



Natalie H. Rauf

Partner
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Cincinnati, OH
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Natalie represents a variety of developers, financial institutions, and private lenders in transactions involving the acquisition, development, renovation, and construction of income producing real estate. This includes apartments, affordable housing projects, senior housing properties, skilled nursing facilities, assisted living facilities, independent living facilities, office buildings, industrial properties, and shopping centers.

She frequently represents buyers and sellers on the purchase and sale of real estate, including contract preparation and negotiation, due diligence review, and closing coordination. She also represents real estate developers on all aspects of development, including drafting of purchase and sale agreements and preparation of various development and service agreements.

In addition to her experience representing owners and developers, Natalie has nearly two decades of experience completing all aspects of lending transactions, including preparation and negotiation of loan commitments, loan documents, intercreditor agreements, participation agreements, review of title, survey and due diligence requirements, and closing coordination. Recently, she has represented lenders in transactions ranging from \$300,000 to over \$125 million.

Natalie is also skilled with drafting and negotiating all types of documents in connection with real estate and business transactions. These include easements, declarations of covenants, leases, construction contracts, and entity documentation.

Her experience also includes complex loan transactions involving syndicated and participated loans, bond purchase transactions, Low-Income Housing Tax Credit, New Markets Tax Credit, and Historic Tax Credit.

Services

- Corporate & Transactional
- Real Estate
- Leasing & Property Management
- Compensation & Benefits

- Executive Compensation
- Acquisitions & Dispositions
- Financing & Economic Incentives
- Commercial Finance
- Tax Credits, Affordable Housing, & Economic Development
- Mercantile Title Agency, Inc.

Education

- Case Western Reserve University School of Law (J.D., 2001)
 - Case Western Reserve Law Review, notes editor
 - Moot Court, Executive Board, Dunmore Brief writing coordinator
- Illinois Wesleyan University (B.A., 1997)

Bar Admissions

- Ohio

Experience

Real Estate Counsel for Joint Venture

We have acted as real estate counsel for a joint venture between the Miller-Valentine Group and Jeffrey R. Anderson Real Estate, Inc. which redeveloped a 10 acre assemblage site into approximately 200 luxury apartments and 60,000 square feet of commercial space. We handled all aspects of the transaction, including structuring the joint venture, site development agreements, and financing of the project. This project is intended as a gateway project for the Village of Silverton, Ohio.

Project Counsel for \$150 million Mixed-Use Project

We served as project counsel for a regional multi-family apartment developer in connection with the re-development of a \$150 million mixed-use project containing approximately 330 residential units, a boutique hotel, approximately 200,000 sq. ft. of office space, and a 1,400 space public parking garage on the Scioto Peninsula in downtown Columbus. Over a two year period, our team negotiated the purchase, sale and development agreement, and various interrelated land use agreements necessary for facilitating the creation of a new “festival street;” assisted in forming a new community authority which utilized a tax-exempt bond issuance to finance the public improvements supporting the project; collaborated with the Columbus Franklin County Finance Authority to issue tax exempt bonds, utilizing a ground lease/capital lease structure, to receive sales tax exemption savings on the materials used in construction of the apartment buildings; formed a joint venture entity to utilize capital contributions of equity investors and to take advantage of the project’s location in a qualified opportunity zone; and negotiated terms of an approximately \$60 million construction loan. Further, our development team negotiated an option of right of first offer as to the public parking garage and laid the groundwork for phase II expansion in the event our client wishes to expand its development footprint. Throughout the project, our team

collaborated with the city of Columbus, Columbus Downtown Development Corporation, Columbus-Franklin County Finance Authority, and counsel for two collaborative developers.

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.

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.