



Capital
Legal
Services

SHOPPING CENTER ON A TURNKEY BASIS

**Comprehensive
legal support
for commercial
real estate
projects**

- Land plots for construction of shopping centers
- Construction of shopping centers
- Investment agreements and dispute resolution
- Lease relations
- Ongoing operation of shopping centers
- Transactions with shopping centers



www.cls.ru



« **Chambers & Partners and Legal 500** note the high level of expertise, scale and broad geography of the projects implemented by associates of the Real Estate and Construction practice and recommend Capital Legal Services as one of the most reputable law firms in real estate.

Elena Stepanova, Partner at Capital Legal Services heading the Real Estate and Construction practice was noted by **Chambers & Partners** in the individual rating of associates based on client feedback. Clients highly appreciate Elena Stepanova's ability to combine deep legal expertise and understanding of the business particulars. "She stays personally involved in the file, has deep knowledge and understands how companies work" (Chambers Europe).



SHOPPING CENTER ON A TURNKEY BASIS –

FULL-SERVICE LEGAL SUPPORT FOR COMMERCIAL REAL ESTATE PROJECTS

A **SHOPPING CENTER** is commercial real estate that is attractive for investors.

Each stage of the shopping center life cycle, starting from selection of the land plot for the shopping center construction to the sale of the built shopping center to another owner, requires proper legal support at each stage of the project implementation. The best solution is to find a reliable partner capable of providing the full range of necessary legal services on a turnkey basis.

Advantages of such cooperation include optimization of business processes by working with the partner on multiple tasks simultaneously, improved efficiency of project implementation, reduced total cost of services due to comprehensive support provided by a single partner and so on.

This is exactly how Capital Legal Services, a leading Russian law firm, provides its services.

COMPREHENSIVE SERVICES SHOPPING CENTER ON A TURNKEY BASIS

- Support for projects on greenfield construction of facilities, including construction and connection of the infrastructure
- Development and approval of construction agreements, including based on FIDIC forms
- Legal support for the control function over performance of construction agreements
- Legal due diligence of real estate facilities, including land plots
- Drafting legal schemes and supporting transactions on acquisition of real estate, including acquisition of ownership or leasehold title to land plots for construction purposes
- Legal analysis of suitability of a land plot for construction purposes
- Representation and protection of investors' interests before state authorities
- Development of standard set of lease documents for shopping center under construction
- Negotiation and execution of lease agreements with a pool of tenants
- Registration of title to real estate, including facilities under construction
- Legal support for daily activity during operation of shopping center
- Pre-trial settlement of disputes and representing the client in court

Real Estate practice at Capital Legal Services

- Legal support of shopping center construction throughout Russia
- Over 1000 lease agreements for shopping premises on the landlord's side
- Due diligence as to suitability of land plots for construction of shopping centers throughout Russia



LEGAL SUPPORT IN ACQUISITION OF LAND PLOTS AND ESTABLISHING LEGAL SUITABILITY FOR PURPOSES OF SHOPPING CENTER CONSTRUCTION

For many years, Capital Legal Services has been successfully representing interests of major international companies in the course of acquisition of real estate, including land plots, for purposes of future construction of real estate facilities as part of regional expansion in Russia.

Our firm has broad experience in conducting comprehensive legal due diligence of real estate and land plots located in various regions of Russia for purposes of constructing shopping centers.

Due diligence of a land plot

When conducting due diligence of a land plot for purposes of constructing a commercial facility on it, we examine:

- The history of the current title holder purchasing rights to the land plot, legitimacy of its rights to the land plot, as well as the title to use the land plot;
- Legal analysis of previous transactions with the land plot;
- Potential risks arising from the procedure of acquiring the land plot by the current title holder, risks from earlier transactions in relation to the land plot, as well as recommendations on minimizing or eliminating them;

Establishing legal suitability of a land plot for purposes of shopping center construction

Suitability of a land plot for purposes of building a specific facility is determined not only based on good title of the current title holder. The future developer needs to establish whether it is possible to place the real estate facility on the land plot based on town-planning, environmental, sanitary and other regulations.

For these purposes, our team of associates establishes:

- Whether the category and the type of permitted use of the land plot are in line with the purposes of shopping center construction, as well as opportunities and procedures for changing them to ensure such compliance;
- Existing encumbrances and restrictions on the land plot use and their impact on possibility of constructing a shopping center.

Legal support for transactions on acquiring land title

Our firm will draft and ensure approval of the sale and purchase agreement or lease agreement with your contracting party. We will assist with determining the persons authorized to dispose over the land plot and list of required procedures, permits and approvals from the authorities if the land plot you are interested in is state owned.

LEGAL SUPPORT FOR SHOPPING CENTER CONSTRUCTION

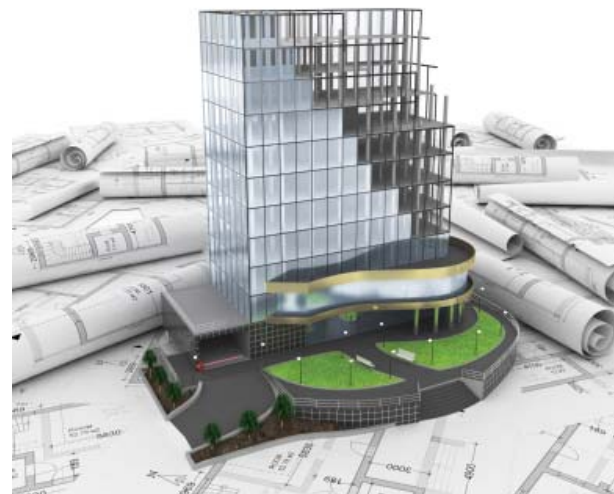
Associates of Capital Legal Services have extensive experience in providing legal support for greenfield construction of shopping centers, approval process and execution of various agreements related to construction, and are ready to provide the client support in all legal aspects of construction.

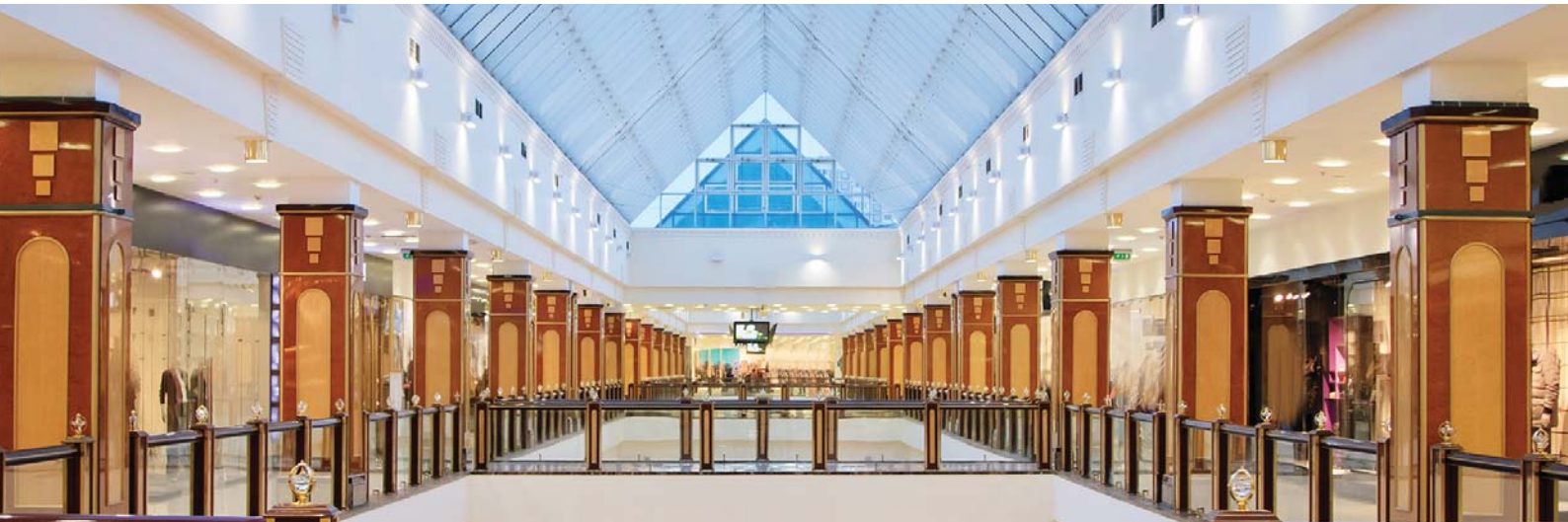
Negotiations with contractors and signing contractor agreements

Our firm has extensive experience in elaborating and amending contractor agreements, including adaptation of standard FIDIC agreements to Russian law and with due attention to the client's needs. We propose our clients comprehensive services on preparing all necessary legal documentation accompanying performance of the contractor works in the course of shopping center construction at all stages – from entering into a transaction to commissioning the facility, including interim documentation of certain stages in relations between the client and contractor in the course of construction. We are also involved in projects related to termination of agreements through court, where our firm successfully protects clients' interests.

Legal support with control over performance of contractor agreements

Associates of our firm participate in negotiations with contractors as to observing the schedule of construction and performance of other obligations under the agreement. If violations are revealed, we develop a strategy of cooperation with the contractor, and, if necessary, draft claims against the contractor who violated the obligations.





ENTERING INTO INVESTMENT AGREEMENTS AND SETTLING INVESTMENT DISPUTES

The process of construction, in particular in the Russian regions, implies constant cooperation with state and municipal authorities. Often, the period of project completion and performance of the investor's obligations before business partners depends on the decision of a state representative.

Associates of our firm have extensive experience in providing legal support for major investment projects in many Russian regions.

We assist our clients in obtaining necessary approvals, in entering into investment agreements, represent their interests in the course of settling disputes and disagreements with state authorities.

LEGAL SUPPORT FOR LEASE PROJECTS

Development of standard set of lease documents

Capital Legal Services has comprehensive experience of providing legal support for lease relations within multifunctional shopping and entertainment centers due to long-term collaboration with major foreign and Russian developers in Russia.

The standard set of lease documents is developed considering the client's needs as to standard commercial lease terms and conditions, including payment structure under the leases, as well as other peculiarities of the project being implemented, which need to be reflected in the standard lease agreements. When drafting them, we rely on the market business practice that has been formed, and consider the approaches of court practice to ensure maximum protection of the client's interests.

If necessary, we train the client's staff on the principles of working with the prepared set of lease agreements in order to sign lease agreements with the tenants.

Complex of services on registering relations with tenants

It is no secret that in order to fill a shopping center under construction with the planned pool of tenants, it is necessary to have a substantial number of employees who work on negotiating lease agreements with dozens/hundreds of tenants within the scheduled period. This is often a task difficult to achieve in practice.

We have unique experience of many years in implementing projects on providing legal support for turnkey occupancy of shopping centers by tenants operating in various market segments, including anchor tenants.

The team of our associates ensured approval and signing with tenants of over a thousand lease agreements for trade premises in shopping centers.



SUPPORT OF ONGOING ACTIVITY AT OPERATION STAGE OF THE PROJECT

Our firm provides services on preparing all necessary legal documentation to ensure operation of the shopping center after construction is completed: development and approval of facility management agreement, marketing services agreements, agreements for provision of security, utility services, cleaning, etc.

At the stage of the shopping center operation, we provide full-service legal support to our clients in cooperation with the tenants of the premises, in particular, settle disputes related to use of the shopping center premises, including disputes on conclusion, performance and termination of the lease agreements both through pretrial and litigation processes.



LEGAL SUPPORT OF SALE AND PURCHASE OF A SHOPPING CENTER

We provide the entire range of legal support services for transactions on sale and purchase of completed commercial facilities in full and in part, resolving issues related to joint management of a facility, as well as use of common property of the facility.



Capital Legal Services is a leading Russian full-service law firm supporting a wide range of major international and Russian companies. The firm was founded in 1999 and has offices in Moscow, St. Petersburg and Helsinki.

Capital Legal Services received high appraisal from **Chambers & Partners** and **Legal 500** for such areas as Corporate Law / M&A and Public-Private Partnership and was recommended for projects in real estate and construction, dispute resolution, antitrust legislation, labor law and intellectual property.

The Real Estate and Construction practice is among the key practices of Capital Legal Services. The firm has a long and successful track record of assisting foreign and Russian developers and acts as a legal advisor for some of the largest projects in real estate in Russia.

We are aiming at searching for and implementing effective and comprehensive solutions for our clients based on deep knowledge of the laws and understanding of the nature of the industry. Whatever business needs there are in quickly changing economic conditions, our clients always have a team of professionals and the most practical solutions at their disposal for business growth and development.

CONTACTS



Vladislav Zabrodin
Managing Partner

+7 495 970 10 90
+7 812 346 79 90
vzabrodin@cls.ru



Elena Stepanova
Partner

+7 495 970 10 90
estepanova@cls.ru