



## → Scott A. Morehouse

### Partner

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Scott A. Morehouse is a partner in the Real Estate, Energy, Land Use & Environmental Practice Group in the firm's Orange County office.

### Areas of Practice

Scott counsels private equity funds, public and private REITs (including SREITs), and other institutional clients in the acquisition, disposition, development, and financing of real property throughout the United States. A significant portion of Scott's investments are structured as joint ventures. His joint venture transactions include single asset, portfolio, and programmatic ventures for investors and sponsors, as well as complex development projects.

Scott assists clients with structuring and executing transactions of all commercial property types, with recent focus on office, multifamily, life science, medical office, and master planned communities. He handles complex multi-state transactions, including portfolio acquisitions, dispositions and financings. Scott also serves as lead transactional counsel on large development projects, such as master planned communities and office-to-residential conversions.

Scott also represents non-traditional lenders with the origination, acquisition, structuring, and restructuring of mortgage and mezzanine loans, A/B loan structures, loan participations, and other co-lending arrangements. Additionally, he represents lenders and borrowers in resolving troubled real estate loans, and with the purchase and sale of distressed and non-performing loans.

### Honors

Best Lawyers in America, Real Estate, *Best Lawyers*, 2018-2024

Recommended Lawyer, Real Estate, *Legal 500 US*, 2015, 2017-2021

### Experience

#### Representative Acquisitions & Dispositions

- Represented a bank in the launch of a real estate fund to acquire and manage up to \$90 million in low-income workforce housing apartment communities throughout Southern California.
- Represented a REIT in acquisitions and dispositions of multifamily, office and hotel assets.



- Represented Keppel-Pacific Oak US REIT in the acquisition of office buildings in Dallas and Florida.
- Represented Pacific Oak Strategic Opportunity REIT, Inc. in numerous sales transactions, including the \$45 million sale of a high-rise apartment tower in New York; the \$100 million sale of an office complex in Texas; and the \$50 million sale of an office building in Florida.

## **Representative Joint Ventures**

- Represented a real estate investor in connection with the formation of a joint venture to purchase a multifamily property in Santa Monica, California.
- Represented a Dallas-based real estate private equity fund in connection with the negotiation of joint ventures formed for the acquisition and redevelopment of a warehouse project in Brooklyn and the acquisition and development of a multifamily project in California.
- Represented a real estate developer in connection with the renegotiation and restructuring of eight joint ventures that own over \$2 billion of assets in Northern California.
- Represented a privately-owned real estate developer, as sponsor, in connection with a joint venture to construct a multifamily project in Hollywood, California. The venture was later restructured to take out the original equity provider after completion of the project.
- Represented a Singapore REIT with the structuring and negotiation of a joint venture to develop a multifamily project in an air rights parcel in Bellevue, Washington.
- Represented a private real estate firm in connection with the acquisition and development of the largest multifamily project in Palo Alto, California.
- Represented a real estate investor, as sponsor, in connection with the formation of a joint venture to purchase a multifamily property in Newport Beach, California.
- Represented a REIT in connection with a joint venture to acquire an office tower in New York City.
- Represented a REIT in connection with a joint venture to acquire an office tower in the San Francisco financial district.
- Represented a REIT in connection with a joint venture to acquire a multifamily tower in Brooklyn, New York.
- Represented a Spanish energy company in connection with the restructuring of a joint venture with a Danish energy company to divide wind turbine project rights in the Atlantic Ocean between the partners.
- Representing an operating partner in a programmatic joint venture to acquire and develop multifamily and town home projects in California with a global private investment firm.
- Represented an operating partner in a programmatic joint venture to acquire and reposition office buildings as live/work or multifamily projects.
- Represented an operating partner in a programmatic joint venture to acquire medical office buildings throughout the United States.
- Represented a REIT, as the investor partner, in connection with the acquisition of a large apartment project in Los Angeles, California.
- Represented a REIT, as the investor partner, in connection with the acquisition of a hotel in New Orleans.
- Represented a REIT, as the investor partner, in connection with the acquisition of a hotel in South Carolina.
- Represented a privately-owned real estate developer, as sponsor, in connection to construct a multifamily project in Los Angeles, California.



- Represented a REIT, as the investor partner, in connection with a joint venture formed to construct an office tower in New York City.
- Represented a REIT, as the investor partner, in connection with two joint ventures to acquire two office buildings and two structures in Richardson, Texas and 87 acres of land entitled for hotel, multifamily and office uses.
- Represented a REIT, as the investor partner, in connection with two joint ventures to acquire over 2,000 acres in a master planned community in Las Vegas, Nevada at a bankruptcy auction.
- Represented a private real estate developer, as sponsor, in connection with a joint venture to acquire and reposition an office building to live/work lofts in Northern Virginia.
- Represented a private equity investor, as sponsor, in connection with a joint venture to acquire and reposition three office buildings to apartments in Northern Virginia.
- Represented a private real estate developer, as sponsor, in connection with a joint venture to acquire and redevelop two contiguous office buildings as live/work lofts in Northern Virginia.
- Represented a private equity company, as sponsor, in connection with a joint venture to acquire and redevelop a suburban office building as an apartment project in Alexandria, Virginia.
- Represented a private equity company, as sponsor, in connection with a programmatic joint venture to acquire office buildings or land to be developed as live/work or apartment projects in the Washington, D.C. metropolitan area.
- Representing a French private equity company, as sponsor, in connection with the acquisition of an office tower in Washington, D.C. that will be converted to residential apartments.
- Represented a REIT, as investor partner, in connection with a joint venture to acquire a 6-building office park in Phoenix, Arizona.
- Represented a private real estate company in connection several “co-GP” joint ventures formed to invest in a series of programmatic joint ventures developing multifamily projects in the mid-west.
- Represented a private equity investor, as investor partner, in connection with three separate joint ventures formed to develop workforce housing in Texas. The transactions were structured as DSTs.
- Represented a private equity opportunity zone fund, as investor partner, in connection with four separate joint ventures formed to acquire and develop multifamily projects in opportunity zones in Arizona.
- Representing a private equity company in connection with the formation of a programmatic joint venture to acquire and convert office buildings to residential projects throughout the United States.
- Represented a private investor in connection with the investment of preferred equity into a master planned community in Northern California.

## Articles

### Real Estate, Land Use and Environmental Law Blog Posts

- “Splitting The Roll – Commercial And Industrial Property Owners May Face Significant California Property Tax Increases Starting As Early As The 2022-2023 Fiscal Year,” July 30, 2020



## Media Mentions

Sheppard Mullin Lures Ex-Greenberg Real Estate Pro  
*Law360*, 03.25.2014

## Speaking Engagements

Webcast Presenter, "Acquiring Mortgage and Mezzanine Loans in Distress: Ten Mistakes to Avoid," April 2009

## Events

ICSC + U.S. LAW

Joint Venture Bumps in the Road: A Practical Discussion of Legal Issues and Solutions When Things Don't Go as Planned

October 23-25, 2024

## Memberships

NAIOP SoCal Board of Directors, 2024

## Practices

Real Estate, Energy, Land Use & Environmental

Commercial Lending and Financial Transactions

Commercial Leasing

Distressed Real Estate Loan Workouts and Enforcement

Joint Ventures and Strategic Alliances

Real Estate Acquisitions and Dispositions

Real Estate Portfolio Transactions

## Industries

Hospitality

Multifamily Housing

Private Equity

REIT

## Education

J.D., Georgetown University Law Center, 1993

B.A., University of Massachusetts, 1990, *summa cum laude*, *Phi Beta Kappa*



## Admissions

California

District of Columbia

Virginia