

Bill J. Gagliano

Partner



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Practices/Industries

- Acquisition & Dispositions
- Affordable Housing
- Construction

Education

John Carroll University
(B.S.B.A., Finance, *cum laude*, 1977)
William J. Millor, S.J. Orator,
1977
Case Western Reserve
University School of Law
(J.D., 1980)
Member, National Moot Court
Team, Dean Dunmore Award
Recipient



Overview

Bill represents private and publicly held property owners, contractors and developers, and governmental entities. His expertise includes real estate development, affordable housing, leasing, construction law, distressed real estate matters, property taxation and abatement. In the corporate area, he concentrates on corporate governance issues and general business counseling. Bill's litigation practice focuses on property ownership disputes, leasing matters, title insurance litigation, bankruptcy litigation, and construction claims. With over 35 years of experience, Bill has achieved the highest ranking, AV Preeminent®, from Martindale-Hubbell®, is recognized by *Chambers USA* and the American College of Real Estate Lawyers, and is also named to the Ohio Super Lawyers list and *The Best Lawyers in America*®. Bill was named Best Lawyers® "Lawyer of the Year" for two consecutive years – 2015 Cleveland Real Estate Litigation and 2014 Cleveland Construction.

Experience

- Counsel to a national Cleveland-based developer in connection with the development, financing, and construction of thousands of affordable housing units in Ohio, Texas, Florida, New York, Pennsylvania, and North Carolina.
- Construction counsel to general contractor of over \$400,000,000 of luxury apartment projects throughout the U.S.
- Real estate counsel to one of the world's largest, NYSE-traded, quick service restaurant chains in the leasing and refranchising of company-owned stores throughout the United States.
- Ohio counsel to national home builder in connection with zoning, HOA, condominium association, title and platting requirements.
- Counsel to national hotel developer in purchase, conversion and historic rehabilitation of Cleveland Board of Education headquarters.
- Counsel to community development organization in the historic rehabilitation, repurposing and conversion to condominium ownership of former Cleveland hospital property.
- Represented parties before County Board of Revision and State Board of Tax Appeals in connection with property tax valuation complaints involving aggregate values exceeding \$100,000,000.

Presentations

General Real Estate Topics

- "Cool Pools Rule: Development and Financing of 21st Century Student Housing; Public Private Partnerships and Other Private Housing Development," (co-presenter) American College of Real Estate Lawyers (October 2015)
- "CBLR - CDO Business Law Brown Bag," Case Western Reserve University School of Law (February 2014)
- Opinion Letter Roundtable, Presenter, Cleveland Metropolitan Bar Association Real Estate Law Institute (November 2011)
- "Real Estate Practice Survey – What's Market in Cleveland," Speaker and Author, Cleveland Metropolitan Bar Association Real Estate Law Institute (October 2010)

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Presentations (Cont)

General Real Estate Topics (Cont)

- "Springing Liability: Will the 'Bad Boy' Trap Spring Shut," Speaker and Author, Cleveland Metropolitan Bar Association Real Estate Law Institute (October 2009)
- NAIOP Developing Leaders and The Cleveland Professional 20/30 Club Annual Leadership Series, Panelist (June 2009)
- "Legal Basics of Buying and Selling Property Out of Bankruptcy," Speaker and Author, Cleveland Metropolitan Bar Association Real Estate Institute (November 2008)
- "Sandtraps and Other Hazards: Due Diligence in Buying and Selling Golf Course Properties," Moderator, Cleveland Bar Association Real Estate Institute (November 2007)
- "Today's Real Estate Law Practice," Speaker, CWRU Law School Business Law Brown Bag Lunch Series (January 2007)
- "Title Insurance Controlled Business Arrangements," Speaker, NorthStar Title Real Estate Forecast 2007 (January 2007)
- "More Tax Nuggets for Real Estate Lawyers - 2006 Edition," Speaker and Author, Cleveland Bar Association Real Estate Institute (October 2006)
- The Commercial Real Estate Deal Maker Forum, Moderator, Cleveland, Ohio (Annually, 2000-present)
- "Tax Nuggets for Real Estate Lawyers," Speaker and Author, Cleveland Bar Association Real Estate Institute (October 2005)
- "Fundamentals of Ohio Mechanic's Liens for the General Contractor on the Commercial Project," Speaker and Author (Summer 2001)
- "The Use of Single Member LLCs in Real Estate Transactions," Speaker (Spring 1998)
- "The Enforcement of Arbitration Clauses in Bankruptcy," Speaker and Author, Cleveland Bar Association Bankruptcy Institute (December 1998)

Leasing Topics

- "Exit Strategies in Retail and Office Leasing," Speaker and Author, Cleveland Bar Association Real Estate Institute (October 2003)
- "Defaults and Remedies Under Commercial Leases," Speaker, Cleveland Bar Association Real Estate Institute (October 2002)
- "Litigating Lease Disputes: The Covenant of Continuous Operation," Speaker and Author, Cleveland Bar Association Real Estate Institute (November 1999)
- "Mixed Use Commercial Development," Panel Moderator, Cleveland Bar Real Estate Institute (November 1998)
- "Property Tax Issues for Affordable Housing Projects," Speaker, Ohio Housing Council's Spring Symposium, Columbus, Ohio (April 2004)

Property Taxation Topics

- "Property Taxation in Ohio," Speaker and Author, National Business Institute (December 2002; September 2001; September 2000; September 1999; September 1998)
- "Community Reinvestment Area and Enterprise Zone Tax Abatement in Ohio," Speaker and Author, Cleveland Bar Association Real Estate Institute (October 2001)

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Presentations (Cont)

Property Taxation Topics (Cont)

- "Board of Revision Procedures," Panel Moderator, Cleveland Bar Association Real Estate Institute (November 2000)
- "Real Estate Tax Complaints," Panel Moderator, Cleveland Bar Association Real Estate Institute (October 1997)

Corporate Governance Topics

- "Designing Executive Compensation," George A. Leet Business Law Symposium (October 2012)
- "High Performance in Non-Profit Boards: Adding Value and Impact," Panelist, National Association of Corporate Directors Annual Corporate Governance Conference, Washington, D.C. (October 2007)
- "Advantages of a Public Company Governance Mindset In the Nonprofit Boardroom," Panelist, National Association of Corporate Directors Annual Corporate Governance Conference, Washington, D.C. (October 2006)
- "New Executive Compensation Disclosure Rules," Presentation to Association of Corporate Counsel of America (ACCA), Central Ohio Chapter, Columbus, Ohio (April 2006)
- "Investor and Governmental Response to the Perceived Crisis in Executive Pay," Slam Dunk Corporate Governance (February 2006)
- "Role of the Board, CEO and Shareholders in Succession Planning," Panelist, National Association of Corporate Directors Annual Corporate Governance Conference, Washington, D.C. (October 2005)
- "Executive Compensation or Executive Headache: Avoiding IRS Sanctions," Speaker, Presentation at Non-Profit Spring Lecture Series (May 2004)
- "Corporate Governance Standards Applicable to Executive Compensation," Speaker and Author, Cleveland Bar Association Securities Law Institute (February 2004)
- "Corporate Governance Standards," Speaker and Author, Private Board Presentation, Cleveland, Ohio (December 2003)
- "Governance Committees: Structure, Roles and Responsibilities," Speaker, National Association of Corporate Directors Annual Corporate Governance Conference, Washington, D.C. (October 2003)

Publications

General Real Estate Topics

- "Cool Pools Rule: Development and Financing of 21st Century Student Housing; Public Private Partnerships and Other Private Housing Development," White Paper, American College of Real Estate Lawyers (October 2015)
- "Loan Workout Situations Require Analysis of Nonrecourse Carveouts," Author, *Business First's Commercial Developers Resource* (February 2010)
- "Commercial Financing To Remain a Struggle in 2010," Author, *Commercial Real Estate News* (January 2010)
- "Roundtable: Legal Issues," *Midwest Real Estate News* (June 2008)
- "TIFs Provide a Versatile Funding Source for Development," Author, *Inside Business Magazine* (September 2000)

Leasing Topics

- "Reforging the Boilerplate: Another Look at Standard Real Estate Contract Provisions," Author, Cleveland Bar Association Real Estate Institute (October 2004)

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Publications (Cont)

Property Taxation Topics (Cont)

- "It's Property Tax Time Again," Author, *Properties* (January 2010)
- "What's in the Future for the Ohio Historic Preservation Tax Credit Program?," Author, *Properties* (January 2008)

Corporate Governance Topics

- "Compensation Review a Key Feature of Corporate Governance Even for Non-Profits," Author, *Business and Tax Law Letter*, Ulmer & Berne LLP (November 2003)

Involvement

Professional Affiliations

- American College of Real Estate Lawyers (*Fellow*)
- American Bar Association (*Real Property, Probate and Trust Law Section; Forum on Construction Industry; Affordable Housing and Community Development Law Forum*)
- Ohio State Bar Association (*Real Estate Section*)
- Cleveland Metropolitan Bar Association (*Real Estate Section*)

Community Involvement

- American Red Cross Greater Cleveland Chapter (*Member, Board of Directors 1984-1999; 2011-2014*)
- American Red Cross National Board of Governors (*Member, June 2000-May 2006; Vice Chairman, 2005-2006; Executive Committee Member, 2003-2006; Former Chairman, Governance/Executive Compensation Committee, 2003-2005*)
- Case Western Reserve University School of Law (*Member, Alumni Advisory Board, Center for Business Law & Regulation, 2011-present*)
- Gordon Square Arts District (*Board of Directors, 2017-present*)
- SPACES (*Board of Directors, 2019-present*)

Firm Involvement

- Committee on Legal Opinions
- Chair, Real Estate Practice (1999-2014)

Honors & Distinctions

- Ranked as one of Ohio's "Leaders in Their Field" in Real Estate by *Chambers USA: America's Leading Lawyers for Business* (2005-2020)
- AV Preeminent Peer Review Rated – Martindale-Hubbell
- Designated *Best Lawyers* Litigation – Real Estate Law "Lawyer of the Year" in Cleveland (2015)
- Designated *Best Lawyers* Construction Law "Lawyer of the Year" in Cleveland (2014; 2020)
- Named to *The Best Lawyers in America*, Real Estate Law; Construction Law; Litigation – Real Estate (2007-2020)

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Honors & Distinctions (Cont)

- Named to the Ohio Super Lawyers list (2004-2019)
- Society of Benchers, Case Western Reserve University School of Law
- Selected to appear in *Midwest Real Estate News*' Forty Plus Over 40 Feature (December 2007)
- Named a "Leading Lawyer" by *Inside Business* magazine (2003-2011)
- Named a *Top Rated Lawyer in Construction Law* by American Lawyer Media (2012)

Admissions

- State of Ohio
- U.S. Court of Appeals, Sixth Circuit
- U.S. District Court, Northern District of Ohio
- U.S. Tax Court