



Marisa N. Bocci

Partner

Seattle

+1.206.370.7638

marisa.bocci@klgates.com

OVERVIEW

Marisa Bocci is a partner in the firm's Real Estate practice. She works on a range of real estate transactional matters, including purchase and sale agreements, joint venture arrangements, and leasing. Her practice focuses on hotel and resort properties, commercial real estate assets, agriculture and agribusiness matters, and natural resource investment activities. Marisa advises asset managers and institutional investors on direct investing, co-investments, joint ventures, and other investment strategies relating to real assets in a variety of sectors. A number of Marisa's matters include the purchase or sale of real estate portfolios, whether in multiple serial transactions or in a single large-scale multi-property transaction.

Marisa's hospitality industry experience includes the purchase and sale of hotel properties, particularly in the luxury or full-service sector. She also works on matters relating to the golf and restaurant sectors, including negotiation of restaurant operation agreements with high profile chefs. In addition to transactional work, she also advises on asset management issues relating to operations and handles negotiations with management companies, procurement services, and consulting and co-branding arrangements.

In the agriculture sector, Marisa has specific experience in matters relating to agribusiness investments. She handles transactions across the country involving the purchase, sale, leasing and financing of farmland, often on behalf of family office, pension fund, investment management, and private equity clients. Further, she advises clients on operational issues specific to the food packing and processing industry, including supply chain, labor, and AgTech matters. In addition, she also advises clients on agribusiness-related M&A transactions. Marisa regularly speaks and writes on agribusiness topics, and co-authors a subscription-based newsletter covering US legislative affairs and government programs specific to the agribusiness industry.

Marisa works on wind, solar, mineral, and timber portfolio matters for her institutional investor clients. Some of these activities are in conjunction with other agribusiness operations; others are standalone natural resource investments. She advises on water infrastructure projects, water rights dispositions and acquisitions (including trust arrangements), and private water share or water utility district arrangements. Of special interest, Marisa often advises clients on their Bureau of Reclamation water arrangements. Marisa works closely with natural resource investor clients on their sustainability initiatives and ESG-guided operational policies.

In her commercial real estate practice, Marisa advises both corporate and non-profit clients on their real estate needs, helping them manage their real estate facilities. She advises universities, churches, hospitals, and arts

organizations on real estate purchase, sale, leasing, construction, financing, and joint venture matters. In the business sector, she assists national and international companies with their real estate portfolio needs, including purchase and development of greenfield manufacturing, R&D, and warehouse facilities.

A significant number of Marisa's matters involve foreign investment in U.S. real estate assets, particularly agricultural properties (timber, cropland, rangeland). She advises clients on federal and state foreign and corporate ownership regulations regarding ownership and operation of agricultural property, including analysis of pending state and federal legislation. She also assists clients with their AFIDA and state-analogous disclosure filings, including work on behalf of clients with the U.S. Department of Agriculture regarding compliance matters. Marisa co-authors the REBO Quarterly, a publication for clients that provides insights and analysis of federal and state regulations specific to real estate and beneficial ownership.

PROFESSIONAL BACKGROUND

Prior to joining the firm, Marisa was in-house counsel for a private client asset management and investment firm. Previously, Marisa was a real estate lawyer at a national law firm in New York. Marisa is certified in Legal Project Management by the LPM Institute.

ACHIEVEMENTS

- Recognized in *The Best Lawyers in America*® 2024 for Real Estate Law in Seattle, 2024
- Recognized by *Chambers USA* for Real Estate since 2018
- Named to the Washington Super Lawyers Rising Stars list, 2016
- Certification, Sustainable Capitalism and ESG Online, Berkeley Law Executive Education, July 2021

PROFESSIONAL / CIVIC ACTIVITIES

- American Agricultural Law Association, Board Member

SPEAKING ENGAGEMENTS

- Presenter, Challenges to Foreign Ownership of US Farmland, Global AgInvesting 2024, 17 April 2024
- Presenter, Agricultural Foreign Investment Disclosure Act: Reporting Requirements, Avoiding Unintentional Violations, *StraffordPub*, 11 January 2024
- Presenter, *Regulatory, Rules and Requirements Revisited: Part II of a Discussion on Requirements Applicable to Foreign and Domestic Purchasers of US Agricultural Property*, American Agricultural Law Association Annual Agricultural Law Symposium, November 2023
- Panelist/Speaker, Restrictions on Foreign Investments in US Agricultural Land – Potential Repercussions for the Timberland Sector, *World Forestry Center 2023 Who Will Own the Forest?*, 28 September 2023

- Panelist/Speaker, *Agricultural Leases: Unique Terms, Drafting Considerations, and Pitfalls for Landlords and Tenants*, *StraffordPub*, 31 August 2023
- Presenter, *Anti-Money Laundering and International Investment Considerations for Your Practice*, ALI Modern Real Estate Transactions, January 2023
- Presenter, *What Leasing Lawyers Should Know about Acquisitions, What Acquisition Lawyers Should Know about Leasing, and What Leasing and Acquisition Lawyers Need to Know about Lender Concerns*, ALI Modern Real Estate Transactions, January 2023
- Presenter, *Acquisitions and Dispositions: What is Market?*, ALI Modern Real Estate Transactions, January 2023
- Presenter, *Restrictions, Reportings and Rules: The Regulatory Landscape Applicable to “Foreign” and Corporate Owners and Lessees of U.S. Agricultural Land*, American Agricultural Law Association Annual Agricultural Law Symposium, November 2022
- Presenter, *Farm and Agribusiness Purchase and Sale Transactions: Key Legal Issues for Buyers and Sellers*, *Strafford Webinar*, September 2022
- Presenter, *ESG 101 and Why It Matters to Agribusiness*, *North Carolina Chamber of Commerce, Ag Allies Webinar*, 25 May 2022
- Presenter, *Farmland As An Investment Class – Pitfalls and Opportunities*, Young Presidents' Organization (Webinar), January 2022
- Presenter, *Farmland Auctions: Working with Brokers and Property Managers to Sell (or Buy) the Farm*, American Agricultural Law Association Annual Agricultural Law Symposium, November 2021
- Presenter, *Bureau of Reclamation and RRA Background*, American Agricultural Law Association Annual Agricultural Law Symposium, November 2021
- Presenter, *Common Closing Disputes*, Law Seminars International Presents: The 26th Annual Advanced Conference on Advanced Real Estate Purchases & Sales, April 2021
- Presenter, *Specialty Leases: Five Types, Five Takeaways*, ALI CLE Modern Real Estate Transactions Conference, February 2021, (Webinar)
- Presenter, *Purchase and Sale Agreements Part 1: Drafting and Executing Your Next Agreement*, ALI CLE Modern Real Estate Transactions Conference, February 2021, (Webinar)
- Presenter, *ESG: Legal Perspectives on Responsible Farmland Ownership and Operations*, American Agricultural Law Association 2020 Annual Agricultural Law Symposium, November 2020 (Webinar)
- Presenter, *Farmland: Real Estate Transactions in the Agribusiness Sector*, ALI CLE Modern Real Estate Transactions Conference, February 2020, Phoenix, AZ
- Presenter, *Cannabis and Landlord Considerations*, ALI CLE Modern Real Estate Transactions Conference, February 2020, Phoenix, AZ

- Presenter, *Protections for Landlords and Lenders When Working with Hemp Growers*, American Agricultural Law Association Webinar, December 6, 2019
- Moderator, *No Bull: Monetizing the Environmental Attributes of Dairy Gas, Ag Waste, and Renewable Energy Projects on Farmland*, American Agricultural Law Association Education Symposium, November 9, 2019, Washington, D.C.
- Presenter, *Farm and Agribusiness Purchase and Sale Transactions: Key Legal Issues for Buyers and Sellers*, Strafford Webinar, September 24, 2019
- Presenter, *Wetlands & Water: How to Avoid Drowning in Red Tape*, American Agricultural Law Association 2018 Annual Agricultural Law Symposium, October 2018, Portland, OR
- Moderator, *How the New Tax Bill will Impact the Agribusiness Sector*, K&L Gates Webinar (CLE), January 23, 2018, Seattle, WA
- Presenter, *Foreign Investment Considerations in U.S. Farmland*, American Agricultural Law Association 2017 Annual Agricultural Law Symposium, October 2017, Louisville, KY
- Panelist, *Ask Me Anything: Agricultural Law Panel*, Women in Agribusiness Summit, September 2017, Minneapolis, MN
- Presenter, *Reclamation Water Rights and Farm Transactions*, Washington State Bar Association, 2017 Real Property, Probate and Trust Section Midyear Meeting & Conference. June 2017, Walla Walla, WA
- Moderator, *Institutional Investment Opportunities in U.S. Farmland*, Global Agricultural Investment Conference, April 2017, New York, NY
- Presenter, *The Infrastructure of Hotel Ownership & Responsibility: The Stakeholders in the Operations of a Hotel Property*, Global Travel Risk Summit (Seattle), February 2017, Seattle, WA
- Presenter, *Mergers and Acquisitions: When the Farm or Agribusiness Are Up for Sale*, American Agricultural Law Association 2016 Annual Agricultural Law Symposium, October 2016, Oklahoma City, OK
- Moderator, *Farm Labor Matters*, American Agricultural Law Association 2016 Annual Agricultural Law Symposium, October 2016, Oklahoma City, OK
- Presenter, *Farm Leases: Tips and Topics to Consider When Drafting Lease Agreements* - Washington State Bar Association CLE, April 2016, Seattle, WA

EDUCATION

- J.D., Benjamin N. Cardozo School of Law, 2005 (*cum laude*, *Recipient of the National Association of Women Lawyers Award for Outstanding Graduate*, *Cardozo Law Review*, *Notes Editor*)
- B.A., Hampshire College, 1996

ADMISSIONS

- Bar of New York
- Bar of Washington

THOUGHT LEADERSHIP POWERED BY HUB

- 24 January 2024, Water Regulation in the Western States: California's 2023 Legislative Proposal Highlights
- 27 December 2023, Real Estate Beneficial Ownership Regulatory Alert: USDA Seeks Input on Information Reporting for Foreign Ownership of Agricultural Land
- 13 December 2023, The Corporate Transparency Act: Through a Real Estate Lens
- 11 September 2023, Real Estate Beneficial Ownership Regulatory Alert: Florida Restricts Real Estate Ownership by Individuals and Entities From "Countries of Concern"
- 15 August 2023, Complying With FinCEN's Beneficial Ownership Reporting Rules Under the Corporate Transparency Act
- 11 August 2023, CFIUS Proposal Underscores Risks in Foreign Real Estate Acquisitions in the United States
- 24 July 2023, Real Estate Beneficial Ownership Regulatory Alert: Complying With Foreign Ownership Reporting Requirements in US Real Estate
- 8 December 2022 , FDA Releases Traceability Final Rule
- 9 September 2022, California Legislators Pass Bill Banning Sale of Agricultural Land to Foreign Governments; Increase Ownership Disclosure Requirements
- 23 May 2022 , Timber Briefing: U.S. Lumber Prices Could Be Affected By Sanctions on Russia
- 29 April 2021, K&L Gates Distinguished Speaker Series: A Conversation on the Sustainable Economy with Kenny Fahey
- 8 October 2020, Growing Opportunities in the Carbon Field for Agriculture and Forestry
- January 2020, Agribusiness, Food & Beverage Sector Year in Review
- 8 August 2019, Dust Off Your Chapter 12 Knowledge: Increase to Debt Limits May Revive Family Farmer Bankruptcies
- 20 June 2019, Buying the Farm: A Due Diligence Primer When Buying or Selling Farming Operations and other Agribusinesses, *NWLawyer*
- 12 June 2019, Opportunity Zones: Second Round of Proposed Regulations Are Helpful for Agribusiness and Forestry, but Refinements Are Needed to Support Revitalization of OZs in Farm and Timber Country

- 12 September 2018, Acquisition and Disposition of U.S. Agricultural Land by Foreign Investors: Federal and State Legislative Restrictions, Limitations, and Disclosure Requirements
- January 2018, How the New Tax Bill will Impact the Agribusiness Sector
- 23 May 2017, Overview of Federal Reclamation Law & Reclamation Water
- 18 July 2016, Getting It Right: Maximizing Yield While Minimizing the Risk in Hiring Farm Labor

OTHER PUBLICATIONS

- “The Corporate Transparency Act: Through a Real Estate Lens,” *The Real Estate Finance Journal*, Spring 2024
- “Complying With FinCEN's Beneficial Ownership Reporting Rules Under the Corporate Transparency Act,” *Real Estate Finance Journal*, Winter 2023
- “Compliance Primer: Foreign Investment In US Real Property,” *Law360*, 27 October 2023
- *Farm Leases: Twelve Important Things to Consider*, ALI-CLE publication The Practical Real Estate Lawyer, July 2021
- *Growing Opportunities In The Carbon Field For Agriculture And Forestry*, Power, Environment, Land, and Natural Resources Alert, October 2020
- *Real Property Practice Tip: Don't Be Misled By the Title - The Agricultural Foreign Investment Disclosure Act of 1978 Applies to More Than Just Agricultural Transactions*, by Marisa Bocci, Eric Jay and Kari Larson, WSBA Real Property Probate & Trust Newsletter, Winter 2017
- *Unmanned Aircraft and Agriculture - Legal Issues for Landowners*, by Rod Hall, Marisa Bocci, James Insko, Tom DeCesar and Paulina Wu - WSBA Real Property Probate & Trust Newsletter, Spring 2016 (Vol. 43, Number 1)

NEWS & EVENTS

- 1 June 2023, K&L Gates Receives Firm, Individual Rankings in 2023 *Chambers USA* Guide
- 16 February 2023, February K&L Gates Quarterly Debate Series - Future-Proofing Farming: Will Agriculture Move Indoors?
- 1 June 2022, K&L Gates Receives Firm, Individual Rankings in 2022 *Chambers USA* Guide
- 4 November 2021, 2021 Annual Educational Symposium, hosted by the American Agricultural Law Association
- 25 May 2021, K&L Gates Real Estate Practice, Lawyers Named Among Leaders in 2021 *Chambers USA* Guide
- 23 April 2020, K&L Gates, Lawyers Recognized in 2020 *Chambers USA* Guide

- 22 April 2020, K&L Gates Advises on Creation and Earth Day Launch of Sustainable Agriculture Organization Leading Harvest
- 20 December 2019, K&L Gates Advises Beatty Marketing & Sales on Acquisition by Aspen Surgical Products
- 26 April 2019, Chambers USA 2019 Guide Ranks K&L Gates, Lawyers Among Leaders

AREAS OF FOCUS

- Real Estate
- Commercial Ownership, Leasing, and Management
- Mergers and Acquisitions
- Nonprofit Organizations
- Power
- Private Equity Transactions
- Public Policy and Law
- Real Estate Acquisitions and Dispositions
- Real Estate Joint Ventures

INDUSTRIES

- Agribusiness
- Consumer Products
- ESG - Sustainable Agriculture
- Family Offices
- Financial Services
- Food and Beverage
- Private Equity
- Resort, Hospitality, and Leisure

EMERGING ISSUES

- Environmental Social Governance (ESG)
- Sustainable Economy

REPRESENTATIVE EXPERIENCE

Commercial Real Estate

- Analyzed potential causes of action and relative strengths of a client's position with respect to a property dispute involving a large-scale, nationally recognized medical campus.
- Represented client in acquisition of environmentally contaminated property as an asset in a bankruptcy settlement. In connection, negotiated lease with ground tenant and assisted client with financing for acquisition.
- Advised private equity fund client on matters involving foreign ownership of real property located near critical infrastructure and compliance with state regulations regarding disclosure of upstream foreign ownership.
- Represented a church organization on development matters affecting its real estate assets, including joint venture relations with a property developer.
- Represented a large international company on the acquisition of a technology park development site by Arizona state lands public auction.
- Represented client in multiyear acquisition negotiations for purchase of environmentally contaminated property subject to an ongoing cleanup dispute between prior owners.
- Negotiated a multiyear lease agreement for a nationally recognized theater company, including tenant leasehold improvements and shared use rights for other arts organizations.
- Advised renewable energy client on AFIDA and state equivalent regulatory compliance matters, including an audit of historical transactions over a multistate real estate portfolio.
- Led the successful negotiation of an oil and gas operations lease and related surface use agreement for 1500+ acre tract of land in the Mountain West, maximizing value for the property while still maintaining long-term land development opportunities.
- Advised publicly-traded REIT on a variety of activities, including the financing and acquisition of retail properties in the Mid-Atlantic region.
- Represented client in the purchase of tidelands area and negotiation of post-closing environmental indemnifications associated with ongoing shoreline and tidelines remediation action.
- Assisted a large international company on its facilities management and operations outsourcing agreements. Negotiated multinational operations contracts for country-specific management needs of the client.
- Represented client in an ongoing joint venture ownership and operation of a multiuse retail and office complex; advised on leasing matters affecting the property.
- Represented client in lease negotiations and related landlord/tenant matters for Seattle-area industrial property.

Hospitality

- Represented client on the acquisition of a luxury Caribbean resort property.
- Represented client on a joint venture hospitality transaction, involving the acquisition and finance of a hotel and conference center in Portland, Oregon.
- Advised client on the acquisition of a large-scale, mixed-use luxury hotel and office complex in Atlanta.
- Represented client on a joint venture hospitality transaction involving the acquisition and finance of a luxury hotel in San Francisco. Negotiated post-closing environmental clean up and indemnification matters in connection with ongoing remediation of prior contamination.
- Represented client on acquisition of golf course and related clubhouse and lodging facilities, and negotiated certain pre- and post-closing property condition remediation actions in favor of buyer.
- Advised client with respect to a joint venture hospitality transaction involving the acquisition and finance of a hotel and related waterfront marina lease. Advised client on environmental contamination concerns in connection with marina and negotiated post-closing clean up and indemnification matters.
- Led the acquisition of a luxury hotel in Houston. On a post-closing basis, advised client on hotel refurbishment and renovation plan.
- Advised client on restaurant and spa renovations and leasing matters for a Boston-area hotel refurbishment and rebranding project.
- Advised hotel condominium owner on matters relating to private owner hotel unit condominium association and joint operations of the hotel facilities in Canada.
- Represented China-based client (restaurant owner) in negotiations of a “celebrity chef” management agreement.

Agriculture/Agribusiness

- Represented private equity client on sale/leaseback of an indoor vertical farming operation in Virginia (as landlord); advised on related produce marketing arrangements.
- Represented client on the acquisition of almond and grape land in California, and related post-closing lease transactions; negotiated a shared water management agreement and advised client on multiple lot line adjustment, title, and survey matters.
- Conducted the sale of trucking/transportation and farm-supply companies; resolved operational matters relating to an affiliated fertilizer company joint venture, including allocation of environmental remediation obligations.
- Represented client in the acquisition of 200+ farms as part of a 12-state portfolio transaction, including all aspects of transaction negotiation, legal due diligence, and significant title and survey review.
- AFIDA and beneficial ownership compliance counsel for international farmland and timberlands institutional investor.

- Represented client on portfolio assemblage for disposition of 50 farmland assets in a portfolio transaction, including pre-auction review and assessment of title and environmental concerns.
- Represented client in the sale of large tracts of farmland as part of a multistate portfolio disposition, conducted by live-auction. Negotiated the auctioneer/brokerage agreement, prepared the bid package (including form of purchase agreement and ancillary disclosure materials, title and survey corrective measures), and managed all aspects of closing.
- Represented client on the acquisition of multi parcel stone fruit and apple orchard property, including pre-closing lot line adjustment and title corrective measures. On post-closing basis, advised client on matters involving environmental remediation.
- Advised agribusiness client on AFIDA and state regulatory compliance in connection with foreign ownership of multistate real estate portfolio; advised client on enforcement discussions with USDA.
- In collaboration with labor and immigration colleagues, represented client in connection with H-2A and H-2B labor agreements and housing arrangements.
- Counseled client on the acquisition of farming company and related agribusiness processing company; advised asset managers and farm managers on all aspects of post-closing real estate, regulatory, and agribusiness operations, including on-going title clean up matters.
- Advised client on purchase of existing cattle ranch in California for post-closing development as an almond orchard. Negotiated pre-closing title corrective measures, environmental remediation actions, and post-closing manure spreading license.
- Prepared form leases for a property manager to use with respect to a multistate agricultural land portfolio. Created leases for cash rent, flex rent, crop share, and custom farming arrangements; also prepared specialty forms for hunting leases, grain bin leases, and pasture leasing situations. Updated the forms annually to address changes in law and business practices.