

JOINT VENTURES IN REAL ESTATE DEVELOPMENT PROJECTS



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OVERVIEW

- Formation/Documentation
- Contributions
- Distributions
- Management
- Transfers
- Exit Strategy
- Defaults/Remedies
- Dissolution/Winding Up
- Q&A

FORMATION - DOCUMENTATION

- Confidentiality Agreement
- LOI
- Formation Documents
- Other Documents

CONTRIBUTIONS

- Cash
- Non-Cash Assets
- Carried Interest
- Capital Calls
- Consequences for Failure to Contribute

DISTRIBUTIONS

- Cash Flow vs. Capital Proceeds
- Waterfall
- Tax Distributions

MANAGEMENT

- Day to Day Operations
- Business Plan and Reporting
- Major Decisions
- Dispute Resolution Mechanisms
- Removal of Manger

TRANSFERS

- Concerns re: Transfer
- ROFO/ROFR
- Tag Along/Drag Along
- Exclusions to Anti-Assignment
- Restrictions

EXIT STRATEGY

- Liquidation
- Put/Call
- Buy/Sell

DEFAULTS/REMEDIES

- Defaults
- Cure Rights
- Guaranty and Indemnity
- Remedies for Performance Default
- Remedies for Prohibited Transfer

DISSOLUTION, WINDING UP, LIQUIDATION, TERMINATION, CANCELLATION

- Contract Dissolution
- Statutory Dissolution
- Winding Up
- Liquidating Distributions
- Termination and Cancellation

Q&A



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