

Development

Overview

Carlton Fields' development team consists of attorneys and government consultants who are, first and foremost, devoted to deal-making. We understand legal issues and provide customized solutions, tailored to each project. We excel at the art of negotiation and deal-making to successfully bring all forms of development projects to life, from conception to completion to exit strategies. We immerse ourselves in the development industry and handle the full cycle of real estate development, including:

- Letters of intent and term sheets
- Purchase and sale agreements, option agreements, rights of first refusal, and other deal documents
- Due diligence investigations
- Entitlements, permitting, development agreements, utility agreements, and impact fee credit agreements and transfer
- Deed restrictions, covenants, and easements
- Platting, lot splits, and horizontal and vertical subdivisions
- Deal structuring, including joint ventures, operating agreements, and shareholder agreements
- Tax planning for development
- Architectural and construction documents
- Development financing, including construction loans, permanent financing, bridge financing, and equity financing
- Leases
- Environmental consulting
- Project management

We offer efficient, effective, and holistic counseling to developers, builders, contractors, architects, engineers, and other industry constituents, locally, regionally, nationally, and internationally, in the development of a full spectrum of asset classes, such as:

Land Development

Our comprehensive land development practice includes helping clients locate and acquire viable development or redevelopment sites, identify and address relevant land use and zoning issues, and obtain entitlements. It continues through the completion of development projects. We advise clients on a wide variety of issues including land use and zoning, permitting, public lands acquisitions, leases and easements, local government approvals, utility agreements and easements, lobbying, litigation, and appeals. Our clients include large-scale private commercial, residential, and industrial developers, along with governmental bodies facing litigation challenges. We offer clients a team that includes lawyers and land planners, creating an efficient service model that reduces costs and streamlines the resolution of issues with state and local regulators. Our land use work includes comprehensive plan amendments, rezonings, code changes, special exception approvals, and variances. We have decades of experience with developments of regional impact (DRIs), community development districts (CDDs), and other special districts. We negotiate sector plans, impact fee credits, developer's agreements related to concurrency, and ad valorem tax challenges, and provide large-scale due diligence reviews and analysis for major lenders, developers, and corporate decision-makers. In addition to obtaining approvals, we handle all facets of litigation related to land use and governmental approvals. For example, our team handles numerous 42 U.S.C. § 1983 deprivation of civil rights litigation matters involving Florida land use, representing both private citizens and governments in multimillion-dollar actions.

Vertical and Horizontal Mixed-Use Development

Carlton Fields attorneys have significant experience in the structuring, planning, and drafting of documents to create and operate multilayered, vertical and horizontal mixed-used developments. This experience includes structuring private-public partnerships, vertical subdivisions to allow separate ownership of parcels of either land or air space for divergent uses. Similarly, the sophisticated nature of mixed-use development requires the ability to allow creative financing mechanisms, including municipal tax-exempt and taxable financing for the integration of individual parcels into the mixed-use project. Our mixed-use development experience ranges from 500-acre residential, retail, and regional mall developments with research development and medical facilities to multiple urban tower mixed-used structures including such diverse uses as performing art centers, urban mass transit, luxury retail, entertainment centers, five-star hotels, offices, and residential condominiums. Several of these developments include master associations and shared facilities agreements used by multiple developers. We have participated in the land use planning, financing, creation of governance documentation, and resolution of operational issues in multiple mixed-use developments.

Hotel and Resort Development

Carlton Fields represents hotel brands, owners, developers, lenders, and managers. We handle all aspects of the purchase, sale, development, and both brand- and third-party management of hotels. Our services for hospitality industry clients include the following: **Purchases and Sales of Hotel Properties**

We represent hotel and hospitality clients in the negotiation, documentation, and consummation of acquisitions and dispositions. We handle transactions of nearly every size and scope for clients that include major resorts, hotel companies, investors, and owners. We collaborate closely with our firm's real estate practice, which provides planning, permitting, and development counsel. **Hotel Financing**

We help hotel owners and developers finance and refinance a wide range of projects. Our representation builds on our extensive experience as counsel to numerous institutional and private lenders and investors. This work includes:

- Secured and unsecured financings
- Mezzanine financings
- Equity investments
- Construction loans
- Permanent loans
- Conduit loans
- Sale leasebacks
- Ground leases
- Equipment lease
- Contingent interest loans

Hotel Development

We structure, negotiate, and document complex real estate and resort developments. We represent developers, foreign and domestic sources of capital, architects, contractors, brokers, marketers, managers, and governmental authorities from the concept phase of a project, through the financing, construction, marketing, sales, and management phases. **Hotel Management and Operations**

We advise hospitality industry clients on the full-range of management and operational issues they face daily. Our work includes negotiating and modifying management agreements with both

the major brands and third-party management companies; representing owners in franchise agreement negotiations with the brand; and negotiating leases, concession agreements, and service, construction, and renovation contracts. **Hotel Franchise Agreements**

We advise hotel owners and developers in the negotiation of franchise agreements with all the major hotel brands, including advising on issues related to special termination options, guaranty caps, areas of protection, transfer rights, PIP negotiations, fee ramps and discounts, reserve fund contributions, “key money,” and scope of brand approval of renovation plans.

Retail Development

Carlton Fields works closely with clients to structure, negotiate, and document commercial retail developments and shopping centers. At every step, from a project’s concept phase to its financing, construction, leasing and management phases, we work closely with developers, foreign and domestic sources of capital, architects, contractors, brokers, and governmental authorities to see a project to completion. We advise and consult on the following:

- Structure retail projects and their various components.
- Analyze legal title to underlying lands and determine rights to be granted.
- Determine necessary easements, use rights, and public dedications as required for development (includes platting and subdivision issue representation).
- Represent clients before federal, state, and local governmental agencies on issues regarding drafting documents needed to meet applicable governmental and regulatory requirements.
- Consult with clients and client experts on legal entity structuring, tax planning and avoidance, surveying, platting, and association.
- Represent clients regarding budgeting and leasing issues.
- Prepare restrictive covenants governing the use of commercial retail developments.
- Negotiate with potential tenants and prepare leases for in-line leases and ground leases.
- Represent clients in financing transactions to permit development and any receivables financing related to purchase money financing.
- Negotiate with contractors and prepare appropriate construction contracts.

Office Development, Industrial Parks, Self-Storage Facilities, and Fulfillment Centers

Carlton Fields provides in-depth understanding of all aspects of office property and industrial property acquisition, development, leasing, ownership, operation, financing, and disposition. Members of our cross-disciplinary and multigeographical industry group provide legal representation for office and industrial property clients full cycle and at all levels — from development or acquisition of an industrial facility, to obtaining required governmental and regulatory approvals, to financing (or refinancing) the cost of improvements, to construction of facilities, to management and leasing of space, and to the disposition of property.

Condominium, Residential, and Resort Development

Carlton Fields works closely with clients to structure, negotiate, and document complex master-planned communities and real estate and resort developments. These projects include master-planned and mixed-use communities; condominiums; subdivisions; timeshares, vacation clubs, and fractionals; country clubs and golf courses; hotel and resort developments and destinations; and amenities and club components. At every step, from a project's concept phase to its financing, construction, marketing, sales, and management phases, we work closely with developers, foreign and domestic sources of capital, architects, contractors, brokers, marketers, managers, and governmental authorities to see a project to completion. We offer extensive working knowledge of the governmental requirements involved with creating master-planned communities. These include state condominium, subdivision, and timeshare statutes; as well as statutes dealing with nonprofit corporations. Our focus also covers the numerous federal laws and regulations that impact sales and marketing, such as the Interstate Land Sales Full Disclosure Act, the Real Estate Settlement Procedures Act, the Truth in Lending Act, and various consumer protection statutes. In addition, we address environmental concerns affecting land use control, zoning, subdivision ordinances, and noise abatement regulations. We advise and consult on the following:

- Structure projects and their various components.
- Analyze legal title to underlying lands and determine rights to be granted.
- Determine and create necessary easements, use rights, and public dedications as required for development (includes platting and subdivision issue representation).
- Represent clients before federal, state, and local governmental agencies on issues regarding documentation needed to meet applicable governmental and regulatory requirements.
- Consult with clients and client experts on legal entity structuring, tax planning and avoidance, surveying, platting, and association.
- Represent clients regarding budgeting and sales and marketing issues pertaining to the project.

- Represent clients before state and federal regulatory bodies to obtain approval of the documentation required to offer interests for sale to third parties (including representation involving the CFPB and securities matters with the Securities and Exchange Commission).
- Negotiate and prepare management and affiliation agreements regarding hotels; hotel condominiums; and timesharing, vacation club, and fractional ownership regimes.
- Represent clients regarding financing transactions to permit development and any receivables financing related to purchase money financing.
- Negotiate with contractors and prepare appropriate construction contracts.
- Train clients' employees and contracted sales and marketing professionals regarding offering a project for sale to individual third parties.
- Train clients' employees and contracted third parties on the management and operation of owners associations.
- Represent developers seeking to purchase distressed entities or assets through workout, foreclosure process, or bankruptcy proceedings.
- Advise on state and federal regulatory compliance, including the Interstate Land Sales Full Disclosure Act.
- Represent numerous lenders and bulk purchasers on distressed condominium and community assets, advising on structuring, liability protection, and regulatory compliance (including structuring and compliance with Florida's Distressed Condominium Relief Act).

Senior Housing and Assisted Living Development

Carlton Fields attorneys have extensive experience working on the full life cycle of any senior housing and assisted living facility development, including site acquisition, development, land use, regulatory advice, tax planning, leasing, ownership, operation, financing, and disposition. Members of our cross-disciplinary and multigeographical industry group are extremely active in this sector, understand the business of senior housing and assisted living facilities, and have successfully guided clients to bring all forms of senior housing and assisted living projects to life, from conception to completion to exit strategies.

Other Specialty Development

Carlton Fields works closely with clients to structure, negotiate, and document a wide variety of specialty development projects. These projects include data centers; public-private partnerships (P3s); transit-oriented development projects, including transportation facilities; marinas and boating clubs; golf courses; athletic stadiums and entertainment venues; convention centers;

communications, energy, and utility facilities; medical facilities, including hospitals and medical offices; brownfield redevelopment; and hospitals and other health care facilities.

Experience

Development

- Represented numerous developers throughout the country in the structuring, development, creation, and formation of multiple master-planned communities that each contained more than 400 acres; Each community contained at least one master association, amenities, and multiple condominium and subdivision regimes.
- Represented national developer in multiple locations in Florida and other states in the development, creation, and formation of more than 15 high-rise condominium communities (each of which contained a total unit purchase price of more than \$90 million), as well as the developer's homebuilding projects that encompassed single-family lots and condominium units.
- Represented numerous national residential community developers throughout the country in extensive and varied types of condominium and subdivision communities and developments, including those containing single-family lots, duplexes, townhomes, stacked flats, multiunit structures, and mid-rise and high-rise buildings.
- Represented various resort developers in the legal structuring, sale, and leasing of resort properties (including ski resorts and beach communities) throughout the country.
- Represented developer of multiple timeshare and interval uses regimes that have generated more than \$500 million in sales.
- Represented developers in both large-scale and small-scale condominium conversion projects
- Represented numerous commercial developers in the development, creation, and formation of commercial condominium regimes serving general office, medical office, retail, and industrial uses.
- Represented numerous clients in the creation and submission of land sales registrations to the Department of Housing and Urban Development, ranging from single-family projects to condominium regimes.

Land Development

- Served as longtime land use counsel for The Villages, a master-planned age-restricted community near Orlando, Florida, that stretches over three counties and is home to more than 115,000 residents. This unique location involves working with many different layers of government. We handle all aspects of the client's land development puzzle, including contracts, complex zoning and land use approvals, and permitting challenges.
- We have more than 23 years' experience representing mining companies in connection with their siting, zoning, and permitting challenges. Our clients have several active mines now in the approval process.

Hotel and Resort Development

- **Beaches Resort and Spa, Providenciales, Turks and Caicos.** Counsel to the general contractor in recovery of more than \$5.5 million in legal fees in arbitration with owner (Zurich Insurance, Toronto, Canada).
- **Barbados Courtyard by Marriott, St. Michael, Barbados, West Indies.** Represent Costa Rican owner of hotel defending contractor claims before dispute adjudication board.
- **Barbados Hilton, St. Michael, Barbados, West Indies.** Represented owner of new 380-room hotel in arbitration with contractor under UNCITRAL Arbitration Rules and the law of Barbados.
- **Colonnade Hotel, Baltimore, Maryland.** Represented the contractor in successful arbitration with owner.
- **Dubliner Hotel, Washington, D.C.** Counsel to contractor on contract negotiation and performance issues.
- **Gaylord National Resort and Convention Center.** Represented developer of National Harbor in Washington, D.C.
- **Grand Bay Hotel Coconut Grove, Miami, Florida.** Counsel to contractor on drafting and performance issues.
- **Grand Hotel, Washington, D.C.** Counsel to contractor on negotiations, performance, and closeout on construction.
- **Grand Hyatt, Washington, D.C.** Counsel to contractor on contract negotiations, contract performance, claims, and closeout.

- **Holiday Inn/Crowne Plaza.** Counsel to owner (Home Plaza, Paris, France) on contract negotiations, construction, and contract dispute/closeout issues.
- **Host Hotels.** Drafted standard form documents for nationwide use on construction-related activities.
- **La Source Hotel and Spa, St. George's, Grenada, West Indies.** Provided expert witness testimony on AIA standard form documents for hotel owner in claim against contractor's bonding company.
- **Ritz Carlton Golf Resort, Naples, Florida.** Represented owner in resolution of owner and contractor claim and closeout of the project.
- **Royal Palm Crowne Plaza.** Represented owner on closeout and claims associated with 300-plus-room historic hotel renovation on South Beach in Miami, Florida.
- **Sandals Hotel, Nassau, Bahamas.** Represented contractor in successful arbitration award against owner.
- **Sheraton Hotel, Santiago, Chile.** Advised curtain wall subcontractor on renovation project in Lima.
- **Sheraton Orlando World Resort.** Represented owner on construction defects and resulting damage claims versus general contractor.
- **The Doyle Collection.** Represented the client in connection with renovation of three Washington, D.C., hotel properties.
- **Watergate Hotel.** Represented the developer in the reconstruction of the Watergate Hotel in Washington, D.C.

Condominium, Residential, and Resort Development

- Represented numerous developers throughout the country in the structuring, development, creation, and formation of multiple master-planned communities that each contained more than 400 acres; Each community contained at least one master association, amenities, and multiple condominium and subdivision regimes.
- Represented national developer in multiple locations in Florida and other states in the development, creation, and formation of more than 20 high-rise condominium communities (each of which contained a total unit purchase price of more than \$90 million), as well as the developer's homebuilding projects that encompassed single-family lots and condominium units.

- Represented numerous national residential community developers throughout the country in extensive and varied types of condominium and subdivision communities and developments, including those containing single-family lots, duplexes, townhomes, stacked flats, multiunit structures, and mid-rise and high-rise buildings.
- Represented various resort developers in the legal structuring, sale, and leasing of resort properties (including ski resorts and beach communities) throughout the country.
- Represented developer of multiple timeshare and interval uses regimes that have generated more than \$500 million in sales.
- Represented developers in both large-scale and small-scale condominium conversion projects.
- Represented numerous commercial developers in the development, creation, and formation of commercial condominium regimes serving general office, medical office, retail, and industrial uses.
- Represented numerous clients in the creation and submission of land sales registrations to the CFPB, ranging from single-family projects to condominium regimes.
- Structured development projects including sustainable development, green building, downtown and brownfields redevelopment, renewable energy generation, and historic preservation.

Senior Housing and Assisted Living Development

- Representation of developer and operator in the conversion of a former nursing home facility into an assisted living facility, including land use, acquisition, construction financing, equity capitalization, and Freddie Mac permanent financing.
- Representation of client in formation of equity fund to acquire assisted living and memory care facilities in New England.
- Representation of sponsor in a portfolio sale of assisted living and Alzheimer's facilities to a joint venture led by a public REIT and the subsequent co-investment by sponsor in such joint venture, including negotiation of master leases and management agreements for all facilities.
- Representation of senior housing management company in negotiation of management agreements for independent living, assisted living, and memory-care facilities.
- Representation of operator in ground-up development of assisted living facilities in eastern United States, including land acquisition, development contracts, equity investments, construction financing, and take-out permanent financing for all facilities.

Insights

Featured Insights

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Can You Live Local? Benefits and Challenges of Developing Affordable Housing in Florida

09.19.2023

Building Resiliency Into the Construction Industry

09.01.2023

Managing the Complexities of Mixed-Use Developments

05.16.2023

New Florida Law Banning Real Estate Ownership by Foreign Principals From Certain Foreign Countries

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Looking Forward to the Future of the Tampa Bay Region

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One Team, Two Cities: The Tampa Bay Rays' Sister City Plan

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Into the Future: Modern Partnerships in Health Care Construction Delivery

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UPDATED: House Bill 59 Creates Delays on the Filing of New Comprehensive Plan Amendments

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New Guidance for Condo Developers on Use of Contract Deposits

04.15.2021

Hotel Franchise and Management Agreements: What Should an Owner Focus On?

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Texas Federal District Court Overturns CDC Eviction Moratorium

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Retail Tenants – COVID-19 Implications for the Landlord/Tenant Relationship

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Hotel Ruling Could Save Disney World Millions in Taxes

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Loan Restructuring and Forbearance Agreements in the Face of COVID-19 – The Hotel Borrower's Perspective

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Can Governments Commandeer Your Property During COVID-19? California Says Yes

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Loan Restructuring and Forbearance Agreements in the Face of COVID-19 – The Lender's Perspective

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COVID-19's Impact on Building and Development Permits

03.02.2020

Are You Protected Against the Risk of Construction Delays and Increased Construction Costs Due to COVID-19?

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Surtax in Gridlock – The Saga of Hillsborough County’s Transportation Surtax Reaches the Florida Supreme Court

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Climate Change Ate My Property

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The Hurricane is Coming in Five Days - Are We Ready for This?

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P3s in Florida: Innovation in Public Projects

02.01.2013

To Relate Back, Or not to Relate Back? That is the Question

02.01.2012

New Mediation Rule: More Accountability or Complications?

10.01.2009

The Legislative Death of the Crescent Transaction?

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Related Practices

- Banking, Commercial, and Consumer Finance
- Construction
- Construction Litigation
- Construction Transactions
- Corporate Law and Governance
- Environmental, Land Use & Development Approvals and Litigation
- Hospitality

- Intellectual Property
- Investment and Ownership
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- Government Affairs and Lobbying
- International: Latin America
- International: Europe
- International: Cuba
- International: Brazil
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- Real Estate Workouts and Problem Loan Resolution
- Esports and Electronic Gaming
- Workplace Safety / OSHA
- Energy and Utilities
- Health Care
- Private Equity and Venture Capital
- Real Estate
- Distressed Asset and Workout
- Government Contracts
- Eminent Domain
- Multifamily Finance and Affordable Housing
- Environmental Regulation & Litigation
- Education

- International

Related Industries

- Banking, Commercial, and Consumer Finance
- Construction
- Health Care
- Real Estate