

## Honey V. Gandhi

Associate

Dallas

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**Honey focuses her practice on a wide range of complex finance transactions involving commercial real estate.**

Honey's practice includes acquisitions and dispositions, leasing, and financing. She has experience in representing institutional REITS, commercial real estate owners, developers, and investors in transactions involving multi-family properties, office buildings, retail centers, industrial sites, raw land, and other income-producing properties. She drafts and negotiates contracts, structures projects, and ensures administrative and corporate compliance with regulations.

As a former associate general counsel to a Dallas-based developer and operator of upscale resort communities, Honey is well versed in:

- drafting and negotiating of contracts related to the acquisition, leasing, and development of real estate properties;
- structuring, negotiating, and closing sophisticated financial contracts for real estate projects, including construction and term loans, lines of credit, and mortgage-back security loan transactions; and
- administrative and corporate compliance with a variety of complex federal, state, and city regulations.

Honey regularly represents landlords and tenants in multi-state leasing, acquisition, and disposition of office, industrial, retail, and data center properties. She also provides counsel on entity formation shareholders' agreements, bylaws, stock purchases, and marketing agreements.

Before joining Winston, Honey worked as a senior real estate attorney at a global law firm. Honey also has international work experience and was part of the legal department of a publicly-listed joint venture oil refinery company in Mumbai, India.

Honey is fluent in Hindi, Gujarati, and Marathi.

## Key Matters

*Some of the experience represented below may have been handled at a previous firm.*

- Represented commercial buyers, sellers, and developers, including REITs, foreign and domestic corporations, and joint venture partnerships, in acquisitions and dispositions of commercial real properties, including multi-family, industrial, retail, and office properties and raw land.
- Negotiated and drafted a range of purchase sale documents including purchase sale agreement, access agreement, and closing documents; conducted comprehensive due diligence, including title, survey, zoning, and lease review prior to acquisitions; coordinated closing activities with all related participants.
- Represented borrowers in financing for acquisitions, construction, and refinancing transactions, including negotiating and drafting loan documents, title affidavits and opinion letters, resolving title issues, and coordinating closing with lender's counsel.
- Represented landlords and tenants in the negotiation, preparation, and drafting of retail, restaurant, office, industrial and ground leases.
- Prepared entity-related documentation including organizational documents/amendments and consents for Fund/REIT entities.
- Drafted and negotiated asset and real estate purchase sale agreements, lease agreements, and amendments; conducted due diligence for resort acquisitions; drafted form sales contracts for lots, timeshares, spec homes for domestic and international sales; handled title curative issues.
- Reviewed and negotiated real estate loans, finance contracts, term and construction loans, lines of credit, and mortgage-backed security loan transactions; reviewed and negotiated letters of intent, commitment letters, term sheets, loan agreements, and renewals.
- Drafted, reviewed, and negotiated contracts related to all areas of business - service/product/marketing/technology.
- Provided general legal and business counsel to executive management with respect to corporate operations; assisted with corporate governance/formation/merger/acquisition issues for 35+ subsidiary/affiliate companies.
- Developed and monitored company risk management and compliance programs, policies and procedures to minimize company exposure and ensure compliance with laws; advised on best practices for compliance with local, state, and federal regulations with respect to advertising, sales, and promotions; negotiated and liaised with governmental agencies to manage registrations, permits, liquor, and music licenses and trademarks.
- Managed outside counsel with respect to complex transactional and litigation matters; handled creditor-side deficiency lawsuits in-house and negotiated settlement agreements.
- Assisted in representing corporate clients in multi-state acquisitions, dispositions, and leasing of retail, office, warehouse, datacenter, and industrial properties.
- Drafted and negotiated commercial purchase and sale agreements, lease agreements and amendments, licenses, office and storage space riders, SNDAs, estoppel certificates, ROFO notices, assignments, and terminations.
- Conducted thorough due diligence examinations for acquisitions of properties nationwide.

- Counseled clients regarding issues prior to closing and worked closely with lease administration teams to facilitate resolution of disputes regarding outstanding allowances, improvements, maintenance, and rent abatements.

## Recognitions

- *Best Lawyers: Ones to Watch® in America*, Real Estate Law, 2021–2024
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## Activities

- Member, Dallas Bar Association
  - Member, Dallas Asian American Bar Association
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## Credentials

### EDUCATION

Honey earned a Bachelor of Accounting, Commerce & Economics from Narsee Monjee College of Commerce and Economics, Mumbai University, Mumbai, India, in 2000 and a Company Secretary Degree from The Institute of Company Secretaries of India in 2001 (recognized by the Association of Indian Universities as equivalent to a master's degree in Commerce/Law/Management) (equivalent to American Corporate Officer/Secretary). She completed her first year of studies toward an LL.B. at Jitendra Chauhan College of Law, Mumbai University in 2003. Honey received her B.S., *cum laude*, at Texas Wesleyan University in 2006 and her J.D. from the Southern Methodist University Dedman School of Law, *cum laude*, in 2013, where she was Staff Editor and Articles Editor of the *SMU Science & Technology Law Review* and a Best Legal Brief nominee for the Jackson Walker Moot Court Competition.

### ADMISSIONS

- Texas

## Related Insights & News

- “*Franchising in the United States*,” 20 L. & Bus. Rev. Am. 3 (2014)
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### BLOG

Winston Kicks Off Sixth Cohort of D&I Associate Sponsorship Program and Graduates the Class of 2023-2024  
NOVEMBER 25, 2024

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### RECOGNITIONS

Winston Attorneys Recognized in *Best Lawyers: Ones to Watch® in America* 2024  
AUGUST 17, 2023

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## RECOGNITIONS

Winston Wins 2022 Alice Paul Award for Dedication to Women's Rights Through Pro Bono Support

NOVEMBER 21, 2022

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## RECOGNITIONS

Winston & Strawn Attorneys Recognized in *Best Lawyers: Ones to Watch in America* 2023

AUGUST 18, 2022

## Capabilities

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Transactions

Finance

Real Estate