



February 10, 2012

Via Hand Delivery

Michael A. Siragusa, Esq.
Erie County Attorney
Edward A. Rath County Office Building
95 Franklin Street
Buffalo, New York 14202

**Re: Response to Request for a Proposal to Provide Legal Services in Connection
with the Lease of the County's Professional Football Stadium**

Dear Mr. Siragusa:

In response to Erie County's Request for a Proposal (the "RFP") to Provide Legal Services in Connection with the Lease of the County's Professional Football Stadium (the "Stadium Lease"), we are pleased to present for your consideration, one (1) original and four (4) copies of Damon Morey's Proposal to Provide Legal Services to the County of Erie regarding its Stadium Lease.

We are excited to hear that Erie County (the "County") intends to hire local counsel to negotiate the Stadium Lease. Over the years Damon Morey has, like the Buffalo Bills, become an anchor tenant in our community. Our recent move to The Avant Building demonstrates our commitment to revitalizing Western New York and the long-term growth and stability of Buffalo and the County. Our belief in Western New York and Erie County drives our desire to assist in the negotiations of a new Stadium Lease that will create a positive partnership between the Buffalo Bills, the National Football League and the County.

Damon Morey takes great pride in acknowledging our long-standing working relationship with the County. In submitting our proposal, we wish to note that Damon Morey rendered services in connection with the bankruptcy of Niagara Frontier Hockey, LP and the transfer of the Buffalo Sabres' franchise to its current owners. In this capacity, our attorneys spent considerable time to insure that the County's rights and obligations under existing agreements pertaining to the construction and use of the then HSBC Arena were preserved and perpetuated for the benefit of the County residents.

Damon Morey has also provided extensive legal services to the County since 2000. Most recently we have assisted the County with a series of complex financing agreements involving the County, Erie County Medical Center Corporation ("ECMCC") and the Erie County Fiscal Stability Authority ("ECFSA"). These agreements allowed ECMCC to finance the construction of a new skilled nursing and assisted living facility in a cost-efficient manner.

>> progressive.firm.

We have also previously rendered legal services to the senior officers and board of trustees of the Erie Community College ("ECC") regarding the possible restructuring of the college's physical campuses as well as counsel to ECC with respect to various labor law and intellectual property rights matters.

Previously we represented the County in connection with its sale and lease of Erie County Medical Center assets and operations to ECMCC. This representation included negotiating and executing various documents to facilitate the consummation of that transaction and involvement in short-term and loan-term financing transactions wherein ECMCC, with the County's guarantee, obtained sufficient funds from the public bond market to facilitate the completion of such a sale and lease.

Our extensive and on-going relationship with the County positions Damon Morey particularly well to assist with the lease negotiations. Over the last decade, our attorneys have acquired unique and sophisticated expertise regarding the County's Charter and Administrative Code, as well as the State statutes and case law that impact's the County's day to day operations. This expertise and knowledge allows Damon Morey to immediately begin preparing for and assisting with the Stadium Lease negotiations.

Our prior experiences, together with the fact that several of our attorneys were previous public employees, have made us extremely well qualified to counsel the County during the negotiations. Damon Morey employs some of the most prominent jurists in Western New York and is consistently seeking, developing, and retaining exceptional talent. Using our collective knowledge, skills and strong work-ethic, we believe we can provide the County with sound, cost-efficient legal advice that will exceed the County's expectations.

If the County ultimately elects to use counsel not located in Western New York, Damon Morey would be pleased to offer our assistance as local counsel for the lead negotiating counsel the County selects. Given our proximity, we believe we can assist in a more cost efficient and timely manner with matters involving local issues, filings or requests.

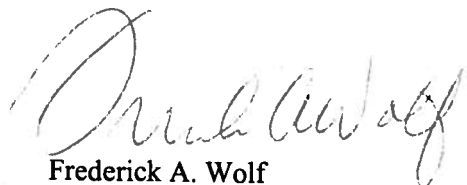
In closing, it gives us great pleasure to submit this response to your RFP. As a progressive, modern firm we believe our collective talent, experience, and drive will produce a lease between the Buffalo Bills and the County that will benefit the region for years to come.

Should you or any of your staff have any questions or comments regarding our response to your RFP to provide the legal services heretofore described to the County, please feel free to call either of us at your convenience.

Very truly yours,



Timothy C. Cashmore
Senior Partner, Damon Morey LLP
(716) 858-3883



Frederick A. Wolf
Special Counsel, Damon Morey LLP
(716) 858-3762

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 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.

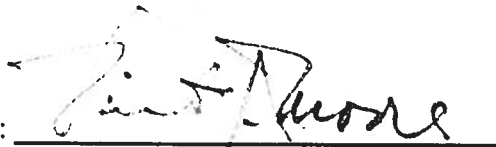
It is understood and agreed that the County of Erie reserves the right to reject consideration of any and all proposals including, but not limited to, proposals which are conditional or incomplete. It is further understood and agreed that the County of Erie reserves all rights specified in the Request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

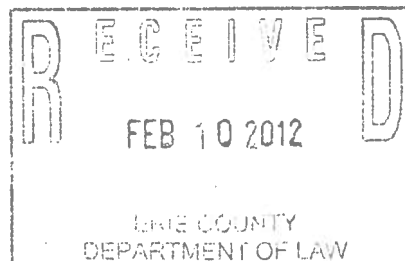
February 10, 2012

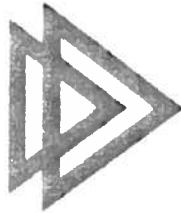
DAMON MOREY LLP

By:



Vincent J. Moore,
Senior Partner

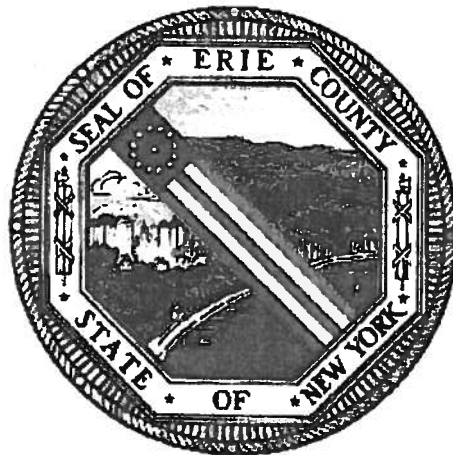




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In Response to The County of Erie's
Request for Proposal Dated January 23, 2012
to Provide Legal Services in Connection with the
Lease of the County's Professional Football Stadium



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I. DESCRIPTION OF LEGAL SERVICES

A. SPECIFIC FIRM EXPERIENCE

Damon Morey LLP is pleased to present the following examples of our experience in response to Erie County's Request for Proposal to Provide Legal Services in Connection with the Lease of the County's Professional Football Stadium (the "RFP"). Damon Morey LLP:

- > Represented the County of Erie in 2003 in connection with the bankruptcy of Niagara Frontier Hockey, L.P., the owner of the Buffalo Sabres, and the sale of the team to Hockey Western New York LLC, an entity controlled by Thomas Golisano. Our representation involved review and analysis of lease and financing documentation, including a Non-Relocation Agreement, which were assumed by the purchaser of the Sabres franchise, and the preservation of the rights of the County under all such agreements.
- > During 2002 and 2003, successfully assisted the County in the acquisition of 45 Oak Street, Buffalo, New York which property was subsequently conveyed to and is currently used by Erie Community College.
- > During much of 2003 and 2004, assisted the County in its sale of Erie County Medical Center ("ECMC") to Erie County Medical Center Corporation ("ECMCC"). This transaction, which was successfully completed over a relatively short period of time, involved the negotiation of a number of complex transactions pertaining to the sale and continued operation of ECMCC as a public benefit corporation. In addition to our involvement in the actual sale and transfer of the operating assets of ECMC to ECMCC, our attorneys represented the County in short and long-term financing transactions which provided the funding for ECMCC to acquire the assets of ECMC from the County and the continued operation of ECMCC after consummation of the transaction.
- > Represented Erie County in 2011 in connection with its lending to Erie County Medical Center Corporation of bond proceeds received from the Erie County Fiscal Stability Authority. The transaction involved complex contractual relationships among the various public entities.
- > Represented publicly traded health care company in connection with sale/leaseback and related financing transactions involving multiple health care facilities.
- > Represents the Erie Canal Harbor Development Corporation in connection with the development of an office building on the site of the former Donovan State Office Building. The complex transaction involves the negotiation of agreements with other public and private entities.



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- > Negotiated a long-term lease agreement for 120,000 square feet for centralizing business operations for a large local corporation in a large multi-use facility.
- > Negotiated a long term land lease agreement and provided all legal services relating to development and financing of a \$50,000,000 healthcare facility.
- > Represented numerous not-for-profit entities in both taxable and tax exempt financing and development transactions for specialty use facilities with the development costs in excess of one billion dollars.
- > Negotiated and prepared architects' and construction contract agreements for a number of large, complex single-use projects.
- > Over the past eleven (11) years, counseled the County on a number of general matters including (i) its relationship with the Erie County Fiscal Stability Authority; (ii) the role of elected and appointed officials in the annual budget process; (iii) the responsibilities and duties of the heads of various departments and administrative units under the Erie County Charter and Erie County Administrative Code; (iv) in evaluating a limited number of personal injury and/or medical malpractice lawsuits so as to assist in determining settlement values of such matters; and (v) interpreting existing and proposed federal and state statutes and regulations which impact the quality and nature of health services to be provided in Western New York.
- > Rendered all of the above services in an extremely cost-effective and timely manner because of our extensive experience and our attorneys' understanding of municipal law issues, which in the County's case includes a detailed understanding of the County's Charter and Administrative Code as well as various options available to the County as a chartered form of government under the New York Municipal Home Rule Law.
- > Possesses extensive experience in drafting proposed legislation for submission to the New York State Legislature and local laws which may need to be enacted to facilitate the completion of contemplated projects from time to time by the County.
- > Possesses a sound understanding of federal and state case law which may impact the County's operations, which when combined with our past experience in the areas mentioned above, make it possible for Damon Morey LLP to hit the ground running in assisting the County with any legal matters, thus reducing the time necessary for us to provide meaningful legal services and the fees which the County might otherwise have to pay to other less qualified law firms, who may need to spend a considerable period of time to become educated in some of the areas, where we are already very knowledgeable.



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B. COMMERCIAL LEASE EXPERTISE

Damon Morey LLP has extensive experience in drafting and negotiating complex commercial leases, in projects ranging from shopping center developments to office towers to health care facilities. We have also been engaged to handle numerous complex ground lease transactions, some involving publicly traded companies such as Wal-Mart and Pep Boys. Damon Morey LLP attorneys have frequently been engaged to draft and negotiate sophisticated lease agreements outside of Western New York, including New York, Chicago and San Francisco.

Over the years, firm attorneys have also been intimately involved in large regional development projects, including the construction of Pilot Field (now Coca-Cola Field) and the Niagara Factory Outlet Mall (now Fashion Outlets of Niagara Falls). We have also managed leasing programs for several franchisors and franchisees. As a result, we understand and appreciate the impact that financing considerations, construction requirements, municipal laws and regulations and other matters are likely to have on a given lease transaction.

Complex commercial lease transactions are often demanding. Our attorneys are not only knowledgeable in real estate and contract law, but also have decades of experience in sophisticated lease transactions and especially strong negotiating and drafting skills. We believe that these strengths differentiate Damon Morey LLP from a number of other capable firms.

C. DEPARTMENTAL PRACTICE GROUP CAPABILITIES

1. BUSINESS PRACTICE GROUP

Damon Morey LLP represents the many faces of business today – from entrepreneurs and their growing companies to banks and other lending institutions, to mature manufacturing, professional service, retail and consumer product companies. Our lawyers have extensive experience advising regional, national and international clients on the critical legal issues that impact their operations and prospects.

Taking a multi-disciplinary approach, we synthesize our areas of concentration for the benefit of our clients, thereby enabling us to handle any type of corporate transaction. Damon Morey LLP's extensive experience and ability to get the job done in a cost-effective manner help ensure that our clients' objectives are achieved.

Our business clients range from closely held corporations, limited liability companies and partnerships to large public companies. The heart of our corporate practice reflects Damon Morey LLP's long history of advising businesses and executives on a large variety of legal matters.



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a. BUSINESS LITIGATION & CONSTRUCTION LITIGATION

Construction projects today are governed not only by the terms of the parties' agreement, but also state and federal statutes. The challenge is finding the time to keep up with the latest laws and regulations while maintaining your projects on time and on budget.

At Damon Morey LLP, our construction attorneys know how to help you avoid hidden pitfalls, because we deal with the laws governing the construction industry every day. We proactively identify issues before they surface and creatively resolve problems as they arise to help you avoid litigation and other costs associated with requirements and liabilities. Through our efficient, economical dispute resolution, we work with you to find the optimum strategy to resolve your biggest construction roadblocks, from negotiation to mediation or arbitration to trial. Our attorneys are well-versed in all areas of construction law, including:

- > Project Delivery Systems
- > Contractual Risk Assessment
- > Changes and Designs Issues
- > Bonds and Insurance Claims
- > Mechanic's Liens
- > Trust Funds: Claims and Diversions
- > Differing Site Conditions
- > Public Bidding/Challenging Awards
- > Wage and Payment Laws
- > Delays, Scheduling and Acceleration
- > Contract Terminations: For Convenience or Breach
- > Claim Avoidance and Resolution
- > Environmental Risks

The firm's knowledge and experience attracts clients across the entire spectrum of the construction industry and process: owners, contractors, subcontractors, construction managers, architects, engineers, other design professionals, sureties, insurance companies, materialmen/suppliers, construction trade associations, lending institutions, real estate developers, and others.

As one of the area's most respected law firms, Damon Morey LLP can provide construction professionals with the most sophisticated skill level and knowledge of the construction industry.



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b. COMMERCIAL AND CORPORATE FINANCE

Our attorneys regularly represent lenders in all phases of commercial lending and real estate transactions, and have an extensive knowledge of:

- > Banking laws, regulations and other regulatory matters
- > Environmental requirements relating to lenders
- > Corporate issues in lending transactions
- > Title issues and title insurance coverage
- > Security and pledge issues relating to personal property and other collateral
- > Bankruptcy and insolvency considerations
- > Workouts, foreclosures and other enforcement actions
- > Construction loan issues

Damon Morey LLP has served as counsel to several leading banks in a variety of contexts. Included in that representation is the preparation and negotiation of documentation required for commercial lending transactions of all types, including term loans, revolving credit arrangements, industrial development revenue bonds and letters of credit. In addition, the firm represents borrowers in commercial financing transactions, including the negotiation of loan agreements and the development and restructuring of management buyouts, employee stock ownership plans and acquisitions.

The firm represents numerous lenders in a wide variety of commercial lending work, including term loans, credit lines, federal Housing and Urban Development financing, Industrial Development Agency financing (including sale-leaseback transactions), Small Business Administration loans (including 504 loans), letters of credit, non-recourse and cross-border financing, loans secured by real estate, accounts receivable and other assets, as well as loan participations (on behalf of lead lenders and participants). These loan transactions frequently involve sophisticated features, such as "equity kickers," NYSERDA financing, intercreditor agreements, mezzanine lending and equity infusions.

Our attorneys regularly structure and negotiate sophisticated transactions for savings banks, commercial banks, life companies and other lenders. These transactions include equipment lease financing, multi-tiered financing and the securitization of mobile home and other consumer loans for sale to the secondary market.

In addition to representing private lenders, the firm has acted as counsel to public financing agencies and a multitude of commercial borrowers in public, private, bond and non-bond financings. Listed in The Bond Buyer's Municipal Marketplace (also known as the "Red Book"), our attorneys have served as bond counsel and underwriter's counsel.



2. ENVIRONMENTAL PRACTICE GROUP

Damon Morey LLP has an extensive environmental law practice with more than a dozen attorneys engaged in the counseling and litigation of related issues. Attorneys at Damon Morey LLP have in-depth litigation experience with diverse areas, including toxic torts, products liability and environmental insurance coverage. Our firm represents a variety of clients interested in the enactment, interpretation and enforcement of federal, state and local environmental statutes and regulations. We appear on behalf of our clients in federal and state courts in matters ranging from complex, multi-party, multi-million dollar CERCLA actions to single-party gasoline spill cases. We also represent clients before the Environmental Protection Agency, the New York State Department of Environmental Conservation, the Occupational Safety and Health Administration, and other federal and state agencies involved in environmental regulation. Attorneys at the firm are admitted to practice in New York State and federal courts, as well as in numerous other states and the District of Columbia.

Our clients include industrial and manufacturing businesses of all sizes, including Fortune 500 Companies, national and regional insurance companies, financial institutions, utility companies, environmental consulting firms, local businesses, health care facilities and a wide assortment of other entities. This diverse client base has allowed our attorneys to use their professional skills and experience in a myriad of circumstances.

In the performance of its environmental work, our firm often works with a wide variety of expert witnesses and scientific and technical consultants, with many of whom we have long-standing relationships.

Specific areas of experience include:

- > Exposure to Hazardous Materials – Toxic Torts
- > Insurance Coverage for Environmental
- > Hazardous and Medical Waste Generation, Transportation and Disposal – RCRA
- > Hazardous Waste Sites – Superfund and Related State Programs
- > Environmental Assessment Programs
- > Occupational Safety and Health and Community Right-to-Know – OSHA and EPCRA
- > Air Pollution Control – Clean Air Act
- > Water Pollution Control – Clean Water Act

3. MUNICIPAL LAW PRACTICE GROUP

The firm's attorneys have provided extensive counsel to the County, the City of Buffalo and numerous towns and villages within the County and consequently are very aware of all State and Federal statutes as well as the provisions of the County's Charter, Administrative Code, and various local laws enacted by the Erie County Legislature that affect the County's daily operations.



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Lawsuits seeking relief and redress from cities, towns and their agencies, as well as the employees of these agencies, have prompted Damon Morey LLP to focus on and establish a practice group that is devoted to this type of litigation.

The firm's attorneys have defended various counties, numerous cities and townships, school districts, police departments and governmental agencies, as well as individual employees of state agencies. The firm has also represented cities, towns and agencies that are funded by municipalities.

Damon Morey LLP attorneys have defended lawsuits initiated by citizens for malicious prosecution, defamation, wrongful termination, wrongful condemnation, failure to provide necessary services, sex discrimination, equal protection, due process, Title VII, race discrimination, ADA and age discrimination, as well as matters brought under federal and state legislation and local ordinances.

Damon Morey LLP offers counseling and representation as well as educational programs to state and local agencies and their employees, business managers and public officials to assist them in managing and reducing the risk of lawsuits brought against them.

4. REAL ESTATE PRACTICE GROUP

Our Real Estate Practice Group handles a comprehensive range of real estate matters throughout New York State and the country. Major areas of concentration include:

- > Commercial, sale, sale-leaseback, lease and lending transactions
- > Title examination, title insurance and title opinions
- > Private and municipal land use and land development matters
- > Workouts
- > Foreclosures (judicial and non-judicial) and enforcement actions
- > Real property litigation
- > Contract negotiations
- > Landlord/tenant matters
- > Easements, rights of way and boundary agreements

Equipped for and capable of providing complete legal services for the varied needs of commercial lenders, the firm represents clients in origination, closing and enforcement of commercial and residential mortgage loans, while also counseling on regulatory compliance issues.



Our firm represents and works closely with several title insurance companies. Several of our attorneys are approved examining counsel for Chicago Title Insurance Company, Commonwealth Land Title Insurance Company and Stewart Title Insurance Company, among others.

For the business or not-for profit client, the firm offers expertise in purchases, sales, sale-leaseback, land use rights, development, site subdivision, tax assessment protests, new construction and condominium creation and conversion. In the area of leasing, our attorneys advise on lease negotiations, evictions and form document preparation for commercial and residential landlords. When structuring an acquisition or sale, our analysis includes an assessment of the corporate and tax consequences to the client. Where individual are involved, we provide counsel on estate planning needs and liability considerations.

We have a broad-based land use practice and the depth to respond to any legal issues that may arise as the regulatory environment changes. Our attorneys represent both private and public clients in matters involving all phases of development, including zoning and variance matters.

a. LAND USE AND ZONING

Damon Morey LLP's Land Use, Zoning and Development Practice Group offers a wide range of legal and professional services for projects of all types and sizes. Our attorneys' experience and practice knowledge allow us to design and execute effective solutions and strategies for our clients.

Through strong project management skills and a detailed understanding of deadlines and time constraints, we have built a proud reputation and substantial practice that includes such clients as major retail chains, commercial and residential developers and homebuilders.

Our attorneys represent clients in all aspects of land use and zoning issues, including permitting and variance requests, zoning requests and hearings, appeals of administrative and governmental decisions regarding land use, property due diligence, Article 78 and land use litigation. Additionally, our firm has a well-established reputation of working with governmental agencies and officials who determine land use policies and who, in many instances, approve land use decisions. Over the years, our attorneys have developed an excellent rapport with many governmental contacts, experts and elected officials.

b. STATE & LOCAL ADMINISTRATIVE LAW & CODE ENFORCEMENT

Everyday, individuals and businesses throughout the region are faced with countless administrative and code concerns. Whether the issue is compliance, permitting, licensing or application preparation, our attorneys advise and represent clients before local and state boards, agencies and commissions.



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We regularly defend our clients against enforcement actions brought by state and local officials. Our knowledge and strong relationships with government officials and administrators allow us to design creative solutions for our clients, while also having the experience and confidence to pursue alternative resolution through appeal and litigation when necessary

c. TITLE INSURANCE

Drawing on extensive attorney title experiences, our services include the examination of title to properties located in any part of New York State for all types of transactional and lending matters, preparation of title insurance commitments/policies for major title insurance companies, analyses of the title insurance coverages and pursuit of title insurance claims. Additionally, we identify, address and resolve all types of title defects and disputes.

d. TRANSACTIONAL

Our real estate team handles all types of commercial, agricultural and residential transactions from the straightforward to the extremely complex, including purchases and sales, sales-leasebacks, affordable housing and other publicly financed projects, conveyances, refinances and restructurings, commercial workouts, deeds in lieu of foreclosure, tax-deferred exchanges, lease preparation and review, foreclosures, and real property enforcement actions. In connection with these services, we prepare and negotiate all types of real property contracts, right of first refusal, option agreements, assignments, letters of intent, easements, creditors' rights agreements and other necessary transaction-specific documents.



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II. PROJECTED APPROACH AND PERSONNEL

Damon Morey LLP is a firm of more than 80 attorneys. Damon Morey LLP uses the collective experience and knowledge of its entire workforce in order to provide the best legal advice to our clients. Damon Morey LLP will use this collective knowledge to formulate an approach consistent with the County's goals and the RFP, while ensuring exceptional advice and legal services.

Given the complex nature of this transaction Damon Morey LLP is proud to present the individuals listed in Appendix B who will act as primary members of the legal team providing services to Erie County.



III. PROPOSED FEE SCHEDULE AND FINANCIAL ABILITY TO PROVIDE SERVICES

Through its extensive experience with municipalities and governmental agencies, Damon Morey LLP has found hourly billing to be the preferred method of billing. Damon Morey LLP considers our relationship with the County a partnership, and we will work with the County to establish your budget while providing superior work product.

Damon Morey LLP's fees will be based upon actual time expended by attorneys and paralegals as specified below. The costs associated with clerical support have been incorporated into the attorney rates. All time for services will be fully described and billed monthly in increments of 1/10 of an hour. Payment will be expected within 30 days of the County's receipt of our monthly invoice.

Position	Hourly Rate
Senior Partner	\$260
Special Partner and Special Counsel	\$260
Senior Associate	\$210
Junior Associate	\$180
Law Clerk (Bar Admission Pending)	\$150
Paralegal	\$110

Damon Morey LLP will not charge the County for regular postage or for photocopying, provided that Damon Morey LLP will charge for its actual cost of photocopying for large projects which must be sent outside the firm. Damon Morey LLP will also charge its actual cost for express mail and for local or overnight courier services.

Additionally, our sound fiscal policies ensure we are able to complete all of the services requested by Erie County.



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IV. REFERENCES

Damon Morey LLP is pleased to offer the following references:

David T. Hore
Co-President
PCB Group, Inc.
3425 Walden Avenue
Depew, NY 14043-2495
Phone: 716.684.0002, ext. 2656
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Email: dhore@pcb.com

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President
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Phone: 716.633.3900, ext. 222
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If the County requires additional references, please feel free to contact Damon Morey LLP.



V. CONFLICTS OF INTEREST

As one of the largest firms in Western New York, Damon Morey LLP represents a wide variety of municipalities as well as public and private companies. Occasionally, conflicts of interest arise between clients of the firm. As a standard course of action and where appropriate, Damon Morey LLP seeks to obtain waivers from our clients.

Were any possible conflicts to arise, Damon Morey LLP would resolve the matter as per our conflicts procedures as outlined below.

Damon Morey LLP established a Loss Prevention committee that considers and resolves all significant ethical questions, including conflict of interest issues. If a conflict of interest issue arises prior to undertaking representation of a client, or in the course of such representation, one or more members of the Loss Prevention Committee must be consulted.

All conflicts of interest must be confirmed in writing. Each consent must be specifically tailored to the facts of the matter but should at a minimum include: (i) a description of the facts and circumstances giving rise to the situation; (ii) an explanation of the material advantages and risks of the proposed course of conduct; and (iii) a discussion of reasonably available alternatives. In some circumstances it may be appropriate for the lawyer to advise the client to consult independent counsel regarding the consent.

Damon Morey LLP is not aware of any current representation that would constitute a conflict of interest with Erie County other than matters for which a conflict waiver letter has been provided.



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VI.

APPENDIX A



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Firm Overview

FIRM SERVICES PROVIDED

DEPARTMENTS

Business and Corporate
Business Litigation and Insolvency
General Litigation
Labor and Employment
Probate, Trust and Estate
Real Estate and Banking

PRACTICE AREAS

Banking
Business and Corporate
Business Litigation
Construction
Education
Environmental
Estates and Trusts
Healthcare
Immigration
Insolvency
Intellectual Property
International
Labor and Employment
Litigation
Municipal Law
Property Tax Assessment Reduction
Real Estate
Securities and Private Offerings

OUR FIRM

Today's complex legal environment requires a new level of collaboration, creative problem solving and innovation by attorneys and paralegals in diverse areas of the law.

Founded in 1917, Damon Morey LLP is a multi-service law firm calling on the knowledge and experience of more than 80 attorneys. Our practice groups and departments exist to focus a full complement of services on complex problems in multiple disciplines - all while providing our clients with the most cost-effective solution possible.

Whether we are closing a financing transaction, appearing in court on a litigation matter or negotiating a collective bargaining agreement, the attorneys at Damon Morey remain true to the firm's founding vision - the practice of law with uncompromising integrity and an insistence on obtaining the best possible results for our clients.

Damon Morey offers a unique advantage in terms of experience, capabilities and value. Our service orientation, combined with our emphasis on professional excellence and integrity, has enabled Damon Morey to establish relationships with existing clients and attract many new ones.

OUR PHILOSOPHY

Since our founding, Damon Morey has set the standard in legal services. Our attorneys are dedicated to providing the highest quality legal services on time and at a reasonable cost. Through our quality relationships, we can best understand, address and anticipate each client's unique legal and procedural needs.

OFFICES

Buffalo (Firm Headquarters)
Clarence
Rochester



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Firm Overview

PARTNERS

Christopher T. Greene
Franklin W. Heller
Gregory C. Yungbluth
James W. Gormley
Robert J. Portin
William F. Savino
Thomas J. Drury
Patrick B. Curran
Peter S. Marlette
Vincent J. Moore
Gust P. Pullman
Barbara L. Schifeling
Michael J. Willett
Carol G. Snider
Joseph W. Dunbar
Julie M. Bargnesi
Timothy C. Cashmore
Marylou K. Roshia
Anthony L. Eugeni
Daniel F. Brown
Charles E. Telford
Anne C. Evans
Steven M. Zweig
Helen Osgood
Christian J. Henrich
Brian D. Gwitt
Susan A. Benz
Christopher A. Cardillo
Gary R. Maas
Jeffery D. Palumbo
Kathleen M. Reilly
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Amy Archer Flaherty
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Michael E. Appelbaum
Beth Ann Bivona
Anthony F. Pegnia, Jr.
Heidi Brauer Ruchaa
Gregory Zini
Eric C. Naegely
Randolph C. Oppenheimer
Danielle M. Cardamone
John T. Kolaga
James E. Balcarczyk, II

ASSOCIATES

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Michael L. Amodeo
Corey A. Auerbach
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Frank C. Callocchia
E. Meghan Dwyer
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Christina G. Holdsworth
Marc J. Krawiec
Jennifer L. Leonard
Colleen K. Mattrey
Ryan K. Micklus
Taylor M. Miranda
Stacey L. Moar
Joseph J. Polniak
Meghann N. Roehl
Amber E. Storr

SPECIAL COUNSEL

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Frederick A. Wolf
Pamela J. Fielding
Virginia C. McEldowney
Bernard Schenkler
Richard D. Yellen
Eric A. Bloom
David L. Principe
Serafina M. Mitri
Karen Cook Serotte
Charles von Simson
Rosemary Enright
Jill A. Apa
Jeffrey J. Leibeck

OUR PHILOSOPHY (continued)

Damon Morey emphasizes the personal component of client service. From our most senior partner to the most junior associate, we are readily available to our clients, regardless of the hour or the locale. Satisfying the legal needs of our clients is our paramount objective. We provide prompt communication, in language that non-lawyers can understand; timely, efficient production of documents; and estimates of our fees on budgeted projects. As a result, our firm has built a proud reputation as a trusted advisor in all areas of our clients' business and personal lives.

AWARDS/RECOGNITION

Damon Morey is consistently recognized as a growing organization, both financially and professionally. The firm's recent awards and recognitions include:

- >> Recognized for high professional legal standards and ethics as a member of Martindale-Hubbell's Bar Register of Preeminent Lawyers (AV rated).
- >> Identified as one of the top five law firms in Buffalo, New York, by *Business First of Buffalo* and *Corporate Board Member Magazine*.
- >> Named as a member of the Of Counsel 700 Largest U.S. Law Firms.
- >> Named to the *New York Law Journal* Top 100 (Largest) Firms.
- >> Awarded the Large Law Firm of the Year Award by Bar Association of Erie County's Volunteer Lawyers Project in 2004, 2005 and 2007.

ALFA AFFILIATION

In addition to the ability of its own lawyers, Damon Morey is able to work with law firms throughout the world via its membership in ALFA International, the oldest and largest global network of independent law firms. Damon Morey is proud to be the Buffalo representative for ALFA.

Based on an extremely competitive peer review process, one member firm is selected by ALFA for each major metropolitan area. ALFA member firms represent domestic and foreign clients in manufacturing, service, financial and professional enterprises throughout the world.

EQUAL OPPORTUNITY EMPLOYER

Damon Morey LLP values diversity of culture and thought and seeks talented, qualified employees in all its operations regardless of race, gender, national origin, religion, sexual orientation, disability, age or other protected classification under country or local law.

Damon Morey LLP is proud to be an Equal Employment Opportunity Employer.

OFFICES

Buffalo (Firm Headquarters)
Clarence
Rochester



DAMON MOREY...
ATTORNEYS AT LAW

Fact Sheet

CONTACT

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Headquarters:

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Buffalo, NY 14202
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f. 716.856.5510

Limited Liability Partnership founded in 1917.

Maintains 3 offices:

Buffalo: Avant Building - Suite 1200, 200 Delaware Avenue, Buffalo, NY 14203
Clarence: 9276 Main Street, Suite 3B, Clarence, NY
Rochester: Powers Building, 16 W. Main Street, Rochester, NY

Total Attorneys: (approximate): 85

Total Employees: (approximate): 200

Firm Practice Areas:

Banking	Healthcare	Municipal Law
Business & Corporate	Immigration	Property Tax Reduction
Business Litigation	Insolvency	Real Estate
Construction	Intellectual Property	Securities and Private Offerings
Education	International	
Environmental	Labor & Employment	
Estates & Trusts	Litigation	

Firm Leadership:

Peter S. Marlette, Managing Partner
Christopher T. Greene, Chairman
Thomas J. Drury, Partner
Franklin W. Heller, Partner
Carol G. Snider, Partner

International Affiliations:

Member of American Law Firm Association (ALFA) International, a global network of independent business focused law firms.

Firm Accomplishments:

- > Recognized for high professional legal standards and ethics as a member of Martindale-Hubbell's Bar Register of Preeminent Lawyers; AV rated - with "A" signifying the highest level of legal ability, while "V" denotes very high adherence to the professional standards of conduct, ethics, reliability, and diligence.
- > Identified as one of the top five law firms in Buffalo, New York by Business First of Buffalo and Corporate Board Member Magazine.
- > Named as a member of the Of Counsel 700 Largest US Law Firms and the New York Law Journal's Top 100.

Pro Bono Efforts:

Volunteer Lawyers Project



DAMON MOREY,
ATTORNEYS AT LAW



VII.

APPENDIX B



DAMON MOREY...
ATTORNEYS AT LAW

Timothy C. Cashmore



CONTACT INFORMATION

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CONCENTRATIONS

Corporation Law
Banking Law
Municipal Finance Law
Business Acquisitions Law
Securities Regulation & Corporate
Finance Law
Venture Capital

EDUCATION

>> Syracuse University - BA,
cum laude, 1977
>> State University of New York
at Buffalo School of Law - JD,
cum laude 1980

Mr. Cashmore is a Senior Partner at Damon Morey practicing in the firm's Business and Corporate Department. Mr. Cashmore's focus includes municipal bond transactions (including representation of issuers, conduit borrowers and underwriters), representation of banking and financial institutions and borrowers and lenders in commercial, IDA, SBA, affordable housing and project finance transactions (including low-income housing tax credit projects), general representation of businesses and non-profit organizations, mergers and acquisitions, and securities law. Mr. Cashmore also provides general advice and consultation to business enterprises on contract matters, corporate governance issues, succession planning and day-to-day operations.

Mr. Cashmore is a member of the Business Law Section of the New York State Bar Association. He is a member of the Erie County Bar Association and its Banking and Corporations Law Committees. He was past chair of the Erie County Bar Association's Banking Law Committee.

Mr. Cashmore's civic memberships include Immediate Past Chair of the Board of Directors for Beechwood Continuing Care and past chair of the Gateway-Longview Foundation.



DAMON MOREY...
ATTORNEYS AT LAW

Anne C. Evans



CONTACT INFORMATION

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CONCENTRATIONS

Real Estate
Lending

EDUCATION

- >> Alfred University - BA, summa cum laude, 1976
- >> Syracuse University College of Law - JD, summa cum laude, 1980

Ms. Evans is a Partner at Damon Morey, practicing in the Real Estate and Banking Departments. Her primary responsibilities include commercial and residential real estate, commercial financing (including in-state and out-of-state projects as well as publicly and privately funded endeavors) and mortgage lending. She also assists clients with conveyancing, lease and contract drafting, review and negotiation, zoning and land use matters, title issues, easements, and foreclosures. She is approved as examining counsel for several title insurance companies.

Ms. Evans is a former President, Vice President and Trustee of the Board of Education for the Kenmore-Town of Tonawanda School District. She is also a former Vice President and Delegate to the New York State School Boards Association. Ms. Evans was also a lobbyist on educational law matters at both the federal and state levels. Through her extensive experience, she has developed an in-depth understanding of the educational law issues affecting school districts across New York State.

She is a member of the Erie County and New York State Bar Associations as well as the Women's Bar Association of the State of New York. Ms. Evans was recently selected by her peers for inclusion in *The Best Lawyers in America 2012* in the field of Real Estate Law (Copyright 2011 by Woodward/White, Inc., of Aiken, S.C.). She is also listed among the 2011 Upstate New York "Super Lawyers."

She was previously associated with Miles & Stockbridge, a large general practice law firm in Baltimore, Maryland, where she focused on lender and developer representation in commercial real estate and secured transactions, commercial and residential foreclosures and commercial workouts.



DAMON MOREY...
ATTORNEYS AT LAW

Christopher T. Greene



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CONCENTRATIONS

Business & Corporate Law
Corporate Finance
Corporate Lending
Health Care
Long Term Care
Mergers & Acquisitions

EDUCATION

- >> Amherst College - BA, magna cum laude, 1970
- >> State University of New York at Buffalo Law School - JD, 1974
- >> State University of New York at Buffalo School of Management - MBA, 1975

Mr. Greene is a Senior Partner at Damon Morey and Chairperson of Damon Morey LLP. He is a member of the Business and Corporate Department and the Health Care and International Practice Groups.

He works primarily with closely-held businesses and not-for-profit corporations. He is engaged in matters involving health care corporate and regulatory matters, corporate and partnership formations, business start-ups, mergers and acquisitions, debt and equity financing, and closely held business succession planning.

Mr. Greene's memberships include the American, New York State and Erie County Bar Associations, and he is a former Chairperson of the Erie County Bar Association Corporation Law Committee. He is a member of the American Health Lawyers Association, the New York Association of Homes & Services for the Aging, the New York State Health Care Facilities Organization, the American Medical Group Association's Council of Attorneys and the Western New York Healthcare Association.

Mr. Greene was recently selected by his peers for inclusion in The Best Lawyers in America® 2012 (Copyright 2011 by Woodward/White, Inc., of Aiken, S.C.) in the fields of Corporate Law and Health Care Law. He first received this distinction in 2005. He has also been named among Upstate New York's "Super Lawyers" in the area of Health Care and to *Business First of Buffalo's* "Who's Who in Law List" for the past six years.

Mr. Greene is active in a number of charitable and civic organizations. His current involvements include:

- Emeritus Board Member, Hauptman-Woodward Medical Research Institute
- Chairperson, National Federation for Just Communities of Western New York
- Member, Dean's Advisory Council at the University at Buffalo School of Law
- Board Member and Secretary, Richardson Center Corporation
- Board Member, Kaleida Health
- Member, Session of Westminster Presbyterian Church



DAMON MOREY
ATTORNEYS AT LAW



Christopher T. Greene

He previously served as the Chairperson of the Hauptman-Woodward Medical Research Institute; the Chairperson of Millard Fillmore Hospitals; the Chairperson of the Millard Fillmore Health, Education and Research Foundation; a board member for the Alzheimer's Association of Western New York and the Canada Life Insurance Company of New York; the Vice President of the Board of Nichols School; the President of the Board of Trustees of Westminster Presbyterian Church; the Director of the Buffalo SPCA; the Dean of the Saturn Club, and the Chairperson of the Erie County Mental Hygiene Community Services Board. He also served as a founding member of Kaleida Health's Board of Directors.

Mr. Greene has played a major role in the growth of Damon Morey. He previously served as the Chair of the firm's Finance, Personnel and Client Development Committees.



DAMON MOREY, LLP
ATTORNEYS AT LAW

John T. Kolaga



CONTACT INFORMATION

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CONCENTRATIONS

Environmental Law

EDUCATION

>> Canisius College - BA, 1982

>> State University of New York at
Buffalo Law School - JD, 1985

John T. Kolaga is Partner at Damon Morey LLP, where he serves as Chair of the Environmental Law Practice Group. His practice concentrations include environmental litigation, environmental due diligence related to corporate or real estate acquisitions, and environmental compliance.

Mr. Kolaga is a member of the Bar Association of Erie County and the New York State Bar Association. He is admitted in the United States District Courts for the Western and Southern Districts of New York, the United States Bankruptcy Court for the Western District of New York and the United States Court of Appeals, Second Circuit.

He was listed in *Business First of Buffalo's* "Who's Who in Law" for Environmental Law in 2009, 2010, and 2011. He also received the 2011 designation as a *Super Lawyer* in New York State as named by *Super Lawyers Magazine*. He also serves as the Chair of the Environmental Law Committee of the Erie County Bar Association and on the Petroleum Spills Committee of the Environmental Section of the New York State Bar Association.

A frequent lecturer, Mr. Kolaga has made presentations on litigation, land use, and environmental law regulatory issues for bar associations, industry associations and schools. Active in the community, he currently serves as the President of the Elmwood Village Association in Buffalo, New York.

Mr. Kolaga received his B.A. from Canisius College in 1982 and his J.D. from State University of New York at Buffalo School of Law in 1985. While attending law school, he served as an Articles Editor of the *Buffalo Law Review*. After law school, he served as Confidential Law Clerk to the Hon. John T. Curtin (W.D.N.Y.) from 1985-1988.



DAMON MOREY...
ATTORNEYS AT LAW

Gary R. Maas



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CONCENTRATIONS

Health Care Law
Business & Corporate Law
Real Estate Development, Leasing
and Finance

EDUCATION

>> Union College - BA, cum laude,
1975
>> Suffolk University - JD, cum
laude, 1979

Gary R. Maas is Senior Partner at Damon Morey LLP, where his practice concentrates on the areas of health law, not-for-profit corporation law, real estate leasing and development, tax exempt bond transactions, and finance. He is a member of the Business & Corporate and Real Estate & Banking Departments, and member of the Health Care Practice Group.

Mr. Maas has over thirty years of negotiating complex leases, representing lessees and lessors, developers construction companies and owners who develop owner/occupied facilities.

Projects

- Negotiation of a long term lease agreement for 120,000 feet for centralizing business operations for a large local corporation in a large multi-use facility
- Negotiation of a long term land lease agreement and providing all legal services relating to development and financing of a \$50,000,000 healthcare facility
- Negotiation of numerous leases for medical offices, hospitals, charter schools, and other specialty uses
- Represented numerous not-for-profit entities in both taxable and tax exempt financing and development transaction for specialty use facilities with the development costs in excess of one billion dollars
- Negotiation and preparation of architects' and construction contract agreements for a number of large, complex single-use projects

Within the health care arena, Mr. Maas focuses on finance and development of health care projects, mergers and acquisitions in both the for-profit and not-for-profit sectors, fraud and abuse, anti-trust and other compliance issues.

Much of his litigation experience is in the areas of construction contract, development and eminent domain law.

Mr. Maas has acted as borrower's counsel in numerous taxable and tax exempt bond transactions having a total value in excess of one billion dollars. He has also represented both lessees and lessors in complex lease transactions and borrowers and lenders in numerous conventional financings.

Mr. Maas is a member of the Bar Association of Erie County and the New York State Bar Association.



DAMON MOREY...
ATTORNEYS AT LAW

Vincent J. Moore



CONTACT INFORMATION

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CONCENTRATIONS

Real Estate
Lending

EDUCATION

- >> Niagara University - BA, 1962
- >> State University of New York at Buffalo Law School - JD, 1969

Mr. Moore is a Senior Partner at Damon Morey and Chair of the firm's Real Estate Department.

Mr. Moore's responsibilities include general real estate, commercial and residential purchase, sale and lease transactions, title examination and title insurance, regulatory compliance, mortgage banking, mortgage foreclosures, affordable housing, zoning and land use matters.

Prior to joining Damon Morey, Mr. Moore was a partner at the Buffalo law firm of Moot and Sprague. While Chairperson of the real estate section of that firm, he supervised all mortgage lending and participated in many major real estate projects, including Pilot Field (now known as Coca-Cola Field) in the City of Buffalo.

Mr. Moore is a former Treasurer of the Bar Association of Erie County and is a member of its Real Property Committee. He is also a member of the New York State Bar Association Real Property and Title and Transfer Sections. He is approved as examining counsel for several title insurance companies.

Mr. Moore was recently selected by his peers for inclusion in The Best Lawyers in America® 2012 in the field of Real Estate Law (Copyright 2011 by Woodward/White, Inc., of Aiken, S.C.). He is also listed among the 2011 Upstate New York "Super Lawyers."



DAMON MOREY...
ATTORNEYS AT LAW

Jeffery D. Palumbo



CONTACT INFORMATION

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CONCENTRATIONS

Land Use, Zoning & Development
Environmental
Real Estate

EDUCATION

- >> State University of New York at Buffalo - BS, 1977
- >> Pepperdine University - JD, 1980

Mr. Palumbo is a Partner in Damon Morey's Real Estate Department. He also serves as the Chair of the firm's Zoning and Land Use Practice Group.

With over 25 years experience, Mr. Palumbo concentrates his practice on a wide variety of environmental and real estate issues, including real estate development, land use planning, use and area variances, zonings, site plan and subdivision approvals, residential and commercial sales, State regulatory procedures, as well as various other real estate related matters. He was again recognized by Business First of Buffalo's *Who's Who in Law List* in 2009 and named once again among the 2009 Upstate New York's "Super Lawyers" and the Best Lawyers in America 2010* in the field of Land Use & Zoning (Copyright 2009 by Woodward/White, Inc., of Aiken, S.C.).

Mr. Palumbo is the Past President of the Buffalo Niagara Builders Association. He is also a former member of the New York State Builders Association, where he served on the Industry Task Force. In this capacity, he was deeply involved with the state and federal regulations involving wetlands as well as numerous other industry issues.

Mr. Palumbo is a member of both the New York State Bar Association and California Bar Association. He is a member of the Bar Association of Erie County, where he participates in the organization's Environmental Law and Real Estate Law Committees. Additionally, he is a member of the firm's Client Development Committee and Environmental Practice Group.

Mr. Palumbo graduated from the University of Buffalo in 1977 and Pepperdine School of Law in 1980. After practicing law in California, Mr. Palumbo returned to Buffalo in 1983 and has practiced in the Real Estate Department field since that time, first as an Associate, then Partner in the law firm of Renaldo, Myers, Regan & Palumbo, P.C. In 2007, Mr. Palumbo joined Damon Morey LLP as Special Counsel and was named Partner in 2009.



DAMON MOREY...
ATTORNEYS AT LAW

Robert J. Portin



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CONCENTRATIONS

Commercial Finance & Leases
Contracts
Health Care
Corporate Law

EDUCATION

>> Hamilton College - BA, 1977
>> State University of New York at
Buffalo Law School - JD, 1980

Mr. Portin is a Senior Partner at Damon Morey LLP, practicing in the firm's Business and Corporate Department for more than thirty years. He is co-chair of the firm's Health Care Practice Group.

Mr. Portin is also experienced in business, contract commercial and corporate law, and a wide variety of related legal matters. His clients include large publicly-traded corporations, multi-state franchisees, local businesses and individuals. Mr. Portin counsels his business clients, supervises their company interests and advises them on negotiations.

Mr. Portin has extensive experience in drafting and negotiating complex commercial leases, in projects ranging from shopping center developments to office towers to health care facilities. He has also been engaged to handle sophisticated ground lease transactions and lease negotiations in numerous out of state projects.

Mr. Portin was recently selected by his peers for inclusion in The Best Lawyers in America® 2012 (Copyright 2011 by Woodward/White, Inc. of Aiken, S.C.) He is also listed among the 2011 Upstate New York "Super Lawyers." He is a member of the American Health Lawyers Association, as well as the New York State and Erie County Bar Associations.

Mr. Portin has lectured frequently on business, commercial leasing, corporate and health law matters. He has conducted numerous seminars and has authored several articles for Business First and the firm newsletters. He has chaired several ad hoc Committees at the firm and is presently a member of Damon Morey's Finance Committee.

His interests include foreign affairs, politics and history, and he has traveled extensively throughout Europe and the former Soviet Union. Previously, Mr. Portin served as an Allocations Panel Co-Chairman and a member of the Agency Allocations and Review Committee of the United Way of Buffalo and Erie County.



DAMON MOREY...
ATTORNEYS AT LAW

Frederick A. Wolf



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CONCENTRATIONS

- >> Municipal and Administrative Law
- >> Commercial Leasing and Lending Transactions
- >> Business Law
- >> Land Use and Zoning Law
- >> Banking Law

EDUCATION

- >> State University of New York at Buffalo - BS, Accounting
- >> State University of New York at Buffalo Law School - JD
- >> Editor and Member of the Buffalo Law Review

Frederick A. Wolf serves as Special Counsel for Damon Morey LLP. Mr. Wolf concentrates his practice on municipal, banking and business law.

Mr. Wolf has more than 25 years of municipal experience. Most recently, he served as the Erie County Attorney for six years. Previously, he was the attorney for the Town of Aurora, the Village of Lancaster and Erie County Sewer District No. 4.

He has extensive experience with business and security transactions, general corporate and partnership matters, banking law, real estate development, land use, zoning, and complex commercial leasing and lending transactions. He has represented several smaller banks in mergers and acquisitions and helped form two New York State chartered de novo banks, Jamestown Savings Bank and Greater Buffalo Savings Bank. Recently, Mr. Wolf represented Erie County on the sale of certain real property tax liens.

He began his legal career at the firm of Little & Burt, then general counsel to Buffalo Savings Bank, which later became Goldome. In 1981, when Little & Burt merged with Saperston & Day, Mr. Wolf continued to manage the firm's relationship with Goldome. Between 1980 and 1991, the bank formed and operated over 90 subsidiary corporations while assets grew from \$2 billion to \$7 billion.

Mr. Wolf served as a trustee of the Buffalo General Foundation and as a director of the State University of New York at Buffalo School of Law Alumni Association, Monroe Title Insurance Corporation, the Greater Buffalo Savings Bank and was a member of the Board of Directors of Great Lakes Bancorp, Inc, a publicly owned bank holding company whose stock was traded on the New York Stock Exchange. He also served as a director of the Niagara Frontier Vocational Rehabilitation Center, Inc. and the United Way of Buffalo and Erie County in addition to serving as a member of the Board of Trustees of Canisius High School.

Admitted to practice in New York State and Florida, Mr. Wolf is a member of the Erie County and New York Bar Associations.

Mr. Wolf was previously named to *Business First's of Buffalo's Who's Who in Law* and was selected by his peers for inclusion in *The Best Lawyers in America' 2012* (Copyright 2011 by Woodward/White, Inc., of Aiken, S.C.) in the fields of Administrative/Regulatory Law, Banking and Finance Law, Financial Services Regulation Law, and Land Use and Zoning Law. He first received this distinction in 2010.