

Proposal to the County of Erie to Provide Legal Services
in Connection with the Lease of the County's
Professional Football Stadium

February 10, 2012

Submitted by:

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February 10, 2012

BY HAND DELIVERY

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



Re: Request for Proposal (RFP) to provide Legal Services in connection with the lease of the County's Professional Football Stadium (RFP#1202VF)

Dear Mr. Siragusa:

Nixon Peabody LLP ("Nixon Peabody" or the "Firm") appreciates the opportunity to submit our proposal to the County of Erie (the "County") in response to the County's Request for Proposal (RFP) to provide Legal Services in connection with the lease of the County's Professional Football Stadium. In accordance with the instructions contained therein, enclosed please find one (1) original and four (4) copies of our Proposal.

Nixon Peabody is a Global 100 law firm—one of the largest in the world—with approximately 700 attorneys collaborating across major practice areas in cities across the U.S., including Buffalo, Rochester, Albany and New York City, and in European and Asian commercial centers. Nixon Peabody is widely recognized for a deep commitment to diversity, as a "Best Law Firm," as "A Best Place to Work," and for outstanding pro-bono service.

We believe Nixon Peabody is uniquely qualified and would be the best firm to serve the County as its counsel for the following reasons

- **Local and State Presence.** Nixon Peabody has five offices in New York State, Albany, Buffalo, New York City, Jericho and Rochester. Our Buffalo office is home for over 30 and staff who are active in the Buffalo community and the State of New York.
- **New York State and Municipal Law Experience.** Members of the Public Finance Group at Nixon Peabody regularly serve as bond counsel to municipal issuers of general obligation bonds and notes throughout the State of New York as well as to numerous

public authorities and industrial development agencies and this experience has provided us with unmatched experience in all areas of New York law relating to municipalities and the issues unique to them. We have extensive experience in municipal and public law issues, special legislation and all of the public and private finances and sources of revenues issues which impact on the goal of a viable project financing of complex sports or convention center facilities. Our public finance lawyers regularly call upon the talents and depth of our large full-service law firm, including attorneys experienced in litigation, corporate, securities, bankruptcy, antitrust and real estate law and familiar with federal and state tax, regulatory and environmental law with the result that these all of these attorneys have experience in the areas of New York law specific to counties and municipal governments. We have extensive experience in municipal and public law issues, special legislation and all of the public and private finances and sources of revenues issues which impact on the goal of a viable project financing of complex sports or convention center facilities

- **Sports Facilities Experience.** Nixon Peabody is recognized as one of the preeminent firms focused on the negotiation and drafting of virtually every type of contract and agreement related to the use and financing of sports stadium and arenas. Members of Nixon Peabody have represented parties in a variety of matters for over 25 professional facilities including 10 NFL stadiums as well as the initial development, financing and leasing of the Crossroads Arena, currently known as the First Niagara Center. In addition to negotiation and drafting of the leases, we have significant knowledge and experience with the drafting and negotiation of non-relocation covenants and agreements and attorneys have negotiated these provisions with representatives of major league teams and the leagues themselves for numerous facilities for the New England Patriots, New York Giants, New York Jets, New York Yankees, New York Mets and the Brooklyn Nets. These agreements are a significant concern for any governmental entity or lending institution providing funds for the construction of a professional sports facility and are the key to keeping the sports teams in the facility throughout the term of the lease.
- **Real Estate and Construction Law Experience.** We represent clients in all aspects of the acquisition and disposition of their real estate assets and negotiate for and counsel our clients in all construction matters and regulatory issues. Nixon's real estate and construction groups are critical to the successful representation of our sports related clients. The Firm has provided counsel and advice with respect to construction contracts for arenas; the interface of arena construction contracts and contracts for the leasing of space by the concessionaire or others and the attendant prevention of delay and lost productivity claims; has been involved in parking and guest access issues; has knowledge with respect to the market for lease rights, concession splits, promotion rights, advertising rights, media income and naming rights; has been involved in structuring of ticket surcharges and hotel taxes for debt repayment; has knowledge of league arena and stadium requirements including the future capital impact thereof; and has knowledge of arena maintenance and reserve

Michael A. Siragusa, Esq.
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requirements and experience with respect to risk identification and allocation - as an example, force majeure and insurance.

Our location, experience and knowledge of municipal law and the issues involved in the development, financing, construction and operation of sports facilities when combined with the support of a full service law firm, would provide the County with the legal services it needs to understand and successfully negotiate the complex contractual matters involved in the leasing of the County's Professional Football Stadium.

We would welcome the opportunity to work with the County in these negotiations and encourage you to contact us should you wish to discuss any matters that are not addressed in this submission or obtain clarification on any particular point.

Very truly yours,



Martha M. Anderson

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- Appendix A: Relevant Professional Sports Stadiums Experience
- Appendix B: Relevant Leasing Experience
- Appendix C: Attorney Biographies
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PROPOSAL STATEMENT

Nixon Peabody LLP ("Nixon Peabody" or the "Firm") respectfully submits our Proposal in response to the Request for Proposal issued by the County of Erie (the "County") on January 23, 2012 to provide legal services in connection with the lease of the County's Professional Football Stadium.

Introduction. Nixon Peabody is recognized as a Global 100 law firm with approximately 700 attorneys collaborating across major practice areas in cities across the U.S., including Buffalo, Rochester, Albany and New York City, and in European and Asian commercial centers. What sets Nixon Peabody apart from other law firms is the Firm's exceptional relationships—both among our attorneys and with our clients.

Nixon Peabody attorneys work effectively across offices and practice areas. Our attorneys are widely respected for the depth of their industry knowledge and for being responsive, efficient, and easy to work with. Nixon Peabody's experience and insight help clients anticipate and capitalize on opportunities, and prepare for and manage risks, as well as forecast and overcome obstacles. Nixon Peabody is widely recognized for a deep commitment to diversity, as a "Best Law Firm," as "A Best Place to Work," and for outstanding pro-bono service.

New York State Presence. With offices in five cities in New York State (Buffalo, Rochester, Albany, New York City, and Jericho), and more than 250 attorneys and 400 additional staff members employed within the state, Nixon Peabody is an active participant in the New York State legal community. As a full-service law firm, Nixon Peabody can provide the County with the breadth of experience offered by a national law firm, blended with an understanding of the regional landscape of Western New York. Nixon Peabody is a nationally recognized bond counsel firm and our firm has represented state and local governments in transactions or legal matters involving virtually every substantive area of law. Our clients have included the County of Nassau, Suffolk County Water Authority, Dormitory Authority of the State of New York, Empire State Development Corporation, New York State Thruway Authority, New York State Environmental Facilities Corporation, New York State Housing Finance Agency, Oneida County IDA, Ontario County IDA, Wayne County IDA, Tioga County IDA, City of Plattsburgh, County of Seneca, and numerous other towns, villages, school districts, public authorities, industrial development authorities and local development authorities throughout the state.

Commitment to the Buffalo Community. Nixon Peabody has enjoyed being an active participant in the Buffalo community since our local office opened in 1989. Our Buffalo office includes more than 30 attorneys and staff. Attorneys in our Buffalo office have been involved in a variety of pro bono matters, including leadership positions in Neighborhood Legal Services, Inc. and Volunteer Lawyers Project, Inc., as well as advocacy for health care and mental health patients, prisoners, and homeless people. They are also ardent supporters of the Firm's diversity initiative. Buffalo Office Managing Partner Susan Roney was the recipient of last year's President's Award from the Minority Bar Association of Western New York (MBAWNY), and one of our Buffalo litigators serves as the current president of the MBAWNY.

A.1. Experience. Please describe the firm's history and experience with providing legal services related to leases of professional or amateur sports facilities, real estate transactions and complex contractual matters, New York statutes and case law governing the County; powers, obligations, duties and operations; negotiating and drafting contracts,

including, without limitation, vendor, sports and entertainment, construction contracts, etc., public bidding and procurement requirements.

Significant Experience with Professional Sports Facilities. Nixon Peabody has a preeminent practice focused on the construction, development, financing, and operation of sports facilities. We have advised municipalities and state authorities, club owners, professional sports leagues, investors, and lenders in connection with all aspects of transactions in the areas of government sponsored financings, including negotiating and drafting leases and non-relocation agreements, project finance, leveraged finance, securitizations, and securities offerings. Our broad range of experience and integrated approach to transactions provides clients with the value-added solutions they need to successfully lease and finance their sports-related assets and retain their team tenants.

In particular, our Sports and Entertainment team has earned a reputation as a market leader in the area of stadium development, including leasing, non-relocation, and financing. In this area, we have advised on transactions that have utilized a broad range of financing structures, including straightforward government owned, sponsored, and financed projects; public/private partnerships; private joint ventures; and 100% privately owned and project-financed facilities.

Clients who work with Nixon Peabody routinely rate our Sports and Entertainment team highly for our deep experience, responsiveness, and commitment to their goals. According to *Chambers USA*, which uses client feedback among its criteria, "The lawyers at Nixon Peabody's sports and entertainment team impress clients with their ability to remain on the ball. . . . The team's advice not only encompasses the black-and-white legal issues, but also 'recognizes the consequences and implications for broader business imperatives.'"

Our attorneys have extensive experience interacting with the various major sports leagues, and have negotiated and drafted virtually every type of contract and agreement related to the use and financing of sports facilities. Representative transactions include:

- National Football League (refinancing of its G-3 Program which provides funds to member clubs for new stadium construction and major reconstruction projects)
- New York Giants and New York Jets for the MetLife Stadium (two separate joint venture non-recourse project financings for each team - *Project Finance* magazine's North American 2007 Leisure Deal of the Year)
- Dallas Cowboys (a joint venture concession company between the New York Yankees and the Dallas Cowboys in connection with the financing of concession facilities at Yankee Stadium and Texas Stadium)
- New England Patriots (original stadium construction and subsequent refinancing)
- Lucas Oil Stadium (home of Super Bowl XLVI and the Indianapolis Colts)
- New York Yankees (bond counsel to New York City IDA for financing of new ballpark using PILOT bond structure) (*The Bond Buyer's* 2006 Deal of the Year)
- New York Mets (bond counsel to New York City IDA for financing of new ballpark using PILOT bond structure)
- Minnesota Twins (financing of team's contribution of funds to Minnesota Ballpark Authority to build Target Field)

- Orlando Magic (bank financing of the team's contribution of funds to finance the construction of a new arena)
- New Jersey Nets (Brooklyn Nets) (counsel to underwriters for financing of new arena using PILOT bond structure)

We also advised the County of Erie in connection with the development, financing and leasing of the Crossroads Arena, now known as the First Niagara Center. Locally, we also represented the Buffalo Sabres in their bankruptcy. More recently, in 2011, we advised Nassau County, New York, in its negotiations with the New York Islanders NHL franchise for a proposed replacement of the Nassau Coliseum. Our real estate attorneys represented the County in the drafting of a complex ground lease under an arduous time constraint due to the timing of a voter referendum. Unfortunately, the referendum that was proposed by the County Executive was not successful but we are continuing to represent the County and the Nassau County Industrial Development Agency to develop an economic solution that is not a burden to the taxpayers. We are also currently representing the City of Los Angeles as bond counsel in connection with the financing of convention center facilities to replace facilities that are proposed to be demolished to accommodate a new NFL football stadium and in connection with other aspects of the stadium project.

Importantly, we also have significant experience structuring Non-Relocation Agreements for maximum enforceability under applicable law and in working with the leagues in connection with their related consent documentation. We are familiar with the state of the law on the enforceability of Non-Relocation Agreements and the relevant drafting considerations. Also, the proposed lease transaction will require the involvement of the National Football League. We have worked with the NFL on multiple occasions, including on all of the football transactions listed above, and are well-known to their counsel.

Please refer to **Appendix A** attached hereto for a list of Nixon Peabody's extensive experience with professional sports stadium financings throughout the country.

The Firm has developed a great deal of experience through our participation in the transactions listed in Appendix A including: experience in negotiating, drafting, and/or reviewing leases between professional sports teams and building owners; other tenant/user agreements; license agreements, including luxury suite and premium seat license agreements; concession agreements; concession lender financing agreements; management agreements; advertising and sponsorship agreements, including naming rights agreements; and booking agreements, among others. The Firm has provided counsel and advice with respect to construction contracts for arenas; the interface of arena construction contracts and contracts for the leasing of space by the concessionaire or others and the attendant prevention of delay and lost productivity claims; has been involved in parking and guest access issues; has knowledge with respect to the market for lease rights, concession splits, promotion rights, advertising rights, media income, and naming rights; has been involved in the structuring of ticket surcharges and hotel taxes for debt repayment; has knowledge of league arena and stadium requirements including the future capital impact thereof; and has knowledge of arena maintenance and reserve requirements and experience with respect to risk identification and allocation—as an example, force majeure and insurance. The Firm has extensive experience with siting and environmental impact and environmental impact processes and determinations (not only for sports facilities but many complex major projects). The Firm also has extensive experience with the negotiation of non-relocation agreements.

Negotiating license, concession, and other operating agreements. Our team has extensive experience in reviewing, drafting, and negotiating license, concession, and other operating agreements for a variety

of owners of stadiums and sports facilities. Representative experience includes our work for the government of Puerto Rico in connection with its 22,000-seat arena in San Juan; for Covanta Energy, as equity investor/operator, in connection with the Honda Center, home of the NHL's Anaheim Ducks, in Anaheim, California; and Scotiabank Place, home of the NHL's Ottawa Senators, in Ottawa, Ontario, Canada.

Stadium and arena naming rights. Our attorneys have extensive experience reviewing, negotiating, and drafting naming rights and other corporate sponsorship agreements. Representative experience includes our representation of PSINet in connection with its naming of the home stadium of the National Football League's Baltimore Ravens and our representation of the University of Central Florida in connection with the negotiation of the naming rights for its Bright House Networks Stadium.

Real Estate Practice. Nixon Peabody's Real Estate group blends in-depth experience and diverse specialties into an approach designed to fit the needs of our municipal clients. We handle a wide range of transactions, including large complex matters that require advanced legal and business skills. Our integrated practice group includes more than 70 attorneys with real estate experience in numerous regional and local markets. We are also able to draw on the knowledge and experience of colleagues throughout the Firm, including practice groups that focus on environmental, infrastructure, sustainability and green technology, tax, construction, and bankruptcy.

We represent clients involved in every type of real estate project. We have handled developments of sports facilities, condominium projects, mixed-use facilities, convention centers, parking garages, warehouses, office buildings and parks, research facilities, retail stores, malls, rental apartments, cooperatives, entertainment facilities, and theme parks. Our work includes financing, leasing and zoning, land use, and permitting activities. We also draft, review, and negotiate architectural, construction, design-build, and project management contracts and subcontracts. Noteworthy recent transactions include financings for Yankee Stadium, Citi Field, the Barclays Center, and MetLife Stadium (the Meadowlands, both Giants and Jets). Our services include counseling on the insurance and bonding aspects of construction projects. Our real estate attorneys work closely with other professionals and consultants on project development teams.

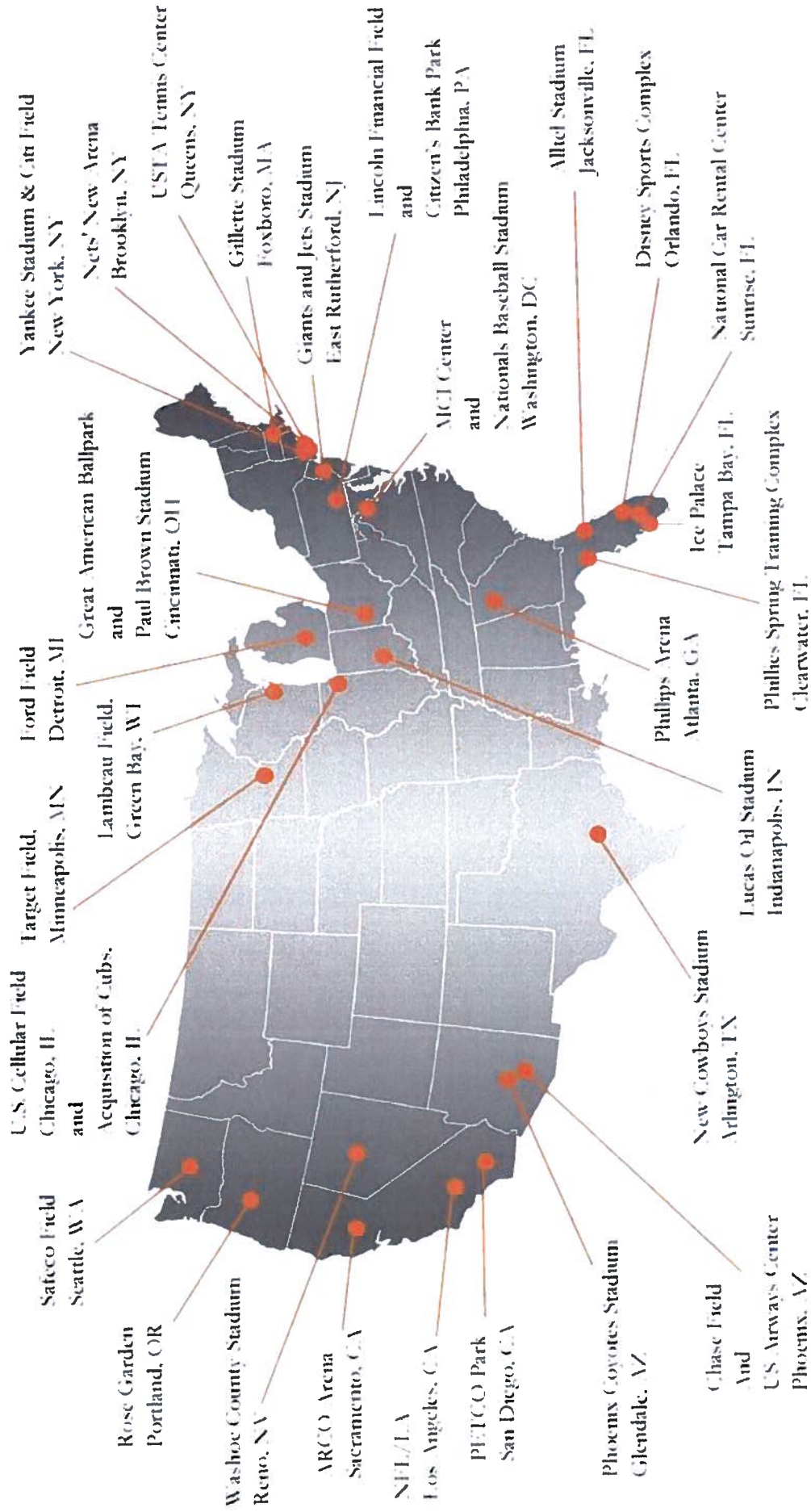
Transactional and Leasing Experience. We represent our clients in all aspects of the acquisition, leasing, and disposition of all types of real estate. We draft, review, and negotiate purchase and sale agreements, conduct due diligence, prepare transfer documents, and handle the proceedings required for closing. Working in collaboration with our tax attorneys, we also structure, negotiate, and document tax-deferred (Section 1031) property exchanges.

Our leasing experience includes gross leases, net leases, space leases, whole property leases, sale-leasebacks, retail percentage rent leases, ground leases, master leases, and build-to-suit leases. We perform due diligence and counsel clients in environmental, zoning, and permitting matters that arise in leasing transactions. We advise and assist lenders with lease reviews for real estate financing transactions, and handle lease subordination, nondisturbance, and attornment agreements required by lenders in such financing transactions. Our attorneys address questions, problems, and disputes concerning such issues as rent escalations; common area maintenance charges; and the presence of asbestos, lead paint, mold, and other environmental hazards. We are also experienced in many special leasing situations, such as those involving sports facilities, health care, biotechnology, airport, seaport, energy, rooftop solar, and telecommunications facilities, as well as federal, state, and local government leases. In telecommunications, we have handled numerous leasing transactions for hub sites, data centers, cellular towers, and rooftop antenna facilities.

Land Use. We advise clients regarding the legal requirements for using and developing real estate projects and properties. We obtain zoning, land use, and environmental approvals, permits, variances, amendments, map changes, and rezonings. We regularly appear before zoning, planning, and conservation boards and commissions. For environmental matters, our real estate attorneys work in collaboration with our environmental attorneys. We also provide counsel regarding handicapped access, brownfield issues, historic preservation, and similar issues.

Please refer to **Appendix B** attached hereto for an extensive list of Nixon Peabody's relevant leasing experience.

The map included below highlights our involvement in stadium transactions across the country.



Construction. Our construction practice combines our experience in reviewing, drafting, and negotiating documents and counseling clients in all aspects of construction matters and regulatory issues with our experience handling sophisticated construction lawsuits and arbitrations. In addition to traditional litigation, we have represented our clients with contract drafting and negotiation, claims analysis, project structuring, contract and public bidding, and delay claims. Our lawyers have represented developers, private owners, public owners, general contractors, subcontractors, architects, engineers, and sureties in many jurisdictions throughout the United States and overseas. Our lawyers are familiar with the general terms and provisions of contracts for the construction or renovation of sports facilities and, in particular, the provisions relating to insurance, completion, and timing of completion and league requirements and completion guarantees that are in many ways unique to these types of facilities.

Members of our team have significant experience handling real estate and construction-based claims involving:

- Contract and lease enforcement
- Specific performance
- Boundary disputes
- Adverse possession
- Zoning matters
- Easements
- Title claims
- Lis pendens and other clouds on title
- Mechanics' liens
- Claim-priority disputes
- Development rights
- Bid protests
- Estate-related issues
- Leasing disputes
- Construction supply disputes
- Real estate purchase agreement disputes
- Real estate lending disputes
- Construction disputes

Procurement. The Firm makes a special effort in representing our clients to establish a cooperative atmosphere among all project participants. We recognize that agreements are reached and facilities built ultimately on a consensus between the public and private sectors. Our experience over the years has shown that persistence is an absolute pre-requisite for success. It is our view that municipal employees and outside counsel to municipalities play a key role in the progress of any sports project, and we continually seek to assist in such progress.

The Firm has a thorough familiarity with a wide range of vendor negotiating styles, issues, sensitivities, bidding patterns, contract forms, parent company support approaches, market trends, and industry personnel. We believe that we are unique in our ability to successfully negotiate and close negotiations with vendors and their counsel, primarily because we understand their business and their needs and can accurately reflect and anticipate the solution to many of the difficult issues that arise in contract negotiations and project financing, while at the same time properly representing and advocating the views and needs of our municipal client.

A.2. Personnel. Please identify the individuals who would be assigned to provide legal services, including information about their relevant experience and abilities.

Martha Anderson, a partner in the Firm's Global Finance group resident in the Buffalo office, has extensive experience in professional sports matters. This experience includes work on the Yankees, Mets, Patriots, Giants, Jets, Twins, and Nets transactions referenced above, a team

bankruptcy and asset sale and bank representation in connection with professional sports team loans. In addition, Ms. Anderson has extensive experience representing both lenders and corporate borrowers in financings, including single bank and syndicated secured and unsecured credit facilities, working capital and asset-based financings, subordinated debt facilities, acquisition financings, and debt restructurings. She also has over twenty years of experience, both domestically and internationally, representing buyers, sellers, lenders, and investors in complex leveraged acquisitions, financings, and dispositions.

Elizabeth Mihalyak Columbo, a partner in the Firm's Public Finance group, and also a member of the Firm's Sports & Entertainment practice, focuses on the development and financing of stadiums and arenas, including a number of NFL, NBA, and MLB teams, specifically the New England Patriots, the New York Giants, the New York Jets, the Green Bay Packers, the New Jersey Nets, the Minnesota Twins, and the New York Yankees. Ms. Columbo also represents governments and public authorities, issuers, and financial institutions, serving as bond counsel, underwriter's counsel, or bank counsel for a variety of tax-exempt and taxable financings. Ms. Columbo's experience includes tax-exempt commercial paper programs; variable, auction rate, and option bonds; multiple forms of revenue bond financings, including many supported by various types of credit facilities; debt restructurings; pooled loan transactions; and derivative products, such as interest rate swaps.

Christopher Melvin, Managing Director of the Firm's Public Finance group, provides advice on sports and stadium finance, sports teams, and sports industry transactions; municipally owned utility finance and project development; and public, project, and infrastructure finance. Mr. Melvin is a recognized leader in the field of sports finance and has served as an advisor to a number of municipalities and professional sports franchises and to a variety of clients in the construction of sports and recreational facilities including negotiating with the Jets and the Giants on behalf of the Governor of the State of New Jersey; negotiating with the New York Islanders on behalf of the Nassau County Executive; negotiating with MLB for the relocation of the Montreal Expos on behalf of the Mayor of the District of Columbia; negotiating with the Indianapolis Colts on behalf of the Mayor of Indianapolis; negotiating with the Dallas Cowboys on behalf of the City Manager for the City of Arlington, Texas; the Hamilton County stadiums for the Bengals and the Reds; the Arizona Cardinals; the New York Yankees; the Detroit Lions; the Portland Trailblazers; the U.S. Air Center (Phoenix Suns); Chase Field (Arizona Diamondbacks); Seattle Seahawks; Atlanta Hawks; Florida Marlins; and many others.

Scott Singer, a partner in the Firm's Project Finance group, has been actively involved with domestic and international projects in a variety of industries including, stadiums and entertainment, energy, solid waste management, and water and wastewater. Mr. Singer has represented numerous developers, investment banks, and municipalities in connection with the development and financing of these projects. In recent years, he has been involved in the development and financing of new baseball stadiums for the New York Yankees and New York Mets; a gas-fired energy project in New York; the expansion of a municipal waste-to-energy project in Florida; a seawater desalination facility in Florida; biomass energy facilities in Connecticut, Georgia, and New Hampshire; sludge pelletization projects in Maryland; and wastewater projects in Indiana and Washington. Mr. Singer has been recognized as a "Super Lawyer" by the publishers of the *New York Super Lawyers Magazine*.

Arthur Rosner, a partner in the Firm's Real Estate group and the New York City office's Managing Partner, concentrates his practice on all phases of real estate, including representation of real estate development companies and individuals engaged in real estate development as well as banks and other financial institutions involved in all aspects of real estate finance, including lending and equity transactions. Mr. Rosner's practice also includes selection of the proper vehicle for real

estate investments, including joint ventures; partnerships; limited liability companies; corporations and trusts; acquisition and sale of commercial, hotel and residential properties; commercial leasing of all types of property; defeasance and asset exchange transactions; and real estate litigation. He also advises in financing and lending relative to all aspects of real estate projects; sale and purchase of commercial mortgage loans and loan portfolios; restructuring of real estate loans, including for special servicers; and mortgage loan enforcement and foreclosures.

Jeffrey Wright, a partner in the Firm's Real Estate group, is engaged primarily in general real estate work, particularly in matters relating to sports facilities, multi-family residential and student housing, as well as commercial real estate development and financing. Mr. Wright has been actively involved in drafting, reviewing, and negotiating ground leases, operating leases, use agreements, mortgages and other real estate and financing documents for the bond issuer, underwriter, or purchaser in financings or acquisitions of Yankee Stadium (New York Yankees), Citifield (New York Mets), New Meadowlands Stadium (New York Giants and New York Jets), Barclays Arena (New Jersey Nets), Target Field (Minnesota Twins), and Wrigley Field (Chicago Cubs). He frequently represents both institutional lenders and developers in construction and permanent financing of a wide variety of sports, residential, commercial, manufacturing, industrial, retail, and office projects, with both conventional financing and tax-exempt bonds. Mr. Wright has also negotiated workouts and loan restructurings as counsel to both institutional lenders and developers and has participated in mortgage consolidations and leveraged buyouts of corporate and partnership assets and in representing developers in connection with the syndication of residential and commercial real estate.

Bruce Baker, a partner in the Firm's Real Estate Litigation and Construction group, represents clients in all aspects of construction law, including contract negotiation, pre-litigation and claims consulting and litigation and arbitration. Mr. Baker is heavily involved in the Firm's construction contract negotiating, drafting, and counseling practice and has, over the past two decades, drafted numerous agreements on behalf of owners with architects, consultants, construction managers, design/builders, and general contractors. He has extensive experience in drafting and negotiation of design/build, EPC, and other hybrid agreements and counseling on construction contracting alternatives. Over the past several years, Mr. Baker has been involved in the construction aspects of the financing of new major league stadiums and arenas in the New York City region for the New York Yankees, New York Mets, New York Giants and New York Jets, and the New Jersey Nets. His involvement included review and analysis of the design, construction management, and design/build agreements for these projects; the insurance and bonding structures; and various aspects of the New York public bidding laws as they applied to certain of these projects.

William Weir, a partner in the Firm's Public Finance group, is experienced in tax-exempt bond financings, commercial real estate, secured lending, general corporate, and tax practice. Mr. Weir's principal areas of practice include bond counsel work in connection with industrial development revenue bonds, civic facility revenue bonds, college and university bonds, solid waste resource recovery bonds, hospital and health care bonds, other exempt facility bonds, multi-family housing bonds, continuing care retirement community bonds, assistive living facility bonds, and general obligation bonds. He has experience in finance transactions with various New York public authorities and has acted as bond counsel to the Dormitory Authority of the State of New York on numerous financings. Mr. Weir has acted as underwriter's counsel for many of the Firm's investment banking clients in such transactions. He has also represented many of the Firm's banking clients on real estate, commercial lending, and leasing transactions. Mr. Weir has worked closely with nonprofit and education corporations on tax, corporate, and financing matters.

Thomas Diorio, a counsel in the Firm's Real Estate group, focuses on representing clients in the financing, acquisition, sale, leasing, and development of a full range of real estate assets including negotiating and drafting a long-term ground lease for a professional sports arena on behalf of a county lessor, biomass energy plants, landfill gas to energy plants, ports, apartment complexes, office parks, retail facilities, hotels, warehouses, restaurants, mixed use developments, and residential subdivisions. Mr. Diorio also has extensive experience with workouts of troubled loans and development projects for lenders, owners, developers, and the Resolution Trust Corporation.

A.3. References. Identify three (3) clients that the County may contact as references. For each reference, include the name, title, address and phone number of the appropriate business contact.

Robert LaPalme
Assistant General Counsel
New York City Economic Development
Corporation
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(212) 312-3546
robertl@nyedc.com

The Firm worked with Robert on the Yankees and Mets transactions

Edward P. Mangano
County Executive Nassau County
1550 Franklin Avenue
Mineola, NY 11501
(516)571-3140
ed@edmangano.com

The Firm worked with Ed on the Islanders transaction

Joseph J. Kearney
Executive Director
Nassau County Local Economic Assistance and
Financing Corporation
40 Main Street
Hempstead, New York 11550
(516) 572-1966
jkearney@nassauida.org

The Firm worked with Joe on the Islanders transaction

A.4. Please identify any actual or potential conflicts of interest which may present themselves in the event that your firm is selected to provide legal representation services to the County. Further, please advise how such conflicts would be resolved.

It is our Firm's standard practice that, before instituting any new matter, we perform a conflict review to ensure that no conflicts exist within the meaning of the rules of professional conduct. Before submitting this proposal, we conducted a conflict review to ensure that we have no existing conflicts that could interfere with or prevent us from providing effective representation to the County. On the basis of this review, we are unaware of any conflicts of interest that would prevent us from providing services to the County. If we were to identify any potential conflicts, we would immediately bring them to the County's attention in writing, with a specific request for a waiver. The issue would be resolved to your satisfaction. This proposal shall remain in effect for 270 days.

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There are no officers, directors or agents of the Firm who are also employees of the County. Furthermore, there are no County employees who own, directly or indirectly, an interest of ten percent or more in the Firm or any of its subsidiaries or affiliates.

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Pricing Structure

Hourly rates. Though we are quite open to and interested in discussing alternative fee arrangements as described below, we propose generally to bill our services at our hourly rates as set forth in the following chart.

<u>Attorney</u>	<u>Title</u>	<u>Hourly rate</u>
Martha Anderson	Partner	\$250
Elizabeth Mihalyak Columbo	Partner	\$250
Christopher Melvin	Managing Director	\$250
Scott Singer	Partner	\$250
Arthur Rosner	Partner	\$250
Jeffrey Wright	Partner	\$250
Bruce Baker	Partner	\$250
Thomas Diorio	Counsel	\$200
Associates	Associate	\$140

Alternative fee arrangements. We are highly motivated and interested in serving as the County's special counsel for this matter and are open to alternative fee arrangements. We pride ourselves on our ability to create flexible service models that increase the predictability of costs and lower our clients' overall legal spend. To that point, some models that have been successful for both our clients and the Firm have been blended rates and fixed fees for the project or specific portions thereof. Our goal is to provide superior legal counsel in the most cost-effective and predictable manner possible. We would be happy to discuss this proposal with the County, and to revise or refine it if the County does not believe that it meets its needs.

Out-of-pocket expenses. We also propose to be reimbursed for our out-of-pocket expenses incurred in connection with services rendered and agree to comply with the reimbursement guidelines and procedures outlined in the County's Outside Counsel Guidelines. Our out-of-pocket expenses generally should not exceed 5% of our fees. Typical examples of out-of-pocket disbursements are photocopying and express delivery charges, it being understood that this is not an exclusive list and we would expect to be reimbursed for any out-of-pocket disbursement made on your behalf or incurred by us in connection with your representation. We closely monitor such expense items to be certain that these charges are only incurred when needed. It is important to note that we will not charge for travel costs, unless you agree in advance to reimburse for travel costs of an extraordinary nature. In addition, we do not charge for secretarial or word processing services. The Firm's charges for out-of-pocket disbursements and expenses represent either a direct pass-through of a cost from another party or an approximation of our own internal costs, which include no add-ons.

Appendix A

Relevant Professional Sports Stadiums Experience

- Representation of the City of Los Angeles as bond counsel in connection with the financing of convention center facilities to replace facilities that are proposed to be demolished to accommodate a new football stadium and in connection with other aspects of the stadium project.
- Representation of Nassau County, New York, in its 2011 negotiations with the New York Islanders NHL franchise for a proposed replacement of the Nassau Coliseum. As part of our representation, the Firm led the negotiations and drafting of the proposed development lease of the facility to an affiliate of the Islanders.
- Representation of the City of San Diego as bond counsel in the refinancing of the PETCO Park baseball stadium for the San Diego Padres.
- Representation of the New Jersey Sports & Exposition Authority and the New Jersey Governor's Office in negotiations with the New York Giants and the New York Jets in structuring the agreements that led to the financing of the New Meadowlands Stadium.
- Representation of the Ricketts family in connection their financing of the acquisition of a controlling interest in Major League Baseball's Chicago Cubs, Wrigley Field, and a minority stake in the regional sports network, Comcast SportsNet.
- Representation of the lenders in connection with the bank financing of the team's contribution of funds to finance the construction of a new arena for the National Basketball Association's Orlando Magic.
- Representation of the underwriter in connection with the financing of a new arena for the National Basketball Association's New Jersey Nets, which is under construction in Brooklyn, New York. We also provided advice with respect to maximizing the use of tax-exempt bond financing for the arena.
- Representation of the initial purchaser in connection with the Rule 144A financing of the team's contribution of funds to finance the construction of Target Field, a 42,000-seat ballpark for Major League Baseball's Minnesota Twins.
- Representation of the underwriter in the non-recourse project financing of a new 68,000-seat open-air stadium for the National Football League's New England Patriots (Gillette Stadium). The Firm handled the negotiation, structuring, documentation, and closing of a Rule 144A offering of senior auction rate securities, swap arrangements providing both interest rate protection and a tranche of subordinated financing, and substantial junior financing provided by the National Football League.
- Representation of the lenders to a joint venture concession company between the New York Yankees and the Dallas Cowboys in connection with the financing of concession facilities at Yankee Stadium and Texas Stadium.

- Representation of both lead investment banks in connection with the two separate joint venture non-recourse project financings under Rule 144A by each of the National Football League's New York Giants and New York Jets for the new 82,000-seat open-air stadium that is the home stadium for both teams. This was the first time two NFL franchises jointly privately financed a stadium and was the largest sports financing transaction closed to date. We note that this financing received *Project Finance* magazine's award for "North American Leisure Deal of the Year 2007."
- Representation of the New York City Industrial Development Agency in connection with additional financings for the development and construction of new baseball stadiums for Major League Baseball's New York Yankees and New York Mets.
- Representation of Gannett Co., Inc. in connection with its acquisition of HighSchoolSports.net.
- Representation of the investors in connection with the financing by the National Football League of its G-3 Program, which provides funds to member clubs for new stadium construction and major reconstruction projects.
- Representation of the Green Bay-Brown County Professional Football Stadium District as co-bond counsel in connection with the financing of the redevelopment of Lambeau Field, home of the National Football League's Green Bay Packers.
- Representation of Gannett Co., Inc. in connection with its acquisition of X.com.
- Representation of the County of San Diego in connection with the potential development, construction, and financing of a new football stadium for the National Football League's San Diego Chargers.
- Representation of the County of Nassau, New York, in connection with the potential development, construction, and financing of a new arena for the National Hockey League's New York Islanders.
- Representation of the District of Columbia in negotiations with Major League Baseball on the relocation of the Montreal Expos and the subsequent financing of the new stadium.
- Representation of the City of Indianapolis in negotiations with the National Football League's Indianapolis Colts on a new stadium and the expansion of their convention center.
- Representation of the City of Arlington, Texas, in the negotiations with the National Football League's Dallas Cowboys on various finance matters with respect to the new Cowboys stadium and subsequent financing for the City.
- Representation of the National Football League's Arizona Cardinals in the negotiation of the numerous relocation options for the franchise.
- Representation of the National Football League's Detroit Lions in their negotiations with Wayne County on their relocation to downtown Detroit.
- Representation of the County of Erie in connection with the development, financing and leasing of the Crossroads Arena, now known as the First Niagara Center.

- Bond counsel to the Empire State Development Corporation (New York) in connection with its issuance of several issues of tax-exempt/taxable revenue bonds aggregating over \$280,000,000 to finance the construction of numerous sports facilities throughout New York State, including the renovation and reconstruction of Ralph Wilson Stadium, the home of the NFL's Buffalo Bills, and Syracuse University's Carrier Dome, and the construction of HSBC Arena for the NHL's Buffalo Sabres and a new baseball stadium for the Long Island Ducks.

Appendix B

Relevant Leasing Experience

The attorneys in our Real Estate group represent or have represented:

- The owner of 77 Water Street, New York City, in connection with a master net lease of the entire building (in excess of 500,000 square feet) to The Goldman Sachs Group, Inc., which involved provisions for the existing space leases, the securitized mortgage loan, and the underlying ground lease.
- Bausch & Lomb, as tenant, in two Class A office leasing transactions. One lease was for approximately 25,000 square feet of space in Aliso Viejo, California. The second lease was for approximately 32,000 square feet of space in Madison, New Jersey.
- JetBlue with leasing of Terminal 5 at JFK International Airport and of its terminal in Orlando, Florida.
- Broadstone Real Estate, as landlord, in leasing space to its two largest tenants in a Class A office building in Rochester, New York. Our client leased approximately 65,000 square feet of space to a publicly traded REIT, which was required to file the lease with the SEC. The second lease was for approximately 145,000 square feet of space and required Industrial Development Agency approval of tax benefits resulting from a complicated multi-layered PILOT lease structure.
- The construction lenders in a mixed use retail and entertainment complex in the 42nd Street Redevelopment Project in Manhattan, which included overseeing and participating in the negotiation of the ground lease and all of the entertainment/retail space leases, the design/build agreement for the complex, and all of the related development agreements.
- The Corporate Property Investors, prior to its sale, on a regular basis for all leasing transactions affecting The General Motors Building, 767 Fifth Avenue, New York City.
- Hugh L. Carey Battery Park City Authority in the ground leasing of two development sites in Battery Park City's North Residential Neighborhood.
- Corning Incorporated in connection with its leasing of approximately 25,000 square feet of commercial office space at 767 Fifth Avenue, New York City, its leasing of retail space at 667 Madison Avenue, and its subleasing of retail space at 667 Madison Avenue to a foreign retail company.
- The owner of 777 Third Avenue, New York City, in connection with the negotiation of a lease of approximately 240,000 square feet (plus options for additional space) to Avon Products, Inc., the international cosmetics conglomerate.



Martha M. Anderson

Partner

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Practice

Global Finance
Leveraged Finance
Corporate Transactions
Infrastructure Finance
Leveraged Buyouts
Life Sciences
Mergers and Acquisitions
Private Equity
Sports & Entertainment

Experience

Martha Anderson's primary areas of practice are commercial lending transactions, leveraged and project finance, mergers and acquisitions, corporate, partnership and limited liability company matters and joint ventures.

Ms. Anderson has extensive experience representing both lenders and corporate borrowers in financings, including single bank and syndicated secured and unsecured credit facilities, working capital and asset-based financings, subordinated debt facilities, acquisition financings and debt restructurings. She is also experienced in negotiating intercreditor agreements and subordination agreements.

Ms. Anderson also has over twenty years' experience, both domestically and internationally, representing buyers, sellers, lenders and investors in complex leveraged acquisitions, financings, and dispositions.

In addition, Ms. Anderson has experience in professional sports matters. This experience includes work on project financings in connection with the development of stadiums for professional sports teams in Major League Baseball, the National Football League and the National Basketball Association, a team bankruptcy and asset sale and bank representation in connection with professional sports team loans.

Admissions

Ms. Anderson is admitted to practice in New York and before the Federal Court and the United States Bankruptcy Court for the Western District of New York.

Education

State University of New York at Buffalo, J.D. (publications editor, Buffalo Law Review)
Smith College, B.A.

Affiliations

Ms. Anderson is a member of the American Bar Association (Business Law Section), the New York State Bar Association (Business Law Section), and the Erie County Bar Association (Banking Law and Corporation Committees). She is a former member of the Board of Directors of the United Way of Buffalo and Erie County and of the Advisory Council to the United Way Emerging Leaders Society. She is a past chairman of the Board of Trustees of Goodwill Industries of Western New York.



Elizabeth Mihalyak Columbo

Partner

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Practice

Public Finance

Experience

Elizabeth Columbo represents governments and public authorities, issuers, and financial institutions, serving as bond counsel, underwriter's counsel, or bank counsel for a variety of tax-exempt and taxable financings. She devotes a substantial amount of her time to financings for public power, transportation, and multi-family housing facilities. She has experience drafting disclosure documents, financing agreements, resolutions, escrow agreements, forward purchase and bond purchase contracts, letters of credit, continuing disclosure documents, and interest rate exchange agreements.

Ms. Columbo's experience includes tax-exempt commercial paper programs; variable, auction rate, and option bonds; multiple forms of revenue bond financings, including many supported by various types of credit facilities; debt restructurings; pooled loan transactions; and derivative products, such as interest rate swaps. Ms. Columbo has served as bond counsel to the New York State Metropolitan Transportation Authority, Triborough Bridge and Tunnel Authority, New York State Environmental Facilities Corporation, New York City Industrial Development Agency, New York State Housing Finance Agency, and the Massachusetts Municipal Wholesale Electric Company.

She is also a member of the Sports & Entertainment practice focusing on the development and financing of stadiums and arenas, including a number of NFL, NBA, and MLB teams, specifically the New England Patriots, the New York Giants, the New York Jets, the Green Bay Packers, the New Jersey Nets, the Minnesota Twins, and the New York Yankees.

Prior to joining Nixon Peabody LLP, Ms. Columbo was an associate in the Public Finance Department of Mudge Rose Guthrie Alexander & Ferdon LLP and a public finance legal intern with the New York Metropolitan Transportation Authority.

Admissions

Admitted to practice in New York and New Jersey.

Education

Brooklyn Law School, J.D. (1994)

Fordham University, B.A. (1985)

Affiliations

New York State Bar Association, Sports Lawyers Association, and National Association of Bond Lawyers.



Christopher L. Melvin

Managing Director

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Practice

Public Finance

Experience

Christopher L. Melvin is a Managing Director in the firm's Public Finance group with a focus on stadium and sports finance. Upon his readmission to the bar, Chris will become counsel in Nixon Peabody's Public Finance Group. He provides advice on sports and stadium finance, sports teams, and sports industry transactions, municipally owned utility finance and project development, public, project and infrastructure finance.

Chris is a recognized leader in the field of sports finance and has served as a financial advisor to a number of professional sports franchises and to a variety of clients in the construction of sports and recreational facilities including the Arizona Cardinals, New York Yankees, Detroit Lions, Portland Trailblazers, America West Arena (Phoenix Suns), Bank One Ballpark (Arizona Diamondbacks), Seattle Seahawks, Atlanta Hawks, Florida Marlins, and many others.

Education

Georgetown University, L.L.M.

Villanova School of Law, J.D.

Villanova University, B.S.



Scott R. Singer

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Practice

Project Finance

Experience

Scott Singer concentrates in the area of project finance. He has been actively involved with domestic and international projects in a variety of industries including energy, solid waste management, water and wastewater, stadiums and entertainment.

Mr. Singer has represented numerous developers, investment banks and municipalities in connection with the development and financing of projects. Mr. Singer's clients have included Covanta Energy, Veolia, Harbert Power, Clearview Power, Citigroup, Morgan Stanley, the United States Department of Energy, San Diego, California and the New York City Industrial Development Agency. In recent years, he has been involved in the development and financing of new baseball stadiums for the New York Yankees and New York Mets, a gas-fired energy project in New York, the expansion of a municipal waste-to-energy project in Florida, a seawater desalination facility in Florida, biomass energy facilities in Connecticut, Georgia and New Hampshire, sludge pelletization projects in Maryland and wastewater projects in Indiana and Washington.

Mr. Singer has been recognized as a "Super Lawyer" by the publishers of the *New York Super Lawyers Magazine*. Inclusion in Super Lawyers is based on a peer review survey.

Representative Matters

New York Yankee Stadium Project (New York City) – Represented the New York City Industrial Development Agency on the development and financing of a new baseball stadium for the New York Yankees. The total project financing for the stadium was approximately \$1.5 billion.

New York Mets Stadium Project (New York City) – Represented the New York City Industrial Development Agency on the development and financing of a new baseball stadium for the New York Mets. The total project financing for the stadium was approximately \$800 million.

Biodiesel Project (New York City) -- Represented the New York City Industrial Development Agency with respect to the development and financing of the first biodiesel project in New York City. The project uses soybeans to produce biodiesel fuel.

Biomass Energy Facility and Paper Mill (Rockdale County, Georgia) -- Represented investment banker with respect to the financing of (a) a biomass-fueled energy facility that will use sludge and other biomass as fuel and (b) an adjacent paper mill that will purchase the energy from the biomass facility. The two projects were financed contemporaneously with the biomass facility financed through the issuance of tax-exempt debt and the paper mill financed through a 144A financing.

Sludge Pelletization Facilities (Baltimore, Maryland) -- Represented investment banker on the contemporaneous financing of two separate sludge pelletization facilities. The projects process sewage sludge and market the resulting pellets primarily in the agriculture and energy markets.

Waste-to-Energy Facility -- (Lee County, Florida) -- Represented the constructor and operator of a municipal waste to energy facility with respect to the first expansion of this type of facility in the United States. Work involved the drafting and negotiation of contracts and the financing of the expansion.

Gas-Fired Cogeneration Facility -- (Long Island, New York) -- Represented developer with respect to the development, construction, operation and financing of an 80MW gas-fired facility. Work involved the drafting and negotiation of contracts and the financing of the project.

Seawater Desalination Facility (Tampa, Florida) -- Represented contractor and operator on the development and financing of the first large-scale seawater desalination project in the United States. Work involved the drafting and negotiation of contracts and the financing of the project.

Rubber Manufacturing Facility (Charleston, South Carolina) -- Represented developer on the development, construction, operation and financing of a rubber manufacturing facility that used patented technology to process various streams of waste rubber and produce high quality rubber products. This was the first project of its type to be built anywhere in the world.

Poultry Manure/Biomass Gasification Facility (Connecticut) -- Represent developer with respect to development, construction, operation and financing of an energy facility that will employ gasification technology in order to process poultry manure and wood and generate energy. The project was selected as a winning bidder by the Connecticut Clean Energy Fund and a power purchase agreement has been executed. The developer is now seeking financing for the project.

Cow Manure Digester Facility (Connecticut) -- Represent developer with respect to development, construction, operation and financing of an energy facility that process cow manure using an anaerobic digester process. The project was selected as a winning bidder by the Connecticut Clean Energy Fund and a power purchase agreement has been executed. The developer is now seeking financing for the project.

Biodiesel Facility (New York City) -- Represent the New York City Industrial Development Agency on the development and financing of a biodiesel facility. The project will manufacture biodiesel from used waste oil and grease from local restaurants in New York City. The project has executed all relevant contracts and is seeking financing.

Admissions

Admitted to practice in the State of New York.

Education

B.A., Brooklyn College

J.D., Fordham University School of Law



Arthur J. Rosner
New York City Office Managing Partner

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Practice

Real Estate
Capital Markets Team
Real Estate Investment and Finance Private Equity Team
Investment Management and Asset Recovery

Experience

Arthur Rosner concentrates his practice on all phases of real estate, including representation of real estate development companies and individuals engaged in real estate development as well as banks and other financial institutions involved in all aspects of real estate finance, including lending and equity transactions.

Mr. Rosner's experience includes selection of the proper vehicle for real estate investments, including joint ventures, partnerships, limited liability companies, corporations and trusts, acquisition and sale of commercial, hotel and residential properties, commercial leasing of all types of property, defeasance and asset exchange transactions, and real estate litigation. He also advises in financing and lending relative to all aspects of real estate projects, sale and purchase of commercial mortgage loans and loan portfolios, restructuring of real estate loans, including for special servicers, and mortgage loan enforcement and foreclosures.

Mr. Rosner has extensive experience in creating special purpose entities and bankruptcy remote entities designed to meet the requirements in securitized real estate financings.

Admissions

Admitted to practice in New York and in the United States District Court for the Southern and Eastern Districts of New York.

Education

Brooklyn Law School, J.D. (managing editor, *Brooklyn Law Review*)
Queens College of the City University of New York, B.A.



Jeffrey G. Wright

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Practice

Real Estate

Business

Health Services

Experience

Jeffrey Wright is engaged primarily in general real estate work, particularly in matters relating to multi-family residential and student housing; as well as commercial real estate development and financing. He has extensive experience in representing health care institutions in connection with the planning, development, construction and financing of a variety of health and health related facilities, including affordable housing projects, senior housing projects, assisted living facilities, continuing care retirement communities, medical office buildings and parking garages. He also regularly represents underwriters and banks as providers of credit enhancement in public financings of health care and senior housing facilities. In addition, he frequently represents both institutional lenders and developers in construction and permanent financing of a wide variety of residential, commercial, manufacturing, industrial, retail and office projects, with both conventional financing and tax-exempt bonds.

Mr. Wright has been actively involved in workouts and loan restructurings as counsel to both institutional lenders and developers and has participated in mortgage consolidations and leveraged buyouts of corporate and partnership assets and in representing developers in connection with the syndication of residential and commercial real estate.

Education

Cornell Law School, J.D.

Harvard University, B.A.

Admissions

Admitted to practice in New York.

Affiliations

New York State Bar Association (Real Property Section); Monroe County (New York) Bar Association.



Bruce J. Baker

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Practice

Business

Real Estate Litigation and Construction

Financial Institutions

Experience

Bruce Baker is a member of the firm's Real Estate Litigation and Construction Team, which represents clients in all aspects of construction law, including contract negotiation, pre-litigation and claims consulting and litigation and arbitration. He is heavily involved in the firm's construction contract negotiating, drafting, and counseling practice and has, over the past two decades, drafted numerous agreements on behalf of owners with architects, consultants, construction managers, design/builders, and general contractors. He has extensive experience in drafting and negotiation of design/build, EPC, and other hybrid agreements and counseling on construction contracting alternatives.

Mr. Baker has experience in the financing and construction of large-scale energy, transportation, manufacturing and health care facilities and similar projects, as well as mixed-use residential and retail complexes. He recently represented a subsidiary of Alliant Energy Corporation in the drafting and negotiation of a target price EPC agreement for a 300 MW coal-fired generating facility. He counsels clients on the application of public bidding requirements to various types of projects and the requirements for professional licensing of architects, engineers and design/builders. He is also active in claims consulting and the negotiation and resolution of disputes involving owners, contractors, construction managers, design professionals and sureties. Over the past several years, Mr. Baker has been involved in the construction aspects of the financing of new major league stadiums in the New York City region for the Yankees, the Mets and the Jets/Giants and was involved in 2009 in the Barclays Center arena financing in Brooklyn. He has represented major U.S. corporations in negotiating EPC/design/build contracts for sophisticated manufacturing and materials-handling complexes and has also been involved in performing risk analyses of concession agreements for toll road projects on behalf of developers and lenders.

From 1983 to 1985, Mr. Baker was a Senior Attorney, Corporate and Litigation, with the General Counsel's Office of the United States Synthetic Fuels Corporation in Washington, D.C.

Education

Harvard Law School, J.D.

University of Pennsylvania, B.A.

Admissions

Admitted to practice in New York and the United States District Courts for the Southern, Eastern and Western Districts of New York.



William F. Weir

Partner

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Practice

Public Finance

Experience

William Weir is experienced in tax-exempt bond financings, commercial real estate, secured lending, general corporate and tax practice. His principal areas of practice include bond counsel work in connection with industrial development revenue bonds, civic facility revenue bonds, college and university bonds, solid waste resource recovery bonds, hospital and health care bonds, other exempt facility bonds, multi-family housing bonds, continuing care retirement community bonds, assistive living facility bonds and general obligation bonds. He has acted as underwriter's counsel for many of the firm's investment banking clients in such transactions. He has also represented purchasers of tax-exempt bonds, as well as companies operating facilities financed with industrial development bonds, banks issuing letters of credit to support such bonds, and trustees for the benefit of the owners of such bonds.

Mr. Weir worked as bond counsel on numerous resource recovery and other solid waste disposal facilities. He has represented developers and operators of resource recovery and other solid waste disposal facilities in connection with the financing of many such facilities.

Mr. Weir has acted as special issuer's counsel to several industrial development agencies. He has experience in finance transactions with various New York public authorities and has acted as bond counsel to the Dormitory Authority of the State of New York on numerous financings.

In his general corporate practice, he represented publicly-owned and closely-held corporations in general corporate and financing matters. He has also represented many of the firm's banking clients on real estate, commercial lending and leasing transactions. He has worked closely with not-for-profit and education corporations on tax, corporate and financing matters.

Admissions

Admitted to practice in New York.

Education

Hofstra University School of Law, J.D., with distinction
University of Rochester, B.A., History and Russian Studies



Thomas F. Diorio

Counsel

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Practice

Energy

Real Estate

Project Finance

Experience

Thomas Diorio's practice focuses on representing institutional clients, small and mid-sized ventures, and entrepreneurial individuals in the financing, acquisition, sale, leasing, and development of a full range of real estate assets including biomass energy plants, landfill gas to energy plants, ports, apartment complexes, office parks, retail facilities, hotels, warehouses, restaurants, mixed use developments, and residential subdivisions. Thomas also has extensive experience with workouts of troubled loans and development projects for lenders, owners, developers, and the Resolution Trust Corporation.

With the continued expansion of renewable energy project development, Thomas has spent a considerable amount of time providing real estate support to the acquisition, sale, financing, and development of energy projects.

Thomas has received an AV rating (Florida) from Martindale-Hubbell®, its highest peer review rating for both legal ability and general ethical standards.

Representative cases

Real estate counsel to a developer of a 75 Mw biomass power plant in Florida

Real estate counsel to an equity investor in the development of a biomass power plant in Massachusetts

Real estate counsel to a purchaser of landfill gas power plants in New York

Real estate counsel for the purchaser of port operations for U.S. ports

Representing Wall Street firm in the acquisition of a data center leased to a credit tenant

Representing Wall Street firm in a multi-parcel, complex sale of real property located in Waltham, Massachusetts, wherein the buyer was provided eight alternative closing structures

Representing lender in finance of \$120,000,000 land loan for landmark Brooklyn, New York, development

Representing Wall Street firm in an \$86,000,000 loan for a Westin Hotel in Chicago, Illinois

Representing property owner in a workout related to the sale of land under threat of litigation

Representing lender in loan workout related to a Brooklyn, New York, condominium construction project

Florida real estate counsel for the acquisition of over \$100,000,000 of Florida office properties for a REIT

Representing national apartment developer, and other clients, in the development, financing, leasing, and sale of Florida apartment complexes

Admissions

Thomas is admitted to practice in New York, Connecticut, and Florida.

Education

University of Florida, J.D. (Honors and High Honors)

Villanova University; Florida State University, B.A.

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.

NIXON PEABODY LLP

By: Martha M. Anderson
Martha M. Anderson
Partner