



McNees Public Finance & Government Services





THE FIRM

For more than 84 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 is comprised of more than 130 attorneys and 125 administrative staff. McNees has been a leader in the legal profession and the communities we serve. Our attorneys represent government and other public sector entities, businesses, manufacturers, financial institutions, trade associations, professionals, public and private nonprofit institutions and individuals. 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.

PUBLIC FINANCE & GOVERNMENT SERVICES

The McNees Public Finance & Government Services group is a team of accomplished lawyers from various practice areas with the experience to provide specialized legal services to government entities at all levels. State agencies, political subdivisions, school districts, municipalities, and authorities turn to McNees attorneys for comprehensive, responsive advice regarding the complex legal issues and challenges they face.

Public Finance

Our public finance representation includes roles as bond counsel, underwriter’s counsel, disclosure counsel, special tax counsel, trustee’s counsel and counsel to issuers. As bond counsel, we embrace our role as “advisor” to the issuer under Rule 2.1 of the Rules of Professional Conduct. We are there to protect the issuer to the best of our ability and to provide the issuer with direct and practical advice on what the issuer can or should do. Our local government bond counsel clients include many counties, cities, boroughs, townships, school districts and authorities across Pennsylvania.

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



McNees Practice Areas

Appellate & Post Trial
Automotive Dealership Law
Construction & Procurement Law
Corporate & Tax Law
Craft Brewery Practice
Education Law
Eminent Domain
Employee Benefits
Energy & Environmental
Environmental Law & Toxic Tort
Estate Planning
Family & Collaborative Law
Financial Services
Food & Beverage
Government Relations

Healthcare
Injunction
Insurance Law
Intellectual Property
International Law
Labor & Employment
Litigation
Materials Patents
Mergers & Acquisitions
Oil & Natural Gas
Orphans' Court Litigation
Patent
Personal Injury
Pipeline & Oil/Gas Infrastructure
Privacy & Data Security

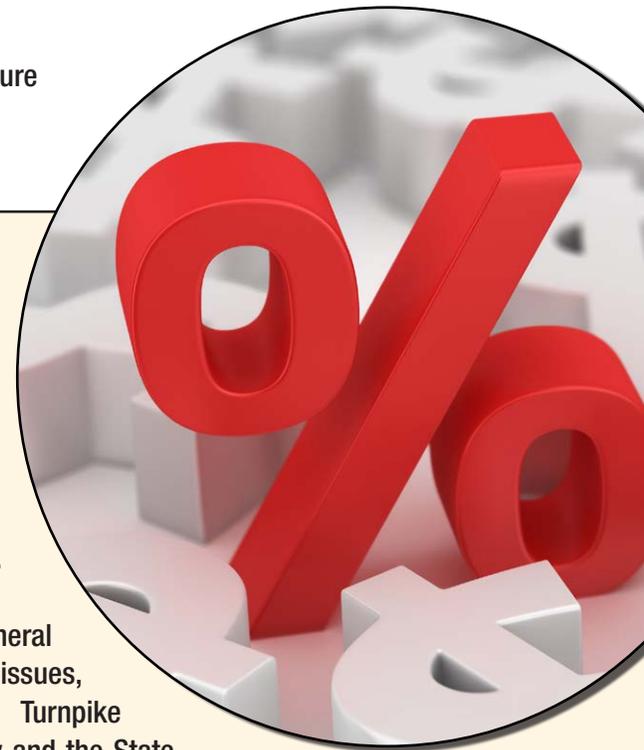
Public Finance & Government Services
Public-Private Partnerships
Real Estate
Right to Know Act
Securities
State & Local Tax
Stormwater Compliance
Sunshine Act Compliance
Transportation, Distribution & Logistics
Venture Capital & Emerging Companies
Water & Wastewater Compliance

variable rate debt, derivatives, credit enhancement, large direct placements with banks or insurance companies and more traditional tax-exempt bank loans. We also represent issuers in connection with IRS examinations of their tax-exempt bonds.

We also represent for-profit and nonprofit borrowers, underwriters, banks, trust companies and other financial institutions in financings. Our nonprofit borrower clients include many healthcare and higher education institutions.

Our state clients consist of the Commonwealth of Pennsylvania in general obligation issues and many state agencies in various types of revenue issues, including the Commonwealth Financing Authority, the Pennsylvania Turnpike Commission, the Pennsylvania Economic Development Financing Authority and the State Public School Building Authority. We also served as special tax counsel to the Pennsylvania Higher Education Assistance Agency.

To demonstrate the depth and breadth of our experience, and by way of example, we were ranked by The Bond Buyer as the fifth largest bond counsel firm in Pennsylvania (for calendar year 2016) based on the aggregate principal amount of bond issues on which we served as bond counsel. The firm also was ranked fourth in Pennsylvania in the 2016 Underwriter's Counsel Rankings and is one of just two firms to appear in the top five in both lists in 2016. In 2013, McNees was ranked first in the Pennsylvania Bond Counsel Rankings.



The Firm is listed in the “Municipal Bond Attorneys” section of the most recent edition of The Bond Buyer’s Municipal Marketplace.

We have extensive experience and have done hundreds of financings under the Local Government Unit Debt Act (“LGUDA”), including both bank loans and public bond issues. We are experienced in analyzing the “bank qualified” status of such loans. In addition to financings, we work with state and local 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. We have significant experience working on successful public-private partnerships.

Government Services

In our government services representations, we partner with solicitors, officials, managers, auditors and financial advisors to identify practical, cost-effective solutions to difficult legal issues. We regularly advise boroughs, townships, cities, counties, authorities, school districts and other government agencies on complex legal issues, such as the potential sale or lease of municipal assets, environmental and related regulatory issues, internal complaint investigations that require independence, complicated debt restructurings, costly litigation, or any other significant, complex legal issue.

We understand the practical challenges facing elected and appointed officials and that public entities at all levels operate within a heavily regulated, transparent and complex legal framework. Other law firms may view these challenges from within a single practice area, but we take a comprehensive, strategic approach, drawing on the collective knowledge and experience of our lawyers across practice areas.

Our Clients First approach is always paramount. We pride ourselves on responsive, quality advice and counsel. Before joining McNeese, many of our government services lawyers had successful careers in-house at the state, county or municipal level or within agencies where many issues are decided, so they have an in-depth understanding of the different needs of each of our clients and the issues that are important to them.

Our cross-functional government services team focuses on complex legal issues in the areas of:

EDUCATION

We represent school districts, intermediate units, charter schools, and cyber charter schools with special education compliance and litigation, including administrative due process hearings. We assist schools and educational providers with legal issues related to school funding, teacher certification, and student misconduct. We often assist public education institutions with policy review, drafting and implementation and with contract drafting and review. We have extensive experience with the Family Educational Rights and Privacy Act (FERPA), the Pennsylvania School Code, and the Pennsylvania Right to Know Law.

ENERGY & ENVIRONMENTAL

Our Energy & Environmental team focuses on regulatory compliance, guiding public sector clients through complex regulatory frameworks, and representing public entities and authorities before federal regulatory agencies including the Environmental Protection Agency, the Federal Energy Regulatory Commission and the Susquehanna River Basin Commission, as well as state agencies, including the Pennsylvania Department of Environmental Protection and the Pennsylvania Public Utility Commission. We are experienced in litigating before federal and state courts and other tribunals, including the Pennsylvania Environmental Hearing Board. We help municipalities defend Environmental Rights Amendment claims.

We advise municipal entities that own and operate water, wastewater, stormwater and electric on



end user rates and rate design issues, as well as inter-municipal agreements concerning use of those fixed utilities. This includes dispute resolution regarding terms, conditions and rates for those fixed utility services for customers living outside municipal boundaries.

On the transactional side, we assist municipalities with the development and implementation of renewable energy, energy efficiency, and sustainability projects. We work with municipalities to obtain competitive market pricing for both wholesale and retail electric/power purchase contracts, and we assist with asset monetization, whether in the form of an asset sale, long term lease and operational agreements, both long and short term. To support these projects, we have facilitated successful public-private partnerships.

Our team assists municipal entities within the Marcellus and Utica Shale regions on various issues regarding natural gas and oil issues.

Recently, our team has assisted municipalities and authorities address storm water compliance requirements, including helping develop creative solutions for funding and completing projects.

LABOR & EMPLOYMENT

Our Labor and Employment attorneys are keenly aware of the unique challenges facing public sector employers in Pennsylvania. Our proactive approach allows municipal leaders to stay in front of issues, rather than waiting to respond to costly litigation. We work with elected and appointed officials to develop policies, procedures, handbooks and general practices to avoid costly and time-consuming litigation.

Our Labor and Employment attorneys help government employers solve the difficult problems that arise in the workplace. In addition to policy development, we offer a wide array of training programs designed to keep supervisors and managers up to date on key compliance issues. In the event that there is a dispute, our attorneys are experienced litigators. We know how to respond to demands and lawsuits.

Our labor attorneys have extensive experience in arbitration, collective bargaining, grievance administration and interest arbitration. Whether you are facing negotiations with non-union employees, interest arbitration with police, fire or other units, or you are heading into grievance arbitration, we can help. We have an experienced team that will work efficiently to help you solve your complex labor issues.

LITIGATION

Our Litigation team represents governmental and quasi-governmental entities in all types of disputes. We routinely represent the interests of state agencies, counties, cities, townships, boroughs and other governmental entities as well as public authorities, universities and hospitals. We recognize the importance and sensitivity of disputes involving substantial financial and political stakes, and we understand that when presented with a dispute, many legal questions arise, and the process can be overwhelming. We also understand that even though litigation is sometimes necessary to protect rights, it can be a drain on resources and disruptive to a government entity's day to day operations. Keeping these things in mind, we combine our broad experience with personalized attention to answer our clients' questions about a dispute, aggressively represent them in litigation proceedings, and consistently and actively counsel them to reassess the objectives as a case develops.

Our public sector clients can rely on our extensive experience before state and federal courts and administrative agencies, including the handling of high-profile litigation involving civil rights claims, contract disputes, eminent domain and land use matters, and personal injury litigation. Together with attorneys from other practice groups, we provide clients with the strategic thinking and comprehensive subject-matter know-how necessary to advance public sector projects and resolve disputes. Recently, our team has helped a number of municipalities answer questions regarding eminent domain matters, which can become issues for government entities in any number of ways.





PRIVACY & DATA SECURITY

Our cybersecurity team advises public sector entities on how to proactively limit the risks of data breaches and the ensuing liabilities. Our lawyers recognize that data exposure events are inevitable so entities must seek to be “compromise ready.” We assist clients in reaching this goal by providing training and education, privacy and security assessments, strong data security policies, appropriate breach response plans, and attention to insurance and indemnification issues.

We help public sector entities, including state and local government entities, school districts and authorities respond to data breaches, including rectifying and reporting those events, and providing notice to affected individuals.

REAL ESTATE

Our Real Estate team provides sophisticated legal advice to a broad range of clients in most areas of commercial real estate and land use. Our goal is to help our clients achieve their objectives at every stage of the real estate transaction through practical, efficient and timely representation.



SOFTWARE & TECHNOLOGY LICENSING

We regularly assist clients with the review and negotiation of software license, development, implementation and services agreements. With more, boroughs, townships, counties, authorities and school districts entering into technology-related contracts, including software service agreements, we take the time to explain the implications of the agreement, spot risk points and negotiate more favorable terms for them and work through the issues presented with a new software implementation, so that they can better anticipate and reduce risks like software failure and data loss or exposure.



Working in conjunction with our Privacy and Data Security group, we advise local governments on how to navigate the increasingly high-stakes practice of collecting, transmitting and storing sensitive data.

GOVERNMENT RELATIONS

We established our government relations practice to assist our clients with strategically navigating state and federal government. Local governments are regulated in much the same way as many private businesses, and sometimes, public entities also need help charting a course to get their concerns before policy-makers. That is where we come in.

McNees professionals include those with significant experience working inside the government who combine their relationships and knowledge of how the government operates to assist clients with effective strategies. Our team has gained experience working at some of the highest levels of government. We can help boroughs, townships, counties, authorities, commissions, school districts and other public entities present their concerns directly to decisions-makers, in both the executive and legislative branches of government, in an effort to find a solution that works for everyone.

Our government relations professionals also know from experience that executive and legislative elected leaders and their staffs have a real interest in understanding their constituents' issues and what they need to succeed. We also know that a successful government relations practice requires credibility and an extensive network both inside and outside of government. We work to make sure our clients have seats at the table for key discussions regarding policy or legislative efforts. Our professionals know what relationships are critical, what strategies best serve the client's goals and how to achieve the best results for them.

If your efforts to get the attention of an elected or appointed official have stalled, or if you are looking to expand your grant and funding efforts, we can help. Our efforts include, but are not limited to educating government leaders, lobbying with regard to administrative policy and legislative initiatives, navigating government programs in order to obtain economic development support, interacting with government offices to get your pending requests expedited or obtain face time with



decision-makers to ensure key issues are understood and addressed, and having a broad and deep understanding of comprehensive solutions.

The McNees government relations professionals put 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 Finance & Government Services Group Members

Donna L. Kreiser - *Public Finance & Government Services Co-Chair*

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Donna serves as Co-Chair of the McNees Public Finance & Government Services Group and 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, water and sewer, transportation and treatment facility projects) and debt refinancings for public, for-profit and non-profit organizations. In addition, she counsels issuers on general obligation borrowings.



Adam L. Santucci - *Public Finance & Government Services Co-Chair*

Labor and Employment

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Adam serves as Co-Chair of the McNees Public Finance & Government Services Group and is a Member in our Labor and Employment Group. Adam has extensive experience working with government entities at the state and local level, and obtained excellent experience working in the government sector prior to joining McNees.



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.



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 25 years of experience representing clients in the public and private sectors. Prior to joining McNees, Wallace & Nurick, Kathleen served as Governor Tom Corbett's Deputy Chief of Staff from 2011 to 2015. In this role, she worked as a member of the governor's senior staff that was responsible for budget issues as well as legislative, press and policy matters for state government. Kathleen worked closely with the cabinet secretaries and executive staff of state agencies and commonwealth authorities and commissions, local government, and contacts within the federal government.. Her primary areas of responsibility allowed Kathleen to significantly contribute to the governor's initiatives and successes with transportation and infrastructure, economic development, municipal and community-related matters, labor negotiations, board governance and personnel. This often required that she work closely with agencies overseeing financial assistance programs that are of interest to businesses and public sector entities interested in state assistance and offered her the opportunity to help businesses and public sector that had interest in navigating state government and its interaction with local and federal governments. Prior to joining Governor Corbett's executive staff, Kathleen was a partner in private practice with an expertise in labor and employment law, where she represented management clients in both public and private sectors ranging from counseling to litigation and labor negotiations. Kathleen's background and experiences provide her with an extensive network of contacts and insight into how state government operates. Kathleen's knowledge, contacts and interest in helping clients allows her to work with McNees clients and the Public Finance and Municipal Services Practice Group in a variety of ways such as: initiatives that require introductions to decision makers in state government and, when necessary, private sector; matters that involve a client's interest in state funding support and the necessary marketing of the project to decisionmakers; legislative initiatives that help clients achieve their goals; how to navigate state government and the many areas it touches as well as setting the path through the maze of many inter-agency challenges. In short, Kathy knows how to connect our clients and advocate their issues so their business objectives are met.



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 and Injunction Groups. She primarily focuses her practice on representing commercial clients and local governments in complex contract challenges and 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, municipalities, and other government entities in connection with Marcellus infrastructure projects.

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

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Devin Chwastyk leads the firm's Privacy & Data Security Group, and has worked on cybersecurity issues since 2005. He helps municipalities reduce the risk of data breaches by implementing appropriate data security policies and training employees on best practices to protect the privacy of their constituents. He has counseled hundreds of entities victimized by data breaches, including dozens of municipalities and state agencies, in meeting their obligations under state, federal, and international laws. Devin holds the Certified Information Privacy Professional designation from the International Association of Privacy Professionals, and regularly speaks and writes on cybersecurity issues. Devin's practice otherwise centers on complex commercial litigation, with an emphasis on defending class action lawsuits. He routinely represents state and local government agencies with regard to constitutional and civil rights claims.



David J. Evenhuis - Real Estate

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David represents and counsels businesses and municipalities in a wide range of commercial real estate transactions. His practice is focused on acquisitions and dispositions, commercial leasing, realty transfers within mergers and acquisition, and advising public sector entities on the monetization of public assets. David also devotes a significant amount of work to advising clients on matters of realty transfer tax, the establishment of easements, and perfecting title to water and sewer systems.



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

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Tim represents public sector clients in a variety of municipal financial transactions, including general obligation and revenue bonds, conduit lending to nonprofits and manufacturing facilities, water and wastewater utilities and public-private partnerships. Tim focuses his practice on the unique tax issues that public sector clients face in these transactions. He also has represented clients under audit by the Internal Revenue Service. Tim is a member of the Board of Directors of the Pennsylvania Association of Bond Lawyers, and manages the Public Sector Group's Blog.



Daniel J. Malpezzi - Financial Services / Public Finance

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Dan's practice includes a broad range of banking, tax-exempt bond, public finance and corporate finance law, focusing on commercial lending and business transactions, banking and finance, public finance, tax-exempt bonds and other capital markets transactions, and real estate matters.

Dan has represented numerous institutional, business and individual clients, including municipalities, economic development authorities, municipal authorities, hospital authorities, other special purpose public authorities, international, national, regional and community banks and financial institutions, real estate developers, colleges, universities, healthcare institutions, nonprofit senior living and retirement care companies and other large and small businesses in a wide range of tax-exempt debt financings, syndicated and participated lending transactions, structured finance and other commercial and corporate transactional matters.





Thomas S. Markey - Litigation / Financial Services / Public Finance

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Tom practices primarily in the Litigation, Education Law, and Privacy & Data Security Practice Groups at McNees, and also belongs to the Esports, Injunction, Financial Services, and Corporate & Tax Practice Groups. Tom litigates cases in state and federal courts in diverse matters including contract and business disputes, corporate governance, eminent domain, state licensing, and health care. Tom also advocates for public schools during special education due process hearings.



Kathy Pape - Financial Services / Public Finance / Government Relations

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Kathy is a member of the Public Finance & Government Services and Government Relations Groups. She provides counsel to state and municipal governments, as well as businesses in public finance, government funding, utility regulation, and partnership structures among state and local governments and business.

Kathy spent several years after law school inside government with the Office of Consumer Advocate and the Pennsylvania Public Utility Commission. She also worked at the Pennsylvania Human Relations Commission drafting the handicap/disability regulations to the PA Human Relations Act. She chaired her township Planning Commission and served on its Zoning Hearing Board for more than 20 years. She has practiced before twenty-five utility commissions in a broad array of docketed proceedings. She has worked as Regulatory Counsel, Vice President of Rates, Treasurer, Manager of Finance and President of publicly-traded, regulated public utilities always focused on how the utility could collaborate and partner with federal, state, county and municipal government to find mutually agreeable solutions at the least possible cost to best serve the needs of customers. She has been actively involved in educating the public on aging infrastructure and its impact on quality of life and economic development in the Commonwealth.

Kathy combines her legal and financial expertise and business acumen to find creative solutions to public sector issues.



Langdon T. Ramsburg - Labor & 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.



Alexandra E. Sacavage- Litigation / Public Finance

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Alexandra “Sasha” focuses her practice on litigation matters. Prior to joining McNees, she served as Legal Counsel to the Pennsylvania House of Representatives Democratic Caucus, Legal Counsel to the Pennsylvania Liquor Control Board, and Enforcement Counsel to the Pennsylvania Gaming Control Board in Harrisburg. She began her career in Philadelphia at a large regional firm practicing insurance defense.

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.



Erica M. Wible - Financial Services

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Erica Koser is an associate in the Financial Services and Public Finance & Government Services Groups. She received her J.D. from the George Washington University Law School and her undergraduate degrees from the Shippensburg University of Pennsylvania. While in law school, she was a member of the Moot Court Board and served as a board member of GW's Public Contract Law Journal.



Terry Snyder - Paralegal

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Terry is a paralegal in the Firm's Financial Services and Public Finance & Government Services Group, with over 25 years of experience in the municipal and private sector finance industries. Terry has worked with municipal clients (including counties, townships, boroughs, school districts, water and sewer authorities, general municipal authorities, industrial and commercial development authorities and other municipal entities), banks and other financial institutions and non-profit entities in connection with tax-exempt and taxable public or private placement financings, as well as traditional bank lending.



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