



# Mitchell Poole

Co-Chair, Real Estate

Santa Monica

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Mitchell has more than 25 years of experience leading real estate transactions on behalf of both U.S. and foreign institutional lenders and investors. He started his career as counsel to institutional mortgage and mezzanine lenders, but his practice for the past two decades has focused on lifecycle equity investment representation. He handles all aspects of investment in development projects and stabilized real estate assets.

Mitchell leads sophisticated joint venture agreements; due diligence and property acquisition; borrower-side construction, mortgage, and mezzanine financing; ground, office, and data center leasing; and property disposition and investment exit. He also executes workouts and Chapter 11 restructurings of single-asset and multi-property portfolios.

Over the course of his career, Mitchell has advised on equity investment in almost every type of asset class. His clients hold or have held interests in apartments, student housing, and senior and assisted-living facilities; industrial buildings and flex centers; office buildings and traditional medical offices; colocation and data centers; retail centers; and full-service hospitality and resort assets.

Before attending law school, Mitchell served in New Jersey state government under three successive governors where he handled inner-city redevelopment and operational services matters for both the governor's and state treasurer's offices.

Mitchell maintains an active pro bono practice, handling real estate transactions for nonprofits and direct service providers. He has led purchase, sale, and leasing transactions for the ACLU of Southern California and has twice received that organization's Pro Bono Special Service Award. He also recently dedicated hundreds of hours to assisting with zoning, land use, and other regulatory compliance matters on behalf of the operator of a halfway house for homeless LGBTQ+ individuals.

He earned both his J.D. and a Master of Dispute Resolution from Pepperdine University School of Law. Mitchell also earned an M.B.A. from the University of Colorado and a B.A. from Brown University.

## Experience

Represented an owner facing a matured/defaulted loan on an office/retail project requiring recapitalization with contribution by the lender's preferred equity investor and an 18-month loan extension.

Represented the equity investment partner in a joint venture with development partners in the rezoning, entitlement, development, and construction financing (mortgage and preferred equity) of a 26-acre, for-rent, mixed-residential development project in Texas that includes 192 mid-rise apartments, 28 townhouses, and 94 single-family homes with eight acres of dedicated greenspace/wetlands.

Represented the equity investment partner in a joint venture transaction with a development partner in connection with the demolition of an industrial building in Los Angeles that also involved the rezoning, entitlement, development, and construction financing of 376 low-income housing units as well as 6,500

## Practice Areas

- Real Estate
- Real Estate Development
- Real Estate Finance
- Distressed Real Estate

## Industry Sectors

- Education

## Education

- Pepperdine University School of Law, J.D., *cum laude*, 1998
- Pepperdine University School of Law, M.D.R., 1998
- University of Colorado, M.B.A., 1989
- Brown University, B.A., 1985

## Bar Admissions

- California

## Awards & Honors

- 2013 ACLU Foundation of Southern California's Pro Bono Special Service Award
- 2007 ACLU Foundation of Southern California's Pro Bono Special Service Award
- 2012 *The Legal 500* – recognized as a leading lawyer in real estate

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sq. ft. of retail space. With the project subject to Housing Authority of the City of Los Angeles vouchers, Los Angeles land use restrictive covenants, and California Revenue and Taxation Code (Section 214(g)) real estate tax exemption criteria, the representation involved negotiating real estate tax exemption documentation, a guaranteed maximum price construction contract, not-for-profit welfare asset management participation, public sector welfare subsidy investment, environmental remediation, and construction loan documentation.

Represented a foreign institutional investor in a joint venture transaction with a supplemental mezzanine tier to incorporate a preferred equity investor for ground up construction of a combination of multifamily apartments, townhomes, and single-family residences on a 27-acre site in Grand Prairie, Tex.

Represented a foreign institutional investor in a joint venture transaction for the ground up construction of a multibuilding, multifamily project on an eight-acre site in Kissimmee, Fla.

Represented affiliates of Equus Capital Partners, Ltd. in a multi-tiered transaction that included the sale of two portfolios of industrial assets totaling 88 properties throughout the Southeastern United States in a transaction with a value in excess of \$1 billion. As lead counsel our representation included negotiating, documenting, and closing the sale and purchase transactions establishing two new joint ventures with the real estate affiliates of the contract purchaser for the acquisition, ownership, and management of the portfolio, and negotiating the terms of and closing two single-asset CMBS loans originated by Goldman Sachs in the aggregate amount of \$686 million.

Handled the workout and sale or deed in lieu of foreclosure for six full-service hotels in five states.

Handled the disposition of a \$900 million portfolio consisting of three full-service resort hotels in California and Colorado.

Represented a Tokyo-based client in connection with two construction mezzanine loans totaling \$173 million for a Class A high-rise apartment in Seattle, and a mixed-use complex in Brooklyn, N.Y., with one transaction being investor counsel to a JV mezzanine lender and other transaction being a two-tiered mezzanine loan with requisite intercreditor agreements among all lenders.

Handled 1.5MW to 10MW data center leases for technology, financial, and airline company clients in California, Illinois, Texas, Virginia, and Georgia.

Served as acquisition counsel for a big three healthcare REIT client in connection with its acquisition of a life science campus complex with supplemental entitlement work and development of a supplemental office building and parking garage in Lexington, Mass.

Represented a bank in connection with the disposition with partial leaseback of the largest office building in Portland, Ore., involving subterranean easements and sky bridge easements with the City of Portland.

Handled the JV acquisition and the disposition of the third-largest office building in Portland, Ore., involving subterranean easements with the City of Portland.

Represented a CMBS lender in connection with the refinance and redevelopment of the world-famous Hollywood & Highland entertainment and retail center in Hollywood, Calif., which covered a multi-tiered ground lease/revenue bond structure plus a fee interest.

Continuing life-cycle representation of a U.S. pension fund for more than 15 years in its 15.2-acre, eight-parcel office/retail complex in Irvine, Calif., including the development of additional improvements; refinancing of eight ground leases; leasing of office, retail, and restaurant space;

acquisition of the underlying fee; and restructuring of the ground leases.

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