



## Steven D. Roland

Partner

San Francisco

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*Pronouns: he, him, his*

Steve Roland is active in the handling of [real estate](#) litigation involving purchase and sale, leaseholds, secured transactions, land-use and entitlement litigation, [eminent domain](#), inverse condemnation, title issues, CC&R's and joint venture and partnership disputes. Steve has represented Fortune 500 companies, financial institutions, developers, public entities, landlords, tenants, retailers, owner-managers and brokers in matters involving shopping centers, urban and suburban mixed-use projects, condominium developments, office and apartment towers, business parks, industrial properties, master planned communities, hotel and resort projects, and mining projects. Steve's practice also encompasses commercial matters, including unfair competition, trade secret, licensing, partnership and contract issues.

Steve has extensive jury trial, court trial and arbitration experience and has regularly appeared before administrative agencies including planning commissions, city councils and administrative appeals boards.

Steve's work has involved properties and transactions in numerous states and in England, Canada, Norway and Australia. In addition to practicing in the federal and state courts of California, Steve has been admitted to practice *pro hac vice* or otherwise provided counsel in matters in Florida, Colorado, Texas, New Jersey, Nevada, Oregon, Hawaii, Washington and Delaware.

Steve commenced private practice following clerkships with the California Supreme Court, Honorable Frank Richardson, and the San Francisco Superior Court, Honorable Ira Brown. He has served as an arbitrator and settlement panelist for the San Francisco Superior Court and as an expert witness on matters pertaining to the standard of care of counsel in commercial litigation.

### PRACTICES

Litigation

Real Estate and Business Law

### EDUCATION

J.D., University of San Francisco  
School of Law, 1982

B.A., cum laude, Cornell  
University, 1979

### ADMISSION

State Bar of California

United States Court of Appeals  
for the Ninth Circuit

United States District Court for  
the Central District of California

United States District Court for  
the Eastern District of California

United States District Court for  
the Northern District of  
California

### RECOGNITIONS

Invited Fellow, Trial Lawyer Honorary Society, Litigation Counsel of America, designated top one-half of one percent of trial lawyers in the U.S.

Member, Trial Law Institute

Designated America's Top 100 Best the Company Litigators - California

Who's Who in American Law

Northern California Super Lawyers (8 years)

Best Lawyers, Bay Area Lawyer Magazine

Martindale-Hubbell AV Peer Review Rating

## REPRESENTATIVE MATTERS

Steve's notable achievements include:

- Represented anchor in major shopping center in jury trial with developer/owner over developer proposal to further build and intensify retail uses and alter common areas. Obtained temporary restraining order and preliminary injunction halting alterations pending trial, based on evidence of negative impacts to visibility, parking and access. After a week of trial, owner abandoned all claims and agreed not to pursue the further development and alterations.
- Represented a residential subdivision developer regarding dispute with neighboring homeowners' association over entitlement to vehicular and utility access through and under HOA roadways to a main highway, requiring interpretation of aged development agreement and CEQA documentation. Obtained settlement establishing easements for all required access and recompense for millions of dollars in damages caused by delay.
- Obtained a defense verdict at jury trial for an international home improvement retailer. The client faced eviction after being sued by its landlord in unlawful detainer for allegedly failing to pay the correct rent under a complex formula disputed by the parties for many years. After an 8-day trial, the jury found that the rent sought was an unreasonable estimate of the amount due and rendered a defense verdict. The court awarded all attorney's fees to the client as the prevailing party. The verdict was affirmed on appeal.
- Represented the owner of a high-rise office building sued by a restaurant tenant for fraud, nuisance, breach of contract and trespass arising from claims that the owner misrepresented the nature of the proposed retail tenant mix and allowed unwelcome competition. Through a series of demurrers, motions for judgment on the pleadings and summary adjudication motions, the various claims were eliminated one by one, and judgment and an award of attorney's fees was obtained.
- Obtained a directed verdict at trial for the client, an international retailer, after plaintiff challenged the enforceability of covenants

and restrictions (CC&Rs) and particularly, restrictive use covenants, in a shopping center near Seattle, Washington. Plaintiff, who owns a parcel in the center, claimed the CC&Rs were void because they were entered without plaintiff's consent and plaintiff also sought damages for lost rents and diminution of property value. Steve showed that the sophisticated plaintiff had notice that the CC&Rs could be recorded and that the client had a right to adopt the new restrictions.

- Represented a Fortune 500 retailer in a five-week jury trial of a \$39 million real estate fraud and breach of ground lease claim involving a proposed retail center development. Plaintiff lessor charged that the client misrepresented its efforts to obtain land use approvals to develop the center and that the client's primary intent was to prevent a competitor from obtaining the property. The jury rejected these claims after a showing through land-use experts, lawyers, architects and development managers of the many design, political and regulatory efforts made to gain entitlements.
- Defended a publicly traded company in a jury trial on approximately \$28 million in claimed breach of contract damages after the client terminated a development agreement. Steve presented market data and other evidence showing the many political, community relations and physical impediments to development, and showing that plaintiff was not entitled to the demanded damages for diminution of the property's value and for the value of the approvals.
- Obtained summary judgment, later upheld on appeal to the 9th Circuit, in a lease dispute for a Fortune 50 client after the client's landlord asserted two years into the option term of a long-term lease that the exercise of the option had carried with it a rental adjustment that would result in almost \$13 million in additional rent over the option term. The landlord asserted a novel theory that CPI rental increases accrued through the original lease term carried over into the option term — a position seemingly at odds with industry standards and inconsistent with the parties' initial handling during the commencement of the option period. The court found that the landlord was estopped to assert the novel theory based on the landlord's failure to raise the theory earlier.
- Represented a national high-rise developer and property manager after a major tenant defaulted on a long-term lease. Steve obtained a prejudgment attachment of more than \$48 million of the tenant's assets.
- Obtained summary judgment for a national retailer involving a dispute over the application of CC&Rs to a shopping center property. Plaintiff's predecessors had effected a lot line adjustment intended to improve access to its parcels but, in the process, incorporated into its parcels property that had previously been a part of the shopping center encumbered by the CC&Rs. Plaintiff

- contended that it took the parcels free of the CC&Rs. Steve demonstrated that plaintiff, having incorporated property subject to the CC&Rs, rendered the entirety of the parcels subject to them.
- When a consolidation plan caused a Fortune 500 client to move from leased industrial property in Southern California, the company subleased the space; however, at the end of the lease term the subtenant claimed that it had option rights to extend the lease or purchase the property. Multiple suits involving the landlord, subtenant, and sandwich lessee client resulted. Within six months, Steve obtained summary judgment and a nonsuit ruling in two crucial cases, and the sublessee was evicted by the sheriff.
  - Obtained pre-trial dismissal of fraud and breach of contract claims against a major retailer sued by a landowner when the retailer declined to pursue a ground lease after extended negotiations; along with a favorable judgment, the court awarded all attorneys' fees incurred in the defense.
  - Obtained a \$19 million judgment for a financial institution in a judicial foreclosure action involving an office property in San Francisco and a related municipal bond issue, including a summary judgment on lender liability defenses proffered by the borrower. Following foreclosure and purchase by the client of the property at public sale, Steve obtained a deficiency judgment for \$4.2 million, assisted in negotiations with a public entity lessee and sublessees regarding lease option rights, and assisted with resale negotiations of the foreclosed property to a third party.
  - Served on a cross-disciplinary team of real estate and construction attorneys that obtained unanimous relief for its client at hearing before a City Appeals Commission after the client was prevented from securing permits for improvements in five downtown office towers. The permit denials, which threatened to upset leasehold relationships, were premised on a position that the improvements were not consistent with disability access regulations. At hearing, a showing was made of the equivalence and benefit of the improvements, and of consistency with prevailing policy and regulations.
  - Provided advice and counsel to a national developer regarding secured transaction and foreclosure issues involving a \$152 million note and deed of trust on office and retail property, and a receivership imposed on the property; assisted in obtaining a dismissal of suit against the developer.
  - Obtained a victory in the jury trial of quiet title, contract and fraud claims brought by plaintiffs who sought rights to land by adverse possession and \$1.4 million in damages. Plaintiffs abandoned their case-in-chief midtrial after Steve's cross examination of one of the plaintiffs. The court entered judgment for Steve's clients on their cross-complaint for breach of contract and awarded attorneys' fees.
  - Obtained a verdict after a five-week jury trial on behalf of a utility

- client which had condemned an easement for a new transmission line across property zoned for commercial development; the jury returned a verdict in the amount of the client's pre-trial offer of just compensation and rejected the landowner's claims for an additional \$8 million.
- Obtained judgment for a public entity client at trial of a dispute between a riverbed sand and gravel mining company and the public entity over vested rights claims and the public entity's effort to modify riverbed mining operations to protect infrastructure and environment.
  - Assisted in obtaining a writ of mandate compelling the Coastal Commission to withdraw specified conditions which would have essentially vitiated County approvals for development of a 50-acre parcel two miles from the Ano Nuevo Nature Preserve on the Monterey coast.
  - Represented tenant of major warehouse which sustained damage to inventory and fixtures due to flooding caused when fire and life safety equipment malfunctioned. After establishing notice and knowledge of landlord and inspection professionals regarding corrosion in the system, and after defeating landlord's summary judgment motion premised on a property damage waiver provision in the lease, obtained full recovery of the loss, as well as interest and attorney's fees.
  - Represented a national retailer and service company whose major vendor in one business category filed for bankruptcy, interrupting supply chain and potentially severely straining customer relations. Steve and a team of civil and bankruptcy attorneys obtained emergency relief during a series of hearings, which allowed the client to obtain release of warehoused products, to take over certain services and to access the vendor's records, all of which assisted the clients to preserve critical customer relations.
  - Represented a Fortune 500 medical products company who was sued for \$77 million for the alleged breach of a licensing and distribution agreement covering a family of medical products. Steve obtained a successful award after a seven-week binding arbitration before a panel of three arbitrators, by showing that the commercial value of certain products had been grossly reduced as a result of unanticipated regulatory restrictions and that other products showed no scientifically supportable basis for success.
  - Represented an international medical products company in the defense of patent infringement and trade secret litigation arising from the development of an anti-microbial wound dressing. The action was resolved successfully on the first day of trial after partial summary judgment was awarded to the client.