



Evan Hudson

Partner

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Related Services

Investment Funds ■ REITs & Funds ■ Capital Markets & Securities ■ Corporate & Finance ■ Financial Services

Evan Hudson advises clients in raising billions of dollars in equity capital with the funds flowing to sponsors through IPOs, follow-on public offerings, and private placements. On the institutional side, Evan has represented some of the largest private REITs in the world, and on the retail side, he helps sponsors tap the large and growing pool of capital controlled by mass affluent and high-net-worth private clients. Whether representing successful real estate entrepreneurs or the most sophisticated institutional asset managers, Evan helps them build durable and lucrative retail-facing businesses while abiding by all relevant securities laws.

Evan advises on disclosure issues and corporate matters for publicly traded REITs. He understands the criticality of raising funds to the execution of business plans, and he enjoys helping managers achieve their most ambitious goals.

Evan's knowledge in the retail alternative investment space extends to non-exchange-traded, portfolio-diversifying investments such as perpetual-life NAV REITs, lifecycle REITs, Reg D products, and qualified opportunity funds.

Evan brings unique experience in advising issuers as they respond to hostile mini-tender offers and assert their rights against commercial counterparties. He also regularly deals with DTCC's Alternative Investment Product (AIP) platform, back-office securities custody issues, and transfer agency matters.

Evan was recognized on *New York Real Estate Journal's* 2019 "Ones to Watch" list and as a 2019 *Real Estate Weekly* Rising Star.

Representative Experience

- Counsel to Nuveen Global Cities REIT in its \$5 billion follow-on offering.
- Counsel to J.P. Morgan Real Estate Income Trust in its \$5 billion IPO.
- Counsel to two wirehouses in their distribution of alternative investment products.
- Counsel to multiple private funds raising development and core-plus capital through permanent equity vehicles.
- Represented a public, non-listed REIT in a self-tender offer.
- Represented a public equity REIT specializing in single-tenant, net-leased industrial properties, having 123 properties containing a total of approximately 25.2 million rentable square feet, in strategic review and general corporate advice.

- Represented the owner and operator of a portfolio of 122 manufactured home communities with approximately 23,000 developed homesites in the launch of ATM programs for \$100 million in common stock and \$100 million in preferred stock.
- Represented a real estate investment firm that specializes in the acquisition of quality assets and opportunistic debt throughout the United States in its formation of a commercial real estate fund to acquire value-add office properties.
- Represented a multinational asset manager in the restructuring of its \$43 billion private real estate fund.
- Represented a private real estate investment company in its sponsorship of a Delaware statutory trust (DST) focused on retail investors and targeting single-tenant triple-net-lease assets.
- Represented a tenancy in common (TIC) sponsor in its syndication of equity interests to investors.
- Represented a multinational asset manager in private REIT and corporate matters.
- Represented a multiproduct public, non-listed REIT sponsor in reviewing its advertising initiatives.
- Represented an emerging public, non-listed REIT sponsor in negotiations to acquire an alternative investment distribution network.
- Represented a sponsor in its launch of a Regulation A+ offering.
- Represented a public, non-listed REIT in responses to unsolicited mini-tender offers, agreements with securities custodians, AIP matters, and general corporate and securities matters.
- Represented a self-managed public, non-listed REIT in matters relating to its transfer agent.
- Represented an over \$2 billion self-managed public, non-listed REIT in general corporate and securities matters.
- Represented a Korean insurance company in structuring a private REIT jointly held with a U.S. insurance company.
- Represented a private opportunistic-focused real estate company in the structuring of a \$2 billion public, non-listed mortgage REIT.
- Represented an emerging sponsor in its formation of a \$200 million private REIT to acquire commercial real estate debt.
- Represented a U.S. platform in the planning of a synthetic security intended to allow U.S. investors to invest in Latin American CRE debt through a first-of-its-kind trust structure.
- Represented an emerging West Coast-based sponsor in devising a unique REIT-related exchangeable security product.
- Represented an East Coast-based multifamily investor in the placement of interests in a private fund to hold a multifamily portfolio.
- Represented an institutional asset manager in the negotiation of purchase agreements for net-lease real estate assets.
- Represented a REIT invested in single-tenant retail, restaurant, office, and industrial properties for several follow-on offerings of shares of common stock, including its raise of approximately \$1.6 billion in net proceeds, and the proposed spinoff of its multitenant shopping center business into a publicly traded REIT.
- Represented a privately held real estate investment company that owns and operates a diversified portfolio of multifamily, office, industrial, hotel, and retail properties in a \$50 million self-tender offer by its first public, non-listed REIT; the \$324 million follow-on offering for its second public, non-listed REIT; the filing of registration statements on Form S-3D for the entity's distribution reinvestment program; the \$395 million IPO of its third public, non-listed REIT; and the \$395 million IPO of its public, non-listed mortgage REIT.

- Represented a REIT in its spinoff of a portion of its lodging portfolio into a publicly traded REIT and its responses to several unsolicited third-party mini-tender offers.
- Represented a public, non-listed REIT in its underwritten public offering of \$97 million of preferred stock.
- Represented a publicly traded REIT in a proposed common stock PIPE offering.
- Represented a public, non-listed REIT in its bid to acquire a \$200 million portfolio of multifamily joint ventures.
- Represented the audit committee of a public, non-listed REIT in negotiations with inside directors relating to advisory fees, which were settled favorably with the execution of a restated advisory agreement.

Publications & Presentations

Publications

- *Real Estate Investment Trusts*, Vol. 29 and 29A, Thomson Reuters Securities Law Series, 2021.
- “Navigating Coronavirus: A Guide for REIT General Counsel,” *Lexis Practice Advisor*, March 2020.
- “In the Beginning Was the REIT,” *Bloomberg Tax*, December 10, 2019.
- “QOF vs. 1031—Which Tax Deferral Structure Should I Use?” *Commercial Observer*, March 11, 2019.
- “Will QOFs Cannibalize the 1031 Industry?” *Alternative Investments Quarterly*, Spring 2019.
- “What Real Estate Asset Managers Need to Know About DSTs,” *Real Estate Weekly*, February 4, 2019.
- “Why Retail?” *Alternative Investments Quarterly*, Summer 2018.
- “The Reg A+ Limit May Increase to \$75 Million. Does It Matter?” *The DI Wire*, April 23, 2018.

Presentations

- “Investment Banking Basics: Fundamentals of Capital Structures,” *Pocket MBA 2022: Finance for Lawyers and Other Professionals*, New York, NY, November 18, 2022.
- “Impactful Initiatives Molding the PDI Landscape,” IPA Committee, May 6, 2021.
- “REITs: At the Intersection of Corporate, Tax and Real Estate,” USC Gould School of Law, April 26, 2021.
- “Qualified Opportunity Zones: Formation Issues,” NYSSCPA Qualified Opportunity Funds and Opportunity Zones Symposium, June 19, 2019.
- “Non-Traded REITs: What You Need to Know,” Strafford, webinar, June 13, 2019.
- “Equity Capital-Raising Options for Real Estate Sponsors,” Association of Corporate Counsel, webinar, May 16, 2019.

Professional & Community Engagement

- Institute for Portfolio Alternatives, Industry Products Committee, chair

Education

- Harvard University (J.D., 2007)
- Harvard College (A.B., 2004)

Admitted to Practice

- New York