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4TH ANNUAL

Hotel & Lodging Legal Summit

November 5-6, 2015 ■ Georgetown University Law Center, Washington, DC

Co-sponsored by the **American Hotel & Lodging Association**



CLE

Up to **12.0 CLE credit hours** (based on a **60-minute** credit hour), including **2.0 hours** of ethics
Up to **14.4 CLE credit hours** (based on a **50-minute** credit hour), including **2.4 hours** of ethics



Summit Schedule

Thursday, November 5

8:00 - 8:30 am


Registration & Continental Breakfast

Sponsored by Sheppard, Mullin, Richter & Hampton LLP

8:30 - 8:45 am

Welcome & Overview

J. Weili Cheng, Program Co-Chair
Robert W. Lannan, Program Co-Chair
Alisha Avril, Program Attorney

8:45 - 10:15 am 

Hotel Business Update: Acquisitions & Spin-Offs

MODERATOR:

J. Weili Cheng, Senior Vice President & Deputy General Counsel, The Ritz-Carlton Hotel Company, L.L.C.

PANELISTS:

Jay Feldman, Goodmans LLP
David Mann, Senior Vice President & Associate General Counsel, Marriott International, Inc.
Judy Miles, General Counsel, KHP Capital Partners; former Executive Vice President, General Counsel & Secretary, Kimpton Hotel & Restaurant Group
Rena Hozore Reiss, Executive Vice President, General Counsel & Secretary, Hyatt Hotels Corporation

Jay H. Shah, Chief Executive Officer, Hersha Hospitality Trust

- Identify key issues in due diligence, whether chain-wide or individual hotel transactions
- Compare top priorities for targets of an acquisition
- Examine concerns of owners, franchisees, investors, and Wall Street
- Identify critical components of a successful transition, whether integration or independence is the goal

10:15 - 10:45 am

Networking Break

10:45 am - 12:15 pm

Hotel Industry General Counsels' Panel

MODERATOR:

Mark M. Chloupek, Executive Vice President & General Counsel, La Quinta Inns & Suites

PANELISTS:

Brian Cameron, Senior Vice President & General Counsel, Atrium Holding Company
John R. Dent, General Counsel & Corporate Secretary, Extended Stay America, Inc.
Erica H. Hageman, Executive Vice President & General Counsel, Interstate Hotels & Resorts, Inc.
Scott J. Lynn, Senior Vice President, General Counsel & Corporate Secretary, Ryman Hospitality Properties, Inc.


- Learn about legal issues in the industry from a panel representing brand companies, hotel owners, and independent management companies
- Hear a unique legal perspective from panelists with years of experience in the industry but who are new to the position of general counsel
- Explore the challenges of assuming the role of a company's chief legal officer

12:15 - 1:45 pm

Luncheon & Address

SPEAKER:

W. Edward Walter, President and Chief Executive Officer, Host Hotels & Resorts Inc.

1:45 - 2:45 pm 

"Show Me the Money": Adventures in the Pursuit of Equity & Debt

MODERATOR:

John Sauter, Principal & Managing Director, CBRE Global Investors

PANELISTS:

Glenn Alba, Managing Director, Real Estate Group, Blackstone Group, L.P.
Carol Weld King, Morris, Manning & Martin, LLP


Janis Loegering, Locke Lord LLP

David R. Sloan, Senior Vice President & General Counsel, Sunstone Hotel Investors, Inc.

- Explore legal issues related to diversified forms financing in a market with increased forms of hospitality assets
- Consider market drivers, financing characteristics, and balance of risk and reward in today's environment of increased regulation and the hunt for yield
- Hear perspectives of representatives of REITs, providers of traditional leveraged finance, and equity investors

2:45 - 3:15 pm

Networking Break

3:15 - 4:45 pm 

Crisis Management in the Hotel & Lodging Industry

MODERATOR:

Forrest A. Hainline III, Goodwin Procter LLP

PANELISTS:

Sean C. Griffin, Garvey Schubert Barer
Alicia Kabiri, Vice President & Senior Counsel, Hilton Worldwide, Inc.
Jeffrey L. Poston, Crowell & Moring LLP
Lin-Hua Wu, The Brunswick Group LLP

- Discuss how and why crisis management requires a unique perspective in the hotel industry
- Learn about legal issues involved when you prepare for and respond to crises, including: data security breaches, government investigations, terrorist incidents, and natural disasters
- Consider the interplay between legal and public relations concerns in crisis management

4:45 - 6:15 pm

Networking Reception

Sponsored by Locke Lord LLP



This program will be available via live webcast (subject to change).
For more information, visit: <https://georgetown.inreachce.com/>

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Friday, November 6

7:30 - 8:00 am

Continental Breakfast

8:00 – 10:00 am 

The Ethics of Addressing Latent Sources of Corporate Liability

MODERATOR:

Robert W. Lannan, Lannan Legal PLLC

PANELISTS:

Jennifer E. Constantinou, Vice President – Litigation & Government Relations, Wyndham Hotel Group

Michael Downey, Downey Law Group LLC; Adjunct Professor of Legal Ethics, Washington University Law School

Kevin Gallagher, Assistant General Counsel, Host Hotels & Resorts, Inc.


Jerry Kraisinger, Senior Vice President & General Counsel, Avendra LLC

Louise Nelson, Senior Vice President and Assistant General Counsel, Hilton Worldwide, Inc.

- Examine the attorney's role in helping a client respond to a latent source of liability
- Using real crises and hypothetical examples, consider statutory and regulatory reforms, civil enforcement actions, and criminal prosecutions resulting from organizations' failures to respond to "constituent wrongdoing"
- Discuss ABA Model Rules 1.2, 1.3, 1.4, 1.6, 1.13, 1.16, 2.1, 3.3, 4.1, 5.7, and 8.4

10:00 - 10:30 am

Networking Break

10:30 am – 12:00 pm 

Joint Employment, Vicarious Liability, Franchisees, & Independent Contractors

MODERATOR:

Steven M. Goldman, Garvey Schubert Barer, Adjunct Professor, Georgetown University Law Center

PANELISTS:

Margaret C. Egan, Senior Vice President & Associate General Counsel, Hyatt Hotels Corporation

Zachary D. Fasman, Proskauer Rose LLP

Laura E. FitzRandolph, Executive Vice President & Chief Human Resources Officer, Interstate Hotels & Resorts, Inc.


Prof. David Sherwyn, John and Melissa Ceriale Professor of Hospitality Human Resources; Director, Cornell Institute for Hospitality Labor & Employment Relations; Stephen H. Weiss Presidential Fellow

- Discuss the NLRB's reconsideration of the "joint employment" in Browning-Ferris and the McDonald's litigation
- Investigate whether joint employment liability is an appropriate response to today's "fissured workplaces"
- Examine franchisor vicarious liability based on control and enterprise liability
- Learn what companies can do to minimize joint employment liability
- Identify limitations of traditional risk management tools like insurance and indemnities
- Learn whether hotel owners and independent operators can be joint employers

12:00 pm - 12:15 pm

Boxed Lunch Distribution

Sponsored by **First American Title Insurance Company**

12:15 - 1:45 pm 

CONCURRENT SESSIONS

Session A: How Counsel Should Act Now to Prepare for the Next Downturn

MODERATOR:

Priscilla Saba, Vice President & Senior Counsel, Marriott International, Inc.

PANELISTS:

Marcus Banks, Senior Vice President, Litigation, Government Relations & Employment Law, Wyndham Worldwide Corporation

David Neff, Perkins LLP

David H. Smith, Senior Vice President, CWC Capital Asset Management LLC

Dennis P. Talty, Dennis P. Talty & Associates

- Explore how owners, management companies, and lenders can collaborate to weather an economic storm from a legal perspective
- Discuss how parties can protect themselves when working collaboratively is not an option
- Consider the legal issues related to the economic cycles of the hotel industry and inevitable downturns
- Apply lessons from prior downturns to prepare for and minimize the impact of the next one

Session B: We Have an Agreement... Now What? Hotel Owner-Manager Dynamics

MODERATOR:

Todd E. Soloway, Pryor Cashman LLP

PANELISTS:

Larry J. Mundy, Deputy General Counsel, FelCor Lodging Trust Incorporated

Laura B. Mutterperl, Vice President & Associate General Counsel, Starwood Hotels & Resorts Worldwide, Inc.

Timothy Q. Hudak, Eckert Seamans Cherin & Mellott, LLC

- Explore the pressure points that arise when negotiating a management agreement between owners, operators, and brands
- Identify legal issues that arise in the course of operating the hotel
- Return to your office with practical insight and best practices for confronting the legal issues

1:45 - 2:00 pm

Networking Break

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.



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- 3-5 registrants:** \$100 discount off each registration
- 6-9 registrants:** \$200 discount off each registration
- 10+ registrants:** \$300 discount off each registration

2:00 – 3:30 pm

CONCURRENT SESSIONS

Session A: Mini-MBA 202: Financial Literacy for Hospitality Lawyers

SPEAKER:

Leeny Oberg, Chief Financial Officer, The Ritz-Carlton Hotel Company, L.L.C.

- Understand why basic knowledge of financial statements is crucial for every well-rounded in-house or outside counsel to provide informed recommendations to a business
- Review basic knowledge of financial statements and accounting concepts for hotel industry in-house or outside counsel building on last year's sessions
- Obtain new insight about what a hotel operating statement tells you
- Learn how to determine how much a hotel is worth

Session B: Because You Can't Move All Your Hotels to Mexico – Implications of New Union Organizing Rules

MODERATOR:

Paul E. Wagner, Stokes Wagner Hunt Maretz & Terrell

PANELISTS:

Celeste R. Yeager, Littler Mendelson P.C.

Paul Ades, Senior Vice President, Labor Relations & Operations Hilton Worldwide, Inc.

Harold Morgan, Senior Vice President, Human Resources, White Lodging Services Corporation

- Obtain an overview of the current state of union organizing
- Consider new ways unions support organization efforts
- Compare and contrast cooperative and contentious relationships with industry unions
- Receive examples of how different unions are reacting to new rules
- Explore options for owners and operators facing union issues

3:30 pm

Adjournment



Online Features

Post-Conference Webinar

For the first time, your registration for the Hotel & Lodging Legal Summit includes a free one-hour webinar which will be announced in Spring 2016.

Bonus On-Demand

This add-on includes access to all recorded sessions post-program. With several breakout sessions to choose from, this is an opportunity for you to benefit from all that the Institute has to offer.

Live Webcast

If you cannot join us in person, watch the conference conveniently from your office.

Questions? Contact Us

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

Prof. David Sherwyn, John and Melissa Ceriale Professor of Hospitality Human Resources; Director, Cornell Institute for Hospitality Labor & Employment Relations; Stephen H. Weiss Presidential Fellow, Ithaca, NY

Steven W. Smith, Senior Vice President & General Counsel, Americas InterContinental Hotels Group (IHG), Atlanta, GA

William J. Tennis, Executive Vice President & General Counsel, DiamondRock Hospitality Company, Bethesda, MD

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

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Jonathan Yellen, Executive Vice-President, General Counsel & Secretary, FelCor Lodging Trust Incorporated, Irving, TX



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Accreditation has been or will be requested for the Hotel and Lodging Legal Summit from most states with mandatory continuing legal education requirements for 12.0 CLE credits (based on a 60-minute hour), including 2.0 ethics credits and 14.4 CLE credits (based on a 50-minute hour), including 2.4 ethics credits. 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. 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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Program Details

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When calling the Hyatt for reservations, please request the Georgetown University volume rate, or Corporate Code 58549 online.

<http://bit.ly/HyattHill>

The Hotel George

15 E Street NW, Washington, DC 20001
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Liaison Capitol Hill DC

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Cancellations/Rain-Checks/Substitutions

Cancellation and rain-check notices must be received by 5:00 pm ET on Thursday, October 29, 2015 for a refund (less \$100 administrative fee). Rain checks for a future program will be granted for cancellations received after October 29 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 or bonus on-demand access.

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 additional instructions regarding how to access the course materials.

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Bonus On-Demand Access

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Post-Conference Webinar

For the first time, your registration for the Hotel & Lodging Legal Summit includes a free one-hour webinar. This webinar will be made available at some time after the conference and will provide you with an update of what's going on in the practice area. Registrants will receive an email with information regarding how to access the free webinar.

Registration Form

PLEASE PRINT OR TYPE. Payment must accompany registration.

Hotel & Lodging Legal Summit (November 5-6, 2015)

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10 Reasons Why You Should Attend

1. **Engage** with colleagues from around the world and across the industry during networking breaks
2. **Assess** the legal challenges and factors critical to the success of a hotel business transaction
3. **Analyze** crisis management through the unique legal lens of the hotel and lodging industry
4. **Examine** the ethics of responding to latent sources of liability
5. **Survey** the new tools unions are using to bolster their efforts to organize
6. **Identify** challenges in the industry faced by experienced attorneys who are new to the role of general counsel
7. **Receive** timely tips regarding how to prepare for future downturns in the hotel industry
8. **Explore** the factors that contribute to vicarious liability for a hotel franchisor
9. **Acquire** financial literacy crucial for in-house or outside counsel success
10. **Obtain** insight and best practices for confronting legal issues in hotel management agreements and operations