

48TH ANNUAL WILLIAM W. GIBSON, JR.

MORTGAGE LENDING INSTITUTE



AUSTIN

September 18–19, 2014
AT&T Conference Center

DALLAS

October 2–3, 2014
Cityplace Conference Center



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TX Appraiser CE Credit Pending

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Credit Available for TREC (up to 9.00 Hours of General Elective MCE) and TDI (up to 10.00 Hours of CE)
TX Appraiser CE Credit Pending

THURSDAY MORNING

Presiding Officers:

IN AUSTIN: Brian C. Rider,
The University of Texas School of Law,
Austin, TX

IN DALLAS: Ann M. Saegert,
Haynes and Boone, LLP, Dallas, TX

8:00 a.m. Registration Opens

Includes continental breakfast.

8:50 a.m. Welcoming Remarks

9:00 a.m. .75 hr | .25 hr ethics

Case Law Update, Part I

Overview of recent cases addressing legal and ethical issues in mortgage lending and real estate, including foreclosures, loan agreements, guaranties, leases, conveyances and more.

David A. Weatherbie, Cramer Weatherbie
Richardson Walker LLP, Dallas, TX

9:45 a.m. .75 hr | .25 hr ethics

**Recourse Carve-Out Liability:
Only for Bad Boys?**

A discussion of the purpose and form of the typical recourse carve-out, possible negotiated changes to those carve-outs, and the effect of recent case law, plus an analysis of the practical and ethical issues in representing a borrower and guarantor once the loan goes into default.

Jonathan Thalheimer, McGuire, Craddock &
Strother, P.C., Dallas, TX
James H. Wallenstein, Glast, Phillips & Murray,
Dallas, TX
Thomas M. Whelan, McGuire, Craddock &
Strother, P.C., Dallas, TX

10:30 a.m. Break

10:45 a.m. .33 hr

**Master Leases: A Guaranty Substitute or the
Gift that Keeps on Taking?**

Real estate parent companies occasionally give a master lease instead of a guaranty without considering the economic and legal repercussions associated with master leases. This presentation addresses some of the issues arising from this type of "credit support."

Katherine A. Tapley, Norton Rose Fulbright,
San Antonio, TX

11:05 a.m. .33 hr

**Update on Construction Completion
Guaranties: They're More Dangerous than
They Appear**

J. Cary Barton, Barton, East & Caldwell, P.L.L.C.,
San Antonio, TX

11:25 a.m. .75 hr

**Forging Peace Negotiations: Borrowers'
Peskiest Problems and Biggest Gripes**

A borrower's attorney and a lender's attorney face off over frequently contentious provisions in loan documents and see if they can find common ground.

Vytas A. Petruelis, Jackson Walker L.L.P., Houston, TX
Paul M. Pruett, Locke Lord LLP, Houston, TX

12:10 p.m. .50 hr

**Unusual Additional Collateral and Ancillary
Loan Documents**

A review of terms which should be negotiated, removed or at least highlighted to the borrower and any third parties impacted by collateral and ancillary loan documents (i.e., Assignment of Management Contract, Security Interest in Contracts, Assignment of Permits, and Environmental Agreement and Indemnity).

Sara E. Dysart, Attorney at Law, San Antonio, TX

12:40 p.m. Pick Up Lunch

Included in registration.

THURSDAY AFTERNOON

Presiding Officers:

IN AUSTIN: Jane Snoddy Smith,
Norton Rose Fulbright, Austin, TX

IN DALLAS: John M. Nolan,
Winstead PC, Dallas, TX

LUNCHEON PRESENTATION

1:00 p.m. .75 hr

**Demographic Trends in Texas: Implications
for the Future of Real Estate**

An analysis of demographic, social and economic characteristics and trends in Texas, and their implications for real estate development and lending.

Lloyd Potter, Ph.D., Office of the State Demographer,
Austin, TX

1:45 p.m. Break

2:00 p.m. .33 hr

Title Insurance Endorsements Update

Recent changes to title insurance endorsements, including major revisions to T-19 and T-19.1, an expansion of the availability of certain endorsements, the approval of new endorsements and more.

Wade A. Thunhorst, Title Resources Guaranty Co.,
Dallas, TX

2:20 p.m. .50 hr

**Environmental Update: Due Diligence and
Other Issues for Loan Arrangers—Hi-Yo, Silver!**

A brief overview of environmental concerns affecting mortgage lenders with a focus on selected hot topics and practical considerations, including due diligence, statutory defenses protecting secured creditors, the rising concern of vapor intrusion, and recent updates affecting development such as the definition of waters of the U.S. and jurisdictional wetlands and the presence of endangered species.

IN AUSTIN:
Jeff Civins, Haynes and Boone, LLP, Austin, TX

IN DALLAS:
Mary S. Mendoza, Haynes and Boone, LLP, Austin, TX

2:50 p.m. .50 hr

**Legal Drafting Style Guide:
A New Approach to Editing**

Do you need help removing passive-voice, legalisms, redundancies, 150-word sentences, and other writing atrocities from your documents? A legal drafting style guide will help you transform your unreadable documents into plain English (or at least understandable documents).

Kevin M. Kerr, Attorney at Law, Dallas, TX

3:20 p.m. Break

3:30 p.m. .50 hr

Developments in Bankruptcy Law

With a look at recent developments in bankruptcy law affecting the mortgage lending world, work through new cases on credit bidding by lenders, "good faith" in filing and cram downs, impairment, and conflicts between senior and junior lien holders.

Christopher G. Bradley, U.S. Bankruptcy Court,
Western District of Texas, Austin, TX

4:00 p.m. 1.00 hr ethics

**Technology and File Management:
Best Practices for Reducing, Managing and
Storing Your "Paper"**

A discussion on the practical, technological and ethical issues that come with managing the mountains of paper that a law practice generates, including best practices with respect to document generation, distribution and retention, and the ownership of client files. Learn the benefits of and options for reducing paper consumption and storage in the law firm context, including a look at both the technology and the ethics of computing in the cloud.

IN AUSTIN:

Hon. Rebecca Simmons, Kinetic Concepts, Inc.,
San Antonio, TX

Mary Brennan Stich, Rackspace Hosting, Windcrest, TX

IN DALLAS:

Laura L. McClellan, Thompson & Knight LLP, Dallas, TX
Hon. Rebecca Simmons, Kinetic Concepts, Inc.,
San Antonio, TX

5:00 p.m. Adjourn

FRIDAY MORNING

Presiding Officer:

**David A. Weatherbie, Cramer
Weatherbie Richardson Walker LLP,
Dallas, TX**

8:00 a.m. Conference Room Opens

Includes continental breakfast.

8:30 a.m. .75 hr | .25 hr ethics

Case Law Update, Part II

A continuation of the Case Law Update.

David A. Weatherbie, Cramer Weatherbie
Richardson Walker LLP, Dallas, TX

9:15 a.m. .50 hr

**Drafting Security Documents and Legal
Opinions after Enactment of the Texas
Assignments of Rent Act (TARA)**

Drafting deeds of trust, stand-alone assignments of leases and rents, legal opinions and ancillary loan documents after the enactment and in light of TARA.

Greta E. Goldsby, Winstead PC, Austin, TX

9:45 a.m. .50 hr

**Land, Crops and Cows:
Farm and Ranch Lending Issues**

An overview of financing transactions and issues for farms, ranches and their operations.

James D. Eggleston Jr., Eggleston Flowers & King,
Weatherford, TX

10:15 a.m. Break

Concurrent Sessions

RESIDENTIAL

Presiding Officer:

**Chris A. Peirson, PeirsonPatterson, LLP,
Dallas, TX**

10:30 a.m. .50 hr

**What's Happening under Rules of Procedure
735 and 736**

New developments under Texas Rules of Civil Procedure 735 and 736 that relate to home equity, reverse mortgage, home equity line of credit, property owners' associations and certain transferred or property tax loan liens.

Tommy Bastian, Barrett Daffin Frappier Turner &
Engel, LLP, Addison, TX

11:00 a.m. .50 hr

Qualified versus Non-Qualified Mortgages

A review of the Consumer Financial Protection Bureau (CFPB) regulations and guidance on qualified mortgages (QM), plus developments pertaining to QM and non-QM loans.

Michael K. O'Neal, Winstead PC, Dallas, TX

11:30 a.m. .75 hr

CFPB Enforcement and Examinations

A review of recent CFPB enforcement actions, practical tips on how lenders, homebuilders and real estate brokers can prepare for an examination, and the effects of CFPB initiatives on compliance and litigation strategies.

Troy W. Garris, Weiner Brodsky Kider PC,
Washington, DC, and Dallas, TX

12:15 p.m. Pick Up Lunch

Included in registration.

Concurrent Sessions

COMMERCIAL

Presiding Officer:

**Robert G. "Jerry" Converse,
Of Counsel, Norton Rose Fulbright,
Austin, TX**

10:30 a.m. .75 hr

**Substitute for Equity: Understanding
Economic Development Incentives and
Your Right to Them**

An overview of economic development incentives and the latest changes and modifications to these programs that are available from state and local governments, plus practical tips for identifying and managing the risks to property owners and mortgage lenders when these incentives are granted to or based upon the tenant/user and not the project itself.

Robert G. "Jerry" Converse, Of Counsel, Norton
Rose Fulbright, Austin, TX

11:15 a.m. .50 hr

**Real Estate Preferred Equity Agreements:
Issues Concerning the Sponsor Principal**

An examination of the sponsor principal's role in real estate preferred equity investment transactions, including matters related to the sponsor principal's liability to the capital partner and to third-party lenders, whether the type of equity investment transaction affects (or should affect) the scope of the sponsor principal's liability to the capital partner, whether requiring the sponsor principal to execute a debt-like guaranty instrument could create adverse consequences for the capital partner in an enforcement action, and issues created for the sponsor principal upon a management takeover by the capital partner.

Bryan D. Garner, Thompson & Knight LLP, Dallas, TX

11:45 a.m. .50 hr

**Land Use: Dirty Little Secrets Every Lending
Lawyer Needs to Know**

Did you know that cities in Texas can terminate nonconforming uses? How far can cities go in demanding exactions during the development process? What assurance can a city give you that a proposed use is actually permitted? Often the answers to these questions have an impact on the development potential of an asset and, therefore, its value. This presentation examines the complexity of land use regulations, including practices and procedures relevant to new development and redevelopment, in order to understand how these regulations can impact valuation.

William S. Dahlstrom, Jackson Walker L.L.P.,
Dallas, TX

12:15 p.m. Pick Up Lunch

Included in registration.

FRIDAY AFTERNOON

Presiding Officer:

Brian C. Rider, The University of Texas School of Law, Austin, TX

LUNCHEON PRESENTATION

12:35 p.m. .75 hr

Federal Regulatory Update and Outlook

This was a watershed year for federal rule-making and more rules are on the way. Review the year's regulatory changes and the changes to come.

IN AUSTIN:

Ken Markison, Mortgage Bankers Association, Washington, DC

IN DALLAS:

Justin J. Wiseman, Mortgage Bankers Association, Washington, DC

1:20 p.m. Break

1:35 p.m. .75 hr

Drilling into Commercial Lending: What Good Is My Collateral Now that There's a Rig in the Parking Lot?

A look at the impact of mineral development on value and use of commercial real estate: How do you identify and avoid conflicts between mineral interests and liens which can devalue a collateral asset? What are the benefits, if any, of the accommodation doctrine? What and when does title insurance give a surface owner (including a lender who forecloses on the property) any coverage or benefit?

Brian C. Rider, The University of Texas School of Law, Austin, TX

2:20 p.m. .50 hr

Water, Water Everywhere, but How Do We Get It?

A discussion of how to locate and secure water sources for projects which are outside established water service areas with a special emphasis on the lender's perspective.

Grady B. Jolley, Branscomb PC, San Antonio, TX

2:50 p.m. .50 hr

Hot Tips and Current Events of Interest

Discussion of recent developments and hot topics in mortgage lending and related real estate matters.

Jeff Matthews, Winstead PC, Dallas, TX

3:20 p.m. 1.00 hr ethics

Dealin' in Dirt without Slippin' in the Mud: The Ethics of Whom You Represent

A lively and unconventional look at ethical challenges in real estate and lending practice—be sure to save some energy and brain power for this presentation!

Jeff Jury, Burns Anderson Jury & Brenner, LLP, Austin, TX

4:20 p.m. Adjourn

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Mortgage Bankers Association
Washington, DC

*Planning Committee member

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School of Law
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Questions? 512.475.6700

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Call 512.475.6700 or email service@utcle.org*

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ML14

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For Group registration, call 512.475.6700.

1. Select Location and Date

- AUSTIN—September 18–19, 2014
Early Registration cutoff Wednesday, September 10, 2014
- DALLAS—October 2–3, 2014
Early Registration cutoff Wednesday, September 24, 2014

2. Select Registration Type

- Individual registration by cutoff date \$550
- Individual registration after cutoff date \$600

3. Select Course Materials Format

- Electronic Course Binder on USB Key ONLY
- Printed Course Binder ONLY

4. Friday Morning Concurrent Sessions – Select One

- Residential
- Commercial

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1900 University Avenue
Austin, TX 78705
512.404.3600

Special Room Rate: \$174
good through August 22, 2014
(subject to availability)

Parking:

Free daily self-parking at UT garages.
Separate fees apply for valet
and overnight parking.
(subject to change)

AUSTIN

September 18–19, 2014



KEY DATES

September 10, 2014

last day for early registration

add \$50 for registrations received after this time

September 12, 2014

last day for cancellation (full refund)

September 15, 2014

last day for cancellation (partial refund)

\$50 processing fee applied

September 18, 2014, 8:50 a.m.

Institute begins

CONFERENCE LOCATION

Cityplace Conference Center
2711 North Haskell Avenue
Dallas, TX 75204
214.515.5100

Self-Parking:

Complimentary
(subject to change)

NEARBY ACCOMMODATIONS

Warwick Melrose Hotel Dallas
3015 Oak Lawn Avenue
Dallas, TX 75219
214.521.5151

DALLAS

October 2–3, 2014



KEY DATES

September 24, 2014

last day for early registration

add \$50 for registrations received after this time

September 26, 2014

last day for cancellation (full refund)

September 29, 2014

last day for cancellation (partial refund)

\$50 processing fee applied

October 2, 2014, 8:50 a.m.

Institute begins

ABOUT THE COVER

White Rock, 60" x 60", oil on canvas, is by Susan Barnett. For more information, visit www.conduitgallery.com and www.susanbarnett.net.

