



## Response to Solicitation for Restructuring Legal Counsel

For the City of Detroit

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## INTRODUCTION

With close ties to the City of Detroit and the State of Michigan, intimate working knowledge of the Michigan laws implicated in any review of the City’s current and future financial and operational situation, and an unparalleled ability to deliver excellent client service and value, Dykema Gossett, PLLC (Dykema) is the right choice to serve as the City’s local partner in its vitally important restructuring initiative.

Dykema is pleased to provide the City of Detroit with this Response to its Solicitation for Restructuring Counsel. Dykema is well positioned to provide the City with efficient, effective, and excellent legal counsel on the issues pertaining to its structural deficit while maintaining critical services to its citizens, and—as a longstanding Detroit-based company—is dedicated to the City’s success.

### 1. FIRM DESCRIPTION

#### a. Size

With over 400 professionals with expertise in 65 practice areas—Dykema is a leading national law firm, serving business entities worldwide. For nearly a century, Dykema lawyers have guided the firm’s clients through the myriad of legal challenges to success in this ever-more complicated world.

#### b. Principal Offices

Dykema was founded in Detroit in 1926. The Detroit office is, and always has been, the firm’s headquarters.

#### c. Regional and/or Michigan Offices and Experience

Dykema currently maintains Michigan offices in Detroit, Bloomfield Hills, Lansing, Ann Arbor and Grand Rapids. We also maintain offices in California, Illinois, Minnesota, North Carolina, Texas and Washington D.C. All of our offices offer clients a full range of legal services.

#### Dykema Michigan Office Locations

<b>Detroit-HQ (born 1926)</b> 400 Renaissance Center Detroit, Michigan 48243 313-568-6800 • Fax: 313-568-5440	<b>Ann Arbor</b> 2723 South State Street, Suite 400 Ann Arbor, Michigan 48104 734-214-7660 • Fax: 734-214-7696	<b>Bloomfield Hills</b> 39577 Woodward Avenue, Suite 300 Bloomfield Hills, Michigan 48304 248-203-0700 • Fax: 248-203-0763
<b>Grand Rapids</b> 300 Ottawa Avenue, N.W., Suite 700 Grand Rapids, Michigan 49503 616-776-7500 • Fax: 616-776-7573	<b>Lansing</b> Capitol View 201 Townsend, Suite 900 Lansing, Michigan 48933 517-374-9100 • Fax: 517-374-9191	

## Other Dykema Office Locations

<b>Los Angeles, California</b> 333 South Grand Avenue, Suite 2100 Los Angeles, California 90071 213-457-1800 • Fax: 213-457-1850	<b>Chicago, Illinois</b> 10 South Wacker Drive, Suite 2300 Chicago, Illinois 60606 312-876-1700 • Fax: 312-876-1155  4200 Commerce Court Lisle, Illinois 60532 630-245-0400 • Fax: 630-245-0140	<b>Minneapolis, Minnesota</b> 4650 Wells Fargo Center 90 South Seventh Street Minneapolis, Minnesota 55402 612-486-1900
<b>Charlotte, North Carolina</b> Bank of America Plaza 101 S. Tryon Street, Suite 2560 Charlotte, North Carolina 28202 704-335-2735 • Fax: 704-335-2740	<b>Dallas, Texas</b> Comerica Bank Tower 1717 Main Street, Suite 4000 Dallas, Texas 75201 214-462-6400 • Fax: 214-462-6401	<b>Washington, D.C.</b> Franklin Square, 1300 I St. N.W. Suite 300 West Washington, D.C. 20005 202-906-8600 • Fax: 202-906-8669

## 2. PROPOSED STAFFING

### a & b. Names, Relevant Experience, Biographies of Lead Partners of Principal Attorneys

Founded and headquartered in the City, Dykema can quickly and efficiently provide on-the-ground support to assist the City with the development and execution of restructuring alternatives as deemed necessary by the City. Dykema understands that this work will take place in the City and other locations as directed by the City and may require time outside normal business hours.

Dykema operates in a team environment and the team we have assembled to lead the work on the City of Detroit’s project is custom built for that purpose. Our Dykema-Detroit Restructuring Team has unparalleled experience in helping local governmental entities reinvent themselves and solve their complex fiscal problems.

Set forth below is the team leadership together with brief descriptions of what unique skills and experience each leader brings to the table. Full biographical information on them and other team members is included as Exhibit A.

Of course, the entire breadth and depth of the Dykema firm would be available to the City.

### Detroit’s “Go-To” Relationship Counsel

Every Dykema client has a relationship attorney who is ultimately responsible to assure the client’s legal needs are fully met. Because of the extremely critical nature of Detroit’s restructuring project, we have designated three attorneys in this role to ensure that whenever the need arises—24/7—and whatever the nature of that need, you can reach an attorney who can immediately address it. The Detroit relationship attorneys will themselves provide day-to-day leadership services on differing aspects of this project. They are:

- **Sheryl Toby**, co-leader of Dykema's Bankruptcy practice, is a prominent bankruptcy and restructuring attorney with 25 years of experience. She is known for her creative approach to providing solutions for creditors, debtors and lenders in troubled situations. Ms. Toby has extensive experience in representing a wide range of clients in industries including, automotive, manufacturing, retail, healthcare, real estate, and financial institutions. Ms. Toby has been involved in numerous significant bankruptcy cases throughout the country and is a frequent speaker and media consultant in her field. Ms. Toby is also a member of the Automotive and Manufacturing Industry Group and regularly advises manufacturing entities working with purchasing groups and in-house legal and management to address day-to-day challenges that intersect operational and legal issues including supply terms and conditions, stop-ship and other litigation threats and addressing financially troubled supplier issues that can threaten operations. Ms. Toby has significant experience in coordinating teams in multi-disciplinary matters and often works as co-counsel with other out of state firms addressing significant local matters.
- **Sherrie Farrell** is the Office Managing Member of Dykema's Detroit office. She advises clients on all aspects of business disputes and handles a broad range of complex litigation matters. Sherrie has significant experience in corporate bankruptcy matters and business restructuring, having represented troubled suppliers, staffing corporations, construction companies and other regional and national businesses and out-of-court restructurings in Chapter 7 and 11 proceedings.

In addition, Ms. Farrell has 11 years of substantive experience in the operations of the City of Detroit. Her unique relationship with the City of Detroit includes serving under the administrations of three Detroit mayors—as both a civil servant and as a mayoral appointee; serving as a director of a City department; and working closely with Detroit City Council members. She continues to provide counsel to area businesses on City of Detroit-related regional government and policy issues.

- **Len Wolfe** is the Director of the firm's Regulated Industries Department, which is comprised of the firm's Government Policy Practice and Health Care Practice Groups. He will be the lead firm member having substantial governmental expertise, including current relevant expertise in the restructuring and reinvention of Michigan governmental entities. Len is part of, and works closely with, the firm's team of restructuring, public finance, public employment and public retirement professionals.

### **Lead Attorneys on Large and Complex Restructuring both In and Out of Court**

- **Sheryl Toby**, biographical overview above.
- **Ron Rose**—a fellow of the American College of Bankruptcy—is the former co-leader of the firm's Bankruptcy Practice Group and a current member of the firm's Real Estate Workout Team. Mr. Rose brings a lifetime of in the trenches experience in bankruptcies, insolvencies and reorganizations of virtually all types. He has represented trustees in bankruptcy proceedings and debtors, purchasers of assets,

secured and unsecured creditors and unsecured creditors' committees in both bankruptcy proceedings and out-of-court restructuring. Mr. Rose is recognized by *Chambers USA-America's Leading Business Lawyers* (2008-2012) in the Banking & Finance: Bankruptcy.

- **Sherrie Farrell**, biographical overview above.
- **Cameron Piggott** – a fellow of the American College of Real Estate Lawyers—is the immediate past director of the firm's Real Estate and Environmental Services Department and a current member of the firm's Real Estate Workout Team. Cameron brings a wealth of practical experience to distressed real estate workouts, dispositions and financings. He has represented secured lenders, mezzanine lenders and developers in real estate workouts and the disposition of real property in Michigan and around the country. Cam's expertise in all aspects of complex real estate and real estate transactions is unsurpassed. He has been heavily involved in efforts to revitalize the Detroit community for decades, including his current work on the M-1 Rail Project. He also is a member of the Board of Directors and serves on the Executive Committee of Downtown Detroit Partnership, Inc.

#### **Lead Attorney on Pension, Retiree Pension, OPEB and Similar Obligations**

- **Alan Wilk** is head of the firm's Public Retirement Team. He has been involved in numerous major pension, defined contribution, early out, hybrid plan, and other retirement and retiree health care reforms in the State of Michigan. His experience includes drafting of legislation, amendment of plan documents, filings before the Internal Revenue Service, testifying in front of legislative committees, drafting of OPEB trust agreements, and other strategy, implementation, and litigation matters related to public retirement projects.

#### **Lead Attorney on Public Finance and Government/Authority Advisory Experience**

- **Len Wolfe**, biographical overview above.

#### **Lead Attorney on Municipal Financings**

- **Ann Fillingham** is head of the firm's Public Finance Practice Group. She has extensive expertise across a wide array of municipal finance matters. Ann has worked closely with multiple Michigan issuers under emergency management, addressing deficit problems in the context of larger reinvention solutions. Ann will ensure that the firm's municipal finance knowledge and expertise is available to the City and is closely coordinated with its broader restructuring initiatives.

#### **Lead Attorney on Municipal Infrastructure Privatization/Asset sales**

- **Steven Liedel** is Senior Counsel with Dykema's Government Policy Practice Group. His practice is focused on government restructuring and reinvention, and includes extensive work relating to municipal infrastructure and the privatization or

regionalization of government infrastructure and assets. As a former legal and policy advisor to state and local government officials, Steve understands the legal, political, and other obstacles to proposed restructurings and how to identify alternative paths to reach objectives.

### **Lead Attorney on Labor and Employees Relations, including Union Contract Negotiations**

- **Melvin Muskovitz** is a member of Dykema's Labor and Employment Group. Beginning with a four year stint as an Assistant City Attorney for the City of Ann Arbor, Mel has represented public sector employers for over 30 years. In his position as Assistant City Attorney, Mel was responsible for handling all of the City's employment and labor matters, including negotiating labor contracts, arbitrating grievances, handling fact finding and Act 312 proceedings, and representing the City before the Michigan Employment Relations Commission and in Circuit Court. In private practice, Mel continued to represent the City of Ann Arbor and has represented dozens of public sector employers handling all of the matters referenced above, in addition to representing his clients before the Michigan Department of Civil Rights, the Equal Employment Opportunity Commission, the Michigan and U.S. Departments of Labor, and in state and federal courts. Mel has successfully negotiated labor contracts or otherwise assisted public sector clients in achieving cost savings and efficiencies, including the closing of a fire station, consolidating bargaining unit positions, transferring work from one bargaining unit to another, transferring work from bargaining unit employees to non-union employees, changing work schedules, consolidating services, and negotiating creative and cost-saving measures, in employee health insurance coverage and pension plans.

### **Lead Attorney on Employment Benefits with Emphasis on Healthcare**

- **Amy Christen** practices in all areas of employee benefits law with a concentration in welfare benefit plans. Her experiences covers the gamut with respect to compliance and design of qualified retirement plans (including governmental and private sector defined benefit plans and profit sharing and 401k plans), sections 457 or 403b plans, SEP or other nonqualified plans, and health and other welfare plans (including health care reform (PPACA), cafeteria plans, severance plans, COBRA and HIPAA issues). Daily, she advises clients on all of their employee benefit concerns. Amy is named a Leading Employee Benefits & Executive Compensation Lawyer by Chambers USA, 2012.

#### **c. Connection to and Involvement with Michigan and Detroit Communities**

Dykema knows and is deeply committed to Detroit and Michigan. We not only have the expected array of general legal knowledge and experience in terms of municipal law, in and out of court restructuring, litigation, municipal finance, labor and employment, tax, public employee benefits and retirement, corporate, etc., we know the specific Michigan laws at issue better than anyone, and we know the important individuals involved in this project at the City, the State and elsewhere.

Dykema is best situated to address these matters. This government restructuring process will involve the emergency manager law, public financing, public pension and OPEB reform, and employee relations. We have specific Michigan knowledge in these five areas. We also have extensive experience in integrating these specific areas to arrive at workable solutions. We combine our knowledge and experience with creative “outside the box” thinking to provide alternative methods to meet goals—such as the sustaining of employee benefits (through the creation of hybrid plans and OPEB trusts), minimizing impact on delivery of core services (through the creation of metropolitan authorities), saving short and long-term cost (through bonding and federal tax savings) and creating workable employee contracts (through deferred compensation and personal health care funds), etc.

### **Dykema’s Connections to Detroit**

One of our principal Dykema-Detroit team members, Sherrie Farrell, has a particularly unique and longstanding relationship with the City of Detroit. She has dutifully served three mayors in three City administrations in a variety of capacities and as both a Detroit civil servant and a mayoral appointee. Through her 11 years of working shoulder-to-shoulder with the City, she gained intimate knowledge of many of the City’s departments as well as developed strong working relationships with City officials, administrators and others. Ms. Farrell has also worked closely with Detroit City Council members—including Council President Pro Tem Gary Brown.

During the course of her work with and for the City, Ms. Farrell has been responsible for implementing multi-department, citywide projects. On many of these projects, Ms. Farrell was responsible for preparing and disseminating important citywide communications and information. She and other Dykema attorneys have had, and continue to have, frequent contact with governmental officials and agencies on a variety of issues.

In addition, our partners in SE Michigan have been actively involved in innumerable civic, municipal and charitable positions through which we have invested in the future of Detroit and gained knowledge of key Detroit players. Examples include:

- Peter Kellett, our Chairman and CEO, is on the Board of Trustees of New Detroit, Inc.
- Rex Schlaybaugh, our Chairman Emeritus, is on the board of the Detroit Economic Growth Corporation
- Cameron Piggott is on the Board of and General Counsel for Downtown Detroit Partnership, the CEO organization for the City—which interfaces with the Mayor and City government in ways that could be an important source of support for the ultimate solutions for the City’s woes
- Mike Bernard, a Dykema Executive Board Member, is General Counsel for the Detroit Regional Chamber of Commerce

Our “on-the-ground” knowledge of local issues and the challenges faced by Detroit and Detroiters gives us a unique perspective of and, quite frankly, a personal investment in the issues that plague Detroit. It allows us to understand and analyze the organizational, political and policy structure of Detroit with a clear view of the present and future solutions that such a project demands and with dedication to their effective and efficient resolution.

### **Dykema’s Connections to Michigan**

Our State of Michigan clients include the State of Michigan, the Department of Treasury and other of the State’s departments and agencies, the Michigan House of Representatives, the Michigan Supreme Court, the State Police Retirement System, and the Public School Employees Retirement System.

Dykema has helped the State, its authorities, and its departments issue billions in taxable and tax exempt debt. Dykema has also served as Special Assistant Attorney General to the State with respect to a variety of matters.

Dykema has also worked on the State’s retirement plans for the last 18 years. Our lawyers serve as consultant and special legal counsel for the State of Michigan’s five defined benefit pension plans, as well as its 401k and 457 defined contribution plans. Through those years, we have been intimately involved in the options and strategies related to practically all major retirement, pension and retiree health care reform for the State. Examples of the work we have performed for State and school employees include: Defined contribution plan or hybrid pension plan conversion, graded health care implementation, banked leave time program (in lieu of additional pay cuts and furloughs), sick leave conversion (to preserve the benefit and save on federal tax implications), employee health care payment (to sustain retiree health care program), 80/20 cost sharing (for actives and retirees), pension and health care choices to employees, and fully funded Annual Required Contributions for prefunding of OPEB and GASB.

### **We are a Counsel of Choice for Michigan’s Public Sector**

Dykema regularly represents Michigan’s public sector over a broader range of legal issues than any other Michigan based firm. From labor and employment to bond financing, to restructuring, affordable housing and gaming, Dykema provides across-the-spectrum counsel to the public sector.

### **Dykema Knows the Michigan Laws at Issue Better than Anyone**

From a legal perspective, we have specialized knowledge and extensive experience in a number of arcane but critical areas that will be in the forefront of the restructuring facing Detroit, including:

- The intricacies of PA 72, PA 4 and PA 436
- The existing Financial Stability Agreement for the City

- Public pension and retirement benefit changes, including moving the State from a defined benefit plan to a defined contribution system
- Michigan municipal financing, including the laws and practical considerations relating to the laws, charter provisions, ordinances, and applicable indentures and ancillary obligation agreements of the City, water, sewer, and certificate of participation indebtedness
- Governmental reorganizations, including elimination and consolidation of departments and agencies and the creation of new regional authorities
- Intergovernmental agreements (both interlocal and intergovernmental transfers of functions)
- FOIA, Open Meetings Act, State conflicts of interest laws, public employees relations, and other Michigan-specific procedural requirements
- Michigan-specific limitations on municipal powers and municipal transactions and unique tools available to municipalities in Michigan
- Drafting, and lobbying for, Michigan legislation and City charter amendments

### **We Know How to Add Value as Cost-Effective, Seamless Co-Counsel**

While Dykema has the know-how to take the lead on this project, we understand that the City may instead choose to utilize the expertise of a Detroit firm in a local or co-counsel role. If that is the case—Dykema would be pleased to serve in this position and is the logical choice—given its in-depth knowledge of the myriad of Michigan specific laws implicated in Detroit’s restructuring. Furthermore, Dykema has an extraordinary level of experience working on both sides of the lead-local equation in mega-cases and knows how to add efficient and effective support and value in either position. In fact, Detroit-Dykema Team member, Sheryl Toby, has extensive experience coordinating such services in complex matters and as mere examples of just a few similar situations, served as co-counsel with Davis Polk and Wardwell representing Dow Corning’s Official Committee of Unsecured Creditors in connection with Dow Corning’s Chapter 11 bankruptcy case, and the firm acted recently as co-counsel with Watchell Lipton and counsel to the lenders in the Collins & Aikman Corporation Chapter 11 bankruptcy case. As local or co-counsel, our home becomes lead counsel’s home and is fully welcomed. We know how to coordinate with lead counsel to support the efforts in a seamless fashion resulting in providing the best cost-effective representation available through the best utilization of both Dykema’s and lead counsel’s talents.

### **In Short**

Given our experience and longstanding relationships with the City of Detroit and the State of Michigan, their officials, departments, administrators and others and our vast local public sector experience, Dykema will provide unique and unmatched value to City of Detroit’s restructuring project.

### 3. EXPERIENCE IN LARGE AND COMPLEX RESTRUCTURINGS

Dykema not only has the expected array of general legal knowledge and experience in terms of in and out of court restructuring, litigation, corporate, municipal law and finance, labor and employment, tax, public employee benefits and retirement, etc., we know the specific Michigan laws at issue better than anyone. Dykema stands ready to assist the City with the evaluation of revenue-enhancing and cost-saving initiatives, assessment of long-term obligations including bonded indebtedness, derivatives/swaps, pensions and OPEB obligations; analysis of existing labor policies and collective bargaining agreements; and evaluation of the potential value-creating transactions involving City assets.

Dykema possesses the Michigan experience necessary not only to advise the City on legal risks and the rights and remedies of various parties, but to advise on the viability of transactions, policy alternatives, and legal strategies as well as alternative structures under Michigan law. As the City assesses large and complex options to restructure City liabilities and obligations while still providing adequate City services, Dykema can provide the City with:

- Evaluation of initiatives relating to labor contracts, vendors, and other City operations
- Review of options for liability restructuring
- Evaluation of potential strategies for negotiating with creditors and others involved

Additional relevant information about Dykema practice areas is included as Exhibit B.

#### **a & b. Complex In- (Chapters 9 and 11) and Out-of Court Restructurings**

Our team leverages decades of experience in debtor-creditor laws and in court and out-of-court restructurings and know how to identify winning options and develop strategies for governmental entities, as well as a broad base of public and private companies. We represent these clients in every aspect of restructuring and reorganization in troubled situations while minimizing risk and expense. Our Bankruptcy, Insolvency and Creditors' Rights attorneys have been involved in many complex restructurings, and have experience in coordinating the many cross-disciplinary activities involved in such matters, as well as seamlessly serving as cost-effective co- and/or local counsel in such matters.

Our team has extensive experience and know how in the area of avoiding supply chain disruption in financially troubled situations. We frequently advise large automotive companies on risks of supplier disruptions and have experience in renegotiating complex debt and hedging arrangements, supplier and other agreements while avoiding disruptions in the delivery of services or products.

Examples of representative matters include:

- Serving as lead counsel to 2nd largest U.S. airport in more than 25 airline bankruptcies, working in conjunction with the United States Department of

Transportation on Passenger Facility Charge litigation on behalf of various airports in airline bankruptcy cases nationwide

- Representing a North Texas municipality in Chapter 9 proceedings
- Representing a major land developer in the municipal bankruptcy of City of Westlake, Texas, in litigation arising from de-annexation of land
- Serving as lead bankruptcy counsel on *ad valorem* personal property tax issues arising from municipal and county taxation of transient property such as airplanes and truck fleets
- Serving as lead bankruptcy counsel in cases relating to assertion of claims relating to failed special revenue bonds issued by various municipalities
- Serving as lead bankruptcy counsel to:
  - Large environmental trusts in which primary beneficiary is the United States and requiring negotiations with state and federal agencies
  - Large industrial waste area management trusts in negotiating environmental claims
  - Liquidating trust asserting complex breach of multiple duties of loyalty of officers and directors of former Chapter 11 debtors
- Serving as co-counsel with Watchell Lipton representing the lenders in the largest Michigan-based Chapter 11 proceeding—that of Collins & Aikman Corporation
- Representing Oxford Automotive as counsel in both of its Chapter 11 proceedings
- Representing a health care REIT in the Chapter 11 proceedings, nationwide, of nursing home chains that were lessees of the REIT-owned facilities or borrowers from the REIT, including making emergency loans to make sure the nursing home facilities could continue to operate safely or transitioning the nursing home facilities to the REIT or a new operator
- Representing several large lenders during the recent home loan mortgage crisis, including assertions in bankruptcy that the lenders' practices were illegal and assisting the lenders in rewriting their procedures to correct past errors
- Representing Sears nationwide as co-counsel with Hale & Dorr and Watchell Lipton in connection with a class action, FTC enforcement action, 50 state attorneys general action, and criminal charges all related to bankruptcy actions taken by Sears related to its credit card practices in bankruptcy
- Serving as co-counsel with Davis Polk representing Dow Corning's Official Committee of Unsecured Creditors in connection with Dow Corning's Chapter 11 bankruptcy case
- Representing Delphi Corporation in connection with its restructuring, by working on the disposition of its global suspensions and brake businesses, safety device business, and steering business

- Working closely with the State of Michigan during the restructuring phase of a publicly traded health care provider
- Representing, as sole lead financing counsel, a global performance material and specialty chemical manufacturer in the structuring and negotiation its \$2.05 billion Chapter 11 exit financing facility from the commitment letter stage through and including its closing; involved simultaneous negotiations with several banks, international financial institutions and other interested parties; financing included cross-border financing arrangements and coordination of securing collateral in several countries
- Representing public healthcare company located in Detroit in an out-of-court restructuring
- Representing a global leading apparel manufacturer in structuring, negotiation, documentation and closing of a first-lien credit facility, second-lien credit facility and bridge loan facility aggregating approximately \$3.1 billion
- Representing, as sole lead financing counsel, a Fortune 500 global automotive supplier in the structuring, negotiation, documentation and closing of its debtor-in-possession credit facility and its successful Chapter 11 exit financing comprised of a \$500 million term loan and \$200 million revolving credit facility; transaction included the simultaneous negotiations with several banks, financial institutions and other interested parties
- Representing a large producer of meat products in its Chapter 11 proceedings
- Representing as lead financing counsel an automotive supplier in the structuring, negotiation and closing its \$330 million revolver and first/second lien facility in connection with its emergence from Chapter 11
- Representing, as lead debt counsel, an automotive supplier in the structuring, negotiation, documentation and closing its \$300 million debtor-in-possession financing
- Representing, as debt counsel, an automotive industry supplier in the structuring, negotiation, documenting and closing of its exit financing in connection with its prearranged Chapter 11 bankruptcy case
- Representing numerous large retailers in their Chapter 11 bankruptcy
- Representing, as the sole lead debt counsel, an automotive supplier in the structuring, negotiation, documentation and closing its \$725 million debtor-in-possession financing. The transaction included simultaneous negotiations with the supplier's customers which included most of the world's major automotive companies and related interested parties
- Representing counterparties to major executory contracts (IT outsourcing) and purchaser of assets in Continental Airlines, Eastern Airlines and US Air's Chapter 11 proceedings; faced with threats of rejection of these major contracts to provide all of the back office and IT for the airlines, our side negotiated new outsourcing agreements with the airlines exiting Chapter 11

- Representing the official committee of physicians in Physicians Resource Group's Chapter 11 (unwinding a "roll-up" of dozens of medical practices around the country); represented the medical practices, which were the only asset of value to the debtor, and had tough negotiations to restructure the relationships or alternatively to exit the relationship through established formulas
- Serving as lead counsel in the successful Chapter 11 reorganizations of:
  - the second largest vinyl and aluminum window manufacturer in the United States requiring negotiation with unions, landlords and secured lender groups
  - a VOIP telecommunications company
  - a defense industries company
  - a community hospital
  - the largest independent bookstore chain in the Southwest
- Acting as lead counsel to the unsecured creditor committee in successful Chapter 11 reorganization of a major league baseball team
- Serving as co-counsel in the successful Chapter 11 reorganization of a major cargo and charter passenger airline
- Serving as lead bankruptcy counsel to a number of electric cooperatives
- Representing winning bidder at auction to run store closings at dozens of retail stores in the Bombay Company's Chapter 11; work included negotiations with landlords (use of premises, advertising), municipalities/state AGs over compliance with store closing ordinances/statutes, advertising, permit requirements, etc., and secured lenders
- Representing counterparty to outsourcing agreements under which all pay-for-view TV content was provided to hotels by Spectravisision, negotiating with numerous hotel chains over systems in premises and cash flows with lenders
- Representing primary secured lender in 430 unit Jiffy Lube bankruptcy case involving brand switching and deflagging issues
- Representing OEM's in truck and automotive dealership terminations throughout the Southwest, including successful shut-down of rogue dealerships
- Representing special servicer/lender in large QSR insolvencies

**[c. Employment Issues, Pension and OPEB and addressed in section 5]**

**d. Awards and Accolades**

<p><b>Dykema honored to be part of the Michigan Finance Authority team for the Bond Buyer’s “2012 National Deal of the Year,”</b> which restructured the State’s \$3.2 billion Unemployment Trust Fund deficit to the U.S. Treasury. <i>The Bond Buyer</i>, December, 2012</p>	
<p><b>Recognized as a Leading Law Firm by Chambers USA</b> in the areas of Corporate/M&amp;A (Michigan), Labor &amp; Employment (Michigan), Litigation: General Commercial (Michigan) and Real Estate (Michigan and Illinois). Also, 19 lawyers individually recognized, including two national rankings. <i>Chambers USA</i>, 2012</p>	
<p><b>Dykema Named a “Best Law Firm” in 50 Practice Areas</b> by <i>U.S. News’</i> “Best Law Firms,” including 18 national rankings. <i>U.S. News—Best Lawyers</i>, 2012</p>	
<p><b>Ninety-Five Dykema Attorneys Named Best Lawyers in America</b> by <i>Best Lawyers</i>, and eleven attorneys were named "Lawyer of the Year" in their respective locations and areas of law. <i>Woodward/White</i>, 2012</p>	
<p><b>Super Lawyers Recognizes 99 Dykema Attorneys</b> as 2012 Super Lawyers or Rising Stars by Law &amp; Politics, <i>Super Lawyers Magazine—Law &amp; Politics</i>, 2012</p>	
<p><b>Nationally Ranked as One of the Top 150 Law Firms in America</b> by <i>The American Lawyer</i>, 2012</p>	
<p><b>Dykema Named Best Corporate Law Firm in Detroit</b> for the third time since 2009, by <i>Corporate Board Member Magazine</i>, 2012</p>	
<p><b>Dykema Named a "Top 100 Law Firm for Diversity"</b> for Sixth Consecutive Year by <i>MultiCultural Law</i> magazine, 2012. Also recognized for the first time in a specialized category: Top 25 Law Firms for African-Americans. <i>MultiCultural Law</i>, 7/2012</p>	
<p><b>Dykema Named “Law Firm of the Year”</b> by Michigan Community Resources for assisting nonprofits that help serve low income individuals and communities. The award cites Dykema as delivering the highest standards and pro bono ethics of the profession “consistently and with integrity.” <i>Michigan Community Resources</i>, 2012</p>	
<p><b>Dykema Named Co-Recipient of CPBO Pro Bono Partner Award.</b> Dykema—its client, Ford Motor Company, and Michigan Community Resources—received the 2012 CPBO Pro Bono Partner Award, celebrating the jointly developed Nonprofit Survival Clinic, which provides legal and business counsel to nonprofit organizations. <i>Pro Bono Institute Awards Dinner</i>, 11/2012</p>	

#### **4. PUBLIC FINANCE AND GOVERNMENT/AUTHORITY ADVISORY EXPERIENCE INCLUDING SPECIFIC GOVERNMENT RESTRUCTURING AND REINVENTION EXPERIENCE, AND a. & b. MUNICIPAL FINANCINGS, AND MUNICIPAL INFRASTRUCTURE PRIVATIZATION**

Dykema includes a dedicated multidisciplinary team of professionals with extensive experience relating to the restructuring and reorganization of state and local governmental entities and functions, including structural reorganization, labor and collective bargaining renegotiation, pension and OPEB restructuring and debt portfolio restructurings. One of our greatest strengths is our ability to find strategic solutions to governmental problems using existing law and regulations. We know Michigan government (both at the state and local level) and we know Michigan's emergency manager and emergency financial manager laws, having assisted multiple managers in addressing their challenges. Inside and outside of the emergency management context, we have been involved with the creation of many new forms of entities to ensure the delivery of uninterrupted governmental services. Our focus is on finding solutions to the problems plaguing our governments.

##### **Communities Under Emergency Management**

Dykema has represented emergency managers, emergency financial managers, and entities under emergency management in Michigan, and assisted them in solving real and urgent financial challenges. Last year, Michigan had two school districts (Muskegon Heights and Highland Park) that were both under emergency management. Both school districts' operating expenses exceeded their revenue from State school aid and federal funding. Both school districts had a significant debt that could not be repaid. They were, in effect, insolvent. Working with State officials and the emergency managers, we devised and implemented a new legal structure, already in place under existing law, that could accomplish two main objectives: (i) deliver educational services to residents; and (ii) pay off the existing operating deficit. We also assisted in the adoption of new legislation that provided a vehicle for emergency loans to these school districts. Through the structural and financial solutions, both districts eliminated their operating deficits and are up and running, successfully delivering their fundamental government services to the communities they serve, having accomplished their two main objectives.

##### **Structural Reorganization: Real Restructuring and Reinvention Experience**

Dykema has extensive experience with Michigan's restructuring tools. Clients include state and local governments, public schools, universities, nonprofit organizations, government contractors, and other business entities interacting with government. Dykema team members possess in-depth experience working in the following areas:

- Intergovernmental agreements, contracts, service sharing, and consolidation
- Reorganization, elimination, consolidation, and creation of government departments and agencies

- Public authorities, transfer contracts, special districts, and public-private partnerships
- Public finance
- Taxation and tax policy
- Municipal law, including charter amendments
- Government contracting and procurement
- Public employee relations and collective bargaining
- Public pensions and other public employee benefits
- Public education law
- State constitutional law and history; and
- Legislative drafting, procedure, history, and lobbying

### **Non-traditional Governmental Restructurings**

Sometimes existing tools are not enough, and the need to restructure government while maintaining seamless delivery of service requires fundamental organizational change to encourage adequate focus on the delivery of one or more particular services. This type of fundamental organizational change, in turn, often requires legislative change. Dykema has extensive experience creating and implementing restructurings through these mechanisms.

Representative experience of the Dykema team and its members includes:

- Representing the Michigan Insurance Commissioner with respect to the pending reorganization of Blue Cross Blue Shield of Michigan from a governance structure controlled by State statute into a not-for-profit mutual structure and independent purveyor of health insurance and related amendments to The Nonprofit Health Care Corporation Reform Act.
- Working with the School District of the City of Detroit, the State of Michigan and the Board of Regents of Eastern Michigan University to create and implement the Education Achievement Authority in 2012, pursuant to interlocal agreement, as a new organizational model to address educational turn-around in some of the State's lowest performing schools, including related amendments to The Revised School Code.
- Assisting in the enactment of the Regional Convention Facility Authority Act and amendments to the State Convention Facility Development Act, which provided for the creation of the Detroit Regional Convention Authority as a regional metropolitan authority. The firm served as issuer's counsel to the Authority in connection with its 2010 and 2011 bond issues that financed acquisition and improvement of Cobo. Over 700,000 people attended the 2013 North American International Auto Show, and the NAIAS estimates that it had a \$365 million impact on the metro Detroit area.

- Working on the M-1 Rail project, an unprecedented transit project in which private parties, led by leaders in the business and philanthropic communities, are working with the City of Detroit, the State of Michigan and the Federal Transit Administration to build and operate a street railway in downtown Detroit. It will be the first transit project in many years that will be primarily funded with private money. Dykema worked with M-1 RAIL in connection with the drafting and the passage of legislation authorizing the construction, financing and operation of a private nonprofit street railway. Dykema also played a key role in helping M-1 RAIL assist the administration in passing, in late 2012, a Regional Transit Authority Act—legislation that had failed to obtain passage in more than twenty attempts in the last forty years. Dykema is continuing to represent M-1 RAIL in permitting, constructing and financing this landmark project.
- Advising the State of Michigan in drafting and securing passage of legislation transferring jurisdictional control over the Detroit-Wayne County Metropolitan Airport to a new airport authority and authorizing the creation of an airport authority for the Detroit City Airport (renamed in 2003).
- Advising the State of Michigan on the creation of the Michigan Economic Development Corporation in 1999, created under the Urban Cooperation Act of 1967 as a separate body corporate and politic, consolidating economic development functions into a public-private partnership, which serves as the State's marketing arm and lead agency for business, talent and jobs, tourism, film and digital incentives, arts and cultural grants, and overall economic growth. The firm has continued to work closely with the MEDC on a variety of different projects and programs since its inception.
- Assisting the State of Michigan in reorganizing The Accident Fund Insurance Company of America in 1993 from a state agency to an independent purveyor of workers compensation insurance, competing at the national level and licensed to provide workers compensation coverage in 48 states and the District of Columbia, including related amendments to the Worker's Disability Compensation Act of 1969.

### **Advising Local Governments**

With a detailed and holistic understanding of the entire process for developing and implementing public policy initiatives, Dykema team members are actively engaged in conceptualizing legal and legislative options to assist governmental entities in achieving objectives, including identifying the full range of options available under federal, state, and local law, changing laws to expand the range of available options, authorizing or identifying new forms of revenue for financing, securing approval by local councils and other governing bodies, implementing changes, and successfully defending actions taken, through litigation if necessary. When others tell governmental entities, "you can't," Dykema say "yes you can" and finds new and creative solutions.

Representative experience includes:

- Conceptualizing and drafting an intergovernmental agreement between two Michigan cities creating a new Michigan Municipal Services Authority—a “virtual city”—to provide back office functions and other governmental services to local governments on a statewide basis and serving as legal counsel to the new Authority
- Advising local governments on options for creation of fire and other public safety authorities under the Urban Cooperation Act of 1967, the Municipal Partnership Act, and 1988 PA 57 (municipal emergency services), and drafting agreements creating authorities
- Advising local governments on options for creation of public health authorities under the Urban Cooperation Act of 1967, the Municipal Partnership Act, the Mental Health Code, and the Public Health Code, and drafting agreements creating authorities, including the Detroit Wayne County Health Authority
- Conceptualizing and drafting an interlocal agreement under the Urban Cooperation Act of 1967 between local intermediate schools districts and the Michigan Department of Human Services establishing the Early Childhood Investment Corporation to create new mechanisms to provide and fund early (Pre-K) childhood education
- Assisting county governments in transferring economic development functions to new intergovernmental entities established under the Urban Cooperation Act of 1967
- Advising local governments on options to maximize revenue available under the City Income Tax Act
- Recommending changes to antiquated tax collection system to local tax collection officials, drafting legislation for new delinquent tax collection process, securing legislative passage, assisting with implementation, and successfully defending legal challenges to the new process
- Drafting and securing passage of legislation authorizing State, county, and city land bank authorities to assist communities with economic development, land management, assembly and sale of real estate, and preservation of development rights
- Advising a regional coalition of governments on changing State law to limit municipal liability for sewer backups, and drafting and securing passage of legislation, which was subsequently upheld by the Michigan Supreme Court
- Drafting and securing passage of legislation authorizing the creation of business improvement zones in cities

- Developing and implementing procurement policies and procedures
- Representing local governments on legislative changes to 1947 PA 179 (garbage and rubbish disposal authorities)
- Advising local governments on contracts for the intergovernmental conditional transfer of property under 1984 PA 425
- Authoring legislation providing for unified city-county government in Michigan
- Compiling comprehensive legislative histories of the Urban Cooperation Act of 1967, (Ex Sess) PA 8 (intergovernmental transfer of functions and responsibilities) and State constitutional provisions authorizing these statutes
- Assisting governmental bodies on compliance with and changes to a broad range of State laws affecting local governments, including:
  - The Open Meetings Act
  - The Freedom of Information Act
  - The Uniform Budgeting and Accounting Act
  - The Publicly Funded Health Insurance Contribution Act
  - The Home Rule City Act
  - The Revised School Code
  - Municipal Employees Retirees Act of 1984
  - State laws relating to local governmental civil service and retirements systems
  - 1947 PA 336 (public employees relations)

### **Advising State Government**

Dykema's team regularly is called upon to advise public officials and entities in Michigan government on a wide range of matters relating to restructuring and reorganization of State and local governmental entities and functions. The team regularly prepares recommended legislation, advises on strategies for approval of legislation, briefs legislators and staff, assists with responses to legislative inquiries, prepares amendments, and recommends novel approaches for achieving legislative objectives. After the enactment of legislation, the team is often involved in the promulgation of administrative rules, appropriations, and litigation and other measures related to implementation of new laws.

Representative experience of the team and its members includes:

- Creating new public school systems for financially distressed school districts and short- and long-term emergency financing mechanisms for the systems
- Amending the Emergency Municipal Loan Act to provide new forms of financing for distressed municipalities

- Authoring legislation authorizing public school academies in Michigan for the first time, successfully defending legal challenges, and representing State universities providing oversight for the new academies
- Creating a new public Education Achievement Authority under the Urban Cooperation Act of 1967 to provide public education and authorize public school academies and transferring functions of the State School Reform/Redesign District to the Authority under 1967 (Ex Sess) PA 8 (intergovernmental transfer of functions and responsibilities), and providing legal counsel to the Authority
- Guiding State officials on the appointment and removal of emergency managers and actions by emergency managers under the Local Government Fiscal Responsibility Act (1990 PA 72) and the Local Government and School District Fiscal Accountability Act (2011 PA 4)
- Redrafting legislation and amendments for the Local Government Fiscal Responsibility Act (1990 PA 72), the Local Government and School District Fiscal Accountability Act (2011 PA 4), and the Local Government Financial Stability and Choice Act (2012 PA 436)
- Revising City of Detroit Financial Stability as agreement under the Urban Cooperation Act of 1967 for purpose of surviving potential repeal of Local Government and School District Fiscal Accountability Act (2011 PA 4)
- Assisting State officials with amendments to the Urban Cooperation Act of 1967 (Ex Sess) PA 8 (intergovernmental transfer of functions and responsibilities), the Municipal Partnership Act, and 1947 PA 336 (public employees relations)
- Advising the State of Michigan on the consolidation of economic development functions and transfer of those functions to a new public corporation, the Michigan Economic Development Corporation, created under the Urban Cooperation Act of 1967
- Drafting and securing passage of legislation transferring jurisdictional control over the Detroit-Wayne County Metropolitan Airport to a new airport authority and authorizing the creation of an airport authority for Detroit City Airport
- Advising officials on the impact of State legislation relating to the control and organization of the Detroit Water and Sewerage Department
- Drafting and securing passage of legislation authorizing private nonprofit street railways and financing for street railway systems
- Authoring legislation providing for the return of delinquent City of Detroit property taxes to Wayne County for advance payment and subsequent collection

- Authorizing and advising State officials on State board resolution halting roll-back in Detroit City income tax rate
- Advising officials on creation of public transit authorities under the Metropolitan Transportation Authorities Act of 1967 and amendments to the Regional Transit Authority Act
- Consolidation of numerous State public finance authority functions into a single Michigan Finance Authority
- Elimination or consolidation of numerous State departments, agencies, boards, and commissions
- Authoring legislation to provide for the privatization of a State agency providing workers' compensation insurance and representing the State of Michigan in the transaction
- Advising State officials on legislation providing for the conversion of Blue Cross Blue Shield of Michigan to a nonprofit mutual insurance company
- Advising State officials on the removal of local government officials and defending removal authority
- Advising State officers on the legality and approval of local charter amendments
- Drafting and securing passage of legislation providing for the transfer of a regional convention center from the City of Detroit to a new regional metropolitan authority
- Advising State officials on the creation of a new metropolitan authority to levy a new tax to replace local government revenue reductions resulting from elimination of personal property taxes and drafting legislation for the creation of the authority and the transfer of functions relating to the collection of local government telecommunications rights-of-way fees
- Advising State and local governments on legislation and other options to reduce the costs of public pensions and other public employee benefits, including moving State employees from a defined benefit pension to a defined contribution system, creating a hybrid pension plan for employees, and working with employers to implement models that achieve both cost and tax savings and sustainable public pension and health care benefits
- Advising businesses on local acts, franchising authority, and charter and local act amendments and related changes in State law

- Developing and implementing procurement policies and procedures, changes in State procurement laws, negotiating contracts, drafting and reviewing requests for proposals and approval and protest of contract awards

### **Integrated Public Finance Expertise**

Dykema has extensive experience in public finance on the state and local level in Michigan. Since 2005, Dykema has served as counsel on transactions with an aggregate value in excess of \$20 billion. We have worked on City of Detroit water, sewer and general obligation bond deals and have detailed knowledge of the Michigan constitutional, State law, and charter provisions under which the City's debt is issued, as well as the myriad of sometimes overlapping ordinances and indentures that exist with respect to this debt. The nature of our experience with the City's debt makes us uniquely qualified with respect to the City's current needs, as we have first-hand knowledge of, but do not have opinions outstanding with respect to, the City's indebtedness.

Dykema's lawyers don't just issue bonds. They have a reputation for being thoughtful and creative in developing new approaches to solving real financial problems in a holistic way. The firm represents numerous local governmental units and also has had the privilege of assisting the State in creating unique transactional solutions to some of its own financial challenges. For example, in 2009, the Michigan Finance Authority had an approximately \$2 billion portfolio of student loan auction rate bonds, all of which were downgraded as a result of being significantly stressed following the failure of the auction rate market. We were able to assist the Authority in restructuring its portfolio with a \$1 billion transaction with a financing conduit, providing the Authority the opportunity to repurchase and cancel hundreds of millions of outstanding bonds at significantly less than par value, resulting in a material increase in equity. Similarly, we worked closely with State officials, the Authority and their teams in structuring and implementing their national award winning approach to addressing a multi-billion dollar Michigan challenge with respect to its federal unemployment insurance obligations, a solution that required carefully orchestrated legislative and sophisticated financial market solutions. No one knows more about the Michigan tools available in this regard than Dykema, and no one integrates their public finance knowledge into comprehensive solutions better than Dykema.

Dykema's public finance team is comprised of bright, thoughtful and creative lawyers whose knowledge of Michigan public finance law and painstaking attention to detail is unsurpassed. Dykema's lawyers have been at the core of many of Michigan's "firsts" and many of its most innovative transactions. We pride ourselves on being able to blend creativity with careful lawyering in ways that meet the needs of our clients. Representative transactions include:

- Serving as lead underwriter's counsel on the Michigan Finance Authority's \$3.323 billion and \$2.917 billion Unemployment Obligation Assessment Revenue Bond transactions. The Michigan Finance Authority received *The Bond Buyer's* 2012 Deal

of the Year award for this “AAA” rated transaction, and Dykema is honored to have been a part of the financing team. The transaction, which involved a \$3.3 billion bridge financing that was implemented in December 2011, with less than three weeks between passage of the enabling legislation and closing, was followed by a \$2.9 billion long term financing that closed this past summer. This combination of transactions enabled the State of Michigan to repay its \$3.2 billion Unemployment Trust Fund deficit to the U.S. Treasury, saving millions of dollars in interest costs associated with a loan from the federal government for unemployment insurance benefits. The innovative financing mechanism not only allowed Michigan to immediately restore solvency to its Unemployment Trust Fund, but provided a long term low cost of capital, enabling the State to reduce current and future burdens on Michigan employers, including elimination of the Michigan solvency tax on employers.

- Serving as bond counsel to the Michigan State Building Authority on its \$648 million 2011 refinancing, where we structured and documented the most complicated new money and refunding transaction that the SBA has completed in many years. With fixed rate and variable rate obligations outstanding under multiple indentures with differing issuance and security limitations, we worked with the SBA and its advisors to create a refunding transaction that crossed those indentures, refunded put bonds and variable rate obligations, and included both taxable and tax-exempt components as well as the unique ability to convert certain of the newly issued bonds across indentures in the future, should it become desirable, thereby optimizing both refunding savings and future issuance flexibility for the SBA.
- Acting as bond or underwriter’s counsel on the Michigan Finance Authority conduit transactions that restructured the operating deficit for the School District of the City of Detroit. Dykema has been involved in the conduit finance transactions for DPS since acting as underwriter’s counsel on the 2009 private placement of unrated notes issued by the MFA’s predecessor, the MMBA, for the District at a time when the District’s emergency financial manager was publicly considering Chapter 9 bankruptcy. As bond counsel to the MFA in 2011, we utilized a combination of new indentures and existing Michigan statutory mechanisms to create a transaction that allowed the District to restructure its short and long term operating deficit financings, achieve savings and eliminate transaction-stressing covenants that existed under agreements between the District and a prior bond insurer.
- Acting as counsel to the Michigan Finance Authority in connection with its \$1.014 billion loan portfolio transfer transaction with Straight-A Funding, LLC, established by the federal government, of a significant portion of its student loan portfolio and the related repurchase and cancellation of outstanding bonds of the Authority. This transaction, as the first of its kind in the State, provided the Authority with a source of funds which enabled it to take advantage of secondary market pricing of its outstanding debt, and through tender, repurchase and cancellation, achieve both reductions in the overall cost of carry of these assets and increases in program portfolio equity.

- Acting as co-bond counsel for the Michigan Finance Authority on its \$246 million 2010 restructuring of its bond indebtedness revolving fund programs. We advised the Authority on a complicated refunding, inserting for the first time a senior/subordinate structure into a previously parity bond program, thereby allowing the issuance of bonds without a bond-funded reserve, at a time when reserve fund investment opportunities were significantly limited, while still maintaining previous program investments.
- Serving as bond counsel to the Michigan Tobacco Settlement Finance Authority on both its \$202 million 2008 and \$522 million 2007 tobacco settlement asset backed bond financings, which included the monetization, under Michigan law, of tobacco-related revenues to address the financial needs of the State. The transactions involved complex long-term working capital analysis under the Internal Revenue Code and also expertise in the overlap of the asset backed security and public finance markets.
- Serving as counsel to the Michigan Public Service Commission in connection with three separate electric rate securitization transactions in 2001, 2002 and 2003, totaling \$2.75 billion, which implemented transactional stranded cost recovery for the two largest utilities in Michigan following statutory amendments providing for significant electric utility deregulation.

### **First Steps With Respect to Implementation of Local Financial Stability and Choice Act**

On March 28, 2013, Public Act 436 of 2012, Michigan's Local Financial Stability and Choice Act (Act 436) takes effect. When this new law takes effect, any consent agreement entered into between the City of Detroit and the State Treasurer under Public Act 4 of 2011, the Local Government and School District Fiscal Accountability Act (Act 4) is ratified, binding, and enforceable under Act 436. As a result, any response to a declared financial emergency in the City will first need to address the continued operation and effect of the City's May 2012 financial stability agreement with the State Treasurer. If the agreement continues to operate, the State Treasurer may require that the agreement include a continuing operations plan or a recovery plan under Act 436.

On Friday, March 1, 2013, Governor Snyder declared that a local government financial emergency exists within the City under Public Act 72 of 1990, the Local Government Responsibility Act (Act 72). If that determination is confirmed and the Local Emergency Financial Assistance Loan Board appoints an emergency financial manager (EFM) for the City under Act 72, the EFM will be considered an emergency manager (EM) for the City under Act 436 on the effective date of the new law and will continue to exercise the powers and duties of an EM under Act 436.

When an EM is in place under Act 436, the EM must develop a written financial and operating plan for the City (Plan). Under Act 436, a Plan for the City would have two primary objectives: (1) assuring the City is able to provide or cause to be provided governmental services essential to the public health, safety, and welfare; and (2) assuring the accountability of the City. The Plan must provide for:

- Conducting all aspects of the operations of the City within resources available according to the EM's estimate
- Paying fully the scheduled debt service requirements on all bonds, notes, and municipal securities of the City, contract obligations in anticipation of which bonds, notes, and municipal securities were issued, and all other uncontested legal obligations
- Modifying, rejecting, or terminating contracts under Act 436
- Timely deposit of required payments to the City's pension funds
- Other actions the EM considers necessary to achieve the objectives of the Plan, alleviate the City's financial emergency, and remove the City from receivership under Act 436

Within 45 days, an EM serving under Act 436 must adopt a Plan for the City and submit the Plan for approval to the State Treasurer. The Plan must be in a form provided by the State Treasurer. In addition, within 30 days of submitting the Plan, the EM must conduct a public informational meeting on the Plan.

Under Act 436, a Plan is the lynchpin of any successful effort to address a financial emergency. Timely implementation of a Plan will be necessary. As early as May 13, 2013, an EM for the City will be required to submit an initial Plan. To assure compliance with Act 436, at a minimum that initial plan should include:

- Updated revenue estimates for the City
- Plans for the payment in full of the City's debt obligations
- Contracts identified for modification, rejection, termination, and renegotiation
- Plans for timely deposit of required pension payments
- Other actions under Act 436 to address the City's financial emergency, including without limitation:
  - Revisions to the City's budget
  - Establishment and implementation of staffing levels for the City
  - Any required changes in the City's pension board(s) and the exercise of related fiduciary duties
  - Consolidation or elimination of City departments and other transfers of functions within City government
  - Removal, replacement, and appointment of City officers and officers of component units of the City
  - Sale, lease, conveyance, assignment or other use or transfer of City assets, liabilities, function, or responsibilities

- Agreements with creditors and others to provide for the payment or restructuring of debt
- Agreements for the transfer of functions and responsibilities and property to other governmental entities or for the joint exercise of the powers
- Actions under other State laws that the EM deems necessary to address the City's financial emergency

Adoption of a Plan provides a mechanism for an EM to address the City's financial emergency. Coupled with the issuance of related orders by an EM under Act 436, this provides an important legal tool for an EM to effectuate changes necessary to address the City's financial emergency. Act 436 also allows a Plan to be modified as implementation progresses.

Dykema has advised the State Treasurer on the form of both financial and operating plans under Act 4 and written financial plans under Act 72. In addition, Dykema has assisted emergency financial managers with the development, implementation, modification, and defense of written financial plans under Act 72 and emergency managers with the development, implementation, and defense of financial and operating plans and related hearings and orders under Act 72. If an EM is in place for the City under Act 436, or a City officer is authorized to exercise those functions under an agreement, Dykema has the knowledge and experience assist in the development and implementation of a Plan that will enable the City's financial emergency to be addressed in a more effective, efficient, and legally defensible manner.

### **c. Other**

#### **Registered Lobbyists**

When serving client needs, Dykema is committed to identifying and pursuing the full range of options to advance our clients' interests. Sometimes that means direct advocacy with executive branch officials and legislators in Lansing for the purpose of influencing legislative or administrative action. Changing the law or how the law is enforced can often be the most efficient legal approach to address a client's needs. Lawyers on Dykema's Government Policy Practice regularly do so and are registered as lobbyists. They are assisted by a team of governmental relations professionals who are engaged in lobbying State decision makers on a daily basis.

#### **City and Commercial Casino Experience**

Dykema has a number of professionals that have significant knowledge of and experience involving casino gaming in the City of Detroit. In 1996, Dykema represented the proponents of a voter-initiated ballot proposal authorizing casino gaming at three commercial casinos in the City. Dykema subsequently represented commercial gaming clients in drafting provisions of the Michigan Gaming Control and Revenue Act and the regulations promulgated under the Act. We also have extensive experience dealing

with the City's gaming ordinance and the development agreements entered into by the City and the three casinos.

For a number of years, Dykema represented one of the three Detroit casinos as its outside legal counsel handling various issues including gaming licensure, liquor licensure, bond financing transactions, and other matters on a project-by-project basis. Dykema represented the casino on a \$1.1 billion acquisition financing and has represented the company on subsequent related financing transactions. In 2007, on behalf of all Michigan casinos, our attorneys successfully enjoined the State of Michigan from closing the casinos during a State governmental shutdown that threatened to mandate closure (*Motor City Casino, et al v. Michigan Gaming Control Board, Michigan, Court of Appeals Case No. 260898*).

Dykema has also represented a multinational securities corporation before the Michigan Gaming Control board in licensing related to the company's acquisition of Greektown Casino & Hotel in Detroit as part of Greektown Casino's emergence from Chapter 11 bankruptcy.

## **5. OTHER RELEVANT PRACTICE AREAS**

### **a. Labor and Employee Relations, including Union Contract Negotiations**

Dykema has one of the largest employment law practices in Michigan, currently aiding nearly 30 public sector clients in their diverse labor and employment legal needs. With respect to these clients, Dykema attorneys negotiate labor contracts, arbitrate grievances, handle their fact finding and Act 312 proceedings, represent them before the Michigan Employment Relations Commission and in state and federal courts, handle administrative claims filed with the Michigan Department of Civil Rights, the Equal Employment Opportunity Commission and both the U.S. and Michigan Department of Labor, and provide counseling on a myriad of labor and employment law issues.

As testament to its reputation and effectiveness as counsel to public sector employers, Dykema is regularly called upon to represent, and assist, the Michigan Municipal League in its labor and employment matters, and/or to provide training to its member cities and townships (see representative list of clients over the past five (5) years at end of section). Further, Dykema has been retained by the Michigan Municipal League Legal Defense Fund to file *amicus curiae* briefs with the Michigan Supreme Court with respect to issues of critical importance to Michigan public sector employers, in cases involving the City of Detroit and the City of Pontiac. Both cases involved labor relations issues central to a city's ability to manage its affairs during difficult financial times (the City of Pontiac case involved issues related to the circumstances in which a Circuit Court could enjoin the layoff of city employees; the City of Detroit case involved issues related to when a city could change terms and conditions of employment while an Act 312 arbitration was pending).

Like other firms, Dykema's Labor and Employment practice specializes in both traditional labor law matters as well as all forms of employment-related litigation, counseling and guidance. What sets Dykema apart, and what is of utmost importance and relevance in the context of selection of restructuring counsel, is the practice group's reputation as practical and effective strategists.

Dykema employment and labor attorneys pride themselves on being able to see the big picture, visualize the desired outcome, and develop strategies to achieve that outcome, all while turning away any challenge thrown its way (e.g., grievance arbitration, fact finding, Act 312 arbitration, unfair labor practice charge, and request for injunctive relief). Among other successes achieved by Dykema's employment and labor attorneys through collective bargaining, and/or aggressive proactive advocacy, are the following:

- Closing of a fire station
- Consolidating bargaining unit positions
- Transferring work from one bargaining unit to another
- Transferring work from bargaining unit employees to non-union employees
- Changing work schedules
- Consolidating services
- Transitioning independent police and fire operations into a public safety division
- Negotiating creative and cost-saving measures, in active and retiree health insurance coverage, pension plans, and other employee compensation and benefit programs

Among other things, the experience of the employment and labor attorneys on the Dykema-Detroit Team includes:

- Serving as lead negotiator in well over 100 collective bargaining contract negotiations in the public sector, involving virtually every type of bargaining unit.
- In connection with a single municipality, negotiating with the IAFF, AFSCME, POAM, Teamsters Local 214, MAPE, and an independent union
- Handling multitudes of Act 312 matters, with the adverse bargaining units being fire, police, police command, dispatchers, and dispatch supervisors
- Tenure as a trial attorney for the National Labor Relations Board and as an Assistant Ann Arbor City Attorney. In the latter position responsibilities included, among other things, handling all contract negotiations, grievance, fact finding proceedings and Act 312 arbitrations, workers' compensation and unemployment issues, all proceedings before the Michigan Department of Civil Rights, the Equal Employment Opportunity Commission, and the Michigan and U.S. Departments of Labor, representing the City in all litigation in state and federal courts, developing employment policies and work rules, and providing advice and consultation on various other personnel matters

- Representing the Michigan Municipal League for over 30 years in a number of capacities
- Serving as general counsel to the MML Workers' Compensation Fund, alternate general counsel to the MML Liability and Property Pool, counsel to the Unemployment Compensation Fund and labor counsel for the Michigan Municipal League
- Negotiating major changes to the City of Ann Arbor's collective bargaining agreements with the City's police and fire unions
- Negotiating and administering labor agreements on behalf of public employers, including K-12 school systems, colleges, universities, courts, cities, and counties
- Serving as lead negotiator in hundreds of labor agreements covering K-12 faculty, university faculty and lecturers, administrative and professional employees, nurses, assistant prosecutors, accountants, technical employees, probation officers, police, maintenance and food service employees, skilled trades employees, clerical and secretarial employees, manufacturing and production employees, court employees, bus drivers, health department employees, mental health department employees, and numerous others
- Negotiating collective bargaining agreements with the MEA, MFT, AFT, AAUP, AFSCME, IUOE, UAW, FOP, MESA, SEIU, POAM, United Steelworkers, and others
- Prior to joining Dykema, serving as a Labor Relations Consultant with the Michigan Association for School Boards, teaching labor negotiations, contract and grievance administration and personnel management at Lansing Community College
- Serving as Executive Director of Human Resources for Eastern Michigan University, responsible for legal affairs, faculty and staff labor relations, compensation, benefits, employment, affirmative action, workers' compensation and unemployment compensation administration, and staff training and development

A partial list of Dykema's municipal and government clients includes:

Village of Addison	Jackson Public Schools
City of Ann Arbor	City of Kalamazoo
Ann Arbor District Library	Midland County
Ann Arbor Public Schools	City of Monroe
Community Health Center Branch County	Monroe Community Mental Health Authority
Brighton Township	Monroe County
City of Centerline	Northern Michigan University
Clinton-Macomb Public Library	Oakland County
Commerce Township	Village of Pinckney
City of Dearborn	Plainfield Township
Village of Dexter	Rochester Hills Public Library
City of Detroit	Washtenaw Community College

Eastern Michigan University	Wayne State University
Ferris State University	West Bloomfield Township Public Library
Green Oak Charter Township	City of West Branch
Hamburg Township	

**b. Employee Benefits With Emphasis on Healthcare**

For the past several decades, Dykema has been providing clients the full array of employee benefits legal services and advice. Drawing on this experience, Dykema’s *Chambers USA*-ranked employee benefits and executive compensation lawyers work closely with the firm’s other practices to provide invaluable state of the art and proactive counsel to our clients with respect to both traditional and emerging areas of the employee benefits laws, including all aspects of health and other welfare plans. Our lawyers routinely help our clients design, implement, fund, administrate and terminate employee welfare plans, such as cafeteria plans, health insurance, health savings accounts (HSAs), disability plans, flexible spending plans (such as medical, dependent care, and educational), and severance agreements. In working with clients on these types of programs, we help them achieve their objectives through the most efficient means available.

**c. Retiree Pension, OPEB and Similar Obligations**

Dykema boasts a specialized Public Retirement Team of dedicated professionals with extensive experience working with and through the federal and State retirement laws—including Internal Revenue Code provisions, Michigan statutes, and the Federal and State case law governing State and local retirement plans. Drawing on the expertise from other practice areas across the firm—including Bankruptcy, Corporate Finance, Employment, Estate Planning, Government Policy, Health Care, Insurance, Litigation and Tax—the Public Retirement Team regularly advises governmental clients on:

- Compliance issues
- Securing updated determination letters regarding tax qualified status of pension and retirement plans
- Establishing and implementing new plans, or adding innovative features to existing plans, such as the following:
  - Defined contribution and hybrid plans (either as a new or a conversion plan)
  - Employer contribution incentives
  - Tax deferred payments for purchase of service credit
  - Excess benefit plans
  - Deferred retirement option plans
  - “Early-out” incentives
- Drafting new plans or amending existing plans using our model documents to assist in compliance with the newest tax regulations

- Updating plan administrators on the latest legal developments
- Defending class action and other lawsuits and hearings brought against public retirement systems
- Adding active and retiree health benefit accounts to retirement plans
- Amending annual and sick leave programs to allow for contributions into retirement plans

Our team has been intimately involved in a number of major plan reformations. We understand that most such efforts have two principal but facially inconsistent goals—cost savings and sustainability of retirement benefits—and that the key to successful plan reformation is striking the proper balance between them. Beyond these two goals, of course, concerns regarding tax implications, rising health care costs, treatment of active employees versus retirees, preserving a defined benefit plan (especially in the public safety sector), and addressing stranded costs of any closed pension system also often come into play.

In reforming retirement plans, we take the best pieces or best practices from retirement reforms that have been implemented elsewhere and/or we craft our own versions or entirely new approaches to best achieve each client’s specific goals. In such matters, our work includes:

- Working closely with our client in formulating the initial strategy
- Performing any necessary research
- Consulting with the financial experts, labor negotiators, actuaries
- Drafting the proposals – consistent with applicable laws, to avoid possible Constitutional implications and to reduce litigation risk
- Preparing for and participating in the presentation of testimony and public policy debate during the passage of the proposals
- Obtaining the approvals needed for federal tax purposes, which has, at times, involved obtaining approvals from the highest levels of the IRS of innovative proposals
- Implementing the proposals, including preparation of educational materials and election forms
- Modifying plan documents, policies and then IRS approval of them
- Defending, if and as needed, in litigation and on appeal, challenges to the proposed reform

Specific examples of our experience include:

Dykema has worked on the State of Michigan’s retirement plans for the last 18 years, working as consultant and special legal counsel for the State’s five defined benefit pension plans, as well as its 401k and 457 defined contribution plans. Through those

years, we have been intimately involved in the options and strategies related to practically all major retirement, pension and retiree health care reform for the State. The work we have performed for state and school employees in Michigan includes: Defined contribution plan or hybrid pension plan conversion, graded health care implementation, banked leave time program (in lieu of additional pay cuts and furloughs), sick leave conversion (to preserve benefit and save on federal tax implications), employee health care payment (to sustain retiree health care program), 80/20 cost sharing (for actives and retirees), pension and health care choices to employees, and fully funded Annual Required Contributions for prefunding of OPEB and GASB purposes.

## **6. CONFLICTS DISCLOSURES AND DISCUSSIONS OF REQUIRED RELEASES**

Dykema represented the State of Michigan in connection with negotiation of the Financial Stability Agreement with the City of Detroit, and we received a conflict waiver from the City with respect to our representation. The firm would need additional conflict waivers from both the City and the State with respect to the proposed representation of the City. We do not anticipate that either the City or the State would object to granting such a waiver.

Dykema represents the City's Department of Water and Sewerage (the Department) in connection with the long-standing litigation in federal court regarding the Department. It is possible that the Department may disagree with respect to any restructuring involving City assets within the Department, depending on the terms of that restructuring.

Dykema represents M-1 RAIL in connection with the construction and operation of a 3.31 mile street railway project in downtown Detroit. The project will require certain approvals from the City, including permits, easement/encroachment agreements and an operating license agreement. The City has been very supportive of the project, and it is anticipated that the negotiation of these agreements will not be unduly adversarial.

Dykema is now representing, and has in the past represented, certain institutional lenders, counterparties, vendors and other parties with which the City has previously contracted. We would need to monitor, with guidance from the City, the potential for the type of legal conflicts arising out of the City's restructuring plans which would require ethical waivers, and would work with the City and the applicable parties to request waivers should they become necessary.

## **7. PROPOSED FEE STRUCTURE**

Our current member hourly rates range from \$360.00 to \$625.00; associate hourly rates range from \$235.00 to \$395.00; and legal specialists from \$210.00 to \$300.00. Due to the importance of this project, we are prepared to provide the City a substantial discount off our regular hourly rates and to discuss creative alternative fee arrangements.

## **AGREEMENT TO THE MODEL CITY SERVICE CONTRACT**

We do not request any changes to the model contract provided by the City.

## TECHNOLOGY

We have recently adopted a new state-of-the-art client sharing service: DykemaConnect. This private, secure website enables our professionals to share information with clients, co-counsel and other select individuals—to support close client relationships. By using a Web browser, users are able to securely share and edit documents, collaborate on important topics, and co-manage calendar and contact information externally. Detroit’s DykemaConnect site will be globally accessible 24 hours a day, 7 days a week, only by authorized Detroit personnel, co-counsel and Dykema legal professionals with the proper user identification and password. Detroit’s site will be specifically designed to best meet its needs and to facilitate seamless real time communication between counsel and client.

Our workforce is fully mobile. All attorneys can telecommute, via a dedicated extranet connection, to their home office and easily manage their document, communication, calendar and contact information.

The firm is organized and technologically supported such that the attorneys have access to all of the substantial resources of the firm—from documents and data banks to industry research, to advance technological platforms and to other attorneys versed in other practice areas. The full resources of the firm are available to support the Dykema—Detroit Restructuring Team.

## THE DYKEMA DIFFERENCE

Our lawyers deliver unparalleled service, outstanding results, and exceptional value in every engagement.

**Unparalleled Service:** One of many things that distinguishes Dykema is our unparalleled commitment to client service delivered through our “my client, my partner” approach to the practice of law. Dykema instills in all of its professionals its signature unyielding commitment to client satisfaction. When we say we “partner with our clients,” we do it. Our team of lawyers and other professionals is passionate about knowing and understanding our clients and their challenges. If it keeps you up at night, we don’t sleep either.

Dykema recently redoubled its commitment to client service launching a firm-wide Client Service Initiative, which began with a series of training sessions by BTI Consulting and/or Dennis Snow—at every level of the firm and involving every person in the firm—and the adoption of Dykema’s Client Service Standards (DCSS). Developed consistent with the Association of Corporate Counsel’s Value Challenge and our own century of experience, the DCSS represent our pledge not to meet, but to exceed, client expectations.

**Outstanding Results at Exceptional Value:** Dykema knows Detroit and Michigan. We not only have the expected array of general expertise, we know the specific Michigan laws at issue better than anyone and we know the important individuals involved in this project at the City, the State and elsewhere. When coupled with our industry-leading

technology, these unique attributes result in outstanding results delivered at exceptional value.

## **CONCLUSION**

We are very appreciative of the opportunity to provide this Response to the City's Solicitation for Restructuring Legal Counsel. We trust we have provided you with all of the information you requested, but please do not hesitate to contact us if you have any additional questions or concerns.

Thank you.

**BIOGRAPHICAL INFORMATION  
EXHIBIT A**

## Sheryl L. Toby

Member

### **Bloomfield Hills**

39577 Woodward Avenue  
Suite 300  
Bloomfield Hills, MI 48304



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### Areas Of Practice

Business Services  
Bankruptcy, Insolvency & Creditors' Rights  
In- and Out-of-Court Restructurings & Liquidations  
Commercial Lending  
Bankruptcy & Insolvency Litigation  
Business & Commercial  
Asset Purchases  
Creditors' Committees & Trustee Representation  
Landlord Representation  
Representation of Distressed Businesses

### Industries

Bankruptcy, Insolvency & Creditors' Rights  
Automotive Industry Group  
Automotive, OEM & Supplier Business Services  
Financial Industry Group  
Commercial Lending

### Bar Admissions

Michigan, 1986

### Court Admissions

U.S. Court of Appeals, 6th Circuit, 1986  
U.S. District Court, Eastern District of Michigan, 1986  
U.S. District Court, Western District of Michigan, 1986

Sheryl L. Toby has dual expertise fields that over recent years have intersected more than usual: commercial bankruptcy and restructuring, and advising manufacturing entities (such as automotive clients) in day-to-day supply chain legal issues. Ms. Toby, co-leader of Dykema's Bankruptcy practice, is a prominent bankruptcy and restructuring attorney with 25 years of experience. She is known for her creative approach in providing solutions for creditors, debtors and lenders in troubled situations. Ms. Toby has extensive experience in representing a wide range of clients in industries including, automotive, manufacturing, retail, healthcare, real estate, and financial institutions. Ms. Toby has been involved in numerous significant bankruptcy cases throughout the country and is a frequent speaker and media consultant in her field. Ms. Toby is also a member of the Automotive and Manufacturing Industry Group and regularly advises manufacturing entities working with purchasing groups and in-house legal and management to address day-to-day challenges that intersect operational and legal issues including supply terms and conditions, stop-ship and other litigation threats and addressing financially troubled supplier issues that can threaten operations.

Prior to joining Dykema, she was a bankruptcy practitioner with Honigman Miller Schwartz and Cohn LLP for 17 years.

### Seminars & Speeches

*"I'm Shocked - Shocked! - to find that Unethical Conduct is Going On in Here!": A Tale of Ethics in Bankruptcy*, ABI Winter Leadership Conference, Panel Discussion on Ethics, Tucson, Arizona  
November 29-December 1, 2012

American Bankruptcy Institute's Mid-Level Professional Development Program, New York City  
November 9, 2012

*Alternatives to Chapter 11*, 85th Annual National Conference of Bankruptcy Judges, Tampa FL (Panel moderator)  
October 14, 2011

*Senior Lenders and Their Strategic Alternatives in Restructuring Situations: Loan Modifications, Out-of-Court Workouts, 363 Sales, Chapter 11 Plans and Other Options*, ABI Annual Spring Meeting, National Harbor, MD  
April 29, 2010

*New Wave of Litigation—Fraudulent Transfers, Broken Commitments, Failure to Fund, Lack of Good Faith*, ABI 27th Annual Spring Meeting, Spring Harbor, MD

Sheryl L. Toby (Cont.)

U.S. Supreme Court, 1996

#### Education

Wayne State University, J.D., *cum laude*

- Order of the Coif
- Law Review

Michigan State University, B.A.

2009

*Auto Industry Panel*, ABI New York City Bankruptcy Conference, New York, NY (Panel member)

June 16, 2009

#### Publications

"The Legal Implications of the Disaster in Japan"

July 3, 2011

*Autobeat Insider Perspectives*

"Managing Relations with Insolvent Customers: How To Get Paid and Keep the Money"

June 2009

*Supply & Demand Chain Executive*

"How to Avoid Supply Chain Disruptions"

December 2005

*Logistics Today*

"What Do You Mean, I Can't Assume My Intellectual Property License?: Avoiding the Pitfall of Section 365(c)"

November 2004

*Daily Bankruptcy Review*

"Bankruptcy Can Resolve Difficult Business Issues"

August 2002

*Michigan Lawyers Weekly*

"Finding Assets"

Spring 2002

*NabTalk*

#### Memberships & Involvement

- American Bankruptcy Institute Board of Directors, Education Committee, 2008-2012
- ABI Commercial Fraud Task Force Committee, Co-Chair, 2007 and 2008
- American Bankruptcy Institute Central States Division Conferences, Program Chair, 2004-2008
- International Women's Insolvency/Restructuring Confederation Member, Michigan Network, Founder and Former Chair of Local Chapter
- American Bar Association, Use and Disposition of Property Subcommittee of the Business Bankruptcy Committee, Vice-chair
- Detroit Metropolitan Bar Association, Section of Debtor/Creditor, Vice-chair, 1997-1998
- United States Bankruptcy Court, Eastern District of Michigan, Advisory Committee, Member, 1997-1998
- American Bar Association, General Practice Section, Vice-Chair, 1992-1993
- Federal Bar Association
- Turnaround Management Association

Sheryl L. Toby (Cont.)

- State Bar of Michigan

### **Awards & Recognition**

- Recognized in *The Best Lawyers in America*® 2007-2013. Copyright 2012 by Woodward/White, Inc., Aiken, SC
- Recognized by *dbusiness* as one of the Top Lawyers in Metro Detroit, 2010-2013
- Named a Michigan Super Lawyer, Bankruptcy & Creditor/Debtor Rights by *Law & Politics*, multiple years since 2007.
- Recipient of an AV® Preeminent™ Rating by *Martindale-Hubbell*, 2013
- Bar Register of Preeminent Women Lawyers, *Martindale-Hubbell*, 2011
- Selected as one of *Crain's Detroit Business*' "40 Under 40"
- Honorable mention as one of the country's Outstanding Young Bankruptcy Professionals by Turnaround and Workout Publications
- Featured in Insolvency & Restructuring Section of the *Guide to the World's Leading Women in Business Law*

## Sherrie L. Farrell

Member

### Detroit

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Detroit, MI 48243



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### Areas Of Practice

Litigation

Asbestos & Toxic Tort

Consumer Financial Services

Bankruptcy, Insolvency &  
Creditors' Rights

Discovery Management & E-  
Discovery

Automotive Product Liability  
Litigation

### Industries

Automotive Industry Group

Consumer Financial Services

Automotive Product Liability  
Litigation

Automotive, OEM & Supplier  
Litigation

### Bar Admissions

Michigan, 1997

### Education

Detroit College of Law, J.D., *cum  
laude*

Wayne State University, B.A.

Sherrie L. Farrell is the Office Managing Member for the Firm's Detroit office as well as Chair of the Firm's Diversity Committee. Ms. Farrell advises clients on all aspects of business disputes, including a broad range of complex litigation matters. She has significant experience serving as a National Coordinating Counsel. She served as national discovery counsel for a Fortune 25 manufacturer in asbestos and other toxic tort litigation. Ms. Farrell also had the primary responsibility to develop and defend Fortune 25 corporate fact and expert witnesses in national tort litigation.

Ms. Farrell has been involved in successfully implementing strategies related to both discovery disputes and trial issues in numerous jurisdictions across the country.

Ms. Farrell's extensive experience includes pharmaceutical litigation, and complex commercial and general business matters. She has represented manufacturers, closely-held corporations, auto suppliers and construction companies in both litigated and non-litigated matters.

Ms. Farrell also has significant experience in corporate bankruptcy matters and business restructuring. She has represented troubled suppliers, staffing corporations, construction companies and other regional and national businesses in creditors' rights matters, out-of-court restructurings and as debtors' and creditors' counsel in Chapter 7, 11 and 13 proceedings.

Ms. Farrell's practice includes the defense of matters alleging violations of the Fair Debt Credit Practices Act (FDCPA), state consumer protection laws, Truth in Lending Act (TILA), deceptive trade and other consumer financial services matters. Ms. Farrell has served as counsel for a national retailer in consumer collection and credit matters. She also has represented financial institutions and a major credit card company in matters involving breach of contract, loan workouts, and UCC issues.

Ms. Farrell also has a breadth of experience in leading document and information investigations. She has worked extensively with corporate counsel to develop and implement discovery strategies.

In addition to providing legal counsel, she also provides counsel to area businesses on regional government and public policy issues and has worked with the City of Detroit during the terms of three different Mayors.

Prior to joining Dykema, Ms. Farrell was a journalist and public relations practitioner.

Sherrie L. Farrell (Cont.)

### **Memberships & Involvement**

- American Bar Association
- Detroit Metropolitan Bar Association
- Federal Bar Association
- National Bar Association
- Wolverine Bar Association, President, 2008-2009
- Women's Lawyers Association of Michigan, President, 2000-2001

### **Community/Civic Activities**

- Gift of Life-Michigan Governing Board, Board Member, 2011-present
- Legal Aid and Defender Association, Inc., Board of Directors, Member, 2010
- Advisory Board of Minority Organ Tissue Transplant Education Program (MOTTEP) of Detroit, Member
- Detroit Regional Chamber of Commerce, Leadership Detroit, Class XVIII, Member
- Wayne State University, Board of Visitors, Member
- University of Detroit Mercy Law School, Inns of American Court, Barrister

### **Awards & Recognition**

- Recognized in *The Best Lawyers in America*© 2013 for Commercial Litigation. Copyright 2012 by Woodward/White, Inc., Aiken, SC.
- 2011 Robert Millender Visionary Award, Michigan State College of Law, Black Law Students' Association
- 2005 Honorary Alumni of the Year, Wayne State University School of Law
- 1995 Regional Winner, Top Oralist, National Association of Trial Lawyers, National Oral Advocacy Competition

## Leonard C. Wolfe

Member

### Lansing

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201 Townsend Street  
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Lansing, MI 48933



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### Areas Of Practice

Government Policy & Practice  
Administrative Law & Regulation  
Gaming & Indian Law  
Real Estate Tax Incentives &  
Economic Development  
Political Compliance, Elections &  
Campaign Finance  
Education  
Hospitality  
Nonprofits & Tax-Exempt  
Organizations  
Public Finance

### Bar Admissions

Michigan, 1993

### Court Admissions

U.S. District Court, Eastern District  
of Michigan, 1994

U.S. District Court, Western  
District of Michigan, 1994

### Education

Indiana University, J.D.

James Madison College at  
Michigan State University, B.A.

Len Wolfe is Director of the Firm's Regulated Industries Department and Practice Group Leader of the Government Policy practice group. His practice encompasses several areas of legal representation, including general corporate matters, education law, public policy litigation, government reorganization and restructuring, and general administrative law (including representing clients before various state departments, agencies and boards). Mr. Wolfe has been involved in the drafting of complex legislation and administrative rules on a variety of matters including compliance and licensing matters, economic development, Open Meetings Act, Freedom of Information Act, state ethics and conflicts of interest, casino gaming, telecommunication, state school aid school funding and a variety of school reform issues. In addition, Mr. Wolfe has experience with other governmental matters, including department and agency investigations, Office of Auditor General performance audits and the drafting of Interlocal Agreements, Intergovernmental Transfer Agreements, Executive Orders, Executive Directives, as well as Advisory Opinion requests.

Prior to joining Dykema, Mr. Wolfe worked in the Michigan State Senate, clerked with the Executive Office of Governor John Engler's legal division, and interned in the United States Senate. Prior to attending law school, Mr. Wolfe was employed in the private sector as an asset manager with a Michigan-based financial institution.

### Experience

- Appointed as a Special Assistant Attorney General and part of the Dykema team that represented the State of Michigan in the privatization of the State Accident Fund of Michigan
- Member of the Dykema team involved with the creation and organization of district-wide public school systems in Muskegon Heights Public School District and Highland Park Public School District
- Represent companies doing business with the State, K-12 schools and institutions of higher education
- Represent companies and public entities before the Michigan Department of Education on a variety of compliance and funding issues
- Significant experience handling state procurement and bid protest matters in front of the State Administrative Board involving various state departments and agencies including Department of Management and Budget, Michigan Department of Corrections, Michigan Department of Education, Department of Community Health, Department of Labor and

Leonard C. Wolfe (Cont.)

Economic Growth, Office of Financial & Insurance Services, State Police and Bureau of State Lottery

- Member of the Dykema team that successfully defended the constitutionality of the state's original charter school law (Part 6a)
- Member of Dykema team that drafted Michigan's public charter school laws, including original charter school laws (Part 6a and 6b), urban high school academy law (Part 6c) and schools of excellence law (Part 6e)
- Involved in the formation of over one hundred fifty new public charter schools in Michigan on behalf of several state public universities, community colleges, intermediate school district and school district
- Represents Bay Mills Community College Board of Regents, a tribally-controlled college governing board, in authorizing public charter schools, including schools with a Native American-focused curriculum
- Member of Dykema team involved with the creation of the Educational Achievement Authority ("EAA"), a new state-wide public authority created pursuant to an interlocal agreement between the Detroit Public Schools and The Board of Regents of Eastern Michigan University
- Member of Dykema team involved in the creation of the Michigan Economic Development Corporation ("MEDC")
- Lead outside counsel on the negotiation and creation of the Greater Wayne Economic Development Corporation, a public body corporate created under interlocal agreement by and among the Wayne County EDC, City of Taylor EDC and City of Detroit EDC
- Represent both gaming and non-gaming related casino suppliers before the Michigan Gaming Control Board
- Lead outside regulatory counsel responsible for negotiating and obtaining Michigan Gaming Control Board approval of \$1 billion acquisition and acquisition financing in connection with sale of ownership interest in Detroit Entertainment, L.L.C. (d/b/a MotorCity Casino)
- Served as an expert witness in trial and arbitration proceedings concerning Michigan Gaming Control and Revenue Act and Gaming Board Rules

## Significant Decisions

- *Groves, et al v. Michigan Department of Corrections, Public Communications Services, Inc., et al*; 295 Mich App 1; 811 NW2d 563 (2011). Successfully defended award of Michigan Department of Corrections contract by State of Michigan to client.
- *Michigan Education Association v Superintendent of Public Instruction, et al*, Michigan Court of Appeals, No. 267714 (2006). Motion for summary disposition granted on behalf of client, Coalition for Educational Choice, dismissing complaint challenging constitutionality and legality of the Bay Mills Community College Board of Regents as a charter school authorizing body. (Published Opinion)
- *Metro Charter Academy v Grand Valley State University*, 2005 Mich App LEXIS 2062 (Mich Ct App August 23, 2005)
- *Attorney General v. Michigan Public Service Commission, and Edison Sault Electric Company*, Michigan Court of Appeals, Case No. 192001 (January 20, 1998) (Unpublished opinion)
- *GTE North, Inc. v. MCI Telecommunications, et al*, Michigan Court of Appeals, Case No. 198324 (December 30, 1997) (Unpublished Opinion)
- *Council Of Organizations and Others for Education about Parochial v Governor John Engler, et al*, 455 MICH 557; 566 NW2d 208 (1997). Successfully defended constitutionality of state's first charter school law. Case set forth the constitutional requirements for a "public school" under Michigan law.

## In The News

Len Wolfe Featured in *mLive's* Coverage of Proposed Michigan Education Reform  
January 25, 2012

Len Wolfe Plays Instrumental Role in University Charter Cap Lift  
January 2012

Leonard C. Wolfe (Cont.)

## Seminars & Speeches

*Michigan's "Race To The Top"* (Presenter), Grand Valley State University  
March 2010

*Michigan's "Race To The Top"* (Presenter), Oakland University  
March 2010

*Update on Charter School Legal and Litigation Issues* (Moderator/Panelist), United States Department of Education Charter School Showcase, Washington, D.C.  
April 2007

*Public or Private? Legal Issues in Defining Charter Schools*, (Moderator/Presenter), NACSA Annual Conference, San Diego, CA  
October 2006

*Charter School Law* (Panel moderator/Panelist), National Association of Charter School Authorizers Annual Conference, Denver, CO  
October 2005

*Overview of Conflicts of Interest and State Ethics* (Presenter), Michigan School Boards Association Fall Law Conference, Lansing, MI  
October 2005

*Charter School Law* (Panelist), National Association of Charter School Authorizers Annual Conference, Philadelphia, PA  
October 2004

*Charter Schools: Unique Public-Private Partnerships for Community Colleges* (Presenter), ACCT Annual Leadership Conference, New Orleans, LA  
October 2004

*Educational Management Companies* (Panelist), National Association of Charter School Authorizers Annual Conference, San Diego, CA  
October 2003

*Educational Management Companies* (Panelist), National Association of Charter School Authorizers Annual Conference, San Antonio, TX  
October 2002

*Charter School Financing* (Presenter), National Charter Schools Institute, Lansing, MI  
February 2002

*Overview of Open Meetings Act and FOIA* (Presenter), Ingham County Bar Association Luncheon Lecture Series, Lansing, MI  
October 2001

*Michigan Freedom of Information Act* (Presenter), Lorman Education, Ypsilanti, MI  
May 2001

*Overview of State Procurement Process* (Presenter), National Contract Manager's Association - Detroit Chapter, Ann Arbor, MI  
April 2001

*Overview of FOIA and State Bid Protests* (Presenter), National Contract Manager's Association - West Michigan Chapter, Grand Rapids, MI  
November 2000

*FOIA and Conflicts of Interest Law* (Presenter), Ferris State University Board Training Seminar, Big Rapids, MI  
1999

*Conflicts of Interest and Incompatible Public Offices* (Presenter), MAPSA Conference, Ypsilanti, MI  
December 1998

*Church-State Issues and Charter Schools* (Presenter), Michigan Chronicle Event, Detroit, MI

Leonard C. Wolfe (Cont.)

May 1997

## Publications

"Balanced Leadership for Lasting Change"

December 2006

*The Definitive Guide to Charter School Oversight in Michigan* (MCCSA Publication)

"Understanding Governance and Re-Thinking Regulation," Testimony on White Paper, McPherson Commission, Grand Rapids, MI

December 2001

"Public School Academy Authorizing Bodies: Chartering Authorities, Oversight Bodies and Fiscal Agents," (prepared for Central Michigan University, Grand Valley State University, Ferris State University and Eastern Michigan University)  
August 1998

## Memberships & Involvement

- Member, State Ethics Board (Appointed to a four-year term by Governor John Engler) (2001-2005)
- Board of Directors, Michigan Chamber of Commerce (2006-2011)
- Board Member, Westside Community YMCA (2005-2008)
- Alternate Board Member, Delta Township Zoning Appeals Board (2005-2007)
- Advisory Board Member, CMU Lem Tucker Journalism Scholarship Dinner, Detroit, Michigan (2002-2009)
- Panel Member, Policy Committee, National Association of Charter School Authorizers (2006)
- National Association of College and University Attorneys (NACUA)
- National and Michigan Republican Lawyer's Association
- Michigan School Board's Association Council of School Attorneys
- Michigan Bar Association

## Awards & Recognition

- Recognized in *The Best Lawyers in America*® 2007-2013 for Gaming Law and Government Relations Practice. Copyright 2012 by Woodward White, Inc., Aiken, SC
- Named a Michigan Super Lawyer for Schools and Education, Political Law and Administrative Law by *Law & Politics*, 2007-2009
- "AV Preeminent" Rating from Martindale-Hubbell. Attorneys with an AV® Preeminent™ rating from Martindale-Hubbell® are those who have been recognized by their peers for excellence in both legal ability and ethical practice.
- Fellow, State Bar of Michigan Foundation (2004-present)
- Scholar, Engalitcheff Institute on Comparative Political and Economic Systems program, Georgetown University

## Ronald L. Rose

Senior Counsel

### **Bloomfield Hills**

39577 Woodward Avenue  
Suite 300  
Bloomfield Hills, MI 48304



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### Areas Of Practice

Bankruptcy, Insolvency & Creditors' Rights  
In- and Out-of-Court Restructurings & Liquidations  
Corporate Finance  
Consumer Financial Services  
Commercial Lending  
Hospitality

### Industries

Consumer Financial Services  
Financial Industry Group

### Bar Admissions

New York, 1968  
Michigan, 1969

### Education

University of Michigan, J.D.  
University of Pennsylvania, Wharton School of Economics, B.A.

Mr. Rose is the former co-leader of the Bankruptcy Practice Group and is a member of the Firm's Real Estate Workout Team. He is a fellow of the American College of Bankruptcy.

His experience includes bankruptcy, insolvency, reorganization, and commercial matters, covering issues arising under the Uniform Commercial Code and the Bankruptcy Code. Mr. Rose has represented parties in complex commercial and corporate transactions and in significant bankruptcy litigation. He has also represented trustees in bankruptcy proceedings and debtors, purchasers of assets, secured and unsecured creditors and unsecured creditors' committees in both bankruptcy proceedings and out-of-court restructuring.

Mr. Rose is a member of the following professional organizations: American Bankruptcy Institute and American Bar Association.

Mr. Rose has been listed in every edition of *The Best Lawyers in America* since it was first published in 1983 and was named a 2006, 2007, 2008, 2009 & 2010 Michigan Super Lawyer by Law & Politics. Mr. Rose has been recognized by *Chambers USA-America's Leading Business Lawyers* (2008-2010) in the Banking & Finance: Bankruptcy category. He is a frequent lecturer in continuing legal education programs.

### Experience

Bankruptcy, insolvency, reorganization, and commercial matters, covering issues arising under the Uniform Commercial Code and the Bankruptcy Code

- Represented parties in complex commercial and corporate transactions and in significant bankruptcy litigation
- Represented trustees in bankruptcy proceedings
- Represented debtors, purchasers of assets, secured and unsecured creditors and unsecured creditors' committees in both bankruptcy proceedings and out-of-court restructuring
- In 1999 and 2000, he represented a nursing-home REIT in numerous national Chapter 11 nursing-home cases

### Memberships & Involvement

- Oakland County Bar Association

Ronald L. Rose (Cont.)

- American College of Bankruptcy
- American Bar Association
- American Bankruptcy Institute

### **Community/Civic Activities**

- International Preparatory Academy, a Detroit School System authorized charter school, Treasurer and Board Member

### **Awards & Recognition**

- Named a Top Lawyer by *dbusiness Magazine*, 2012

## Cameron H. Piggott

Member

### Detroit

400 Renaissance Center  
Detroit, MI 48243



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### Areas Of Practice

Real Estate  
Infrastructure & Project Finance  
Leasing & Property Management  
Construction Law  
Real Estate Development  
Real Estate Finance  
Real Estate Workouts

### Industries

Financial Industry Group  
Energy Industry Group  
Alternative & Renewable Energy  
Siting, Zoning, Licensing & Energy  
Infrastructure

### Bar Admissions

Michigan, 1974

### Education

University of Michigan, J.D.,  
*magna cum laude*

- Order of the Coif

Michigan State University, B.S.M.  
E.

- with high honors

Cameron H. Piggott is the immediate past Director of Dykema's Real Estate and Environmental Department and the immediate past Practice Group Leader of the Real Estate Practice Group. He practices general real estate law, with an emphasis on commercial and residential development, leasing, construction, public/private projects, master planned communities, complex real estate transactions, real estate workouts and foreclosures, and eminent domain.

### Experience

Mr. Piggott has been involved in all aspects of complex real estate transactions, in which he has represented developers, users, lenders, health care systems, manufacturers, investors, municipalities and other public bodies. For many years Mr. Piggott was the lead attorney for Renaissance Center Venture, culminating in the sale of Renaissance Center. He also was the lead attorney on behalf of Majestic Star Casino in connection with the establishment of a joint venture with Trump, Inc. for riverboat gaming at Buffington Harbor in Gary, Indiana. He has been involved in a number of complex public/private projects, including redevelopment projects in Detroit, Dearborn, Eastpointe, Kalamazoo, Petoskey, Grosse Pointe and other municipalities. He has extensive experience in the development, construction, leasing, sale, disposition and financing of a wide variety of projects, including single family subdivisions, mixed-use projects, office projects, windmill farms and solar energy projects and industrial plants. He has served as real estate counsel in the leveraged lease financing of an automobile manufacturing facility and a steel making facility. He also has been involved in a number of sales, purchases or exchanges (simultaneous, reverse or deferred) of aircraft.

Mr. Piggott has served on the Firm's management committee. He has lectured for the Real Property Law Section of the Michigan State Bar, Federal Publications and other bar or professional associations. He also was a principal author of the Michigan legislation that authorizes business improvement districts.

### In The News

Cameron Piggott Named to *Midwest Real Estate News* 2011 Hall of Fame  
January 13, 2012

Cameron H. Piggott (Cont.)

## Memberships & Involvement

Mr. Piggott is a member of the Detroit Metropolitan Bar Association, American Bar Association and the State Bar of Michigan. He also is a member of the Urban Land Institute.

## Community/Civic Activities

- Serves on the Board of Directors and Executive Committee of Downtown Detroit Partnership, Inc.
- Served for fifteen years on the Board of Directors of Detroit Downtown, Inc. (formerly Central Business District Association), including serving as Chairman of the Board in 1997 and 1998
- Serves on the Board of Trustees of William Beaumont Hospitals
- Serves on the Board of Directors and Executive Committee of Tomorrow's Child, Michigan SIDS (immediate past Chairperson)
- Served as Clerk and Trustee of the Village of Grosse Pointe Shores
- Served as a member of the Planning Commission of the Village of Grosse Pointe Shores

## Awards & Recognition

- Fellow, American College of Real Estate Lawyers
- Named one of Michigan's Top 100 Super Lawyers by *Law & Politics*, 2006-2011
- Named a Leading Real Estate Lawyer by *Chambers USA*, 2006-2012
- Recognized in *The Best Lawyers In America*® 2006-2013. Copyright 2012 by Woodward/White, Inc., Aiken, SC
- Named a Top Lawyer by *dbusiness Magazine*, 2010-2013
- American College of Real Estate Lawyers, Member

## W. Alan Wilk

Member

### Lansing

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Lansing, MI 48933



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### Areas Of Practice

Government Policy & Practice  
Political Compliance, Elections & Campaign Finance  
Gaming & Indian Law  
Education  
Hospitality  
Administrative Law & Regulation  
Employee Benefits  
Nonprofits & Tax-Exempt Organizations

### Industries

Energy Industry Group  
Energy Lobbying, Legislative & Government Affairs

### Bar Admissions

Michigan, 1995

### Court Admissions

U.S. District Court, Eastern District of Michigan, 1998  
U.S. District Court, Western District of Michigan, 1999  
U.S. Court of Appeals, 6th Circuit, 2002

### Education

Boston College, J.D.  
James Madison College at Michigan State University, B.A.  

- with honors

W. Alan Wilk is a member in the Firm's Government Policy practice. His practice focuses on election, campaign finance and lobby law, gaming, and public retirement, as well as nonprofit organizations and trade associations.

Mr. Wilk is the Team Leader for the Firm's Political Compliance Team, which represents and advises individuals and corporate entities on federal and state election, campaign finance, lobby law and other political activity. Such representation includes:

- Candidates for public office
- Corporations, trade associations and partnership/LLCs
- Political action committees and "soft-money" committees
- Public officeholder accounts
- High net worth individuals

Mr. Wilk acts as the Co-Leader of the Firm's Public Retirement Team, representing public pension and retirement plans. He has served as a Special Assistant Attorney General for the State of Michigan retirement systems since 1996. Mr. Wilk has assisted in the drafting and implementation of several innovative retirement programs for large public pensions, such as:

- Tax qualification matters
- Defined contribution plan conversions
- Excess benefit plans
- "Early-out" incentive programs
- The use of annual and sick leave plans as a method for saving budget dollars for public entities
- Prefunding of health benefits

Mr. Wilk has also consulted and defended public pension plans in federal and state court.

Mr. Wilk's practice has also included representing both casino owners and gaming suppliers in regulatory matters before the Michigan Gaming Control Board as a member of the Firm's Casino Team. He also advises those with casino interests on political contribution matters under the Michigan Gaming Act and Michigan Campaign Finance Act.

As a member of the Firm's Nonprofit and Tax-Exempt Organizations practice, Mr. Wilk has incorporated dozens of nonprofit entities, including

W. Alan Wilk (Cont.)

charities, civic organizations, trade associations, and political groups. He regularly advises these organizations on a wide range of issues, including corporate, tax and regulatory matters.

Prior to his law career at Dykema, Mr. Wilk was a law clerk for the Telecommunication Association of Michigan. He also served as a staff member in both the Michigan State Senate and the Michigan State House of Representatives. His prior political roles included fundraising and campaign consulting for local, state and federal races.

Mr. Wilk has written several articles and has hosted seminars in the areas of election, campaign finance, and nonprofit law.

## Experience

Mr. Wilk has been involved in politics since 1984, and before passing the Michigan Bar, he served as campaign manager, co-campaign manager or campaign volunteer for Gubernatorial, Congressional, State Senate, State Representative and various local races.

Mr. Wilk served as counsel for Governor John Engler's political funds and was counsel for three other Republican gubernatorial candidates. He also currently represents the political funds for several state elected officials. He has been involved in several election litigation cases, as well as regulatory matters concerning candidates and ballot question campaigns. He has represented client interests in disputes before the Michigan Department of State and the Federal Election Commission.

Mr. Wilk was a member of Lawyers for Bush-Cheney and assisted as Michigan counsel for the Bush and McCain presidential campaigns. Since 1996, he has served every Election Day as counsel for the Michigan Republican Lawyer Association's Voter Integrity Program or the Michigan Republican Party. In 2005, he served as counsel in the post-election recount for the Mayor of the City of Detroit. In 2006, he served as counsel for the Repeal SBT ballot campaign and as counsel for the Republican nominees for Michigan Governor and U.S. Senate. He currently serves as counsel for several candidates and their politically-related entities as well as matters related to Michigan's recall relations.

Mr. Wilk worked in the Michigan House and Senate all four years while earning his undergraduate degree with honors from the James Madison College at Michigan State University. During law school at Boston College, Mr. Wilk had an externship with a white collar criminal defense firm in Boston focusing on political corruption matters.

## Significant Decisions

- *Citizens United v. Federal Election Commission*, 558 U.S. 50 (2010). *Amicus curiae* of Michigan Chamber of Commerce in support of overturning the corporate independent expenditure ban that was upheld in *Austin v. Michigan State Chamber of Commerce*, 494 U.S. 652 (1990).
- *Democratic National Committee, et al. v. Republican National Committee, et al.*, United States District Court (2008). Defeated injunction request related to election poll challengers.
- *Martin v. Secretary of State*, 755 N.W.2d 153 (Mich 2008). Case involved injunction issued against Secretary of State requiring judicial candidate to be placed on ballot.
- *Michalak v. Ruth Johnson*. Michigan Supreme Court Case No. 136618 (2008). Successfully defended judicial candidate against attempt to compel county clerk to remove candidate from ballot.
- *MotorCity Casino v. Michigan Gaming Control Board, et al.*, Wayne County Circuit Court No. 07-726167-PZ. Michigan Court of Appeals Case No. 280898. Enjoined Michigan Gaming Control Board from closing Detroit casinos during state government shutdown.
- *In re Advisory Opinion*, 2005 PA 71, Supreme Court Case No. 130589 (2007). Assisted in drafting Advisory Opinion requested by Michigan House of Representatives and assisted in preparing Amicus brief regarding constitutionality of voter identification requirement in Michigan Election Law.
- *Michigan Republican Party v. Michigan Secretary of State and Michigan Democratic Party*, Wayne County Circuit Court Case No. 06-631346-AW; Supreme Court Case No. 132409 (2006). Enjoined Michigan Democratic Party from violating Michigan Election Law.

W. Alan Wilk (Cont.)

- *Senate Republican Campaign Committee v. Michigan Secretary of State and Senate Democratic Fund*, United States District Court (2006). Sought Temporary Restraining Order for violation of constitutional rights as a result of violations of contributions limits under Michigan Campaign Finance Act.
- *Marion, et al v. Saline Township*, Washtenaw Circuit Court No. 06-440-CZ (2006). Obtained Temporary Restraining Order enjoining township from placing millage proposal on ballot.
- *Freman Hendrix and Kilpatrick For Mayor v. Jackie L. Currie*, Wayne County Circuit Court Case No. 05-53354-AW; Michigan Court of Appeals (2005). Obtained Temporary Restraining Order compelling City Clerk to provide equal access to election records.
- *Detroit Branch of the NAACP, et al v. Michigan Republican State Committee, et al*, No. 05-CV-74296-DT (E.D.M.I., 2005). Defended the rights of election poll challengers.
- *Bay County Democratic Party and Michigan Democratic Party v Michigan Secretary of State and Director of Elections*, United States District Court Case No. 04-CV-10257-BC (2004). Represented intervening township and county clerks in challenge against constitutionality of provisional ballot statute.
- *Michigan Republican Party v. Currie*, (Wayne County Circuit, 2004). Sought relief on behalf of political party poll challenger regarding access to view election process.
- *Michigan Judges Association, et al v Roberts, et al*, No. 2:98-CV-72771-BAF (E.D.M.I., 2000). Represented state retirement board against class action lawsuit regarding defined contribution plan and calculation of pension benefits.
- *Ernst v. Rising*, 427 F.3d 351 (6th Cir. 2005). Represented state entities in equal protection claims brought by members of judges retirement system.
- *Studier v. Michigan Public School Employees' Retirement Bd.*, 472 Mich 642, 698 N.W.2d 350 (2005). Consulted for MPERS on retiree employee benefits case.

## Seminars & Speeches

*Michigan Election and Campaign Finance Law*, Republican National Lawyers Association Election Law Seminar  
August 2010

*Citizens United: Does the Decision Provide More Political Options for Associates?*, MSAE Law Symposium  
February 2010

*Citizens United v. FEC, How Does The Supreme Court's Decision Impact Your Political Options?*, Michigan Chamber of Commerce  
January 2010

*Is Your Association Politically Correct?*, Dykema Trade Association Seminar  
October 2009

*Public Employee Retirement Health Care Trusts*  
March and October 2009

*An Overview of Political Compliance*, MSAE Law Symposium  
November 2008

*Retiree Health Care Funding Vehicles in a GASB World*  
February 2008

*Corporations and Politics: How To Stay Out of Trouble*, Association of Corporate Counsel Seminar, Lansing and SE Michigan  
September 2006

## Publications

"Election Day 2006: Know The Facts"  
October 2006  
*BRIEFS*, Ingham County Bar Association

W. Alan Wilk (Cont.)

"The Political Game—How To Play It Right"  
Summer 2006  
*Corp! Magazine*

### **Memberships & Involvement**

- American Bar Association, Member
- Michigan Society of Association Executives, Member and contributing author for organization's magazine, *Impact*
- Republican National Lawyers Association, Member
- State Bar of Michigan, Member
- Ingham County Bar Association, Member

### **Community/Civic Activities**

- Friends of the Capitol Areas District Library, Former Board Member
- University United Methodist Church, Member and Christian Education Volunteer
- East Lansing Youth Sports Coach, Baseball, Basketball, Football
- MSU Alumni Association, Lifetime Member

### **Awards & Recognition**

- Recognized by *The Best Lawyers in America*® 2011-2013 for Corporate Governance and Compliance Law. Copyright 2012 by Woodward/White, Inc., Aiken, SC

## Ann D. Fillingham

Member

### Lansing

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### Areas Of Practice

Business Services  
Corporate Finance  
Commercial Lending  
Infrastructure & Project Finance  
Public Finance  
Gaming & Indian Law  
Education  
Long-Term Care

### Industries

Commercial Lending  
Financial Industry Group

### Bar Admissions

Michigan, 1989

### Education

University of Michigan, J.D., *cum laude*

Michigan State University, B.A.

- with high honors

Ms. Fillingham has served as bond counsel and underwriter's counsel to numerous State and local issuers since 1989. She has worked extensively with the State of Michigan and its various departments and authorities with respect to both tax-exempt and taxable issues. In addition, she has served as bond counsel or underwriter's counsel on many county, municipal, school and local authority bond issues.

Ms. Fillingham received her B.A. degree in finance, with high honors, from Michigan State University in 1986 and her J.D. degree, *cum laude*, from the University of Michigan Law School in 1989. She is a member of the State of Michigan and Ingham County Bar Associations. She is a member of the National Association of Bond Lawyers and is Vice-Chair of NABL's annual Bond Attorney Workshop and Panel Chair at its Tax and Securities Law Institute. She has co-authored NABL's ***Municipal Bankruptcy: A Guide for Public Finance Attorneys*** and the Institute of Continuing Legal Education's ***Michigan Municipal Law***. She regularly speaks on public finance distressed debt topics, chairing the NABL ***Public Finance Defaults, Workouts and Bankruptcy*** sessions in 2009-2011, and co-chairing the NABL Super-Session panel entitled ***Anatomy of a Defaulted Bond Deal*** in 2012. Ms. Fillingham's principal areas of practice include public finance, corporate law and banking, including expertise in the areas of Federal and State securities law, infrastructure finance and charter school finance. She has been recognized annually in ***Best Lawyers in America*** since 2007 and ***Super Lawyers*** since 2008 for her expertise in public finance and was recognized as Lansing's ***2012 Lawyer of the Year*** in corporate law and Lansing's ***2013 Lawyer of the Year*** in public finance law by ***Best Lawyers in America***. She is the Past President of the Michigan Women in Finance organization and a Fellow of the Michigan State Bar Foundation.

### Memberships & Involvement

- Ingham County Bar Association
- State Bar of Michigan
- National Association of Bond Lawyers

### Community/Civic Activities

- Michigan Women in Finance, Past President
- Michigan Bar Foundation, Fellow

Ann D. Fillingham (Cont.)

### **Awards & Recognition**

- Named Lansing "Lawyer of the Year" for Public Finance Law by *Best Lawyers*® 2013
- Named a "Lawyer of the Year" for Public Finance Law by *Best Lawyers*® 2012
- Named "Lawyer of the Year" for Corporate Law by *Best Lawyers*® 2011
- Recognized in *The Best Lawyers in America*® 2007-201e for Public Finance Law. Copyright 2012 by Woodward/White, Inc., Aiken, SC
- Named a Michigan Super Lawyer by *Law & Politics*, 2008-2012

## Steven C. Liedel

Senior Counsel

### Lansing

Capitol View  
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### Areas Of Practice

Government Policy & Practice  
Real Estate Tax Incentives &  
Economic Development  
Political Compliance, Elections &  
Campaign Finance  
Administrative Law & Regulation  
Education  
Gaming & Indian Law

### Industries

Energy Industry Group  
Energy Lobbying, Legislative &  
Government Affairs

### Bar Admissions

Michigan, 1998

### Education

University of Pittsburgh School of  
Law, J.D.

James Madison College at  
Michigan State University, B.A.

Steve Liedel focuses his practice on government organization and restructuring, economic development, and tax policy. He also provides counsel on legislative drafting, strategy, and interpretation; government policy; election law and campaign finance; government contracts and procurement; administrative law; and casino gaming. Mr. Liedel has been extensively involved in drafting legislation, regulations, executive orders, executive directives, intergovernmental agreements, and government contracts. He also has been involved in lobbying legislative and executive branch officials and litigating public policy and constitutional issues.

Mr. Liedel served as Chief Legal Counsel to former Michigan Governor Jennifer Granholm with responsibility for government reorganization, legislative drafting, ethics compliance, emergency management and homeland security, election law, litigation concerning constitutional issues, tribal relations, gaming, clemency and corrections policy, municipal law, financial emergencies, and public financing. Prior to that, as Deputy Legal Counsel to the Governor, he served as attorney and policy advisor on matters relating to executive orders, legislation, veto messages, appointments to public office, economic development, local government, tax policy, and procurement reform and fiscal controls.

Prior to joining the Governor's office, Mr. Liedel was an associate attorney with Dykema in the Government Policy and Practice Group. With more than 20 years of experience relating to state and local government, he also has held staff positions with the Michigan House of Representatives, Michigan Senate, Illinois Senate, and the Law Department of the City of Knoxville, Tennessee.

### Experience

- Government organization and restructuring experience includes the drafting of more than 300 executive orders and directives, including orders merging state departments; consolidating public finance, human resources, accounting, and internal audit functions; centralizing administrative rule and hearing functions in a new State Office of Administrative Hearings and Rules; and establishing a state Medicaid inspector general.
- Authored and secured passage of legislation providing for the sale of former state hospital property to a global automotive OEM for the construction of a \$185 million technical center, with successful defense of the legislation and real estate transaction before the Michigan Supreme Court.

Steven C. Liedel (Cont.)

- Drafted legislation, negotiated enactment, created governance structure for, and monitored launch of, the 21st Century Jobs Fund, which authorized the securitization of state revenue, new forms of state investment in emerging technology sectors, and provided start-up funding for the Pure Michigan tourism promotion campaign.
- Researched, drafted, and secured enactment of legislation providing tax incentives for film and digital media activities in Michigan and restructuring the Michigan Film Office and Michigan Film Office Advisory Council.
- Member of the Dykema team involved in drafting the executive order and intergovernmental agreement creating the Michigan Economic Development Corporation. Drafted numerous legislative changes affecting the governance and powers of the Michigan Economic Development Corporation. Former member of the Executive Committee of the Michigan Economic Development Corporation.
- Served as Governor's lead for drafting, negotiating, and securing enactment of legislation authorizing the transfer of Cobo Hall to a new metropolitan authority and financing facility expansion by the authority.
- Primary responsibility for drafting legislation transferring Detroit Metropolitan Wayne County Airport and Willow Run Airport to a county authority and establishing a governance structure for the authority.
- Drafted, negotiated, and secured enactment of legislation establishing land bank authorities for reuse of tax-reverted and abandoned property and other economic development activities.
- Member of the Dykema team with primary responsibility for drafting and securing passage of legislation authorizing business improvement districts in Michigan.
- Drafted, negotiated, and secured enactment of legislation establishing a governance and financing structure for a light-rail system and public-private partnership in Detroit.
- Authored executive order establishing the Michigan Information Privacy Council and served as first Chief Privacy Officer for the State of Michigan.
- Led Dykema team effort to secure legislative enactment of a new process for the collection of delinquent property taxes (Public Act 123 of 1999) and advised county treasurers, municipal treasurers, and land title professionals on the implementation of the tax collection and foreclosure process.
- Significant experience relating to state procurement and bid protest matters involving various state departments and agencies. Served as a legal and policy advisor to governor on procurement reform and fiscal controls, including drafting related legislation and executive directives. As Governor's designated Chairperson of the State Administrative Board, monitored and approved all state contracts, expenditures, and real estate transactions exceeding \$25,000.
- Represented both casino owners and casino suppliers before the Michigan Gaming Control Board and was a member of the Dykema team responsible for Michigan Gaming Control Board approval for the license for MotorCity Casino.
- Served as a member of the Michigan Capitol Committee and as Governor Granholm's transition liaison to the incoming administration of Governor Snyder.

### **Election and Politics**

Mr. Liedel has been involved in politics since 1988, and before his admission to the Bar, he served as a campaign manager or campaign volunteer for state legislative races in Michigan, Illinois, and Pennsylvania. He was an active volunteer in Governor Granholm's 2002 and 2006 gubernatorial campaigns. Since 2000, he has participated as a lawyer in voter protection activities of the Michigan Democratic Party and with the Obama Voter Protection Program in 2008. Mr. Liedel has provided legal advice relating to campaign finance compliance to state and local candidates and ballot question committees in Michigan.

## Melvin J. Muskovitz

Member

### Ann Arbor

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Ann Arbor, MI 48104



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### Areas Of Practice

Labor & Employment  
Employment Litigation  
Trade Secret & Noncompete Litigation  
Litigation  
Unions & Collective Bargaining  
Employment Counseling  
Biotechnology & Life Science  
Health Care  
Hospitality  
Mergers & Acquisitions

### Bar Admissions

Michigan, 1971

### Court Admissions

U.S. District Court, Eastern District of Michigan, 1971  
U.S. District Court, Western District of Michigan, 1994

### Education

University of Michigan, J.D.  
University of Michigan, B.A.

Mr. Muskovitz is a member in Dykema's Labor and Employment Practice Group. Mr. Muskovitz represents employers in federal and state courts, and before administrative agencies. He also devotes a significant portion of his time counseling, and assisting employers to find practical solutions to difficult employment situations arising under state and federal employment laws. Mr. Muskovitz also assists employers in drafting employment policies and negotiating employment and severance agreements with highly placed corporate executives. Prior to entering into private practice, Mr. Muskovitz was a staff attorney with the National Labor Relations Board and Assistant Ann Arbor City Attorney. Mr. Muskovitz has been named in *The Best Lawyers in America 2012* in the practice area of Labor and Employment Law.

Mr. Muskovitz is a frequent speaker. He has written articles, presented seminars and provided client training with respect to the following topics:

- Termination of Employment: Best Practices
- Attracting and Hiring New Employees: Legal Issues and Practical Approaches for Employers
- The Top Five Errors Employers Make in Complying With the Fair Labor Standards Act
- Navigating the Family Medical Leave Act/Americans With Disabilities Act/Workers' Compensation maze
- Whistleblower and Retaliation Claims
- Military Leave Issues
- Avoiding the perils of conducting workforce reductions and lay-offs
- Identifying and Preventing Harassment and Discrimination in the Workplace
- Do the EEOC's new "Caregiver Guidelines" create a new protected class of employees under anti-discrimination laws?
- Minimizing Unemployment Compensation Costs
- Employee/independent contractor issues
- Privacy in the Workplace
- National Labor Relations Act and Non-Union Employers
- Due Process Rights of Public Sector Employees
- Effectuating Changes in a Union Environment During Tough Financial Times

Melvin J. Muskovitz (Cont.)

- Managing Employee Health and Health Costs
- Workplace Safety—An Employer's Game Plan
- Americans with Disabilities Act and Employee Policies
- How is your organization affected by the recent expansion of the FMLA to cover the families of military service members and other proposed changes?

## Experience

- Represented employers in state and federal courts and before administrative agencies with respect to claims arising out of Title VII of the Civil Rights Act (race, sex, national origin, religion), the Americans With Disabilities Act, the Older Workers Benefits Protection Act, the Family and Medical Leave Act, the Fair Labor Standards Act, and the National Labor Relations Act.
- Obtained pre-trial dismissal of claims by former employee alleging Fraudulent Misrepresentation, Breach of Contract, Oppression of Minority Shareholders, Breach of Fiduciary Duty, Breach of Promissory note, Usurpation of Corporate Opportunity & Conversion of Corporate Assets and Wrongful Discharge.
- Obtained summary dismissal in an arbitration proceeding involving claims by company vice president for breach of contract and wrongful discharge.
- Obtained injunctive relief in state court prohibiting high level management employee from working for a direct competitor.
- Successfully defended employer against claim that its newly hired employee was violating a non-competition covenant with his former employer.
- Successfully defended employers in arbitration hearings involving claims of wrongful discharge and challenges to the employers' management decisions.

## Seminars & Speeches

*What You Don't Know Can Hurt You - Best Practices From Pre-Hire to Post Termination*, IASBO Joint Conference, Chicago, Illinois, Melvin J. Muskovitz, Speaker; Charles A. LeMoine, Moderator  
November 17, 2012

2011 Employment Seminar  
November 15, 2011

## Publications

"On The Road: Legal Considerations Of Telecommuting"  
July 5, 2012  
*Law360*

"Wage and Hour Issues in Home Health—The Impact of Proposed Changes in the Companionship Exemption"  
December 2011  
*LTC-SIR Advisor*, American Health Lawyers Association

## Memberships & Involvement

- State Bar of Michigan, Employment Law Section, Member; Public Corporation Law Section, Member
- Washtenaw County Bar Association
- American Bar Association, Labor and Employment Law Section, Member

Melvin J. Muskovitz (Cont.)

### **Awards & Recognition**

- Recognized in *The Best Lawyers in America*® 2009-2013 for Labor and Employment Law. Copyright 2012 by Woodward/White, Inc., Aiken, SC
- Jewish Community Center of Washtenaw County, Founding Member Award
- Ann Arbor United Jewish Appeal, Leadership Award
- President's Award, Ann Arbor Symphony Orchestra

## Amy M. Christen

Member

### **Bloomfield Hills**

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### Areas Of Practice

Employee Benefits  
Labor & Employment

### Industries

Automotive Industry Group  
Automotive, OEM & Supplier  
Business Services

### Bar Admissions

Michigan, 1995

### Education

University of Toledo, J.D., *magna cum laude*  
Ohio State University, B.A.

Amy M. Christen practices in all areas of employee benefits law. Her experiences involve compliance and design of qualified retirement plans (including governmental and private sector defined benefit plans and profit sharing and 401(k) plans), sections 457 or 403(b) plans, SEP or other nonqualified plans, and health and other welfare plans (including health care reform (PPACA), cafeteria plans, severance plans, COBRA and HIPAA issues); advising clients on employee benefit concerns in mergers and acquisitions; and ERISA litigation.

Before joining Dykema, Ms. Christen practiced employee benefits law for a boutique benefits firm and prior to that a major Detroit-based law firm. She also clerked for the Ohio Court of Appeals.

### Memberships & Involvement

- American Bar Association
- Michigan State Bar Association, Labor and Taxation Sections
- Oakland County Bar Association

### Awards & Recognition

- Named a Leading Employee Benefits & Executive Compensation Lawyer by *Chambers USA*, 2012
- Recognized in *The Best Lawyers in America*® 2013. Copyright 2012 by Woodward/White, Inc., Aiken, SC

## John A. Entenman

Member

### Detroit

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### Areas Of Practice

Litigation

Labor & Employment

Unions & Collective Bargaining

Education

### Bar Admissions

Michigan

### Court Admissions

U.S. District Court, Eastern District  
of Michigan

U.S. District Court, Western  
District of Michigan

U.S. Court of Appeals, 6th Circuit

U.S. Supreme Court

### Education

Harvard University, J.D., *cum  
laude*

University of Michigan, B.A.

- Phi Beta Kappa

John A. Entenman, a labor and employment attorney, has been representing corporations, governments, educational institutions and other businesses in labor and employment matters since 1973. The Detroit-based labor lawyer, who has extensive experience in public sector labor relations, union-related matters and employment law, is a certified labor arbitrator. Mr. Entenman represents clients in proceedings before the National Labor Relations Board, the Michigan Employment Relations Commission and in collective bargaining and arbitration.

He provides top quality, cost-effective general labor counsel to clients such as the City of Dearborn, Alma Products Company and United Parcel Service. He is often sought to provide legal counsel on wage/hour matters, employment discrimination, non-union arbitration, freedom of speech and constitutional issues.

Mr. Entenman is a frequent speaker on union organizing, collective bargaining, freedom of speech, successorship and other timely labor and employment issues. He is also the author of many articles on union-management relations and served as an adjunct professor of Public Sector Labor Law at the University of Detroit Law School.

### In The News

Thirty-Four Dykema Attorneys Named "2013 Top Lawyers" by *DBusiness Magazine*  
November 7, 2012

Five Dykema Practice Areas, 19 Dykema Lawyers Achieve *Chambers USA*  
2012 Ranking  
June 13, 2012

### Seminars & Speeches

National Labor Relations Act Update  
April 19, 2012

2011 Employment Seminar  
November 15, 2011

*Public/Private Sector Labor Revolution*, Network of Trial Lawyers  
June 2011

*Contemporary Labor/Employment Issues*, Network of Trial Lawyers  
August 2010

John A. Entenman (Cont.)

*Compulsory Binding Arbitration*, Michigan Employment Relations Commission  
April 2010

*Workforce Changes: A Management Perspective*, Public Corporation Law Section, State Bar of Michigan  
February 2010

*Legal Update*, MPELRA  
September 2008

*Legal Update*, MPELRA  
September 2007

## **Publications**

"Changing Times: How Employers Can Address New NLRB Rules that Increase the Chance of Unionization"  
June 2012  
*Smart Business Detroit*

"Workforce Changes In Difficult Times"  
2010  
*Public Corporation Law Sections Vol.3*, State Bar of Michigan

"How Arbitration Works" (Contributing Editor)  
2005  
*BNA*

"Discipline and Discharge in Arbitration" (Contributing Editor)  
1998  
*BNA*

"After Acquired Evidence"  
1997  
*State Bar of Michigan*, Labor and Employment Section

## **Awards & Recognition**

- Named a Leading Labor & Employment Lawyer by *Chambers USA*, 2012
- Named a Michigan Super Lawyer by *Law & Politics*, 2007-2012
- Recognized in *The Best Lawyer in America*® 2007-2013. Copyright 2012 by Woodward/White, Inc., Aiken, SC
- Named a Top Lawyer by *dbusiness Magazine*, 2010-2011 and 2013

## James P. Greene

Member

### Ann Arbor

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### Areas Of Practice

Litigation  
Labor & Employment  
Unions & Collective Bargaining  
Employment Counseling  
Education

### Bar Admissions

Michigan, 1982

### Court Admissions

U.S. District Court, Eastern District  
of Michigan, 1982

U.S. Court of Appeals, 6th Circuit,  
1986

U.S. District Court, Western  
District of Michigan, 1987

### Education

University of Toledo, J.D.  
Michigan State University, M.L.I.R.  
University of Oregon, B.S.

James P. Greene possesses over 35 years experience in the negotiation and administration (including grievance and Act 312 interest arbitration) of labor agreements on behalf of public and private employers, including K-12 school systems, colleges, universities, manufacturing and service firms, hospitals, nursing homes, courts, cities, and counties.

Mr. Greene's practice is exclusively directed to representing management in labor and employment matters. He has negotiated in hundreds of labor agreements covering K-12 faculty, university faculty and lecturers, administrative and professional employees, nurses, assistant prosecutors, accountants, technical employees, probation officers, police, maintenance and food service employees, skilled trades employees, clerical and secretarial employees, manufacturing and production employees, court employees, bus drivers, health department employees, mental health department employees, and numerous others. The unions with whom he has negotiated collective bargaining agreements include the MEA, MFT, AAUP, AFSCME, IUOE, UAW, FOP, MESA, SEIU, POAM, United Steelworkers, and others.

Mr. Greene formerly served as Director of Dykema's Employment Law Department and as Member in Charge of Dykema's Ann Arbor office. He has also served as head of Professional Personnel with administrative responsibility for all of the Firm's associates and legal specialists.

Prior to joining Dykema, Mr. Greene served as a Labor Relations Consultant with the Michigan Association for School Boards, taught labor negotiations, contract and grievance administration and personnel management at Lansing Community College, and served as a Principal to The Wyatt Company consulting on matters of compensation program design and administration. He also served as Executive Director of Human Resources for Eastern Michigan University where he was responsible for legal affairs, faculty and staff labor relations, compensation, benefits, employment, affirmative action, workers' compensation and unemployment compensation administration, and staff training and development.

Mr. Greene is actively involved in the community and serves on the Board of Directors for the Ronald McDonald House in Ann Arbor, Michigan. He has also served as Vice Chair of the Eastern Michigan University Foundation Board of Trustees and Chair of the Foundation's Development Committee. Mr. Greene is also a member of several professional organizations such as the National Association of College and University Attorneys (NACUA); the NSBA Council of School Attorneys; the Michigan Council of School Attorneys; the Michigan Public Employer Labor

James P. Greene (Cont.)

Relations Association (MPELRA); the Michigan State Bar, and the Washtenaw County Bar Association.

## Experience

- Collective bargaining negotiations, labor arbitrations, union certification and decertification campaigns, union avoidance, strikes, picketing, secondary boycotts, and unfair labor practices proceedings before the NLRB and MERC
- Litigation of employment discrimination, whistleblowers' protection act, breach of contract and other employment-related issues before state and federal courts
- Administrative complaints before the Equal Employment Opportunity Commission and the Michigan Department of Civil Rights
- Trade secret and unfair competition issues
- Drafting, implementation and utilization of alternate dispute resolution procedures
- Sexual harassment, discrimination, workplace violence, ADA, FMLA, FLSA, and WARN issues
- Employment handbooks, policies and procedures.
- Frequent lecturer on employment-related topics

## Seminars & Speeches

2012 Dykema Employment Seminar  
November 14, 2012

2011 Employment Seminar  
November 15, 2011

Public Employment Law Seminar, Michigan Municipal League  
2011

*Higher Education Discrimination Law in 2007*, NACUA Workshop  
2007

*Exploring Legal Issues Affecting Employers and Offering Proven Solutions*, Dykema Gossett Employment Seminar  
2006

*Employment Law Developments and Issues Affecting Employers*, Dykema Gossett Employment Seminar  
2005

*Controlling the Cost of Health Care Benefits*, Dykema Gossett Employment Seminar  
2004

*FLSA Update: Overtime Rules Are Changing—Are You Ready?*, Dykema Gossett Employment Seminar  
2004

*Trends in Jury Verdicts and Settlements in Employment Cases: How to Evaluate a Case and Minimize Legal Fees*, Dykema Gossett Employment Seminar  
2001

*The Family Medical Leave Act: Recent Developments and Common Problems*, Dykema Gossett Employment Seminar  
1999

*Workers' Compensation: Cut Costs Through Aggressive and Efficient Management*, Dykema Gossett Employment Seminar  
1998

*Strategies for Maintaining a Union-Free Workplace*, Dykema Gossett Employment Seminar  
1994

James P. Greene (Cont.)

## **Publications**

"Equal Pay" (with Timothy P. Payne)  
1994

*Michigan Public Employment and Labor Relations Law*

## **Awards & Recognition**

- Named a Michigan Super Lawyer by *Law & Politics*, 2006 and 2009-2011

## James P. Kiefer

Member

### Lansing

Capitol View  
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Lansing, MI 48933



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### Areas Of Practice

Business Services

Public Finance

Private Equity, Venture Capital &  
Mezzanine Finance

Corporate Finance

Commercial Lending

Mergers & Acquisitions

Education

Long-Term Care

### Industries

Financial Industry Group

Commercial Lending

### Bar Admissions

Michigan, 1985

### Education

Indiana University, J.D., *cum laude*

Indiana University, M.B.A.

Hanover College, B.A., *magna cum laude*

Mr. Kiefer has had extensive municipal finance experience representing various issuers of public debt at both the State level and at the Local level. He has served as bond counsel to the State of Michigan, or one of its departments or authorities, in every year since 1986. He has drafted legislation to implement new financing authorities and has drafted legislation to expand the financing flexibility of existing authorities. Mr. Kiefer uses his broad experience with financing authorities at the State level, coupled with his representation of local issuers, to provide a unique perspective on public finance projects.

Mr. Kiefer received his B.A. degree, *magna cum laude*, from Hanover College in 1982, his M.B.A. degree from Indiana University in 1985, and his J.D. degree, *cum laude*, from Indiana University School of Law in 1985. He is a member of the State Bar of Michigan and the National Association of Bond Lawyers. He has served as a panelist at the National Association of Bond Lawyers Bond Attorneys' Workshop and frequently is called upon to make presentations on various public finance topics. He previously served as Executive Editor of the *Indiana Law Review*. Mr. Kiefer's principal areas of practice include public finance, including bond counsel and underwriters' counsel, and banking. He is listed in ***Best Lawyers in America***, a publication of U.S. News and World Report.

### Experience

Some of the public finance transactions which Mr. Kiefer has recently completed include:

- Counsel to the Michigan Public Service Commission in connection with the approval of the issuance by the Detroit Edison Company of \$1.75 billion of securitization bonds to recover certain costs in connection with the State's utility deregulation legislation
- Bond Counsel to the State of Michigan on two separate \$900 million cash flow borrowings
- Bond Counsel to the State of Michigan on the first bond issue under the Clean Michigan Initiative approved by the Michigan electorate
- Bond Counsel on a \$518 million Michigan Department of Transportation bond issue
- Bond Counsel to the Michigan Tobacco Securitization Finance Authority on a \$587 million bond issue.
- Underwriter's Counsel in connection with a \$493 million advance refunding bond issue for the State of Michigan Building Authority

James P. Kiefer (Cont.)

- Underwriter's Counsel in connection with a \$330 million State of Michigan Building Authority bond issue
- Bond Counsel to the Michigan Higher Education State Loan Authority for a \$508 million student loan authority bond issue
- Underwriter's Counsel in connection with a \$155 million Michigan State Housing Development Authority bond issue
- Bond Counsel to Brighton Township on a \$27 million bond issue to fund a new sewer project
- Bond Counsel to the City of Lansing on numerous revenue bond issues to remedy the City's combined sewer overflow situation
- Underwriter's Counsel for the \$135 million Certificates of Participation issued to finance the remodeling of the former world headquarters of General Motors for use as a State of Michigan office building
- Underwriter's Counsel for Munson Healthcare's \$72 million revenue bond issue

He has also served as bond counsel, underwriter's counsel, and issuer's counsel on many other state, county, city, township, village, university, school district, and library bond issues. Mr. Kiefer has also served as Special Assistant Attorney General by appointment of the Michigan Attorney General.

In addition to his public finance experience, Mr. Kiefer does extensive corporate finance and banking work. This work has included serving as:

- Lead Investor's Counsel on numerous private equity transactions
- Lead Investor's Counsel on venture capital financings and alternative investments
- Counsel on various private equity co-investment transactions
- Lender's Counsel on numerous commercial lending transactions, including real estate secured and asset backed financings
- Counsel on interest rate swap transactions
- Company Counsel on various corporate restructurings, mergers and acquisitions
- Regulatory Counsel to a regional EFT network
- Counsel to financial institutions on numerous state and federal regulatory matters

### **Memberships & Involvement**

- National Association of Bond Lawyers
- Michigan Bar Association
- Ingham County Bar Association
- Served on the Public Finance Subcommittee of the State Bar of Michigan

### **Community/Civic Activities**

- Appointed by the Governor to the Michigan Ski Area Safety Board, the statutorily created Board with responsibility for the Michigan Ski Area Safety Act, and previously served as vice-chairman of the Board
- Elected Precinct Delegate in Ingham County since 1986
- Previously served as president of the Michigan Festival, a ten-day performing arts festival held at Michigan State University
- Previously served as president of University Lutheran Church in East Lansing, Michigan
- Served as executive director and legal counsel for Michigan Governor John Engler's Inaugural Committees

### **Awards & Recognition**

- Recognized in *The Best Lawyers in America*® for Corporate Law & Public Finance Law, 2011-2013. Copyright 2012 by Woodward/White, Inc., Aiken, SC

## Courtney F. Kissel

Associate

### Lansing

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### Areas Of Practice

Government Policy & Practice  
Administrative Law & Regulation  
Gaming & Indian Law  
Nonprofits & Tax-Exempt  
Organizations  
Energy Regulatory  
Education

### Industries

Energy Industry Group  
Energy Regulatory  
Siting, Zoning, Licensing & Energy  
Infrastructure  
Electric Transmission

### Bar Admissions

Michigan, 2010  
Wisconsin, 2010

### Education

University of Wisconsin Law  
School, J.D., *magna cum laude*

- Law Review, Note & Comment Editor

University of Michigan, A.B.

- with highest distinction

Ms. Kissel's practice focuses on public finance, government policy, including administrative law, Indian law, and public utility law.

While in law school she was an extern for Wisconsin Supreme Court Justice Annette Ziegler, and she also interned for the General Counsel of University of Wisconsin Hospital and Clinics.

Ms. Kissel received her A.B. degree from the University of Michigan with highest distinction and her J.D. degree from the University of Wisconsin Law School, *magna cum laude*. She is a member of the State Bars of Michigan and Wisconsin. In addition, she is also a member of Ingham County and Federal Bar Associations.

### Significant Decisions

- *Herrick District Library v. Library of Michigan*, Michigan Court of Appeals Case No. 300393 (2011). *Amicus curiae* of the Ann Arbor District Library in support of challenging the Library of Michigan's power to adopt administrative rules governing the distribution of state aid to public libraries.
- *Groves, et al v Michigan Department of Corrections, Public Communications Services, Inc., et al*, 295 Mich App 1; 811 NW2d 563 (2011). Successfully defended award of Michigan Department of Corrections contract by State of Michigan to client.

### Publications

*Tribal Business Structures: A Guidebook on Different Structures for Tribal Business Entities and Incentives for Joint Ventures Between Michigan's Tribes and Non-Indian Businesses* (Co-author)  
2011  
*Available through the Michigan Economic Development Corporation*

### Memberships & Involvement

- State Bar of Michigan
- State Bar of Wisconsin
- Ingham County Bar Association
- Federal Bar Association
- Women Lawyers Association of Michigan

Courtney F. Kissel (Cont.)

### **Awards & Recognition**

- Award for Academic Excellence in Substantive Criminal Law, Secured Transactions, and Constitutional Law II

## Daryll V. Marshall

Senior Counsel

### Chicago

10 South Wacker Drive  
Suite 2300  
Chicago, IL 60606



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### Areas Of Practice

Business Services  
Corporate Finance  
Commercial Lending  
Infrastructure & Project Finance  
Mergers & Acquisitions  
Private Equity, Venture Capital & Mezzanine Finance  
Structured Finance  
Bankruptcy, Insolvency & Creditors' Rights  
In- and Out-of-Court Restructurings & Liquidations  
Representation of Financial Institutions in Bankruptcy & Workout Matters

### Industries

Financial Industry Group  
Commercial Lending  
Automotive Finance  
Structured Finance  
Bankruptcy, Insolvency & Creditors' Rights  
Debt Acquisition Counseling

### Bar Admissions

Illinois, 1999

### Education

Boston University School of Law,  
J.D., 1999

Temple University, B.B.A., 1996

Daryll V. Marshall is a member of the Corporate Finance practice group in the Chicago office of Dykema. Mr. Marshall works primarily in the areas of financing and secured transactions, leveraged acquisitions, mezzanine finance, private equity and restructuring. He is experienced in representing clients in connection with working capital financings/refinancings, first and second lien financings, mezzanine financings, subordinated loans, loan repurchase amendments and amend and extends. Mr. Marshall's experience also includes large complex restructurings and Chapter 11 exit financings. He has handled transactions ranging in size from tens of millions to a few billion dollars.

Mr. Marshall has 13 years combined experience at two AmLaw 100 firms in Chicago including nine years at Kirkland & Ellis where he was a corporate partner.

### Experience

Represented a global performance material and specialty chemical manufacturer in its \$2.05 billion Chapter 11 exit financing facility.

Represented a global leading apparel manufacturer in connection with a first-lien credit facility, second-lien credit facility and bridge loan facility aggregating approximately \$3.1 billion.

Represented a Fortune 500 global automotive supplier in its debtor-in-possession credit facility and its successful Chapter 11 exit financing comprised of a \$500 million term loan and \$200 million revolving credit facility.

\$60 million credit facility comprised of a revolver and a term loan A and B in connection with an add-on acquisition by a private equity firm.

\$25.5 million senior and subordinated facilities comprised of a revolver, senior term loans and a subordinated term loan in connection with an acquisition by a private equity firm

\$145 million revolver and first/second facility in connection with acquisition by a private equity fund of a software company.

\$105 million second lien term loan for a service company controlled by a private equity firm.

\$330 million revolver and first/second lien facility in connection with emergence from Chapter 11

Daryll V. Marshall (Cont.)

\$300 million debtor-in-possession financing for automotive industry supplier.

Representation of automotive industry supplier in its Chapter 11 exit financing in connection with its prearranged chapter 11 bankruptcy case.

Represented an automotive supplier in its \$725 million debtor-in-possession financing.

## Aleksandra A. Miziolek

Member

### Detroit

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### Areas Of Practice

Business Services  
Corporate Finance  
Mergers & Acquisitions  
Infrastructure & Project Finance  
Corporate Governance  
Private Equity, Venture Capital & Mezzanine Finance  
Securities

### Industries

Automotive Industry Group  
Automotive, OEM & Supplier  
Business Services

### Bar Admissions

Michigan, 1980

### Education

Wayne State University, J.D., 1980,  
*summa cum laude*

- Editor-in-Chief, Law Review

Wayne State University, B.A., 1977

- with high distinction

### Language

Polish

Aleksandra A. Miziolek, the Director of Dykema's Automotive Industry Group, has established a practice that focuses on mergers and acquisitions, corporate governance and SEC disclosure matters, primarily for companies in the automotive and transportation industries.

She counsels publicly and privately held companies on general corporate matters, joint ventures and other strategic alliances and cross border transactions. In addition, Ms. Miziolek advises public companies and their boards of directors, including special committees, on SEC disclosure issues as well as in corporate governance and fiduciary duties. She is based in Detroit and handles clients nationwide.

Ms. Miziolek has held a variety of key management positions at Dykema, including having served on the Firm's Executive Board. She also has directed the Firm's Business Services Department, where she oversaw more than 100 lawyers throughout the country in three separate practice areas including Corporate Finance, Tax and Bankruptcy. In 2006, she formed Dykema's enterprise-wide initiative with Public Private Partnerships. She came up with the idea for, and carried out, in co-sponsorship with the Detroit Regional Chamber and Deloitte, the Inaugural Michigan P3 Summit. This event featured P3 experts from across the country including: the U.S. Department of Transportation (DOT), Macquarie, Kohlberg Kravis & Roberts (KKR), etc. She has served as Director of the Firm's Associate Development Program during which time she developed and refined Dykema's first mentoring program.

Under her guidance, Dykema's Automotive Industry Group, which includes lawyers throughout the Los Angeles, Chicago, Dallas, Washington, D.C. and Michigan offices, has taken a leadership role in key automotive industry events, including sponsorship of *Autobeat Insider*, a new website and conference series that provides visitors one-stop access to the latest auto news, the best industry data and the most insightful analysis about important automotive trends. She also has significantly expanded the Firm's automotive client base. As a result of her extensive work in the automotive sector and firm belief that professionals must have a deep understanding of the industry they serve, Ms. Miziolek created the Dykema Automotive Institute, a monthly forum for industry experts who deliver presentations on current automotive industry topics.

Ms. Miziolek is a frequent speaker and recently moderated the Keynote Panel for the *Crain's Detroit Business* General Counsel and In-House Counsel Forum and created the first annual "Women in Automotive" Dream Cruise Event, which offered women executives and attorneys in the automotive industry an opportunity to network and make new contacts in

Aleksandra A. Miziolek (Cont.)

the automotive space. She is routinely recognized as a leader among her peers, most recently being named to Martindale-Hubbell's Bar Register of Preeminent Women Lawyers, a designation that recognizes less than five percent of women lawyers.

## Experience

- Ms. Miziolek and her team at Dykema were cited by one automotive client, Ford Motor Company, for managing an extremely complex series of transactions involving the purchase and orderly divestiture of 23 facilities of Visteon Corporation, a major global automotive supplier. She was instrumental in the timely and successful completion of this complex \$7 billion transaction which involved the survival of the supplier.
- Disposition of global suspensions and brake business, fuel rail, camshaft, businesses in cross border transactions for a variety of Tier 1 automotive suppliers
- Acquisition of safety system, technology coating, plastic injection molded components, and aftermarket parts in cross-border transactions for a variety of Tier 1 suppliers
- Counsel to Special Committee of a NYSE-listed automotive Tier 1 supplier in connection with review of strategic alternatives
- Advice to a number of Tier 1 automotive suppliers in connection with SEC disclosure and governance matters
- Acquisition of portfolio companies for international PE firm in infrastructure-related space

## Community/Civic Activities

- Active in community and professional organizations, Ms. Miziolek serves on several boards as a director or advisor, including the Citizens Research Council of Michigan. She also lectures on transactional and P3 matters in the classroom as well as at business forums.
- Ms. Miziolek is a member of the Advisory Board for the Women's Caring Program, a nonprofit organization focused on providing childcare subsidies for low-income families.
- Ms. Miziolek also serves on the Board of Directors of the Inforum Center for Leadership.

## Awards & Recognition

- Named a Leading Corporate Mergers & Acquisitions Lawyer by *Chambers USA*, 2006-2012
- Recognized in *The Best Lawyers in America*® 2005-2013 for Corporate Law, Corporate Compliance Law and Corporate Governance Law. Copyright 2012 by Woodward/White, Inc., Aiken, SC
- Named a Top Lawyer by *dbusiness Magazine*, 2010-2013
- Bar Register of Preeminent Women Lawyers, *Martindale-Hubbell*, 2011
- Named a Michigan Super Lawyer by *Law & Politics*, 2007-2012
- Top 50 Women Michigan Super Lawyers, *Law & Politics*, 2010
- Leading "Woman in the Law," *Michigan Lawyers Weekly*, 2010
- Leader in the Law, *Michigan Lawyers Weekly*, 2009

## James D. Obermanns

Member

### Bloomfield Hills

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Suite 300  
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### Areas Of Practice

Employee Benefits  
Labor & Employment

### Industries

Energy Industry Group  
Electric Transmission

### Bar Admissions

Michigan, 1996  
Pennsylvania, 1977

### Education

Boston University, J.D.  
Yale University, B.A.

James D. Obermanns is experienced in a broad range of employee benefits matters, including ERISA, retirement plan design, executive compensation, employee relations and the administration of benefits programs. He also advises clients on related tax, estate and health care issues.

He has lectured frequently and written articles on employee benefits issues.

### Experience

Mr. Obermanns' practice focuses on a broad range of tax, labor and ERISA issues relating to employee benefits. These matters include:

- Retirement plan design and drafting
- Executive and stock-based compensation
- Taxation of benefit distributions
- Health and fringe benefits
- Employee relations
- Administration of benefit programs
- Benefit aspects of business sales and acquisitions

His clients include those in the governmental and private sectors, the latter including both business and professional entities.

### Seminars & Speeches

*Benchmarking Your Retirement Plan Providers*, Plansponsor and PlanAdviser Magazine  
2009 and 2010

*ERISA Fiduciary Duties: Litigation Risks, Regulatory Developments and Best Practices*  
2009

### Memberships & Involvement

- State Bar of Michigan
- Pennsylvania Bar Association

James D. Obermanns (Cont.)

- Oakland County Bar Association

### **Community/Civic Activities**

- Leader Dogs for the Blind (Rochester Hills, MI), Human Resources Committee Member
- Yale Club of Pittsburgh, Past President

### **Awards & Recognition**

- Recognized in *The Best Lawyers in America*® 2013. Copyright 2012 by Woodward/White, Inc., Aiken, SC

**PRACTICE AREA DESCRIPTIONS  
EXHIBIT B**

## Public Finance

### Related Practices

Corporate Finance

Government Policy & Practice

## Overview

Dykema represents state and local and governmental entities, as well as underwriters, purchasers, obligors, credit enhancers and trustees in all types of public finance bond and note transactions. Our representation is supported by our knowledge of the latest federal tax and securities law aspects of municipal bond issues as well as extensive experience in structuring both traditional and innovative financings. Each year we serve as bond counsel, underwriter's counsel, letter of credit bank counsel, or company counsel in many such financings. Our experience encompasses fixed-maturity and commercial-paper issues, issues involving derivative products, taxable and tax-exempt issues, fixed-rate and variable-rate issues, and publicly-sold and privately-negotiated issues.

The Firm is listed as approved bond counsel in *The Bond Buyer's Municipal Marketplace* (the so-called "Red Book"), the principal directory of its kind. Several of the Firm's attorneys are members of and active in the National Association of Bond Lawyers, the major professional association of the bond counsel community.

The Firm has served as bond counsel to the State of Michigan and to over 10 State of Michigan financing authorities. Additionally, the Firm regularly serves as bond counsel for a large number of counties, cities, villages, townships and public authorities to finance such diverse local governmental projects as roads and streets, storm and sanitary sewer systems, wastewater treatment plants, water systems, public buildings (including jails, libraries and governmental office buildings of various kinds), public health care facilities and municipal equipment purchases (such as computers and police, fire, sanitation and other public vehicles), as well as cash flow borrowings.

Our involvement in private activity bond financings through governmental "conduit" issuers for qualified charitable, educational and cultural organizations (501(c)(3) organizations) and qualified industrial companies is extensive. We have experience with private activity bond financings throughout the country.

For public finance transactions, Dykema has a long standing commitment to, and well known reputation for, consistent delivery of legal services of the highest quality, painstaking attention to detail and uniform delivery of bond counsel services in a timely, professional and cost effective manner.

## Government Policy & Practice

### Overview

Within our offices in Michigan, Illinois, Washington, D.C. and Texas, Dykema has numerous attorneys and government policy advisors with substantial experience in lobbying across a wide range of industries and issues. Our Government Policy Practice includes attorney and non-attorney registered lobbyists who have developed productive relationships with both Republican and Democratic members of the U.S. Congress, members of the Michigan and Illinois legislatures, federal and state regulatory agencies and municipalities. We work with all branches of government, through both traditional and innovative channels, to promote and protect our clients' interests, and to formulate legislative, regulatory and political strategies to support our clients' needs.

Our range of services includes:

- Monitoring and analysis of pending legislation and agency rules
- Drafting legislation and administrative rules
- Preparation of testimony
- Development of policy and issue management strategies
- Direct lobbying of legislative and executive branch officials
- Federal and state lobbying law compliance
- Public policy litigation (challenging statutes and regulations)
- Coalition formation
- Development and implementation of grass-roots campaigns
- Securing federal and state grants and other funding

In these and related activities, our clients have included domestic and foreign companies and industries, trade associations, nonprofit organizations, and domestic and foreign public entities, including foreign government ministries and agencies.

### Access to Government

#### Freedom of Information Act

Dykema attorneys are skilled in filing Freedom of Information Act (FOIA) requests on behalf of clients with local, state and federal agencies. When necessary, we pursue FOIA rights in litigation to assure compliance with the law. We also counsel various public bodies regarding their obligations under FOIA, and provide defense counsel to such bodies in applying exemptions in FOIA permitting nondisclosure.

#### Open Meetings Act

We represent both public bodies and non-government groups concerning the application of the Michigan and Illinois Open Meetings Acts (OMA).

## Business Services

### Related Practices

Aviation & Aerospace  
 Bankruptcy, Insolvency & Creditors' Rights  
 Biotechnology & Life Science  
 Corporate Finance  
 Corporate Governance  
 Entertainment, Media & Sports  
 International Law & Trade Regulation  
 Investment Management  
 Mergers & Acquisitions  
 Nonprofits & Tax-Exempt Organizations  
 Privacy, Data Security & E-Commerce  
 Private Equity, Venture Capital & Mezzanine Finance  
 Public Finance  
 Securities  
 Taxation  
 Technology & Outsourcing Transactions

### Related Industries

Automotive Industry Group  
 Energy Industry Group  
 Financial Industry Group

## Overview

Dykema provides comprehensive counsel and support to business entities of all sizes—from global Fortune 100 companies to middle-market corporations and entrepreneurial start-ups—across a broad spectrum of industries including the automotive, financial services and energy sectors. Our attorneys partner strategically with clients to deliver targeted results and solutions that address even the most complex business issues.

Our business services practice helps clients reduce risk and maximize business opportunities by maintaining a sharp focus on a broad range of corporate legal strategies and issues concerning aviation and aerospace, corporate finance, entertainment, media and sports, public finance, tax, biotechnology and life science, bankruptcy and nonprofit and tax-exempt organizations. Our “excellent breadth and depth of knowledge” of client business objectives (*Chambers USA*) positions us to provide timely, cost-effective and customized service.

### Aviation and Aerospace

Our experienced attorneys and government policy advisors have the industry-specific knowledge to help you navigate everything from buying, selling and financing aircraft, to litigation, dispute resolution and regulatory issues.

### Bankruptcy, Insolvency and Creditors' Rights

Nationally ranked as a “Best Law Firm for Banking and Creditor/Debtor Rights/Insolvency and Reorganization” by *U.S. News*, our Bankruptcy practice is distinguished by our extensive experience in this quickly evolving area. We represent money center and regional banks, in addition to clients from numerous industries, including automotive, general manufacturing, retail, hospitality, construction and health care.

### Biotechnology and Life Science

Dykema’s Biotechnology and Life Science team represents clients ranging from start-ups to public companies to nonprofits, in a variety of industry sectors including pharmaceuticals, health care services, biotechnology, medical devices and equipment, and computer technology and software applicable to the life sciences industry.

### Corporate Finance

Dykema's corporate finance attorneys provide general business advice and corporate legal services to both domestic and foreign entities that are privately and publicly owned. We counsel clients in the full range of corporate finance matters, from governance and mergers and acquisitions, to privacy and securities.

### Corporate Governance

Our knowledge of state and federal laws, coupled with our experience with corporate governance and compliance challenges across a wide

range of industries, helps our lawyers provide valuable guidance to board committee members in a number of critical areas.

## **Entertainment, Media and Sports**

Our attorneys have successfully handled litigation covering every aspect of entertainment, media and sports law—from the sale of studio assets to the procurement of film financing; to handling copyright and publicity and privacy issues.

## **International Law and Trade Regulation**

As business globalization has occurred, the need for business savvy legal advisors has also increased. Dykema provides advice on a wide range of issues to businesses with international operations, both foreign companies with activities in the United States and U.S. companies conducting business abroad.

## **Investment Management**

Dykema's investment management practice attorneys have broad experience with the provisions of the Investment Company Act of 1940, the Investment Advisers Act of 1940 and other regulatory provisions that apply to investment companies and other participants in the investment management industry.

## **Mergers and Acquisitions**

We represent a diverse group of middle-market and Fortune 500 public and private companies in transactions involving a broad spectrum of deal structures—including mergers, asset purchases, joint ventures, tender offers, proxy contests and divisional sales—using a cross-disciplinary approach supported by attorneys in other practice groups who specialize in M&A transactions.

## **Nonprofit and Tax-Exempt Organizations**

Dykema represents a diverse group of private and public nonprofits and tax-exempt organizations, which benefit from our knowledge and counsel on a wide range of issues. We guide clients in issues relating to state corporation laws and related transactions, federal tax-exemption and other provisions of the Internal Revenue Code; state and federal regulation of charities and charitable solicitations; compliance with federal and state campaign finance and lobbying laws.

## **Privacy, Data Security and E-commerce**

Backed by years of experience representing software developers, providers of software tools and applications, website developers and other Internet services companies, Dykema's Privacy, Data Security and E-Commerce practice helps clients navigate the quickly evolving and complex and developing privacy laws to help ensure their data and products are well protected.

## **Private Equity, Venture Capital and Mezzanine Finance**

Dykema has a national reputation for our representation of companies seeking financing, as well as financing sources such as venture capital firms, private equity firms, institutional investors, and angel investors. We have been involved in all facets of capital raising transactions, including seed and angel financings, mezzanine financings, venture capital financings, leveraged acquisitions, and recapitalizations.

## **Public Finance**

Dykema's Public Finance team is experienced in the full range of traditional and innovative financing structures. We have worked with all of the national and regional underwriters and finance advisors active in the Midwest.

## **Securities**

Our representation of clients in significant securities transactions is a cornerstone of our Corporate Finance practice. We guide issuers, underwriters, selling agents and investors through the spectrum of equity, debt, trust preferred, Rule 144A, venture capital and strategic investment transactions as well as both taxable and tax-exempt bond offerings.

## **Taxation**

Dykema lawyers are well-versed in the complexities of federal, state and local tax law. We provide representation on the full range of tax issues to business, nonprofit and government entities as well as high-net-worth individuals. Our lawyers craft strategic solutions that help clients defer or reduce their tax liabilities and comply with the evolving tax law landscape, as well as structure a range of economically sound, tax-efficient transactions.

## **Technology and Outsourcing Transactions**

Business success increasingly depends on new technologies and intellectual property. Dykema's up-to-date understanding of technology transactions and the technology marketplace leads us to creative, market-driven solutions that meet individual client needs.

## Bankruptcy, Insolvency & Creditors' Rights

### Related Practices

Construction Law  
Consumer Financial Services  
Health Care  
Hospitality  
Real Estate

### Related Industries

Automotive Industry Group  
Automotive, OEM & Supplier  
Business Services  
Consumer Financial Services  
Financial Industry Group  
Financial Services Regulatory &  
Compliance

## Overview

Dykema's Bankruptcy, Insolvency and Creditors' Rights practice is committed to delivering timely, creative, practical and cost-effective solutions to the challenges that face creditors and financially distressed companies. Nationally ranked as a "Best Law Firm for Banking and Creditor/Debtor Rights/Insolvency and Reorganization" by *U.S. News*, our team of bankruptcy attorneys, transactional lawyers and litigators is distinguished by its extensive experience in this quickly evolving area.

We represent money center and regional banks, in addition to clients from numerous industries, including automotive, general manufacturing, retail, hospitality, construction and health care. Drawing on resources from across the Firm, we have advised lenders, middle-market businesses, insurance companies, municipalities, landlords, and creditors' committees on the full spectrum of insolvency-related matters, including restructurings of existing credit facilities, in-and out-of-court workouts, Chapter 11 reorganizations and Chapter 7 liquidations.

We also counsel purchasers attempting to acquire assets from troubled companies, whether through sales by secured creditors under Article 9 of the Uniform Commercial Code (UCC), sales by receivers and assignees for the benefit of creditors, or sales by bankruptcy trustees and debtors-in-possession under Section 363 of the bankruptcy code.

Areas of specialization include:

### Asset Purchases

Our clients benefit from our substantial experience and level of service in matters relating to the acquisition of business assets in bankruptcy cases and other distressed situations, including advice on successor liability issues.

### Bankruptcy and Insolvency Litigation

We have a strong track record in all types of insolvency-related litigation, arbitration and dispute resolution, including prosecution and defense of preference, fraudulent transfer and other avoidance actions under the bankruptcy code and state law.

### Creditors' Committees and Trustee Representation

By leveraging our understanding of the fiduciary responsibilities, we provide successful representation to creditors' committees and trustees in cases under Chapter 11 and Chapter 7 of the bankruptcy code.

### Financial Institution Representation

For financial institutions that have made secured and unsecured loans to businesses that become distressed, we aim to minimize losses and maximize return through creative, cost-effective solutions.

## **In-and Out-of-Court Restructurings and Liquidations**

Our team uses an interdisciplinary approach to identify options and develop workout and restructuring strategies that will maximize our clients' recovery in distressed or non-performing loan situations, while minimizing risk and containing costs.

## **Landlord Representation**

Drawing from our experience providing cost-effective strategies that are innovative, realistic and value-driven, Dykema has a established a successful history of advising owners of real estate who face challenges associated with their financially distressed tenants.

## **Representation of Distressed Businesses**

We help formulate effective, realistic strategies and provide pragmatic solutions for a wide range of business clients facing financial crises.

## **Representative Work Highlights**

Dykema attorneys have recently represented:

- A food service company as the stalking horse bidder in a Section 363 sale conducted by Gourmet Kitchens, Inc., a Chapter 11 debtor.
- Harvey Industries, a Tier 1 automotive supplier, in its acquisition of a Mexican company from its U.S. parent in a Section 363 transaction.
- A trailer manufacturer in a secured creditor's going concern sale of the borrower's assets under Article 9 of the Uniform Commercial Code.
- Oxford Automotive, a U.S.-based Tier 1 automotive supplier, in multiple acquisitions and financing transactions, including public debt offerings and Section 363 transactions.
- A secured creditor of Brockway Pressed Metals, Inc., a Chapter 11 debtor that manufactured auto parts, in the debtor's sale of its assets under Section 363.
- A Chapter 11 debtor, Wickes Inc., an owner and operator of lumber stores, in the sale of all of its assets under Section 363. An assignee for the benefit of creditors in the sale of assets of a manufacturer and distributor of garden products.
- Big A Drug Stores, Inc. in a Section 363 liquidation of 19 pharmacies and general stores located in California.
- Clear Channel Outdoor, Inc. in a second lienholder challenge to a Section 363 sale resulting in the landmark opinion in *Clear Channel Outdoor, Inc. v. Knupfer*.
- The Official Creditors Committee in a Section 363 sale of Phoenix MC, Inc., an electric vehicle manufacturer.
- A secured creditor of a mobile home park operator in a contested Chapter 11 confirmation hearing.

## In- and Out-of-Court Restructurings & Liquidations

### Related Practices

Bankruptcy, Insolvency & Creditors' Rights

Creditors' Committees & Trustee Representation

Landlord Representation

Real Estate

Representation of Distressed Businesses

Representation of Financial Institutions in Bankruptcy & Workout Matters

## Overview

When it comes to restructurings and liquidations, one size never fits all. Our team provides targeted, customized solutions for clients confronting the challenges of distressed asset or non-performing loan situations. Our team of bankruptcy practitioners leverages decades of experience in debtor-creditor laws, in- and out-of-court restructurings, workouts and liquidations to identify winning options and develop strategies for a broad base of financial institution, real estate, manufacturing and middle-market business clients. We represent these clients in every aspect of restructuring and reorganization so that they may both maximize their recovery in troubled credit situations and minimize their risk and expense. We also have experience in liquidating a wide variety of assets, from airplanes and racetracks to perfume factories and shipping vessels.

We represent creditors successfully in all types of restructurings and reorganizations, including Chapter 11 reorganizations, out-of-court restructurings, recovery of pledged collateral, realizing upon liens, and security interests and defense against claims that have been asserted, and prosecution of claims against debtors.

For financially distressed businesses, we provide focused guidance and representation to clients in Chapter 11 and Chapter 7 proceedings, as well as in- and out-of-court restructuring, sales under Article 9 of the Uniform Commercial Code (UCC), and assignments for the benefit of creditors. We have a substantial record of success in resolutions based on strategies such as working with secured and unsecured creditors; settling guaranteed obligations; collecting assets; liquidating claims; out-of-court composition; receiverships; assignments for the benefit of creditors, asset sales and out-of-court workouts to avoid bankruptcy proceedings.

## Representation of Distressed Businesses

### Related Practices

Health Care

Hospitality

Litigation

Mergers & Acquisitions

Real Estate

## Overview

Creative, value-driven counsel is critical to businesses enmeshed in bankruptcy and insolvency-related matters. Dykema lawyers approach the Firm's representation of distressed businesses armed with a thorough grounding in the intricacies of bankruptcy and debtor-creditor laws. We use forward-thinking, yet practical strategies to find viable, risk-reducing solutions for our clients.

Importantly, clients benefit from the perspective gained from our regular representation of lenders and other creditors. For businesses encountering financial hardships, we use this complementary experience to ensure that we approach every matter with a deep understanding of both sides of the issues.

We bring decades of experience in all aspects of law surrounding financially troubled companies. Our lawyers are trusted advisors to clients from the automotive, general manufacturing, commercial real estate, retail, hospitality and health care industries.

Dykema's bankruptcy and insolvency team is experienced with the full range of insolvency-related matters, including:

- Preparing and filing for Chapter 11 relief
- Complex automotive-related workouts, both in- and out-of-bankruptcy
- Multimillion dollar corporate restructuring transactions
- Litigation prior to or during bankruptcy proceedings
- Liquidation of assets
- Real estate loan restructurings and foreclosures
- Issues related to supply chain management

## Bankruptcy & Insolvency Litigation

### Related Practices

Bankruptcy, Insolvency & Creditors' Rights

Business & Commercial Litigation

## Overview

The highly charged and fast-paced nature of bankruptcy litigation requires a combination of strategic insight and comprehensive experience in order to prevail. At Dykema, we have established ourselves as one of the nation's strongest trial and litigation firms. When combined with our specialized knowledge of the Bankruptcy Code, our litigation experience has helped our firm obtain favorable resolutions—in a host of forums—for all types of insolvency-related litigation, arbitration and dispute resolution.

Our bankruptcy litigators provide exceptional service to companies involved in the full spectrum of insolvency-related disputes. This includes representation of lenders foreclosing on all types of properties, such as farms, commercial, retail and office properties, apartment buildings, partially completed residential developments and industrial, specialty and mixed-use properties. In addition, we vigorously represent defendants in lawsuits to avoid and recover preferences and fraudulent transfers, and whose claims in bankruptcy are contested. Our litigators also represent receivers in cutting-edge matters involving their right to seize rents and other assets held by owners and/or borrowers.

Since the result of a bankruptcy dispute dramatically impacts the future of the parties involved, our goal is to help clients resolve business disputes—in- and out-of-court—as quickly and cost-effectively as possible.

## Taxation

### Related Practices

Nonprofits & Tax-Exempt Organizations

### Related Industries

Consumer Financial Services

Electric Cooperatives

Electric Transmission

Energy Corporate

Energy Regulatory

Siting, Zoning, Licensing & Energy Infrastructure

## Overview

Dykema lawyers are well-versed in the complexities of federal, state and local tax law, and provide high level representation on the full range of tax issues to business, nonprofit and government entities and high-net-worth individuals. Our lawyers craft strategic solutions that help clients defer or reduce their tax liabilities and comply with the evolving tax law landscape, as well as structure a range of economically sound, tax-efficient transactions. We represent clients in adversarial tax proceedings—such as audit controversies, administrative proceedings and litigation in all judicial forums available to taxpayers. Our experience also includes representation on legislative and regulation projects before the tax-writing committees of Congress and the Treasury Department.

## Employee Benefits

Experienced Dykema employee benefits attorneys work hand-in-hand with their colleagues throughout the firm to provide clients with effective representation in both traditional and emerging areas of employee benefits law.

## Estate Planning and Administration

We approach estate planning and probate issues with special sensitivity to client concerns, offering complete counsel on everything from wills and trusts to contested probate matters.

## Federal Tax

For a broad range of corporate clients and high net worth individuals, we develop strategically appropriate solutions to both mundane and complex federal tax problems.

## Nonprofits and Tax-Exempt Organizations

Our diverse group of private and public nonprofit organization clients benefits from exceptional corporate, tax, compliance, regulatory, employment, licensing, government relations, real estate, litigation and pensions and benefit services and support.

## Property Tax Appeals

Dykema attorneys regularly achieve successful outcomes for clients by appealing property taxes in all available forums.

## Real Estate Tax Incentives and Economic Development

Dykema's tax attorneys work with the firm's real estate and corporate attorneys and government policy advisors to help corporate, nonprofit, state and tribal government entities maximize opportunity and minimize overall project costs through federal and state economic development and tax incentive programs.

Taxation (Cont.)

## **State and Local Tax**

Dykema provides exceptional representation on state and local tax issues to business entities and high-net-worth individuals.

## **Tax Controversies and Litigation**

A rare combination of litigation skills and experience in complicated tax matters positions our team of attorneys to provide successful representation on such issues as appealing property taxes; handling tax litigation in state and federal courts; income, gift, and estate matters; audits and appeals; and the resolution of disputes through litigation.

## Nonprofits & Tax- Exempt Organizations

Related Practices  
Business Services  
Health Care  
Taxation

### Overview

Dykema represents a diverse group of private and public nonprofits and tax-exempt organizations, which benefit from our exceptional knowledge and counsel on a wide range of issues. Our clients include charitable organizations—ranging from educational, health care, research and religious organizations—to private foundations and community and economic development groups; trade and professional associations; social welfare and political organizations; advocacy groups; and rural electric cooperatives. Services to our nonprofit and tax-exempt organization clients include corporate, tax, compliance, regulatory, employment, licensing, government relations, real estate, litigation and pensions and benefits.

We guide clients in issues relating to state corporation laws and related transactions, federal tax-exemption under Sections 501(c)(3), 501(c)(4), 501(c)(6), 501(c)(13) and other provisions of the Internal Revenue Code; state and federal regulation of charities and charitable solicitations; compliance with federal and state campaign finance and lobbying laws; regulation of fundraising raffles and sweepstakes and public corporation issues.

Other core services for nonprofit and tax-exempt organizations include:

- Formation of new nonprofit organizations with advice on appropriate business form, preparation of organizational documents, including articles of incorporation, bylaws, membership and subscription agreements, shareholder agreements, other start-up documents, and liability protections for directors, officers and volunteers
- Nonprofit and tax-exempt compliance issues including advice on corporate governance issues, conflict of interest policies and procedures, community benefit and community needs assessments for hospitals, excess benefit and intermediate sanctions, appropriate structuring of compensation arrangements and corporate transactions to comply with regulations applicable to tax-exempt organizations and consideration of unrelated business income tax issues
- Assessment of structuring and restructuring options for nonprofit and tax-exempt organizations including mergers, acquisitions, affiliations and a wide range of joint ventures, formation of taxable and tax-exempt subsidiaries, joint operating arrangements, and issues for tax-exempt hospitals pertinent to physician relationships, including physician recruitment, and physician practice acquisitions
- Assistance with conversion of nonprofits to for profit corporations, including analysis of corporate and tax implications
- Applications for recognition of tax-exemption, establishing and administering endowment funds, establishment of charitable foundations and other supporting organizations, preparation of other tax-exempt organization forms, and advice related to IRS Form 990 and Form 990PF filings
- Counsel on issues arising during tax-exempt organization audits and private foundation excise tax issues

#### Nonprofits & Tax-Exempt Organizations (Cont.)

- Structuring tax-exempt bond financings and other public debt offerings, and providing advice on tax-exempt bond compliance matters, including arbitrage, private use and review and drafting of management and service contracts and research arrangements to comply with tax regulations and rulings relating to use of bond-financed property
- Property tax appeals for tax-exempt organizations and state sales tax exemption issues

## Experience Matters

Our extensive knowledge of the law and keen insights as to our clients' charitable and business objectives lead us to effective and often groundbreaking solutions for nonprofit and tax-exempt organizations. Our depth of experience and extensive client base enhance our ability to represent all tax-exempt health care entities from small health plans to large health care systems. In the increasingly complex world of nonprofit and tax-exempt organizations, experience matters.

## Labor & Employment

### Related Practices

Hospitality

### Related Industries

Automotive Industry Group

Automotive, OEM & Supplier Litigation

Electric Transmission

Energy Litigation & Appeals

## Overview

Ranked as a national “Best Law Firm” in Labor Law/Management by *U.S. News*, Dykema also earned accolades from *Chambers USA* as a “top-notch firm” in labor and employment law. We apply our knowledge of evolving labor and employment law to the representation of corporate and public employers in such diverse fields as retailing, manufacturing, construction, transportation, banking and finance, health care, government and education.

Dykema provides strategic counsel on all employment-related issues, from civil rights and employee benefits to union negotiations, immigration and litigation. With our advice, clients can navigate and comply with complex laws and meet specific employment-related objectives. Dykema also maintains a labor and employment law blog ([www.laboremployment-lawblog.com](http://www.laboremployment-lawblog.com)), in which its attorneys highlight important legal developments with practical implications for our clients.

## Employment Litigation

When litigation of employment claims is necessary, Dykema’s attorneys can draw upon a wealth of experience in defending these lawsuits in federal and state courts as well as before administrative agencies. That experience allows Dykema’s attorneys to tailor a defense to each client that is focused upon the needs of their business, as well as the exigencies of the litigation.

## Unions and Collective Bargaining

Chambers USA has singled out Dykema’s labor and employment attorneys as possessing a powerful combination of “tremendous” practice strength and “unbeatable” reasoning—essential attributes for successfully negotiating collective bargaining agreements, combating organizing campaigns in your workplace, representing employers in labor arbitrations, and addressing allegations of unfair labor practices.

## Employment Counseling

Dykema attorneys understand that preventing employment disputes is preferable to litigating them, and work closely with clients to develop and implement policies and procedures tailored to the unique labor and employment challenges faced by your organization.

## ERISA Litigation

Allegations of improper conduct under ERISA—whether based in complex claims for breach of fiduciary duty or taking the form of a simple denial of benefits claim—pose their own set of unique challenges. Dykema’s attorneys are experienced in the defense of ERISA litigation at both the trial and appellate level.

## Trade Secret and Noncompete Litigation

A company's customer relationships, assembled workforce and confidential information often are counted among its most valuable assets. When a competitor improperly obtains access to those relationships, its workforce or confidential information, the result can be nothing short of catastrophic. Dykema's employment attorneys understand the need for fast, aggressive action to protect against violation of restrictive covenants designed to protect those assets and confidential information, and have extensive experience throughout the country in prosecuting claims under state and federal laws prohibiting unfair competition and misappropriation of trade secrets.

## Immigration

Our diverse client base includes companies that employ workers from around the world. For these clients, we offer a complete portfolio of employment-based U.S. immigration-related services that includes temporary and permanent visa processing procedures, PERM labor certification applications, as well as family-based immigration sponsorship and naturalization assistance.

## Publications

- "Changing Times: How Employers Can Address New NLRB Rules that Increase the Chance of Unionization"  
June 2012  
*Smart Business Detroit*
- "Wage and Hour Issues in Home Health—The Impact of Proposed Changes in the Companionship Exemption"  
December 2011  
*LTC-SIR Advisor*, American Health Lawyers Association
- "Holiday Pay and Year-End Gifts/Bonuses—Frequently Asked Questions"  
November 2011
- "Leasing Employees—Be Aware of Joint Employer Obligations"  
October 2011
- "Workforce Reductions—Avoiding Legal Pitfalls"  
September 2011
- "Genetic Information Nondiscrimination Act—What Employers Need To Know"  
August 2011
- "Caregiver Discrimination—Employer Best Practices"  
July 2011
- "Feds Continue Audits of Immigration Violations: Owners, Managers Face Fines, Asset Seizure and Prison"  
June 2011
- "The Importance of Job Descriptions"  
April 2011
- "Strategies to Address Workplace Violence"  
March 2011
- "Employee Terminations—Best Practices"  
February 2011
- "Employment Law —What's in Store for 2011"  
January 2011

## Employee Benefits

### Related Practices

Corporate Finance

Labor & Employment

Taxation

### Related Industries

Automotive Industry Group

## Overview

Our attorneys are experienced in the traditional and emerging areas of employee benefits law. We assist clients with pension, profit sharing, 401 (k), money purchase pension, severance and medical plans, as well as welfare, executive and stock compensation, and fringe benefits issues. To best meet clients' needs, our Employee Benefits attorneys work closely with those in the Firm's Corporate Finance, Employment, and Taxation Practice Groups.

Our services include:

### General

- Benefit plan design and administration
- Benefit plan management in corporate mergers, acquisitions and divestitures
- Common trusts and collective investments
- Employee communications
- Executive compensation planning
- Fiduciary counseling
- Individual tax planning
- IRAs, SEPs and Keoghs
- DOL, SEC, PBGC and plan participants reporting and disclosure
- IRS and DOL audits and appeals
- IRS qualification application preparation
- Litigation, including participant claims, fiduciary suits and QDRO procedures
- Multiemployer plans
- Plan mergers, spinoffs and transfers
- Plan terminations
- SEC matters

### Non-Qualified Deferred Compensation Arrangements

- Deferred compensation contracts
- Executive compensation agreements and incentive plans
- Excess benefit and other retirement plans
- Rabbi and secular trusts
- Salary and benefit continuation plans
- Section 457 plans for tax-exempt organizations and governmental units
- Stock option, appreciation rights and restricted stock plans
- Welfare benefit programs

Employee Benefits (Cont.)

- Cafeteria plans and flexible spending accounts
- COBRA continuation coverage
- Dependent care, education and group legal plans
- Disability benefits
- Insured and uninsured medical benefit programs
- Life insurance and other death benefit programs

## Real Estate

### Related Practices

Affordable Housing & Community Development

Bankruptcy, Insolvency & Creditors' Rights

Business Services

Construction Law

Consumer Financial Services

Environmental

Land Use & Zoning

Leasing & Property Management

Real Estate Development

Real Estate Finance

Real Estate Tax Incentives & Economic Development

Real Estate Workouts

Taxation

### Related Industries

Energy Industry Group

Financial Industry Group

## Overview

With one of the largest collections of practitioners in the Midwest, together with added depth from lawyers in our coast-to-coast network of offices, Dykema's Real Estate practice is consistently recognized as one of the nation's leading practices. We regularly garner high rankings from *Chambers USA*, and since 2009 the Firm has been named a top Midwest real estate law firm by *Midwest Real Estate News*.

Dykema's experienced real estate team fully understands the often complex and competing interests in real estate transactions and disputes. Clients benefit not only from our business-minded approach to handling these matters, but also from efficient and cost-effective representation. From planning to execution, our real estate practitioners apply new ideas and forward thinking techniques to solve the most sophisticated client issues. We carefully consider appropriate staffing in each matter—both by specialty and level of experience—to bring diverse perspective to every engagement. We also leverage the experience and insight of our colleagues who practice in other areas, such as in corporate, tax, construction, environmental and employment law, in a way that enhances efficiency while keeping our clients' objectives in mind.

Our real estate lawyers provide personalized service and practical advice to a broad client roster—including owners, lenders, developers, corporate users, tenants, receivers, investors, local government agencies, contractors, architects and property managers—both corporate and private, both large and small. For these and other clients, our representation covers, in depth, all aspects of real estate law, including without limitation, the following highlighted areas: affordable housing and community development; land use and zoning; leasing and property management; finance; tax incentives and economic development; and workouts.

## Affordable Housing and Community Development

For more than 50 years, Dykema has been a leader in the affordable housing and community redevelopment industry. Our representative clients include leading national financial institutions, nonprofit and for-profit developers, syndicators and government agencies.

## Land Use and Zoning

Our lawyers have the essential experience needed to assist developers through the complicated landscape of local and state rules, regulations and laws to obtain all entitlements to successfully complete land projects. We are familiar with the local municipal forums that confront developers and we have substantial experience before both local and state boards and commissions.

## Leasing and Property Management

Backed by decades of experience in office, retail and industrial commercial leasing transactions, as well as property management, Dykema regularly represents institutional and entrepreneurial property

Real Estate (Cont.)

owners including REITs, multinational pension funds, insurance companies, developers and mortgagees in aggregating millions of square feet of real estate capital each year.

## **Real Estate Finance**

Dykema has extensive national experience representing clients in all areas of real estate finance. We represent nearly 40 national, local and foreign banking and other financial institutions as well as borrowers in commercial loan transactions in all types of complex financing transactions—from acquisition and development loans, to bond financings and debt/equity transactions.

## **Real Estate Tax Incentives and Economic Development**

Dykema's tax attorneys work with the firm's real estate and corporate attorneys and government policy advisors to help corporate, nonprofit, state and tribal government entities maximize opportunity and minimize overall project costs through federal and state economic development and tax incentive programs.

## **Real Estate Workouts**

Dykema is well positioned to help clients maintain value and maximize recovery—while minimizing risk and expense—in troubled projects throughout the country. Fueled by an efficient, results-oriented and appropriately aggressive approach, our team is experienced in a full range of matters from complex workouts, foreclosures and restructurings, to project repositioning and high-stakes litigation.

## Affordable Housing & Community Development

### Related Practices

Leasing & Property Management  
 Real Estate  
 Real Estate Development  
 Real Estate Finance  
 Taxation

## Overview

From closing the first Department of Housing and Urban Development-insured loan in the country in the early 1960s to our current representation of leading national financial institutions, nonprofit and for-profit developers, syndicators and government agencies, Dykema has been a leader in the affordable housing and community development industry.

Our representation of lenders to the affordable housing and community development industry is supported by our thorough understanding of complex federal, state and local regulatory requirements and of diverse funding sources such as tax credit equity, government loans, subsidy financing, grants and tax-exempt or taxable bonds. Representative financings include: construction, bridge and permanent mortgage lending; non-mortgage secured equity bridge lending; sponsor loans in new markets tax credit transactions; private placement of tax-exempt bonds; and letter of credit enhancement of tax-exempt bonds.

We represent developers of a variety of affordable housing and community development projects, ranging from low-income rental units and independent senior living facilities to mixed-income projects and mixed-use developments, advising them on the full spectrum of issues, such as:

- Condominium creation
- Construction, engineering and architectural contracts and disputes
- Contract drafting, review and negotiation
- Corporate structuring
- Environmental, wetlands and Brownfield issues
- Financing and tax issues, including negotiation of partnership and operating agreements
- Due Enforceability and Tax Legal Opinions
- Property tax abatements or PILOTs
- Site acquisitions and dispositions
- Property management
- Zoning, land use and entitlements issues

## Experience Matters

### Developer Representations

- Representing the developer in a 185-unit affordable housing complex utilizing \$20 million in State Neighborhood Stabilization Funds (NSP), \$3 million in City of Detroit HOME Funds, approximately \$1 million in State Brownfield Credits and a \$4 million tax exempt bond loan from the State. Currently, a State foreclosed property in deteriorated condition, this development is receiving the largest NSP award to date in its state. In addition to affordable housing, the development will offer supportive services for tenants and a redeveloped City park.

## Affordable Housing & Community Development (Cont.)

- Coordinated all closing and real estate matters in the redevelopment of an administrative office building—an adaptive reuse project that will house 155 formerly homeless individuals while providing on-site supportive health and social services. The building also will house administrative offices to provide social services to homeless individuals metropolitan-wide. The residential rental portion of the building was valued at \$32 million and was financed with Low Income Housing Tax Credits, State and Federal Historic Tax Credits, City, County and State HOME dollars, and private foundation dollars.
- Representing the purchasers in their acquisition of a former pharmaceutical building in order to do an adaptive reuse project that will create 80 units of affordable assisted living for seniors plus direct services through the PACE program in collaboration with a local hospital. A project of first impression in Detroit, it is only the second affordable assisted living project for seniors in Michigan. The project is funded by Low Income Housing Tax Credits, City, County and State HOME dollars, project-based vouchers from HUD, Brownfield Tax Credits, private foundation funds, and developer equity.
- Represented a developer of senior housing villages throughout Michigan, including developments in cities in Oakland County, plus Bay City, Jackson, Kalamazoo and Port Huron. Most projects were funded primarily through the HUD Section 202 Program, which provides capital advance dollars for construction and permanent financing, as well as, project rental assistance.
- Represented a developer rehabilitating the vacant, former Sears Building in downtown Pontiac. Once complete, the building will offer 40 loft-style apartments and 80,000 square feet of commercial space. Financing for the building included New Markets Tax Credits, Neighborhood Stabilization Program, State and Federal Historic Tax Credits, and developer equity. Development represents a \$20 million investment in a functionally obsolete downtown building.

## Lender Representations

- Represented the lender in a \$69 million first lien construction loan for the development of 208 units of for-sale market rate and affordable condominiums in a mixed income project, together with the more than \$14 million private placement of tax exempt bonds, secured by a second lien mortgage, for the construction and equity bridge financing for 72 condominium units to be used as public housing units. The project was also funded by the syndication of Low Income Housing Tax Credits; a CHA HOPE VI Loan, and City of Chicago TIF financing.
- Represented the lender in a \$11.85 million construction loan and \$1.15 million permanent loan, secured by a first-lien mortgage, for the construction of 72 units of affordable rental housing. The project was also funded by the syndication of Low Income Housing Tax Credits and a subordinate loan made by the Indiana Housing and Community Development Authority.
- Represented the lender in a \$13.5 million construction and equity bridge loan, secured by a first-lien mortgage, for the construction of 112 units of mid-rise mixed income rental housing. The project was also funded by the syndication of Low Income Housing Tax Credits; a Chicago Housing Authority (CHA) HOPE VI loan; a City of Chicago HOME loan; a Chicago Housing Authority loan from the proceeds of the sale of Illinois Affordable Housing Tax Credits; a Chicago Housing Authority Loan bridging a City of Chicago TIF loan; and a Fannie Mae permanent loan.
- Represented the lender in a \$10.3 million first lien construction loan for the development of 39 units of affordable rental housing through the adaptive reuse of a historic structure in Traverse City, Michigan. The project was also funded by the syndication of Low Income Housing Tax Credits, the syndication of State of Michigan Historic Tax Credits and the syndication of Michigan Brownfield Tax Credits.
- Represented the lender in a \$5 million bridge loan, secured by a leasehold mortgage, assignment of leverage loan documents and assignment of equity interests to the sponsor/leverage lender in a New Markets Tax Credits transaction for the construction of a grocery store and the acquisition of a shopping center. The project was also funded by the syndication of New Markets Tax Credits; QLICI loans to project owner, and Tax Increment Financing (TIF) funds from the Village of West Milwaukee.
- Represented the lender in a \$4.25 million private placement of tax-exempt bonds and roughly \$4 million bridge loan, secured by a pledge of all partnership interests of the borrower, for purchase and renovation of 210 units of affordable rental housing. The project was also funded by the syndication of Low Income Housing Tax Credits and Historic Tax Credits; a HUD-insured Section 221(d)(4) first mortgage loan; an Illinois Housing Development Authority (IHDA) Financing Adjustment Factor (FAF) loan; developer bridge and construction financing; a project-based Section 8 contract; and an Illinois Department of Commerce and Economic Opportunity (DCEO) grant.

## Environmental

### Related Practices

Corporate Finance  
 Government Policy & Practice  
 Insurance  
 Litigation  
 Real Estate

### Related Industries

Automotive Plant & Environmental  
 Issues

## Overview

Reducing exposure to costly environmental liabilities is a difficult task, especially in today's climate of complex and constantly changing laws and regulations. Dykema's environmental practice helps navigate the rules, manage risk and resolve the environmental disputes that can curb the ability to move a business forward.

We have successfully handled all major types of environmental matters, from small-scale, on-site remediation projects to the defense of multimillion-dollar enforcement actions. Our litigators have handled the gamut of environmental claims—including general damage claims and citizen lawsuits. Dykema's environmental regulatory and transactional practitioners are broadly experienced in assisting clients with application and negotiation of permits; and consent orders for air, waste management, water, underground storage tank, site remediation and property redevelopment-related matters. Many members of our environmental team also possess technical backgrounds in key areas of environmental science. This experience and background ensures our clients get a highly skilled team that can handle their challenging environmental matters in areas including:

### Agency Enforcement and Private Party Litigation

Environmental disputes can be some of the most contentious and potentially debilitating a business can face. When the battles get tough, clients rely on Dykema's considerable courtroom strength and extensive case management skills to help achieve a timely and favorable resolution.

### Corporate and Real Estate Transactions

Dykema's environmental transactional attorneys help navigate the liability pitfalls that can quickly turn an attractive deal into a regrettable one. Together with our team's extensive regulatory knowledge, clients benefit from informed and thoroughly considered due diligence to that helps guide decisions about moving deals forward.

### Environmental Regulatory Compliance

With experience that crosses all major segments, Dykema lawyers are prepared to help clients through even the most complicated environmental enforcement and administrative actions—from application and negotiation of permits to site remediation and property redevelopment matters.

### Site Remediation

Dykema's environmental lawyers have substantial experience helping clients address remediation liability issues including the negotiation of settlements with agencies and private parties under both federal and state laws, as well as within the context of CERCLA and state law equivalents covering hazardous substance releases.

In addition to our experience and legal knowledge, our clients come to us for our innovative approaches and special expertise. For example, we

## Environmental (Cont.)

pioneered a city-wide ordinance approach to site remediation, which has resulted in significant cost and time savings for our clients and is now being replicated elsewhere. We are also one of a select group of firms nationwide who has successfully handled environmental insurance coverage litigation, and the American Bar Association has recognized our leadership in this area by asking us to help achieve an industry-wide protocol to better address these costly environmental litigation problems.

When businesses engage Dykema, they engage a team that takes the time to understand their business objectives and how their environmental issues affect their ability to meet them. We frequently work with clients to develop long-term plans for their ongoing environmental remedies, so they can better project and budget for future costs. We also collaborate with clients to assess how alternative approaches to their legal spending might benefit their long-term goals. We use this consultative approach in both our legal advice and our management of client matters, constantly keeping an eye to how we can most effectively and cost-efficiently handle our clients' environmental challenges.

### Key areas of experience:

- Air quality
- CERCLA/Superfund issues
- Contaminated property liability
- Environmental litigation
- Environmental permitting and compliance enforcement
- Hazardous and solid waste
- Land use planning
- Real estate
- Toxic chemicals/toxic torts
- Water quality
- Wetlands