



Jonathon L. Goodling

Partner

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“Through clear communication and practical advice, I strive to help clients achieve their goals in a manner that minimizes legal risk to a level that is proportionate to the potential benefits of the transaction. The relationships that I develop with clients are my work’s greatest reward. In large part, I measure my success by their success.”

Jonathon Goodling guides clients through commercial real estate and finance transactions. He provides advice on structuring complicated transactions and assists clients in negotiating and drafting real property and loan documentation. The largest sector of Jon’s practice involves representing national and regional banks on real estate secured loans. Jon also routinely assists developers, property owners, and governmental entities with leasing and purchases and sales of real estate, as well as lenders on non-real estate secured financings.

Professional Activities

- Oregon State Bar, Member
 - Real Estate and Land Use Section
 - Past Chair, 1998-1999
 - Executive Committee, 1994-1999
 - Opinion Letter Committee, Member, 1985-present
 - CLE Luncheon Program, Chair, 2006-present
 - Financial Institutions Committee
 - Past Chair, 1995
 - Member, 1992-1995
 - Committee on Rights of Persons With Disabilities, Past Chair, 1988
- American College of Mortgage Attorneys, Member
 - Board of Regents, Member
 - Opinion Letter Committee, Member
- American Bar Association, Member
- National Association of Industrial/Office Properties, Firm Representative

Education

J.D., University of Oregon
School of Law, 1979

- Order of the Coif

B.S., University of Oregon,
political science

Bar Admissions

Washington, 2013
Oregon, 1979

Representative Experience

Lending Matters

- Regularly represent national bank on real-estate-secured, construction, term, and revolving loans since 2000. Loan transactions completed in the last 24 months include a \$45,000,000 real estate secured revolving loan to real estate investor/developer, a \$75,000,000 unsecured revolving loan to a real estate investor/developer, a \$15,000,000 equipment finance loan, a \$11,000,000 loan to construct a hotel, and a \$29,000,000 loan to construct a building that has been leased to a department of the Oregon government for 30 years.
- Regularly represent regional bank on real-estate-secured, construction, term, and revolving loans since 2007. Loan transactions completed in the last 24 months include four real estate acquisition loans in an aggregate amount of \$36,000,000 to a tenancy-in-common group completing a section 1031 exchange, a \$12,000,000 construction loan, a \$8,500,000 term loan secured by all the assets of a private university, and a \$21,000,000 term loan to refinance a multi-family complex.
- Represented regional bank on a loan to an Employee Stock Ownership Plan (ESOP).
- Represented regional bank as agent and lender on \$60,000,000 syndicated loan to construct a high-tech cold storage facility.
- Represented real estate developer on loan to construct multi-family project and to re-develop downtown office building.
- Represented borrower on \$51,000,000 term loan secured by a continuing care facility.
- Represented borrower on \$87,500,000 term and construction loan for three continuing care facilities.
- Represented Indian tribe on \$35,000,000 loan to construct casino.

Leasing Matters

- Regularly represent life insurance company affiliate as landlord on all leases in two downtown high-rise office towers.
- Regularly represent public school district on leases, including:
 - Long-term ground lease to the City of Portland and a nonprofit for development of former elementary school site with affordable housing.
 - Long-term lease of former elementary school to neighboring school district for redevelopment as a high school.
 - Long-term lease to a university of approximately one-third of a newly constructed elementary school to be used for teacher education.
- Represented landlord on lease to Wal-Mart.
- Represented numerous corporations as tenants on office building leases in downtown Portland, including Miller Nash LLP.

Purchase & Sales

- Represented seller on sale of portfolio of four properties, including two shopping centers, a multi-family project, and store formerly leased to Fred Meyer.
- Represented buyer on acquisition of land in Polk County for development of vineyard.
- Represented seller on sale of 16 acres of vacant land to CarMax for development.
- Represented seller on sale of shopping center in Tualatin, Oregon, for redevelopment by CenterCal Properties.
- Represented seller of 45 fuel distribution facilities for approximately \$80,000,000.
- Represented life insurance company as both seller and buyer of downtown office buildings and suburban office/flex space.
- Represented purchaser of two Class A high-rise office buildings in downtown Portland on two separate transactions.
- Represented bank in sales of multiple subdivisions acquired by bank through deed-in-lieu transactions.

Development Matters

- Represented corporate trustee on division and conveyance of approximately a dozen properties, with value in excess of \$25,000,000, to trust beneficiaries.
- Created condominium structure for multi-family high rise in the Pearl District of Portland owned by life insurance company affiliate.
- Prepared covenants, conditions, and restrictions for suburban office/flex park.
- Represented university on acquisition and development of real estate to be operated in joint venture with private manufacturing companies.
- Represented real estate developer in conversion and rehabilitation of warehouse building located in Pearl District in Portland, Oregon. Services included representation on acquisition, financing, conversion of building to condominium, leasing of ground-floor retail space, and sale of penthouse condominium units.
- Represented university on real estate issues (e.g., land acquisition and leasing) in connection with development of satellite healthcare campus.

Publications

- "Oregon Construction Owners and Lenders Are Affected by New Retainage Law," Miller Nash, *Bank Law Monitor*, coauthor (May 2024)
- "Thoughts on Leasing in a Troubled Commercial Real Estate Market," Miller Nash, *From the Ground Up* (Jan. 2024)
- "Nine Important Lease Pitfalls That Commercial Landlords Should Avoid," *Daily Journal of Commerce Oregon* (Sept. 2022)
- "Why Does My Lender Want My Attorney to Send It an Opinion Letter?," Miller Nash, *Bank Law Monitor* (Sept. 2022)
- "Portland-Area Consumer Price Index Discontinued," Miller Nash Graham & Dunn LLP, *From the Ground Up*, coauthor (Mar. 2019)
- "Poorly Drafted Leases Can Cause Headaches for Tenants and Landlords," *Daily Journal of Commerce* (July 2015)
- "Drafting Commercial Trust Deeds and Mortgages," Oregon State Bar, *Real Estate & Land Use Section* (Nov. 2014)
- "Commercial Real Estate Loan Documents: Borrower Be Aware," *GroundBreaking News* (Sep. 2012)
- "SNDAs: Where Foreclosing Lender Meets Commercial Tenant," *Portland Business Journal* (Mar. 2012)
- "Determining Tenants' Rights When Buildings Get Foreclosed," *Portland Business Journal* (Mar. 2012)
- "Commercial Mortgages," Oregon State Bar Real Estate & Land Use Section, Chapter 6 of *Documentation of Real Estate Transactions* (2008)
- "Commercial Trust Deeds," Oregon State Bar Real Estate & Land Use Section, Chapter 7 of *Documentation of Real Estate Transactions* (2008)
- "Residential Trust Deeds," Oregon State Bar Real Estate & Land Use Section, Chapter 8 of *Documentation of Real Estate Transactions* (2008)

Presentations

- "Alternative Sources of Development Financing," Oregon Society of Certified Public Accountants, 2015 Real Estate Conference (June 2015)
- "Drafting Commercial Trust Deeds and Mortgages," Oregon State Bar, Real Estate and Land Use Fall Forum (Nov. 2014)
- "How Do Condos Work and What Issues Should Developers Watch," Miller Nash, Affordable Housing Seminar (2007)
- "Construction Lending," Lorman Seminars (2002)

Recognition & Honors

- Selected for inclusion in *The Best Lawyers in America*® (Portland, OR)
 - Commercial Finance Law, 2024-present
 - Banking and Finance Law, 2022-present
 - Real Estate Law, 2006-present
- Selected for inclusion as an Oregon Super Lawyer, 2006, 2008-present
- Recognized as a “Leader in Their Field” by *Chambers USA* for Real Estate—Oregon
- Rated A-V® Preeminent™ by Martindale-Hubbell®