

Response From Hodgson Russ and Faegre Baker Daniels  
to Erie County RFP #1202VF to Provide Legal Services in Connection With the

## Lease of the County's Professional Football Stadium

February 10, 2012

Prepared for:

Michael A. Siragusa  
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Erie County Department of Law  
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### NOTICE

The data on page 30 of this proposal identified by an asterisk (\*) contains technical or financial information constituting trade secrets or information the disclosure of which would result in substantial injury to the proposer's competitive position.

The proposer requests that such information be used only for the evaluation of the proposal, but understands that any disclosure will be limited to the extent that the County considers proper under the law. If the County enters into an agreement with this proposer, the County shall have the right to use or disclose such information as provided in the agreement, unless otherwise obligated by law.

[Prior results do not guarantee a similar outcome.](#)

LETTER OF TRANSMITTAL

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February 10, 2012

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

Dear Mr. Siragusa:

Thank you for this opportunity to present our qualifications to serve as special counsel to Erie County with respect to the lease of the County's professional football stadium.

We were honored to represent the County between 1997 and 1998 in conjunction with the drafting and negotiations of the lease and related agreements currently governing the Bills' use and occupancy of the County's professional football stadium. At that time, our firm was assisted by attorneys from the Minneapolis-based law firm Faegre & Benson, which served as our co-counsel for that transaction. The fact that we are nearing the end of the term of those original agreements without major dispute, incident, or issue stands as a testament to the efficacy of this co-counsel arrangement. Given this successful outcome, we are again proposing a joint counsel arrangement between Hodgson Russ and Faegre Baker Daniels, the successor to Faegre & Benson, to represent the County's interests in conjunction with the renewal of the stadium lease. We also propose to include Shawn Hunter, an international sports industry consultant, on our team.

Hodgson Russ is one of the 200 largest law firms in the United States, Buffalo's largest law firm, and the oldest continuously operating business in the City, tracing its roots to 1817. Our commitment to the City of Buffalo and Western New York is long-standing and extensive. We show this commitment in many ways, including through our renovation of the historic Guaranty Building, where we have our headquarters, and through our support of numerous local charitable organizations.

With 10 national offices and three international offices, Faegre Baker Daniels is one of the 100 largest law firms in the United States and the largest law firm in the state of Minnesota. We believe that this combination of firms offers the County an unparalleled level of New York State and national experience.

Hodgson Russ is pleased to offer the County a special blended hourly rate for its services, which is described in detail in the fee proposal on page 30 of the attached response. The hourly rates for the attorneys at Faegre Baker Daniels and for Shawn Hunter are also

specified on page 30. Please note that both Faegre Baker Daniels and Shawn Hunter are proposing a 10% discount on their standard hourly rates for this engagement.

As is made clear by the attached proposal, we believe that the combined Hodgson Russ and Faegre Baker Daniels co-counsel team offers unique and significant advantages to the County. Specifically:

- **Familiarity** – The lead attorneys for this proposal are Terrence M. Gilbride of Hodgson Russ and Charles Ferrell of Faegre Baker Daniels. Messrs. Gilbride and Ferrell are the same two principal lawyers who represented the County when the current agreements were crafted. In fact, Mr. Gilbride drafted many of the relevant documents, including the leases by and among the County, Erie County Stadium Corporation, and the Buffalo Bills. If the County were to again select Hodgson Russ and Faegre Baker Daniels as co-counsel for this transaction, the County would not have to incur any expense in order for its team of lawyers to get up to speed on the transaction. Given the complexity of the original lease transaction, this will save the County significant legal expense.
- **National Experience** – In addition to Hodgson Russ’s experience with both local and national sports facility transactions, Charlie Ferrell, Jim Leonard, and Bill Busch of Faegre Baker Daniels devote significant portions of their practices to national sports and sports facility transactions. This national-level experience will be available to the County on an as-needed basis throughout the transaction.
- **Value** – Through the proposed co-counsel arrangement, the County would have the proverbial best of both worlds – experienced New York State counsel at Buffalo billing rates, and national sports and sports facility experience when necessary. The co-counsel arrangement offers the County the most efficient structure for delivery of the appropriate legal services and level of experience at the lowest possible cost.
- **No Expected Conflicts With Other Major Transaction Participants** — Hodgson Russ does not represent the Buffalo Bills, Empire State Development Corporation or any affiliate of either organization. Faegre Baker Daniels does not represent Empire State Development Corporation or its affiliates. As was the case in 1997, Faegre does represent the NFL in litigation pertaining to film rights involving a group of retired players and, thus, indirectly represents the Bills. This same situation existed in 1997 and was handled by mutual waivers from the Bills and the County. It is our expectation that this technical conflict would again be handled in the same fashion.

This proposal shall remain in effect for 180 days from the date of this letter.

We hope that after reviewing this proposal, Hodgson Russ and Faegre Baker Daniels will have the privilege of once again assisting the County with the new lease and related matters described in your RFP.

Michael A. Siragusa, Esq.  
February 10, 2012  
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We would be happy to address any questions you may have, to provide additional information, or to meet with you. We very much appreciate the opportunity to be considered for this representation.

Sincerely,

A handwritten signature in blue ink, appearing to read "T. Gilbride", with a long horizontal flourish extending to the right.

Terrence M. Gilbride

**EXPERIENCE**

## 1. Experience—Hodgson Russ

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### Experience Related to Leases of Professional or Amateur Sports Facilities

The most relevant experience to the proposed representation outlined in the RFP is, obviously, Hodgson Russ's prior representation of the County on the existing stadium lease transaction. In 1997 and 1998, Hodgson Russ attorneys, principally Terrence Gilbride, were intimately involved in the structuring, negotiation, and documentation of the multi-tiered leasing arrangement, which currently governs the extensive renovation, ownership, and operation of the County's stadium facility. This representation included drafting special New York State legislation required in order to consummate the existing lease, extensive negotiations with the three different law firms retained by the Bills for this transaction (i.e., Lipsitz Green, Dykema Gossett, and Skadden Arps), regular interaction and discussions with the Erie County Legislature, the County Attorney, and Commissioner of Environment and Planning with regard to this project, and engagement with the NFL and NFL general counsel's office on all league-related issues pertaining to the lease renewal. This representation also involved significant analysis and structuring of the available legal mechanisms to prohibit the Bills from relocating the team to another city and playing games outside of Erie County.

In addition to this transaction, Hodgson Russ attorneys have been involved in a number of professional and amateur sports facility transactions. Specifically:

- Bidder on Prospective NFL Franchise – Terrence Gilbride served as lead counsel to one of the finalists for an NFL-administered auction for a new franchise in 1999. This representation included extensive analysis and structuring relative to ownership and stadium operations.
- Professional Sports Arena – Hodgson Russ currently provides legal counsel to one of the country's most prominent urban professional sports arenas on matters involving state tax issues for players and employees; planning and structuring on sales tax issues related to promotions for season tickets holders, sales/leases of suites, and other ticketing matters; and unclaimed property issues.
- Field house – Terrence Gilbride is currently representing a NCAA Division I University in conjunction with the construction, financing, and development of a multi-sport field house facility. This engagement includes the drafting of special state legislation necessary for the project.
- Coca-Cola Field – Richard Dopkins, a partner in Hodgson Russ's Real Estate & Finance Practice Group, served as lead counsel to the City of Buffalo in conjunction with the construction of Coca-Cola Field (formerly known as Pilot Field, North Americare Park, and Dunn Tire Park). This representation included nearly every legal aspect associated with the construction of the 20,900 seat baseball stadium, ultimately culminating in the



lease agreement between the City of Buffalo and the Buffalo Bisons. In the course of this representation, Mr. Dopkins also played a key role in structuring the multi-lender, \$37,000,000 financing for this project.

- HSBC Arena - A number of Hodgson Russ attorneys represented the lead lender in conjunction with the construction and permanent financing for HSBC (now known as First Niagara) Arena. Although this financing did not ultimately close for business reasons, Hodgson Russ attorneys were heavily involved for nearly a year in negotiating the financing commitment and overall financing structure for this 18,500 seat facility.
- Niagara University - Hodgson Russ served as special counsel to Niagara University in connection with its construction of a twin rink ice hockey complex. On this project, Hodgson Russ attorneys worked closely with the University in developing the ownership structure for the operation of this facility.
- Northtowns Complex - Hodgson Russ acted as bond counsel in conjunction with the \$18,000,000 four-rink ice hockey complex in the Town of Amherst, formerly known as the Pepsi Center.

#### Experience Related to Real Estate Transactions and Complex Contractual Matters

Hodgson Russ regularly handles complex real estate transactions and the myriad of complex contractual issues relating to these engagements. These engagements often involve the use of public-private partnerships. Our experience in this area was recently recognized by *Best Lawyers/U.S. News & World Report*, which named Hodgson Russ a Metropolitan Tier One Firm for real estate.

Recent representative complex real estate transactions include:

- Buffalo 2020/NY SUNY 2020 – Terrence Gilbride served as counsel to affiliates of the University at Buffalo in conjunction with the UB 2020 initiative, which was the basis for the NY SUNY 2020 legislation signed into law in 2011 by New York State Gov. Andrew Cuomo. This engagement included development of the public-private legal structure and drafting necessary legislation for the University's three-campus, \$6 billion capital facility initiative.
- Women and Children's Hospital Site Development – Sujata Yalamanchili is currently representing Kaleida Health in connection with the acquisition of site control for the real property on which Kaleida plans to develop its new Women and Children's Hospital. This project includes structuring the termination of an existing joint venture development agreement and coordination of various aspects of development of the site.

- Ambulatory Surgical Center – Sujata Yalamanchili is currently representing Kaleida Health in connection with construction of a medical office building that will house a state-of-the-art ambulatory surgical center to support Kaleida’s new Women and Children’s Hospital. The approximately 200,000 square foot building will also accommodate medical office space to support the growing Buffalo Niagara Medical Campus. The project includes multiple layers of leases to support the financing structure of the project, as well as an application to participate in the state’s brownfield remediation program.
- CTRC – Terrence Gilbride currently represents Buffalo 2020 Development Corporation in conjunction with the development and financing of the \$115 million Clinical Translational Research Center located immediately adjacent to Buffalo General Hospital. This transaction, which was structured as a commercial condominium with Kaleida Health, includes a state-of-the-art clinical and translational research laboratory and a biosciences incubator.
- UB Medical School – Terrence Gilbride is currently representing University at Buffalo affiliates in conjunction with the development of the new University at Buffalo medical school to be located on the downtown campus. This \$375 million project represents the largest single construction project ever undertaken by the State University of New York.
- Buffalo Niagara Medical Campus – Terrence Gilbride serves as real estate counsel to the Buffalo Niagara Medical Campus and represents the campus's interest in conjunction with the acquisition and redevelopment of the former Trico facilities, which serve as the gateway to the medical corridor.

### Experience with New York Statutes and Case Law Governing the County, Powers, Obligations, Duties, and Operations

Our attorneys have extensive experience advising New York State municipalities on the state’s applicable statutes and case law, including on their powers, obligations, duties, and operations. In fact, Hodgson Russ currently represents nearly 150 municipalities, including seven counties located throughout New York, on a diverse range of legal issues.

Hodgson Russ has assisted many public sector institutions, including counties, in real estate matters, including leasing, acquisition and disposition of property, transfer of property, easements, tax exemption issues, and construction matters. The firm regularly counsels clients on the purchase of property, construction or renovation of buildings, and the sale of public bonds, as well as the closure of facilities and sale of assets.

## Experience Related to Negotiating and Drafting Contracts, Including, Without Limitation, Vendor, Sports, Entertainment, Construction Contracts, Etc.

Attorneys at Hodgson Russ regularly negotiate, prepare, and advise a multitude of governmental and commercial clients on contracts covering a broad range of issues, including those related to vendors, sports and entertainment, construction, architecture, energy performance, pouring rights, the purchase and sale of real and personal property, and inter-municipal agreements.

Representative engagements in this area include:

- Buffalo Schools -Terrence Gilbride led a team of Hodgson Russ attorneys in representing LPCiminelli as program provider for the \$1 billion Buffalo Schools refurbishment, renovation, and modernization project. This project, which required seven separate special pieces of state legislature, is in its fifth phase and has resulted in the renovation of over 60 antiquated public school buildings. Approximately \$750 million dollars of renovation has been completed and the final approximately \$300 million of renovation work is currently underway. Hodgson Russ's representation of LPCiminelli on this project extends to all levels of the project provider's responsibilities, including procurement of state legislation, assistance in securing all New York State Education Department approvals on construction and financing, assistance with development of strategies and funding sources for the City's portion of the project costs, assistance in procurement of tax exempt bonding for the entire project, counseling regarding MBE/WBE compliance and workforce development, procurement of all architectural and construction services, procurement of all furniture, fixtures, and equipment, management of project budget, and delivery of fully functional state-of-the-art schools at a not-to-exceed cost.
- Niagara Falls Public Safety Complex – Terrence Gilbride served as counsel to the private development team hired by the City of Niagara Falls to undertake the development, construction, and financing of the \$45 million City of Niagara Falls Public Safety Complex. This transaction involved utilization of a first-of-its-kind public-private partnership and required procurement of special state legislation to allow for private development and construction of a municipal facility.
- Auxiliary Service Corporations - Hodgson Russ currently serves as counsel to a number of auxiliary service corporations and faculty student associations throughout the State University of New York system. This representation includes regular negotiation of pouring rights and vending contracts for entertainment and sports facilities on the host campuses.
- Professional Athletes – Hodgson Russ attorney Brent Nowicki, a NFL Players Association and Professional Lacrosse Players Association certified contract advisor,

provides legal counsel on all aspects of contract negotiation for current professional athletes, including the execution of trades and releases, contract extensions, legal representation of hearings and appeals, and collection of severance or termination pay.

### Experience Related to Public Bidding and Procurement Requirements

The firm regularly assists its clients with public bidding and procurement requirements for a wide range of projects and acquisitions, including major school buildings, public infrastructure improvements, and acquisition of vehicles and equipment. This work includes preparing bid specifications and related documents, providing advice concerning acceptance or rejection of bids, negotiation and drafting of project labor agreements, and representation in litigated proceedings. Recent examples of representation in this area include:

- Allegany County Courthouse – Terrence Gilbride served as counsel to Allegany County in conjunction with the development of a new municipal courthouse facility. Mr. Gilbride and Hodgson Russ partner Peter Godfrey were retained to structure this transaction to take advantage of recent statutory modifications exempting public construction projects from New York's Wicks Law. It is believed that this is the first municipal project undertaken in New York State, which takes advantage of this exemption. This structure enabled the project to come in on time and below budget.
- Hodgson Russ recently represented a major commercial contractor in conjunction with bidding irregularities on a significant public construction project. This representation included commencement of litigation and ultimately culminated with rescission by the project sponsor of the contracting award.
- Hodgson Russ attorneys assisted a major construction firm with negotiation of a project labor agreement in connection with a project for the State University of New York.

## Experience — Faegre Baker Daniels

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Faegre Baker Daniels has broad and extensive experience in sports and entertainment matters. We serve or have served as principal counsel to franchises in all four major U.S. professional sports leagues. We also represent Olympic, collegiate, and other professional and amateur international, national, and regional sports clients. We advise teams, governing bodies, facilities, contractors, sponsors, schools, government entities, and nonprofit sports organizations on a full array of sports, entertainment, and facilities matters.

While our response is focused on sports clients and matters, we also note that we provide extensive legal services to the entertainment industry — recording artists, songwriters, music publishers, record producers and managers, actresses and actors, artists and authors, and other national and international stars. We represent clients in a variety of transactional matters, provide a range of litigation and dispute resolution services, and counsel clients on the protection of their intellectual property rights.

A general description of our sports industry practice is as follows:

### Corporate Governance

Our experience in corporate matters includes governance, restructuring, sales and divestitures, mergers and acquisitions, capitalization and financing, antitrust issues, league franchise issues, contract drafting, review and negotiation, service outsourcing agreements, and transportation agreements.

### Stadiums and Arenas

We have experience with all matters relating to stadium development and ownership (lease and use agreements, design and construction contracts, financing, entitlements, eminent domain); sponsorship and monetization (naming rights agreements, sponsorship agreements, intellectual property matters, merchandising); and operations (ticketing, suite agreements, special events contracts, concessions, alcohol and food licensing and regulations, parking, security, technology, environmental, waste disposal, emergency services, interaction with state and local government and law enforcement, and disputes and litigation).

### Player Contracts and Litigation

We advise clients on player contract drafting and review, employment policies and handbooks, litigation (including contract disputes), and wrongful death. Our litigation experience includes liability and risk assessment and prevention, eminent domain issues, and dispute and hearing matters before governing bodies.



## Intellectual Property and Marketing

We assist clients in protecting and leveraging their intellectual property assets. We develop global branding strategies and work with clients on re-branding and social media. We handle licensing and marketing matters such as broadcasting rights, sponsorships, merchandising, affinity credit cards, contests, promotions and sweepstakes, advertising, ticketing, trademarks and brand management, technology issues and contracts, e-commerce, and website issues and contracts (including development, content, and privacy).

## Government and Lobbying

We represent clients in state and local government relations and lobbying, drafting of state statutes, public and media relations on high-profile disputes, and interaction with Major League Baseball, the National Football League, the National Basketball Association, the National Hockey League, USOC, minor league sports governing bodies, and U.S. and international amateur athletic associations.

## Labor, Employment, Antitrust

We have represented an assortment of national sports organizations and figures, both professional and amateur, in labor, employment, and antitrust matters. Our clients have included the NFL and NFL team ownership in the recent 2011 antitrust litigation in connection with the 2011 lockout, as well as prior similar representation dating to the 1970s.

## Construction

Our construction lawyers have represented sports franchises, owners, contractors, engineers and architects concerning numerous professional sports facilities. We have negotiated the construction contracts or other construction matters for arenas for the Minnesota Twins (Target Field), Denver Nuggets (Pepsi Center Arena), Milwaukee Brewers (Miller Park), Memphis Grizzlies (FedEx Forum), Minnesota Wild (Xcel Energy Center), Arizona Diamondbacks (Bank One Ballpark), Minnesota Timberwolves (Target Center), Philadelphia 76ers/Flyers (the Core States Center), Boston Bruins/Celtics (FleetCenter), Washington Capitals/Wizards (MCI Center), and the Portland Trailblazers (Rose Garden).

## Representative Matters - Sports Facilities

Our sports industry lawyers have a unique perspective on sports facilities and related matters resulting from representation of our clients through all aspects of the life of a facility, from initial inception, governmental lobbying, financing, construction, operation, monetization (including naming rights, sponsorships, ticketing, suites, concessions and broadcast agreements), leasing, purchases and sales, and exit strategies. Certain highlights of our experience are as follows:

## Baseball

We are primary outside counsel to the Colorado Rockies. Our representation includes participation in most legal aspects of the operation of Coors Field in Denver, Colorado, including stadium construction and use matters and agreements; lease compliance matters; revenue stream exploitation (including ticketing, suites, naming rights, sponsorships, and concessions); environmental compliance, municipal condemnation, financing, parking, special event contracts and operations, real estate and leasing, and waste disposal issues.

As counsel for the Colorado Rockies, we partnered with the Arizona Diamondbacks and their counsel to negotiate and document all agreements concerning Salt River Fields at Talking Stick, which opened in 2011 as the newest, largest, and most advanced Major League Baseball spring training facility in Scottsdale, Arizona, and the first MLB facility located on Native American land. In connection with that representation, we participated in the creation of the lease and use agreement, development agreement, design contract, tribal legal/statutory frameworks for general stadium operation liability, and alcohol sale/use.

As part of our representation of Liberty Media Corporation's acquisition of the Atlanta Braves, we performed extensive due diligence reviews and analysis of all ballpark lease, use, and revenue agreements for Turner Field in Atlanta, Georgia, the Disney World spring training park in Orlando, Florida, and all minor league affiliate ballparks. In connection with this acquisition, we negotiated and documented the naming rights agreement for Turner Field.

We represented the Southeast Wisconsin Professional Baseball Park District, owners of the stadium for the Milwaukee Brewers, in litigation related to the facility's construction.

We represent and have represented numerous clients in connection with minor league professional baseball facilities, including representation of the Colorado Rockies in terminating the Casper Ghost's lease in Casper, Wyoming, and negotiating and documenting a new lease for the Grand Junction Rockies in Grand Junction, Colorado. We represent the Iowa Cubs and the Battle Creek Yankees in ongoing operations, including stadium matters. We have also represented many other minor league teams in connection with purchase and sale matters, and stadium financing, development and real estate matters for facilities in Columbia, South Carolina; Dayton, Ohio; Fort Wayne, Indiana; Gary, Indiana; Lansing, Michigan; Mobile, Alabama; and South Bend, Indiana.

## Football

We served as co-counsel with in Hodgson Russ representing the Erie County Stadium Corporation in connection with the 1998 renewal of the Buffalo Bills lease in Rich (now Ralph Wilson) Stadium, including securing National Football League consents and assurances.

We represent the Minnesota Vikings in connection with use of the Hubert Humphrey Metrodome, including representation for matters arising from the 2010 roof collapse during the 2010 NFL season and matters arising from the 2011 conclusion of their use agreement.

We represented the City of Indianapolis and the Capital Improvement Board of Marion County in connection with the development of Lucas Oil Stadium and its lease with the Indianapolis Colts. Our representation included negotiation and documentation of lease agreements, which include protections for the city that prevent lease termination except in extraordinary circumstances as well as financing in connection with the NFL's G-3 loan program.

## Hockey

We provided comprehensive legal services to the Minnesota Wild for revenue development for the Minnesota Wild and for the Xcel Energy Center, including financing arrangements and contracts for naming rights, events, arena use and management, concessions, suite licenses, and sponsorships.

We are primary outside counsel for USA Hockey, Inc., the national governing body for hockey in the United States. We have represented USA Hockey in the leasing of its National Team Development Program practice and competition facilities in Ann Arbor, Michigan. We have also represented USA Hockey in numerous professional facility lease and joint venture agreements for various World Championships and other exhibitions and tournaments, including an extensive relationship with the Buffalo Sabres for the successful 2011 International Ice Hockey Men's World Junior Championships in Buffalo, New York.

We represented the USHL Cedar Rapids RoughRiders in the purchase of the team and the lease of their new arena in Cedar Rapids, Iowa.

## Basketball

We provided comprehensive legal services for the development of Target Center, home of the Minnesota Timberwolves, including land assembly, tax increment financing, construction and permanent financing, design and construction contracts, and created the full array of pertinent contracts, including team and event use agreements, manager agreement, concessions contract, suite license agreements and sponsor agreements.

We represented the City of Indianapolis and the Capital Improvement Board of Marion County in connection with the development and construction of Conseco Fieldhouse and the lease with the Indiana Pacers. Our representation included negotiating and documenting all agreements as well as arrangements with private parties regarding joint use of parking facilities.



## Buffalo Sports

In addition to our work in the Buffalo, New York, area regarding our prior representation of Erie County Stadium Corporation and USA Hockey as noted above, FaegreBD Consulting, has assisted communities with the bidding, preparation, and hosting of major Olympic and international sport events for 25 years. For the predecessor of the Buffalo Sports Commission, we performed a sports facility analysis study that was used in the preparation of the bid for the 1993 World University Games. As part of our engagement, when the bid was accepted, we were selected to direct federal affairs for the organizing committee. In that role, we secured over \$18 million in federal funds and support for the event and resolved the myriad federal regulatory issues that confront hosts of international sports events.

PERSONNEL

## 2. Personnel

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On the Hodgson Russ side, the lead partner for matters described in your RFP will be Terrence M. Gilbride. Other Hodgson Russ team members will include Sujata Yalamanchili, A. Joseph Scott, and Peter C. Godfrey. Biographies for the team members follow. To see biographies for other Hodgson Russ attorneys and staff, please go to [www.hodgsonruss.com](http://www.hodgsonruss.com).

Faegre Baker Daniels's team will consist of partners Charles S. Ferrell, James D. Leonard, and William R. Bush. Biographies for team members follow. To see biographies for other Faegre Baker Daniels attorneys and staff, please go to [www.faegrebd.com](http://www.faegrebd.com).

Shawn Hunter, an international sports industry consultant, will also join the co-counsel team of Hodgson Russ and Faegre Baker Daniels for consultation on an as-needed basis. Mr. Hunter's biography follows.

## Hodgson Russ Biographies

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### Terrence M. Gilbride

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Partner

Real Estate & Finance Practice Group

Construction Law Practice Group

Higher Education Capital Project Practice Group

Buffalo Office

**Areas of Practice:** Real estate, public finance, higher education, commercial leasing, public/private partnerships

**Professional Experience:** Mr. Gilbride focuses his practice on large, multi-faceted commercial real estate development projects. He leads the firm's Higher Education Capital Project Practice Group and has significant experience in student housing development, construction and financing, hotel acquisition and financing transactions, public/private partnerships, nonprofit-sponsored real estate development projects, sports facility leasing and development, industrial development agency projects, commercial real estate financing transactions, and commercial leasing. Mr. Gilbride also devotes a substantial portion of his practice to construction law matters, regularly representing owners and developers in construction and architect contract negotiations.

**Presentations:** Speaker, "Advantages and Pitfalls of Private Development of University Projects: Pros and Cons," National Association of College and University Attorneys Conference, June 2011; panelist, "Law of Easements: Legal Issues and Practical Considerations," Lorman Education Services, June 2008; speaker, "Development of Student Housing on Community College Campuses," Valencia Community College Community College Forum, Orlando, Florida; speaker, "Student Housing Financing at Public Colleges and Universities," National Association of College Auxiliary Services, East Coast Conference, Spring 2006; speaker, "Top 10 Leasing Pitfalls for Corporate Counsel," Western New York Corporate Counsel Association, Spring 2005 and 2006; program chair and speaker, "New Perspectives in Commercial Leasing: Making the Deal in Today's Environment," New York State Bar Association, Fall 2002; featured speaker, "Recent New York Legislative Developments Affecting Real Estate," New York State Society of Certified Public Accountants Real Estate Committee; speaker, "Selected Topics on New York State Real Estate," Accountant's Continuing Education (ACE) Seminar, Summer 2002; program chair and speaker, "Issues in Representing Developers," New York State Bar Association, Fall 2001; panelist, "Selected Issues in Connection with Privatized Construction Projects on SUNY Campuses," SUNY Auxiliary Services Association Statewide Meeting,

December 1999; speaker, "Tax and Legal Implications of Cross-Border Real Estate Transactions," International Commercial Real Estate Conference, Commercial Investment Real Estate Institute, June 1999

**Articles:** Author, "P3 Development at Public Colleges and Universities: A Big Picture Perspective," National Association of College and University Attorneys Conference, June 2011; author, "2005-2006 Summary of New York Real Property Law," 57 *Syracuse L.Rev.* 1349 (2007); author, "2004-2005 Summary of New York Real Property Law," 56 *Syracuse L.Rev.* 989 (2006); author, "2003-2004 Summary of New York Real Property Law," 55 *Syracuse L.Rev.* 1293 (2005); "Significant Changes in New York Rules Governing Fiduciary Appointments," *New York Real Property Law Journal*, Volume 31 (2003)

**Professional Associations:** Member, National Association of College and University Attorneys; member, American Bar Association

**Community Activities:** Chair, board of trustees, Goodwill Industries of Western New York, Inc.; vice president, board of directors, University at Buffalo Law School Alumni Association; corporate counsel, Martin House Restoration Corporation; past trustee, University at Buffalo Foundation; past board chair, Meals on Wheels for Western New York, Inc.

**Honors/Awards:** Listed in *Best Lawyers in America* and *Upstate New York Super Lawyers* (Real Estate Law); listed in *Buffalo Business First's* Who's Who in Law; recipient of the *Business First* 40 Under Forty Award; head note and comment editor, *Buffalo Law Review*

**Admitted to Practice:** New York

**Education:**

B.A., magna cum laude, St. Bonaventure University

J.D., cum laude, University at Buffalo Law School, State University of New York

**Sujata Yalamanchili**

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Partner and Practice Area Leader  
Real Estate & Finance Practice Group  
International/Cross-Border Practice Group  
Education Law Practice Group  
Buffalo Office

**Areas of Practice:** Corporate real estate, commercial leasing, real estate development, and finance

**Professional Experience:** Ms. Yalamanchili is the leader of Hodgson Russ's Real Estate, Finance & Bankruptcy Practice Area. She draws upon her extensive experience in business and commercial real estate development, commercial leasing, and real estate investment and financing to provide business-focused legal advice to help her clients reach their goals. Her experience includes structuring acquisition and development projects for office, distribution, and manufacturing facilities of numerous companies in a variety of industries; advising retail sector developers and operators in development, acquisition, leasing, financing, and 1031 exchange matters; and handling real estate financing matters, including nontraditional sale leaseback and ground lease matters.

Recent highlights of Ms. Yalamanchili's work include:

- Acting as lead real estate counsel to a publicly traded financial institution, a nonprofit health care organization, and a UK-based retailer with more than 200 retail locations throughout North America
- Advising companies entering into contracts with airport authorities, including structuring joint venture arrangements to qualify for minority- and women-owned business status
- Assisting in the development of hospitality projects, including management contracts, leases, franchise agreements, and joint venture agreements
- Advising a wind energy developer on the real estate and finance aspects of a \$150 million, 112.5 megawatt wind energy project
- Before attending law school, Ms. Yalamanchili worked as a financial analyst for a Fortune 50 company, where her responsibilities included cost accounting, project analysis, budgeting, and forecasting.

At Hodgson Russ, Ms. Yalamanchili previously served as a member of the firm's board of directors and is a former chair of its Committee for Attorney Recruitment, Development, and Diversity.

**Community Activities:** Ms. Yalamanchili currently serves as a member of the boards of directors of Summit Educational Resources and the WNY Women's Foundation, a trustee of the Theodore Roosevelt Inaugural Site Foundation, and a member of the board of directors of the University at Buffalo School of Management Alumni Association, where she previously served as president. She is a past member of the Dean's Advisory Council of the University at Buffalo School of Management, a past chair of the Amherst Youth Board, and a founding member and past board of directors member of the Amherst Conservation, Recreation, and Parks Foundation. Ms. Yalamanchili has been named a 2012 co-chair of "What She's Made Of," an annual fundraising event benefitting the WNY Women's Foundation.

**Honors/Awards:** University at Buffalo School of Management Alumni Achievement Award for Service to the School (2010); *Business First* 40 Under Forty Award (2005); *Who's Who in American Colleges and Universities* (1988), Outstanding Undergraduate Award

**Bar Associations:** New York State Bar Association, Bar Association of Erie County

**Admitted to Practice:** New York

**Education:**

B.S., summa cum laude, University at Buffalo, State University of New York

M.B.A., University at Buffalo, State University of New York

J.D., Cornell Law School

**A. Joseph Scott, III**

518.433.2419

ascott@hodgsonruss.com



Partner

Municipal Law Practice Group

Real Estate & Finance Practice Group

Education Law Practice Group

Albany Office

**Areas of Practice:** Municipal and school district finance, municipal law, public authority finance, industrial development agency finance, tax-exempt leasing

**Professional Experience:** Mr. Scott has practiced exclusively in the area of industrial development agency finance, public authority finance, and municipal and school district finance since graduation from law school in 1983.

Mr. Scott has acted as issuer's counsel, bond counsel, and underwriter's counsel on a variety of industrial development agency and public authority projects. Examples of industrial development agency projects handled by Mr. Scott include commercial, solid waste, manufacturing, co-generation, nonprofit, and recreational projects. Examples of public authority projects handled by Mr. Scott include housing projects, electrical distribution, hydro-electric, parking, water and sewer systems, airport, and residential mortgage projects.

In addition, Mr. Scott is the managing partner of the firm's Albany office.

**Presentations/Articles:** Mr. Scott has prepared numerous articles for distribution to clients discussing the impacts on municipal and public finance of the various tax acts adopted over the past years. He has also prepared articles for publication in New York State school publications, publications sponsored by the New York State Economic Development Council, and publications sponsored by the municipal law section of the New York State Bar Association.

**Professional Associations:** Panelist, Annual Bond Attorneys Workshop, sponsored by the National Association of Bond Lawyers; member, National Association of Bond Lawyers; member, New York State Economic Development Council; co-chairman, Legislative Committee, New York State Bar Association Municipal Law Section

**Community Activities:** Member, board of directors, Parks & Trails New York

**Honors/Awards:** Listed, *Best Lawyers in America*

**Bar Associations:** New York State Bar Association (Municipal Law and Tax Sections)



**Admitted to Practice:** New York; Massachusetts; U.S. District Court, Northern District of New York

**Education:**

B.A., with honors, Hamilton College  
J.D., Boston University School of Law

**Peter C. Godfrey**

716.848.1246

pgodfrey@hodgsonruss.com



Partner

Employment Litigation Practice Group

Labor & Employment Practice Group

Worker Classification & Employment Tax Practice Group

Buffalo and New York Offices

**Areas of Practice:** Labor, employment litigation

**Professional Experience:** Mr. Godfrey concentrates his practice on labor and employment law, representing employers in matters such as labor relations, employment taxation and worker classification matters, executive compensation, WARN Act compliance, employment-related litigation including ERISA litigation, and employment-related contracts. He also has substantial experience in advising employers on labor and employment law issues that arise in mergers and acquisitions and reductions in force. Before joining Hodgson Russ, Mr. Godfrey served as a student law clerk to U.S. District Judge Shira A. Scheindlin. He is the town attorney for the Town of Grand Island, New York. He also serves as the firm's diversity partner and a member of the firm's board of directors.

**Bar Associations:** American Bar Association, New York State Bar Association, Bar Association of Erie County

**Admitted to Practice:** New York; United States District Courts, Western and Northern Districts of New York; United States Bankruptcy Court, Western District of New York. Mr. Godfrey also practices regularly before numerous administrative agencies including federal and state departments of labor, tax agencies, the National Labor Relations Board, the New York State Public Employment Relations Board, the Equal Employment Opportunity Commission and the New York State Division of Human Rights.

**Education:**

B.A., Villanova University

J.D., Brooklyn Law School

## Faegre Baker Daniels Biographies

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### Charles S. Ferrell

Partner, Minneapolis

612.766.7531

charles.ferrell@FaegreBD.com



Mr. Ferrell has been a member of the Faegre Baker Daniels real estate practice since 1977. His practice covers all facets of commercial real estate.

Mr. Ferrell has been the primary lawyer for the development and operation of millions of square feet of space of office, retail, hotel and industrial projects. Mr. Ferrell has led numerous high profile real estate projects, including office, hotel and mixed use projects. Mr. Ferrell has been involved in numerous sports and entertainment facility deals, including, some or all aspects of the development, construction, leasing and/or operation of the Target Center, the home of the Minnesota Timberwolves, The Hubert H. Humphrey Metrodome, the home of the NFL Minnesota Vikings and former home of the MLB Minnesota Twins, Salt River Fields at Talking Stick, the shared spring training home of the MLB Colorado Rockies and the MLB Arizona Diamondbacks, and Ralph Wilson Stadium, the home of the NFL Buffalo Bills.

### James D. Leonard

Partner, Denver

303.607.3644

jim.leonard@FaegreBD.com



Mr. Leonard provides extensive services for sports and entertainment clients in the areas of facilities, contracting, intellectual property, and mergers and acquisitions, including drafting, reviewing and negotiating team, corporate and event sponsorships; stadium use agreements; naming rights agreements; licensing, promotional, spokesperson, sweepstakes, affinity credit card, internet contracts and arrangements; and purchases and acquisitions of sports properties. Mr. Leonard has significant experience with professional baseball-related clients. Mr. Leonard provides comprehensive services for the Colorado Rockies Major League Baseball club, including drafting, reviewing and negotiating sponsorship, promotional, sweepstakes, ticketing, transportation, stadium use and player contracts and arrangements, as well as corporate and partnership transactions. Mr. Leonard was one of the lead attorneys for the development and construction of Salt River Fields at Talking Stick, the new spring training home of the Colorado Rockies and the Arizona Diamondbacks that is located on the Salt River Pima Maricopa Indian community reservation in Scottsdale, Arizona. Mr. Leonard also represented Liberty Media Corporation in connection with its acquisition of the Atlanta Braves from Time Warner Inc. Mr. Leonard also participates in

dispute resolution with leagues and governing bodies. Among these clients are USA Hockey, Inc. (the national governing body for ice hockey in the United States); Vail Valley Foundation (who organizes World Cup and international skiing and snowboarding events at Vail and Beaver Creek in Colorado), USA Taekwondo, Inc. (the national governing body for taekwondo in the United States), USA Basketball (the national governing body for basketball in the United States), Casper Ghosts, (minor league baseball), RockCorps, LLC (an international concert and event promoter), Vail Resorts, Inc., and Steamboat Ski and Resort Corporation.

**William R. Busch**

Partner, Minneapolis

612.766.8809

bill.busch@FaegreBD.com



Mr. Busch has practiced with the corporate and tax groups of Faegre Baker Daniels since 1975 and has been a partner since 1983. He practices primarily in the areas of mergers and acquisitions, private financings, corporate governance, executive compensation and general corporate and partnership counseling. He currently serves as general outside counsel and corporate secretary of several corporations. Mr. Busch led the formation, operation and subsequent sale of the NBA Minnesota Timberwolves and Target Center, including related financing, corporate structure and start-up matters. Mr. Busch also worked extensively on the formation and launch of the NHL Minnesota Wild and development of Xcel Energy Center (and related entities). During his long representation of the NFL Minnesota Vikings professional football franchise, he has worked with current and prior owners regarding ownership, transition and sponsorship and stadium matters.

## Shawn Hunter Biography

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Shawn Hunter is a sports industry veteran executive and consultant with a deep background in sports management, marketing, operations, and facilities. Mr. Hunter is currently the CEO and co-chairman of the USA Pro Cycling Challenge, America's newest premier professional cycling race. Previously, Mr. Hunter was president and CEO of the MLS Club Deportivo Chivas USA, member of the MLS's board of directors, chair of the MLS Business Development Committee, president of the NHL's Phoenix Coyotes, executive vice president of the NHL's Colorado Avalanche and NBA's Denver Nuggets, and assistant athletic director at the University of Minnesota. Mr. Hunter also served for five years in the dual role of chief marketing officer and president of AEG Sports, one of the world's largest and leading sports and entertainment owners and operators, overseeing worldwide eleven professional sports teams, numerous facilities and venues (including London's O2), and many of AEG's marquee sporting events. Mr. Hunter also holds a position on the board of directors for Total Sports Asia, a company that has represented leading sports federations and rights holders from around the world, including the US Open Tennis Championship, Badminton World Federation, Manchester United, and Real Madrid.



## REFERENCES

### 3. References — Hodgson Russ

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The New York State Bar Association's ethics rules require written consent from clients in order to name them as references in a proposal. The following individuals have agreed to serve as references for our firm and would be pleased to discuss our work for them. If you would like to speak with additional references about our work, please feel free to call us, and we will be happy to seek permission from additional clients to serve as references.

Matthew K. Enstice  
President and CEO  
Buffalo Niagara Medical Campus  
640 Ellicott Street  
Buffalo, New York 14203  
Phone: (716) 218-7159

Robert Ruggeri  
Managing Counsel  
State University of New York at Buffalo  
SUNY System, University Plaza  
353 Broadway  
Albany, New York 12246  
Phone: (518) 320-1400

Sean P. Sullivan  
Associate Vice President for Planning and Budget  
University at Buffalo  
552 Capen Hall  
Buffalo, New York 14260  
Phone: (716) 645-2287

## References—Faegre Baker Daniels

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Harold R. Roth  
Executive VP, Chief Financial Officer & General Counsel  
Colorado Rockies Baseball Club  
Coors Field  
2001 Blake Street  
Denver, CO 80205  
Phone: (303) 312-2350

Robert A. Stein  
President  
Teleplus Consulting, Inc.  
6889 Rowland Road, Suite 250  
Eden Prairie, MN 55344  
Phone: (952) 829-1043  
[Former President, Minnesota Timberwolves]

Kevin Warren  
Vice President of Legal Affairs & Chief Administrative Officer  
Minnesota Vikings Football, LLC  
9520 Viking Drive  
Eden Prairie, MN 55344  
Phone: (952) 828-6572



**CONFLICTS OF INTEREST**

## 4. Conflicts of Interest – Hodgson Russ

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The policy and practice of Hodgson Russ is to carefully check for conflicts of interest for every new client and for each new matter for existing clients. The process by which the firm identifies potential conflicts of interest entails performing conflict searches through (a) a computerized database inquiry system and (b) e-mail inquiries addressed to all Hodgson Russ attorneys and staff. Once identified, potential conflicts are scrutinized to determine whether an actual conflict exists. If it is determined that a conflict exists, individual attorneys who propose to undertake matters in which conflicts have been identified must resolve the conflicts with the approval of the firm's Office of General Counsel before undertaking work on the proposed engagement. Hodgson Russ has checked for conflicts in representing the County in this matter and has not found any. In this regard, it is important to note that Hodgson Russ does not represent Empire State Development Corporation, the Buffalo Bills, or any affiliate of either party.

Further, while no Hodgson Russ partner or other attorney is an employee of the County, Hodgson Russ firm chair Daniel C. Oliverio, currently serves as chair of the Erie County Fiscal Stability Authority. In accordance with the New York Public Officers Law as incorporated into the Authority's Code of Conduct, to avoid even any impression of impropriety, this will confirm that Mr. Oliverio has not participated in the solicitation of this engagement, and if Hodgson Russ is selected to serve as the County's special counsel for this project, Mr. Oliverio will not participate in the engagement in any capacity. Mr. Oliverio has agreed, moreover, to recuse himself from participation in deliberations and voting in any matter before the Fiscal Stability Authority directly related to the lease during the term of such engagement. Mr. Oliverio has also agreed that he will forfeit any remuneration that would otherwise inure to him as a partner in Hodgson Russ by virtue of this engagement if Hodgson Russ is selected as special counsel to the County.

## Conflicts of Interest – Faegre Baker Daniels

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Faegre Bakers Daniels follows a practice similar to Hodgson Russ in determining prospective conflicts. As regards this engagement, Faegre Bakers Daniels has also checked for conflicts in representing the County in this matter and has not found any conflicts, other than as noted on the transmittal letter to this RFP.

**FEE PROPOSAL**

## Fee Proposal

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**\* THE PROPOSER BELIEVES THAT THIS INFORMATION IS PROTECTED FROM DISCLOSURE UNDER THE STATE FREEDOM OF INFORMATION LAW.**

Hodgson Russ is pleased to offer the County a special blended rate of \$350 per hour for partners and \$235 for associates. This represents a substantial discount from our standard hourly rates. For example, in the case of Terrence Gilbride, this blended hourly rate represents a discount of approximately 15% off of Mr. Gilbride's standard hourly rate. These rates are not higher than those offered to other governmental or commercial consumers for similar special counsel engagements.

Faegre Baker Daniels is pleased to offer the County a 10% discount for this transaction on our standard billing rate. Hourly rates for the partners most likely to work on this special engagement, after taking such discount into effect, are:

William R. Busch	\$589
Charles S. Ferrell	\$481
James D. Leonard	\$445

Shawn Hunter is also pleased to offer the County a special discounted rate of \$400 per hour, which represents a 10% discount on his standard hourly rate.

## RFP Deviations

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Section III (B) (4) of the RFP requires the responding firm(s) to indemnify the County for liability resulting from "acts, negligence or malpractice" of its employees or persons affiliated with the firm(s). While Hodgson Russ and Faegre Baker Daniels are each willing to indemnify the County for acts of malpractice committed by its respective attorneys, both firms decline indemnification of the County for all other matters.

## 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.

Hodgson Russ LLP  
*Proposer Name*

By:   
Terrence M. Gilbride  
General Partner