HUSCH BLACKWELL

Brad S. Markoff

PARTNER

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OVERVIEW

Brad structures and closes some of the market's most sophisticated financing transactions, with a particular focus on real estate.

He advises clients on capital-raising and strategic transactions involving public and private equity, debt financings, and permanent capital structures. Recognized for his uncommon combination of securities, real estate, and tax experience, Brad is particularly sought after for matters where intricate financing structures and tax considerations are central to the deal. He is known for designing financing solutions that are often unprecedented in structure or scale.

Brad represents public and private companies, investment funds, financial institutions, real estate investment trusts (REITs), and government entities in U.S. and cross-border transactions. His practice spans private capital raises, initial public offerings (IPOs), secondary debt and equity offerings, mergers and acquisitions (M&A), strategic investments, and real estate portfolio acquisitions and dispositions, and private equity fund formation. He advises clients across a wide range of industries, including real estate, hospitality, financial services, technology, entertainment, manufacturing, and energy.

Having lived and practiced in Hong Kong and the People's Republic of China (PRC), Brad brings deep experience to Asia-related and other cross-border matters. During eight years in Hong Kong, he advised clients on inbound and outbound financings, M&A, and strategic investments across multiple jurisdictions. Today, he

Industry

Real Estate, Development, & Construction

Services

Asia
Capital Markets
Corporate
Mergers & Acquisitions
Private Equity
Real Estate Investment
Securities & Corporate Governance

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continues to counsel clients on international capital markets transactions and financing structures that span regulatory regimes.

Clients value Brad's ability to combine technical knowledge with sound business judgment. Drawing on decades of experience in private practice and executive leadership, he works closely with clients to understand their objectives, evaluate opportunities, assess risk, and identify alternatives when conventional approaches are not the right fit, helping them make informed decisions that align with their priorities.

A recognized thought leader in real estate capital markets, Brad has helped shape financing frameworks and legislative initiatives in the U.S. and internationally through leadership roles with Asia Pacific Real Assets Association (APREA) and collaboration with National Association of Real Estate Investment Trusts (NAREIT) and European Public Real Estate Association (EPRA). His work has included advising on initiatives such as the Philippine REIT framework and China's asset-backed securitization and REIT legislation. He is a frequent author and speaker on cross-border finance, REITs, financing structures, and M&A, and has lectured at industry conferences and universities worldwide, including Harvard University and Tsinghua University.

Experience

PUBLIC REITS AND REAL ESTATE CAPITAL MARKETS

- Advised more than 20 publicly traded real estate investment trusts (REITs) in connection with formation transactions, initial public offerings (IPOs), secondary offerings of equity, debt securities and hybrid derivative instruments, and public merger transactions, involving more than 250 separate filings with the Securities and Exchange Commission (SEC), including the largest single paper filing in the commission's history.
- Created the Plain English Model Form S-11 at the request of the SEC.
- Advised numerous REITs in connection with acquisitions of real estate companies and real estate portfolios through both share exchange and cash transactions.
- Advised Inception REIT, an owner of U.S. cannabis-focused real property, in connection with an offering of common and preferred stock through a Regulation A offering and its merger with a publicly listed Canadian special purpose acquisition company (SPAC).

PRIVATE CAPITAL, INVESTMENT FUNDS, AND REAL ESTATE TRANSACTIONS

- Formed numerous real estate and venture capital private equity funds.

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Experience

- Advised a leading financial services company in the alternative asset management space in connection with the formation, funding, and property acquisitions of a hospitality-focused REIT.
- Advised a Los Angeles-based real estate company in connection with the establishment of numerous joint venture investments in urban mixed-use and residential projects and the formation of a private equity fund exceeding $200 million.
- Advised a real estate private equity fund in connection with the sale of limited partnership interests through a Regulation A offering.
- Advised a U.S.-based investment manager in connection with investments by foreign investors in a U.S.-based data center fund.
- Advised a U.S.-based investment manager in connection with investments in several joint ventures to acquire workforce housing properties.
- Advised the Duke University Endowment Fund on various fund-to-fund investments.

INTERNATIONAL AND CROSS-BORDER TRANSACTIONS

- Advised a Hong Kong-based merchant bank and investment sponsor in connection with a variety of U.S. and international investments.
- Advised a U.S.-based investment sponsor in establishing its corporate organizational structure in Asia through a series of tiered offshore wholly owned British Virgin Islands (BVI) and Hong Kong subsidiaries.
- Advised in developing foreign exchange strategies for the cross-border movement of renminbi (RMB)-denominated funds and their conversion into U.S. dollar-denominated funds.
- Negotiated and drafted a joint venture and collaboration agreement among a U.S.-based private equity fund, Jones Lang LaSalle China and the Grand China Fund, the first People's Republic of China (PRC) government-sanctioned real estate-focused investment fund.

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Experience

- Advised the Asia Pacific Real Assets Association (APREA) in connection with its collaboration agreement with Cambridge Associates LLC to develop a proprietary Asian private equity performance database, including benchmark statistics and performance indices.
- Advised several Chinese-owned entertainment companies in connection with the acquisition of media content and its global exploitation through film, television, and streaming services.
- Advised a Hong Kong-based mining company in connection with a joint mining and operating agreement covering projects in the Philippines and Indonesia, as well as distribution and shipping agreements for the sale of iron ore and coal in China.
- Advised Limitless/Dubai World, together with Jones Lang LaSalle China, in recapitalizing its Asian portfolio to raise funds for the restructuring of Dubai World's debt through an innovative build-to-transfer financing model involving Chinese state-owned construction companies.
- Advised a Netherlands-based company in connection with the development of a chain of European-style garden centers in the PRC.
- Advised Subic Neocove Corporation, a subsidiary of Korea's Heung-A Property Group, in connection with the development and financing of a 500-hectare resort project in Subic Bay, Philippines.
- Advised Iho Land, a Korean developer, in connection with a $250 million financing for a resort development on Jeju Island, Korea.
- Advised Beijing Donia Resources Co. Ltd. in connection with its investment in an iron ore mine in Goa, India.

CORPORATE FINANCE AND STRATEGIC TRANSACTIONS

- Advised a medical device manufacturer in connection with its offering of simple agreements for future equity (SAFE) instruments.

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Experience

- Advised a leading U.S. bank in connection with a loan and credit facility to the TPC Network, an affiliate of the PGA TOUR, to refinance the organization's portfolio of championship golf course properties.

PUBLIC FINANCE AND INFRASTRUCTURE

- Advised the governor of North Carolina in connection with the state's contested takeover of the North Carolina Railroad Company from its private shareholders.
- Served as bond counsel in connection with financing the construction of the Catawba Nuclear Power Station in York County, South Carolina.
- Advised the State of North Carolina and a consortium of banks in connection with the relocation of the Carolina Hurricanes, a National Hockey League team, to Raleigh, North Carolina, and the financing of a state-of-the-art 23,000-seat arena.
- Advised numerous governmental entities as bond counsel or issuer's counsel in connection with tax-exempt revenue bonds and general obligation bonds used to finance governmental buildings, container crane facilities, manufacturing facilities and urban redevelopment projects.
- Advised numerous hospital and medical boards in connection with tax-exempt bond financings.

Recognition

- *The Best Lawyers in America®*
  - Corporate Law, 2003-2027
  - Real Estate Law, 2003-2027
- Who's Who in the World, 2014
- *Chambers Global* and *Chambers USA*, REITs, 2007-2010

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Education

- J.D., Washington University in St. Louis School of Law
- A.B., Duke University
    - with distinction
    - Public Policy and Political Science

Admissions

- California
- Missouri
- U.S. Tax Court

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