

# PROPOSAL TO THE CITY OF DETROIT FOR RESTRUCTURING LEGAL COUNSEL SERVICES

MARCH 2013



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**McKenna Long  
& Aldridge**<sup>LLP</sup>

**TABLE OF CONTENTS**

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- A. MLA’s Commitment and Approach to Representing Distressed Municipalities ..... 1
- B. Acknowledgement Statements in Response to the Solicitation .....3
- C. Firm Overview .....5
- D. *In Depth*: Illustrative, Comparative Project Experience.....7
- E. Proposed Staffing ..... 17
- F. Conflicts.....22
- G. Proposed Fee.....24
- H. Estimated Time Table for Completion of Work.....26
- I. Services/Experience - Restructurings.....28
- J. Services/Experience - Public Finance and Government Advisory.....35
- K. Services/Experience - Labor and Employee Relations.....41
- L. Services/Experience - Employee Benefits.....44

Exhibit 1: Expanded MLA Team Biographies

A. MLA's Commitment and Approach to  
Representing Distressed Municipalities

## **A. MLA'S COMMITMENT AND APPROACH TO REPRESENTING DISTRESSED MUNICIPALITIES**

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Two years ago, as it became increasingly apparent that municipalities throughout the Nation were likely to experience greater financial distress, MLA determined to commit significant resources toward developing a practice initiative that could be helpful to governments grappling with serious fiscal challenges. MLA recognized that the causes of such distress were significantly systemic -- shrinking real estate tax bases, reduced levels of federal and state support for local governments, substantial increases in unfunded OPEB (Other Post Employment Benefits) liabilities, underperforming pension investments and high personnel costs, and for many cities excessive reliance on financing from the debt markets.

Recognizing the inevitability of increasing municipal distress, MLA decided to combine its strong government affairs practice, consisting of seasoned professionals who could provide strategic advice and leadership which was developed through their respective elected or appointed service at local, state and national levels, with the Firm's long-standing financial restructuring practice, to form a group dedicated to providing financial restructuring and related innovative solutions for the serious challenges confronting municipalities over the next decade. It is that team of professionals who MLA will make available to Detroit if the Firm is fortunate to be selected as restructuring counsel.

Unmistakably, the representation of Detroit will be critically significant to the citizens of Detroit, the State of Michigan and our nation. And as has been said in the past, Detroit has this single opportunity to comprehensively address its substantial financial issues, and whoever assists Detroit in fashioning its legal and strategic governmental solutions must get it right. Since MLA is entirely and solely dedicated to representing the interests of governments coping with financial challenges, we have determined not to undertake municipal distress engagements on behalf of other municipal distress stakeholders -- ie, bondholders, unions, retirees or other creditors. We stand ready to be a strong advocate for protecting the City in addressing the demands that its contractual counterparties are a party to and pursue a favorable resolution of the City's financial distress.

In that regard, MLA has consistently advocated for the interests of municipalities in the evolving legal principles that will govern how municipal adjustments are likely to play out in the coming years. As the dialogue has increased over the past couple of years, MLA has been a leader in expressing views that uniformly favor the rights and remedies of cities, taking positions contrary to many of those being advanced by the typical counterparties that municipalities confront in a financial workout. We are increasingly known in the market for advancing city-centric legal principles. We are active in both our writing and in participating in symposia and panels addressing municipal distress issues. Illustratively, in just the last couple of months, members of the firm have spoken at a Bloomberg conference on municipal debt, the Bond Buyer's Municipal Bond conference last week, the Emory University Law School national symposium on municipal distress a few days ago, and have published the lead article in the February 2013 issue of the American Bankruptcy Institute Journal arguing for the rights of cities to compromise their obligations in a Chapter 9 if a consensual resolution cannot otherwise be achieved. In the next month, members of the Firm will speak at a national ABI conference on municipal distress and at the Bond Buyer's annual municipal distress conference to be held this year in Providence. In all these cases, the themes advanced were focused on protecting the rights and remedies of distressed municipalities.

## **A. MLA'S COMMITMENT AND APPROACH TO REPRESENTING DISTRESSED MUNICIPALITIES**

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MLA is currently active in representing of financially challenged municipalities. MLA represents the distressed municipality in two of the three publicly announced and active cases east of the Mississippi.

A final word about the Firm's approach to municipal distress should be noted. MLA is on record advocating a preference for an out-of-court resolution of a city's fiscal problems. Unmistakably, a consensual solution is vastly preferred to a litigated result, whether in a Chapter 9 or otherwise, as such an approach will certainly be more expeditious, considerably less expensive and necessarily provide certainty rather than heightened risks. That said, to be most effective in achieving an agreed upon solution among the City's stakeholders, the municipality and its legal and financial advisors must be ready to articulate to the counterparties a strong set of principles that encourage the City's other stakeholders to agree to a consensual resolution rather than testing their legal theories in an environment where the most significant governing legal principles have yet to be judicially resolved. And, if a consensual resolution cannot be achieved with the City's principal stakeholders despite an arduous effort, MLA well understands the relevant legal landscape and would be prepared, if needed, to protect the City's interests in a contested proceeding.

That said, MLA has been engaged in advancing municipality-favorable legal distress principles in its existing matters, and believes that it can utilize its understanding and articulation of key legal doctrines to foster a more consensual environment than were the Firm to have been silent on such matters heretofore. More simply stated, we know many of the same stakeholders that counsel will confront in representing Detroit, understand their perspectives and concerns, and believe that they know MLA and where we stand and our commitment to protecting the vital legal interests of municipalities. We would hope that this prior experience will facilitate a more cooperative and constructive dialogue, and both improve the prospect of and expedite a consensual resolution of Detroit's fiscal challenges without the need to engage in protracted litigation to achieve a long term and economically sustainable financial recovery for Detroit.

B. Acknowledgement Statements in Response to  
the Solicitation



## **B. ACKNOWLEDGEMENT STATEMENTS IN RESPONSE TO THE SOLICITATION**

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### **1. Model Professional Legal Services Contract**

MLA has reviewed the terms of the model professional legal services contract attached as Exhibit B to the solicitation (Model Contract). MLA does not request any modifications to the Model Contract, however, with respect to paragraph 16.12 of the Model Contract, MLA simply reserves the right to seek clarification as to the parties intended to be covered by the term "City" as set forth therein.

### **2. Functional Areas of Municipal Management**

Our MLA team consists of a multidisciplinary group of experienced lawyers, managing directors and strategic advisors; many of whom have held or worked in public office and are renowned thought leaders in practices ancillary to municipal distress. Our solicitation response represents several decades of experience in the solicitation's identified list of "Functional areas of municipal management." Moreover, as set forth in detail below, members of our team have been instrumental in developing and implementing creative approaches to dealing with multifaceted and otherwise complex challenges in the world of municipal management. For example, our innovative public finance team and former mayors transformed how public services and procurements are conducted in some of the largest municipalities in the United States. They have innovated forward-thinking methods of how to collect taxes and new types of revenue, including through asset sales, monetization processes or issuing municipal debt.

Given MLA's national presence and client base, our attorneys have significant experience in a variety of jurisdictions and actively monitor case-law and statutory developments across the country, including in Michigan. We have extensive knowledge of related laws in the areas of: open meeting and FOIA, intergovernmental agreements, emergency services, transportation, budgeting and accounting, school code, home rule and other various local government acts.

In addition, our firm has an excellent legal research team and library staff to assist with specific questions that may arise. Further, when appropriate and approved by the City, we are open to teaming when local counsel to address specific needs and provide the best client service possible.

### **3. On-the-Ground Support, Work Locations, and Work Hours**

With 16 offices internationally, we provide a range and depth of competencies that permit us to respond timely and effectively to our client's needs. Our attorneys and professionals are highly attuned to the time-sensitive needs of our clients and will be available as needed to respond to the needs of the City. Furthermore, we acknowledge the City's desire for on-the-ground support. While we do not maintain an office in Michigan, we pride ourselves on being available to our clients. We are committed to providing on-the-ground support throughout the engagement and will make ourselves available in the City of Detroit or other locations as directed. Further, members of our team will be available immediately by phone as needed.

**B. ACKNOWLEDGEMENT STATEMENTS  
IN RESPONSE TO THE SOLICITATION**

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**4. News Releases and Other Communications**

We affirm our understanding that news releases pertaining to this proposal should not be made without prior approval of the City and then only in coordination with the City. MLA will not, unless directed by the City issue any news releases pertaining to this proposal.

**5. Confidentiality of Proposals**

We affirm our understanding that once our response has been publically recorded, it is subject to disclosure as per the requirements of the Michigan Freedom of Information Act.



## C. Firm Overview

## C. FIRM OVERVIEW

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McKenna Long & Aldridge LLP (MLA) is an international law firm with more than 575 attorneys and public policy advisors in 16 offices and 13 markets. The firm is uniquely positioned at the intersection of law, business and government, representing clients in the areas of complex litigation, bankruptcy, restructuring and workouts, corporate law, energy, environment, finance, government contracts, health care, infrastructure, insurance, intellectual property, private client services, public policy, real estate, and technology.

### 1. Principal Offices

Our principal offices are located in: Atlanta, GA; Los Angeles, CA; New York, NY; San Diego, CA; San Francisco, CA; and, Washington, DC. Although we do not maintain an office in Michigan or the Midwest, we pride ourselves on being available to our clients. We are committed to providing on-the-ground support throughout the engagement and will make ourselves available in the City of Detroit or other locations as directed. Further, members of our team will be available immediately by phone as needed. MLA does have an office in New York City, and can easily meet with Detroit's investment banker, Miller Buckfire & Co. or other professionals or parties located there.

### 2. Michigan/Regional Experience

Professionals have been engaged in numerous engagements in Michigan surrounding region, both in Michigan courts and otherwise. Some of these engagements include the following:

- Government of Canada - Represented the Government of Canada in connection with the bankruptcy and court-supervised sale of a majority interest in General Motors (GM) to the U.S. Department of Treasury and Canada.
- MLA has represented a major Michigan bridge company on public-private partnership matters. Prior to joining MLA, Marc Lemon successfully led a team that identified more than \$50 million in USDOT toll credits for the company and Michigan DOT.
- Pepsi Bottling Group – Represented largest bottler of Pepsi products in labor arbitration throughout the State of Michigan, including Detroit.
- The Home Depot – Represented Home Depot in union organizing campaign by United Food and Commercial Workers in Harper Woods.
- ITT Industries – Represented ITT in unfair labor practice charge relating to employee access at multiple facilities for purposes of union organizing. The charge involved ten different plants, including those in Tawas City, East Tawas and Oscoda, Michigan.
- e.i. duPont de Nemours and Company – Represented DuPont in campaign to decertify existing union at facility in Mt. Clemens. Successfully upheld election result in subsequent litigation brought by the union.
- Kett Engineering – Represented client in organizing campaign by the United Auto Workers at its facility in Flint.

**C. FIRM OVERVIEW**

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- State of Michigan - Engaged by the State of Michigan as advisor with respect to municipal distress options and insolvency law.

D. In Depth: Illustrative, Comparative Project  
Experience

## **D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

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In this section, we have highlighted and described in some detail several restructuring projects that our team members have handled over the course of their careers. We believe these projects, in particular, illustrate that our team is well equipped to assist the City of Detroit in developing and implementing strategies for addressing the fiscal challenges facing the City.

### **1. Completed Illustrative Engagements**

#### **a. Big Rivers Electric Corporation**

As its lead counsel, MLA represented Big Rivers Electric Corporation (Big Rivers) in restructuring of more than \$1 billion of secured debt and \$150 million of unsecured debt. (In re: Big Rivers Electric Corp.; United States Bankruptcy Court for the Western District of Kentucky; 1996). At the time the case was filed, it was the fifth largest bankruptcy case then pending in the U.S. Big Rivers was a non-stock, not-for-profit rural electric cooperative which provided electricity to its four member cooperatives. Together, the four member cooperatives served approximately 90,000 customers in Western Kentucky. Big Rivers operated its business and managed its properties as the debtor-in-possession. Big Rivers was faced with a significant number of problems arising from a variety of factors, including, poor management and unfavorable business conditions, and rates too low to service its debts, and subsequently defaulted on its obligation to the Rural Utilities Service.

Directly raised by the case was whether Big Rivers had an obligation to impose rate increases on its customers sufficient over time to amortize all its debts, or whether it would be able to utilize the provisions of the Bankruptcy Code to impose debt concessions on its secured and unsecured creditors without increasing rates to a level sufficient to do so. Since utility rates are not subject to being adjusted by a bankruptcy court as part of a plan's approval, similar to the proposition that a bankruptcy court cannot impose higher taxes to address a municipality's financial challenges, the issue presented was whether a bankruptcy court, over creditor objection, would be willing to confirm a plan that provided for less than full debt repayment to creditors without requiring the utility to impose taxes sufficient to pay all the outstanding obligations. Again, this is not unlike a circumstance that could well arise in a municipal distress context where a city proposes a plan of adjustment reducing the claims of bond holders and other creditors in a setting where the municipality does not propose to raise taxes to satisfy its existing obligations. This issue was ultimately negotiated in a manner favorable to the utility, allowing for modest rate increases, much less than the amount that would have been required to satisfy creditor claims in full. In addition, myriad classes of creditor claims were separately classified and treated under the Plan.

The case also raised significant issues regarding complex terms of competing bids for the long term lease of the debtor's generation assets, and the respective contentions of the bidders why one bid should be preferred over the other. Moreover, significant issues regarding the right of the debtor to reject long term substantial coal purchase contracts and the damage claims arising from such rejection were litigated. The case was heavily litigated for over two years; appeals on some matters were taken to the District Court and the 6th Circuit; more than 4000 pleadings were filed.

## **D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

### **b. Chrysler**

MLA acted as general counsel to the Government of Canada in the Chapter 11 restructuring of Chrysler Corporation and its Jeep, Dodge and Ram divisions from 2008 through 2010. With MLA's legal guidance, Canada invested \$3.775 billion into the Chrysler restructuring over a 6 month period.

In that role MLA negotiated round-the-clock with various principal interested parties, including representatives of Chrysler, its then New York based parent, Cerberus Capital, its German minority owner Daimler Benz, the United States Treasury Department, the United Auto Workers (UAW) and the Pension Benefits Guaranty Corporation (PBGC). In the context of the negotiations, as a would-be, principal equity holder in the anticipated new restructured Chrysler entity, the Government of Canada was concerned with achieving a global resolution of the fiscal challenges facing the Chrysler operations, which included achieving a reduction and restructuring of its various principal debt obligations to ensure the continued viability of the Chrysler operations and permit it to meet and even approve its ability to services its customers. Because the Government of Canada intended to invest significant equity in the restructured Chrysler entity, it knew it had a vested interest in the success of the company and acted with this guiding principal in mind when it engaged in negotiations with the various interested parties.

These negotiations took place principally in Washington, DC, Detroit, Windsor, Ottawa, Canada and New York City (where Chrysler filed for Chapter 11 bankruptcy protection). MLA conceived and structured a sophisticated and complex "DIP lending to equity" model that permitted the restructuring of Chrysler through Chapter 11 and its emergence as a new entity on June 10, 2009, with our clients having a substantial equity interest (2%), as well as significant shareholder rights. As part of the transaction, the Government of Canada obtained a director position on the board of directors of new Chrysler. Our client also obtained \$300 million in preferred stock.

As part of the MLA's role in the restructuring negotiations, MLA acted as the point legal team in negotiating with the Chrysler unions. As part of its efforts, MLA was a key participant in the successful creation of VEBA trusts for retiree health benefits which greatly reduced the costs of the car maker's operations going forward, achieving annual approximate cost savings of over \$2 billion per year. MLA also played a key role in analyzing retirement plans and determining which plans to maintain.

MLA also led negotiations with Fiat in connection with Fiat's investment and in Chrysler. As part of these efforts, MLA negotiated with Fiat the repurchase by Fiat of certain warrants in exchange for commitments to North American production of cars and engines and negotiated commitments of research and development spending over a 7 year period following the emergence from Chapter 11 by Chrysler—now controlled by Fiat. These commitments by Fiat ensured that Chrysler would emerge as a viable, restructured entity in North America, thereby, among other things, saving and even creating countless opportunities for employment and ensuring continuing customer service.

## D. **IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

### c. **General Motors**

MLA also acted as general counsel to the Government of Canada in the Chapter 11 restructuring of General Motors and its Cadillac, Buick, Chevrolet and GMC divisions from 2008 to 2010, as well as the GM initial public offering in November 2010. In that role MLA negotiated round-the-clock with various principal interested parties, including representatives of GM and the same representatives from US Treasury and UAW as had worked on the Chrysler case. MLA again guided its client through the lending/investing intricacies of Chapter 11 pursuant to which the Government of Canada invested \$9.5 billion into GM in exchange for a 12% ownership interest, plus \$450 million in preferred stock and \$6 billion in secured notes.

As in the Chrysler case, as a would-be, principal equity holder in the anticipated new restructured GM entity, the Government of Canada had an interest the success of the company and acted with this guiding principle in mind when it engaged in negotiations with the various interested parties.

Again, as in the Chrysler case, a significant part of MLA's work involved the reduction of considerable legacy employee benefits costs and the successful establishment of a new VEBA for retiree benefits. In addition, MLA worked directly with attorneys for the U.S. Department of Treasury to identify significant benefit costs and risks, recommend reductions, resolve related issues and provide comments on deal terms.

In addition, in order to protect the continued viability of the company's North American productions, MLA negotiated with GM to set limits on production outside North America of vehicles designed for the American market. Protecting the company's North American presence resulted in significant employment opportunities, tax revenues and other benefits to the impacted communities and also ensured that North American customers would continue to be serviced. Mindful of the company's need to access overseas markets, however, our client agreed to GM having free reign to produce cars overseas for overseas markets.

**Significantly, although both Chrysler and GM were bankruptcy cases involving corporate entities, the role of MLA as counsel to a governmental equity holder in each case meant that MLA was required to consider and deal with political and other issues that arise uniquely in the municipal context.** For example, rather than being concerned specifically and exclusively about corporate profitability, as a governmental entity, the Government of Canada was also concerned about the impact on the communities and municipal units where the Company's North American locations were situated (such as Detroit and Windsor). It knew that it had to be mindful of the impact of decisions on the respective tax base, economic stability and political climate of these communities. It was keenly aware that a significant, adverse impact in Detroit, for example, could result in reverberations that could ultimately adversely impact Windsor and the Government of Canada, the Province of Ontario, and/or its relations with its neighbors to the South. MLA, as counsel to the Government of Canada, had to be sensitive to these unique considerations not preset in a purely commercial deal. In addition, given the nature and import of the intergovernmental issues in play, certain matters were dealt with directly by President Obama and Prime Minister Harper and many by their respective secretaries and ministers.



## **D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

### **d. Municipal Assistance Corporation for the City of New York (MAC)**

Prior to joining MLA, Dick Sigal counseled the Municipal Assistance Corporation for the City of New York (MAC) in numerous legal matters with regard to New York City's financial distress. Between 1975 and 1999 MAC issued in excess of \$10 billion—in essence saving the City of New York from catastrophic economic failure. By 1975, New York City had in excess of \$14 billion of debt outstanding of which almost \$2 billion was short-term. The City could no longer finance its operations and credit markets turned away from New York City. The State of New York, stepped in to provide assistance. Ultimately, an advisory committee appointed by then-Governor Carey recommended the formation of MAC.

MAC had to evaluate all potential scenarios to facilitate an orderly resolution to the economic crisis. MAC called for a wage freeze, employee layoffs, increased service fees (including subway fares, university tuition), decreased services and concessions from over 100 labor units but its primary role was to bond out in an orderly manner the billions of dollars that was an accumulated deficit reflected in revenue anticipation notes for which current taxation to pay the principal was not practical except perhaps in a bankruptcy forum which the Governor rejected as a matter of state policy at the outset. The implementation of the Emergency Financial Control Board came later as MAC became the finance facility focusing its effort on the bond out and restoring the credit of the City in the bond markets.

Throughout the crisis in New York City, Mr. Sigal worked with his partners at the direction first of the Governor and then of the chair and board members of MAC. His primary focus on the creation of MAC included researching a constitutional financial structure that would secure the necessary bond issue and stand up under a litigation challenge. After developing the concept, he drafted the legislation authorizing bonds to finance the multibillion accumulated deficit secured by special New York State sales tax levied only in the city and included critical contractual covenants by the State to maintain such tax so long as the bonds remained outstanding. As part of that work, he prepared and rendered the bond counsel opinions respecting the validity of that statute and those bonds and the enforceability of such covenants, notwithstanding pending litigation. In addition, he advised on the successful litigation which ended with the New York Court of Appeals affirming such validity in all respects. During the marketing effort of the initial billion dollar bond issue, Mr. Sigal was integrally involved in building consensus in support of the proposed financing structure and related facets of the restructuring. As part of this effort, he spent considerable time with union officials and their financial advisors expressing the legal basis for, and the practical necessity of, the pension funds investing a significant amount in the issued bonds. He successfully conveyed that the investment would be prudent because it would protect the integrity of the pension funds by signaling union support of the bond issue, thereby comforting other bond purchasers that New York City would not be filing for bankruptcy because of union pressure.

### **e. Apex**

MLA represented Apex Oil Company (Apex) and Apex's 53 affiliates, direct and indirect subsidiaries, who filed for protection under Chapter 11 of the United States Bankruptcy Code in St. Louis, Missouri. As of the date of the bankruptcy filing, the Debtors collectively represented one of the largest privately-held businesses in the United States. Total assets at filing exceeded \$2 billion and claims during the case exceeded 7 billion.

## **D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

During the approximate two years that the reorganization case was pending, the Debtors and their principals engaged in continuous and, frequently, intense discussions and negotiations with secured lenders, the Creditors Committee, representatives of individual secured and unsecured creditors and other parties-in-interest, culminating in the First Amended Joint Partially Consolidated Plan of Reorganization (the "Plan"). When certain creditors opposed the Plan, MLA was involved in presenting the Plan to the bankruptcy court at the contested confirmation hearing, culminating in a successful confirmation.

Following confirmation of the Plan, MLA led the task of reviewing, categorizing, litigating and resolving more than approximately 14,000 Claims. MLA successfully reduced the amount of creditors' asserted claims from \$7 billion to \$177 million. The claims with which MLA dealt included the following myriad types of claims: (1) federal tax claims, (2) state tax claims arising under the tax laws of multiple states, (3) environmental claims, (4) union claims, (5) admiralty claims, (6) tort claims based on purported asbestosis related damages, (7) various trade creditor claims, (8) workman's compensation claims, (9) personal injury claims and (10) various governmental claims.

MLA litigated and negotiated resolution of claims with representatives of numerous parties, including the following: (1) the United States government (the Internal Revenue Service, United States Departments of Commerce and Interior, the United States Custom Service and the United States Coast Guard), (2) various states (Illinois, New York, California, Wisconsin, Ohio and Michigan, on use and fuel taxes, income taxes and unemployment taxes), (3) over 50 petroleum and energy companies (including Citgo, Exxon Chemical, Gateway Petroleum, Gulf Oil, Phillips Petroleum, Shell Oil Co., Southern LP Gas, Standard Oil, Union Oil, and United Overseas Petroleum), (4) various unions (Masters, Mates & Pilots, MEBA/NMU AFL CIO and MEBA NMU/NMU Welfare), (5) numerous pipeline companies (Wolverine Pipeline, Arco Pipe Line Co.); insurance carriers (Traveler's, New York Life, INA/Cigna), (6) a variety of financial institutions (National Westminster Bank, Bankers Trust, Boatmen's First National Bank, Commerce Bank of St. Louis, First Fidelity Bank, First National Bank of Maryland, Harbor Federal Savings, Key Bank), and (7) multiple counties and cities throughout the United States. Included among the claims that were resolved, were hundreds of claims related to the largest oil spill ever to occur in the State of Alaska, prior to the Exxon Valdez oil spill.

In regard to resolving and reducing the approximate 14,000 claims asserted by creditors, MLA was responsible for the preparation, filing and resolution of in excess of 900 Motions setting reserves on all general unsecured claims, and filing thousands of Objections to claims, to ensure the Plan would be effective.

### **f. District of Columbia**

Before his service as mayor, Anthony A. Williams served as the Chief Financial Officer (CFO) of the District of Columbia (DC), a position created by the "District of Columbia Financial Responsibility and Management Assistance Act of 1995" (Act) to lead DC to financial recovery. As CFO, he had direct control over day-to-day financial operations of each city agency, with independence from the mayor's office. Between 1995 and 1998, Mayor Williams restored fiscal accountability at DC agencies and balanced the city's budget. As CFO, Mayor Williams put DC on a track for the return to self-government two years earlier than projected and delivered a surplus of \$185 million in fiscal year 1997.

## **D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

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By the end of fiscal year 1995, DC was in severe financial crisis, with a \$355 million budget deficit. Among a myriad of problems faced by the District, the flight of small businesses due to a non-business friendly tax structure had caused an increase in unemployment and a lower revenue base, hindering the city's ability to make much needed improvements to the delivery of services. The Act sought to address these crises – its purpose was to eliminate District budget deficits and cash shortages; to assist the District in restructuring its government for more efficient and effective service delivery; and to ensure the future economic viability of the District.

As CFO, Mayor Williams made tough decisions that trimmed waste and increased efficiency, such as instituting multi-year financial planning; restoring, streamlining and expanding tax collections and revenues; participating in and executing major labor agreements to right-size DC agency budgets; and installing systemic management controls to ensure regular clean audits and a major reduction in financial deficiencies.

Power struggles and even loud opposition were initially part of the transition to a new and temporary structure under the Act. Mayor Williams and his team, however, established clear measurable goals and achieved them, and by the time Mayor Williams stepped down as CFO in June of 1998, the District was experiencing a metamorphosis. To achieve the goals he established for the District and better ensure the stability and viability of the District, Mayor Williams engaged in collaborative efforts with the financial authority and city officials. Under Mayor Williams leadership, the District experienced improvements in its bond ratings, realized significant improvements in cash management, budget execution and revenue collections, obtained positive cash position and also experienced a declining crime rate.

Having stabilized the District's financial management in only two years, Mayor Williams resigned as CFO in June 1998 to run for mayor. Mayor Williams brought extensive experience in management and strategic planning to his role as the District's independent CFO. Mayor Williams actions were met with such approval by the citizens of the DC that, after serving as CFO, he was twice elected mayor.

### **g. Indianapolis, Indiana**

Mayor Stephen Goldsmith served as the Mayor of Indianapolis, Indiana, which is the 12th largest city in the United States. When he began his first term, he was facing several debilitating financial issues, including: \$50 million in unfunded police and fire pension liabilities; \$1.1 billion in unfunded infrastructure and deferred maintenance; and, the rapid departure of employment opportunities to suburbs and other areas. Mayor Goldsmith embarked upon a multi-pronged reform strategy to provide high-quality, cost-effective services and implement innovative solutions, such as competition-based procurements, activity-based costing, and shared services models. He has widely been credited with taking these actions without losing union jobs, while also reducing property taxes and increasing the city budget surplus.

During his tenure, Mayor Goldsmith conducted over 70 competitions, during which, public and private teams competed to provide a given service to the City. In many cases, such as fleet services, public teams won and were able to identify cost savings and efficiencies by reexamining processes and inventories. Mayor Goldsmith moved the City to electronic procurement to streamline data and processes. He reduced costs and increased efficiency by

## **D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

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implementing activity-based costing and employing the mantra, “buy outcomes, not inputs – pay for success, not for effort”.

As a result of Mayor Goldsmith’s reforms, the City’s operating budget went from \$459.9 million (1992) to \$437.9 million (1998), while the police and fire budget went from \$141.1 million (1992) to \$183.3 million (1998). The City budget surplus went from \$24.8 million (1992) to \$101.8 million (1998). By 2000, the City reinvested \$1.5 billion from savings and increased revenues to infrastructure improvements, while the property tax rate reduced four times.

### **h. Georgia Environmental Finance Authority**

MLA was Special Counsel and Bond Counsel to the Georgia Environmental Finance Authority (GEFA) in realizing approximately \$288 million from a creative financing transaction to help balance the State of Georgia’s fiscal year 2011 budget. GEFA is an instrumentality of the State that owns an approximately \$1.5 billion portfolio of loans made to Georgia local governments to finance water and sewer projects.

As part of its work for the GEFA in this engagement, MLA reviewed proposals from investment banking firms on how to sell part of GEFA’s portfolio, including evaluating the tax, securities, and Georgia law ramifications of each proposal. The selected proposal involved the creation by GEFA of a nonprofit corporation with the power to issue tax-exempt bonds to finance the purchase of the loans from GEFA. The tax exemption of the bonds depended in part on the tax exemption of the loans being purchased with bond proceeds. These bonds could be traded without transfer restrictions, at the same time without violating the Securities Act of 1933, the Trust Indenture Act of 1939, or the Investment Company Act of 1940 -- an impediment that made the proposals from the other investment banking firms more costly to GEFA. Our team drafted legislation amending GEFA’s statute to authorize the creation of the non-profit entity to issue the described bonds. This legislation was enacted in the 2010 session of the Georgia General Assembly.

In the summer of 2010, GEFA incorporated a special purpose entity called the Georgia Environmental Loan Acquisition Corporation (GELAC). GELAC was structured as a bankruptcy remote entity under rating agency guidelines for securitization transactions. Our team led the effort to obtain a 501(c)(3) determination letter for GELAC from the Internal Revenue Service (IRS). As part of our work on this task, we were responsible for drafting a letter from Governor Sonny Perdue to the IRS requesting expedited processing of GELAC’s application for 501(c)(3) recognition, which the IRS granted. Our team was able to persuade the IRS to quickly process the application and issue the 501(c)(3) determination letter.

The transaction was accomplished through two bond issues: one to finance the purchase of two loans made by GEFA to the Cobb County-Marietta Water Authority and one to finance the purchase of 219 separate loans made by GEFA to 119 local governmental entities consisting of cities, counties, consolidated governments, and local authorities. Each loan purported to be a tax-exempt obligation of the issuing local governmental entity. GELAC issued its Local Government Loan Securitization Bonds in two series in February and March 2011 to finance the purchase of the loans from GEFA. The bonds were payable solely from and secured solely by the loans purchased by GELAC, and the bonds were rated Aaa by Moody’s Investors Service.

## **D. *IN DEPTH*: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

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### **2. Current Engagements Centered on Municipal Distress**

Although our clients in the following engagements have not yet obtained a restructuring of all their operational, fiscal and other challenges, they have negotiated or otherwise addressed significant components of their fiscal problems. Moreover, because these engagements are examples of municipalities currently addressing the need to restructure, we believe they further illustrate that our team is well equipped to consider and deal with issues that arise uniquely in the municipal context and assist the City of Detroit in developing and implementing strategies for addressing the fiscal challenges facing the City.

#### **a. Harrisburg, Pennsylvania**

MLA is currently representing the Receiver for the City of Harrisburg, having been appointed to that role by the Governor. The Receiver was appointed in December 2011 under commonwealth legislation that was amended earlier last year to address how best to tackle the problems facing financially distressed municipalities in Pennsylvania. The appointment of an independent fiduciary to administer the financial affairs of a fiscally troubled city in Pennsylvania is the final step to be taken after a finding of financial distress is determined by a commonwealth agency charged with that duty, where prior efforts to achieve a workable set of solutions as contemplated by the commonwealth's statutory scheme have proven to be unavailing. Under the Pennsylvania statute, the Receiver is given broad authority over the municipality's finances, including the right to negotiate voluntary concessions on the principal obligations owing by the municipality that create the city's financial distress -- labor costs under public union collective bargaining agreements, bond indebtedness and retiree benefit costs.

Under Pennsylvania law, any resolution of the financial challenges facing municipalities that are to be achieved by terminating or modifying contractual obligations must come consensually if it is to be successful. What motivates the affected constituencies to negotiate in the state process, though, is that the Receiver, if needed, can put the troubled city into a Chapter 9 proceeding where the prospect of a bankruptcy court's imposed involuntary reductions on the claims of creditors or other contractual parties, such as labor and retirees, looms as a possibility. It is the threat and uncertainty of whether a bankruptcy court will confirm a "cram down" plan of adjustment that proposes to pay various creditors and other contractual parties less than the full amount of their contractual claims that provides the Receiver leverage with which to possibly negotiate a long term and feasible out-of-court resolution.

In Harrisburg, MLA has already assisted the Receiver in winning the preliminary approval of his plan from a commonwealth court charged with determining its bona fides, including the prudence of various budgetary adjustments. Although the Plan was initially met with some resistance by some in local leadership, MLA materially assisted the Receiver in an "olive branch" effort to reach out to City Council; and by doing so, the Receiver has been able thus far to forge a fundamentally improved cooperative spirit toward a workable financially viable recovery plan for Harrisburg among the local elected officials. Presently, those elected officials appear more as allies in trying to solve the financial challenges confronting the Receiver and in his negotiations with other critical constituencies, including other local governments, the City's bond insurer and the City's public labor unions.



## **D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE PROJECT EXPERIENCE**

Negotiations have ensued to determine whether the principal creditor groups are amenable to reducing their claims to bring the City's budget into balance and achieve a non-bankruptcy consensual resolution that provides an effective solution to Harrisburg's financial difficulties. MLA will materially be involved in these critical negotiations. If voluntary negotiations fail to achieve the needed concessions, the Receiver will have to consider resort to Chapter 9 to achieve what is necessary to return Harrisburg to a position of financial health, and MLA is guiding the Receiver with respect to such considerations. In representing the Governor-appointed Receiver, MLA is working in close coordination with the Commonwealth's Department of Community and Economic Development and with the Governor's Office of the General Counsel.

As part of the Plan, and central to it, the Receiver is also currently engaging in the sale or other monetization of certain key assets, and MLA has assisted the Receiver in conducting the public process for competitive bidding on the assets which is well under way, and will henceforth be assisting the Receiver in the contract negotiations, documentation and closing of the transactions with the selected bidders as well as with obtaining requisite court approval of the proposed transactions.

Additionally, MLA is representing the Receiver in respect to evaluating potential claims arising out of a prior significant revenue bond financing that have been the subject of considerable national attention. If litigation or efforts to negotiate settlements in advance of such litigation regarding these matters are to be pursued, MLA will represent the Receiver as lead counsel in such matters.

### **b. Suffolk Regional Off-Track Betting Corporation**

MLA is currently acting as counsel to Suffolk Regional OTB Corporation (Suffolk OTB) in its Chapter 9 municipal bankruptcy case. MLA also led extensive pre-bankruptcy restructuring negotiations with the principal creditor constituencies of Suffolk OTB. The decision to file for bankruptcy protection was made when it became clear that Suffolk OTB would be unable to achieve the necessary consensual concessions from its principal creditor constituencies. At the time of its bankruptcy filing, Suffolk OTB faced liabilities exceeding 22 million. These liabilities were comprised primarily of long term debt, OPEB, Leases and Trade Payables.

Although Suffolk OTB has not yet confirmed a plan of adjustment that will set forth its global plan for adjusting its obligations and moving forward as a viable entity, it has negotiated or otherwise obtained a restructuring of various significant components of its debt obligations. In this regard, MLA's work has involved negotiating with myriad creditor constituencies labor unions and other interested parties and restructuring and documenting amendments to dozens of contracts including leases, insurance policies and collective bargaining agreements.

By way of example, on behalf of Suffolk OTB, MLA has negotiated amended terms on two collective bargaining agreements with the Teamsters and UFCW local unions. These re-negotiated agreements have resulted in significant cost savings to Suffolk OTB. In addition, MLA obtained negotiated settlements with retirees on health care benefits. The negotiated settlements have reduced monthly expenditures for retiree health care benefits by approximately 50%, significantly reducing monthly cash expenditures for health care and resulting in a multi-million dollar reduction in OPEB liabilities for the municipality. These

**D. IN DEPTH: ILLUSTRATIVE, COMPARATIVE  
PROJECT EXPERIENCE**

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significant changes have allowed Suffolk OTB to continue to service its approximately twenty thousand customer base.

MLA continues to work on developing a debt adjustment plan for classifying and paying all creditors (including retirees) over time and financing of such debt adjustment plan through cash-flow and external financings. It is anticipated that Suffolk OTB will be prepared to submit its plan of adjustment within the next 3-6 months.

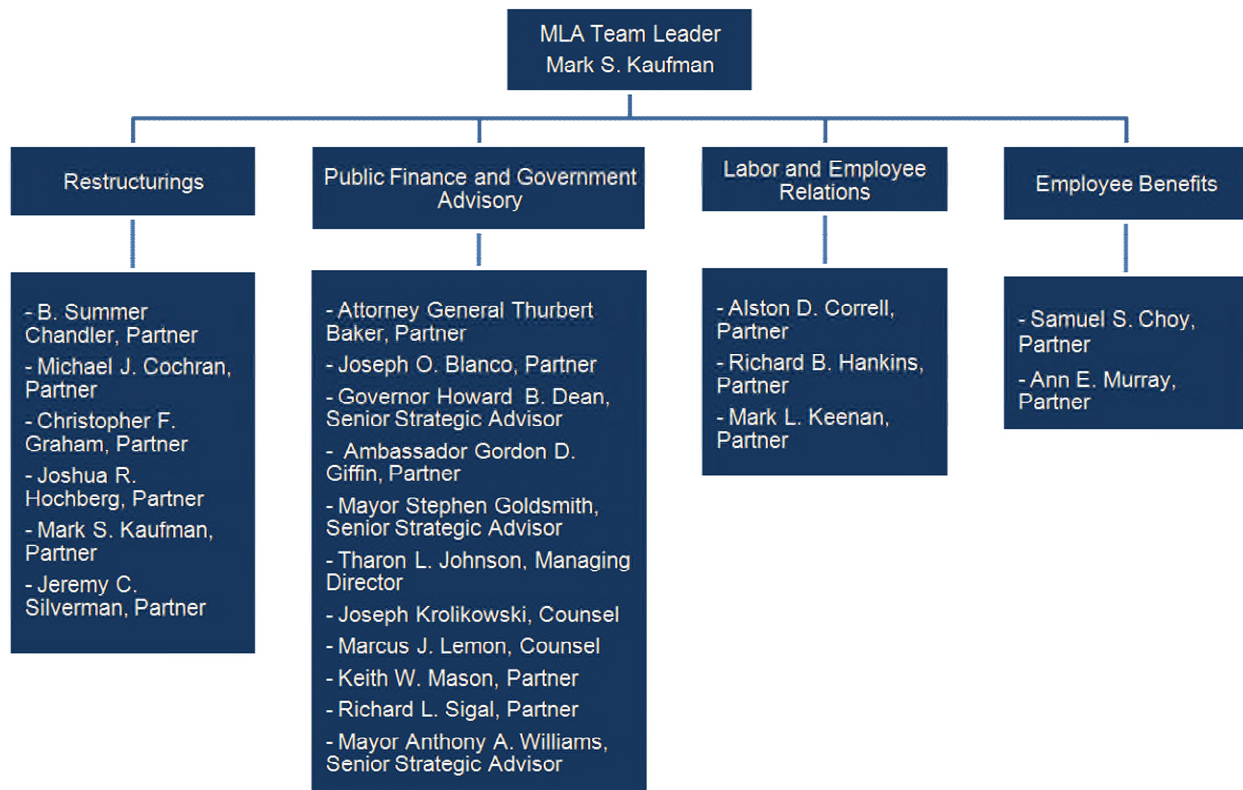


## E. Proposed Staffing

**E. PROPOSED STAFFING**

**1. The MLA Team**

Should you choose MLA to provide legal services, we will employ a “solutions team” composed of a core group of attorneys who possess the greatest relevant depth and breadth of experience. Senior people in each discipline will be involved in aspects related to the scope of services provided by that discipline. Below is a breakout of team members by services they might provide, followed by their biographies in alpha-order by last name. **For expanded biographies, please refer to Exhibit A.**



**Attorney General Thurbert Baker** (Partner) served as the attorney general for the State of Georgia for 13 years under three different governors. From 2006-2007, he was President of the National Association of Attorneys General (NAAG). Attorney General Baker has also been involved with the firm’s representation of the Governor-appointed receiver of Harrisburg, Pennsylvania. Since graduating from The Emory University School of Law, he has been recognized as Georgia Trend Magazine’s “100 Most Influential Georgians” and Black Enterprise Magazine’s “America’s Top Lawyers”.



**Joseph O. Blanco** (Partner) focuses on general corporate counseling and has extensive experience representing special committees of boards of directors and management in conducting governance reviews and investigations. He currently serves as outside counsel to the Audit Committee of the Port Authority of New

## E. PROPOSED STAFFING

York and New Jersey. He also counsels clients in determining best practices for compliance programs and advises on crisis management ethics. Mr. Blanco is a graduate of The Emory University School of Law.



**B. Summer Chandler** (Partner) has extensive experience representing various parties in interest in Chapter 11 reorganization proceedings and Chapter 7 liquidation proceedings, including prosecuting and defending bankruptcy litigation matters. Ms. Chandler has also been involved with the firm's representation of the Governor-appointed receiver of Harrisburg, Pennsylvania, and was part of MLA team that advised the State of Michigan with respect to municipal distress options and insolvency law. Ms. Chandler is a graduate of the University of Michigan Law School.



**Samuel S. Choy** (Partner) counsels employers on virtually every aspect of benefits plans, including design, operation and compliance of qualified and nonqualified retirement plans, employer-sponsored life, health and other welfare benefit plans, severance programs, and equity compensation plans. He also counsels on employee benefits considerations in corporate mergers, acquisitions, and other transactions. Mr. Choy is a graduate of Temple University School of Law.



**Michael J. "Mick" Cochran** (Partner) is highly experienced in the areas of distress transactions, mergers and acquisitions, corporate finance, and private equity. Mr. Cochran's distress practice involves representing troubled companies and their capital providers in complex financial transactions. He also provides corporate advice to boards of directors and financial advisors in non-judicially supervised workouts. Mr. Cochran is a graduate of The University of Chicago School of Law.



**Alston D. Correll** (Partner) represents management in all aspects of labor relations and employment-related disputes. In 2011, Mr. Correll represented The Boeing Company in the landmark case brought by the National Labor Relations Board in which the government sought to force the closure of Boeing's new aircraft assembly plant in South Carolina. Mr. Correll is a graduate of The Emory University School of Law.



**Governor Howard B. Dean** (Senior Strategic Advisor\*) focuses on health care and energy issues, as well as providing expertise derived from his extensive experience in public office. Governor Dean served for 12 years as Vermont's governor, and was known for his fiscal responsibility as well as his efforts in health care reform. Respected for his fiscally moderate policies as Governor, he understands first-hand the severe budget constraints that are challenging state and municipal governments. Governor Dean comes to MLA after serving as Chairman of the Democratic National Committee. He is a graduate of the Albert Einstein College of Medicine, Yeshiva University.

## E. PROPOSED STAFFING



**Ambassador Gordon D. Giffin** (Partner) is the Chair of the Public Policy and International department and focuses on international transactions and trade matters, government procurement, energy regulatory and policy matters, and federal and state regulatory matters and public policy. From August 1997 to April 2001, Ambassador Giffin served as the nineteenth U.S. Ambassador to Canada. As Chief of Mission at the U.S. Embassy in Ottawa, he managed U.S. interests in the world's largest bi-lateral trading relationship in the context of the North American Free Trade Agreement, as well as U.S. collaboration with Canada on global issues in international fora. Ambassador Giffin is a graduate of The Emory University School of Law.



**Mayor Stephen Goldsmith** (Senior Strategic Advisor\*) served two terms as mayor of Indianapolis, where he earned a reputation as one of the country's leaders in public-private partnerships, competition, and privatization. He has also served as the deputy mayor for operations for New York City, where he was responsible for overseeing the New York Police and Fire Departments and the Departments of Transportation and Sanitation, in addition to other key city agencies. Mayor Goldsmith is the Daniel Paul Professor of Government and the Director of the Innovations in American Government Program at Harvard's Kennedy School of Government and has authored numerous books, including: *Governing by Network: the New Shape of the Public Sector* and *The Twenty-First Century City: Resurrecting Urban America*. Mayor Goldsmith is a graduate of the University of Michigan Law School.



**Christopher F. Graham** (Partner) has been practicing bankruptcy and insolvency-related law since 1982. Mr. Graham is currently advising a municipal bankruptcy debtor, Suffolk Regional OTB Corporation, a New York Public Benefit Corporation, in its Chapter 9 case no 11-42250-CEC pending in the United State Bankruptcy Court for The Eastern District of New York in Brooklyn, New York. He is a graduate of the University of Pennsylvania Law School.



**Richard B. Hankins** (Partner) advises U.S. corporations with regard to a wide variety of complex labor relations matters, such as large-scale union organizing and decertification campaigns, strikes and secondary boycotts, union jurisdictional disputes, and successor employer claims. He works closely with management on labor relations strategies related to new facilities, plant closings and consolidations, as well as during acquisitions and divestitures. Mr. Hankins is a graduate of the University of Mississippi School of Law.



**Joshua R. Hochberg** (Partner) focuses on internal investigations and compliance. He has conducted significant investigations as a Court appointed Bankruptcy Examiner. In addition, he has a proven track record of successfully defending CEOs and public officials in connection with accounting and corruption investigations. Prior to joining MLA, Mr. Hochberg spent seven years as Chief of the Fraud Section in the Criminal Division of the DOJ, where he earned the highest award for litigation, the "Attorney General's John Marshall Award." Mr. Hochberg is a graduate of New York University School of Law.

**E. PROPOSED STAFFING**



**Tharon L. Johnson** (Managing Director\*) has served at senior levels of federal, state, and local campaigns and governments, advising members of Congress, leaders in state government, the mayor of one of the largest cities in the nation, and a presidential campaign. Mr. Johnson has broad public sector experience, including serving as Senior Advisor to Atlanta Mayor Kasim Reed in his administration. He went on to serve as Deputy Chief of Staff for Congressman Barrow and as District Director for Congressman Lewis.



**Mark S. Kaufman** (Partner) is co-chair of MLA's Municipal Reform and Innovation group and advises financially distressed municipalities, special purpose districts and related government entities, including consideration of filing for Chapter 9 bankruptcy. Before concentrating his practice on municipal distress, Mr. Kaufman, a trained litigator, devoted most of his career to out of court business restructurings and to Chapter 11 proceedings. A graduate of the Harvard Law School, he is currently serving as counsel to the Governor-appointed receiver of Harrisburg, Pennsylvania.



**Mark L. Keenan** (Partner) represents management in labor and employment matters such as labor relations, collective bargaining, response to union organizing, labor arbitration, and unfair labor practice investigations and litigation. He has successfully represented clients in federal and state court litigation regarding alleged liability arising under Equal Employment Opportunity laws, ERISA, the Family Medical Leave Act, Fair Labor Standards Act and other federal and state employment statutes. Mr. Keenan is a graduate of the University of Illinois College of Law.



**Joseph Krolkowski** (Of Counsel) focuses on project finance and has advised state governments, on revisions to laws governing local government investments. Mr. Krolkowski's experience with municipal distress includes work with governmental entities and 501(c)(3) entities, and he is part of the MLA team currently serving as counsel to the Governor-appointed receiver of Harrisburg, Pennsylvania. Mr. Krolkowski is a graduate of the Harvard Law School.



**Marcus J. Lemon** (Counsel) was appointed by President George W. Bush to be Chief Counsel to the Federal Highway Administration, where he served as the agency's lead legal advisor on public-private partnerships (P3s) and project finance. A graduate of Dickinson School of Law of the Pennsylvania State University, he is part of the MLA team currently serving as counsel to the Governor-appointed receiver of Harrisburg, Pennsylvania.



**Keith W. Mason** (Partner) is a co-chair of the MLA Municipal Reform and Innovation practice. Mr. Mason has a deep understanding of how the worlds of business, government and public opinion intersect. In government and politics, he has served as Deputy Assistant and Deputy Director for Intergovernmental Affairs in The White House, making him President Bill Clinton's principal liaison with the nation's governors. A graduate of the University of Georgia School of Law, Mr. Mason also served as Chief of Staff to the Governor of Georgia.



## E. PROPOSED STAFFING



**Ann E. Murray** (Partner) focuses her practice on helping companies attract and retain their workforces by offering attractive benefits programs and rewards. She regularly assists clients with matters relating to their qualified retirement plans; health, life, disability and other welfare benefits; stock options and similar equity programs; and executive compensation. Ms. Murray is a graduate of the University of San Diego School of Law.



**Richard "Dick" L. Sigal** (Partner) has extensive experience in areas of distressed state, local and programmatic restructuring, housing finance, public finance, public-private partnerships, securitization, special fund financings, transportation and validation. He represented the New York State Local Government Assistance Corporation financings which permanently funded the \$5 billion Spring Borrowing requirements of the State of New York and multi-billion dollar tax-exempt refundings for the Municipal Assistance Corporation for the City of New York. Mr. Sigal is a graduate of the University of Chicago Law School.



**Jeremy C. Silverman** (Partner) has extensive M&A experience, especially in connection with the acquisition or sale of assets. He also has deep non-M&A transactional experience, including assisting clients to structure and effectuate joint venture, strategic alliance and other complex commercial relationships. Mr. Silverman is a graduate of the University of Michigan Law School.



**Mayor Anthony A. Williams** (Senior Strategic Advisor\*) served as the fifth mayor of Washington, DC from 1999 to 2007. During his two terms, he was widely credited with leading the District's financial comeback and improving the performance of its government agencies, and was recognized as Governing Magazine's Public Official of the Year in 1997. Prior to his election, he was the independent chief financial officer of the District, working with and on behalf of local officials, the DC Financial Control Board, and the U.S. Congress. Recently, he was a keynote speaker at the Detroit Regional Chamber's Detroit Business Conference in Detroit, Michigan. Mayor Williams is a graduate of Harvard Law School.

\* Non-attorney professional

### 2. MLA Connection to the Michigan and Detroit Communities

MLA team members have several connections to the Michigan and Detroit communities:

Summer Chandler is a graduate of University of Michigan Law School, where she studied bankruptcy under Judge Steven W. Rhodes. Judge Rhodes is currently a judge and formerly the Chief Bankruptcy Judge for the U.S. Bankruptcy Court for the Eastern District of Michigan.

Mayor Stephen Goldsmith is a graduate of University of Michigan Law School.

Jeremy Silverman is a graduate of University of Michigan Law School, and a native of Flint, Michigan.

Mayor Anthony A. Williams was a keynote speaker at the Detroit Regional Chamber's Detroit Business Conference in Detroit, Michigan.

## F. Conflicts



## F. CONFLICTS

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### 1. No Conflicts with Existing Clients

Compliant with the Rules of Professional Conduct applicable to attorneys, MLA states that, to the best of its knowledge, no conflicts will be presented in providing legal restructuring services to Detroit based on the current representation of MLA's existing clients.

In responding to the conflicts inquiry set forth in the solicitation, MLA advises you at the outset that it has a New Matter Intake and Conflicts Department, headed by a partner, and that said Department searches the firm's database for any conflicts of interest between the prospective client and parties currently represented by the firm in either related or unrelated matters. If such conflicts are identified, under the Rules of Professional Conduct, the firm discloses such conflicts of interest, subject to the rules on confidentiality, to prospective clients; and if conflicts are identified, and if circumstances were to so warrant, seek the written consent of parties to waive any such conflicts, understanding that neither existing clients or a prospective client are obligated to grant such a waiver.

Consistent with the Firm's adopted conflicts policies, we inform Detroit that we have had our New Matter Intake and Conflicts Department search the Firm's database; and based upon that search we can confirm that there would be no conflict of interest were we to be engaged to represent the City in a matter adverse to any of following parties: (1) the 49 unions who we understand to be the unions with which Detroit has contracted; (2) the bond insurers who we understand to be insuring Detroit's bond debt or POCs; and (3) the parties we understand to be the counterparties to the City's outstanding pension obligation swap agreements. Likewise, we do not represent any group of retired Detroit public employees, and no conflict will be presented in being adverse to any such retiree group. If a conflict with respect to another entity or person, not heretofore identified, were to arise or later be discovered, we would, of course, either obtain the necessary waivers or assist the City with obtaining special counsel to handle the isolated matter for which we were to be conflicted.

### 2. Issues Conflicts

Apart from the technical conflict issues hereinabove addressed, MLA wishes to additionally comment on what the legal community has come to call "issues conflicts". Aside from whether a firm is technically adverse to a prospective client is whether in existing matters the Firm has taken or may take positions on unsettled legal principles that may be adverse to the prospective client. Indeed, to heighten the importance of this issue, under our Rules of Professional Conduct, an attorney who advocates a legal theory with respect to an undecided issue of law could very well be prohibited from later arguing a contrary position on that same question of law. Problems arise when an attorney argues inconsistent positions on behalf of two different clients. The attorney's credibility, and therefore the attorney's ability to represent the two clients effectively, is undermined. Moreover, a successful outcome for one client on a given issue could prejudice the attorney's other client.

The "issues conflict" concern is critically significant in the municipal distress environment at this stage of the law's development. Today, municipalities facing financial distress and the likely need to engage in a restructuring of their obligations, must confront the fact that many, if not most, of the vital legal issues that will control the outcome of their restructuring if they were to be

## F. CONFLICTS

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fully litigated have yet to be resolved by the judiciary. Indeed, as to many important issues, no judicial precedents, even from lower courts, exist.

For this reason, MLA made an important decision two years ago when it determined to devote significant Firm resources to tackling the then emerging and undecided legal issues confronting financially challenged municipalities. In that regard, MLA made the commitment to exclusively represent the rights and interests of distressed municipalities, as opposed to the interests of various constituencies that might be adverse to municipalities in distress---such as bond insurers, retirees or unions---on any matters of debt or contractual restructurings. Simply stated, MLA stands as an advocate to protect solely the rights and remedies of municipalities experiencing financial strains, and does not represent parties in a municipal distress context where an engagement might require it to take contrary positions. By staying with a consistent client orientation, our municipal restructuring team members are not constrained in their ability to provide thought leadership in municipal restructuring matters. They regularly write and participate in industry conferences and panels addressing key unsettled and evolving municipal distress issues, and in doing so help to formulate sound legal principles that are beneficial to maximizing the rights and remedies available to distressed municipalities.

G. Proposed Fee

**G. PROPOSED FEE**

**1. Maximum Aggregate Amount to Be Billed**

MLA principally charges on an hourly basis for its legal services. For this engagement, we propose to charge individual timekeeper hourly rates, reduced to 90% of our then standard billing rate for each timekeeper. The amount of fees and expenses we will charge for this engagement will not exceed \$825,000.00 in the aggregate. We arrive at this aggregate capped amount based on our willingness to not bill for legal services in an amount greater than \$750,000.00 and our anticipated approximate expenses in the amount of \$75,000.00. To the extent we incur fees and expenses in the aggregate that are above the stated \$825,000.00 capped amount, we will of course absorb the cost of such fees and expenses. Alternatively, should our fees (billed at the 90% rate) and expenses actually incurred for work on the engagement amount in the aggregate to less than the stated capped amount of \$825,000.00, we will only invoice the City for the fees and expenses actually incurred.

The stated maximum aggregate amount we will bill for this engagement pertains only to such fees and expenses as are incurred in connection with our undertaking the work more fully described in the Estimated Time Table for Completion of Work section of this submission. To the extent we are asked to engage in work that is beyond the scope of work described therein, we will separately address with the City an appropriate fee structure for that work. Such as, by way of illustration, were circumstances to develop that warrant or necessitate our engaging in litigation on behalf of the City, either affirmatively or defensively, in order to protect the interests of the City, such work would be beyond the scope of work anticipated by this engagement and we would negotiate a separate fee arrangement with the City for our undertaking of those services.

**2. Maximum Hourly Billable Rates**

Set forth below is a fee schedule which identifies the maximum hourly billable rate MLA will charge the City for the performance of services by each given category of timekeeper.

<b>TIMEKEEPER CLASSIFICATION</b>	<b>MAXIMUM HOURLY BILLABLE RATE*</b>
Senior Partner and other Senior Attorneys	\$720.00**
Non-attorney Professionals	\$630.00
Junior Partner	\$450.00
Senior Associate	\$395.00
Associate	\$337.50
Paralegal/Law Clerk	\$252.00

\*Listed hourly rates reflect a minimum of a 10% discount off our standard hourly rates.

\*\* It is anticipated that the vast majority of the work performed by partners working on this engagement will be performed at a discounted billable rate that would not exceed \$650.00 per hour.

**3. Expenses**

MLA will request reimbursement for reasonable out-of-pocket expenses directly incurred for relevant office expenses (including duplication, postage and delivery services), and other

**G. PROPOSED FEE**

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expenditures deemed reasonable and necessary by the client. With respect to costs associated with travel, MLA professionals will travel coach. Time spent traveling will only be billed to the client to the extent we are otherwise also working on this engagement.

## H. Estimated Time Table for Completion of Work

## H. ESTIMATED TIME TABLE FOR COMPLETION OF WORK

In keeping with the directive contained in the solicitation, MLA intends, in consultation with both the Program Management Director, the Chief Financial Officer, and State representatives, as well as the other engaged professionals who have acquired significant knowledge since their retention, to comply with the requirement that it develop a detailed project plan for its legal due diligence and for the formulation of legal and related strategies for restructuring Detroit's financial obligations, no later than March 31, 2013.

While the first phase of MLA's work on the two phase project--due diligence--will unquestionably be informed by some of the preliminarily identified strategic and legal restructuring issues, such that the two phases are not entirely discrete, MLA would likely intend to spend the first two to two and one half months working intensely to complete a comprehensive picture of the Detroit's financial liabilities and revenue sources, as well as the key legal provisions of agreements that impact the rights, duties and remedies available to the City relative to the claims of various stakeholders including bargaining units, bond or POC holders, vendor contract counterparties, swap counterparties, and retirees. MLA will conduct that due diligence in active coordination with the Program Management Director and with the CFO and State representatives as it may be directed to do from time to time; and, of course, in undertaking its due diligence, MLA will be cognizant of, and lever, the work completed or in process by other professionals or by City officials or employees.

In undertaking this aspect of the engagement, MLA would expect to assign designated responsibility for the due diligence to specifically qualified professionals with the firm, such that, for example, it will assign municipal finance and related tax professionals to a review of the bond, swap and POC documents, and labor and retiree benefit professionals to a review of the health care, pension and labor contract documents and agreements. Leadership and supervision of those due diligence activities will be overseen and coordinated by individuals drawn from the broader list of our identified partner or managing director professionals who may from time to time during the engagement be asked to work on this engagement. These professionals are likely to have ongoing responsibility for aspects of the engagement beyond the due diligence and legal strategy phases in order to best assure efficiencies.

Moreover, a senior restructuring lawyer that is actively engaged in the municipal distress space will participate in overseeing these due diligence projects to assure that anticipated legal issues that might well impact the City's rights as relates to competing positions likely to be advanced by competing constituencies are being carefully addressed. We understand that a senior working group of professionals frequently meets on Friday to update one another and to develop strategies; and the senior restructuring lawyer at MLA will participate in those meetings during the two phases contemplated under the initial project.

Wherever possible, MLA will endeavor to have due diligence work performed by more junior lawyers under the supervision of those more experienced in a specific practice area. Such personnel assignments will generally be cleared with the Program Management Director.

Regarding the second phase where legal strategies for negotiating with other stakeholders will be developed and a final set of recommendations made for the City's restructuring in concert with the CFO, Program Management Director, the State and the other engaged professionals, MLA estimates it will devote one and one half to two months to such activities. As noted above, some strategic work will occur during the due diligence phase; so the second phase can



## H. ESTIMATED TIME TABLE FOR COMPLETION OF WORK

perhaps move more quickly than the due diligence itself. The same ground rules for coordinating our work will equally apply in the second phase. We would, however, expect to involve more senior professionals, including those who are more centrally devoted to government affairs work, as the second phase will not only consider legal and financial strategies, but necessarily involve considerations of how the negotiation process should best proceed giving appropriate weight to the additional fact that the process will necessarily take place to some extent in a public setting and involve appropriate messaging to a variety of important Detroit constituencies---including elected officials, as well as business, civic and community leadership.

If MLA is successful in keeping to its projected timetable, we would hope to complete the two phases roughly within 45-60 days before the September 30 completion date. By imposing our own internal milestones to complete the two phases in four or so months, we would hope to discipline ourselves such that if unanticipated circumstances were to impose some delays, we could still meet the September 30th completion date. Moreover, we would hope to use the final two months to discuss our conclusions and refine the implementation approach based on extensive discussions with the CFO, the Program Management Director, State leadership, and, of course, our other engaged professional colleagues.

I. Services/Experience - Restructurings

## I. SERVICES/EXPERIENCE - RESTRUCTURING

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The MLA restructuring and bankruptcy professionals focus their practices on the many issues arising out of municipal and corporate insolvencies. With more than 50 members, our restructuring team is regularly retained to represent debtors, municipalities, receivers, trustees, examiners, secured creditors, buyers of assets, and other interested parties in large and complex bankruptcy cases throughout the United States and in complex out-of-court workouts and restructurings. Whether accomplished outside of bankruptcy or through the bankruptcy process, addressing issues of fiscal distress can be complicated and usually involve numerous stakeholders and competing interests. Our lawyers have successfully negotiated and implemented plans of reorganization, debtor in possession financings, and sales of assets, and settlements among various constituencies. We also have substantial experience in the prosecution and defense of bankruptcy litigation in all manner of contested matters and adversary proceedings. In addition, our team has represented various interested parties in numerous complex out-of-court restructurings, involving multiple constituencies.

Members of the team are also regularly retained to represent court-appointed fiduciaries. These representations often require our team to assist examiners and receivers in identifying and untangling complex fraudulent schemes, tracing assets domestically and internationally.

Additionally, our group works closely with MLA's corporate and mergers and acquisitions attorneys in the protective structuring for our clients of the purchase or sale of and the acquisition financing for troubled or high risk businesses. Such transactions are frequently accomplished through the bankruptcy context under Code § 363, but we have also often advised on similar enhanced risk transactions in the non-Chapter 11 context.

Set forth below are illustrative examples of some of our experience.

### 1. Out of Court Restructurings

- MLA is counsel for the Governor-appointed, court-approved Receiver for the City of Harrisburg. Under the Pennsylvania statute, the Receiver is given broad authority over the municipality's finances. MLA has already assisted the Receiver in winning the preliminary approval of his plan from a commonwealth court charged with determining its bona fides, including the prudence of various budgetary adjustments. MLA is assisting the Receiver in implementing the various aspects of that plan, engaging in negotiations the monoline bond insurers on significant GO and revenue bond indebtedness, with AFSME and fire and police unions regarding liabilities under collective bargaining agreements and in reshaping retiree benefits. The success of the engagement and the prospects for achieving an out-of-court resolution also requires building a cooperative working relationship between the Receiver and Harrisburg's Mayor and Members of the City Council.

As part of the Plan, and central to it, the Receiver is also currently engaging in the sale or other monetization of certain key assets, and MLA has assisted the Receiver in conducting the public process for competitive bidding on the assets which is well under way, and will henceforth be assisting the Receiver in the contract negotiations, documentation and closing of the transactions with the selected bidders as well as with obtaining requisite court approval of the proposed transactions. A key aspect of the representation of any municipality, including Harrisburg, is to establish a process for the sale of municipal assets that provides for the appropriate level of transparency while preserving the confidentiality of the process and ensuring a level playing field for all constituencies. Oftentimes, there is a

## I. SERVICES/EXPERIENCE - RESTRUCTURING

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dearth of existing law to regulate the sale or lease process so best practices must be employed to ensure a successful outcome, which is heavily dependent upon process.

- MLA was special counsel and bond counsel to the Georgia Environmental Finance Authority (GEFA) in realizing approximately \$288 million from a creative financing transaction to help balance the State of Georgia's fiscal year 2011 budget. Our work included drafting and negotiating enabling legislation that created a special purpose financing entity. The transaction was accomplished through two bond issues: one to finance the purchase of two loans made by GEFA to the Cobb County-Marietta Water Authority and one to finance the purchase of 219 separate loans made by GEFA to 119 local governmental entities consisting of cities, counties, consolidated governments, and local authorities.
- Prior to joining MLA, Dick Sigal counseled the Municipal Assistance Corporation for the City of New York (MAC) in numerous legal matters with regard to New York City's financial distress. Between 1975 and 1999 MAC issued in excess of \$10 billion—in essence saving the City of New York from catastrophic economic failure. Throughout the crisis in New York City, Mr. Sigal worked with his partners at the direction first of the Governor and then of the chair and board members of MAC. His primary focus on the creation of MAC included researching a constitutional financial structure that would secure the bond issue and stand up under a litigation challenge. He drafted the legislation authorizing bonds to finance the multibillion accumulated deficit secured by special New York State sales tax levied only in the city and included critical contractual covenants of the state to maintain such tax so long as the bonds remained outstanding. As part of that work, he prepared and rendered the bond counsel opinions respecting the validity of that statute and those bonds and the enforceability of such covenants notwithstanding pending litigation. In addition, he advised on the successful litigation which ended with the New York court of appeals affirming such validity in all respects. During the marketing effort of the initial billion dollar bond issue, Mr. Sigal was integrally involved in building consensus in support of the proposed financing structure and related facets of the restructuring. As part of this effort, he spent considerable time with union officials and their financial advisors expressing the legal basis for, and the practical necessity of, the pension funds investing a significant amount in the issued bonds. He successfully conveyed that the investment would be prudent because it would protect the integrity of the pension funds by signaling union support of the bond issue, thereby comforting other bond purchasers that the city would not be filing for bankruptcy because of union pressure.
- Before his service as mayor, Anthony A. Williams served as the Chief Financial Officer (CFO) of the District of Columbia (DC), the 25th largest U.S. city, where he had direct control over day-to-day financial operations of each city agency, and independence from the mayor's office. Mayor Williams made tough decisions that trimmed waste and increased efficiency, such as instituting multi-year financial planning; restoring, streamlining and expanding tax collections and revenues; participating in and executing major labor agreements to right-size DC agency budgets; and installing systemic management controls to ensure regular clean audits and a major reduction in financial deficiencies. Mayor Williams is credited with restoring fiscal accountability for DC agencies, balancing the city's budget, and putting DC on a track for the return to self government two years earlier than projected, all while delivering a surplus of \$185 million by its third control year.

## I. SERVICES/EXPERIENCE - RESTRUCTURING

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- Mayor Stephen Goldsmith served as the Mayor of Indianapolis, Indiana, which is the 12th largest city in the United States. When he began his first term, he was facing several debilitating financial issues, including: \$50 million in unfunded police and fire pension liabilities; \$1.1 billion in unfunded infrastructure and deferred maintenance; and, the rapid departure of employment opportunities to suburbs and other areas. Mayor Goldsmith embarked upon a multi-pronged reform strategy to provide high-quality, cost-effective services and implement innovative solutions, such as competition-based procurements, activity-based costing, and shared services models. He has widely been credited with doing this without losing union jobs, while reducing property taxes and increasing the city budget surplus.

### 2. Debtor Representations

The following is a list of representative engagements in which members of the team have represented Debtors:

- Serve as counsel for a Chapter 9 debtor offering wagering on thoroughbred and harness horse races processing annual wagers of nearly \$140 million via its 10 branches, 18 remote betting locations, and telephone account wagering operation. MLA assisted the client in negotiating modifications to existing obligations and obtained court approved reductions in retiree health benefits, reducing the client's monthly expenses significantly and resulting in a multimillion dollar reduction in the municipality's balance sheet OPEB liability. MLA has assisted in negotiations regarding structuring financing of retirement contributions to reflect the cyclical cash-flow of the client. In addition, MLA has also been involved in successful lobbying to obtain favorable changes to state laws on the municipality's behalf. (In re: Suffolk Regional Off-Track Betting Corporation; United States Bankruptcy Court for the Eastern District of New York).
- Represented an electric utility generation and transmission cooperative in restructuring of more than \$1 billion of secured debt and \$150 million of unsecured debt. (In re: Big Rivers Electric Corp.; United States Bankruptcy Court for the Western District of Kentucky).
- Represented Chapter 11 debtor engaged in operation and development of eight high end country clubs located in South and North Carolina. Resulted in confirmation of a plan of reorganization. (In re: The Cliffs Club & Hospitality Group, Inc.; United States Bankruptcy Court, District of South Carolina).
- Represented the Chapter 11 debtor engaged in the production and sale of ethanol and related products with annual sales of \$300 million and secured debt in excess of \$100 million. Resulted in confirmation of a plan of reorganization. (In re: Southwest Georgia Ethanol, LLC; United States Bankruptcy Court for the Middle District of Georgia).
- Served as counsel for manufacturer of women's sportswear with annual sales of \$50 million in which a plan of liquidation was confirmed with 100% acceptance of creditors and under which unsecured creditors received more than a 50% distribution on their claims. (In re: Orbit Industries, Inc.; United States Bankruptcy Court for the Southern District of New York).

## I. SERVICES/EXPERIENCE - RESTRUCTURING

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- Represented one of the nation's largest and most prestigious horse farms in Lexington, Kentucky, whose debts exceeded \$125 million and formulated approaches to maximize recoveries for creditors from asset dispositions. (In re: Calumet Farms; United States Bankruptcy Court for the District of Kentucky).
- MLA represented Apex Oil Company (Apex) and Apex's 53 affiliates, direct and indirect subsidiaries, who filed for protection under Chapter 11 of the United States Bankruptcy Code in St. Louis, Missouri. Total assets at filing exceeded \$2 billion and claims during the case exceeded 7 billion. MLA drafted the original and amended Consolidated Plan of Reorganization. Following obtaining confirmation of the Plan, MLA undertook the task of reviewing, categorizing, litigating and resolving more approximately 14,000 Claims. MLA successfully reduced the amount of creditors' asserted claims from \$7 billion to \$177 million.
- MLA represented Maxitile, Inc., who filed for protection under Chapter 11 of the United States Bankruptcy Code in the Central District of California. Maxitile was owned by a Mexican corporation, whose assets exceeded \$450 million; potential claims exceeded \$250 million. MLA was lead counsel and negotiated with counsel for the Creditors Committee a complex Plan Of Reorganization (Plan), pursuant to which pending and threatened litigation in more than 20 states was consolidated, requiring all Plaintiffs with claims for defective products and personal injuries to utilize a "Claims Administration Procedure" (and, if unsuccessful, arbitration), eliminating all federal and state court litigation.

### 3. Trustee, Examiner, and Receiver Representations

The following is a list of representative engagements in which members of the team have represented court-appointed fiduciaries:

- Represented Examiner in investigating multi-billion dollar settlement in the largest bank failure in U.S. history. (In re: Washington Mutual, Inc.; United States Bankruptcy Court for the District of Delaware).
- Represented Examiner in \$2 billion failed IPO of commodities broker. The Examiner's report detailed fraudulent conduct and served as the basis for civil and criminal claims. (In re: Refco et al.; United States Bankruptcy Court, Southern District of New York).
- Representing Receiver appointed in SEC action against fraudulent investment scheme and in related state criminal action. Assisted Receiver in liquidating over \$23 million in diverse receivership assets, including ownership interests in fast food restaurants, a multi-million dollar hotel and conference center, residential and commercial real properties and undeveloped land, as well as investment interests in varied business enterprises. (SEC v. D.W. Heath & Associates, Inc., et al.; United States District Court for the Central District of California).

### 4. Secured Creditor Representations

The following is a list of representative engagements in which members of the team have represented secured creditors:

- Represented the Canadian Government as secured creditor to General Motors (GM). The court-supervised sale of a majority interest in GM to the U.S. Department of Treasury, in which the Canadian government (along with the government of Ontario) provided a \$9.5 billion loan to the new General Motors. A significant part of the representation involved the reduction of considerable legacy employee benefits costs and successful establishment of a new VEBA for retiree benefits. MLA was also involved in the analysis of pension obligations and retirement plans and assisted in making decisions on which plans to maintain. MLA worked directly with attorneys for the U.S. Department of Treasury to identify significant benefit costs and risks, recommend reductions, resolve related issues and provide comments on deal terms. (In re: General Motors Corp; United States Bankruptcy Court for the Southern District of New York).
- Represented the Canadian Government as secured creditor to Chrysler. The engagement involved the court-supervised sale of Chrysler that resulted in an alliance with Italian car maker Fiat. As part of the transaction, the Canadian government (along with the government of Ontario) provided a \$3.775 billion loan. MLA was heavily involved in the successful creation of VEBA trusts for retiree health benefits which greatly reduced the costs of the car maker's operations going forward and was also involved in the analysis of pension obligations and retirement plans and determining which plans to maintain. (In re: Chrysler; United States Bankruptcy Court for the Southern District of New York).
- Represented Lehman Brothers Holdings, Inc. in pursuing and protecting its interests as secured creditor in highly contentious proceedings (both domestic and international) that included, *inter alia*, (i) successfully obtaining the appointment of a Chapter 11 Trustee in the pending bankruptcy case; and (ii) in response to the principal's dilution of the secured creditors collateral and related actions, successfully obtaining findings of contempt against the principal and the imposition of coercive contempt sanctions, including, among other things, the imposition of daily fines and the imprisonment of the principal. (In re: Central European Industrial European Development Company, LLC d/b/a CEIDCO, et al.; United Bankruptcy Court for the Northern District of California).
- Counsel to trustee holding over \$4 billion in secured debt secured by over 650 hotels owned by nationwide hotel chain. (In re: Extended Stay, Inc.; United States Bankruptcy Court for the Southern District of New York).



## I. SERVICES/EXPERIENCE - RESTRUCTURING

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### 5. Awards and Accolades

Members of the restructuring team are Fellows of the American College of Bankruptcy, hold leadership positions in bankruptcy and insolvency-related bar and other organizations, regularly speak and write about issues arising in and outside of the Bankruptcy Courts, and are well known to and highly regarded by their colleagues. Some of the awards and accolades bestowed on members of our team of listed below.

#### Practice-Wide

- Chambers and Partners Ranking: Bankruptcy/Restructuring – Georgia

#### B. Summer Chandler

- American Bankruptcy Institute (ABI): Appointed Bankruptcy Litigation Committee Membership Relations Director by ABI leadership
- Atlanta Bar Association, Bankruptcy Section: Elected by her peers as a member of the Bankruptcy Section Board of Directors
- International Women's Insolvency & Restructuring Confederation (IWIRC): Elected to the Board of Directors by the international membership and appointed North American Networks Director by IWIRC leadership
- IWIRC – The Georgia Network: Elected co-chair by members of the Network

#### Michael J. Cochran

- Georgia Super Lawyer in the 2010, 2011 and 2012
- Best Lawyers in America

#### Mayor Stephen Goldsmith

- The Federal 100 (Technology Leadership) Award, 2009
- Fellow, National Academy of Public Administration, 2006
- Voices for National Service, Outstanding National Service Advocacy Award, 2006
- National Academy of Public Administration, Louis Brownlow Book Award for Governing By Network, 2005
- Price Waterhouse Coopers, Outsourcing World Achievement Award, 2001
- The Nonprofit Times Power and Influence Top 50, 2001
- Governing Magazine, Public Official of the Year, 1995
- National Council for Public-Private Partnerships, Distinguished Leadership Award, 1993
- Council for Urban Economic Development, President's Award, 1995
- Citizens Against Government Waste, Taxpayers' Hero Award, 1992

#### Christopher F. Graham

- Avenue Magazine's New York City's Legal Elite, 2010

#### Joshua R. Hochberg

- DOJ's highest award for litigation, the "Attorney General's John Marshall Award."
- Criminal Division's highest award, the "Henry E. Petersen Memorial Award."



## I. SERVICES/EXPERIENCE - RESTRUCTURING

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Mark S. Kaufman

- Chambers and Partners Ranking: Bankruptcy/Restructuring – Georgia
- Best Lawyers in America, 2006-2013
- International Who's Who of Insolvency and Restructuring Lawyers, 2012
- Who's Who in America, 2008 - 2013
- Who's Who in the World, 2011 - 2013
- Atlanta Magazine's Georgia Super Lawyer, 2003-2011
- Georgia Trend magazine's Legal Elite, 2003-2013

Richard L. Sigal

- Appointed as a Trustee to the Citizens Budget Commission, a nonpartisan, nonprofit civic organization whose mission is to achieve constructive change in the finances and services of New York City and New York State government
- 2013 Best Lawyers in America

Jeremy C. Silverman

- The Legal 500 Recommended
- Atlanta Magazine's Georgia Super Lawyer
- Georgia Trend Magazine's Georgia's Legal Elite

Mayor Anthony A. Williams

- Governing Magazine's Public Official of the Year, 1997
- Elected president of the National League of Cities in December 2004
- Elected Vice Chair of the Metropolitan Washington Council of Governments (COG), in January 2005
- Fellow of the National Academy of Public Administration
- Served as a member of the Debt Reduction Task Force at the Bipartisan Policy Center
- Urban Innovator Award, Manhattan Institute, 2003

J. Services/Experience - Public Finance and  
Government Advisory

## J. SERVICES/EXPERIENCE - PUBLIC FINANCE AND GOVERNMENT ADVISORY

Our multidisciplinary team of attorneys managing directors and strategic advisors offer an extensive blend of legal, political and financial experience. They are renowned practice leaders in areas of local government advisory, including:

- Public Finance
- Infrastructure P3s/Asset Sales and Government Advisory
- State and Local Government Contracts

Our bipartisan firm is composed of professionals who have held public office at all levels and roles, such as: mayors, governor, state attorney general, board members and directors of municipal special purpose entities, chiefs of staff and legal advisors to mayors and governors, Chief Counsel to the Federal Highway Administration, ambassadors, and members of the U.S. Congress and state legislatures.

### 1. Public Finance

MLA's Public Finance practice serves local, state, regional, and national clients in all areas of public finance. Members of the team collectively have more than 100 years of experience with public finance transactions, having participated in hundreds of public finance transactions in virtually every state in the country that total more than \$84 billion in aggregate principal amount. These transactions enabled state and local governments, U.S. territories, and Indian tribes to finance, among other things, airports, water, sewer, gas, and electric utilities, roads, tollways, mass transit facilities, health care facilities, solid waste facilities, pollution control facilities, public and private primary and secondary educational facilities, higher educational and research facilities, student housing, elderly housing, multi-family housing, single family housing, hotels, conference centers, convention facilities, public buildings and infrastructure, park and recreational facilities, economic development projects, and downtown redevelopment projects.

Lawyers in MLA's Public Finance practice serve as Bond Counsel, Special Tax Counsel, and Disclosure Counsel for states, cities, counties, school districts, public authorities, and other governmental entities, and as counsel to underwriters and institutional investors involved in these financings. Lawyers in MLA's Public Finance practice have participated in a wide variety of governmental financings done on a tax-exempt and taxable basis, including those involving:

- various types of tax-supported and revenue obligations of governmental entities;
- short-term cash flow borrowings and structural deficit financings by governmental entities;
- lease and installment purchase financings by governmental entities;
- various types of floating rate obligations of governmental entities;
- commercial paper and bond anticipation notes that serve as interim financing for governmental entities;
- tax-exempt derivative products, including interest rate swaps, caps, and collars, grantor trusts, investment partnerships, principal and interest strips, detachable call options, and inverse floating rate obligations;
- pooled financings for governmental entities;
- tender offers for governmental obligations;

## J. SERVICES/EXPERIENCE - PUBLIC FINANCE AND GOVERNMENT ADVISORY

- various types of credit enhancements and liquidity products, such as bank letters of credit and standby bond purchase agreements, insurance provided by monoline insurance companies, guarantees provided by property and casualty and life insurance companies, and insurance provided by federal agencies;
- various types of investment agreements for moneys associated with governmental obligations;
- conduit financings for non-governmental entities involved in the transportation, industrial, commercial, health care, housing, solid waste, utility, and educational sectors;
- land-based financings by governmental entities, including tax increment financings, special district financings, and financings secured by payments in lieu of taxes (or PILOTs);
- federal, state, and local incentives and subsidies for projects, including ad valorem tax abatement, new markets tax credits, grants, principal forgiveness, and credit support; and
- governmental obligations issued as tax credit bonds.

### 2. Infrastructure P3s/Asset Sales and Government Advisory

MLA has been instrumental in pioneering some of the most innovative and transformational reform and restructuring efforts pursued by federal, state and local governments. Our firm has extensive public and private sector experience, gained in over 110 government restructuring, reform and P3 efforts. We understand the daunting challenges faced by governments and utilize a wide range of legal, political, financial and business planning strategies to address our clients' needs. Our mission is to assess innovative environments where our clients and government can develop efficient models for optimizing public service delivery. Identifying strategic opportunities that are appropriate for P3 models, we provide procurement strategy, legal and legislative support and political insight to our clients to further position them as leaders in this space. In addition, throughout the P3 lifecycle, we guide our clients by:

#### Pre-Procurement

- Assessing existing (or pending) legislation as well as legal precedence;
- Drafting enabling legislation;
- Assisting with market research and due diligence;
- Developing and enacting stakeholder outreach plans;
- Assessing potential projects;
- Identifying arrangements to allocate risk;
- Identifying and analyzing financing considerations;

#### Procurement

- Developing and structuring solicitations (RFIs, RFQs and RFPs) to consider each project's goals, scope and requirements;
- Evaluating and scoring solicitation responses and unsolicited proposals;
- Ensuring compliance with proposals, particularly in multi-jurisdiction transactions;
- Counseling on documenting, term sheets, contracts and teaming agreements;
- Preparing letters of intent and agreements;
- Negotiating and documenting agreements and contracts with contractors;

## J. SERVICES/EXPERIENCE - PUBLIC FINANCE AND GOVERNMENT ADVISORY

- Negotiating and drafting inter-governmental agreements;

### Post-Procurement

- Monitoring contract administration;
- Representing our clients in workouts and litigations.

### 3. State and Local Government Contracts

MLA is home to the largest and most successful Government Contracts practice in the country. We have counseled clients and successfully litigated in all aspects of state and local government contract law, including developing corporate compliance systems which meet both state and federal regulatory requirements, Freedom of Information Act (FOIA) litigation, Ethics in Government Act compliance, state and local vendor contracts, teaming agreements and subcontract, and laws applicable to procurements, including minority subcontracting, labor, recycled content, balanced bid and technical specification issues. The team also has experience in securing grants and loans from the federal government, and has a long history of achieving clients' objectives even in the most complex and difficult circumstances.

### 4. Public Debt

The MLA Team has participated in hundreds of public finance transactions in virtually every state in the country that total more than \$84 billion in aggregate principal amount, including:

- Served as underwriter's counsel in connection with the taxable \$2.8 billion New Jersey Economic Development Authority, State Pension Funding Bonds, one of several efforts by the various states to address the issue of unfunded pension funds and other employee benefits.
- Served as bond counsel for the issuance of the initial, multi-year, multi-billion dollar University of Connecticut capital improvement bonding program (UConn 2000) payable primarily from state appropriation mandated by the State Constitution to support its flagship university and served recently as underwriter's counsel on the 21st Century Program and Special Revenue Bond.
- Bond Counsel for the City of Atlanta's \$1.1 billion water and wastewater bond issue, in which a ground-breaking Master Bond Ordinance was developed, and for the subsequent issuance of approximately \$3.1 billion of revenue bonds under that ordinance for Atlanta's water and sewer system.
- Underwriter's Counsel for an \$800 million installment purchase revenue bond issue in 2002 for the benefit of the Greenville County School District, South Carolina and for approximately \$2.3 billion of similar installment purchase revenue bond issues for the benefit of school districts in South Carolina through 2006.

## J. SERVICES/EXPERIENCE - PUBLIC FINANCE AND GOVERNMENT ADVISORY

- Underwriter's Counsel or Disclosure Counsel for approximately \$3.0 billion of "Garvee" bonds issued by the State Road and Tollway Authority for the benefit of the State of Georgia Department of Transportation.
- Disclosure Counsel to the State of Georgia for its General Obligation Bonds issuance.
- Bond Counsel for Hartsfield-Jackson Atlanta International Airport's Consolidated Rental Car Facility and Automated People Mover System Maintenance Facility bond issuance.

### 5. Government Advisory

- P3 Priority Projects Assessment – Our experience included the State Lottery as well as the New Jersey Turnpike, Garden State Parkway and the Atlantic City Expressway. During that retainer, Mr. Sigal led a team of lawyers that reviewed extensively the precedents that had been marketed such as the Indiana Turnpike, and reviewed many of the contractual provisions that currently are being considered reflecting the many risks of a transaction that is expected to endure during a twenty or thirty year contractual partnership such as force majeure, change in law, termination and extension provisions, public versus private tax ownership and private activity or public purpose tax financing exemptions and like.
- MLA co-led a team of consultants that advised the Government of Bermuda (GoB) on its reform initiative that led to the adoption of the 2010 Municipalities Reform Act. This work required, among other things (1) a comprehensive review of all municipal functions and a determination as to what operations would be more efficiently managed by the GoB, (2) identification of the relevant legislation, ordinances, regulations and other governing rules issued by the municipalities that required repeal, (3) assessing legal and political hurdles and transition costs including identifying the functions and operations that would transfer from the Municipalities to the GoB, and (4) development of a plan structuring a reform effort that further defined the benefits of consolidation as well as identified the different stages and obstacles to implementation.
- Drafted the Connecticut legislation that authorized the financing of the Adriaen's Landing State's convention center in Hartford in tandem with private developer financing of the convention center hotel thereby sharing in and reducing the cost of the basic utility services required for each.

### 6. Multifamily Housing Privatization

- MLA has deep experience in transactions involving multifamily housing, as well as those involving the privatization of facilities traditionally owned by public bodies such as the Atlanta Housing Authority and the Urban Residential Finance Authority of the City of Atlanta, Georgia. Our attorneys have participated in more than 100 multifamily housing transactions valued at more than \$1 billion.

## J. SERVICES/EXPERIENCE - PUBLIC FINANCE AND GOVERNMENT ADVISORY

- Our team is responsible for drafting a unique bond reserve fund credit enhancement of the State of Connecticut available upon approval of the State Treasurer by the enabling legislation of various state authorities, such as the Connecticut Housing Finance Authority, upon a finding of self sufficiency from revenues generated from the facilities or loans to support the bonds issued therefore and which recently was credited with the upgrading of several Connecticut authorities' bond ratings to the equivalent of the State's rating.

### 7. Utilities and Energy:

- Principal legal advisor and procurement lead on over 15 waste-to-energy P3 projects (including design-build-finance-operate) in New York, Connecticut, California and Maryland. Conducted full procurement process, including RFQ and RFP solicitation, identifying qualified bidders and negotiations with the preferred team. In New York the General Municipal law has long authorized municipalities to procure contract for the design, construction financing and operation of waste-to-energy facilities. Our experience, expertise and counseling in the Counties of Westchester and Onondaga and several towns on Long Island as well as five such projects in Connecticut on behalf of a state authority set the market standard for public private partnership procurement, contract and financing documentation to provide the best price, the best private, technically and credit worthy company and the best terms for twenty five year contract disposal of solid waste, conversion thereof into energy and purchase by an investor owned utility and the renewals thereof.
- Co-Generation facility — Represented partnership in obtaining financing for the construction of a cogeneration facility on the U.S. Army base at Fort Drum, NY. The partnership constructed, arranged for private financing and then operated the co-generation facility. The Army entered into a 25-year contract to purchase steam heat from the facility.
- Twin Oaks Valley Water Treatment Plant - MLA successfully represented the San Diego County Water Authority in litigation arising out of this 100 million gallon per day "design/build/operate" water treatment project. This sophisticated "submerged membrane" treatment plant generated a variety of complex extra work and performance issue claims.

### 8. Transportation:

- One of our team members was bond counsel to Governor Corzine's working group team on New Jersey State law and federal tax benefits of creating a not-for-profit corporation to finance the acquisition of a 75-year concession for all the toll roads in New Jersey and, thereafter, to operate, repair and construct improvements to the transportation infrastructure based on a statutorily-approved toll regime for such period.
- Represented LCOR, Schiphol Airport and Lehman Brothers in connection with the privatization of JFK's International Arrivals Terminal.
- Port Infrastructure - We provided government affairs and strategic support for capital fund led client team in Request for Offer bid of major east coast port facility. Project



## J. SERVICES/EXPERIENCE - PUBLIC FINANCE AND GOVERNMENT ADVISORY

guidance includes assessing the future returns to both the port and operator as well as economic impact to the regional community.

- One of our colleagues was successful in leading a team that identified more than \$50 million in USDOT toll credits for a privately owned toll bridge and a state department of transportation using P3 toll credit programs under SAFETEA-LU.

### 9. Awards and Accolades

#### Practice-Wide

- Chambers and Partners Ranking: Tax – Georgia
- Chambers and Partners Ranking: Government: Government Contracts - Band 1 - Nationwide

#### Attorney General Thurbert Baker

- Georgia Trend Magazine's "100 Most Influential Georgians"
- Black Enterprise Magazine's "America's Top Lawyers"

#### Joseph O. Blanco

- Atlanta Magazine's Georgia Super Lawyers Rising Stars, 2005, 2006, 2007 and 2009
- Georgia Super Lawyer, 2010, 2011 and 2012
- Leadership Atlanta's Class of 2012

#### Ambassador Gordon D. Giffin

- Recipient of the Emory University School of Law's 2009 Distinguished Alumni Award
- JAMES Magazine's Georgia's Most Influential People in 2007
- Georgia Trend's 2009 Legal Elite for Governmental Affairs

#### Tharon L. Johnson

- Georgia Trend Magazine's "40 under 40 Award"
- Atlanta Business Chronicle's "40 under 40, Atlanta's Rising Business and Community Leaders Award"
- James Magazine's top 25 most influential Georgians
- Politics Magazine's Top 10 Democrats in Georgia
- Only African-American to be named a Campaigns & Elections 2010 Rising Star
- Unsung Hero award by his alma mater Clark Atlanta University

#### Keith Mason

- Georgia Trend's "Legal Elite" for Governmental Affairs
- Georgia Super Lawyer

K. Services/Experience - Labor and Employee Relations

## **K. SERVICES/EXPERIENCE - LABOR AND EMPLOYEE RELATIONS**

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The MLA Labor and Employment Group offers experienced and informed counsel in all aspects of the labor and employment relationship. When disputes do arise, we provide skilled and zealous representation. Our practice includes representing clients in a broad array of labor and employment areas including labor-management relations, employment litigation, restrictive covenant litigation and wage and hour disputes.

### **1. Labor Relations**

Our approach to labor relations is to put the emphasis on "relations." We build close working relationships with our clients in order to help them develop strategies for dealing with both union and non-union environments. Our attorneys are regularly engaged to represent clients in high profile, very public matters, involving unions and organized labor. Clients trust the MLA Labor team to represent their interests vigorously while maintaining their relationship and credibility with labor and the public.

### **2. Experience In Michigan**

Pepsi Bottling Group – Represented largest bottler of Pepsi products in labor arbitration throughout the State of Michigan, including Detroit.

The Home Depot – Represented Home Depot in union organizing campaign by United Food and Commercial Workers in Harper Woods.

ITT Industries – Represented ITT in unfair labor practice charge relating to employee access at multiple facilities for purposes of union organizing. The charge involved ten different plants, including those in Tawas City, East Tawas and Oscoda, Michigan.

e.i. duPont de Nemours and Company – Represented DuPont in campaign to decertify existing union at facility in Mt. Clemens. Successfully upheld election result in subsequent litigation brought by the union.

Kett Engineering – Represented client in organizing campaign by the United Auto Workers at its facility in Flint.

### **3. Representation of Distressed Government Entities**

Mashantucket Pequot Tribal Nation - MLA attorneys have represented the Mashantucket Pequot Tribal Nation in labor relations matters since 2007. Numerous labor unions sought to represent employees of the Tribe's Foxwoods Resort Casino under the National Labor Relations Act. The Tribe viewed application of federal law as an infringement of its sovereign right to self-government. MLA attorneys resolved the various jurisdictional disputes by working with the unions and the Tribal Council to establish a Tribal labor law and enforcement agency, and the union's subsequently obtained representation rights under those processes.

Beginning in 2009, as Foxwoods faced significant financial distress due to the recession, MLA attorneys negotiated concessions from the United Auto Workers (representing table games dealers at the casino), from the International Union of Operating Engineers (representing skilled trades workers at the casino and other Tribal departments), and from the International

## K. SERVICES/EXPERIENCE - LABOR AND EMPLOYEE RELATIONS

Association of Fire Fighters (representing employees of the Tribal Government's Fire Department). Those concessions included increases in employee contributions to health care premiums, elimination of a bonus program, suspension of the 401K plan matching contribution, and elimination of substantial liabilities that had accrued during the aforementioned jurisdictional challenge. MLA attorneys have also handled negotiations with these unions surrounding reductions in force.

The worsening economy has given rise to the need for further costs reductions, and MLA attorneys are currently negotiating additional employee health care contributions and changes in work rules in a renewal contract with the United Auto Workers and in a first contract with the United Food and Commercial Workers Union (covering bartenders and beverage servers). Both of these contracts are currently in interest arbitration pursuant to the Tribe's labor statutes.

### 4. Other Public Sector Labor Experience

- Represented the City of Quincy, Florida, Fire Department in union negotiations.
- Represented the Williamson County, Illinois, Sherriff's Office in correctional officers union negotiations.
- Represented Black Hawk College (public community college in Moline, Illinois) – in faculty, support staff, and technical employees union negotiations, labor arbitrations, and state unfair labor practice proceedings.
- Represented the Decatur, Illinois, School District in faculty union negotiations.
- Represented the City of North Chicago, Illinois in police, fire, and other municipal employees union negotiations.
- Represented the City of Riviera Beach, Florida, Police Department in labor arbitrations and state unfair labor practice proceedings.

### 5. Representation of Other Distressed Entities

- Represented Huron Consulting Co., serving as liquidating trustee for Internet Corporation, in negotiations with unions at four locations.
- Represented Esmark in negotiations with United Steelworkers concerning Wheeling Pittsburg Steel restructuring and sale of assets.

### 6. Other Notable Labor Matters

- Represented The Boeing Company in a case brought by the National Labor Relations Board challenging the Company's right to establish a final assembly plant in Charleston, South Carolina. This case challenged an employer's right to establish new facilities in non-union environments. The case was widely viewed as the most significant labor case in the last 50 years. Following six months of hearing, the government dismissed the case.
- Represented The Boeing Company in the largest successful union decertification effort in U.S. history.
- Represented e.i. duPont de Nemours and Company in corporate campaign waged by United Steel Workers union at multiple locations.

## K. SERVICES/EXPERIENCE - LABOR AND EMPLOYEE RELATIONS

- Represented Interbake Foods, Inc. in connection with aggressive concessionary collective bargaining negotiations with Teamsters union. Bargaining resulted in substantial savings to the client through elimination of retiree medical coverage, reduction of pension costs, reduced overtime expenses and reduced healthcare costs.
- Represented MidAmerican Energy Company in connection with consolidation of six collective bargaining agreements involving multiple local unions. The new agreement provided increased opportunities for the client to realize cost savings by subcontracting bargaining unit work.
- Represented Jacobs Engineering Group and MidAmerican Energy Company in negotiations of numerous project labor agreements involving multiple labor unions.
- Represented Cardinal Health, Inc. in union negotiations and other labor strategies connected with nationwide outsourcing of its transportation function. Negotiated elimination of two bargaining units of drivers, resulting in reduced transportation costs for client.
- Current national labor counsel for The Boeing Company, International Paper Company, Cardinal Health, Inc., The Home Depot, and MidAmerican Energy Company.

### 7. Awards and Accolades

#### Practice-Wide

- Chambers and Partners Ranking: Labor & Employment – Georgia

#### Richard B. Hankins

- Atlanta Magazine's Georgia Super Lawyer
- Chamber and Partners Ranking: Labor & Employment – Georgia

#### Mark L. Keenan

- Chamber and Partners Ranking: Labor & Employment – Georgia
- Atlanta Magazine's Georgia Super Lawyer

L. Services/Experience - Employee Benefits

## L. SERVICES/EXPERIENCE - EMPLOYEE BENEFITS

MLA's Employee Benefits team focuses on providing efficient and practical advice to various governmental entities, private and publicly-traded companies and tax-exempt organizations with respect to their pension, health and other benefit programs. We regularly handle:

- Plan design and administration matters for retirement, health and other employee benefit programs
- Governance and fiduciary matters
- Retiree pension and health care benefits
- Restructuring of employee benefit programs
- Correction of operational failures
- Plans in financial distress
- Health Care Reform matters

The group is prepared to assist clients in administrative procedures, litigation, mediation and/or arbitration of employee benefits matters. The employee benefits experience of the group, in conjunction with the litigation bench strength, offers our clients a well-positioned representation on all types of employee benefits matters that may arise between employers and employees or between employers and vendors.

### 1. Representative Engagements

- MLA represented the Government of Canada in connection with the bankruptcy and court-supervised sale of a majority interest in General Motors (GM) to the U.S. Department of Treasury and Canada. A significant part of the representation involved the reduction of significant legacy employee benefits costs and successful establishment of a new VEBA for retiree benefits. MLA worked directly with attorneys for the U.S. Department of Treasury to identify significant benefit costs and risks, recommend reductions, resolve related issues and provide comments on deal terms.
- Team members previously advised the Public School System of Gwinnett County, Georgia with respect to its defined benefit pension plan covering approximately 30,000 employees. This representation required familiarity with state laws that apply to a government retirement plan, including the Teachers' Retirement System of Georgia and the Employees' Retirement System of Georgia. Matters also included group insurance, leave and severance programs.
- Team members have advised the tax-exempt Roman Catholic Archdiocese of Atlanta with respect to its defined benefit pension plan, defined contribution plan and 403(b) tax-sheltered annuity. (The Archdiocese of Atlanta has thousands of employees among its numerous entities.) Advice also included health plan design, enrollment processes, service provider agreements, and HIPAA compliance.
- MLA represents Robb Evans & Associates, a receiver appointed by the Federal Trade Commission to oversee cases, including an ongoing case in California that



## L. SERVICES/EXPERIENCE - EMPLOYEE BENEFITS

involves an entity controlling the assets of several state government pension funds. As part of this representation, MLA has provided advice regarding the fiduciary and other investment obligations arising under various states' laws, particularly those that apply to entities and committees with control of state pension fund assets.

- Team members have previously advised the City of Quincy, Florida with respect to its various retirement, health and welfare plans. This advice included providing guidance to the City's investment and administrative committees with respect to ongoing plan matters.
- MLA represents a Georgia Utility Commission in connection with the restructuring of its pension plans and related governance issues. This matter involves restructuring the administrative and investment committees responsible for the pension plans, negotiating new vendor contracts and trust agreements, the development and implementation of comprehensive investment policies and training the committee members regarding their responsibilities and obligations.
- Team members have previously represented a Georgia County Board of Commissioners and a Georgia County with respect to the restructuring of its health benefit programs, including retiree health benefits. This restructuring did not require the consent of the employees or retirees. However, it was important for employer-employee relations, risk management and other reasons to obtain consensus. Thus, our advice included the development and implementation of a rollout strategy which included staged communications and in-person meetings.

### 2. Awards and Accolades

Samuel S. Choy

- American Bar Association, Vice Chair, Health Law Section Employee Benefits and Executive Compensation
- Georgia Trend magazine's Georgia's Legal Elite

Ann E. Murray

- The Legal 500 Recommended
- Georgia Trend magazine's Georgia's Legal Elite

## Exhibit 1: Expanded MLA Team Biographies

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES



### **Thurbert Baker, Partner**

Attorney General Thurbert Baker focuses on corporate compliance and investigations, public policy and regulatory affairs, multi-state litigation, public sector procurements and regulatory matters. He has also been involved with the firm's representation of the commonwealth-appointed receiver of Harrisburg, Pennsylvania. Attorney General Baker served as the attorney general for the State of Georgia for 13 years under three different governors. In this position Baker focused on fighting corruption and consumer fraud. In addition to his impact on the state level in Georgia, Attorney General Baker also has a broad national network, having served as the President of the National Association of Attorneys General (NAAG) from 2006-2007. He began his career in politics by spending eight years in the Georgia House of Representatives.

#### Awards and Accolades

- Georgia Trend Magazine's "100 Most Influential Georgians"
- Black Enterprise Magazine's "America's Top Lawyers"

#### Professional Activities

- President of the National Association of Attorneys General (NAAG), 2006-2007

#### Education

- J.D., Emory University School of Law
- B.A., University of North Carolina at Chapel Hill



### **Joseph O. Blanco, Partner**

Joseph O. Blanco is the Vice Chair of the Corporate Department. He focuses on general corporate counseling with an emphasis on mergers and acquisitions. In addition to mergers and acquisitions, Mr. Blanco's experience includes working with clients to structure and implement strategic alliance relationships; representing investors in making and monitoring private equity investments; and advising clients regarding federal and governmental programs and regulations. Additionally, he has extensive experience representing special committees of boards of directors and management in conducting governance reviews and investigations. He also counsels clients in determining best practices for compliance programs and advises on crisis management ethics. He currently serves as outside counsel to the Audit Committee of the Port Authority of New York and New Jersey.

#### Awards and Accolades

- Atlanta Magazine's Georgia Super Lawyers Rising Stars in 2005, 2006, 2007 and 2009
- Georgia Super Lawyer in the 2010, 2011 and 2012
- Leadership Atlanta's Class of 2012

#### Professional Activities

- Emory Law Journal, Board of Advisors
- Randolph Throver Symposium, Steering Committee
- American Legion Post 140, Member

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

### Education

- J.D., Emory University School of Law, with high honors, 1999
- B.A., University of Notre Dame, 1992



### **B. Summer Chandler, Partner**

Summer Chandler has eleven years of bankruptcy, workout and restructuring experience and also has experience in creditors' rights litigation. Ms. Chandler has extensive experience representing creditors, landlords, debtors, trustees, buyers of assets out of bankruptcy and other parties in interest in Chapter 11 reorganization proceedings and Chapter 7 liquidation proceedings, including prosecuting and defending bankruptcy litigation matters. She also represents clients before state and federal courts in a variety of commercial litigation actions, including business torts, contract disputes and receivership actions. Ms. Chandler has also been involved with the firm's representation of the commonwealth-appointed receiver of Harrisburg, Pennsylvania, and was part of MLA team that was engaged by the State of Michigan as an advisor with respect to municipal distress options and insolvency law.

### Professional Activities

- American Bankruptcy Institute, Member and Bankruptcy Litigation Committee Membership Relations Director
- Atlanta Bar Association, Bankruptcy Section, Member of the Board of Directors
- International Women's Insolvency & Restructuring Confederation (IWIRC), Member of the Board of Directors
- IWIRC – The Georgia Network, Immediate past co-chair and director.

### Education

- J.D., University of Michigan Law School, 2001
- B.A., University of North Carolina at Asheville, 1998



### **Samuel S. Choy, Partner**

Sam Choy's practice focuses on counseling employers on virtually every aspect of benefits plans, including design, operation and compliance of qualified and nonqualified retirement plans, employer-sponsored life, health and other welfare benefit plans, severance programs, and equity compensation plans. He also counsels employers on employee benefits considerations in corporate mergers, acquisitions, and other transactions. His clients include public and private companies, tax-exempt entities, insurers and administrators. Additionally, he handles executive compensation arrangements, assisting both companies and individuals in the drafting and negotiation of executive compensation, change-in-control, retention and severance agreements, annual and long-term incentives, and other fringe benefits.

### Professional Activities

- American Bar Association (Vice Chair, Health Law Section Membership Committee; Vice Chair, Health Law Section Employee Benefits and Executive Compensation Interest Group)

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

- Atlanta Volunteer Lawyers Foundation (Board of Directors; Past President)
- Georgia Asian Pacific American Bar Association (Board of Directors; Past President)
- Leadership Atlanta (Class of 2010)
- Midtown Atlanta Rotary Club
- National Asian Pacific American Bar Association
- Fernbank Museum, Member, Corporate Leadership Council

### Education

- LL.M. in Taxation, Emory University School of Law
- J.D., Temple University School of Law
- B.A., Emory University



### **Michael J. Cochran, Partner**

Michael J. "Mick" Cochran is the head of MLA's Private Equity and Hedge Fund group. Mr. Cochran is highly experienced in the areas of private equity, mergers and acquisitions, corporate finance and distress transactions. His core practice involves representing buyers, sellers and financiers in their investing activities. Mr. Cochran's private equity and hedge fund practice focuses on fund formation, growth equity, management buyouts, recapitalizations and spinouts. Prior to joining MLA, Mr. Cochran was a founding member of a private equity fund based in Atlanta. Mr. Cochran's commercial lending practice involves the representation of banks, financial institutions and borrowers in corporate finance transactions. Corporate restructuring transactions have been a key part of this practice. Mr. Cochran's distress practice involves representing troubled companies and their capital providers in complex financial transactions. Mr. Cochran also provides corporate advice to boards of directors and financial advisors in non-judicially supervised workouts.

### Awards and Accolades

- Georgia Super Lawyer in the 2010, 2011 and 2012
- Best Lawyers in America

### Professional Activities

- Atlanta Venture Forum
- Georgia Bar Association

### Education

- J.D., The University of Chicago School of Law, 1989
- B.A., The University of Washington, cum laude, Phi Beta Kappa, 1986



### **Alston D. Correll, Partner**

Alston Correll represents management in all aspects of labor relations and employment-related disputes. Mr. Correll devotes a substantial portion of his practice to representing employers in traditional labor matters. He has represented clients in the aerospace, distribution, telecommunications and hotel/gaming industries in union organizing efforts and decertification of existing

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

units. Mr. Correll also regularly represents employers in proceeding before the National Labor Relations Board. In 2011, Mr. Correll represented The Boeing Company in the landmark case brought by the National Labor Relations Board in which the government sought to force the closure of Boeing's new aircraft assembly plant in South Carolina. After six months of hearing before an Administrative Law Judge, the government dismissed the case.

### Education

- J.D., Emory University School of Law, 1992
- B.S., Vanderbilt University, 1989



### **Howard B. Dean, Senior Strategic Advisor\***

Governor Howard Dean focuses on health care and energy issues, as well as providing expertise derived from his extensive experience in public office. A recognized thought-leader in health care reform, Governor Dean works with clients to navigate complicated regulations and political challenges in both the private and public sectors. Through partnering industry with business and community interests he is at the forefront of promoting high quality and affordable health care while supporting innovation. Respected for his fiscally moderate policies as Governor, he understands first-hand the severe budget constraints that are challenging state and municipal governments. Governor Dean comes to MLA after serving as Chairman of the Democratic National Committee.

### Professional Activities

- Former Chairman of the Democratic National Committee

### Education

- M.D., Albert Einstein College of Medicine, Yeshiva University
- B.A., Yale University



### **Gordon D. Giffin, Partner**

Ambassador Gordon D. Giffin is the Chair of the Public Policy and International department of McKenna Long & Aldridge. His practice is focused on international transactions and trade matters, government procurement, energy regulatory and policy matters, and federal and state regulatory matters and public policy. From August 1997 to April 2001, Ambassador Giffin served as the nineteenth U.S. Ambassador to Canada. As Chief of Mission at the U.S. Embassy in Ottawa, he managed U.S. interests in the world's largest bi-lateral trading relationship in the context of the North American Free Trade Agreement, as well as U.S. collaboration with Canada on global issues in international fora. Ambassador Giffin has been engaged in the practice of law or government service for over thirty years. His law practice involves substantial experience at the state and federal levels in regulatory and administrative litigation in the energy, technology and telecommunications fields; government procurement counseling and litigation; public policy strategic counseling and advocacy; corporate compliance counseling and internal audits; election law; international transactions; trade matters, including trade disputes and policy counseling.



## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

### Awards and Accolades

- Recipient of the Emory University School of Law's 2009 Distinguished Alumni Award
- JAMES Magazine's Georgia's Most Influential People in 2007
- Georgia Trend's 2009 Legal Elite for Governmental Affairs

### Professional Activities

- Council on Foreign Relations
- Jimmy Carter Presidential Center, Board of Trustees
- Woodrow Wilson Center, Board of Advisors
- Friends of the National Arts Centre, Chairman of the Board
- World Affairs Council, Board of Directors
- Canadian-American Business Council, Advisory Board
- Canadian Imperial Bank of Commerce, Board of Directors
- Canadian National Railway Company, Board of Directors
- Canadian Natural Resources Limited, Board of Directors
- TransAlta Corporation, Board of Directors
- Canada-U.S. Fulbright Program Foundation, Board of Directors
- Kissinger-McLarty, Board of Advisors

### Education

- J.D., Emory University School of Law, 1974
- B.A., Duke University, 1971



### **Stephen Goldsmith, Senior Strategic Advisor and Independent Consultant\***

Mayor Stephen Goldsmith was formerly the deputy mayor for operations for New York City, where he was responsible for overseeing the New York Police and Fire Departments and the Departments of Transportation and Sanitation, in addition to other key city agencies. He also previously served two terms as mayor of Indianapolis, where he earned a reputation as one of the country's leaders in public-private partnerships, competition, and privatization. As mayor he conducted more than 80 public-private competitions, which resulted in savings of more than \$400 million, investment in infrastructure of more than \$1 billion, and a transformation of downtown Indianapolis that has been singled out as a national model. The Wall Street Journal has called Mayor Goldsmith a "pioneering privatizer of city services." Additionally, he serves as the Daniel Paul Professor of Government and the Director of the Innovations in American Government Program at Harvard's Kennedy School of Government and has authored numerous books, including: *Governing by Network: the New Shape of the Public Sector* and *The Twenty-First Century City: Resurrecting Urban America*. Previously, Mayor Goldsmith was the chief domestic policy advisor to the George W. Bush campaign in 2000 and was district attorney for Marion County, Indiana from 1979 to 1990.

### Awards and Accolades

- The Federal 100 (Technology Leadership) Award, 2009
- Fellow, National Academy of Public Administration, 2006



## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

- Voices for National Service, Outstanding National Service Advocacy Award, 2006
- National Academy of Public Administration, Louis Brownlow Book Award for Governing By Network, 2005
- Price Waterhouse Coopers, Outsourcing World Achievement Award, 2001
- The Nonprofit Times Power and Influence Top 50, 2001
- Indianapolis Business Journal, Indianapolis' Most Influential Leader, 1999
- The Archdiocese of Indianapolis, Community Service Award, 1999
- Governing Magazine, Public Official of the Year, 1995
- National Council for Public-Private Partnerships, Distinguished Leadership Award, 1993
- Harvard Kennedy School, Innovations in American Government, 1995
- Council for Urban Economic Development, President's Award, 1995
- Free Congress Foundation, Governance Award, 1995
- Citizens Against Government Waste, Taxpayers' Hero Award, 1992
- Various National Awards for Child Support Enforcement Leadership. 1983-88

### Professional Activities

- Special Advisor to President G.W. Bush on Faith and Nonprofit Initiatives (2001-2005)
- Corporation for National and Community Service, (Chairman 2001-2010)
- America's Promise: The Alliance for Youth, (Board Member, 2007-2010)
- Smith Richardson Foundation, Domestic Board of Advisors, (2006-2010)
- Anacostia Waterfront Redevelopment Corporation, (Chair, 2005-2006)
- National Council for Public-Private Partnerships, (Honorary Co-Chairman, 1997-2000)
- National Commission on Model State Drug Laws, Vice Chairman 1991
- National Campaign to Prevent Teen Pregnancy (Board Member 2001-2007)
- Council for Excellence in Government (Board Member, 2003-2007)
- American Prosecutors Research Institute (Board Member, 1984; Founding Member, 1992)
- Commercial Activities Panel-GAO (2001-2003)
- Chairman, Manhattan Institute Center for Civic Innovation, (1997-2004)
- White House Task Force on Disadvantaged Youth (2004)
- Fannie Mae Foundation (Board, 2003-2008)
- Homes for Working Families (Board, 2006-2008)
- Department of Defense's Defense Reform Group (1999)
- Bureau of Justice Statistics (Peer Review Panels: National Institute of Justice, Office of Juvenile Justice, 1983-1997)
- Attorney General's Commission on Missing & Exploited Children (1994-1998)
- Aspen Institute Domestic Strategy Group (1997-2002)
- Aspen Institute Roundtable on Comprehensive Community Initiatives for Children and Family (2000-2002)
- Finish Line Corporation, 2000-present
- United States Infrastructure Corporation, 2008-2010
- The Steak 'n Shake Company, 2000-2005

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

- Waterfield Mortgage Company, 2000-2006

### Education

- University of Michigan, J.D. with honors, 1971
- Wabash College, A.B. 1968, Honorary Doctor of Laws, 1993



### **Christopher F. Graham, Partner**

Chris Graham has been practicing bankruptcy and insolvency-related law since 1982. Mr. Graham has primarily represented secured creditors in Chapter 11 matters, but he has also acted as counsel to: State regulatory agencies; Creditors committees; Shareholders committees; Outside members of boards of directors of Chapter 11 debtors-in-process; Mezzanine Lenders; Trustees; Receivers; Specific committees of interested non-debtor parties, including litigants and unions; Debtors-in-possession; and, Equity Holders. Over the course of his practice, Mr. Graham has handled complicated real-estate foreclosures and related litigation in the New York courts against hotels, commercial office buildings, co-ops, condos and construction sites. He has also counseled receivers in both state and federal receivership matters involving real-estate, mortgage-backed securities and asset-backed securities. He also handled related UCC foreclosures on equity interests and common stock. Mr. Graham is currently advising a municipal bankruptcy debtor, Suffolk Regional OTB Corporation, a New York Public Benefit Corporation, in its Chapter 9 case no 11-42250-CEC pending in the United State Bankruptcy Court for The Eastern District of New York in Brooklyn, New York.

### Awards and Accolades

- Avenue Magazine's New York City's Legal Elite, 2010

### Professional Activities

- New York State Bar Association
- American Bar Association
- American Bankruptcy Institute (former Director, Director of Medal of Excellence in Bankruptcy Program, Co-Founder of Real Estate and Law School Committee's)
- New York Association of Bankruptcy Professionals (charter member)
- New York Institute of Credit
- Federal Bar Council

### Education

- J.D., University of Pennsylvania Law School, 1982
- B.S.B.A., Georgetown University, magna cum laude, 1979

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES



### **Richard B. Hankins, Partner**

For more than 20 years, Richard Hankins has advised U.S. corporations with regard to a wide variety of complex labor relations matters, such as large-scale union organizing and decertification campaigns, strikes and secondary boycotts, union jurisdictional disputes, and successor employer claims. He works closely with management on labor relations strategies related to new facilities, plant closings and consolidations, as well as during acquisitions and divestitures. Mr. Hankins was lead counsel in what is believed to be the largest successful decertification campaign in U.S. history. He has successfully argued numerous traditional labor cases before U.S. Circuit Courts of Appeal, has appeared before more than 15 Regions of the National Labor Relations Board, and has spoken at conferences for the National Academy of Arbitrators and other prominent groups.

#### Awards and Accolades

- Atlanta Magazine's Georgia Super Lawyer
- Chamber and Partners Ranking: Labor & Employment – Georgia

#### Education

- J.D., University of Mississippi School of Law, 1985
- B.S., Freed-Hardeman College, 1982



### **Joshua R. Hochberg, Partner**

Joshua R. Hochberg's practice focuses on individual and corporate white collar defense, internal investigations, and compliance. He has conducted significant investigations as a Court appointed Bankruptcy Examiner. In addition, he has a proven track record of successfully defending CEOs and public officials in connection with accounting, FCPA, and corruption investigations. Prior to joining MLA, Mr. Hochberg spent seven years as Chief of the Fraud Section in the Criminal Division of the DOJ. He organized nationally significant complex investigations and prosecutions of securities, health care, bank fraud, and corporate matters including as Acting United States Attorney for the investigation of Enron.

#### Awards and Accolades

- DOJ's highest award for litigation, the "Attorney General's John Marshall Award."
- Criminal Division's highest award, the "Henry E. Petersen Memorial Award."

#### Education

- J.D., New York University School of Law, 1972
- B.A., Columbia College, 1969

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES



**Tharon L. Johnson, Managing Director\***

Tharon L. Johnson has served at senior levels of federal, state, and local campaigns and governments, advising members of Congress, leaders in state government, the mayor of one of the largest cities in the nation, and a presidential campaign. Mr. Johnson has broad public sector experience, including serving as Senior Advisor to Atlanta Mayor Kasim Reed in his administration. He went on to serve as Deputy Chief of Staff for Congressman Barrow and as District Director for Congressman Lewis.

### Awards and Accolades

- Georgia Trend Magazine's "40 under 40 Award"
- Atlanta Business Chronicle's "40 under 40, Atlanta's Rising Business and Community Leaders Award"
- James Magazine's top 25 most influential Georgians
- Politics Magazine's Top 10 Democrats in Georgia
- Only African-American to be named a Campaigns & Elections 2010 Rising Star
- Unsung Hero award by his alma mater Clark Atlanta University

### Education

- B.A., Clark Atlanta University



**Mark S. Kaufman, Partner**

As co-chair of the firm's Municipal Recovery and Restructuring practice, Mark Kaufman advises financially distressed municipalities, special purpose districts and related government entities, including consideration of filing for Chapter 9 bankruptcy. He is currently serving as counsel to the commonwealth-appointed receiver of Harrisburg, Pennsylvania, and he has authored "Understanding the Chapter 9 Option: A Strategic Guide for Municipalities and Special Purpose Districts" and "10 Considerations for Financially Distressed Local Governments and Public Authorities." Concentrating in the representations of, Mr. Kaufman has represented secured creditors, lenders, investors, committees, and debtors in significant Chapter 11 cases, including as lead counsel of one of the nation's most significant utility bankruptcies.

### Awards and Accolades

- Chambers and Partners Ranking: Bankruptcy/Restructuring – Georgia
- Best Lawyers in America, 2006-2013
- International Who's Who of Insolvency and Restructuring Lawyers, 2012
- Who's Who in America, 2008-2013
- Who's Who in the World, 2011-2013
- Atlanta Magazine's Georgia Super Lawyer, 2003-2011
- Georgia Trend magazine's Legal Elite, 2003-2013

### Professional Activities

- Southeastern Bankruptcy Law Institute, Chairman 2008; President 2007
- Atlanta Bar Association Past President of Bankruptcy and Creditors' Right Section

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

- Leadership Georgia
- Past member of the Georgia Citizens Conference on the Judiciary
- Has chaired several committees of the Atlanta Bar Association, including a task force to evaluate the performance of the Atlanta Municipal Court.

### Education

- J.D., Harvard Law School, cum laude, 1973
- B.S., Cornell University, with high distinction, 1969



### **Mark L. Keenan, Partner**

Mark L. Keenan is a member of MLA's Employer Services Group. For over 20 years, Mr. Keenan has been representing management in labor and employment matters. His traditional labor law practice includes areas such as labor relations, collective bargaining, response to union organizing, labor arbitration, and unfair labor practice investigations and litigation before the National Labor Relations Board. Mr. Keenan has an extensive track record assisting employers with their labor relations strategies. This has included advising employers in lawfully responding to union organizing efforts. He has also assisted employers in managing existing union relationships including successfully resolving complicated labor relations issues at the bargaining table. Mr. Keenan has also successfully represented clients in federal and state court litigation regarding alleged liability arising under Equal Employment Opportunity laws, ERISA, the Family Medical Leave Act, Fair Labor Standards Act and other federal and state employment statutes. Mr. Keenan also has extensive experience litigating issues faced by employers with departing employees, including trade secret, non-compete and no-solicit claims. Mr. Keenan regularly provides advice and guidance to clients regarding personnel decisions, development of employee policies and handbooks, wage-hour issues, and related personnel matters.

### Awards and Accolades

- Chamber and Partners Ranking: Labor & Employment – Georgia

### Professional Activities

- Illinois State Bar Association
- Georgia State Bar Association, Labor and Employment Section
- American Bar Association, Labor and Employment Section

### Education

- University of Illinois College of Law, J.D., magna cum laude, 1989
- University of Iowa, B.B.A., 1985



### **Joseph Krolikowski, Of Counsel**



## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

Joe Krolikowski's practice is focused on project finance. He has advised state governments, including Georgia and Pennsylvania, on revisions to laws governing local government investments. Mr. Krolikowski's experience with municipal distress includes work with governmental entities and 501(c)(3) entities, and he is part of the MLA team currently serving as counsel to the commonwealth-appointed receiver of Harrisburg, Pennsylvania.. Mr. Krolikowski structures transactions that utilize available benefits under federal and state law. These benefits include tax-exempt financing, tax benefits combined with taxable financings, tax credits, tax abatement, direct subsidies, and incentives. Mr. Krolikowski represents state and local governments, non-profit entities, and for-profit corporations. Mr. Krolikowski was general counsel and managing director in the investment banking arena for a decade, where he both structured transactions, as well as dealt with issues raised by the SEC, IRS, MSRB, and bank regulatory agencies. Mr. Krolikowski has been a speaker before the United States House of Representatives Committee on Public Works and Transportation, the National Association of College and University Business Officers, and the National Association of Bond Lawyers, in addition to bar and government associations.

### Education

- J.D., Harvard Law School, 1977
- B.A., Temple University, summa cum laude, 1974



### **Marcus J. Lemon, Counsel,**

Marcus J. Lemon was appointed by President George W. Bush to be Chief Counsel to the Federal Highway Administration (FHWA), where he served as the agency's lead advisor to the Federal Highway Administrator and other senior officials on public-private partnerships (P3s) and project finance. Mr. Lemon has more than 15 years of experience, including extensive work in commercial infrastructure, project finance, P3s, corporate transactions, and government and regulatory affairs, and he is part of the MLA team currently serving as counsel to the commonwealth-appointed receiver of Harrisburg, Pennsylvania.. He also led a team of transportation and P3 experts in preparing the client's testimony on a proposed P3 bill before a state legislature involving a \$2.2 billion bridge P3 project. Prior to his work at FHWA, he was appointed by President Bush to serve as Deputy Chief of Staff and Special Assistant to the U.S. Department of Defense Inspector General, where he worked on several high profile fraud, waste, and abuse cases involving federal government defense contracts.

### Professional Activities

- Pennsylvania Society
- Republican National Lawyers Association
- National Council for Public-Private Partnerships
- The American Road & Transportation Builders Association

### Education

- J.D., Dickinson School of Law of the Pennsylvania State University, 1996
- B.A., Franklin & Marshall College, cum laude, 1992



### **Keith W. Mason, Partner**

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

Keith Mason is a co-chair of the MLA Municipal Recovery and Restructuring practice. Over the course of a 25-year career, Mr. Mason has built a unique mix of legal, business and political skills, giving him a deep understanding of how the worlds of business, government and public opinion intersect. In government and politics, he has worked as a key advisor to elected officials from the White House to the state level. Mr. Mason served as Deputy Assistant and Deputy Director for Intergovernmental Affairs in The White House, making him President Bill Clinton's principal liaison with the nation's governors. Mr. Mason also served as Chief of Staff to the Governor of Georgia and has assisted various governors' offices across the country on a variety of issues. Recently, Mr. Mason provided strategic procurement advice to a successful bid team of major east coast port facility P3 project. Project guidance includes assessing the future returns to both the port and operator as well as economic impact to the regional community.

### Awards and Accolades

- Georgia Trend's 2009 "Legal Elite" for Governmental Affairs

### Professional Activities

- Democratic Governors Association, Board of Directors and Deputy Treasurer (2003-2006), Chairman's Board of Trustees, Chair (2007)
- University of Georgia School of Public and International Affairs, Board of Advisors (2004-present)
- Rotary Club of Atlanta (2009-present)
- SCAD Board of Visitors (2009-present)
- Children's Healthcare of Atlanta Foundation (2008-2010)
- Children's Healthcare Systems of Atlanta, Board of Trustees (2011-present)
- Trust for Public Land, Georgia Advisory Council (2002-2005; 2007)
- University of Georgia Foundation, Trustee (2002-2004) (2007-present)
- Gwinnett Chamber of Commerce Chairman's Club (2005-present)
- Center for Disease Control, Board of Visitors (1999-2008)
- The Urban Land Institute
- Camp Sunshine, Board of Directors (2001-2005)
- Georgia Chamber of Commerce, Board Member (1999-2005)
- Georgia Ports Authority, Member (1998-2005)
- American Bar Association
- Lawyers Club of Atlanta
- Old War Horse Lawyers Club
- State Bar of Georgia

### Education

- J.D., University of Georgia School of Law
- B.B.A., University of Georgia



**Ann E. Murray, Partner**

Ann E. Murray focuses her practice on helping companies attract and retain their workforces by offering attractive benefits programs and rewards. She regularly



## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

assists clients with matters relating to their qualified retirement plans; health, life, disability and other welfare benefits; stock options and similar equity programs; and executive compensation. She also advises buyers and sellers regarding their benefits risks and concerns in the sale of a business. Ms. Murray previously served as in-house benefits counsel for a publicly-traded company, giving her a business-oriented and practical approach to the practice of law.

### Awards and Accolades

- The Legal 500 Recommended
- Georgia Trend magazine's Georgia's Legal Elite

### Professional Activities

- American Society of Pension Professionals & Actuaries (ASPPA)
- The National Association of Stock Plan Professionals (NASPP)
- Women in Pension (WIP)
- Worldwide Employee Benefits Network (WEB)

### Education

- LL.M. in Tax, University of San Diego
- J.D., University of San Diego
- B.A., Menlo College



### **Richard L. Sigal, Partner**

Richard "Dick" L. Sigal has extensive experience in areas of distressed state, local and programmatic restructuring, housing finance, public finance, public-private partnerships, securitization, special fund financings, transportation and validation. Mr. Sigal develops financing program plans and provides legal counsel and assistance once the plan has been instituted. He has drafted significant financing legislation in many states, including Alaska, California, Connecticut, Indiana,

Montana, New Jersey, New York, West Virginia and Wyoming and for the Commonwealth of Puerto Rico and the District of Columbia. Mr. Sigal has managed and structured a variety of (tax exempt, taxable, general obligation, revenue based, private activity, credit enhanced) bond and securitization issues as bond or finance counsel for various states, public authorities and local governments and as counsel for various investment banking firms, including extensive experience in working with state treasurers and budget officials, rating agencies, financial advisors and underwriters on complex and innovative new programs such as, state regulatory, financing and oversight statutes for its distressed municipalities. Mr. Sigal represented the New York State Local Government Assistance Corporation financings which permanently funded the \$5 billion Spring Borrowing requirements of the State of New York and multi-billion dollar tax-exempt refundings for the Municipal Assistance Corporation for the City of New York.

### Awards and Accolades

- 2013 Best Lawyers in America

### Professional Activities

- Citizens Budget Commission, Trustee

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

- New London County (Connecticut) Historical Society, Member, Board of Directors
- Ogeechee Golf Club at the Ford Plantation (Richmond Hill, Georgia), Member
- Adjunct Professor at the University of Connecticut School of Law Hartford
- Yale Club of New York, Member



### **Jeremy C. Silverman, Partner**

Jeremy C. Silverman is co-head of the Firm's Mergers & Acquisitions Group. He has extensive M&A experience, especially in connection with the acquisition or sale of privately-held targets. In addition, he frequently assists clients in the health care industry with M&A and other strategic transactions. He also has deep non-M&A transactional experience, including assisting clients to structure and effectuate joint venture, strategic alliance and other complex commercial relationships.

#### Awards and Accolades

- The Legal 500 Recommended
- Atlanta magazine's Georgia Super Lawyer
- Georgia Trend magazine's Georgia's Legal Elite

#### Professional Activities

- Atlanta Habitat for Humanity, Board of Directors and Executive Committee
- Anti-Defamation League, Southeast Region, Board of Trustees
- Pro Bono Partnership of Atlanta, Board of Advisors
- American Bar Association
- Atlanta Bar Association
- Association for Corporate Growth

#### Education

- J.D., University of Michigan Law School, cum laude, 1997
- B.A., Duke University, magna cum laude, 1994



### **Anthony A. Williams, Senior Strategic Advisor and Independent Consultant\***

Mayor Anthony A. Williams focuses on providing government affairs services to public and private sector clients nationwide and served as the fifth mayor of Washington, DC from 1999 to 2007. During his two terms, he was widely credited with leading the District's financial comeback and improving the performance of its government agencies, all while lowering taxes and investing in infrastructure and human services. Prior to his election, he was the independent chief financial officer of the District, working with and on behalf of local officials, the DC Financial Control Board, and the U.S. Congress. Mayor Williams also worked in a variety of positions in federal, state, and local government, including serving as the first chief financial officer for the U.S. Department of Agriculture under President Bill Clinton. Recently, he was a keynote speaker at the Detroit Regional Chamber's Detroit Business Conference in Detroit, Michigan.

#### Awards and Accolades

- Governing Magazine's Public Official of the Year, 1997

## EXHIBIT 1: EXPANDED MLA TEAM BIOGRAPHIES

- Elected president of the National League of Cities in December 2004
- Elected Vice Chair of the Metropolitan Washington Council of Governments (COG), in January 2005
- Fellow of the National Academy of Public Administration
- Served as a member of the Debt Reduction Task Force at the Bipartisan Policy Center
- Urban Innovator Award, Manhattan Institute, 2003

### Professional Activities

- CEO and Executive Director of the DC Federal City Council
- Lecturer and faculty member in Public Management at the Harvard Kennedy School of Government's Ash Center for Democratic Governance and Innovation
- Former Executive Director of the Government Practice at the Corporate Executive Board
- Former CEO of Primum Public Realty Trust

### Education

- J.D., Harvard Law School
- M.P.P., Kennedy School of Government, Harvard University
- B.A., Yale University, magna cum laude

\* Non-attorney professional