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February 10, 2012

VIA HAND DELIVERY

Michael A. Siragusa, County Attorney
Erie County Department of Law
95 Franklin Street, Room 1634
Buffalo, NY 14202

Re: *Request for Proposal for Legal Services*

Dear Mr. Siragusa:

We are pleased to submit this Response to Erie County's Request for Proposal for Legal Services. Our Response details the scope and breadth of our Real Estate and Public Finance capabilities and contains the information specified in the County's request. Specifically, the enclosed Response outlines our experience and the individual lawyers assigned to provide legal services. The Response also includes references and a statement that we anticipate no conflicts of interest should our firm be engaged.

With over 100 years of service to Upstate and Central New York clients and decades of service to municipalities, our Firm is uniquely capable of providing the quality of legal services that Erie County seeks. We are committed to providing excellent legal work in a responsive and efficient manner.

Thank you for the opportunity to submit this proposal. We would welcome the opportunity to meet with you or other representatives of Erie County to explore further the possibility of our engagement.

Sincerely yours,

BOND, SCHOENECK & KING, PLLC

Daniel P. Forsyth

Enclosures



SCHEDULE "A"

PROPOSER CERTIFICATION

The undersigned agrees and understands that this proposal and all attachments, additional information, etc. submitted herewith constitute merely an offer to negotiate with the County of Erie and is NOT A BID. Submission of this proposal, attachments, and additional information shall not obligate or entitle the proposing entity to enter into a service agreement with the County of Erie for the required services. The undersigned agrees and understands that the County of Erie is not obligated to respond to this proposal nor is it legally bound in any manner whatsoever by the submission of same. Further, the undersigned agrees and understands that any and all proposals and negotiations shall not be binding or valid against the County of Erie, its directors, officers, employees or agents unless an agreement is signed by a duly authorized officer of the County of Erie and, if necessary, approved by the Erie County Legislature and the Office of the County Attorney.

It is understood and agreed that the County of Erie reserves the right to reject consideration of any and all proposals including, but not limited to, proposals which are conditional or incomplete. It is further understood and agreed that the County of Erie reserves all rights specified in the Request for Proposals.

It is represented and warranted by those submitting this proposal that except as disclosed in the proposal, no officer or employee of the County of Erie is directly or indirectly a party to or in any other manner interested in this proposal or any subsequent service agreement that may be entered into.

BOND SCHOENECK & KING

Proposer Name

By: *Daniel P. Long*

Name and Title

Managing Member - Buffalo

LEGAL SERVICES PROPOSAL

To

ERIE COUNTY

**Daniel P. Forsyth, Esq.
Key Center
40 Fountain Plaza
Suite 600
Buffalo, NY 14202
(716) 566-2800**

BOND **SCHOENECK
& KING**

Bond, Schoeneck & King, PLLC appreciates the opportunity to submit this response to Erie County's January 23, 2012 Request for Proposal for Legal Services.

A. Professional Credentials and Experience

1. Brief Description and History of Bond, Schoeneck & King, PLLC

Founded in 1897, Bond, Schoeneck & King, PLLC ("Bond") is a full-service law firm with approximately 200 attorneys. We provide legal services from offices in Buffalo, Rochester, Syracuse, Albany, Garden City, New York City, Oswego, and Utica, New York, as well as Naples, Florida, and Overland Park, Kansas. Our firm is organized into the following primary departments: Commercial Real Estate; Municipalities; Public Finance; Construction; Labor and Employment; Corporate; Litigation; Tax; Creditors' Rights and Bankruptcy; and Intellectual Property. Bond's attorneys in Albany and throughout the state provide our clients with direct access to state agencies and resources. We also provide legislative analysis and lobbying services.

In addition to these primary departments, the firm is comprised of 25 industry and practice groups, populated with attorneys from across the firm's various legal departments. Our practice groups give us depth and breadth of knowledge and expertise which, in turn, facilitates our ability to provide current and accurate legal advice in a more efficient and cost-effective manner to our clients.

Our attorneys are recruited from law schools across the country and receive continuing legal education through active participation in bar association programs and periodic attendance at other professional educational programs. We have a tradition of active involvement in government, community, politics, and professional associations. Our attorneys have served in the New York State Legislature, as city corporation counsel, general counsel for publicly traded corporations, school board members, leaders of charitable organizations, and as presidents or committee chairs in local, state, and national bar associations.

2. Attorneys to be Assigned to Erie County

If Bond is selected to provide legal services to the Erie County, Edwin Kelley and Tim Fitzgerald will serve as the lead attorneys and primary contacts for the County. Peter Lutz, Kevin

Recchia, Stephen Johnson and Paul Reichel will lend additional support and expertise as necessary. Tim, Peter and Kevin are all members of the Commercial Real Estate Group. Ed is a member of the Business Law and Public Finance Groups. Steve is a member of the Commercial Real Estate and Municipal Law Groups. Paul is a tax attorney in the Public Finance Group. As required, to handle any particular matter, the firm will draw on the talents of attorneys throughout our firm, to handle particular matters under the direction of our lead attorneys. Attached as **Exhibit A** is a brief biography of the firm's primary attorneys who would be responsible for the representation of Erie County.

3. Firm Capabilities

As a demonstration of our capability to provide the services required by Erie County, a list of municipal clients for whom we do currently or have provided legal services to are listed below and a list of client references is attached as **Exhibit B**. We believe that our firm has a unique combination of experience, resources, and commitment to excellence and client satisfaction to provide the timely, efficient, and cost-effective representation that Erie County should expect. We also believe that our attorneys, many of whom were born and raised in Upstate New York communities, have a sincere appreciation for the financial, political, and economic challenges facing a municipality such as Erie County.

LIST OF CLIENTS

<u>Cities</u>	<u>Counties</u>
City of Anderson	Albany County
City of Auburn	Allegany County
City of Cortland	Broome County
City of Ithaca	Cayuga County
City of Jamestown	Erie County
City of Mount Vernon	Greene County
City of Rome	Herkimer County
City of Syracuse	Jefferson County
City of Troy	Madison County
City of Utica	Oneida County
City of Watertown	Onondaga County
City of Yonkers	Ontario County
	Putnam County
	Rensselaer County

	Saratoga County
	Schoharie County
	Seneca County
	St. Lawrence County
	Warren County
	Westchester County

<u>Towns</u>	<u>Villages</u>
Town of Andes	Village of Albion
Town of Arcadia	Village of Amityville
Town of Babylon	Village of Ardsley
Town of Bethlehem	Village of Blasdell
Town of Camillus	Village of Bronxville
Town of Carlisle	Village of Camden
Town of Cortlandt	Village of Carthage
Town of Dryden	Village of Croton-On-Hudson
Town of East Fishkill	Village of Dobbs Ferry
Town of Esperance	Village of East Syracuse
Town of Forestburgh	Village of Fleischmanns
Town of Granby	Village of Green Island
Town of Harrison	Village of Harriman
Town of Huntington	Village of Hempstead
Town of Indian Lake	Village of Kenmore
Town of Islip	Village of Lake Placid
Town of Kirkland	Village of Lake Success
Town of Lenox	Village of Marcellus
Town of Liberty	Village of Monroe
Town of Long Lake	Village of Mount Kisco
Town of Lysander	Village of Ossining
Town of Messena	Village of Oyster Bay Cove
Town of Mt. Pleasant	Village of Patchogue
Town of New Hartford	Village of Pelham
Town of Norfolk	Village of Penn Yan
Town of North Hempstead	Village of Pleasantville
Town of Orchard Park	Village of Port Chester
Town of Ossining	Village of Sackets Harbor
Town of Owasco	Village of Scarsdale
Town of Poestenkill	Village of Schuylerville
Town of Schuylerville	Village of Seneca Falls
Town of Shandaken	Village of Skaneateles
Town of Smithtown	Village of Sleepy Hollow
Town of Somers	Village of Tarrytown
Town of Somerset	Village of Tuckahoe
Town of Tonawanda	Village of Van Etten

Town of Torrey	Village of Victory
Town of Venice	Village of Washingtonville
Town of Verona	Village of West Carthage
Town of Watson	
Town of Wright	
Town of Yorktown	

<u>Industrial Development Agencies, Public Authorities and Local Development Corporations</u>
Albany Convention Center Authority
Buffalo and Fort Erie Public Bridge Authority
Central New York Regional Planning & Development Board
Chenango County IDA Industrial Development Agency
City of Syracuse Industrial Development Agency
City of Troy Industrial Development Authority
City of Utica Industrial Development Agency
Clifton Park Water Authority
Development Authority of the North Country
DeWitt Fire District
Dix Hills Fire District
Eastchester Fire District
Empire State Development Corporation
Glen Cove Housing Authority
Greenville Fire District
Islip Housing Authority
Islip Resource Recovery Agency
Lakefront Development Corporation
Lewis County Development Corporation
Long Beach Housing Authority
Melville Fire District
Mohawk Valley EDGE
New York Convention Center Development Corporation
New York State Olympic Regional Development Authority
Ogdensburg Housing Authority
Oneida County Industrial Development Agency
Oneida – Herkimer Solid Waste Management Authority
Onondaga County Industrial Development Agency
Port Washington Public Library
Rensselaer Tobacco Asset Settlement Corporation
Scio Board of Fire Commissioners
St. Lawrence County Industrial Development Agency
Syracuse Housing Authority
Thousand Island Bridge Authority
Town of Dewitt Local Development Corporation
Troy Industrial Development Authority

In addition, Bond is also legal counsel for approximately 120 other municipal or public entities (counties, towns, villages, Industrial Development Agencies, public authorities and local development corporations).

4. Current Relevant Firm Experience

a. Stadium and Arena Contracting Matters. Bond regularly represents Syracuse University in the negotiation of a wide variety of contractual arrangements for the Carrier Dome and its other venues, including agreements with talent appearing at the venues, seat license and luxury suite agreements with ticketholders, sponsorship and advertising agreements for the display of signage, in-game announcements, video board displays, etc., pouring rights and concessionaire agreements, agreements with electronic ticketing vendors, and traffic control arrangements with municipalities. In addition, we have counseled clients on all manner of legal issues associated with events at their venues, including compliance with applicable municipal ordinances and governmental permitting requirements, sales tax and other tax matters, compliance with applicable health and safety regulatory requirements, emergency and disaster planning, the enforcement of contractual insurance and indemnity requirements, and general risk management.

Within the last month, we represented Community Baseball Club of Central New York, Inc., d/b/a the Syracuse Chiefs, in the negotiation of a 15 year concession contract for Alliance Bank Stadium

b. Greene County. We are currently representing the County of Greene, New York, in connection with the private development of a destination retail, hotel and water park facility in the Town of New Baltimore. As counsel to Greene County, we are advising the County on alternative ownership and financing structures for infrastructure improvements required in connection with the project, payment in lieu of tax agreement issues, questions arising under the County Law, the Local Finance Law and the New York State Constitution regarding County involvement in private development projects, and similar project-related matters.

c. Onondaga Community College – SRC Arena. In January 2012, Onondaga Community College (“OCC”) opened a new, 6,000 seat multi-purpose arena (the “SRC Arena”).

As counsel to OCC, we prepared a comprehensive arena management contract between OCC and a non-profit corporation established by OCC to operate SRC Arena and other college facilities.

d. Rochester Genesee Regional Transit Authority. We are currently representing the Rochester Genesee Regional Transit Authority, a public benefit corporation, in connection with its site acquisition (by eminent domain), construction, and development of its new transit facility in downtown Rochester.

5. Professional Association Memberships

Attorneys of our firm are sustaining members of their county bar associations, the New York State Bar Association, and the American Bar Association, in addition to other associations and organizations specific to each individual attorney's practice area or expertise.

6. Professional Law Journals and Library Resources

Our office's law library contains approximately 20,000 volumes, making it one of the largest law libraries in the area. We maintain an extensive portfolio of law opinion letters that we have authored through the years, which currently numbers in excess of 800. This collection of prior work product enables us to save our municipal clients time and money in answering questions and rendering advice.

Westlaw, LEXIS, and LoisLaw are available at all times, as is access through the Internet for broader search requests. Each attorney has access to the firm's database of documents, as well as on-line legal services and the internet, through his or her computer terminal.

7. Courts in Which Attorneys Are Admitted to Practice

Our attorneys in our New York State offices are admitted to practice in the courts of New York, as well as the Federal courts in New York. Many of our attorneys are also admitted to practice in the United States Supreme Court, as well as other Federal appellate courts in other jurisdictions.

8. Financial Stability

Bond, Schoeneck & King, PLLC is a 115 year-old law Firm with a strong and continuous history of growth, success and integrity. The Firm was established in Syracuse, NY and has grown from one office to 11 in 3 states, including Florida and Kansas. It has also grown from 3 attorneys to 203 attorneys today. The Firm enjoys a reputation of quality-work product and personnel among its clients and the communities in which it operates. Being a private entity,

Bond does not publish its financial statements. However, upon request, the Firm would be happy to provide references at major vendors attesting to its financial character.

9. Legal Services – Project Specific and Anticipated Support

Commercial Real Estate

Given the complex and changing world of regulatory controls, environmental law, lending, land development, municipal law and public financing, the practice of real estate law requires a vast range of experience and knowledge. At Bond, our attorneys have extensive experience coordinating and advising clients with respect to all aspects of substantial, long-term, real estate development projects and bring to these projects the benefit of our knowledge of the law and lessons learned. Our clients include a wide variety of institutional owners, municipalities, lenders and developers including: private and Fortune 500 companies; colleges, universities and school districts; financial, health care and insurance institutions; and municipalities in all aspects of real estate development.

Our real estate lawyers have represented some of the most sophisticated clients in all aspects of the real estate world. Our significant experience includes, among other real estate matters, commercial leasing, financing, and acquisition and sales. Specifically, our firm has fulfilled major responsibilities in the development of complex facilities for public companies, industrial firms, educational institutions, hospitals and other firm clients. The following projects are representative:

- (a) development and operation of a major domed stadium;
- (b) development, construction and IDA induced ground leasing of FedEx sorting and distribution facility in the Bronx, NY;
- (c) development, construction and IDA induced leasing of ethanol processing facility;
- (d) construction of new and expansion of existing manufacturing facilities;

- (e) development of natural gas wells and approval for a 32-mile natural gas pipeline;
- (f) construction and renovation of major hotels;
- (g) development of cogeneration facilities, high-technology centers and research parks;
- (h) development, financing and retail leasing of regional shopping centers, and enclosed malls; and
- (i) construction and development of commercial offices, warehouse buildings, physicians' office buildings and parking garages, and converting office buildings into condominiums.

Typical matters involved in these projects, many of which cut across the spectrum of expertise within the practice and included coordination with state and local development agencies, are: the preparation and drafting of ground leases, space leases and construction contracts; due diligence to support and determine suitable site selection; advice regarding tax and business incentives available from state and local agencies; negotiation of real estate tax or PILOT agreements; application for real estate tax exemptions and zone changes; application for federal and state funding assistance; negotiation of water supply and waste disposal services with local governments; application for state water supply permits; preparation of special legislation; negotiation of agreements for highway improvements and railroad sidings; review, analysis and negotiation of financing documents, option, purchase and partnership agreements; applications for waste discharge permits and air emission permits; transfer gains tax assessment proceedings; gas leases, steam or electric power purchase and sales agreements; pipeline easements and utility easements; and certificates of environmental compatibility and public need.

We have appeared before many municipal boards to obtain changes of zone, subdivision approvals, special permits and site plan approvals for commercial and industrial facilities, hotels, mining companies, office buildings, restaurants, shopping centers, transmission tower sites and warehouses. We are qualified to act as examining counsel for title insurance companies and have

extensive experience in examining title certificates, abstracts of title, and in addressing issues of title and title insurance coverage.

Public Finance

Bond, Schoeneck & King, PLLC has been engaged in public finance for over 30 years and we are included in the "Red Book" (i.e. "The Bond Buyer's Municipal Marketplace") as nationally recognized Bond counsel. Over the last five years we have issued approving opinions on more than \$1 billion of Bond and note issues. Our attorneys are active members of the National Association of Bond Lawyers, have acted as panelists in seminars conducted by the National Association of Bond Lawyers, and have participated in projects sponsored by the New York State Bar Association's Tax Section.

Bond is Bond counsel for many New York municipalities, school districts, industrial development agencies and other public benefit corporations. We have issued approving legal opinions as Bond counsel for many different types of Bond issues, including general obligation Bonds, capital appreciation Bonds, revenue Bonds, certificates of participation, "on behalf of" (63-20) local development corporation Bonds, exempt private activity Bonds and 501(c)(3) Bonds, as well as taxable Bond issues. These financings include fixed rate Bonds, variable rate demand Bonds, commercial paper, letter of credit backed financings, and financings secured by the major private Bond insurers and FHA mortgage insurance.

Bond Counsel Services

We are Bond counsel to cities, counties, towns and villages throughout Upstate New York, including the City of Auburn, City of Troy, Greene County, Jefferson County, Rensselaer County, Town of Camillus, Town of Champlain, Town of Clifton Park, Town of Hannibal, Town of Henderson, Town of Sennett, Town of Springport, Village of Camillus and Village of

Marcellus, among others. We handle traditional general obligation Bond and note issues, as well as less traditional financing vehicles such as tax-exempt equipment leases, certificates of participation and tobacco Bond issues. We also have extensive experience representing municipalities in financings through the New York State Environmental Facilities Corporation and the United States Department of Agricultural, Rural Development.

School District Financing

Bond is Bond counsel for more than 20 Upstate New York school districts. Our Bond counsel services include preparation of propositions and other authorizing proceedings, review of disclosure materials, preparation of financing documents, and issuance of our approving legal opinion on the financing. We have also represented our school district clients in financings of energy performance contracts and equipment leases. We also assisted school districts in refinancing outstanding Bonds to adjust debt service payments to coincide with new building aid amortization rules of the State of New York.

Public Authority Financing

Bond has been Bond counsel to the Development Authority of the North Country since the Development Authority was established in 1985 to finance infrastructure improvements in connection with the expansion of Fort Drum. We have represented the Development Authority in financings of landfill, water pollution control and similar facilities pursuant to the Authority's Master Trust Indenture, including several current and advance refundings. We also have experience representing water authorities and other public authorities issuing revenue Bonds to finance public facilities.

Underwriter's Counsel Services

Bond regularly serves as counsel to Bond underwriters in public finance transactions. We have been underwriter's counsel in general obligation Bond transactions as well as qualified 501(c)(3) Bond, exempt facility and other types of Bond issues involving many different credit structures.

Other Public Finance Services

Special Legislation and Other Services for Distressed Municipalities. As Bond counsel to the City of Troy, we drafted special New York State legislation creating the Troy Municipal Assistance Corporation ("Troy MAC"). Troy MAC was central to the City's comprehensive plan to refinance and restructure its burdensome debt load. At the time, Troy had the lowest credit rating of any municipality in the State of New York and no ability to access credit markets to refinance maturing short-term obligations.

To help resolve Troy's financial difficulties, we developed special legislation designed to provide the City market access to refinance its maturing short-term obligations, to finance its accumulated deficits on a long-term basis, to provide independent financial oversight and to validate certain prior financings. The result was Chapter 187 of the Laws of 1995, which we were responsible for drafting. Chapter 187 created only the second municipal assistance corporation in New York State history. The Troy MAC has authority to refinance City obligations, and provides market access for the City's future financing needs by creating an intercept of the City's state aid and local sales tax revenues for the benefit of Bond and note holders.

IDA Sale/Leaseback Transactions and PILOT Agreements. We have extensive experience in Industrial Development Agency sale/leaseback or "straight lease" transactions. In

these transactions, IDAs provide sales tax, real property tax and mortgage recording tax exemptions for projects that do not involve the issuance of tax-exempt Bonds. As Bond counsel to the Oneida County and City of Utica Industrial Development Agencies, we represent these Agencies in all of their sale/leaseback transactions. We are also transaction counsel to the Oneida County Industrial Development Agency in connection with the redevelopment of the former Griffis Air Force Base into a business and technology park. We are currently co-counsel to the Syracuse Industrial Development Agency in connection with the Agency's issuance of more than \$500,000,000 in tax-exempt revenue Bonds to finance infrastructure improvements for the Destiny USA project.

Construction and Renovation

Bond represents a large cross section of public and private sector clients engaged in all areas of the construction industry. Over the past 10-15 years, we have been involved in public and private construction projects in the aggregate amount of 2.5 billion dollars. Bond's construction attorneys are primarily focused on representing public and private owners. This includes school districts, colleges, universities, hospitals and other institutional owners. We are engaged in a diverse array of representation in the construction industry. This includes negotiation of contract documents with architects, engineers, construction managers and general contractors.

Our Construction Practice Group provides a wide variety of services to our clients with a significant portion of our practice dedicated to the particular construction needs of our public and institutional clients who are the owners of the construction projects. We routinely negotiate, draft and review contracts for owners related to the construction and improvements of their real property, including agreements with architects, design-build professionals, construction managers and contractors. In addition, we frequently provide counsel on issues related to

competitive bidding requirements, requests for proposals, project manuals, performance Bonds, labor and material payment Bonds, change orders and all other construction-related matters.

Our Construction Group has extensive experience relating to the financing of the improvements through building loans, mortgage-related instruments and public finance Bonding. In the past five years, we have been involved with the issuance of more than \$1 billion worth of public financing Bond issues. Further, we have extensive experience counseling public sector clients on labor laws as they relate to construction projects. We have been involved in negotiating and defending numerous project labor agreements for municipal clients on projects such as the Boston Harbor Tunnel and the Tappan Zee Bridge. We also are experienced in negotiating and reviewing energy performance contracts for our qualified owner clients. Finally, in the event of any disputes, we have extensive experience in drafting, pursuing or defending against construction claims through alternative dispute procedures and litigation and prosecuting claims under performance and payment Bonds.

Environmental

Bond has considerable expertise in environmental regulatory programs and legal obligations arising under New York State and federal laws and regulation that are applicable to municipalities. In our experience, municipalities often rely on non-legal advisors (such as an architect) to provide guidance regarding compliance with environmental laws and regulations. We value the information that is provided by a municipality's other professionals, and like to work closely with those individuals to assure a successful environmental outcome.

Bond's work for municipalities often involves providing counsel on projects subject to the New York State Environmental Quality Review Act (SEQRA). We have worked closely with municipal architects and consultants in identifying environmental impacts and associated

mitigation measures, in particular with respect to air quality, wetlands, noise, drainage, water quality, transportation, and visual and cultural resources. We frequently manage, on behalf of our clients, the document distribution, filing and publication requirements of SEQRA.

In addition, Bond regularly provides counsel on environmental permitting, enforcement, project applications and regulatory hearings for municipalities. As a result of our environmental compliance and regulatory hearing experience, we have worked extensively with environmental consultants. We have evaluated environmental reports (including application documents) to ensure that legal requirements are satisfied, and we assist consultants in preparation of their testimony and presentations before administrative agencies. We work to develop legal strategies to minimize potential litigation, and have represented school districts in connection with projects facing organized citizen opposition contesting various aspects of the environmental reviews and challenging the issuance of the requested permits. In these projects, we undertook to ensure a comprehensive record, drafted testimony and prepared witnesses to defend the merits of the applications and environmental reviews. In the unfortunate event that litigation is commenced against a municipality, our attorneys represent the municipality client in environmental litigation in state or federal court.

B. Arrangements for Provision of Services

Our objective as legal counsel is to develop the means for Erie County to accomplish its goals in a lawful manner, and to do so in a cost-effective manner. We view a thorough knowledge of the law surrounding a particular issue as an indispensable starting point. The law sets the boundaries within which to develop options for the County's consideration. We view it as our responsibility to assist the County in translating knowledge of the law into effective policy development, planning, strategies, defenses, and problem-solving. Consideration of alternative

approaches, methods of implementation, and likely consequences is key to our approach to meeting the County's needs and addressing its concerns.

1. Board Meeting Attendance

Board meetings as requested by our clients. We review board meeting agendas. We have experience in preparing board policies, board resolutions and legal notices. We also assist with board elections, budget votes, propositions, and contingency budgets.

2. Telephone and In-Person Conferences

An experienced attorney is always available to address issues that require immediate attention, whether by telephone or in person. As previously mentioned, the primary attorneys for Erie County would be Ed Kelley and Tim Fitzgerald. Peter Lutz, Kevin Recchia, Steve Johnson, and Paul Reichel will provide additional support and expertise as necessary.

3. Legal Opinions

We regularly provide opinion letters to answer legal questions when necessary. We would always be available to meet with the board, or designated staff to discuss the letters and any other issues that may arise. As we noted above, our firm has an extensive collection of opinion letters that have been written to our school district clients over the years, and we would draw on this prior work product in answering questions in a timely and cost-effective manner.

4. Protection from Mistakes, Errors, or Omissions

Our attorneys are careful and thorough, and we do not anticipate any situation in which mistakes, errors, or omissions will be made by our firm that will cause financial harm to the County. However, our firm carries legal malpractice insurance in the unlikely event that a mistake, error, or omission is made.

C. Conflicts of Interest

Whenever our firm is considering taking on a new client, we undertake and complete a thorough conflict check to determine whether our representation of that new client would pose an ethical conflict with our representation of any other clients.

Our firm does not currently represent any entity or person that would pose a conflict of interest with our representation of Erie County.

D. Litigation Management Plan

Generally, when the municipality faces actual or threatened litigation, the attorney at our firm handling the matter will provide a “road map” regarding the potential claims, defenses, and procedures, and will provide an estimated budget for each step of the litigation. As the litigation proceeds, we will provide periodic updates and case assessments based on information learned through discovery, and will provide interim status reports at whatever intervals the County requires.

E. References

A list of client references is attached as Exhibit B.

F. Costs/Fees

Our firm’s fee proposal is attached as Exhibit C.

G. Statement of Timeliness

Bond, Schoeneck & King, PLLC confirms the ability to devote sufficient time and resources to the work of Erie County. We commit to responding to emails, telephone calls and correspondences on the same day as received. If a matter is urgent, we will respond immediately.

Respectfully submitted,

Daniel Forsyth, Esq.
Timothy Fitzgerald, Esq.
Edwin Kelley, Esq.
Kevin Recchia, Esq.
Peter Lutz, Esq.
Stephen Johnson, Esq.
Paul Reichel, Esq.

EXHIBIT A

Edwin J. Kelley, Jr.

Mr. Kelley is Chair of the firm's Business Law Department and the Public Finance Practice Group. He concentrates in public finance, tax, commercial transactions, real estate and commercial lending.

Mr. Kelley's experience includes representation of Industrial Development Agencies, cities, counties, school districts and other municipalities as bond counsel; serving as bond counsel, underwriter's counsel, bank counsel and counsel for hospitals and universities in taxable and tax-exempt bond financings; representation of municipal bond issuers, universities and hospitals on post-issuance matters such as Internal Revenue Service audits, arbitrage rebate and continuing disclosure; representation of developers in retail, industrial and office development; representation of lending institutions in a variety of credit facilities; and representation of businesses in obtaining tax abatement and other economic development incentives.



Contact

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315.218.8100 Fax

Education

Syracuse University College of Law
(J.D., *magna cum laude*, 1981)
Syracuse University (M.S., 1981)
St. Lawrence University (B.A., *cum laude*, 1977)

Bar Admissions

New York
United States Tax Court

Honors and Affiliations

Order of the Coif
Executive Editor, Syracuse Law Review
New York State Bar Association,
Tax-Exempt Bond Committee
National Association of Bond
Lawyers

Listed in:

The Best Lawyers in America®
2012, Public Finance Law
Martindale-Hubbell®, AV Rated

Timothy M. Fitzgerald

Mr. Fitzgerald concentrates his practice on commercial real estate acquisitions and sales, commercial real estate financing, commercial real estate development and commercial leasing. He has particular experience in representing institutional, corporate and small business clients in the acquisition, sale, development and financing of commercial real estate projects, including regional shopping centers, hospitals, hotels, strip centers, office parks, school district capital projects, and residential housing developments. A significant component of Mr. Fitzgerald's practice also includes the issuance of local counsel legal opinions and specialized transaction opinions.

Representative Matters

- Representation of private developer in a \$75,000,000 construction financing of a mixed use (residential and retail) development at Park Point at RIT.
- Representation of private developer in an IDA induced ground sub-sublease development and construction/permanent financing of a FedEx distribution facility in the Harlem River Yard, Bronx County, NY.
- Representation of owner in an IDA induced leasehold acquisition and development of an ethanol demonstration facility in Rome, NY.
- Representation of institutional lenders in various commercial mortgage loan transactions.
- Representation of owner in a \$340,000,000 commercial mortgage debt refinancing of a regional shopping center.
- Representation of a Chapter 11 debtor in the negotiation and restructuring of a 38 site, multi-state commercial lease portfolio.
- Representation of owner in \$15,000,000 hotel and golf course mortgage financing.
- Representation of clients in the negotiation of purchase and sale agreements, leases, easement and license agreements, reciprocal easement agreements, development agreements, commitment letters and loan documents.
- Representation of clients in the litigation of real property disputes concerning, among other things, breach of contract, eminent domain, rights-of-first refusal, adverse possession, and enforcement of landlord and tenant obligations under lease agreements.



Contact

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585.362.4710 Direct
585.362.4701 Fax

Education

Albany Law School of Union
University (J.D., 1993)
St. Lawrence University (B.A., 1990)

Bar Admissions

New York

Honors and Affiliations

New York State Bar Association
Monroe County Bar Association
Rochester Business Journal, "Forty
Under 40" (2006)

Listed in:

The Best Lawyers in America®

2012, Real Estate Law

New York Super Lawyers 2011®,
Real Estate; Land Use / Zoning;
Banking

Peter C. Lutz

Mr. Lutz represents clients in all aspects of commercial real estate matters, including commercial leases, commercial lending and purchases and sales of real property. He has substantial experience in retail, office, medical and health care leases. His retail leasing experience includes the negotiation of big box and anchor store leases and occupancies as well as other shopping center leases. His clients include commercial lenders, real estate developers, hospitals, health insurance companies and individuals.



Representative Matters

- Representation of private developer in connection with a \$42,000,000 shopping center financing
- Representation of private developers in connection with lease, ground lease and sale transactions with Lowe's, BJ's Wholesale Club and Tractor Supply Company
- Representation of a local hospital in connection with a \$9,800,000 purchase of an offsite campus for expansion
- Representation of RBS Citizens Bank and First Niagara Bank in various mortgage financing transactions for apartments, office buildings and retail centers
- Representation of a regional transportation authority in connection with the acquisition and development of transit stations
- Representation of hospitals and health insurance companies in connection with leases, purchase and sales and donations of real property

Contact

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Rochester NY 14625-2825
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585.362.4716 Direct
585.362.4701 Fax

Education

Notre Dame Law School (J.D.,
Thomas J. White Society Scholar,
1986)
Le Moyne College (B.A., *magna
cum laude*, 1983)

Bar Admissions

New York; Texas

Honors and Affiliations

New York State Bar Association
Listed in:
The Best Lawyers in America®
2012, Real Estate Law

Kevin V. Recchia

Mr. Recchia has a broad base of experience in real estate matters. He represents tenants and landlords in commercial leasing transactions throughout the country. Mr. Recchia has also led complex purchase and sale projects. He has represented both lenders and borrowers in a variety of commercial real estate loans, including construction loans, securitized loans and non-recourse loans. Mr. Recchia also represents parties involved in condemnation and zoning proceedings, as well as real estate litigation matters.



Contact

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Education

State University of New York at
Binghamton (B.A., 1983)
University of Michigan (J.D., *cum
laude*, 1986)

Bar Admissions

New York

Honors and Affiliations

New York State Bar Association
Monroe County Bar Association
Listed in:

Martindale-Hubbell®, AV Rated
New York Super Lawyers 2011®,
Real Estate; Land Use / Zoning;
Eminent Domain

Stephen L. Johnson

Mr. Johnson's practice is focused in commercial Real Estate and Municipal Law. He has served as Attorney for the Town Board of the Town of La Fayette, as well as attorney for the Town's Planning Board and Zoning Board of Appeals. Mr. Johnson has represented lenders on commercial loans secured by mortgages on warehouses, office buildings, and shopping centers. He has also represented commercial real estate developers, landlords, and tenants in the development, subdivision, sale, leasing and financing of commercial property.



Contact

One Lincoln Center
Syracuse NY 13202-1355
sjohnson@bsk.com
315.218.8191 Direct
315.218.8100 Fax

Education

Boston College Law School (J.D.,
1969)
Le Moyne College (A.B., 1966)

Bar Admissions

New York

Honors and Affiliations

Order of the Coif
New York State Bar Association
Onondaga County Bar Association
Listed in:

The Best Lawyers in America®

2012, Real Estate Law

Martindale-Hubbell®, AV Rated

New York Super Lawyers 2011®,
Real Estate

Paul W. Reichel

Mr. Reichel is a tax attorney who concentrates his practice in public finance transactions and taxation of business and non-profit organizations. Mr. Reichel has extensive public finance experience, regularly serving as bond counsel to municipalities, school districts and public agencies, and as counsel to municipal bond underwriters in finance transactions. His public finance work includes representing municipalities and property owners establishing sewer, water and other special improvement districts. Mr. Reichel also represents businesses seeking tax-exempt financing, real property tax exemptions (i.e., PILOT Agreements) and New York State Empire Zone and Brownfield tax credits.

In his general tax practice, Mr. Reichel advises business clients on a variety of tax matters including choice of entity and ownership structure questions, partnership tax matters (including drafting LLC operating agreements and partnership agreements with special allocations, guaranteed payments and similar terms), Subchapter S corporation tax issues, tax free Section 1031 exchange transactions, corporate reorganizations, New York State sales tax and other tax issues. He also represents non-profit organizations on matters relating to qualification for tax exemption, unrelated business income tax and New York State real property tax exemption matters.



Contact

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315.218.8135 Direct
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Education

Syracuse University College of Law
(J.D., *magna cum laude*, 1990)
State University of New York at
Oswego (B.S., *cum laude*, 1984)

Bar Admissions

New York

Honors and Affiliations

New York State Bar Association
Onondaga County Bar Association
National Association of Bond
Lawyers
National Association of College and
University Attorneys

Listed in:

The Best Lawyers in America®
2012, Tax Law

EXHIBIT B

REFERENCES

New Era Cap

Tim Freer
160 Delaware Avenue
Buffalo NY 14202-2404
(716) 604-9000

Allegany County

John Margeson
County Office Building
7 Court Street
Belmont NY 14813-1044
(716) 268-9410

North Tonawanda City School District

Gregory Wyotila, Superintendent
175 Humphrey Street
North Tonawanda NY 14120
(716) 807-3599

Rochester Genesee Regional Transportation Authority

Hal Carter, President
1372 E. Main Street
Rochester, NY 14609
(585) 654-0200

City of Jamestown

Marilyn Lehman, Esq.
Municipal Building
200 East 3rd Street, 4th Floor
Jamestown NY 14701-5433
(716) 483-7798

Orange County

David Darwin, County Attorney
(845) 291-3150

City of Auburn

John Rossi, Corporation Counsel
(315) 255-4176

EXHIBIT C

LEGAL FEES PROPOSAL

I. Proposed Fees

Flat hourly rate for all services, except for bonding work:

\$240.00 per hour – Members (Partners) and Senior Counsel

\$175.00 per hour – Associates

Standard per hour rate – Legal Assistants

Bonding work:

\$250.00 per hour – Members (Partners) and Senior Counsel

\$195.00 per hour – Associates

Bond will bill Erie County for its legal services on a monthly basis at the above hourly rates and for its actual costs, disbursements, and expenses (including court fees, copying charges, fax charges, postage, messenger and travel expenses, long distance telephone charges, computerized legal research, etc.)

In addition, Bond is willing to discuss the above-quoted fees should they become the deciding factor in the award of a professional services agreement.

II. Additional Client Services

Our firm periodically distributes, free of charge to clients, newsletters and information memos that report developments on a number of topics such as Municipal Law, Labor and Employment Law, Environmental Law, OSHA, and Employee Benefits Law. We also frequently present client seminars and breakfast briefings on topics of current interest.

We consider our representation to include more than just the provision of legal service, we are dedicated to providing the best solution to suit any need that arises for Erie County.

BOND **SCHOENECK**
& KING