Irene M. MacDougall

Partner | Real Estate

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OVERVIEW

Irene is a Partner in WH Burkley's Real Estate Group. She has the all-too-rare ability to bring order, apparent simplicity, and focus to complicated financing and development transactions. Her 30-plus years of experience in financial transactions— including commercial, real estate and health care lending transactions, real estate development transactions, public finance, and credit-tenant and off-balance sheet financings—enable her to efficiently and effectively manage multiparty, complex transactions to closing. Irene applies this same style of operating when counseling and assisting closely held businesses.

Having represented various parties in such transactions, Irene has accumulated valuable firsthand insight into the concerns and desires of the myriad of parties involved. Drawing on this insight and her vast transactional experience, she effectively bridges the competing interests of those involved and is often able to streamline the process. These skills allow her to arrive at a mutually advantageous solution to issues that arise during complex transactions. Clients rely on Irene's invaluable counsel and her ability to work with a team as much as they value her legal knowledge and experience. These skills have earned her the national 2011 Commercial Real Estate Women (CREW) Network Impact Award and a consistent rating by *Chambers USA.*

Irene's family, including spouse Michael J. Esson and four children, has helped hone her unique ability to efficiently arrive at practical solutions to her clients' issues. Achieving results and working with her clients as a team give Irene great satisfaction and keep the practice of law fun and exciting.

EXPERIENCE

PUBLIC AND STRUCTURED FINANCE

- Counsels issuers, underwriters, and investors in tax-exempt and structured debt financings
- Represents underwriters and placement agents in connection with both public sales and private placements
- Serves as bond counsel for tax-exempt revenue bonds, taxable revenue bonds, conduit financing and 501(c)(3) debt
- Represents various interests in connection with defeasance of bonds and refunding of bonds
- Handles multiple transactions representing various interests with credit-tenant lease structures, tax increment financing (TIF), multiple economic incentives and bank-qualified purchases
- Represents financial institutions in connection with purchase and placement of debt issued by educational and nonprofit institutions

ECONOMIC DEVELOPMENT

- Assists in structuring and implementing economic incentives
- Coordinates integration of multiple levels of economic incentives and financing mechanisms in numerous projects
- Assists in creation of various TIF districts, including drafting legislation and declarations
- Analyzes and implements tax incentive financing structures
- Drafts and negotiates compensation and development agreements on behalf of various interests

FINANCIAL SERVICES & LENDING

- Represents lenders in structure and documentation of loan transactions involving construction, renovation, and equipping of commercial and industrial facilities
- Represents lenders in documentation of financing provided to hospitals, senior housing providers, and other health care providers
- Represents various parties in financing related to acquisition, expansion, renovation, and new construction of industrial projects, commercial office buildings, senior housing projects, multifamily projects, and higher education facilities in multiple jurisdictions

REAL ESTATE DEVELOPMENT & FINANCE

- Represents various parties in structuring credit-tenant leases to support development of large commercial projects
- Advises clients regarding structure of multiple source financing for developments
- Assists public entity clients in structure and documentation of various projects involving traditional, public, and tax credit sources of funding
- Represents developer clients in creation of condominium complexes, both residential and commercial
- Represents lenders in loan documentation and due diligence for real estate development projects, mixed-use projects, senior housing projects, commercial projects, and multifamily housing projects, including collateral analysis and construction issues

BUSINESS SERVICES

- Represents owners of closely held businesses in acquisition of assets and businesses
- Represents owners of closely held businesses in the acquisition and expansion of facilities and equipment, including leasing, acquisition, construction, renovation, and financing
- Assists owners in restructuring of assets

REAL ESTATE SERVICES

- Advises clients in connection with construction projects including high-end residential, condominium projects, commercial office buildings, and components of senior living complexes
- Represents clients in connection with creation and elimination of easements
- Provides advice to clients regarding purchase, sale, financing, and lease of real estate, including preparing, negotiating, and closing transactions involving multi-tenant properties, office buildings, mixed use properties and senior housing properties
- Advises clients as to property rights involving oil and gas leases, uncapped wells, co-tenancy issues, rights-of-way, easements, and water rights
- Counsels owners of closely held businesses on issues ranging from contracts, stock/membership transfers, generational transfers, business expansion/contraction and reorganization
- Prepares and negotiates contracts including supply agreements and provision of specific services
- Forms entities and restructuring assets for closely held businesses

CREDITORS RIGHTS & BANKRUPTCY

- Negotiates, structures, and prepares forbearance agreements and related collateral documentation for lenders in troubled loans
- Analyzes collateral position in connection with troubled loans
- Reviews and analyzes loan documentation in connection with troubled loans
- Represents lenders in obtaining judgments and exercising rights under loan documents, including secured party sales, foreclosure actions, receivership actions, and bankruptcy proceedings

LEASING

- Represents landlords in preparation and negotiation of leases
- Represents tenants in review and negotiation of leases
- Advises landowners regarding oil and gas leases

RECOGNITION

- *Legal 500* –Real Estate (Elite Ohio) | 2026-present
- *Chambers* – Real Estate (Ohio) | 2015-present
- *Super Lawyers* – Real Estate (Ohio) | 2010-present
- *Super Lawyers* – Real Estate “Top 25 Women” (Cleveland) | 2017-19, 2022
- *Super Lawyers* – Real Estate “Top 50 Women” (Ohio) | 2017-19
- *Best Lawyers* – Banking and Finance | 2015-present
- *Best Lawyers* – Economic Development | 2015-present
- *Best Lawyers* – Real Estate | 2015-present
- *Business Today* – Top 10 Standout Real Estate Lawyer (Ohio) | 2023
- *Crain’s Cleveland Business* – Influential Woman in Finance | 2017
- *Midwest Real Estate News* – Commercial Real Estate Hall of Fame | 2015
- *American Law Media* – Women Leaders in the Law | 2015
- *Cleveland Metropolitan Bar Association* – Bob Rosewater Memorial Award for Meritorious Service to the Real Estate Section | 2015

- *Commercial Real Estate Women Network* – Deborah Rocker Klausner Leadership Award | 2018
- *Commercial Real Estate Women Network* – Member-to-Member Business Award | 2013

PRESENTATIONS

- “Port Authority Bond Financing,” Cleveland Metropolitan Bar Association’s Real Estate Law Institute, 2025
- “Economic Development Incentives/Financing for Local Governments,” Ohio Municipal Attorneys Association and Northeast Ohio Law Directors Association Fall Municipal Civil Law Seminar, 2019
- “Creative Approaches to Complex Development Projects,” Council of Development Finance Agency, 2017
- Presenter, Cleveland Metropolitan Bar Association:
  - Real Estate Law Institute, 1998-present, including Current Developments in Real Estate, 1999 – present
  - Real Estate Acquisition and Disposition Strategies, 2018
- Presenter, Ohio State Bar Association:
  - Ohio State Bar Association Convention – Real Property Law Section, 2015
  - Summer Series – Real Estate, 2012-14
  - Commercial Leasing, 2010-11
  - Bradley J. Schaeffer Real Property Institute, Current Developments, 2008-10, 2015-17, 2020
- “Dilemmas When Representing Borrowers and Lenders,” Ohio Professional Conduct Program, Tucker Ellis LLP, 2014

ASSOCIATIONS

- Cleveland Metropolitan Bar Association | Member
- CMBA Real Estate Law Institute Planning Committee | Member & Co-Chair
- Ohio State Bar Association | Member
- National Association of Bond Lawyers | Member

- Commercial Real Estate Women | Former President

EDUCATION

- Case Western Reserve University School of Law, J.D.
  - *Order of the Coif*

- Case Western Reserve University
  - *magna cum laude*
  - *Phi Beta Kappa*

FOCUS

- Real Estate

NEWS

- WH Burkley Attorneys Named to Best Lawyers 2027 Edition
- WH Burkley Recognized in 2026 Edition of Legal 500 US Elite - Ohio
- WH Burkley Recognized in 2026 Edition of Chambers USA
- Super Lawyers Recognizes Walter Haverfield Attorneys in 2026 Edition
- Walter Haverfield Real Estate Attorneys Speak at the 47th Annual Real Estate Law Institute CMBA Event
- WH Burkley Attorneys Named to Best Lawyers 2026 Edition
- Walter Haverfield Recognized in 2024 Edition of Chambers USA
- Five Walter Haverfield Partners Recognized by Chambers USA, Firm's Real Estate Group Recognized for Fourth Consecutive Year
- Ohio Super Lawyers Honors Walter Haverfield Attorneys
- More Than a Third of Walter Haverfield Attorneys Recognized by Best Lawyers®
- Walter Haverfield’s Real Estate Group Recognized by Chambers USA for Third Consecutive Year

- Five Walter Haverfield Partners Recognized by Chambers USA
- Ohio Super Lawyers Honors Nearly 20 Percent of Walter | Haverfield Attorneys
- Nearly Half of All Walter | Haverfield Attorneys Recognized by Best Lawyers®
- Nearly Half of All Walter | Haverfield Attorneys Selected for Inclusion in Best Lawyers®

LICENSED

- Ohio
- United States District Court, Northern District of Ohio

OFFICE

- Cleveland