

Amy H. Wells

PARTNER

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Overview

Amy is the lead partner of Cox, Castle & Nicholson's Institutional Investor Team, and has more than thirty years of experience representing institutional investors in all aspects of complex real estate, infrastructure and private equity investments. She is well versed in the issues that are of particular concern to institutional investors. Her knowledge of current market terms makes her highly effective in accomplishing her client's investment goals.

Structuring Complex Transactions

Amy has extensive experience in all types of real estate, infrastructure and private equity transactions, and understands current market terms and opportunities. She is particularly adept at structuring, documenting, and negotiating strategic relationships such as joint ventures and commingled funds, as well as fiduciary relationships between institutional investors and their consultants and advisors. She is highly sophisticated in multi-state and multi-property transactions, property related transactions such as leasing, financing, construction, and management agreements on all property types and international investments by United States public pension funds.

Advisor To Public Pension Funds

Amy works extensively with State, City and County public pension funds across the United States on their investment activities, and is experienced in working with in-house counsel, investment committees and boards, as well as the outside consultants and advisors frequently used by public pension funds in their investment

Practice Areas

Business & Real Estate Disputes
Commercial Lending
Commercial Real Estate Leasing
Commercial Real Estate Transactions
Corporate Entity Governance & Structuring
Finance & Corporate
Joint Ventures, Fund Formations & Project Syndication
Real Estate

Industries

Institutional Investors
International Investments
Life Sciences
Pension Funds
REITs

Real Estate Sectors

Industrial
Mixed-Use
Multifamily

activities. She understands the relationship between the investor, in-house counsel, its advisors, consultants, and outside counsel, and works efficiently and effectively with the investor and all the various service providers. Known for her business acumen and effective legal advice, Amy has structured, documented, and negotiated hundreds of real estate and private equity transactions for public pension funds, including joint ventures, commingled funds, private equity arrangements, infrastructure investments, advisory relationships, acquisitions, dispositions, lending, leasing, and other investment activities. Her experience extends to international investments, and she has worked with international counsel to document international transactions in the most efficient manner for United States investors.

Bar & Court Admissions

State Bar of California

State Bar of Texas

Education

J.D., University of California, Los Angeles School of Law, 1988

B.A., Occidental College, 1978, cum laude

Experience

Structured and negotiated an infrastructure joint venture with an initial State public pension fund commitment of \$300 million and the opportunity to expand that commitment, with a purpose of creating value through making direct investments into both domestic and international infrastructure assets and companies, with an initial proposed investment in a French telecom business, and follow on work reviewing requirements related to those investments, including providing “equity commitment letters” and other structuring devices in connection with the transactions.

Structured and negotiated the investment by a State public pension fund’s \$400 million investment in a joint venture with a Japanese based partner, focused on value-add strategies office, multifamily, retail and industrial property types in Japan, including negotiating subscription financing arrangements with an overseas lender.

Office

Residential, Mixed-Use
Development & Homebuilding

Retail

Structured and negotiated a State public pension fund's \$600 million CAD investment in a programmatic industrial joint venture in Canada, focusing on both core and opportunistic industrial opportunities as well as speculative construction and build to suit opportunities in the greater Toronto area. This transaction included engaging and coordinating with Canadian counsel regarding various tax and structuring aspects of the transaction.

Negotiating and documented a State public pension fund's \$600 million investment with a vertically integrated operating company investing primarily in office product across the United States, including negotiating asset, property and construction management and leasing agreements.

Handled the increase by \$300 million of capital allocated to an office property focused joint venture between a State public pension fund and its US partner investing across the United States, and the concurrent transfer of certain pre-existing assets from another State joint venture into the new relationship.

Negotiated a City pension fund investment in a proposed "green" investment structure focusing on the acquisition, development, renovation, redevelopment, and financing of real estate projects located in five boroughs of New York, which investments have a commitment to sustainability by incorporation of transit-oriented development along regional commuter lines, and focus on workforce housing and commercial developments.

Negotiated and documented a State pension fund's \$300 million investment in a new programmatic joint venture with a strategy to entitle and develop mixed-use real estate projects in in-fill locations in the San Francisco Bay Area of California.

Structured and negotiated the Real Estate Strategic Plan for a large California pension fund, including negotiating the relationships between the fund and partners in the core investment areas of industrial, retail, multi-family, and office.

Negotiated separate account advisory agreements for multiple public pension funds as well as an endowment fund with its third party advisors who will manage portions of the fund's investment portfolio. Often engaged to update advisory agreements for public funds, as their prior contracts expire or they engage new advisors.

Represented an institutional investor's interests in the unwinding of a joint venture, resulting in the division of more than 60 properties valued in excess of \$1 billion dollars, the formation of three joint ventures and the concurrent acquisition of 32 industrial properties in California, valued at \$558 million dollars, together with the assumption of two loans totaling more than \$170 million dollars, the release and reconveyance of other debt, environmental, title, survey and contract review, and modification of the advisory agreement with the pension fund's advisor to address the new properties.

Represented an institutional investor in its \$500 million investment, and concurrent \$900,000 co-investment, in a large, open ended commingled fund investing in domestic and international infrastructure investments, including airports, ports, renewable power, and energy facilities.

Represented institutional investors in its \$175 million investment in a multi-billion dollar an open-ended real estate co-investment vehicle investing in equity real estate investments in the United States.

Represented three U.S. institutional investors in connection with conversion of their investments in two commingled funds that owned approximately 150 assets located in Mexico by converting into a Mexican REIT, and handling their

shares in the resulting \$600 million dollar public offering.

Represented an institutional investor in the formation and maintenance of a separate investment vehicle capitalized with \$500 million, and its subsequent investments in an emerging markets investment program in residential, office, retail, and industrial real estate investments in diverse locations such as China, Brazil, Colombia, Mexico, Perú, and Uruguay, which included the review and negotiation of the partnership agreement, side letter, subscription agreement, and documentation provided to lenders to the fund.

Represented an institutional investor's interests in the unwinding of a joint venture, resulting in the division of more than 60 properties valued in excess of \$1 billion dollars, the formation of three joint ventures and the concurrent acquisition of 32 industrial properties in California, valued at \$558 million dollars, together with the assumption of two loans totaling more than \$170 million dollars, the release and reconveyance of other debt, environmental, title, survey and contract review, and modification of the advisory agreement with the pension fund's advisor to address the new properties.

Insights

News

Cox, Castle & Nicholson Recognized in Chambers USA 2023 Guide
Press Release, *Chambers USA 2023 Guide*, 6.1.23

Thirty-Four Attorneys Named 2022 California Super Lawyers
Press Release, *Super Lawyers*, 8.1.22

Chambers Ranks Eight Cox Castle & Nicholson Attorneys for the 2022 USA Guide
Press Release, *Chambers USA*, 6.3.22

Chambers Ranks Five Cox Castle & Nicholson Attorneys for the 2021 USA Guide
Press Release, *Chambers USA*, 5.20.21

Twenty-Five Cox Castle & Nicholson Attorneys have been selected to the 2020 Southern California Super Lawyers
Press Release, *Super Lawyers*, 5.1.20

Twenty-Nine Cox, Castle & Nicholson Attorneys Recognized As 2019 Southern California Super Lawyers & Rising Stars
Press Release, *Southern California Super Lawyers*, 7.15.19

Amy Wells Featured In The Mann Report's Women In Real Estate
News, *The Mann Report*, 3.6.19

Amy Wells Named Among "2018 Women In Real Estate" By Connect Media
Press Release, *Connect Media*, 11.14.18

Amy Wells Featured In Attorney At Law Magazine
News, *Attorney At Law Magazine*, 11.5.18

Amy Wells Featured In SoCal Real Estate
News, *SoCal Real Estate*, 9.21.18

Amy Wells Inducted Into The Real Estate Forum "Women of Influence Hall of Fame"
News, *The Real Estate Forum*, 9.12.18

Cox, Castle & Nicholson Named LA's #1 Real Estate Law Firm By The Real Deal
Press Release, 7.26.18

Cox, Castle & Nicholson Named LA's Top Real Estate Law Firm By The Real Deal
News, *The Real Deal*, 7.26.18

Thirty-five Cox, Castle & Nicholson Attorneys Recognized As 2018 Southern California Super Lawyers & Rising Stars
Press Release, *Southern California Super Lawyers*, 7.10.18

Thirty Six Cox, Castle & Nicholson Attorneys Recognized As 2017 Southern California Super Lawyers & Rising Stars
Press Release, *Southern California Super Lawyers*, 6.7.17

Thirty Five Cox, Castle & Nicholson Attorneys Recognized As 2016 Southern California Super Lawyers
Press Release, *Southern California Super Lawyers*, 6.6.16

Thirty Cox, Castle & Nicholson Attorneys Recognized As 2015 Southern California Super Lawyers And Six Named As
Rising Stars
Press Release, 1.23.15

41 Cox, Castle & Nicholson Attorneys Recognized As 2014 Super Lawyers
Press Release, 7.17.14

Daily Journal Names Amy Wells One Of California's Top Women Lawyers
Press Release, 5.15.14

Daily Journal Names Amy Wells As A 2013 Top 100 Lawyers In California
News, *Daily Journal*, 9.11.13

Real Estate Forum Selects Wells And Vesci As Women Of Influence
News, *ALM Real Estate Forum*, August 2013

Three Cox, Castle & Nicholson Attorneys Featured In LABJ
Press Release, *Los Angeles Business Journal*, 7.22.13

Los Angeles Business Journal : Who's Who In L.A. Law
News, *Los Angeles Business Journal*, 7.22.13

Seven Cox, Castle & Nicholson LLP Attorneys From The Los Angeles Office Were Listed By Super Lawyers As The Top Women Attorneys In Southern California 2013
Press Release, *Super Lawyers*, 6.13.13

Twenty-Four Cox Castle & Nicholson LLP Attorneys Are Selected To Be Published In The 2013 Super Lawyers Business Edition
Press Release, *Super Lawyers Business Edition Magazine*, 1.21.13

Pension Funds Gravitating to Real Estate
News, *Daily Journal*, 8.15.12

Twenty-Four Cox, Castle & Nicholson, LLP Attorneys Are Selected To Be Included In The Southern California Super Lawyers 2012 List
Press Release, *Law 360*, January 2012

Daily Journal Names Cox Castle Nicholson Partner To Prestigious Top 100 List For 2011
Press Release, *Daily Journal*, 9.28.11

Top Women Lawyers
News, *Daily Journal*, 5.11.11

Cracking The Glass Ceiling
News, *Real Estate Southern California*, October 2009

Women Lose Ground in C-Suite
News, *National Real Estate Investor*, September 2009

Speaking Engagements

2018 USC Lusk Spring Board Meeting
Loews Santa Monica Beach Hotel, Santa Monica, CA, 2.15.18

Publications

Americas: Dealing With Conflicts Of Interest In Joint Enterprises
Article, *The Letter - Americas*, 10.16.13

Crafting Carried Interest Provisions: Legal Issues Related To Current Market Trends In Compensation
Article, *PEI*, 12.14.12

A Higher Standard
Article, *The Institutional Real Estate Letter – North America*, July/August 2012

Investing In Infrastructure
Article, *Institutional Investing In Infrastructure*, March 2012

Breaking Up Is Hard To Do

Article, *The Institutional Real Estate Letter – North America*, January 2012

Do You Care? An Examination of Standards of Care

Article, *The Institutional Real Estate Letter – North America*, September 2011

Buddy, Can You Spare a Dime?

Article, *The Institutional Real Estate Letter – North America*, October 2010

The Big Payoff - The Challenges and Rewards of Making Discounted Payoffs on Performing Loans

Article, *The Institutional Real Estate Letter – North America*, June 2010

Bankruptcy Basics - What to Expect When a Partner Goes Bust

Article, *The Institutional Real Estate Letter – North America*, March 2010

A Buyer's Guide to Secondary Sales

Article, *The Institutional Real Estate Letter – North America*, October 2009

They Asked You to Do What?

Article, *The Institutional Real Estate Letter - North America*, July 2009

Making the Best of a Bad Situation

Article, *The Institutional Real Estate Letter – North America*, May 2009

Unraveling a Joint Venture

Article, *The Institutional Real Estate Letter – North America*, March 2009

The Structure Of Infrastructure

Article, *The Institutional Real Estate Letter – North America*, 9.1.08

Prescriptions For Subscriptions

Article, *The Institutional Real Estate Letter - North America*, 3.1.08

Know the Terms

Article, 10.01.07

Building for the Future

Article, 09.01.07

New Standards for Environmental Due Diligence

Article, 02.01.07

Put It in Writing

Article, 10.01.06

Old Problem - New Solution?

Article, 07.01.06

A Higher Standard. Duty of Care in Real Estate Ventures

Article, May 2006

On Loan - The Basics of Subscription Financing

Article, October 2005

The Paperless Office (Are We There Yet?)

Article, July 2005

A Fund Primer

Article, 05.01.05

The Risks of Security

Article, February 2005

Changing of the Guard

Article, October 2004

Lost In Transformation

Article, 08.01.04

Partners in Crime

Article, 02.01.04

Dealing With Defects

Article, 10.01.03

An Opportune Time for Niche Funds

Article, August 2003

Developing Deals

Article, May 2003

Asset vs. Entity Investing

Article, February 2003

Awards & Affiliations

Honors & Recognitions

Ranked in *Chambers USA Nationwide* in Investment Funds: Investor Representation, 2021-2023

Forum's Women of Influence Hall of Fame

Named by the Daily Journal as one of California's Top Women Lawyers

Recognized as one of the Daily Journal's Top 100 Lawyers

Selected as one of the top attorneys in *Los Angeles Business Journal's* "Who's Who in Law: Angelenos to Know in Real Estate Law"

Los Angeles Magazine's "Top Women Lawyers of Southern California"

ALM Real Estate Forum's Women of Influence

Daily Journal's "California's Top Women Lawyers"

Identified as one of Real Estate Forum's Women of Influence

Selected as one of the "Outstanding Women" in Real Estate in the September issue of the National Real Estate Investor Magazine

Honored as a Women of Influence in Southern California by the Real Estate Southern California Magazine

National Real Estate Investor Magazine's "Outstanding Women in Real Estate"

Real Estate Southern California Magazine's "Women of Influence in Southern California"

One of *Real Estate Southern California Magazine's* Top 40 Southern California professionals

Southern California Super Lawyers 2004, 2012-2021

Professional Affiliations

Pension Real Estate Association

National Association of Public Pension Attorneys

National Multi Housing Council

USC Lusk Center for Real Estate, Board Member