



Commercial

Zetlin & De Chiara has extensive experience with negotiating and drafting construction contracts and handling disputes for commercial buildings including global bank headquarters, office buildings and financial institutions. We have crafted all types of contracts including: design, contractor, license agreements and project labor agreements. Our attorneys have handled Design-Build and other alternative building method contracts.

The following are select representative matters:

\$400 Million Convention Center Dispute in Washington, D.C.

We were asked by our client to guide the development of a case involving construction and schedule deficiencies in Washington, D.C.

Acquisition of an Engineering Firm and Subsequent Professional Licensing

We represented a national MEP engineering firm in the acquisition of another engineering practice. The acquisition provided our client with broader expertise in strategic vertical industries including education and healthcare.

We prepared and negotiated the asset purchase agreement as well employment agreements for the principals of the acquired firm. We reviewed the active project contracts on behalf of both parties to

confirm that all consent and licensing issues were attended to pre-closing. We also assist our client with securing and tracking business-level licensing in all states in which it conducts business on an ongoing basis and have assisted the acquired firm with licensing support requires as a result of the acquisition.

Administrative Hearing Before the New York State Department of Labor

We represented an EPC contractor in an administrative hearing before the New York State Department of Labor for alleged prevailing wage rate violations.

Architectural Firm Acquisition and Asset Purchase Agreement

We represented an architectural services firm, which operates as part of a broader network of architectural, engineering and construction businesses, in its the acquisition of a New York and New Jersey-based architecture firm, including the preparation and negotiation of an Asset Purchase Agreement. The sale of the company was an exit strategy for the acquired firm's principals. The acquisition triggered a business review and restructuring of the multiple-entity A/E/C network, including ownership transfers between certain principals of the businesses.

Complex Ownership Transition Advice for an International Architecture Firm

We are advising on a complex ownership transition of a high-profile design professional practice, which includes new entity formation, amending ownership and financial mechanisms within existing entities, multi-jurisdictional firm-level licensing issues as well as intellectual property, estate planning and tax issues.

Construction Agreements for Major Sports League's Headquarters

We drafted and negotiated the full range of design and construction agreements in connection with a substantial office headquarters renovation project on behalf of a major national sports league.

Construction Contracts for an Office Tower in New York

We represented a prominent developer in the negotiation and drafting of a construction management agreement for the construction of an 850,000 square foot office tower constituting one of the first significant developments in the New York metropolitan area following the 2008 recession.

Construction Management Contracts for a Commercial Project in Lower Manhattan

We represented the construction manager in negotiating its contract with the owner/developer of a high rise commercial building in lower Manhattan in New York City. The building is undergoing an extensive retrofit and modernization, which includes dividing the building into two portions with separate addresses and entrances and redevelopment of ground level retail spaces. Additional floors are being added to the 27 story building.

Corporate Reorganization, Compliance Review and Licensing of Design Professionals for an International Engineering Firm

We acted as a strategic adviser providing guidance to an international engineering firm in its internal corporate reorganization.

Design Contracts for Global Firm's Silicon Valley Corporate Headquarters

We represented two leading international architecture firms in their design contracts for three buildings at the world headquarters of one of the leading firm technology firms in Silicon Valley, California.

The architect for one of the projects designed it from the inside out so that the high-tech facility reflected how work will be conducted in the future.

The architect for the other two projects designed buildings for the conglomerate's management and for the headquarters of one of its global subsidiaries.

Empire State Building Auxiliary FM Antenna Design-Build Construction Contract

We represented the owner of the landmarked Empire State Building, one of New York City's iconic skyscrapers, in negotiating and drafting agreements for the highly unusual design-build delivery system for a new auxiliary FM antenna on a transmission tower atop the Empire State Building, with associated equipment and a temporary cocoon installation to ensure safety and to avoid interruption of building operations.

Enforced Lease Obligations for a High-Profile Historic Building

An engineering inspection revealed the building was in a state of disrepair due to the tenants failure to fulfill its lease obligations.

Engineering Firm Reorganization, Debt Restructuring and Professional Licensing

We are representing an international engineering company in a multi-phase restructuring of their U.S. operations. We worked with top management in the United Kingdom and the United States to develop a strategic plan which served as the basis for the U.S. restructuring. We prepared documentation in connection with a debt restructuring related to two of the firm's U.S. entities. In addition to advising on the restructuring of the U.S. business entities, we are overseeing the revisions to the multiple entities' business-level licensing in the 50 states in which they do business, which includes specific challenges related to practice in multiple branches of engineering and complying with state rules regarding responsible individuals in charge of the practice during the business transition periods.

Federal Court ERISA/Alter Ego Action

Represented a union contractor in a Federal Court ERISA/alter ego action. The action was commenced by three separate union trust funds arising out of a project that was part of a major New

York City development. Plaintiffs alleged in excess of \$3,000,000 in damages and sought additional damages for work performed by the alleged alter ego company on a separate project. Plaintiffs also sought to recover all costs and legal fees incurred in the litigation. The Court granted the defendants' summary judgment motion and dismissed the case in its entirety.

Global Bank Connecticut Headquarters Construction and Design Contracts

We represented an international bank in negotiating and drafting design and construction contracts for its corporate headquarters in Connecticut.

Global Bank Offices and Amenities

We represented the developer of a Madison Avenue building for a global bank's office and amenities building.

Global Financial Institution Renovation Construction Contracts

We represented the construction manager of a global financial institution, in a major redevelopment project which included demolition and renovation of its midtown location.

Grandfathered Engineering Corporation Transaction

We represented the purchaser of a grandfathered engineering corporation.

High-End Storage Facility Buildings

We represented the owner/developer of an high-end storage facility in New York.

High-Rise Contract Claims Dispute Resolution

Represented subcontractor in contract claims against owner.

International Engineering Firm Business and Legal Counseling

Large multinational engineering firms often turn to us for business counseling.

International Insurance Company Corporate Campus Design and Construction Contracts

We represented an international insurance company in connection with the negotiating and drafting the design and construction contracts for a new corporate campus, a multi-million dollar project in the New York Metro area.

International Law Firm's Headquarters Relocation Design and Construction Agreements

We counseled a major international law firm in the preparation of its design and construction agreements for the relocation of its headquarters on Manhattan.

International Law Firm's Headquarters Renovation Construction Agreements

We represented a major international law firm in drafting and negotiating numerous construction agreements for the extensive renovation of its office headquarters as well as certain auxiliary facilities located in New York City.

Licensing Strategy In Connection with Acquisition of an Engineering Company

We advised a billion-dollar, privately held company and its acquisition counsel on the business-level licensing strategy and certain internal contractual arrangements required to effect the acquisition of an engineering practice that was authorized in 41 states. Because of how the acquisition was structured, the target firm was going to fall out of licensing compliance in numerous states where it was providing engineering services upon acquisition. This transaction was especially demanding because it entailed a licensing compliance review in all of the states in which both companies conduct business and the preparation of a multi-entity pre- and post-acquisition licensing plan that would enable all ongoing engineering work to continue to be delivered by an authorized business entity throughout the transaction. We also worked with the client post-acquisition to consolidate the business-level professional licensing in the states in which they conduct business.

Luxury Retail Brand Store Construction Agreements

We drafted general contractor and construction management agreements for the build out of several retail stores on behalf of a luxury retail brand.

Major Financial Technology Firm Agreement Negotiations

We drafted and negotiated the architect, design consultants and general contractor agreements relating to the office fit-out of the headquarters for a major financial technology firm.

Mold Claims Plague a Multi-Use High-Rise Structure in South Florida

We represented the design team against claims in excess of \$26 million related to mold found in a multi-use high-rise building in South Florida.

Office Building in New Jersey

We represented the owner and developer of an office building in New Jersey.

Owner's Claim for Inadequate Construction

We prosecuted claims of property owners for damages caused by inadequate construction practices.

Pharmaceutical Company Research Facility Design Contracts

We negotiated and drafted design contracts for an international pharmaceutical company's biomedical research facility in Boston, Massachusetts.

Pro Bono Dispute Resolution For a Not-For-Profit Corporation

We obtained a temporary restraining order on behalf of a Not-For-Profit Corporation preventing a landlord from removing a curtain painted by a world-renowned artist owned by the Not-For-Profit without its permission and consent.

Professional Licensing Advice

We advised a multi-national design professional on licensing requirements in various U.S. jurisdictions.

Project Architect and General Contractor Contracts for a Mixed-Use Project in Boston

We represented the investor in a large-scale development project in Boston, Massachusetts in connection with the drafting and negotiation of the Project Architect and General Contractor Agreements. The Project consists of a 20-story office tower of approximately 450,000 sf, retail space of approximately 50,000 sf, and MBTA/mechanical & parking areas of approximately 70,000 sf.

Project Labor Agreement for a Grand Central Terminal Office Tower and Public Improvements

We represented a major owner/developer in negotiation and drafting of a project labor agreement for its \$3 billion, 1.6 million square-foot office tower and related public improvements in the area of Grand Central Terminal.

Redevelopment of a Strip Mall on New York's Long Island

We are representing a leading, metro-New York area developer in the construction and redevelopment of a strip mall on Long Island, a suburb of New York City. We are drafting the Project Manager Agreement and the General Contractor Agreement. The project involves the demolition of a structure as well as the reconfiguration of an existing building.

Silicon Valley Tech Company's New Building Design Contracts

We negotiated the design contracts for a new mixed-use building on a prominent technology company's campus in California on behalf of our client, the architects.

Times Square, New Year's Eve Celebration Venue Construction Contracts

We represented a major owner/developer in retrofitting of its Times Square venue in order to accommodate the iconic New Year's Eve countdown ball drop.