



THE 3RD ANNUAL

Hotel & Lodging Legal Summit

NOVEMBER 13-14, 2014

GEORGETOWN UNIVERSITY LAW CENTER | WASHINGTON, DC

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New this year:

- Explore data security threats with experts from the FBI and FTC
- Assess “top of mind” legal issues facing the hotel industry with the chief legal officers from Host, Interstate, MGM, and Starwood
- Review the industry’s highest public-policy priorities at both the state and federal levels with our panel of government affairs experts
- Gain new financial literacy in two special “mini-MBA” sessions designed specially for hospitality lawyers
- Learn to avoid common ethical minefields with Stuart Teicher, the most highly rated ethics speaker who has ever presented at Georgetown
- Analyze the risks and rewards of social media and digital marketing for hotels and resorts

Summit Schedule

Thursday, November 13

8:15–8:45 am

Registration & Continental Breakfast

Sponsored by Arent Fox LLP

8:45–9:00 am

Welcome & Overview

Lawrence J. Center

Assistant Dean, Georgetown University Law Center

J. Weili Cheng and Robert Lannan

Program Co-Chairs

9:00–10:30 am

Data Security Threats & Breach Mitigation: “Hope Is Not a Strategy & Prayer Is Not a Plan of Attack”

Moderator

David C. Gryce, Arent Fox LLP

Panelists

Emilio W. Cividanes, Co-Chair, Privacy & Data Protection, Venable LLP

David S. Langlands, Director, Security and Risk Consulting, Dell Secureworks

Alan D. Meneghetti, Locke Lord (UK) LLP

Nickolas B. Savage, Supervisory Special Agent, Cyber Branch, Washington, DC field office, Federal Bureau of Investigation

Robert Schoshinski, Assistant Director, Division of Privacy and Identity Protection, Federal Trade Commission

Today, it is not a question of whether a business will suffer a data breach, but when. Whether your hospitality company is a stand-alone bed-and-breakfast or a global franchised chain, it must address vulnerabilities inherent in today’s electronic, data-driven marketplace. These vulnerabilities are compounded when networks of affiliates, franchisees, and vendors are involved, across a multitude of jurisdictions. At risk are massive investments of time and resources; exposure to lawsuits, enforcement actions, fines, and penalties; and, perhaps worst of all, the erosion of guest confidence. Through the various lenses of our panel of data security experts, and with insights from events since

last year’s conference (Target Corporation, White Lodging), we will explore current data security threats, how to minimize the risks they pose, and how to minimize damage and liability when breaches occur.

10:30–11:00 am

Networking Break

Sponsored by Greenberg Traurig, LLP

11:00 am–12:30 pm

General Counsels Roundtable

Moderator

Bruce E. Parmley, Partner and Chair, Real Estate, US and The Americas, Hogan Lovells

Panelists

Elizabeth Abdo, Executive Vice President & General Counsel, Host Hotels & Resorts, Inc.

Christopher L. Bennett, Chief Administrative Officer & General Counsel, Interstate Hotels & Resorts, Inc.

John M. McManus, Executive Vice President, General Counsel and Secretary, MGM Resorts International

Kenneth S. Siegel, Chief Administrative Officer & General Counsel, Starwood Hotels and Resorts Worldwide, Inc.

This panel, composed of general counsels from leading hotel owners, brand companies, and management companies, will analyze the most pressing legal issues confronting the hotel and lodging industry today. Come prepared with your questions for this distinguished group of attorneys.

12:30–2:00 pm

Lunch

Speaker

Katherine Lugar, President and Chief Executive Officer, American Hotel & Lodging Association

Sponsored by Hogan Lovells



This symbol indicates sessions that will be webcast.



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2:00–3:00 pm 

Current Legal Issues in Hotel Financing: Subordination & Other Agreements & Their Challenges

Moderator

Kimberly A. Wachen, Arent Fox LLP

Panelists

Pierre Donahue, Executive Vice President & General Counsel, Crestline Hotels & Resorts, LLC

James Francque, Senior Vice President & Associate General Counsel, Hyatt Hotels Corporation

Mark Lanspa, Executive Vice President, Wells Fargo Bank, N.A.

Frederick D. McKalip, Senior Vice President & General Counsel, RLJ Lodging Trust

This panel of engaging finance attorneys, representing various constituencies, will provide their perspectives on the objectives and the challenges arising under subordination agreements, cash management agreements, and account control agreements. Learn how to navigate the negotiation of these documents and obtain ideas on cutting-edge solutions to simplify the process. Review lessons learned as these documents become relevant in a default scenario.

3:00–3:15 pm

Networking Break

Sponsored by Venable LLP

3:15–4:45 pm 

Union Organizing through Card Check Neutrality Agreements, Corporate Campaigns, & Work Centers: Their Effects & Legality & How Employers Should Respond

Moderator

Mercedes Colwin, Managing Partner, Gordon & Rees

Panelists

Michael J. Lebowich, Proskauer Rose LLP

Russ Melaragni, Vice President, Associate & Labor Relations, Hyatt Hotels Corporation

Wendy Nutt, Vice President of Labor Relations, MGM Resorts International

Gregory Robertson, Hunton & Williams LLP

David Sherwyn, John and Melissa Ceriale Professor of Hospitality Human Resources, Academic Director of the Cornell Institute for Hospitality Labor and Employment Relations and Stephen H. Weiss Presidential Fellow, Cornell University School of Hotel Administration

Labor unions have a host of tools, practices,



About the American Hotel & Lodging Association

Serving the hospitality industry for more than a century, AH&LA is the sole national association representing all sectors and stakeholders in the lodging industry, including individual hotel property members, hotel companies, students and faculty members, and industry suppliers. Headquartered in Washington, DC, AH&LA provides members with national advocacy on Capitol Hill, public relations and image management, education, research and information, and other value-added services to provide bottom-line savings and ensure a positive business climate for the lodging industry.



and approaches at their disposal when organizing a hotel. These range from card check/neutrality agreements to worker opportunity centers, to traditional organizing and corporate campaigns. During this session, you will explore the current “state of play” of organized labor and the hospitality industry and how it affects employers, owners, brands, and franchisees.

4:45–6:15 pm

Networking Reception

Sponsored by Locke Lord LLP

Friday, November 14

7:30–8:00 am

Continental Breakfast

Sponsored by Seyfarth Shaw LLP

8:00–10:00 am 

The Ethical Three C’s Can Be a Breeze: Candor, Conflicts & Confidentiality

Speaker

Stuart Teicher, Lead Educator, Teicher Professional Growth, LLC

In an environment where law firms are consolidating and hotel owners hold portfolios that include multiple brands and management companies, there are greater risks of conflicts of interest and breaches of confidentiality. Meanwhile, attorneys and their clients continue to have duties of candor in both transactional and litigation settings. Altogether, this setting can be a minefield of ethical concerns through which attorneys in today’s hotel and lodging industry must

navigate. Stuart Teicher, a nationally renowned practitioner in the field of attorney professional responsibility, will explore the “three C’s” in this field—Candor, Conflicts, and Confidentiality—as applied to attorneys serving the hotel and lodging industry today.

10:00–10:30 am

Networking Break

Sponsored by Weil, Gotshal & Manges LLP

10:30–11:30 am

CONCURRENT SESSIONS:

Session A 

Mini-MBA—Financial Literacy for Hospitality Lawyers 101: Demystifying Financial Statements

Speaker

Leeny Oberg, Chief Financial Officer, The Ritz-Carlton Hotel Company, LLC

Having a basic knowledge of financial statements is crucial for every well-rounded lawyer who is expected to provide value to a business, either as an in-house or outside counsel. During this newly created session, we will demystify three critical documents: the balance sheet, income statement, and cash-flow statement. You will also receive a comprehensive overview of basic accounting concepts that should always be part of your tool kit. You will explore the “hows” and “whys” of reading a company’s financial statements, all with the goal of making you more effective as a lawyer.



Online CLE from Georgetown

Now you can benefit from the Georgetown Law CLE experience at your convenience online. In case you could not join us last year, we have made certain sessions available on-demand. Check out these courses before attending this year:

- “Privacy Please!” An Overview of How Data Privacy Law Governs Hotels’ Collection and Use of Guests’ Information (1.5 CLE Credits)
- Labor & Employment Law (1.25 CLE Credits)
- Making Timeshare a Meaningful Component of Mixed-Use Hotel Projects: Opportunities and Issues (1.25 CLE Credits)
- Navigating Antitrust Issues Arising from the Online Distribution World (1.0 CLE Credits)
- Real Ethics of Hotel Country (1.25 CLE Ethics Credits)
- Residential and Mixed-Use Projects: Lessons Learned from the Crash (1.25 CLE Credits)
- Unique Franchise Issues Arising in the Lodging Industry (1.0 CLE Credits)

For more information, and to verify that these courses are available for credit in your state, visit our website at

<https://georgetown.inreachce.com/>.

Session B

Lodging Industry Public-Policy Strategy: Opportunities & Defense in 2015 & Beyond

Moderator

Melissa Froehlich Flood, Vice President, Government Affairs, Marriott International, Inc.

Panelists

Erica L. Gordon, Director, Government Affairs, Hilton Worldwide, Inc.

Mark Warren Isakowitz, President, Fierce, Isakowitz & Blalock

Chip Rogers, Vice President, Government Affairs, Asian American Hotel Owners Association

Vanessa Sindors, Senior Vice President, Government Affairs, American Hotel & Lodging Association

Join this panel of government-affairs experts as they review the outcome of the 2014 election and its implications on the hotel and lodging industry, and discuss issues important to the industry that are pending on Capitol Hill, in state legislatures, and in administrative agencies.

11:30 am–12:45 pm

Box Lunch

Sponsored by **First American Title Insurance**

12:45–1:45 pm

CONCURRENT SESSIONS

Session A

Mini-MBA—Financial Literacy for Hospitality Lawyers 201: Where the Rubber Meets the Road—How Does Financial Literacy Translate into Management & Franchise Agreements?

Introductions

Paula Maggio, Executive Vice President, Secretary & General Counsel, Strategic Hotels & Resorts, Inc.

Moderator

Nelson F. Migdal, Shareholder, Greenberg Traurig LLP

Panelists

Bradley Falk, Principal, Lodging Capital Partners, LLC

Andrea M. Mattei, Group Vice President—Legal, Wyndham Worldwide Corporation

Bill Tennis, Executive Vice President & General Counsel, DiamondRock Hospitality Company

Management and franchise agreements are often long-lived documents. The economic agreement reached is vital to the success of an

investment and the ongoing relationship between owner and operator. During this presentation, you will examine key provisions in management and franchise agreements. You will come to understand why you must pay close attention to them and their definitions. As a bonus, you will obtain the perspectives of the different constituents who routinely negotiate these provisions in critical contracts.

Session B

Digital Marketing & Social Media: Risks & Rewards

Moderator

Linda J. Miller, Vice President & Senior Counsel, Marriott International, Inc.

Panelists

Brian L. Heidelberg, Winston & Strawn

Ama Romaine, Vice President & Senior Counsel, Brands, Hilton Worldwide, Inc.

Matt Peters, Co-Founder and Creative Director, Pandemic Labs

Digital and social media are a critical part of today’s hotel marketing, and legal departments need to be agile to protect their brands and ensure legal compliance in this ever-changing and fast-moving environment. Join a panel of marketing law experts to hear how hotels are using digital and social media in their marketing efforts, where the major risks lie, and how to mitigate them. Learn how to comply with the FTC’s testimonial and endorsement guidelines. Discuss why a hotel sued a guest for \$100,000 over a single social media posting. Hear how one major brand was recently sued for \$6 million over one tweet. Find out why one post from another major brand caused a drop of over 50% in positive consumer sentiment. Included will be a discussion of common pitfalls and creative strategies for avoiding them, as well as an update on current cases, regulations, and enforcement trends.

1:45–2:00 pm

Networking Break

Sponsored by **Ballard Spahr LLP**

2:00–3:15 pm 

Addressing Today's Important Issues in Franchised Hotel Systems, Both Operational and Contractual

Moderator

Steven M. Goldman, Quarles & Brady LLP

Panelists

Harris J. Chernow, Chernow Kapustin, LLC

Patricia S. Mahlstedt, Eckert Seamans Cherin & Mellott LLC

Michael Spiegeland, Associate General Counsel, Starwood Hotels & Resorts Worldwide, Inc.

Nimesh B. Patel, Vice President and Associate General Counsel, InterContinental Hotels Group

Within most hotel systems in North America today, a majority of the hotels are franchised. This session has two goals. The first is to identify best practices for addressing, within a franchise system, issues that will have been discussed in the earlier sessions of the conference. The second is to consider whether today's franchise agreements are commercially reasonable for systems of hotels owned by institutional multi-unit owners as well as smaller owners. Our panelists have a wealth of experience representing franchisors and franchisees (large and small), and will explore whether common ground can be reached in pursuit of this second goal.

3:15 pm Adjournment

Group Discounts

Group discounts are available for companies registering three or more attendees. If you would like to take advantage of the discounts listed below, please contact cle@law.georgetown.edu to receive the discount code.

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Laura B. Mutterperl, Senior Director and Associate General Counsel, Starwood Hotels and Resorts Worldwide, Inc., White Plains, NY

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Russell C. Savrann, Sandman Savrann PLLC, Guilford, CT

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Bill Tennis, Executive Vice President & General Counsel, DiamondRock Hospitality Company, Bethesda, MD

Kimberly A. Wachen, Partner and Chair of Hospitality Industry Practice Group, Arent Fox LLP, Washington, DC

Simone Wu, Senior Vice President, General Counsel & Corporate Secretary, Choice Hotels International, Inc., Rockville, MD

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Cancellations/Rain Checks/Substitutions

Cancellation and rain check notices must be received by 5:00 pm ET on Thursday, November 6, 2014 for a refund (less \$100 administrative fee). Rain checks for a future program will be granted for cancellations received after November 6, and prior to the start of the program. Substitutions are accepted at any time prior to the program. Registration for the live, in-person program is not transferable to the live webcast.

Course Materials

Course materials will be emailed to you prior to the program. Registrants will receive an email from the Georgetown Law CLE office approximately one week before the program with instructions regarding how to access the course materials.

Satisfaction Guarantee

We are confident that you will leave this conference with more than enough ideas and insights to make your investment pay off. However, if you feel you have not received your money's worth by the end of the program, please contact a member of our registration team before leaving the conference. All refund requests will be reviewed carefully and are subject to approval by the Assistant Dean.

CLE Credits

Accreditation has been or will be requested for the Hotel and Lodging Legal Summit from most states with mandatory continuing legal education requirements for 10.75 CLE credits (based on a 60-minute hour) and 12.9 CLE credits (based on a 50-minute hour). Georgetown Law is an accredited CLE provider in most MCLE states. Georgetown Law CLE is a State Bar of California-approved MCLE provider. Please note that this program is eligible for only Nontransitional CLE credit in New York. This program is not eligible for Transitional credit. Some states require nominal accreditation fees. You will be asked to submit payment at the program's conclusion.

MCLE state credit rules vary for online CLE. Please check online at <https://georgetown.inreachce.com/> to see if the program has been approved in your state. We will apply upon request in some states; alternatively, many states allow attorneys to apply on their own.

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This add-on includes access to all recorded sessions post-program. You may receive CLE credit for new sessions online. You cannot claim credit for taking the same sessions in person and online. If you register for this option, you will receive a separate email providing you with additional information on how to access the content online.

Questions? Contact Us!

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Hotel & Lodging Legal Summit (November 13–14, 2014)

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THE 3RD ANNUAL

Hotel & Lodging Legal Summit

10 Reasons Why You Should Attend

- 1.** In the wake of the Target Corporation and White Lodging data security breaches, **examine** the myriad data security threats affecting the hotel and lodging industry and the steps you can take to reduce your risks.
- 2. Analyze** the most critical issues facing our industry with an all-star panel of general counsels.
- 3. Explore** the most pressing issues in hotel financing, including specific challenges associated with subordination, cash management, and account control agreements.
- 4. Review** the state of union organizing through card check neutrality agreements, corporate campaigns, and work centers, and how they affect owners, operators, and franchisors.
- 5. Gain** a comprehensive understanding of the “Ethical Three C’s: Candor, Conflicts, and Confidentiality,” and how they impact in-house and outside counsel.
- 6. Learn** the language of your clients. Enhance your general financial literacy by obtaining an explanation of three documents critical in any industry: the balance sheet, income statement, and cash-flow statement.
- 7. Review**, from a business perspective, the most important provisions in management and franchise agreements and how they affect relationships among owners, operators, and franchisors.
- 8. Learn** what the industry’s public-policy priorities are at the federal and state levels.
- 9. Assess** the major risks in social media and digital marketing, and receive practical tips on how to mitigate them.
- 10. Explore** whether today’s franchise agreements are commercially reasonable for current franchise hotel systems.