

Hospitality

Shulman Rogers' Hospitality practice supports clients in all phases of the hospitality business, from strategic planning, due diligence, structuring, negotiating and final consummation to implementation and renegotiation. We have decades of experience representing owners, developers, managers, lenders, franchisors and franchisees, working collaboratively across our wide range of practice areas to advance their goals. We are trusted advisors to clients with restaurants, hotels, nightclubs, golf courses, casinos and entertainment venues in the Washington DC region and beyond, leveraging our industry focus and experience to provide first-class services.

Our Deep Experience in the Hospitality Industry Helps Us Help You

Business and Financial Services

The Business and Financial Services Group allows businesses to maximize opportunities while minimizing disputes. Whether a business is in its initial phase or has a long history of success, is a closely-held family business or a public franchise, the need for quality representation is the same.

Our interdisciplinary team of highly skilled attorneys, many of whom bring years of experience from the country's largest law firms, is able to efficiently and adeptly address our clients' challenges, providing customized results for every situation.

We provide a broad spectrum of services across our practice groups and are able to fully represent and support our Hospitality clients in all of their business needs.

We Help You Get the Funding You Need

Commercial Lending

The Commercial Lending attorneys at Shulman Rogers have extensive experience in a broad array of corporate finance transactions on behalf of companies seeking financing, as well as, publicly traded, private and institutional investors and lenders.

The companies we represent range in size from startup companies to significant private and public companies, and their transactions can range in size from under \$1 million to well in excess of \$300 million. Many of our attorneys maintain strong relationships with various sources of financing, and also regularly represent many banks, financial institutions and other lenders on debt transactions. This enables us to help our clients achieve their financing objectives. We support our Hospitality clients mezzanine and structured financing,

private placement, restructuring and workouts, foreclosures, fund formation and development, operational and asset management services.

We Cut Through the Red Tape

Zoning and Land Use

Shulman Rogers' Land Use and Zoning team is your business partner for simplifying state and local zoning and land use regulations and successfully advocating your project with state and local governments and local communities. Our goal is to have your project entitled, permitted, financed and constructed, timely and cost-effectively.

Our unique team of professionals delivers sound counsel and creative solutions to achieve your time-sensitive goals by drawing upon decades of experience involving our numerous zoning and land use cases, state and local lobbying, and active community and industry involvement.

Construction Contracts

Any construction project can be a daunting undertaking. Our Construction Contracts Group has a comprehensive understanding of the complex legal, business and financial issues that impact any construction project. We also have deep experience with standard construction contracts and documentation used in the design and construction process. We counsel public and private owners, commercial developers, lenders, design professionals, construction managers and general and trade contractors on how to protect their interests through the use of appropriate construction documentation.

Our Construction Contracts Group also represents our clients in litigation, arbitration, mediation and other forms of construction dispute resolution.

Commercial Leasing

Shulman Rogers Commercial Leasing group represents landlords, tenants, investors, subtenants, management companies and real estate brokers in all aspects of leasing, including structuring the transaction, lease negotiations, build-out and occupancy.

Our attorneys provide leasing services for numerous Hospitality clients in the metropolitan Washington, DC area. Our attorneys help clients whose primary business is not real estate by explaining in plain English the fundamental provisions of the lease and focusing on the financial and economic terms. Shulman Rogers works closely with our clients to understand their day-to-day operations so that we may proactively represent their best interests.

We pride ourselves on our pragmatic approach to leasing and our ability to negotiate and document lease transactions in an economical fashion. We take a full-service approach, drawing upon attorneys in other Shuman Rogers practice areas, such as zoning and land use,

tax, construction, bankruptcy and litigation so that we can advise our clients on the variety of legal issues that arise in leasing transactions.

Alcoholic Beverage/Liquor Licensing

Attorneys in our Alcoholic Beverage/Liquor Licensing Group have extensive experience assisting businesses and other organizations in Maryland, the District of Columbia and Virginia in all aspects of alcoholic beverage licensing. Our clients include restaurants, new breweries, distilleries and wineries, hotels and motels, nightclubs and bars, special-use facilities and entertainment venues.

Our expertise includes initial licenses, license renewals, transfers of licenses, preparation and submission of license applications. Clients also turn to us for representation at license hearings before local liquor boards. Our attorneys are versed in effective and timely methods to obtain liquor licenses and work frequently with liquor boards to simplify the licensing process and to solve unique licensing issues.

We Offer Proactive Counsel that Helps You Protect Your Bottom Line

Employment and Labor Law

At Shulman Rogers, the focus of our employment and labor law attorneys is to help our clients successfully navigate through the increasingly complex and ever-changing landscape of laws affecting their issues. We take a pro-active approach to alerting our clients to changes and developments in the law and advising them how to appropriately adapt to these changes. We also work closely with our clients to identify and solve their workplace concerns and issues before they become disputes. Disputes, unfortunately, do arise, however, and when they do, we vigorously represent clients in resolving those disputes, including in proceedings before local, state and federal administrative agencies and courts.

Franchising

Shulman Rogers' Franchise Practice Group represents franchisors and franchisees in a variety of industries. Our attorneys assist franchisors in structuring franchise programs and complying with state and federal franchise laws and regulations, including preparation and updating of franchise disclosure documents and franchise agreements and obtaining state registrations.

We work closely with our clients to understand their businesses so that we may effectively represent their interests. Our attorneys help prospective franchisees evaluate the risks and advantages of purchasing a franchise by thoroughly explaining business documents in plain English. We also assist them in negotiating their franchise agreements and setting up their businesses.

Unfortunately, disputes often arise between franchisors and current or former franchisees. In each instance, our first priority is to understand the dispute – from our client’s unique perspective. Only then can we determine and implement the best strategy to protect or advance their interests. Given the high cost of litigation, we employ an arsenal of dispute resolution options and techniques including aggressive negotiation, mediation or, if warranted, formal arbitration of any unresolved issues. When possible, we strive to identify and pursue all available business solutions instead of accepting the more common, yet least cost-effective, path to the courthouse.

Landlord-Tenant

Shulman Rogers Landlord-Tenant Group represents commercial landlords, property management companies and tenants to resolve all manner of disputes that may arise during a landlord-tenant relationship. We have substantial experience in real property, contract law, premises liability, Fair Housing and bankruptcy law. Our practice brings a multi-disciplinary approach, pairing our litigation capabilities with our commercial lease experience to help our clients develop policies and lease provisions that will avoid litigation or diminish the impact of litigation.

We appear in state and federal courts throughout Maryland, the District of Columbia and Northern Virginia to litigate complex lease interpretation and property defect issues as well as handling simple actions for possession.

Intellectual Property

Maintaining a competitive edge in today’s technology-driven marketplace requires an active intellectual property. Entrepreneurs and companies can increase public recognition and distinguish their identities, products, and services from those of competitors while safeguarding these valuable proprietary rights and assets from unfair competition.

In the area of intellectual property law, we understand the vital importance of protecting and defending as well as commercializing and licensing proprietary rights that may include patents, copyrights, trademarks, trade dress, images, brands, services and domain names of our clients. We represent individual entrepreneurs and startup companies to well-known and established corporations and trade associations in a variety of industries such as information technology, computers, e-commerce, consumer products,

Tax Law

Federal and state tax rules are dauntingly complex and ever-changing. The tax attorneys at Shulman Rogers help our clients understand and comply with these rules without incurring undue costs.

When a business initiates or enters into a significant business transaction, it is crucial to understand and comply with the related tax consequences. Our tax attorneys work closely with attorneys from all practice areas within the firm to help our clients recognize and

understand the taxes that may arise from the transactions. We help clients explore alternative structures that may reduce current or long-term tax burdens. We carefully analyze the form of business transactions to evaluate the risk of IRS challenge based on substance over form and step transaction, anti-abuse and other principles and importantly, we help our clients save money by avoiding unnecessary tax costs. Our tax attorneys are committed to ensuring that clients understand in advance the tax consequences of proposed transactions and consider alternative structures that might produce different tax results.

Results

- Purchase and financing throughout the U.S. of urban and suburban full service flagged and boutique hotels ranging in room size from 20 to 625.
- Purchase and financing throughout the U.S. of limited service and extended stay hotels, including portfolios of properties.
- Conversion of full service, limited service and extended stay hotels to other franchises.
- Sale of full service, limited service and extended stay hotels and land sites.
- Land acquisition, development, construction, management and financing of individual and portfolios of all-suite, full service, limited service and extended stay hotels.
- Lender representation of acquisition or refinance transactions on full service, limited service, extended stay and mixed-use projects.
- Lender representation in (i) obtaining court-appointed receivers to manage and run projects after loan defaults, and (ii) foreclosures of numerous hotels, including the transfer of licenses and permits to Lender Subsidiaries.
- Workouts and restructuring of hotel loans, management agreements, and franchise agreements.
- Negotiation of management agreements for all levels of hotels throughout the U.S. on behalf of owner and third-party management company clients.
- Negotiation of franchise agreements for all levels of hotels throughout the U.S. on behalf of franchisee and franchisor clients.