

## Brian M. Cohen

*Director*

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Brian M. Cohen advises clients on all aspects of sophisticated commercial real estate transactions, focusing on financings, acquisitions, sales, site assemblages, joint ventures, leases, restructurings and workouts for office, multifamily, retail, industrial and hospitality properties and portfolios in New York City and throughout the country.

As one of New York City's leading real estate lawyers, Brian has played an integral role helping advance the legal and business goals of his clients, which include private equity and debt funds, institutional investors, family offices, public and private REITs, foreign investors, and high-net-worth individuals.

Brian is particularly distinguished for his deep understanding of the New York City real estate ecosystem. A trusted advisor, he has a unique ability to develop highly creative solutions to complex problems such as using litigation as a tool to restructure real estate loans and projects and helping negotiate and collaboratively resolve partnership disputes.

His market-leading practice also entails representing entrepreneurs and family offices in a wide variety of investment activities, transactions, and agreements designed to help them accumulate, manage, transfer, and protect private wealth.

Brian's clients include:

- Brause Realty
- Rockrose Development
- Nuveen
- Lonicera Partners
- Olshan Properties
- Third Millennium Group
- BH3 Management
- QC Terme

- Nasser Freres

### **Accolades**

- Martindale Hubbell Peer-Review Rated AV Preeminent™
- New York Trailblazers (2020), *The New York Law Journal*
- New York Metro Super Lawyers, 2011 - 2023
- UJA-Federation of New York Volunteer Service Award, 2009
- UJA-Federation of New York Lawyer's Division James H. Fogelson Award, 2005

### **Affiliations**

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Honorary Counsel to the Conference on Jewish Material Claims Against Germany, Inc. (Claims Conference)

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Co-Chair, Real Estate Council, UJA-Federation of New York

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Member, Board of Directors, Jewish Community Relations Council of New York

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Research Sponsor, Zell/Lurie Real Estate Center, University of Pennsylvania

- Lecturer, *Contract Negotiations and Legal Considerations*, NYU Schack Institute of Real Estate, 2017 - 2023

### **Admissions**

- New York
- New Jersey

### **Education**

- Benjamin N. Cardozo School of Law, Yeshiva University (J.D., 1996)
- George Washington University (B.A., 1992)

## **Representative Matters**

### **Brause Realty Long-Term Lease to JetBlue Airways**

Representation of Brause Realty, as the landlord, in connection with negotiation of a 195,000 square foot long-term lease to JetBlue Airways, at 1 Queens Plaza North, Long Island City, NY and related financing with Apple Bank.

**Brause Realty Assemblage and Development of The Forge**

Representation of Brause Realty in connection with assemblage and development of The Forge, a 272-unit tower in Long Island City (Queens), NY, and closing of the construction financing from M&T Bank and Bank of New York Mellon.

**Brause Realty Refinancing of The Forge**

Representation of Brause Realty in connection with the refinancing of The Forge, a 272-unit residential tower in Long Island City (Queens), NY. We advised our client on the permanent financing which was provided by Massachusetts Mutual Life Insurance Company.

**Brause Realty Development of New Rochelle, NY Mixed-Use Building**

Representation of Brause Realty in connection with its investment in the development of a transit-oriented, mixed-use asset in New Rochelle, NY, through a joint venture with RXR Realty and a private investor. The project consists of a 280-unit residential tower with 20,000 square feet of retail / cultural space and multiple levels of below-grade parking. Our work has included negotiating a complex land contribution joint venture agreement, as well as subsequent restructuring and contribution to a Qualified Opportunity Zone Fund.

**Brause Realty Construction Financing**

Representation of Brause Realty in a \$75,000,000 construction financing of 255 East 39<sup>th</sup> Street, New York, New York.

**Rockrose Development Acquisition of 15 East 26th Street**

Representation of Rockrose Development in the acquisition of 15 East 26th Street, New York, New York, part of an acquisition of over 30 tenancy-in-common (TIC) interests to acquire the asset at a below market value of approximately \$300 million.

**Rockrose Development Sale of NYC Office Portfolio Tenancy-In-Common (TIC)**

Representation of Rockrose Development in the sale of a portfolio of tenant-in-common interests in office properties in New York City, located at 4 Bryant Park, 16 Madison Square West, 121 East 24th Street, and 44 West 18th Street.

**Rockrose Development Acquisition of 4 Bryant Park**

Representation of Rockrose Development in the acquisition of a tenancy-in-common interest in 4 Bryant Park, New York, NY.

**Lonicera Partners Ground-Up Development**

Representation of Lonicera Partners in developing a 290-unit, mixed use building located at 55 Willoughby Street, Brooklyn, New York, which is a qualified opportunity zone investment that will consist of approximately 223,000 square feet of residential space and 4,500 square feet of commercial space. Goulston & Storrs advised Lonicera on multiple aspects of the transaction,

including the \$48 million acquisition of the fee interest at 47-55 Willoughby Street and the associated purchase money mortgage in connection with such acquisition, the negotiation of joint venture agreements with capital partners to provide development capital for the project tax advice pertaining to qualified opportunity zone investments, and the acquisition of air rights at 57 Willoughby Street, Brooklyn, New York.

**Lonicera Partners Ground-Up Development**

Representation of Lonicera Partners with the ground-up development of a 34-story apartment complex located at 15 Hanover Place, Brooklyn, New York with approximately 285,680 net rentable square feet, 314 residential units and approximately 9,400 square feet of commercial space in Downtown Brooklyn. Our work includes representation with respect to the limited partner, co-general partner, and syndicated equity venture arrangements, a mortgage and mezzanine acquisition loan, a fee and leasehold construction financing and tax and structuring matters.

**Lonicera Partners Ground-Up Development**

Representation of Lonicera Partners in the assemblage, ground-up development, equity joint venture, and financing of a 23-story, 116,000-square-foot, 160-unit apartment complex with 6,000 square feet of commercial space at 310 Livingston Street, Brooklyn, New York.

**Deco Tower Associates and Resolution Real Estate formation of McGraw Hill Building Commercial Condominium**

Representation of Deco Tower Associates LLC in connection with the McGraw Hill Building Commercial Condominium Formation.

**Resolution Real Estate and Marciano Family JV, Financing, and Loan Workout**

Representation of real estate investment firm in connection with a joint venture, financing, and subsequent loan restructuring of the office building at 251 West 30<sup>th</sup> Street, New York City.

**Third Millennium Group 237 Park Avenue Investment Syndication**

Representation of Third Millennium Group in connection with 237 Park Avenue investment and related preferred and common equity syndications.

**Third Millennium Group Equity Financing of 540 West Madison**

Representation of Third Millennium Group in connection with the equity financing of 540 West Madison, Chicago, Illinois.

**HF Capital Acquisition Loan and Capital Structure Reorganization**

Representation of HF Capital, a real estate investment office, in the purchase of 12 apartment buildings on Manhattan's upper east side through a stock purchase agreement and acquisition of interested in an existing company; negotiation of an acquisition loan with a significant renovation budget, and completely re-organized the capital structure of the companies to bring in new investors through a small private fund in a tax efficient manner. As a result of our work, HF Capital has recapitalized these properties and placed more rental apartments back on the market.

**Nasser Freres Investment in Condominium Development**

Representation of Nasser Freres in connection with the development of 520 Park Avenue, a 51-story ultra-luxury condominium project in midtown Manhattan, involving the combination of multiple lots and air rights purchase, related \$445M financing, and subsequent condominium inventory loan.

**Nasser Freres Mixed Use Development of Jersey City**

Representation of Nasser Freres in connection with the ground up development, construction financing, and construction agreements of a 622 unit, 28-story mixed use tower at 22 Cottage Street, Jersey City, New Jersey.

**Limited Service Hotel Investor Group Purchase, Financing, and Equity Joint Venture of Five Hotels**

Representation of a limited service hotel investor group in connection with the purchase, financing and equity joint venture of five limited service flagged hotels in the Carolinas.

**Marriott Vacations Worldwide Corporation Purchase of New York City Hotel**

Representation of Marriott Vacations Worldwide Corporation in its purchase of the 176-room Strand Hotel in New York City and related redevelopment plan.

**Springhouse Partners Acquisition, Financing and Redevelopment of 1700 Alton Road**

Representation of Springhouse Partners in connection with its \$21M acquisition and related construction financing and redevelopment of 1700 Alton Road, a 35,530-square-foot, five-story, mixed-use property in Miami Beach, Florida. Through a joint venture with Forte Capital Management (which the firm helped structure for our client), Springhouse will redevelop the building into a hotel with ground-floor retail.

**Belden Capital Acquisition, Disposition, Joint Venture and Financing of Multiple Properties**

Representation of Belden Capital and its affiliates in connection with the acquisition, disposition, joint venture and financing of multiple properties fully leased to the General Services Administration in Philadelphia, PA, Omaha, NE, Mesa, AZ, Raleigh, NC, Walnut Creek, CA, and other cities throughout the United States.

**Extell Development Acquisition of 12,000-square-foot Building in Manhattan's Diamond District**

Representation of Extell Development in the acquisition of 572 Fifth Avenue, a 12,000-square-foot office building in Manhattan's Diamond District, from a private investor.

**BH3 Management Development of Island Gardens, Miami**

Representation of BH3 Management, a vertically-integrated real estate investment manager, operator and developer, in connection with the development of Island Gardens, Miami. Goulston has acted as lead counsel in connection with negotiating the purchase and sale agreement for BH3's acquisition of the luxury hotel, lifestyle hotel, parking, retail and residential components of the 5-star project, which already includes Yacht Haven Grande Miami, the first deep-water super

yacht marina of its capacity in the Western Hemisphere. Goulston's work has included significant and complicated due diligence, including review and negotiation of master and ground lease interests, master development agreements, title documentation, condominium structure, construction documentation, entitlements, environmental diligence, city litigation, branding opportunities, joint venture and construction financing.

#### **QC Terme NYC Long Term Ground Lease on Governor's Island**

Representation of QC Terme NYC LLC in connection with the first-ever, long term ground lease on Governor's Island, a 172 acre island in the heart of New York Harbor, including handling of all of the construction and design contracts and service contracts with all service providers. Separately, our lawyers provided IP advice with respect to all aspects of QC Terme's name, logos, and advertising in the United States. We are performing ongoing IP work with respect to contracts to facilitate brand partnerships at the site.

#### **Sanz Property Management construction loan for The Braddock**

Representation of Sanz Property Management in a \$52,500,000 construction loan financing for a 135-unit multifamily complex known as "The Braddock" and located at 8619 Bergenline Avenue in North Bergen, NJ.

#### **Nuveen Lease Up**

Representation of Nuveen with respect to the lease up of the office building located at 730 Third Avenue, New York, New York

## **My Goulston Story**

#### **About Goulston & Storrs**

Goulston & Storrs is a modern, vibrant firm where the practice of law is pursued with deep expertise, wide diligence and inspiring camaraderie. As an Am Law 200 law firm, we have a rich bench of lawyers, paralegals and business professionals collaborating across multiple disciplines and industries. Known for its roots as a real estate powerhouse, the firm includes leading corporate, litigation, and private client and trust practices. With a deep dedication to keeping our clients' business goals clearly in view, our eyes are always focused on results.

When you become a partner at Goulston & Storrs, you will quickly see that everyone in the firm embraces the firm's core values of consensus, teamwork and communication. Our one-tier partnership empowers each partner to have a seat at the table and a voice in making decisions that impact the firm and the legal community. These attributes create the foundation for our ability to provide outstanding client service while producing excellent legal results. [Learn more about becoming a partner at Goulston and Storrs.](#)

