



## Kari L. Larson

### Partner

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## OVERVIEW

Kari Larson is a partner in the firm's Real Estate practice. She focuses on commercial real estate including the acquisition, disposition, leasing, financing, and development of commercial, timber and food and agribusiness holdings, including controlled environment agriculture (CEA) facilities. Kari regularly represents both borrowers and lenders (foreign and domestic) in lending transactions secured by commercial and agricultural properties, including the negotiation of intercreditor and co-lender arrangements. She also regularly advises clients on investments in various food and agribusiness assets. Kari is certified in Legal Project Management.

Kari grew up on a dairy farm in Skagit Valley, Washington. With this background in mind, she regularly counsels clients with respect to general matters affecting the ownership and operation of timber, farmland, and other agribusiness assets. Additionally, Kari has developed particular experience in advising clients on regulatory issues impacting the growing, processing, manufacturing and distribution of food products, including issues under the Food Safety Modernization Act and state regulatory schemes, supply chain management issues, and transportation issues. Further, Kari regularly advises on jurisdictionally-specific permitting, licensing, certification, and product-specific requirements for producers, processors and retailers (including online retailers) of food, including those applicable to CEA facilities. Kari also counsels clients on filing requirements for foreign investors under the Agricultural Foreign Investment Disclosure Act and analogous state statutes.

In the renewable energy sector, Kari has experience in addressing real property and title issues arising in the acquisition, development, and financing of wind, solar, and other renewable energy projects across the United States and also reviews and negotiates wind and solar leases on behalf of landowners.

Kari's experience in the commercial real estate sector spans a variety of real estate properties, including the financing, leasing, development, and acquisition or sale of office buildings, warehouse, distribution and fulfillment centers, condominiums, hotels, shopping centers, industrial facilities, and other commercial mixed-use properties.

Prior to joining K&L Gates, Kari was a real estate associate at a regional law firm with one of the largest real estate practices in New York.

## ACHIEVEMENTS

- Recognized in *The Best Lawyers in America*® "Ones to Watch" 2023 for work in Real Estate Law

- CALI Excellence for the Future Award in Property
- Nominee, American Bar Association On the Rise - Top 40 Young Lawyers Award 2020
- American Bar Association Real Property Trust and Estates Section Fellow 2019-2021
- Legal Project Management Certification

## PROFESSIONAL / CIVIC ACTIVITIES

- Chair, American Bar Association Real Property Trust and Estates Section Mortgage Lending Sub-Group
- Co-Chair, American Agricultural Law Association Membership and Marketing Committee
- Vice-Chair – Real Property, American Bar Association Real Property Trust and Estates Membership Committee
- Co-Chair, CREW Seattle & Sound Membership Committee

## SPEAKING ENGAGEMENTS

- 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)
- Presenter, “When the Plan Goes Awry: Making the Best of Mortgage Modifications,” ABA Real Property, Trusts and Estates Section Spring National Conference (May 2023)
- Presenter, “More than ‘Knowing your Customer’: a Primer on Due Diligence in Mortgage Lending Transactions,” ABA Real Property, Trusts and Estates Section Spring National Conference (May 2023)
- Presenter, “Loan Basics: Recourse Guarantees,” ABA 24th Annual RPTE Conference (April 2022)
- Presenter, “M&A in Food and Agribusiness: What Your Diligence List is Missing,” American Agricultural Law Association Annual Agricultural Law Symposium (November 2021)
- Presenter, “Trouble at the Park Hotel: The Fictional Challenges of a Luxury Hotel Struggling to Stay Afloat and Avoid Foreclosure During a Global Pandemic,” ABA 33rd Annual RPTE Conference (April 2021)
- Moderator, “Not all Lenders Are the Same: What is a Nonbank Lender and What Difference Does It Make Anyway?,” ABA 33rd Annual RPTE Conference (April 2021)
- Moderator, “Distressed Real Estate and Loan Work Outs - Nuts and Bolts on Navigating Forbearance Negotiation and More,” American Bar Association CLE (February 2021)
- Presenter, “An Insurable Event? Managing Supply Chain Risk in a Global Food Economy,” American Agricultural Law Association Annual Agricultural Law Symposium (November 2019)

- Presenter, “PACA and Real Property: Follow the Fruit, Washington State Bar Association New Developments in Real Property CLE,” (August 2018)
- Presenter, “Farm to Retail: Food Supply Chain Liability and Supply Agreements,” American Agricultural Law Association Annual Agricultural Law Symposium (October 2017)
- Presenter, “Food Safety: What Do Clients Need to Know in 2017?,” Oregon State Bar Agricultural Law Section Ag Law Round Up (May 2017)

## EDUCATION

- J.D., Seattle University School of Law, 2012 (*magna cum laude*)
- B.A., Washington State University, 2007 (*magna cum laude*)

## ADMISSIONS

- Bar of New York
- Bar of Washington

## THOUGHT LEADERSHIP POWERED BY HUB

- 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"
- 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
- 13 January 2022, M&A in Food and Agribusiness Companies: What Your Diligence List is Missing
- 24 June 2020, Keeping "PACE" in Commercial Real Estate Improvements: A Primer on the New Washington Commercial Property Assessed Clean Energy and Resiliency (C-PACER) Program
- 20 June 2019, Buying the Farm: A Due Diligence Primer When Buying or Selling Farming Operations and other Agribusinesses, *NWLawyer*
- 5 December 2018, PACA and Real Property: Follow the Fruit
- 12 September 2018, Acquisition and Disposition of U.S. Agricultural Land by Foreign Investors: Federal and State Legislative Restrictions, Limitations, and Disclosure Requirements

## OTHER PUBLICATIONS

- “The Corporate Transparency Act: Through a Real Estate Lens,” *The Real Estate Finance Journal*, Spring 2024
- “Compliance Primer: Foreign Investment In US Real Property,” *Law360*, 27 October 2023
- “Intercreditor & Co-Lender Agreements: Post-Covid Impacts,” *Bloomberg Law*, 30 January 2023
- *Washington Lawyers Practice Manual*, Chapter 15 - Commercial Practice, Part Three: Secured Transactions under the Uniform Commercial Code, 2014-present
- Co-author, “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,” WSBA Real Property Probate & Trust Newsletter, Winter 2017

## NEWS & EVENTS

- 16 February 2023, February K&L Gates Quarterly Debate Series - Future-Proofing Farming: Will Agriculture Move Indoors?
- 18 August 2022, More Than 350 K&L Gates Lawyers Named Among 2023 Best Lawyers in America, Ones to Watch
- 1 March 2022, K&L Gates Names Nearly 40 New Partners, Of Counsel, and Government Affairs Advisors Across Firm
- 4 November 2021, 2021 Annual Educational Symposium, hosted by the American Agricultural Law Association
- 22 August 2017, K&L Gates Advises Healthcare Trust of America, Inc., on \$2.3 Billion Acquisition of 72 Medical Office Buildings

## AREAS OF FOCUS

- Real Estate
- Commercial Ownership, Leasing, and Management
- Distressed Real Estate
- Power
- Real Estate Acquisitions and Dispositions
- Real Estate Finance

## INDUSTRIES

- Agribusiness
- Consumer Products
- ESG - Sustainable Agriculture
- Food and Beverage
- Resort, Hospitality, and Leisure
- Sports

## REPRESENTATIVE EXPERIENCE

### Agribusiness & Timber

- Represented an institutional investment manager on the launch of its online licensing system with respect to recreational and hunting licenses for its national timber portfolio.
- Represented an institutional investment manager on the negotiation of financing documents and the related intercreditor agreement with respect to crop improvements on real property in Grant County, Washington.
- Represented an institutional investment manager on the acquisition of permanent cropland (almonds and grapes) in California, and six related post-closing lease transactions.
- Represented a private investment company on the acquisition of a national farmland portfolio.
- Represented an institutional investment manager on the leasing of apple orchards in Grant County, Washington.
- Represented an institutional investment manager on the disposition of cropland in California.
- Regularly represent a private investment company on the development and update of its real estate forms library including form purchase and sale agreements, leases, easements, consultant agreements and diligence forms.

### Commercial Real Estate

- Represented non-U.S. investors in connection with various subordinate debt financings secured by hotel, commercial, and retail properties across the United States.
- Represented Healthcare Trust of America (NYSE:HTA) in its acquisition of 72 medical office properties across 15 states from Duke Realty (NYSE: DRE) for \$2.3 billion.
- Represented an investment company on its acquisition of a luxury resort in the Caribbean.
- Represented a professional football league in the leasing of all of its stadium facilities, practice facilities, and front office/team headquarters facilities in eight national gateway markets.

- Represented a nationally recognized sports hospitality company in obtaining a \$150M credit-line facility.
- Represented a commercial real estate investment company in its various refinancing of shopping centers and hotels in the company's national portfolio.
- Represented a commercial real estate investment company in the acquisition and financing of a \$115M Class A office building located at 1750 K Street, Washington DC.
- Represented an institutional lender in the restructuring and modification of a \$52 million mortgage loan encumbering real property in Nassau County, New York.

### **Food & Beverage**

- Advised a vertical farm with respect to food safety regulatory requirements and product labeling.
- Advised an online retailer on regulatory compliance requirements applicable to its food distribution facilities storing shelf-stable, refrigerated and frozen foods, including fresh produce.
- Advised an online retailer on the regulatory requirements applicable to mobile food vendors in Seattle, Washington.
- Advised a public corporation regarding food safety issues to consider in the design and construction of its food distribution facilities and food delivery vehicles.
- Advised a public corporation regarding the applicability of nutrition labeling requirements for its restaurant and retail portfolios.
- Advised a public corporation regarding the applicability of various state "bag ban" legislation to its restaurant and retail portfolios.
- Advised a start-up company regarding the regulatory requirements applicable to meal kit direct-to-consumer delivery services, and interstate shipments of potentially hazardous food products under a direct to consumer model.
- Advised a public corporation regarding the regulatory requirements applicable to interstate distribution of seeds and live plants.
- Advised a foreign investment company on the regulatory filing requirements under the Agricultural Foreign Investment Disclosure Act with respect to its acquisition of leasing interests in agricultural land.
- Advised a vertically integrated producer/processor in food safety issues to consider in integrating and consolidating its business operations into one entity.