

EVERSHEDS
SUTHERLAND

Advice for Purchase and Sale Procedures

Top Tips and Potential Pitfalls

19th March 2019

Elizabeth Fevyer
Principal Associate



Understanding the process

The Heads of Terms Stage

- Balancing detail with brevity
- The advantages (and disadvantages?) of involving solicitors



Due diligence

- Searches
- Title review
- Commercial Property Standard Enquiries
- Surveys



Negotiating the Contract and other Documentation

- Agreements for Sale/Lease
- Transfer/Lease
- Ancillary Documents



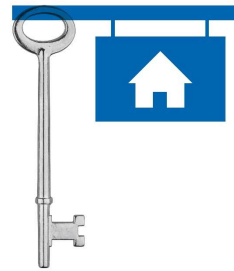
Exchange

- How does it happen and what does it mean?
- Conditionality
- Holding the deposit as stakeholder



Between exchange/completion

- Managing the property
- Insuring the property
- Drawing down funding



Completion

- How does it happen and what does it mean?
- What if the parties fail to complete?



Post-Completion

- Registration
- SDLT/LTT



Nailing your Heads of Terms (top tips and avoiding pitfalls)

The purpose of heads of terms

Instructing solicitors

What is their contractual status?

How much detail? – striking the balance

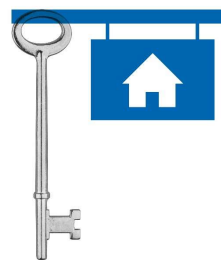


The Essentials



Identifying the property

- Providing a suitable plan
- How this can impact the timing of the whole deal



Fundamental Terms

- Price
 - Subject to VAT;
 - Additional Consideration/Overage (including overage periods and triggers)
- Conditional or Unconditional
- Simultaneous exchange and completion or a gap
- Freehold: Essential rights/reservations
- Leasehold: Rent reviews, repair liability, rights to alter, alienation, 1954 Act



Timescales



What can impact on timing and how to pre-empt hurdles:

- Board approvals
- Funding
- Undertakings for fees
- Exclusivity Periods
- Conditionality/longstops

Questions?



EVERSHEDS
SUTHERLAND

Elizabeth Fevyer
Principal Associate
[elizabethfevyer@eversheds-
Sutherland.com](mailto:elizabethfevyer@eversheds-sutherland.com)
T: +44 29 2047 8036

1 Callaghan Square
Cardiff
CF10 5BT
United Kingdom

eversheds-sutherland.com

This information pack is intended as a guide only. Whilst the information it contains is believed to be correct, it is not a substitute for appropriate legal advice. Eversheds Sutherland (International) LLP can take no responsibility for actions taken based on the information contained in this pack.

© Eversheds Sutherland 2019. All rights reserved.

CAR_LIB1 - #16107912