

Michelle Gail

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Professional Overview

Michelle enjoys using her wide array and 20 years of experience to find creative and effective solutions to help her clients achieve their goals.

Michelle has represented real estate funds, REITs, public entities, public and private pension plans, institutional and non-institutional real estate investors, developers, lenders and borrowers. Her experience enables her to advise clients on the entire life cycle of a real estate project – she has acumen in a wide range of real estate transactions, including acquisitions and dispositions of property, ground leases, development and construction, construction and permanent financing, and operational matters such as leasing and management. Michelle also has extensive experience in structuring joint ventures in connection with acquisitions of real estate.

Representative Matters

Represent Public Facilities Group and related nonprofit corporations with respect to the structuring, development and financing of development projects, including a high-rise office tower for certain of Los Angeles County's administrative offices, and the El Gabilan Library and Police Station Headquarters in Salinas, California. Each project included the negotiation of long-term leases with a governmental entity, a complex development agreement with a private developer, and design and construction contracts.

Represent Trinity Church in the redevelopment of a portion of its property in First Hill. The project involved negotiation of a complex set of transactional documents to establish an airspace condominium and establish parameters and milestones for the development and construction of the project by an international developer.

Represent a church client in the redevelopment of its property in South Lake Union with a national developer. The project involves the creation of an airspace condominium (the church's unit will sit atop the parking garage of the adjacent high-rise apartment tower) and a development agreement to ensure that certain development milestones are met.

Represent investment fund in acquisition of a national-brand hotel from a municipality that financed the construction of the project with bonds. The project includes negotiating a long-term lease arrangement with the municipality and negotiating significant modifications to the hotel management agreement.

Represented real estate investment trust in connection with several joint venture development of luxury high-rise apartment buildings in Seattle's Central Business District, Chicago, and San Francisco. Each project involved negotiation of a joint venture between pension funds to invest in the project in addition to a project level joint venture with a development partner, including related design and construction documents and property management agreements.

Represented landlords and tenants in preparing and negotiating long-term ground leases of both existing improvements and projects to be developed. Landlord-side representation includes assisting the Seattle School District in connection with several ground leases and development projects for surplus administrative properties and representing landlord in ground leasing vacant land in First Hill to a private developer to allow for construction of a luxury high rise apartment building. Tenant-side representation includes assisting an institutional investor in ground leasing property from Sound Transit to develop multiple, multi-use buildings adjacent to a light rail station and ground leasing industrial property from the Port of Portland in a multi-phase development of industrial property.

Represented investment funds and institutional investors in connection with the acquisition and disposition of billions of dollars of real estate in numerous major markets across the United State and across asset classes – office, multi-family, retail, industrial, hospitality, senior living, and manufactured housing:

- Acquisition of two office towers in San Francisco's Central Business District, and sales of office towers in Virginia, and office campuses in Pennsylvania and Illinois
- Acquisition of high-rise apartment buildings and apartment complexes in Chicago, Dallas, Houston, Florida, and disposition of apartment complexes in Illinois, Minnesota, and Florida
- Acquisition of a 10 property portfolio in Florida, Georgia and Texas and disposition of Pacific Place Shopping Center in Seattle
- Acquisition of warehouse facilities in Puget Sound region, California, Texas, and Nevada
- Acquisition and subsequent disposition of the 70 Park Avenue Hotel in New York, sale of the W Union Square Hotel in New York, W San Diego Hotel, W Newark Suites, and Madison Loews Hotel in Washington, DC, and the sale of the majority equity interest in the Charles Street Jail Hotel in Boston.
- Acquisition of two senior living facilities, involving negotiation of a joint venture agreement with an operating partner, as well as an operating lease and property management agreement for each facility.
- Acquisition of 13-property manufactured housing community portfolio in Michigan and Alabama and 10-property manufactured housing community in Michigan and Indiana

Represent a variety of landlords and tenants in negotiating leases across several asset classes, including office, retail, medical, and industrial.

Represent a variety of lenders, borrowers and equity investors in connection with structuring, documenting and negotiating construction, permanent, mezzanine and participating financings.

Represent a variety of owners and developers in drafting and negotiating development services agreements, architect agreements, construction contracts, build-to-suit and other design and development related documents.

Articles and Presentations

- Panelist, UCREW Event at the University of Washington's Runstad College of Built Environment, November 2019
- Presenter, "Management Strategies for Commercial Landlords," April 2017
- Presented several continuing legal education seminars and client specific seminars on a variety of real estate topics, including purchase and sale agreements, development and construction issues, leasing and due diligence.

Professional and Civic Involvement

- Washington State Bar Association – Real Estate and Business Sections
- Commercial Real Estate Women (CREW), Seattle Chapter Foundation
Director of Member Development
Champion and Member of Foundation Committee
- King County Bar Association
- Girls Go Outside, Co-Founder and Board of Directors (2005-2009)

Honors / Awards / Prior Experience

- Previously named a "Rising Star" by *Washington Super Lawyers*
- Member, McNaul Ebel, 2002 - 2016
- Attorney, Venture Law Group, 1999 - 2001
- Law Clerk to the Honorable Robert Beezer, U.S. Court of Appeals - Ninth Circuit, 1989 - 1999

Education

- J.D. cum laude, Georgetown University Law Center, 1998; Georgetown Law Review Associate Editor
- M.S., Georgetown School of Foreign Service, 1998; International Business Honors Certificate, 1998
- A.B., Stanford University, 1994

Bar/Court Admissions

- Washington State Courts
- Illinois State Courts

Personal

In my spare time, I enjoy having adventures: cycling from Seattle to San Francisco, climbing Mt. Kilimanjaro, trekking in Patagonia, and rafting the Grand Canyon. My current and favorite adventure is introducing my daughter to the wonders of the Pacific Northwest.