

HOTEL, HOSPITALITY & LODGING

Hodgson Russ has extensive experience assisting clients in the hospitality and lodging industry with the full range of their legal needs. Our firm has been involved in representing hotel owners, operators, and developers for more than 30 years, and as a conservative estimate, we have been involved in more than 150 hotels and more than \$2 billion worth of transactions involving lodging facilities. Our hotel clients include Shaner Hotel Group, Starwood Hotels and Resorts Worldwide, and several other prominent franchises.

Our firm's wide range of experience in the hospitality and lodging industry includes representing clients in connection with:

- Acquisition of indebtedness on existing hotels, including uncommon forms of ownership such as tenancy-in-common (TIC)
- Air-rights ownership agreements
- Chapter 11 proceedings
- Construction and development
- Financing and refinancing
- Foreclosures and receiverships
- Franchising
- Hotel acquisitions and dispositions
- Management agreements
- Ownership, operation, and management of convention center hotels
- Purchase and sale transactions
- Purchase of hotel-related assets in connection with bankruptcy and insolvency proceedings
- Raising capital in both the public and private markets, including through equity offerings, debt offerings, and other structures
- Restructuring
- Rewards programs
- Sophisticated financing strategies including securitizations and structures that maximize tax advantages, including real estate investment trusts (REITs)
- Taxation

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Professionals

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Based on our extensive experience serving hotel, hospitality, and lodging clients, our firm knows this industry from more than just a legal perspective — our attorneys also have a deep understanding of the unique business issues it faces. That understanding is reflected in our work in areas such as liquor licensing, management agreements, marketing and advertising programs, zoning and real estate issues, intellectual property, and labor and employment matters.

The attorneys in our Bankruptcy, Restructuring & Commercial Litigation Practice Group have substantial experience representing debtors, creditors, and third parties in the hospitality and lodging industry. We have represented hotels in loan workout and chapter 11 bankruptcy proceedings, as well as mortgagees, other secured and unsecured creditors, and bond holders. We have also represented parties who have acted as receivers in the context of foreclosure proceedings.

Experience

Hodgson Russ represented major hotel chains in litigation against the New York State Department of Taxation and Finance concerning more than \$20 million in refund claims for sales taxes paid on reimbursements related to hotel loyalty and rewards points programs.

A team of Hodgson Russ attorneys represented an international hotel operator in the closing of a highly complex financing package involving \$226.6 million in new CMBS mortgage and mezzanine debt. The transaction involved 17 hotels in 11 states and included the defeasance of \$100 million of existing CMBS indebtedness, a major restructuring of the existing hotel owner and management companies, the formation of 20 new entities, the movement of 11 hotel franchises and 7 management agreements, and the buyout of a strategic partner.

A Hodgson Russ team represented the Buffalo Sabres and its affiliate, HARBORCENTER, in conjunction with the development of HARBORCENTER, an approximately \$200 million, 600,000-square-foot sports, retail, entertainment, parking, and hospitality complex. This first-of-its-kind mixed-used facility includes two ice rinks; a 19-story, full-service Marriott hotel; a sports-themed nightclub and restaurant; retail space; and an 800-car parking facility, all of which are connected to the existing Key Bank Center via skywalk. Hodgson Russ has worked with the Sabres on all aspects of this project from its inception, including environmental review, contract negotiations, permitting, construction, economic development incentives, financing, and tax planning.

Hodgson Russ represented multiple entities formed by a developer client to enable separate financings with multiple bank lenders and an EB-5 regional center lender of elements of an extended hospitality campus consisting of two hotels and one major restaurant. One of the hotels was being constructed, the other was being substantially renovated. The financings aggregated in excess of \$30 million.

Ralph Pignataro has represented numerous hospitality, entertainment, and sports clients, including restaurants, bars, apartment complexes, hotels, sports arenas, ski resorts, golf course clubhouses, and other venues that serve or want to serve alcohol, on all aspects of New York State liquor licensing. He understands the legal, business, and practical issues involved with the New York State Liquor Authority and how to avoid potential pitfalls and roadblocks a client may encounter.

Ralph works to help clients obtain a license efficiently in order to keep their business objectives on track. He counsels clients on the types of liquor licenses they require, new application submissions, remedying suspended and disapproved applications, license renewals, corporate changes, license alterations, and additional bar applications.

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Whether a client is applying for a full on-premises liquor license, a temporary/special event catering permit, or an outdoor patio approval, Ralph has the experience to deliver the desired results.

Hodgson Russ formed a \$100 million private real estate investment trust (REIT) to acquire assets in the hospitality industry and then structured and completed the trust's first hospitality investment.

Hodgson Russ assisted major hotel chains in a pilot project with the New York State Department of Taxation and Finance to streamline review and audit of sales tax on renovation and capital projects.

Represented a global leader in hospitality and food service management on various liquor licensing and related issues. Also assisted the entity with the acquisition of a casino/hotel property.

Litigated non-compete matters for a major food distributor that services hospitals, health care facilities, casinos, educational facilities and independent and chain restaurants.

Assisting and advising clients, including a national restaurant, food service and hospitality company, on a broad range of industry-related legal issues, including the preparation, review, implementation and administration of a wide variety of restaurant, catering and hospitality agreements, including Concession Agreements, Restaurant Management Agreements, Business and Industry Food Service Agreements, Catering Agreements (both master agreements for providing exclusive or preferred catering services at public and private venues such as museums, aquariums botanical gardens and concert halls, and individual event agreements with catering customers), Restaurant Leasing and General Commercial Agreements (such as agreements for on-line reservation services, advertisement services and joint promotional programs) and advising on Gift Card, voucher and other and promotional programs.

Coordinated directly with high-level officials at the New York State Liquor Authority (SLA) and appeared before the SLA to obtain liquor licenses for various sports entertainment venues and hotels.

Hodgson Russ assisted a food industry client, with locations nationwide, in solving a dispute concerning shareholder rights, ownership, and company valuation. Despite a change in law that appeared to be detrimental to the client, our team of attorneys, led by Jeff Stravino, navigated the Court system and filed a special proceeding to obtain critical documents that ultimately created leverage which forced a resolution and a much higher (seven-figure) settlement for the client.

In the News

Albany Business Review- Industry roundtable: Travel & Tourism
Albany Business Review, April 23, 2018

Buffalo Is About More Than Snow: Tourism Experts Say All Four Seasons Worth Marketing
Buffalo Business First, January 15, 2015

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Press Releases

Two Hodgson Russ Attorneys Selected to Author Monthly Columns in Tax Notes State
Hodgson Russ Press Release, April 27, 2020

Labor and Employment Attorney Charles H. Kaplan Joins Hodgson Russ
Hodgson Russ Press Release, March 24, 2020

Publications

McDonald's and Its Franchisees: The General Counsel for the National Labor Relations Board Asserts That McDonald's, USA, LLC Is a Joint Employer
Employers' Advisor, August 6, 2014