

FENNEMORE CRAIG

ATTORNEYS

Response to Request for Qualifications
Las Vegas Stadium Authority Board
December 19, 2016

INTRODUCTION

Fennemore Craig is an innovative law firm leader helping clients meet the challenges of an ever-changing business environment. Fennemore Craig has nearly 200 lawyers with offices in Las Vegas, Reno, Phoenix, Tucson, Nogales and Denver. With a heritage of more than 130 years of service to clients, we strive to provide value in each matter we undertake, delivering practical solutions vital to the growth and prosperity of business and our communities. We appreciate this opportunity to respond to the Las Vegas Stadium Authority Board's (LVSAB) Request for Qualifications. Fennemore Craig has had unique experience in developing sports facilities, including NFL stadiums. More importantly, we have local expertise, capabilities and experience to get the job done right and at a reasonable cost. We know Nevada, Clark County and the City of Las Vegas.

Fennemore Craig is celebrating its 10th anniversary in Las Vegas. The office was created when we welcomed attorneys John Mowbray and Chris Byrd, from the distinguished law firm of Morse and Mowbray. In July 2012, the firm welcomed attorneys from Jones Vargas. In 2015, Fennemore Craig embarked upon its 130 year anniversary and added lawyers in the Las Vegas and Reno offices from the prominent Lionel Sawyer & Collins firm.

Richard Bryan, a partner in our Las Vegas office, is authorized to negotiate and contract on behalf of Fennemore Craig, P.C. His contact information is:

Richard Bryan, Director
Phone 702.692.8249 | Email: rbryan@fclaw.com
300 South Fourth Street, Suite 1400
Las Vegas, NV 89101

A. EXPERIENCE:

Sports Facilities and Teams

Fennemore Craig's sports law practice is both deep and diverse. It includes a team of professionals with extensive experience developing professional sports facilities on behalf of their owners and operators, as well as representing teams and their owners. Our priority is to provide guidance for good decision-making, personally and professionally, discreetly and confidentially. Our extensive experience includes:

Stadium and Arena Development

- Facility siting, development and construction
- Management and concession agreements
- Board governance, open meeting and public records laws
- Tax-exempt and taxable project bond financing
- Facility use fees and other financing mechanisms
- Long term parking arrangements
- Term loan facilities and revolving lines of credit loan facilities
- License or use agreements by major tenants, including teams and major college bowls
- Luxury suite/loft agreements, club and special seating, advertising, and ticket policies
- Public/private partnerships

Professional Teams/Sports Organizations

- Sports franchise general representation
- Employment contracts
- Television, radio, and advertising contracts
- Ticket policies
- Charitable programs
- Sponsorships, promotions, and licensing
- Financing
- Franchise sales (NBA)

Relevant Sports Facility Experience | Stadium and Arena Development

Arizona Sports and Tourism Authority (AZSTA)/University of Phoenix NFL Stadium (Home of the Arizona Cardinals) - Fennemore Craig has served as general counsel to AZSTA since its inception in 2000, with Sarah A. Strunk as the designated general counsel. AZSTA is a municipal corporation with an appointed board. AZSTA is the owner and operator of the 70,000-seat University of Phoenix football stadium that is the home field for the Arizona Cardinals and the Fiesta Bowl, and has been the host of 2 NFL Super Bowls, 3 national championship games and the upcoming NCAA Final Four Basketball Tournament. Ms. Strunk advises the CEO and the board of directors on compliance with open meeting laws, public records, audits and other matters. Representative legal matters for AZSTA include:

- Original siting of the University of Phoenix Stadium, including assisting AZSTA in designing the competitive site selection process, legislative testimony
- Drafted and negotiated the Development and Intergovernmental Agreement with the City of Glendale
- Drafted and negotiated a long term parking agreement for the stadium
- Drafted and negotiated all construction contracts, including a project management agreement with the Arizona Cardinals, and handled all construction disputes regarding the stadium
- Issuance counsel for at least 5 issuances of tax-exempt revenue bonds or refunding bonds
- Drafted and negotiated 30 year use agreements with the Arizona Cardinals and the Fiesta Bowl
- Drafted at least 5 different RFP's and agreements for management services and concessions
- Assisted AZSTA in the management of and response to four performance audits and one special audit performed by the Arizona Auditor General's office

UNLV/ENA - Represented the University of Nevada, Las Vegas (UNLV) in the negotiation (over a period of more than a year) of an Exclusive Negotiation Agreement (ENA) with Majestic Realty Co., subsequently approved by the Board of Regents. The ENA contemplated a public-private partnership project consisting of an on-campus mega event stadium and related hospitality and retail facilities. The ENA provided a process by which the terms and conditions of various implementing agreements would be negotiated and agreed to in phases, as well as the means to terminate the negotiations. Michael Buckley was the principal lawyer involved in this effort.

Talking Stick Resort Arena (Home of the Phoenix Suns) - Representation of the Phoenix Suns in negotiating arrangements with the City of Phoenix for the development of the U.S. Airways Arena. Fennemore Craig formed Phoenix Arena Development Limited Partnership, an affiliate of the Phoenix Suns, to develop and operate the arena for the benefit of the city (as owner) and the Phoenix Suns, including the preparation of the Phoenix Suns/Phoenix Arena Development Limited Partnership/City of Phoenix agreements and documents for the financing, constructing, and operation of the arena. Representation included negotiations with the Winnipeg Jets (NHL), resulting in the relocation of the franchise to Phoenix as the Phoenix Coyotes. Provided counsel for financing of approximately \$100 million for the arena, financed by the City of Phoenix and Phoenix Arena Development Limited Partnership, an affiliate of the Phoenix Suns, through the issuance of taxable bonds by the Industrial Development Authority of the City of Phoenix. Representation of Phoenix Arena Development Limited Partnership in re-financings, including financing for a \$50 million expansion and renovation of the arena.

Gila River Arena (Home of the Arizona Coyotes) - formerly known as Jobing.com Arena, City of Glendale - The firm represented the City of Glendale in connection with the development of the Gila River Arena, home of the Phoenix Coyotes, including long term parking arrangements and management

contracts. The firm also represented the city in connection with a convention center and hotel in Westgate City Center.

Professional Teams/Sports Organizations

Phoenix Suns - Outside counsel to the Phoenix Suns, Phoenix Arena Sports Limited Partnership (the operator of the Phoenix Mercury, Arizona Rattlers and Phoenix Roadrunners), Phoenix Arena Development Limited Partnership (the operator of U.S. Airways Center), Sports and Entertainment Services, Inc. (which provides security and other services for U.S. Airways Center and Chase Field) and the other Phoenix Suns affiliates. Fennemore Craig represented the prior owners of the Phoenix Suns in the sale of the Suns and its affiliates in 2004 and the firm continues to serve as outside counsel to the Phoenix Suns and its affiliates on its public/private partnership with the City of Phoenix, player matters, employment contracts, television, radio, advertising, ticket policies, charitable programs, sponsorships, promotions, licensing, financing and NBA-related matters, and related real estate matters.

USA Basketball (USAB) - Representation of USAB in connection with its planned move to Glendale, Arizona and later Tempe, Arizona including the negotiation of letters of intent and development agreements with the real estate developer, support agreements for hotel and meal services to be provided to USAB and its athletes and marketing agreements. The deal was ultimately not consummated.

Reno Aces (AAA Baseball) and Reno 1868 FC (Soccer) - Representation of the teams in a broad variety of matters, including property taxes, contract review, franchise agreements, labor and employment.

Sports Joint Ventures - Representation of Team Shops LLC, a joint venture formed between the Phoenix Suns and the Arizona Diamondbacks (and previously the Phoenix Coyotes) for the retail sale of products for the Phoenix Suns, the Arizona Diamondbacks, the Phoenix Mercury, the Arizona Rattlers and the Phoenix Roadrunners at venues and other outlets in the Phoenix metropolitan area.

Cost of Legal Services

Due to our professional ethical obligations we are not able to provide the detailed information regarding total cost of engagement of these many projects, but Fennemore Craig employs numerous tools to aid in effective matter budgeting, management and reporting. These include:

- The firm's 3E accounting software contains a budgeting tool for attorney use. We work with clients to craft budget formats that align with client requirements.
- Legal project management is provided to team leader attorneys by an outside coaching resource. Thus far, 10% of the firm's partners have completed the three-month program. We have staff members experienced in project management and mapping projects, timelines and budgets.
- Our finance department tracks costs and assists attorneys in analyzing matter budgets.
- Attorneys who manage client teams have financial dashboards that instantly provide them with YTD, monthly data and historic data on the time/dollars invested by matter for a given client.

B. STAFF QUALIFICATIONS AND AVAILABILITY

The firm's size and depth of experience means that the attorneys identified in this proposal have the capability and time to be responsive and available. The firm routinely designates one to two attorneys as the primary team leaders, so they can ensure the client receives prompt answers and assistance as issues arise.

We would be willing to have you direct who in our firm would be your lead counsel, but we would propose that Michael Buckley will be the main contact for the Las Vegas Stadium Authority Board as your general counsel. He will be assisted, as necessary, by Sarah Strunk and others in our firm. He will take direction from the Board Members as well as the Chief Executive Officer ("CEO"), focusing on delivering the results sought by the LVSAB. His approach as a general counsel is to provide efficient, common sense practical solutions to legal issues rather than providing an academic response that does not accomplish the LVSAB goals. Mr.

Buckley will be the main point of contact in Nevada and will facilitate the work at the firm. His short resume is:

[Michael Buckley](#) - Mr. Buckley's practice involves all areas of real estate transactions, with an emphasis on commercial lending, including workouts and foreclosures, commercial real estate acquisitions and dispositions, project development and master planned communities. His clients have included both lenders (including commercial banks) and borrowers, buyers, sellers and developers as well as governmental entities, including Clark County, Nevada and the University of Nevada, Las Vegas. In recent years, he has often assisted lenders and potential purchasers in due diligence activities in connection with Nevada real estate loans and large scale acquisitions of Nevada properties. Mr. Buckley is a former member and chair of the Las Vegas City Planning Commission and has experience in ground leasing and municipal development, franchise and annexation agreements. Through his participation as chair of the Real Property Section of the State Bar of Nevada, he has actively participated in the drafting and enactment of state legislation affecting commercial real estate lending. He earned his J.D. cum laude from Santa Clara University School of Law and his B.A. from the University of California, Los Angeles. Mr. Buckley resides in Clark County.

We have identified a number of other attorneys who are exceptionally qualified and able to provide the scope of legal services identified by the LVSAB in an efficient and cost-effective manner. The assembled team of qualified attorneys who have experience working with community colleges, universities, school districts and other public entities. Our intent is to demonstrate that we have all the depth and capabilities, mainly located in our Las Vegas office, for a project of this size and complexity. However, we would work with you through Mr. Buckley to identify the professionals needed during the project.

Each attorney's name, listed in alphabetical order below, is hyperlinked to their professional resume.

[Senator Richard Bryan](#) - Senator Bryan is a director and practices in the areas of government relations and administrative law. He began his legal career in 1964 as a Deputy District Attorney in Clark County, Nevada. Two years later, he was named Clark County's first Public Defender. Senator Bryan has been elected to the Nevada State Assembly, State Senate, Attorney General, two terms as Governor and two terms in the U.S. Senate. He earned his LL.B. from the, University of California, Hastings College of Law and his B.A. from the University of Nevada, Reno. Senator Bryan resides in Clark County.

[Chris Byrd](#) - Mr. Byrd represents a wide variety of businesses and their owners in commercial transactions, litigation, mediation and arbitration. Mr. Byrd has represented owners, architects and contractors in all areas of construction law related to a wide variety of projects, including public works projects. His construction representation includes licensing, permitting, contracting, construction disputes through project completion as well as delay and disruption claims after completion of projects. When businesses have been unable to resolve their disputes, Mr. Byrd has represented clients before a variety of state and federal courts, administrative agencies, and dispute resolution forums such as the American Arbitration Association, JAMS, and the Nevada Arbitration Association. He earned his J.D. from Notre Dame Law School and his A.B. *magna cum laude*, from the University of Notre Dame. Mr. Byrd resides in Clark County.

[Richard Jost](#) - Mr. Jost has worked closely with State of Nevada agencies throughout his career, including primarily the Department of Business and Industry and the Divisions of Housing, Insurance, and Real Estate within that Department, the Department of Taxation, the Nevada Department of Transportation (NDOT), and the Colorado River Commission of Nevada (CRC). He currently serves as bond counsel to the State's Industrial Development Revenue Bond program and the Private Activity Bond Housing finance program, and has served as bond counsel to the CRC. He earned his J.D. from Syracuse University College of Law and his B.A. from Dickinson College. Mr. Jost resides in Clark County.

[John Kofron](#) - Mr. Kofron chairs the firm's construction practice group and practices in the area of structuring construction transactions, focusing on negotiating and drafting design and construction contracts and related agreements, and resolving issues arising during and after construction. He represents a wide variety of project owners and general contractors in the commercial, healthcare, industrial, residential development, and public construction markets. He earned his J.D. from the University of Wisconsin Law School, his M.S. from Iowa State University and his B.A. from Oberlin College. Mr. Kofron resides in Tucson, Arizona.

[Ann Morgan](#) - Ms. Morgan's practice includes employment law, estate and trust litigation, and general business advice. She serves in a general counsel capacity to private individuals and physicians groups as well as the Reno-Tahoe Airport Authority. She is a frequent speaker at employment law seminars, most recently on the topics of wage and hour issues and privacy issues. Ann also speaks on the topic of privacy issues involved with Unmanned Aerial Systems(UAS) at aviation seminars. She Earned her J.D. from the University of the Pacific, McGeorge School of law and her B.A. from the University of Nevada, Reno. Ms. Morgan resides in Washoe County, Nevada.

[John Mowbray](#) - Mr. Mowbray is the managing partner of Fennemore Craig's Las Vegas office. A second-generation Nevada lawyer, John concentrates his practice on commercial litigation, real estate, and ethics and professional responsibility. John is a past president of the State Bar of Nevada, where he served on its Board of Governors for seven years. He chaired the State Bar of Nevada's Multijurisdictional Practice Committee and served on the Nevada Supreme Court's Multijurisdictional Practice Committee and on the Nevada Supreme Court's Commission on the Amendment to the Nevada Code of Judicial Conduct. John also is a member and past president of the Clark County Bar Association, and a Master in the Howard D. McKibben Nevada American Inn of Court and a colleague of the Nevada Law Foundation. He earned his J.D. from Notre Dame Law School and his A.B., *cum laude*, from the University of Notre Dame. Mr. Mowbray resides in Clark County.

[Sarah Strunk](#) - Ms. Strunk is the Chair of the Board of Directors of Fennemore Craig. She practices in the area of business and finance law, with an emphasis on mergers and acquisitions, corporate governance, securities compliance and public-private partnerships. She has substantial experience with international sales contracts, public records laws, open meeting laws, privacy obligations and duties for privacy breaches and Foreign Corrupt Practices Act compliance. Ms. Strunk represents numerous clients in the sports and entertainment area. She earned her L.L.M. from New York University School of Law, her J.D. from the University of Kansas Law School and her B.A., *summa cum laude*, from Wichita State University. Ms. Strunk resides in Phoenix, Arizona.

[Jim Wadhams](#) - Mr. Wadhams is a director and practices primarily in the areas of government relations, taxation, healthcare and insurance law and has practiced in Nevada since 1975. Mr. Wadhams appears as a lobbyist before the Nevada Legislature representing such clients as American Insurance Association, Nevada Hospital Association, Newmont Mining Corporation and the LVCVA. Mr. Wadhams served as the Nevada Commissioner of Insurance and Director of the Nevada Department of Commerce, in addition to setting up the state's first industrial development bond program. He earned his J.D. from the University of Nebraska-Lincoln College of Law and his A.B. from Stanford University. Mr. Wadhams resides in Clark County.

[Greg Borgel](#) - Mr. Borgel is a land use consultant with Fennemore Craig. He brings specialized knowledge from his prior employment with the Clark County Planning Department and service as the Zoning Administrator and head of the Zoning Division to assist clients in the complicated procedures of land use. He represents clients in the areas of home building, commercial development, health care, resort casinos, and high rise development. He earned his M.B.A from the University of Nevada, Las Vegas, and his M.A and B.A. *summa cum laude*, from the University of California, Los Angeles. Mr. Borgel resides in Clark County.

C. ANTICIPATED DUTIES

We have the ability to provide top legal advice and representation to the Las Vegas Stadium Authority Board. Our attorneys have provided the same type of services to the Arizona Sports and Tourism Authority for more than 16 years. We describe in Section A the many areas that we have provided service similar to this project. With our significant experience we are able to anticipate and resolve the many difficulties that arise when building a stadium. Combined with our local knowledge and expertise, we believe we are the best choice for the Las Vegas Stadium Authority Board.

Attorneys in our Las Vegas office serve as General Counsel for a variety of clients. These clients include the Nevada Affordable Housing Assistance Corporation, the Nevada Institute for Autonomous Systems, and a large transportation company. In addition, we have represented the Reno-Tahoe Airport Authority ("RTAA") as general counsel since 2002, providing legal guidance to and representation of the Board of Trustees and the Administration. Work for the RTAA includes attendance at Board meetings and, when requested,

Committee Meetings. We have defended the RTAA against challenges to the Open Meeting law, the Public Records law, the First Amendment and the Local Government Purchasing Act.

Construction Law

Fennemore Craig has substantial experience with the diverse and often complex aspects of the construction business. Firm clients in the construction area include general contractors, developers and architects and engineers. Fennemore Craig attorneys from litigation, real estate, business and finance, environmental, employment, government relations and other areas of the law work together in the Construction Practice to assist clients with projects ranging from resorts, office, multi-family, retail, and energy projects to casinos, and sports stadiums as well as bridges, roads and toll roads, dams and highways.

Construction Defects and Disputes

Firm attorneys are experienced in mediation, arbitration and litigation of construction-related disputes as well as mass actions, class actions and construction-related appeals. This includes construction defects, liens, delays, and contested work as well as handling claims relating to planning, design, engineering, original trade work and subsequent repairs. In addition, we frequently pursue insurance carriers on coverage claims arising from alleged faulty workmanship. Litigation encompasses federal and state actions throughout the Mountain West, as well as administrative proceedings before state registrars or state contractor boards and other state agencies.

Construction Transactions

Firm construction law attorneys provide comprehensive document review and revisions, with adjustments necessary to implement the client's desires and requirements, timely completion, compliance with contract documents, lien and stop notice prevention/mitigation, payment procedures, lender requirements, statutory payment limitations, privilege taxation, insurance and indemnification, allocation of uninsured risks, and dispute resolution mechanisms. Counsel to clients also includes assistance with planning, selecting appropriate project delivery systems, contract negotiation, regulatory compliance, permitting and bid processes.

Infrastructure Projects

The firm represents numerous prime contractors working on civil projects throughout the Mountain West. Construction law services include providing counsel to clients concerning procurement issues, bid protests, joint venture agreements, public/private partnerships, contracts, financing transactions, employment and litigation of all types relating to civil projects, including bridges, dams, roads, highways, toll roads and other large projects.

Real Estate

Fennemore Craig's Real Estate practice is one of the largest in the Mountain West and encompasses all aspects of real estate, from acquisition and finance, through development, leasing and sale.

Commercial Developers of Retail, Office, Industrial and Commercial Projects

We represent sellers, buyers, users, developers and redevelopers of numerous major commercial projects in the Southwest and across the country. We have a great deal of experience with state and local government economic incentives and tax issues, assemblage and acquisition.

Condemnation, Inverse Condemnation and Eminent Domain

Fennemore Craig attorneys are experienced in handling condemnation and eminent domain matters including: addressing condemnations and partial takings by state, county, city and public agencies, as well as private entities; dealing with both entire property and partial takings giving rise to severance damages, cost of cure measurements and other consequential damages; addressing the apportionment of damages between the property owner and those with leasehold partial fee or lesser interests with and without clauses in entitlement documents addressing the apportionment of such damages.

Land Use, Zoning and Regulatory Entitlements

Fennemore Craig attorneys handle land use and zoning matters for commercial, industrial and residential developers. They work with government entities at all levels. Our attorneys advise clients with respect to state land entitlements; amendments to city and town general plans and county comprehensive plans; approval and adoption of plan amendments (both text and map); adoption and modification of area plans and comprehensive master plans; negotiation, drafting and approval of development agreements, annexation and pre-annexation agreements, economic incentive agreements, and the creation and application of overlay zoning districts, approval and amendment of existing zoning districts; adoption and approval of site plans, preliminary plats, final plats, use permits, special use permits, sign permits and comprehensive sign packages; as well as opposition and challenges to zoning and rezoning applications.

Litigation

Fennemore Craig's litigation section offers a wide range of experience in all aspects of dispute resolution and prevention. Our attorneys are proficient in alternative dispute resolution techniques, negotiated settlements, appeals, and traditional trial representation, as well as advice on the prevention of claims and avoidance of litigation. A number of our attorneys also serve as mediators, arbitrators and private judges. For years, Fennemore Craig has been at the forefront of implementing technology for the benefit of our clients, saving them money and helping us deliver more effective and efficient legal services. In the litigation setting, technology helps us save days of trial time for our clients. Our use of the "TrialDirector[®]," "CaseMap[®]," and "MindMap[®]" programs help us quickly manage substantial numbers of exhibits and photos, to conduct examinations and closing arguments. In addition, the firm has the capability to set up technology-rich, arbitrations both in-house and at external sites, that visually help drive home key points in arguments.

Antitrust Law and Trade Regulation

Fennemore Craig represents individuals, business entities, and professionals in litigation alleging unlawful restraints of trade, price fixing conspiracies, and a variety of other federal and state antitrust law violations. The firm recently participated in several major antitrust actions involving the cable television, consumer electronics and petrochemical industries.

Appeals

Fennemore Craig handles appellate matters in federal and state courts as well as before federal and state administrative agencies. The scope of our appellate practice covers almost all areas of civil, administrative and regulatory law.

Business and Commercial Litigation

Fennemore Craig represents large and small business entities and individuals in commercial disputes in federal and state court, including cases involving fraud, RICO, derivative claims, lender liability, securities, corporate control, contracts, state and federal consumer statutes, and the Uniform Commercial Code.

Intellectual Property

The firm is involved in significant intellectual property litigation, including patent and copyright infringement, trade secrecy, software licenses, trade dress and trademark infringement, nondisclosure agreements, computer performance, and covenants not to compete. Client intellectual property rights are enforced through alternative dispute resolution techniques, demand letters, preliminary injunctions, and traditional trial and appellate representation.

Tort and Insurance Litigation

Fennemore Craig represents clients in a wide variety of personal injury and business tort actions ranging from individual negligence actions to complex multi-party litigation. Within our firm's structure, many of these practice areas overlap.

Public/Private Partnerships

Fennemore Craig regularly counsels our clients regarding development, financing, structure and creation of a wide range of Public/Private Partnerships. Our attorneys provide advice to clients on all stages of PPP, including providing due diligence review, project structuring, negotiating, financing and real estate and tax matters.

Tax Increment Financing

We have considerable experience with tax increment financings in Nevada; both redevelopment bond projects where the incremental increase in real property taxes is captured to finance the improvement of projects within the redevelopment area and sales tax increment bonds (frequently referred to as STAR bonds) for retail projects in redevelopment areas. Fennemore Craig created the documents by which the City of Las Vegas and the Nevada Redevelopment Agency agreed to reimburse infrastructure costs paid by the developer from future property tax payments that the developer otherwise would have been required to make, a model now currently the norm in Southern Nevada for large projects.

D. ADDITIONAL EXPERIENCE

Fennemore Craig's attorneys have extensive experience in the 14 areas that you list in the RFQ. We believe that the following project examples show our diverse experience in providing legal advice to significant projects in Clark County.

Large Project Experience in Southern Nevada

World Market Center – The firm's experience in financing large public infrastructure projects in southern Nevada includes multiple transactions, including the World Market Center. Our firm was instrumental in creating the model that has been used by City of Las Vegas Redevelopment Agency ever since where developers receive an agreement to reimburse them for the cost of infrastructure improvements to their project from the property tax they otherwise would pay after the project is put on the tax rolls. When that transaction was completely documented additional construction lenders signed on to the project and the first building at the World Market Center in Las Vegas, Nevada was financed and constructed. Buildings 2, 3 and the parking decks were all financed, in part, by additions to the basic RDA financing.

Summerlin – The developers of what came to be known as Summerlin approached our attorneys about using developer driven local improvement district financing to move the cost of basic infrastructure in that master planned community off the individual home buyer's mortgage and into a separate local government annual assessment. Local governments in southern Nevada were reluctant to do that because similar districts in California and other western states had proved to be problematic. Local banks and escrow companies were similarly unwilling to leave an assessment on the property when the sub-division developer sold individual homes to individual homeowners. Our firm took the lead in writing Nevada law and lobbying it through the Nevada Legislature to make clear that such special assessment district financing could be done in Nevada with appropriate safeguards to avoid the sorts of problems encountered in other states. The firm also worked with the developers to conduct repeated educational programs for banks and title and escrow companies to explain the benefits of allowing the assessments to flow through separate from mortgage financing.

Juhl Condominiums – Represented the developer of a multi-story condominium project occupying the greater part of one city block in downtown Las Vegas. Portions of the Juhl site were acquired from the City of Las Vegas through a Disposition and Development Agreement (DDA) pursuant to which the City sold the site, imposed development restrictions and provided junior secured financing. Representation also included: (i) negotiation and execution of easement and encroachment agreements with the City for the use of public airspace; (ii) preparing and negotiating agreements for the acquisition of the site from private sellers; (iii) title and land use due diligence; (iv) preparation of the declaration and various documents creating the condominium and providing for the sale of condominium units, including public offering statement, HUD ILSA registrations, and end user purchase and sale agreements; and (v) negotiation of first mortgage and mezzanine financing loans, as well as subsequent loan modifications.

Nevada Solar One. As local counsel to Foley & Lardner, our attorneys represented the developer of the Nevada Solar One project in Boulder City, Nevada in connection with matters relating to Nevada real estate law (e.g., title, easements, leasing and Nevada mortgage lending issues) and state and local permitting and licensing requirements and approvals.

Las Vegas Monorail - Our attorneys represented the developer (a non-profit corporation) of the Las Vegas Monorail, which began operation of its 3.9 mile mass transit system east of the Las Vegas Strip in 2004. Representation included (i) negotiation with Clark County, Nevada, for the terms of a Franchise Ordinance (Clark County Code, Chapter 5.04) creating the legal structure permitting monorail transit system to erect and maintain its guideway and support structures within the public right of way (including air space); (ii) negotiation and execution of a Franchise Agreement pursuant to the County's Franchise Ordinance; (iii) negotiation and execution with various Las Vegas resort hotel/casinos and the Las Vegas Convention and Visitors Authority (LVCVA) of easement agreements for the location of Monorail stations, guideway and support structures on private properties; and (iv) negotiation and execution of covenants, conditions and restrictions with easement grantors pursuant to which riders of the Monorail were guaranteed access to the Monorail.

E. REFERENCES

ARIZONA SPORTS AND TOURISM AUTHORITY

<p>Ted A. Ferris, Former CEO and President Ted Ferris Consulting, LLC 5269 West Palace Place Prescott, AZ 86305 Email: TF@tedferrisconsulting.com Phone: 602.768.3000</p>	<p>William H. Peltier, Former Board Member 6474 E. Oberlin Way Scottsdale, AZ 85262 Email: oldcorp@aol.com Phone: 602.207.5812</p>
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UNIVERSITY OF NEVADA, LAS VEGAS STADIUM

<p>Elda Luna Sidhu, General Counsel University of Nevada, Las Vegas 4505 S. Maryland Parkway, Box 451085 Las Vegas, NV 89154-1085 Email: elda.sidhu@unlv.edu.com Phone: 702.895.5185</p>	<p>Nicholas G. Vaskov, System Counsel and Director of Real Estate Planning Nevada System of Higher Education 4300 S. Maryland Parkway Las Vegas, Nevada 89119 Email: nicholas_vaskov@nshe.nevada.edu Phone: 702.889.8426</p>
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F. FEES.

Staffing is focused on remaining lean; the firm focuses on making certain the attorney knows the client well and that the work needed is delegated to the appropriate attorney to take advantage of cost efficiency for clients. With litigation or compliance matters that require routine discovery, work is handled by mid-level to senior associates under the supervision of the senior attorney. Fennemore Craig does not charge for in-firm conferences between attorneys and will not undertake substantial legal research without clearance from the client. More complex matters are most efficiently handled by attorneys with many years of experience and who are able to efficiently analyze and direct responses. Fennemore Craig routinely uses alternatives to conventional hourly rate fee arrangements, including fixed or flat fees where appropriate. The firm is committed to communicating effectively and clearly with its clients. Our cumulative expertise is characteristic of firms much larger than Fennemore Craig, but our fees are routinely lower than our competition. We believe our expertise, responsiveness and cost efficiency will regularly demonstrate value.

Directors	Of Counsel	Associates	Paralegals/Law Clerks
\$325-\$650	\$250-\$375	\$225-\$355	\$165

G. WORK COMPLETED LOCALLY

With the depth of experience that Fennemore Craig has in our Las Vegas office we anticipate at least 90% of the work will be accomplished with staff presently residing in Clark County.

H. AFFILIATION

If selected Fennemore Craig is ready, willing and able to provide all legal work for the Las Vegas Stadium Authority. If desired by the Authority, however, we can work with any other professional service provider.

I. CONFLICTS OF INTEREST

Fennemore Craig is diligent in avoiding conflicts of interest. Once we are contacted by a potential client we complete a thorough conflict check. In most cases, as the result of a conflict check there will be no conflicts. If a potential conflict is uncovered, we determine if the conflict is real, and decline the engagement of the client. We will be prepared to disclose any relationship that may be considered a conflict of interest or may raise a question whether a conflict of interest may arise or exist with the representation of the Las Vegas Stadium Authority Board. Fennemore Craig does not have actual or potential conflicts of interest with the Las Vegas Stadium Authority Board.

J. LOCAL FAMILIARITY

Fennemore Craig knows Nevada, Clark County and the City of Las Vegas! Fennemore Craig's attorney roster features some of the most respected and talented attorneys to ever practice in Nevada. This roster has been carefully assembled to ensure that every attorney with the firm possess diverse skillsets that can be deployed at a moment's notice to assist our clients obtain their goals. Fennemore Craig prides itself in being a part of the Las Vegas community. Several of our attorneys are extremely active in providing pro bono legal services through Legal Aid Services of Southern Nevada and our staff members are very active in volunteering with local charities such as Three Square, Foundation for an Independent Tomorrow, and United Way. Accordingly, our team can leverage its experience and community knowledge to understand and anticipate the needs of the Las Vegas Stadium Authority Board.

K. INSURANCE

If selected Fennemore Craig is able to provide the appropriate certificates of insurance.

L. BUSINESS LICENSE

If selected Fennemore Craig is able to provide the appropriate business licenses and ensure that they will remain active during the Scope of Work.

FENNEMORE CRAIG ATTORNEYS

Response to Request for Additional Information

Las Vegas Stadium Authority Board

January 5, 2017

RESPONSE

A list of major tasks to be completed in the development of agreements pertaining to the development and operation of a premier stadium facility, along with a general summary of the process for completing those tasks.

The Southern Nevada Tourism Improvements Act (Act), contemplates the financing of an NFL stadium in Las Vegas (Stadium) through the Stadium Authority's (Authority) entering into (i) a Development Agreement for the acquisition, construction, leasing, improvement, equipping, operation or maintenance of the Stadium with a qualified Developer Partner; and (ii) a Lease Agreement for the operation of the Stadium with a qualified Stadium Events Company. The major tasks to be completed in the development of these agreements are set forth below. While the specific activities are not detailed, they generally include review of agreements and other documents, legal research, drafting and revising contracts, negotiations, attendance at meetings of the Board and its staff and consultants, parties and regulatory authorities and providing customary legal opinions on behalf of the Authority, where required (for example, in connection with financings).

Task 1: Pre-Development Agreement Tasks. The Act [Section 29] contains conditions to the Authority's ability to enter into a Development Agreement and a Lease Agreement. These include: (i) confirmation that the NFL has timely authorized an NFL team to locate within the Stadium District [Section 29(1)(a)], (ii) confirmation that an NFL team is committed to locate within the Stadium District [Section 29(1)(b)]; (iii) selection of a suitable and qualified Developer Partner [Section 29(1)(c)]; and (iv) selection of a suitable and qualified Stadium Events Company [Section 29(1)(d)].

The first major task to be completed thus will be assisting the Authority to evaluate whether these initial conditions have been satisfied. Subtasks will include:

- a) Reviewing the applicable actions of the NFL in order to advise the Authority whether the NFL has taken the necessary legal actions to authorize the relocation of an NFL team.
- b) Reviewing the applicable actions of the NFL and the NFL team in order to advise the Authority whether the commitment of the NFL team to locate within the Stadium District is legally binding and enforceable against the team and the NFL without unacceptable conditions.
- c) Reviewing the applicable corporate or other organizational documents and actions of the Developer and its agreements with the NFL, in order to advise the Authority

whether the Developer Partner has satisfied the disclosure and NFL affiliation requirements required by the Act [Section 29(1)(c)(1), (2)].

- d) Establishing a framework and the criteria in order to enable the Authority to properly evaluate the Developer Partner's ability to develop and construct the Stadium [Section 29(1)(c)(3)].
- e) Establishing a framework and the criteria in order to enable the Authority to properly evaluate the financial ability of the Developer Partner to perform its obligations [Section 29(1)(c)(4)].
- f) Reviewing the applicable corporate or other organizational documents and actions of the Stadium Events Company in order to advise the Authority whether the disclosure requirements of the Act have been satisfied [Section 29(1)(d)].
- g) Assisting the Authority in documenting the actions of the Authority in a manner that satisfies legal and transaction requirements.

Task 2: Development Agreement and Lease Agreement. The second major task involves the representation of the Authority in connection with the negotiation and execution of a Development Agreement [Section 29(2)] and a Lease Agreement [Section 29(3)]. The Act contains distinct requirements for each of the Development Agreement and the Lease Agreement, but permits one agreement to satisfy the requirements of the Development Agreement and the Lease Agreement [Section 29(4)]. Accordingly, both agreements are considered under Task 2. It is anticipated that initial drafts of the Development Agreement and/or Lease Agreement (Operative Agreement) will be provided to the Authority by the Developer and/or Stadium Events Company (Contractor), accordingly, the major focus of Task 2 will be to represent the Authority's interests in the negotiation of Operative Agreement(s) in order to assure the Authority that these agreements (i) satisfy the applicable requirements of the Act and (ii) are consistent with market provisions or requirements and state and local government requirements and policies. Among other things, Task 2 includes the following subtasks:

- a) Review of title to the Stadium site and proposed form of title insurance in order to advise the Authority concerning the state of title to the Stadium site to be conveyed or dedicated to the Authority and the timing of such conveyance [Sections 29(2)(a), 35(c)(d) and (e)].
- b) Confirming that the Operative Agreement contains adequate and practical remedies for enforcement of the obligations of the Contractor with respect to development, construction and operation of the Stadium during the term of the Lease.
- c) Require that the Operative Agreement(s) contain customary, adequate and practical remedies for enforcement of the obligations of the Contractor with respect to development, construction and operation of the Stadium during the applicable term of the Operative Agreement(s).
- d) Advising the Authority on matters relating to intellectual property rights available to the Authority under the Act.

- e) Addressing the form of subcontracts, subleases or related agreements in order to assure that such agreements are consistent with the terms of the Operative Agreement and the requirements of the Act [Sections 31, 31.5].
- f) Negotiating, drafting and/or reviewing agreements or other documents necessarily related to the requirements of the Operative Agreement(s) (e.g., trust agreement and independent engineer agreement). [Section 35(d),(e)]
- g) Working with the Authority, the Contractor and its sources of financing to establish (i) the limitation of the Authority's financial obligations and liabilities, (ii) the availability of funds required to construct the Stadium, (iii) the protection of those funds and (iv) funding procedures consistent with the Act [Sections 29(2)(f), 29(3)(f), 35].
- h) Advising the Authority on the effectiveness and enforceability of the community benefits plan required by the Act. [Section 29.5]
- i) Providing for and/or establishing (i) the Authority's retention of the right to provide for the sale, license or transfer of personal seat licenses and other revenues reserved to the Authority by the Act (including the agreements establishing such licenses) and (ii) any requirements of the Act applicable to the disposition of such revenues in accordance with the Act. [Section 32]
- j) Assisting the Authority in documenting the actions of the Authority in a manner that satisfies legal and transaction requirements.

Task 3: The third major task will be to work with the Authority and the Clark County Commission to confirm that the conditions to the issuance of general obligation bonds as provided for in the Act have been satisfied. [Section 36 of the Act] To some extent this task includes items set forth in Task 2, but includes the following additional subtasks:

- a) Advising the Authority as necessary or requested in connection with the Authority's use of stadium tax revenues in a manner permitted by the Act. [Section 34]
- b) Advising the Authority concerning whether the contract for the construction of the Stadium and related ancillary agreements satisfy the requirements of the Act for a guaranteed maximum price contract with required contingencies and other requirements of the Act.[Section 36(1)(c)]
- c) Advising the Authority concerning the adequacy of the security provided by the Stadium contractor to assure performance of the construction project.[Section 36(1)(d)]
- d) Advising the Authority concerning the sufficiency of the commitment(s) for financing for the completion of the Stadium to the extent completion will require sources other than money derived from the proceeds of bonds issued pursuant to the Act and the room tax provided for in the Act. [Section 36(1)(e)]
- e) Advising the Authority concerning the adequacy of land use approvals and entitlements (including the FAA) and the development agreements entered into by the Contractor with state or local governments for the furnishing of the necessary off-site infrastructure improvements. [Section 36(1)(f)]

- f) Acting as counsel for the Authority in connection with any required legal opinions relating to the issuance of bonds by the County.

An estimated timeline and budget for providing the requested legal services, with line items for major expenditure categories and/or project components;

We estimate the following costs for the legal services above:

General Counsel Services: We anticipate that we will be attending all meetings of the Board of Directors. Because there will be a number of these meetings early on that will be important to the work we are doing on Tasks 1 -3, we would propose a flat monthly fee for attendance at board meetings and general advice regarding open meeting compliance. We would suggest a flat monthly retainer of \$2,500 for the first year. This work would be ongoing.

Task 1: Within the 12 or 18 month period contained in Section 29 of the Act, we would perform the work outlined in Task 1, with the understanding that the work is dependent upon information being provided to the Authority. While we are happy to work on a discounted hourly rate basis, we believe that this work can be completed for a lump sum of \$45,000.

Task 2: Given the scope and complexity of these contractual arrangements, we propose that this work be performed on a discounted hourly basis, meaning a 10% discount from our standard hourly fees. Our rates range from \$250 to \$750, depending on the level of skill and expertise.

Task 3: Similar to Task 2, we propose that this work be performed on a discounted hourly basis.

Any estimated expenses beyond the hourly rates for legal services; and

We estimate that any additional expenses should be minimal and billed only at actual, direct costs with no mark up. The firm does not charge for travel costs or time between offices if that is necessary.

Any additional personnel or consultants you anticipate hiring or recommending to be retained, including, but not limited to, project managers, owner's representatives or other subject matter experts.

Depending on the expertise of the members of the Board of Directors or the Staff, we would recommend that a project manager/owner's representative be engaged to assist the Authority in managing the construction process. Also, a wayfinding expert or consultant should be considered to make sure the signage for the facility is optimized. Depending on the arrangements for parking, parking experts might be engaged to design the parking facilities. Finally, we would recommend engaging the third party management

company, if any, and the concessionaire engaged early on in the process. The management company will be able to advise on the design and construction of the facility related to the loading of the stadium, the storage facilities and the long term care, cleaning and maintenance requirements. The concessionaire should approve the construction and equipping of the concession spaces as sufficient for their operations so that there is no requested or required retrofitting later on.