



PINAL COUNTY
wide open opportunity

Offer and Acceptance

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

OFFER AND ACCEPTANCE FORM

TO PINAL COUNTY:

The undersigned hereby offers and agrees to furnish the material, service, or construction in compliance with all terms, conditions, specifications, and amendments in the Solicitation.

Michael W. Sillyman

Senior Partner

Authorized Signature

Title

Michael W. Sillyman

March 29, 2016

Printed Name

Date

Kutak Rock LLP

480-429-5000

Company Name

Telephone

Suite 300, 8601 North Scottsdale Road

Scottsdale, AZ 85253-2738

Address

City, State, Zip

For clarification of this offer, contact:

Name: Michael W. Sillyman Phone: 480-429-5000 Fax: 480-429-5001

Email: michael.sillyman@kutakrock.com

ACCEPTANCE OF OFFER (For Pinal County Use Only)

The offer is hereby accepted and the Responder is now bound to sell or provide the materials, services, or construction as indicated by the Purchase Order or Notice of Award and based upon the solicitation, including all terms, conditions, specifications, amendments, etc. and the Offer as accepted by Pinal County.

The contract is for: Specialty Legal Services

This contract shall henceforth be referenced to as Contract No. ROQ-151721. The Offeror is cautioned not to commence any billable work or to provide any material or service under this contract until Offeror receives an executed purchase order or notice to proceed.

Awarded this 1st day of June, 2016.

Todd House
Name (Print)

Chairman
Title

[Signature]
Signature

Approved as to form:

[Signature]
Pinal County Attorney's Office



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OFFER AND ACCEPTANCE FORM – Page 2

By signing the previous page of the Offer and Acceptance Form, Responder certifies:

- A. The submission of the bid did not involve collusion or other anti-competitive practices.
- B. The Responder shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246.
- C. The Responder has not given, offered to give, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the Submittal.
- D. The Responder certifies that it complies with Executive Order 12549 related to Federal Government Debarment and Suspension (see 4-7)
- E. The Responder certifies that the individual signing the bid is an authorized agent for the Responder and has the authority to bind them to the contract.

Kutak Rock LLP

Firm

Authorized Signature

Michael W. Sillyman
Senior Partner

 <p>PINAL COUNTY <i>wide open opportunity</i></p>	<p>ROQ – 151721 Specialty Legal Services</p>	<p>Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p>
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PROFESSIONAL SERVICES CONTRACT

This Contract for Professional Services (the "Contract") is made as of the latest date beneath the executions appearing at the end of the Contract, by and between:

("Contractor"), with its principal place of business at (address)

AND

Pinal County ("County"), with its principal place of business at 31 North Pinal Street, Florence, AZ 85132.

SECTION 1. PURPOSE AND SCOPE

1. Contractor will furnish to the Customer by this Contract Professional Service(s) listed in the Statement of Work of the ROQ.
2. All pricing quoted in Schedule A: Pricing Supplement is valid for the term of the Contract.

SECTION 2. TERM

This Contract is effective from the date on which it is executed and will remain in effect for one year with four automatic one year renewal periods unless earlier terminated by mutual Contract of the parties.

SECTION 3. PRICING AND PAYMENT TERMS

All pricing and terms associated with this professional service requested are specified on Schedule A of the Supplement.

SECTION 4. INSURANCE

Without limiting any of the Contractor's liabilities or other obligations, Contractor shall provide and maintain the insurance coverage listed in Section 7 of the Special Terms and Conditions, as well as the coverage listed below. Such coverage shall remain in full force and effect until obligations under this Contract are satisfied. At a minimum the professional liability insurance shall be kept in force at least two years after final payment to Contractor.

1. Professional Liability insurance covering errors and omissions arising out of the work or services performed by Contractor or any such person employed by him with a minimum limit of not less than One Million Dollars each claim.

All insurance shall be maintained with responsible insurance carriers qualified to do business within the State of Arizona.

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Excepting the worker's compensation coverage, insurance certificates shall endorse Contractor as insured and Customer, its officials, employees and agents as additional insured and shall stipulate that the insurance afforded Contractor shall be primary insurance and that any insurance carried by Customer, its officials, employees or agents shall be excess and not contributory insurance to that provided by Contractor.

Certificates of insurance acceptable to Customer shall be issued to Customer prior to commencement of the Project as evidence that policies providing the required coverages, conditions and limits are in full force and effect. Such certificates shall contain provisions that coverage afforded under the policies will not be canceled, terminated or materially altered until at least thirty (30) days prior written notice is given to the Customer.

SECTION 5. SUBCONTRACTOR INSURANCE

In addition to insurance coverage required of Contractor, as set forth above, Contractor shall require insurance coverage in the same amounts from its Subcontractors on behalf of the Customer and Subcontractor shall comply with the paragraph entitled "Insurance" above, except certificates of insurance shall be issued and delivered to Customer prior to Subcontractor's performance under this contract.

SECTION 6. INDEMNIFICATION

In addition to the requirements in Section 6.2 of the Uniform Terms and Conditions, Contractor shall indemnify, defend, save and hold harmless Customer, its officials, employees and agents, from any and all claims, demands, suits, actions, proceedings, loss, costs and damages of every kind and description, including attorney's fees, litigation expenses and/or arbitration expenses, which may be brought or made against or incurred by Customer on account of loss of or damage to any property or for injuries to or death of any person, caused by, arising out of, or contributed to, by reason of any omission, professional error, fault, mistake or negligent act, whether active or passive, of Contractor, its employees, agents or representatives or Subcontractor, their employees, agents or representatives in connection with or incident to the performance of Contractor's employees and/or its Subcontractor's employees, or claims under similar such laws or obligations. Such indemnity shall not be limited by reason of remuneration of any insurance coverage herein provided. Such indemnity shall be required by Contractor from its Subcontractors on behalf of the Customer. Every provision of this indemnification paragraph shall survive the termination of this Contract.

SECTION 7. NOTICE OF CLAIM

Contractor is required to notify Customer of any claim filed against Contractor or Contractor's insurance company arising from services performed under this Contract within thirty (30) days of such filing.

SECTION 8. CLAIMS/LIMITATION OF ACTION

No action shall be maintained by Contractor, its successors or assigns, against Customer on any claim based upon or arising out of this Contract or out of anything done in connection with

 <p>PINAL COUNTY <i>wide open opportunity</i></p>	<p>ROQ – 151721 Specialty Legal Services</p>	<p>Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p>
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this Contract unless such action shall be commenced within one year of the termination of this Contract.

SECTION 9. CANCELLATION OR TERMINATION OF CONTRACT

The County may cancel or terminate this Contract as set forth in Sections 3.6, 3.15, 4.5 and 9 of the Uniform Terms and Conditions.

SECTION 10. INCORPORATION OF UNIFORM GENERAL TERMS AND CONDITIONS

The Contractor agrees that the county's Uniform General Terms and Conditions for this ROQ are incorporated herein as if they were recited in full. If the Contractor takes exception to any such Terms and Conditions, such exception is fully explained on Response Form 1 and is subject to acceptance in writing by the County.

SECTION 11. DISPUTE RESOLUTION

Any disputes between the Customer and Contractor shall be resolved under the Pinal County Purchasing Code's Contract Dispute Process. In the event of litigation over the performance of this Contract, the prevailing party shall be entitled to attorney's fees and costs incurred during the course of litigation. This Contract shall be governed by the laws of the State of Arizona. In the event of a suit filed by either Contractor or the Customer under this Contract, the venue of such suit shall be the Superior Court of the State of Arizona in and for the County of Pinal, Florence, Arizona.

SECTION 12. MISCELLANEOUS

- a) **Assignability.** This contract is non-assignable in whole or in part by either party without the written consent of both parties.
- b) **Authority of Signatory.** The individuals signing this Contract and any supplements, warrant that they have been duly authorized and vested with the power to do so on behalf of their entity.
- c) **Beneficiaries.** This Contract shall inure solely to the benefit of Contractor and Customer, and shall create no rights in any other person or entity.
- d) **Comparable Treatment.** All of the prices, terms, warranties and benefits granted by Contractor herein are comparable to or better than the equivalent terms being offered by Contractor to any similar situated customer.
- e) **Exhibits, Plats, Riders and Addenda.** All plats, riders, exhibits or addenda, if any, affixed to the Contract are a part hereof.
- f) **Force Majeure.** Neither party shall be deemed in default for any delay or failure to have fulfilled its obligations under this Contract due to causes beyond its control.



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ROQ – 151721
Specialty Legal Services

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- g) **General Compliance with Laws.** Contractor is required to comply with all applicable federal and state laws and local ordinances and regulations.
- h) **Headings.** The headings for each paragraph of this Contract are for convenience and reference purposes only and in no way define, limit or describe the scope or intent of said paragraphs or of this Contract nor in any way affect this Contract.
- i) **Incorporation of Documents.** All documents referred to in this Contract are hereby incorporated by reference into the Contract.
- j) **Independent Contractor.** Contractor acknowledges that it is an independent Contractor; that it alone retains control of the manner of conducting its activities in furtherance of the Contract; that it as well as any persons or agents as it may employ are not employees of the Customer; and that neither this Contract, nor the administration thereof, shall operate to render or deem either party hereto the agent or employee of the other.
- k) **Retention of Records.** The Contractor and any Subcontractor shall keep and maintain all records related to the Contract as set forth in Section 3.2 of the Uniform Terms and Conditions.
- l) **Severability.** If any part of the Contract shall be adjudged by any court of competent jurisdiction to be invalid, such judgment will not affect or nullify the remainder of the Contract.
- m) **Survival.** Not as a waiver of any remedies either party may be entitled to under this Contract, the "Indemnification", "Retention of Records", and "Dispute Resolution" provisions will survive the termination of the Contract.
- n) **Time of Essence.** Under the authority of the Contract, both parties understand that time is of the essence.
- o) **Waiver.** Waiver of any of the terms of this Contract shall not be valid unless it is in writing and signed by all parties. The failure of either party to enforce the provisions of this Contract or require performance by opponent of any of the provisions shall not be construed as a waiver of such provisions or affect the right of either party to thereafter enforce the provisions of the Contract. Waiver of any breach of the Contract shall not be held to be a waiver of any other or subsequent breach of the Contract.
- p) **Governing Law.** This Contract shall be governed by and construed in accordance with the laws of the State of Arizona as further described in Section 5-1 and 5-2 of the Uniform General Terms and Conditions.

 <p>PINAL COUNTY <i>wide open opportunity</i></p>	<p>ROQ – 151721 Specialty Legal Services</p>	<p>Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p>
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MODIFICATIONS to this Contract shall be in writing and signed by both parties.

IN WITNESS WHEREOF, the parties have executed this Contract for Professional Services as of the 1st day of June, 2016.

CONTRACTOR

Kutak Rock
By: Michael W. Sellyman
Title: Partner
Date: 3/29/16

PINAL COUNTY

[Signature]
Todd House, Chairman
Board of Supervisors
Date: 6/1/16



ATTEST:
[Signature]
Sheri Cluff
Clerk of the Board

Approved as to Form:
[Signature]
Chris Keller, Deputy County Attorney



ROQ – 151721
Specialty Legal Services

Pinal County
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SCHEDULE A: PRICING SUPPLEMENT

The hourly rate of \$ _____ will be the rate for all authorized and approved Specialty Legal Services under this contract. This rate will include all costs associated with these services. *(NOTE: Respondent may provide a table of costs based on expertise of employee i.e. Senior Partner, Partner, Senior Associate or Of Counsel, Associate, Paralegal, Administrative Support.)*

Please see the attached Fee Proposal for Kutak Rock's proposed hourly rates based on expertise level of attorney or paraprofessional.

THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK

KUTAK ROCK LLP

PROPOSAL TO PROVIDE SPECIALTY LEGAL SERVICES TO

PINAL COUNTY

IN RESPONSE TO ROQ #151721

FEE PROPOSAL

Kutak Rock LLP provides the following schedule showing ranges of hourly rates for each level established in our personnel system:

Position	Hourly Rate
Senior Partner	\$300
Senior Partner (Bankruptcy)	\$395
Partner	\$275
Of Counsel*	\$255
Senior Associate	\$225
Associate	\$195
Government Affairs Specialist	\$225
Paralegal	\$110

*In our firm, the title "of counsel" typically refers to a veteran lawyer who has either joined our firm as a lateral after working with other firms but who has not yet been elected to the partnership, or a veteran lawyer in the final years of his or her career who has resigned from the partnership but still practices.



ORIGINAL

**PROPOSAL TO PROVIDE
SPECIALTY LEGAL SERVICES TO**

PINAL COUNTY

IN RESPONSE TO ROQ NO. 151721

SECTION ONE SUBMISSION

CONTACT:

MICHAEL W. SILLYMAN
PARTNER

March 29, 2016

KUTAK ROCK LLP
SUITE 300
8601 NORTH SCOTTSDALE ROAD
SCOTTSDALE, AZ 85253-2738
480-429-5000
FACSIMILE: 480-429-5001



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Florence, AZ 85132

OFFER AND ACCEPTANCE FORM

TO PINAL COUNTY:

The undersigned hereby offers and agrees to furnish the material, service, or construction in compliance with all terms, conditions, specifications, and amendments in the Solicitation.

	Senior Partner
_____ Authorized Signature	_____ Title
Michael W. Sillyman	March 29, 2016
_____ Printed Name	_____ Date
Kutak Rock LLP	480-429-5000
_____ Company Name	_____ Telephone
Suite 300, 8601 North Scottsdale Road	Scottsdale, AZ 85253-2738
_____ Address	_____ City, State, Zip

For clarification of this offer, contact:

Name: Michael W. Sillyman Phone: 480-429-5000 Fax: 480-429-5001

Email: michael.sillyman@kutakrock.com

ACCEPTANCE OF OFFER (For Pinal County Use Only)

The offer is hereby accepted and the Responder is now bound to sell or provide the materials, services, or construction as indicated by the Purchase Order or Notice of Award and based upon the solicitation, including all terms, conditions, specifications, amendments, etc. and the Offer as accepted by Pinal County.

The contract is for: Specialty Legal Services

This contract shall henceforth be referenced to as Contract No. ROQ-151721. The Offeror is cautioned not to commence any billable work or to provide any material or service under this contract until Offeror receives an executed purchase order or notice to proceed.

Awarded this _____ day of _____ 2016.

_____ Name (Print)	_____ Title	_____ Signature
Approved as to form:		
_____ Pinal County Attorney's Office		



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Offer and Acceptance

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OFFER AND ACCEPTANCE FORM – Page 2

By signing the previous page of the Offer and Acceptance Form, Responder certifies:

- A. The submission of the bid did not involve collusion or other anti-competitive practices.
- B. The Responder shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246.
- C. The Responder has not given, offered to give, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the Submittal.
- D. The Responder certifies that it complies with Executive Order 12549 related to Federal Government Debarment and Suspension (see 4-7)
- E. The Responder certifies that the individual signing the bid is an authorized agent for the Responder and has the authority to bind them to the contract.

Kutak Rock LLP

Firm

Authorized Signature

Michael W. Sillyman
Senior Partner



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Addendum Acknowledgement Form

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

ADDENDUM ACKNOWLEDGEMENT FORM

Solicitation Addendums are posted on the Pinal County website at the following address:
<http://pinalcountyaz.gov/Purchasing/Pages/CurrentSolicitations.aspx>. It is the responsibility of the Responder to periodically check this website for any Solicitation Addendum.

This page is used to acknowledge any and all addendums that might be issued. Any addendum issued within five days of the solicitation due date, will include a new due date to allow for addressing the addendum issues. Your signature indicates that you took the information provided in the addendums into consideration when providing your complete response.

Please sign and date:

ADDENDUM NO. 1 Acknowledgement

March 29, 2016

Signature

Date

ADDENDUM NO. 2 Acknowledgement

Signature

Date

ADDENDUM NO. 3 Acknowledgement

Signature

Date

If no addendums were issued, indicate below, sign the form and return with your response.

Firm

Authorized Signature



Responder's Checklist

Pinal County
 Finance Department
 31 N. Pinal St.
 Bldg. A
 P.O. Box 1348
 Florence, AZ 85132

RESPONDERS CHECKLIST

	Yes/No
Did you sign your Offer sheet? <i>See Page 33 & 34 of this solicitation.</i>	Yes
Did you acknowledge all addendums, if any? <i>See page 30. Any addendums would be posted on the Pinal County website on the Bids/Proposals page of the Finance/Purchasing Department.</i>	Yes
Did you complete all required Response Forms? <i>Any Response forms would be posted on the Pinal County website on the Bids/Proposals page of the Finance/Purchasing Department.</i>	Yes
Did you include your W-9 Form? <i>See page 31 of this solicitation.</i>	Yes
Did you include any necessary attachments?	Yes
Is the outside of your sealed submittal marked with the Solicitation #, Due Date and Time? <i>See page 1 for this information.</i>	NA
Did you include one original and the required number of copies? <i>See page 1 for the quantity.</i>	NA
Did you follow the order for submissions of documents? <i>See Section 3.4 – Offer format in the Special Instructions of this solicitation.</i>	Yes
Did you include proof of insurance(s) if requested?	NA



ORIGINAL

**PROPOSAL TO PROVIDE
SPECIALTY LEGAL SERVICES TO**

PINAL COUNTY

IN RESPONSE TO ROQ NO. 151721

SECTION TWO SUBMISSION

CONTACT:

MICHAEL W. SILLYMAN
PARTNER

March 29, 2016

KUTAK ROCK LLP
SUITE 300
8601 NORTH SCOTTSDALE ROAD
SCOTTSDALE, AZ 85253-2738
480-429-5000
FACSIMILE: 480-429-5001

	Response Form 1 ROQ-151721 Specialty Legal Services	Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132
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Responder Name: KUTAK ROCK LLP

Responders shall complete the following Response Form, indicating their responses in the spaces provided. Additional pages may be added so long as they are clearly referenced in the spaces provided.

Please note: Any exception to the terms and conditions of the ROQ will not be accepted. Compliance to Terms and Conditions has been identified as an evaluation criterion for this solicitation.

Acceptability of Responses

Offers that do not include fully completed copies of Response Forms 1 and 2 may cause the entire offer to be deemed unacceptable and therefore non-responsive. Forms with incomplete or unacceptable responses will also be considered non-responsive.

1 Responders Profile

1.1 Provide the name of the person who will be the primary Respondent and the address for the primary servicing office. Please also include a resume for major assistants or staff.

Firm Name: Kutak Rock LLP

Mailing Address: Suite 300, 8601 North Scottsdale Road

City: Scottsdale State: AZ Zip Code: 85253

Representative Name: Michael W. Sillyman Title: Senior Partner

Phone Number: 480-429-5000 Fax Number: 480-429-5001

Email Address: michael.sillyman@kutakrock.com

1.2 Provide the number of years local servicing office has been working with County/State Agency Clients.

30 years

1.3 How many years of experience does the local Respondent have: 30 years

1.4 How many years of experience does the key employee have: 40 years

1.5 Will a Business Liaison be assigned to our account? Yes No

If yes, identify who: Michael W. Sillyman

	Response Form 1 ROQ-151721 Specialty Legal Services	Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132
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Liaison Phone: 480-429-4893

Liaison Email Address: Michael.sillyman@kutakrock.com

How many years of experience does Liaison have handling public entity clients? 35 years

2 Areas of Practice

Respondent shall indicate the areas of practice they meet the mandatory requirements for (see Section 2.1 of Statement of Work).

Area of Practice	Check Yes or No	
	Yes	No
Appellate Practice	X	
Attorney conduct and professionalism		X
Bond and disclosure counsel	X	
Collections and bankruptcy	X	
Commercial transactions and litigation	X	
Construction litigation	X	
Contractual liability defense	X	
Election and voter registration law		X
Eminent domain and relocation		X
Environmental law		X
Federal and State taxation matters		X
General governmental practice (open meetings, public records, etc.)	X	
General litigation	X	
Health care, including public health and managed care	X	
Housing	X	
Immigration law	X	

 <p>PINAL • COUNTY <i>wide open opportunity</i></p>	<p>Response Form 1 ROQ-151721 Specialty Legal Services</p>	<p>Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p>
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Infrastructure design		X
Insurance contracts	X	
Intellectual property		X
Labor law and employment	X	
Land use	X	
Legislative matters	X	
Medical malpractice		X
Mental Health		X
Planning and zoning		X
Probate litigation		X
Property tax appeals, tax lien sales and foreclosures, Treasurer's matters		X
Public contracts and procurement	X	
Public official liability	X	
Public fiduciary		X
Real estate transactions	X	
Road design, construction or maintenance liability		X
Section 1983 civil rights defense	X	
Special taxing district law		X
Tort liability	X	

	Response Form 1 ROQ-151721 Specialty Legal Services	Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132
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3 References

Please list a MINIMUM of three (3), preferably five (5), clients for whom you have performed services similar to the Statement of Work in this solicitation.

1. Company Name: Pinal County
Address: Pinal County Attorney's Office, P.O. Box 887, Florence, AZ 85132
Contact Person: Mark Langlitz
Phone: 520-866-6278 Email Address: mark.langlitz@pinalcountyz.gov
Project Name: Entrada del Oro, Johnson Ranch

2. Company Name: City of Mesa
Address: Mesa City Attorney, P.O. Box 1466, Mesa, AZ 85211
Contact Person: Jacqueline Ganier
Phone: 480-644-2343 Email Address: Jacqueline.ganier@mesaz.gov
Project Name: Pensyl, Sorensen, Azzopardi

3. Company Name: City of Phoenix
Address: 200 W. Washington Street, 12th Floor, Phoenix, AZ 85003
Contact Person: Ed Zuercher
Phone: 602-262-6941 Email Address: ed.zuercher@phoenix.gov
Project Name: Johnson

4. Company Name: City of Tempe
Address: 31 E. 5th Street, 3rd Floor, Tempe, AZ 85281
Contact Person: Andrew Ching
Phone: 480-350-8221 Email Address: Andrew_ching@tempe.gov
Project Name: Inchausti

5. Company Name: Public Safety Personnel Retirement System
Address: 3010 E. Camelback Road, Suite 200, Phoenix, AZ 85016
Contact Person: Jared Smout
Phone: 602-255-5575 Email Address: jared@psprs.com
Project Name: Orlich

	Response Form 1 ROQ-151721 Specialty Legal Services	Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132
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6. Company Name: Higley Unified School District

Address: 2935 South Recker Road, Gilbert, AZ 85295

Contact Person: Dr. A. Denise Birdwell (presently Superintendent of the Scottsdale Unified School District)

Phone: 480-484-6120 Email Address: dbirdwell@susd.org

Project Name: Breach of Contract under Procurement Award

4 Prior Experience

Please provide examples of projects previously conducted that are related to the work described in the ROQ. Description should include the client name, description of the type of work performed, approximate date the work was completed and the professional staff who participated. (Additional pages may be used if necessary)

Please see Appendix A, attached, for a summary of the firm's experience and a discussion of representative projects we believe are similar to the work described in ROQ-151721, Specialty Legal Services, and fall within the scope of Section 2, Areas of Practice, to which we are responding.

5. Resumes

Please provide resumes for each professional who will assist in providing services or be a member of the project team. Resumes must include qualifications and experience of each professional. (Additional pages may be used if necessary)

Please see Appendix B, attached, for resumes of the proposed legal project team.

End of Response Form 1 for ROQ - 151721 Specialty Legal Services

APPENDIX A
RELEVANT PRIOR EXPERIENCE

APPENDIX A

RELEVANT PRIOR EXPERIENCE

APPELLATE PRACTICE

Kutak Rock's Appellate Practice Group ("Appellate Group") consists of firm attorneys in principal offices nationwide. These attorneys have extensive experience in all aspects of complex litigation and appellate work, including motion practice, jury instructions, trial consulting, preservation of error, appellate review of pretrial rulings, appeal evaluation, interlocutory appeals and appeals of final judgments. The Appellate Group provides services to clients in a wide range of business litigation, including antitrust, bankruptcy, construction, contract, corporate, creditors' rights, employment, financial services, insurance, intellectual property, products liability and securities litigation.

Kutak Rock's Appellate Group lawyers have handled appeals in all of the United States Circuit Courts of Appeals and the appellate courts of more than 30 states. As part of the firm's commitment to serving client needs nationwide, the Appellate Group handles appeals and related pretrial and trial work on a national basis. The members of the Appellate Group have a broad range of appellate experience, and many practice primarily in this specialty. The Appellate Group's appeal teams are built for specific matters, drawing on the appropriate mix of appellate experience and substantive expertise from all firm offices. Appeal teams may be drawn from more than one office to achieve the proper mix of experience among the lawyers and support staff involved. The Appellate Group prides itself on delivering high-quality appellate and related litigation expertise in jurisdictions across the country in a cost-effective and efficient manner, and is often successful in achieving a favorable resolution without the expense of further litigation.

At the pretrial and trial stages, Kutak Rock's appellate attorneys provide advice and assistance with complex motions, legal and evidentiary issues, appellate review of pretrial rulings, and preservation of error. After trial, the appellate attorneys advise and assist with post-trial motions, evaluate factual and legal issues for appeal, and participate in post-trial settlement negotiations. At the appellate stage, the firm's attorneys provide high-quality services in analysis of factual and legal issues, preparation of complex briefing, and oral advocacy before appellate courts.

Michael W. Sillyman has more than 30 years of experience in appellate work. During his career he has had over 20 arguments before the appellate courts in Arizona and the Ninth Circuit Court of Appeals. He has served as a Judge *Pro Tem* on Division One of the Arizona Court of Appeals (1985 to 1992) and has had 13 reported cases (two within this year) and two unreported cases. Following is a list of appellate decisions in which Mr. Sillyman appeared as counsel.

1. *Cross v. Elected Officials' Retirement Plan*, 234 Ariz. 595, 325 P.3d 1001 (App. 2014)
2. *Pivotal Colorado II, L.L.C. v. Arizona Public Safety Personnel Retirement System*, 234 Ariz. 369, 322 P.3d 186 (App. 2014)

3. *Indus. Comm'n of Arizona v. Brewer*, 231 Ariz. 46, 290 P.3d 439 (App. 2012)
4. *Centex Homes v. Pinal Cnty.*, 2 CA-CV 2010-0100, 2010 WL 5549053 (Ariz. Ct. App. Dec. 29, 2010)
5. *Footbridge Capital, L.L.C. v. Otto*, 1 CA-CV 09-0777, 2010 WL 5059587 (Ariz. Ct. App. Nov. 18, 2010)
6. *Grosvenor Holdings, L.C. v. Figueroa*, 222 Ariz. 588, 218 P.3d 1045 (App. 2009)
7. *Maricopa Cnty. Sheriff's Office v. Maricopa Cnty. Employee Merit Sys. Comm'n*, 211 Ariz. 219, 119 P.3d 1022 (2005)
8. *Horizon Resources Bethany Ltd. v. Cutco Industries, Inc.*, 180 Ariz. 72, 881 P.2d 1177 (App. 1994)
9. *Wasserman v. Low*, 143 Ariz. 4, 691 P.2d 716 (App. 1984)
10. *Alexander v. Superior Court In and For Maricopa County*, 141 Ariz. 157, 685 P.2d 1309 (1984)
11. *State ex rel. Corbin v. Pickrell*, 136 Ariz. 589, 667 P.2d 1304, Blue Sky L. Rep. P 71, 838 (1983)
12. *Benson v. Arizona State Board of Dental Examiners*, 673 F.2d 272 (9th Cir. 1982)
13. *Petras v. Arizona State Liquor Bd.*, 129 Ariz. 449, 631 P. 2d 1107 (App. 1981)
14. *Athans v. Arizona State Bd. of Dental Examiners*, 126 Ariz. 6, 612 P.2d 57 (App. 1980)
15. *Barmat v. Robertson*, 125 Ariz. 514, 611 P.2d 101 (App. 1980)

Mr. Sillyman served as a Judge Pro Tem on the Arizona Court of Appeals in 1985 and 1992.

Paige A. Martin has written briefs in six cases in the Arizona appellate courts and assisted on one Ninth Circuit brief during the last nine years. The Arizona appellate cases all involved representation of governmental entities, and the topics were governmental retirement plans and development agreements; the Ninth Circuit brief was for a private company. Following is a list of appellate decisions in which Ms. Martin appeared as counsel.

1. *Cross v. Elected Officials' Retirement Plan*, 234 Ariz. 595, 325 P.3d 1001 (App. 2014)
2. *Pivotal Colorado II, L.L.C. v. Arizona Public Safety Personnel Retirement System*, 234 Ariz. 369, 322 P.3d 186 (App. 2014)
3. *City of Phoenix v. Fields*, 219 Ariz. 568, 201 P.3d 529 (2009)

Michael W. Sillyman, Paige A. Martin, London A. Burns and Andrew L. McNichol are interested in representing the County in appellate proceedings. Résumés of these attorneys are provided in Appendix B.

BOND AND DISCLOSURE COUNSEL

More than 110 Kutak Rock lawyers devote all or a major portion of their practice to the field of public finance and related aspects of law. The firm has served as bond counsel in more than 10,000 municipal bond issues in all 50 states, the District of Columbia, the Virgin Islands, Guam and Puerto Rico. No opinion of the firm with respect to the tax-exempt status of a bond issue has ever been the subject of any court action.

The firm's national prominence is attributable in part to the large number of subspecialties it maintains within the public finance field. These subspecialties run the gamut of tax-backed and revenue bond debt, including traditional general obligation bond issues, tax and revenue anticipation notes, municipal commercial paper, infrastructure financings (including water, sewer and electric bonds), clean water and drinking water revolving funds, higher education, health care and other 501(c)(3) conduit financings, special district and tax increment bonds, arena and convention center bonds, solid waste project financings, transportation financings (including airport, mass transit, port and toll road bonds), lease financings (including certificates of participation), single-family and multifamily housing bonds, student loan financings and a wide variety of municipal derivative products.

To complement this expertise, Kutak Rock has a 10-member Section 103 Tax Department (including a former IRS official) specializing in federal tax exemption matters and a number of nationally recognized authorities in the application of the federal securities laws to public finance. The Tax Department attorneys meet weekly via conference call to discuss current tax issues and developments as well as to share information obtained from regular interactions with Department of Treasury and IRS personnel. These tax attorneys also regularly handle IRS bond audits—over 150 to date.

The National Public Finance Department is purposefully organized to match this breadth of expertise with the needs of a diverse client base. Consequently, the firm does not limit its practice focus to one particular role. The firm routinely serves as bond counsel, special tax counsel, issuer's counsel, disclosure counsel, underwriter's counsel, placement agent's counsel, counsel to municipal bond insurance companies and to letter of credit banks and as borrower's counsel in conduit financings.

Kutak Rock has been listed among the most active bond counsel firms in the nation in annual industry rankings since such statistics were first made available. Following are national rankings for the firm for recent years as compiled by Thomson Reuters, the statistician for the public finance industry:

Bond Counsel Ranking			
Year	Rank	Number of Issues	Dollar Total
2015	5	412	\$13.33 billion
2014	4	305	\$9.95 billion
2013	3	283	\$13.34 billion
2012	4	334	\$14.21 billion
2011	3	220	\$12.98 billion

Issuers for which the firm has served as bond counsel include traditional political bodies such as states, counties, cities and school districts, as well as numerous special-purpose financing authorities such as public power districts, institutions of higher education, state housing finance agencies and student loan agencies.

As one of the nation's most active firms in the disclosure area, the firm's public finance attorneys have also developed an extraordinary expertise in analyzing the SEC's new initiatives, such as the MCDC Initiative and the municipal advisor rules, the conduct of due diligence investigations, the evaluation of information for materiality, the preparation of disclosure documents and the development of disclosure policies and procedures as highly recommended (and effectively required) by the SEC. Following are the firm's national disclosure counsel rankings for recent years (as compiled by Thomson Reuters):

Disclosure Counsel Ranking			
Year	Rank	Number of Issues	Dollar Total
2015	4	138	\$5.23 billion
2014	8	115	\$3.89 billion
2013	3	112	\$5.50 billion
2012	2	122	\$6.09 billion
2011	4	59	\$3.99 billion

As one of the nation's most active firms in the municipal disclosure arena (as evidenced by the firm's consistently high national ranking as disclosure counsel, noted above), Kutak Rock's public finance attorneys have developed an ongoing familiarity with market and regulatory expectations and developments, expertise in the conduct of due diligence investigations, and experience in the evaluation of information for materiality and the SEC-recommended development of disclosure-related procedures and staff training. The firm regularly advises government officials concerning the preparation of disclosure documents for primary offerings and secondary market continuing disclosure filings, as well as the making of public and private statements relevant to disclosure during press conferences and presentations.

Kutak Rock has a concrete, firmwide system in place to monitor and keep abreast of regulatory requirements so that our attorneys and our clients stay informed of regulatory disclosure requirements. Our broad market knowledge and penetration ensures that we can assist our clients to understand regulatory trends, learn quickly of specific developments and be aware of practical developments as they occur across the country.

Arizona Public Finance Practice

Kutak Rock has maintained an office in Arizona since establishing an office in Phoenix in May 1990. The firm relocated to its current address in Scottsdale in October 1999. The firm has a well-recognized familiarity with Arizona law relating to public borrowing. The firm's Scottsdale office houses a group of eight attorneys who conduct the firm's public finance practice in Arizona.

Since 1974 Kutak Rock has participated in more than 625 public finance issues in Arizona having a total principal amount of more than \$13.8 billion. Of these issues, the firm served as bond counsel in more than 425 issues having an aggregate principal amount of more than \$6.6 billion.

Following is a list of Arizona governmental entities for which Kutak Rock has served as bond counsel since January 1, 2010:

- Arizona Health Facilities Authority
- City of Phoenix Civic Improvement Corporation
- Greater Arizona Development Authority
- The Industrial Development Authority of the County of Maricopa
- The Industrial Development Authority of the City of Peoria
- The Industrial Development Authority of the City of Phoenix
- The Industrial Development Authority of the County of Pima
- The Industrial Development Authority of the County of Pinal
- The Industrial Development Authority of the City of Tucson
- The Industrial Development Authority of the County of Yavapai
- Quechan Tribe of the Fort Yuma Indian Reservation
- San Luis Facility Development Corporation

Following are recent representative financing examples:

- \$24,890,000 The Industrial Development Authority of the County of Pima Education Facility Revenue Bonds (American Leadership Academy Project) Series 2015 (firm's role: bond counsel) (12/17/15) (Dane K. Fernandes, Monika Calamita)
- \$7,610,000 The Industrial Development Authority of the County of Yavapai Education Refunding Bonds (Arizona Agribusiness and Equine Center, Inc. Project), Series 2015A and 2015B (firm's roles: bond counsel, disclosure counsel) (6/3/15) (Dane K. Fernandes, Monika Calamita)

- \$33,060,000 The Industrial Development Authority of the City of Peoria, Arizona Revenue and Refunding Bonds (Sierra Winds Life Care Community Project), Tax-Exempt Series 2014A and Taxable Series 2014B (firm's role: bond counsel) (11/18/14) (Christopher J. Dodd)
- \$10,395,000 Greater Arizona Development Authority Infrastructure Revenue Refunding Bonds, Series 2014A (firm's role: bond counsel) (3/19/14) (Dane K. Fernandes, Monika Calamita, Anthony V. Giancana)
- \$155,130,000 The Industrial Development Authority of the City of Phoenix, Arizona Solid Waste Disposal Revenue Refunding Bonds (Republic Services, Inc. Project), Series 2013 (firm's roles: bond counsel, issuer's counsel) (1/23/13) (Patrick A. Ray, Naomi J. Barnes)
- \$19,000,000 The Industrial Development Authority of the City of Phoenix, Arizona Variable Rate Revenue Bonds, Series 2010-A (firm's role: bond counsel) (12/21/10) (Patrick A. Ray, Anthony V. Giancana)
- \$4,600,000 The Industrial Development Authority of the County of Pinal (Superstition Mountain Mental Health Center, Inc. Project) (firm's role: bond counsel) (5/11/10)

Kutak Rock's eight Scottsdale office public finance attorneys who concentrate in public finance would be available to assist the City with municipal law matters. These lawyers are **Patrick A. Ray, Anthony V. Giancana, Timothy C. Nash, Dane K. Fernandes, Naomi J. Barnes, Kelly A. McGuire, Christopher J. Dodd** and **Monika Calamita**. Their résumés are included in Appendix B.

COLLECTIONS AND BANKRUPTCY

With more than 70 lawyers throughout the United States actively involved in collection, bankruptcy, loan restructuring and workout matters, Kutak Rock has the depth and experience necessary to provide effective and cost-efficient service to our clients in any bankruptcy case or collections engagement.

Collections. The firm provides extensive legal services to a wide range of financial institutions, including commercial banks, finance/leasing companies and other lenders in connection with receiverships, foreclosures, loan collections and workouts, and offensive and defensive litigation. The various practice groups have completed hundreds of litigation/collection engagements in virtually every state in the country. Because litigation can be cost-prohibitive, in addition to our litigation skills before judges, the firm assists clients with negotiated resolutions outside the courtroom. We aggressively defend our clients' business interests in alignment with their goals to produce swift settlements.

Bankruptcy. Kutak Rock's bankruptcy practice group regularly handles significant bankruptcy and creditors' rights representations for a wide range of lenders and other financial institutions and has completed hundreds of engagements in virtually every state in the country. The depth and experience of the group provide both litigation strength and transactional

experience, and our nationally recognized expertise in finance, tax, health care, real estate, environmental, public finance and litigation, in addition to bankruptcy, provides our clients with the comprehensive representation necessary to address the nature of the problem and to design resourceful and practical solutions appropriate for the client's particular situation or role in a matter.

The experience and record of the firm's bankruptcy and creditors' rights attorneys will be quickly recognized and respected by other parties in any bankruptcy or creditors' rights proceeding. The *American Lawyer's Corporate Counsel Client's Choice* survey has identified Kutak Rock's Bankruptcy, Restructuring and Creditors' Rights practice as the choice of corporate counsel.

Our representative experience includes:

- DIP lender representation
- Representation of buyers of assets in 363 sales
- Chapter 11 plan sponsors and exit financing providers
- Investors in acquiring distressed paper
- Litigation of avoidance actions
- Creditor committee representation
- Ad hoc groups and creditors throughout the debtor's capital structure
- Debtors in all aspects of reorganizations, workouts and liquidations
- Chapter 11 trustees, plan administrators and liquidating trustees
- Real estate landlords and tenants in bankruptcy and other distressed scenarios
- IP licensors and licensees in bankruptcy and other distressed scenarios
- Trustees, holders, letter of credit providers, derivative counterparties and insurers in connection with distressed bond financings and chapter 9 bankruptcy cases involving municipalities

Workouts. Kutak Rock has a dedicated team of experienced workout lawyers who provide clients with strategic advice concerning the structuring and implementation of favorable restructurings with respect to distressed or defaulted transactions, along with assistance from bankruptcy and litigation counsel as necessary to protect our clients' interests. We have represented clients both regionally and nationally in many workout areas, including large, complex financing restructurings, loan modifications, forbearances, loan and asset sales, as well as single asset loan foreclosures and workouts. Our expertise includes the following:

- Assessment and creation of strategies involving the acquisition, disposition, operation or development of distressed assets or debt
- Recovery of past-due and accelerated loan balances
- Evaluation of creditor remedies and workout and settlement alternatives

- Navigation of complex intercreditor issues among senior, subordinate and mezzanine loan providers
- Structuring and documentation of forbearances, discounted payoffs, forgiveness or deferral of debt, restructurings, out-of-court workouts, deeds in lieu of foreclosure and settlements
- Filing and processing of real property receiverships, and real property and UCC foreclosures
- Prosecution or defense of lender liability claims
- Handling bankruptcy and receivership proceedings
- Facilitating debtor-in-possession financings
- Representing court-appointed committees of creditors, post-petition lenders and parties acquiring bankrupt entities or their assets.

The following list of representative engagements highlights the breadth and depth of our Bankruptcy, Restructuring and Creditors' Rights Group:

- *In re Movie Gallery, Inc.* (Bankr. E.D. Va.). The firm represented Movie Gallery, Inc. and its subsidiaries, the second largest North American home entertainment specialty retailer, in their Chapter 11 reorganization cases.
- *In re On-Site Sourcing, Inc.* (Bankr. E.D. Va.). The firm represented one of the world's largest independent litigation support providers in its Chapter 11 cases, which resulted in the successful bankruptcy section 363 sale of substantially all of the debtors' assets.
- *In re Government Telecommunications, Inc.* (Bankr. E.D. Va.). The firm represented the Official Committee of Unsecured Creditors in this successful Chapter 11 reorganization whereby the Debtor and the Committee jointly proposed a plan of reorganization that was subsequently confirmed.
- *In re Baker Equipment Engineering Company* (Bankr. E.D. Va.). The firm represented the debtor-in-possession in the reorganization of a multistate manufacturer of industrial trucks and fire engines.
- *In re US Airways Group, Inc.* (Bankr. E.D. Va.). The firm represented a financial guaranty insurer in the first bankruptcy case of US Airways relating to approximately \$80,000,000 of special facilities revenue bonds issued by the Massachusetts Port Authority.
- *In re Circuit City Stores, Inc.* (Bankr. E.D. Va.). The firm represents an assortment of creditors in this Chapter 11 liquidation of the second largest U.S. electronics retailer, including (i) a bank creditor holding over \$300,000,000 in claims, (ii) an electronics vendor holding one of the five largest unsecured claims,

(iii) a fleet vehicle lessor and (iv) various national lessors and executory contract counterparties.

- *In re AMF Bowling, Inc.* (Bankr. E.D. Va.). The firm represented the debtor in connection with the Chapter 11 liquidation of this publicly traded holding company.
- *In re Elantic Telecom, Inc.* (Bankr. E.D. Va.). The firm represented the potential buyer in a contested Chapter 11 sale and claim litigation.
- *In re City of Detroit* (Bankr. E.D. Mich.). The firm represents the subsidiary of a Fortune 10 company in connection with a prepetition secured lending arrangement with the City of Detroit.
- *In re Edison Mission Energy, et al.* (Bankr. N.D. Ill.). The firm represents a pipeline owner in connection with its executory contracts with this energy company operating under Chapter 11.
- *In re Lehman Brothers Holdings Inc., et al.* (S.D.N.Y.). The firm represents numerous clients in connection with preparation of claims, opposing claims objections, claims settlement, issues arising in connection with debtors' assumption of executory contracts under section 365 of the Bankruptcy Code, and a court-mandated ADR program relating to a terminated swap and repurchase agreements entered into with various Lehman debtors.
- *In re Borders Group, Inc.* (Bankr. S.D.N.Y.). The firm represented a landlord with multiple locations leased to the national bookstore chain in connection with various lease rejection and lease assumption issues.
- *In re Golfers Warehouse, Inc.* (Bankr. D. Conn.). The firm served as counsel to the stalking horse bidder and purchaser of a chain of sporting goods retailers in the northeastern United States. In less than 30 days between the filing of the debtor's Chapter 11 case and the closing of the sale to our client, we were able to secure for our client substantial bid protections in the form of a break-up fee, negotiate and obtain approval of bid procedures and successfully navigate a contested sales process.
- *In re Bruno's Supermarkets, LLC* (Bankr. N.D. Ala.). The firm represented a technology service provider in connection with executory contract issues and a preferential transfer avoidance action.
- *In re Real Mex Restaurants, Inc., et al.* (Bankr. D. Del.). The firm recently completed the representation of a mortgage lender and landlord in this Chapter 11 bankruptcy of a casual dining franchisor and restaurant operator.
- *In re Security National Properties Funding III, LLC, et al.* (Bankr. D. Del.). The firm is representing a utility in this Chapter 11 bankruptcy of a real estate investment company with properties in 15 states.

- *In re RT Midwest Holdings, LLC, et al.* (Bankr. D. Minn.). The firm represented (i) a secured lender in connection with its mortgage and furniture, fixture and equipment loans to this casual dining franchisee and restaurant operator and (ii) the purchaser of substantially all of the assets through a section 363 sale.
- *In re Friendly Ice Cream Corporation* (Bankr. D. Del.). The firm represented a secured lender with respect to mortgage and furniture, fixture and equipment loans made to this casual dining franchisor and restaurant operator.
- *In re Uni-Marts LLC* (Bankr. D. Del.). The firm represented a secured mortgage lender in this Chapter 11 bankruptcy of a national convenience store operator.
- *In re Midlands Foods Corporation* (Bankr. D. Del.). The firm represented a secured lender and landlord in this Chapter 11 bankruptcy by one of the largest domestic franchisees of Pizza Hut, Inc.
- *In re Skybus Airlines, Inc.* (Bankr. D. Del.). The firm represented a large municipality in this airline Chapter 11 proceeding.
- *In re United Airlines, Inc.* (Bankr. N.D. Ill.). The firm was retained by a large financial guaranty insurer to provide ongoing analysis of declaratory actions filed by debtor to recharacterize airport leases at LAX, JFK, SFO and DEN as disguised financings.
- *In re VeraSun Energy Corp., et al.* (Bankr. D. Del.). The firm represented a national bank as a lender in several syndicated credit facilities in the Chapter 11 bankruptcy of one of the nation's largest ethanol producers.
- *In re County of Orange* (Bankr. C.D. Cal.). The firm represented a large monoline financial guaranty insurer in one of the largest municipal bankruptcy case in the United States in connection with special revenue bonds issued prebankruptcy by Orange County and post-petition recovery bonds and recovery certificates of participation issued to enable the County to emerge from bankruptcy.
- *In re Western Pacific Airlines, Inc.* (Bankr. D. Colo.). The firm represented an airplane engine manufacturer in a complex preference litigation.
- *In re Enron Corp.* (Bankr. S.D.N.Y.). The firm represented a defendant in a substantial preferential transfer avoidance action.
- *In re Lehman Brothers Inc.* (S.D.N.Y.). The firm represented client in SIPA liquidation of Lehman Brothers Inc. to obtain relief from stay in order to enforce remedies against approximately \$35 million of securities pledged to secure Lehman Brothers' guaranty of municipal bonds, costs and expenses of bond redemption, and present value of bond insurance policy and assisted in subsequent negotiations and a stipulated agreement respecting our client's rights to distributions as proceeds of original collateral.

- *In re Kmart Corp.* (Bankr. N.D. Ill.). The firm represented a large vehicle fleet lessor in connection with a master vehicle lease.

Joseph Wm. Kruchek in Kutak Rock's Scottsdale office would be available to assist the County with collections and bankruptcy matters. His résumé appears in Appendix B.

COMMERCIAL TRANSACTIONS AND LITIGATION

Kutak Rock conducts a highly active practice in all types of commercial transactions, including negotiable instruments, banking, guaranties and insurance, bankruptcy, swaps and derivatives as well as asset-based lending, commercial leasing and equipment finance. Following are summaries of the firm's capabilities and experience in several of these areas.

Commercial Lending Practice

Kutak Rock has represented financial institutions in numerous capacities in a broad range of transactions involving institutional lenders, foreign and domestic banks, savings institutions, insurance companies and holding companies for banks and savings institutions. The members of the practice group have closed large and small financings in all 50 states and the District of Columbia.

The firm has extensive experience representing clients in general commercial and construction lending transactions, asset-based financings and acquisition finance transactions. In addition, the firm has represented clients in bank and savings institution acquisitions, savings institution conversions, matters relating to insolvent financial institutions, leveraged leasing, the issuance of letters of credit and extensions of lines of credit, the issuance of collateralized mortgage obligations and other asset-backed securities and general corporate matters. Furthermore, the firm represents banks, savings institutions and their holding companies before regulatory bodies and acts as counsel to those institutions in the purchase, brokering, underwriting and private placement of virtually every type of debt and equity. Lawyers of the firm have participated in the coordination of multi-bank and bank-insurance company credit facilities, interest rate swaps, currency swaps and the disposition of fixed and variable rate securities portfolios.

Kutak Rock attorneys have been involved both as borrower's counsel and as lender's counsel in a wide range of secured and unsecured lending and letter of credit transactions. As lender's counsel, such transactions include syndicated and single-bank transactions for private and publicly held corporate borrowers, the issuance of letters of credit supporting taxable and tax-exempt securities, correspondent bank financing, ESOP financing and other financing alternatives provided by commercial banks to their customers.

Acting as issuer's counsel and counsel to providers of credit enhancement, the firm has gained a national reputation for structuring all types of securities for placement in the public and private domestic and international markets. This national reputation is enhanced by the multidisciplinary practice of the entire firm. For instance, real estate-backed securities transactions and many other structured real estate finance engagements require work with lawyers in other practice groups of the firm on issues relating to corporate and public finance, litigation, tax, bankruptcy and environmental law.

Kutak Rock's national corporate and public finance practice has created a broad network of clients and contacts throughout the financial industry. The firm's prominent position in corporate and public finance directly facilitates its extensive involvement in commercial lending, public and municipal law, pensions, real estate planning for corporate clients, corporate finance, environmental issues, state and federal securities matters, banking, administrative law, litigation, arbitration, Euromarket financing, regulatory issues with respect to thrift institutions and various tax matters.

Commercial Leasing Practice

Kutak Rock has accrued significant experience negotiating all types of commercial leases for many clients—owners as well as tenants. The firm also represents lenders in financing commercial lease-backed loans. The firm also has had experience representing a nationwide big-box retailer in connection with the lease of 20,000- to 30,000-square-foot-facilities. This representation involved negotiating the retailer's standard form lease with regional and national in-line and power center developers, including provisions dealing with landlord's construction obligations with respect to the retail improvements, construction delays and penalties, common area maintenance, continuous operation and use exclusives, reviewing and negotiating reciprocal easement agreements and reviewing and addressing title and survey matters.

Equipment Leasing Practice

Kutak Rock attorneys have extensive experience representing clients in connection with the origination of equipment finance transactions, including preparation of form loan and lease documents for clients to document transactions of all sizes and types. Firm attorneys regularly prepare and negotiate all of the documents necessary to consummate transactions, from simple loan or lease origination transactions to complex transactions and securitizations involving hundreds of properties or thousands of items of equipment located throughout the country or the world and subject to numerous assignments and subleases. Firm lawyers also frequently represent clients in connection with the purchase and sale of equipment leases. In connection with such syndications, firm lawyers use their thorough understanding of market standards and expectations to draft and negotiate purchase and sale agreements, participation agreements and servicing agreements.

Many transactions have involved purchases of a pool of existing leases and receivables. The types of assets financed have included:

- o Aircraft
- o Automobile and truck fleets
- o Computer hardware and software
- o Energy projects
- o Intermodal containers
- o Manufacturing equipment
- o Marine vessels
- o Medical equipment
- o Office equipment
- o Railcars

- o Telecommunications equipment
- o Warehouse equipment facilities

Some of the lease portfolios that have been purchased or financed by clients have been placed in such clients' commercial paper programs.

Commercial Litigation

Kutak Rock's commercial litigation group represents corporate, business and governmental clients in the defense and prosecution of a broad variety of complex civil litigation. Over half of the firm's litigation attorneys practice all or most of the time in this diverse area.

Attorneys in the group specialize in contract and contract-related litigation. Their experience includes the successful resolution of numerous lawsuits and claims arising out of purchase and sale agreements, service contracts, franchise agreements, merger and acquisition agreements, guaranty and surety agreements, financial instruments, loan agreements, real estate contracts and other business-related contracts of almost every type in federal and state jurisdictions across the United States. Whether defending or prosecuting such suits, Kutak Rock's litigators often call upon the firm's tax, corporate finance and real estate attorneys, as well as the certified public accountants and financial analysts employed by the firm, to provide "in-house" expert consultation as may be appropriate or helpful to the interests of the firm's clients. In addition, the attorneys in the firm's commercial litigation group often assist in workouts and the negotiation and renegotiation of contracts in connection with the resolution of disputes that do not involve litigation.

Kutak Rock litigators also have substantial expertise in almost every type of statutory and common law business tort. Matters typically have involved claims of primary or secondary liability for negligence, tortious interference with contractual and prospective business relations, breaches of fiduciary duty, fraudulent misrepresentations and omissions, conspiracy, anticompetitive conduct and other alleged civil wrongs.

The experience of the firm's commercial litigation attorneys includes many other types of suits and claims, primarily in the areas of tax, real estate, banking, hostile takeovers, directors' and officers' liability, professional liability, antitrust and trade regulation and governmental regulatory disputes. These attorneys are committed to responding immediately, working around the clock if necessary, to file or defend against temporary restraining orders and preliminary injunctions for the firm's clients faced with business crises.

Mr. Sillyman has represented the State of Arizona and various State agencies in a variety of business tort claims and represented Pinal County in two land development disputes in Superior Court and in 15 quasi-judicial matters before the Pinal County Board of Supervisors.

Randy D. Delgado II, Brian J. Jordan, Mark E. Lasee, Mark R. Nethers, Mitchell S. Padover, Emily K. Smith, Jason D. Stych, Joy A. Sullivan and Lynn T. Ziolk are available to assist the County with commercial transactions.

Michael W. Sillyman, Marc R. Lieberman, Douglas H. Allsworth, Paul S. Gerding, Jr., Joseph Wm. Kruchek, Tasha Cycholl Smith, Philip A. Overcash, Jennifer L. Kraham and Natalie C. Anderson are interested in providing commercial, contract and other civil litigation services to the County.

Résumés of these lawyers are included in Appendix B.

CONSTRUCTION LITIGATION

Kutak Rock's attorneys have represented owners, developers, architects, engineers, lenders, contractors, subcontractors, product suppliers and sureties in a broad range of construction matters. Engagements have involved claims for breach of contract, disputed change orders and "extra work," defective workmanship, differing site conditions, defective plans and specifications, liens and foreclosure matters, product liability, workers' compensation claims, insurance coverage issues and suits relating to "sick building" syndrome.

As with other practice areas, the firm's approach to construction matters is to educate clients, maintain communications and respond to problems quickly before they escalate. The firm's attorneys provide counsel to clients in claim avoidance, drafting and contract preparation and other matters intended to minimize the clients' risks of litigation. In the event litigation is necessary, the firm's litigators bring a wealth of experience to their representation of clients in courts across the United States as well as in arbitration, as provided under many standard construction agreements.

Not every dispute, however, results in litigation. Litigation can often be avoided through proper planning and advice. Accordingly, in addition to providing trial and appellate services, the firm's litigation attorneys work with members of the firm's other departments in giving day-to-day advice to clients on formative business matters, claim avoidance, risk management, damage control and the protection of confidential material. The firm has also hosted topical seminars and provided training for clients and their key employees to advise of potential legal pitfalls or protection that may be available. In addition, to keep clients abreast of cutting-edge developments in the law, the firm sends "client alert" memoranda to interested parties on a periodic basis.

Recognizing the expense of modern litigation and clients' interests in cost containment, the firm strives to staff and manage litigation matters on an efficient and cost-effective basis. The firm's philosophy of managing litigation through teams of professionals ensures that work is done by attorneys and paralegals with appropriate levels of experience for the task at the most efficient level.

In addition to litigation experience, Kutak Rock has extensive construction law experience representing lenders as well as property owners in connection with construction projects. Firm attorneys regularly advise clients with respect to issues involving loan disbursements, lien laws, subdivision laws, zoning, platting, site plans, foundation surveys, as-built surveys, covenants, conditions and restrictions, construction consultants, contracts with architects, general contractors and subcontractors and change orders.

Paul S. Gerding, Jr., Douglas H. Allsworth and Natalie C. Anderson would be available to represent the County in construction litigation matters. Résumés of these attorneys are provided in Appendix B.

CONTRACTUAL LIABILITY DEFENSE

The firm's litigators specialize in contract and contract-related litigation. Their expertise includes the use of strategies to resolve numerous lawsuits and claims arising out of purchase and sale agreements, service contracts, franchise agreements, merger and acquisition agreements, guaranty and surety agreements, financial instruments, loan agreements, real estate contracts and other business-related contracts of almost every type in federal and state jurisdictions across the United States. Whether defending or prosecuting such suits, Kutak Rock's litigators are able to call upon the firm's tax, corporate finance and real estate attorneys, as well as the certified public accountants and financial analysts employed by the firm, to provide "in-house" expert consultation as may be appropriate or helpful to the interests of the firm's clients. In addition, the attorneys in the firm's commercial litigation group understand how to assist in workouts and the negotiation and renegotiation of contracts in connection with the resolution of disputes that do not involve litigation.

Kutak Rock litigators also have substantial expertise in almost every type of statutory and common-law business torts, such as primary or secondary liability for negligence, tortious interference with contractual and prospective business relations, breaches of fiduciary duty, fraudulent misrepresentation and/or omissions, conspiracy, anticompetitive conduct and other alleged civil wrongdoings.

Michael W. Sillyman, Paul S. Gerding, Jr., Douglas H. Allsworth, Natalie C. Anderson, Echo Reynolds, Jonathan Schultz, London Burns, Andrew McNichol would be available to represent the County in contract liability litigation. Their résumés appear in Appendix B.

GENERAL GOVERNMENTAL PRACTICE

Kutak Rock has extensive experience with administrative law matters and can assign attorneys in its Scottsdale office who have direct experience serving as counsel for governmental entities and working on comparable matters. This experience includes licensing, disciplinary actions, advice to boards and commissions, open meeting laws, contracts, drafting of rules, regulations, ordinances and legislation, public records law, and intergovernmental relations. Following are specific areas of municipal law in which the firm can provide representation.

A significant portion of the firm's practice is focused on assisting municipal clients with economic development incentive projects including tax increment and STAR bond districts, transportation development districts, community improvement districts, special assessment districts and other special districts. The firm also regularly assists governmental clients on a variety of municipal law matters, including drafting legislation, providing written and oral testimony before legislative bodies regarding proposed legislation, and providing advice on public bidding procedures, open meeting requirements, access to public records, interlocal government

cooperation, state and federal grants and loans, investment of public funds, authority to implement projects and programs, and other related matters.

In addition, Kutak Rock lawyers have extensive litigation experience representing municipalities in a variety of matters. Their litigation experience includes cases in inverse condemnation, constitutional issues related to legislation and code enforcement, civil rights, employment including discrimination and retaliation, public works contracts, premises liability, breach of contract, and tort liability.

Kutak Rock attorneys have extensive experience advising state and other governmental agencies. **Michael W. Sillyman** served as an Assistant Attorney General for the State of Arizona for eight years, during which time he was counsel to the Arizona Department of Liquor, the Arizona Securities Division, the State Banking Commission, the Arizona Department of Insurance, the Arizona Board of Pharmacy, the Arizona Board of Osteopathic Examiners in Medicine and Surgery Physicians, the Arizona Department of Dental Examiners, the Board of Chiropractic Examiners, the Naturopathic Physicians Board of Medical Examiners and the Arizona State Veterinary Medical Examining Board, among others. As counsel to these boards and commissions, Mr. Sillyman provided advice concerning rules and regulations, open meeting laws, statutory requirements, administrative licensing proceedings and litigation support. He also served on the Arizona Attorney General's Open Meeting Law Enforcement Team.

Mr. Sillyman served as outside legal counsel to the Maricopa County Merit Systems Commission, the Maricopa County Law Enforcement Officers Merit System Commission, the Maricopa County Special Health Care District Employee Merit System Commission, and has represented various state and county agencies in administrative proceedings and in legal proceedings in the state and federal courts, including the Arizona Department of Gaming, the Arizona Department of Economic Security, the Arizona Peace Officers Standards & Training Council, the Arizona Department of Transportation, the University of Arizona Technology Transfer Department, the Arizona Department of Insurance, the Arizona Medical Board, the Arizona Board of Behavioral Health Examiners, and the Board of Examiners of Nursing Care Institution Administrators and Assisted Living Facility Managers. He has also represented the Arizona Judicial Conduct Commission and currently serves as a Hearing Officer for the City of Phoenix Employment Relations Board and as outside counsel to the Pinal County Board of Supervisors.

Michael W. Sillyman, Marc R. Lieberman and Paige A. Martin would represent the County in general governmental matters. Résumés of these attorneys are provided in Appendix B.

GENERAL LITIGATION

Kutak Rock specializes in complex civil litigation, primarily defending its clients' interests in federal and state courts and in arbitration and mediation proceedings throughout the United States. Litigation attorneys draw upon and contribute to Kutak Rock's national resources as the firm assembles teams to complete major litigation with the consistent objective of matching the right lawyer or team to the task in the most cost-effective manner.

Nationally, more than 160 Kutak Rock attorneys concentrate their practice in litigation and litigation-related areas. The Scottsdale office has 15 attorneys who devote all or a major portion of their practice to litigation matters. The firm's collegial environment promotes the collaboration of lawyers across office lines whenever certain expertise is needed in a particular locale.

The firm occupies a special niche in the legal market. As a national firm, we offer breadth and depth in all areas of commercial litigation. We manage our rate structure in order to stay far more competitive than other comparable national firms by controlling overhead, consolidating firmwide functions in our administrative center in Omaha, and requiring financial accountability from all of its lawyers.

The firm has an experienced group of first-chair trial lawyers strategically located throughout the United States with an established track record of winning jury trials, bench trials and arbitrations in a wide variety of commercial litigation. Our cumulative trial experience also offers a honed approach to successful mediation. The firm's trial attorneys understand how to develop a mediation strategy, present the client's position through effective demonstrative evidence, and skillfully negotiate favorable settlements.

Kutak Rock's trial teams approach each litigation matter with a specific strategy for success. Firm attorneys do not take "cookie cutter" approaches to litigation. Working with their clients, firm attorneys develop strategies aimed at reducing risk and preventing litigation. Firm attorneys draw from all offices to ensure that we have the correct expertise for each case. In addition, the firm's extremely strong transactional practices in the areas of finance, lending workout, insurance coverage, mergers and acquisitions and real estate are an important resource for the trial team on an as-needed basis.

In a typically complex, high-value litigation matter, we recognize that a law firm's capability to manage, review and persuasively present the extraordinary quantity of information at issue is critically important. The firm has developed sophisticated document identification, imaging, management and analysis systems to assist its lawyers in efficient analysis and persuasive presentation of the facts. The firm's state-of-the-art computer network facilitates analysis of the e-mail and other electronic information on which modern enterprise increasingly depends. The firm's computer network and video conference facilities make it possible for lawyers to assemble expertise or collaborate with clients even across great distances.

Kutak Rock's trial lawyers are divided into a number of specialized groups distributed throughout the firm's network of offices. Each specialized group is directed by one or more senior litigation partners practicing primarily within that area. These specialty areas include corporate and business litigation, products liability and personal injury defense, employment, employee benefits and ERISA, insurance and risk management, financial services, intellectual property, bankruptcy and creditors' rights, securities, white-collar crime, antitrust, health care, construction and environmental.

Several of the firm's litigators are members of the American Board of Trial Advocates ("ABOTA"), an invitation-only organization that requires members to have experience with a certain number of jury trials to verdict.

Current and recently completed litigation engagements have involved major contract disputes, insurance coverage, business torts, securities, products liability, lender liability, directors' and officers' liability, professional liability, technology transfer and licensing, shareholder governance, construction, environmental liability, zoning, eminent domain, employment discrimination, white-collar crime, intellectual property, trade secrets, antitrust and other complex commercial and business litigation of almost every type. The firm has litigators with extensive experience in class actions and derivative lawsuits. In addition to seeking successful resolution of disputes for their clients through pretrial motions, discovery and trial, Kutak Rock litigation attorneys recognize that nonjudicial resolutions of disputes which avoid the risk and cost of lengthy litigation often may provide the best solution for clients.

Firm litigators have negotiated very favorable results in high-profile matters, including, for example, an action brought by a financial guarantor against a national residential mortgage originator which alleged breach of contract and misrepresentation in connection with the issuance of mortgage-backed securities. The firm negotiated a settlement in favor of the financial guarantor in the amount of \$950 million.

Governmental Litigation

Kutak Rock lawyers have extensive litigation experience representing governmental entities in a variety of matters. Their litigation experience includes cases in premises liability, personal injury, negligence, inverse condemnation, land use and zoning, water rights and drainage, environmental disputes, constitutional issues related to legislation and code enforcement, civil rights, employment including discrimination and retaliation, public works contracts, breach of contract, and general tort liability.

By way of example, Kutak Rock recently successfully defended municipalities in actions involving:

1. Discrimination, retaliation and wrongful termination against cities, city managers, city council members and staff supervisors.
2. Constitutional claims of violations of the Fifth and Fourteenth Amendments as a result of impact fees assessed on developers for the acquisition of new water supplies.

Michael W. Sillyman has represented the State of Arizona and various State agencies in a variety of business tort claims, Pinal County in two land development disputes in Superior Court and the Public Safety Personnel Retirement System in various matters in Superior Court.

The firm has significant experience using e-discovery in connection with client litigation. For example, we took responsibility for an e-discovery process involving over three million e-documents produced and received, and 5.5 TB of data processed, including e-mails and native files, as well as conversion of paper files to e-format, in a \$1 billion-plus financial fraud litigation. In a second example, our firm managed the entire e-discovery effort, involving coordination with European Union security counsel, for the collection of 800 GB of data from 45 custodians around the world for a global manufacturer in a commercial dispute relating to product design. In another example, our e-discovery team recovered a "smoking gun" e-mail

from an adverse party on a \$1 billion fraudulent inducement claim arising from the Enron bankruptcy.

Mr. Sillyman has represented a statewide publicly elected official in an interference with contract case involving a merger of a public utility company as well as a number of state agencies in discrimination claims and license revocation proceedings. Mr. Sillyman has also represented several municipalities in proceedings involving alleged police abuse, misuse of public property and discrimination claims.

For general civil litigation services, the firm would assign **Michael W. Sillyman, Paige A. Martin, Douglas H. Allsworth, Philip A. Overcash, Natalie C. Anderson, Jake L. Sherrard, Echo A. Reynolds, Jon S. Schultz** and **Kelley B. Sucher**. Their résumés are included in Appendix B.

HOUSING

Kutak Rock has been actively involved in the affordable housing field for more than 40 years. The firm represents housing authorities, investors, lenders, loan servicers, developers, not-for-profits and contractors, and has served as bond counsel, issuer's counsel, underwriter's counsel, special tax counsel, special HUD counsel, credit enhancer's counsel, insurer's counsel, liquidity provider's counsel and bond purchaser's counsel in multifamily housing bond financings. The firm has extensive knowledge of and experience with HUD's mortgage insurance, grant, rent subsidy, supportive housing and other public housing programs.

Following are summaries of components of the firm's practice that relate to affordable housing.

Low-Income Housing Tax Credits

Kutak Rock has substantial expertise in tax credit transactions, with a significant emphasis on deals involving the low-income housing tax credit ("LIHTC") program, the historic rehabilitation tax credit program and the new markets tax credit program. The firm has been an active participant in the low-income housing tax credit program since its inception in 1986, providing a wide range of services to a broad spectrum of clients. Among its roles, Kutak Rock represents direct investors and syndicators in tax credit projects nationwide involving billions of dollars of aggregate equity commitments; serves as counsel to various state housing agencies charged with the establishment and administration of the tax credit program in their state and has represented state housing agencies which have submitted applications for allocations; represents developers (both for profit and not-for-profit) across the country with respect to tax credit projects; and serves as counsel to various state equity funds.

The firm's LIHTC attorneys actively represent clients in LIHTC matters and are thoroughly knowledgeable about the legislation that established the tax credit program in 1986 as well as more recent legislative modifications, including the Housing and Economic Recovery Act ("HERA") and the American Recovery and Reinvestment Act of 2009 ("ARRA"). In addition, firm members are working with Congressional representatives from several states where the firm has offices, various state agencies and the National Council of State Housing Agencies to lobby for expanding the dollar amount per capita limit and are currently supporting

efforts to find alternative federal funding to handle numerous public housing projects needing rehabilitation.

New Markets Tax Credits

Kutak Rock has an active new markets tax credit (“NMTC”) practice in which it represents leveraged fund lenders, equity investors in both leveraged and nonleveraged transactions, community development entities and qualified, active low-income community businesses in such transactions. Members of the firm’s NMTC group have represented parties in every aspect of these complicated transactions, giving us a comprehensive understanding of the various competing interests that require innovative solutions in order to bring financings to a timely closing. In addition, Kutak Rock’s active NMTC practice, tax expertise and national scope have enabled its attorneys to be involved in all variety of NMTC structures over the past several years, including but not limited to both leveraged and non-leveraged transactions and transactions combining NMTCs with tax-exempt bond financing, historic tax credits (both federal and state), HUD loans, a Brownfield Economic Development Initiative Grant from the U.S. Department of Housing and Urban Development, and grants from a variety of municipal, state and other governmental agencies.

Special Counsel for HUD Matters

Kutak Rock has accrued significant institutional expertise with respect to the regulatory environment under which public housing authorities function in carrying out their mission to provide affordable housing to low-income and very-low-income persons and is familiar with virtually every federal housing financing program of the last 35 years. Over this period, Kutak Rock has been representing housing finance agencies in HUD-related matters and programs, particularly with respect to the HOME Investment Partnerships Program (“HOME”), the Community Development Block Grant Program (“CDBG”) and Section 8 rent subsidy contract matters and in bond transactions utilizing various FHA mortgage insurance programs. The latter have included not only standard multifamily programs (such as Section 221(d)(3), 221(d)(4), 223(a)(7) and 223(f)), but also less frequently used programs such as Section 232, 221(d)(2), 240, 241, 242 and even the single-family Section 203(b) program, as well as 203(k) and 234. Kutak Rock has often worked with HUD attorneys to structure bond programs that could take advantage of various FHA mortgage insurance programs without requiring modifications to FHA’s rules and policies. The firm represents many mortgagors and mortgagees in closing FHA-insured loans. The firm has been engaged to represent The Community Builders, Inc. in the implementation of the new CHOICE Neighborhoods Program for the redevelopment of 500 affordable housing units in Cincinnati, Ohio.

Kutak Rock was actively involved with the implementation of the FHA risk-sharing program for a number of its state and local housing finance agency clients, working with HUD officials to interpret the law and HUD’s regulations (including obtaining several HUD regulation waivers for state agencies) and acting as bond counsel (for the New York State Housing Finance Agency) for the first publicly sold, rated bond issue. The firm also served as bond counsel to the Montana Board of Housing and the Oregon Housing and Community Services Department for risk-sharing financings.

For many years Kutak Rock has worked with HUD officials to negotiate and clarify issues related to bond financings and related matters, particularly with respect to Section 8 and related programs. For example, the firm was intimately involved with the development of the initial Section 8 FAF refundings, and procedures relating to them, under the McKinney Act, including developing the legal analysis for the savings-sharing calculation and the implementing documentation for the trustee sweep. This process included discussions with HUD officials to, among other things, obtain agreements that ensured the continued availability of McKinney Act savings regardless of whether the related mortgages prepaid or defaulted.

Additionally, the firm has extensive experience working on financings supported by HOME, as well as HOPE VI, funding. The firm currently serves as one of the outside counsel to the Chicago Housing Authority (“CHA”) for its HOPE VI “Plan for Transformation” projects and has served as bond counsel to the Housing Authority of the City and County of San Francisco for a HOPE VI financing. Under the Plan for Transformation, the funds for which are being provided by HUD under the HOPE VI program, existing high-density public housing projects will be replaced by lower-density mixed income developments. The new developments, comprised of one-third public housing units, one-third affordable housing units and one-third market rate units, will be developed, owned and operated by private developers.

Kutak Rock has served as special HUD counsel on particular Section 8 project-based, bond-related matters by the Colorado Housing and Finance Authority, the Wisconsin Housing and Economic Development Authority, the Kansas Development Finance Authority, the New York State Housing Finance Agency, the New Jersey Housing and Mortgage Finance Agency and the Florida Housing Finance Corporation. The firm has also participated in many Section 236 bond financings involving the retention of the Section 236 Interest Rate Payments. Lawyers in the firm have also been involved in decoupling and leveraging Section 236 subsidies to support refinancings and revitalization projects.

In 2014, the firm represented the Housing Authority of DeKalb County, Georgia and Hairston Lake, Inc. in connection with the refinancing of Hairston Lake Apartments in Stone Mountain, Georgia pursuant to the FHA Section 207/223(f) program and Spring Chase, Inc. in connection with the refinancing of Spring Chase Apartments in Stone Mountain, Georgia pursuant to the FHA Section 207/223(f) program. The refinancing of the Spring Chase Apartments also involved the payment through a complicated defeasance methodology of existing tax-exempt financing that encumbered the property. Kutak Rock was able to leverage its expertise in HUD matters and municipal finance in order to complete this transaction in a timely, cost-effective and seamless manner.

Bond Counsel

Kutak Rock is one of the premier law firms in the country in the area of housing bond finance. Industry rankings show that since 1993 Kutak Rock has served as bond counsel or underwriter’s counsel (combined statistics) in *a greater number of housing bond issues than any other law firm in the country*. Such experience has brought us familiarity with every single-family and multifamily bond structure in use, and we remain in the forefront of firms developing new financing methods to assist housing finance agencies. The firm serves as ongoing bond

counsel to 22 state housing agencies and a number of local housing finance agencies and housing bond issuers.

Kutak Rock first served as bond counsel in a multifamily financing in 1977. Since then the firm has served as bond counsel in more than 1,650 multifamily housing issues across the country which aggregate over \$18.5 billion in principal amount. The firm's experience with multifamily housing financings covers the spectrum of structures, including new-money issues, refundings, escrow structures, general obligations (secured and unsecured), revenue obligations, moral obligations, advance refundings (for governmental issues), HOPE VI issues, Section 8 issues, 501(c)(3) issues, GNMA, Fannie Mae and Freddie Mac structures, various FHA programs (221(d)(2), 221(d)(3), 221(d)(4), 223(a)(7), 223(f), 232, 236, 241, co-insurance and FHA Risk-Sharing), 202s, bond-insured and letter of credit structures, senior/sub/mezzanine structures, collateralized structures and HUD/PHA capital grant issues. Kutak Rock has represented several housing authorities in connection with transactions using a variety of the referenced structures.

One of Kutak Rock's greatest strengths is its highly respected tax expertise in the area of tax-exempt financing. Kutak Rock's 10 Section 103 tax lawyers devote substantially all of their time to tax matters related to tax-exempt financings. This group is involved in hundreds of tax-exempt financings each year. On a daily basis, they interact with issuers, investment bankers, financial advisors, credit providers and lawyers within the firm and in other firms and are frequently in contact with the staff and policy makers at the Internal Revenue Service and the Department of the Treasury.

Kutak Rock regularly serves as bond counsel, special tax counsel, underwriter's counsel or issuer's counsel to a large number of local and state housing bond issuers. Following is a representative list of issuers for whose multifamily financings the firm has provided bond counsel services:

- o Arizona Housing Finance Authority
- o The Industrial Development Authority of the County of Maricopa, Arizona
- o The Industrial Development Authority of the City of Phoenix, Arizona
- o The Industrial Development Authority of the City of Tucson, Arizona
- o Adams County Housing Authority (Colorado)
- o City of Aspen, Colorado
- o Boulder Housing Partners (Housing Authority of the City of Boulder, Colorado)
- o Boulder County, Colorado
- o Boulder County Housing Authority
- o Colorado Springs Housing Authority
- o City and County of Denver, Colorado
- o Douglas County Housing Partnership (Colorado)
- o El Paso County, Colorado
- o El Paso County Housing Authority (Colorado)
- o City of Los Angeles, California
- o Housing Authority of the City of Los Angeles
- o Housing Authority of the County of Los Angeles
- o California Enterprise Development Authority

- o California Statewide Communities Development Authority
- o California Municipal Finance Authority
- o Urban Residential Finance Authority of the City of Atlanta, Georgia
- o District of Columbia Housing Finance Agency
- o Florida Housing Finance Corporation
- o Illinois Housing Development Authority
- o Maryland Community Development Administration
- o Housing Opportunities Commission of Montgomery County, Maryland
- o Minnesota Housing Finance Agency
- o The Industrial Development Authority of the City of Kansas City, Missouri
- o Nevada Housing Division
- o Oregon Housing and Community Services Department

Patrick A. Ray, Anthony V. Giancana, Timothy C. Nash and Kelly A. McGuire, would be available to assist the County with affordable housing matters. Their résumés are provided in Appendix B.

IMMIGRATION LAW

As a natural outgrowth of its strong corporate practice, Kutak Rock LLP has developed an immigration practice to assist clients in legally employing foreign individuals in their businesses. Prior to joining Kutak Rock LLP, **Jon S. Schultz**, the attorney who administers the immigration practice in the Scottsdale office, spent two years with Fragomen, Del Rey, Bernsen & Loewy, LLP, the nation’s largest employment-based immigration firm. Since joining Kutak Rock in 2012, Mr. Schultz has provided immigration services to the firm’s clients in the employment law section. The principal focus of the firm’s immigration practice is assisting clients to obtain work-related nonimmigrant and immigrant visas. The initial step in the process is to determine with the client which employment-based visa best suits the client and the prospective employee. Once such a determination is made, the firm works with the client, the applicable federal agencies and consulates abroad to ensure that a foreign individual is legally authorized to work in the United States for the client. Mr. Schultz has successfully handled various types of temporary visa applications for clients who have hired medical professionals, technology-based engineers and other persons with the requisite education and experience to acquire various visas. He is also thoroughly familiar with the permanent residency process, which some employers elect to undergo on behalf of valued employees.

Following are the types of immigration matters with which the firm assists clients:

- o F Visa: temporary (duration of education) student visas and the corresponding work authorization reserved for students seeking academic degrees and certificates. These visas are generally administered by federally approved colleges and universities; however, employers may petition for work authorization for students in this visa status.
- o H 1B visa: temporary visa (maximum of six years) reserved for United States employers (including governmental entities) intending to hire foreign workers

who are qualified for the position and who have a baccalaureate degree or its equivalent.

- L Visa or intracompany transfer application: temporary visa (maximum of seven years) reserved for companies that have business operations in the United States and at least one branch or subsidiary office in a foreign country and the desire to transfer a foreign employee to a location in the United States.
- TN visa: temporary employment reserved for United States employers (including governmental entities) intending to employ a Mexican or Canadian citizen for a position that qualifies under the TN section of the North American Free Trade Agreement (NAFTA).
- E-3 Visa: temporary visa (with unlimited renewals) reserved for United States employers (including governmental entities) intending to hire Australian nationals who are qualified for a position that requires a baccalaureate degree or its equivalent.
- Permanent residency application process: involves approvals from both the DOL and USCIS.

Jon S. Schultz would assist the County with immigration matters. Mr. Schultz's résumé is included in Appendix B.

INSURANCE CONTRACTS

Insurance Coverage and Insurance Litigation

A primary area of practice for many firm attorneys is Insurance Coverage and Insurance Coverage Litigation. Members of our Insurance Coverage Group have issued thousands of coverage opinions covering all types of risks including Auto (Liability, UM, UIM) CGL, D&O, Professional Liability, Excess, Umbrella, Specialties and Manuscript Policies.

We understand that when a client has a need for a coverage opinion, it is generally very time-sensitive. The client is often times faced with a quick decision and needs an opinion quickly. Because of the depth of the Insurance Coverage Practice Group, we are able to respond to these assignments quickly and efficiently.

Kutak Rock is often called upon to prepare coverage position letters after a tender of defense has been made by an insured. Many of these position letters (Denial of Coverage, Reservation of Rights or acceptance of the defense of the Action while only accepting indemnity on certain Counts in a Complaint and denying indemnity in others) go unchallenged. In one such instance an excess carrier called upon us to provide a coverage opinion and later a coverage position letter to the insured. The carrier's insured was a defendant in the NCAA class-action litigation, where the players had filed suit claiming the misappropriation of their likenesses for commercial purposes without compensation. We prepared the coverage position letter denying coverage under the Advertising Injury provisions of the policy under which the claim had been

tendered. The denial went unchallenged and the carrier was not asked to participate in the insureds' settlement of the claims against it.

Many times we are called upon to represent the interests of an insurance carrier in mediations of underlying actions where there are coverage issues. This is a separate and distinct role from the insurance adjuster, who attends to look after the interests of the insured. Keeping a bright line between the representation of the insurer and the defense of an insured is a must in this litigious area of the law. We have become proficient in advising insurance clients on how to avoid exposure to claims of bad faith while handling a claim for an insured.

Kutak Rock often advises clients on risk transfer techniques after an occurrence, such as contractual indemnity, "Insured Contract" and "Additional Insured" provisions along with the retrospective evaluation and enforcement of these rights and obligations under these and other insurance contract provisions.

While we have been successful in the after-the-fact recoupment of losses by transferring the loss to its appropriate obligor, we are often called upon to advise clients in the prospective protection that insurance can provide. We have counseled clients on appropriate methods to assure that a contracting party has implemented its insurance obligations under a contract with our client. There are times that we have found that a client has relied upon a "Certificate of Insurance" where the exposure was substantial. While many businesses rely upon these "Certificates of Insurance," many times we have counseled them to obtain the actual insuring provisions and/or endorsements which provide the protection that a contract has called for only to find that the insurance contract relied upon by the other party to comply with their contractual obligations does not come close to providing the protections contemplated by the contract our client entered into. It is this sort of detailed counseling that has either eliminated or substantially reduced the client's exposure after catastrophic occurrence.

With particular focus on contractual indemnity issues and their relationship to insurance and specifically "Additional Insured" concepts, we have worked with Fortune 50 companies to aggressively analyze and revise processes to identify and anticipate risk issues, and to enforce rights arising from these risk transfer techniques. This concentration has resulted in appropriate transfer of litigation and indemnity costs away from Fortune 50 clients in matters with nine-figure exposure, as well as the reduction in annual defense and indemnity payouts for large clusters of commodity-type claims by several degrees of magnitude.

Our coverage attorneys have also been very involved in giving advice and litigating first-party insurance claims. This includes Commercial Property, Business Interruption, Life Insurance, Disability Insurance, ERISA Benefit Claims and Builder's Risk policies, to name a few.

Reinsurance

Insurance Group attorneys represent cedents, reinsurers and intermediaries in conjunction with reinsurance rights and obligations, including contract formation and interpretation, domestic and foreign negotiations and arbitrations, claim reporting and audit representation. For example, the firm represented a cedent in a \$200 million dispute arising from a reinsurer's new

interpretation of treaty language which had not been changed during the parties' 30-year reinsurance relationship. The firm's lawyers have extensive experience in drafting and treaty formation of all types of reinsurance transactions. We acted as primary counsel in a contested arbitration among a cedent, an intermediary, a Lloyd's broker and several Lloyd's underwriters regarding treaty wording, intent and coverage, and have prosecuted several arbitration actions to collect sums that were due cedents from solvent and insolvent foreign and domestic reinsurers. In addition, the firm represented a life insurer located in the Northeastern United States as special counsel in connection with the company's ceding of its entire existing outstanding insurance obligations through a 100% coinsurance transaction with two other insurers. Firm litigators have also negotiated favorable results in high-profile matters, including, for example, an action brought by a financial guarantor against a national residential mortgage originator which alleged breach of contract and misrepresentation in connection with the issuance of mortgage-backed securities. The firm negotiated a settlement in favor of the financial guarantor in the amount of \$950 million.

S. David Childers, a partner in the firm's Scottsdale office served as Director of the Arizona Department of Insurance (the "ADOI") for more than three years. While serving as a state insurance regulator, Mr. Childers was actively involved in the leadership of the National Association of Insurance Commissioners ("NAIC"), serving on its Executive Committee and chairing the Workers Compensation Task Force, the Accident & Health Committee and the Western Zone of the NAIC for two years. He also served on the U.S. Secretary of Health & Human Services' Task Force on Long-Term Health Care Policies, the Stanford Research Institute Long Term Care Advisory Board, the Governor's Private Sector Task Force on Long Term Care and the University of Arizona College of Business & Public Administration National Board of Advisors. The firm's insurance regulatory practice attorneys have daily interactions with the ADOI.

S. David Childers, Tasha N. Cycholl and Paul S. Gerding, Jr. would be available to represent the County in insurance contract matters. Résumés of these attorneys appear in Appendix B.

LABOR LAW AND EMPLOYMENT

Kutak Rock's National Employment Group works with clients ranging from small start-up companies to Fortune 100 corporations with more than 100,000 employees, from states and political subdivisions to state and county agencies. We work closely with all clients to meet their individual goals. We understand that the modern-day practice of law requires creative thinking, efficiency and stringent control of costs. We work closely with our clients to formulate the most effective, efficient way to obtain positive results. Sometimes the client believes early settlement and resolution is the goal, sometimes the client hopes to prevail on a motion to dismiss or motion for summary judgment, and other times the client is resolved to try the case to conclusion.

Lawyers in Kutak Rock's Employment Litigation Group have expertise representing corporate and governmental clients in a wide range of employment and labor matters in state and federal administrative and judicial proceedings (trial and appellate levels). Firm lawyers have expertise in pre-claim counseling, investigation and defense of discrimination claims, fair

employment practices, disability act claims, litigation over employer-employee business relations and general labor matters.

Litigators in the Labor and Employment Litigation Group have expertise in the defense of employers in litigation involving claims brought under state civil rights statutes, the National Labor Relations Act (NLRA), Title VII, the Age Discrimination in Employment Act (ADEA), the Pregnancy Discrimination Act (PDA), the Fair Labor Standards Act (FLSA), 42 U.S.C. § 1981, 42 U.S.C. § 1983, the Americans with Disabilities Act (ADA), the ADA Amendments Act (ADAAA), the Lilly Ledbetter Fair Pay Act, the Genetic Information Nondiscrimination Act, the Equal Pay Act (EPA) and the Family and Medical Leave Act (FMLA). In state courts and federal diversity matters, the firm represents clients against a myriad of state tort and contract law claims arising in the employment context, including, for example, claims for wrongful discharge (including breach of employee handbook provisions), breach of fiduciary duty, promissory estoppel, breach of covenants not to compete and breach of golden parachute plans. Through aggressive and thorough presentation of a defense at the Equal Employment Opportunity Commission and state civil rights commissions, the firm has assisted employers in successfully defeating discrimination claims by employees, often discouraging them from future litigation. In litigation, Kutak Rock lawyers work to achieve early and cost-effective resolutions for employers through summary judgment or alternative dispute mechanisms.

The firm's Employment Litigation Group has represented several corporate employers on a national scale seeking to enforce employment contracts and covenants not to compete and numerous governmental entities in claims involving Title VII, the ADA, the ADEA, the Equal Pay Act and wrongful termination. The group has consistently achieved positive results on behalf of its clients in this area through both negotiated settlements and trials.

Day-to-Day Employment Counseling and Representation. Every lawyer in Kutak Rock's National Employment Group is skilled in advising employers on the basic but essential workplace tools, including personnel policies and handbooks, employment contracts, employee benefit plans, employment-related tax issues, severance packages and noncompetition agreements. We often conduct wage and hour audits and provide advice on wage and hour issues. We also regularly give employers direction to ensure compliance with state and federal laws. When employee complaints arise, we investigate and advise proactively to minimize the risks of further claims and litigation. Clients count on our attorneys' litigation know-how in representation at hearings involving administrative agencies, workers' compensation, unemployment and union grievances.

Kutak Rock attorneys also advise employers on issues related to occupational safety, drug testing, employee privacy, reductions in force, employee use of company technology and ownership of employee inventions. In addition, the firm's employment attorneys have experience in the following areas: (1) developing and administering affirmative action plans; (2) drafting and analyzing noncompete, nonsolicitation and nondisclosure agreements; (3) educating employees, managers and human resources personnel regarding violence in the workplace; (4) managing employees with mental or emotional problems; (5) evaluating and analyzing employment issues related to mergers and acquisitions; (6) using proper procedures for plant or company closings and implementation of the WARN Act; (7) immigration laws as they apply to employees; (8) the Occupational Safety and Health Act ("OSHA") and other employee

safety regulations; (9) the Fair Credit and Reporting Act (the “FCRA”) and its application to employers; (10) the proper manner in which to conduct employee background checks; and (11) sexual harassment investigations.

Employment Litigation. Our Employment Law Group is experienced in defending employers in administrative proceedings and litigation involving claims brought under local ordinances, state statutes and federal laws, including Title VII, the ADEA, the ADA, the ADAAA, the EPA, the FMLA, the PDA, the Uniformed Services Employment and Reemployment Rights Act (USERRA), the Worker Adjustment and Retraining Notification Act (WARN), the FLSA, the NLRA and ERISA litigation. In state and federal diversity matters, the firm navigates clients through the labyrinth of state discrimination, tort and contract law claims arising in the employment context, including claims for wrongful discharge, violations of public policy, whistle-blowing, retaliation, trade secret violations, breach of fiduciary duty, corporate raiding, promissory estoppel and restrictive covenants. Our experience with whistleblower retaliation claims spans state and federal law, and includes the defense of claims brought under the Dodd-Frank Act, the False Claims Act and OSHA. Our attorneys frequently represent management in labor proceedings and arbitrations and assist management with disciplinary matters, compensation issues, discrimination claims, contractor issues and changes in working conditions.

FLSA and Wage and Hour Claims. One of the fastest-growing areas of litigation is class and collective actions involving wage and hour claims. Our attorneys are recognized for their aggressive, successful defense of class and collective actions in state and federal courts across the country. This experience includes defending clients against various theories of FLSA violations, including improper classifications, denial of overtime pay, minimum wage violations, improper wage deductions, off-the-clock and meal break violations, tip-pooling, wait-time penalties, and donning and doffing. We also regularly help clients avoid wage and hour disputes through internal position audits and classification investigations, as well as helping clients navigate wage and hour audits conducted by the U.S. Department of Labor, Wage and Hour Division. As a proactive measure, we provide regular advice to clients on best-practices protocols.

Employment Arbitration. Kutak Rock attorneys have represented clients in more than 1,000 arbitrations in a wide variety of complex commercial matters, insurance and reinsurance disputes and employer-employee disputes.

Panel Counsel. The following insurance companies have approved Kutak Rock as panel counsel for Employment Practices Liability (“EPL”) matters: Markel, the Hartford, AIG, XL, Great American, Cincinnati Insurance Companies and ACE USA Claims. We also have been approved to work on matters for specific clients for Chubb, CNA and Zurich.

Labor Law Practice

The National Management Labor Group represents employers in a range of sizes up to Fortune 50 companies in a variety of industries, such as banking and financial, education, broadcasting, telecommunications, news and media, business services, entertainment, lodging and gaming, wholesale and retail, transportation and distribution, health care, information

technology, manufacturing, energy and natural resources. Our attorneys bring a high level of skill and thoughtful experience to each corporate client across the U.S. in a range of union-related matters, including resulting litigation, union organizing campaigns, corporate campaigns, collective bargaining, grievance and arbitration proceedings, primary and secondary work stoppage activity, unfair labor practice proceedings, federal and state lobbying, and the development of labor strategies for various business transactions.

Our attorneys provide thoughtful legal guidance and representation to employers in all issues and forums arising under the NLRA and similar laws, including:

- Addressing traditional, nontraditional and counter-union organizing and recognition campaigns;
- Development of “up-front” proactive corporate labor strategies and on-site implementation;
- Litigation, governmental agency investigation components and public relations issues stemming from union organizing, corporate and recognition campaigns;
- Collective bargaining agreement strategies and negotiations;
- Labor litigation to include unfair labor practice and compliance proceedings, boycotts, business disruptions, work stoppages and strikes, injunctions and related appeals;
- Guidance relating to the avoidance and administration of strikes, mass picketing and related business disruptions;
- Section 10 interference with the business operations of NLRA-covered employers and Railway Labor Act-covered employers;
- Guidance and litigation arising out of grievances and arbitrations stemming from individual unit or multiemployer collective bargaining agreements;
- Labor strategies in business transactions; and
- Tribal sovereignty conflicts with federal labor law.

Labor Group attorneys also provide employers with thoughtful advice, strategies and representation in union-sponsored corporate campaigns. As unions are turning away from traditional NLRB-conducted elections and focusing on broad-range campaigns designed to bring economic, public, regulatory and political pressure on corporate employers, Labor Group attorneys team with other attorneys within the firm to bring a coordinated approach to defending the various forms of litigation that arise out of these campaigns. Labor Group attorneys also team with various outside organizations and political coalitions to combat pressures applied by unions trying to coerce corporate clients to enter into neutrality agreements, card check agreements or similar arrangements.

When a client needs advice as it plans operational changes in unionized environments during a merger or acquisition, relocation or financial restructuring, our assistance begins with the initial planning phase and continues through the implementation of their corporate initiatives.

Arizona Experience

Representative governmental clients of Scottsdale office attorneys include the State of Arizona, the Public Safety Personnel Retirement System, Maricopa County, the Maricopa County Employee Merit System Commission, the Maricopa County Law Enforcement Merit System Commission, the City of Phoenix, the City of Scottsdale, the City of Mesa, the City of Tempe, the City of Chandler, Mohave County, the State of Arizona Board of Examiners of Nursing Care Institution Administrators and Assisted Living and the Arizona Medical Board.

Michael W. Sillyman has represented the State of Arizona and its employees and the City of Mesa, the City of Tempe and the City of Chandler in employment discrimination and harassment claims and a Maricopa County-affiliated defendant in an EEOC matter involving sexual discrimination, harassment and retaliation. Mr. Sillyman provided outside general counsel representation to the Maricopa County Employment Merit System Commission and the Maricopa County Law Enforcement Merit System Commission for seven years. He has also represented the Arizona Police Officer's Standards and Training Board on police officer disciplinary matters and the Arizona Judicial Disciplinary Commission in a matter involving a disciplinary action against a sitting judge and a private client in a labor dispute before the NLRB. He has represented the City of Mesa in significant and high-profile discrimination matters involving its police department. **Paige Martin** has represented various public entities and private employers in matters involving discrimination, sexual harassment and wrongful termination. She has also handled a class action lawsuit involving millions of dollars against a governmental entity, as well as an FLSA collective action and Department of Labor investigation for another governmental entity.

Michael W. Sillyman, Paul S. Gerding, Jr., Paige A. Martin, and Natalie Anderson would be available to assist the County with employment law matters and labor law matters. Résumés for these attorneys are included in Appendix B.

LAND USE

Kutak Rock's national real estate practice has more than 65 attorneys actively engaged in the practice of commercial real estate lending, real estate and related aspects of bankruptcy and commercial law. Attorneys practicing in these areas provide service for a full spectrum of commercial activities in all 50 states. Clients of this practice area represent all segments of the real estate lending and development industry, including banks, insurance companies, pension funds, credit enhancers, construction contractors, developers, financial institutions, investors, investment advisors, investment bankers, lenders, lessors and lessees, mortgage conduits, property managers, publicly owned real estate funds and real estate investment trusts.

The firm represents both governmental entities and developers in all aspects of the land use process, including zoning and comprehensive plan modification; permitting and licensing; land division and plat approval; and complex multi-agency permitting. Firm attorneys assist

with streamlining the entitlement process and negotiating and securing approvals necessary to complete projects. Kutak Rock explores all avenues to secure resolution without litigation, while positioning our clients in case litigation is necessary.

The firm's real estate and land use experts offer a full range of litigation and dispute resolution services relating to land use disputes, zoning, variance and conditional use permit appeals. Additionally, Kutak Rock's real estate valuation practice and expertise includes real estate property tax appeals and extensive experience in all aspects of eminent domain/condemnation matters. The firm has the experience and depth to represent clients in all manner of acquiring property interests by condemning authorities. Firm condemnation counsel have represented both government and private entities in condemnation matters as simple as right-of-way strip easements and as complex as multi-parcel assemblage for a major league baseball park.

Lynn T. Ziolk, **Brian J. Jordan**, **Arik J. Michelson** and **Jason D. Stych** would be available to assist the County with land use matters. Their résumés appear in Appendix B.

LEGISLATIVE MATTERS

Kutak Rock's Scottsdale office houses a full-service government affairs group whose members have long-established relationships with the Arizona state legislature, executive branch, administrative agencies and county and municipal leaders. Our primary team, consisting of partner **S. David Childers** and nonlawyers **Marcus B. Osborn, Ph.D.** and **Sara H. Sparman**, collectively have more than 60 years of Arizona lobbying experience and maintain governmental contacts at all levels of Arizona government. The group provides the level of legislative, legislative-related and regulatory services our clients require. Following are the core competencies the Kutak Rock government affairs group offers clients.

Policy and Political Analysis. The Kutak Rock team has a depth of understanding of Arizona state policy and political issues, and we translate this expertise into useful intelligence for our clients. We provide our clients with regular updates about changes in the political landscape and how such changes might affect the client. In addition, we provide specific issue briefs or policy papers that enhance a client's capability to produce meaningful documents that are appropriate to send to policy experts or elected officials who have a more general background. During the legislative session we customize weekly legislative tracking reports in a format and manner that is most useful to the client. Additionally, all members of the Kutak Rock team are available 24-7, whether by phone or email, to answer any questions our clients might have.

Strategic Planning. The Kutak Rock team works closely with our clients to help facilitate discussions relating to the development of the client's annual government relations agenda, taking into consideration both immediate and long-term goals/objectives as well as the legislative and political climate. The firm provides clients with sound advice on strategic timing of legislative initiatives, positive and negative consequences of legislation and how such activities are consistent or inconsistent with the client's priorities.

Proactive Legislation. The Kutak Rock team researches legislative ideas, drafts legislation, secures legislative sponsors, builds coalitions and guides legislation through the lawmaking process. Our team has worked on some of the most difficult public policy issues facing Arizona.

Stakeholder Review. Our government affairs group has extensive relationships in the business and advocacy community, and we are able to evaluate the policy plans of key organizations. We have discussions with other governmental associations, conservative advocacy groups, environmental organizations and business groups to assess their policy agendas as they relate either directly or indirectly to our client's legislative agenda.

Coalition Development. Kutak Rock is recognized for its efforts to mobilize grassroots movements and to build coalitions using the knowledge, skills and experience of the entire firm. Under the current political environment, most complex and moderately complex legislation requires a combination of developing coalitions and the ability to mobilize impacted parties to increase the legislative awareness of a particular issue and the impact of the issue on a particular sector of government or industry. The firm is frequently involved in developing coalitions between various levels of government as well as organizing community and business leaders to join together for a common objective. The firm is responsible for identifying stakeholders and arranging for the logistics of meetings, events and similar forums to achieve a desired outcome or agenda.

Budget Expertise. The budget process in Arizona has become extremely challenging to track and lobby because many of the budget deals are made behind closed doors. Kutak Rock's team has worked successfully in this environment. We track issues from the beginning of the budget process to the end, and we are prepared to respond to last-minute proposals. Our goal is to be the first to hear about relevant budget information so that our clients have sufficient time to effectively influence the decision.

S. David Childers, Paige A. Martin and Jennifer L. Kraham would represent the County in legislative matters. **Marcus B. Osborn and Sara H. Sparman**, who are government affairs specialists not admitted to the bar, would assist as necessary. Their résumés are included in Appendix B.

PUBLIC CONTRACTS AND PROCUREMENT

Kutak Rock proposes to represent the County in litigation arising from contracting and procurement processes. Contract and procurement issues in a litigation context arise as a result of perceived or alleged violations of the procurement regulations. Compliance with procurement regulations and allegations of violation require advice and representation.

Kutak Rock's commercial litigation group has the necessary expertise to represent governmental clients in the defense and prosecution of contract and procurement issues. Over half of the firm's litigation attorneys practice all or most of the time in contract disputes, and represented the Higley Unified School District in claims involving contract and procurement issues.

Attorneys in the group specialize in contract and contract-related litigation and are familiar with the statutes and regulations relating to procurement by government entities. Their expertise includes the use of strategies to resolve numerous lawsuits and claims arising out of purchase and sale agreements, service contracts, franchise agreements, merger and acquisition agreements, guaranty and surety agreements, financial instruments, loan agreements, real estate contracts and other business-related contracts of almost every type in federal and state jurisdictions across the United States. Whether defending or prosecuting such suits, Kutak Rock's litigators are able to call upon the firm's tax, corporate finance and real estate attorneys, as well as the certified public accountants and financial analysts employed by the firm, to provide "in-house" expert consultation as may be appropriate or helpful to the interests of the firm's clients. In addition, the attorneys in the firm's commercial litigation group understand how to assist in workouts and the negotiation and renegotiation of contracts in connection with the resolution of disputes that do not involve litigation.

Kutak Rock litigators have substantial experience with almost every type of contractual dispute. This experience includes claims of primary or secondary liability for negligence, tortious interference with contractual and prospective business relations, breaches of fiduciary duty, fraudulent misrepresentations and omissions, conspiracy, anticompetitive conduct, alleged procurement violations and other alleged civil wrongs.

Michael Sillyman has represented the State of Arizona and various state agencies in a variety of business tort claims. He and Paige Martin have represented Pinal County in land development disputes in Superior Court and Higley Unified School District in a breach of contract and procurement administrative claim.

The firm would assign **Michael W. Sillyman, Paige A. Martin** and **Paul S. Gerding, Jr.** of the Scottsdale office to any contract and procurement litigation matters referred to Kutak Rock. Résumés of these attorneys are provided in Appendix B.

PUBLIC OFFICIAL LIABILITY

Kutak Rock litigators in the Scottsdale office are experienced in the defense of government officials against various liability claims. Michael Sillyman and Marc Lieberman have represented the Public Safety Personnel Retirement System Board of Trustees in a number of matters, and Mr. Sillyman has represented the State of Arizona on behalf of an Arizona Corporation Commissioner, the Phoenix City Council, the Pinal County Board of Supervisors, six members of the Board of the State of Arizona Board of Examiners of Nursing Care Institution Administrators and Assisted Living Facility Managers, an administrator in the Arizona Department of Administration, an administrator in the Arizona Community Protection and Treatment Center, and a corrections officer in the Arizona Department of Corrections in regard to various claims.

Michael W. Sillyman, Marc R. Lieberman, Paige A. Martin, Philip A. Overcash, Natalie C. Anderson, Jon S. Schultz and **Echo A. Reynolds** would provide representation to the County regarding public official liability. Their résumés are included in Appendix B.

REAL ESTATE TRANSACTIONS

Kutak Rock has more than 65 lawyers actively engaged in the practice of real estate law and related aspects of bankruptcy and commercial law. Attorneys practicing in these areas provide service for a full spectrum of commercial activities nationwide. Clients of the firm represent all segments of the real estate industry, including banks, credit enhancers, construction contractors, developers, financial institutions, insurance companies, investors, investment advisors, investment bankers, lenders, lessors and lessees, mortgage conduits, pension funds, property managers, publicly owned real estate funds and real estate investment trusts (“REITs”).

The firm’s practice has dealt with all of the basic types of real estate, including office buildings, industrial facilities and parks, multifamily residential developments, lodging and recreational facilities, manufacturing facilities, health care, cultural and educational facilities, shopping centers and retail properties, and other general residential and commercial projects. Firm lawyers offer clients expertise in the areas of conventional loans, franchise financing, low-income housing tax credit financings, sale-leaseback transactions, development, construction and leasing of real estate, purchases and sales, exchanges and options, comprehensive due diligence relating to large asset acquisitions and dispositions, collateralized mortgage obligations and other asset-backed securities, securitization of mortgages, commercial leases and other assets (i.e., consumer loans), mezzanine lending and REITs.

As the result of such a broad-based practice, lawyers of the practice group are well-versed in all aspects of documenting, negotiating and diligencing commercial real estate lending transactions, including preparation and negotiation of loan documents; identifying, analyzing and structuring issues which may affect subsequent securitization; reviewing and negotiating title insurance coverage, surveys, leases, tenant estoppels and subordinations; negotiating opinions of borrower’s counsel; analyzing other project and borrower-specific diligence materials; and coordinating the transaction with the client and its in-house counsel, the borrower and its counsel, the title company and other parties to the transaction.

Kutak Rock’s national public and corporate finance practice has created a broad network of clients and contacts throughout the financial industry. The firm’s prominent position in public and corporate finance directly facilitates its extensive involvement in construction and permanent lending, public and municipal law, pensions, real estate planning for corporate clients, corporate finance, environmental issues, state and federal securities matters, banking, administrative law, litigation, arbitration, Euromarket financing, regulatory issues with respect to thrift institutions and various tax matters.

The firm represents national financial institutions in financial centers across the country, several of the nation’s largest insurance companies, national and regional asset-based lenders, publicly held mortgage funds, credit enhancers and large corporations and holding companies, as well as many local and regional financial institutions.

Range of Services. Whether the commercial transaction involves traditional, direct secured lending or sophisticated structured financing, Kutak Rock provides its clients with the entire range of services that may be required—from structuring, negotiating and documenting a

transaction, through workout arrangements, to appropriate collection action and the defense of increasingly frequent litigation alleging lender liability. The firm is nationally recognized as lender's counsel in bankruptcy cases. Members of the firm continually monitor this rapidly developing area of the law.

Over the past several years, one area of growth in the real estate and commercial practice has been pre-default loan portfolio review and loan portfolio surveillance. Recent trends in litigation, and toward more sophisticated, structured financing, create new and complex legal, tax and accounting issues in the workout of distressed loans. The early identification of such issues can minimize the risk of loss and maximize recovery. This type of review and surveillance by firm lawyers and associated financial and accounting professionals permits a timely assessment of risk and an excellent opportunity to formulate and evaluate alternative courses of action.

In recent years the firm has also gained experience acting as a liaison between clients and the governments of municipalities in which clients seek to establish new businesses. Typically, Kutak Rock attorneys represent the client in meetings with officials in the mayor's office, the city attorney's office, the city planning department and other relevant arms of government to resolve impediments to real estate transactions and bring about a consensus of support for the client's project. The firm also represents the client in all hearings before the zoning board or other regulatory body.

Kutak Rock's finance and commercial practice lawyers have extensive experience structuring and documenting loan and lease transactions of all types, representing many major lenders and lessors in transactions throughout the United States. Firm attorneys are up to date on the latest developments in commercial practice, including "synthetic" or "quasi" leases, pricing options, end-of-term options, early buyout options, leveraged leases, electronic signatures, syndication, securitization and servicing requirements and revised Article 9 of the UCC. The firm has a history of working with clients to develop unique and innovative financing structures.

Real Estate Litigation. A number of firm lawyers litigate matters exclusively for real estate and commercial clients with a particular emphasis on clients that own or manage multifamily rental projects. Our attorneys are well-versed in the local laws and regulations of landlord and tenant rights and have extensive experience representing clients in all aspects of this area of law. Because the firm's primary focus is on financial services, real estate litigation is a major component of our commercial litigation practice. This litigation includes, among other areas of focus, lien disputes, foreclosures, lease disputes, lender liability issues relating to real estate, bankruptcy issues involving real estate, valuations, workouts and construction issues.

Mark R. Nethers, Lynn T. Ziolk, Mitchell S. Padover, Mark E. Lasee, Marc R. Lieberman, Brian J. Jordan, Arik J. Michelson, Joseph Wm. Kruchek, Jason D. Stych, Joy A. Sullivan, Heather M. Fox, Heidi Fabritz Wolford and Allison Hirohata Swenson would be available to provide real estate transaction and litigation services to the County. Résumés of such attorneys are provided in Appendix B.

SECTION 1983 CIVIL RIGHTS DEFENSE

Several litigators in Kutak Rock's Scottsdale office have experience defending clients against Section 1983 civil rights claims. In this area of practice Scottsdale office attorneys have represented such entities as the State of Arizona, the State of Arizona Board of Examiners of Nursing Care Institution Administrators and Assisted Living Facility Managers and the City of Scottsdale. **Michael W. Sillyman** defended the State of Arizona in a § 1983 claim against a former government official for failure to comply with a court order, against a former corrections officer for sexual assault, and several members of a state agency for allegedly terminating a state employee for exercising her first amendment rights.

Michael W. Sillyman and **Philip A. Overcash** have represented the State of Arizona and its employees and the City of Mesa in employment discrimination and harassment and § 1983 claims and a Maricopa County-affiliated defendant in an EEOC matter involving sexual discrimination, harassment and retaliation. Mr. Sillyman provided outside general counsel representation to the Maricopa County Employment Merit System Commission and the Maricopa County Law Enforcement Merit System Commission for seven years. He has also represented the Arizona Police Officer's Standards and Training Board on police officer disciplinary matters and the Arizona Judicial Disciplinary Commission in a matter involving a disciplinary action against a sitting judge.

Messrs. Sillyman and Overcash would undertake any Section 1983 civil rights matter referred to the firm. Their résumés are included in Appendix B.

TORT LIABILITY

Kutak Rock litigators have substantial expertise in almost every type of statutory and common law business tort. Matters typically have involved claims of primary or secondary liability for negligence, premises liability, tortious interference with contractual and prospective business relations, breaches of fiduciary duty, fraudulent misrepresentations and omissions, conspiracy, anticompetitive conduct and other alleged civil wrongs.

The experience of the firm's litigation attorneys includes many other types of suits and claims, primarily in the areas of tax, real estate, banking, hostile takeovers, directors' and officers' liability, professional liability, antitrust and trade regulation, and governmental regulatory disputes. These attorneys are committed to responding promptly and efficiently and are prepared to meet any need the firm's clients may face.

In its substantial litigation practice, Kutak Rock regularly is engaged by insurers to defend claims against insured professionals and others requiring relatively specialized defenses. For example, the firm has defended several securities brokers accused of deceptive and improper sales practices, an engineer accused of negligence in providing professional opinion testimony during a trial and a testing laboratory accused of misplacing an automotive component submitted for testing. Accountants, insurance agents and other professionals, product manufacturers, a health club and other businesses also have been recent firm clients at the request of insurers. In addition, **Michael W. Sillyman** has extensive experience representing governmental agencies and elected officials. Evaluation, defense and disposition

of insured claims through trial, alternative dispute resolution or other means is one of Kutak Rock's primary practice areas. When such engagements are undertaken at the request of an insurer, insurance practice lawyers who are sensitive to the special considerations of the relationship among insurer, insured and defense counsel have primary responsibility.

Mr. Sillyman represented the City of Phoenix in a potential § 1983 civil rights claim, which was successfully settled, and has represented the State of Arizona in such matters as AHCCCSA, trademark claims, negligence, § 1983 civil rights claims, libel and slander, business torts, and breach of contracts claims. He has also defended the State of Arizona in employment-related claims and, at the request of the Receiver for the Arizona Department of Insurance, defended two former officers of an insurance company placed in receivership in three lawsuits that contained negligence claims. Mr. Sillyman and **Douglas H. Allsworth**, on behalf of the Arizona Department of Economic Security, also represented a foster parent, on behalf of the State, who was accused of the wrongful death of a foster child and in a licensing matter involving the Arizona Boys Ranch.

Insurance Coverage. Kutak Rock's Insurance Group represents primary and excess insurers, reinsurers, applicants for significant insurance regulatory actions, other insurance industry interests and insured defendants, providing technical expertise and practical experience in all business settings for its insurance-related clients. The Insurance Group operates nationally, particularly in the area of insurance coverage and coverage litigation. Industry clients often request that group members appear outside their home jurisdiction. The Insurance Group has served numerous clients in matters involving virtually all aspects of commercial and professional insurance, including coverage, claim management, claim resolution, subrogation, excess insurance and reinsurance contracts and disputes, insurer liquidations, insurance regulation, Insurance Holding Company Act applications and other issues principally relating to property and casualty insurance.

Coverage is the foundation of much of the Insurance Group's activity. Group members have issued thousands of coverage opinions over the past 25 years. The firm is approved for national coverage work by several major carriers. As a natural adjunct to our coverage practice, certain group attorneys regularly defend carriers in coverage/bad-faith litigation or prosecute declaratory actions on behalf of our insurance clients.

Kutak Rock has represented primary property-casualty insurers in conjunction with claims in virtually every state. Many claims involve difficult coverage issues and substantial liability exposure to the insureds. Kutak Rock also is recognized in the industry for its experience in "distressed claim management," its innovative ideas for nonjudicial dispute resolutions, its proactive approach to claim resolution, its strong background in coverage "workouts" and negotiation of agreements involving complex coverage disputes, and its aggressive and successful approach in the containment of defense costs. Firm lawyers regularly act as supervisory, monitoring and coordinating counsel. With its extensive experience in sophisticated coverage matters, Kutak Rock represents insurers and corporate clients in declaratory judgment and similar coverage litigation and defends insurers in direct actions, including bad-faith litigation.

The Group's clients also include reinsurers, ceding companies and excess insurers. Kutak Rock has substantial experience in coverage and claim-related disputes among nonprimary insurers, between primary and excess insurers and between nonprimary insurers and their insureds. The firm also is engaged regularly by insurers as their insureds' defense counsel to defend a variety of insured claims, particularly involving professional liability and products liability claims.

For tort liability and/or insurance coverage matters, Kutak Rock offers the services of **Michael W. Sillyman, S. David Childers, Paige A. Martin, Douglas H. Allsworth, Philip A. Overcash, Tasha N. Cycholl, Echo A. Reynolds, Jon S. Schultz and Kelley B. Sucher**. Please refer to Appendix B for their résumés.

APPENDIX B
ATTORNEY RÉSUMÉS

APPENDIX B

ATTORNEY RÉSUMÉS

All attorneys whose résumés appear below are resident in the Scottsdale office and licensed to practice in Arizona unless otherwise specified. Lawyers not licensed to practice in Arizona are licensed to practice in the state in which their resident office is situated.

Except for the “of counsel” category, we have categorized the attorneys using Pinal County’s definitions in section 2.2.3 of the Statement of Work.

Senior Partners

Michael W. Sillyman practices in the areas of complex commercial litigation and employment defense. He has considerable experience with the full range of business torts, including breach of contract, intentional interference with contractual relations, defamation, and liability of governmental officials. Mr. Sillyman’s employment practice includes the defense of governmental entities and corporations before the Equal Employment Opportunity Commission and in federal and state courts on claims of sexual harassment and retaliation, wage claims, racial discrimination, § 1983 civil rights claims and claims brought under the ADA and ADEA.

Mr. Sillyman has considerable experience with large document cases and cases involving large numbers of witnesses. He and his staff have handled lawsuits involving tens of thousands of documents and more than 100 witnesses. Document organization, exhibit marking and control of multiple witnesses constitute a large portion of his practice.

Mr. Sillyman has represented the Arizona Public Safety Personnel Retirement System, the Arizona Corrections Officer Retirement Plan, Maricopa County, Pinal County, the Office of the Governor of Arizona, the Maricopa County Employee Merit System Commission, the Maricopa County Law Enforcement Officers Merit System Commission, the Arizona Corporation Commission, the Arizona Health Care Cost Containment System Administration (AHCCCSA), the Receiver for the Arizona Department of Insurance, the State of Arizona, the University of Arizona, the Arizona Board of Regents, the Arizona Department of Gaming, the Arizona Department of Risk Management, the Arizona Peace Officer Standards and Training Board, the State of Arizona Board of Examiners of Nursing Care Institution Administrators, Medical Professionals of Arizona and Assisted Living Facility Managers, the Arizona Medical Board, the Arizona Judicial Disciplinary Commission, the City of Phoenix, the City of Mesa, the City of Tempe and the City of Chandler.

In addition, Mr. Sillyman served as a Hearing Officer for the Phoenix Employment Relations Board, hearing labor disputes, and has served as a hearing officer for school districts in contract and construction disputes. While an Arizona Assistant Attorney General, Mr. Sillyman represented the Arizona State Liquor Board, the Arizona Pharmacy Board, the Arizona Dental Board, the State Land Department, the Osteopathic Board, the State Banking Department, the Department of Insurance, the State Veterinary Board, the Arizona Corporation Commission and the Securities Division. He graduated from Arizona State University College of Law in 1975 and served as Associate Managing Editor of the Law Journal. He is licensed to practice in Arizona.

Mr. Sillyman's past professional activities include service as President of the Hispanic National Bar Foundation, Inc., Chair of the Diversity Committee of the Business Law Section of the American Bar Association, Vice President of the Board of Trustees of the Desert Botanical Gardens, and member of the Law Society, an advisory group to the dean of the ASU College of Law. He has also served as a Lawyer Representative to the Ninth Circuit Judicial Conference, a member of the Judicial Feedback Task Force for the Ninth Circuit, Vice President of the Hispanic National Bar Association ("HNBA") (1995 to 1999), Chair of the 1994 HNBA Convention, and past President of Los Abogados, the Hispanic Bar Association for Maricopa County. Mr. Sillyman has also served on the Board of Visitors for the Arizona State University College of Law and on the Arizona State Bar Foundation Board of Directors. He is past President of both the Arizona State College of Law Alumni Association and the Public Lawyers' Section of the Arizona State Bar Association, and he chaired the Minorities in Law Committee of the Maricopa County Bar Association. He currently serves on the Board of Community Health Charities.

Douglas H. Allsworth concentrates his practice in commercial disputes, primarily involving real estate. He has represented developers, contractors, construction managers, property owners, lenders, landlords and tenants in a variety of construction-related disputes, both before and after the commencement of litigation. He also has extensive experience representing commercial landlords and tenants in a wide range of lease-related disputes, both before and after the commencement of litigation. An experienced trial lawyer, Mr. Allsworth has successfully tried commercial cases to juries as lead counsel in Arizona and Virginia. He has also served as lead counsel in numerous bench trials and administrative proceedings. Mr. Allsworth has also defended companies in class action cases and successfully argued against class certification in a consumer protection case brought on behalf of apartment tenants against a large multifamily real estate company. He received his bachelor's degree from Hamilton College, in New York in 1989 and his law degree from the University of Arizona in 1996. He is admitted to practice in state and federal courts in Arizona and before the Ninth Circuit Court of Appeals.

Naomi J. Barnes practices in the public finance department. She has served as purchaser's counsel, special tax counsel and bond counsel in connection with the issuance of taxable and tax-exempt bonds by state and tribal entities. Prior to joining Kutak Rock, Ms. Barnes acted as general counsel to several Native American tribal governments and tribal instrumentalities. Her fields of expertise include tribal oil and gas, tribal and federal regulation of natural resources, commercial and construction contracts, tribal sovereign immunity, litigation and management of government-to-government relationships between Indian Nations and the United States. She earned a B.A. in anthropology from the University of Arizona (1990) and a J.D. from the University of New Mexico School of Law (1999). In June 2006, Ms. Barnes earned an LL.M. (with distinction) in Natural Resources Law and Policy from the prestigious Centre for Energy, Petroleum and Mineral Law and Policy, University of Dundee, Dundee, Scotland. She is a member of the American Bar Association, the Federal Bar Association, the National Association of Bond Lawyers and the Association of International Petroleum Negotiators. She is admitted to practice in Arizona and New Mexico and before the United States Supreme Court, the United States Court of Appeals for the Tenth Circuit, the United States District Court for the District of New Mexico and the Pueblo of Tesuque Tribal Court.

S. David Childers lectures nationally on insurance issues and practices primarily in the area of insurance regulation. Prior to his entry into private practice, Mr. Childers served as Director of the Arizona Department of Insurance for three and one-half years. While serving as a state insurance regulator, he was actively involved in the leadership of the National Association of Insurance Commissioners, serving on its Executive Committee, chairing the Workers Compensation Task Force, the Accident & Health Committee, and chairing the Western Zone of the NAIC for two years. Mr. Childers served on the U.S. Secretary of Health and Human Services' Task Force on Long-Term Health Care Policies, the Stanford Research Institute Long-Term Care Advisory Board, Governor's Private Sector Task Force on Long Term Care and the University of Arizona College of Business and Public Administration National Board of Advisors. Prior to his appointment as Director of Insurance, he served as Lead Corporate Counsel and subsequently as Manager of the Risk Management Department at Salt River Project.

An AV-rated lawyer, Mr. Childers is a graduate of Louisiana State University, where he received his Bachelor of Science degree in electrical engineering in 1969 and his Juris Doctor degree in 1976. He is a member of the Maricopa County Bar Association, the American Bar Association and State Bar of Arizona.

Tasha N. Cycholl practices primarily in the areas of insurance regulation and corporate and administrative law. She regularly counsels clients on a national level in the preparation of annual and other regulatory filings and has experience defending insurers and producers against administrative enforcement actions as well as responses to inquiries or complaints from regulators. Ms. Cycholl also assists clients in the formation of traditional and captive insurers, including the preparation and negotiation of applications required to obtain regulatory approval of insurance company formations. She also has extensive experience representing clients in connection with obtaining regulatory approval of mergers and acquisitions of insurance companies. Ms. Cycholl earned her B.A. from Arizona State University in 1996 and her J.D. from Arizona State University in 1999. She is admitted to practice in Arizona.

Dane K. Fernandes has significant experience acting as bond counsel, issuer's counsel, borrower's counsel and underwriter's counsel in connection with the issuance of tax-exempt and taxable bonds for the benefit of governmental entities, nonprofit health care providers, educational institutions (including universities and charter school operators) and private companies and real estate developers. He also has a wealth of experience assisting governmental and private borrowers in negotiating and implementing their structured debt and derivative transactions. Mr. Fernandes' recent experience includes serving as bond counsel to the Greater Arizona Development Authority on all of its financings since its creation in 1997; serving as bond counsel to The Industrial Development Authority of the County of Pima on its stand-alone and pooled financings for the benefit of charter schools in Arizona; and serving as issuer's counsel/disclosure counsel to the nation's largest issuer of structured debt. His presentations include "Show Me the Money: Financing Convention/Conference Centers," presented at a 2002 International Economic Development Council seminar. Mr. Fernandes graduated from Cornell University (B.A., 1989) and Howard University (J.D., *cum laude*, 1993; Howard Law Review) and was admitted to the Arizona Bar in 2001.

Paul S. Gerding, Jr., an AV-rated lawyer, is Chairman of the Scottsdale office's Litigation Department. Mr. Gerding has practiced law continuously for more than 24 years as a

complex civil litigator concentrating in contract disputes, employment law, negligence, bad faith and general commercial and complex litigation. Throughout his practice, Mr. Gerding has represented numerous public and private corporations, lenders, insurers, individuals, federally chartered organizations and governmental entities. He has personally represented and continues to represent clients in multimillion-dollar litigation, through trial, involving injunctive relief, declaratory redress and money damages. He has experience in federal and state courts as well as numerous governmental administrative agencies. He has the capacity to handle a variety of complex matters, including the recent successful settlement of a multimillion-dollar class action against a public company and certain of its officers involving various securities issues, dismissal of a multimillion-dollar derivative claim, and prosecution of a civil RICO action brought on behalf of a private corporate plaintiff against a multinational public corporation in the United States District Court for the District of Arizona.

Mr. Gerding, a former pilot, currently represents the Yuma County Airport Authority as lead counsel in an ongoing \$200 million claim by a former FBO for wrongful eviction. The firm, with Mr. Gerding in the lead, has successfully reduced the damages in the case by approximately \$160 to \$175 million. In addition, he has represented and presently represents aviation insurers with regard to significant personal injury claims against insureds, pilots and governmental entities relative to crash investigation, property recovery and personal injury liability.

Mr. Gerding maintains a current state and federal appellate practice, representing appellants and appellees before the Arizona State Court of Appeals and the United States Court of Appeals for the Ninth Circuit. He earned a bachelor's degree from the University of Illinois in 1986 and a law degree from Chicago-Kent College of Law in 1991. He is licensed to practice in Arizona and Illinois, the United States District Courts of Arizona, Colorado and Illinois, and the United States Courts of Appeals in the Seventh and Ninth Circuits.

Anthony V. Giancana, a member of the firm's Public Finance Tax Department, concentrates his practice in the financial transactions permitted by Sections 103 and 141-150 of the Internal Revenue Code of 1986 and related tax issues. He has extensive experience in the legal review and structuring of numerous types of public financings, including multifamily housing financings; single-family housing financings; charter school financings; 501(c)(3) financings; tribal financings; major infrastructure financings; solid waste and water utility financings; a wide variety of other major municipal facilities financings such as airports; small-issue manufacturing facilities; cash flow deficit financings; advance refunding and escrow swap transactions; and tax credit bonds and Build America Bonds. In addition, Mr. Giancana has assisted clients in matters related to arbitrage, refundings, financial structuring and analysis of bond issuances, post-issuance compliance, and the representation of numerous issuers and conduit borrowers before the IRS in IRS bond audits, ruling requests and the IRS voluntary compliance program. Prior to joining Kutak Rock in 1996, he practiced with the firms of Nixon, Hargrave, Devans & Doyle LLP and Mudge Rose Guthrie Alexander & Ferdon LLP. He received his bachelor's degree from Siena College (B.B.A., *cum laude*, 1982), his master of business administration and law degrees from Hofstra University (M.B.A. with distinction, 1986; J.D. with distinction, 1986), and his master of law degree from New York University School of Law (LL.M., 1989). Mr. Giancana is a member of the State Bar of Arizona, the State Bar of New York and the National Association of Bond Lawyers.

Brian J. Jordan devotes his practice primarily to representing commercial real estate developers, including drafting letters of intent, negotiating purchase agreements and all related closing documents, performing all title, survey, environmental and land-use due diligence, negotiating and documenting the equity and debt structures for the transaction, negotiating and issuing all required legal opinions and closing the transaction. He also represents commercial lenders, including drafting and negotiating all loan documents and reviewing all title, survey, environmental and other due diligence performed by or on behalf of the borrower. Mr. Jordan earned a bachelor's degree, *cum laude*, from the University of Missouri in 1979 and a law degree, *magna cum laude*, from Arizona State University College of Law in 1992.

Joseph Wm. Kruchek began his career shortly before the beginning of the real estate downturn of the late 1980s and early 1990s. During this period he focused his practice on representing lenders such as pension trust funds, insurance companies and banks with claims secured by real and personal property. He provided advice on all aspects of bankruptcy, including enforcement of lenders' rights, obtaining relief from the automatic stay to permit a lender to proceed with state law foreclosure rights and remedies, debtor-in-possession financing, asset purchases and sales, lease assumption and assignment, adequate protection and plans of reorganization.

As the market improved during the mid-1990s, Mr. Kruchek transitioned his practice to representing lenders in negotiation and documentation of loans secured by real property and other assets. In the market turmoil and recession that began in 2008, he returned to representing lenders in loan workouts, modifications, loan enforcement and bankruptcy as described above. As the market has improved, Mr. Kruchek's practice continues to largely focus on distressed debt enforcement and bankruptcy work, but also includes loan origination and related types of work. He also provides comprehensive legal services to businesses, including assistance in the formation of business entities, compliance with applicable corporate and limited liability company laws and governance issues, and matters concerning general contracts, real estate, employment, and taxation.

Mr. Kruchek has been selected to *Southwest Super Lawyers*® 2010, 2011, 2012 and 2013 and for inclusion in *The Best Lawyers in America*© in the practice area of Real Estate Law since 2011. He earned a bachelor's degree, *magna cum laude*, from Claremont McKenna College in 1976; an M.A. degree from the University of Iowa in 1979; an M.B.A. degree from Arizona State University College in 1981; and a law degree, *cum laude*, from Arizona State University in 1985. He is licensed to practice in Arizona.

Mark E. Lasee is a member of the Kutak Rock Public Pension/Alternative Investments Group. Mr. Lasee devotes his time to documenting real estate, private equity and hedge transactions for public pension systems across the nation. He has represented public pension plans in placing well over \$1 billion in domestic and offshore deals involving a variety of industry groups and asset classes, and has recently been assisting plans in workouts and renegotiations relating to investment management. Mr. Lasee's public pension fund clients have assets under management ranging between \$1 billion and \$23 billion. He has negotiated direct and indirect (commingled) real estate investments concerning a wide variety of assets, including shopping centers, office projects, master-planned mixed use developments, alternative energy facilities, land banking funds, option agreements, golf courses, raw land, and hotel and condo

projects. He regularly documents separate account and REIT transactions. A *Board Certified Real Estate Specialist* (State Bar of Arizona) and a member of the National Association of Public Pension Attorneys (“NAPPA”), Mr. Lasee is a graduate of the University of Wisconsin (Green Bay) and the Hamline University School of Law in St. Paul, and is admitted to practice in Arizona, Texas and Minnesota (inactive).

Marc R. Lieberman is Chair of the firm’s Public Pension/Alternative Investment Section. He has devoted his practice to representation of statewide public retirement systems for 30 years, and is a recognized expert in documenting alternative investments, including real estate, private equity and hedge transactions. A *Board Certified Real Estate Specialist* (State Bar of Arizona), Mr. Lieberman has documented well over \$1 billion in direct and/or indirect real estate transactions and, together with his Public Pension/Alternative Investments Group, has documented well over \$2 billion in private equity and hedge fund transactions, for public retirement systems. He is rated “AV” by Martindale-Hubbell, is listed as a Super Lawyer® (and *Best Lawyers in America*®) in the area of real estate transactions, and has published extensively on investment matters. He has represented several multibillion-dollar statewide government retirement systems for nearly 30 years. Mr. Lieberman’s public pension fund clients have assets under management ranging between \$1.5 billion and \$300 billion. He has extensive experience negotiating direct and indirect (commingled) real estate investments concerning a wide variety of assets, including shopping centers, office projects, timberlands, restaurants, eco-credit developments, oil/gas production, master-planned mixed use developments, convenience store and gas station franchises, land banking funds, option agreements, golf courses, historic renovations, raw land, and hotel and condo projects. He regularly documents separate account transactions.

Mr. Lieberman is an honors graduate of Indiana University, where he was the national winner of the 1979 Moeller Prize for excellence in journalism. A graduate of the DePaul University Law School, he served as Notes Editor of the DePaul Law Review, and later served as Editor in Chief of *Arizona Attorney Magazine*, Chair of the Arizona Appellate Practice Section, and a member of the Judicial Performance Review Commission. He currently serves as a member of the Arizona Supreme Court Committee on Character and Fitness. He is admitted to practice in Arizona, the District of Columbia (inactive), Colorado and Texas and has been a member of the National Association of Public Pension Attorneys for more than 20 years.

Paige A. Martin has worked in or for government for most of her career. Ms. Martin is vested with principal responsibility for managing the group’s Arizona litigation, which includes, among other things, the defense of large class actions involving millions of dollars. In addition to her litigation practice, she devotes a significant portion of her practice to advising public pension clients on all aspects of public pension plan operations, including public records requests, open meeting law requirements, statutory interpretation, benefit eligibility and employment issues. She has also recommended and drafted legislation for public pension plans. Additionally, Ms. Martin has substantial experience defending employment cases of all types for public and private employers, including gender, age and national origin discrimination, wrongful termination and sexual harassment claims. She was also an Assistant Attorney General for the State of Arizona for six years.

Ms. Martin has an AV[®] Preeminent[™] Peer Review Rating by Martindale-Hubbell. She has defended governmental entities in numerous cases, including *City of Phoenix v. The Honorable Kenneth L. Fields*, 219 Ariz. 568, 201 P.3d 529 (2009), *Cross v. Elected Officials' Retirement Plan*, 234 Ariz. 595, 325 P.3d 1001 (App. 2014), and *Pivotal Colorado II, L.L.C. v. Arizona Public Safety Personnel Retirement System*, 234 Ariz. 369, 322 P.3d 186 (App. 2014).

Ms. Martin earned her A.B. from Mount Holyoke College in Massachusetts in 1982 and her J.D. from Pepperdine University School of Law in 1990. She was named to the 2013 AZ Business Magazine Top Lawyers List in government relations. She is a former President of the Arizona Women Lawyers Association and a past President of the Scottsdale Bar Association. She is founder and currently President of the Arizona Women Lawyers Association Foundation. Ms. Martin is also a member of the Maricopa County Bar Association, National Association of Women Lawyers and American Bar Association. She was named the 2011 recipient of the Arizona Women Lawyers Association's Sarah Herring Sorin Award, in recognition of her support and encouragement of the advancement of women in the legal profession. In 2013, she received the Scottsdale Bar Association's Award of Excellence for her outstanding service to the legal community.

Arik J. Michelson practices in the area of real estate transactions, including land acquisition and development, financing, leasing and sales. He has represented a variety of developers, real estate investors, retailers, institutional lenders and other local and national clients in all aspects of real estate transactions. The types of properties involved in these deals have included shopping centers and office, industrial, residential and resort/hotel properties. Mr. Michelson's practice includes the preparation and negotiation of purchase agreements, leases, option agreements, financing documents, loan assumption documents, CC&Rs, reciprocal easement and operation agreements, development agreements and a variety of other real estate documents. He has assisted developers in acquiring, financing, developing and selling power centers, neighborhood centers and other retail projects and has experience negotiating leases with national tenants. Mr. Michelson also serves as outside counsel for a publicly held company in connection with its national real estate leasing and acquisition activities. He earned his B.A. in 1992 and his J.D. in 1995, both from Santa Clara University. He is admitted to practice in Arizona.

Timothy C. Nash has represented numerous state and local governments, lending institutions, tribal governments, developers, credit enhancers, underwriters and trustees in a wide variety of complex public finance transactions, including those relating to affordable housing development. Mr. Nash was the lead Kutak Rock lawyer in connection with the first phase of work on the City of Phoenix's Frank Luke Addition HUD HOPE VI financing. He has substantial experience in all aspects of public finance securities offerings, including short-term and long-term debt, drawdown facilities, taxable and tax-exempt financings, private placements, limited public offerings and other exempt transactions. Mr. Nash's practice also involves providing assistance to clients in connection with structuring transactions and financial product development as well as post-closing matters, including refinancings, restructurings, ongoing covenant compliance, tax events, disclosure matters and analysis of financing matters generally from a bond counsel perspective. He has been a frequent speaker on topics relating to public finance matters and has served on the national steering committee for NABL's nationally recognized Bond Attorneys' Workshop. Mr. Nash earned his B.A. from the University of Akron

in 1985 in geography and urban planning and his law degree, *cum laude*, from Indiana University, Bloomington in 1990. He is admitted to practice in Arizona, Ohio and Oregon. He has been recognized on multiple occasions on the local, state and national levels for peer-based “best of the bar” awards and was awarded Southwest Super Lawyer status for several years.

Mark R. Nethers joined the firm in 1989. Mr. Nethers has extensive experience in all major areas of commercial real estate transactions, including mortgage loans, sale-leasebacks, workouts, sales and acquisitions, leases, construction loans, subdivision developments and construction projects. He also has extensive experience representing financial institutions, including real estate investment trusts, in connection with complex financing structures, including bankruptcy-remote entities and mortgage loan securitizations. In addition, Mr. Nethers has extensive experience in all areas of title insurance and reinsurance. He earned his B.S.B.A. degree from Creighton University in 1983 and his law degree (Order of the Coif) from Washington University in 1989. Mr. Nethers is admitted to practice in Arizona.

Mitchell S. Padover concentrates in real estate transactions and, among other things, provides daily counsel to a leading lender in the commercial industry. Prior to joining Kutak Rock in 1996, he spent over eight years with the firm of Proskauer Rose, one of the largest firms in New York City and nationwide. Over the years, Mr. Padover has represented various financial institutions, real estate developers and Fortune 500 corporations in virtually all types of real estate transactions, including sales and acquisitions, financings and workouts, leases, sale-leaseback transactions and construction projects, involving various types of properties throughout the country such as apartment buildings, hotels, resorts, office buildings, restaurants, shopping malls, department stores and other retail establishments, television and radio stations, warehouses and factories. While practicing in New York City, he worked on sophisticated real estate transactions involving some of the city’s premier properties. Since relocating to Scottsdale, Mr. Padover has been involved in some of the largest and most complex commercial financing transactions. Throughout the years, his practice has afforded him an opportunity to become familiar with corporate, tax and environmental aspects of real estate transactions. Mr. Padover earned a Bachelor of Science degree in economics from The Wharton School of the University of Pennsylvania in 1985 and graduated *cum laude* from Fordham Law School in New York City in 1988. He is admitted to practice in Arizona and New York.

Patrick A. Ray is the managing partner of the Scottsdale office of Kutak Rock, a member of the Executive Committee of the firm’s national Policy Board and a member of the firm’s Compensation Committee. He has practiced in the Public Finance Department since joining the firm, spending seven years in the Omaha office before joining the Scottsdale office in 1991. Mr. Ray has developed nationally recognized expertise as bond counsel, underwriter’s counsel and special tax counsel, representing clients throughout the United States. He has represented corporate and municipal bond issuers, sovereign tribal governments, nonprofit corporations and investment bankers in connection with the structuring, issuance, sale and remarketing of tax-exempt and taxable single-family and multifamily housing bonds, health care bonds, collateralized mortgage obligations, small-issue industrial development obligations, traditional governmental obligations, large infrastructure financings and registered public offerings. He has frequently served as bond counsel for multifamily housing issues of The Industrial Development Authority of the County of Maricopa, Arizona and The Industrial Development Authority of the City of Tucson, Arizona. Mr. Ray earned his bachelor’s degree

from the University of Michigan (B.A., *magna cum laude*, 1982) and his law degree from The University of Arizona College of Law (J.D., with high distinction, 1985). He is a member of the State Bar of Arizona, the State Bar of Nebraska, the American Bar Association, the Council of Development Finance Agencies and the National Association of Bond Lawyers. Mr. Ray is also proud to serve as a Vice Chairman of the Robert J. Kutak Foundation and Chairman of the Board of Directors of the Boys and Girls Clubs of Metropolitan Phoenix.

Emily K. Smith is a member of the Kutak Rock Public Pension/Alternative Investments Group and, in that capacity, has negotiated hundreds of millions of dollars of alternative investments for public retirement systems. She has extensive knowledge of derivative products, swaps and securitizations, and is often tasked with documenting transactions involving such products and strategies. Ms. Smith's public pension fund clients have assets under management ranging between \$1 billion and \$23 billion. Her real estate experience is limited to commingled investments involving timberlands, eco-credit developments, retail and commercial real estate developments, CMBS, energy projects, and swaps and derivatives involving real estate-based indices. She regularly documents separate account transactions. A graduate of Creighton University School of Law (1992), Ms. Smith is admitted to practice in Arizona and Nebraska.

Lynn T. Ziolk joined the firm in 1999. Mr. Ziolk concentrates his practice in real estate and commercial lending. He has extensive experience in all forms of real estate development, including multifamily, residential, office, retail and master plan developments. His real estate practice includes matters related to acquisitions, dispositions, leasing, property management, tax-deferred exchanges, construction and environmental matters. Mr. Ziolk has extensive experience in business planning for real estate transactions, including structuring and forming corporations, partnerships and limited liability companies and documenting and negotiating large venture relationships between developers and institutional investors, private companies and high-net-worth individuals. Educated at Arizona State University, he received a bachelor's degree, *summa cum laude*, in 1981, an M.B.A., with honors, in 1984 and a law degree, as a member of the law review, in 1984. He is an AV-rated lawyer, a Certified Real Estate Specialist in Arizona, and "Best of the Bar," *The Business Journal*, 2004 (Real Estate). He is admitted to practice in Arizona.

Partners

Natalie C. Anderson concentrates her practice in all aspects of complex business and civil litigation, construction law and employment law. Prior to joining the firm, Ms. Anderson gained significant experience as a commercial litigation and construction attorney in Miami, representing clients in various complex business litigation matters in state and federal courts. She has represented public and private corporations, financial institutions, tribal entities, government agencies and entrepreneurs. Ms. Anderson also has experience with municipal and project financing transactions. She graduated from McGill University in Montreal, Canada with a Bachelor of Arts in Political Science and a minor in Women's Studies. She holds a Graduate Diploma in Management, International Business concentration, with Dean's Honors, also from McGill University. She graduated with distinction in 2003 from the University of Iowa College of Law, where she was a member of the *Journal of Transnational Law and Contemporary Problems*. Ms. Anderson is admitted to practice law in Arizona, Florida, the United States District Court for the District of Arizona and the United States District Court for the Southern

District of Florida. She is involved in various professional and business organizations, including the National Association of Women in Construction, Young Lawyers Division, the Maricopa County Bar Association and the Arizona Women Lawyers Association.

Randy D. Delgado II focuses his practice primarily on commercial lending and real estate transactions. His real estate practice extends to all facets of commercial real estate, including acquisitions, development, dispositions, leasing, financing and property management matters. He has represented, among others, commercial lenders and other providers of capital, as well as developers of convenience stores and retail shopping centers.

Mr. Delgado represents commercial lenders and providers of capital in multi-jurisdictional real estate-secured, asset-based, structured and sale-leaseback financing transactions, including loan and lease documentation, bankruptcy-remote entity structuring, fraudulent conveyance analysis, property and loan and lease due diligence, title insurance analysis, and legal opinion review and analysis. His commercial lending experience also extends to loan sales, workouts, restructures and modifications, and advising and representing administrative agents and participant lenders in syndicated loan transactions. Mr. Delgado has represented commercial lenders and providers of capital in a wide variety of commercial finance transactions, including transactions secured by hotels, restaurants, assisted living facilities, airport hangars, retail centers, data centers, air cargo facilities and general business assets. He also handles business planning for real estate transactions such as structuring and forming corporations, partnerships and limited liability companies. Mr. Delgado earned a bachelor's degree, *cum laude*, from Arizona State University in 1999 and a law degree from Arizona State University College of Law in 2004 and is admitted to practice in Arizona and Nevada.

Christopher J. Dodd focuses his practice primarily on serving as bond, underwriter's, borrower's and disclosure counsel on public finance transactions for cities, counties, school districts, colleges and universities, hospitals, 501(c)(3) organizations and state agencies. His experience includes transactions involving general obligation bonds, revenue bonds and sale-lease and lease-purchase financings. Mr. Dodd also works directly with financial institutions on the direct purchase of municipal obligations. He earned his bachelor's degree from the University of Washington (B.A., 1998), a master's degree from Gonzaga University (M.B.A., 2001), his law degree, *cum laude*, from Gonzaga University School of Law (J.D., 2001) and a master of law degree from the University of Washington School of Law (LL.M., 2006). He is admitted to practice in Arizona and Washington.

Heather M. Fox concentrates her practice primarily in real estate transactions, including acquisitions, dispositions, financing and leasing. She has represented real estate investors, developers and lenders in a range of transactions involving various types of properties, such as shopping centers, office buildings, apartment buildings, condominium developments and other retail establishments. She also has experience in business planning for real estate transactions, including structuring and forming limited liability companies and corporations, and in representing creditors in bankruptcy proceedings and workouts. Ms. Fox received a bachelor's degree from Arizona State University in 1999 and a law degree from the University of California at Berkeley School of Law in 2002. She is admitted to practice in Arizona.

Jennifer L. Kraham concentrates her practice primarily in the areas of insurance regulation and corporate law and legislative drafting. She has authored over 50 legislative proposals in the areas of pension reform, insurance regulation and solar energy policy. She regularly assists clients on a national level in connection with the preparation and submission of regulatory filings, defending against complaints from regulators, and analyzing coverage issues. Her practice encompasses all aspects of insurance regulation, including assisting clients with obtaining regulatory approval for the formation, acquisition, merger and expansion of insurance companies. She routinely counsels insurance company and insurance agency clients with respect to requirements under federal and state insurance laws, licensing compliance issues, rate and policy form matters, reinsurance issues and general corporate matters. She earned a bachelor's degree, *cum laude*, from the University of Florida in 2000 and a law degree, with honors, from American University, Washington College of Law, in 2004.

Philip A. Overcash concentrates his practice in litigation matters. Prior to joining Kutak Rock, Mr. Overcash was an associate attorney with Jones, Skelton & Hochuli, where his practice focused exclusively on municipal liability defense. He has experience representing the City of Scottsdale and other local governmental entities at the state and local levels in a broad range of multimillion-dollar litigation matters, including claims for wrongful death, personal injury, negligent road design, civil rights violations, Section 1983 claims, employment discrimination and sexual harassment matters, many of which received widespread media coverage.

Mr. Overcash has represented the City of Scottsdale in defense of various municipal liability and employment claims, including a personal injury claim involving a detainee's allegation that a 20-hour incarceration in the city jail, without insulin, allegedly caused him permanent injury, and a Section 1983 claim involving police contact with an armed man.

Mr. Overcash represented the Maricopa County Sheriff's Office in a high-profile case chronicled on *Dateline NBC*. The case involved a conspiracy to murder several elected officials, including Sheriff Arpaio, a judge and a prosecutor. The plaintiff was acquitted on an entrapment defense and sued Maricopa County and numerous individual officers for \$10 million in damages. Mr. Overcash successfully argued against the plaintiff's motions related to tour of a correctional facility and offensive use of collateral estoppel regarding the plaintiff's prior criminal history. He has also represented the State of Arizona and the City of Phoenix in multimillion-dollar wrongful death claims.

Mr. Overcash received his law degree from the University of North Carolina School of Law, Chapel Hill, in 2000. He is admitted to practice in Arizona, Oregon, the United States District Court for the District of Arizona, and the United States District Court for the District of Oregon.

Jake L. Sherrard joined the firm in 2012. He began his career during the heightened period of construction defect litigation in 2002 and defended several nationally recognized general contractors in complex litigation matters, including several class actions. In 2004 Mr. Sherrard broadened his practice to include a variety of commercial litigation matters with a heavy emphasis on litigation involving the power of eminent domain. During his tenure at his previous firm, he represented the property owners in an eminent domain proceeding brought by the City of Tempe for purposes of economic redevelopment. The case was the subject of intense

local scrutiny as it was the first attempt by a municipality in the State of Arizona to condemn property for the purposes of economic redevelopment after the federal Supreme Court's ruling in *Kelo v. City of New London*, which itself was the subject of intense national scrutiny and debate. Mr. Sherrard represented the property owners throughout the course of the litigation, securing a victory at the trial level and preserving it upon review by the Arizona Supreme Court.

Prior to joining Kutak Rock, Mr. Sherrard served as general counsel for a critical path, heavy commercial and industrial mechanical contractor specializing in the needs of Arizona's electronics, biomedical, and power generation industries. During his tenure there, he repurposed his litigation experience to develop a preventive and proactive legal business strategy to embrace a highly competitive and litigious construction industry. The strategy involved developing systems, which embraced Arizona's statutory authority governing construction activities, with a "hands on" approach to contract negotiation and administration, which ultimately yielded a perfect collections record on collectible debt with very little formal litigation process.

He earned a bachelor's degree from Northern Arizona University in 1994 and a law degree, *cum laude*, from California Western School of Law in 2002. He is licensed to practice in Arizona and California.

Jason D. Stych focuses his practice on commercial real estate transactions. His real estate practice includes matters relating to acquisitions, dispositions, leasing, financing, property management, tax-deferred exchanges, construction, loan modifications and workouts, and environmental matters. His experience includes serving as general counsel for a major division of a privately held company where he advised on all aspects of the real estate development process and worked closely with the acquisitions, development, entitlements and construction teams. He has assisted developers in acquiring, financing, developing and selling power centers, neighborhood centers and other office and retail projects and has experience negotiating leases with nationally recognized tenants. In his role with one of the Big Four accounting firms, Mr. Stych provided a comprehensive array of consulting and compliance services to help clients meet management objectives and minimize the tax effects of complex business decisions. He also has experience in long- and short-term business planning, including advising on structuring and forming corporations, partnerships, joint ventures and limited liability companies and documenting and negotiating large venture relationships between developers and institutional investors, private companies and high-net-worth individuals. Mr. Stych earned a bachelor's degree from the University of Nebraska in 1998, a law degree from the University of Nebraska College of Law in 2000 and a master of laws in taxation from the University of Denver in 2001. He is admitted to practice in Arizona and Colorado.

Joy A. Sullivan focuses her practice primarily on commercial real estate development, including acquisitions, dispositions, leasing, financing and property management matters. She also has extensive experience in multi-state commercial lending, including drafting and negotiation of documents, due diligence, title and survey reviews, and foreclosures. In addition, she handles business planning for real estate transactions such as structuring and forming corporations, partnerships and limited liability companies. Ms. Sullivan received her bachelor's degree from the University of Arizona in 1998 and a law degree from the University of Arizona, James E. Rogers College of Law, in 2001. She is admitted to practice in Arizona.

Heidi Fabritz Wolford focuses her practice on commercial real estate transactions, including matters relating to development, acquisitions, dispositions, leasing, financing, and property management matters. Her current practice is primarily focused on representing a multibillion-dollar REIT in connection with the acquisition of dollar store assets, and she advises on all aspects of the single-site acquisition and leasing process. She also has extensive experience representing REITs in acquiring, financing, leasing and selling power centers, neighborhood centers and other office and retail projects. Additionally, Ms. Wolford has experience negotiating leases with nationally recognized tenants. Her practice also includes commercial lending, including drafting and negotiation of documents, due diligence, and title and survey reviews. She earned a bachelor's degree, *magna cum laude*, from the University of Hawaii at Hilo in 2003 and received her law degree from Gonzaga University School of Law in 2008. She is admitted to practice in Arizona.

Of Counsel

Kelly A. McGuire focuses exclusively on public finance and typically involves transactions utilizing conduit issuers. Ms. McGuire serves as bond counsel, issuer's counsel, underwriter's counsel, disclosure counsel and purchaser's counsel in tax-exempt and taxable financing transactions throughout the country. She has expertise in the issuance of multifamily housing revenue bonds (including 4% LIHTC) and charter school financing transactions. Ms. McGuire has also served as bond counsel in waste-to-energy and off-balance sheet student housing transactions. She earned a bachelor's degree, *cum laude*, from the University of Arizona in 1992 and a law degree, *cum laude*, from the University of Arizona, James E Rogers College of Law, in 1996.

Kelley B. Sucher is a member of the firm's litigation department. Ms. Sucher concentrates her practice on civil litigation and bankruptcy matters. She earned a bachelor's degree from the University of Arizona in 2004 and a law degree, *magna cum laude*, with highest pro bono distinction, from Arizona State University College of Law in 2009. She is a member of the Arizona Women Lawyers Association and is admitted to practice in Arizona.

Allison Hirohata Swenson concentrates her practice primarily in commercial real estate development, including acquisitions, leasing dispositions, financing and property management matters. In addition, she represents commercial lenders in drafting and negotiating documents, due diligence and title and survey reviews. Ms. Swenson has experience in business planning for real estate transactions such as structuring and forming corporations, limited liability companies and partnerships. She currently serves on the board for the Arizona Asian American Bar Association and is a member of the Arizona Women Lawyer's Association. She earned a bachelor's degree, *cum laude*, from the University of Arizona in 2005 and a law degree from Phoenix School of Law in 2009.

Associates

London A. Burns practices in the areas of creditors' rights, bankruptcy, contract disputes, government defense, employment law, insurance regulation, administrative law and public pension plan litigation. She is a member of the Arizona Women Lawyers Association, Greater Phoenix Economic Council, Scottsdale Bar Association, Maricopa County Bar

Association and American Bar Association. Ms. Burns also is on the Board of Directors of the National Advocacy and Training Network and chairs the Fundraising Committee. In July 2014 she was named a Certified Ambassador of the Greater Phoenix Economic Council (“GPEC”). Certified Ambassadors assume elevated responsibilities of a traditional GPEC Ambassador to communicate and inform stakeholders, policy makers and the general public about important regional economic development matters. Ms. Burns earned her bachelor’s degree from the University of California, Santa Barbara in 2006 and her J.D. from Arizona State University College of Law in 2013. She is admitted in practice in Arizona and is a member of the Arizona Women Lawyers Association and Scottsdale Bar Association.

Monika Calamita practices primarily in the area of public finance. She has experience acting as bond counsel, disclosure counsel, issuer’s counsel, bank counsel and underwriter’s counsel. Her focus within the public finance practice is primarily charter school financings, including multi-state and multi-campus financings. Ms. Calamita has also worked on various other bond financings, including those for housing and health care projects. She earned a bachelor’s degree from Arizona State University in 2006 and her law degree from the Arizona State University College of Law in 2013. She is admitted to practice in Arizona.

Andrew L. McNichol is a member of the firm’s litigation department. Mr. McNichol earned his bachelor’s degree in 2011 and his law degree in 2014, both from Arizona State University. He served as Managing Editor of the Arizona State Law Journal during law school and is admitted to practice in Arizona.

Echo A. Reynolds concentrates her practice in litigation with an emphasis on government and agency representation. Her practice includes contract disputes, settlement of contentious, closely held corporate shareholder disputes, insurance defense, construction defect matters, real estate disputes, creditors’ rights, trademark infringement, Qui Tam and general commercial matters. Her experience involving employment law includes employer and employee representation, the Arizona Wage Act, FLSA overtime wage disputes, and government entity personnel and retirement plan matters. Additionally, Ms. Reynolds has experience with insurance coverage matters, providing coverage opinions in general commercial liability matters. She also engages in provisional remedies and post-judgment collection efforts on behalf of clients, including earnings and non-earnings garnishments, judgment debtor’s examinations and charging orders. She earned her B.A. from Arizona State University in 2001, and her J.D. from Arizona State University College of Law in 2011. Ms. Reynolds is admitted to practice in Arizona.

Jon S. Schultz is a member of the firm’s litigation department. Mr. Schultz focuses his practice on the representation of governmental clients, including state retirement systems, political subdivisions and municipalities. He has assisted in representing governmental entities in several matters including procurement disputes, contract disputes and investment litigation, as well as disputes involving government contractors. Mr. Schultz has experience as a criminal prosecutor and with corporate immigration matters pertaining to work visas and permanent residence. Before joining Kutak Rock, he was with Fragomen, Del Rey, Bernsen & Loewy, one of the country’s most prominent corporate immigration law firms. At that firm Mr. Schultz acquired experience with H-1B, H4, L-1B, L-1A, Blanket L-1A and L-1B, and TN non-immigrant visas and the PERM, I-140 and I-485 immigrant visas. He also has experience with

Outstanding Researcher petitions, J visa waivers, National Interest Waivers and Exceptional Ability I-140 petitions. Mr. Schultz earned his B.S. from the University of Arizona in 2006 and his J.D., with a Law, Science & Technology Certificate in Environmental Law, from Arizona State University in 2012. He is licensed to practice in Arizona.

Government Affairs Specialist

Marcus B. Osborn, Ph.D., is a Government Affairs Specialist in the Scottsdale office. He has over 20 years of state government relations experience. During his career, Dr. Osborn has worked on a wide variety of high-profile issues, including significant changes in Arizona's environmental protection laws, regulatory reform, tax structure and employment laws. He currently chairs the Greater Phoenix Chamber of Commerce's Workforce Committee, which works on education and workforce issues for the Chamber.

Dr. Osborn's lobbying career began in the early 1990s, when he was a lobbyist for the Arizona Chamber of Commerce and advocated on behalf of the business community on a broad spectrum of issues. From the Chamber, he was recruited to direct government relations activities at the Arizona Department of Commerce. During his tenure at the Department of Commerce, he successfully lobbied the Greater Arizona Development Authority concerning legislation providing an infrastructure financing mechanism for rural communities. He also represented the Arizona Department of Environmental Quality before the Legislature and executive branch and helped enact significant legislation in the areas of air quality, waste programs and water quality as well as improvements to the Water Infrastructure Financing Authority.

Since 1998 Dr. Osborn has represented a variety of clients before the Legislature and executive agencies. His areas of experience include insurance, public transit, transportation, education, economic development, tax policy, environment, infrastructure financing authorities, polling, ambulance certificates of necessity, employment law, public records, campaign management, health care, regulatory reform and education. He has authored academic works and book chapters on lobbying, developed strategic government relations plans for multiple organizations, and lectured on strategic planning for government relations. Dr. Osborn has a strong record of public service. He a member of the Governor's Regulatory Review Council and was appointed by Governor Brewer to serve as the Chairman of the Struggling Schools Committee, which helped guide the governor's submittal for the Race to the Top Funds. In 2014 he was elected to the Madison Elementary School Board.

Dr. Osborn holds a doctorate and a master's degree in public administration from Arizona State University and has undergraduate degrees in history and political science from the University of Arizona. He has also completed Senior Executive study at Harvard's Kennedy School of Government. Dr. Osborn is an expert in interest group influence and has served as an expert witness in *McComish v. Bennett* on the prevailing side, where the U.S. Supreme Court found the matching fund provisions of the Clean Elections Act unconstitutional. He has taught as an adjunct faculty member at Northern Arizona University, teaching graduate courses in organizational theory, human resource management and leadership.

Sara H. Sparman is a Government Relations Specialist in the Scottsdale office. Ms. Sparman has more than 10 years of experience in government relations, lobbying and public

policy at all levels of Arizona government. In 2014, she was honored by the *Arizona Capitol Times* as the best female lobbyist under 40. She has successful experience in the following areas: legislative agenda development, grassroots development, fundraising, individual and group presentations, newspaper publicity, policy negotiations, special events coordination and project management.

Prior to joining Kutak Rock, Ms. Sparman worked as a Government Relations Specialist at Williams & Associates, representing clients before the Legislature, executive branch and local governments. Her issue specialties included municipal government, professional associations and private corporate interests.

Previously, Ms. Sparman served as the Outreach & Government Relations Director for the Juvenile Diabetes Research Foundation, where her primary responsibilities were to establish and develop the chapter's outreach, grassroots and legislative programs in Arizona and New Mexico. She also served on the Arizona Diabetes Leadership Council and assisted in the development of the Arizona Department of Health Services' five-year strategic plan relating to management of the state's diabetes epidemic. She also was a member of the Arizona Diabetes Coalition and chaired the Advocacy Committee of the Coalition.

In addition, Ms. Sparman has worked with the Alzheimer's Association to develop its grassroots strategy in Arizona and worked at the Arizona State House of Representatives while finishing her bachelor's degree in political science from Arizona State University (awarded in 2004). Throughout her career she has developed and maintained relationships with legislators, staff and members of various state agencies.



ORIGINAL

**PROPOSAL TO PROVIDE
SPECIALTY LEGAL SERVICES TO**

PINAL COUNTY

IN RESPONSE TO ROQ NO. 151721

SECTION THREE SUBMISSION

CONTACT:

MICHAEL W. SILLYMAN
PARTNER

March 29, 2016

KUTAK ROCK LLP
SUITE 300
8601 NORTH SCOTTSDALE ROAD
SCOTTSDALE, AZ 85253-2738
480-429-5000
FACSIMILE: 480-429-5001



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ROQ – 151721 Specialty Legal Services

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

PROFESSIONAL SERVICES CONTRACT

This Contract for Professional Services (the "Contract") is made as of the latest date beneath the executions appearing at the end of the Contract, by and between:

("Contractor"), with its principal place of business at (address)

AND

Pinal County ("County"), with its principal place of business at 31 North Pinal Street, Florence, AZ 85132.

SECTION 1. PURPOSE AND SCOPE

1. Contractor will furnish to the Customer by this Contract Professional Service(s) listed in the Statement of Work of the ROQ.
2. All pricing quoted in Schedule A: Pricing Supplement is valid for the term of the Contract.

SECTION 2. TERM

This Contract is effective from the date on which it is executed and will remain in effect for one year with four automatic one year renewal periods unless earlier terminated by mutual Contract of the parties.

SECTION 3. PRICING AND PAYMENT TERMS

All pricing and terms associated with this professional service requested are specified on Schedule A of the Supplement.

SECTION 4. INSURANCE

Without limiting any of the Contractor's liabilities or other obligations, Contractor shall provide and maintain the insurance coverage listed in Section 7 of the Special Terms and Conditions, as well as the coverage listed below. Such coverage shall remain in full force and effect until obligations under this Contract are satisfied. At a minimum the professional liability insurance shall be kept in force at least two years after final payment to Contractor.

1. Professional Liability insurance covering errors and omissions arising out of the work or services performed by Contractor or any such person employed by him with a minimum limit of not less than One Million Dollars each claim.

All insurance shall be maintained with responsible insurance carriers qualified to do business within the State of Arizona.



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Excepting the worker's compensation coverage, insurance certificates shall endorse Contractor as insured and Customer, its officials, employees and agents as additional insured and shall stipulate that the insurance afforded Contractor shall be primary insurance and that any insurance carried by Customer, its officials, employees or agents shall be excess and not contributory insurance to that provided by Contractor.

Certificates of insurance acceptable to Customer shall be issued to Customer prior to commencement of the Project as evidence that policies providing the required coverages, conditions and limits are in full force and effect. Such certificates shall contain provisions that coverage afforded under the policies will not be canceled, terminated or materially altered until at least thirty (30) days prior written notice is given to the Customer.

SECTION 5. SUBCONTRACTOR INSURANCE

In addition to insurance coverage required of Contractor, as set forth above, Contractor shall require insurance coverage in the same amounts from its Subcontractors on behalf of the Customer and Subcontractor shall comply with the paragraph entitled "Insurance" above, except certificates of insurance shall be issued and delivered to Customer prior to Subcontractor's performance under this contract.

SECTION 6. INDEMNIFICATION

In addition to the requirements in Section 6.2 of the Uniform Terms and Conditions, Contractor shall indemnify, defend, save and hold harmless Customer, its officials, employees and agents, from any and all claims, demands, suits, actions, proceedings, loss, costs and damages of every kind and description, including attorney's fees, litigation expenses and/or arbitration expenses, which may be brought or made against or incurred by Customer on account of loss of or damage to any property or for injuries to or death of any person, caused by, arising out of, or contributed to, by reason of any omission, professional error, fault, mistake or negligent act, whether active or passive, of Contractor, its employees, agents or representatives or Subcontractor, their employees, agents or representatives in connection with or incident to the performance of Contractor's employees and/or its Subcontractor's employees, or claims under similar such laws or obligations. Such indemnity shall not be limited by reason of remuneration of any insurance coverage herein provided. Such indemnity shall be required by Contractor from its Subcontractors on behalf of the Customer. Every provision of this indemnification paragraph shall survive the termination of this Contract.

SECTION 7. NOTICE OF CLAIM

Contractor is required to notify Customer of any claim filed against Contractor or Contractor's insurance company arising from services performed under this Contract within thirty (30) days of such filing.

SECTION 8. CLAIMS/LIMITATION OF ACTION

No action shall be maintained by Contractor, its successors or assigns, against Customer on any claim based upon or arising out of this Contract or out of anything done in connection with



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ROQ – 151721 Specialty Legal Services

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this Contract unless such action shall be commenced within one year of the termination of this Contract.

SECTION 9. CANCELLATION OR TERMINATION OF CONTRACT

The County may cancel or terminate this Contract as set forth in Sections 3.6, 3.15, 4.5 and 9 of the Uniform Terms and Conditions.

SECTION 10. INCORPORATION OF UNIFORM GENERAL TERMS AND CONDITIONS

The Contractor agrees that the county's Uniform General Terms and Conditions for this ROQ are incorporated herein as if they were recited in full. If the Contractor takes exception to any such Terms and Conditions, such exception is fully explained on Response Form 1 and is subject to acceptance in writing by the County.

SECTION 11. DISPUTE RESOLUTION

Any disputes between the Customer and Contractor shall be resolved under the Pinal County Purchasing Code's Contract Dispute Process. In the event of litigation over the performance of this Contract, the prevailing party shall be entitled to attorney's fees and costs incurred during the course of litigation. This Contract shall be governed by the laws of the State of Arizona. In the event of a suit filed by either Contractor or the Customer under this Contract, the venue of such suit shall be the Superior Court of the State of Arizona in and for the County of Pinal, Florence, Arizona.

SECTION 12. MISCELLANEOUS

- a) **Assignability.** This contract is non-assignable in whole or in part by either party without the written consent of both parties.
- b) **Authority of Signatory.** The individuals signing this Contract and any supplements, warrant that they have been duly authorized and vested with the power to do so on behalf of their entity.
- c) **Beneficiaries.** This Contract shall inure solely to the benefit of Contractor and Customer, and shall create no rights in any other person or entity.
- d) **Comparable Treatment.** All of the prices, terms, warranties and benefits granted by Contractor herein are comparable to or better than the equivalent terms being offered by Contractor to any similar situated customer.
- e) **Exhibits, Plats, Riders and Addenda.** All plats, riders, exhibits or addenda, if any, affixed to the Contract are a part hereof.
- f) **Force Majeure.** Neither party shall be deemed in default for any delay or failure to have fulfilled its obligations under this Contract due to causes beyond its control.



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- g) **General Compliance with Laws.** Contractor is required to comply with all applicable federal and state laws and local ordinances and regulations.
- h) **Headings.** The headings for each paragraph of this Contract are for convenience and reference purposes only and in no way define, limit or describe the scope or intent of said paragraphs or of this Contract nor in any way affect this Contract.
- i) **Incorporation of Documents.** All documents referred to in this Contract are hereby incorporated by reference into the Contract.
- j) **Independent Contractor.** Contractor acknowledges that it is an independent Contractor; that it alone retains control of the manner of conducting its activities in furtherance of the Contract; that it as well as any persons or agents as it may employ are not employees of the Customer; and that neither this Contract, nor the administration thereof, shall operate to render or deem either party hereto the agent or employee of the other.
- k) **Retention of Records.** The Contractor and any Subcontractor shall keep and maintain all records related to the Contract as set forth in Section 3.2 of the Uniform Terms and Conditions.
- l) **Severability.** If any part of the Contract shall be adjudged by any court of competent jurisdiction to be invalid, such judgment will not affect or nullify the remainder of the Contract.
- m) **Survival.** Not as a waiver of any remedies either party may be entitled to under this Contract, the "Indemnification", "Retention of Records", and "Dispute Resolution" provisions will survive the termination of the Contract.
- n) **Time of Essence.** Under the authority of the Contract, both parties understand that time is of the essence.
- o) **Waiver.** Waiver of any of the terms of this Contract shall not be valid unless it is in writing and signed by all parties. The failure of either party to enforce the provisions of this Contract or require performance by opponent of any of the provisions shall not be construed as a waiver of such provisions or affect the right of either party to thereafter enforce the provisions of the Contract. Waiver of any breach of the Contract shall not be held to be a waiver of any other or subsequent breach of the Contract.
- p) **Governing Law.** This Contract shall be governed by and construed in accordance with the laws of the State of Arizona as further described in Section 5-1 and 5-2 of the Uniform General Terms and Conditions.



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MODIFICATIONS to this Contract shall be in writing and signed by both parties.

IN WITNESS WHEREOF, the parties have executed this Contract for Professional Services as of the _____ day of _____, 2016.

CONTRACTOR

Kutak Rock
By: *Michael W. Sullivan*
Title: *Partner*
Date: *3/29/16*

PINAL COUNTY

Todd House, Chairman
Board of Supervisors

Date: _____

ATTEST:

Sheri Cluff
Clerk of the Board

Approved as to Form:

Chris Keller, Deputy County Attorney



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SCHEDULE A: PRICING SUPPLEMENT

The hourly rate of \$ _____ will be the rate for all authorized and approved Specialty Legal Services under this contract. This rate will include all costs associated with these services. *(NOTE: Respondent may provide a table of costs based on expertise of employee i.e. Senior Partner, Partner, Senior Associate or Of Counsel, Associate, Paralegal, Administrative Support.)*

Please see the attached Fee Proposal for Kutak Rock's proposed hourly rates based on expertise level of attorney or paraprofessional.

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KUTAK ROCK LLP

**PROPOSAL TO PROVIDE
SPECIALTY LEGAL SERVICES TO
PINAL COUNTY**

IN RESPONSE TO ROQ #151721

FEE PROPOSAL

Kutak Rock LLP provides the following schedule showing ranges of hourly rates for each level established in our personnel system:

Position	Hourly Rate
Senior Partner	\$300
Senior Partner (Bankruptcy)	\$395
Partner	\$275
Of Counsel*	\$255
Senior Associate	\$225
Associate	\$195
Government Affairs Specialist	\$225
Paralegal	\$110

*In our firm, the title "of counsel" typically refers to a veteran lawyer who has either joined our firm as a lateral after working with other firms but who has not yet been elected to the partnership, or a veteran lawyer in the final years of his or her career who has resigned from the partnership but still practices.

05 352105.1-(6)6-JKT

LITIGATION FILE

Cummins, Matthew and Hu, Rodney

Dispute Re: To Ownership & Control of an

