



Hardwick

Attorneys at Law

Celebrating

25

Years of Service

**Proposal to Provide
City/Airport Advisory Services
for a Lease of
St. Louis Lambert International Airport in
Accordance with the FAA Airport
Privatization Pilot Program
(49 U.S.C. § 47134)**

October 20, 2017

Individual Primarily Responsible for the Account:

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(314) 930-2043 Phone

Scope of Services to Be Performed

The Hardwick Law Firm, as a member of the City's Advisory Team, would propose to offer services, which would include advisory, assisting and working with subcontractors and other advisors to perform the Scopes of Service referenced in the RFP.

A. RFQ and RFP Process

Hardwick would work and assist Co-Counsel or work with the City's Financial Advisor to draft and evaluate the RFQ and RFP. It would assist in the preparation of the RFP response evaluation criteria; it would participate in the RFQ meetings along with members of the team and identify and recommend which short list bidder would be moved to the RFP stage. Hardwick would assist or help facilitate the procurement process by participating, coordinating, or holding bid conferences, bidder meetings, site visits, response to bidder questions, requests for clarification, etc. Hardwick would assist in recommendations for bid security arrangements.

B. Data Room/Due Diligence

Hardwick would assist the Financial Advisor in establishing and maintaining the preparation and population of the Online Data Room. Hardwick would lead or assist in gathering and disclosing related due diligence.

C. Financial Modeling

Hardwick would work with the City's Financial Advisors in establishing a financial model designed to evaluate financial proposals and baseline financial expectations for the City vis-à-vis similar transactions.

D. Transaction Documents

Hardwick would propose to lead or work with co-counsel in preparing the transaction documents, inclusive of the Lease Agreement for the airport, Airline Use Agreement(s) with the airlines operating at the airport, and the airport operating standards. Hardwick has significant experience preparing and negotiating these types of documents in the context of airport and/or lease negotiations.

E. Communications/Airline Briefings

Hardwick will coordinate with the City's Communication Officer or designated Consultant to provide airline briefings, stakeholder briefings and to response to questions and provide support to the Board of Alderman, Board of Estimate and Apportionment and participate in community outreach as periodically required.

F. Defeasance of Bonds

Hardwick will review and analyze existing debt structure and provide advice to the City and the Airport concerning the impact that the proposed privatization might have on outstanding airport general revenue bonds, covenants on the existing airport debt and the possibility of the defeasance of all bonds and potential consequences for the City, the Airport. As a long term bond counsel firm to the City of St. Louis with extensive experience working on St. Louis Airport financings, Hardwick will be able to draw on its experience and expertise to assist in this area.

G. Technical Review

Hardwick will provide assistance to the City's Airport A&E Consultant with respect to operating standards and proposed capital improvement programs. If needed, Hardwick will review and participate in scoring the proposals, assisting in conducting a thorough legal analysis of all proposals, and submitting a recommendation as to the top and next best bidder to the City.

H. Finance Advisor Application

Hardwick will assist the City, Co-counsel and Airport Consultant in submitting a Financial Application along with the lessee to the Finance Advisor. It will provide other ancillary services and support related to responding to questions related to an analysis of the lease of the airport and proposing safeguards to protect the City's interest in delivering a transaction that meets the agreed-upon criteria. Hardwick has significant experience working with federal agencies on financings and other matters.

Identification of Key Personnel/Subcontractors

Professional resumes for Hardwick attorneys can be found behind **TAB A**.

Method of Compensation

Hardwick proposes to provide legal services to the City on an hourly basis, at the discounted rates shown on the following table. Recognizing that smart business means containing costs, we strive to work very efficiently when providing our legal services. If there are attributes of our representation of the City that can be done more effectively and quickly, we will communicate that, and work accordingly. Hardwick remains in constant communication with its clients about billing status and we can, if so desired by the City, discuss working in an hourly rate “not-to-exceed” context. Hardwick remains open to discussing a myriad of creative billing structures.

Our rates are not arbitrary but are based upon the rates being paid by clients on comparable matters which to utilize the skills and expertise of Hardwick attorneys. As stated above, we propose to offer the City our discounted rates, but we provide our standard rate for comparative purposes:

Name	Title	Standard Rate	City's Reduced Rate	Relevant Experience
Kathie McManus	Principal	\$450.00	\$425.00	Public & project finance, SWAPS, derivatives, disclosure
Deniece Jordan-Walker	Principal	\$450.00	\$425.00	Airport, public/private project finance, real estate, corporate
Allison Bergman	Principal	\$450.00	\$425.00	Airport, harbor port, transit, railroad, fixed guideway, real estate development, public/private partnerships, project finance, corporate
Jean Matzeder	Partner	\$495.00	\$475.00	Public finance, airport, transportation, development, state revolving fund
Scott Bremer	Principal	\$450.00	\$425.00	Public finance, tax
Herb Hardwick	Senior Partner	\$495.00	\$475.00	Airport, transit, project financing, real estate development, public/private project finance
Megan Cervas	Senior Paralegal	\$145.00	\$125.00	Sophisticated document preparation; legal research, corporate
Chariti Foltz	Paralegal	\$110.00	\$105.00	Supplemental legal research, document drafting, filings

Hardwick would also request reimbursement for reasonable, out-of-pocket expenses including, but not limited to: courier services, computerized legal research, photocopies, and other similar 3rd party expenses associated with legal services provided.

Experience

Public/private development projects require legal counsel highly specialized in formulating strategic, long-term solutions to complex issues. The skill set and experience of a law firm to assist the City with the Lease of the St. Louis Lambert International Airport would be substantial. For more than 25 years, Hardwick attorneys have served as lead and co-counsel in public/private infrastructure transactions, privatizations, and other public-private arrangements. Firm attorneys have each practiced, on average, twenty-five years primarily in the areas public finance and redevelopment. Hardwick has successfully represented federal, state and local governments and authorities, as well as lenders, developers, project sponsors, concessionaires, investors, contractors, higher education and school districts, railroads and other transportation related entities in public/private projects developed across the U.S.

The Hardwick team understands design, finance, building, operations and maintenance objectives of public/private deals, and its attorneys and staff are able to effectively balance competing interests. Its lawyers work using traditional and nontraditional models and structures of public/private transactions, including sale/lease-backs, design/build agreements, design/build/operate/maintenance agreements, concession and collaboration models, tax increment financing (TIF) structures, port authority, pure privatization structures, joint ventures, and partnerships. In fact, Hardwick is nationally recognized for its competency in structuring project finance methods using traditional finance, project and municipal bonds, restructurings, funds, TIF structures, and taxable and tax-exempt debt.

Hardwick represents a diverse clientele in a wide range of practice areas. In addition to serving as legal counsel for some of the most sophisticated public/private or “P3” transactions in the country, Hardwick is widely recognized for its well-honed acumen in real estate development, particularly for large-scale transportation, industrial and commercial property development projects.

The collective experience of the attorneys of the Firm includes representing clients in the issuance of general obligation, revenue, leasehold revenue, refunding bonds in connection with capital improvements for public infrastructures, public buildings, convention centers, airports, hotels, sports facilities, hospitals, transit facilities, shopping centers, single and multi-family housing, and various other types of projects.

The Firm’s attorneys combine their expertise to serve as counsel on a wide range of public finance projects which encompass infrastructure, construction of new facilities, as well as providing funding for operational needs; real estate projects to support the financing of public-private partnership (“P3”) projects, hotels, mixed use development projects, and affordable housing which includes single family and multifamily housing; transportation projects which include funding for airports, light rail, bus, railroad, and addressing needs for transit agencies; and corporate projects which include financing for equipment, facilities, and operations utilizing conventional and bond financing as well as other tools to enhance the financing and funding of projects.

The Firm's attorneys also assist clients in performing work complementary to their client's legal needs, such as drafting legislation, preparing long-range plans, studies, and recommendations, and formulating policies – again, on a multi-jurisdictional and locally, on a bi-state basis. Hardwick attorneys are nationally and locally known for their expertise, and have received numerous accolades for achievements in the areas of transportation and real estate development.

Hardwick has served as legal counsel on public/private and development transactions involving airports and maritime ports, student housing, bridge projects, athletic facilities, convention centers, federal post-office redevelopments, transload and intermodal facilities, mixed use development, infrastructure, and commercial condominiums. We have served both in the lead and co-counsel positions to strategically manage the legal aspects of corporate ventures, procurement, contractor selection, concession agreements, construction, financing, complex real estate issues, maintenance, and all aspects of incentives and development.

The roster of Hardwick transactions is substantial, and noteworthy:

- JFK International Airport redevelopment, American Airlines transaction, New York, NY
- JFK International Airport redevelopment, TOGA transaction, New York, NY
- Development finance counsel on LaGuardia Airport redevelopment, Delta Airlines transaction, New York, NY
- Gary/Chicago International Airport Authority, real estate and transportation counsel on \$177MM, federally mandated “P3” runway expansion project implemented through bi-state regional airport compact, Gary, IN
- Finance counsel on \$1,000,000,000 of bonds issued for Chicago O’Hare International Airport Passenger Facility, Chicago, IL
- Lead underwriter’s counsel on \$259,940,000 Airport Revenue Bonds for the redevelopment of Lambert – St. Louis International Airport, St. Louis, MO
- Jacob Javits Center expansion project, New York, NY
- Barclay’s Center refinancing, Brooklyn, New York
- Development finance counsel on a TIFIA loan for Penn Station/Moynihan Station redevelopment, New York, NY
- Development finance counsel for Arrowhead Stadium refinancing, Kansas City, MO
- Economic development and finance counsel, St. Louis, MO
- Finance counsel to the Metro, Chicago, IL
- Development finance counsel on multiple 1,000 room hotel projects
- Lead counsel on \$295,000,000 variable rate Leasehold Revenue Bonds for the entertainment district development, Kansas City, MO
- Counsel on \$1,797,740,000 General Obligation Refunding Bonds, State of Illinois
- Counsel on the restructuring \$250,000,000 in bonds for Sprint Arena, Kansas City, MO
- Co-bond counsel to the State on \$115,835,000 State Revolving Fund Refunding General Revenue Bonds; Hartford, CT
- Co-underwriter’s counsel on \$332,230,000 issue for Wastewater Transmission Variable Rate Revenue Refunding Bonds, Chicago, IL

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- Co-underwriter's counsel in connection with the \$198,915,000 issue of Water Refunding and Improvement Revenue Bonds, Kansas City, MO
 - Legal counsel to developer related to NASCAR Speedway in Kansas City, KS
 - Finance counsel on \$66,635,000 in Illinois Motor Fuel Tax Revenue Bonds and Motor Fuel Tax Revenue Refunding Bonds, Chicago, IL
 - Lead general and development counsel legal counsel to freight railroad which accommodates passenger rail on public-private partnerships, some of which required coordination and negotiation with transportation related labor unions, Kansas City, MO
 - Lead real estate development and finance counsel to port authority on \$670MM in conduit financings for commercial and industrial projects, Kansas City, MO
 - CVS fulfillment center/industrial conduit financing and development, Kansas City, MO
 - Lead outside development counsel for large-scale riverfront development undertaken by port authority, Kansas City, MO
 - Outside finance and economic development counsel to deep-water port, Gary, IN
 - Transaction counsel for two P3 student housing projects, Kansas City, MO
 - Real estate development counsel to national freight railroad for expansion of industrial property portfolio and related transportation infrastructure, CA, AZ, KS, MO
 - Finance and development counsel to Dormitory Authority of the State of New York housing developments, New York, NY
 - Primary development counsel to international pharmaceutical company on \$100,000,000 public/private transaction, Kansas City, MO
 - Development counsel to mining corporation on \$120MM facility, Sugar Creek, MO
 - Co-real estate development counsel to area transportation authority, Kansas City, MO
 - Legal counsel to developer on public/private development of federally controlled historic courthouse, Kansas City, MO
 - Primary development counsel on 1,000 acre rail transload facility, Newton, KS
 - Development counsel on development of \$100M rail facility "flyover" projects which required coordination with federal and local governments and bi-state collaboration for facilities bond issues, Kansas City, MO, and Kansas City, KS
 - Lead attorney in negotiations with Amtrak on extended term infrastructure use, development, and service agreements, Kansas City, MO

Qualifications

A. Qualifications, experience, and availability of proposed key personnel.

Kathie McManus is a long term practicing public finance law professional. In addition to her experience, Kathie has experience working on asset securitization transactions, SWAPS and derivatives and structured finance transactions, including development of structural elements designed to mitigate bankruptcy and non-consolidation issues. While working as Deputy General Counsel to New York City's Metropolitan Transportation Authority (MTA), she provided advice to the MTA's CFO, Comptroller, Treasurer, and President of Captive Insurance Company/Risk Management Division regarding financial matters that included securing large Federal Railroad Administration (RIF) loans for Northeast Corridor fixed guideway and TOD projects. She served on a team bringing over \$10 billion in financings to market annually, and managed over \$40 billion outstanding fixed and variable rate debt and swap portfolio for the MTA economic development initiatives.

Since joining Hardwick, Kathie has been the lead attorney for New York State Economic Development Corporation and has worked as the bond counsel or underwriters' counsel on the TOGA and American terminal projects at JFK, the Delta transaction for the new La Guardia Airport (all of which are partnership which are public private transactions); the Moynihan TIFIA project which is the extension of Penn Station, an extension to the Jacob Javits Center; and the refinancing of the Brooklyn Barclay Center bonds.

Katherine serves as one of the Firm's lead attorneys in representing various New York State agencies and authorities and the State of Connecticut. Katherine has acted as bond counsel, underwriter's counsel and disclosure counsel on behalf of Empire State Development Corporation on various projects including public-private partnerships, PILOT bonds, and a TIFIA loan, DASNY personal income tax bonds, New York State Power Authority, the State of Connecticut, Connecticut Housing and the University of Connecticut. She has also represented clients in Texas.

Kathie worked at rating agencies and bond insurers in senior legal and credit roles previous to working at the MTA, and has experience in credit underwriting and the drafting and review of legal work on all types of US and non-US Public Finance transactions. Over the years she has been recognized as an industry leader who has worked on transportation issues, toll roads, prisons (public and private), project finance (toll roads, airports, prisons, stadiums), higher education (including off balance sheet dormitory transactions), hurricane/catastrophe bonds, solid waste, water and sewer, public power, municipal leases including lease pools, municipal guarantee programs, higher education, Native American financings, federal loan and grant structures, bank products, commercial paper, Build America Bonds, stadium transactions, tender offerings, 144a transactions, Chapter 9 bankruptcy generally and strategies to avoid Chapter 9 transactional risk, municipal receivable transactions, interest rate and commodity swaps, caps, collars and floors and secondary market derivative products.

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- Kathie recently represented the New York State Empire State Development (ESD) on two major terminal transactions at JFK Airport. The proceeds of the bonds issued will be used to enhance the terminals. She also represented ESD as counsel on major transactions for Barclay's Center and the NYC Convention Center. The Convention Center is a major driver of economic development on the west side of Manhattan. The revenue bonds issued to finance enhancements at the NYC Convention Center are secured by a Hotel Unit Fee in the amount of \$1.50 imposed on certain hotel room rentals in all five boroughs of the City. The State of New York Mortgage Agency also provides a credit support agreement designed to pay a portion of debt service on the bonds and should the hotel tax be insufficient to pay principal and interest.
 - For more than eight years, Kathie served as in-house counsel at the New York City Metropolitan Transit Authority (MTA). As finance counsel, Kathie was a part of the real estate attorney team responsible for structuring the real estate and development agreements for the City's Westside Yards and Barclay's Center projects, two large economic development projects that resulted in tremendously successful residential and commercial development. Both transit-oriented projects enhanced transportation and created employment on the west side of Manhattan and downtown Brooklyn, and provided additional revenue to the MTA. Both transactions made use of developer funds, MTA bond proceeds, revenue bond proceeds backed by payment in lieu of taxes, and federal funds.

While working at Fitch Ratings, Kathie managed the Municipal Local Government, Revenue Structured Finance Groups and acted as in-house financing counsel. In that role, Kathie provided legal counsel on a number of very large economic development projects. These real estate projects—spanning Texas, California, Oregon and internationally in Canada—were often implemented pursuant to very complex financing arrangements, many of which involved the issuance of revenue bonds and the use of federal borrowing programs. For such real estate developments, Kathie worked with all major banks, underwriters and counsel, nationally and internationally. Kathie provided leadership to her clients, as she structured and developed the criteria required to implement such types of transactions, successfully.

Also, Kathie has extensive experience on disclosure matters. While working at rating agencies and bond insurers, she worked on various industry taskforces that included participants from the SEC, disclosure counsel, GASB, underwriters, financial advisors and investors. Most recently, while Finance Counsel at MTA, Kathie prepared the annual disclosure document and disclosure guidelines along with training material for MTA employees, management and Board member. Kathie has also participated on a NABL disclosure panel representing municipal issuers.

Deniece Jordan-Walker has been a public finance professional for more than 30 years. Deniece has served as in house counsel for a large Illinois Housing Agency and been a partner in three law firms. Her background includes both public and corporate finance experience which consists in part in working on structures to finance hotels, convention centers, airports, sports facilities and other public facilities. Deniece will work on the team and provide support when appropriate, addressing legal questions pertaining to disclosure or other complex questions which may need to be addressed over the course of the transaction.

Deniece serves as one of the Firm's lead attorneys in representing the City of Chicago, the Chicago Park District, Chicago Public Schools, and other Illinois issuers. Since 1987, she has been involved in advising clients either as legal counsel or as a municipal advisor in structuring and closing billions of tax-exempt and taxable general obligation and revenue bonds; Passenger Facility Charges (PFC) and General Airport Revenue Bonds (GARB), and Tax Increment Finance (TIF) and other project-based financings to fund a wide range of projects, including hotel, market-rate and affordable multifamily housing, industrial, and retail projects.

She has represented major corporate clients in matters ranging from government contract law and international trade and commerce, the issuance of privately placed and publicly issued securities to the purchase of commercial real estate assets. Deniece serves as counsel to issuers, conduit borrowers, bond purchasers, underwriters and credit/liquidity providers. Utilizing her significant knowledge of financial and deal structuring, she has established a value-added reputation in the drafting and review of bond financing and disclosure documents and in addressing issues of primary and secondary market disclosure and bond security.

Deniece Jordan-Walker serves as one of the Firm's lead attorneys in representing the City of Chicago, the Chicago Park District, Chicago Public Schools, and other Illinois issuers. Since 1987, she has been involved in advising clients either as legal counsel or as a municipal advisor in structuring and closing billions of tax-exempt and taxable general obligation and revenue bonds; Passenger Facility Charges (PFC) and General Airport Revenue Bonds (GARB), and Tax Increment Finance (TIF) and other project-based financings to fund a wide range of projects, including hotel, market-rate and affordable multifamily housing, industrial, and retail projects.

She has represented major corporate clients in matters ranging from government contract law and international trade and commerce, the issuance of privately placed and publicly issued securities to the purchase of commercial real estate assets. Since 1987, she has been involved in advising clients—either as legal counsel or as a municipal adviser—in structuring and closing billions of tax-exempt and taxable general obligation and revenue bonds, airport bonds, and tax increment financing and other project-based financings. Her strategic representations have enabled her clients to finance a wide range of projects, including hotel, market-rate and affordable multifamily housing, industrial, and retail projects.

A sampling of Deniece's extensive experience in industrial and commercial financing include:

- Legal Counsel to the City of Chicago O'Hare International Airport and Midway Airport on over \$1 billion Airport Revenue Bonds and Airport Revenue Refunding Bonds that enabled Chicago to make improvements to runways and other critical airport improvements at O'Hare and Midway.
- Financial Advisor and legal counsel to the City of St. Louis Lambert International Airport on over \$500,000,000 of Airport Revenue Bonds and Airport Revenue Refunding Bonds that enabled improvements to runways and other critical airport improvements.

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- Financial advisor and legal counsel to St. Louis, Chicago, and Los Angeles on over \$100 million of multi-layered financed affordable housing projects constructed or rehabbed for families and senior citizens.
 - Legal Counsel to the City of St. Louis on major multi-layered, complex redevelopment and development projects, including the City's Energy Efficiency Loan Program utilizing Qualified Energy Conservation Bonds to provide low-interest loans for green home improvements and the National Geospatial Intelligence Agency Initiative.
 - Financial advisor and legal counsel to the City of St. Louis and Chicago on structuring, documenting and closing over \$1 billion economic development projects ranging from the St. Louis Cardinals Ballpark Village and IKEA, to Chicago's McCormick Place Convention Center.

Allison Bergman has two decades of experience working in the freight rail and transit sectors, as well as in industrial and commercial real estate. She previously served as outside general counsel to the largest terminal railroad in the U.S, and in that role, led chief negotiations with the State of Missouri, Amtrak and private rail users. This work included drafting all key documentation related to several bi-state rail development projects, including the largest three-tier rail flyover project in the country that involved complex public/private partnerships with federal, state, local government and private industries, and required significant regulatory coordination and the exercise of eminent domain. Also, Ms. Bergman has experience interpreting Federal Railroad Administration rules and regulations, and negotiating and drafting sophisticated agreements subject to the purview of the Surface Transportation Board. Ms. Bergman formerly served as assistant general counsel to the Kansas City Area Transportation Authority (KCATA), and is currently serving as special railroad counsel to the Gary/Chicago International Airport Authority on its congressionally mandated runway expansion project. She is also outside development counsel to the Port Authority of Kansas City, Missouri. Ms. Bergman recently formed the State of Missouri's first Port Improvement District for the Authority, after having first co-authored state legislation authorizing its use for economic development and transportation purposes.

In addition to Port KC, Allison provides creative and driven lead counsel to clients on multi-million dollar heavy construction, transportation, infrastructure, and commercial development projects, and is experienced in daily project and contract management. She works with and manages third-party consultants, contractors, engineers, utilities, lenders, stakeholders, and political contingents. She routinely interfaces with governmental agencies to structure critical public-private collaborations, and partners in transactions that enable new and expanded industrial and transportation development. Allison has experience in acquiring right of way and, when needed, exercising eminent domain. She routinely interprets federal and state statutes, rules and regulations, and negotiates and drafts sophisticated agreements that are subject to the scrutiny of governmental and political interests.

In her previous role representing the KCATA, Allison was an integral part of the team that managed the KCATA's master portfolio of easements, leases, and licenses connected with the KCATA's Country Club Right-of-Way ("CCROW"). She is familiar with the documents which vest title of the CCROW to the KCATA, and recently facilitated securing an appraisal of the CCROW, in connection with her work on the potential expansion of the streetcar, to and beyond 51st Street. Allison has also documented the property interest relationships between the KCATA and the myriad of property owners adjoining the CCROW, before construction of the Trolley Track Trail was fully completed. These negotiations involved both residential and commercial property owners, as well as the Waldo Business Association. Also, Allison handled many legal issues related to developments at Mill Street Park, a portion of which is located within the KCATA's property. In addition, Allison took a primary role in negotiating and drafting agreements that enabled the development of various park-and-ride and transit centers, including those located at 3rd and Grand, Boardwalk Square, and 39th & Troost, each of which required extensive negotiations and documentation, and the latter of which required compliance with the Uniform Relocation Act. Allison also assisted the KCATA in drafting cooperative real estate and funding agreements with the City of Kansas City, Missouri, including the appropriation agreement through which KCATA receives funding from the City.

- Lead counsel to the Gary/Chicago International Airport Authority, alongside the Chicago/Gary Regional Compact, on one of the largest aviation projects in Indiana history. This ongoing project involves the expansion of the Gary International Airport runway and regional air traffic, in response to a federal mandate. The project required weekly communications and negotiations with the railroads, the Compact, numerous federal agencies and the project construction and engineering team. Allison continues to serve as special development counsel on numerous post-closing railroad, real estate, regulatory, and monitoring issues, including the acquisition of several large-scale commercial properties, pursuant to Federal Transportation Administration regulations.
- Special counsel to airport in acquisition of dozens of parcels needed for real estate development stemming from P3 transaction. Engagement required extensive negotiations with private property owners and federal and state government agencies and bi-state compact providing critical project funding, and documentation of complex, multi-party agreements. Numerous parcels severely contaminated and subject to strict and ongoing EPA monitoring and clean-up activities. Acquisition activities required resolution of significant clouds on title, some of which required litigation to quiet title disputes, and development of covenants stemming from federal safety and environmental mandates.
- Outside development counsel to Port KC on all of its industrial and commercial real estate development activities. Among them are the recently announced mixed-use development at Berkley Riverfront. Allison's engagement in the transaction began at the planning stage and required significant negotiations with developers, lenders, and City staff, platting, title and survey cure, covenants, creation of a commercial condominium regime, interpretation of state law, establishment of special taxing district to capture sales and use taxes, and negotiating and drafting complex, multi-party agreements.

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- Lead real estate and development counsel to Port KC on public-private/sale-leaseback with housing developer on Missouri Riverfront. Ongoing representation extends to financing strategy, adaptive reuse issues, development of business condominium regime, and drafting and negotiating all transaction documents.
 - Lead outside real estate counsel to Port KC on numerous conduit financings for industrial developments, as well as urban redevelopment and new mixed-use/commercial projects, throughout Kansas City, Missouri. Select bonds involve layered financing, utilizing mezzanine financing and New Market Tax Credits.
 - Lead counsel in development of national corporate headquarters and parking facility project involving incentives, development commitments related to construction of new hotel facility and expansion of convention center, release of property from bonds encumbering site, and complex public-private partnership requiring negotiation of favorable schedule for payments in lieu of taxes and limited claw-back provisions.
 - Legal counsel to developer in its acquisition and redevelopment of historic Federal Courthouse owned by the General Services Administration. Representation included negotiating and documenting complex public-private and intergovernmental agreements involving the GSA, the City, and Planned Industrial Expansion Authority, and the U.S. Department of Interior, drafting deeds and restrictive covenants, obtaining zoning and financial incentives to make possible a \$30M+ historic redevelopment and tax credit project. Representation also included preparing all documentation and legal opinions related to issuance of 4% low-income housing credits (LIHTC) issued by the Missouri Housing Development Commission.
 - Associate counsel on the development of a \$100M rail facility “flyover” project that required coordination with federal and local governments and bi-state collaboration for facilities bond issues. This engagement mandated expertise in negotiating and documenting public-private partnerships, funding, and private development agreements that involved condemnation, special zonings, rail corridor easements and licenses, and numerous other transportation related land use issues.

Jean Matzeder - As head of the Firm’s municipal finance practice, Jean has been involved in all facets of municipal bond work functioning as bond counsel, underwriter’s counsel, disclosure counsel, or issuer’s counsel on financings aggregating in excess of \$30 billion. Her experience includes not only the drafting and preparation of all key documents, but also includes tax analysis, advice and counsel with respect to each aspect of bond transactions such as general obligation, water and sewer revenue, airport, school district and university, housing, parking facilities, parks, economic development projects and many other types of public infrastructure improvements.

She advises clients, both public and private entities with respect to financing structures, applications of state and federal law with respect to finance issues and general issues pertaining to development law. Jean has experience in commercial development and has worked on various matters involving land acquisition and development inclusive of condemnation, as well as the utilization of various incentive programs to facilitate the financing of developments.

Additionally, Jean is a member of the National Association of Bond Lawyers and regularly attends the Bond Attorney Workshops which highlight and focus on emerging topics and regulatory initiatives in the municipal bond field. She has served as a panelist for the annual conference of the National Association of Bond Lawyers on the topic of “Governmental Obligations”, and she is a member of the Securities and Disclosure Subcommittee of the National Association of Bond Lawyers.

Jean has served as the lead attorney for Hardwick as co-bond counsel, co-underwriter’s counsel, or co-disclosure counsel on the following transactions:

- \$258,430,000 The City of St. Louis, Missouri Airport Revenue Refunding Bonds & Airport Revenue Bonds (St. Louis Lambert International Airport) Series 2017, Dated: June 28, 2017
- \$342,395,000 City of Chicago Midway Airport Second Lien Revenue and Revenue Refunding Bonds, Series 2016A (AMT) and Series 2016B (Non-AMT), Dated: June 1, 2016
- \$17,310,000 The City of St. Louis, Missouri Airport Revenue Refunding Bonds (Lambert-St. Louis International Airport) Series 2015 (Non-AMT), Dated: June 25, 2015
- \$144,965,000 City of Kansas City, Missouri General Improvement Airport Refunding Revenue Bonds, Series 2013A (AMT) (the “Series 2013A Bonds”), Dated: July 31, 2013
- \$52,145,000 City of Kansas City, Missouri General Improvement Airport Refunding Revenue Bonds, Series 2013B (Non-AMT) (the “Series 2013B Bonds”), Dated: July 31, 2013
- \$29,535,000 The City of St. Louis, Missouri Airport Revenue Refunding Bonds (Lambert-St. Louis International Airport) Series 2011A and Series 2011B, Dated: June 30, 2011
- \$1,000,000,000 City of Chicago, Chicago O’Hare International Airport Passenger Facility Charge Revenue Refunding Bonds, Series 2011A and 2011B, Dated: May 5, 2011

Ms. Matzeder served as general counsel to the Jackson County Sports Complex Authority for three years. In this capacity, she advised the Commissions on matters relating to the oversight of the Truman Sports Complex which is home to both the Kansas City Chiefs Football Team and the Kansas City Royals Baseball Corporation. She was part of the legal team that negotiated and drafted renewals of leases for the two teams, including reviewing the award of numerous construction contracts involved with the major renovations to the facility.

Scott Bremer has been a bond law and tax counsel for nearly 40 years. Scott is highly regarded for his expertise in working through complex bond law and tax questions. Scott has practiced in the public finance and federal tax law areas since 1975 and he is widely recognized and respected as Bond Counsel and Tax Counsel. He has served as Bond Counsel, Special Tax Counsel, Underwriters' Counsel, Borrower's Counsel, Issuer's Counsel, and Counsel to credit enhancement providers in tax-exempt and taxable finance transactions. He has significant experience working on an array of financings which include airports, hotels, sports facilities, infrastructure transportation and other traditional financings. Scott will be available to assist the Team with document preparation, address complex bond and/or tax law questions as well as to support the execution of the transaction as appropriate.

Mr. Bremer acted as lead bond counsel for the City of Chicago \$897,905,000 O'Hare International Airport General Airport Senior Lien Revenue Refunding Bonds, Series 2013A (AMT), General Airport Senior Lien Revenue Refunding Bonds, Series 2013B (Non-AMT), General Airport Senior Lien Revenue Bonds, Series 2013C (AMT), and General Airport Senior Lien Revenue Bonds, Series 2013D (Non-AMT)

This financing included the first refunding of general airport revenue bonds issued before a restructuring of the airline use agreements to permit the issuance of governmental bonds to finance airfield improvements. The transaction included an extensive analysis of the assets financed with the pre-restructuring bonds to determine which bonds financed airfield improvements and could be now be refunded on a Non-AMT basis, resulting in considerable savings for the City.

Mr. Bremer acted as a member of the team of law firms representing the City of Chicago in connection with the initial privatization structuring of Chicago Midway Airport. The initial structuring led to a 99-year concession and lease agreement with Midway Investment and Development Company. Following full documentation of the transaction, the concessionaire was unable to arrange for the complete financing for the agreement and the plan was not completed. In addition to general participation in all aspects of the project, Mr. Bremer focused on the structure relating to the outstanding and any possible future tax-exempt debt for the airport.

Chicago Midway Airport. Mr. Bremer acted as co-bond counsel for the City of Chicago focusing on tax matters for (i) the \$80,475,000 Chicago Midway Airport Second Lien Revenue Bonds, Series 2010A-1 (Taxable), and Series 2010A-2 (Taxable) and (ii) the \$246,540,000 Chicago Midway Airport Second lien Revenue Bonds, Series 2010B (Taxable Build America Bonds-Direct Payment), Series 2010C (Taxable), Series 2010D-1 (Taxable) and Series 2010D-2 (Taxable). Directly following the termination of the initial privatization structure, these bond issues focused, among other things, on structuring the bond issues to permit a future privatization of the airport.

Herbert Hardwick represents cities, municipalities, city and local agencies, and state governments, as well as for-profit companies, not-for-profits, and developers. He has significant experience in public finance and project finance transactions covering a wide range of financing which includes the issuance of general obligation bonds, airport bonds, water and sewer bonds, revenue bonds for stadiums, airports, hotels, and mixed-use projects. Herb's experience also includes serving as bond counsel or underwriters counsel on conventional public finance projects as well as single family and multifamily housing bond financing projects.

Herb has significant experience in real estate transactions and development having worked on the acquisition and sale of hotels, shopping centers, office buildings, and large-scale land acquisitions for development purposes. Herb has experience in many facets of real estate law including real estate contracts, lease agreements, the negotiation of construction and architectural contracts, development agreements and addresses zoning and title issues. Herb's experience is further complemented by his work with public incentives which includes experience in low-income housing tax credit, historic tax credit, and tax increment financings matters.

B. Expertise in airport finance, operations, privatization and infrastructure.

The Hardwick firm attorneys are uniquely positioned to assist the City with the potential lease of the St. Louis Lambert International Airport. Hardwick Attorneys have significant experience working on finance teams to issue bonds to upgrade airport facilities including runways, terminals, parking facilities, maintenance facilities, etc. The Hardwick team represents cities and other participants in various capacities related to the financing of airport facilities. As noted, the Firm attorneys have worked on several projects in connection with the airport financings. The team's airport experience includes significant transactions and performing substantial roles related to the transactions. Some experiences applicable to this request include the following:

- HLF attorney, Scott Bremer, acting as a member of the team of law firms representing the City of Chicago in connection with the initial privatization structuring of Chicago Midway International Airport. The initial structuring led to a 99-year concession and lease agreement with Midway Investment and Development Company. Following full documentation of the transaction, the concessionaire was able to arrange the complete financing for the agreement and plan was not completed.
- HLF attorney, Kathie McManus, serving as bond counsel for the firm on behalf of Empire State Development (New York State Agency) has recently worked on a financing which involved American Airlines in connection with John F. Kennedy International Airport and Delta Airlines in connection with the LaGuardia Airport. With respect to the American Airlines transaction, it involved the issuance of special facility revenue refunding bonds for which the Prior Bonds were originally issued primarily to provide funds to finance the demolition of two terminals and the development of a new air passenger terminal and related facilities at John F. Kennedy International Airport. The Delta Airlines transaction involved the issuance of special facilities bonds to finance a portion of the costs relating to the design and construction of new Terminals at LaGuardia Airport in Queens, New York. In both instances, Ms.

McManus was involved in critical discussions regarding the legal structure of the financing, the preparation and execution of key documents related to each financing.

Also, prior to joining Hardwick and serving as General Counsel to the MTA (New York City), Ms. McManus served as an attorney and business executive for Fitch Ratings agencies and Municipal Bonds Insurance Agency. In those capacities, Ms. McManus reviewed and analyzed many structures and financings related to airport financings.

- HLF attorney, Deniece Jordan-Walker has served in the capacity as a financial advisor prior to joining Hardwick, and as bond disclosure counsel in connection with major airport financings. In both capacities, Ms. Jordan-Walker has participated in major airport financings from a structuring and financial standpoint as well as from a legal standpoint. Her experience includes airport financings related to the Chicago Midway, Chicago O'Hare, and St. Louis Lambert airports. Moreover, in her respective capacities, she has interfaced with the FAA credit agencies and rating agencies regarding airport structuring and financings.
- HLF attorney, Allison Bergman, serves as counsel to the Chicago/Gary International Airport. In her capacity as counsel she has facilitated and assisted the city in meeting a federal mandate to expand the runway. It is a major undertaking in that Ms. Bergman needed to negotiate the re-alignment of certain railroads which were located in close proximity to the airport runway. To achieve the end result, she obtained the assistance of local government, State and U.S. senators for Indiana, and negotiated and obtained approval from the FAA and the U.S. Department of Transportation. Moreover, she negotiated the acquisition of key parcels of land necessary to extend the runway.
- Hardwick Law Firm has recently been hired by the City of Kansas City, Missouri to serve as one of three law firms to assist in negotiating a Memorandum of Understanding with the developer and providing other legal services in connection with the lease and construction of a new airport terminal for the Kansas City International Airport.

Hardwick has recently served as counsel and worked on a number of airport finance transactions. The Firm attorneys have acted as bond counsel, disclosure counsel or as stand-alone counsel, negotiating lease or use agreements. The Firm's experience on airport related financings includes Kansas City International Airport, St. Louis Lambert International Airport, Chicago O'Hare International Airport, Chicago Midway Airport, New York LaGuardia Airport and John F. Kennedy International Airport. The Firm attorney's airport experience coupled with their experience working on project finance and development transactions enabled them to work efficiently on the proposed engagement.

C. Experience representing airport sponsors.

The Hardwick Law Firm was established in 1991. It has been involved in airport finance transactions and related work since its inception. As rated in earlier sections of this RFP response, the Firm has represented several airports or has been a participant in various transactions involving major airports. The Firm has participated in transaction involving the cities of St. Louis., Missouri; Kansas City, Missouri; the City of New York in connection with La Guardia Airport and John F. Kennedy Airport; and the Chicago/Gary International Airport. The Firm continues to work on behalf of entities referenced above.

D. Capability to provide services on an expedited timeline.

The Hardwick Law Team is designed to provide support to clients on an expedited and consistent basis. The Firm typically assigns a minimum of two senior attorneys to each engagement. In this instance the Firm has assigned six (6) attorneys in order to utilize the full range of experience and expertise of the Firm to assist the City in achieving its objectives. Thus, in the event the City desires to expedite various aspects of the engagement or the transaction as a whole, Hardwick can assist the City in this regard.

Hardwick prides itself on being able to deliver a quality work product in a timely manner. We have a talented team of attorneys with experience practicing at international and national law firms, and who are capable to serve the complex needs of our clients in an ever-changing regulatory and market environment. Expertise, customer service, and responsiveness are important goals of Hardwick.

Our firm has maintained a dedicated staff resulting in continuity in providing support to Firm clients. A paralegal is always assigned to handle routine legal functions and to provide support to the senior attorneys, as a way to increase efficiency and ensure cost effectiveness. Hardwick's lead attorney appointed to the assignment is responsible for project management, in terms of work distribution and personnel assigned for each task.

In addition to enjoying experience paralegal and clerical support, Hardwick has the technological capacity to meet the demanding deadlines required when serving its clients. Following a recent office move, Hardwick recently upgraded to state-of the-art computer system and software with regularly scheduled upgrades to ensure compatibility, security. This ensures the firm is able to consistently produce top quality legal documents, quickly, efficiently, and securely. Hardwick also maintains a service contract for technical assistance which provides instant support and off-site archiving, to ensure system redundancy, and protect from loss of work product.

Profile - Hardwick Law Firm, LLC

The Hardwick Law Firm, LLC, a Missouri limited liability company (“Hardwick”), is a distinguished, certified minority owned public finance, property development, finance, and transportation law firm. Founded in 1991 by Herbert Hardwick, the Firm’s home office is in Kansas City, Missouri. Although Hardwick is a boutique firm, it has an expansive footprint. Due to its diverse and ever-growing client portfolio, Hardwick has established offices in St. Louis, Missouri; New York, New York; Chicago, Illinois; Houston, Texas; Hartford, Connecticut; and Pittsburgh Pennsylvania. Partnering with local counsel, the Hardwick firm has expanded its presence into other markets such as Indiana, and Pennsylvania. Our attorneys routinely provide extensive legal services to public finance, real estate and transportation clients in these markets.

Hardwick maintains an office in St. Louis, Missouri, located at:

720 Olive Street, 27th Floor
St. Louis, Missouri 63101
(314) 930-2043

Hardwick Law Firm legal team currently consists of thirteen (13) professionals, including nine (9) attorneys, two (2) paralegals and two (2) administrative assistants.

References

Current Client References:

- | | |
|--|---|
| 1) City of Kansas City
414 E. 12th Street, 3rd Floor
Kansas City, Missouri 64106 | Tammy Queen
City Treasurer
(816) 513-1019 |
|--|---|

Hardwick serves as bond counsel to the City of Kansas City, Missouri in connection with its 800-room convention center hotel and its Chapter 100 bond program which provides tax benefits to corporations which is located in Kansas City, Missouri.

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|---|--|
| 2) City of St. Louis
1520 Market Street, Room 212
St. Louis, Missouri 63103 | Darlene Green
Comptroller
(314) 622-4389 |
|---|--|

Hardwick serves as bond counsel to the City of St. Louis in connection with the financing of capital assets which include public improvements and airport financings.

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- | | |
|---|---|
| 3) City of Chicago
City Hall, Department of Law
121 North LaSalle Street, Room 600
Chicago, Illinois 60602 | James McDonald
City Attorney
(312) 744-1574 |
|---|---|

Hardwick serves as bond counsel or disclosure counsel in connection with the city's water and sewer bond offerings; and serves as bond counsel in connection with airport financings.

- | | |
|---|-------------------------------|
| 4) City of Gary, Indiana
839 Broadway
Gary, Indiana 46402 | Karen Freeman Wilson
Mayor |
|---|-------------------------------|

Hardwick serves as counsel to the City of Gary in connection with involves the expansion of the Gary International Airport runway and regional air traffic, in response to a federal mandate. The project required weekly communications and negotiations with the railroads, the Chicago/Gary Regional Compact, numerous federal agencies and the project construction and engineering team. Hardwick continues to serve as special development counsel on numerous post-closing railroad, real estate, regulatory, and monitoring issues, including the acquisition of several large-scale commercial properties, pursuant to Federal Transportation Administration regulations.

Past Client References:

- | | |
|---|---|
| 1) Connecticut Treasurer's Office
Debt Management Division
55 Elm Street
Hartford, Connecticut 06106 | Denice Nappier
Treasurer
(860) 702-3288 |
|---|---|

Hardwick serves as bond counsel to the state with its State Revolving Fund Program.

- | | |
|---|---|
| 2) Tax Increment Financing Commission
of Kansas City, Missouri
1100 Walnut, Suite 1700
Kansas City, Missouri 64106 | Heather Brown
Executive Director
(816) 691-2109 |
|---|---|

Hardwick serves as project counsel to the TIF Commission working on its behalf in connection with redevelopment projects which include hotels, shopping centers and mix use projects.

- | | |
|--|---|
| 3) Port KC
300 Wyandotte Street, Suite 100
Kansas City, Missouri 64105 | Michael Collins
President and Chief Executive
Officer
(816) 559-3750 |
|--|---|

Hardwick serves as counsel to Port KC as both bond counsel and redevelopment counsel. Port KC will issue negotiable revenue bonds and obligations for the purposes of assisting corporations such as CVS Pharmacy, Inc. with financing the acquisition, development, and construction of facilities to be constructed and located in the Kansas City, Missouri metropolitan area.

- 4) Empire State Development
633 Third Avenue, #34
New York, New York 10017

Elizabeth Fine
Senior VP Legal & General Counsel
(212) 803-3100

Hardwick serves as counsel to New York State Empire State Development in connection with New York City/Moynihan Station Redevelopment Project. Amtrak and LIRR will be the anchor rail occupants of the Farley Building (the former federal post office building).

ESD, the fee owner of the entire Farley Building property, will establish a commercial condominium regime for the property. ESD will own each of the units and net lease the units to the Developer who will provide to ESD a fixed price undertaking to construct and manage the train hall work (the “Train Hall Work”), including the train shed work, the Moynihan Train Hall renovation, and the core and shell of separate units for Amtrak and LIRR operations for their respective back-of-house operations and any specialized passenger services (e.g., for Amtrak the Acela lounge and baggage handling).

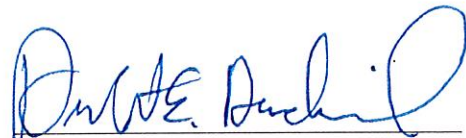
PROPOSER CERTIFICATION

The undersigned agrees and understands that this proposal and all attachments, additional information, etc. submitted herewith constitute merely an offer to negotiate with the City and is NOT A BID. Submission of this proposal, attachments, and additional information shall not obligate or entitle the proposing entity to enter into a service contract with the City for the required services. The undersigned agrees and understands that the City is not obligated to respond to this proposal nor is it legally bound in any manner whatsoever by the submission of same. Further, the undersigned agrees and understands that any and all proposals and negotiations shall not be binding or valid against the City, its directors, officers, employees, or agents unless a contract is signed by a duly authorized officer of the City Counselor's Office.

It is understood and agreed that the City reserves the right to reject consideration of any and all proposals including, but not limited to, proposals which are conditional or incomplete. It is further understood and agreed that the City reserves all rights specified in the Request for Proposals.

It is represented and warranted by those submitting this proposal that except as disclosed in the proposal, no officer or employee of the City is directly or indirectly a party to or in any other manner interested in this proposal or any subsequent service agreement that may be entered into.

HARDWICK LAW FIRM, LLC



By: Hardwick Law Firm, LLC

Name: Herbert E. Hardwick

Title: President

ACKNOWLEDGMENT

STATE OF MISSOURI)
) ss.:
COUNTY OF JACKSON)

On this 20th day of October 2017, before me, the undersigned, personally appeared, Herbert E. Hardwick, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity as President and sole officer and director of Hardwick Law Firm, LLC, the corporation described in and which executed the within instrument, and acknowledged that he/ she signed the within instrument on behalf of said corporation.




Notary Public



CERTIFICATE OF AUTHORITY-LIMITED LIABILITY COMPANY

I, Herbert E. Hardwick, Certify that I am a Manager of Hardwick Law Firm, LLC (the "LLC") duly organized under the Laws of the State of Missouri; that Herbert E. Hardwick who signed said Agreement on behalf of the LLC was, at the time of execution, a manager of the LLC; that said Agreement was duly signed for and on behalf of said LLC and as the act of said LLC for the purposes therein mentioned.

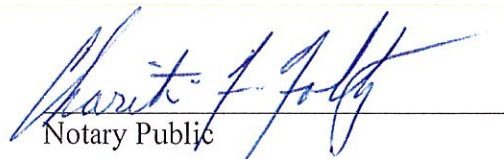

(Signature)

ACKNOWLEDGMENT

STATE OF MISSOURI)
) ss.:
COUNTY OF JACKSON)

On this 20th day of October, in the year 2017, before me, the undersigned, a Notary Public in and for said State, Missouri, personally appeared, Herbert E. Hardwick, personally known to me or proved to me on the basis of satisfactory evidence to be the member/manager described in and who executed the above certificate, who being by me duly sworn did depose and say that he/she resides at 6601 State Line Road, Kansas City, Missouri, and he/she is a member/ manager of said Limited liability Company; that he/ she is duly authorized to execute said certificate on behalf of said Limited liability Company, and that he/ she signed his/her same thereto pursuant to such authority.




Notary Public



PRACTICE AREAS

Public and Corporate Finance
Real Estate Finance
Public/Private Partnerships
Transportation
Securities

EDUCATION

Smith College
Kent State University
Case Western Reserve
University School of Law

BAR ADMISSIONS

Illinois
Missouri (Pending)
Pennsylvania (Inactive)
District of Columbia (Inactive)

PROFESSIONAL AFFILIATIONS

Illinois Bar Association
National Association of
Bond Lawyers
Women in Public Finance
Government Finance Officers
Association

PUBLIC SERVICE

Housing Authority of Cook
County, Commissioner
Chicago Metropolitan Housing
Development Corporation,
Former Director
Government Finance Officers
Association, Government
Budgeting and Fiscal Policy
Committee, Former Advisor

PRIOR AFFILIATIONS

McKenna Conner & Cuneo
(now Dentons)
Illinois Development Finance
Authority
Bell, Boyd & Lloyd
Carney & Brothers



Deniece Jordan-Walker

Principal | djordanw@hardwicklaw.com

Deniece Jordan-Walker is an accomplished legal counsel and principal of a former financial advisory firm registered with the U.S. Securities Exchange Commission and Municipal Securities Rulemaking Board. A principal at Hardwick, Deniece strategically negotiates and drafts financing documents required to close multi-million bond financings for major U.S. state and local government issuers, Wall Street and regional investment banking firms, and corporate issuers on such things as drafting preliminary and final official statements, bond purchase agreements, and continuing disclosure undertakings. She also analyzes complex primary and secondary-market disclosure and bond-security issues, all while serving as a zealous advocate and deal partner to her clients.

What She Does. Deniece has more than 30 years' experience analyzing, structuring and documenting complex transactions in the areas of project development finance, economic development, government and corporate finance, and international trade. Deniece has a proven ability to negotiate a tough deal, find innovative solutions and work effectively with government and private participants on complicated public/private or "P3" financings and projects.

Focus Areas. Deniece has served as a legal and financial advisor to major U.S. state and local government and corporate clients on the issuance of more than \$3 billion bonds, Social Impact Bonds and other credit financings for a wide range of economic development projects, including public infrastructure improvements; hotel, sports facilities, affordable housing, industrial, and retail projects; schools and public park improvements; and rail, bus and airport transportation developments. Deniece also negotiates, structures, and closes deals for Fortune 500 finance, energy, banking and real estate development companies on investment real estate sales and acquisitions, developments, and business arrangements such as joint ventures, mergers and acquisitions, and asset purchase transactions. Deniece will also counsel her corporate client on seminal legal issues, such choice of entity structures and business relationships.

Project Footprint. Spanning inception to completion, Deniece is a go-to professional. Many of the projects on which Deniece provides legal leadership are catalytic and nationally known. By combining her substantial expertise as a lawyer with her acumen as a financial advisor, Deniece steps in early to provide strategic planning and leadership to her clients, and her ongoing skill and authority is central to successful project implementation. The results of her service are enduring:

- Legal counsel to the City of Chicago, O'Hare International Airport, and Midway Airport on over \$1 billion Airport Revenue Bonds and Airport Revenue Refunding Bonds that enabled Chicago to make improvements to runways and other critical airport improvements at O'Hare and Midway.
- Legal counsel and financial advisor to the St. Louis Lambert International Airport on over \$500,000,000 of airport bonds for improvements to runways and other critical airport improvements.
- Financial advisor and legal counsel to St. Louis and Chicago on structuring, documenting and closing over \$1 billion economic development projects ranging from the St. Louis Cardinals Ballpark Village and IKEA to Chicago's McCormick Place Convention Center.
- Legal counsel and financial advisor to Chicago, St. Louis, and Los Angeles on over \$100 million of multi-layered financed affordable housing projects constructed or rehabbed for families and seniors.
- Lead counsel to the City of St. Louis on \$98 million hotel convention center complex.
- Legal counsel and financial advisor to the Chicago Park District on structuring, documenting and closing over \$800 million of general obligation and alternate revenue tax bonds to finance capital improvements to parks, including Chicago's Millennium Park and Maggie Daley Park.
- Legal counsel and financial advisor to the City of Chicago on structuring, documenting and closing over \$1 billion of general obligation, wastewater, and water and sewer bonds for repairs to streets and its water and sewer systems.
- Financial advisor on the financing and programmatic structure of the Chicago Infrastructure Trust established to finance energy efficiency and other public infrastructure projects.
- Legal counsel and financial advisor to the Chicago Transit Authority on structuring, documenting and closing over \$1 billion of its Capital Grants Receipts Revenue Bonds and railcar acquisition lease purchase for the purchase of several railcars and buses needed to attain a state-of-good repair, without depleting federal formula funds.
- Legal counsel to the City of St. Louis on multi-layered, complex development projects, using the Efficiency Loan Program utilizing Energy Conservation Bonds, to provide low-interest loans to the National Geospatial Intelligence Agency Initiative, and city residents.

Educational Leadership. Even the beginnings of Deniece's legal career are rooted in leadership. Deniece was the first African American Editor-in-Chief of *Case Western Reserve School of Law International Law Journal* and *Canada-US Law Journal*, and after law school, she served in the prestigious role as a federal judicial law clerk in the U. S. District Court for the District of Columbia. While at Case Western Reserve University School of Law, she authored *Settlement of the Namibian Dispute: The United States Role in Lieu of U.N. Sanctions* 14 CASE W. RES. J. INT'L L. 543. Currently, Deniece authors content in publications such as the Multi-Housing Executive, Affordable Housing Finance, and Multi-Housing News, thus continuing her long-standing practice of contributing to the legal field through education.



PRACTICE AREAS

Real Estate

- Development
- Project Finance
- Public-Private Partnerships
- Incentives

Transportation

- Air and Water Ports
- Transit
- Freight Rail
- Highway/Right-of-Way

EDUCATION

University of Missouri
Kansas City School of Law
Virginia Commonwealth
University (Summa Cum Laude)

ADMISSIONS

Missouri
Kansas (Inactive)
U.S. District Court for the
Western District of Missouri
(Inactive)

COMMUNITY ENGAGEMENT

Kansas City, Missouri Employee
Retirement System, Trustee,
2011-2017
Urban Land Institute (ULI),
Advisory Board, 2014-2017
Greater Kansas City Local
Initiatives Support Corporation
(LISC), Chair, 2013-2015

PRIOR AFFILIATIONS

Lathrop and Gage, LLP
Morrison and Hecker LLP (now
Stinson Leonard Street)
U.S. Army Jag Corps
U.S. Senator Charles S. Robb
Virginia Department of Historic
Resources



Allison L. Bergman

Principal | abergman@hardwicklaw.com

Who she is. Allison is the legal architect of notable private and public/private partnerships in real estate and transportation. Her mastery extends to large-scale infrastructure, industrial, port, commercial real estate, intermodal and transload facilities, apartments, hotels, and student housing projects. She is a veteran development attorney in the port, airport, rail and transit sectors. Allison also has a long history acquiring, developing, and managing right-of-ways, and interfacing with utilities and regulators. She brings particular skill and knowledge to project finance and land development. Allison's currency is creativity, smarts, tenacity, and connections.

What she does. Tapped at project inception, Allison structures and develops a financing and implementation framework for each development project, and then drives it to completion. Transactions led by Allison involve conduit bonds, housing tax credits, tax-exempt financing, New Market Tax Credits, Brownfield and historic tax credits, and grants and loans from HUD, DOT, EPA. She also secures incentives for her clients, using tools such as tax increment financing, exempt sale-leasebacks, PACE loans, and tax abatement. With 20 years of legal expertise under her belt, Allison provides seasoned counsel on matters involving property acquisition, sale, development, condominiums, covenants, commercial leasing, land platting, zoning, and taxing district matters.

Allison's projects typically involve governmental oversight. Her understanding of regulations is documented: for 11 years, she co-authored the Federal Regulations section of the Missouri Bar Association's Real Estate Practice Handbook. Allison also interprets and monitors Davis-Bacon, M/WBE contractor utilization, public bidding, and procurement mandates. Coupling legal experience with her education in urban planning, Allison also drafts economic development, planning, and transportation studies. She also drafts governance and compliance policies.

Who she represents. Allison represents developers, issuers, and public agencies, and works seamlessly—on national and local projects—with lenders, architects, engineers, and construction contractors, to put ideas to work. She also manages client obligations which continue after project implementation, as well as post-closing corporate compliance. By having a broad client base, Allison understands challenges and opportunities, from many perspectives.

For over a decade, Allison served as assistant and then general counsel to one of the nation's oldest functioning freight terminal railroads. She negotiated rail transport, industrial, and service agreements, some of which required approval of the U.S. Surface Transportation Board. Allison has successfully led numerous multimillion dollar rail expansion and infrastructure projects, west of the Mississippi. Allison has also served as legal counsel to transit authorities. For one, she managed its extensive property portfolio, and led park-and-ride and transit center developments.

Recent experiences. Allison has practiced as a development and transportation attorney for nearly two decades. A small sampling of what she's done, just recently:

- In the last two years, Allison has served as lead development and finance counsel to a port authority on more than 600 million dollars of industrial and mixed-use development.
- Since 2013, Allison has acted as lead counsel to a bi-state airport authority. Recently, she consummated a high-profile, six-party public/private partnership driven by a deadline established by Congress, on time. Representation required intensive contract negotiations with FAA and EPA.
- For two public/private partnerships, Allison was co-lead counsel on freight rail "DBFOM" infrastructure projects financed by tolls, both of which required federal and state regulatory approvals. Post-closing, Allison ensured compliance on all implementation, audit, accounting, reporting, and development performance requirements, including negotiating of track use agreements with Amtrak.
- Allison is acting as the right-of-way agent for numerous industrial property acquisitions required by an airport for FAA runway expansion project. Acquisitions are in strict accordance with Uniform Relocation and Property Acquisition Act and made under supervision of state department of transportation.
- Allison manages right-of-way portfolios. For one client, she was the point-person for a right-of-way spanning two states and 90-miles. For a national utility, she acquired a bi-state pipeline, both by negotiation and condemnation.
- Allison served as co-lead counsel on the finance portion of a fixed guideway, streetcar expansion study, including investigation of potential 4(f) FHWA property transfers.
- Allison authored the finance section of a major metropolitan area's "transit oriented development" land use and incentive policy, and drafted codified economic development policy for a fast-growing community with a small municipal airport.
- Allison co-authored amendments to the State of Missouri's port special taxing district legislation, enabling the next generation of development for ports. Afterward, as the lead counsel, Allison established – by judicial approval - the first four port improvement districts in the state.

Recognition. Allison's expertise is recognized on a national, state and local level:

- UMKC Alumni Achievement Award-School of Law, 2013
- Chambers USA as Leading Lawyer for Business, 2012
- Women Worth Watching, Diversity Journal
- Best Business Practitioner - Western District of Missouri - Missouri Lawyer's Media, 2011
- Best of the Bar for Real Estate, Kansas City Business Journal, 2011
- Chambers USA's Leading Law Firms, Transportation: Rail
- Missouri Bar Association, finalist for Lawyer of the Year, 2009
- Women Who Mean Business, Kansas City Business Journal, 2009
- Missouri/Kansas Super Lawyer, 2007-2014
- Kansas City's Influential Women, Kansas City Business Magazine
- 2007 Urban Land Institute, Advisory Board Member
- American Bar Association, The Urban Lawyer, Editor-in-Chief
- UMKC Law Review

Engagement. When not providing legal counsel to her clients, Allison enthusiastically applies her skills, to help build a thriving community:

- Local Initiatives Support Corporation (LISC): Chair, 2013-2015, and Board Member, 2009-2015
- UMKC School of Urban Planning – Visiting Guest Lecturer, 2010-2017
- Metropolitan Energy Center, Board of Directors, 2002-2010
- Sheffield Place, Board Chair, 2012-2013; Board Member; 2007-2013
- American Short Line and Regional Railroad Association, 2010
- International Right of Way Association, 2016
- Greater Missouri Leadership Challenge, Class of 2005
- Greater Kansas City Chamber of Commerce Centurions, Class of 2003

Publications.

- Co-author, Missouri Bar CLE Handbook, Real Estate - Chapter on Federal Regulations, 2000, 2002, 2006 and 2011
- Covering Your Assets: Missouri's New Limited Liability Partnership Law, Volume 63, No. 4, Summer 1995



PRACTICE AREAS

Public Finance
Transportation
Bank Products
Derivatives
Project Finance
Securities Offerings
Federal Loan/Grant Programs

EDUCATION

State University of
New York, Potsdam
Hofstra University
Law School, J.D.

ADMISSIONS

New York

PROFESSIONAL AFFILIATIONS

New York Bar Association
National Association of
Bond Lawyers
Women in Public Finance
Government Finance
Officers Association
National Federal of
Municipal Analysts

PRIOR AFFILIATIONS

NYC Housing Preservation
and Development
Moody's Investor's Service
Fitch Ratings
MBIA
CIFG
Metropolitan Transportation
Authority



KATHERINE S. MCMANUS

Principal | kmcmanus@hardwicklaw.com

Kathie is a principal of Hardwick Law and has practiced for more than 20 years, serving as counsel to issuers, conduit borrowers, bond purchasers, underwriters and credit/liquidity providers. She serves as one of the Firm's lead attorneys in representing various New York State agencies and authorities and the State of Connecticut. Since joining Hardwick, Kathie has been the lead attorney for New York State Economic Development Corporation and has worked as bond counsel or underwriters' counsel on the TOGA and American terminal projects at JFK, the Delta transaction for the new La Guardia Airport (all of which are partnership which are public private transactions); the Moynihan TIFIA project which is the extension of Penn Station, an extension to the Jacob Javits Center; and the refinancing of the Brooklyn Barclay Center bonds.

Prior to joining the Firm, Kathie was Deputy General Counsel for one of the largest transit agencies in the United States, the Metropolitan Transportation Authority (MTA). In her role as Deputy General Counsel, Kathie worked with the finance team to bring over \$10 billion in financings to market annually and manage a fixed and variable rate debt and swap portfolio of over \$40 billion in outstanding par. She restructured auction rate and variable rate debt issuances; negotiated/renegotiated interest rate swaps and energy hedges; substituted counterparties for various financial instruments for debt issuances and the Authority's insurance subsidiary; prepared documentation for a unique 144a secondary market catastrophic insurance product; prepared documentation for a loan from the Federal Railroad Administration, drafted revised reimbursement agreement and standby bond purchase agreement to reflect market standards, negotiated bank agreements and direct bank loans; prepared tender documents for the tender of the MTA certificates of participation; drafted a new bond resolution to leverage a new payroll mobility tax; prepared the annual disclosure document, and prepared guidelines and training programs for staff and board members on municipal disclosure and tax issues.

Prior to working at the Authority Kathie worked at rating agencies and bond insurers in senior legal and credit roles and has experience in credit underwriting and the drafting and review of legal work on all types of US and non-US Public Finance transactions. Over the years she has been recognized as an industry leader who has worked on transportation issues, toll roads, prisons (public and private), project finance (toll roads, airports, prisons, stadiums), higher education (including off balance sheet dormitory transactions), hurricane/catastrophe bonds, solid waste, water and sewer, public power, municipal leases including lease pools, municipal guarantee programs, higher education, Native American financings, federal loan and grant structures, bank products, commercial paper, Build America Bonds, stadium transactions, tender offerings, 144a transactions, Chapter 9 bankruptcy generally and strategies to avoid Chapter 9 transactional risk, municipal receivable transactions, interest rate and commodity swaps, caps, collars and floors, and secondary market derivative products.

Kathie has extensive experience on disclosure matters. While working at rating agencies and bond insurers Kathie worked on various industry taskforces that included participants from the SEC, disclosure counsel, GASB, underwriters, financial advisors and investors. During her tenure at the MTA, she prepared the annual disclosure document and prepared disclosure guidelines and training material for MTA employees, management, and Board members. Kathie also participated on a NABL disclosure panel representing municipal issuers.



PRACTICE AREAS

Public Finance
Securities Regulations
Public Disclosures
Tax Matters Related to
Municipal Bonds
Public Organizations

EDUCATION

St Mary's College
Summa Cum Laude
University of Missouri
Kansas City
J.D. with Distinction
Law Review
Student Editor-in-Chief
of Urban Lawyer

ADMISSIONS

Missouri
Kansas
Texas
Illinois
New York

PROFESSIONAL AFFILIATIONS

Tax Increment Financing
Commission of
Jackson County
Missouri Bar Association
Kansas Bar Association
Texas Bar Association
Illinois Bar Association
New York Bar Association
National Association
of Bond Lawyers
Mensa

PRIOR AFFILIATIONS

Stinson, Mag & Fizzell
Vinson & Elkins



Jean Z. Matzeder

Shareholder | jmatzeder@hardwicklaw.com

Jean Matzeder is head of the Firm's municipal finance practice. She has been actively involved in the public finance practice since 1980. Her municipal finance experience includes functioning as bond counsel, underwriter's counsel, disclosure counsel, or issuer's counsel on financings exceeding \$20 billion. Her work includes working on general obligation bonds, water and sewer revenue bonds, airport bonds, school district and university bonds, housing bonds, parking facilities, parks, economic development projects and many other types of public infrastructure improvements.

Jean was involved in organizing the Missouri State Revolving Fund Program. This funding mechanism consists of a complex financing structure involving the United States Environmental Protection Agency (EPA), the State of Missouri, a statewide bond implementing regulations for the Missouri Department of Natural Resources and working with the team who coordinated the approval of the program structure by the EPA. She has worked on State Revolving Fund Transactions in Missouri, Connecticut, and Kansas, serving as underwriters' counsel for the Environmental Improvement and Energy Resources Authority of the Missouri State Revolving Fund Program pool approximately fifteen years.

She has worked on numerous tax increment financing projects both in the capacity as bond counsel and as counsel to the Tax Increment Finance Commission of Kansas City, Missouri.

Jean received extensive training in the field of environmental law while in the position as Chief Environmental Attorney for the Kansas City District Corps of Engineers.

In addition, Jean has also represented private developers or small shopping centers and has prepared loan documents for a financial institution.



PRACTICE AREAS

Public Finance

Finance

Public Finance for
Financial Institutions

EDUCATION

St. Olaf College
Cum Laude

Northwestern University
School of Law, J.D.
Cum Laude

DePaul University
College of Law, LL.M.

ADMISSIONS

Illinois

U.S. District Court,
Northern District of Illinois

PROFESSIONAL AFFILIATIONS

American Bar Association

National Association of
Bond Lawyers

PROFESSIONAL RECOGNITION

Illinois Super Lawyers®
Bonds/Government Finance
(2013 – Present)

Leading Lawyer by
Leading Lawyers Network
(2011)

PRESENTATIONS

NABL Workshop Panelist
(Discussing matters relating
to legal opinions and ethic)



SCOTT A. BREMER

Principal | sbremer@hardwicklaw.com

Prior to joining the Firm, **Scott Bremer** was in the Public Finance Group of Quarles & Brady LLP. He has practiced in the public finance and federal tax law areas since 1975 and he is widely recognized and respected as bond counsel and tax counsel. He has served as bond counsel, special tax counsel, underwriter's counsel, borrower's counsel, issuer's counsel, and counsel to credit enhancement providers in tax-exempt and taxable finance transactions. His experience in public finance is extensive, having served in such capacities in connection with general obligation, municipal utility revenue, limited tax, special assessment, advance refunding, health and educational facilities, single family and multifamily housing, and industrial revenue bonds nationwide.

Scott has recently served in various capacities for bond issues of the State of Illinois, the City of Chicago, the Board of Education of the City of Chicago, The County of Cook, the Illinois Finance Authority, and the Board of Trustees of the University of Illinois. He is also experienced in drafting and reviewing various tax-exempt obligation derivatives, investments contracts, and hedging agreements.

His experience includes:

- Bond Counsel for The Illinois State Toll Highway Authority 2011 remarking of \$478,900,000 Toll Highway Variable Rate Senior Refunding Revenue Bonds, 2008 Series A and \$700,000,000 Toll Highway Variable Rate Senior Priority Revenue Bonds, 2007 Series 2010A.
- Bond Counsel for The Board of Trustees of the University of Illinois \$56,675,000 Auxiliary Facilities System Revenue Bonds, Series 2010A.
- Underwriters' Counsel for the City of Chicago \$92,280,000 General Obligation Bonds, Series 2010A (Modern Schools Across Chicago Program) (Tax-Exempt) and \$57,835,000 General Obligation Bonds, Taxable Series 2010B (Modern Schools Across Chicago Program) (Build America Bonds – Direct Payment).
- Underwriters' Counsel for the State of Illinois \$455,080,000 Build Illinois Bonds (Sales Tax Revenue Bonds) Junior Obligation Series of June 2010.



PRACTICE AREAS

Municipal Finance
Securities Regulations
Municipal Disclosures
Real Estate Finance
and Development
Public Incentive Financings
Corporate Finance

EDUCATION

Dartmouth College
University of Missouri
School of Law, J.D.

ADMISSIONS

Missouri Bar

PROFESSIONAL AFFILIATIONS

The Metro/Kansas City Area
Transportation Authority
Planned Industrial
Expansion Authority
Retirement Board
City of Kansas City, MO
Kansas City Metropolitan
Bar Association
National Association
of Bond Lawyers
Merit Bank Board – Chairman
Lincoln University
Board of Curators



Herbert E. Hardwick

Founder | Shareholder | hhardwick@hardwicklaw.com

Herbert Hardwick is the founder and principal of the Hardwick Law Firm, LLC. Herb has significant experience in public finance, real estate finance and development, and public incentive financing.

As co-head of the Firm's public finance division, Herb has represented cities, municipalities, city and local agencies, and state governments, as well as for profit companies, not for profits, and developers. He has significant experience in public finance transactions covering a wide range of financing which includes the issuance of general obligation bonds, airport bonds, water and sewer bonds, revenue bonds for stadiums, hotels, and mixed use projects. Herb's experience also includes serving as bond counsel or underwriters counsel on single family and multifamily housing bond financing projects.

Herb has significant experience in real estate transactions and development having worked on the acquisition and sale of hotels, shopping centers, office buildings, and large scale land acquisitions for development purposes. Herb has experience in many facets of real estate law including real estate contracts, lease agreements, the negotiation of construction and architectural contracts, development agreements and addresses zoning and title issues. Herb's experience is further complemented by his work with public incentives which includes experience in low income housing tax credit, historic tax credit, and tax increment financings matters. Also, Herb has structured projects which utilize Community Development Block Grant, HUD 202 Grants, and other public subsidies to finance new construction and rehabilitation of single family and multi-family housing projects.

In addition to finance and real estate work, Herb works on P-3 financings to assist governmental entities in leveraging resources to achieve fiscal management while pursuing large scale capital and economic development projects. His experience includes working on hotels (new construction and redevelopment), airport facility financings, transit facility financings, and economic development initiatives which include mixed use projects and housing.

Also, Herb has experience in general corporate and finance which includes: drafting and negotiation of business contracts; entity formation; ownership structuring; sale of business assets; sale and purchase of stocks in privately held companies; securing capital through private placements; the negotiation of loan agreements, restructurings and providing advice and counsel on business matters.