

## Overview

Well known for its creative and strategic approach to solving the toughest challenges, Dentons' Phoenix office provides the kind of expertise, insight and forward thinking you need to compete and succeed.

Consistently ranked among the best in the world, our lawyers have deep knowledge and experience in the hotel and leisure industry. Clients in this sector include owners, developers, investors, operators and financial institutions that acquire, develop, invest in, finance or operate new and existing hotel and leisure projects or companies. Representing both owners and operators allows us to quickly analyze problems from all perspectives and find practical solutions to the issues you face when acquiring, financing or disposing of hotels and negotiating long-term agreements for their management and branding.

Our team also represents some of the world's most respected companies in a wide range of corporate, real estate and litigation matters, as well as public policy and regulation issues. You can also leverage the talents of our Attorneys General advisory team, which has direct experience in managing the nuances of an attorney general matter, spotting trends ahead of potential investigations, responding to investigative inquiries and meeting the challenges of litigation or a proposed deal when law, policy and politics converge.

Understanding what you need is our first priority. No matter what your challenges, we never lose sight of what it takes for your success.

## Representative Experience

- **Brookfield Real Estate Financial Services LLC:** Advising in the exchange of \$175 million controlling debt position for ownership of the Atlantis, Paradise Island in April of 2012 as part of a \$2.6 billion restructuring. The Atlantis is the second largest employer in the country of the Bahamas and is responsible for 10% of the GDP of the Bahamas. As part of the transaction, our client also took ownership of the One&Only Ocean Club hotel also located on Paradise Island. Our team led all hotel related management and operations aspects in connection with the takeover of the Atlantis resort and the adjacent One&Only Ocean Club hotel. In addition, we counseled our client on the business and operational issues regarding the ownership, transition and operation of each of the various components of the Atlantis project. To further complicate matters, our involvement in the transaction required balancing the numerous competing interested parties, including the Bahamian Government, all of the lenders under the existing mortgage loan, the special servicer, the former owner and operator of the property, as well as the primary equity investor in the former owner and operator of the property, all of whom needed to be satisfied with the final restructuring deal that was ultimately negotiated. This was an extremely complex deal, involving an iconic resort destination.
- **Dorchester Collection:** Advising with regard to its strategic acquisitions of preeminent luxury hotels around the world; strategic development of new luxury hotels around the world; new third-party management agreements around the world; and operational issues associated with its existing portfolio of luxury hotels worldwide. This representation involves working directly with the CEO of the company together with his senior executive team and outside advisors.
- **Kimpton Hotel & Restaurant Group:** Representing a major boutique hotel owner and operator in connection with its acquisition of The Amara Resort and Spa, an upscale boutique resort hotel that includes a high-end spa in Sedona, Arizona. This transaction involved the acquisition of the leasehold interest in the property from the lender

who foreclosed on the prior interest holder. This transaction presented some interesting challenges given that the seller was the foreclosing lender, and the quick timeframes for due diligence and closing.

- **KSL Capital Partners:** Advising on its joint venture with Strategic Hotels & Resorts for the purchase of the Essex House Hotel (a large historic hotel and residences) in New York City, New York for a total purchase price in excess of \$350 million. Due to last minute circumstances, our client was able to participate in this opportunity only if they could finalise the transaction and close within a one week period. We were charged with reviewing and ultimately negotiating all aspects of the joint venture investment and purchase of the hotel, including the joint venture agreement, purchase agreement, hotel management agreement with Marriott for the hotel to be operated as a J.W. Marriott, loan and guaranty agreements, due diligence on the hotel itself and all underlying tax, finance, corporate and employment issues. Despite extremely tight deadlines we were able to ensure the client was able to close the deal within the mandated period of time.
- **Loews Hotels & Resorts:** Representing this growing hotel owner and operator in its purchase of the 225 room Boston Back Bay Hotel situated in the historic former Police Headquarters Building. Due to certain transaction requirements, our client was required to negotiate and execute the purchase and sale agreement within a very short time period. During that period we also advised our client with respect to their joint venture structure and agreement with the fee simple title holder of the property, which was required to be in place in connection with the execution of the purchase agreement. We advised the client on all aspects of the acquisition and joint venture, including with respect to real estate, labor, employment and tax issues.
- **Montage Hotels & Resorts, LLC:** Representing a luxury hotel operator in virtually all aspects of the company's business and brand expansion, including negotiation of term sheets for prospective transactions, and preparation and negotiation of all management and ancillary agreements in connection with new Montage hotels across the country. Dentons is also responsible for preparation and updating of their master form documents (e.g., hotel management agreement, license agreement and technical services agreement, food and beverage license agreements, golf course use and access agreements, and other related agreements), review of all project governing documents and residential sales documents assistance with rental program structures and amenities services agreements, and assistance with sales and marketing activities (including applicable licensing matters and review of collateral materials). In addition, Dentons handles all corporate documents and works directly with the CEO, the Vice President of Development, the Board, and other senior executives as to all operational and strategic matters.
- **Ohana Holdings, LLC:** Advising as to a luxury residential project that will include one or more resort and leisure components. Our client is the owner and developer of the project. Our work involves representation of the client in all major facets of the project, including oversight of local counsel. The project initially consists of infrastructure, residential lots, luxury villas, an equity member beach club and a resort. This development involves several hundred millions of dollars.
- **Raytheon:** Obtaining a US\$22 million arbitration award for the leading provider of missile systems to the US military and its allies against a supplier, Anixter, for supplying non-conforming parts for the Tomahawk Tactical Cruise Missile. The Tomahawk Tactical Cruise Missile is the US Navy's frontline weapon for long-range enemy strikes from ships and submarines, including use in Operations Desert Storm and Iraqi Freedom. After achieving success at a 23-day arbitration before a 3-arbitrator panel, the arbitration award was confirmed by the Maricopa County Superior Court, and the Court of Appeals then not only affirmed the trial court's judgment, but also awarded attorney fees on appeal.
- **Wheelock Street Real Estate Investment Fund, L.P.:** Representing a private equity fund and REIT based in Greenwich, Connecticut, with the acquisition and financing of a portfolio of hotel properties consisting of a Fairfield Inn by Marriott and a Marriott Courtyard in Nashville, Tennessee; a Springhill Suites by Marriott in Cincinnati, Ohio; a Marriott Courtyard in Round Rock, Texas; a Hilton Garden Inn in Austin, Texas and a Marriott Courtyard in College Station, Texas. In addition to the increased diligence and added complexities of a multi-hotel property acquisition, this portfolio transaction also involved the assumption of the existing debt on three of the properties with Wells Fargo, the procurement of new umbrella financing for the other three properties with CIT and the preparation and negotiation of the related management and franchise agreements for the properties, as well as the implementation of new liquor licensing structure on each of the 6 properties. We provided advice and guidance and have lead the negotiations on all of the various aspects of this transaction.

## Your Key Contacts

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