

Hospitality

Cozen O'Connor has a multidisciplinary team of attorneys and government relations professionals with deep hospitality experience. Our skill, collective experience, and knowledge have made us an industry leader. We counsel many of the world's leading and most recognizable hospitality companies in an increasingly challenging legal, regulatory, and business environment.

We represent hotels, resorts, casinos, restaurants, food and beverage companies, conference centers, golf clubs, spas, marinas, sports venues, delivery services, franchised properties, and other hospitality-related businesses. Our hospitality clients range from small family-owned and franchised properties to national hotel and restaurant chains to large-scale luxury brands. Our lawyers serve as trusted partners to hospitality clients, helping them address a host of issues, anticipate areas of emerging risk, and ensure they are well-positioned to meet — and exceed — their business objectives. Our lawyers have been recognized for their thought leadership and client service by Chambers USA, Martindale-Hubbell, Best Lawyers in America, the American Lawyer, and Super Lawyers, among others. Our team has partnered with industry associations, including the National Restaurant Association, the American Hotel and Lodging Association, and various state restaurant, lodging, and travel associations.

Capabilities

Class Action Litigation. Our Class Actions practice represents hospitality companies in class actions and complex litigation matters in federal and state courts across the country. We defend businesses against claims challenging advertising/marketing practices, customer communications, text messaging, website and mobile app accessibility, menu listings, pricing and promotions, fee disclosures, gift cards, and consumer privacy issues. We advise clients on practical strategies to mitigate the risk of class action exposure and craft, revise, and enforce consumer-facing terms, arbitration agreements and privacy policies. Our class actions group has briefed key litigation issues in the courts, including in the U.S. Supreme Court, on behalf of industry associations including the National Retail Federation, Restaurant Law Center/National Restaurant Association, and Retail Litigation Center, and before regulatory bodies on behalf of the Retail Industry Leaders Association. We have successfully defended against potentially damaging claims stemming from alleged false advertising. We regularly defend companies in actions in state and federal courts across the country that challenge practices related to advertising, marketing, and promotional activities. Our class actions group has been identified as the “go to” team for consumer class action defense by the Retail Litigation Center.

Commercial Litigation. Cozen O'Connor's Commercial Litigation practice represents hospitality clients in a wide range of disputes in state and federal courts across the country. We serve as national litigation counsel for some of the largest hospitality brands. We served as lead counsel in two of the largest claimed Legionella outbreaks in hotels in recent years, and we have defended some of the largest brands in the industry in a range of cases involving data breach, foodborne illness, ADA claims, dram shop laws, gaming, resort fees, human trafficking, personal injury/tort, and terror attacks on international hotels. We represent hospitality companies in business disputes in courts and commercial arbitration proceedings in the United States and abroad. Our lawyers have repeatedly defeated litigation initiated by forum-shopping plaintiffs who improperly sue large, international brands in U.S. courts for incidents alleged to have occurred abroad.

Corporate. Our Corporate practice regularly handles the acquisition, development, and financing of hospitality-related businesses. Our lawyers negotiate crucial documents such as operating leases and management agreements, and represent parties in franchise negotiations. We also regularly guide



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Related Practice Areas

- Class Actions
- Commercial Litigation
- Corporate
- Intellectual Property
- Labor & Employment
- Real Estate

clients through debt and equity financing issues. In all matters, our priority is to develop a thorough knowledge of the client's business, the marketplace in which it competes, and its long-term goals. With an understanding of the client's operations, we are then able to craft tailored approaches that satisfy the company's immediate tactical needs and further the overall mission.

Intellectual Property. Brand protection is of paramount importance in the hospitality industry, and Cozen O'Connor's full-service Intellectual Property practice will serve as your front line in the acquisition, management, and protection of intellectual property. We work in the areas of trademark, trade dress, domain name, copyright, and patent – and regularly counsel on procurement, prosecution, enforcement, asset management, monetization, licensing, and litigation. We advise clients on clearance, registration, ownership, renewal, and termination rights; secure valuable brands and copyrights; develop acquisition, sales, and licensing strategies; and enforce and defend clients' IP rights.

Labor and Employment/Employee Benefits & Executive Compensation. Cozen O'Connor's full-service Labor & Employment practice has been representing hospitality industry clients for decades. We understand the significant challenges hospitality clients face given the dynamic litigation and regulatory landscape. Whether a client requires help ensuring compliance with state and federal wage and hour regulations, defending an employment discrimination claim, addressing an immigration issue, negotiating a collective bargaining agreement, or handling a strike, our experienced labor and employment attorneys provide skilled representation and strategic and practical advice. In addition, we offer a dedicated Employee Benefits & Executive Compensation practice. On the employee benefits side, we provide guidance regarding retirement and health and welfare plans; counsel clients on the benefits implications of business transactions; and advise on fiduciary responsibilities, plan terminations, and withdrawals. On the executive compensation side, we negotiate sophisticated contracts that include proper protections and desirable incentives for both executives and employers.

Real Estate. Cozen O'Connor has earned its place among the nation's top-rated real estate firms over the last two decades, and we have vast experience representing hospitality industry clients. Members of our Real Estate practice regularly handle the acquisition, financing, operation, leasing, and disposition of full-service hotels and other hospitality venues throughout the United States. In addition, we offer a Distressed Real Estate practice, which is particularly relevant for clients who have been hit hard by the COVID-19 pandemic and/or other events that pose a significant threat to the hospitality industry. These lawyers communicate with all stakeholders with respect to each real estate asset, whether the goal is to stave off enforcement action by a lender, preserve a lender's rights, and/or manage the fallout of shuttered hospitality assets.

Additional service areas the firm offers that are relevant to hospitality industry clients include the following:

- Bankruptcy, Insolvency & Restructuring
- Construction
- Customs, Imports & Trade Remedies
- E-Commerce
- Franchising/Franchise Disputes
- Government & Regulatory
- Immigration
- Licensing & Transfer
- Public Strategies
- State Attorneys General
- Tax

- Technology, Privacy & Data Security

Our attorneys are often called upon to speak and write on issues pertaining to the hospitality industry. We frequently partner with our clients to provide resources and training on these issues. Our team helps hospitality companies navigate their most complex matters, provides day-to-day counseling to support their operations, and serves as a true partner to the business.

Bankruptcy, Insolvency & Restructuring. The hospitality industry is often hit hard by economic downturns, and Cozen O'Connor's Bankruptcy, Insolvency & Restructuring practice is here to help. We represent key parties on all sides of bankruptcy and restructuring matters. On the debtor side, we quickly assess the client's options and devise a workable solution, whether the client is looking to refinance or restructure debt, or to sell substantially all of its assets through an out-of-court process or a Chapter 11 proceeding. On the creditor side, we implement strategies for creditors and creditors' committees to maximize their recoveries against debtors in an expeditious manner. Our bankruptcy attorneys have extensive trial experience and move easily between the courtroom and the conference room.

Construction. Cozen O'Connor's premier Construction Law practice has the depth and geographical reach to handle hospitality industry clients' most complex and sophisticated challenges. Our attorneys have been in the field and on work sites for more than 40 years, so our legal advice is practical and grounded in that direct experience. Equally comfortable on the work site, in the board room, or in the court room, our team meets the hospitality industry's full spectrum of needs, including construction and project development, contract drafting and negotiation, project counseling and dispute avoidance, project monitoring, and disputes involving breach of contract or contract interpretation.

Customs, Imports, and Trade Remedies. Cozen O'Connor's Customs, Imports & Trade Remedies practice represents businesses in matters before U.S. Customs and Border Protection, the U.S. Department of Commerce, the International Trade Administration, and the U.S. Trade Representative. We also represent the interests of clients before the U.S. District Courts, the U.S. Court of International Trade, and the Court of Appeals for the Federal Circuit. In all matters we handle, we stress the importance of preventative planning and proactively work with our clients to create systems, internal controls, and compliance programs to minimize duties and avoid problems upon importation. At the same time, we are staunchly committed to challenging adverse determinations by U.S. Customs and Border Protection, other agencies regulating international trade, and the courts.

E-Commerce. We represent a wide range of corporate clients, including hospitality industry clients, in e-commerce matters. Our attorneys routinely help analyze regulatory requirements; create agreements, terms of use, terms of service, and privacy policies that govern electronic transactions; negotiate major online transactions; and conduct e-commerce dispute resolution and litigation. We are acutely aware of the unique e-commerce issues faced by startups and venture-backed firms. At the same time, we frequently represent well-established corporate entities and Fortune 500 companies looking to build or expand an online platform, while maintaining historically successful ground operations. In each instance, our advice is specifically tailored to further the business goals of individual clients.

Franchising/Franchise Disputes. Cozen O'Connor offers a robust Franchising and Franchise Disputes practice. We have experience representing all parties in franchise negotiations and litigation, but are particularly known for our advocacy on behalf of franchisors. We represent companies in many hospitality sectors, including food and beverage, retail and luxury goods, concessions, entertainment, and sports. We help clients develop and implement regional or national franchise operations that build the business without permitting the dilution or misuse of intellectual property. And when a dispute

arises, we stand ready to help. As a top business litigation firm, Cozen O'Connor is well positioned to handle the full array of litigation strategies and contract issues that underlie a significant portion of franchise disputes.

Government & Regulatory. Cozen O'Connor has been providing government and regulatory counsel to sophisticated clients for more than 40 years. We have experience in all major areas of oversight, and our attorneys have held high level government positions at the state and federal level. We represent private clients in matters adverse to administrative agencies, in response to congressional inquiries and investigations and provide counsel on regulatory compliance.

Immigration. Our full-service Immigration practice advises domestic and international corporations and businesses and their employees in seeking temporary visa options and permanent residence in the United States. Taking a multidisciplinary approach, we integrate our tax, labor and employment, corporate, finance/EB-5, and international attorneys in providing comprehensive, high-quality representation as we develop strategies applicable to all aspects of immigration and nationality law. Our immigration compliance practice assists clients in developing comprehensive strategies to facilitate global employee mobility and addresses all aspects of immigration compliance including Form I-9 and E-Verify. We provide global immigration program support and are continually involved in the development of immigration law and policy as we analyze and interpret the impact of immigration reform within the administration and its effects on our clients and the legal and business community as a whole.

Licensing and Transfer. Cozen O'Connor's Licensing and Transfer practice operates on behalf of both licensors and licensees, negotiating license and transfer agreements, enforcing licenses, and resolving related disputes. We handle licensing arrangements for all manner of intellectual property, including patents, trademarks, copyrights, and trade secrets. Licensing confers enormous advantages to both licensors and licensees—when it's done right. Done poorly, it can destroy a valuable brand and lead to the misappropriation of IP assets. Cozen O'Connor attorneys have decades of experience in this highly specialized area of intellectual property law. For licensors, we structure deals that generate revenue and ensure maximum possible protection of brand and reputation. For licensees, we strive for operational flexibility and ownership of innovation.

Public Strategies. Cozen O'Connor Public Strategies is a bipartisan lobbying firm that offers comprehensive government solutions at the federal, state, and local levels. Our team of experienced advocates provides clients with the clarity and access necessary to effectively engage with modern political institutions. We assist clients with federal lobbying, state and local lobbying, policy monitoring and analysis, political visibility and crisis management, and the government contracting process. We have substantial hospitality industry experience, and represent national associations and companies of all sizes.

State Attorneys General. Cozen O'Connor was one of the first firms to establish a dedicated State Attorneys General (AG) practice. We represent clients in AG investigations and litigation, and counsel clients on state AG matters. Our attorneys work at the cutting edge of issues of critical importance to AGs, including antitrust, cybersecurity, data privacy, consumer protection, the environment, and labor laws. We have significant hospitality experience, having represented some of the industry's major players. We help companies analyze and interpret AGs' interests and understand how those interests inform their enforcement and policy priorities. We actively engage in dialogue with AG offices and regularly attend AG events and meetings to advocate on our clients' behalf. Our team is nationally recognized for our deep understanding of how every AG office operates and our relationships in the AG community.

Tax. Our Tax practice provides support at inception and throughout the entire life cycle of a deal. Just

as our hospitality industry clients must pivot to meet specific and changing demand, we recognize that every tax matter is inherently case-specific and subject to interpretation, and therefore avoid generic solutions and reject a this-is-how-it's-always-done mentality. We provide tactical advice for as long as a business decision has tax implications, which can be several years or several decades. Having continuous tax counsel is essential, because our attorneys accrue invaluable institutional knowledge over time.

Technology, Privacy, and Data Security. The landscape surrounding data protection and cybersecurity is ever-changing and fraught with landmines. One incident of data loss, breach, or cyberattack can undermine years of good will and leave in its wake daunting financial, legal, and reputational challenges. Members of Cozen O'Connor's Technology, Privacy, and Data Security practice provide advice and counsel on the full panoply of issues clients face in this highly regulated space. Our practice serves as a one-stop shop to help clients navigate technology transactions, as well as regulatory, litigation, and risk management issues.

Experience

Won two summary judgment motions on the eve of trial, eliminating an alleged \$50 million in breach of contract and breach of fiduciary duty claims asserted against real estate development entities and their directors following the turnover of a community association and golf club.

Obtained summary judgment on behalf of an international hotelier facing allegations of inadequate security.

Successfully defended Marriott International, Inc. in connection with a third-party judgment enforcement information subpoena and purported restraining notices filed by Trump-affiliated entities in connection with an action involving the operation of a Panama-based, Marriott-branded hotel. The plaintiffs' goal appeared to be to pressure Marriott to satisfy a judgment obtained against the hotel owner in a Panamanian arbitration. We successfully moved to quash the restraining notices and for a protective order against further discovery directed to Marriott.

Secured dismissal of dram shop and negligence claims brought against homeowners stemming from injuries that the plaintiff claimed to have sustained in an altercation allegedly occurring at an event catered by the family's catering company on the homeowners' premises.

Represented an international hotel brand and developer in the extension of management and the \$22 million acquisition of unsold fractional and condominium unit inventory in a prominent California resort property.

Represented a private investment firm in the purchase and branding of a Las Vegas resort property.

Represented the world's largest hospitality company in a copyright infringement case in the Western District of Texas concerning allegedly infringing activity in St. Kitts and Nevis.

Represented the owner of The Bellevue, an historically certified mixed-use hotel, office, retail, restaurant, parking, and fitness facility building in Philadelphia in the acquisition of its partner's co-ownership interest in the project and the subsequent recapitalization of the project, providing funds for the further upgrade and redevelopment of the project and an adjoining building, and the subsequent disposition of the property to a private equity fund investor.

Represented a private equity fund in the acquisition and financing of the New York Viceroy Hotel and conversion of the hotel to the New York Le Meridien Central Park, including negotiating the

acquisition of and financing for the hotel, the hotel franchise and management arrangements, and the termination of the existing restaurant lease and entry into new restaurant and roof top bar operating agreements.

Secured multiple dismissals for Marriott International and Ritz Carlton based on the doctrine of *forum non conveniens*, defeating forum shopping efforts by plaintiffs to litigate in the U.S.

Assisted a publicly-held restaurant franchisor in connection with development and franchise agreements in China, Hong Kong, Japan, Korea, Singapore, Indonesia, Malaysia, the Philippines, Mexico, Dubai, and India.

Served as franchise counsel in the acquisition of a fitness concept by a lodging company.

Assisted a major hotel company in converting its disclosure documents from UFOC Guidelines format to that of the amended FTC Rule.

Represents a hospitality company in a multistate AG investigation and FTC inquiry.

Obtained dismissal of a Dram Shop claim against a hotel, and successfully resolved a companion claim against the hotel for failure to provide security.

Represented an investor group in the development of a multi-million dollar restaurant complex.

Represented Vetri Management Corp. in connection with its management agreement with Palms Casino Resort for the opening of Vetri Cucina in Las Vegas.

Represented Valley Forge Convention Center Partners, LP in its \$280 million sale of Pennsylvania-based Valley Forge Casino Resort to Boyd Gaming Corporation, an American gaming and hospitality company. This transaction drew on the experience of Cozen O'Connor's corporate, tax, real estate, litigation, and utility, environmental, and energy attorneys.

Represented a major international hospitality company in a patent infringement case in the US District Court for the Southern District of New York concerning high-speed Internet service.

Represented a major international hospitality company in the United States Bankruptcy Court in New York involving allegations of breach of contract, breach of fiduciary duty, fraud and antitrust claims brought by a hotel owner.

Represented a major international hospitality company in the US District Courts for Massachusetts and Maryland involving allegations of unfair competition, fraud, conversion and violations of the Robinson-Patman Act concerning the operation and management of a Boston-area hotel.

Obtained dismissal, on the grounds of *forum non conveniens*, of a personal injury suit brought against an international hotel company by a New Jersey resident who was injured at a company-branded resort in Spain.

Defended an international hotel company against claims arising out of a Legionella outbreak that resulted in numerous injuries and three fatalities, resolving admitted liability cases through trials, mediations, arbitrations, and settlement.

Successfully resolved a matter brought against a restaurant franchisor arising from a motor vehicle accident alleged to have been caused by the service of alcohol at a franchise location.

Obtained final summary judgment on behalf of a hotel franchisor in a slip and fall case centered on a patron's allegation that he slipped on naturally occurring ice.

Represented the buyer in the purchase of one hundred percent of the membership interests in a Pennsylvania-based company that operates one of the country's most critically acclaimed Italian restaurants.

Obtained dismissal on summary judgment of a wrongful death claim alleging that a prominent hotel failed to properly treat a guest suffering a heart attack.

Represented Caesars Entertainment Corporation and related entities in litigation stemming from a serious accident that occurred during a horserace at Harrah's Philadelphia Casino & Racetrack. We settled the matter on terms favorable to the client after jury selection.

Obtained final summary judgment on behalf of a hotel franchisor in a breach of privacy case.

Represented a private equity fund in the acquisition and financing of the Chevy Chase Embassy Suites Hotel. The representation required the negotiation of the condominium documents to establish a condominium regime for the mixed-use office, retail, hotel, and parking project of which the hotel is part and which was a precondition to closing the transaction, and the negotiation of the acquisition financing documentation and the franchise and hotel management arrangements for the hotel.

Served as lead trial counsel for Aramark Services, Inc. in successfully defending against a temporary restraining order (TRO) filed against its 412 SPIRITS kiosks in the Pittsburgh Steelers' stadium.

Represented The Arden Group in its \$148.5 million acquisition of the BB&T Center, and an adjacent parking garage, in Charlotte, N.C. The 22-story, 567,835 sq. ft. office tower also features on-site retail, banking, and restaurant space and is The Arden Group's first investment in Charlotte.

Represented private equity funds sponsored by The Arden Group, Inc. in the nine-figure acquisition of the downtown Sheraton Atlanta Hotel, including 763 guest rooms and 90,000 sq. ft. of meeting space. Assisted the client in the negotiation and documentation of the purchase and sale agreement with the property owner, the franchise agreement with Starwood, the hotel management agreement with Merritt Hospitality, and the acquisition and capital improvement financing provided by Apollo Commercial Real Estate Finance.

Won summary judgment on behalf of Marriott International in a multimillion-dollar wrongful death lawsuit brought by the family of a man who died when a suicide bomber drove into a Marriott hotel in Pakistan. We successfully argued that, under the operative franchise agreement, the franchisee was responsible (under either U.S. or Pakistani law) for handling all security measures at the hotel. This result was affirmed on appeal to the U.S. Court of Appeals for the Fourth Circuit.

Represented a privately held real estate investment company in connection with its acquisition and financing of a portfolio of three hotels in Florida and California for more than \$110 million.

Represented the Vetri Family of Restaurants in connection with its sale to Urban Outfitters Inc. (URBN).

Represented casino which had a \$40 million loan component from an EB-5 Lender.

Represented the joint venture partnership engaged in the \$1 billion redevelopment of East Market, a 4.3-acre full block site located in the Market East section of Philadelphia, into a mixed-use project consisting of retail, hotel, office, multifamily rental apartment, and specialty use facilities, including ground lease and condominium structures and the negotiation of development and financing arrangements and major tenant leases.

Obtained summary judgment and dismissal with prejudice on behalf of international restaurant franchisee for negligence claims.

Persuaded a North Texas judge to grant a motion to transfer a venue to South Texas on behalf of a South Texas hotelier due to the hotel owner's extensive business operations in and the management company's frequent travels to South Texas.

Obtained dismissal of a lawsuit on behalf of a hotel franchisor for allegations of negligence stemming from an incident on the premises of a franchisee and allegations of an agency relationship between the franchisor and franchisee.

Set aside default judgment entered against hotel franchisee.
