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**File Dated: 7/16/09**

<u>I. Profession</u>	<u>Accrediting Agency or Jurisdiction</u>	<u>Date of Admission</u>
Attorney	First Department, New York State	New York Bar 1970

<u>II. Professional Organization</u>	<u>Date of Admission</u>	<u>Active/Inactive</u>
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PROFESSIONAL LICENSES AND ASSOCIATIONS

Member, New York State Bar Association, Real Estate Section, Committee on Cooperatives, Condominiums and Property Owners Associations

**III. General professional experience:**

Thirty years as a lawyer.

Real Estate :

- Complex commercial, industrial, residential, office leasing work. Negotiated an eight figure lease with Chanel in midtown Manhattan for commercial space in a cooperative building owned by our client. Simultaneously litigated with the Cooperative regarding our client's right to lease the premises.
- Contracts for sales and acquisitions of real property
- Represent developers and owners in complex construction, promotion, and sale transactions, one of which was acquisition of six major Manhattan properties pursuant to a tax free exchange; we then converted the buildings to cooperatives.

Litigation:

- In private practice and as a Special Deputy New York Attorney General: claims of purchasers, including fraud, faulty construction, breach of warranty, non-compliance with cooperative and condominium prospectuses, the New York Securities Law and Regulations of the New York Attorney General.
- In complex business disputes, including partnership and corporate breakups. Recently litigated dispute between two doctors, partners in a medical business which generated \$15 million per year. Issues were disputed terms of the partnership agreement, rights, powers, and obligations of interlocking, entities and valuation of partnership assets.

- Successfully represented a homeowners association with 200 members against the City of New York; an unprecedented case involving demands by the City that each member construct and pay for sewer lines from their homes, connecting to New York City sewer lines.
- Represent purchasers and developers in new construction claims, including faulty construction, non-compliance with law, contract disputes.

#### Commercial:

- Represent real estate brokers and purchasers in lease and contract negotiations, contract rights and enforcement, requirements of law and regulations, including those of Department of State.
- General corporate representation, advice regarding corporate documentation, duties of Boards of Directors, rights of stockholders, issues regarding corporate powers and limitations, law regarding business transactions.
- Corporate/Commercial work with cooperatives, condominiums and homeowner associations; advice to Boards on actions and procedures, issues with shareholders, contractors, developers, promoters and sponsors. Review of bids, proposals and plans for construction and repair work on buildings. Communications with contractors and other building professionals, physical inspection of the work.

#### Construction:

- Represent developers and occupants regarding alleged construction defects, repair and replacement of building components and systems, responses to complaints of building inspections, communications with architects, engineers and contractors, procedures, timing and expense of work. Appearances before New York City agencies, including the Department of Buildings, Environmental Control Board, Landmarks Preservation, regarding alleged violations of law and regulations.

#### Sureties and Guarantors:

- Represent individuals and corporate guarantors as sureties under commercial leases when tenant defaults. Recently represented an individual guarantor of the obligations of a corporate tenant under a lease with a major developer; the tenant was in the process of declaring bankruptcy.
- Disputes regarding guarantees of performance in real estate agreements.

Sureties in commercial transactions; represented a doctor who was a guarantor of payment for medical equipment with value in seven figures.

#### **IV. General pertinent experience:**

Mediator for 25 years; organizations: American Arbitration Association, National Association of Securities Dealers (now FINRA), New York Supreme Court, 1<sup>st</sup> Department

Real Estate - Disputes regarding ownership, financing, easements, landlord-tenant obligations under commercial/residential leases, rights and obligations of promoters and owners pursuant to multi-party agreements and disclosure statements required by law.

- Multiparty dispute involving several million dollars re partnership agreements, claims of ownership interests by partners, performance guarantees, rights and obligations of lender.

- Disputes involving rights and obligations of promoters, purchasers, tenants in cooperatives, condominiums and property owners associations including detailed and complex allegations of construction defects and fraud, generally involving dollar amounts in seven figures.

- Disputes as to ownership and occupancy of cooperative/condominium space.

- Disputes regarding rights of sellers to retain down payments, often relating to complex contract disputes, generally involving six or seven figure dollar amounts.

- Construction – Mediation of complex construction disputes involving multi unit cooperative, condominium, and property owners associations, new construction and existing structures (see Real Estate above).

- Commercial – Disputes involving contracts for purchase and sale of goods, services. Rights and duties of general and limited partners under complex partnership agreements and related documents.

- Federal Securities – Disputes, sometimes multi-party, involving investors brokerage houses and brokers regarding claims of fraud, negligence, misconduct and mismanagement, allegedly causing investor losses.

- New York State Securities Disputes regarding fraud in purchase and sale of real estate securities under New York law such as cooperatives, condominiums, real estate syndications and time shares.

- Insurance – Multiple disputes involving alleged fraud in sale of life insurance pursuant to class action settlement.

#### **V. Mediation training:**

- Comprehensive interactive mediation training conducted by the AAA (16 hours).

- Multiple arbitration training programs offered by the AAA, including recently an advanced intensive two-day training session in Atlanta (16 hours).
- Mediation/Arbitration training for work at the National Association of Securities Dealers (now FINRA) (8 hours).
- Mediation Arbitration Training for disposition of multi-thousand claims pursuant to a class action settlement with a major insurer (16 hours).

**VI. Pertinent bankruptcy training:**

As a business lawyer, represented cooperative apartment corporations where bankruptcy was imminent;

Represented developers and business entities in “workout” situations where bankruptcy was an option.

Represented financially troubled borrowers and business entities considering bankruptcy.

**VII. General pertinent business or legal experience:**

EDUCATOR:

Adjunct Professor Baruch University Of The City University Of New York

COURSES:

“Real Estate Workouts”, “Cooperatives and Condominiums”, “Mediation trainer FINRA, American Arbitration Association

- Appeared as expert witness in a multi-million dollar dispute between a 250 unit bungalow colony and its locality regarding real estate taxation of the project. The issue was whether each unit could be taxed separately by the locality or whether the entire property must be taxed as a single parcel. The outcome depended upon whether the project should be characterized as a cooperative or single family homes.
- Appeared as expert witness in a dispute regarding a commercial lease provision giving the lessee an option to purchase the property.
- Appeared as expert witness in a dispute involving construction by condominium unit owner where construction was alleged to be defective and hazardous to the building.
- Appeared as an expert witness in a dispute as to whether a purchaser of space in a New York City loft building had been defrauded when told the building was a cooperative.

- Appeared as expert witness in a multi-million dollar dispute between a 250 unit bungalow colony and its locality regarding real estate taxation of the project. The issue was whether each unit could be taxed separately by the locality or whether the entire property must be taxed as a single parcel. The outcome depended upon whether the project should be characterized as a cooperative or single family homes.

#### PUBLICATIONS AND SPEAKING ENGAGEMENTS:

- Author, for twenty years, of Commentaries to the New York Securities Law (the “Martin Act” General Business Law Sections 352-359-h, including laws, cases and regulations relating to syndications and real estate securities, such as cooperatives and condominiums. The Commentaries were cited in First and Second Department decisions, and by the Court of Appeals in a leading case in the Cooperative/Condominium area.
- Author, for twenty years, of Commentaries to McKinney’s Consolidated Laws of New York of Article 9-B of the Real Property Law (“The Condominium Act”).
- Co-author of Volume entitled “Cooperatives, Condominiums and Homeowners Associations” in the Real Property Practice Guide published by Matthew Bender.
- Author of New York Journal Article “Mediation and Arbitration of Cooperative and Condominium Disputes”.
- Chairman of New York Practising Institute Program – “Cooperatives, Condominiums and Homeowners Associations – The Emerging Role of the Attorney General.”
- Speeches at the New York State Bar Association regarding topics related to real estate.
- Speech in Miami, Florida at a convention of gas station/convenience store franchisors and franchisees “Real Estate Aspects of Franchising”.
- Speech in Washington, D.C. at a Convention of shopping center owners and tenants “Shopping Center Leasing – Problems and Pitfalls”.

Speaker, for 15 years, at the Annual Convention of the New York Counsel of Cooperatives and Condominiums, comprising among others cooperative and condominium boards, real estate brokers, managers, and title companies. Course topics include building management, responsibilities of Board of Directors, problems with occupants, work with contractors, litigation involving any of the above representing financially troubled entities, insurance issues.