



Charles E. Baverman III

Partner

charles.baverman@dinsmore.com

Cincinnati, OH

Tel: (513) 977-8351

Charlie focuses his practice on representing commercial real estate developers, owners, investors, property managers, landlords, and tenants in a wide variety of real estate matters, with a particular emphasis on ground-up development projects.

He has extensive experience guiding clients through all phases of real estate acquisition, entitlement, development, ownership, and sale processes, including the preparation and negotiation of purchase/sale agreements, development agreements, financing agreements, easements, and leases, as well as securing zoning and other governmental approvals needed to facilitate a wide variety of commercial projects. Charlie has effectuated transactions involving corporate headquarters, office buildings, manufacturing and industrial facilities, warehouse and distribution centers, regional shopping centers and other retail and mixed-use sites, hotels, health care facilities, residential developments, and other commercial properties on behalf of a diverse list of clients ranging from Fortune 50 businesses to single-asset owners.

Charlie is particularly involved in the senior living industry and currently serves as lead development counsel for a national senior independent living developer. He has overseen the entitlement, acquisition, financing, and development of more than 20 such communities nationwide.

Charlie also has an active commercial leasing practice and co-chairs the Leasing and Property Management division of the firm's Real Estate practice group. His experience includes serving as national office leasing counsel for a Fortune 500 insurance company, representing multiple retail landlords, and handling a variety of industrial leases for both landlords and tenants.

Services

- Corporate & Transactional
- Real Estate
- Acquisitions & Dispositions
- Development & Zoning
- Eminent Domain & Valuation

- Leasing & Property Management
- Financing & Economic Incentives
- Real Estate Construction
- Mineral Rights

Education

- University of Cincinnati College of Law (J.D., 2008)
- University of Cincinnati (B.B.A., 2005)
 - Finance and Real Estate

Bar Admissions

- Ohio
- Kentucky

Court Admissions

- U.S. Court of Appeals for the Sixth Circuit
- U.S. District Court for the Southern District of Ohio

Affiliations/Memberships

- Cincinnati Bar Association
- Kentucky Bar Association
- International Council of Shopping Centers
- Cincinnati Opera Board of Trustees; Governance Committee, Finance Committee, Executive Committee and Board Secretary
- Catholic Inner-city Schools Education (CISE) Board of Trustees; Development Committee member

Distinctions

- Ohio *Rising Stars*®

Experience

National Development Counsel for Senior Living Developer / Operator

We serve as national development counsel for Cameron General Contractors and Resort Lifestyle Communities, which are affiliated entities currently among the most active developer/operators of senior living retirement communities in the United States. To date, we have handled the acquisition and development of more than 20 such retirement communities in a variety of locations from the east coast to the Pacific Northwest, as well as numerous places in between. Our work encompasses all phases of the ground-up development process, including site selection, due diligence, land acquisition, securing zoning and other governmental approvals,

obtaining governmental incentives, negotiating municipal and private development and cost-sharing agreements and obtaining both construction and permanent financing.

Represented Design-builder in Construction of \$200 Million Mixed Use Development

We represented a design-builder in negotiating and drafting construction and construction-related contracts for a new \$200 million mixed use development in the City of Norwood that includes a parking garage, hotel, theater, and retail shops. The contracts were modified to include new construction reform provisions, which were being implemented during the negotiations phase.

Development of Residential Subdivisions

We serve as development counsel for Sunesis Construction Co. and its affiliate entities in the creation of new residential subdivision developments throughout the Cincinnati area. These developments include single family detached homes, townhomes, and multifamily components and frequently require the establishment of multi-neighborhood homeowners associations to govern dealings between the respective components as well as their residents. Representation includes performing due diligence activities including zoning analysis, facilitating the procurement of governmental economic incentives, evaluating and resolving title issues, obtaining title insurance through Mercantile Title Agency (Dinsmore's wholly owned title agency), structuring and closing on property acquisitions to create assemblage parcels, establishing a homeowners association, and negotiating easement rights, municipal funding agreements, joint venture agreements, construction loan documents and lot sale agreements.

\$100 Million Industrial Property Portfolio Disposition

We served as lead counsel to a New York-based private equity fund in the time-sensitive, multi-phase disposition of a \$100 million-plus industrial property portfolio comprised of fee simple and ground subleasehold interests in northeast Ohio and Indiana. Our work included the negotiation of multiple purchase/sale agreements, coordinating with each buyer's counsel on due diligence, obtaining lender consents, insuring title, and handling closings with multiple sellers.

Project Counsel to a Global High-Tech Manufacturer

We served as project counsel to a global high-tech manufacturing company with respect to its acquisition and renovation of an existing industrial facility in Springfield, Ohio. Representation included negotiating an access agreement to facilitate a due diligence pre-start, negotiating a purchase agreement, performing due diligence activities, including zoning analysis, facilitating the procurement of state and local economic incentives, resolving title issues, closing the property acquisition, and post-closing advising the client as to annexation and rezoning of adjacent, undeveloped land.

Counseled a Private Equity Fund in the Acquisition of an Industrial Property Portfolio

We represented a New York-based private equity fund in acquiring an industrial property portfolio comprised of fee simple and ground lease interests in the greater Akron, Ohio market. We were responsible for negotiating a purchase agreement, performing due diligence activities, including analysis of significant zoning concerns, obtaining tenant estoppels, assisting with the structure and commitment of the acquisition financing, including negotiation of all related loan and security documents, as well as ground lease, non-disturbance agreements.

Served as a Fortune 50 Company's Lead Outside Real Estate Counsel

We served as lead outside real estate counsel for a Fortune 50 company handling acquisitions, divestitures, land use planning and leasing.

Represented a Consumer Products Company in the Sale of 121 Acres

We represented a large consumer products company in the sale and leaseback of approximately 121 acres of real estate in the greater Cincinnati area. This included the preparation and negotiation of a complex separation plan and agreement involving various shared utilities and facilities.

Represented the Design Builder of a Medical Office Clinic

Served as project counsel to a design-builder for the development of a medical office clinic location for The Mayfield Clinic in Green Township, Ohio. Representation included performing due diligence activities, evaluating and resolving title issues, obtaining title insurance through Mercantile Title Agency (Dinsmore's wholly owned title agency), structuring and closing on the property acquisition, negotiating cross access and utility easement agreements, negotiating a build to suit lease agreement, negotiating construction financing and obtaining governmental approvals.

Real Estate Leasing, Purchase, Sale and Development

Represented Fortune 100 company in various real estate matters, including the leasing, purchase, sale and development of its North American properties.

Acquisition of 400,000 Square Foot Lifestyle Center in South Florida

A nationally recognized lifestyle developer turned to Dinsmore when it sought to purchase a 400,000-square foot lifestyle center in South Florida near the I-75 corridor just southwest of Fort Lauderdale. An affiliate of Duke Realty was seeking to divest itself of retail holdings as part of its asset allocation strategy. Serving as buyer's counsel, we first structured a joint venture on behalf of our long-time client, Jeffrey R. Anderson Real Estate, which together with a Heitman real estate entity, served as the buyer of the center, known as the Shops at Pembroke Gardens. Next, on behalf of the joint venture purchaser, we handled the real estate components including managing the due diligence and the closing of the transaction, as well as negotiating and drafting the purchase contract, various ECR and escrow agreements. Years earlier, Dinsmore had been responsible for the initial lease-up of the center and successfully negotiated leases with a variety of desirable lifestyle tenants, such as Sur La Table, White House/Black Market, Ann Taylor, Talbots, bebe, Z Gallerie, Chicos, BCBG, Barnes & Noble, Sephora, DSW, Victoria's Secret, and Brio and Brimstone restaurants. Our extensive experience in serving as project counsel for lifestyle and shopping center projects throughout the country ensured that the buyer was able to proceed in an efficient and timely manner, thereby ensuring the achievement of its transactional objectives.

Prepared construction contracts for a major national facilities expansion for a NYSE-traded company

Our client, a national retail services company, undertook a major national facilities expansion. Mr. Hahn prepared the construction contracts for the design professional and contractor, and tailored them to work for a national rollout of each retail location.

Industrial Leasing

Represented Fortune 100 company in the site selection, due diligence and leasing of a 175,000 square foot regional manufacturing, warehouse and distribution center.

Real Estate Tax Valuation Reduction

Represented the client in the filing of a Board of Revision complaint to contest the Preble County Auditor's valuation of commercial real estate property originally valued at over \$8 million and in a hearing held by the Board of Revision regarding such complaint; achieved a 73% reduction in the taxable value of the property.

Real Estate Tax Valuation Reduction

Represented the client in the filing of a Board of Revision complaint to contest the Hamilton County Auditor's valuation of commercial real estate property and in a hearing held by the Board of Revision regarding such complaint; achieved a 92% reduction in the taxable value of the property.

Development of New LaRosa's Restaurant

Served as project counsel for the development of a new freestanding LaRosa's restaurant in Cold Spring, Kentucky. Representation included coordinating due diligence, closing on property acquisition and negotiating easement and development agreements.

Development of Medical Office Clinic

Served as project counsel to a group of physicians for the development of medical office clinic locations for a national dialysis services provider. Representation included structuring and closing on property acquisitions, coordinating due diligence, negotiating development and construction agreements, obtaining governmental approvals and leasing out the completed facility in accordance with Stark Law and HIPAA requirements.

Development of Medical Office Clinic

Served as project counsel to a design builder for the development of a medical office clinic location for a national dialysis services provider. Representation included structuring and closing on property acquisition, coordinating due diligence, negotiating development and construction agreements, obtaining governmental approvals and leasing out the completed facility in accordance with Stark Law and HIPAA requirements. Also negotiated and closed on a sale of the project following the completion of construction and lease commencement.

Development of Non-Profit Community Health Center

Served as project counsel to a non-profit health care provider for the development of its new \$5.25 million community health center located in the West End of Cincinnati. Representation included securing federal grants and community development financing to facilitate the project, site selection services to ensure compliance with federal grant requirements, coordinating due diligence, title services to clear over \$150,000 in liens from the property, negotiation with the City of Cincinnati to obtain a release of over \$250,000 in additional liens burdening the property, structuring and closing on property acquisitions, negotiating construction contracts, obtaining governmental approvals, leasing out portions of the completed facility in accordance with Stark Law and HIPAA requirements and obtaining real estate tax exemption for the completed project.

Expansion and Development of Local Brewery

Served as project counsel to MadTree Brewing, LLC for the development of an \$18 million production brewery, tap room and event center that will allow for the expansion of its annual brewing capacity from 25,000 barrels to 180,000 barrels. Representation included coordinating due diligence, closing on property acquisition and negotiating development agreements.

Leasing and Sale of Retail Shopping Center

Represented the owners of Tri-County Towne Center in the lease out and sale of the 200,000+ square foot, \$24.3 million retail shopping center. Representation included the drafting and negotiation of reciprocal easement agreements involving access, parking and utilities rights, maintenance obligations and building limitations between the shopping center and separately-owned outparcels.

The Banks Project

Served as owner's counsel to Nicol Investment Company on The Banks project on the downtown Cincinnati riverfront. Representation involves leasing and development matters with national and regional tenants, including first-to-market occupants, as well as the completion of one of the first vertical subdivisions in Hamilton County, Ohio, which distinguished as separate tax parcels the upper floor luxury apartments from the street level retail businesses.

Commercial Real Estate Office Leasing

Representation of a Fortune 500 insurance company in its North American office leasing matters. Representative transactions range from single office suites to build-to-suit, 100,000+ square foot regional office headquarters locations.