

Real Estate MVP: Gibson Dunn's Drew Flowers

By Joshua Alston

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Gibson Dunn's Drew Flowers has had a hectic, successful year, closing such complex real estate deals as The Related Cos. LP's \$1.3 billion acquisition of the Time Warner Center, among other massive transactions, and landing on Law360's list of Real Estate MVPs.

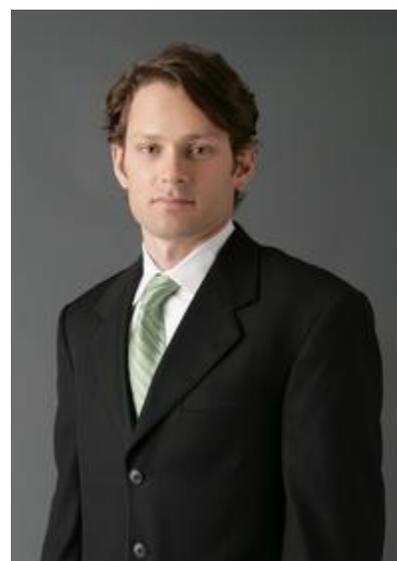
The word "results" comes up often with Flowers, a 14-year veteran of Gibson Dunn. Flowers told Law360 getting results briskly and shrewdly is what he most values about real estate law, and he had plenty of recent opportunities to deliver those results. In addition to the Time Warner deal, he represented Normandy Real Estate Partners in the \$420 million sale of a 36-story skyscraper to an NBC affiliate, and he guided Vail Resorts Inc. in its \$182.5 million purchase of a Utah ski resort.

Flowers said great relationships are fundamental to getting clients the best possible outcomes, and knowing a company as well as Flowers knows The Related Cos. — having worked with the developer on several deals — helped tremendously in closing the Time Warner Center deal.

Time Warner Inc. sold its New York City office space to a group led by Related, agreeing to relocate its corporate headquarters to the massive Hudson Yards tower, Related's commercial and retail office tower, which is the biggest private real estate development in U.S. history. Related and its partners in the deal, sovereign wealth funds the Abu Dhabi Investment Authority and GIC Pte., bought 1.1 million square feet from the media conglomerate and agreed to lease office space back to Time Warner until early 2019.

Flowers said Related was a nimble, smart client, but closing the deal required a great deal of work within a compressed time frame.

"We all blew our holidays," Flowers said. "I remember working straight through Thanksgiving to get the job done, but we handled it. The client's ability to explain the deal they needed from their perspective



Drew Flowers

helped us quickly figure out how to render services accordingly.”

The Time Warner Center deal was, as are all of Flowers' favorite cases, a complex affair with lots of moving parts. The same can be said of Flowers' representation of Vail in its acquisition of the Park City Mountain Resort in Utah.

Flowers said ski resort deals are among his most challenging because of the complex history of the desired land.

“Most ski resorts had their genesis many years ago when real estate law wasn't as sophisticated as it is now, and it usually was a conglomeration of parcels brought together to create a business,” Flowers said. “So when you come into an acquisition, you have to figure out the whole history of the land, how it came to be and how it's governed, and then you have to make that work with your plan.”

Vail purchased the property from Powdr Corp. for \$182.5 million, bringing to an end a long-running legal dispute between Powdr and Talisker Corp., the resort's landlord. Talisker and Powdr litigated when Talisker sought money it claimed was due stemming from Powdr's failure to renew its lease for the property that houses the Park City Mountain Resort. The deal, which closed in September, puts Vail on track to creating the country's largest ski resort.

The Vail deal had an entire local industry relying on it, as litigation over the resort threatened to shut down the current ski season. Flowers faced another high pressure deal when he worked with Normandy on the \$420 million sale of 10 Universal City Plaza to an NBC affiliate.

Flowers said Normandy was saddled with a loan that seemed destined for default, but the deal was saved through a long-term lease, which created enough value to refinance the property and get it sold.

“Everybody thought that loan was going to be defaulted and Normandy would be wiped out of the deal, and I remember no one thought we would be able to get that deal done prior to the default,” Flowers said. “But Normandy and NBC got together, and Normandy said, 'We know you're committed to this area, so let's get you a long-term lease you can be happy with.'”

Flowers said in 2015 he'll continue to do extensive work with Related, with current deals in the pipeline that have yet to be announced — more of the results-oriented practice that led him to real estate.

“My clients are very practical and bottom-line oriented,” he said, “and it makes for a very interesting life when you get to focus on the main issues and strategies and just get things done.”

--Additional reporting by Benjamin Horney and Kurt Orzeck. Editing by Jeremy Barker.