



SEAN M. GARAHAN

MEMBER - Transactions

733 Third Avenue, New York, NY 10017 sgarahan@rosenbergestis.com 212-551-1202

Practice Areas

Real Estate
Real Estate Finance
Distressed Debt & Real Estate Workouts
Affordable Housing

Bar Admissions

New York

Education

New York Law School

• J.D. - 2010

St. John's University

• M.A., International Relations - 2006

Trinity College Dublin

• 2003

Boston College

• B.A., Political Science - 2002

The London School of Economics and Political Science (LSE)

• International Relations - 2001

Sean M. Garahan joined Rosenberg & Estis, P.C. in 2025 and is a Member of the firm's Transactions Department. Garahan represents local and national developers, investors, and owners in all aspects of commercial real estate transactions, including acquisitions and dispositions, development, construction, leasing, and financing.

Garahan represents clients in real estate investment transactions for development and construction projects, including the structuring of joint venture agreements in connection with business formations to own, operate, and develop real estate assets. A well-structured joint venture is crucial to a venture's operational success, and each joint venture transaction must be strategically tailored and coordinated to parties' business and circumstances. The formation and structure of joint ventures incorporates key issues such as raising capital, choice of entity and jurisdiction, management structures, changes in management, capital call protocols, remedies for capital defaults, cost overruns, distribution waterfalls, preferred returns, provisions governing the transfer of ownership interests, dissolution, dispute resolution provisions, and exit strategies.

Garahan also has extensive experience representing both borrowers and lenders in complex real estate finance transactions in the origination of mortgage, mezzanine, CMBS, construction, and other subordinate financings. He has in-depth experience in all asset classes, including hotel, retail, office, multifamily, and industrial, with a particular focus on development and construction financing. He also has significant experience representing clients in the purchase and sale of subordinated and mortgage debt, including the negotiation of participation, intercreditor, and co-lender agreements. Garahan's restructuring and workout experience has included representing both borrowers, investors, subordinate lenders, senior and institutional lenders of commercial and securitized loans, distressed property sales, foreclosures, deed-in lieu transactions, and UCC sales.

Prior to joining Rosenberg & Estis, Garahan was Special Counsel in Nixon Peabody's Real Estate group

Notable Work

ACQUISITIONS AND DISPOSITIONS

- Represented an owner in the disposition of a portfolio of hospitality properties throughout the U.S.



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- Represented a developer in the acquisition of the “American Dream” mall development in East Rutherford, New Jersey
- Represented the sponsor in the acquisition of a membership interest for the development and repositioning of a commercial office building in Chicago, Illinois, including the negotiation of a tenancy-in-common agreement, a joint venture agreement, and mortgage financing
- Represented an owner in the formation of a programmatic joint venture for the acquisition, financing, and leasing of a portfolio of industrial properties throughout the U.S.
- Represented the borrower/developer in a \$870 million acquisition and bridge financing, with respect to a new construction development site in New York City
- Represented the purchaser/borrower in the acquisition of several properties and excess development rights in connection with an assemblage in New York City for a new commercial development, which included mortgage, mezzanine, and preferred equity financing
- Represented the purchaser in a \$106 million acquisition/finance of a New York City hotel, including negotiation of a franchise agreement

REAL ESTATE FINANCE

- Represented the borrower/developer in a \$1.7 billion mortgage and mezzanine construction loan, with respect to a new construction mixed-use property in New York City that included approximately \$1.35 billion mortgage and mezzanine financing and a \$352 million junior mezzanine EB-5 financing and numerous joint ventures
- Represented the borrower in a \$600 million mortgage and mezzanine financing relating to a four-property condominium conversion portfolio in New York City, including the buy-out of a preferred equity partner
- Represented the institutional lender in the \$167 million mortgage loan origination for a single-tenant commercial building in Washington, DC
- Represented an institutional lender in a \$100 million mortgage loan origination relating to a hospitality property in New York
- Represented an institutional lender in originating mortgages in excess of \$4 billion for multifamily and commercial office properties throughout the U.S.
- Represented institutional lenders in the origination of CMBS mortgage financings in excess of \$10 billion