

Hospitality

Hotels and resorts face a vast array of legal challenges that come with large-scale development and management. Consolidation within the hospitality industry has led to mergers and large real estate deals. Human resources issues and managing liability are now part of day-to-day hotel operations. At Brownstein, we guide leading companies in the hospitality industry through a full spectrum of legal matters, from complex mergers and acquisitions to sustainable water supplies for golf resorts.

Representative Matters

- Counsel to Vail Resorts, Northstar in strategic and legal advice relating to the permitting of the first Mountain Master Plan for a Northstar ski resort in the North Lake Tahoe area of California. We provided project-critical land use and CEQA advice to help the Northstar team gain unanimous approval of a 20-year mountain master plan for the ski resort which will add six new ski lifts, 300 acres of new ski trails, a high-speed gondola, improved cross-country skiing and trails, a new remote campsite and skier service improvements. We also successfully defended a challenge to a re-zone required for a portion of project before the trial court.
- Counsel to The Bay Club Company, a premier active lifestyle and hospitality company, in its sale by York Capital Management to KKR, a leading global investment firm.
- Our national gaming team represented Ocean Walk and its principals in the acquisition, financing and development of the Ocean Resort Casino in Atlantic City. The property, formerly known as Revel Casino Hotel, consists of a hotel & casino with circa 1,400 rooms situated on the Atlantic City Boardwalk. Our team also assisted in obtaining the required licensure arrangements for the facility in readiness for its opening in summer 2018. This matter confirms how our team has the ability to provide the full range of sector-specialist corporate/M&A; financing; development; licensing and regulatory services required on such major mandates.
- Nevada corporate counsel in the development, structuring, financing and licensing of The Drew Hotel & Casino (formerly Fontainebleau).
- Counsel to Wynn Resorts in a \$750M bridge financing as well as a joint venture between affiliates of Wynn Resorts and Crown Acquisitions in structuring and financing a retail project at Wynn Las Vegas.
- Negotiated execution of \$60 million initial cost-plus GMP agreement for construction and renovation of casino.
- Represented Seller in complex sale of hotel/casino resort.
- Represented hotels and resorts in defense of copyright infringement allegations based on BitTorrent downloads.
- Represented Wynn Resorts in \$336 million purchase of about 38 acres of land across Las Vegas Boulevard from Wynn Las Vegas.
- Represented Full House Resorts, Inc. in the issuance of \$100 million in senior secured notes, proceeds of which were used to pay in full existing first-lien and second-lien credit facilities.
- Nevada counsel to Caesars in connection with \$1.136 billion sale leaseback of real property associated with Harrah's Las Vegas and \$73.6 million sale of undeveloped land adjacent to Harrah's, subject to complex put/call agreement.
- Served as Nevada real estate counsel in connection with the restructuring of Caesars Entertainment Operating Company Inc. and its debtor subsidiaries, including the sale and leaseback of various real estate assets and related financings.
- Represented Icahn Enterprises, L.P. in its sale of the unfinished development property and partially developed casino formally known as the Fontainebleau Las Vegas for aggregate consideration of \$600 million.

- Represented hospitality company in defense of California based class action wage and hour case related to alleged failure to properly provide meal breaks and rest breaks.
- Counsel to subsidiaries of Caesars Entertainment Corporation in connection with use permits, design reviews, temporary commercial permits and other land use entitlement applications for various development projects for their casino, restaurant and entertainment properties.
- Represented Eastern Investments, LLC and its principals to secure their gaming licenses in connection with the Lucky Dragon Hotel & Casino.
- Represented KSL Capital Partners in its acquisition of and acquisition financing for Courtyard Kauai Coconut Beach.
- Counsel to The Bay Club Company in its acquisition of the Manhattan Country Club, a swim and tennis club in Manhattan Beach, CA.
- Represented ClubCorp Holdings, Inc. in its acquisition of Oakhurst Golf & Country Club in Clarkston, Michigan.
- Represented ClubCorp Holdings, Inc. in its acquisition of Norbeck Country Club in Rockville, Maryland.
- Represented hospitality company in litigation suit alleging fraud and other common law claims regarding the location of the certain utility lines. Negotiated a walk-away settlement for client.
- Represented ClubCorp Holdings, Inc. in its acquisition of North Hills Country Club in Glenside, Pennsylvania.
- Represented ClubCorp Holdings, Inc. in its acquisition of Eagle's Nest Country Club in Phoenix, Maryland.
- Successfully defended lawsuit brought against ski resort in southwest Colorado.
- Developed and conducted a consumer protection audit for public hospitality company in the time-share market. The audit entailed reviewing every consumer-facing aspect of the company's business including its compliance with state and federal consumer protection laws. Following the audit, conducted multiple training sessions for all of the company's consumer-facing employees and management.
- Represented KSL Capital Partners in the entry into a Purchase and Sale Agreement by the Miraval Group for the acquisition and redevelopment of the Cranwell Spa and Golf Resort in Lenox, Massachusetts.
- Represented KSL Capital Partners in the sale of the Miraval Group, the owner and operator of the Miraval Brand, the Miraval Resort and Spa in Tucson Arizona, and the Travaasa Resort and Spa in Austin, Texas.
- Represented White Lodging Services in connection with the site acquisition, entitlement, design review and construction financing for a new build Hyatt House/Hyatt Place and a new build AC/Le Meriden in downtown Denver, Colorado.
- Represented hotel borrower in obtaining construction financing, consisting of a senior construction loan, mezzanine loan, and preferred equity investment.
- Advised Wynn Resorts as to Nevada real estate matters related to its joint venture with Crown Acquisitions to own and operate luxury retail space at Wynn Las Vegas.
- Represented KSL Capital Partners in the acquisition by the Miraval Group of the Travaasa Hotel and Spa in Austin, Texas.
- Represented CEC Entertainment, Inc. to secure liquor and general business licenses for Peter Piper restaurants in the City of Las Vegas and Clark County.
- Represented Vail Resorts in connection with the disposition and subsequent management of the Inn at Keystone, located in Summit County, Colorado.
- Represented Great Wolf Resorts in a construction loan to finance the development of a 470,00 square foot hotel and 200,000 square foot indoor water-park and entertainment center located near Atlanta, Georgia.
- Represents Vail Resorts in all landlord resort focused retail leasing at Keystone, Northstar, Beaver Creek, Breckenridge and Vail.
- Advised Red Rock Resorts Inc. on real estate matters related to its acquisition of Palms Casino Resort, including analysis and advice related to the hotel condominium regime at the resort.

- Represented Grand Targhee Resort, LLC in obtaining equipment financing from Landmark Financial for the construction of a new chairlift.
- Represented Grand Targhee Resort, LLC in obtaining a credit facility from United Bankers' Bank.
- Represented The Bay Club Company, a California-based active lifestyle corporation, in acquiring Fairbanks Ranch Country Club in San Diego, CA.
- Represented The Bay Club Company, a California-based active lifestyle corporation, in acquiring The Golf Club at Boulder Ridge in San Jose, Calif.
- Represented major, publicly traded hospitality company in complex commercial litigation involving property management, fiduciary duties, and life-safety engineering.
- Counsel to Pioneer Group in the sale of Bronco Billy's Casino and Hotel in Cripple Creek, Colorado.
- Counsel to Gaiam Travel in the sale of its 51% interest in Natural Habitat, Inc. for \$12.85M.
- Served as Nevada real estate counsel to MGM in connection with the formation transactions to establish its subsidiary MGM Growth Properties LLC, as a publicly traded real estate investment trust, and related financing transactions.
- Counsel to MGM in the sale of Circus Circus Reno's assets and MGM's 50% equity interest in the Silver Legacy Resort Casino Reno.
- Brownstein advised Penn National Gaming, Inc. in its acquisition of the Tropicana Las Vegas property on the Las Vegas Strip from Tropicana Las Vegas Hotel and Casino, Inc. Brownstein assisted Penn National in obtaining the required approvals from the Nevada Gaming Commission related to the acquisition and the financing of the transaction. The Nevada Gaming Commission approvals were the final step in the regulatory process related to the acquisition and followed earlier approvals in other jurisdictions where Penn National operates.
- Represented DeSimone Gaming Inc. and its principal Joseph DeSimone in connection with nonrestricted gaming applications for licensure to operate the Railroad Pass Hotel & Casino. Shepherded the applications through the investigations and appeared with the applicants before the Nevada Gaming Control Board and Nevada Gaming Commission. Prepared the lease for the establishment and prepared and filed the business license applications with the City of Henderson.
- Lead counsel for Denver-based restaurant group in trademark infringement action brought by a large hospitality chain. Case resolved favorably for our client.
- Represented MGM in connection with the sale of the Gold Strike Hotel & Casino and related assets.
- Represented MGM in connection with the disposition of the Railroad Pass Hotel & Casino in Henderson, Nevada.
- Represented Grand Targhee Resort, LLC in restructuring of indebtedness with PSB Credit Services, Inc.
- Brownstein represented Zions Suites LP in its sale of the 241-room all-suite DoubleTree Suites Hotel in downtown Salt Lake City.
- Represented Riviera Holdings Corporation in its sale of the real estate assets associated with the Riviera Hotel and Casino in Las Vegas to the Las Vegas Convention and Visitors Authority.
- Represented large hotel casino operator with purchase of industrial land located in Las Vegas, Nevada, including zoning issues related thereto.
- Served as gaming and Nevada counsel in connection with the purchase of prominent Las Vegas hotel casino and related acquisition financing.
- Represented hotel casino operator in connection with the negotiation and drafting of a long term ground lease to a national retail tenant, including access and easement issues related thereto.
- Represented hotel casino company in connection with the purchase of several acres of real property located in Southern Nevada.
- Represented hotel casino company in connection with the negotiation of a complex amendment to its ground

lease for an existing hotel casino property.

- In August 2014, Scientific Games Corporation and Bally Technologies, Inc. entered into a merger agreement under which Scientific Games would acquire Bally Technologies. Scientific Games acquired Bally's equity for \$3.3 billion and assumed Bally's \$1.8 billion of debt. Brownstein assisted Scientific Games in coordinating the regulatory approvals (both state and tribal) required across the United States for this transaction to close less than four months after it was announced.
- Obtained the final regulatory approvals for Scientific Games Corporation to purchase the Bally Technologies Inc.
- Obtained the final regulatory approvals for Aristocrat Leisure Limited to purchase Video Gaming Technologies, Inc.
- Counsel to Natural Habitat in its joint venture acquisition of The Travel Yogi, LLC a travel company specializing in travel experiences to yoga retreats around the world.
- Counsel to ClubCorp in its acquisition of Atlanta-based Sequoia Golf in a deal valued at roughly \$265M. The deal for the additional 50 clubs was negotiated and concluded in only two months.
- Brownstein served Caesars Entertainment as Nevada counsel in connection with the sale of four Las Vegas hotel casino resorts to Caesars Growth Partners for a purchase price of US\$2.2 billion, and also served as Nevada counsel to Caesars Growth Partners with respect to the financing for such acquisition.
- Represented Columbia Properties Laughlin and CP Laughlin Realty, LLC in connection with the sale of the real property and substantially all of the assets associated with the River Palms Resort Casino and a short-term leaseback of such real property and assets. Nevada Restaurant Services, Inc. and Laughlin Hotel, LLC purchased the River Palms Resort Casino for a purchase price of \$6,750,000.
- Counsel to The Bay Club Company in its restructuring of corporate entities and renaming and reincorporation of several entities.
- Counsel to buyer in a merger transaction where buyer acquired all of the outstanding capital stock of Taos Ski Valley, Inc. by merger.
- Secured state and local gaming and other business licenses and permits for LVGV, LLC dba The M Resort Spa and Casino, following a multi-jurisdictional REIT transaction involving its parent company, Penn National Gaming, Inc.
- Represented corporation in a federal court jury trial involving significant breach of contract action against party that refused to meet contractual obligations.
- Represented client in negotiation of hotel management agreements for a portfolio sale to a global investment fund of 13 premium-branded, select-service hotels.
- Represented Tropicana Entertainment Inc. (the gaming vehicle of Icahn Enterprises LP) in the acquisition of the Lumiere Place Casino, HoteLumiere, and Four Seasons Hotel St. Louis, from certain subsidiaries of Pinnacle Entertainment, Inc. through the purchase of all of the equity securities of the Pinnacle entities that hold the assets associated with such properties.
- Spearheaded legislation on behalf of the American Resort Development Association to expose and prevent fraudulent practices in the timeshare resale market. Worked with key industry stakeholders, legislators, the Governor's office, the Division of Real Estate, and the Consumer Protection Division of the Attorney General's Office to pass sweeping reforms for the fractional ownership industry.
- Represented CIM Group in joint venture transaction with Denihan Hospitality Group to develop a new James Hotel in West Hollywood, in Los Angeles.
- Served as Nevada counsel to Caesars Entertainment in connection with its US\$3.3 billion new senior secured credit facilities and issuance of US\$1.9 billion senior secured notes in order to finance the CMBS repurchase and refinance a construction loan.
- Counsel to a hotel casino in a restructuring of a restaurant joint venture which involved negotiating new

leases, licenses and intellectual property agreements.

- Intellectual Property counsel to Wynn Resorts and Palms Casino Resort, coordinating international and domestic branding and intellectual property enforcement in more than 20 countries.
- Represented Evolution Hospitality in the acquisition, in partnership with an affiliate of Argosy Real Estate, of the 215-room DoubleTree by Hilton LAX - El Segundo in California.
- Served as counsel to a gaming company in connection with its purchase of a hotel casino located in Southern Nevada.
- Assist client in the nearly \$8 million acquisition of a distressed property for future development into a luxury hotel. Advise client regarding all aspects of the transaction, including assignment of the purchase and sale agreement, structuring of workout with previous developer and new market and federal historic tax credits.
- Assist Caesars Entertainment Corporation affiliate with sale of vacant land transaction in Bossier City, Louisiana.
- Primary outside intellectual property counsel for restaurant and world famous chef regarding intellectual property and employment issues. Recently litigated potential TTAB opposition for one of the registered marks.
- Negotiated the \$7 million sale of the River Palms Hotel Casino in Laughlin, Nevada to Reno-based M1 Gaming on behalf of Tropicana Entertainment Inc.
- Served as counsel to Treasure Island, LLC in connection with an amendment and restatement of its credit facility secured by the Treasure Island Hotel and Casino.
- Counsel to Natural Habitat Adventures, a Colorado-based travel and ecotourism company, in its acquisition of East Africa Safari Ventures Limited, a Kenya-based safari company, and Leleshwa Safari Company Limited, a Kenya-based provider of luxury safari accommodations.
- Represented equity owner in its sale of a 170 room full service historic Dallas hotel property including transfer of historic tax credit financing. Representation included sale negotiations and closing, tax credit financing transfers and releases and windup of management and license agreements.
- Represented Western Athletic Clubs in its financing of a Term Loan from Ventas Healthcare Properties, Inc.
- Serve as Nevada counsel to Caesars Entertainment in connection with \$185 million financing to renovate the 199-room Bill's Hotel in Las Vegas, Nevada, into a "lifestyle" gaming hotel and casino featuring a 65,000-square-foot rooftop pool and dayclub/nightclub. Negotiate transaction documents for such rooftop pool and dayclub/nightclub.
- Served as counsel to health club owner in the leasing and development of a 54,000-square-foot health club facility in Boulder, Colorado, and a 38,000-square-foot health club facility in Denver, Colorado, each including substantial landlord performed tenant improvements.
- Assist Caesars Entertainment Corporation affiliate with deed in lieu of condemnation transaction in Hammond, Indiana.
- Served as real estate and corporate counsel to Wynn Las Vegas, LLC in connection with the termination of its credit facility, the related release of liens on its assets and the distribution to its parent company all of the equity interests in Wynn Golf, LLC.
- Assisted affiliate of Caesars Entertainment with disposition of real estate located in Bossier City, Louisiana.
- Represented AREA Property Partners in their investment in the Hyatt Regency Hotel in New Orleans, including negotiation and closing of \$200,000,000 of equity and debt financing for the redevelopment of this 1,193 room hotel which was reopened on October 19, 2011 after being closed since Hurricane Katrina in September, 2005. Served as lead counsel in negotiation of joint venture documents with Poydras Hotel Members and Hyatt Corporation, and \$140,000,000 of construction loan financing. Representation and deal structure also included PILOT treatment, ground lease components and hotel management agreement.
- Restructured the equity ownership of Viking River Cruise Lines, the largest river cruise line company in the

world.

- Water rights counsel for a resort and golf courses in the Coachella Valley leasing tribal lands in state and federal litigation involving the golf courses' use of groundwater, payment of groundwater replenishments to a local groundwater agency and exercise of Indian reserved water rights.
- Water rights counsel for the acquisition and development of two major ski resorts.
- Represented Riviera Holdings Corporation, a Las Vegas casino operator, in negotiating the terms of the \$76 million sale of its Riviera Black Hawk casino in Colorado to an affiliate of Monarch Casino & Resort, Inc. The transaction was structured as a sale of 100 percent of the common stock of the Riviera subsidiary operating the Black Hawk casino.
- Acted as Nevada gaming and corporate counsel to Fertitta Entertainment LLC and certain of its subsidiaries, and issued a legal opinion in connection with a secured revolving credit facility.
- Assisted Landry's, Inc. and certain of its subsidiaries as Nevada corporate and gaming counsel, and issued opinions to the agents and lenders, in connection with a new \$1,200,000,000 term and revolving loan facility. Brownstein also assisted with the issue and sale of \$425,000,000 of Landry's 9.375% Senior Notes due 2020.
- Served as special Nevada counsel to Tropicana Entertainment, Inc. and its subsidiaries and issued a legal opinion in connection with the refinancing of the company's existing term and revolving credit facilities.
- Served as Nevada corporate, real estate and gaming counsel to Wynn Las Vegas, LLC and its subsidiaries, in connection with the issuance and sale of \$900,000,000 aggregate principal amount of the 5.375% first mortgage notes due 2022 by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. and the concurrent amendment of the Wynn Las Vegas credit facility to permit such issuance and sale.
- Served as on-going outside counsel to The Wellbridge Company in connection with its ownership and operation of health club facilities located in various states. This representation includes corporate structuring; real estate and club acquisition, development and financing; dispositions and leasing; contracts incidental to operations; and coordination of employment and labor matters and litigation prosecution and defense.
- Represented Bachelor Gulf Properties LLC and its affiliates in connection with the recapitalization, condo and hotel loan modifications and Ritz Carlton agreements modifications for the Ritz Carlton Bachelor Gulch in Beaver Creek, Colorado.
- Assisted gaming and hospitality company with sale of 298 acres of vacant land in Bossier City, Louisiana.
- Assisted Vail Resorts subsidiary Mountain News Corporation to acquire Skiinfo.com, Europe's leading snow-sports web site. Mountain News intends to combine the operations of Skiinfo.com with the operations of OnTheSnow.com, the industry leading snow-sports website currently operated by Mountain News. The combined digital operation will reach 23 million annual unique visitors, operating in 14 languages and 20 nations, the company said. In addition to operating its own websites, the operation will supply snow reports to some 1,500 other websites and media companies.
- Negotiated and consummated the purchase of a member-only social club, club house, and related facilities located in Henderson, Nevada. Brownstein also advised the client on various real estate, development, corporate, water rights and business licensing matters.
- Represented an affiliate of Hilton Worldwide, Inc. in a joint venture with Chicago-based Equity Group Investments in the acquisition and management of the Elysian, a 188-room hotel located in the Gold Coast of Chicago, which hotel was subsequently rebranded as the Waldorf Astoria Chicago.
- Represented a subsidiary of Caesars Entertainment in its sale of 10.89 acres of vacant land in Hammond, Indiana.
- Represented West Valley Lodging Initiatives, LLC in connection with the \$33 million construction and sublease of an Embassy Suites hotel in West Valley City, Utah.

- Represented Evolution Hospitality in the management of the historic Queen Mary located in Long Beach, California.
- Assisted Vail Resorts, Inc. and its subsidiary Mountain News Corporation, publisher of OnTheSnow the most visited snowsports website in the world, with intellectual property issues associated with the acquisition of SkiReport.com, the second most visited ski report website in North America.
- Assisted Caesars Entertainment with the transfer of various land parcels to a new subsidiary and addition of the property as collateral for a \$450 million construction loan for Project Linq.
- Represented Four S Holdings LLC, a portfolio company of The Decatur Group and the largest franchisee of Sola Salons, in its recapitalization in partnership with John Chidsey, former Chairman and CEO of Burger King Corporation.
- Represented Sage Receivership Services in connection with the receivership for the Hotel Ivy in Minneapolis, MN.
- Represented Sage Hospitality in connection with the management of the Holiday Inn Parkside in Missoula, MT.
- Assisted Vail Resorts, Inc. and its subsidiary Specialty Sports Ventures, LLC with employment and ERISA issues associated with the acquisition of Outdoor Outlet, LLC, a Wisconsin-based company that owns and operates O2GearShop.com, an online retailer of outdoor/snowsports goods and equipment.
- Negotiated the lease for Western Athletic Clubs, a chain of luxury health and fitness clubs in California, in a Sears-owned space of more than 60,000 square feet.
- Represented a subsidiary of Caesars Entertainment in its sale of 1.3 acres of vacant land in Bossier City, Louisiana.
- Represented RockResorts International in connection with the management of La Posada Resort and Spa in Santa Fe, New Mexico.
- Represented Sage Hospitality in connection with the management of the Il Lugano Suite Hotel in Fort Lauderdale, Florida.
- Negotiated a lease on behalf of Wynn Resorts for the high-end retailer, Hermès, in its Encore Retail Promenade in Las Vegas.
- Served as Nevada corporate, real estate and gaming counsel to Caesars Entertainment Operating Company, Inc. and its subsidiaries in connection with the amendment to its senior secured credit agreements and extension of the maturity date of approximately \$800 million in loans from 2015 to 2018.
- Served as counsel to Vail Resorts Development Company and RCR Vail with New York state registration to permissibly market its Vail, Colorado-based Ritz-Carlton Residences project to prospective New York purchasers.
- Nevada counsel to Caesars Octavius and Caesars Linq with respect to a new \$450M credit facility to be used to complete the construction of the Octavius Tower at Caesars Palace and to develop a retail, dining and entertainment project between the Imperial Palace and Flamingo properties.
- Special Nevada counsel to Vail Resorts in its \$390M offering of senior subordinated notes.
- Counsel to the special transaction committee of the Board of Directors of Ameristar Casinos in the repurchase of shares from the company's largest shareholder.
- Represented a hotel property owner when an employee was wrongly accused of certain bad actions which were posted on an anonymous website. This accusation urged web users to boycott Brownstein's client's properties. The firm was successful in shutting down the defamatory website.
- Represented RockResorts International in connection with the management of the Bimini Bay Resort in the Bahamas.
- Prepared Caesars Entertainment's retail lease form for use across its national hotel and casino network.
- Served as counsel to the Flamingo Las Vegas Hotel and Casino in negotiation of the intellectual property

and other rights necessary to develop a Margaritaville-themed gaming area at the Flamingo. This area is approximately 15,000 square feet and includes 22 table games and 220 slot machines.

- Represented RockResorts in the management of Half Moon Resort in Rose Hall, Jamaica, one of the premier Caribbean destinations.
- Represent RockResorts in their management of the Alma del Pacifico Hotel, a beachfront Costa Rican property previously named Xandari by the Pacific, a destination that is consistently ranked by Conde Nast Traveler as one of the best in Latin America.
- Assisted hospitality client with the acquisition of office and warehouse buildings in Las Vegas.
- On behalf of several different casino and hotel owners for a variety of large projects throughout Las Vegas, performed transactional risk assessment and mitigation recommendations; handled all aspects of permitting; advised regarding environmental issues; made recommendations regarding on-site and off-site renewable and alternative energy facilities and power purchases; handled regulatory and all matters related to LEED Certification.
- Brownstein successfully lobbied the State Department and White House Jobs Council to fix its visa processing backlog that was costing the government a significant loss of tourism income. Unable to secure tourist visas in a reasonable timeframe, many international travelers were forced to cancel vacations to the U.S. Brownstein approached and convinced the Administration that these small proposals would provide a big boost to the national economy. The State Department soon adopted and implemented an expedited processing service.
- Represented Steven Holtze Corporation in connection with the management of the Juniper Hotel in Philadelphia, Pennsylvania.
- Represented Sage Hospitality in connection with the management and development of the Spring Hill Suites at Metro State College of Denver.
- Provided ERISA and employment advice in connection with Vail Resorts, Inc.'s \$63 million acquisition of Northstar-at-Tahoe Resort in California.
- Assisted Vail Resorts, Inc., the parent company of Heavenly Mountain Resort, to acquire Accommodation Station, the third largest property management company in South Lake Tahoe.
- Represented casino hotels and resorts in various disputes with lessees and in eviction proceedings.
- Represented Starwood Hotels and Resorts in connection with the management and development of the Westin Denver International Airport.
- Represent Tropicana Entertainment Inc. in all Nevada gaming licensure and regulatory matters. Brownstein handles amendments to Tropicana's order of registration and the preparing and filing of gaming license applications, as well as assists gaming compliance personnel with ongoing regulatory issues.
- Represent DLJ Real Estate Capital Partners in connection with the management of a hotel in Nashville, Tennessee.
- Served as local Nevada counsel in connection with Harrah's Entertainment Inc.'s (now Caesars Entertainment Corporation) restructuring of its multi-billion dollar CMBS debt.
- Represented Richfield Hospitality, Inc. in the placement of two management agreements for the management and operation of the Crowne Plaza Pittsburgh and a Monroeville, Pittsburgh Holiday Inn.
- Represented DLJ Real Estate Capital Partners in the sale of the Renaissance Charleston Hotel, a full service, 166-room Marriott managed hotel located in Charleston, South Carolina, to Diamond Rock Hospitality Co.
- Served as Nevada corporate, real estate and gaming counsel to Wynn Resorts, Limited and issued opinions in connection with a \$1.3 billion first mortgage notes offering.
- Represent DLJ Real Estate Capital Partners in connection with the management of a portfolio of hotels in New Jersey, North Carolina and Virginia.

- Represented Sage Hospitality in connection with the management of Hotel ICON in Houston, Texas.
- Represented Vail Resorts, Inc. (NYSE: MTN) in its acquisition of Mountain News Corporation (MNC), which operates the world's most visited online snow sports portal, OnTheSnow.com. Mountain News Corporation is the top provider of snow reports to more than 1,200 web sites throughout the world, including approximately 400 news media websites.
- Represented Icahn Enterprises and Carl Icahn in obtaining regulatory approval in Nevada, New Jersey, Louisiana, Mississippi and Indiana to become the majority shareholder and controlling beneficial owner of Tropicana Entertainment Inc. These approvals, which included findings of suitability for 10 Icahn principals and 15 Icahn subsidiaries, enabled Tropicana Entertainment to emerge from bankruptcy.
- Served as local gaming, corporate and real estate counsel to Harrah's Entertainment, Inc. in connection with a \$750 million second lien notes tack-on and issued Nevada counsel opinions.
- Acted as Nevada counsel to gaming company in an exchange offer of first mortgage notes and amendment to a credit facility to permit the exchange offer.
- Represented Harrah's Entertainment, Inc. in the sale of Bill's Lake Tahoe Resort in Nevada.
- Served as Nevada corporate and gaming counsel to Harrah's Entertainment Inc. in connection with its \$654 million acquisition of Planet Hollywood Resort & Casino in Las Vegas, and the subsequent modification of its credit facility.
- Served as local counsel to Landry's Restaurants, Inc. in connection with Golden Nugget, Inc.'s amendments to its 1st and 2nd lien credit agreements, including certain covenants and restrictions. The Firm issued corporate and gaming opinions to the administrative agent for the lender, as to Golden Nugget, Inc. and its Nevada subsidiaries.
- Represented a restaurant company in the \$2.25 million purchase of real property, totaling approximately 1.2 acres, in Las Vegas.
- Represented certain subsidiaries of Western Athletic Clubs, Inc., as the borrowers, in negotiating and closing a \$9 million credit facility with the U.S. Bank National Association.
- Represented a prominent Las Vegas hotel and casino as landlord in the negotiation of leases for retail and other commercial space.
- Assisted Western Athletic Clubs reorganize its corporate structure through internal corporate mergers.
- Represented a corporation holding a large number of trademarks and domain names in a variety of actions seeking recovery of infringing domain names and damages for trademark infringement.
- Representing DLJ Capital Partners in connection with its \$120 million financing of a 565 key multi-state hotel portfolio.
- Represented Tropicana Atlantic City Corp. in its online services agreement with Gamesys Limited.
- Brownstein represents AREA Property Advisors, a hotel portfolio owner, in all aspects of hotel ownership and various operations issues. For more than 11 years, Brownstein has handled AREA Property Advisor's real estate acquisition and disposition, multiple financings as a portfolio or individual property, franchise/license agreements, hotel management agreements, leasing, partnership restructuring and formation, tax credit financing of historic property, and foreclosure and bankruptcy-related advice as well as loan workouts.
- Represented Highgate Hotels, L.P. in connection with the management of two hotels in the greater San Francisco area.
- Represented the borrower, a subsidiary of Western Athletic Clubs, Inc., in negotiating and closing a \$27 million credit facility with the U.S. Bank National Association.
- Counsel to Hard Rock Hotel Holdings in the licensing of the Hard Rock Hotel and Casino Tulsa, an Indian casino owned by the Cherokee Nation, and the Hard Rock Hotel and Hard Rock Casino Albuquerque, an Indian casino owned by the Pueblo of Isleta.

- Represented Vail Resorts, Inc. in its \$40.5 million acquisition of Colorado Mountain Express, a resort ground transportation business. Brownstein also handled the related real estate, tax, environmental, ERISA and employment aspects of the transaction.
- Represented Opbiz, LLC in the modification of a \$800 million loan entailing the rebalancing of the cash reserves from operations for both the borrower and the lender's use.
- Represented Treasure Island, LLC in connection with refinancing its acquisition financing for the Treasure Island Hotel and Casino.
- Served as Nevada counsel to Ruffin Acquisition, LLC in connection with its \$775 million acquisition of Treasure Island, LLC, owner of the Treasure Island Resort on the Las Vegas strip.
- Represented DLJ Real Estate Capital Partners in regards to a portfolio of nine hotel management agreements.
- Represented The Wellbridge Company in the sale of a health club facility and related assets including the assignment of a facility lease.
- Served as local Nevada counsel for Harrah's Entertainment in connection with an exchange offer related to the existing notes issued by Harrah's Operating Company, Inc. in order to reduce its total debt burden.
- Negotiated a \$40 million credit facility with Bank of America for Western Athletic Clubs.
- Represented Hard Rock Holdings, LLC in the negotiation of a warehouse lease for temporary storage in Las Vegas.
- Represented Fairmont Hotels & Resorts, Inc. in connection with various development and resort management transactions, including the Fairmont Vail, a master planned luxury resort community located in Vail, Colorado and the Fairmont Roco Ki, a master planned luxury resort community located in the Dominican Republic.
- Represented World Leisure Partners in connection with the acquisition, redevelopment and management of Cap Juluca, a world-renowned luxury resort in the British West Indies on the island of Anguilla.
- Represented Icahn Associates Corp. in the \$1.3 billion sale of its membership interests in American Casino and Entertainment Properties LLC, owner of the Stratosphere Hotel in Las Vegas and other gaming properties. The sale was to ACEP Holdings, LLC, an Affiliate of Whitehall Street Global Real Estate Limited Partnership 2007, the affiliated private equity group of Goldman Sachs.
- Served as Nevada counsel to Wynn Resorts on its refinancing including a mortgage notes tack-on and a credit agreement amendment.
- Served as Nevada counsel with respect to Station Casinos, Inc.'s \$8 billion going private transaction, including the various related layers of financing: CMBS financing, revolver financing and mezzanine financings.
- Represented CIM Group in the acquisition of Lady Luck Casino, a \$150 million casino and hotel business in Las Vegas.
- Assisted Terroir Hotel & Resort Fund, LP in the acquisition of a Santa Barbara historical inn and adjacent parcels of land for the preservation of the property and development of a complementary luxury resort. Following the acquisition, Brownstein advised on land development issues.
- Served as local counsel to Hard Rock Holdings, LLC and its subsidiaries in the acquisition of and construction loan financing for the Hard Rock Hotel and Casino in Las Vegas.
- Handled the construction financing for various hotels including Hooters Casino Hotel and the Cannery Hotel & Casino in Las Vegas.
- Negotiation of purchase, sale and development agreements for sale and development of 300,000 square foot hotel complex in Aurora, Colorado at High Point Office Park adjacent to Denver International Airport with use of public/private financing.
- Obtaining for certain gaming and lodging companies the ability for their operating companies to spin off, tax

free, their real estate holdings.

- Represented the seller of numerous Fatburger restaurants and the buyer of the Rubio's restaurant chain in Clark County, Nevada.
- Represented a client in the acquisition and transfer of real property comprising Twain Road to Clark County.
- Represented a major hotel developer in pursuing permits before the Coastal Commission.
- Represented national company in lawsuit stemming from the purchase of multiple multi-million dollar assets.
- Represented ClubCorp in the acquisition of Heritage Golf Club in Hilliard, Ohio.
- On behalf of the American Resort Development Association and its 1,000 members ranging from privately held firms to publicly traded corporations, drafted, lobbied and passed legislation to expose and prevent fraudulent practices in the timeshare resale market. Worked with key industry stakeholders, legislators, the Governor's office, the Division of Real Estate, and the Consumer Protection Division of the Attorney General's Office to pass these sweeping reforms for the fractional ownership industry.
- Represented a major hotel developer in inverse condemnation and CEQA actions related to the Sacramento County Airport expansion.
- Represented a major hotel developer in enforcement action and vested rights determination, before the Coastal Commission for property in Laguna Beach.
- Counsel to PCL Construction Services in contract formation, design and construction claims and disputes related to the Black Hawk Casino by Hyatt Project.

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