



McNees Public Sector Practice





THE FIRM

McNees is comprised of more than 130 attorneys and 125 administrative staff that provide service to our global client base. For more than 80 years, McNees has provided clients with a comprehensive range of legal services tailored to meet the legal priorities and unique needs of businesses, public entities, educational institutions, and individuals.

Our Firm is committed to the concept of “Clients First.” We exist to provide professional services of superior value that are designed to enhance our clients’ success. We do this with integrity and creativity by anticipating problems and understanding our clients’ needs. We understand and embrace our role as valued counselor, as professionals who strive to solve issues rather than simply identify them.

McNees was established in 1935 and now is a law firm of more than 130 attorneys, offering services in all areas of commercial practice and civil litigation. Our attorneys represent individuals, businesses, manufacturers, governments, financial institutions, trade associations, professionals and public and private nonprofit institutions. The Firm is headquartered in Harrisburg, Pennsylvania and maintains additional offices in Lancaster, State College and Scranton, Pennsylvania, Frederick, Maryland, Columbus, Ohio and Washington, D.C.

McNees Practice Areas

Appellate and Post Trial
Automotive Dealership Law
Collaborative Law
Construction Law
Corporate & Tax Law
Craft Brewery Practice
Education Law
Eminent Domain
Employee Benefits & Executive Compensation
Energy and Environmental
Environmental Law and Toxic Tort
Estate Planning

Family Law
Financial Services
Food and Beverage
Government Relations
Healthcare
Injunction
Insurance Group
Intellectual Property
International Law
Labor and Employment Litigation
Materials Patents
Mergers and Acquisitions

Oil and Natural Gas
Orphans’ Court Litigation
Patent
Privacy & Data Security
Public Finance
Public-Private Partnerships
Public Sector
Racehorse Practice
Real Estate
Securities
State and Local Tax
Transportation, Distribution & Logistics
Venture Capital & Emerging Companies

PUBLIC SECTOR

The McNees Public Sector practice group is a one-stop shop where solicitors and municipal officials can turn to get help with the unique legal issues that face governmental entities. We understand that governmental entities, at all levels, operate within a more heavily regulated and complicated legal framework, and we know how to help. Often, lawyers or firms view a client’s situation only with regard to a lawyer’s specialty practice area. A finance lawyer may only see the issues related to revenues and expenses, but does not see the overall context of how that debt fits into the rest of the balance sheet. A labor lawyer may only see the issues related to a specific contract negotiation and not understand the other pressures on the municipality’s revenues and expenses.

The Public Sector practice group takes a different approach. We are a team of lawyers from various practice areas with the experience and knowledge to address your issues holistically. Our number one priority is to provide you with a strategy to reach the best overall result for your organization. We work with solicitors, governmental officials, auditors and financial advisors, with a broad, coordinated approach to dealing with the difficult legal issues you face. Our focus is on the legal aspects of these issues, and our goal is to solve your problems efficiently.

Our attorneys are keenly aware of the unique challenges facing public sector entities in Pennsylvania. We know about these problems, because we currently represent entities that look to McNees to resolve their issues at all levels of government, including Commonwealth agencies, counties, cities, municipalities, authorities and school districts. Another big reason for our understanding, awareness, and proactive approach is based on our own experiences. A number of our attorneys joined McNees following successful public sector careers where their legal experience was shaped and strengthened. Our attorneys in the Public Sector group have a multi-layered perspective, because they have worked either in-house at the state, county or municipal level within the Commonwealth or within the agencies before whom many issues are decided.

As with all McNees attorneys, the Public Sector practice group practitioners pride themselves on putting Clients First, which means that McNees attorneys always put our clients’ goals and interests above all else. When we are considering fee structures, developing a solution to a legal problem, reviewing a new legal development and at all other times, we ask ourselves: what is in the best interest of our client? Each day, our attorneys think clients first and put clients first in everything we do.





PUBLIC FINANCE

The McNees Public Finance Group has extensive experience in representing issuers and other participants in municipal bond transactions. We have served as bond counsel to many state and local government issuers. Our state clients have included the Commonwealth of Pennsylvania in general obligation issues and many state agencies in various types of revenue issues. These state agencies include the Commonwealth Financing Authority, the Pennsylvania Turnpike Commission, the Pennsylvania Economic Development Financing Authority and the State Public School Building Authority. We have also served as special tax counsel to the Pennsylvania Higher Education Assistance Agency.

Our local government bond counsel clients have included many counties, cities, boroughs, townships, school districts and authorities across Pennsylvania, such as Lancaster County, Cumberland County, Dauphin County, the City of Lancaster, the City of Easton, West Chester Borough, Hummelstown Borough, Derry Township, Swatara Township, Athens Area School District, Columbia Borough School District, Mount Pocono Municipal Authority and Pittsburgh Water and Sewer Authority.

In addition to serving as bond counsel to issuers, we also represent other participants in financings including for-profit and nonprofit borrowers, underwriters, banks, trust companies and other financial institutions. The nonprofit borrowers we have represented include many healthcare and higher educational institutions, such as Evangelical Community Hospital, Hanover Hospital, Dickinson College and Elizabethtown College.

The transactions in which we participate involve the funding of new capital projects and the refinancing of existing debt. We have extensive experience with all types of debt structures, including competitive and negotiated underwritings, fixed and variable rate debt, derivatives, credit enhancement, large direct placements with banks or insurance companies, and more traditional tax-exempt bank loans.

We advise issuers and underwriters on compliance with continuing disclosure obligations and other securities law matters and with various tax requirements such as multipurpose allocations, qualified hedges, reissuance and rebate requirements.

In addition to financings, we also work with governments on related public finance matters such as the legality of various types of investments, the sale or leasing of assets, and the relationship between municipalities and their authorities. For example, we served as bond counsel and transaction counsel to the Lehigh County Authority, a large regional water and sewer authority, in connection with its issuance of over three hundred million dollars of Water and Sewer Revenue Bonds (City of Allentown Concession), Series 2013. The Authority was selected, through a bidding process, to enter into a concession agreement with the City of Allentown for the operation and improvement of the City's water and sewer system under a concession agreement for 50 years. We also represented the Authority in the negotiation of the concession agreement, which involved a complicated set of financial, operational, regulatory and labor issues. The City applied the proceeds from the concession to its unfunded pension liability. The transaction enabled the Authority to expand its existing regional water and sewer system.

This was the first public-public transaction of its kind, and The Bond Buyer recognized it as the co-deal of the year for the Northeast United States in 2013. The complex structure included differentiating the City's system from the systems under the Authority's existing security structure. The financing included a combination of current interest bonds, capital appreciation bonds, and taxable bonds. As a strong, large, AA-rated entity, the Authority is able to provide more efficient operation of the system and more control over future rate increases. The City found a solution to its difficult pension situation from this asset transaction while maintaining long-term ownership of the asset.

We have since represented other municipalities in water and sewer concession transactions similar to the Lehigh County Authority – Allentown concession. For instance, we represented the Borough of Middletown in connection with the bidding, selection, and negotiation of a concession of its water and sewer system, which closed in December 2014. We are the only firm in Pennsylvania to have represented both parties in these types of transactions.

McNees was ranked the number one Pennsylvania bond counsel firm by dollar volume for the year 2013, according to *The Bond Buyer's* annual publication of top Bond Counsel firms. Our firm was noted as having served as bond counsel on issues totaling more than \$1.4442 billion.

LABOR AND EMPLOYMENT

The McNees Labor and Employment attorneys are keenly aware of the unique challenges facing public sector employers in Pennsylvania. We pride ourselves on our proactive efforts, such as internal audits of employment and wage payment practices, to stay in front of these issues, rather than waiting to respond to costly litigation.

With offices in Harrisburg, State College, Scranton and Lancaster, we are uniquely positioned to provide critical, comprehensive services, in a prompt and efficient manner. We assemble client-specific teams of attorneys, paralegals and specialists to provide public sector clients with unique, cost-effective solutions to complex legal and financial problems.

Our attorneys are frequently called upon to advise public sector clients regarding their obligations under federal and state employment laws and regulations and routinely represent their interests before administrative agencies, such as the Pennsylvania Labor Relations Board, Pennsylvania Human Relations Commission, Department of Labor, Civil Service Commissions and the Equal Employment Opportunity Commission.

Our attorneys have a proven record of experience and success in all facets of labor and employment law, including responding to union organizing campaigns; conducting police and non-uniform labor negotiations; presenting at interest and grievance arbitrations and defending employment litigation. Recently, our attorneys negotiated an intergovernmental agreement for the provision of police services by one municipality to another, all while maintaining salary and benefit levels acceptable to the officers and their union.



ENERGY AND ENVIRONMENTAL

McNees has representatives from our Energy & Environmental practice group, who focus on regulatory counseling with state and federal regulatory agencies including, among others, PaDEP and the PaPUC.

Also, they advise municipal entities who own and operate fixed utility systems (e.g., water, wastewater, electric, etc.) on issues regarding end user rates and rate design, as well as on inter-municipal agreements pertaining to use of those fixed utilities. This includes dispute resolution on the terms, conditions and rates for those fixed utility services for customers living outside municipal boundaries.

In addition, they assist with asset valuation for utility systems for municipals who may be considering monetization of those assets, whether in the form of an asset sale, long term lease, or long or short term operational agreement.

Often, we assist municipal entities within the Marcellus and Utica Shale plays on various issues regarding natural gas and oil rights issues. This includes pipeline and pipeline citing matters that may impact municipals either within the shale plays or anywhere throughout the Commonwealth.



REAL ESTATE

The Real Estate Law practice group at McNeese delivers sophisticated legal advice to a broad range of clients in virtually all areas of commercial real estate.

Our clients include residential and commercial real estate developers, investors and lenders; buyers and sellers of real estate; businesses and non-profit entities, such as colleges and universities, with significant real estate components; and commercial lessors and lessees.

Our experienced real estate lawyers, paralegals, and non-legal professionals, including a land use planner, assist and advise clients on projects such as:

- Commercial real estate development, including shopping centers, freestanding retail stores, restaurants, theaters, office buildings, warehouse, and other industrial projects
- Acquisition and disposition of commercial real estate
- Commercial leasing, including retail, office, industrial and mixed-use properties
- Commercial, residential and mixed-use condominium and planned community developments, including age restricted communities, traditional neighborhood developments and communities involving master associations, as well as shopping center and office condominiums
- Real estate financing, including commercial mortgages, private debt, sale-leaseback and leasehold financing
- Land use analysis and approval, including approval of subdivision and land development plans, and obtaining all forms of zoning relief, including variances, special exceptions, and conditional uses
- Amendments and challenges to land use ordinances
- Real estate litigation, including controversies involving zoning and land development issues, lease disputes, and title challenges
- Real estate tax assessment appeals for commercial and investment property owners

Our goal is to help our clients achieve their objectives at every stage of the real estate transaction through practical, efficient and timely representation.

EDUCATION

McNeese currently represents numerous school districts, intermediate units, charter schools, and cyber charter schools. A primary focus of our work for these institutions is special education compliance and litigation, including administrative due process hearings. We also assist schools and educational providers with legal issues related to school funding, teacher certification, and student misconduct. We routinely assist public education institutions with policy drafting, implementation, and review, and with contract review and drafting. The firm has extensive experience with the Family Educational Rights and Privacy Act (FERPA), the Pennsylvania School Code, and the Pennsylvania Right to Know Law.



SOFTWARE & TECHNOLOGY LICENSING

The attorneys at McNeese Wallace and Nurick regularly assist clients with the review and negotiation of software license, development, implementation and services agreements. We take the time to explain the implications of the agreement, spot risk points and negotiate more favorable terms for our clients. Not only are we able to negotiate more favorable terms for our clients, but by working through the issues presented with a new software implementation, our clients are able to think more deeply about how to anticipate and reduce risks like software failure and data loss or exposure. For software vendors, McNeese provides a full range of services including modernizing contract documents and advice on licensing or service models. Other vendor-focused services include software ownership issues, contractor agreements, reseller agreements, joint venture structuring, development agreements and intellectual property protection. Working in conjunction with our Privacy and Data Security group, we can advise your business on how to navigate the increasingly high-stakes practice of collecting, transmitting and storing sensitive data.



LITIGATION

The McNeese Litigation group represents clients in all manner of disputes: corporate and business entity control litigation; shareholder, member and partner disputes; directors and officers liability; contract and warranty claims; transactional disputes, business torts; eminent domain; intellectual property, and appellate and post-trial matters. We litigate cases ranging from single-claimant actions through class actions in all litigation forums – federal courts, state courts, administrative agencies, municipality bodies, arbitration, and mediation. We have a sub-group of litigators dedicated to injunction litigation for disputes that cannot wait for the normal litigation process and timeline, but that need attention in a few days, and sometimes hours, to prevent harm that cannot be corrected later. Our injunction litigators move swiftly to pursue or defend claims that demand immediate attention. Our e-Discovery team provides practical and efficient guidance on current e-Discovery strategies and best practices through all phases of disputes, from identification and preservation of electronically stored information through collection, processing, reviewing and production.

Our litigators understand that when presented with a dispute, many legal questions arise and can be overwhelming. What are the implications of a particular contract? What rights can be enforced? What damages can be recovered? What remedies are available? We also understand that even though litigation is sometimes necessary to protect rights, it can be a drain on resources (dollars and time) and very distracting to a client's main business. Keeping these things in mind, we combine our broad experience with personalized attention to help answer all of our clients' questions about a dispute, aggressively represent clients in litigation proceedings, and consistently and actively engage in counseling our clients to reassess the objectives as a case develops.

GOVERNMENT RELATIONS

Because all levels of government in some way affect how our clients do business and how they plan to grow their business, we established our government relations practice to assist our clients with strategically navigating local, state and federal government. McNeese professionals include those with significant experience from working inside government and who combine their relationships and knowledge of how government operates to assist clients with effective strategies. We know that our reputation established in Harrisburg, the capital city, for over eighty years along with our network of relationships allows our government relations professionals to provide clients with a unique expertise and perspective.

Our government relations professionals also know that executive and legislative elected leaders and their staff have real interest in knowing their constituents and what they need to succeed. In some respects, government is a stakeholder in private business success. We also know that a successful government relations practice always require an extensive network with those inside government but sometimes with those outside of government as well. We want to make sure our clients are included in discussions that take place inside or outside government regarding policy or legislative efforts that will affect our client's business. Because of this, our professionals know what relationships are critical for the client, what strategy best serves the client's goals and how to achieve the best results for them.

Our representations range in many ways that include but are not limited to a strategy to educate government leaders with regard to legislative efforts, lobby with regard to administrative policy so that a business has certainty for its future, navigate government programs in order to obtain economic development support necessary for a business to grow and/or relocate, interact with government offices to obtain efficient processing of paperwork submitted by the client. McNeese' government relations professionals put our Clients First and use their unique qualifications to achieve our clients' successes regardless of whether or not the representation requires a complex government relations and communication strategy or providing the client with advice that only comes with the experiences our professionals offer.



PUBLIC SECTOR GROUP MEMBERS



Donna L. Kreiser, *Public Sector Chair*

Financial Services / Public Finance / Public-Private Partnerships

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Donna focuses her practice on municipal and project finance law, including economic development, transportation, government, health care, and education. She serves as bond counsel, underwriter's counsel, trustee's counsel, bank counsel and borrower's counsel for state, county, and municipal clients and for economic development authorities and non-profit entities in the implementation and financing of major capital initiatives that benefit public, private and non-profit entities (including, for example, hotel, hospital and health care facility, university and water and sewer transportation and treatment facility projects) and debt refinancings for public, for-profit and non-profit organizations. In addition, Donna counsels issuers on general obligation borrowings.



Adeolu A. Bakare - **Energy and Environmental**

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Ade's practice focuses on issues involving electric, natural gas, communication, and water utility services. Ade represents large industrial and commercial consumers of these services before state and federal administrative agencies. Ade also counsels several municipalities on energy matters. Prior to joining McNees, Ade served as a prosecutor in the Pennsylvania Public Utility Commission's Bureau of Investigation and Enforcement. As a PUC prosecutor, Ade participated in litigation and settlement negotiations concerning utility base rate filings, merger and acquisition applications, 1307(f) purchased gas cost filings, 1307(e) reconciliation filings, electric transmission line siting applications, and natural gas pipeline siting applications.



Kathleen Duffy Bruder - **Government Relations / Labor and Employment**

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Kathleen has over 20 years of experience representing clients in public and private sectors as well as serving as Governor Tom Corbett's Deputy Chief of Staff from 2011 to 2015. Her experience includes litigating on behalf of corporations and public entities in federal and state courts and administrative agencies in all aspects of employment-related litigation. This includes defending claims of employment discrimination, sexual harassment and wrongful discharge. Kathleen's experience also includes arbitrating labor-management disputes under collective bargaining agreements, representing employers as the chief negotiator in labor negotiations and advising and representing employer with all phases of union certification and decertification. Her extensive knowledge of government operations, regulatory and administrative issues help clients of McNees succeed with challenges and opportunities that involve state, federal and local agencies or legislative issues, as well as represent clients faced with labor and employment needs in addition to corporate governance and right to know issues.



Devin J. Chwastyk - **Litigation / Education / Privacy & Data Security / Appellate**

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Devin's practice is focused on complex commercial litigation, with an emphasis on class actions, privacy and data security issues, constitutional law, intellectual property litigation, breaches of contract, and appellate litigation. He also counsels the firm's clients in data breaches, including rectifying, investigating, and reporting hacking and other data exposure events, and has represented parties in leading data breach litigation nationwide. He maintains an extensive practice in constitutional law, representing municipalities and other government entities, legislators, and media companies with regard to civil rights, First Amendment, and other state and federal constitutional claims.



Dana W. Chilson - **Litigation / Insurance**

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Dana is the Chair of the Insurance Group, as well as a member of the Litigation, Financial Services, and Injunction Groups. She primarily focuses her practice on representing commercial and business clients in complex contract challenges and business disputes. Dana has particular experience in counseling on shareholder and corporate rights, as well as litigating business divorces. She also has experience asserting the rights of public entities under the Eminent Domain Code and Business Corporations Law, including public utilities in connection with Marcellus infrastructure projects.



Crystal Clark - **Labor and Employment**

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Crystal provides representation and counsel to employers on a wide range of legal matters including harassment and discrimination, FMLA and ADA compliance, the Fair Labor Standards Act, Civil Service/Merit Based Hiring compliance, Unemployment Compensation, collective bargaining and labor arbitrations. She counsels employers on all facets of State and Federal employment laws, and also conducts training for both clients and the bar on employment law matters. Prior to joining the firm in September 2015, Crystal served for over four years as the Lancaster County Solicitor. Crystal was in-house legal counsel for the County, which necessitated a wide knowledge of legal issues unique to government entities.



James P. Dougherty - **Energy & Environmental / Government Relations**

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Jim has spent over 35 years in the fixed utility industry. He represents industrial users before state and federal regulatory commissions and agencies with respect to utility matters, including natural gas, electric, water, wastewater and communications. Jim devotes a significant part of his practice to representing industrial interests before state legislatures on energy matters. Jim is also involved in the valuation and monetization of municipal and municipal authority assets, including water and wastewater facilities.



Matthew Garber - **Energy & Environmental**

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Prior to law school, Matt served as Operations Director for several Central Pennsylvania startups, in industries ranging from warehousing and shipping to marketing and web application development. During this period, Matt steered significant projects to completion, overseeing several dozen employees and millions of dollars of revenue production.



Benjamin A. Haverstick - Financial Services / Public Finance / Corporate & Tax / Mergers and Acquisitions

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Ben has significant experience in asset and stock sales and acquisitions, in mergers, in finance and lending and in asset transactions for municipalities. He helps to guide those transactions from the earliest planning phases through the negotiation and drafting to their signing and closing. He also provides on-going and day-to-day business and strategic advice to his clients, their boards of directors, their leaders and their executives.



Timothy J. Horstmann- Financial Services / Public Finance / Corporate & Tax / Public-Private Partnership

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Tim advises banks and financial institutions, municipalities, school districts and nonprofits on the structuring of taxable and tax-exempt revenue bond and general obligation bond financings for a variety of capital projects, including manufacturing facilities, hospitals and other health care facilities, parking facilities, schools and higher education institutions and water and sewer projects. He also has advised both the buyers and sellers of public assets in the context of public-private partnerships.



Erik M. Hume - Real Estate / Education Law / Oil & Natural Gas

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Erik is co-chair of the Pennsylvania Oil and Gas Group. Erik advises clients through all aspects of real estate transactions and development. He represents landowners and developers in the sale, acquisition, leasing, financing and development of commercial and residential real estate. His practice also includes the creation, development and administration of commercial and residential condominiums and planned communities. Erik works with landowners in the sale and leasing of mineral rights, and frequently lectures on oil and gas law.



Langdon T. Ramsburg - Labor and Employment

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Langdon counsels both public and private employers on a variety of labor and employment law issues and represents employers before federal and state courts, as well as administrative agencies. Langdon also represents employers with respect to labor relations, including collective bargaining, contract administration, labor arbitration and interest arbitration. Before attending law school, Langdon served as a police officer in central Pennsylvania for eight years.



Adam L. Santucci - Labor and Employment

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Adam provides proactive advice and counsel to employers with respect to labor and employment law matters. Adam helps employers solve the difficult problems that arise in today's workplace, and he zealously represents employers facing lawsuits or other claims by employees or former employees. Adam also asserts employers' rights when they are facing government investigations or audits. He regularly represents and counsels unionized employers in all aspects of labor relations including collective bargaining and labor arbitration, securing successful grievance arbitration decisions for clients and favorable outcomes in interest arbitration proceedings. He also provides counsel to non-unionized employers looking to remain union-free.



David Unkovic - Financial Services / Public Finance

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David Unkovic has been a municipal bond lawyer in Pennsylvania for over 30 years. He has served as bond counsel to all sizes of governmental entities, including state agencies, townships, boroughs, cities, school districts, counties and authorities. He has also represented various financial entities and nonprofit corporations in tax-exempt financings. David has experience in the areas of distressed municipalities, bank lending and investment regulations. For most of his career David has worked at private law firms, but he has also served as chief compliance officer at PFM Asset Management, as chief counsel of the PA Department of Community and Economic Development and as the first state appointed receiver for the City of Harrisburg.



Jennifer E. Will - Labor and Employment

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Jennifer represents public and private sector employers exclusively, providing advice and counseling to management on a wide range of labor and employment law issues, including wage and hour compliance, collective bargaining, discrimination and harassment. She serves as lead counsel in federal employment litigation matters, as well as state administrative proceedings. She represents management in unfair labor practice and representation proceedings, collective bargaining negotiations and labor arbitrations. She frequently represents clients in federal and state court and before governmental agencies.

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