project financing (including PILOT Increment Financing for infrastructure improvements in vicinity of project)

Project Size: Approximately $120 million

Manufacturing/Warehousing Project Highlights





WESTERN NEW YORK SCIENCE TECHNOLOGY AND ADVANCED MANUFACTURING PARK (WNY STAMP), ALABAMA, NY

Project: Shovel-ready up-to six million sq. ft. advanced manufacturing park in Genesee County, New York

Representation: Land use and zoning, real estate, environmental and other permitting

Project Size: $10 billion



AMAZON DISTRIBUTION CENTER, TOWN OF NIAGARA, NY

Project: 3.1 million sq. ft. e-commerce facility in the Town of Niagara that will employ at least 1,000 people

Representation: Land use and zoning, environmental review under SEQRA, permitting work with the United States Army Corps of Engineers, financial incentives

Project Size: $550 million



STAVATTI AEROSPACE LTD., NIAGARA FALLS, NY

Project: Development of an aircraft research, design and prototyping facility located at 9400 Porter Road in the Town of Niagara

Representation: Property acquisition and environmental due diligence, environmental impact review, land use and zoning approvals, and review of development incentive approvals, including IDA benefits and a NYPA hydropower grant.

Project Size: Over $25 million

WELDED TUBE USA, LACKAWANNA, NY

Project: Canadian manufacturing company's expansion into the United States

Representation: Real estate, land use and zoning, brownfield negotiations including brownfield tax credits and environmental insurance, project financing including agency financing and senior bank financing, IDA tax lease and other government incentives, labor and employment

Project Size: $50 million





DELACO STEEL CORPORATION, TONAWANDA, NY

Project: Conversion and equipping of a steel processing facility in Upstate New York

Representation: Site acquisition, Empire Zone and other incentives, project financing

Project Size: $18 million



AMAZON DISTRIBUTION CENTER AT RIVERVIEW, TOWN OF TONAWANDA, NY

Project: Development of a warehouse and distribution center on 22 acres of vacant land

Representation: Environmental impact review, land use and zoning, and obtaining wetland and stream disturbance permits from the United States Army Corps of Engineers and the New York State Department of Environmental Conservation (NYSDEC). The project also involved extension of a public right of way to facilitate access to the site.

Project Size: $25 million



SENECA DAIRY SYSTEMS, ROMULUS, NY

Project: Multiphase development of industrial manufacturing facility and galvanizing plant

Representation: SEQRA process, zoning, Air Registration permits from NYSDEC, financial assistance assisted with various real estate matters.

Project Size: Approximately $20 million

Brownfield Redevelopment Project Highlights



MARINE DRIVE APARTMENTS, BUFFALO, NY

Project: Redevelopment of the existing Marine Drive Apartment complex, a 1950's era public housing project with 616 units in seven high rise buildings

Representation: Obtain all necessary land approvals, electrical grid connectivity, and obtain redevelopment Brownfield Tax Credits through the New York State Brownfield Cleanup Program by remediating properties to be redeveloped to the satisfaction of regulatory authorities.

Project Size: $400 million



SALVATION ARMY/SAB HOPE LLC, BUFFALO, NY

Project: Redevelopment of The Salvation Army's Main Street Campus. This includes the replacement of the existing emergency shelter, construction of quality, low-income and affordable apartments and town-houses, as well as a courtyard, onsite parking, green space and related improvements. The project also includes the demolition of four of the five existing buildings on the campus

Representation: Brownfield Cleanup Program, land use approvals, New York State Historic Preservation Office approvals, negotiating and drafting a development services agreement to remediate the property.

Project Size: $86 million



HEALTHNOW NEW YORK INC. HEADQUARTERS, BUFFALO, NY

Project: Western New York corporate headquarters project involving brownfield redevelopment

Representation: Structuring and negotiating brownfield redevelopment program and brownfield tax credits agreements

Project Size: $140 million



BUFFALO NIAGARA RIVER LAND TRUST, BUFFALO, NY

Project: Redevelopment of a brownfield site along the Scajaquada Creek on the West Side of Buffalo. The goal is to transform the site into an urban green space/waterfront park.

Representation: Various project-related issues including coordination, drafting and reviewing of submissions to NYSDEC lead role in navigating into and through the NYSDEC Brownfield Cleanup Program, which has included oversight of several remedial/removal actions.

Project Size: Approximately $1 million



Entertainment/Attractions Project Highlights



SENECA BUFFALO CREEK CASINO, BUFFALO, NY

Project: Development of Native American casino in the City of Buffalo, New York

Representation: Counsel to City of Buffalo regarding environmental impact review, land use matters, municipal actions in support of casino project including land sale

Project Size: $125 million





NORTHWEST ARENA, JAMESTOWN, NY

Project: Development of a new community ice arena in Jamestown, New York

Representation: Environmental remediation and land use

Project Size: $25 million

THE NATIONAL COMEDY CENTER, JAMESTOWN, NY

Project: Establishment of a national comedy attraction to include a museum and archive, a live performance venue and an educational center for comedic artists

Representation: Land use and zoning

Project Size: $22 million



Affordable Housing Project Highlights



ITHACA NEIGHBORHOOD HOUSING SERVICES, STONE QUARRY APARTMENTS, ITHACA, NY

Project: Development of a 35-unit affordable housing complex on 1.5 acres of a brownfield site in Ithaca, New York

Representation: Land use and zoning and municipal approvals

Project Size: $2.2 million



Energy
Project Highlights





RECYCLED ENERGY DEVELOPMENT LLC, ROCHESTER, NY

Project: Acquisition from Eastman Kodak Company of utility infrastructure assets at the 1,300 acre Eastman Business Park in Rochester, N.Y.

Representation: Representation of the purchaser on all agreements related to the transfer of the utility assets, including a 200MW coal-fired power plant, at the Eastman Business Park. Also includes hot and chilled water, sewer services and other ancillary services to multiple site users. Our representation also included all energy- and regulatory-related work and approvals to repower the facility with more efficient natural gas, as well as related financing requirements. Also, environmental due diligence, negotiation of environmental agreements, permit transfers and regulatory agreements, asset purchase, real estate transaction and financing, and bankruptcy requirements associated with the purchase.

Project Size: Estimated at $200 million



FORD MOTOR COMPANY, DEARBORN, MI

Project: 30-year energy development project at Ford's 200+ acre Dearborn, Michigan headquarters. Project involves campus-wide energy efficiency improvements, construction of a utility-owned, on-site Combined Heat and Power (CHP) to provide steam and hot water, water chillers, solar, geothermal, energy storage and ancillary distribution and support systems.

Representation: Handled negotiation of all agreements with the utility and its unregulated affiliate (including development of performance criteria and establishment of a guaranteed fixed price), real estate matters and regulatory requirements for Ford

Project Size: Valued at $700 million by Ford for the life of the project. Capital costs of $220 million



CYPRESS CREEK RENEWABLES, NEW YORK STATE

Project: Assist a nationwide solar developer with New York regulatory and land use matters impacting their efforts to build out large scale community solar projects across New York State

Representation: Regulatory and land use matters across New York State impacting the permits and approvals necessary for project buildout and financing. Also, representing Cypress Creek Renewables with regard to Real Property Tax Law and energy regulatory issues.

Project Size: $25 million+



NEW ENERGY EQUITY, NEW YORK STATE

Project: Acquisition of multiple community solar projects across New York State

Representation: Representation includes local and regulatory approvals related to project development, as well as interconnection and land use issues

Project Size: $8 million+



BQ ENERGY, LLC, LACKAWANNA, NY

Project: Wind farm located on a 30-acre brownfield site on Lake Erie waterfront

Representation: Permitting, PILOT agreements, project financing, Brownfield Cleanup agreements

Project Size: $40 million

BQ ENERGY, LLC, LACKAWANNA, NY

Project: Steel Sun, 4 MW solar project

Representation: Permitting, PILOT agreements, project financing, Brownfield Cleanup agreements

Project Size: $25 million





BQ ENERGY, LLC, LACKAWANNA, NY

Project: Steel Sun Site 2

Representation: Real estate and environmental aspects, including review of title, coordinating the issuance of a lender's title insurance policy and revisions to solar lease agreements. We also handled transfers to certificates of completion obtained through the Brownfield Cleanup Program.

Project Size: Over $19 million

Education
Project Highlights



COLLEGE TOWN, ROCHESTER, NY

Project: 500,000 sq. ft. redevelopment project, including a parking garage, condominium, hotel, several mixed-use office, retail and residential structures, and new city street

Representation: Project easements for infrastructure, joint development agreements, garage condominium declaration and bylaws to establish condominium form of ownership, review of construction contract master agreements and New York indemnity and insurance law compliance, financing support, New York law counsel opinions, and advice on New York Lien Law compliance for construction loans

Project Size: $100 million



NARDIN ACADEMY BUFFALO, NY

Project: Development of sublease property and purchase of adjacent land

Representation: Real property transactions including all aspects of environmental due diligence

Project Size: $2 million





UNIVERSITY PLACE @ LASALLE, BUFFALO, NY

Project: Development of a six-building student housing complex near University at Buffalo South Campus, the largest, private-sector fueled development in the University District

Representation: Land use, environmental impact review, brownfield remediation, development agreement with municipal government as environmental counsel to developer

Project Size: $40 million



CAMPUS WALK, BUFFALO, NY

Project: State-of-the-art, mixed-use student housing complex

Representation: Land use and zoning assistance (SEQRA, rezoning, site plan approval and variances), negotiation of related agreements, including construction and management agreements, and other project related matters.

Project Size: $18 million



MEDAILLE COLLEGE STUDENT SUCCESS CENTER, BUFFALO, NY

Project: Renovation of a two-story building to an academic advisement center on a college campus

Representation: Tax-exempt bond assistance and other project development matters

Project Size: Approximately $8 million



Corporate Headquarters Project Highlights







NEW ERA CAP COMPANY
BUFFALO, NY

Project: Establishment of a world headquarters in Upstate New York

Representation: Selection of developer/ contractor, site acquisition, Empire Zone and other incentives, project financing

Project Size: $18 million

Historic Preservation Project Highlights



BRIDGE SQUARE, ROCHESTER, NY

Project: Conversion and rehabilitation of historic building into mixed-use office, retail and residential apartment building

Representation: Represented developer in real estate acquisition, construction financing, procurement and sale of federal and state historic credits, project entity structure, procurement of COMIDA benefits

Project Size: Approximately $5.5 million



795 MONROE, ROCHESTER, NY

Project: Conversion and rehabilitation of historic building into residential apartment building

Representation: Represented developer in real estate acquisition, construction financing, procurement and sale of federal and state historic credits, project entity structure, procurement of COMIDA benefits

Project Size:
Approximately $1.5 million



1225 NIAGARA STREET, BUFFALO, NY

Project: Renovation of a vacant Italianate-style building into a mixed-use space with a retail/ commercial component on the ground floor, two one-bedroom apartments on the second floor, and a two-bedroom apartment on the third floor. As part of the project, a historic wood staircase was rebuilt from the first to the second floors, and restored from the second to the third.

Representation: Project incentives (historic tax credits and New York Main Street grant program; RPTL 485-a), project financing, construction contracts and leasing.

Project Size: $1.2 million



OUR OFFICES

Phillips Lytle LLP

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