

Columbia University – MSRED (DRAFT; DATES + CONTENTS SUBJECT TO CHANGE v.01-05-19)
Alternative & Distressed Investing Strategies: Spring 2019
Prof. Donald D. Sheets

Course Objective

To introduce the basic framework of Commercial Real Estate (CRE) investment through a lens of distressed situations. Basic elements of bankruptcy procedure and valuation will be discussed, with a specific concentration on those issues most pertinent to CRE workout situations. Common characteristics of and factors that lead to distress also will be addressed. Students will be exposed to cases and experts that bring forth legal, valuation, strategic, and other key considerations typical in CRE workouts – with maximum recovery from a lender, borrower, and joint-venture partner perspective.

Prerequisite exposure to real estate finance, property valuation, CRE capital markets, negotiation, and real property law are strongly encouraged. The course is recommended for those students with a meaningful quantitative background, relevant financial modeling, and/or legal experience.

Admission to the course is via application. Students from Columbia MSRED (Graduate School of Architecture, Planning & Preservation), Columbia Business School, Columbia Law School, and other Columbia graduate-level programs are encouraged to apply via the MSRED administrative office (contact: Jessica Stockton-King at jas215@columbia.edu).

IMPORTANT NOTE: Some class sessions are expected to be held on varying days/times throughout the semester, as detailed herein. All students should review the syllabus prior to applying for registration in the course to ensure that they can adhere to the attendance policy in light of certain variable class dates/times. Further note that some classes may need to be rescheduled or re-sequenced during the semester; the professor will endeavor to provide as much advance notice as practicable in those circumstances.

Administrative

Office Hours:	By advance appointment
Professor:	Prof. Donald D. Sheets 646/593-0155 mobile dds2134@columbia.edu or donsheets@yahoo.com <u>Email is the preferred means</u>
Teaching Assistant:	Eric B. Andersen 818/809-8801 mobile eric.beale.andersen@gmail.com

Grading Assistant: Patrick C. Hutson
704/975-8829 mobile
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Grading: 20% Participation and Attendance
30% Assignments #1, #2, #3 (weighting @ 10% each)
50% Final Exam/Investment Committee Presentation

Students should read the requirements of the Assignments and Final Exam, as well as the attendance policy, ahead of subscribing for the course.

Attendance: Attendance is mandatory. The participation element of grading will be a function of attendance, voluntary participation, and cold-calling participation throughout each class. Students should come to each class fully engaged and prepared.

Professor Biography

Donald is Managing Director at Clarion Partners, LLC (“Clarion”), serves as Portfolio Manager of the Special Situations Debt Group (“SSDG”), and has nearly 20 years of leadership, property acquisition, asset management, capital formation, and restructuring experience across a variety of capital structures, asset types, and geographies. SSDG was created upon Clarion’s acquisition of AlumCreek Holdings LLC (“ACH”), a private equity platform that Donald established in 2014. SSDG’s mandate includes the acquisition of performing/sub-performing/nonperforming commercial real estate mortgage debt from a variety of entities including banks, special servicers, life insurance companies, government agencies, specialty lenders, and investment funds. The platform’s in-house team proactively underwrites, services, and resolves its investments.

Prior to founding ACH, Donald was Senior Principal with Square Mile Capital Management (“SMCM”). At SMCM, a \$1.8 billion AUM private equity fund, Donald co-led the transaction team and identified, structured, and negotiated non-traditional commercial real estate investment opportunities. During his tenure with SMCM, Donald sourced, underwrote, and closed the acquisition of over 130 mid-balance commercial mortgages across several transactions aggregating approximately \$2.1 billion in outstanding principal balance. Among other investments, Donald sourced, negotiated, executed, and managed the day-to-day strategic oversight of two complex portfolio transactions with the FDIC to acquire over 100 controlling interests in \$1.3 billion of performing and non-performing mid-balance commercial mortgage debt formerly held by a failed U.S. banking institution. Donald co-led each of the two ventures and served as the primary interface to the FDIC and over 120 community and regional participant banks. Donald also sourced, negotiated, executed, and oversaw the day-to-day strategic management of a portfolio acquired from a money center bank that contained 23 mid-

balance performing and non-performing commercial mortgages aggregating over \$630 million in outstanding principal balance. Donald pioneered a proprietary financing mechanism that produced, for the first time since the RTC Era, a liquidating trust pass-through securitization secured primarily by performing and sub-performing commercial mortgage debt and led two of these capital markets transactions.

Prior to his role at SMCM, Donald initiated a special-situation commercial real estate investment platform and built a team at Davidson Kempner Capital Management (“DKCM”), a \$20 billion AUM multi-strategy hedge fund. While at DKCM, Donald sourced, underwrote, and managed over \$1.1 billion in profitable risk-based capital exposure across dozens of transactions. Prior to DKCM, Donald worked for The Carlyle Group, EastBanc, and Starwood Urban Investments.

Throughout his career, Donald has recruited, trained, and managed multiple teams of transaction and portfolio management professionals. He has sourced and directly managed over \$3.6 billion in approximately 75 transactions including the acquisition of performing, sub-performing and non-performing commercial mortgage claims, distressed real estate-related debt, long/short public real estate equities, high-yield preferred real estate securities, mezzanine financing, and real estate enterprise liquidations. Donald has overseen all stages of the investment cycle including proprietary research, sourcing, execution, financing, asset management, and disposition with a profitable track record in the U.S., Canada, and Australia.

Donald was appointed in 2009 to the faculty of both Columbia University and New York University, where he developed and continues to teach the first graduate-level distressed real estate investing coursework within each university's curriculum. He serves on the Harvard Alumni Real Estate Board and has actively lectured at The Massachusetts Institute of Technology, The George Washington University, Georgetown University, and Harvard University.

Donald is a Board Member and Member of the Audit Committee of Educational Housing Services, which is New York’s largest student-housing provider. Donald has served on the Board of Governors of the Commercial Real Estate Finance Council (“CREFC”), is Co-Chair of the CREFC Education Committee, and previously served as Co-Chair of the CREFC High Yield and Distressed Realty Assets Forum.

Donald received a B.B.A. in Accounting and Real Estate Finance from The George Washington University *magna cum laude* and received an M.B.A. from Harvard Business School.

Course Framework (course sequence, content, and guests are subject to change – the professor will endeavor to provide advance notice in those instances)

Session 1 – Tuesday January 22, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Case Study – “The Impact of Falling Rents on Property Performance” (Moody’s); “Losing More than Your Loan” (Talmage); “Flocking to Europe/2013 Non-Performing Loan Report” (Ernst & Young)

Content: Introduction

- *Current state of leverage in CRE – “weaving gold from straw;”
- *Distressed environment – Sellers, Sponsors, Assets, Structures; and
- *Valuation and its effect on leverage and workout dynamics

Session 2 – Tuesday January 29, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Case Study - Falcon Park; Falcon Park assignment (Non-Graded Assignment – Part 1) due at beginning of class session

Content: Analysis and Valuation of a Secondary-Market Mortgage (1 of 2)

- *Review of hypothetical loan file;
- *Valuation of underlying collateral; and
- *Sensitivity analysis in a non-stabilized environment

NOTE: Tuesday February 5, 2019 – Class is postponed and re-scheduled as a back-to-back session to be held on Tuesday April 30, 2019 (see below)

NOTE: Tuesday February 12, 2019 – Class is postponed and re-scheduled to be held on Thursday February 21, 2019 (see below)

Session 3 – Tuesday February 19, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Wilmer Hale detailed loan workout course book

Content: CRE Workouts – the Borrower’s and the Lender’s Perspective

- *Basic objectives;
- *Concerns and considerations: Lender/Borrower/JV Partner-related; and
- *Foreclosures and deeds-in-lieu of foreclosure

GUEST(S): Doug Burton and/or Keith Barnett – Partners, Wilmer Hale

Session 4 – Thursday February 21, 2019 12:00pm – 2:00p; 113 Avery

Advance Reading: Check course platform prior to session: Case Study - Falcon Park; “Why Capital Markets Matter” (Third Way); Falcon Park assignment (Non-Graded Assignment – Part 2) due at beginning of class session

Content: Analysis and Valuation of a Secondary-Market Mortgage (2 of 2)

- *Valuation of a sub-performing note;
- *Nomenclature and methodology of secondary-debt trading; and
- *Framework of analyzing a potential special-situation investment

Session 5 – Tuesday February 26, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Case Study - Ariel Apartments; Ariel Apartments assignment (Graded Assignment #1) due at beginning of class session; Investment Committee Memo/Final Exam proposals due at beginning of class

Content: Live CRE workout case study – Ariel Apartments

- *Valuation of underlying collateral;
- *Concerns/considerations from borrower/lender/JV partner perspectives; and
- *Live negotiations and workout discussion among the class

Student Case Protagonists and Q&A

Study teams will be pre-selected to assume the roles of borrower, lender, and JV partner in a live workout case study. The case will present a host of valuation, negotiation, and resolution features that provide real-world perspectives to build upon the content presented in prior sessions.

All students will need to prepare for the case ahead of the session along with submission of Assignment #1. Students not selected as study team protagonists should expect to be cold-called during the session as part of the cases and will be graded on participation.

Session 6 – Tuesday March 5, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Case Study - Spinnaker Place; Spinnaker Place assignment (Graded Assignment #2) due at beginning of class session

Content: Live CRE workout case study – Spinnaker Place

- *Valuation of underlying collateral;
- *Concerns/considerations from borrower/lender/JV partner perspectives; and
- *Live negotiations and workout discussion among the class

Student Case Protagonists and Q&A

Study teams will be pre-selected to assume the roles of borrower, first mortgage lender, mezzanine lender, and JV partner in a live workout case study. The case will present a host of valuation, negotiation, and resolution features that provide real-world perspectives to build upon the content presented in prior sessions.

All students will need to prepare for the case ahead of the session along with submission of Assignment #2. Students not selected as study team protagonists should expect to be cold-called during the session as part of the cases and will be graded on participation.

Session 7 – Tuesday March 12, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session

Content: The Distressed CRE Environment – Regulatory Themes

A range of issues in the current distressed CRE environment will be explored, including:

- *Current vs. historical regulatory environment;
- *Commercial bank CRE exposure;
- *Process of liquidating problem loans from financial institution balance sheets; and
- *Valuation of distressed CRE assets

GUEST: Robert DiChiara – Regional Manager within Division of Insurance & Research of Federal Deposit Insurance Corp. (FDIC)

Session 8 – Tuesday March 26, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Bankruptcy reading materials

Content: Introduction to Bankruptcy (1 of 2)

- *Overview of Chapter 11 processes and principles;
- *Exclusivity, DIP financing, absolute priority, plans of reorganization, role of creditors, and type of bankruptcy;
- *Maximizing value across several constituencies; and
- *Application of learning to introduce case study

GUEST: Avi Friedman – Partner, Davidson Kempner Capital Management

Session 9 – Tuesday April 2, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session; Case Study or Topical Research – TBD; “Picking Up the Pieces” (Katten Muchin Rosenman)

Content: Case Study or Topical Research – TBD

- *Distressed and Non-Performing Loans (NPL’s) – strategic, legal, and valuation considerations; and
- *Control-based strategies (“loan-to-own”)

Session 10 – Tuesday April 9, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Bankruptcy reading materials; Case Study – TBC; TBC assignment (Graded Assignment #3) due at beginning of session

Content: Introduction to Bankruptcy (2 of 2)

- *Trading nomenclature and glossary of terms for distressed debt investing;
- *Discussion of signs of early distress, types of securities, valuation methods, debt capacity, trading conventions, and the market set up; and
- *Interactive case discussion

GUEST: Avi Friedman – Partner, Davidson Kempner Capital Management

Session 11 – Tuesday April 16, 2019 4:00p – 6:00p; 200 Fayerweather

Advance Reading: Check course platform prior to session: Hidden Flaws in Strategy (McKinsey); Scrooge McDucks (PIMCO); The Financial Crisis Five Years Later (US Dept. of the Treasury); Case Study or Topical Research – TBD

Content: Case Study or Topical Research – TBD

*Valuation of collateral in a non-stabilized context; and

*Valuation of a loan instrument with a variety of resolution outcomes (payoff/discounted payoff, restructuring, foreclosure, and bankruptcy)

Course conclusion:

*Summary of key course learnings; and

*Careers in non-traditional real estate investing

Sessions 12 & 13 (back-to-back sessions) – Tuesday April 30, 2019 2:00p – 6:00p; location to be confirmed (class date may change subject to classroom availability – to be confirmed)

FINAL EXAM – INVESTMENT COMMITTEE PRESENTATIONS

Students will work in their pre-designated study teams to devise a detailed Investment Committee Memorandum on a proposed investment within the Distressed CRE space. Study teams must chose a specific investment opportunity within the topics covered in the course and “pitch” the idea with substantiating valuation, market research, structural, legal, and other considerations. Study teams must submit their proposed investment idea at the beginning of Session 5 and will receive feedback from Prof. Sheets promptly thereafter. The professor is able to recommend investment ideas, or students can devise their own. All investment topics must be cleared in advance.

It is strongly encouraged that students review all material presented in course sessions prior to completing the Investment Committee Memo. The exam is intended to be comprehensive. The Final Exam will be in “open notes” format, whereby study teams may use any resources to complete the exam. An in-depth live presentation of the Investment Committee Memo will be made by each study team in front of the entire class and a panel of prominent investors within the Distressed and Alternative CRE space. All students within each study team are expected to present for their pro-rata share of time for each presentation.

Study teams should demonstrate an ability to defend their position, discuss risk and downside factors, and present cohesive and succinct quantitative and qualitative evidence to support their rationale. Exhibits to the memo would be expected.