

1100 JPMorgan Chase Tower 713.650.8400 OFFICE
600 Travis Street 713.650.2400 FAX
Houston, Texas 77002 winstead.com

direct dial: 713-650-2743
dbraham@winstead.com

February 9, 2012

VIA FEDERAL EXPRESS

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

Re: Response to the Erie County RFP # 1202VF

Dear Mr. Siragusa:



It is with great pleasure that Winstead PC presents its sports venue credentials to you in connection with the possibility of representing Erie County in various legal matters related to negotiations, real estate, and complex contractual matters related to Ralph Wilson Stadium. Winstead has over 30 years of experience providing counsel on behalf of state and local government entities, handling leases of both professional and amateur sports facilities, and also handling real estate transactions and complex contractual matters.

Our Sports Practice is known nationally and internationally, and our attorneys are ranked by Chambers USA and Best Lawyers in America as top attorneys in sports and real estate law, among many other areas of law. We are proud of our exemplary track record of success, and we believe that our team will fit well with the requirements necessary to represent Erie County with legal services connected to the lease of the Stadium.

What we bring to the table is a unique blend of legal knowledge that combines public representation with leasing and contractual expertise specific to sports facilities and sports teams. This combination is further enhanced by our knowledge of NFL team stadium structures and the recently adopted NFL requirements for funding new stadium or renovated stadium developments, such as the NFL's New and Renovated Stadium Finance Program. We are also quite conversant with the current lease for the Ralph Wilson Stadium and would be pleased to share with you our observations of same. Clearly the environment for stadium structured transactions in the late 90's was different than it is today and we are well aware of the "hot button" issues for public and governmental agencies, as well as the economic drivers for NFL teams.

1100 JPMorgan Chase Tower 713.650.8400 OFFICE
600 Travis Street 713.650.2400 FAX
Houston, Texas 77002 winstead.com

Our attorneys have worked on several very well known NFL projects, including work for the Dallas Cowboys, the Houston Texans, and the Kansas City Chiefs. Our attorneys have worked with the NFL in matters related to financing, Super Bowls XXXVIII and XLV, stadium renovations, and more.

We also have a long track record representing public entities, including the Harris County Houston Sports Authority with two iconic venues, Minute Maid Park (Houston Astros) and Toyota Center (Houston Rockets). Most recently, our attorneys have been involved in the development of a proposed new NFL stadium, on behalf of the Georgia World Congress Center Authority for the State of Georgia for the Atlanta Falcons. In the past, we represented Polk County, Iowa in the development of Wells Fargo Arena in Des Moines.

Other projects Winstead attorneys are currently working on include: the Formula 1 United States Grand Prix™ race track scheduled to open in 2013 in Austin, Texas; a new stadium project in Recife, Brazil, which will be one of the major Brazilian venues for both the 2014 FIFA World Cup and the 2016 Summer Olympics; and assisting the Hamilton TigerCats in Hamilton, Ontario in their new stadium reconstruction, working with Infrastructure Ontario.

We are proud of our clients and the great things they have accomplished. Our approach is to combine our legal expertise and our public venues industry knowledge and "team" with our clients to provide a win-win situation for these public-private partnerships. From the Georgia World Congress Center/Atlanta Falcons Stadium transaction to the Dallas Cowboys and their iconic stadium in North Texas, to our recent work with the Kansas City Chiefs and their stadium renovation project, our attorneys are committed to making exceptional things happen for our clients.

For the potential work in Erie County, Winstead not only has attorneys licensed to practice in the State of New York, but we also would propose to partner with the well-known New York law firm Windels Marx, the firm that represented the New Jersey Sports and Exposition Authority (NJSEA) in the redevelopment of the Meadowlands Sports Complex. Windels Marx led the land development project which involved the negotiation of a ground lease for MetLife Stadium with the stadium developers, and the documentation for the mixed use Meadowlands Xanadu entertainment-retail complex. Winstead was heavily involved in the Jets/Giants Stadium project, as well as the new Yankee Stadium project.

Given this partnership, we are confident that our team will expertly handle any matters for Erie County with a high level of expertise and knowledge, and an eye towards finding the best solutions to benefit the Western New York community and the interests of Erie County.

1100 JPMorgan Chase Tower 713.650.8400 *OFFICE*
600 Travis Street 713.650.2400 *FAX*
Houston, Texas 77002 winstead.com

Another added benefit of having Winstead on your team is that we are strongly committed to developing billing structures that enable you to receive the highest quality legal services in a cost-effective manner. In connection with our representation of public entities, Winstead regularly provides alternative fee arrangements which can include a fixed fee agreement, based on a more definitive scope of work. Our team is also willing to discuss other fee options, such as blended rates and alternative fees. We are willing to discuss cost proposals with Erie County and we are motivated to find a fee arrangement that addresses your needs.

Winstead has built a reputation as one of the most active and successful law firms in the country in negotiating and structuring the agreements that define, enhance and protect the interests of sports venue owners and operators and provide financial and long-term success for our clients.

Thank you for the invitation to send a proposal to represent Erie County on legal matters related to Ralph Wilson Stadium. We appreciate the opportunity and would welcome the chance to meet with you to discuss this project further.

Sincerely yours,

Denis C. Braham
Shareholder

Enclosure

cc: Ken Kopf (Firm)
Karl Piirimae (Windels Marx)

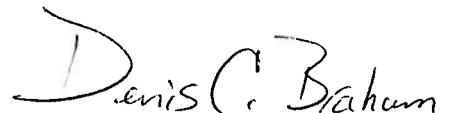
SCHEDULE "A"

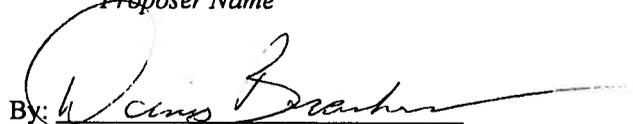
PROPOSER CERTIFICATION

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.


Denis C. Brahm
Proposer Name

By: 
Denis C. Brahm
Name and Title

COST PROPOSAL

The Winstead team's proposed hourly rates* for transactional legal services to Erie County:

Range of Rates:

Partner	\$375 - \$550
Associate	\$250 - \$375
Paralegal	\$100 - \$225

**Winstead encourages alternative fee arrangements*

Winstead is strongly committed to developing billing structures that enable its clients to receive the highest quality legal services in a cost-effective manner. In connection with our representation of public entities, Winstead regularly provides alternative fee arrangements which can include a fixed fee agreement, based on a more definitive scope of work. Our firm is also willing to discuss other options, such as blended rates and alternative fees agreeable to Erie County. For Polk County, Winstead provided a discounted hourly rate. For our work with the Georgia World Congress Center Authority (GWCCA), Winstead is providing a blended rate. We are willing to discuss cost proposals with Erie County and we are motivated to find a fee arrangement that addresses your needs.

Effective Period of Proposal:

This proposal to Erie County is effective through Dec. 31, 2012.

Alternate Reference:

Barbara Lampen, President
NY Convention Center Development Corp.
633 Third Avenue
New York, NY 10017
T: (212) 803-3110
blampen@empire.state.ny.us



Denis C. Braham
Shareholder

WINSTEAD

ATTORNEYS

Response to the Erie County RFP # 1202VF:

Serve as special counsel to the County, regarding the professional football stadium situated in Orchard Park, New York (the "Stadium"), providing a wide variety of legal services, including representing the County's interests in all aspects of negotiations, real estate transactions and complex contractual matters related to the Stadium.

Experience

Personnel

References

Conflicts of Interest

Cost Proposal

"Winstead has been a trusted advisor for many complex transactions facing the Dallas Cowboys over the years. From the negotiations and financing deals necessary to get our new stadium project moving, to the coordination of contracts and agreements between multiple city leaders, hotels, convention centers and restaurants, to facilitating a successful bid for North Texas to host Super Bowl XLV, Winstead continues to deliver exceptional business solutions."

- Jerry Jones

Owner & General Manager of the Dallas Cowboys

"Attorneys from Winstead PC played a key role in the billion-dollar deal to build a new Yankee Stadium in New York City's The Bronx."

- Dallas Business Journal

On the Yankee Stadium in New York, winner of the 2006 Best Financing Deal

Denis Braham

EXPERIENCE

Providing legal services related to leases of professional or amateur sports facilities, real estate transactions and complex contractual matters:

In response to this RFP, Winstead will be partnering with Windels Marx, a New York law firm. Winstead and Windels Marx are well positioned to represent the interests of Erie County and experienced with representing government entities. Given this partnership, we are confident that the Winstead team, with the assistance of Windels Marx, will expertly handle any matters for Erie County and we will address this experience in the next two sections.

About Winstead

Winstead has an exemplary track record of success, experience and depth that fit well with the requirements necessary to represent Erie County with legal services connected to the operation of their professional football stadium. Our Sports Practice is known nationally and internationally and our attorneys are ranked by Chambers USA and Best Lawyers in America as top attorneys in sports and real estate law, among many other areas of law.

Winstead attorneys have provided counsel on behalf of several state and local government entities, handling leases of both professional and amateur sports facilities, and also handling real estate transactions and complex contractual matters. Our focus is to bring value to Erie County and the Western New York community by drawing on our experiences with the NFL as well as sports venue legal issues.

Examples of this experience include our current representation of the Georgia World Congress Center Authority on a potential new NFL stadium, our past representation of Polk County on the Wells Fargo Center, and our past representation of Harris County-Houston Sports Authority in the development of Minute Made Park and Toyota Center.

Winstead has reviewed and become familiar with the current lease between the Erie County Stadium Corporation (ECSC) and the Buffalo Bills, Inc. Our attorneys have read the lease and we have some significant insight regarding the existing contractual relationship and current structure of the agreement.

About Windels Marx

By way of introduction, Windels Marx and its predecessors have been practicing law continuously from offices in New York City since the 1830's. They have particular strength in the real estate, corporate, finance and litigation practice areas throughout the Northeast, across the U.S., and in Europe, Asia and Canada.

As it relates to this opportunity, together with Winstead as lead counsel, we believe we are well-positioned to represent the interests of Erie County in the leasing of the County's professional football stadium, based in Orchard Park, NY, including:

1. *Experience.* Recent, relevant experience with similar projects, including MetLife Stadium, the home of the NY Jets and NY Giants.
2. *Reputation.* Substantive roles as counsel to local and state governments and their agencies, as well as the myriad of other parties often involved in similar complex matters.
3. *Budget.* Competitive fee structures, including alternative fee considerations and discounts in support of public interests.

Winstead's Real Estate Experience

Winstead's nationally recognized real estate practice, combined with the experience and skills of our nationally recognized sports practice, result in a proven team of attorneys that Erie County can rely upon to handle very complex and diverse issues related to the operation of the professional football stadium. We have a thorough understanding of what to do and how to do it. Our capabilities include:

- Creating and structuring development, leasing and construction agreements and recommending specific strategies for taking the best advantage of identified revenue sources for public entities
- Understanding the multiple components of complex public-private ventures and addressing revenue sharing issues of today as distinguished from 1998
- Negotiating all definitive documents, including stadium leasing, revenue sharing and ancillary agreements, in a manner that creates a win-win outcome for Erie County and benefits the residents of the Western New York community

Winstead's flagship Real Estate Practice Group's numbers include:

- 18 Winstead real estate attorneys are listed in *Best Lawyers in America*
- Top tier ranking by *Chambers & Partners USA Guide* for multiple years
- 80+ attorneys and legal professionals solely focused on real estate finance, lending, development and investment
- 3 area-specific real estate teams dedicated to development and investments, structured finance and banking, insurance and fund advisors
- Top 20 leading real estate lenders, developers, owners, insurers and financial institutions are among our clients

Windels Marx Real Estate Experience*

A full service real estate group for public and private interests.

In real estate, they provide a full-service approach to the regulatory, transactional and dispute-related needs that arise from projects. Their clients include a range of industry participants in complex real estate development projects, including both public and private interests.

More generally, Windels Marx has extensive experience in matters involving governmental interests in a number of different contexts --- including sports and entertainment facilities, infrastructure development, affordable housing, hospitals, academic facilities and many others. A representative list of New York-based governmental agencies that they have represented or have served as counsel on matters involving them include:

- Brooklyn Economic Development Corporation
- New York City Industrial Development Agency
- New York City Taxi and Limousine Commission (TLC)
- The Partnership for New York City

**Information provided by Windels Marx*

Winstead's Sports Facility Experience

Winstead has the requisite expertise to negotiate complex contractual matters surrounding professional and amateur sports arenas, stadiums and other sports venues on behalf of public entities. Our attorneys' past and present work includes serving as legal counsel on a multitude of sports facilities and projects, including:

- Wells Fargo Arena, Polk County, Des Moines, Iowa

- Future NFL Stadium for the Atlanta Falcons, Atlanta, Georgia
- Future Stadium for the Hamilton Tiger-Cats, Ontario, Canada
- Dallas Cowboys Stadium, Arlington, Texas
- Yankee Stadium, The Bronx, New York
- MetLife Stadium, East Rutherford, New Jersey
- Reliant Stadium, Houston, Texas
- Arrowhead Stadium, Kansas City, Missouri
- Arena Multiuso da Copa 2014, Brazil
- Cheney Stadium, Tacoma, Washington
- Office Depot Center, Miami, Florida
- Toyota Center, Houston, Texas
- Amon G. Carter Stadium, Fort Worth, Texas
- Dynamo MLS Practice Facilities
- Multiple other venues around the United States and internationally

Winstead has built a reputation as one of the most active and successful law firms in the country in negotiating and structuring the agreements that define, enhance and protect the interests of sports venue operators and provide financial and long-term success for our clients.

After 30 years of defining modern real estate transactions from Wall Street to Main Street and across the nation, Winstead knows that smart numbers pull together powerful deals.

Windels Marx Sports Facility Experience*

Practical experience in related sports facility and public interest matters.

They have substantial experience in large scale mixed-use development projects. Most significantly, they represented the New Jersey Sports and Exposition Authority for several years in the multi-billion dollar redevelopment of the Meadowlands Sports Complex. This high profile regional redevelopment included a 2 million square foot entertainment/retail center, a new professional football stadium for the New York Jets and New York Giants, and a new passenger rail link into the complex. This engagement required Windels Marx attorneys to assist the client in implementing the land use plan for an office-hotel-retail complex covering almost 100 acres, developing a regime of restrictive covenants to govern parking and shared use of roadways and common facilities, negotiating multiple ground leases and related documentation and litigating multiple lawsuits challenging the project.

With respect to the Met Life Stadium project, they served as lead counsel for the NJSEA in the negotiations with the Jets and the Giants.

- They worked closely with the New Jersey Sports and Exposition Authority and government officials on every aspect of the transaction ranging from lengthy and complex negotiations with respect to the ground lease of the stadium site that included parking revenue allocation issues, event scheduling priorities, game day security and site control, franchise relocation restrictions and construction coordination covenants.
- The stadium ground leases were uniquely complex because the stadium construction and operation had to permit not only the continued use of the existing Giants Stadium, but also the continued operation of the Izod Center and Meadowlands Racetrack located within the sports complex.
- They also represented the New Jersey Sports and Exposition Authority in connection with a number of other issues that arose between the Authority and the sports franchises that played in

the Meadowlands at the time, including negotiations with a group that proposed acquiring the New Jersey Nets to keep the team in New Jersey.

**Information provided by Windels Marx*

New York statutes and case law governing the County, powers, obligations, duties and operations:

In addition to having Winstead attorneys licensed to practice in the State of New York, Winstead's partnership with Windels Marx will ensure the team always has a high level of experience and legal knowledge to expertly handle any New York matters for Erie County.

Windels Marx experience of note includes:

- Represented the N.J. Sports and Exposition Authority in over 30 distinct, multifaceted legal challenges brought by environmental groups, affordable housing advocates, local municipalities, and commercial interests opposed to the Meadowlands Xanadu project, a proposed mixed use development consisting of a 520 room hotel, office towers, and a \$2.4 billion sports, retail, and dining and entertainment center at the Meadowlands Sports Complex.
- Counsel to a major domestic corporation in the sale and leaseback of a 200 acre parcel of land with the client as the seller/tenant and the Empire State Development Corporation as the purchaser/landlord, in connection with construction of a new corporate headquarters. Since that initial closing, the Firm has continued to represent the client in the ongoing development of the parcel, focusing on matters of zoning, land use subdivision, development rights, and environmental matters.
- Represented the National Urban League, Inc. in the sale of 500 East 62nd Street, New York and the acquisition of a long-term leasehold at 120 Wall Street, New York.
- Represented a New York State-based university as fee owner/landlord, the negotiation of a development ground lease for the construction of a new dormitory, with a sublease of the dining facility back to the university, all to conform to the requirements of tax-exempt bond financing without credit enhancement.
- Represented a New York metropolitan hospital as fee owner/landlord, negotiation of a ground lease for the renovation of an existing building and its use by a health center tenant, to conform to the requirements of governmental medical reimbursement payments (Medicare and a similar state program) and certain not-for-profit provisions of the Internal Revenue Code.
- Served as counsel to a joint venture between two national developer/owners on the development of a ground lease for the construction of a 32-story office tower over an existing landmarked U.S. Post Office, and additional agreements with the New York Metropolitan Transportation Authority and Penn Central Corporation for placement of the supporting columns through the Grand Central Terminal train room.

Additionally, Windels Marx is currently representing a not-for-profit developer that owns a 220-unit affordable housing complex in New York City (via a nominee-structure utilizing a New York State Article XI housing development fund company and a New York limited liability company), in connection with the development, construction and rehabilitation of the project. The approximately \$60M financing involves tax-exempt bonds to be issued by the New York State Homes and Community Renewal, as well as LIHTCs. The financing also involves negotiations with the NYC Department of Housing Preservation and Development in connection with obtaining a real estate tax abatement.

Winstead's experience includes:

- Handling a transaction that funded the development of MetLife Stadium in New Jersey - home to the New York Jets and Giants NFL franchises. Winstead was also engaged to represent clients on the insuring of bonds for the financing of Yankee Stadium, one of the largest municipal financings of 2006. The financing involved both taxable and tax-exempt bonds totaling just under \$1 billion, issued by the New York City Industrial Development Agency, as well as a unique

structure using "payments in lieu of taxes" ("PILOTs") from the Yankees as security for repayment of the debt.

- On behalf of the insurers, Winstead principals displayed their depth in both municipal and sports financings and sports venue development for these iconic New York sports venues, and successfully reviewed and negotiated the terms of hundreds of complex documents, including construction contracts, lease documents, non-relocation agreements, and highly structured bond financing documents involving both traditional public and private finance documents, to ensure that the insurers' rights and requirements, as outlined in their original commitments, were satisfied.
- In February 2009, Winstead successfully represented FSA and Assured Guaranty Corp. in connection with the issuance of \$259 million in additional bonds to finance additional improvements to the Yankee Stadium. The new stadium opened on time for the first day of regular season on April 16, 2009.

Winstead has partnered with various state and local government entities on professional and amateur sports leasing and development projects and we've also worked from the opposite end, negotiating leasing, real estate and other contractual issues on behalf of the sports team with the government entities. As a firm that's been on both sides of the table, we understand the stakes and we plan to use our experience, especially our extensive NFL experience, to bring optimum results to Erie County.

Negotiating and drafting sports venue contracts, including, without limitation, vendor, sports and entertainment, construction contracts, etc.:

Erie County knows that developing and operating a stadium for professional sports teams, like all professional venues, requires partners that can provide innovative solutions to complex development, negotiation, financing and revenue issues built on sophisticated agreements that fully capitalize on the opportunity for both parties. Winstead attorneys have been at the table representing government entities in these types of negotiations and we have the requisite skills needed, as well as the experience with NFL teams and the NFL as required for this project for Erie County. We understand the business of public venues.

Our extensive experience includes successfully negotiating and drafting an extremely broad variety of documents related to the design, development, construction, operation and leasing of stadiums and venues. Winstead attorneys provide special counsel on understanding:

- Premium Suite Agreements
- Public Usage of Facility Agreements
- Project Development/Construction Agreements
- Funding Agreements
- Lease Agreements
- Management and Operating Agreements
- Lease Guaranty and Franchise Agreements
- Current Non-Relocation Agreements specific to the NFL
- Licensing and Naming Rights Agreements
- Concessions Agreements
- Ticketing Agreements
- Contractually Obligated Income Agreements
- FF&E Agreements

Public bidding and procurement requirements:

Winstead has many years of experience in helping clients identify the best options when making decisions related to public bidding and procurement. Our attorneys have worked with government entities, making sure that public bidding and procurement efforts comply with the law, and at the same time, bring value to the stadium project. Working with the Windels Marx firm on matters specific to New York law public bidding requirements will only serve to enhance the skilled and knowledgeable legal team for Erie County.

Our team has successfully negotiated naming rights agreements, concession agreements, facility user agreements, sponsorship, advertising and pourage agreements, broadcast agreements and other revenue producing agreements. We have represented stadium operators in procurements surrounding scoreboards, suite television monitors and equipment, concession equipment, and even energy service contracts. We are knowledgeable about bidding and procurement activities related to the operation of a stadium or arena and we expertly guide our clients through the process.

The future success of operating a professional sports stadium is predicated on the ability to build a solid financial base, to understand the points of value, to negotiate essential and effective agreements and to create financial, lease, development and facility management plans that will help the client ensure long term revenue streams for the County. Winstead knows how to negotiate the transactions that ensure Erie County will receive the maximum available revenue for the community.

The following case studies demonstrate some of the Winstead team's relevant legal experience with sports venues:

Wells Fargo Arena (AHL / Polk County, Iowa)



- Winstead provided legal services to Polk County relative to the \$220 million Iowa Events Center, consisting of the 17,000 seat Wells Fargo Arena, 7,200 seat Veterans Memorial Auditorium and the 115,000 SF Hy-Vee Exhibit Hall.
- Winstead assisted Polk County in negotiating with several potential private management companies and negotiated a master lease agreement, management agreement, concessions agreements, ticketing agreement and various other related facility and project documents with the selected management company, Global Spectrum, L.P.
- Winstead provided counsel relative to the acquisition of an AHL hockey franchise for Des Moines.

Ivor Wynne Stadium (Hamilton Tiger-Cats and Pan Am 2015 Soccer Venue)



to the development, financing, operations, construction, and other matters specific to the project.

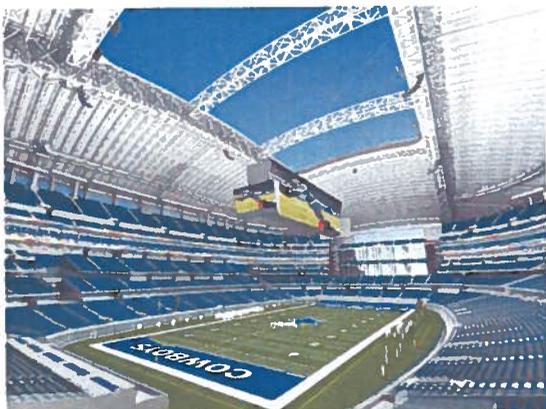
- In 2010, Winstead was hired to represent the Hamilton Tiger-Cats team owner with the selection of a site for the new stadium and subsequent development in the City of Hamilton, Ontario.
- This proposed stadium project is under negotiation with the City of Hamilton and the team owner. The proposed stadium will also be home to the 2015 Pan Am Games and the current discussion is that it will be built on the same site as the current stadium.
- Winstead is advising the team owner on this new stadium project, and assisting in any and all matters related

Potential New NFL Stadium for the Atlanta Falcons



- Winstead was hired to represent Georgia World Congress Center Authority (GWCCA) in the potential development of a new stadium for the Atlanta Falcons.
- Winstead is part of the team preparing and negotiating the memorandum of understanding between GWCCA and the team, along with the various stadium documents.
- The new stadium could open as soon as 2017, and is currently contemplated to be built on a site just over a half-mile north of the Georgia Dome with an estimated value of \$700 million for the project.
- The GWCCA is a state agency that will negotiate the stadium project and all the steps involved with the Atlanta Falcons football franchise. Winstead is a vital member of the legal team representing the GWCCA in the negotiation of this project with the NFL team.
- Winstead is advising the GWCCA on all aspects of the new stadium project, which will include: stadium development, structure and leasing, finance, siting, operations, construction and government relations, to name a few.

Dallas Cowboys Stadium



- Winstead was engaged to represent the Dallas Cowboys in their pursuit of a new stadium in 2001. The Firm represented the Cowboys in their negotiations with various counties and municipalities in the Dallas-Fort Worth region.
- During the summer of 2004, the Cowboys entered into exclusive negotiations with the City of Arlington. Winstead principals successfully negotiated the Master Agreement between the City and Cowboys that set forth the outline of terms and conditions under which the parties moved forward to develop the \$1.15 billion multi-functional stadium complex.
- In addition to the Master Agreement, the Firm also successfully negotiated the terms of a Fair Share Agreement between the City and the Cowboys which set out the goals of the parties with respect to the participation of minority and women-owned businesses in the stadium project.
- Winstead also played an active role in the passage of the referendum where the voters approved the financing and construction of the new stadium. Activities included the review of the City ordinances pertaining to the referendum, review of election materials to determine compliance with state law and get out the vote efforts in conjunction with the Cowboys.
- As a result of the successful passage of the referendum, the stadium was financed using a combination of sales taxes, hotel taxes, motor vehicle rental taxes, team rent, facility revenue sharing, and private sources.
- Winstead represented the Dallas Cowboys with regard to design and construction of the retractable roof football stadium.
- In 2008, when the capital markets crashed, a team of Winstead attorneys from multiple practice areas assisted with the refinancing of outstanding corporate bonds issued by Cowboys Stadium L.P. with a new \$435 million senior credit facility to finance the final construction of the new Dallas Cowboys Stadium in Arlington, Texas.
- In 2010, Winstead attorneys represented the Dallas Cowboys in connection with two new NFL league-wide financing facilities, the NFL Revolving Line of Credit and the NFL Term Loan Facility, each of which refinanced a portion of their existing league-wide financing.
- In 2010, Winstead attorneys represented the Dallas Cowboys in connection with the private placement of secured debt to refinance their existing syndicated secured bank facility.
- Winstead attorneys continue to represent the Dallas Cowboys organization in a number of other matters, including corporate, tax, finance and real estate matters.

Arrowhead Stadium (NFL / Kansas City Chiefs)



- In 2009, Winstead was engaged to assist the Kansas City Chiefs with a new \$100 million senior credit facility to finance renovations of Arrowhead Stadium, for other working capital needs and for general corporate purposes.
- The renovated stadium features the Chiefs Hall of Honor, currently known as the Chiefs Hall of Fame, a tribute to Lamar Hunt, and "horizon level" seating in which luxury suite owners sit outdoors. The stadium and new player and coaches facilities were completed in time for the 2010 NFL season. Though the stadium is referred to as "New Arrowhead Stadium," the building as of this time will not be renamed.
- In 2010, Winstead represented the Kansas City Chiefs with a new syndicated NFL Revolving Line of Credit to refinance their existing league-wide financing.

Reliant Stadium (NFL / Houston Texans and Harris County Sports & Convention Corporation)



- Winstead attorneys worked closely with the Houston Texans, the Houston Livestock Show & Rodeo, the Harris County Sports & Convention Corporation and the Harris County-Houston Sports Authority in the formulation of a public/private partnership to finance a \$467 million retractable roof stadium.
- Winstead represented the Houston Texans and Harris County Sports and Convention Corporation with regard to design and construction of the retractable roof football stadium.
- Winstead helped negotiate the 32-year, \$300 million naming rights deal in 2000. The largest naming rights deal recorded at the time.
- Since bond capacity was stretched very thin, each element related to local revenues and facility revenues was incorporated with judicious understanding of cause and effect relationships on the individual teams, tax related matters, bond capacity, and credit related issues.
- Winstead, on behalf of the team, worked closely with the Sports Authority to obtain a very favorable commitment from a bond insurer to credit enhance the entire project.
- The stadium was financed using a combination of motor vehicle taxes, hotel occupancy taxes, team guaranteed obligations, PSLs, ticket taxes, parking taxes, sales tax rebates, and facility revenue sharing.

B

PERSONNEL

Winstead

Winstead attorneys have worked on stadium projects for Polk County, the Georgia World Congress Center Authority (GWCCA), Harris County and other government entities. The list of our clients spans a period of 30 years. Our attorneys have worked on all types of public venues from stadiums and arenas to convention centers and performance halls, and we've handled a significant number of matters, providing legal counsel on complex contracts and agreements covering construction, real estate, intellectual property, public and private finance, and other issues related to the operation of a sports facility.

If we are fortunate to work with you on this assignment, Denis Braham will serve as lead counsel on behalf of Winstead, and will lead the Winstead team representing Erie County. Mr. Braham is nationally ranked by Chambers USA in sports law. His prestigious list of clients includes the Georgia World Congress Center Authority (GWCCA); Polk County, Iowa; Dallas Cowboys, Kansas City Chiefs, Hamilton Tiger-Cats, Houston Dynamo, and the Houston Texans, just to name a few.

Working with his team of sports and real estate attorneys, Mr. Braham leads his clients through sophisticated and demanding projects. His successful work for clients has resulted in new or renovated sports venues, including Wells Fargo Arena in Polk County, Dallas Cowboys Stadium, Reliant Stadium, Arrowhead Stadium, MetLife Stadium, Yankee Stadium, and Cheney Stadium in Tacoma, Washington, to name a few.

No matter what the scale or scope, league or sport, Winstead has the knowledge to represent clients in successful sports projects. Winstead's Sports Business & Public Venues attorneys integrate into our clients' teams and bring their visions to reality.

For our work in New York, Winstead already has a group of attorneys who are licensed in New York and regularly represent New York clients. In addition, Winstead will partner with the law firm Windels Marx.

Windels Marx

The Windels Marx real estate team spans five offices and consists of nearly 45 lawyers with support from a range of paraprofessionals and other administrative staff.

If the Winstead/Windels Marx team is fortunate to work on this assignment for Erie County, Karl Piirimae will serve as lead counsel on behalf of the Windels Marx firm, and will implement the legal strategy as agreed upon with the Winstead team.

Mr. Piirimae's career experience includes serving as the lead lawyer in the negotiations with the Jets and the Giants. He worked closely with the New Jersey Sports and Exposition Authority and government officials on every aspect of the transaction ranging from lengthy and complex negotiations with respect to the ground lease of the stadium site that included parking revenue allocation issues, event scheduling priorities, game day security and site control, franchise relocation restrictions and construction coordination covenants. Mr. Piirimae also represented the New Jersey Sports and Exposition Authority in connection with a number of other issues that arose between the Authority and the sports franchises that played in the Meadowlands at the time, including negotiations with a group that proposed acquiring the New Jersey Nets to keep the team in New Jersey.



Denis Clive Braham

Winstead Chairman Emeritus; Shareholder; Sports Business & Public Venues;
Real Estate Development & Investments

Houston
713.650.2743 Direct
713.650.2400 Fax
dbraham@winstead.com

Chairman Emeritus Denis Clive Braham is a senior member of Winstead's Sports Business & Public Venues Practice Group and the firm's Real Estate Development & Investments Practice Group and Industry Team. He is nationally ranked as a sports attorney by Chambers USA and listed as a Best Lawyer in America, Super Lawyers and Houston's Top Attorneys.

Denis has specific experience in the representation of clients in the Sports industry. From venue financing and new stadium development to representing municipalities, sports commissions, and local organizing committees for major sporting events, Denis has worked with clients throughout the country in order to provide business solutions to complex sports transactions.

Representative Experience

- Sports clients include: Georgia World Congress Center Authority (GWCCA); Polk County, Iowa; Dallas Cowboys, NFL Franchise; Kansas City Chiefs, NFL Franchise; Hamilton Tiger-Cats CFL Franchise; Houston Dynamo, MLS Franchise; Houston Texans, NFL Franchise; San Antonio Spurs, NBA franchise, and other major and minor professional sports teams.
- Representative client facilities include: Wells Fargo Arena in Polk County; Recife World Cup Soccer Stadium; Dallas Cowboys Stadium; Ivor Wynne Stadium; Reliant Stadium; Arrowhead Stadium; Jets/Giants Stadium; Yankee Stadium; AT&T Center; Miami Arena; Office Depot Center; Gaylord Center; Cheney Stadium in Tacoma, Washington.
- Major event / local organizing committee experience includes: Super Bowl XLV (2011) North Texas; Super Bowl XXXVIII (2004) Houston; 2010 NBA All-Star Game North Texas; 2010 Major League Soccer All-Star Game Houston; 2011 Men's Final Four Houston; 2014 Men's Final Four North Texas; FIFA World Cup USA Bid for 2018/2022

Education

University of Houston Law Center
▪ J.D., 1979

London School of Economics

Hebrew University
▪ Jerusalem, Israel B.Sc., 1974

Professional & Community Involvement

- State Bar of Texas (licensed 1979)
- American Bar Association
- Houston Bar Association
- Sports Lawyers Association
- Greater Houston Convention and Visitors Bureau (General Counsel)
- Jewish Federation of Greater Houston (Treasurer, Board of Trustees)
- Secretary and General Counsel of Houston YET Center, Inc. (Board Member)
- University of Houston Law Foundation (Board Member)

- Texas Bowl Foundation (Executive Committee Member)
- Houston Super Bowl XXXVIII Host Committee (Executive Committee Member and Lead Counsel)
- Greater Houston Partnership (Board Member)
- North Texas Super Bowl XLV Host Committee (General Counsel)
- University of Texas Health Science Center Development Board
- University of Texas Medical School at Houston Advisory Council
- Past Board Member of International Association of Venue Managers (IAVM)

Awards & Recognition

- Nationally ranked by Chambers USA in Sports Law
- Board Certified in Commercial Real Estate Law and Residential Real Estate Law by the Texas Board of Legal Specialization
- He has been honored with multiple listings in Best Lawyers in America, Texas Super Lawyers and Houston's Top Lawyers.
- Named a 2007 Leading Dealmaker by Lawdragon 500.

Admitted to Practice

- Texas, 1979

Languages

- Hebrew
- French



J. Kenneth Kopf

Winstead Shareholder; Chair, Sports Business & Public Venues Industry Group; Real Estate Development & Investments

Dallas
214.745.5315 Direct
214.745.5390 Fax
kkopf@winstead.com

Ken is currently chairman of the Sports Business & Public Venues Industry Group of the firm. Ken's participation in this group includes a broad-based sports practice representing sports teams and owners, lenders and insurers in a variety of transactions relating to the development, leasing, management, financing and related services with respect to sports and other public entertainment and recreational facilities. Representative transactions include representation in respect to various aspects of the development and/or financing of the new Dallas Cowboys Stadium in Arlington, Texas, the new Yankees Stadium in New York, the new Jets/Giants Stadium in New York and the Lakewood Church in Houston, Texas (formerly known as the Compaq Center), as well as work for such franchises as the Dallas Cowboys, Tacoma Rainiers and Texas Tornado. Winstead's Sports Business & Public Venues Industry Group includes a unique team of lawyers with experience in various aspects of the sports business, including project finance, real estate development, public law, intellectual property and licensing for a variety of sports and entertainment facilities and projects.

Representative Experience

- **Sports Business/Public Venues:** Ken is currently chairman of the Sports Business & Public Venues Industry Group of the firm. Ken's participation in this group includes a broad-based sports practice representing sports teams and owners, lenders and insurers in a variety of transactions relating to the development, leasing, management, financing and related services with respect to sports and other public entertainment and recreational facilities. Representative transactions include representation in respect to various aspects of the development and/or financing of the new Dallas Cowboys Stadium in Arlington, Texas, the new Yankees Stadium in New York, the new Jets/Giants Stadium in New York and the Lakewood Church in Houston, Texas (formerly known as the Compaq Center), as well as work for such franchises as the Dallas Cowboys, Tacoma Rainiers and Texas Tornado. The Sports Business & Public Venues Industry Group of Winstead includes a unique team of lawyers with experience in various aspects of the sports business, including project finance, real estate development, public law, intellectual property and licensing for a variety of sports and entertainment facilities and projects.
- **General:** Represents landlords and tenants, buyers and sellers, brokers and leasing agents, and lenders and developers of commercial real estate, both regionally and nationally
- **Leasing:** Assists landlords and tenants in office, industrial and retail transactions, including mall, shopping center and strip center projects, as well as stadium, arena and other sports and venue projects, including work with lease preparation and negotiations, lease workouts, evictions and other enforcement actions, management and leasing matters, and various other and related areas of the leasing practice; represents national and regional restaurant operators, retail companies and banks and other space users; and representation of landlords/developers in leasing of office space in Class A, central business district buildings, major retail shopping centers and downtown/main street retail projects
- **Acquisition and Development:** Aids developers in various stages of development, including acquisition and sales, financing, restrictive covenant agreements and other title, land use and development matters, construction matters, zoning matters and loan originations and workouts, including development in mixed-use, multifamily, single-family, condominium, office, retail and other commercial developments, as well as nonprofit housing finance organizations
- **Mortgage Lending:** Represents lenders in various financing transactions, including acquisition, development and construction loans, permanent loans, lines of credit and other lending areas, as well as loan workout matters

Education

Southern Methodist University, Dedman School of Law

- J.D., 1978

University of Texas at Austin

- B.A., with high honors, 1974
- Phi Beta Kappa

Professional & Community Involvement

- State Bar of Texas
- American Bar Association
- Dallas Bar Association
- Texas State Bar College of Lawyers
- Greenhill School, Dallas (Leadership Council)
- St. Philip's Neighborhood Development Corporation (Board of Trustees)
- Habitat for Humanity
- Jewish Community Center of Dallas
- Temple Emanu-El of Dallas

Awards & Recognition

- The Best Lawyers in America, Real Estate Law, 2005 and 2007-2009

Admitted to Practice

- Texas, 1978
- U.S. District Court for the Northern District of Texas

Presentation Topics

- Top Ten Issues in Retail and Office Leasing
- A Detailed Examination of SNDA's and Estoppel Certificates
- The Flexible Lease
- Lease Exit Strategies
- Advanced Strategies for Negotiating a Lease
- The Art and Ethics of Negotiation
- Administering the Lease After Execution
- Letters of Intent

Karl Piirimae

Windels Marx Partner; Financial Transactions, Leasing, Real Estate, Environmental Law

T. 732.448.2552

F. 732.846.8877

Windels Marx Lane & Mittendorf, LLP

156 West 56th Street, New York, New York 10019

Karl Piirimae (Partner) conducts a multi-disciplinary practice focusing on real estate-related transactions, primarily in the areas of real estate development, leasing, and construction matters. He is also leading the Firm's cultivation of its sustainable development and renewable energy practice.

Mr. Piirimae advises clients in a variety of complex real estate and business transactions, including office and retail leasing, project development and workouts. Mr. Piirimae acted as lead counsel to the New Jersey Sports and Exposition Authority in the redevelopment of the Meadowlands Sports Complex. This project involved the negotiation of a ground lease of a portion of the Meadowlands Sports Complex for the New Meadowlands Football Stadium that hosts the New York Giants and New York Jets professional football franchises and the documentation for the mixed use Meadowlands Xanadu entertainment-retail complex. He recently concluded a unique full building sublease-leaseback for a major financial institution in which the client achieved substantial savings by subleasing its data center to a contract operator while retaining its command center in the building. Mr. Piirimae's institutional clients include an international home furnishing retailer and global pharmaceutical conglomerate.

Mr. Piirimae has a varied practice background including general corporate transactions, real estate conveyancing and leasing, finance, construction and landlord-tenant litigation, so that he brings a unique multi-disciplinary approach to each engagement. He has developed an associated focus in construction matters that is often particularly useful in advising clients in the issues related to tenant improvements that routinely arise in leasing transactions.

Mr. Piirimae is a member of the New Jersey State Bar Association, where he serves on the Real Property Trust and Estate Law Section Board of Consultants and the Special Committee on Renewable Energy, Cleantech and Climate Change. He is also a member of the New York State Bar Association. While attending the University of Miami School of Law, he was a member of the Editorial Board of the University of Miami Law Review.

EDUCATION

- * J.D., cum laude, University of Miami School of Law, 1990
- * B.A., Columbia University, 1984

ADMISSIONS

- * New Jersey
- * New York
- * Pennsylvania
- * Connecticut

C

REFERENCES

Michael B. O'Meara

Assistant County Attorney

Polk County Board of Supervisors

Mr. Michael B. O'Meara

Assistant County Attorney Polk County Board of Supervisors 111 Court Avenue, Room 300

Des Moines IA 50309-2214

Phone: (515) 286-3331

Fax: (515) 286-3314

E-mail: momeara@attorney.co.polk.ia.us

Frank Poe

Executive Director

Georgia World Congress Center Authority

Georgia World Congress Center

285 Andrew Young International Blvd., NW

Atlanta, GA 30313-1591

Phone: (404) 223-4000

Fax: (404) 223-4011

Email: fpoe@gwcc.com

Alec Scheiner

General Counsel and Senior Vice President

Dallas Cowboys Football Club

One Cowboys Parkway

Irving, TX 75063

Phone: (972) 556-9384

Fax: (972) 556-9998

Email: ascheiner@dallascowboys.net

CONFLICTS OF INTEREST

The Winstead team does not foresee any actual or potential conflicts of interest which may present themselves in the event that the Firm is selected to provide legal representation to the County.

COST PROPOSAL

The Winstead team's proposed hourly rates* for transactional legal services to Erie County:

Partner	\$375	\$550
Associate	\$250	\$375
Paralegal	\$100	\$225

**Winstead encourages alternative fee arrangements*

Winstead is strongly committed to developing billing structures that enable its clients to receive the highest quality legal services in a cost-effective manner. In connection with our representation of public entities, Winstead regularly provides alternative fee arrangements which can include a fixed fee agreement, based on a more definitive scope of work. Our firm is also willing to discuss other options, such as blended rates and alternative fees agreeable to Erie County. For Polk County, Winstead provided a discounted hourly rate. For our work with the Georgia World Congress Center Authority (GWCCA), Winstead is providing a blended rate. We are willing to discuss cost proposals with Erie County and we are motivated to find a fee arrangement that addresses your needs.