

**CONTACT**

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**PRACTICES**

Real Estate

**EDUCATION**

University of Washington School  
of Law  
Peking University School of Law

**BAR AND COURT ADMISSIONS**

Washington State Bar  
New York State Bar

**YAO BAILEY**  
**SENIOR COUNSEL**



**Professional Background**

Yao's practice concentrates on the representation of clients in transactional real estate, financing, and construction matters. She brings significant experience working on behalf of clients seeking counsel in their real estate acquisition and disposition, leasing, development, and construction projects. Her career spans nearly three decades and hosts a unique blend of experience practicing law on both sides of the Pacific Ocean as well as working in the public and private sectors. She serves as a strategic advisor to her clients by thoroughly understanding the challenges they face in real estate, financing and construction transactional matters.

Her real estate practice focuses on commercial and residential real estate acquisitions and dispositions, commercial leasing, and establishing home owner associations in Washington representing developers. Yao also has significant experience negotiating and drafting a wide range of contracts integral to the success of her clients' construction projects, including construction access license agreements, design agreements, owner-contractor agreements, subcontract agreements and construction management agreements. Her clients have included building owners, developers, design professionals, interior design firms, architecture firms, international hotel chains, food manufacturers, retailers, entertainment venues and non-profit organizations.

Yao has represented commercial banks, lenders, and borrowers in the negotiation of loans and various types of financing for real estate acquisitions, construction, and development projects. She has participated in reviewing investment funds governing documents such as operating agreements and limited partnership agreements.

Born and raised in Northeast China's Jilin Province, Yao is a native speaker of Mandarin and has assisted U.S.-based clients with establishing operations in China, negotiating architectural design contracts with Chinese owners and registering trademarks in China. After almost two decades' practice in New York City, Yao relocated to Seattle in 2018 and has been working on real estate, financing and construction projects in both New York and Washington.

**Representative Experience**

- Represented the estate of a business owner in the \$11 million sale of commercial property in New York City, consisting of four separate lots owned by three entities.
- Represented a family-run entity in the \$16.5 million sale of a New York City office building with purchase-money financing.
- Represented a mid-sized architecture firm in negotiating a New York City office lease, while terminating the existing lease in a different building to ensure a smooth transition.
- Represented a regional bank in a \$12 million construction loan for the development of an affordable housing project in New York state.
- Represented a non-profit organization in drafting loan documents and reviewing commercial leases and other real estate due diligence documents.
- Represented an interior design firm in negotiating numerous interior design contracts with several hotel owners and operators.

- Represented the owner of a hotel in negotiating and preparing an AIA design-build agreement with an architect/contractor for a multi-phase project that included the replacement of siding and windows. Extensive negotiations included provisions for liquidated damages for late delivery of work and coordination of work to minimize interference with hotel operations.
- Represented various architecture firms in drafting and negotiating design agreements.
- Represented a South American bank executive in the \$17 million purchase of a New York City condominium apartment.
- Represented U.S. architecture firms in connection with negotiating design service contracts with Chinese developers for projects in various Chinese cities.
- Represented a non-profit organization in the construction and development of its headquarters and a community center in Houston, Texas.
- Represented a non-profit corporation in New York City in connection with an access license agreement related to the neighboring building's renovation.
- Represented a Taiwanese bank and a Chinese investment company in negotiating an office lease in New York City.
- Represented a NASDAQ-listed Chinese e-commerce company in negotiating a warehouse lease in New Jersey.
- Represented high-net-worth Chinese clients in purchasing multimillion-dollar single-family houses in Long Island, New York, new development condominium apartments in New York City, as well as commercial development projects.
- Represented a state-owned Chinese company to negotiate a construction license agreement with the neighboring owner of a large hotel project in New York City and various warehouse leases in different states.
- Represented Chinese investors in connection with joint venture real estate development projects.
- Represented a food manufacturer in reviewing a \$50 million construction contract in Washington State.
- Reviewed and negotiated construction contracts for retail store and large office renovation projects.
- Represented an entertainment establishment in negotiating the construction contract for a major renovation and expansion project.
- Represented real estate entities in negotiating and closing financing loans in Washington.
- Represented Washington developers in connection with the establishment of multiple phased residential projects and construction contracts.
- Represented a high-net-worth client in connection with a \$135 million yacht construction loan.
- Represented a Washington based public company in connection with a \$40 million business loan.
- Represented a Washington non-for-profit organization in connection with the facility renovation construction contract and a facility acquisition transaction.
- Represented a Washington tribe in connection with design and construction contracts.
- Represented the investor in connection with the construction contract in an energy tax incentive development project on certain Washington tribal land.

### Articles and Presentations

- Permitting Strategies in the Northwest, The Seminar Group, Seattle WA, 12/06/2023