



Hospitality

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OVERVIEW

With extensive experience both in the hospitality industry and numerous legal disciplines, AP&S provides its hospitality clients the full range of sophisticated legal services, including real estate, financing, land use, zoning, labor and employment, litigation, insurance, construction, tax and environmental law.

Our clients include hotel owners, hospitality lenders, hotel management companies, restaurants, golf courses, convention centers, sports arenas, performing arts centers, gaming facilities and hospitality associations. Our representation spans all phases of operations, including acquisitions, dispositions, financing, negotiating leases, land use and zoning matters, licensing, and negotiation of management contracts.

REPRESENTATIVE MATTERS

Real Estate and Finance

- Represented Wells Fargo Bank in connection with \$85 million acquisition financing of a 17-property hotel portfolio. Our representation included drafting and negotiating loan documents, due diligence review of properties, review of hotel operating leases and tax structure, review of hotel management and franchise agreements, and negotiation of comfort letters with national franchisor.
- Represented Magna Hospitality in connection with the acquisition and financing of a three-hotel portfolio in Florida, Michigan and Texas. Our representation included negotiation of purchase and sale agreement with institutional seller, due diligence review of title and zoning matters, and negotiation of financing documents with institutional lender.
- Represented FelCor Hotel Lodging Trust in connection with its acquisition of the Fairmont Copley Plaza. Our representation included negotiation of purchase and sale agreement, coordination of due diligence matters and negotiation of assignment and assumption of collective bargaining

agreement.

- Represented Wells Fargo Bank in connection with \$30 million financing of Residence Inn in Portland, Maine. Our representation included preparation and negotiation of loan documents, due diligence review of title and survey matters, zoning matters, and hotel operational agreements, including negotiation of comfort letter with a national franchisor.
- Represented Wells Fargo Bank, National Association in connection with \$50 million financing of The Sandpearl Resort in Clearwater, FL. Our representation included preparation and negotiation of loan documents, due diligence review of title and survey matters, zoning matters, organizational documents of borrower, and permits, licenses and approvals for the operation of the hotel.
- Represented Wells Fargo Bank, National Association in connection with \$11 million financing of The Residence Inn Delray Beach, FL. Our representation included preparation and negotiation of loan documents, due diligence review of title and survey matters, zoning matters, organizational documents of borrower, and permits, licenses and approvals for the operation of the hotel.
- Represented Wells Fargo Bank, National Association in connection with \$60 million financing of the Liberty Hotel, Boston, MA. Our representation included due diligence review of title, survey and zoning matters, permits, licensing and approvals for the operation of the property, and coordination of liquor license pledge.
- Represented the developer of the Back Bay Hotel (formerly Jurys Headquarters Hotel). Our representation included coordination of permits and licensing, and drafting and negotiation of ground lease.
- Represented Prudential Life Insurance Company in connection with \$200 million permanent financing of the Back Bay Hilton Hotel. Our representation included drafting and negotiating loan documents, negotiating comfort letter with Hilton Hotels, drafting and negotiating subordination non-disturbance and attornment agreements with space tenants, and performing property due diligence.
- Represented Bank of America in connection with construction financing of Le Meridien Hotel at University Park in Cambridge, MA. Our representation included drafting and negotiating construction loan documents, review and approval of development agreements, ground leases, franchise agreements, negotiation of comfort letter with hotel franchisee, drafting and negotiating of management subordination agreement, and performing property due diligence.

Labor

- Advised new owners of a metropolitan hotel and assisted management with

formulating a strategy for collective bargaining negotiations with the union representing the hotel's employees. Hotel management was able to achieve economic concessions regarding wages and benefits and was able to strengthen its management rights under the collective bargaining agreement.

- Represent Rhode Island Convention Center as labor counsel. In this capacity, AP&S has negotiated all of the collective bargaining agreements reached by the Convention Center over its almost 20-year history with the six unions representing the employees at the facility. In addition, we have successfully handled a myriad of other labor and employment law matters involving the Convention Center, including grievance arbitrations, charges of discrimination, unemployment claims and wage and hour issues.
- Represented Rhode Island's premier sports arena, the Dunkin' Donuts Center, as labor and employment law counsel. Our representation included successful negotiation of collective bargaining agreements with the five unions representing the facility's employees. In addition, we have been successful in grievance arbitrations, defenses of charges of discrimination, and other labor and employment law-related matters.
- Defended numerous restaurants in wage and hour investigations and complaints before the U.S. District Court. Matters successfully defended include wage and hour claims for minimum wage and overtime violations, including the resolution of a claim for only one-third of the original amount sought. Other wage and hour law-related matters include the investigation and successful defense of tip pooling arrangements and a common enterprise claim against a local restaurant management company.
- Represent Rhode Island's premier performing arts theater, the Providence Performing Arts Center. Over the last 15 years, AP&S has negotiated successive collective bargaining agreements with the International Alliance of Theatrical Stage Employees and the American Federation of Musicians. In addition, we have successfully handled numerous other labor and employment law matters involving Providence Performing Arts Center, including grievance arbitration, court complaints, unemployment claims and charges of discrimination before federal and state anti-discrimination agencies.
- Represent Twin River Casino, Rhode Island's largest gaming and entertainment facility, as labor and employment counsel. Over the last five years, AP&S has successfully handled numerous matters, including grievance arbitration, court complaints, wage and hour claims, unemployment claims, and various employment discrimination claims. In addition, AP&S actively advises Twin River with respect to corporate and shareholder issues, contracts with vendors, lease agreements with food tenants, and legal and contractual issues regarding the licensing of the Twin River Event Center for concerts, trade shows, sporting events, and various other events.
- Represented a Rhode Island hospitality-industry employer in a matter

involving employer liability for sexual harassment outside the workplace. The case tested the limits to which an employer can be liable for off-site actions of its employees.

Litigation

- Represented the Glynn Hospitality Group and certain of its subsidiaries in connection with the acquisition of 955 Boylston Street, Boston, Massachusetts and completion of a 1031 tax-free exchange. Our representation included litigation of a right of first refusal in favor of the client. The firm was able to secure an *ex parte lis pendens* with respect to the property, which resulted in sale of the property to our client upon the terms and conditions set forth in the complaint filed on behalf of the client.
- Represent bars in matters concerning liquor liability, food spoliation, food poisoning, security, negligent hiring, premises liability, insurance coverage, and licensing.
- Represent an array of local and national restaurants in claims ranging from slip and fall incidents, food poisoning, allergic reactions, assault and battery, dram shop and other alleged torts.

Government Relations

- Represented the Rhode Island Convention Center Authority in a \$29 million acquisition of the Dunkin Donuts Center from the City of Providence. AP&S handled the governmental relations issues concerning the legislative approval of bonds to fund the transaction as well as the actual purchase.