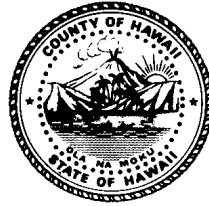


Mitchell D. Roth
Mayor



Elizabeth A. Strance
Corporation Counsel

J S. Yoshimoto
Assistant Corporation
Counsel

COUNTY OF HAWAII OFFICE OF THE CORPORATION COUNSEL

101 Aupuni Street, Suite 325 • Hilo, Hawaii 96720 • Phone (808) 961-8251 • Fax (808) 961-8622

July 19, 2024

Via Electronic Mail only

Eric (Rick) J. Sapir
Hawkins Delafield & Wood LLP
One Gateway Center, 24th Floor
Newark, New Jersey 07102
Email: esapir@hawkins.com

Dear Mr. Sapir:

Re: Fiscal Year 2024-25 Professional Services: Statement of Qualifications (SOQs)

Thank you for submitting your firm's Statement(s) of Qualifications for providing professional services to the Office of the Corporation Counsel, County of Hawai'i. Based upon the information provided, the Department's review committee has determined that your firm is qualified to perform services for the following category(ies):

- CC.1) Attorney/Law (Bankruptcy)
- CC.2) Attorney/Law (Civil Rights Defense)
- CC.3) Attorney/Law (Class Actions)
- CC.4) Attorney/Law (Collections)
- CC.5) Attorney/Law (Commercial Transactions)
- CC.6) Attorney/Law (Condemnation)
- CC.7) Attorney/Law (Constitutional)
- CC.8) Attorney/Law (Construction Litigation)
- CC.9) Attorney/Law (Criminal Defense of County Employees)
- CC.10) Attorney/Law (Drafting of Legislation and Administrative Rules)
- CC.11) Attorney/Law (Enforcement of Federal, State and County Law)
- CC.12) Attorney/Law (Environmental General)
- CC.13) Attorney/Law (Environmental Litigation)
- CC.14) Attorney/Law (Fair Labor Standards Act and other laws related to compensation)
- CC.15) Attorney/Law (Federal and State Tax)
- CC.16) Attorney/Law (General defense in civil matters, including administrative proceedings)
- CC.17) Attorney/Law (General Personal Injury Defense)
- CC.18) Attorney/Law (Land Use, Planning)
- CC.19) Attorney/Law (Procurement)
- CC.20) Attorney/Law (Public Financing)

Eric (Rick) J. Sapir
Hawkins Delafield & Wood LLP
July 19, 2024
Page 2

- CC.21) Attorney/Law (Public Sector Employment)
- CC.22) Attorney/Law (Real Estate)
- CC.23) Attorney/Law (Regulatory)
- CC.24) Attorney/Law (Worker's Compensation)

Your firm will remain on the Department's List of Qualified Providers of Professional Services until June 30, 2025. For your information, this list may be utilized by any County agency during this time period.

When the need for professional services arises, a selection committee will review the qualifications of firms on the list in the appropriate category. Professional services procurements that equal or exceed \$5,000.00 are posted on the County's website within seven (7) days of the contract award.

Thank you for your interest in providing professional services to the County of Hawai'i. If you have any questions or concerns, please contact Amy Bautista at corpcounsel@hawaiicounty.gov or (808) 961-8251.

Respectfully,

Sinclair Salas-Ferguson
Deputy Corporation Counsel
Chair, 2024-25 Professional Services Statement of Qualifications Review Committee

cc: Megan I. Sartor (e-mail: MSartor@hawkins.com)

Eric (Rick) J. Sapir
Hawkins Delafield & Wood LLP
July 19, 2024
Page 3

bcc: County of Hawai'i, Procurement with enclosure (application packet)

HAWKINS

HAWKINS DELAFIELD & WOOD LLP
A NEW YORK LIMITED LIABILITY PARTNERSHIP
ONE GATEWAY CENTER, 24TH FLOOR, NEWARK, NJ 07102
(973) 642-8584 | HAWKINS.COM

Direct Dial: (973) 642-1188
Email: esapir@hawkins.com

June 27, 2024

Ms. Elizabeth A. Strance
Corporation Counsel
County of Hawai'i
101 Aupuni Street
Suite 325
Hilo, HI 96720
Email: corpcounsel@hawaiicounty.gov

Dear Ms. Strance:

We are pleased to submit this Statement of Qualifications and Expression of Interest in response to the County's most recent Notice to Providers of Professional Services (HRS 103D-304). Hawkins Delafield & Wood LLP ("Hawkins") specializes in representing counties, municipalities, authorities, and other public entities in the procurement, development, financing, and implementation of water, wastewater, solid waste, power and renewable energy, social infrastructure, and transportation projects as well as in public finance matters in all sectors. We would like to request the opportunity to be included in the County of Hawai'i's list of qualified providers of legal services for the following categories of projects arising during Fiscal Year 2024-2025: Procurement, Environmental General, and Bond Counsel.

Hawkins is the leading law firm in the nation with respect to assisting public entities like the County of Hawai'i (the "County") in the procurement and contract negotiations for water, wastewater, solid waste, power and renewable energy, social infrastructure, and transportation projects. We have worked on over 250 projects in 25 states on behalf of states, districts, municipalities, counties, and public authorities. Substantially all of these projects have been delivered on an alternative delivery, private asset

FOUNDED 1854

CALIFORNIA CONNECTICUT DISTRICT OF COLUMBIA MICHIGAN
NEW JERSEY NEW YORK NORTH CAROLINA OREGON

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management, or P3 basis. We are also consistently ranked as one of the top three public finance firms in the country as published by the Bond Buyer.

We have national practices in these sectors and have represented each of the counties in Hawai'i and the state of Hawai'i. We are currently assisting the County with the re-negotiation of its existing Landfill Construction, Operation and Closure Agreement with Waste Management of Hawaii. As a first step in our engagement, we successfully negotiated and executed an amendment that contained an interim lower rate that has saved the County over a million dollars since the beginning of the interim arrangement. We worked with the County staff to identify desired changes to the existing agreement, we have successfully negotiated changes to the scope and risk allocation to reflect the County's objectives, and are currently in the process of negotiating a permanent fee structure. In addition, in 2015, Hawkins assisted the County with the negotiation of a Service Agreement for an organic waste diversion program. The Firm prepared a comprehensive draft service agreement and assisted the County of Hawai'i to successfully negotiate a complex design-build-finance-operate-maintain ten-year agreement. This project was restructured, and the Firm assisted the County of Hawai'i with the drafting and negotiating of the revised Service Agreement. In addition, we have assisted the County of Hawai'i twice in connection with its procurement of a waste conversion facility, the first of which resulted in a fully negotiated Service Contract with Wheelabrator Technologies (the project was ultimately deferred by the County Council), and the second of which was cancelled due to unfavorable off-take conditions. Working closely with the County staff and the County's consulting engineer, we advised the County regarding procurement structuring and fundamental deal issues including ownership and financing considerations, assisted in the development of procurement documents including preparation of a draft Service Contract that was included with the request for proposals, assisted with the evaluation of qualification statements and, with respect to the first procurement, proposals, advised on risk allocation, performance guarantees, and security for performance, and with respect to the first procurement, negotiated and prepared the final Service Contract and addressed issues concerning the power purchase agreement.

We are currently serving as special counsel to the Honolulu Board of Water Supply which is utilizing the design-build-operate-maintain contracting method to procure a seawater desalination facility project in Oahu, Hawaii (1.7 mgd, expandable to 5 mgd). As special counsel, we assisted in the development of the Stage-1 RFP and the Stage-2 RFP solicitation documents and the proposal review process. Hawkins also drafted and negotiated the final DBOM service agreement and we have assisted the BWS with contract administration matters that have arisen as the project moves forward. We have also been retained by the BWS to serve as owner's legal advisor in connection with a proposed design-

build-operation procurement of a granular activated carbon regeneration facility. That project has not yet commenced.

Hawkins worked with Kaua'i County in connection with a solid waste conversion project feasibility study several years ago and have stayed in touch with the County's staff regarding the potential development of a conversion facility. In addition, in 2017 we represented the County of Kaua'i as Disclosure Counsel in connection with the County of Kaua'i's general obligation bond financing. We prepared the preliminary and final official statements, held a disclosure workshop with key County personnel and advised on various disclosure matters. We have represented the City and County of Honolulu in connection with a solid waste flow control analysis, and previously in connection with the financing of H-Power. We have also assisted the County of Maui with public financing matters. In fact, we have represented each county in Hawai'i and the state of Hawai'i in public finance transactions. Based upon our significant experience generally in the water, wastewater, solid waste, power, renewable energy, social infrastructure, transportation, and public finance sectors, and in light of our previous engagements with the County and other Hawai'i public entities, we are uniquely positioned to cost effectively provide the County with considerable "value added."

General Firm Information. Hawkins has a long history of specializing in legal services in the public sector. We were founded in 1854 and have played a significant role in the development and financing of much of the nation's public infrastructure. We currently have a team of approximately 80 attorneys and 69 support staff members with offices in Newark, NJ, New York, NY, Los Angeles, CA, San Francisco, CA, Sacramento, CA, Hartford, CT, Washington, D.C., Portland, OR, Ann Arbor, MI, and Raleigh, NC. We would be able to provide electronic case files to the County during and following the conclusion of any matter.

A comprehensive description of our Firm and our qualifications to provide water, wastewater, solid waste, power, renewable energy, social infrastructure, transportation, and public finance legal counsel services are attached hereto.

Hawkins's Services. As owner's advisors on infrastructure projects, our services consists primarily of advising the client on project structure, approach, and related business and risks issues, preparing or assisting in the preparation of procurement documents, assisting in the review, clarification and evaluation of proposals, and the preparation and negotiation of a final agreement with the most advantageous proposer. We work closely with and assist the client's in-house legal counsel. Because Hawkins is thoroughly familiar with how these transactions are concluded, and as we have worked with clients

administering contracts during the construction and operation phases of these projects, we can bring critically important perspectives to the structuring, drafting, and negotiation phases of the County's projects on a very cost-effective basis. In the public finance sector, we have performed all services associated with bond and note transactions, having served as bond, underwriter's, trustee's, bank, and borrower's counsel on thousands of transactions. Our tax department and disclosure experts are recognized nationally for their expertise.

Qualifications Highlights. Hawkins's qualifications to assist the County are set forth in detail in Appendix B (Statement of Qualifications to Provide Legal Services for Procurement Law and Public-Private Partnerships in the Water, Wastewater, Solid Waste, Power and Renewable Energy, Social Infrastructure, and Transportation Sectors) attached hereto and are briefly summarized below:

Depth of Experience. There are 9 attorneys in Hawkins's Public Contracts and Infrastructure Group, providing our municipal clients with the greatest depth of experienced resources available from any American law firm.

Water Projects. Hawkins's special contract counsel experience includes 42 water projects, with most involving new or "greenfield" construction and many among the largest in the country.

Wastewater Projects. We have served as special contract counsel on over 50 wastewater projects. These have included contractual operations, management of existing facilities with extensive treatment capacity upgrades, and new construction transactions.

Solid Waste Projects. Hawkins has worked as special counsel to municipal government on more than 150 solid waste projects.

Energy. We have worked as special counsel on dozens of energy projects, including solar, digester gas to energy, digester gas to RNG, landfill gas to energy, landfill gas to RNG, cogeneration and power purchase agreements.

Social Infrastructure. Hawkins is one of a limited number of law firms in the country that specialize in owner-side procurement in the social infrastructure sector, including court buildings, university housing, schools, convention centers, administration buildings, and other municipal buildings.

Transportation. Hawkins specializes in owner-side procurement and finance in the transportation sector where we are currently representing the New York City MTA and the Port Authority of New York and New Jersey on mega projects.

Public Finance. Hawkins is one of the premier public finance firms in the country. We are historically ranked in the top three law firms by the Bond Buyer as both Bond Counsel and Underwriter's Counsel.

No Conflict of Interest. In our procurement/contract counsel practice, Hawkins represents municipal, state, and federal government clients only, not companies, and thus is free from any potential conflicts of interest with private sector companies.

Public Contracts and Infrastructure Group. Overall, our Public Contracts and Infrastructure Group has worked on more than 250 civil infrastructure projects for public sector clients, including projects in water, wastewater, solid waste, energy, recycling, and general municipal services fields and involving all forms of public-private partnerships. These projects have an excellent record of successful implementation.

Industry Innovators. Hawkins has originated many new and useful solutions to the challenges of public procurements and contracting in the municipal utility asset management and aggregated services field, in areas ranging from RFP structuring, contract concepts and forms, to IRS rulings on acceptable "private activity" terms.

Leading Practitioners. Hawkins's unsurpassed national experience places it in the front rank of professional practitioners in public finance as well as in the water, wastewater solid waste, power and renewable energy, social infrastructure, and transportation P3 and alternative delivery contracts field, and that experience allows us to provide a unique perspective to the projects on which we are engaged.

Commitment to Engagement. I would be the partner in charge of this engagement should the County elect to retain our firm. I have been working with Hawkins in the Public Contracts and Infrastructure Group since 1986. I serve or have served as negotiating counsel on dozens of water, wastewater, solid waste, recycling, power, renewable energy, social infrastructure, transportation, and finance engagements including for the BWS, the County of Hawai'i, the County of Kaua'i, the City and County of Honolulu, the City of Los Angeles, Monmouth County (New Jersey), LaCrosse (Wisconsin), New York City MTA, Wake County (North Carolina), San Jose (California), Montgomery County (Ohio), the City of Greensboro (North Carolina), Camden County Municipal Utilities Authority (New Jersey), the Virgin Islands Waste Management Authority, the City of Los Angeles, Vancouver (BC), New Hanover County (North Carolina), Burlington County (New Jersey), Broome County (New York), Onondaga County (New York), the Town of Huntington (New York), Halifax (Nova Scotia), Arecibo (Puerto Rico), Somerset County (New Jersey), Clarkstown (New York), Tacoma

(Washington), Spokane (Washington), Fulton County (Georgia), Washington (New Jersey), Fillmore (California), Burlington County (New Jersey), Nashville (Tennessee), Laredo (Texas), San Marcos (Texas), the Township of North Brunswick (New Jersey), Orangeville (Ontario), Warren Township (New Jersey), and Bergen County (New Jersey). As such, I am thoroughly familiar with the substantive issues which will need to be addressed in order to assist the BWS in effectuating its objectives which ultimately will be reflected in a comprehensive contract. Furthermore, I am skilled at advising clients and helping them to implement a negotiation process that will achieve those objectives in an efficient and cost-effective manner.

Client Responsiveness and Quality of Service. We take great pride in the service that we provide our clients. This is demonstrated in our seasoned and thoughtful advice, the high quality of documents produced, and above all, the accessibility and responsiveness to our clients' needs and requests. We have attached a list of five clients who we would encourage you to contract to discuss the level and standard of service which we provide. We would like to emphasize that we look forward to working cooperatively with the Corporation Counsel's office.

Value Added. We firmly believe that the breadth of our experience in this field is unsurpassed by any other law firm and that this experience will provide true value added to the County's team. Our ability to assist the County by applying lessons learned on well over 250 water, wastewater, solid waste, power, renewable energy, social infrastructure, transportation, and other municipal utility projects and tens of thousands of public finance transactions truly sets us apart from other law firms. In addition, we have been and continue to be consistently (i.e., every day) involved with the most current issues in these sectors. As stated, on procurement/contract matters, we represent municipalities only, never vendors, and are intimately familiar with those risks which municipalities have successfully shifted to private vendors. We are also very familiar with those risks which vendors are unwilling to accept, or alternatively, will accept only a prohibitively expensive premium. This experience permits us to advise our clients in a manner which maximizes risk transfer cost-effectively, avoiding undue conflict and waste of time in the process. In addition, the critical mass of our practice and the extensive document and research library and seasoned judgment we have developed consistently allows us to perform these services in fewer hours of attorney time, saving expense, risk, and conflict in the process.

We encourage you to call us should you wish to discuss any matters which are not covered in this Statement of Qualifications or to obtain clarifications on any particular point. I am the contact person for purposes of

this Statement of Qualifications and can be reached at (973) 642-1188. We would be happy to meet with you in person at any mutually convenient time.

Thank you for the opportunity to submit this Statement of Qualifications and Expression of Interest. We are excited about the opportunity to continue to assist the County. Please feel free to contact me if I can provide any additional information or otherwise be of service.

My best regards.

Sincerely yours,

A handwritten signature in blue ink that reads "Eric J. Sapir". The signature is written in a cursive style with a clear, legible font.

Eric (Rick) J. Sapir

Introductory Note

We have provided the information required by the County's Notice to Providers of Professional Services (HRS 103D-304) on the following pages. The information is sequenced to correspond to the list of required disclosure statements contained in the Notice to Providers of Professional Services. If any additional information or clarification is required or would be appreciated, please do not hesitate to contact us.

Section 1 The name of the firm or person, the principal place of business, and location of all of its offices.

Hawkins has 80 lawyers in ten offices (listed below) representing municipalities in public contract and public finance matters, the largest such “boutique” law firm in the country. Our Public Contracts and Infrastructure Group and Public Finance Group are national leaders in their respective fields.

Eric (Rick) Sapir is the contact person for purposes of this statement of qualifications. Mr. Sapir resides out of our Newark, New Jersey office and his contact information is:

Eric J. Sapir, Partner
Hawkins Delafield & Wood LLP
One Gateway Center, 24th Floor
Newark, New Jersey 07102
Phone: (973) 642-1188
Email: esapir@hawkins.com

Other Office Locations:

New York

7 World Trade Center
250 Greenwich Street
New York, New York 10007
Phone: (212) 820-9300

Los Angeles

1 Cal Plaza
300 South Grand Avenue, Suite 350
Los Angeles, California 90071
Phone: (213) 236-9050

San Francisco

One Embarcadero Center, Suite 3820
San Francisco, California 94111
Phone: (415) 486-4200

Sacramento

1415 L Street, Suite 1180
Sacramento, California 95814
Phone: (916) 326-5200

Hartford

20 Church Street, Suite 700
Hartford, Connecticut 06103
Phone: (860) 275-6260

Washington, D.C.

1775 Pennsylvania Avenue, N.W.
Suite 950
Washington, D.C. 20006
Phone: (202) 682-1480

Portland

200 SW Market Street, Suite 350
Portland, Oregon 97201
Phone: (503) 402-1320

Ann Arbor

201 South Main Street
Ann Arbor, Michigan 48104
Phone: (734) 519-5003

Raleigh

4801 Glenwood Avenue, Suite 200
Raleigh, North Carolina 27612
Phone: (919) 635-8294

Section 2 The age of the firm and its average number of employees over the past five years.

Hawkins is the largest municipal contract and finance legal boutique in the country and was established in 1854. We have averaged 80 attorneys and 70 staff employees over the past five years.

Section 3 The education, training, and qualifications of the individual, or if a firm, its key employees in accordance with HRS 103D-304 and/or the professional and scientific occupation series contained in the United States Office of Personnel Management's Qualifications Standards Handbook.

Resumes for key personnel can be found in Appendix A (Attorney Resumes) attached hereto, and our firm's comprehensive statement of qualifications can be found in Appendix B (Statement of Qualifications to Provide Legal Services for Procurement Law and Public-Private Partnerships in the Water, Wastewater, Solid Waste, Power and Renewable Energy, Social Infrastructure, and Transportation Sectors) attached hereto.

Section 4 A list of recent projects and the names of up to five clients who may be contacted, including at least two for whom services were rendered during the preceding year.

We offer the following listing of recent projects in which we have participated with reference contact information:

County of Hawai'i (HI). We recently assisted the County with the renegotiation of the Landfill Construction, Operation and Closure Agreement with Waste Management of Hawaii, Inc. In addition, in 2015 and 2016, we assisted the County with the preparation and negotiation of a DBFOM Service Agreement for an organic waste diversion program on East Hawai'i and West Hawai'i (contract value of \$50,000,000). The Firm prepared a Term Sheet based on the proposal and the RFP requirements. Once the Term Sheet was fully negotiated, Hawkins prepared a comprehensive draft service agreement. The project was restructured as a design-build-operate-maintain project, and we assisted the County with the drafting and negotiating of the revised Service Agreement. We also served as special procurement counsel to the County in connection with the procurement of a waste conversion facility. A contract with Wheelabrator Technologies was successfully procured and negotiated prior to the Council's decision to defer the project.

Gregory Goodale
Solid Waste Division Chief
County of Hawai'i
(808) 961-8270
gregory.goodale@hawaiicounty.gov

Diana Mellon-Lacey
Deputy Corporation Counsel
County of Hawai'i
Department of the Corporation Counsel
(808) 961-8251
Diana.Mellon-Lacey@hawaiicounty.gov

Bill Takaba
Former Finance Director
County of Hawai'i
(808) 339-1830
wtakaba@icloud.com

Board of Water Supply, City and County of Honolulu – Kalaeloa Seawater Desalination Facility. The BWS is currently utilizing the design-build-operate-maintain contracting method to develop the Kalaeloa Seawater

Desalination Facility project in Oahu, Hawaii (1.7 mgd, expandable to 5 mgd). As special counsel, we have assisted in the development of the Stage-1 RFP and the Stage-2 RFP solicitation documents and the proposal review process. Hawkins also has drafted and negotiated the DBOM service agreement and is assisting with post-execution contract administration matters.

Barry Usagawa
Honolulu Board of Water Supply
Water Resources Program Administrator
630 S. Beretania St.
Honolulu, HI 96843
Tel: (808) 748-5900
busagawa@hbws.org

City of San Jose (CA). Hawkins assisted the City with the structuring, procurement, document drafting, contract drafting, and negotiation of three \$100 million progressive design-build wastewater projects at the San Jose-Santa Clara Regional Wastewater Facility. The projects were for a new co-generation facility, new headworks and, most recently, a new de-watering facility. We are currently assisting the City with ongoing contract administration matters.

Jennifer Pousho (formerly the City of San Jose Senior Deputy City Attorney)
Assistant City Attorney
City of Santa Clara
(408) 615-2230
jpousho@santaclaraca.gov

Mariana Chavez-Vazquez
General Manager
San Jose-Santa Clara Regional Wastewater Facility
(646) 512-2301
mariana.chavez-vasquez@sanjoseca.gov

City of Tacoma (WA). Hawkins is currently serving as owner's legal advisor to the City for a \$70 million progressive design-build delivery of a stormwater/wastewater project. Hawkins served as procurement/contract counsel to the City of Tacoma on a \$13,000,000 stormwater Progressive Design-Build Project, which has been successfully procured, contracted, and implemented. In addition, our firm represented the City of Tacoma as special counsel in connection with the \$80,000,000 upgrade and expansion of the City's central wastewater treatment plant which was procured on a Fixed Price Design-Build basis. The project required the completion of work during the continuance

of operations. The project increased the plant's treatment capacity to 60 mgd with a peak hydraulic capacity of 150 mgd.

Eric Johnson
Assistant Division Manager (retired)
City of Tacoma, Public Works, Environmental Services
326 East D Street
Tacoma, Washington 98421
Cell: (206) 992-8848
ejohnson32@yahoo.com

Kristy Beardemphl
Principal Engineer
City of Tacoma, Environmental Services
(253) 502-2272
KBeardemphl@ci.tacoma.wa.us

Rahway Valley Sewerage Authority (NJ). We assisted the Authority in the procurement of a Public-Private Partnership to Design, Build, Operate and Administer a Liquid Waste Receiving Enterprise (contract value of \$20,000,000). We prepared the solicitation documents, assisted with the clarification and evaluation of proposals, drafted and negotiated the final project agreement, and are currently assisting the Authority with contract administration services. It is anticipated that the organic waste slurry to be digested in the Authority's sludge digesters under this project will result in significant tipping fees as well as increases to digester gas production, which will provide significant energy cost savings to the Authority. We also assisted the Authority with its procurement of a biosolids beneficial use agreement as well as a public-private partnership for the operation and management of the Authority's sludge drying facility, cogeneration plant and sludge de-watering facility. We are currently assisting with the negotiation of a digester gas to RNG Public-Private Partnership project.

Jim Meehan
Executive Director (retired)
Rahway Valley Sewerage Authority
1050 East Hazelwood Avenue
Rahway, NJ 07065
(609) 864-7174
jimmeehan99@yahoo.com

John Buonocore, P.E.
Executive Director/Chief Engineer
Rahway Valley Sewerage Authority
1050 East Hazelwood Avenue

Rahway, NJ 07065
(732) 388-0868 x231
jbuonocore@rahwayvalleysa.com

Section 5 Any promotional or descriptive literature which the individual or firm desires to submit.

Please see Appendix B (Statement of Qualifications to Provide Legal Services for Procurement Law and Public-Private Partnerships in the Water, Wastewater, Solid Waste, Power and Renewable Energy, Social Infrastructure, and Transportation Sectors) attached hereto. If any additional information or clarification is required or would be appreciated, please do not hesitate to contact us.

List of Appendices

The following is a list of the appendices that are attached to this Letter of Interest and incorporated herein:

1. Appendix A (Attorney Resumes); and
2. Appendix B (Statement of Qualifications to Provide Legal Services for Procurement Law and Public-Private Partnerships in the Water, Wastewater, Solid Waste, Power and Renewable Energy, Social Infrastructure, and Transportation Sectors).

Appendix A

Attorney Resumes

Eric (Rick) J. Sapir

Partner

Rick joined Hawkins upon graduation from law school in 1986 as an associate in the solid waste and municipal utilities group. He soon began working on waste-to-energy projects which launched his career as a public contracts lawyer in the solid waste, recycling, water, wastewater, residuals, renewable energy and social infrastructure fields. Rick has worked exclusively as owner's representative and has helped structure, procure, draft and negotiate contracts involving every form of complex alternative delivery method.

Rick has served as lead negotiating counsel for over 100 engagements on complex public contracts. His practice spans North America where he has served as special counsel for the development of environmental facilities in over 20 States, three Provinces and two Territories. Rick's services regularly include advising on project planning and delivery matters, structuring of the procurement to ensure compliance with law and to maximize the optimal competition, preparation of procurement documents, helping clients review, clarify, understand and evaluate proposals, and the drafting and negotiation of the key project agreements.

Among the clients that Rick has assisted with complex infrastructure projects are: the City of Los Angeles (Waste-to-Energy); Metro Vancouver (BC) (Waste-to-Energy); City of Vancouver, WA (Wastewater); California American Water (Drinking Water Desal); Camden County Municipal Utilities Authority (Residuals Processing, Digester Gas-to-Energy and Solar); Tacoma, WA (Wet Weather Wastewater Upgrade); City of Fillmore, CA (Wastewater Treatment); Monmouth County, NJ (Waste-to-Energy, Baling, Landfill Gas-to-Energy, Leachate Treatment, Recycling, Household Hazardous, Waste, Bulky Waste Transportation and Disposal and Solar); Virgin Islands Waste Management Authority (RDF, Landfill Gas-to-Energy and Baling/Transfer); Fulton County, GA (Wastewater Treatment); Nashville, TN (Residuals Processing); San Marcos, TX (Water and Wastewater); Halifax Metropolitan Authority (Waste-to-Energy); County of Hawaii (Waste-to-Energy); New Hanover County, NC (Waste-to-Energy, MRF, Transfer, Transportation and Disposal); Northeast Maryland Waste Disposal Authority (Waste-to-Energy); Wake County, NC (Landfill Gas-to-Energy, Landfill DBO); Spokane County, WA (Wastewater); Orangeville, Ont. (Wastewater); Glasgow, KY (Landfill Gas-to-Energy); Rahway Valley Sewerage Authority, NJ (Cogen and Residuals Processing); Clarkstown, NY (Transfer Station); Greensboro, NC (Recycling and Transfer, Transportation and Disposal); New Jersey School Construction Authority (School) and New Jersey City University (Dormitories).

Rick has been the Legal Advisory Member of the New Jersey Chapter of the Solid Waste Association of North America and is an active member of the New Jersey Association of Environmental Authorities and the New Jersey/New York/Connecticut Chapter of the Design Build Institute of America. Rick has lectured on solid waste and municipal utility issues before several forums including the Solid Waste Association of North America, the National Council for Public-Private Partnerships, Biocycle, Water Environment Federation, the Compost Council, the EPA LMOP Program, the Public Securities Association, the New Jersey Association of Environmental Authorities, the Municipal Waste Management Association, the New York City Bar Association and the New York State Legislative Commission on Solid Waste, and he is a faculty member for a class provided at the annual Wastecon and the Renewable Energy from Waste Conference regarding the development of waste-to-energy facilities.



CONTACT

T 973-642-1188
C 908-209-1423
E esapir@hawkins.com

PRACTICE AREAS

Public Contracts
Public Private Partnerships
Solid Waste
Waste-to-Energy
Water, Wastewater and
Residuals
Social Infrastructure
Renewable Energy

EDUCATION

Union College, BA

Fordham University
School of Law, J.D.

ADMITTED

New Jersey
New York
Connecticut

Megan I. Sartor Counsel

Megan joined Hawkins Delafield & Wood LLP in 2008 as an associate in the Public Contracts and Infrastructure Group. During her time at the firm, Megan has focused on the procurement and implementation of public infrastructure on alternative project delivery bases in the solid waste management, recycling, renewable energy, residuals, water and wastewater treatment sectors. Projects in which Megan has served as special counsel include the procurement and negotiation of a new leachate pretreatment facility for the County of Monmouth, New Jersey; the negotiation of two waste-to-energy contracts for the U.S. Virgin Islands Waste Management Authority; the negotiation of a long-term operations agreement for a sludge dryer facility for the Camden County Municipal Utilities Authority; the development of multiple solar energy projects for Monmouth County, New Jersey; an energy-from-waste facility retrofit and long-term operations agreement on behalf of New Hanover County, North Carolina; and the development of landfill gas-to-energy projects for the City of Greensboro, North Carolina and Wake County, North Carolina.

Megan has also participated in other projects for the County of Monmouth, NJ (Materials Processing and Recovery Facility, Recycling, Landfill Gas-to-Energy, Household Hazardous Waste, Third Party Energy Supply and Cogeneration); Camden County Municipal Utilities Authority, NJ (Solar and Sludge Digestion); Morris County Municipal Utilities Authority, NJ (Recycling and Transfer Station); Cumberland County Improvement Authority, NJ (Solar); City of Greensboro, NC (Recycling, Transportation and Disposal); New Hanover County, NC (Transfer, Transportation and Disposal); Virgin Islands Waste Management Authority (Transfer Station, Landfill Gas-to-Energy); County of Madera, CA (Transfer Station); and Flathead County, MT (Landfill Gas-to-Energy).

Megan has been involved in the development and drafting of various requests for qualifications, requests for proposals, requests for bids and other procurement documents, and in the drafting and negotiation of various P3 agreements, including design-build, design-build-operate and design-build-finance-operate service contracts and related agreements.

Prior to joining the firm, Megan served as a law clerk to the State of New Jersey Superior Court, Law Division. Megan is a member in good standing of the bars of the State of New Jersey and the State of New York and currently serves as a Board Member of the New Jersey Chapter of the Solid Waste Association of North America (SWANA).



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PRACTICE AREAS

Solid Waste
Renewable Energy
Recycling
Waste-to-Energy
Wastewater and Residuals
Public Contracts
Public-Private
Partnerships

EDUCATION

Rutgers University, B.A.,
magna cum laude
Seton Hall University
School of Law, J.D.

ADMITTED

New Jersey
New York

Appendix B

Statement of Qualifications to Provide Legal Services for Procurement Law and Public-Private Partnerships in the Water, Wastewater Solid Waste, Power and Renewable Energy, Social Infrastructure, and Transportation Sectors

HAWKINS

HAWKINS DELAFIELD & WOOD LLP
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STATEMENT OF QUALIFICATIONS TO PROVIDE LEGAL SERVICES FOR PROCUREMENT LAW AND PUBLIC-PRIVATE PARTNERSHIPS IN THE WATER, WASTEWATER, SOLID WASTE, POWER AND RENEWABLE ENERGY, SOCIAL INFRASTRUCTURE, AND TRANSPORTATION SECTORS

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PART 1

ALTERNATIVE DELIVERY AND P3 PRACTICE OVERVIEW

PART 1

ALTERNATIVE DELIVERY AND P3 PRACTICE OVERVIEW

INTRODUCTION

Municipal Focus. Hawkins Delafield & Wood LLP (“Hawkins”) has approximately 80 lawyers in ten offices representing state and local governments in alternative project delivery, public-private partnership, public contract and public finance matters, the largest such “boutique” municipal practice law firm in the country. Our public contracts and infrastructure group and public finance group are national leaders in their respective fields.

National Alternative Delivery and P3 Practice. Hawkins has served as special procurement and contract counsel to state and local governments on more than 250 infrastructure projects in 25 states around the country, and is a national leader and pioneer in this field. Our public contracts and infrastructure group has 9 attorneys devoting 100% of their time to projects procured on an alternative delivery and public-private partnership basis, providing our state and local government clients with experienced resources among the deepest available from any American law firm. We have conducted our alternative delivery and P3 practice for more than 30 years continuously together at the same firm. Alternative delivery and P3 project agreements which Hawkins has drafted and negotiated on behalf of municipal government have had terms ranging from 5 to 75 years, and values ranging from \$5 million to \$40 billion. Our experience encompasses the water and wastewater, solid waste, social infrastructure, transportation and power and renewable energy sectors, and all forms of design-build based contracts. The depth and breadth of this multi-sector practice, and the personal commitment which the attorneys in our public contracts and infrastructure group have made to this important field, are unique among law firms.

Breadth and Depth of Expertise. We have drafted and negotiated the contracts necessary to complete virtually every kind of civil infrastructure project, and have counseled our governmental clients on all of the issues related to alternative delivery and P3 financing and contract structures, performance guarantees, pricing or rate setting clauses, covenants, defaults and other risks and responsibilities inherent in these transactions in multiple contexts. Hawkins also assists our municipal clients in addressing the public purpose issues that often arise in the context of negotiating project agreements, protecting the public interest and effectuating public purpose goals expertly and efficiently.

Leading Practitioners. Our work as lead counsel to so many governmental clients over such an extended period on such a range of alternative delivery and P3 projects has placed us in the front rank of professional practitioners, whether from legal or other disciplines. Contract, RFQ, RFP and proposal evaluation concepts, approaches, terminology, and forms that Hawkins authored and developed are in wide use today in the alternative project delivery and P3 industry. We regularly follow up with clients on completed projects for ideas and suggestions on how to improve the procurement process and contract documentation. In addition, the firm’s position as one of the premier bond counsel firms in the country gives us the ideal background to help structure and negotiate financeable agreements with private companies, whether financing for the project is provided by the state or local government or by a project company on a project financing basis.

HAWKINS'S GOVERNMENTAL CLIENTS IN ALTERNATIVE DELIVERY AND P3

State and Federal Governmental Clients. Hawkins represents or has represented the following state and federal government clients as lead counsel in major alternative delivery and P3 project procurements:

- > State of Alaska
- > State of California
- > State of Maine
- > State of New Jersey
- > State of New York
- > Commonwealth of Puerto Rico
- > State of Rhode Island
- > U.S. Department of the Navy

Public Agency Clients. Hawkins represents or has represented the following public agency clients as lead counsel in major alternative delivery and P3 project procurements:

- > Charlotte-Mecklenburg Utility Department (NC)
- > Camden County Municipal Utilities Authority (NJ)
- > Connecticut Resources Recovery Authority (CT)
- > Cumberland County Improvement Authority (NJ)
- > Dormitory Authority of the State of New York (NY)
- > Georgia Hazardous Waste Management Authority (GA)
- > Jersey City Incinerator Authority (NJ)
- > Massachusetts Water Resources Authority (MA)
- > Metro Vancouver (British Columbia)
- > Mojave Desert JPA (CA)
- > Montreal Regional Authority (QU)
- > Morris County Municipal Utilities Authority (NJ)
- > Narragansett Bay Commission (RI)
- > Northeast Maryland Waste Disposal Authority (MD)
- > Power Authority of the State of New York
- > Puerto Rico Aqueduct and Sewer Authority
- > San Diego County Water Authority (CA)
- > Southern Nevada Water Authority (NV)
- > Springfield Water and Sewer Commission (MA)
- > Trinity River Authority (TX)
- > Victoria Capital Region District (British Columbia)
- > Virgin Islands Water and Power Authority
- > Warren County Pollution Control Authority (NJ)
- > Washington Suburban Sanitary Commission (MD)

County Clients. Hawkins represents or has represented the following county clients as lead counsel in major alternative delivery and P3 project procurements:

- > Bergen (NJ)
- > Broome (NY)
- > Burlington (NJ)
- > Fulton (GA)
- > Hawaii (HI)
- > Kauai (HI)
- > Kern (CA)
- > Monmouth (NJ)
- > Monroe (NY)
- > Montgomery (MD)
- > Morris (NJ)
- > Orange (CA)
- > Onondaga (NY)
- > Pima (AZ)
- > Rockland (NY)
- > Sacramento (CA)
- > Santa Cruz (CA)
- > Sarasota (FL)
- > Somerset (NJ)
- > Spokane (WA)
- > Travis, (TX)
- > Ventura (CA)
- > Wake (NC)
- > Westchester (NY)

City Clients. Hawkins represents or has represented the following city clients as lead counsel in major alternative delivery and P3 project procurements:

- > Anaheim (CA)
- > Cranston (RI)
- > Fort Worth (TX)
- > Fresno (CA)
- > Halifax (NS)
- > Hialeah (FL)
- > Honolulu (HI)
- > Houston (TX)
- > Huntington (NY)
- > Islip (NY)
- > Jacksonville (FL)
- > Laredo (TX)
- > Lawrence (MA)
- > Los Angeles (CA)
- > Nashville (TN)
- > Newport (RI)
- > New York (NY)
- > Phoenix (AZ)
- > San Diego (CA)
- > San Jose (CA)
- > San Juan (PR)
- > Santa Fe (NM)
- > Seattle (WA)
- > St. Louis (MO)
- > Stockton (CA)
- > Tacoma (WA)
- > Washington (DC)

Smaller Municipality Clients. Hawkins represents or has represented the following smaller municipality clients as lead counsel in alternative delivery and P3 infrastructure procurements:

- > Arecibo (PR)
- > Clarkstown (NY)
- > Fillmore (CA)
- > Holyoke (MA)
- > Islip (NY)
- > Mountain View (CA)
- > Naugatuck (CT)
- > Newport Beach (CA)
- > North Brunswick (NJ)
- > Orangeville (ONT)
- > Paducah (KY)
- > San Juan Capistrano (CA)
- > San Marcos (TX)
- > Southold (NY)
- > Taunton (MA)
- > Thousand Oaks (CA)
- > Tracy (CA)
- > Vancouver (WA)
- > Warren Township (NJ)
- > Washington Borough (NJ)
- > Waterbury (CT)
- > Wilsonville (OR)

LEGAL ADVISORY LEADERSHIP

Hawkins Role. Hawkins’s entire practice is geared toward successfully planning and completing the contractual and financing transactions through which our country’s civil infrastructure is built and operated. The firm normally serves as special counsel, advising the client’s city or county attorney or general counsel and project manager, and serving on a co-equal “team” basis with separately engaged technical and financial consultants. The role Hawkins plays is critical in that we draft and negotiate the design-build, design-build-operate, design-build-finance-operate, construction-manager-at-risk, franchise, concession or asset management contract that results from the procurement. These contracts typically are complex instruments which often represent the culmination of years of planning and procurement activity, and not infrequently constitute the largest single dollar-value contractual commitment a state or local government has yet made. The firm also participates actively in the strategic development of the project and the drafting of the RFQ and RFP to ensure that the legal and business foundation for the contract is properly structured, and assists in the proposal review, clarification, evaluation and selection process.

Core Principle of our Approach. As business attorneys for state and local government, the core principle of our approach is to help identify and protect the municipality’s interests and minimize potential risk by structuring a highly competitive procurement concluding with the execution of a well-organized and clearly-drafted project agreement that effectively describes the private contractor’s obligations, is commercially reasonable, anticipates performance issues and contingencies, places risks with the party best able to manage and control the risk, minimizes potential disputes and is easy to administer. Because Hawkins is thoroughly familiar with how

these transactions are actually concluded, we can bring critically important and seasoned perspectives to the planning and procurement phases of potential projects on a very cost effective basis.

Role of Regional Counsel. In major alternative delivery and P3 projects, Hawkins works closely with and assists regional counsel (whether our client's in-house legal staff or an outside local law firm) responsible for procurement, environmental, permitting, real estate, labor and administrative local law matters. There is a substantial amount of critical project development legal work involved in these areas. We find consistently that when the legal work is divided in this manner, the combined expertise of Hawkins as special contract counsel and the city or county attorney or a trusted regional firm as local development counsel serves best to protect the client and accomplish the project on an efficient, skilled and workable basis.

Work With Other Consultants. We have worked closely with a large number of other consulting firms advising municipal project owners on alternative delivery and P3 projects for more than three decades. Our technical co-consultants have included architectural and engineering advisory firms as diverse as:

- > AECOM
- > Arcadis/Malcolm Pirnie
- > Black & Veatch
- > Brinkley Sargent
- > Brown & Caldwell
- > Cannon Design
- > CBRE
- > CDM Smith
- > CH2M
- > Cushman & Wakefield
- > Greely & Hansen
- > Hazen & Sawyer
- > HDR
- > Louis Berger
- > MWH
- > Navigant
- > Parsons
- > Partnerships BC
- > RW Beck
- > Smith Culp
- > Stantec
- > Trussel Technologies
- > West Yost

Among financial advisors, our co-consultants have included:

- > Barclays
- > Clean Energy Capital
- > Ernst & Young
- > First Southwest
- > KPMG
- > PFM
- > PRAG
- > Raftelis Financial
- > Scully Capital
- > UBS

We are highly confident, particularly based on our extensive record of successful collaboration with such leading co-consulting firms through the years, that we can work collegially and effectively with any professional team the owner, exercising its judgment about individual firm qualifications, may choose to assemble.

KEY QUALIFICATIONS

All Project Delivery Methods. Hawkins is highly experienced in all forms of alternative project delivery and public-private partnerships, from design-build, design-build-finance, design-build-operate, design-build-finance-operate, design-build-finance-own-operate, construction-manager-at-risk, and operation and management contracts to asset sale, leasing, concession and franchise agreements. In the rapidly emerging area of progressive design-build contracting, Hawkins also holds an industry-leading position.

All Sectors. We practice actively and extensively in all infrastructure sectors: water and wastewater; solid waste; social infrastructure; transportation; and power and renewable energy

- not just in one or two sectors. This wide range of alternative delivery and P3 work, in addition to the depth of our specialization in the water, wastewater, solid waste and power and renewable energy sectors particularly, significantly distinguishes our firms' capabilities.

Record of Success. Our projects have an excellent record of successful implementation. There have been almost no bid protests (and none successful); minimal change orders (except marginal change orders that were public agency-originated); and no contractor cost overruns borne by the public (except marginal cost overruns caused by carefully defined uncontrollable circumstances as to which the contract provided specifically negotiated relief).

Contractor Familiarity. Hawkins's work on the public side of these transactions has given us the opportunity to review and evaluate proposals from a large number of the major infrastructure developers, equity investors, engineers, construction firms, operating services providers, and facility managers active in the alternative delivery and P3 business; to understand individual company preferences and approaches; to negotiate with these contractors and their corporate counsel; and to explore key issues of common concern to the private contractors. This thorough familiarity with the contractors and with the industry as a whole allows Hawkins to offer our clients expert legal advice on commercial and market issues in planning and executing these transactions, and to avoid learning-curve issues often faced by occasional practitioners.

Contract Counterparties. Among the firms with which we have negotiated alternative delivery and P3 contracts on behalf of state and local governments are the following:

- > Abengoa
- > AECOM (Metcalf and Eddy)
- > Alberici
- > Allied Waste
- > American Ref-Fuel
- > American Water (including Azurix and Thames)
- > Archer Western
- > Balfour Beatty
- > BFI
- > Black & Veatch
- > CDM
- > CH2M/OMI
- > CSX
- > Clark
- > Combustion Engineering
- > Covanta (Ogden)
- > Earth Tech
- > Epcor
- > Filanc
- > HDR
- > Hensel/Phelps
- > Inima/OHL
- > Lankford
- > Foster Wheeler
- > Fortistar
- > Kiewit
- > Mandeville
- > McCarthy
- > Meridiam
- > Minnesota Methane
- > MWH
- > Norfolk Southern
- > Parsons
- > PC (Pizzagalli Construction)
- > PCL
- > Pennsylvania Power & Light
- > Poseidon Resources
- > Republic Waste
- > Southwest Water
- > Severn Trent
- > Stantec
- > Stonepeak
- > Synagro
- > United Water (U.S. Water, Aquarion)
- > USA Waste
- > Veolia Water (U.S. Filter, PSG)
- > Warburg Pincus
- > Waste Management
- > Western Summit
- > Westinghouse
- > Wheelabrator
Zachary

Part 12 of this statement of qualifications provides a list of companies with which Hawkins has negotiated contracts on behalf of municipal clients in our alternative project delivery and P3 practice.

Proper Risk Allocation. In all of our engagements, we have been called upon to assist our clients in allocating a wide range of risks and responsibilities between sponsoring public entities and private contractors, including particularly the risks that are associated with uninsured force majeure or change in law events, differing site conditions, non-appropriation, completion delay, performance failures, and contract termination.

Public Purpose. Hawkins believes that public purpose considerations are vital to the determination to undertake any form of alternative delivery or public-private partnership project. In connection with public infrastructure assets, it is important for owners to consider constitutional and statutory structures designed to advance a particular public purpose. Hawkins, in its alternative delivery and P3 practice, has significant experience with long-term contracting, in which such considerations are taken into account and the continuing public interest in the assets (and the public service provided by the private firm) is appropriately protected through handback, holdback, monitoring, security and other requirements. Service standards, responsibility for ongoing capital maintenance, requirements for capital modifications, and rights of termination for public convenience are of particular concern in long-term partnerships.

Private Project Financing of Public Infrastructure. In more than 35 major P3 transactions on which Hawkins serves or served as special counsel representing municipal clients, private financing of new public infrastructure assets using private equity and either taxable or tax-exempt debt was utilized. These include projects for the State of California; the State of New York; Houston, Texas; San Antonio, Texas; Cranston, Rhode Island; the San Diego County Water Authority, California; Onondaga County, New York; Huntington, New York; and Montgomery County, Maryland.

Bond Tax-Exemption. Hawkins's 9-attorney tax department is one of the largest practice groups in the nation specializing in the tax exemption of interest on state and local government obligations. Our tax department regularly reviews proposed private asset management and operations contracts to assure compliance with the IRS private use rules under Rev. Proc. 97-13, and to avoid "private activity bond" classification so as to preserve municipal bond tax exemption where bond-financed property is placed under private contract management. Hawkins has secured the two major rulings issued by the IRS on Rev. Proc. 97-13 management contract issues – one for Phoenix and the other for the Long Island Power Authority (LIPA). The City of Phoenix ruling was a major milestone in the development of the field of long term private management contracting for water and civil infrastructure facilities. Hawkins originated the concept of multiple fixed-price "resets" for varying service workscopes in management contracts, and in the Phoenix ruling the IRS validated the concept as sufficient to avoid private activity status. Hawkins's tax work for LIPA also was instrumental in obtaining IRS approval of an electric utility system management contract valued at several billion dollars.

Project Tax Beneficial Ownership. Several dozen of the public-private partnerships involving public infrastructure assets in which Hawkins has served as special counsel have been based on the transfer of tax beneficial ownership to a private firm. Hawkins is well-versed in advising its governmental clients as to the "residual value" and other applicable tests for federal tax beneficial ownership that a private owner must meet in order to take depreciation deductions, and is prepared to assist our clients in structuring a tax law-compliant transaction involving private project ownership which, at the same time, gives our clients the maximum possible control over the project.

Leasing, Selling, Divesting and Concessing Public Infrastructure Assets. Public infrastructure asset divestitures (concessions or leases) in which Hawkins has served as special counsel to the divesting governmental agency include those for the State of New Jersey (proposed long term lease and concession of the New Jersey Turnpike); Cranston, Rhode Island (long term concession and leasing of wastewater system); San Jose, California (proposed long term leasing

of water system); and the United States Navy (long term lease of utility infrastructure at several naval bases in the eastern United States). Each divestiture or proposed divestiture was accompanied by a long term contract for the continuation of the utility service.

Contracting Out the Operation of Public Infrastructure Assets. A very large number of the alternative delivery and P3 projects in which Hawkins has served as special counsel also have involved private contract operation and management of governmentally-owned assets, involving either existing assets or newly built or upgraded facilities. The savings obtained in several of such transactions that involved outsourcing the operations of existing assets were “monetized” using a variety of approaches.

International P3 Work. Internationally, Hawkins represented the Transportation Ministry and the Finance Ministry of the Republic of Poland in the procurement and negotiation of a P3 concession for the design, construction, financing, operation and maintenance of the new A-2 highway, a first for the country and now built and successfully serving southern Poland. Similar services were performed for the North American Development Bank and the Inter-American Development Bank for planning stage water and wastewater utility projects in Mexico, Ecuador and Panama.

Active Industry Participation. Hawkins’s partners are longstanding and regular presenters at alternative project delivery and P3 forums, including those sponsored by:

- > The Bond Buyer
- > Design-Build Institute of America
- > International City Managers Association
- > National Association of State Treasurers
- > National Council of Public Private Partnerships
- > North American Development Bank
- > Public Works Financing
- > Stanford University
- > U.S. Conference of Mayors
- > West Coast Infrastructure Exchange
- > Various state bar associations
- > Various regional industry associations
- > Various private conference sponsors.

Innovators. Hawkins has originated or advanced many new and useful solutions to the challenges of public procurements and contracting using alternative project delivery and public-private partnerships, in areas ranging from RFQ and RFP structuring to contract terms, administration, concepts and forms.

Significant Project Profiles. Among the hundreds of alternative delivery and P3 projects on which Hawkins has represented state and local governments as lead counsel, several are profiled in Part 3 and Part 5 of this submittal to illustrate the nature of our experience. In the typical engagement, the firm served as the key outside legal advisor to the municipal client, primarily responsible for structuring advice, helping to assure the legal validity of the procurement, and protecting the government’s interests through the drafting and negotiation of the alternative delivery or P3 contract. We were, in addition, centrally involved in the proposal evaluation and selection process. Collectively, these projects have saved the sponsoring agencies several hundred million dollars as against the cost that would have resulted from conventional procurements. Substantial risk transfer and comparative time savings were achieved as well.

Successfully Completed Transactions. A large majority of the transactions and programs in which Hawkins has served as lead counsel have actually been closed and implemented and are currently operating, serving the public purpose objectives of the sponsoring

governments. This record of success in making projects and transactions happen, rather than merely conceptualized and never implemented, is foremost among the qualifications that we believe best distinguish Hawkins.

MUNICIPAL REPRESENTATION EXCLUSIVELY; NO CONFLICTS OF INTEREST

Hawkins represents state and local governments and utility project owners, exclusively, in its alternative project delivery and P3 legal advisory practice. This concentration on the municipal side has allowed us to develop a highly refined understanding of governmental contracting powers; negotiate with an unusually wide array of contractors and infrastructure developers; and concentrate on contracting approaches that best protect the public interest and achieve fundamental public purposes. This policy also has allowed us to see almost every conceivable private sector approach to proposing projects and negotiating contracts. Competing law firms' experience is often concentrated on the corporate side, with the attendant loyalties and perspectives that such representation naturally entails. Hawkins, under a long standing policy established in order to avoid any potential conflicts of interest, does not represent any construction company, engineering firm, or operating services or facilities management provider. Accordingly, Hawkins does not face the prospect, when serving as special counsel for a governmental client, of having either a legal conflict of interest or a business conflict of interest.

HAWKINS AWARD-WINNING PROJECTS

Project Excellence. Several of the design-build based projects (DB, DBO, DBFO, P3) on which Hawkins has served as lead counsel to municipal project owners for procurement management and contract drafting and negotiations have been honored with distinguished national awards or otherwise recognized as industry groundbreaking transactions. These include:

San Diego County Water Authority, California, Carlsbad Seawater Desalination P3 Project (DBFO). The first large scale water sector P3 project in California and in the United States and recipient of a *Project Finance Magazine Deal of the Year Award* and *Bond Buyer Deal of the Year Award*. Recipient of a Global Water Award for the *Global Water Intelligence Desalination Plant of the Year* for 2015.

San Antonio Water System, Texas, Vista Ridge Regional Water Supply P3 Project (DBFO). The first large scale water sector P3 project in Texas.

State of California (Administrative Office of the Courts), New Long Beach Court Building P3 Project (DBFO). The first major social infrastructure P3 project in the United States, and recipient of a *Bond Buyer Deal of the Year Award*.

City of Seattle, Washington, Tolt Water Treatment Project (DBO). The first large scale DBO water treatment project in the United States.

City of Phoenix, Arizona, Lake Pleasant Water Treatment Project (DBO). The first large scale water sector DBO project in Arizona and recipient of the Design-Build Institute of America's *National Design-Build Award*.

City and County of Santa Fe, New Mexico, Buckman Direct Diversion Water Treatment Project (DB). Recipient of the Design-Build Institute of America's *National Design-Build Award*.

City of Cranston, Rhode Island, Wastewater Treatment Project (DBFO). The first large scale P3 wastewater sector project in the United States.

Spokane County, Washington, Regional Water Reclamation Facility (DBO).
Recipient of the Design-Build Institute of America's *National Design-Build Award*.

Three of these noteworthy projects are profiled below.

Legal Architect of the Carlsbad Seawater Desalination P3 Project. Hawkins represented the San Diego County Water Authority as special contract counsel in the development of California's first major reverse osmosis seawater desalination project (a 50 mgd plant built under a design-build-finance-operate public-private partnership) from 2003 to 2013. The \$800 million desalination facility and pipeline project, constructed in Carlsbad at the site of an existing power plant, has served to substantially expand San Diego County's reliable supply of local water sources. Our firm participated as lead counsel in the contract negotiations with Poseidon Resources, the project company, and played a key role on structuring the transaction so that it could secure investment grade credit ratings. Hawkins drafted and negotiated the comprehensive project term sheet, the 30-year DBFO project contract (structured as a water purchase agreement and involving annual payments of \$100 million), the water transmission pipeline DB agreement, and related project and security agreements. Commercial and financial close both took place in December, 2012 and the project became operational in late 2015, providing a critically needed new supply of water in the midst of California's extended drought. Stonepeak Infrastructure Partners provided the long-term equity investment and JP Morgan and Barclays acted as the bond underwriters. The design-builder was Kiewit/Shea JV and Israel-based the international desalination firm IDE Technologies serves as the system process provider and the plant operator.

Legal Architect of the New Long Beach Court Building P3 Project. In the social infrastructure (governmental buildings) sector, Hawkins served as lead counsel to the State of California (Judicial Council of California, Administrative Office of the Courts) from 2007 to 2010 for the \$400 million New Long Beach Court Building. This project was a groundbreaking P3 project for the State, and a landmark event in P3 development of social infrastructure in the United States. Hawkins was the legal architect of the transaction. Our firm was centrally involved in the statutorily-required assessment of whether DBFO (P3) or traditional design-bid-build should be selected as the project delivery method, and in the extensive discussions with the State's Department of Finance about this novel approach in order to secure the DOF's formal approval of the project and the project agreement. Hawkins also participated centrally in the drafting of the RFQ and RFP; in the review of the submittals that the State received in response to each; and in the selection of the most advantageous proposer. Finally, our firm drafted the 35-year DBFO project agreement (involving annual payments of \$50 million) and related project and security documents, and led the State's negotiating team over the 10-month negotiating period. Commercial and financial close both took place in December 2010. Ground was broken in April 2011, and completion and occupancy occurred in late 2013. The project company was formed and led by Meridiam Infrastructure, which invested the equity. The design-builder was Clark Design-Build; AECOM was the lead architect; and the facilities manager is Johnson Controls. BNP Paribas led the 6-bank European lending consortium, which made taxable bank loans to the project company to finance the project. Hawkins led the negotiations with each of those companies and their counsel.

Legal Architect of the SAWS Vista Ridge Regional Water Supply Project. Our firm represents the San Antonio Water System in its alternative delivery procurements of projects intended to increase the water resources available to meet the needs of SAWS' rapidly growing service territory. Hawkins first completed a construction-manager-at-risk procurement for a large groundwater desalination project, and then led the SAWS negotiating team on the successful procurement of a billion dollar, 30-year water transmission and purchase agreement with Spanish water infrastructure developer Abengoa. Commercial close occurred in late 2014, and financial close is expected to occur in mid-2016. Under the agreement the project company is obligated to acquire the rights to 50,000 acre feet of fresh water under groundwater leases

with land owners in rural Bureson County; secure all necessary groundwater pumping and transportation permits from the local ground-water management district; obtain rights-of-way from private property owners for the project alignment; design and build wells, pumping stations, 140 miles of transmission mains, and a terminal in Bexar County; and interconnect the new system to SAWS' existing distribution system. The project company also has long-term operating, maintenance, repair and replacement responsibility for the project. SAWS is obligated under the agreement to take delivery of and purchase product water made available to it over the contract term. The Vista Ridge project is Abengoa's first major water project in the United States. Abengoa, through its various affiliates, will provide equity, build the project under an EPC contract, operate it pursuant to an operating services agreement, and furnish groundwater pursuant to groundwater leases obtained by local groundwater aggregator Blue Water Systems.

HAWKINS'S RESPONSIBILITIES AS LEGAL ADVISOR

Our responsibilities as legal advisor to governmental project owners in alternative delivery and P3 projects have included all of the following:

Drafting Legislation: Drafting project and procurement enabling legislation in several states.

Solicitation Documents: Preparing requests for expressions of interest, market sounding surveys, requests for qualifications and requests for proposals.

Submittal Reviews: Reviewing responses to such solicitations, and participating in the evaluation and scoring of the responses.

Interim Documentation: Preparing preferred bidder or proposer designation letters; non-binding memoranda of understanding, term sheets, letters of intent, and outlines of contract principles; and other interim project documentation.

Risk of Achieving Commercial and Financial Close: Structuring arrangements to allocate risk in the event that contract negotiations are unsuccessful or the contractor is otherwise unable to proceed with construction or financing.

Crafting Performance Guarantees: Collaborating with engineers and other technical advisors to establish and document design criteria, design review procedures, performance guarantees, acceptance criteria and acceptance testing procedures.

Contract Drafting and Negotiations: Negotiating and drafting the entire range of agreements required to effectuate alternative delivery and P3 project procurements, along with related real estate and financing documentation.

Financing: Assuring the integration of the procurement and contracts with the plan of municipal or project financing.

Security for Performance: Assessing the adequacy, and relative merits, of letters of credit, corporate guaranties, payment and performance bonds, at-risk equity and other devices for securing performance by contractors.

Intermunicipal Agreements: Negotiating and drafting inter-agency and inter-municipal agreements.

Permitting Assistance: Assisting in reviewing applications for permits and other governmental approvals.

Environmental Reviews: Consulting with local environmental counsel with respect to the preparation of documentation needed to comply with statutory environmental review requirements.

Labor Issues: Consulting with local labor counsel with respect to project labor agreements, designated employee transfers, and other labor issues.

Contract Administration: Assisting client contract administration.

Workouts: Representing and assisting our clients in disputes and workouts.

ALTERNATIVE PROJECT DELIVERY METHOD SELECTION EXPERIENCE

Developing Business Cases

Active Market Participation. Hawkins's attorneys are regularly engaged by city, county, regional and state governments and municipal utilities to help guide key decision-makers as to the most appropriate project delivery method for large infrastructure projects. Following the delivery method decision, Hawkins then typically plays a central role in implementing the project using the chosen method. From this experience we are fully familiar with industry participants, market practice and performance results, experience which continuously informs our ongoing advice as to the practicability of using various potential delivery methods for particular projects.

Delivery Methods Assessed. Among the project delivery methods typically assessed by our public agency clients are progressive design build; traditional lump-sum design-build; design-build-finance; design-build-operate; design-build-finance-operate (P3) and construction-manager-at-risk. Hawkins has extensive experience with alternative project delivery and P3 statutes in more than two dozen states across several infrastructure sectors. We have also been involved in drafting necessary legislative amendments and special procurement legislation in more than 15 cities and states and can assist our clients and their regional counsel with whatever procurement process resolutions may be necessary or appropriate.

Business Case Examples. Hawkins has conducted numerous structured, multi-part workshops with governmental clients designed to fully familiarize senior management with the practical workings of various project delivery methods. We work closely with co-consultants, joining together an interdisciplinary team of legal, management, technical and financial experts. Because our co-consultants have included most of the major management and technical consulting firms working in this field, we can bring to our clients a full range of perspectives garnered from work with a large segment of the owners' representative industry. Examples of in-depth and comprehensive Hawkins legal consulting assignments that took place over an extended period and that resulted in full business case reviews, analytical reports and memoranda include:

State of California, Judicial Branch, Administrative Office of the Courts: Design-build-finance-operate (P3) selected for the new \$400 million Long Beach Court Building, the State of California's first major public work delivered on an alternative project delivery basis.

State of New York: Evaluation of delivery methods for a new \$500 million consolidated State laboratory, a social infrastructure project. Design-build-finance-operate (P3) selected for project implementation, New York State's first major P3 project for any infrastructure sector.

State of New Jersey, Office of the Governor: Long term concession of the New Jersey Turnpike to a State-controlled non-profit corporation (P3) selected after a review of the full range of private construction, operating, management and financing alternatives for the improvement of the Turnpike. Project implementation was deferred.

Victoria, British Columbia Capital Region District: Evaluation of alternative delivery methods for a new \$750 million multi-plant regional wastewater treatment system, acting as the sector-expert legal consultant on a five-member peer-review team. Design-build-finance (DBF) selected for a new 25 MGD \$150 million wastewater treatment plant, and design-build-finance-operate (DBFO or P3) selected for new \$200 million biosolids treatment facility.

Houston, Texas: Design-build-finance-operate selected over design-bid-build for the City's new \$700 million justice complex. The first major P3 in the social infrastructure field in Texas.

Pima County, Arizona: Design-build-operate selected for the new 30 MGD, \$200 million Roger Road wastewater reclamation facility; CMAR chosen for large-scale capital improvements to Ina Road wastewater treatment facility; CMAR selected for a wastewater conveyance tunnel; and traditional design-bid-build chosen for a central laboratory.

City of Phoenix: Design-build-operate selected for the new 80 MGD, \$200 million Lake Pleasant water treatment plant, raw water intake and raw water transmission line; traditional design-bid-build chosen for finished water pipeline.

San Antonio Water System: CMAR selected for a new 20 MGD, \$100 million brackish groundwater desalination project; traditional design-bid-build selected for wellfields and raw water transmission lines.

Wilsonville, Oregon: Design-build, with contract operations, selected for an upgraded and expanded wastewater treatment plant.

DCWASA (Washington, DC Water and Sewer Authority): Design-build selected for a new \$210 million biosolids main procession train; design-build-operate selected for new \$90 million biogas cogeneration (combined heat and power) facility; design-bid-build selected for new dewatering facility.

Travis County, Texas: Design-build chosen over P3 and design-bid-build for the proposed new \$300 million Travis County courthouse.

Davis, California: Design-build selected for \$75 million in upgrades to a wastewater treatment plant.

Spokane County, Washington: Design-build-operate selected for a new 8 MGD, \$75 million wastewater treatment plant.

Clark County, Nevada: Design-build selected for a \$70 million wastewater treatment plant capital improvement program.

Charlotte Mecklenberg Utilities: Evaluation of alternative delivery methods for the proposed new 25 MGD Long Creek wastewater treatment project.

Approach to Alternative Project Delivery Method Selection

Best Practice. In assisting our clients in selecting the most appropriate project delivery method, we conduct business case reviews to assess the various legally available delivery methods our client would like to consider. Our approach employs the “best practice” analytical methods that we have participated in developing here in the United States, and incorporates valuable learning derived from similar exercises routinely conducted in Canada, the United Kingdom and Australia.

Analytical Elements. These best practice methods all normally involve several professional disciplines (legal, technical, management and financial), and commence with:

Needs Assessment. An overview of the current situation and assessment of future needs;

Project Definition. Establishing a project definition and scope;

Designs. Determining allowable and disallowed designs and technologies;

Goals and Objectives. Setting project goals, objectives, and expected outcomes;

Risk. Making strategic risk and financial assessments;

Funding. Conducting a funding analysis, including accounting and affordability constraints; and

Approvals. Identifying the approvals required to proceed, including coordinating with stakeholders and customers.

Completing the Assessment. With the foundation of the analysis established, the business case assessment then ordinarily moves to:

Legal Authority. Confirming the legal authority for each delivery method to be considered;

Market Sounding Survey. Conducting reviews and assessments of the result of the request-for-expressions-of-interest (RFEI) process using a market sounding survey to determine market interest and input for each proposed delivery method;

Memorandum of Law. Preparing a legal memorandum discussing the procurement procedures, statutory requirements, nature of the agreements and pros and cons of each delivery method;

Risk Register. Preparing a “risk register” of the major risks associated with the project;

Multiple Criteria Analysis. Conducting a multiple criteria analysis (MCA) of each delivery method;

Qualitative Criteria. Identifying qualitative MCA criteria based on the goals and objectives for each project (such as optimizing risk allocation, project quality, implementation schedule, staffing considerations, degree of owner control, innovation potential, cost certainty, etc.), and weighting and scoring each method based on these qualitative criteria;

Quantitative Criteria. Identifying quantitative criteria (projected design, construction, operation and maintenance costs under each method, and determining the net present value of the cost projections);

Risk Adjustment. “Risk adjusting” the projected NPV cost under each method to account for risks “retained” by the owner and risks “transferred” to the contractor under each method; and

Final Comparison. Comparing each method by its qualitative score, and by its quantified, risk adjusted, projected net present value cost. Periodic workshops are typically conducted to develop this business case analysis, an evaluation report prepared, and the delivery method representing the best scored and highest value for money identified and confirmed by our client’s senior representatives.

MUNICIPAL FINANCING OR PROJECT FINANCING

Selection of Financing Approach. The threshold decision in any public works project is whether the project will be financed on a municipal finance basis or on a project finance basis. Most fundamentally, municipal bond financing involves recourse directly to the credit of the governmental agency; the bonds will be paid whether or not the project is completed or works. Project financing, by contrast, involves recourse neither to the credit of the governmental agency or to the credit of a private company. The bonds are paid only if the project is completed and works over the long term as contracted for by the private developer, and the governmental agency pays its service or commodity purchase obligations over the term of the project agreements. Hawkins is a recognized national leader in both municipal bond finance and project finance transactions for public infrastructure projects. Our firm brings an extraordinary depth of experience to both the decision on which approach should be used to finance a proposed project, and then to the execution of the project based on the financing and delivery method selected.

Municipal Financing. Hawkins has several dozen lawyers devoted to the municipal finance practice, which we believe to be the largest such group in the country. Every year the firm is ranked first or second annually among public finance firms nationally based on the volume of municipal bonds approved as either bond counsel or underwriters counsel. An overview of our public finance practice is provided in Part 14 (General Firm Description). When the firm is engaged as legal advisor in connection with alternative delivery or P3 projects, we work closely with local bond counsel, based on our own broad public-finance experience, to properly integrate the project and its procurement, contracting and delivery with the bond issuance objectives of our governmental client under its plan of financing and capital improvement program. Hawkins is fully conversant with all types of municipal finance options, from general obligation bonds, system revenue bonds, and State revolving fund loans to subject-to-appropriation, certificate of participation and lease revenue credits, and how these various public financing options affect contract structures and bond credit rating and interest rate considerations.

Project Financing. Hawkins is equally conversant with and holds a similar nationally leading position in the project financing of public infrastructure, or P3. Our perspective on infrastructure financed on a project-finance basis is informed by the depth and breadth of our experience for over 25 years both in representing municipal project owners as lead counsel on P3 project financing and in representing commercial banks and investment banking firms as lender’s counsel and underwriters counsel on P3 project financing and similar real estate transactions.

Pledged Availability Payments Under P3 Project Agreements. In many cases, the P3 project agreements on which Hawkins has worked have assigned a revenue collection risk to contractors (as in the case, for example, of a DBFO tollroad where the developer and its lenders

take the risk that toll revenues will not be sufficient to repay debt and provide a return on equity investment). But in most cases, the governmental entities have agreed to make periodic “availability payments” to contractors under leases or service agreements. In such instances the payments have been designed to cover debt service on bond financings arranged by the contractors (as well as providing an equity return and compensation for operation, maintenance, repair and replacement work), and have been pledged by the contractors as security for the payment of such debt service. Over the past 30 years, Hawkins has structured, negotiated and drafted dozens of project agreements, involving billions of dollars of availability payments, that have supported the private project financings of the kind normally involved in P3 transactions.

Avoiding the Characterization of Government Payment Obligations as Debt in P3 Transactions. Often in P3 project financing transactions, as a requisite to assuring the financeability of the projects, Hawkins has been called upon to opine that such project agreements or service contracts are valid, binding and enforceable as against the governmental entities involved. This, in turn, has typically required us to make sure that the governmental entities’ payment obligations are sufficiently contingent (either because they are dependent upon the satisfactory provision of recurring services by the contractors or because they are “subject to annual appropriation”) so that they do not constitute unauthorized “debt” of such entities for purposes of constitutional debt limitations, referendum requirements, capital budgeting requirements, debt limits, and other restrictions arising under state law.

PART 2

WATER AND WASTEWATER EXPERIENCE OVERVIEW

PART 2

WATER AND WASTEWATER EXPERIENCE OVERVIEW

SECTOR – SPECIFIC LEGAL EXPERTS

Leading Water and Wastewater Specialists. Hawkins water and wastewater alternative project delivery and P3 work is a “niche” legal practice. The firm has drafted and negotiated the contracts necessary to complete virtually every kind of water, wastewater and residuals management facility and transaction. Our national practice parallels the business reach of the water and wastewater companies seeking these contracts, who generally operate nationally and typically use nationally experienced corporate counsel. We have fully thought through the performance guarantee and other risk and responsibility issues inherent in these transactions in multiple contexts, and can help protect the public interest and effectuate public purpose goals for water and wastewater projects expertly and efficiently.

Water and Wastewater Project Record of Achievement. Hawkins, since 1996, has served as special counsel to municipal governments on 98 water, wastewater and residuals management projects in 24 states, ranging in size from 2 mgd to 500 mgd, serving from 10,000 to 3,000,000 customers, providing an aggregate treatment capacity of 2,680 mgd, and having a total contract value of \$11.1 billion and an aggregate contract term of 1,237 years. Individually, the contracts have had terms ranging from 5 to 25 years, and values from \$5 million to \$4 billion.

Water Projects. Hawkins’s special contract counsel experience includes 40 water projects, most involving new or “greenfield” construction and many among the largest in the country.

Wastewater Projects. We have served as special contract counsel on 48 wastewater projects. These have included contractual operations, management of existing facilities with extensive treatment capacity upgrades, and new plant construction transactions.

Residuals Management. Hawkins has negotiated 14 contracts for the construction and management of new, free-standing residuals management facilities. Also, most of our wastewater projects have included the construction of significant residuals management improvements.

WATER AND WASTEWATER PROJECT CLIENTS

Public Agency Clients (Water and Wastewater). Hawkins’s public agency, district and public authority clients in the water and wastewater sector include or have included:

- > Camden County Municipal Utilities Authority (NJ)
- > Charlotte-Mecklenburg Utility Department (NC)
- > Lynn Water and Sewer Commission (MA)
- > Massachusetts Water Resources Authority (MA)
- > Narragansett Bay Commission (RI)
- > Puerto Rico Aqueduct and Sewer Authority (PR)
- > San Antonio Water System – SAWS (TX)
- > San Diego County Water Authority (CA)
- > Southern Nevada Water Authority (NV)
- > Springfield Water and Sewer Commission (MA)
- > Trinity River Authority (TX)
- > Victoria Capital Regional District (British Columbia)

- > Washington, D.C. Water and Sewer Authority
- > Washington Suburban Sanitary Commission (MD)
- > Woodland-Davis Clean Water Agency

County Clients (Water and Wastewater). Hawkins county clients in the water and wastewater sector include or have included:

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|-------------------|-----------------|
| > Bergen (NJ) | > Pima (AZ) |
| > Burlington (NJ) | > Rockland (NY) |
| > Fulton (GA) | > Sarasota (FL) |
| > Monroe (NY) | > Spokane (WA) |

City Clients (Water and Wastewater). Hawkins's city clients in the water and wastewater sector include or have included:

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|----------------------|------------------|
| > Corpus Christi | > New York (NY) |
| > Cranston (RI) | > Phoenix (AZ) |
| > Fresno (CA) | > San Diego (CA) |
| > Hialeah/Miami (FL) | > Santa Fe (NM) |
| > Honolulu (HA) | > San Jose (CA) |
| > Houston (TX) | > Seattle (WA) |
| > Laredo (TX) | > Stockton (CA) |
| > Lawrence (MA) | > Tacoma (WA) |
| > Newport (RI) | |

Smaller Municipality Clients (Water and Wastewater). Hawkins's smaller municipality clients in the water and wastewater sector include or have included:

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|----------------------------|---------------------------|
| > Fillmore (CA) | > Southold (NY) |
| > Holyoke (MA) | > Vancouver (WA) |
| > Naugatuck (CT) | > Warren Township (NJ) |
| > North Brunswick (NJ) | > Washington Borough (NJ) |
| > Orangeville (CN) | > Waterbury (CT) |
| > San Juan Capistrano (CA) | > Wilsonville (OR) |
| > San Marcos (TX) | |

Investor-Owned Water Utilities. Hawkins investor-owned water utility clients include or have included:

- > California American Water Company (CA)
- > California Water Service Company (CA)
- > San Jose Water Company (CA)

AGREEMENTS AND COMPANIES

Water and Wastewater Agreements. We have drafted and negotiated agreements in connection with every type of water and wastewater transaction, including development, construction, turn-key, operation, management, design-build, design-build-operate, design-build-finance-operate, guaranty, lease, asset purchase and sale, franchise, concession, host community, intermunicipal, efficacy bond and letter of credit agreements, and the full range of related municipal, corporate and project financing agreements as well, for both taxable and tax-exempt water and wastewater projects.

Water Sector Concessions. Hawkins was the chief architect of the first major water/wastewater system concession procurement successfully accomplished in the United States – in Cranston, Rhode Island, summarized below. We also have worked on several similar projects that were extensively considered before being deferred, including the water systems in San Jose, California (privatization) and New Brunswick, New Jersey (privatization) and in Peoria and Champaign-Urbana, Illinois (“municipalization” of an investor-owned utility, the reverse of privatization).

Companies. We have negotiated design-build, design-build-operate and asset management contracts with all of the major water, wastewater and residuals management companies, including:

- > Abengoa
- > AECOM
- > Alberici
- > Allied Waste
- > American Water
- > Aquarion
- > Archer Western
- > Azurix
- > BFI
- > Black & Veatch
- > CDM
- > CH2M OMI
- > Earth Tech
- > ECO Resources
- > Epcor
- > HDR
- > Kiewit
- > McCarthy Construction
- > Metcalf and Eddy
- > MWH
- > PCL
- > Pizzagali Construction (PC)
- > Poseidon
- > Severn Trent
- > Southwest Water
- > Stantec
- > Synagro
- > Thames
- > United Water
- > U.S. Water
- > Veolia Water
- > Waste Management
- > Western Summit

Conference Presentations. Hawkins partners are long-time and regular presenters at water and wastewater industry conferences, including those sponsored by:

- > American Membrane Technology Association
- > American Waterworks Association
- > Design-Build Institute of America (Water Section)
- > Global Water Intelligence
- > International City Manager’s Association
- > International Desalination Association
- > Mayors Water Council (U.S. Conference of Mayors)
- > Underground Infrastructure Management
- > Urban Water Institute
- > Water Environment Federation

CURRENT MARKET ISSUES IN WATER AND WASTEWATER SECTOR PROJECTS

Understanding. In this section, we would like to note several items from our experience in the current market that should be taken account in structuring the commercial terms and conditions of the project agreements.

Risk Allocation Issues. In general, we advocate structuring contracts so that the contractor is responsible for the complete delivery of the project and that all risks are “transferred risks”, except those risks that are clearly and specifically kept by the governmental agency as “retained risks.” These risks are generally referred to as “uncontrollable circumstances”, risks outside the reasonable control of the contractor after exercising reasonable preventative and

mitigating actions. These retained risks would ordinarily include raw water outside the assumed raw water quality parameters; regulated site conditions (hazardous substances and cultural resources); and, as noted earlier, certain permitting risks. Force majeure risks are uncontrollable but largely insurable. General economic conditions, utility unavailability, contractor employee strikes and eminent domain are generally treated as uncontrollable circumstances. Change of law is always a “retained risk”. Relief for retained risks is typically given if the occurrence of the risk affects price, performance or schedule. Subcontractor performance, design efficacy and permissibility are typically “transferred risks”. The industry advocates the principle of assigning a risk to the party best able to manage and control it, and we fully concur. Taking any other approach will cause the contractors to not propose, or include an excessive risk premium. The challenge is to be specific about which risks are transferred and retained. Having developed very detailed and specific language and approaches to this question, and worked it through with proposers on more than six dozen projects, we are in an excellent position to provide counsel on these matters and assist the Agency in reaching agreement with the selected DB or DBO Contractor.

Sureties. The surety market is often tight, and sureties appear to apply different levels of stringency in work with various contractors, apparently a reflection of their perceived financial strength. The sureties’ perception of the risk the design-build contractors are being asked to assume may result in some “push back” on proposed contract terms which clients will have to address. This usually occurs in some of the areas noted below.

Limit of Liability. No CMAR, DB or DBO contractor in today’s market will sign a contract without a “stated dollar” limit of liability. Contractor requests have been for limits as low as 15% of the fixed design-build price, as against a typical owner request of 100%. Negotiations often settle the amount at 50% of the fixed design-build price, but can be as low as 25%. Sometimes there are sublimits on the total amount of delay liquidated damages. Hawkins argues strongly to restrict this stated dollar liability limit solely to damages for non-performance, and make it clear that it does not limit recoveries for indemnities, losses from third-party lawsuits, regulatory fines, economic losses in seeking to perform the CMAR, DB or DBO contract or any other “loss” or “liability” of the contractor. Owners need to recognize that contract liability limits also create parallel limits on the surety’s obligations under performance bonds.

Parent Guaranty. We continue to advocate that the parent of the DB or DBO contractor guaranty performance of the agreement so that the owner will have recourse to a financially strong entity and not an asset-less special purpose entity or to a lower level entity with limited financial strength.

Delay Liquidated Damages. Contractors forcefully resist delay liquidated damages they regard as excessive, or that might be regarded as a legally unenforceable penalty. Often they are scaled, with lower amounts early, rising with the length of the delay.

Extended Commissioning. Our public sector clients often have sought to have a design-build contractor assume responsibility for commercial operations of a newly built facility for a period of six to 18 months following completion. Sometimes this is cast as “extended commissioning.” The DB contractors routinely resist, because they are generally construction company-led and have the typical objectives of construction firms. Sureties heavily pressure the construction firms to avoid taking operating responsibility.

Acceptance Standards. In design-build projects, where there is an absence of any operating commitment by the design-builder, we believe that owners should place a strong emphasis on (1) setting out detailed design requirements and construction quality standards which will assure a high quality project but without undercutting the opportunity for competitive proposer innovations and approaches, and (2) requiring a lengthy conventional equipment and systems break-in and commissioning period, before an Acceptance Test is allowed to be

conducted. The Acceptance Test should be lengthy and complete to best assure that the owner will be able to operate and maintain the facilities at the required performance levels over the long term.

Performance Guarantees - Water and Wastewater Quantity. The acceptance tests will need to require that the plant performs across all of the potential raw water quality parameters. There is often a wide variation in these parameters, particularly in the area of turbidity. We have helped to craft performance guarantees that are part of new plant Acceptance Tests that take account of periodic high levels of turbidity, using a turbidity curve that allows for a lower level of water production with increasing turbidity. Finished water flow rates will need to be developed that will set plant size, and availability and redundancy factors will be taken into consideration.

Other Performance Guarantees. Treated water and wastewater quality standards will need to be furnished based on current law and, as discussed below, possibly enhanced standards as well. We ordinarily also include a “production efficiency guarantee” that assures minimum wastage of raw water. Our contracts typically include, in addition, maximum electricity demand and usage guarantees per volume of raw water treated. Finally, many clients are now insisting on the inclusion of “green” building standards using the LEED system of the U.S. Green Building Council.

Proposal Forms. We are strong advocates of developing numerous technical proposal forms that can be completed by each proposer to describe the technical approach they intend to take. This allows for easy comparability of the technical merit of each proposal, and for the including directly in the contract of the core of the successful company’s technical commitment.

Construction Commodity Price Inflation. In many projects, we developed a functional mechanism for taking account of the kinds of significant swings in construction commodity prices that took place before the recession. This approach eliminates the need for the proposers to include a large contingency for a significant unknown. In today’s market, where commodity price escalation has cooled and in some instances reversed, this issue has receded in importance. Still, we believe it is important to discuss it fully with the project team as part of the planning process.

Permitting Risk. The risks associated with the regulatory “process permit” include delay, and unexpected terms and conditions. These risks are partially within the control of the contractor because it is designing the project, and partially within the control of the regulatory permitting agencies. In recent contracts, the “terms and conditions” risk has been assumed by the contractor, but relief given for delays by the permitting agency, assuming the contractor has submitted complete applications in a timely manner.

Enhanced Standards. The contract will obligate the contractor to design and build a facility that will produce water in compliance with current federal and state drinking water regulatory requirements. We believe the owner should consider mandatory “enhanced standards”. These could include non-primary items (such as taste, odor and color), or more stringent standards than currently required, including those that may be anticipated or that are of particular local concern.

SRF Funding. Hawkins helped secure SRF funding for many similar major projects. Our working familiarity with SRF requirements will help facilitate the development of documentation that should satisfy SRF requirements for the extension of low cost loans to the project owner. We have also facilitated increased understanding of the design-build project delivery method with many SRF funding agencies around the country.

PART 3

**WATER AND WASTEWATER PROJECT PROFILES –
OWNER’S LEAD COUNSEL**

PART 3

WATER AND WASTEWATER PROJECT PROFILES – OWNER'S LEAD COUNSEL

Hawkins has served as lead counsel to municipal utility and investor-owned utility project owners in 98 water and wastewater project procurements. These include DB, DBO, DBFO, contract operations, franchise and concession transactions. Brief profiles of selected transactions are provided below.

DRINKING WATER PROJECTS

Seattle, Washington. (Drinking Water Treatment) In Seattle, our firm drafted the 15-year design-build-operate contract for the City's new 120 mgd Tolt River water treatment plant in the Cascade Mountains, and substantially advised the City in conceptualizing and implementing the procurement process. This transaction is widely regarded as a seminal event in public-private contracting in the drinking water industry. The contract included significant water treatment guarantees beyond those mandated by current law, as well as special security-for-performance provisions which came into play when the vendor's credit standing declined. The plant has been successfully operating for more than a decade. Private Contractor: **Azurix (American Water)**.

Phoenix, Arizona. (Drinking Water Treatment) Hawkins served as the outside legal advisor to the multi-discipline study team that completed a seminal, in-depth study of 11 alternative project delivery methods for the proposed 80 mgd Lake Pleasant Water Treatment Plant. We then represented Phoenix as special counsel in the successfully completed design-build-operate procurement for the Lake Pleasant plant now completed and under operation, utilizing Arizona's omnibus alternative project delivery legislation. The plant treats Central Arizona Project Colorado River water to enhanced standards and under very high periodic turbidity conditions, serves rapidly developing north Phoenix, and is expandable to 320 mgd. Private Contractors: **American Water and Black & Veatch**.

San Diego County Water Authority, California. (Drinking Water Treatment) Hawkins served as special counsel to the San Diego County Water Authority in the development, procurement and negotiation of the design-build-operate contract for the 100 mgd Twin Oaks Valley Water Treatment Plant. The plant was the Authority's first water treatment project, as well as its first project completed on an alternative delivery basis, as the Authority expanded its utility services to include water treatment as well as water distribution. Twin Oaks, a landmark DBO project in Southern California, is capable of treating State Water Project and Colorado River Aqueduct water in any combination and will be the largest membrane surface water treatment plant in the world. Private Contractor: **CH2M OMI**.

San Diego County Water Authority, California. (Drinking Water Treatment) Hawkins also represented the San Diego County Water Authority as special contract counsel in the development of California's first major seawater desalination project (50 mgd). The \$1 billion project, now under construction in Carlsbad at the site of an existing power plant, will serve to substantially expand San Diego County's reliable supply of local water sources. The transaction is a P3, under which the developer designs, builds, finances, operates and maintains the water treatment plant for a 30-year term, and designs and builds the 11-mile treated water conveyance pipeline. Our firm drafted and negotiated the water purchase agreement between the Water Authority and the developer, and the related conveyance pipeline DB agreement. These agreements were pledged as security for investment grade credit-rated tax-exempt private activity bonds issued on a project-finance basis. Private Contractor: **Poseidon Resources Corporation/Kiewit-Shea/IDE**.

San Antonio Water System (SAWS). (Groundwater Transmission System) Hawkins represented the San Antonio Water System as special contract counsel in the drafting and negotiation of the water transmission and purchase agreement for SAWS' \$3.4 billion Vista Ridge Regional Water Supply Project (a design-build-finance-operate public-private partnership). The raw groundwater well and transmission pipeline project will provide San Antonio with up to 50,000 acre feet per year of Carrizo-Wilcox and Simsboro aquifer water from wells located 142 miles northeast in Bureson County for 30 years following the completion of construction. Ownership of the project assets will then transfer to SAWS at the expiration of the term of the agreement. The project will be the largest non-Edwards Aquifer supply of water in San Antonio's history. Hawkins participated as lead counsel in the contract negotiations with Abengoa, sponsor of the project company. Hawkins drafted the DBFO project contract (structured as a water transmission and purchase agreement), and related project and security agreements, under which the project company is responsible for acquiring the groundwater leases, permits and pipeline rights of way. Private Contractor: **Abengoa.**

San Antonio Water System (SAWS). (Brackish Groundwater Desalination) SAWS is undertaking the first major water project under new legislation in Texas authorizing municipal water utilities to use alternative project delivery methods, a 20 mgd brackish groundwater treatment facility and conveyance system. Hawkins served as special counsel to SAWS for the project. In that capacity, our firm committed extensively on the new legislation, helped structure the water rights agreements and counseled SAWS on various available procurement options. CMAR was ultimately selected. Our responsibilities also included assistance with RFEI, RFQ and RFP development and drafting and negotiating both the program management (design engineering) and CMAR construction contracts for the project. Private Contractor: **Black & Veatch and Zachry Construction/Parsons.**

California American Water. (Drinking Water Treatment) Hawkins represented California American Water as special contract counsel in the development and evaluation of the RFQ and RFP solicitation documents, and in drafting and negotiating a design-build agreement for a 9.6 mgd seawater desalination plant in the County of Monterey, California. The agreement includes an option to reduce the capacity of the plant to 6.4 mgd if an independent groundwater replenishment project is completed. Since the plant will utilize water delivered from beach slant wells whose completion may be delayed due to seasonal construction limitations, mechanisms were built into the agreement to allow for delayed or two-part acceptance testing. Private Contractor: **CDM Constructors.**

Santa Fe, New Mexico. Hawkins served as special counsel to the Buckman Direct Diversion Board, which is managing the construction of a new 15 mgd water treatment plant owned jointly by the City of Santa Fe and the County of Santa Fe. The plant, together with an intake structure to divert surface water from the Rio Grande River, transmission lines and pump stations, is being procured on a design-build basis. The BDD project was the first major design-build water project in New Mexico. Private Contractor: **CH2M OMI.**

Southern Nevada Water Authority, Nevada. The Southern Nevada Water Authority, serving the Las Vegas region, was the first municipal utility agency to procure a water project (a major water transmission line) under Nevada's design-build law. Hawkins served as special counsel in connection with the RFP and design-build contract and assisted in proposal review. Private Contractor: **CH2M OMI.**

San Juan Capistrano, California. (Brackish Groundwater Desalination) Hawkins served as special counsel to San Juan Capistrano's Capistrano Valley Water District, providing procurement and contract drafting and negotiation services in one of the first transactions to be effectuated under Government Code Section 5956, California's alternative project delivery and public-private partnership statute for municipal infrastructure. The project company designed, built and operated a 5 mgd groundwater desalination project, with user rates "bought down" to

market by Southern California's Metropolitan Water District through a per-acre foot production subsidy. Hawkins also played a key role in structuring the "split credit" financing under which the District's water revenue bonds would become the bond insurer's responsibility, with backing from the company, in the event there was a project performance failure. Private Contractor: **Eco Resources (Southwest Water)**.

Lawrence, Massachusetts. (Drinking Water Treatment) As special counsel to the City of Lawrence, our firm helped negotiate a consent decree with the Massachusetts DEP for improved management practices at the City's aging water treatment facility, and was centrally involved in the planning and procurement of an entirely new replacement 15 mgd water facility and major distribution system improvements, now constructed and successfully operating. The City received five highly competitive proposals in response to its RFP, and Hawkins drafted and negotiated the design-build-operate contract for the project. Private Contractor: **CDM**.

San Jose, California. (Drinking Water Distribution) San Jose sought to enter into a lease and service agreement with a private water company for the operation and maintenance of its existing 15 mgd water distribution system for rate stabilization, with an up-front payment under consideration. Our firm represented the City as special counsel in procuring and negotiating the proposed service agreement and addressing water supply, rate, PUC regulation and labor issues. Private Contractor: Deferred.

San Diego, California. (Reclaimed Water Distribution) Hawkins served as special counsel to San Diego for the design-build-finance-operate (P3) procurement of a distribution system for reclaimed water produced by the 30 mgd South Bay wastewater treatment plant. We also managed the process of drafting the request for expressions of interest and evaluating the submittals. Other major public-private partnership projects on which we have represented San Diego since 1989 include procurements for a new regional landfill; sludge composting and landfill gas cogeneration facilities; emergency medical services; an international cargo airport; and a managed competition for the operation of the City's Otay Mesa Water Treatment Plant. Private Contractor: Deferred.

Massachusetts Water Resources Authority. (Covered Water Storage Tank) The firm represented MWRA in the procurement of the 50+ mgd Norembaga covered water storage tank, built to protect the drinking water supplied to greater Boston. As special counsel, we assisted in RFP development, proposal review and contract negotiations. The project was the first procured by MWRA on a design-build basis. Private Contractors: **J.F. White Contracting and Slattery Skanska Inc.**

Hialeah and Miami – Dade County, Florida. (Brackish Groundwater Desalination) Hialeah used the design-build-operate contracting method to procure one of the largest brackish groundwater desalination projects in Florida (10 mgd, expandable to 17.5 mgd). Hawkins served as special counsel to the City for the transaction and played a central role in the development of the RFEI, RFQ and RFP solicitation documents and the drafting and negotiation of the DBO contract with the successful proposer. Private Contractor: **AECOM/Inima/Severn-Trent**.

WASTEWATER PROJECTS

Washington, D.C. Water and Sewer Authority (DC WASA). DC WASA is replacing the main process train for biosolids at its 370 mgd Blue Plains wastewater treatment plant, one of the largest in the United States. Hawkins represented DC WASA as special counsel in the review of possible alternative project delivery methods and is serving as special counsel in the procurement of the new \$200 million main process train on a design-build basis using the Cambi Thermal hydrolysis pretreatment process. The project is currently under construction and will be the first major installation of the Cambi THP System in the United States and is expected to

result in annual residual disposal savings to DC WASA exceeding \$15 million. Private Contractors: **CDM/PC (Pizzagalli Construction)/Cambi.**

Pima County, Arizona. Pima County operates a 60 mgd wastewater treatment system serving the Tucson metropolitan area. Hawkins was part of a multi-disciplinary team advising the County on the development and implementation of its \$1 billion capital improvement plan to expand capacity, replace obsolete facilities and meet more stringent regulatory effluent standards. The assessment of available and appropriate alternative project delivery methods and a review of effluent water rights agreements affecting the wastewater system were among the firm's responsibilities. Hawkins served as special counsel in connection with the procurement and negotiation of a new 30 mgd Roger Road Water Reclamation Campus that was awarded on a design-build-operate basis. Private Contractor: **CH2M.**

Spokane County, Washington. Hawkins serves as special counsel to Spokane County in its procurement of a new regional water reclamation facility on a design-build-operate basis. The facility, currently in operations, is an advanced treatment facility with membrane filtration providing an initial 8 mgd of capacity with an ability to be expanded in phases up to 24 mgd. Hawkins assisted with the development of the RFQ and RFP solicitation documents and with the drafting and negotiation of the DBO contract with the successful proposer. Private Contractor: **CH2M.**

Holyoke, Massachusetts. Hawkins represented the City of Holyoke as special counsel in the development, procurement and negotiation of a 20-year service contract for the operation, maintenance, repair and improvement of the City of Holyoke's wastewater system. The project included the design and construction of a combined sewer overflow facility and involved elements of both public and private financing. Private Contractor: **AECOM and Aquarion (United Water).**

Cranston, Rhode Island. (Wastewater System) In Cranston, Hawkins was the principal architect of the first major long-term wastewater project privatization transaction to be approved by the USEPA under Executive Order 12803. The Cranston transaction actually involved eight transactions in one: (1) design-build of capital improvements to the City's 20 mgd plant; (2) design-build of tertiary treatment facilities; (3) 25-year contract operations; (4) 25-year maintenance, repair and replacement; (5) industrial pre-treatment program; (6) sewer maintenance; (7) contract payment/concession fee to the City; and (8) company financing of the contract payment and system improvements. The Cranston transaction is generally regarded as a landmark event in the wastewater treatment industry. Private Contractor: **U.S. Filter (Veolia).**

Lynn, Massachusetts. (Combined Sewer Overflow System and Wastewater Plant) As special counsel to the Lynn Water and Sewer Commission, Hawkins was a key strategist in the Commission's groundbreaking "DBO for a CSO" project. This was the first project in the country for which a city conducted a design-build competition for large scale combined sewer overflow improvements. The project resulted in a savings in excess of \$100 million measured against the cost of conventionally procured improvements mandated by a judicial consent decree. A companion competitive procurement on which we also served as special counsel placed the Commission's 25 mgd wastewater treatment plant under a 20-year operate-maintain-repair-replace contract, including a complete sludge incinerator re-build on a design-build basis. Hawkins drafted and assisted in securing passage of special state enabling legislation for these projects. Private Contractor: **U.S. Filter (Veolia).**

Fulton County, Georgia. (Wastewater Plant) Hawkins served as special procurement and contract counsel to Atlanta's Fulton County for the County's 24 mgd Camp Creek Wastewater Treatment Plant project, which was the first major project to be implemented under new statewide DBO legislation. The private vendor's workscope included building a new and larger treatment plant to upgraded renewal permit standards, while operating an existing aging

facility. Hawkins substantially assisted in RFP development, and drafted and negotiated the DBO contract. Private Contractor: **Azurix (American Water)**.

Newport, Rhode Island. (Wastewater System) Hawkins was the coordinating consultant and special counsel on Newport's 20-year operate-maintain-repair-replace contract for the City's regional 10 mgd wastewater treatment plant. The procurement attracted six high quality proposals and the transaction included significant capital upgrades in response to administrative consent decrees, improved odor control, and company responsibility for the sewage collection system. Private Contractor: **Earth Tech (Tyco)**.

Springfield, Massachusetts. (Wastewater Plant) The Springfield Water and Sewer Commission's 43 mgd wastewater plant, the second largest in New England, was placed under private contract management in a transaction which broke new ground in operator responsibility for odor control, enhanced effluent standards and sludge product production and marketing. Hawkins, as special counsel to the Commission, served as the primary draftsman of the RFP as well as the resulting service contract, and played a central role in contract negotiations. Private Contractor: **U.S. Water (Northwest Water and Bechtel)**.

Naugatuck, Connecticut. (Wastewater System) Hawkins served as special counsel to Naugatuck and its Water Pollution Control Authority, which awarded a 20-year contract to a private company to operate, maintain, repair and replace its 10 mgd wastewater treatment plant, along with design-build improvements to achieve tertiary treatment. The firm was instrumental in securing a private proposal to guarantee sludge importation to fill the plant's excess incineration capacity on a "merchant basis", resulting in a near-zero user fee rate for Naugatuck ratepayers. Hawkins also served as special tax counsel for the tax-exempt certificates of participation that financed the project, concluding that most of the sludge processing improvements included in the project were "solid waste" facilities for IRS purposes and could be financed on a tax-exempt basis without private activity bond "volume cap". Private Contractor: **U.S. Filter (Veolia)**.

Washington Borough, New Jersey. (Wastewater Plant) Hawkins served as lead counsel on the first design-build-operate wastewater project to be implemented in New Jersey. In a unique procurement, DBO proposals were received simultaneously with bids for the construction of the facility on a conventional design-bid-build basis. The lowest construction bid (which was based upon a completed design, elements of which served as the minimum design requirements in the RFP) was added to the projected cost of public operation and compared to the most advantageous proposal received in response to the design-build-operate RFP. The Borough selected the best DBO proposal over the lowest conventional construction bid, and the project was completed in compliance with stringent consent order milestones. With the assistance of Hawkins as bond counsel, the project was financed through the State Revolving Fund. Private Contractor: **U.S. Filter (Veolia)**.

Tijuana, Mexico (Bajagua). (Wastewater Plant) The privately-owned 75 mgd Bajagua project is to treat most of the sewage originating in Tijuana, Mexico to U.S. secondary treatment standards, resolving a major international pollution issue in the San Diego area. Hawkins served as special counsel for the project in connection with the proposed fee-for-service contract with the U.S.-funded International Boundary Waters Commission, design-build-operate contract with a private management contractor, and contract-secured project financing. Private Contractor: Deferred.

Rockland County, New York. (Wastewater Plant) Hawkins served as special counsel to the Rockland County Sewer District for the District's proposed new 5 mgd wastewater treatment plant. The plant will treat wastewater from the newly sewered portions of the County to potable water standards, and recharge the local aquifer. Hawkins drafted the special legislation enacted by the New York legislature to authorize an RFP-based design-build-operate procurement

process, assisted the District in developing the RFP and evaluating proposals, and drafted the DBO contract. Private Contractor: **Veolia**.

Bergen County, New Jersey. (Wastewater System) Hawkins was special counsel to the Bergen County Utilities Authority in connection with the proposed private contract management of its 100 mgd sewer system serving 70 communities. The firm participated actively in the procurement and contract negotiation process, at the conclusion of which BCUA ultimately decided not to award a management contract. Private Contractor: **CH2M OMI**.

Tacoma, Washington. (Wastewater Plant) Our firm represented the City of Tacoma as special counsel in connection with the upgrade and expansion of the City's central wastewater treatment plant on a design-build basis. The project required the completion of work during the continuance of operations, at the conclusion of which the plant will have a 60 mgd treatment capacity and a peak hydraulic capacity of 150 mgd. Private Contractor: **MWH**.

Fillmore, California. (Wastewater Reclamation Facility) The City of Fillmore is replacing an obsolete wastewater treatment plant with a 1.8 mgd wastewater reclamation facility. Instead of discharging effluent to navigable water, the new plant will discharge to percolation ponds and eventually to a reclaimed water distribution system. The project was procured on an alternative delivery basis, using design-build-operate for the plant, design-build for the conveyance facilities, and private operation for the collection system. Hawkins played a central role in the drafting of the RFP as well as in the drafting and negotiation of the service contract. Private Contractor: **American Water**.

Victoria Capital Regional District, British Columbia, Canada. (Wastewater Treatment) Hawkins is serving as co-counsel, with the Vancouver firm of Bull Housser & Tupper, to Victoria CRD in connection with the design-build-finance procurement of the new McLoughlin Point wastewater treatment, being conducted on behalf of VCRD by Partnerships BC. The plant is the centerpiece of the Victoria regions program, in conjunction with the provincial and federal governments, to cease open ocean wastewater discharges. Hawkins also served as a peer review panel review to the VCRD's project delivery method selection process. Private Contractor: Pending.

Wilsonville, Oregon. (Wastewater Plant) Hawkins represented Wilsonville in the procurement of a contract for the upgrade and expansion of the City's existing 5 mgd wastewater treatment plant and the operation and maintenance of the plant for a twenty year term. We participated extensively in the City's formal review process of alternative project delivery methods before the DBO approach was formally selected by City Council. As special counsel, we are actively involved in the RFQ and RFP process and drafted and negotiated the DBO service contract with the selected service provider. Private Contractor: **CH2M**.

Monmouth County, New Jersey. (Wastewater Plant). Hawkins served as special counsel in Monmouth County's procurement of a 150,000 gallons per day (expandable to 250,000 gpd) landfill leachate pretreatment facility and related improvements on a design-build-operate basis. The total contract value is approximately \$50 million which represents a significant reduction to the costs incurred by the County in connection with the trucking and off-site disposal of landfill leachate. Hawkins prepared the RFP and drafted and negotiated the DBO service contract. Private Contractor: **Natural Systems Utilities**.

COMBINED WATER AND WASTEWATER PROJECTS

Stockton, California. (Water and Wastewater System) Hawkins represented Stockton as special counsel in connection with the development and implementation of California's largest long-term management contract for a wastewater treatment plant (43 mgd). The project also included major design-build work for permit-driven nitrogen-reduction upgrades and odor

control system improvements valued in excess of \$50 million, as well as private management responsibility for sludge disposal and for the management of the City's water distribution, storm water, and utility billing and collection systems. Private Contractor: **CH2M OMI and Thames Water.**

Laredo, Texas. (Water and Wastewater System) Hawkins served as special counsel to the City of Laredo, Texas, drafting and negotiating a 10-year service contract for the private management of the City's entire water and wastewater utility system (25 mgd), including treatment plants, collection and distribution systems, billing and collection services, and special protections for the non-unionized utility workforce. Private Contractor: **United Water.**

Puerto Rico Aqueduct and Sewer Authority (PRASA). (Water and Wastewater System) All water and sewer service (500 mgd) in Puerto Rico is provided at the Commonwealth level by PRASA through more than 100 water treatment plants, 200 wastewater treatment plants and associated collection and distribution systems, residuals management assets, pumping stations, laboratories, and billing and collection systems managed by a private firm. Our firm acted as special counsel to PRASA and the Government Development Bank of Puerto Rico in negotiating an extension of the previous short-term private management contract, advising PRASA on the business terms of the RFP, and drafting the 10-year contract for private management and initial capital improvements to the PRASA System. Private Contractor: **United Water (Suez).**

U.S. Navy (60 Eastern Bases). (Water and Wastewater Systems) Hawkins is serving as special counsel to the United States Navy in connection with the proposed privatization of water, wastewater, electricity and gas utility systems at 60 naval bases in the eastern United States. Options under study are asset sales, leases, and management contracts. Our work includes legal and contract research, reviews and advice relating to the feasibility analysis and business model for the program. We are also working with the Navy to develop the transaction forms, contracts and conveyance instruments appropriate to the implementation of the program. Private Contractors: **Various.**

RESIDUALS MANAGEMENT PROJECTS

Most of the wastewater projects on which we have served as special counsel involved contracts giving the private operator responsibility for sludge and residuals management, in addition to responsibility for wastewater treatment. The firm's stand-alone residuals management projects include the following:

Victoria Capital Region District, British Columbia, Canada (Biosolids Management). The biosolids management project is a companion project to Victoria CRD's wastewater treatment project, and is being run as a concurrent procurement. Hawkins is serving as legal advisor together with Vancouver co-counsel. The provincial liquid waste management plan requires that biosolids from the treatment plant be treated and processed into fuel products, and that biogas and phosphorous be recovered from the sludge feedstack. Private Contractor: Pending.

Massachusetts Water Resources Authority. (Sludge Pelletization) Hawkins assisted MWRA, greater Boston's water and sewer agency, as special counsel for the planning, procurement and negotiation of a service contract for the upgrade, operation and maintenance of MWRA's Fore River sludge pelletization plant, and for the marketing of pellet products. This plant processes all of the sludge from the MWRA Deer Island wastewater treatment facility, the centerpiece of the Boston Harbor clean-up program and the largest in New England. Private Contractor: **New England Fertilizer.**

Sarasota County, Florida. (Sludge Management) Hawkins served as special counsel to Sarasota County in the development of a new sludge management project on an alternative project delivery basis using a sludge drying, pelletizing, composting or stabilizing technology to

be competitively determined. We are drafting the RFP, and will draft and negotiate the design-build-operate-finance contract with the selected vendor. Private Contractor: Deferred.

Rockland County, New York. (Sludge Composting) Our firm served as special counsel to the Rockland County Solid Waste Management Authority in the procurement of the largest sludge composting facility in New York State outside New York City. We played a key role in conceptualizing the County's sewage sludge composting project, which serves the county and regional generators, in the RFP drafting and proposal review process, and in drafting and negotiating intermunicipal sludge supply contracts and a design-build-operate contract with a private contractor containing stringent odor guarantees and substantial compost marketing risk protection for the City. Private Contractor: **Waste Management, Inc.**

Burlington County, New Jersey. (Sludge Composting) As special counsel to Burlington County, Hawkins drafted and negotiated a design-build-operate and sludge compost marketing contract for an SRF-funded sludge composting project serving more than 20 municipal sewage sludge generators in the County. The DBO transaction was undertaken after the County rejected bids submitted in response to a traditional DBB procurement. Private Contractor: **Waste Management, Inc.**

Charlotte, North Carolina. (Sludge Management) Hawkins assisted the Charlotte-Mecklenburg Utility District as special counsel in the procurement, drafting and negotiation of a residuals management service contract for the disposal of sludge from several of CMUD's wastewater treatment plants. The contract included operating responsibility for a traditionally procured compost plant, and for land application and beneficial reuse of sludge. Private Contractor: **BFI (Allied Waste).**

Sacramento Regional County Wastewater District, California. (Residuals Management) Hawkins served as special counsel to SRCWD for the development and implementation of a residuals management facility to reduce SRCWD's reliance on lagoon disposal of sludge. The project is privately owned and financed, as well as privately designed, built and operated, with the vendor having product marketing responsibility. Hawkins drafted the DBFO contract for the transaction. Compost, pelletization, lime stabilization and other proven beneficial reuse technologies were entertained by the District before a pelletization design was selected. Private Contractor: **Synagro.**

Nashville, Tennessee. (Residuals Management) The City of Nashville built a new residuals management facility using design-build as the preferred project delivery method. The facility has the capacity to produce dried sludge products from 120 dry TPD of residuals generated by the City's central treatment plant. Hawkins represented Nashville as special procurement and contract negotiating counsel on the project, which involved solutions to complex performance bond issues, innovative performance guarantees following acceptance tests, and commitments to assuring a smooth transition to municipal operation. Private Contractors: **Earth Tech and Archer-Western.**

Camden County Municipal Utilities Authority, New Jersey. (Sludge Dryer Facility). Hawkins assisted the CCMUA with the procurement of a private partner to (i) operate and maintain a sludge drying facility (Komline Sanderson) that was being developed on a design-bid-build basis and which was financed through the Environmental Infrastructure Trust and (ii) to market processed biosolids. The project was driven by the Authority's desire to minimize odors and to decrease costs. As special counsel to the Authority, we were able to negotiate meaningful performance guarantees, including relating to odor, and to transfer certain risks to the private company that are more typical in design-build-operate (DBO) contracts. In addition, the contract provided the Authority flexibility to terminate the marketing element of the agreement without adversely affecting the balance of the Company's operation and maintenance responsibilities. We have also assisted the Authority in negotiating a solar concession and power purchase

agreement for a solar project at the Authority's wastewater treatment plant. In addition, we have assisted the Authority with a subsequent procurement for renewable energy projects, including solar, geothermal and other types of renewable energy projects. We prepared the Request for Proposals for the Authority, which included the preparation of a draft power purchase agreement. We recently assisted the Authority with its procurement of a sludge digester/CHP system at the Authority's wastewater treatment plant. We prepared the Request for Proposals, draft Service Contract and other project documents on behalf of the Authority. We assisted the Authority with the successful negotiation of the service contract with the selected vendor, which contract was executed this past week. Private vendor: **Anaergia**.

PART 4

SOLID WASTE EXPERIENCE OVERVIEW

PART 4

SOLID WASTE EXPERIENCE OVERVIEW

SECTOR – SPECIFIC LEGAL EXPERTS

Solid Waste Project Record of Achievement. Hawkins has served as contract and finance counsel on a total of 151 solid waste projects in 25 states, one US territory and four foreign nations. The contracts involved have an aggregate term of 2,180 years, provide for the disposal of 119,000+ tons per day of solid waste, and are valued at \$35 + billion.

Waste-to-Energy Transactions. Hawkins's solid waste experience as contract and finance counsel includes 59 waste-to-energy projects.

Materials Recovery and Compost Transactions. We have served as contract counsel on 25 materials recovery facilities and 8 municipal solid waste compost projects.

Hauling and Disposal Transactions. Hawkins has negotiated 39 landfill and solid waste hauling and disposal contracts, including 11 for the New York City Department of Sanitation involving over 10,000 tons per day waste.

Other Solid Waste Transactions. The firm's solid waste work has involved a wide variety of other types of facilities as well, including refuse-derived fuel, medical waste, transfer station, landfill, landfill gas, hazardous waste, waste tire, used paper processing, and biomass facilities.

Solid Waste Agreements. We have drafted and negotiated agreements in connection with every type of solid waste transaction, including development, construction, turn-key, operation, management, design-build, design-build-operate, design-build-finance-operate, guaranty, service, lease, asset purchase and sale, franchise, concession, rail haul, barge haul, truck haul, flow control, host community, intermunicipal, efficacy bond, letter of credit and the full range of related municipal, corporate and project financing agreements, for both taxable and tax-exempt solid waste projects.

Companies. Hawkins has negotiated business terms and conditions with a large number of national and regional solid waste firms. These include:

- > Allied
- > American Ref-Fuel
- > Barlow Industries
- > Bedminister
- > BFI
- > Burr Tech
- > Combustion Engineering
- > Covanta
- > Daneco
- > Delta Management Group
- > Eastern
- > Edco
- > Empire Landfill
- > Foster Wheeler
- > Global Recycling Solutions
- > Greenstar
- > Minnesota Methane
- > National Ecology
- > Ogden
- > OTVD
- > Pennsylvania Power and Light
- > PWT
- > Republic Waste
- > Resource, Inc.
- > RRT Empire Returns
- > Sims
- > South Jersey Industries
- > Synagro
- > Taormina Industries
- > USA Waste
- > Waste Industries
- > Waste Management

- > Green Conversion Systems
- > GSF
- > Ingenco
- > Westinghouse
- > Wheelabrator

Conference Presentations. The firm's public contracts and infrastructure group partners are longstanding and regular presenters at solid waste and civil infrastructure industry forums, including those sponsored by the:

- > Bond Buyer
- > Design-Build Institute of America
- > International City Managers Association
- > North American Development Bank
- > Municipal Waste Management Associations (US Conference of Mayors)
- > Solid Waste Association of North America

SOLID WASTE PROJECT MUNICIPAL CLIENTS

Public Agency Clients (Solid Waste). Hawkins's public agency solid waste clients include or have included:

- > Connecticut Resources Recovery Authority
- > Cumberland County Improvement Authority (NJ)
- > Georgia Hazardous Waste Management Authority
- > Jersey City Incinerator Authority (NJ)
- > Mojave Desert JPA (CA)
- > Montreal Regional Authority (QU)
- > Northeast Maryland Waste Disposal Authority (MD)
- > Warren County Pollution Control Authority (NJ)

County Clients (Solid Waste). Hawkins's county solid waste clients include or have included:

- > Broome (NY)
- > Burlington (NJ)
- > Hawaii (HA)
- > Kauai (HA)
- > Kern (CA)
- > Madera (CA)
- > Monmouth (NJ)
- > Montgomery (MD)
- > Morris (NJ)
- > Onondaga (NY)
- > Orange (CA)
- > Rockland (NY)
- > Sacramento (CA)
- > Santa Cruz (CA)
- > Somerset (NJ)
- > Ventura (CA)
- > Wake (NC)
- > Westchester (NY)

City Clients (Solid Waste). Hawkins's city solid waste clients include or have included:

- > Anaheim (CA)
- > Fort Worth (TX)
- > Fresno (CA)
- > Halifax (NS)
- > Honolulu (HA)
- > Huntington (NY)
- > Islip (NY)
- > Jacksonville (FL)
- > Los Angeles (CA)
- > Nashville (TN)
- > New York (NY)
- > San Diego (CA)
- > San Juan (PR)
- > Seattle (WA)
- > St. Louis (MO)
- > Tacoma (WA)

Smaller Municipality Clients (Solid Waste). Hawkins’s smaller municipality solid waste clients include or have included:

- > Arecibo (PR)
- > Clarkstown (NY)
- > Islip (NY)
- > Mountain View (CA)
- > Newport Beach (CA)
- > Southhold (NY)
- > Taunton (MA)
- > Thousand Oaks (CA)
- > Tracy (CA)

SOLID WASTE MANAGEMENT LEGAL SPECIALISTS

Industry Leadership. Hawkins specializes in solid waste management legal services, and has a substantial nationwide practice in this field. Our experience extends to recycling, composting, co-composting, biosolids processing, bulky waste, landfill gas-to-energy, transfer station, hazardous waste, waste-to-energy and landfill facilities, and we are familiar with the legal, environmental, financial and vendor market factors which must be addressed in order to implement each type of environmental facility, including environmental, health risk, energy, contract, finance, securities, tax and litigation matters. Our central involvement in a wide range of transactions spanning three decades also has given us the background necessary to offer clients highly practical advice and judgment as to planning, procurement, structuring, credit, business climate, and timeline issues. As we have consistently demonstrated, Hawkins can contribute whatever expertise and resources are necessary for a successful project or transaction. The firm attributes its market leadership position to a flexible, determined and results-oriented approach grounded on a strong record of experience and achievement.

Flow Control. We have worked with solid waste flow control issues for 30 years, first drafting extensive “regulatory” flow control statutes and ordinances, then filing amicus briefs with the U.S. Supreme Court on behalf of 5 counties in New York, New Jersey and California in the Carbone anti-regulatory flow control case, and finally devising valid economic, regulatory, contract and franchise flow control programs for over a dozen clients in response to the Carbone case. We have advised clients in connection with the ramifications of the U.S. Supreme Court decision in United Haulers and we are actively involved with the drafting, implementation and enforcement of waste flow control programs.

Financing Experience. Our firm has been finance counsel (bond, underwriter or bank counsel) on 72 solid waste projects. The firm’s project finance and public finance departments handle \$20 billion in finance work annually, and we are consistently ranked among the top two municipal bond firms in the country.

Economic Models. In our procurement practice, we work constantly with per/ton or annual service fee forms of compensation, and the entire range of vendor compensation issues, including whether to include certain costs as “pass-throughs”, indexed inflation structures, cost of capital adjustments, insurance matters, and, most importantly, risk allocation related to changes in law and uncontrollable circumstances. Hawkins seeks to assure that proposal forms are developed which mirror the service fee section of the service contract, and allow for a common basis of comparison among proposals. It is customary for technical/management consultants to perform the actual price proposal and financial creditworthiness analyses when proposals are received, and we assist substantially in this regard, including analysis and advice in the areas of security for contract performance.

Service Contract as Security for Project Debt. Hawkins has drafted and negotiated dozens of municipal solid waste disposal service contracts that have served as security for debt issued by companies to build assets to provide service to municipalities. Our legal opinion as to service contract validity is often an important part of such project revenue financings. Further,

we are experts on how various financing possibilities are evaluated in the proposal selection process and how they will affect the service fee.

Procurement Generally. We are nationally recognized, based on this breadth of experience, for our expertise in vendor procurement, RFP structuring and contract negotiations for municipal solid waste management facilities and transactions. Proposal and contract forms and transaction concepts which we pioneered have become industry models and standards.

Approach to Procurement. In general, we believe that the Request for Proposals should be tightly structured and detailed so as to permit pricing to a common scope of services and contract provisions. We also advocate carrying on the competitive process, subject to the specific requirements of applicable local procurement statutes, until the point of diminishing returns has been reached.

Environmental Experience in Solid Waste Matters. Hawkins has reviewed the environmental impact statements and permit applications for a considerable number of the solid waste management projects in which we have participated and we have represented clients in connection with the receipt of notices of violation in connection with such permits. Through this experience we are familiar with state solid waste and environmental regulations and their potential effect on the feasibility of MSW-based projects. More generally, we have participated extensively in the environmental impact review and permitting process for most of the solid waste projects on which we have worked.

Federal Tax Issues. Federal tax issues are always central to solid waste management project development, contracting and financing. Hawkins's 9-member tax department regularly assists the firm's public contracts and infrastructure group in handling federal tax issues arising from solid waste project transactions. These include structuring the contracts to assure the tax-exemption on the debt issued to finance the project and, where private ownership is involved, dealing with tax law issues affecting the owner and the municipality. Our approach in private financings includes requiring the company expressly to assume all tax-related risks, including the risk of an adverse IRS determination as to taxpayers' entitlement to take tax benefits; a change in tax law that would diminish or eliminate the availability of the tax benefits; and any inability of the taxpayer to actually use the credit. Competition can be generated on these issues.

Participation in Public Forums. We are firmly committed to the development of the solid waste management field through education and public policy discourse, and have sponsored and participated in seminars on legal and other topics involved in solid waste management project implementation. The firm is a member of the Solid Waste Association of North America (SWANA). We are currently participating in the development of a curriculum of a one-day seminar regarding the Development of Conversion Technology Projects attendance at which will satisfy continuing education requirements. Hawkins is a member of the United States Conference of Mayors' (USCM) Solid Waste Advisory Committee (SWAC) and has served as counsel on the Advisory Board to the Executive Committee of the SWAC. We were also one of the founding sponsors of the USCM Resource Recovery Leadership Institute (RRLI), which has provided mayors from cities around the country with several intensive two-day seminars each year on solid waste disposal and resource recovery matters using a curriculum which Hawkins helped design. The firm was also a founding member of the Solid Waste Composting Council (SWCC) and served on its regulatory and legal affairs committee. Members of the firm speak regularly at the seminars and conferences presented by the USCM, the Solid Waste Association of North America including WASTECON, SWANA's North American Waste-to-Energy Conferences and Landfill Gas Symposiums, the National Solid Waste Management Association (NSWMA), the National Recycling Coalition (NRC), and at a variety of other municipal and professional forums on legal, environmental and financial topics involved in solid waste disposal facility planning, procurement, permitting and implementation. Articles authored by members of the firm on legal and contractual issues in solid waste management have appeared in Waste Age, Resource

Recovery, MSW Management, World Wastes and other industry journals. The firm also is frequently requested to provide expert advice on environmental, solid waste management and related tax issues to members of Congress, state and local elected officials and their staffs concerning proposed legislation. Of substantial assistance to our clients and practice is an extensive special reference library which houses the firm's collection of precedent contracts and offering documents from completed solid waste management transactions, as well as a full range of industry periodicals and conference proceedings.

Implementation Record. We believe that our outstanding record of participating in projects which have not only been negotiated and financed but have actually been constructed, and are currently successfully operating, is attributable to our broad experience in the full spectrum of facility development activities, including policy planning, system regionalization, contract negotiations and project and system financings. Our combination of extensive planning, environmental, contract and financing expertise has helped numerous clients avoid procurement failures and successfully implement a wide range of solid waste management projects.

SOLID WASTE EXPERIENCE PROFILE

Evolution of Our Practice in Solid Waste Management Transactions. Hawkins has been actively involved in municipal client representation on solid waste management matters since the early 1970's. The opportunities to provide this service to our public sector clients and develop this practice arose from the landfill disposal crisis which began during this period and has since continuously intensified. Our expertise quickly grew to include expertise in the fields of waste-to-energy projects; solid waste flow control; franchising haulers; intermunicipal and project contract negotiations; and environmental planning and permitting as they pertain to solid waste management facilities, and soon became national in scope. Our solid waste management attorneys, in light of the growing public policy emphasis in many states on formal and comprehensive waste disposal planning and multiple disposal options, regularly join together to serve the diverse planning, procurement and environmental legal needs of the firm's clients which often must be addressed before any particular facility or transaction can be implemented. Similarly, as waste disposal approaches have evolved to include greater emphasis on reduction, recycling, composting, materials processing, transfer-haul, hazardous waste management and modernized landfills, the firm's expertise quickly broadened to encompass these fields as well as large waste-to-energy projects. Because a great number of these transactions have involved facilities which serve the environmental needs of multiple jurisdictions, the firm has had an opportunity to play a key role in structuring and drafting the basic intermunicipal and waste supply agreements binding such communities together in a regional compact. Hawkins has also conducted service contract negotiations with more than two dozen franchise or contract waste haulers and, as alternatives to landfilling and ocean dumping of sewage sludge have been increasingly pursued, has conducted sludge disposal services privatization procurements and contract negotiations. In the 1990's, as environmental concerns rose in importance worldwide, the firm extended its practice in this field to include several overseas sovereign, provincial and municipal clients undertaking privatized waste management projects with international consortia. With the growing interest in contracting out on a privatized basis the operation, expansion and upgrading of municipal water and wastewater treatment facilities, the firm has expanded its environmental facilities procurement and contract negotiation practice to include municipal representation in public-private partnerships and alternative project delivery transactions in the water and wastewater sectors. Hawkins has, in fact, now served as special counsel to municipalities on over 80 water and wastewater sector design-build, design-build-operate and asset management contracts.

Breadth of Services and Resources. The firm's attorneys have been involved in solid waste management project and transaction development at all stages, including planning reviews; preparation of environmental and health impact statements; legal and implementation studies culminating in requests for qualifications and requests for proposals; negotiations with

system vendors, municipal system participants, franchise haulers and energy and materials customers; negotiations with state governments for construction assistance grants; contract drafting, review and administration; drafts of plans of financing and legislation; reports to rating agencies and bank management as to credit and feasibility issues; analyses for state and local government as to public policy issues; and all documentation associated with construction, operation and service arrangements and securities offerings. The firm also has extensive experience in seeking judicial enforcement of executed construction and service contracts, and in effectuating the sale of ownership of constructed waste disposal projects in leveraged lease transactions.

Cooperation with Other Participants. The firm makes a special effort, in representing our clients, to establish a cooperative atmosphere among all project participants. We recognize that environmental facilities are built ultimately on a consensus between the public and private sectors and their professional representatives. It is our view that staff or local outside counsel to issuers and municipalities play a key role in the progress of any solid waste management matter, and we continually seek to assist such counsel and to devise a suitable division of responsibility. The firm has excellent working relationships with the major consulting engineering, financial advisory and underwriting firms currently active in the field.

International Experience. Hawkins's domestic practice in the development and privatization of environmental facilities and services also includes the international arena. We have represented municipal government in major contract procurements and concessions for resource recovery facilities in Halifax, Nova Scotia and metropolitan Montreal, Canada; compost facilities in Riyadh, Saudi Arabia; and franchise waste haulage contracts in Buenos Aires, Argentina. In Puerto Rico and the Virgin Islands, the firm also has extensive experience in solid waste system development, intermunicipal contracts and facility procurements and contract negotiations. Our domestic and international practices enhance each other, and heighten the level and quality of experience the firm is able to offer its clients wherever located.

CONVERSION TECHNOLOGY

Performance Risk. The Municipal Solid Waste conversion technologies, including gasification, anaerobic digestion and others, each present performance risk. In structuring a conversion technology transaction, care must be taken to assure that the contractor assumes the cost and risk of:

- > Commercial research and development;
- > Technology scale-up;
- > Permitting and environmental impact review;
- > Successful completion of construction and passage of a rigorous acceptance test;
- > Long term compliance with throughput, conversion efficiency, residuals, and any pollution guarantees;
- > Capital maintenance.

We have met these challenges on a large number of similar projects, including a major, innovative refuse-derived fuel project for the State of Connecticut.

Industry Considerations. Municipal solid waste and biosolids conversion technology holds great promise for development in the United States. This promise is reflected in the goals often adopted by municipalities for projects of this nature. These include increased MSW and biosolids diversion from landfills, reduced greenhouse gas emissions, green energy and fuel production, and long term viability. At the same time, with few or no installations of any significant size in this country, a number of industry considerations come into play. These include:

- > The sufficiency of the credit strength of the potential proponents to guarantee a design-build-operate contract;
- > The large number of potential entrants;
- > The lack of a significant U.S. presence; and
- > The challenges of successfully privately financing the project.

Private Project Financing. The private project financing approach (DBFOM or P3) has been taken in many waste-to-energy projects, particularly where the technology is proprietary and not fully proven on a commercial scale. Private financing effectively transfers the critical “completion risk” to the project company and its lenders. If the project doesn’t work as intended, the municipal governments have no debt, and the project company must clear the site. We would note, though, that in our experience, private project financing adds a great deal of time, cost and complexity to the transaction. This is because no corporation will put such debt on its balance sheet, and the transaction must therefore be a “project financing”, secured by the project service agreement and non-recourse to either the sponsoring corporation or to the local governments. The structure becomes even more complex if third-party investors, rather than the sponsoring corporation, invest the equity required by the project lenders.

Private or Public Ownership? Ordinarily, private financing of an asset goes along with private ownership of that asset. The private owner builds and owns the conversion project on land leased from the public agency, and borrows construction funds secured by a leasehold mortgage and the project service agreement. This allows the private firm to take depreciation deductions on the project, and requires the firm to own the residual value of the project when the project service agreement expires. If the public agency wishes to purchase the project or continue the service at that time, it has to pay fair market value. It is important for public agencies to appreciate, however, that it is possible to have private financing coupled with public ownership. This approach, in fact, characterizes most of the P3 projects done in the U.S. and internationally. Governments often choose public ownership with private financing because they don’t wish to give up the project’s residual value at the end of the project term. There are numerous considerations regarding this issue that should be explored as structuring choices are made.

Taxable or Tax Exempt? Private financing ordinarily entails taxable (higher cost) debt. In the solid waste area, though, tax-exempt financing is available if (1) “private activity bond volume cap” is obtained from the state, even if the project is privately owned, or (2) the project is publicly owned but privately financed, the government owns the residual value, the company doesn’t take depreciation deductions, and the contract term does not exceed 20 years. Hawkins’s lawyers are national experts on these issues and will work with you to secure lower-cost tax exempt financing for this project if feasible.

Private Financing of Public Infrastructure Experience. Our firm is an industry leader on all of these critical, interrelated ownership, tax and structuring issues. Our experience also encompasses a broad range of DBFO and design-build-finance-own-operate projects nationally, including projects for San Juan Capistrano (desalination); Sacramento County Regional Sanitation District (biosolids pelletization); Massachusetts Water Resources Authority (biosolids pelletization); Cranston, Rhode Island (wastewater treatment); and a large number of solid waste resource recovery projects (including Montgomery County, Maryland; Huntington, New York; Onondaga County, New York; and Springfield, Massachusetts).

RESOURCE RECOVERY PROJECTS

Trends in Resource Recovery Projects. Although solid waste conversion technology projects differ fundamentally from mass-burn waste-to-energy or resource recovery projects in the way energy is extracted from municipal solid waste, they share many similarities. These include the large utility scale of the project, waste receiving and handling, residuals disposal and

pollution control, as well as energy recovery. In the 1970s, 1980s and 1990s we worked on several dozen waste-to-energy projects as procurement, contract, or finance counsel. Following the decline in new WTE project development in the U.S. in the mid-1990s, we assisted many of the existing project sponsors (all public entities) in contract administration matters as well as with the plant retrofit issues. Equally important, during that time, we continued to develop the procurement and contract concepts that were the basis of those early projects, in the development of over 100 new municipal utility projects in the solid waste, renewable energy, water, wastewater, and residuals management sectors. We continue to be on the front lines as communities around the country are once again seeking to develop long-term, sustainable, environmentally sound waste disposal with the benefit of energy production by using waste conversion technologies.

Overall Resource Recovery Project Record. As noted above, Hawkins has served as contract and finance counsel on 59 waste-to-energy projects over 3 decades. Four transaction partners, and two tax partners, each have more than 20 years of experience in procuring and negotiating waste-to-energy contracts on behalf of state and local governments in the United States. These resource recovery projects have involved contract terms exceeding 1,000 years, over 56,000 TPD in disposal capacity, and contract value in excess of \$23 billion.

Built and Currently Operating Plants. Resource recovery plants on which Hawkins served as solid waste counsel and that are built and currently operating include:

- > Babylon (NY)
- > Biddeford (ME)
- > Bridgeport (CT)
- > Bristol (CT)
- > Dutchess County (NY)
- > Hempstead (NY)
- > Honolulu (HA)
- > Huntington (NY)
- > Islip (NY)
- > Lawrence-Haverhill (MA)
- > Marion County (OR)
- > Mid-Connecticut (CT)
- > Montgomery County (MD)
- > Niagara County (NY)
- > Pittsfield (MA)
- > Springfield (MA)
- > Tulsa (OK)
- > Union County (NJ)
- > Wallingford (CT)
- > Westchester County (NY)

Deferred Projects. Hawkins also represented a number of major state and local governments as special counsel on waste-to-energy projects that were successfully procured and contracted for, but were deferred and never built for various public policy reasons. These include:

- > Bergen County (NJ)
- > Broome County (NY)
- > Halifax (NS)
- > Los Angeles (CA)
- > Monmouth County (NJ)
- > Montreal (QU)
- > New York (NY)
- > San Juan (PR)
- > St. Louis (MO)

PLANNING AND PROCUREMENT

Developing Solid Waste Management Plans. As government today seeks to carry out its responsibility for conducting or sponsoring municipal solid waste management programs, there is increasing emphasis on preparing and updating written solid waste management plans. Often these plans, particularly in the waste disposal area, are given the force of law by statute. This is the case, for example, in New Jersey. Hawkins has been involved, through retainer or informal consultation, in waste management planning for the States of California, Connecticut, Georgia, Maine, Missouri, Hawaii, New Jersey and New York and the Commonwealth of Puerto Rico. Through our work with clients responsible for state plan implementation at the local level, we have commented on and participated in the formulation of numerous city and county solid

waste management plans and their integration with generic or programmatic solid waste disposal environmental impact statements. We currently are or have previously been engaged specifically to provide legal assistance in developing the solid waste management plans for New York City, Somerset, Bergen and Monmouth Counties, New Jersey, Rockland County, New York and the Arecibo, Puerto Rico region.

Private Hauler Franchise Agreements and Disposal Agreements. The firm represented the City of Anaheim, California in connection with the renegotiation and restructuring of its private hauler franchise agreements with Taormina Industries, and has worked extensively with Orange County, California and San Diego County, California in reviewing and modifying franchise agreements between the counties and cities and their private franchise haulers. Hawkins advised both counties on franchise negotiations with haulers serving county unincorporated areas. In Thousand Oaks, California, the firm represented Ventura County in renegotiating medium term franchises with three haulers, each serving a separate county collection district. We also advised Mountain View, California in a franchise renegotiation with its private hauler. As special counsel to Morris County, New Jersey, Hawkins assisted in renegotiating the settlement agreement governing its relationship with the private company holding the franchise for Morris County waste disposal. The firm also drafted a franchise flow control ordinance for the County of Jacksonville, Florida, in anticipation of negotiating franchise agreements with the commercial haulers in the County. Similar services were performed for the City of Newport Beach, California and Santa Cruz County, California. We also represented the Municipality of Arecibo, Puerto Rico in negotiating a medium term waste collection agreement with BFI.

Waste Assembly, Regional Systems and Flow Control. The projects on which the firm has worked involve an array of approaches to the problem of assembling a sufficient supply of waste for an economical disposal plant. Projects such as New York City, Los Angeles, San Diego, Sacramento, Monmouth, St. Louis, San Juan, and Tulsa have all involved one political jurisdiction executing a single service agreement. Others have involved a single service agreement executed by a political jurisdiction which overlaps several municipalities, such as the county and town projects for Stanislaus, Hempstead-II, Babylon, Islip, Dutchess, Westchester, Marion and Niagara. Still others involved multiple service contracts, joint powers agreements, or waste supply agreements with large numbers of communities, such as the projects in Hartford (44), Bristol (6), Wallingford (4), Bridgeport (9), Southeastern Connecticut (11), Springfield (4), Biddeford (10), Onondaga County (33), Montreal (26) and Halifax (4), which are most difficult to effectuate due to the evident proliferation of negotiations. The firm in each of these transactions helped forge a consensus to participate among the regional municipalities, and prepared and negotiated the intermunicipal service contracts required to effectuate and finance the transactions. The firm advised Orange County, California and its county/city managers waste management committee in developing, negotiating and drafting waste supply and rate stabilization agreements among the County and its 31 cities to secure the long-term disposal capacity and economic operation of the County's 15,000 TPD landfill system. The firm was also engaged in a similar waste assembly and flow control contract review for the 5000 TPD 18-city San Diego County, California landfill system. Hawkins is familiar with typical garbage collection practices, including private hauler, municipal hauler, municipal contract haulers, franchise hauler and public drop-off, and the regulatory measures required to ensure the flow of waste to solid waste management and resource recovery facilities. As special counsel to Santa Cruz County, California, the firm advised the County and two cities on waste flow control and joint exercise of powers issues in structuring a regional disposal system. We have drafted, proposed and reviewed state legislation in numerous jurisdictions enabling local government to enact local flow control laws without risk of anti-trust enforcement, and we have drafted or reviewed local implementing legislation effectuating flow control for most of the projects on which we have worked. The firm also has helped effectuate projects such as those for Montgomery County, Maryland; Rockland County, New York; Union County, New Jersey; and Biddeford, Maine, which relied on economic rather than legal flow control for waste supply. The firm actively advises all

of its clients, and the United States Conference of Mayors, on the impact of federal court decision-making on interstate commerce cases affecting waste disposal, and has crafted various “generator fee” charging programs which lower tipping fees to levels sufficient to attract commercially generated, privately hauled waste on an economic, rather than legal, flow control basis. The firm filed two amicus briefs with the United States Supreme Court on behalf of five municipal clients in connection with the 1994 Clarkstown flow control case dealing with interstate commerce issues, is actively counseling its clients on compliance strategies in light of the Court’s decision, and represented Bergen County, New Jersey and Onondaga County, New York in litigation challenging their flow control programs. Hawkins’s position in these briefs was essentially embraced by the United States Supreme Court in the 2007 Oneida Herkimer case, sustaining regulatory flow control to governmentally owned and sponsored solid waste facilities.

Materials Recovery Facilities. Recycling is now widely accepted as a primary goal in waste disposal planning, and Hawkins is at the forefront of municipal efforts to successfully effectuate recycling on a commercial scale through the construction of materials recovery facilities receiving and processing curbside-separated recyclables. The firm completed the legal procurement work and successful contract negotiations on a materials recovery facility for Monroe County, New York now in operation and performed similar services for a recycling facility in Huntington, New York which was to be fully integrated with a resource recovery facility on an operational basis. Hawkins served as special counsel to Somerset County, New Jersey in connection with the acquisition of a 750 TPD transfer station from a private owner, the construction and operation of materials recovery and mixed waste processing capacity, and the long haul disposal of process residue. We also served as underwriter’s counsel in the proposed financing of the 500 TPD R2B2 private merchant recycling facility in the Bronx, NY. The firm served as bond counsel on two regional materials recovery facilities now operational for the Connecticut Resources Recovery Authority, serving the Mid-Connecticut and Bridgeport, Connecticut areas, and as bond and underwriter’s counsel on a materials recovery facility proposed to serve the Stratford, Connecticut area. We also provided advice as contract counsel to the Island of Montreal regional governments on their proposed 200 TPD materials recovery facility. The firm, serving as bank or underwriter’s counsel, has participated in financings for several newsprint and corrugated recycling and re-manufacturing plants, including newsprint de-inking plants in Washington and Alabama and a linerboard plant in Connecticut. The firm represented Rockland County, New York and Santa Cruz County, California in successfully completed materials recovery facility procurements. Recycling is being implemented in most of the projects in which we are active and, through advice on flow control, financing and implementation matters, the firm has helped structure several recycling programs which have been successfully combined with resource recovery plants. Legislation authored by Hawkins granting flow control power to local government, but preserving private recycling and protecting scrap dealers, became the model in New York State. The firm supports recycling directly through its own office paper recycling program developed in conjunction with the New York City Department of Sanitation.

Mixed Waste Processing. Sometimes called “intermediate processing facilities” or “dirty MRF’s” to distinguish them from “clean MRF’s” processing curbside separated recyclables, mixed waste processing facilities have also been studied, procured and contracted for by municipal government. Hawkins served as special contract negotiating counsel representing municipalities in three major mixed waste processing facilities that have drawn national interest. The 1700 TPD Monmouth County, New Jersey mixed waste processing facility was designed with three 600 TPD lines serving as a “front-end” processing system to remove contaminants and additional recyclables remaining in the waste stream after source separation removes clean recyclables at curbside, all before the remaining waste is combusted in a resource recovery facility. A contract for this facility was successfully negotiated and executed with Westinghouse Electric Corporation. In San Diego, California, the firm served as special contract negotiating counsel and bond counsel in negotiations with Daneco, Inc., the selected vendor for a 1000 TPD mixed waste processing and composting facility. The facility was planned to process commercial and

residential waste streams separately and extract numerous classes of recyclables to assist the County in reaching waste diversion goals mandated by California law. We represented Sacramento, California as special contract negotiation counsel in conducting negotiations with BFI for a 2200 TPD mixed waste processing, clean materials recovery, leaf and yard waste compost and household hazardous waste facility. In each case the firm played a key role in structuring the RFP, drafting proposal and guarantee forms, and drafting and negotiating vendor contracts. Hawkins also served as special contract counsel in the conceptualization and development of the proposed 750 TPD Oxnard mixed commercial waste processing facility/transfer station developed by the Ventura Regional Sanitation Districts; the 500 TPD mixed waste processing facility built for the Mojave Desert and Mountain Regional Solid Waste Joint Powers Authority; and a mixed waste processing facility to serve Riyadh, Saudi Arabia. The firm also represented Monmouth County, New Jersey in connection with a mixed waste processing and baling facility procurement. Work with these clients has enabled us to develop new types of performance guarantee structures appropriate to mixed waste processing technologies.

MSW Composting. Municipal solid waste composting has also been seriously evaluated by several communities, either as a form of recycling where compost markets can be expected to be developed, or as a means of lessening the toxicity and reducing the volume of compostable wastes prior to landfilling. Sewage sludge co-composting has also gained popularity as a management tool in light of higher costs of hauling and landspreading and increasing public opposition to sludge incineration. Hawkins has represented municipal government as special contract counsel in several major compost facility procurements. These include procurements for the City of San Diego, California (1000 TPD); the City of Fresno, California (900 TPD); Burlington County, New Jersey (300 TPD); and Rockland County, New York (150 TPD). The San Diego project involved materials recovery from mixed MSW, and co-composting with sewage sludge. In Fresno, the firm conducted simultaneous competitive negotiations with Bedminster and PWT Waste Solutions (Thames) on a mixed MSW and sludge co-compost facility. The Burlington and Rockland projects involve the composting of sludge and yard waste, with the possible future addition of low grade paper and commercial food waste. Competitive proposal processes were conducted for both of these projects which were successfully built and are now operating. A similar project of 200 TPD was undertaken in Santa Cruz County, where the firm also served as special contract and finance counsel. The firm has also served as contract counsel for projects in Southold, New York (150 TPD), Monroe County, New York (300 TPD) and Riyadh, Saudi Arabia, on which substantial procurement and contract negotiation work had been completed prior to a decision to defer the project. The Monroe project consisted of converting an obsolete solid waste management facility into a compost feedstock production facility, and constructing a compost production facility for the feedstock on a separate site. Hawkins also represented the underwriter in a 500 TPD intensive recycling and MSW composting project for several East End towns on Long Island, New York, and played a key role in helping structure the intermunicipal construction and operation contracts securing the financing. In Springfield, Missouri, the firm served as special flow control counsel in connection with a proposed 600 TPD Daneco recycling and MSW composting plant. The procurement processes in these transactions, which the firm played a key role in developing, demonstrated the viability of adapting many of the approaches, strategies and proposal and contract forms commonly applied in full service vendor resource recovery procurements to the MSW composting and recycling arenas, with appropriate adjustments to account for generally weaker vendor credit, the importance of waste composition issues, the absence of long-term product sale contracts and similar factors characterizing this emerging segment of the waste disposal industry. The firm's MSW composting facility procurement experience gives it a working familiarity with the vendors, and with the technologies which have been offered, over many years in this market, including Bedminster, IPS (Wheelabrator), PWT (Thames Water), BFI, Daneco, Waste Management, OTVD, and Buehler. As a part of these engagements, the firm has worked with state regulators to develop appropriate guidelines for compost quality and marketing which are central to assuring success for the business of MSW composting.

Environmental Aspects of Waste Management. The firm has played active environmental roles in the Los Angeles and San Diego, California; Southold, Huntington, Rockland County, Onondaga County and Broome County, New York; Monmouth County, New Jersey; and several Connecticut Resource Recovery Authority projects, involving regular contact with state regulatory officials and responsibility for evaluation of procedures undertaken by clients in compliance with environmental review and permitting processes. The predominance of environmental issues in virtually all of the solid and hazardous waste transactions in which we are engaged has allowed us to develop expertise in the environmental law of several states, and the contractual and financing implications of environmental law compliance. This familiarity extends not only to conventional environmental impact statement, health risk assessment, technology assessment, and construction and operating permit issues, but to hazardous waste mitigation and liability matters under the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA” or “Superfund”), the Resource Conservation and Recovery Act (“RCRA”) and their state analogs. In the Huntington and Babylon, New York projects, we were centrally involved in the development of resource recovery plants on the sites of publicly owned landfills designated as active hazardous waste sites, requiring extensive remedial investigation and feasibility study work in conjunction with a closure plan. In the Rockland County, New York project, we developed fresh approaches to the problem of folding existing town transfer stations, constructed at town landfills that required potentially extensive remediation, into the County’s solid waste management plan. The firm represented Onondaga County, New York, as special litigation counsel, in an investigation of possible permit violations by the private operator of the County’s sewage disposal plant.

Resource Recovery Technology. Many of the successfully financed projects under construction or in operation in which we have participated used mass burn technology. The demise of the Baltimore-I, Milwaukee, Monroe County, Bridgeport-I, Hempstead-I and other projects dating from the 1970’s involving experimentation, research and development has served to illustrate the hazards of contracting for unproven technology. Our familiarity with these technologies, their operating results, and the physical operating systems have been important in contract negotiations and drafting and in assisting the preparation of project feasibility reports. We have worked on projects ranging from 240 TPD to 3,000 TPD and are familiar with the varying requirements for developing small, medium and large scale facilities. The firm has also served on projects employing more advanced versions of refuse-derived-fuel technology, such as those for Hartford, Connecticut (Asea Brown Boveri), Honolulu, Hawaii (Asea Brown Boveri), and Biddeford, Maine (General Electric). Hawkins has participated as underwriter’s counsel or bond counsel on several special waste combustion facilities, including a major tire burning facility in Sterling, Connecticut and a large biomass combustion facility in Imperial County, California.

Waste-to-Energy Contractors. The firm has negotiated with and worked on projects involving all of the major waste-to-energy system contractors. These include Wheelabrator, Waste Management (Montenay), and Covanta (formerly Ogden, and now including American REF-FUEL and ABB), as well as system vendors who have left the business such as Foster-Wheeler, Fluor, General Electric, Dravo, Riley, Blount, UOP, Consummat and Vicon. This has given us a thorough familiarity with a wide range of vendor negotiating styles, issue sensitivities, bidding patterns, contract forms, parent company support approaches, market trends and industry personnel. As discussed earlier, we do not accept engagements from any private sector vendor regularly submitting competitive proposals for solid waste management, whether for sludge processing, waste-to-energy, composting, recycling or mixed waste processing facilities, and thus are never subject to potential conflicts of interest in any procurement or contract negotiation process. Hawkins’s working professional relationships with the waste processing companies with which we have negotiated, however, are a valuable asset in project development. We believe that we are unique in our ability to successfully negotiate and close negotiations with such vendors and their counsel, primarily because we understand their business and their needs and can accurately reflect and anticipate the solution to many of the difficult issues that arise in

contract negotiations and project financing while at the same time forcefully representing and advocating the views and needs of our municipal client.

Landfill Disposal. The firm has extensive experience in financing transfer stations and in structuring competitive procurements and negotiating contracts with private and public operators for landfill disposal of municipal solid waste, bypass waste and ash residue. Hawkins has also been active, as special counsel or as underwriter's counsel, in financing and contracting for landfills in Adirondack County, New York; Onondaga County, New York; Ulster County, New York; North Hempstead, New York; Smithtown, New York; Somerset County, New Jersey; Orange County, California; San Diego County, California; Kern County, California; and Sacramento County, California. The firm has been actively involved as well in the legal aspects of landfill selection, siting, development, financing and environmental compliance for the statewide CRRRA landfill program in Connecticut.

Transfer Stations and Rail and Truck Long Haul. Hawkins has contributed to several legal, contract and financial analyses of the feasibility of rail and truck long haul to remote disposal sites as a primary disposal option for both raw waste and ash. Hawkins represents New York City as procurement, contract and finance counsel for 11 major projects involved in its massive barge-to-rail waste export program. We also successfully drafted and negotiated a waste hauling service contract for the Metropolitan Government of Nashville and Davidson County. As transaction counsel to Montgomery County, Maryland, the firm was a principal negotiator with a major railroad for long-term ash and waste shuttle hauling service. Hawkins was centrally involved in representing the Town of Huntington in negotiating the landfill disposal contract for truck-hauled ash from Long Island to the Buffalo, New York and northeastern Pennsylvania areas. The firm also represented the Town of Clarkstown, New York in the procurement and negotiation of a transfer station and long haul MSW disposal services and served as underwriter's counsel on a similar transaction for North Hempstead, New York. Transfer station contract negotiations and financings have been a central facet of the firm's representation of a large number of municipal clients in waste disposal transactions, including all of the CRRRA projects; Sacramento, California; and Somerset, Morris, Union and Bergen Counties, New Jersey. The firm also counseled Orange County, California in connection with a procurement for the long haul importation of waste to help stabilize tipping fees at the Orange County landfill system during the recession of the early 1990's.

Hazardous Waste Disposal. The firm has served the State of Georgia and the Georgia Hazardous Waste Management Authority as procurement, contract negotiating and environmental counsel in the development of a hazardous waste facility to serve generators in the state. The facility was to contain combustion, solidification, drum management, aqueous waste treatment and final storage facilities for hazardous waste, and to constitute the key element of Georgia's federally required hazardous waste capacity assurance plan. Hawkins has also participated in the privatization of household hazardous waste disposal service through its work on proposed facilities in New Haven, Connecticut; Rockland County, New York; and Sacramento, California.

Medical Waste Facilities. Hawkins served as bond counsel and helped structure the security for a private medical waste incinerator in the Bronx, New York, and for upgrades to a hospital medical waste incinerator in Rockland County, New York. The firm also advised the Greater New York Hospital Association in its deferred privatized medical waste incinerator in Brooklyn.

Host Community Considerations. Hawkins has helped to structure numerous host community contracts to facilitate the siting of waste disposal facilities. The firm is familiar with and has helped to create a wide variety of arrangements for host community compensation, payments-in-lieu-of-taxes, financing additional infrastructure improvements, inspection rights,

environmental monitoring, performance reporting, facility access and egress and similar matters normally of concern to host communities.

Merchant Plants. The firm has substantial experience with merchant waste-to-energy plants, or plants which are essentially privately sponsored and rely heavily on economic flow control rather than legal flow control or long -term contracts to assure waste supply. Hawkins was centrally involved in structuring and negotiating such a transaction in the East-Central Connecticut project (Ogden) and in financing a similar transaction in Biddeford, Maine (GE-KTI).

Tax Law Bearing Upon Project Ownership. The tax department of the firm has developed special expertise in federal tax law as it relates to privately owned solid waste management. This involves considerations of ownership as they bear upon risk assumption and service provisions in municipal disposal agreements. Our services to the New York City, San Juan, Los Angeles, Huntington, Bridgeport, Wallingford, Broome County, Eastern Central Connecticut and Southeastern Connecticut projects included special tax counsel representation in evaluating and negotiating proposals for the tax ownership of the project by a private vendor, addressing such matters as the level of the investment tax credit, cost recovery deductions and other tax benefits to be shared through equity contributions, private ownership transition rules, tax indemnification, allowing for the possibility of third-party ownership of the facility through a leveraged lease, and the terms of service renewal and disposition of the facility at the end of the term of the contract. We are familiar with the legal and market requirements of third-party leveraged lease ownership of resource recovery plants, having worked as bond counsel on the first such transaction (Niagara County - Hooker Chemical) as well as on the leveraged lease sale of the Tulsa project (Ogden) in the capacity of special tax counsel to the financial advisors and on the Bridgeport project (Wheelabrator) in the capacity of contract advisor and bond counsel. In addition, leveraged leasing has been specifically anticipated in the New York City, Huntington, Broome County, San Juan and Southeastern Connecticut financing and service agreements which the firm negotiated and drafted. Hawkins was directly involved on behalf of New York City in the Treasury Department's formulation of the solid waste exceptions to the municipal leasing rules included in the Tax Reform Act of 1986.

Other Considerations Affecting Ownership. The firm regularly counsels its clients on all aspects of the facility ownership decision, including requirements necessary to obtain the exemption from the private activity bond volume cap limitations of the Internal Revenue Code available for publicly owned projects. Hawkins has helped structure the ownership arrangements for numerous publicly as well as privately owned facilities. We have also crafted innovative ownership structures such as that for the Sacramento project, which involved private facility siting, design, permitting, construction financing, construction and acceptance testing; purchase and ownership by the County upon completion; and private long-term operation.

Drafting Legislation. Where appropriate, the firm has assisted its clients by drafting legislation to address gaps and limitations in state legal authority necessary for solid waste management project implementation. Hawkins has drafted statutes involving the creation of solid waste management authorities and agencies (Connecticut and New York), modification of public bidding requirements for facility procurement (New York), authorization to impose, segregate and pledge real property taxes to support municipal service payments (Puerto Rico), the power to contract for disposal service on a long-term basis (New York and Puerto Rico), waste flow control laws and ordinances (New York, Florida and California), and refuse district formation legislation and ordinances (New York).

Long-Term Commitment. Pitfalls and unanticipated delays in the solid waste management project development process are legion. In its experience over the years, Hawkins has shown that persistence is an absolute prerequisite for success. Work in developing the Mid-Connecticut (Hartford) project, which is operational, spanned 8 years. As contract advisor and bond counsel to the Connecticut Resources Recovery Authority, the firm worked closely with the

CRRA, the regional metropolitan sewage district commission, Northeast Utilities and 44 area towns to structure the financing and contractual arrangements necessary to support a publicly owned 2000 TPD plant. Westchester County's 2000 TPD project, also operational, consumed nearly 10 years in the development stage. Hawkins actively counseled the County as bond counsel on contract negotiations and appropriate financial structures and worked closely with the County legislature and participating communities in helping to establish a public policy consensus for the facility. Our record of success in having represented municipal government in a central role in the development of several dozen solid waste management projects that are now actually operating successfully is the best evidence of our ability to get the job done no matter what the obstacles.

NEGOTIATION

Procurement. Hawkins regards the proper structuring of the procurement process as central to a successful solid waste management project. We played a key role in developing the 1980 Request for Proposals for New York City's Brooklyn Navy Yard project, for which the service agreement was executed in 1985. This RFP became a model in the industry, pioneering the formula service fee concept and precise bid forms tightly correlated to detailed contract principles. The preferred public sector risk posture has to be highly developed so as to permit definitive vendor pricing. Elements of cost are bid, but the municipal sponsor projects the actual service fee based on its own assumptions as to inflation, energy prices and interest rates. This process of contract negotiation through procurement avoids the cost, but yields the essential benefits, of simultaneous contract negotiations. Contract documents are developed with less time, expense and confusion. In succeeding projects where we were engaged to provide contract counsel and advice, including Bridgeport-II, Babylon, San Juan, Huntington, Broome County, Eastern-Central Connecticut, Onondaga County, Montgomery County (MD), Monmouth County, San Diego and Sacramento, we have refined this strategy and expedited the procurements. The firm has negotiated solid waste management service agreements in as short a period as six weeks, where the time was critical.

Adaptability. The volatility of solid waste management procurements is attributable as much to a lack of consensus within vendor organizations as it is to disagreement within public bodies. The Springfield, Massachusetts project was nearly scuttled by a vendor withdrawal after service contracts had been fully negotiated. Fluor Corporation, the replacement vendor, was brought in and, with Hawkins's active assistance as underwriter's counsel, executed similar agreements and a guarantee in support of the revenue bond issue. The original Westchester County vendor, UOP Inc., was terminated after protracted negotiations failed to protect the County against certain tax law and other risks identified by the firm. We assisted the County in the rapid transition to successfully concluded contracts with Wheelabrator. In the Huntington, New York resource recovery project, Combustion Engineering had been selected as project vendor and contracts were executed when company management began to entertain doubts about CE's presence in the business. As contract counsel to Huntington, we successfully effectuated the assumption of the contract by Ogden through a stock acquisition, and helped keep Huntington in a no-loss position, avoiding costly litigation.

Rendering Legal Opinions on Service Agreements. Opinions confirming the valid, binding and enforceable nature of the construction, service and any intermunicipal agreements are customarily rendered in solid waste management financing transactions. Hawkins has rendered such opinions in nearly all of the cases in which it has served as contract counsel or bond counsel. We are therefore thoroughly conversant in matters of state law pertaining to contract enforceability, including particularly the "service contract doctrine". In many states, this doctrine precludes municipal service payments if service is not actually received, since such payments would be tantamount to unauthorized debt. This background enables us to help structure and draft service agreements which will withstand market and judicial scrutiny.

PART 5

**SOLID WASTE MANAGEMENT PROJECT PROFILES –
OWNER’S LEAD COUNSEL**

PART 5

SOLID WASTE MANAGEMENT PROJECT PROFILES – OWNER'S LEAD COUNSEL

Hawkins has served as lead counsel to the municipal utility in over 150 municipal solid waste project procurements. These include DB, DBO, DBFO, P3, contract operations, concessions, franchise, flow control and long-haul and disposal projects. Brief profiles of selected transactions are provided below.

RESOURCE RECOVERY AND ALTERNATIVE TECHNOLOGY PROJECTS

Montgomery County, Maryland (Resource Recovery and Rail Haul Project). Hawkins represented Montgomery County as special contract counsel in the development and implementation of the County's 2,000 TPD waste-to-energy plant. Our services included procurement, drafting and negotiation of the design-build-operate contract for the disposal facility, and contract negotiations with the governmental agency that provided financing for the project (Northeast Maryland Waste Disposal Authority) and **CSX**, the railroad company hauling ash to ash disposal site. Private Contractor: **Covanta**.

Onondaga County, New York (Intermunicipal Solid Waste Management Plan and Resource Recovery Projects). Hawkins represented the Onondaga County Resources Recovery Authority in the successful development and implementation of its county-wide solid waste disposal system. Our services included procurement and contract work on interim hauling and disposal agreements, intermunicipal agreements with more than 20 communities to assure solid waste flow control to the system, ash disposal agreements, the design-build-finance-operate solid waste disposal service contract under which a 1,500 TPD waste-to-energy plant was constructed, and the power sale agreement with the local utility for the use of the electricity produced by the plant. Private Contractor: **Covanta**.

Huntington, New York (Resource Recovery Project). Hawkins served as lead municipal legal advisor in the successful procurement of a 1,000 TPD waste-to-energy project for the Town of Huntington. The 20-year DBFO service contract provided for private ownership and the leverage leasing of the project to reduce the Town's service fee. We also assisted with negotiation of the power purchase contract with Long Island Lighting Company, and major grant from the State of New York under the environmental quality bond act program to help offset plant construction costs. Private Contractor: **Combustion Engineering/Covanta**.

Westchester County, New York (Resource Recovery Project). The Westchester County project was the first large-scale (2,000 TPD) resource recovery project in New York State. Our firm served as lead counsel for the county in the financing and procurement, drafting and negotiating the DBFO service contract with the project company, the related power purchase agreements, and the financing and securities disclosure agreements supporting the private owners; project financing. Private Contractor: **Wheelabrator**.

Lacrosse County, Wisconsin (Refuse-Derived Fuel Project). Hawkins served as lead negotiation counsel for Lacrosse County in connection with the Clean Air Act retrofit and long-term extension of an existing privately owned refuse-derived fuel project. The contract addressed complex waste commitments and processing and ash disposal responsibilities.

Connecticut Resources Recovery Authority (Resource Recovery Projects). Hawkins served for 20 years as the principal counsel to the Connecticut Resources Recovery Authority. The CRRA is the public authority responsible in Connecticut for implementing solid waste

management projects on behalf of the State's 169 municipalities. Our team assisted in drafting the CRRA's enabling legislation and was the key legal strategist in conceptualizing and structuring the CRRA's statewide system of regional solid waste management projects. These projects include waste-to-energy, recycling, transfer station and landfill facilities providing for the management and disposal of most of the municipal solid waste generated in Connecticut. In our capacities both as contract and finance counsel, Hawkins was instrumental in the successful implementation of major resource recovery projects including:

Hartford Project. A 2,000 TPD refuse derived-fuel plant serving 44 municipalities in the Hartford region, with power sold to Connecticut Light and Power.

Bridgeport Project. An 1,800 TPD mass burn waste-to-energy project for the disposal of waste from Bridgeport and eight neighboring towns, with power sold to United Illuminating.

Wallingford Project. A 350 TPD mass burn waste-to-energy project serving towns in the Wallingford area, with power sold to CL&P.

Southeast Project. A 600 TPD mass burn waste-to-energy project serving several towns in the southeastern part of the state.

Northeast Maryland Waste Disposal Authority (Resource Recovery Projects). Hawkins represented the Northeast Maryland Waste Disposal Authority as special counsel in connection with its program of developing new waste-to-energy plants in the late 2000's, following the Authority's earlier successful development of the Montgomery County WTE facility. Hawkins drafted and negotiated the DBFO service contracts for these projects and advised on related financing and flow control issues. The projects included:

Harford County Project. A 1,500 TPD waste-to-energy facility for the disposal of municipal solid waste generated in Harford County, Maryland. Private Contractor: Deferred.

Frederick and Carroll Counties. A 1,500 TPD waste-to-energy plant to serve Frederick and Carroll Counties, Maryland. The Frederick and Carroll Counties facility was the first new, large scale waste-to-energy facility built in the United States since the mid-1990's. Private Contractor: **Wheelabrator**.

New York, New York (Resource Recovery and Alternative Technology Projects). Hawkins has served continuously as lead legal advisor to the New York City Department of Sanitation since the 1980's. In this capacity we have assisted the City in the planning, evaluation and procurement of a wide range of solid waste management capital projects and service agreements using various processing technologies and disposal methods. In the resource recovery and alternative technology area, Hawkins served as special counsel to DSNY on two major proposed solid waste disposal capital project procurements:

Brooklyn Navy Yard Resource Recovery Project. The Brooklyn Navy Yard project was planned as a 3,000 TPD waste-to-energy facility that would generate steam for the downtown Manhattan steam heating loop operated by **Consolidated Edison**. Hawkins drafted and negotiated the DBFO solid waste disposal agreement, which was to be owned by **Wheelabrator** and leverage leased. The project was deferred after contract execution due to extended permitting delays.

Alternative Technology Project. Hawkins drafted the DBFO project agreement and assisted with the preparation of procurement documentation for a proposed alternative

technology project, intended to be privately developed owned using some form of enhanced materials recovery and gasification process so as to provide for local disposal of municipal solid waste. The project was deferred after siting concerns developed.

Vancouver Region, British Columbia (Resource Recovery Project). Metro Vancouver is developing a 750 TPD waste-to-energy project on a P3 (DBFO) basis to serve the communities in greater Vancouver. Hawkins represents the municipal utility as co-counsel with a regional firm, providing solid waste sector specific expertise in project planning, procurement and contract development. Private Contractor: Pending.

Los Angeles, California (Resource Recovery and Alternative Energy Projects). Hawkins has represented the Los Angeles Bureau of Sanitation on two major resource recovery projects. These projects were intended to meet California's solid waste diversion goals, reduce the City's reliance on landfill disposal in order to achieve sustainability objectives. Our responsibilities on these projects included working closely with the City Attorney's office in the review of legal procurement authority, structuring the commercial transaction, and drafting and negotiating solid waste disposal service agreements with the selected contractors.

South Central Los Angeles Waste-to-Energy Project. Hawkins led the City of Los Angeles' legal advisory team for the proposed 2,000 TPD South Central waste-to-energy project. We assisted the City in successfully negotiating and executing a DBFO service contract with **Covanta**, the proposed owner of the project, following an extensive competitive procurement. Siting issues and permitting delays ultimately prompted the City to defer the project.

Alternative Technology Project. Hawkins currently represents the City of Los Angeles as special counsel in connection with the City's competitive procurement for a development partner to process municipal solid waste utilizing alternative technologies, premised on resource recovery. **Green Conversion Systems** has been selected as the development partner and will finance, design, build, own and operate the resource recovery facility. The facility is expected to process residential municipal solid waste generated in the City at a throughput rate of 1,000 tons per day so as to provide diversion from the landfill of no less than 80% of the municipal solid waste delivered to the facility. The City is also considering proposals from emerging/experimental technologies that will process less than 200 tons per day as a potential second facility for testing emerging technologies.

Hawaii County, Hawaii (Resource Recovery Projects). Hawkins was retained as special counsel in the procurement of a solid waste conversion project in Hilo for the County of Hawaii to supplement the County's existing unlined landfill. As part of this engagement, we assisted in the analysis of many emerging technology proposals, advised the County on ownership, financing and risk issues, assisted in the preparation of the procurement documents and prepared the draft design-build-finance-operate P3 service contract. We then negotiated a final service agreement with **Wheelabrator Technologies, Inc.**, a guaranty agreement with Wheelabrator's parent, **Waste Management, Inc.** and an electricity sales agreement with **Hawaii Electric Company** (HELCO) for the 350 TPD plant. The contract addressed several unique issues, including corrosion issues resulting from Hilo's location as the wettest capital in the U.S. Although the project was deferred, the County has initiated a subsequent similar project on which our firm has again been engaged as special counsel.

New Hanover County, North Carolina (Resource Recovery Project). Following selection by the County of a vendor to design, build, finance and operate an "advanced" dirty MRF to mine the County's landfill, to implement a landfill gas-to-energy project and to operate the County's landfill and aging waste-to-energy facility, Hawkins was engaged to draft and negotiate the contract documents. The executed contract contained stringent schedule and performance

guarantees and appropriate contract security mechanisms. Due to the Company's inability to obtain financing in a timely manner, the County exercised its right to terminate the contract and seized the contract security. Subsequently, we assisted the County in procuring a service agreement for the design, retrofit and operation of the County's resource recovery facility. Private Contractors: **R3 Environmental** (MRF); **Covanta or Wheelabrator** (waste-to-energy).

Virgin Islands Waste Management Authority (Resource Recovery and Baling Projects). Hawkins served as special counsel to the United States Virgin Islands Waste Management Authority in connection with the procurement of two 250 ton per day refuse derived fuel resource recovery facilities which were to be developed on a design-build-finance-operate (P3) basis and constructed on the islands of St. Thomas and St. Croix. We served as the lead drafting and negotiation counsel. Those negotiations were successfully completed and the contract then later renegotiated to account for fundamental changes to the project structure. We also served as lead procurement counsel for a design-build-operate contract for the baling and wrapping of MSW generated on St. Croix that is currently in operation. Private Contractor: **Alpine Energy Group / Sanitas**.

Halifax, Nova Scotia, Canada (Resource Recovery Project). For Halifax's competitive proposal procurement of a 500 TPD waste-to-energy facility, Hawkins was engaged to serve as lead counsel, working with a local firm handling environmental and permitting matters. We assisted extensively with RFP development, contractor selection, and the drafting and negotiation of the design-build-operate service agreement, which also provided for private construction financing through project completion. The procurement concluded with the successful execution of the service agreement with **Covanta**, but was ultimately deferred due to economic concerns raised by the provincial environmental ministry.

Montreal Region, Quebec, Canada (Resource Recovery Project). Hawkins served as special solid waste co-counsel to the Montreal Regie, a regional consortium of municipalities that procured a 2,000 TPD design-build-finance-operate WTE solid waste disposal service contract with **Foster Wheeler** on a competitive proposal basis. We also drafted the flow control law that was to secure the delivery of waste to the facility. After contract execution, further environmental reviews caused the Regie to exercise its convenience termination right. Hawkins served in an advisory capacity in the resulting workout discussions and litigation.

Broome County, New York (Resource Recovery Project). Broome County undertook a 500 TPD waste-to-energy project to address impending landfill closure concerns. The procurement was conducted under state resource recovery facility legislation that Hawkins played an active role developing. In serving as the county's lead contract counsel, our firm was centrally involved in environmental reviews, RFQ and RFP preparation, public deliberations, and DBFO service contract drafting and negotiations for the privately owned project, along with the power purchase contract negotiations. The contract was successfully concluded with **Foster Wheeler**, but the project ultimately deferred.

San Juan, Puerto Rico (Resource Recovery Project). San Juan engaged Hawkins to serve as special counsel in two separate procurements, 10 years apart, for a 1,000 TPD waste-to-energy project, the second co-sponsored by the Commonwealth of Puerto Rico's government development bank. Our firm prepared and negotiated the solid waste disposal contracts for each of the procurements and assisted substantially with the procurement process and with the related electricity sale and project financing transactions. The negotiations were successful and project agreements were ultimately executed at the conclusion of each procurement, the first with **American Ref-Fuel** and the second with **Westinghouse**. Pricing concerns ultimately led the City to defer both projects.

Georgia Hazardous Waste Management Authority (Hazardous Waste Facility). The State of Georgia, facing a serious shortage of hazardous waste disposal capacity, formed the

Authority with the intention of providing disposal services to small and medium sized business in the State under a public-private partnership. Hawkins assisted the State in drafting the legislation for the Authority, in conducting project delivery method reviews, and in conducting the procurement and drafting an agreement for the design, construction and management of the proposed disposal facility by a highly experienced DBFO contractor. Project Contractor: Deferred.

MATERIALS RECOVERY AND COMPOST PROJECTS

Madera County, California (Landfill, Transfer Station, and Transfer and Disposal). Hawkins served as special counsel to Madera County in negotiating long-term operation and maintenance contracts for the County-owned landfill, materials recovery facility, household hazardous waste facility, and transfer station. Hawkins negotiated a long-term, exclusive, solid waste and recyclable materials collection franchise agreement on behalf of the County. In addition, Hawkins worked with County staff to develop a new County ordinance for the collection of solid waste and recyclable materials. Private Contractor: **Caglia Environmental, LLC**.

City of Greensboro, North Carolina (Material Recovery). Hawkins represented the City of Greensboro as special counsel in the procurement and negotiation of a long-term contract for a private firm to operate the City's materials recycling facility and to market and sell the recyclable materials recovered at the facility. The company was required to pay the City a monthly per ton payment based upon the tonnage of recyclable materials delivered to the facility. Private Contractor: **FCR Greensboro, LLC**.

Morris County Municipal Utilities Authority (Marketing of Recyclable Materials). Hawkins assisted the Morris County Municipal Utilities Authority in the procurement and negotiation of a Marketing of Recyclable Materials Contract. The Contract required the private company to design, finance, build, own and operate a new single stream recycling facility that allowed the Authority to expand the County's recycling program by collecting on a single stream basis. Private Contractor: **FCR/ReCommunity**.

Monmouth County, New Jersey (Materials Recovery and Baling, Landfill Gas and Waste-to-Energy Projects). Hawkins has served as special counsel to Monmouth County, New Jersey since the mid-1980's in connection with its solid waste projects. These include a 1,000 TPD mixed waste processing, materials recovery and solid waste baling facility (to conserve space in the County's landfill), two landfill gas-to-energy projects (one privately owned and one County-owned), a recycling facility, and a waste-to-energy facility (deferred). The firm's services have included procurement advice; RFP development, contract drafting, negotiation, administration and enforcement; flow control structuring and enforcement; solid waste management plan amendment work; and regulatory filings and approvals. As part of our engagement, we have also procured several C&D waste transportation and disposal contracts; negotiated sales agreements for renewable energy certificates, Green E credits and NOx offsets, and represented the County in connection with notices of violation. Private Contractors; **National Ecology / Babcock & Wilcox, Greenstar** (materials recovery and solid waste baling); **Waste Management, Inc.** (recycling); **GSF Energy Inc.** (landfill gas); **Waste Management, Inc., FCI, Interstate Waste Services** (transportation and disposal); and **Westinghouse** (waste-to-energy).

Monroe County, New York (Materials Recovery Project). Hawkins was special counsel to Monroe County for a successfully built 300 TPD "clean" materials recovery facility. The MRF transaction was structured as a design-build-operate project, with financing provided by County certificates of participation. Our work included project structuring, procurement advice and contract drafting and negotiation, as well as serving as finance counsel. We also advised the County extensively on terminating a major contract it had executed for a failed solid waste pyrolysis project with **Raytheon**. Project Contractor: **RRT Empire Returns**.

Rockland County, New York (Materials Recovery, Compost, Transfer Station and Intermunicipal Contract Projects). As special contract counsel and bond counsel to the Rockland County Solid Waste Management Authority for 20 years, Hawkins was centrally involved in all of the major transactions the Authority undertook in developing its comprehensive program of solid waste management. Our services included RFP and contract drafting, negotiation and administration work for a new materials recovery facility and a new co-composting facility, both now operating; intermunicipal contract negotiations for waste supply to both projects; the acquisition, improvement and operation of an existing solid waste transfer station; and contracts for waste collection services for several municipalities in the county. Private Contractors: **Synagro** (composting facility); **Waste Management** (materials recovery facility); and **Miele Sanitation** (transfer station).

Victorville, California (Materials Recovery Project). Hawkins served as special counsel to the Mojave Desert JPA, a joint powers authority between the Cities of Victorville and Apple Valley, in the development of a regional 500 TPD materials recovery facility to serve the region. The clean MRF was procured competitively using the design-build-operate project delivery method. Private Contractor: **Burrtech**.

Sacramento, California (Materials Recovery and Transfer Station Project). Sacramento conducted a design-build-finance-operate procurement for a 2,200 TPD solid waste management project. The facility was planned as a major waste diversion asset, having clean and dirty MRF, compost, hazardous waste and transfer station capabilities. We served as lead legal advisor to the City for project procurement, contacting and financing. Project Contractor: Deferred.

Fresno, California (Materials Recovery and Compost Project). Hawkins represented Fresno in its comprehensive procurement under the City Charter of a 600 TPD municipal solid waste compost and materials recovery facility on a P3 (design, build, finance and operate) basis. Hawkins served as the key legal advisor in structuring the procurement and leading the contract negotiations with **PWT**, the preferred proponent. The fully negotiated project agreement was deferred for cost reasons.

San Diego, California (Materials Recovery and Composting Project). The firm has regularly represented the City of San Diego, California in implementing solid waste public-private partnerships since the 1990's. In the materials recovery and composting areas, Hawkins represented the City as special counsel in a proposed mixed waste recycling and municipal solid waste compost project procurement intended to achieve significant landfill diversion objectives. Our services on the City's first design-build-finance-operate project included regulatory review; project planning, procurement and contract negotiations; and drafting performance guarantee and security for performance protections. Private Contractor: **Daneco**.

Southold, New York (Municipal Solid Waste Compost Project). Hawkins represented the Town of Southold on a design-build-operate project procurement for the composting of the Town's mixed municipal solid waste. Our work as special contract counsel included regulatory work with the State Department of Environmental Conservation as to permitting standards for pathogen reduction under applicable federal regulations, as well as procurement and contracting work to reach a disposal service agreement with the selected proposer, **Daneco**. The town ultimately deferred the project following the completion of contract negotiations.

Ventura Regional Sanitation District, California (Materials Recovery and Compost Facility). Our firm advised the District on a 1,000 TPD solid waste management facility procured on DBFO basis. We handled landfill, flow control, regulatory, procurement and contract work in connection with the competitive proposed process initiated by the District, as well as intermunicipal issues in the development of a regional facility. Private Contractor: Deferred.

**TRANSFER STATION, LONG HAUL,
FRANCHISE, AND FLOW CONTROL PROJECTS**

New York City (Rail and Barge Haul, Waste-to-Energy, and Solid Waste Management Planning Projects). As part of our long-standing representation of the City of New York Department of Sanitation, we have served as legal advisor to DSNY in connection with the implementation of the City's multi-project long-term solid waste export program. This is an 8 contract program involving agreements for the export of a total of 10,000 TPD of City-collected waste with more than \$7 billion in contract value. As special counsel, Hawkins works closely with the Department of Sanitation, its Bureau of Legal Affairs and the City's Law Department in structuring the commercial terms sought by the City for each project and developing the procurement and contract documents to reflect the City's objectives under its approved comprehensive solid waste management plan. One of the City's primary goals for the solid waste export program is to have solid waste generated in the City of New York containerized and transported from the City by barge or rail to alleviate environmental problems caused by truck haul of solid waste from the City. Hawkins is responsible for drafting and negotiating multiple long-term solid waste processing, transport and disposal contracts for all solid waste generated in New York City and collected by the Department of Sanitation in Manhattan, Staten Island, Bronx, Queens and Brooklyn. To maintain competition among the proposers throughout the procurement process, Hawkins conducted concurrent negotiations with multiple proposers for alternative projects for solid waste generated in the same wasteshed. We negotiated directly with **CSX** and **Norfolk Southern** on most of the rail sub-contracts. CSX was ultimately chosen as the linehaul carrier for all of the rail transportation subcontract work. This extraordinarily large and unprecedented long term hauling and disposal program has involved the following export contracts for DSNY-collected, containerized municipal solid waste, the contract value of each of which has averaged nearly \$1,000,000,000:

Staten Island: Rail export of 1,000 TPD from newly-built, City-owned and operated transfer station to a landfill in South Carolina. Private Contractor: **Allied**.

Bronx: Rail export of 1,500 TPD from a privately-owned transfer station to landfills in South Carolina and Virginia. Private Contractor: **Waste Management**.

Brooklyn: Rail export of 1,500 TPD from a privately-owned transfer station to landfills in South Carolina and Virginia. Private Contractor: **Waste Management**.

Queens: Rail export of 1,500 TPD from a privately-owned transfer station to landfills in South Carolina and Virginia. Private Contractor: **Waste Management**.

Queens and Manhattan: Barge and rail export of 1,500 TPD from two newly re-built and City-operated marine transfer stations through intermodal facilities to landfills and waste-to-energy facilities in New York State and Pennsylvania. Private Contractor: Pending.

Brooklyn: Barge and rail export of 1,500 TPD from two newly re-built and City-owned marine transfer stations through intermodal facilities to landfills in New York State. Private Contractor: Pending.

Manhattan: Truck export of 1,500 TPD direct by DSNY collection vehicles to an existing waste-to-energy facility in New Jersey. Private Contractor: **Covanta**.

Spokane County, Washington (Transfer Station and Disposal Project). The City of Spokane and the County of Spokane entered into an agreement whereby the City transferred ownership of two waste transfer stations to the County, and after such transfer of ownership the County became responsible for the receipt of municipal solid waste at, and operations of, each

of the transfer station. Our firm represented Spokane County in connection with the procurement of a 15-year service contract to provide transfer station operations and maintenance services at both facilities. The service contract places all municipal waste management and disposal responsibility on the company by requiring the company (1) to transfer combustible waste to the City's WTE Facility, and (2) to transfer and dispose of all other waste (including recyclable materials, moderate risk waste, white goods, C&D waste, clean green materials, and unacceptable waste) accepted at the transfer stations. Private Contractor: **Waste Connections.**

Virgin Islands Waste Management Authority. Hawkins's representation of the Virgin Islands Waste Management Authority has also included serving as procurement and contract counsel for a baling facility and transfer station on St. Croix, completed on a design-build-operate basis. In connection with this agreement, we assisted the Authority on several contract administration matters, including the mediation of a claim arising from an uncontrollable circumstance. Private Contractor: **Sanitas Partners.**

Madera County, California (Landfill, Transfer Station, and Transfer and Disposal). Hawkins served as special counsel to Madera County in negotiating long-term operation and maintenance contracts for the County-owned landfill, materials recovery facility, household hazardous waste facility, and transfer station. Hawkins negotiated a long-term, exclusive, solid waste and recyclable materials collection franchise agreement on behalf of the County. In addition, Hawkins worked with County staff to develop a new County ordinance for the collection of solid waste and recyclable materials. Private Contractor: **Caglia Environmental, LLC.**

Virgin Islands Waste Management Authority (Transfer Station). In addition to preparing and negotiating the solid waste disposal service contracts in connection with the waste-to-energy projects described above, we represented the Virgin Islands Waste Management Authority in the procurement and negotiation of a design, build and operate contract for a transfer station on the island of St. Croix. In connection with this agreement, we have assisted in several contract administration matters including representing the Authority in a mediation of a dispute arising from an Uncontrollable Circumstance. Private Contractor: **Sanitas Partners.**

Morris County Municipal Utilities Authority (Transfer Station). Hawkins assisted the Morris County Municipal Utilities Authority in the procurement of an operator for the Authority's two transfer stations and for the transportation and disposal of waste received at such transfer stations.

New Hanover County, North Carolina (Transfer Station). Hawkins assisted New Hanover County with a procurement for a private firm to design, build and operate a transfer station where all of the waste generated in the County would be delivered and then ultimately taken to an out-of-county disposal facility.

City of Greensboro, North Carolina (Transportation and Disposal). We assisted in the procurement and negotiation of a Municipal Solid Waste Transportation Agreement and a Municipal Solid Waste Disposal Agreement for the City of Greensboro. Pursuant to the respective agreements, all of the waste received at the City's transfer station will be transferred and transported off-site for disposal. Private Contractors: **Hilco Transport, Inc.** (Transportation) and **Republic Services of North Carolina, LLC** (Disposal).

Monmouth County, New Jersey (Transportation and Disposal). Hawkins has assisted Monmouth County with its procurement of a private contractor to transport and dispose of all construction and demolition waste delivered to the County's Materials Processing and Recovery Facility. We prepared the Request for Bids which included the draft Waste Transportation and Disposal Agreement which the County has used since the inception of its C&D waste export program. We have assisted the County with providing the flexibility to lock in prices for up to a three year period as well as creating an innovative mechanism to ensure that bidders do not build a premium into their pricing to reflect volatile fuel pricing. **Private Contractor: Waste Management of NJ, Inc.**

Orange County, California (Intermunicipal Waste Importation Project and Franchise Program). Hawkins served as special counsel to Orange County in procuring and negotiating long-term waste supply contracts with all 31 municipalities in the County. The importation contract program served to provide the long term waste delivery commitments necessary to secure a major revenue bond issue undertaken to upgrade and expand the County's landfill system. The participating communities contracted to deliver waste directly, or cause their franchise haulers to deliver waste, to the County's landfill. The firm also represented the County in negotiating solid waste collection and disposal franchise agreements with several private haulers serving the unincorporated areas of Orange County. Private Contractors: **Various**.

Clarkstown, New York (Transfer Station Project). Hawkins assisted the Town with the sale of its solid waste transfer station to a regional public entity. As part of that engagement we advised the Town on flow control and a variety of other solid waste-related matters and negotiated an acquisition agreement, host community agreement and intermunicipal agreement.

Honolulu, Hawaii (Flow Control Advice). Hawkins assisted the Honolulu Corporation Counsel's office in connection with flow control matters. This engagement included the preparation of memoranda discussing alternative mechanisms to preserve the Honolulu solid waste system in the face of private competition, and advising on the applicability of the United Haulers v. Oneida-Herkimer Solid Waste Authority case to the system.

Arecibo, Puerto Rico (MSW Collection and Disposal Project). Hawkins drafted and negotiated a medium-term municipal solid waste collection and disposal contract for the City of Arecibo. Private Contractor: **BFI**.

Anaheim, California (MSW Franchise Project). We served as special counsel to the City of Anaheim in the drafting and negotiation of an exclusive long term municipal solid waste franchise agreement. The franchise provided for substantial capital improvements to be made by the franchisee to improve the City's curbside recycling program. Private Contractor: **Burrtech**.

Seattle, Washington (Transfer Station, Rail Haul and Disposal Project). The firm represented the City of Seattle in connection with the planning, development, and procurement of proposed new 1,500 TPD municipal solid waste transfer station on a design-build-operate basis, and the rail export of waste for disposal in eastern Oregon. Private Contractor: **Deferred**.

Jacksonville, Florida (MSW Franchise Project). Jacksonville maintains five municipal solid waste collection districts, and conducts competitions among haulers in two of the five to set a benchmark for public workforce collection in the other three. Hawkins represented the City in a procurement to award a private waste collection franchise, reviewing City ordinances, and drafting and negotiating the resulting franchise agreement.

LANDFILL AND LANDFILL GAS COGENERATION PROJECTS

City of Greensboro, North Carolina (Landfill Gas to Energy). Hawkins is currently representing the City of Greensboro in the procurement and negotiation of a private firm to design, build, operate, and maintain a landfill gas to energy project at the City's landfill and sell the power to the local electric utility. The request for proposals provided options for the project to be financed by the City or by the contractor. Hawkins also advised the City on using a portion of the landfill gas for cogeneration at a nearby facility.

Virgin Islands Waste Management Authority (Landfill Gas to Energy). We represented the Authority in the negotiation of a design, build and operate contract for a publicly owned landfill gas to energy facility on the island of St. Thomas. Private Contractor: **Island Roads**

Monmouth County, New Jersey (Landfill Gas to Energy - Privately-owned Project). The firm negotiated both an original Gas Rights Agreement with a private company and an Amended and Restated Gas Rights Agreement where the company receives the rights to all but a small portion of the landfill gas produced at the County's landfill in exchange for a percentage of the Company's revenues from electric sales from its 10MW project. . In those negotiations, we were able to apply knowledge gained from similar engagements regarding legal and business issues including identification of a reasonable revenue sharing mechanism with an attractive minimum payment, treatment of RECs, Greenhouse Gas Credits, tax credits, grant funding and appropriate risk allocation. Pursuant to this Agreement, the County has received well over one million dollars in revenue. Private Contractor: **GSF Energy**.

Monmouth County, New Jersey (Landfill Gas to Energy - Publicly-owned Project). Hawkins has provided advice and assistance on various matters in connection with the development of a County-owned 1 MW biomass project including with respect to net metering, grant funding, the purchase of NOx credits, and interconnection issues (and have negotiated the Interconnect Contract). Since the project has been implemented and placed online we have assisted the County in getting the Renewable Energy Certificates (RECs) produced from the project verified, registered and sold, providing additional revenue to the County.

Warren County Pollution Control Finance Authority (Landfill Gas to Energy). Hawkins represented the Warren County Pollution Control Finance Authority (New Jersey) in the procurement and negotiation of a landfill gas-to-energy project. As part of that engagement, Hawkins advised the Authority on all procurement matters, assisted in the preparation of the procurement documents and drafted and negotiated a Landfill Gas and Site License Agreement with the most advantageous proposer.

Cumberland County Improvement Authority (Landfill Gas to Energy). The firm has assisted the Cumberland County Improvement Authority (New Jersey) in the procurement, negotiation and implementation of a landfill gas-to-energy project and in the development of a solar energy project to be located at the Authority's landfill.

Flathead County, Montana (Landfill Gas to Energy). The firm completed an engagement as special counsel in the development of a landfill gas to energy project for the Flathead County Solid Waste District. In connection with this project we reviewed, identified and advised our client with respect to critical issues contained in the Gas Utilization Agreement that was developed by the District and FEC, a local cooperative which financed the landfill gas project in exchange for the rights to the landfill gas. The electricity generated by the project provides low cost power to FEC's member communities.

Wake County, North Carolina (Landfill Projects). Hawkins represented the County in the procurement of a design-build-operate contract for a new County-owned landfill. This contract delivery method (DBO) was the first of its kind for a landfill. The landfill was successfully constructed and is now in operation. We also served as procurement counsel for a landfill gas-to-energy facility that is currently in development. Private Contractors: **Waste Industries** (landfill); **Ingenco** (landfill gas-to-energy).

Flathead County, Montana. Hawkins completed an engagement as special counsel in the development of a landfill gas-to-energy project for the Flathead County Solid Waste District. In connection with this project we reviewed, identified and advised our client with respect to critical issues contained in the gas utilization agreement that was developed by the District and FEC, a local cooperative which financed the landfill gas project in exchange for the rights to the landfill gas. The electricity generated by the project provides low cost power to FEC's member communities.

Virgin Islands Waste Management Authority. Hawkins represented the Virgin Islands Waste Management Authority on the negotiation of a design-build-operate contract for a publicly owned and financed landfill gas-to-energy facility on St. Thomas. Private Contractor: **Island Roads.**

San Diego, California (Landfill Gas Cogeneration and Landfill Projects). As part of its 20-year representation of the City of San Diego in solid waste matters, Hawkins served as special counsel to the City on two major landfill-related projects:

Landfill Gas Cogeneration Project. Hawkins played a central role in the structuring, procurement and contracting for a major landfill gas cogeneration project, delivered at the City's Miramar Landfill on a design-build-finance-operate (P3) basis by a private owner. This project was San Diego's first P3 project. Our work included landfill lease negotiations with the U.S. Navy and gas lease and power purchase contract negotiations with the developer, which resulted in emissions reductions at Miramar and a supply of low cost electric power to be used at the City's North City wastewater reclamation facility. Private Contractor: **Minnesota Methane.**

Landfill CUP and Service Agreement. Our firm also served as legal advisor to the City of San Diego in connection with the redevelopment and expansion of the privately-owned Sycamore Canyon Landfill. We drafted and negotiated the conditional use permit and service agreement under which the landfill was permitted to continue to operate, and which provided for discounted solid waste disposal service to the City so as to conserve disposal capacity at the Miramar landfill. Private Contractor: **Allied Waste.**

New Landfill Project. Hawkins represented the City of San Diego as special counsel and bond counsel in the development and financing of a proposed new landfill intended eventually to replace Miramar. Project Contractors: **Edco/Burrtech.**

Nashville, Tennessee (Landfill Gas Co-generation Project). As part of its representation of Nashville in connection with environmental projects on an alternative delivery basis, Hawkins was procurement and contract counsel to the City for a landfill gas co-generation project. We helped structure the project in light of available federal tax credits and negotiated the design-build-finance-operate contract and the related lease, gas and power purchase contracts under which the project was implemented.

PART 6

POWER AND RENEWABLE ENERGY EXPERIENCE OVERVIEW

PART 6

POWER AND RENEWABLE ENERGY EXPERIENCE OVERVIEW

SECTOR-SPECIFIC LEGAL EXPERTISE

Camden County Municipal Utilities Authority. Hawkins has served as special counsel to the Authority in connection with the procurement of a solar energy project, on which the firm's services included evaluating proposals and negotiating a power purchase agreement with the most advantageous proposer. In addition, Hawkins is currently assisting the Authority with a new renewable energy procurement for multiple projects which may include solar, geothermal or combined heat and power (CHP) technology. The firm's services in connection with this procurement include drafting procurement documents, preparing a draft power purchase agreement, evaluating proposals and recommending the most advantageous proposer or proposers.

Wake County, North Carolina. (Landfill Projects). Hawkins represented the County in the procurement of a design-build-operate contract for a new County-owned landfill. This contract delivery method (DBO) was the first of its kind for a landfill. The landfill was successfully constructed and is now in operation. We also served as procurement counsel for a landfill gas-to-energy facility that is currently in development. Private Contractors: **Waste Industries** (landfill); **Ingenco** (landfill gas-to-energy).

Flathead County, Montana. Hawkins completed an engagement as special counsel in the development of a landfill gas-to-energy project for the Flathead County Solid Waste District. In connection with this project we reviewed, identified and advised our client with respect to critical issues contained in the gas utilization agreement that was developed by the District and FEC, a local cooperative which financed the landfill gas project in exchange for the rights to the landfill gas. The electricity generated by the project provides low cost power to FEC's member communities.

Monmouth County, New Jersey. In 2010 and 2011, we worked with Monmouth County's energy consultant to develop a Request for Proposals for a solar concession and power purchase agreement for multiple County-owned sites. We prepared the draft solar concession and power purchase agreement which was included in the RFP and assisted the County in evaluating the proposals received in response to the RFP. Once the most advantageous proposer was selected, we worked with the vendor's legal counsel as well as their financing partners to finalize the terms of the Solar Concession and Power Purchase Agreement. In addition, we negotiated four amendments to the Agreement on behalf of the County and advised the County with respect to several administrative matters, including the assignment of the Agreement to the vendor's financing partner. As part of that assignment, we ensured that the County received the appropriate security from the new contract partner.

PART 7

POWER AND RENEWABLE ENERGY PROJECT PROFILES

PART 7

POWER AND RENEWABLE ENERGY PROJECT PROFILES

State of California. (Statewide Power Purchase Agreement Program). Hawkins played a major role in assisting the State of California in the California power crisis. From the beginning of the crisis, the firm represented the California Department of Water Resources, the primary State entity responsible for purchasing power that the State's investor-owned utilities were unable to supply. In this capacity, the firm assisted the State in drafting authorizing legislation empowering the Department to purchase power to meet the State's shortage. In addition, we represented the Department in negotiating an initial portfolio of over \$42 billion of power purchase agreements, including firm energy and capacity based and tolling agreements, and agreements for demand reduction and ancillary services. Hawkins also assisted the Department in renegotiating many of its power purchase agreements, and represented the Department in connection with gas purchase, transmission, storage and hedging agreements entered into in connection with the Department's tolling agreements. Our representation included a wide range of market related matters, including those involving the California Independent System Operator and the transition of the power market back to the State's investor-owned utilities. Attorneys at the firm also assisted the Department in contract management and administration, including matters involving contractual interpretation, force majeure claims and related matters. In addition, we provided legal services to the California Department of Finance and the California Power Authority in connection with the State power crisis. These included assisting in the initial establishment of the Authority, and preparing documentation and analyzing a variety of proposals for peaking and wind generation facilities on behalf of the Authority. Private Contractor: **Various**.

Metropolitan Government of Nashville and Davidson County. (District Heating and Cooling Project). Hawkins represented the Metropolitan Government of Nashville and Davidson County as project counsel and finance counsel in connection with development of a natural gas fired district-wide heating and cooling system in the downtown Nashville, Tennessee area. As part of our work for the Metropolitan Government, we assisted in the preparation of a RFP for a private company to design and build a state of the art heating and cooling system, and to operate such system for a period of 30 years. We were the lead negotiator of the design-build-operate agreement, and also negotiated a fuel procurement contract. The primary fuels will be natural gas for the steam generating facilities and electricity for the chilled water generating facilities. Private Contractor: **Constellation Energy**.

Long Island Power Authority. (Electric System Operating Contract). Hawkins represented the Long Island Power Authority in the acquisition of the electric generation and distribution assets of the Long Island Lighting Company. Upon the acquisition of such assets by LIPA, LIPA entered into various operating agreements with LILCO, whereby LILCO, through its subsidiaries, operated LIPA's newly acquired electric assets. Our firm was instrumental in structuring, drafting and negotiating the operating agreements, and other related transaction agreements. We also served as bond counsel to LIPA in its issuance of \$6.5 billion of municipal bonds, the largest issuance in municipal bond history, to acquire LILCO's electric assets. Private Contractor: **Keyspan**.

Klamath Falls, Oregon. (Cogeneration Project). Hawkins was retained to assist in developing and negotiating a transaction for the construction, financing and operation of an approximately 500 megawatt cogeneration facility that was successfully financed and constructed. During the development of the project, we assisted in negotiating the design-build-operate contract with Black & Veatch, a power purchase agreement with PacifiCorp Power Marketing, Inc., a power brokering agreement (for the City's portion of the facility's output) with PPM, an operating and maintenance agreement with Pacific Klamath Energy, Inc., a fuel supply

and services agreement with PPM and various related agreements. Private Contractor: **Black and Veatch**.

Moreno Valley, California. (Electric Distribution Substation and Switchyard) Hawkins assisted the City of Moreno Valley and the Moreno Valley Electrical Utility as special counsel for the design, procurement, construction and financing of a new electric distribution substation and associated switchyard. The firm substantially advised the City on California's public-private partnership statute for municipal infrastructure, Government Code Section 5956, and provided contract drafting and negotiation services in this regard. The formation of the municipally owned electrical utility and the development of the substation and switchyard will permit the City to provide more rate stability to commercial and industrial customers than an investor-owned utility and improve the health and stability of the City's general fund. Private Contractor: **ABB, Inc.**

Washington, D.C. Water and Sewer Authority. Our firm has served as lead counsel to DC Water on four major projects at DC Water's Blue Plains 370 MGD wastewater treatment (one of the largest in the United States) procured using alternative project delivery, and have been actively involved in related legal review, planning and project delivery method selection matters. Two of these projects have been in the power and renewable energy sector:

Combined Heat and Power Project. Hawkins served as special counsel in the procurement of the new million combined-heat-and-power facility on a design-build-operate basis. We assisted in the procurement process and drafted and negotiated the DBO service contract, which has a term of 15 to 20 years following acceptance of the facility and includes performance guarantees associated with steam and electrical power production, among others. The project is currently under construction and is expected to reduce DC Water's greenhouse gas emissions by approximately 40 percent, as well as reduce the risk of increased disposal costs and provide a hedge against increases in future power costs. Private Contractor: **PEPCO**.

Solar Energy Project. Hawkins served as special counsel in connection with the procurement of a privately financed solar energy project to be located at the Blue Plains Wastewater Treatment Plant. We assisted in the review of possible contracting structures, the procurement process and the negotiation of a power purchase agreement with the selected proponent. Private Contractor: Deferred.

Monmouth County. Hawkins has served as energy counsel and special counsel to the County in connection with several energy and renewable energy projects, including solar, and landfill gas-to-energy, cogeneration projects and the third-party supply of electricity and natural gas. The firm's services have included leading competitive procurements, evaluating proposals and recommending the most advantageous proposer, drafting power purchase agreements, and natural gas energy supply agreements and other related transaction agreements.

Camden County Municipal Utilities Authority. Hawkins has served as special counsel to the Authority in connection with the procurement of a solar energy project, on which the firm's services included evaluating proposals and negotiating a power purchase agreement with the most advantageous proposer. In addition, Hawkins is currently assisting the Authority with a new renewable energy procurement for multiple projects which may include solar, geothermal or combined heat and power (CHP) technology. The firm's services in connection with this procurement include drafting procurement documents, preparing a draft power purchase agreement, evaluating proposals and recommending the most advantageous proposer or proposers.

Nashville, Tennessee. (District Heating and Cooling Project). We served as special counsel to Nashville/Davidson County on its natural gas fired district heating and cooling

project, built to replace an aging waste-to-energy facility. The firm handled the legal and commercial aspects of the procurement, the DBFO service agreement with the private contractor, and the agreements with customers in the City's downtown heating and cooling loop. Private Contractor: **Constellation Energy**.



PART 8

EXPERIENCE SUMMARY CHARTS – WATER AND WASTEWATER PROJECTS

PART 8

**EXPERIENCE SUMMARY CHARTS –
WATER AND WASTEWATER PROJECTS**



The following charts profile the experience of Hawkins Delafield & Wood LLP (“Hawkins” or “HD&W”) as **special contract counsel** to local, state and federal governments in project procurements for the **water and wastewater sector**. The projects listed include both completed and deferred transactions, and current, ongoing representation. Contract value amounts are approximate.



|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | | |  WATER AND WASTEWATER SECTOR | | |
|---|-------------------------|------------------------|--------------------------------|-------------------------|-----------------------|---------------------------|--------------------------------|------------------|---|--------------------------|-----------------------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | | |
| NUMBER OF PROJECTS | NUMBER OF STATES | INDUSTRY SECTOR | DESIGN/BUILD | OPERATE/MAINTAIN | REPAIR/REPLACE | RESIDUALS DISPOSAL | COLLECTION/DISTRIBUTION | FINANCING | CONTRACT YEARS | PROJECT SIZE | CONTRACT VALUE |
| | | | | | | | | | | | |
| 46 | 20 | Wastewater | 29 | 42 | 38 | 23 | 25 | 7 | 595 | 1,328 MGD | \$5.5B |
| 14 | 9 | Residuals | 13 | 12 | 12 | 12 | 0 | 4 | 184 | 3,760 WTPD | \$1B |
| 98 | 24* | Total | 67** | 85** | 80** | 40** | 46** | 17** | 1,237 | 2,680 MGD/ 3,760 WTPD | \$11.1B |



Hawkins is a founding sponsor of the Mayor's Water Council of the United States Conference of Mayors and a member of its Water Development Advisory Board; a sponsoring member of the National Council on Public Private Partnerships and the Design-Build Institute of America; and a regular contributor to programs sponsored by the American Water Works Association, the Water Environment Federation, the American Membrane Technology Association, the Association of Metropolitan Sewerage Agencies, the Association of Metropolitan Water Agencies, and regional governmental water organizations in California, Texas, New York and New England.



*Several states have multiple projects.

**Several projects are multiple projects (Water/Wastewater).

|  PROJECT EXPERIENCE PROFILE | | | SERVICES AGGREGATED UNDER PRIVATE MANAGEMENT | | | | | |  WATER AND WASTEWATER SECTOR | | |
|---|------------------|--------------------|---|------------------|----------------|--------------------|-------------------------|-----------|---|-----------------------|--------|
| | | | DESIGN/BUILD | OPERATE/MAINTAIN | REPAIR/REPLACE | RESIDUALS DISPOSAL | COLLECTION/DISTRIBUTION | FINANCING | | | |
| CITY/ REGION/ AUTHORITY | STATE/ NATION | INDUSTRY SECTOR | | | | | | | | | |
| Airway Heights | WA | Wastewater | • | • | • | | | | 20 yrs. | 1 MGD | \$40M |
| Barstow | CA | Wastewater | • | | | | | | 2 yrs. | 5 MGD | \$20M |
| Bergen County | NJ | Wastewater | | • | • | • | • | | 15 yrs. | 100 MGD | \$150M |
| Boston (MWRA) | MA | Water | • | | | | | | 2 yrs. | 50 MGD | \$50M |
| Boston (MWRA) | MA | Residuals | • | • | • | • | | | 10 yrs. | 250 WTPD | \$50M |
| Brockton | MA | Wastewater | | • | • | | | | 20 yrs. | 25 MGD | \$50M |
| Burlington County | NJ | Residuals | • | • | • | • | | | 10 yrs. | 150 WTPD | \$60M |
| Carlsbad (San Diego County Water Authority) | CA | Water | • | • | • | • | | • | 20 yrs. | 50 MGD | \$1M |
| Charlotte (CMUD) | NC | Residuals | • | • | • | • | | | 10 yrs. | 150 WTPD | \$90M |
| Corpus Christi | TX | Water | • | • | • | | • | | | 25 MGD | |
| Cranston | RI | Wastewater | • | • | • | • | • | • | 25 yrs. | 25 MGD | \$500M |
| DC (WASA) | DC | Residuals | • | | | | | | 4 yrs. | 1,200 WTPD | \$200M |
| East Aurora | NY | Wastewater | | • | | | | | 5 yrs. | 2 MGD | \$2M |
| Fillmore | CA | Wastewater | • | • | • | • | • | | 20 yrs. | 2 MGD | \$50M |
| Fresno | CA | Residuals | • | • | • | • | | • | 20 yrs. | 200 WTPD | \$160M |
| Fulton County (Atlanta) | GA | Wastewater | • | • | • | | | | 20 yrs. | 50 MGD | \$250M |
| Gary | IN | Residuals | • | • | • | • | | | 5 yrs. | 75 WTPD | \$40M |
| Hempstead Village | NY | Water | | • | • | | | | 20 yrs. | 20 MGD | \$75M |
| Hialeah | FL | Water | • | • | • | | | | 20 yrs. | 10 MGD | \$150M |
| Holyoke | MA | Wastewater | • | • | • | • | • | | 20 yrs. | 20 MGD | \$75M |
| Honolulu | HI | Wastewater | • | • | • | | | • | 20 yrs. | 25 MGD | \$100M |
| Houston | TX | Water | • | | | | | | 8 yrs. | 320 MGD | \$1B + |
| Lake Hodges (San Diego County Water Authority) | CA | Water | • | | | | | | 2 yrs. | Transmission Pipeline | \$35M |
| Laredo | TX | Water | • | • | • | • | • | | 10 yrs. | 40 MGD | \$70M |
| Laredo | TX | Wastewater | • | • | • | • | • | | 10 yrs. | 25 MGD | \$50M |
| Lawrence | MA | Water | • | • | • | | | | 20 yrs. | 15 MGD | \$120M |
| Lynn (LWSC) | MA | Wastewater | • | • | • | • | | | 20 yrs. | 25 MGD | \$110M |
| Lynn (LWSC) | MA | Wastewater (CSO) | • | • | • | | | | 5 yrs. | 25 MGD | \$40M |
| Malibu | CA | Water | | • | • | | • | • | 10 yrs. | 2 MGD | \$10M |
| Maple Shade | NJ | Water | • | | | | | | 2 yrs. | 5 MGD | \$30M |

|  PROJECT EXPERIENCE PROFILE | | | SERVICES AGGREGATED UNDER PRIVATE MANAGEMENT | | | | | |  WATER AND WASTEWATER SECTOR | | |
|---|------------------|--------------------|---|------------------|----------------|--------------------|-------------------------|-----------|---|---------------|--------|
| | | | DESIGN/BUILD | OPERATE/MAINTAIN | REPAIR/REPLACE | RESIDUALS DISPOSAL | COLLECTION/DISTRIBUTION | FINANCING | | | |
| CITY/ REGION/ AUTHORITY | STATE/ NATION | INDUSTRY SECTOR | | | | | | | | | |
| Monroe County | NY | Residuals | • | • | • | • | | | 20 yrs. | 50 WTPD | \$20M |
| Monterey (Cal-Am Water) | CA | Water | • | | | | | | 3 yrs. | 10 MGD | \$90M |
| Nashville | TN | Residuals | • | | | • | | | 5 yrs. | 200 WTPD | \$100M |
| Naugatuck | CT | Wastewater | • | • | • | • | | | 20 yrs. | 10 MGD | \$100M |
| Newport | RI | Wastewater | • | • | • | • | • | | 20 yrs. | 10 MGD | \$100M |
| Pacifica | CA | Wastewater | • | | | | | | 20 yrs. | 5 MGD | \$10M |
| Palos Verdes | CA | Water | • | | | | | | 5 yrs. | Pipeline | \$50M |
| Phoenix | AZ | Water & Wastewater | • | | | | | | | | |
| Phoenix (GAC) | AZ | Water | • | • | • | | | | 20 yrs. | GAC Treatment | \$50M |
| Phoenix (Lake Pleasant) | AZ | Water | • | • | • | | • | | 20 yrs. | 80 MGD | \$200M |
| Pima County (Roger Road) | AZ | Wastewater | • | • | • | • | | | 20 yrs. | 30 MGD | \$250M |
| Providence (NBC) | RI | Wastewater | | • | | | | | 5 yrs. | 40 MGD | \$20M |
| Rockland County | NY | Residuals | • | • | • | • | | | 10 yrs. | 100 WTPD | \$50M |
| Rockland County | NY | Wastewater | • | • | • | • | | | 20 yrs. | 5 MGD | \$60M |
| Sacramento (SRCSD) | CA | Residuals | • | • | • | • | | • | 20 yrs. | 80 WTPD | \$60M |
| San Antonio (SAWS) | TX | Water | • | • | • | | • | • | 30 yrs. | 45 MGD | \$3.4B |
| San Antonio (SAWS) | TX | Water | • | | | | | | 2 yrs. | 20 MGD | \$150M |
| San Antonio (SAWS) | TX | Water | • | | | | | | 5 yrs. | 20 MGD | \$120M |
| San Diego | CA | Residuals | • | • | • | • | | • | 20 yrs. | 200 WTPD | \$80M |
| San Diego (Otay Mesa) | CA | Water | | • | | | | | 10 yrs. | 40 MGD | \$50M |
| San Diego (San Pasqual) | CA | Water | • | • | • | | • | • | 20 yrs. | 15 MGD | \$30M |
| San Diego (South Bay) | CA | Water | • | • | • | | • | • | 20 yrs. | 30 MGD | \$80M |
| San Jose | CA | Water | | • | • | | • | | 20 yrs. | 15 MGD | \$125M |
| San Jose | CA | Residuals | • | | | | | | 3 yrs. | 167 MGD | \$65M |
| San Jose Water Company | CA | Water | • | | | | | | 3 yrs. | 30 MGD | \$65M |
| San Juan Capistrano | CA | Water | • | • | • | • | | • | 20 yrs. | 5 MGD | \$50M |
| San Marcos | TX | Water | | • | • | | • | | 5 yrs. | 5 MGD | \$20M |
| San Marcos | TX | Wastewater | | • | • | • | • | | 5 yrs. | 5 MGD | \$20M |

|  | | | SERVICES AGGREGATED UNDER PRIVATE MANAGEMENT | | | | | |  | | | |
|--|------------------|--------------------|--|------------------|----------------|--------------------|-------------------------|-----------|---|---------|-----------------------|---------------|
| | | | DESIGN/BUILD | OPERATE/MAINTAIN | REPAIR/REPLACE | RESIDUALS DISPOSAL | COLLECTION/DISTRIBUTION | FINANCING | | | | CONTRACT TERM |
| CITY/ REGION/ AUTHORITY | STATE/ NATION | INDUSTRY SECTOR | | | | | | | | | | |
| Santa Fe | NM | Water | • | | | | | • | | 2 yrs. | 15 MGD | \$150M |
| Sarasota County | FL | Residuals | • | • | • | • | | | | 20 yrs. | 100 WTPD | \$20M |
| Seattle (Tolt River) | WA | Water | • | • | • | | | | | 20 yrs. | 120 MGD | \$100M |
| Southern Nevada Water Authority | NV | Water | • | | | | | | | 2 yrs. | Transmission Pipeline | \$30M |
| Southold | NY | Residuals | • | • | • | • | | • | | 20 yrs. | 5 WTPD | \$25M |
| Spokane | WA | Wastewater | • | • | • | • | • | | | 20 yrs. | 8 MGD | \$100M |
| Springfield | MA | Wastewater | • | • | • | • | | | | 20 yrs. | 40 MGD | \$300M |
| Stockton | CA | Wastewater | • | • | • | • | • | | | 20 yrs. | 75 MGD | \$350M |
| Stockton | CA | Water | | • | • | | | | | 20 yrs. | 75 MGD | \$20M |
| Southern California Water Replenishment District | CA | Water | • | • | • | | | | | | 18 MGD | |
| Tacoma | WA | Wastewater | • | | | | | | | 3 yrs. | 60 MGD | \$80M |
| Tampa | FL | Water | • | • | • | | | | | 20 yrs. | 40 MGD | \$100M |
| Trinity River Authority | TX | Wastewater | • | | | | | | | 3 yrs. | 160 MGD | \$160M |
| Twin Oaks (San Diego County Water Authority) | CA | Water | • | • | • | | | | | 15 yrs. | 100 MGD | \$250M |
| Warren Township | NJ | Wastewater | | • | • | • | | | | 5 yrs. | 2 MGD | \$3M |
| Washington Borough | NJ | Wastewater | • | • | • | • | | | | 15 yrs. | 2 MGD | \$25M |
| Washington Suburban Sanitary Commission | MD | Residuals | • | • | • | • | | • | | | 45 DTPD | \$100M |
| Waterbury | CT | Wastewater | | • | | | | | | 50 yrs. | 16 MGD | \$5M |
| West Palm Beach | FL | Wastewater | | • | | | | | | 5 yrs. | 15 MGD | \$25M |
| Wilsonville | OR | Wastewater | • | • | • | • | • | | | 20 yrs. | 6 MGD | \$60M |
| Woodland-Davis | CA | Water | • | • | • | | • | | | 15 yrs. | 30 MGD | \$200M |
| <i>Puerto Rico Projects</i> | | | | | | | | | | | | |
| Island-Wide | PR | Water | • | • | • | • | • | | | 10 yrs. | 500 MGD | \$2B |
| Island-Wide | PR | Wastewater | • | • | • | • | • | | | 10 yrs. | 500 MGD | \$2B |
| Island-Wide | PR | Residuals | | • | • | | | | | 10 yrs. | 1,000 WTPD | \$50M |

|  PROJECT EXPERIENCE PROFILE | | | SERVICES AGGREGATED UNDER PRIVATE MANAGEMENT | | | | | |  WATER AND WASTEWATER SECTOR | | |
|---|------------------|--------------------|---|------------------|----------------|--------------------|-------------------------|-----------|---|--------|--------|
| | | | DESIGN/BUILD | OPERATE/MAINTAIN | REPAIR/REPLACE | RESIDUALS DISPOSAL | COLLECTION/DISTRIBUTION | FINANCING | | | |
| CITY/ REGION/ AUTHORITY | STATE/ NATION | INDUSTRY SECTOR | | | | | | | | | |
| <i>U.S. Air Force Projects</i> | | | | | | | | | | | |
| Andrews AFB | MD | Water & Wastewater | | • | • | | • | | | | |
| Bangor ANGB | ME | Water & Wastewater | | • | • | | • | | | | |
| Martin State ANGB | MD | Wastewater | | • | • | | • | | | | |
| McGuire AFB | NJ | Water & Wastewater | | • | • | | • | | | | |
| Minneapolis ARS | NM | Water & Wastewater | | • | • | | • | | | | |
| Youngstown ARS | OH | Water & Wastewater | | • | • | | • | | | | |
| <i>U.S. Navy Projects</i> | | | | | | | | | | | |
| 60 Eastern U.S. Naval Bases | Eastern USA | Water & Wastewater | | • | • | | • | | | | |
| Naval Air Station (NAS) Patuxent River | MD | Water & Wastewater | | • | • | | • | | 50 yrs. | | \$35M |
| Great Lakes Naval Training Center | IL | Water & Wastewater | | • | • | | • | | 25 yrs. | | \$2.4M |
| Public Works Center (PWC) and NAS Norfolk | VA | Water & Wastewater | • | • | • | | • | | | | |
| <i>International Projects</i> | | | | | | | | | | | |
| Guayaquil | Ecuador | Wastewater | • | • | • | • | • | • | 20 yrs. | 20 MGD | \$75M |
| Juarez | Mexico | Wastewater | • | • | • | • | • | • | 25 yrs. | 40 MGD | \$70M |



PART 9

EXPERIENCE SUMMARY CHARTS – SOLID WASTE PROJECTS

PART 9



**EXPERIENCE SUMMARY CHARTS –
SOLID WASTE PROJECTS**



The following charts profile Hawkins’s experience as contract counsel and finance counsel to local, state and federal governments in project procurements for the solid waste sector. The projects listed include both completed and deferred transactions, and current, ongoing representation. Contract value amounts are approximate.



|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|------------------|----------------------|-------------------------|----------------------|-------------|------------------|-------------------|--|--------------|----------------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| NUMBER OF PROJECTS | NUMBER OF STATES | INDUSTRY SECTOR | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | CONTRACT YEARS | PROJECT SIZE | CONTRACT VALUE |
| 8 | 4 | Compost | 9 | 8 | 2 | 8 | 1 | 125 | 3,500 TPD | \$1.635 B |
| 3 | 2 | Hazardous Waste | 0 | 3 | 0 | 3 | 2 | 15 | 165 TPD | \$100 M |
| 27 | 10 | Landfill | 18 | 9 | 0 | 23 | 8 | 270 | 30,800 TPD | \$3.145 B |
| 7 | 4 | Landfill Gas Co-Gen | 0 | 6 | 6 | 7 | 0 | 115 | Gas Co-Gen | \$245 M |
| 25 | 10 | Materials Recovery | 1 | 25 | 9 | 22 | 13 | 265 | 13,850 TPD | \$2.435 B |
| 1 | 1 | Medical Waste | 0 | 1 | 1 | 0 | 1 | 20 | 50 TPD | \$100 M |
| 14 | 3 | Hauling and Disposal | 14 | 0 | 0 | 14 | 0 | 250 | 8,650 TPD | \$4.795 B |
| 59 | 17 | Res. Rec/Alt. Tech. | 1 | 59 | 42 | 50 | 45 | 1,080 | 56,650 TPD | \$23.640 B |
| 1 | 1 | Recycling Facility | 0 | 1 | 1 | 1 | 0 | 5 | 150 TPD | \$25 B |
| 8 | 5 | Transfer Station | 5 | 4 | 1 | 7 | 2 | 55 | 5,600 TPD | \$495 M |
| 151 | 25* | Total | 39 | 115 | 61 | 113 | 72 | 2,180 | 119,365 TPD | \$36.615 B |



Hawkins is a founding sponsor of the Municipal Waste Management Association of the United States Conference of Mayors; a member of the Solid Waste Management Association of North America and the Design-Build Institute of America.



*Several states have multiple projects.



|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|-----------------|-------------------------------|-------------------------|----------------------|-------------|------------------|-------------------|--|--------------|----------------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| CITY/ REGION | STATE NATION | ASSET TYPE | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | CONTRACT YEARS | PROJECT SIZE | CONTRACT VALUE |
| Anaheim | CA | Transfer Station | • | • | • | • | | 15 yrs. | 500 TPD | \$100M |
| Arecibo | PR | Landfill | | • | | • | | 20 yrs. | 500 TPD | \$75 M |
| Arecibo | PR | Transfer Station | • | | | • | | 5 yrs. | 100 TPD | \$10 M |
| Babylon | PR | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 750 TPD | \$900 M |
| Bergen County | NJ | Landfill | • | | | • | | 5 yrs. | 1,000 TPD | \$200 M |
| Bergen County | NJ | Materials Recovery | | • | | • | | 20 yrs. | 1,500 TPD | \$190 M |
| Biddeford | ME | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 600 TPD | \$200 M |
| Blackstone Valley | RI | Res. Rec./ Alt. Tech. | | • | • | | • | 20 yrs. | 750 TPD | \$200 M |
| Bridgeport | CT | Materials Recovery | | • | | • | • | 10 yrs. | 200 TPD | \$30 M |
| Bridgeport | CT | Res. Rec./ Alt. Tech. | • | • | • | • | • | 20 yrs. | 1,800 TPD | \$600 M |
| Bridgeport | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 2,000 TPD | \$800 M |
| Bristol | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 600 TPD | \$250 M |
| Broome County | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 500 TPD | \$250 M |
| Buenos Aires | ARG | Landfill | • | | | • | | 20 yrs. | 300 TPD | \$100 M |
| Burlington County | NJ | Compost | | • | | • | | 10 yrs. | 300 TPD | \$100 M |
| Clatskaine | OR | Materials Recovery (Paper) | | • | | | • | 5 yrs. | 300 TPD | \$70 M |
| Clarkstown | NY | Transfer Station | • | | | • | | 10 yrs. | 500 TPD | \$90 M |
| Culver City | CA | Landfill | • | | | • | | 10 yrs. | 200 TPD | \$30 M |
| Cumberland County | NJ | Landfill Gas Co-Gen | | • | • | • | | 20 yrs. | Gas Co-Gen | \$50 M |
| Dutchess County | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 400 TPD | \$200 M |



|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|---------------------|---------------------------------|--------------------------------|-----------------------------|--------------------|-------------------------|--------------------------|--|------------|-----------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| | | | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | | | |
| CITY/ REGION | STATE NATION | ASSET TYPE | | | | | | | | |
| East End (LI) Towns | NY | Compost | | • | • | • | | 20 yrs. | 300 TPD | \$160 M |
| Eastern/Central | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 550 TPD | \$250 M |
| Flathead County | MT | Landfill Gas Co-Gen | | • | • | • | | 15 yrs. | Gas Co-Gen | \$15 M |
| Frederick County | MD | Res. Rec./ Alt. Tech. | | • | | • | | 20 yrs. | 1,500 TPD | \$300 M |
| Fresno | CA | Compost | | • | | • | | 20 yrs. | 600 TPD | \$350 M |
| Fort Worth | TX | Landfill | • | | | • | | 20 yrs. | 500 TPD | \$100 M |
| Gorham | ME | Res. Rec./ Alt. Tech. | | • | | | • | 5 yrs. | 500 TPD | \$20 M |
| Halifax | CAN | Res. Rec./ Alt. Tech. | | • | • | • | | 20 yrs. | 500 TPD | \$300 M |
| Harford County | MD | Res. Rec./ Alt. Tech. | | • | | • | | 20 yrs. | 1,500 TPD | \$300 M |
| Hamden (SCCWA) | CT | Hazardous Waste | | • | | • | • | 5 yrs. | 5 TPD | \$5 M |
| Hempstead | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 1,500 TPD | \$500 M |
| Hempstead | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 2,000 TPD | \$900 M |
| Hawaii County | HI | Res. Rec./ Alt. Tech. | | • | | • | | 20 yrs. | 300 TPD | \$100 M |
| Honolulu | HI | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 2,000 TPD | \$1,100 M |
| Housatonic Valley | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 600 TPD | \$220 M |
| Hudson County | NJ | Res. Rec./ Alt. Tech. | | • | | | • | 5 yrs. | 1,500 TPD | \$200 M |
| Huntington | NY | Landfill | • | | | • | | 5 yrs. | 750 TPD | \$75 M |
| Huntington | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 750 TPD | \$500 M |
| Huntington | NY | Materials Recovery | | • | • | • | • | 20 yrs. | 100 TPD | \$75 M |
| Imperial | CA | Res. Rec./ Alt. Tech. (Biomass) | | • | • | • | • | 25 yrs. | 250 TPD | \$50 M |
| Indio | CA | Transfer Station | • | | | • | | 5 yrs. | 200 TPD | \$20 M |



|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|-----------------|----------------------------|--------------------------------|----------------------|-------------|----------------------|-------------------|--|--------------|----------------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| CITY/ REGION | STATE NATION | ASSET TYPE | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | CONTRACT YEARS | PROJECT SIZE | CONTRACT VALUE |
| Islip | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 400 TPD | \$200 M |
| Jacksonville | FL | Landfill | • | | | • | | 5 yrs. | 5,000 TPD | \$100 M |
| Jefferson County | TX | Materials Recovery (Paper) | | • | • | • | • | 25 yrs. | 300 TPD | \$50 M |
| Jersey City | NJ | Hauling and Disposal | • | | | • | | 5 yrs. | 300 TPD | \$25 M |
| Johnston | RI | Res. Rec./ Alt. Tech. | | • | • | | • | 5 yrs. | 750 TPD | \$200 M |
| Kern County | CA | Landfill | • | | | • | | 5 yrs. | 750 TPD | \$20 M |
| Kauai County | HI | Res. Rec./ Alt. Tech. | | • | | • | | 20 yrs. | 200 TPD | \$125 M |
| Lawrence-Haverhill | MA | Res. Rec./ Alt. Tech. | | • | • | | • | 20 yrs. | 1,000 TPD | \$550 M |
| Los Angeles | CA | Res. Rec./ Alt. Tech. | | • | • | • | | 20 yrs. | 2,000 TPD | \$800 M |
| Madera County | CA | Landfill | | • | | • | | 10 yrs. | 200 TPD | \$10 M |
| Marion County | OR | Res. Rec./ Alt. Tech. | | • | | | • | 20 yrs. | 550 TPD | \$225 M |
| Mid-Conn (Hartford) | CT | Materials Recovery | | • | | • | • | 5 yrs. | 200 TPD | \$25 M |
| Mid-Conn (Hartford) | CT | Res. Rec./ Alt. Tech. | | • | | • | • | 5 yrs. | 2,000 TPD | \$400 M |
| Midstate (Middletown) | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 300 TPD | \$120 M |
| Mojave Desert | CA | Materials Recovery | | • | | • | • | 10 yrs. | 500 TPD | \$20 M |
| Monmouth County | NJ | Materials Recovery | | • | | • | | 10 yrs. | 1,000 TPD | \$90 M |
| Monmouth County | NJ | Res. Rec./ Alt. Tech. | | • | | • | | 20 yrs. | 1,300 TPD | \$700 M |
| Monmouth County | NJ | Landfill Gas Co-Gen | | • | • | • | | 15 yrs. | Gas Co-Gen | \$15 M |
| Monmouth County | NJ | Hauling and Disposal | • | | | • | | 5 yrs. | 100 TPD | \$20 M |
| Monmouth County | NJ | Recycling Facility | | • | • | • | | 5 yrs. | 150 TPD | \$25 M |
| Monroe County | NY | Materials Recovery | | • | | • | • | 10 yrs. | 300 TPD | \$45 M |

|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|---------------------|----------------------------|--------------------------------|-----------------------------|--------------------|-------------------------|--------------------------|--|------------|-----------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| | | | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | | | |
| CITY/REGION | STATE NATION | ASSET TYPE | | | | | | | | |
| Monroe County | NY | Compost | | • | | • | | 10 yrs. | 300 TPD | \$55 M |
| Montgomery County | MD | Res. Rec./ Alt. Tech. | | • | | • | | 20 yrs. | 2,000 TPD | \$1,100 M |
| Montgomery County | MD | Materials Recovery | | • | | • | | 5 yrs. | 500 TPD | \$35 M |
| Montgomery County | OH | Res. Rec./ Alt. Tech. | | • | | • | | 5 yrs. | 500 TPD | \$25 M |
| Montreal Region | CAN | Res. Rec./ Alt. Tech. | | • | • | • | | 20 yrs. | 2,000 TPD | \$800 M |
| Montreal Region | CAN | Materials Recovery | | • | • | • | | 10 yrs. | 300 TPD | \$50 M |
| Morris County | NJ | Transfer Station | • | | | • | | 5 yrs. | 1,200 TPD | \$100 M |
| Mountain View | CA | Landfill | • | | | • | | 5 yrs. | 150 TPD | \$20 M |
| Nashville | TN | Landfill Gas Co-Gen | | • | • | • | | 20 yrs. | Gas Co-Gen | \$25 M |
| Nashville | TN | Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$100 M |
| Naugatuck Valley | CT | Res. Rec./ Alt. Tech. | | • | | • | • | 20 yrs. | 400 TPD | \$175 M |
| New Hanover County | NC | Res. Rec./ Alt. Tech. | | • | • | • | | 15 yrs. | 700 TPD | \$150 M |
| New Haven | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 400 TPD | \$160 M |
| New London County | CT | Materials Recovery (Paper) | | • | • | • | • | 5 yrs. | 300 TPD | \$40 M |
| New York (Bronx) | NY | Medical Waste | | • | • | | • | 20 yrs. | 50 TPD | \$100 M |
| New York (Bronx) | NY | Res. Rec./ Alt. Tech. | | • | | • | • | 20 yrs. | 1,000 TPD | \$225 M |
| New York (Bronx) | NY | Materials Recovery | | • | • | • | • | 20 yrs. | 500 TPD | \$150 M |
| New York (Bronx) | NY | Rail Hauling and Disposal | • | | | • | | 20 yrs. | 1,500 TPD | \$900 M |
| New York (Bronx) | NY | Rail Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$300 M |
| New York (Brooklyn) | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 3,000 TPD | \$1,200 M |

|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|--------------|----------------------------|--------------------------------|----------------------|-------------|----------------------|-------------------|--|--------------|----------------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| CITY/REGION | STATE NATION | ASSET TYPE | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | CONTRACT YEARS | PROJECT SIZE | CONTRACT VALUE |
| New York (Brooklyn) | NY | Materials Recovery | | • | | • | | 5 yrs. | 600 TPD | \$50 M |
| New York (Brooklyn) | NY | Rail Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$300 M |
| New York (Brooklyn) | NY | Rail Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$300 M |
| New York (Brooklyn) | NY | Barge Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$300 M |
| New York (Brooklyn) | NY | Barge Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$300 M |
| New York (Manhattan) | NY | Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$300 M |
| New York (Manhattan) | NY | Barge Hauling and Disposal | • | | | • | | 20 yrs. | 750 TPD | \$450 M |
| New York (Queens) | NY | Rail Hauling and Disposal | • | | | • | | 20 yrs. | 1,000 TPD | \$600 M |
| New York (Queens) | NY | Barge Hauling and Disposal | • | | | • | | 20 yrs. | 500 TPD | \$300 M |
| New York (Staten Island) | NY | Materials Recovery (Paper) | | • | • | | • | 5 yrs. | 500 TPD | \$80 M |
| New York (Staten Island) | NY | Rail Hauling and Disposal | • | | | • | | 20 yrs. | 1,000 TPD | \$600 M |
| Newport Beach | CA | Landfill | • | | | • | | 5 yrs. | 500 TPD | \$40 M |
| Niagara County | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 2,000 TPD | \$1,000 M |
| North County | NY | Landfill | | • | | | • | 5 yrs. | 300 TPD | \$20 M |
| North Hempstead | NY | Transfer Station | | • | | | • | 5 yrs. | 1,000 TPD | \$50 M |
| North Hempstead | NY | Res. Rec./ Alt. Tech. | | • | | • | • | 20 yrs. | 750 TPD | \$350 M |
| Northampton County | PA | Res. Rec./ Alt. Tech. | | • | • | • | | 20 yrs. | 600 TPD | \$250 M |
| Oklahoma County | OK | Res. Rec./ Alt. Tech. | | • | • | | • | 5 yrs. | 800 TPD | \$200 M |

|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|---------------------|------------------------------|--------------------------------|-----------------------------|--------------------|-------------------------|--------------------------|--|------------|-----------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| | | | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | | | |
| CITY/ REGION | STATE NATION | ASSET TYPE | | | | | | | | |
| Onondaga County | NY | Res. Rec./ Alt. Tech. | | • | | • | • | 20 yrs. | 1,500 TPD | \$850 M |
| Onondaga County | NY | Landfill | • | | | • | • | 5 yrs. | 1,000 TPD | \$90 M |
| Orange County | CA | Landfill | • | | | • | | 20 yrs. | 10,000 TPD | \$1,200 M |
| Orange County | CA | Landfill | • | | | • | | 10 yrs. | 2,000 TPD | \$200 M |
| Oxnard | CA | Materials Recovery | | • | • | • | | 10 yrs. | 750 TPD | \$50 M |
| Pierce County | WA | Materials Recovery (Paper) | | • | | | • | 5 yrs. | 300 TPD | \$30 M |
| Pittsfield | MA | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 250 TPD | \$80 M |
| Redondo Beach | CA | Landfill | • | | | • | | 5 yrs. | 200 TPD | \$30 M |
| Riyadh | Saudi Arabia | Materials Recovery | | • | | • | • | 10 yrs. | 1,000 TPD | \$100 M |
| Rockland County | NY | Materials Recovery | | • | | • | • | 10 yrs. | 200 TPD | \$50 M |
| Rockland County | NY | Transfer Station | | • | | • | • | 5 yrs. | 600 TPD | \$50 M |
| Rockland County | NY | Compost | | • | | • | | 5 yrs. | 300 TPD | \$60 M |
| Rockland County | NY | Materials Recovery (Upgrade) | | • | | • | | 5 yrs. | 100 TPD | \$30 M |
| Sacramento County | CA | Landfill | | • | | • | • | 5 yrs. | 500 TPD | \$50 M |
| Sacramento | CA | Materials Recovery | | • | | • | | 20 yrs. | 2,200 TPD | \$800 M |
| San Bernardino | CA | Landfill | • | | | • | | 5 yrs. | 1,500 TPD | \$100 M |
| San Diego | CA | Compost | | • | | • | | 20 yrs. | 1,000 TPD | \$600 M |
| San Diego | CA | Landfill Gas Co-Gen | | • | • | • | | 20 yrs. | Gas Co-Gen | \$80 M |
| San Diego | CA | Landfill | • | | | • | | 20 yrs. | 1,500 TPD | \$300 M |
| San Diego County | CA | Landfill | | • | | | • | 5 yrs. | 1,500 TPD | \$100 M |
| San Juan | PR | Res. Rec./ Alt. Tech. | | • | • | • | | 20 yrs. | 1,000 TPD | \$400 M |

|  | | | QUALIFICATIONS SUMMARY | | | | |  | | |
|--|----|-------------------------------|-------------------------|----------------------|-------------|------------------|-------------------|---|-----------|---------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| | | | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | | | |
| San Juan | PR | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 1,000 TPD | \$500 M |
| Santa Cruz County | CA | Materials Recovery | • | • | | • | | 10 yrs. | 300 TPD | \$50 M |
| Santa Cruz County | CA | Landfill | • | | | • | | 5 yrs. | 350 TPD | \$50 M |
| Seattle | WA | Transfer Station | | • | | • | | 5 yrs. | 1,500 TPD | \$75 M |
| Shelton | CT | Landfill | | • | | | • | 5 yrs. | 500 TPD | \$10 M |
| Somerset County | NJ | Materials Recovery | | • | • | • | | 10 yrs. | 750 TPD | \$160 M |
| South Central | CT | Hazardous Waste | | • | | • | • | 5 yrs. | 10 TPD | \$20 M |
| Southeastern | CT | Landfill | | • | | • | • | 5 yrs. | 300 TPD | \$20 M |
| Southeastern | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 600 TPD | \$500 M |
| Southold | NY | Compost | | • | | • | • | 20 yrs. | 100 TPD | \$60 M |
| Spokane | WA | Transfer Station | | • | | • | | 20 yrs. | 3,000 TPD | \$100 M |
| Springfield | MA | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 350 TPD | \$150 M |
| Springfield | MO | Compost | | • | • | • | | 20 yrs. | 600 TPD | \$250 M |
| St. Louis | MO | Res. Rec./ Alt. Tech. | | • | • | • | | 20 yrs. | 750 TPD | \$300 M |
| Stanislaus County | CA | Res. Rec./ Alt. Tech. | | • | • | | • | 20 yrs. | 800 TPD | \$400 M |
| Sterling | CT | Res. Rec./ Alt. Tech. (Tires) | | • | • | • | • | 5 yrs. | 200 TPD | \$60 M |
| Stratford | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 600 TPD | \$350 M |
| Syracuse | NY | Res. Rec./ Alt. Tech. | | • | | • | • | 20 yrs. | 750 TPD | \$350 M |
| Tacoma | WA | Landfill | • | | | • | | 5 yrs. | 200 TPD | \$20 M |
| Taunton | MA | Res. Rec./ Alt. Tech. | | • | • | • | | 20 yrs. | 500 TPD | \$180 M |
| Taylorsville | GA | Hazardous Waste | | • | | • | | 5 yrs. | 150 TPD | \$75 M |

|  PROJECT EXPERIENCE PROFILE | | | QUALIFICATIONS SUMMARY | | | | |  SOLID WASTE SECTOR | | |
|---|-----------------|--------------------------|--------------------------------|----------------------|-------------|----------------------|-------------------|--|--------------|----------------|
| | | | PRIVATE SECTOR SERVICES | | | HD&W ROLE | | | | |
| CITY/ REGION | STATE NATION | ASSET TYPE | WATER HAULING | DESIGN/BUILD/OPERATE | OWN/FINANCE | CONTRACT COUNSEL | FINANCIAL COUNSEL | CONTRACT YEARS | PROJECT SIZE | CONTRACT VALUE |
| Thousand Oaks | CA | Landfill | • | | | • | | 10 yrs. | 300 TPD | \$100 M |
| Tracy | CA | Materials Recovery | | • | • | • | | 10 yrs. | 150 TPD | \$25 M |
| Tulsa | OK | Res. Rec./ Alt. Tech. | | • | • | | • | 20 yrs. | 750 TPD | \$300 M |
| Ulster County | NY | Landfill | | • | | • | • | 5 yrs. | 300 TPD | \$40 M |
| Union County | NJ | Res. Rec./ Alt. Tech. | | • | | • | • | 20 yrs. | 1,400 TPD | \$800 M |
| Ventura | CA | Materials Recovery | | • | | • | | 10 yrs. | 1,000 TPD | \$140 M |
| Virgin Islands | VI | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 500 TPD | \$225 M |
| Wake County | NC | Landfill | | • | | • | | 5 yrs. | 500 TPD | \$50 M |
| Wallingford | CT | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 350 TPD | \$300 M |
| Warren/ Washington Counties | NY | Res. Rec./ Alt. Tech. | | • | | • | • | 20 yrs. | 500 TPD | \$200 M |
| Warren County | NJ | Landfill Gas Co-Gen | | • | • | • | | 20 yrs. | Gas Co-Gen | \$75 M |
| Waterbury | CT | Landfill | | • | | | • | 50 yrs. | 200 TPD | \$5 M |
| Westchester County | NY | Res. Rec./ Alt. Tech. | | • | • | • | • | 20 yrs. | 2,000 TPD | \$750 M |

PART 10

SOCIAL INFRASTRUCTURE PROJECT EXPERIENCE AND PROFILES

PART 10

SOCIAL INFRASTRUCTURE PROJECT EXPERIENCE AND PROFILES

Social Infrastructure Sector – Industry Leader. In the social infrastructure (or public buildings) sector, Hawkins has developed and maintains one of the leading legal advisory practices in the United States for projects procured on an alternating delivery or P3 basis. The firm has, for more than a decade, served as special counsel to governmental owners on a significant number of public building procurements. Our record of service for social infrastructure alternative delivery and P3 projects includes court buildings, police headquarters, consolidated laboratories and schools.

Social Infrastructure Sector – Practice Scale. Hawkins is one of a limited number of law firms in the country that has committed itself to a specialized owner-side procurement counsel practice in the social infrastructure sector. We work with many of the major consulting engineering, architectural and other advisory firms practicing in the public buildings field; have negotiated and reviewed design-build, CMAR, and design-build-finance-operate-maintain (P3), agreements with many of the major public building contractors and design-builders; and are active contributors to many of the major social infrastructure industry forums, including DBIA and the Performance-Based Buildings Coalition, of which Hawkins is a founding member.

Social Infrastructure Sector – National Experience. Hawkins served or is currently serving as lead counsel to the governmental owner for the first major social infrastructure projects undertaken in California, New York, Maryland and Texas using alternative delivery or P3 procurements. These include New York's \$1,500,000,000 Jacob K. Javits Convention Center Expansion project, procured on a lump sum design-build basis and currently under construction. Our firm also served as lead counsel to the State of California on the successfully completed \$400 million New Long Beach Court Building P3 Project, now constructed and in operation. Long Beach was the seminal design-build-finance-operate-maintain (P3) social infrastructure project in America and won a Bond Buyer deal of the year award. Hawkins currently represents the State of New York, through the Dormitory Authority of the State of New York, on a \$600 million project to consolidate and modernize the State's central laboratory facilities complex. The lab project was originally evaluated and planned as a P3, and is now being undertaken on a design-build basis. The firm also represented the City of Houston, Texas as lead counsel on the first major P3 social infrastructure project in Texas, the Houston Justice Complex for the City's Police Department Headquarters and municipal courts. In addition, we represented Travis County, Texas on its planned \$300 million Civil and Family Courthouse P3 Project, extensively reviewing P3 and design-build project delivery options through a business case and value for money study. Our P3 social infrastructure project municipal clients also include Howard County, Maryland, currently procuring a \$150 million court building on a design-build-finance-operate-maintain basis.

Hawkins has served as lead counsel to public agency project owners on a large number of public buildings project procurements. These include DB, DBOM, DBFOM (P3) and CMAR transactions. Brief profiles of selected transactions are provided below.

SOCIAL INFRASTRUCTURE P3 AND DESIGN-BUILD PROJECTS

California (State Administrative Office of the Courts) – New Long Beach Court Building P3 Project (*Design-Build-Finance-Operate-Maintain*). Hawkins served as lead counsel to the State of California (Judicial Council of California, Administrative Office of the Courts) from 2007 to 2010 for the \$400 million New Long Beach Court Building. This project was a groundbreaking P3 project for the State, and a landmark event in P3 development of social

infrastructure in the United States. Hawkins was the legal architect of the transaction. Our firm was centrally involved in the statutorily-required assessment of whether DBFO (P3) or traditional design-bid-build should be selected as the project delivery method, and in the extensive discussions with the State's Department of Finance about this novel approach in order to secure the DOF's formal approval of the project and the project agreement. Hawkins also participated centrally in the drafting of the RFQ and RFP; in the review of the submittals that the State received in response to each; and in the selection of the most advantageous proposer. Finally, our firm drafted the DBFO project agreement and related project and security documents, and led the State's negotiating team over the 10-month negotiating period. Commercial and financial close both took place in December 2010. Ground was broken in April 2011, and completion and occupancy occurred in late 2013. At the invitation of the Chief Justice of the State of California, Hawkins made a presentation on the P3 project to the Judicial Council of California, the 25 member judicial policy and court system oversight body established by the State Constitution. The project company with which the project agreement was signed was formed and led by Meridiam Infrastructure, which invested the equity. The design-builder was Clark Design-Build; AECOM was the architect; and the facilities manager Johnson Controls. BNP Paribas led the 6-bank European lending consortium, which made taxable bank loans to the project company to finance the project. Hawkins led the negotiations with each of those companies and their counsel. Private Contractor: **Long Beach Judicial Partners.**

New York State Empire State Development - Javits Convention Center Expansion Project (*Design-Build*). Hawkins served as owner's lead procurement and contract counsel for the \$1,500,000,000 Jacob K. Javits Convention Center expansion project. The project was procured on a competitive proposal basis using the firm fixed price design-build project delivery method. In its capacity as legal advisor to the New York Convention Center Development Corporation, ESD and its legal department, the firm drafted the request for qualifications, the request for proposals, and the design-build contract and related appendices, and assisted in the contract negotiation and proposal evaluation processes, working closely with leading state officials responsible for alternative project delivery. The Javits expansion project was the first major public building procurement undertaken in New York on a design-build basis, as the State continues to expand its use of alternative project delivery for public works. The Javits expansion project will be certified LEED silver, and includes a truck marshaling facility for 220 trucks; 90,000 square feet of new exhibit space; 45,000 square feet of state of the art meeting room space; a 55,000 square feet ballroom; a green roof terrace and pavilion accommodating 1,500 people for outdoor events; 27 new loading docks; and new kitchen and food service areas and back-of-house and administrative space. The Javits Center is the busiest convention center in the United States and hosts more than 175 events annually. Private Contractor: **Lend Lease - Turner Joint Venture.**

Howard County, Maryland - Court Building Project (*Design-Build-Finance-Operate-Maintain-P3*). In Maryland, our firm represents Howard County, Maryland as lead legal advisor on the County's planned 230,000 square feet new 8-set courthouse and parking structure P3 project, designed to replace its existing 150 year-old courthouse. The Howard County courthouse, the first P3 public building project in the State, attracted intense interest from well-qualified teams seeking to build the social infrastructure P3 market in the United States. Hawkins, serving as lead counsel, played a central role in confirming the selection of P3 as the preferred delivery method and in structuring the transaction, and had drafting responsibility for the request for qualifications and request for proposals. We also drafted and negotiated the P3 project agreement and appendices and led the negotiations in individual meetings with the three prequalified P3 teams. Private Contractor: Pending.

San Francisco, California - Citywide Fiber Optic Broadband Project (*Design-Build-Finance-Operate-Maintain*). Hawkins is serving as owner's lead counsel for the City and County of San Francisco in procuring a new city-wide fiber optic broadband project using the design-build-finance-operate-maintain delivery method. The innovative \$1.5 billion project will provide

gigabit speed internet services to all residences and business in San Francisco. We are working with the City to address development, financing, revenue generation, ISP leasing, performance guarantee and use and disposition of current assets structuring issues in the process of advancing the RFQ, RFP and project agreement drafting and project implementation process. Private Contractor: Pending.

Houston, Texas – Justice Complex Project (*Design-Build-Finance-Operate-Maintain*). In Texas, Hawkins served as lead legal advisor to the City of Houston in the State’s first proposed social infrastructure P3 project. The Houston Justice Complex will be a one million square foot, \$500+ million downtown building for the Houston Police Department and the City’s municipal courts, replacing aging and undersized facilities. Our responsibilities included assistance with confirming the P3 project delivery method selection, RFP drafting, and financing plan development, as well as drafting the project agreement, lease and related documents and organizing and advising financial commercial and financial close. Private Contractor: Deferred.

New York State Dormitory Authority – Consolidated State Laboratory Project (*Design-Build/P3*). Hawkins represents the New York State Department of Health (through the Dormitory Authority of the State of New York, NYSDOH’s lead consultant) as lead legal advisor on New York’s second large scale social infrastructure project delivered on a P3 or design-build basis. The \$600+ million new laboratory facility will consolidate several existing older DOH-operated labs in the Albany area requiring upgrades and modernization into a single state-of-the-art laboratory complex. Hawkins drafted the special legislation required for the project, which was originally planned as a P3 project and has been reconstituted for procurement on a design-build basis. Our legal advisory responsibilities include assistance as to project delivery method selection; review of real estate, labor and environmental issues; participation in RFQ and RFP preparation and contractor selection; and project agreement, lease and financing agreement drafting and negotiation. Private Contractor: Pending.

New York State Dormitory Authority - Comptroller’s Building (*Design-Build*). Hawkins acted as counsel to the Dormitory Authority of the State of New York (DASNY) in its capacity as developer of the State Comptroller’s Building on State Street in Albany, New York. In addition to financing the development through the issuance of tax-exempt bonds, DASNY was charged, by special legislation, with the role of acquiring the site, entering into a design-build agreement with a private developer, coordinating design with relevant State agencies and departments, and overseeing construction. The firm’s role included participating in the initial planning of the development process, sequence and financing structure, preparation of the contracts of sale for the acquisition of the site, participation in the negotiation of a project management agreement among the involved State agencies, participation in the negotiation of the design-build agreement, participation in the negotiation of the condominium plan to which the building was subjected in order to facilitate a financing with multiple series of bonds payable from different revenue streams, and negotiation and preparation of an installment sale agreement for one of the condominium units.

Travis County, Texas - New Courthouse (*P3/Design-Build*). Hawkins represented Travis County, Texas in connection with the County’s business case and value for money study of P3 and alternative project delivery approaches to the development of its new family and civil courthouse, teamed with Ernst and Young. Our firm prepared a full memorandum of law addressing procurement, contract and finance issues and options in connection with the project, and assisted in review and determination of appropriate alternative delivery methods. The County selected either DB or DBFO (P3) as the preferred methods, and ultimately determined to procure the project using a design-build procurement approach.

New York City School Construction Authority- Coal Fired Boilers Replacement Project (*Design-Build-Finance-Operate-Maintain*). Hawkins served as lead counsel to the New York City School Construction Authority in connection with a major program to replace aging

coal-fired boilers in more than 100 New York city public schools. Our work included crafting a workable competitive proposal procurement approach under current law; RFQ and RFP drafting; and drafting and negotiating the P3 project agreement with the selected contract team. The project was ultimately deferred, and implemented on a conventional basis.

New Jersey City University-Residence Hall Project (*Design-Build-Finance-Operate-Maintain*). Hawkins served as lead special counsel to New Jersey City University in connection with an innovative public-private partnership to construct a new residence hall for 425 students on the University's campus that will help anchor mixed use development at the site. Hawkins assisted in the review and negotiation of the P3 project documents including a ground lease and a management agreement. The project received the "New Jersey's Leading Infrastructure Project Award" from the New Jersey Alliance for Action.

New York City Economic Development Corporation Projects (*Design-Build*). Hawkins was engaged by NYC EDC to assist in drafting template forms of RFQs, RFPs and contracts that can be used for the implementation of design-build projects in the social infrastructure and transportation sectors in New York City. Hawkins's work was instrumental in assisting NYC EDC in establishing a design-build program that will allow it to effectively facilitate the procurement of future design-build projects. Our services include infrastructure workshops, best practices presentations, and providing overviews on risk management, procurement basics, and terms and conditions options.

Other Governmentally Sponsored Real Estate Projects

Military Housing P3 Projects. In collaboration with various of the U.S. military services, Hawkins developed the prototype for the public-private partnership development of housing for military personnel on military bases. These transactions, involving the ground lease of property on military bases to a private developer and the creation of new housing units owned by the developer, were financed by the issuance of privately placed corporate debt of the developer that is to be repaid from federal housing subsidies and require intensive financing as well as real estate and environmental expertise. Hawkins has executed these transactions throughout the United States, and military housing transactions have been structured by Hawkins to provide for offerings both stateside (Rule 144A) and in Europe (Regulation S). Some have been accomplished with the assistance of conduit financing by governmental entities, such as the creation of housing for Fort Hamilton, New York, financed by the issuance of bonds of the New York City Housing Development Corporation. Our work on military housing P3's includes the creation of a model for financing apartment housing for single Navy sailors who are assigned to a base when their ship is not deployed. The first of these transactions, involving the creation of high-rise apartment housing in the San Diego Naval Complex, was awarded an "Innovative Deal of the Year" by The Bond Buyer.

Battery Park City Commercial and Residential Development Projects. Battery Park City is one of the most successful government-sponsored communities in the United States combining planned commercial and residential development with parks and public open space. In consultation with the City of New York, the Battery Park City Authority controls the planning, infrastructure and site development of Battery Park City, a 92-acre neighborhood on the southwest tip of Manhattan fronting the Hudson River. Hawkins participated in the planning of Battery Park City from its conception in the 1960's, to the drafting of its authorizing statute in 1968, to the drafting of its initial ground leases and its first tax-exempt bond issue in the early 1970's, through to its most recent mega-financing on October 16, 2003. For 35 years Hawkins has worked side-by-side with representatives of government and private sector developers to achieve the paragon of public/private cooperation by devising legal structures that afford the greatest flexibility to private sector developers in terms of financing sources and structures.

Gallery Place and Mandarin Hotel Projects, Washington, D.C. Hawkins acted as special transaction counsel to the District of Columbia in connection with two major redevelopment projects that were subsidized with the proceeds of District tax increment financings. The Gallery Place project is a mixed use development comprising retail, residential office and entertainment components intended to spur the revitalization of the area around the MCI Center in downtown Washington, D.C. The Mandarin project is the development of a five star hotel in the Portals section of the District. In order to establish parameters for the District's funding of the subsidy and to ensure that the projects were timely completed and thereafter operated in the manner upon which the subsidy was based, in each transaction Hawkins negotiated a development agreement between the District and the private sector developers, as well as interparty arrangements with the developers' private equity investors and their institutional lenders.

Stapleton International Airport (Denver) Mixed Use Redevelopment Project. The former Stapleton International Airport, a 4,000 acre site, is being redeveloped by a subsidiary of Forest City Enterprises in multiple phases as a mixed use community in accordance with an overall master plan. Hawkins represented the underwriters in providing financing for the development of the initial redevelopment trunk and in-tract infrastructure. The source of repayment for the financing is the anticipated increment in sales and real property taxes resulting from successful redevelopment. Accordingly, Hawkins's role included the review and analysis of both the extensive infrastructure development arrangements among various governmental entities and the master developer, as well as the arrangements for the private development by retailers and home builders that would be necessary for the project to generate sufficient tax increments to service the debt.

Washington D.C. Mixed Use Development Project. Hawkins acted as counsel to the construction lender and the purchaser of tax increment bonds issued by the purchaser of the garage in a transaction involving the development of a 500,000 square foot retail and entertainment center pursuant to a land disposition agreement between a District of Columbia redevelopment agency and a private developer that involved establishment of condominium ownership regime and purchase of a portion of the facility by a major big box retailer and the purchase of the parking garage by a governmental entity.

PART 11

TRANSPORTATION PROJECT EXPERIENCE AND PROFILES

PART 11

TRANSPORTATION PROJECT EXPERIENCE AND PROFILES

Transportation Infrastructure Sector - Industry Leaders. In the transportation sector, Hawkins has developed and maintains one of the leading legal advisory practices in the United States for projects procured on an alternative delivery or P3 basis. The firm has, for two decades, served as special counsel to governmental owners and as finance counsel to commercial and governmental lenders and investment banking firms on a large number of transportation project procurements. Our record of service for transportation sector alternative delivery and P3 projects includes highways, bridges and airports.

Transportation Sector – Practice Scale. Hawkins is one of a limited number of law firms in the country that has committed itself to a specialized owner-side procurement counsel and finance counsel practice in the transportation sector. We work with most of the major consulting engineering and financial advisory firms practicing in the transportation field; have negotiated and reviewed design-build, design-build-finance-operate, P3, concession and lease agreements with many of the major transportation contractors, infrastructure developers and airlines; and are active contributors to many of the major transportation industry forums, including ARBTA, AASHTO and IBBTA. Several of the transportation projects in which we have participated are recipients of industry awards for project excellence.

Transportation Sector – National Experience. Among the transportation projects delivered or proposed to be delivered on an alternative delivery or P3 basis on which we represent or have represented the public agency or the lenders are:

- > A-2 Autostrada (Poland)
- > I-4 Improvements (FL)
- > I-595 Corridor Improvements (FL)
- > Knik Arm Bridge (AK)
- > LaGuardia Airport Central Terminal (NY)
- > LBJ Expressway (TX)
- > MBTA Automated Fare Collection Project (MA)
- > MBTA Rail Line Signaling Project (MA)
- > MBTA Station Improvements Project (MA)
- > New Jersey Turnpike Concession (NJ)
- > North Tarrant Expressway (TX)
- > Port of Miami Tunnel (FL)
- > RhodeWorks Statewide Bridge Reconstruction Program (RI)

- > San Diego/Brown Field Cargo Airport (CA)
- > SH 288 (TX)
- > Superstition Freeway Improvements (AZ)
- > Tren Urbano (PR)
- > WMATA (DC)

Hawkins is also, by a wide margin, the leading public finance firm in the transportation sector. Since 2000, we have served as bond counsel and underwriters counsel on over 400 issues of municipal bonds and notes valued at \$90+ billion issued for transportation and airport projects in more than 10 states, including:

- | | |
|---------------|----------------|
| > Arizona | > New York |
| > Colorado | > Oklahoma |
| > Connecticut | > Rhode Island |
| > Hawaii | > Tennessee |
| > Maine | > Virginia |
| > New Jersey | |

P3 TRANSPORTATION PROJECTS

Massachusetts Bay Transportation Authority – Automated Fare Collection System P3 and DB Projects (*Design-Build-Finance-Operate-Maintain*). In Massachusetts, Hawkins served as lead counsel to the Massachusetts Bay Transportation Authority in connection with a public-private partnership to design, implement, integrate, test, finance, operate, maintain and manage an automated, account-based open fare collection system. The new system will replace an aging fare collection system and will create a more efficient public transportation experience by enabling riders to pay fares by tapping contactless bank cards, mobile phones or fare cards across the entire transportation network. Our responsibilities include advising on the P3 project delivery method, RFQ and RFP drafting, and assisting in the project agreement drafting, negotiation and proposal evaluation processes. Project Contractor: **Cubic and John Laing**. The firm also serves as owner’s lead counsel on a companion design-build procurement for construction work related to the installation and functioning of the system integrator’s equipment, systems and services. Project Contractor: **Cubic and John Laing**. The firm is also advising MBTA on a companion design-build procurement for the construction of infrastructure improvements required for the implementation of the system integrator’s equipment services.

Port Authority of New York and New Jersey – LaGuardia Central Terminal Building P3 Project (*Design-Build-Finance-Operate-Maintain*). Hawkins served as lenders’ counsel on the groundbreaking \$2.4 billion financing (\$4.0 billion total cost) for the complete demolition and reconstruction of the central terminal building and related parking facilities, roadways and infrastructure at LaGuardia Airport in New York City. The project was structured as a lease transaction between the Port Authority of New York and New Jersey as lessor and a private entity, LaGuardia Gateway Partners (sponsored by Meridiam Infrastructure, Vantage Airport Group and Skanska, the equity providers), as lessee and was funded primarily with privately arranged financing sold in the public tax-exempt debt markets. The private operator is responsible for construction, operation and maintenance of the terminal, and for the repayment of the project debt, primarily from revenues generated from airport and concession leases. Private Contractor: **LaGuardia Gateway Partners**.

Rhode Island Department of Transportation – RhodeWorks Statewide Bridge Reconstruction Program (*Truck Tolling and Design-Build-Maintain*). Hawkins serves as special counsel to the Rhode Island Department of Transportation (“RIDOT”) in connection with its “RhodeWorks” program to help fund the reconstruction of numerous state bridges through the tolling of large commercial trucks in accordance with federal law. In our role as special counsel, we have advised RIDOT in the structuring of the RhodeWorks program (including structuring considerations associated with procurement, contracting, and financing), assisted in the drafting of the state authorizing legislation which was enacted by the State legislature in 2016, and advised RIDOT as to the constitutional and other legal issues and litigation risks associated with implementation of the program. RhodeWorks is expected to enable RIDOT to implement more than \$900 million in bridge reconstruction and repair through both traditional and alternative project delivery means. The program includes a procurement of tolling gantries on a design-build-maintain basis.

Massachusetts Bay Transportation Authority – Red Line and Orange Line Signal Systems Upgrade Project (*Design-Build*). Hawkins is serving as lead counsel to the Massachusetts Bay Transportation Authority in connection with the implementation of (1) upgrades to the signaling systems for both the Red Line and Orange Line; (2) a signal replacement project on a portion of the Red Line; and (3) wayside appurtenance work on a portion of the Orange Line. This project is a part of the MBTA’s plan to implement major upgrades to its rail system and will ensure safer signaling systems, provide more efficient operations for new trains, and allow for remote operations from the MBTA operations control center. We worked with the MBTA to draft the RFQ, the RFP and project agreement, assisted in the review and evaluation of the statement of qualifications, and will be assisting in the process of reviewing and evaluating proposals and negotiating the final contract. Project Contractor: Pending.

Oklahoma Turnpike Authority – Gilcrease Expressway West Project (*Build-Finance*). Hawkins represents the Oklahoma Turnpike Authority (OTA) in connection with its implementation of the Gilcrease Expressway West Project, a four lane divided, tolled highway, including two bridges over the Arkansas River and an additional 20 bridges and interchanges, on the west side of the City of Tulsa. This project was envisioned as part of the original Tulsa region expressway master plan more than 50 years ago, and is vital to providing access and connections for businesses and economic activity in the region and to providing a reliever route for growing congestion concerns for travel into downtown Tulsa. Hawkins advised OTA in the review of possible alternative project delivery methods before the build-finance approach was selected. As OTA’s lead counsel, we are centrally involved in the RFQ and RFP preparation process and the drafting and negotiation of the build-finance contract with the selected service provider. Private Contractor: Pending.

Federal Highway Administration – TIFIA P3 Projects (*Design-Build-Finance-Operate-Maintain and Design-Build*). We have served since 2008 on an ongoing basis as special counsel to the Federal Highway Administration of the United States Department of Transportation in connection with its Transportation Infrastructure Finance and Innovation Act (TIFIA) program funding assistance for highway public-private partnerships. On behalf of the FHWA, we review and comment upon the contract and financing documentation prepared by state and regional transportation agencies for the development of new highways and other transportation facilities under P3 and other alternative project delivery methods. Our work on each project includes P3 proposal evaluations; assessing draft P3 project agreements for financeability; preparing loan term sheets; drafting and negotiating the TIFIA loan agreements, intercreditor agreements, and related financing documentation; performing lender’s due diligence; and conducting financial close in conjunction with the senior debt financing. In this capacity, Hawkins represented TIFIA as lender’s counsel in the following P3 transportation projects:

Washington Metro Area Transit Authority (Washington, D.C.). A capital improvement program consisting of replacing vehicles and rehabilitating facilities and equipment on rail and bus systems. TIFIA loan amount: \$600 million.

Tren Urbano (Puerto Rico). A light rail project in the San Juan, Puerto Rico region. TIFIA loan amount: \$300 million. Private Contractor: **Siemens AG**.

Tacoma Narrows Bridge (State of Washington). A new span for the Tacoma Narrows Bridge. TIFIA loan amount: \$240 million. Private Contractor: **Bechtel Infrastructure/Kiewit**.

SH 121 Project (Texas). A new tollroad in the Dallas suburbs built pursuant to long term P3 concession awarded by TX DOT, with traffic revenue and risk borne by the project company. After public review of the winning private concession bid, an intervening public bid by the North Texas Tollway Authority was permitted to substitute for the private bidder opting for TIFIA credit assistance. TIFIA loan amount: \$560 million. Private Contractor: Deferred.

LBJ Expressway Project (Texas). A new tollroad in the Dallas area built pursuant to a long term P3 concession awarded by TX DOT, with traffic revenue and risk borne by the project company. TIFIA loan amount: \$850 million. Private Contractor: **Cintra Concesiones/Meridiam Infrastructure**.

I-595 Corridor Roadway Improvements Project (Florida). Improvements to I-595 built under a concession awarded by FDOT. This “managed lane” project was the first “availability payment” P3 project financed by TIFIA, under which payments are to be made subject to the receipt of service and also subject to state appropriations. TIFIA loan amount: \$600 million. Private Contractor: **ACS Infrastructure Development/ TIAA CREF/ Dragados USA/AECOM/HNTB/Roy Jorgensen Associates**.

Port of Miami Tunnel Project (Florida). A tunnel linking the Port of Miami and the cruise ship docks directly to downtown Miami’s interstate highway connections under an FDOT concession. Availability payments from FDOT payable under the project agreement secured the loan. TIFIA loan amount: \$340 million. Private Contractor: **Meridiam Infrastructure/Bouygues Travaux Publics**.

North Tarrant Expressway Project (Texas). A \$650M loan to finance a new tollroad in the Dallas area under a long term concession awarded by TX DOT, with traffic and revenue risk taken by the concessionaire. We also represented TIFIA on a second lending tranche of \$530 million to complete the project. Private Contractor: **Cintra Infraestructuras/Meridiam Infrastructure**.

SH 288 (Texas). A new Texas tollroad built pursuant to a long term P3 TXDOT concession, with traffic and revenue risk borne by the project company.

Reno Trac Multi-Modal Project (Nevada). A relocation of at-grade rail tracks that passed through Reno’s downtown area. TIFIA loan amount: \$50.5 million.

Los Angeles County Metropolitan Transportation Authority (California). The Crenshaw/LAX Corridor mass transit project.

Chicago Transit Authority (Illinois). Three major capital improvements for the CTA System; the 95th Street terminal improvement project; the project for rail fleet replacement project; and the rapid transit train blue line project.

Denver-FasTrack Rail Transit P3 Projects *(Design-Build-Finance-Operate-Maintain).*

Hawkins served as special counsel to the underwriters for the \$397 million tax-exempt financing for the Regional Transportation District (Denver, Colorado) financing of a major expansion of a metropolitan rail transportation system, commonly referred to as the Denver FasTracks P3 Project. This system will provide rail link among the Denver Airport, downtown Denver and neighboring communities. We provided expert review of the project concession agreement, lease agreement and related construction and operation subcontracts, applicable laws providing for the authorization and pledge of certain sales tax revenues, related security documents, and disclosure in connection with the public offering of the bonds. The project, sometimes called the “Eagle P3 Project,” comprises a concession for the existing rail system, construction of the Eagle P3 expansion, acquisition of rolling stock, and operation of the system for approximately 30 years.

Republic of Poland Transportation Ministry and Finance Ministry – A-2 Autostrada P3 Project *(Design-Build-Finance-Operate-Maintain).* Hawkins represented the Transportation Ministry of the Republic of Poland as procurement and contract counsel in the development of the new A-2 tolled highway in southern Poland, which is now constructed and has been in successful operation for several years. We assisted in the strategic conceptualization of the project under a new national procurement law and in the preparation of the RFP and proposal review, and drafted and negotiated the DBFOM concession with the selected Polish-French-German concessionaire. After the concession was executed, our firm represented the Finance Ministry as a major lender of subordinate debt in the private financing of the project.

New Jersey Turnpike – P3 Concession Project *(Design-Build-Finance-Operate-Maintain).* Hawkins served as special counsel to the State of New Jersey in connection with a proposed public-private partnership relating to the New Jersey Turnpike, one of the largest toll road concessions ever considered in the country, involving the potential payment of a concession fee in excess of \$30 billion. The transaction also involved consideration of including the Garden State Parkway, the Atlantic City Expressway, and Route 440. The firm advised the State on legal issues involved in entering into a concession agreement with a private not-for-profit corporation for the management of these major transportation arteries, including constitutional, contract, structuring and procurement questions. Hawkins’s representation included assistance with drafting the necessary enabling legislation, drafting and negotiation of the procurement and concession documentation, and securing a favorable ruling from the Internal Revenue Service that the entire concession fee can be financed on a tax-exempt basis. Our services also included extensive legal analyses relating to the option of conducting a full privatization of the Turnpike based on an auction of a concession to a for-profit concessionaire. Hawkins was instrumental in drafting the 1948 legislation that created the New Jersey Turnpike Authority and thereafter served as bond counsel to the Authority for nearly forty years. During that time, the firm counseled the Authority on a wide range of issues affecting its transportation financings, including issues relating to the Authority’s investment program, environmental litigation and the use of revenues to subsidize commuter buses. We also advised the Authority with respect to a variety of legislative and administrative proposals affecting the Authority’s debt and operations, including plans to sell State-owned highways to the Authority, plans to combine the Authority with other entities and various refunding plans.

State of Alaska – Knik Arm Bridge P3 Project *(Design-Build-Finance-Operate-Maintain).*

Hawkins has served as special counsel to the State of Alaska to assist in evaluating financing structures and risk analysis relating to the Knik Arm Bridge and Toll Authority’s (“KABATA”) proposed bridge project in Anchorage, which involved P3 analysis and review of RFP materials. Our role included providing a detailed risk analysis of a proposed P3 agreement, focusing on risk allocation and the protection of the interests of the State of Alaska.

Arizona Department of Transportation – Managed Lanes Toll P3 Project *((Design-Build-Finance-Operate-Maintain).* Our firm worked extensively with ADOT as project counsel on

MetroRoad, the development of the proposed widening of the Superstition Freeway. The project involved the formation of a 63-20 non-profit corporation for tax-exempt financing purposes, the grant of a concession to the development team, the construction of the additional lanes on a design-build-operate-maintain basis, and toll-based financing of the new assets.

City of San Diego, California – Cargo P3 Airport Project (*Design-Build-Finance-Operate-Maintain*). Hawkins represented the City of San Diego in the development of the proposed Brown Field Cargo Airport expansion. Our services included proposal review, lease and service contract drafting and negotiations with the selected development team. The transaction involved private development of runways and terminals and of related commercial use property; private equity and financing; and extensive feasibility analysis.

New Jersey DOT – Light Rail P3 Project (*Design-Build-Finance-Operate-Maintain*). We advised first an investment bank and subsequently a commercial bank in connection with successive efforts to arrange interim contractor financing for the design, construction and operation of the infrastructure and rolling stock for a new light rail system for Hudson and Bergen Counties in northern New Jersey.

PUBLICLY FINANCED GROUND TRANSPORTATION PROJECTS

GARVEEs. Since 2000, Hawkins has served as underwriters counsel in connection with five issues of Transportation Revenue Anticipation Notes (GARVEEs) by the State of Colorado Department of Transportation. We helped structure this innovative program supported by federal grants and supplemental state funds to initiate twenty-five major highway and a multi-modal construction projects statewide as part of an approved \$1.7 billion GARVEE program. We served as co-bond counsel to the Oklahoma Department of Transportation on its GARVEE program, which was validated by the Oklahoma Supreme Court. The \$1.3 billion Oklahoma DOT program issues “naked GARVEEs,” for which no other revenue stream is made available for the payment of debt service, while the \$1.7 billion CDOT program is “double-barreled,” with certain state transportation revenues also being allocated to pay debt service. The firm served as bond counsel on \$184,620,000 Grant Anticipation Bonds (Rhode Island Department of Transportation), Series 2006A, underwriters counsel on \$325,000,000 Maryland Transportation Authority Grant and Revenue Anticipation Bonds, Series 2007, disclosure counsel on \$97,635,000 State of California (California Department of Transportation) Federal Highway Grant Anticipation Bonds, Series 2008A and bond counsel on \$50,000,000 Grant Anticipation Bonds (Maine Department of Transportation), Series 2008A.

Metropolitan Transportation Commission (California). We advised the umbrella organization for more than twenty-five transit agencies in the San Francisco Bay Area in connection with a proposed private concession for the design, installation and management of a smart card fare payment system to be employed throughout the Bay Area.

Transportation Corridor Agencies (California). Hawkins served as counsel to the underwriters of bonds issued to provide financing for the Foothill/Eastern TCA toll road project in Orange County. Our services included extensive review and due diligence validating the underlying structure of the transaction, the feasibility of the project and the adequacy of the disclosure of the public offering of the project bonds.

Buffalo and Fort Erie Public Bridge Authority (The International Peace Bridge). The firm has served as bond counsel and underwriter’s counsel in connection with Buffalo and Fort Erie Public Bridge Authority’s successful financings for improvements to the Authority’s cross-border Peace Bridge. We assisted in preparing all financing documentation for the first modern financing for this critical international crossing between Ontario, Canada and Buffalo, New York.

New York Triborough Bridge and Tunnel Authority/Metropolitan Transportation Authority. The firm served as counsel to the New York Triborough Bridge and Tunnel Authority from its inception in the early 1930's through the late 1960's. Today, TBTA is a subsidiary of the Metropolitan Transportation Authority, as are the New York City Transit Authority (which operates New York City's subways and buses) and the entities that operate the Metro North and Long Island Railroad commuter railroads. We currently serve as bond counsel to the MTA and all of its subsidiaries; previously, we had served the MTA and its subsidiaries as designated underwriter's counsel.

New York City Metropolitan Transportation Authority. Our work has included performing a central role in the successful implementation of the largest restructuring of municipal debt completed to date in the United States, involving (i) the issuance of 29 series of refunding bonds aggregating over \$17.3 billion under four newly created and far more flexible credit structures and (ii) the refunding and defeasance of 17 distinct MTA credits comprising 87 series of refunded bonds. This effort involved an extraordinary amount of effort by several large, overlapping working groups comprising most of the major investment banks and law firms in the national public finance arena.

New York State Thruway Authority. The New York Thruway system pre-dates the federal interstate highway network and pioneered the concept of limited access highways linking major urban areas. Hawkins drafted the original Authority enabling legislation and has participated as finance counsel in all of the Authority's debt offerings since 1952. These financings, together with federal grants, provided the capital for the original construction of the entire Thruway system. The firm is now closely involved with the next generation of Thruway development activities, initiatives to provide for the rehabilitation and extension of the useful life of existing facilities and enhanced uses for the Thruway's rights-of-way. This work included service as Bond Counsel to the Thruway Authority for the largest tax-exempt transportation financing in 2005, a \$2.786 billion restructuring of the Thruway Authority's Highway and Bridge Trust Fund Program. We performed extensive federal tax law diligence and bond resolution analysis to achieve the State of New York budget office's goals of freeing up \$1.2 billion in capital funding capacity for the State Department of Transportation's five-year highway and bridge construction program. The firm secured the consent to a bond resolution amendment from the bond insurer and helped structure the financing to meet the State's goals and achieve targeted present value savings without stretching out the existing final bond maturities. This ongoing multi-billion dollar transportation trust fund was developed through legislation and program documents drafted by Hawkins, under contract to the State DOT and Thruway Authority. The firm assisted in its legal defense against a constitutional challenge and the program's legal structure was affirmed as constitutional by New York's highest court.

Oklahoma Turnpike Authority. Hawkins has been involved as finance counsel for Oklahoma Turnpike Authority financings since the early 1970's, acting either as bond or underwriter's counsel. Early financings provided capital for the construction of six regional turnpikes. We continue to serve the Authority as bond counsel and regularly assist the Authority and the State of Oklahoma in planning for the improvement of the State's turnpike system.

Arizona Transportation Board and Department of Transportation. The firm drafted legislation for the State of Arizona to create a state infrastructure bank ("SIB") as authorized under ISTEA. This legislation authorized public-private financings of transportation infrastructure and helped to qualify Arizona as one of the ten original SIB states approved by the Federal Highway Administration.

State of Connecticut. For decades, Hawkins has served as bond counsel to the State of Connecticut. We developed the original financing program for the Connecticut Turnpike in the 1950's, which relied on tolls and back-up revenues from motor vehicle taxes. Subsequently, the Connecticut Turnpike was absorbed into the state highway system. We were the principal

drafting law firm for the Special Transportation Fund which collected in one enterprise fund all motor vehicle and gas taxes and fees for the purpose of financing the capital and operating budgets of the State highway system including the Turnpike once the tolls were taken off. We also provided legal services to the State's Department of Transportation by drafting the legislation to place Bradley International Airport, also managed by the Department of Transportation, on a separate enterprise self-sufficient fund basis.

West Virginia Parkway Authority. In the 1970's, the firm acted as bond counsel to the State of West Virginia in connection with all of the bonds issued under the "Better Roads Amendment" to that State's constitution. We drafted the legislation and acted as bond counsel for four publicly sold issues secured by the State Road Fund, which is supported by motor vehicle excise taxes. This program involved one of the first toll roads supported by federal highway grant funds. In 1989 and again in 1993 the firm was chosen as bond counsel for the West Virginia Parkways, Economic Development and Tourism Authority. In connection with the 1989 bond issue, the firm negotiated and drafted all of the financing documents necessary to restructure the operations of the former West Virginia Turnpike Commission and to secure the new bonds.

Maine Department of Transportation and Maine Turnpike Authority. At the request of the State of Maine, in 1988 the firm developed and served as bond counsel for an initial certificate of participation financing program for equipment for the State's Department of Transportation. The firm served as underwriters' counsel for the Maine Turnpike Authority's revenue bonds issued in 1991, 1996 and 1997. In connection with the 1991 bond issue, we assisted the Authority in the development of a new general bond resolution. The proceeds of the issue were to be utilized in connection with the conversion of a toll collection system from a closed ticket system to a closed barrier system and for new and improved interchanges.

Port Authority of New York and New Jersey. For more than twenty years, Hawkins served as bond counsel to the Port Authority of New York and New Jersey. In that capacity we oversaw several billion dollars of revenue bond financing for the Port Authority's capital program, which includes bridges, tunnels, airports, and marine and rail transportation projects as well as real estate projects such as the World Trade Center. We now do special facilities financings from time to time on behalf of the Port and certain airlines.

Other Ground Transportation Project Experience. The firm served as underwriter's counsel in the structuring of the early toll road and bridge financings by the Indiana Toll Road Commission (predecessor to the Indiana Transportation Finance Authority) for the Indiana turnpike in the 1950's, and as bond counsel for the Delaware River Port Authority and other issuers for the Delaware River toll bridge system in connection with several large issues from 1952 through the early 1970's. The firm also serves or has served as financing counsel in various capacities in connection with road and other transportation projects built and operated by or for the following agencies:

- > City of Long Beach Harbor Department (part improvements)
- > City of Los Angeles Department of Airports (airline facilities)
- > City of Los Angeles (road improvements)
- > City of Los Angeles SMART Corridor project (highways)
- > County of Sacramento (airport improvements)
- > Greater New Orleans Expressway Authority (toll roads)
- > Imperial County Local Transportation Authority (transportation facilities)
- > New Jersey Highway Authority (highways)
- > New York State Bridge Authority (bridge system)
- > North San Diego County Transit District (light rail)
- > Orange County Transit District (buses)
- > Riverside County Transportation Commission (toll road)
- > Santa Clara County Transit District (light rail)

- > San Francisco Bay Area Toll Authority (toll bridges)
- > San Mateo County Transit District (buses)
- > Washington D.C. Metropolitan Transportation Authority (public rail transit)
- > Westchester County (NY) (bus garage facilities)

PUBLICLY FINANCED AIR TRANSPORTATION PROJECTS

Tucson, Arizona. The firm's lawyers have represented Tucson Airport Authority, Inc. since 1977. Members of the firm participated in the development of the TAA's bond resolution and the negotiation and development of its lease and use agreements in 1977 and in the termination of the TAA's senior lien bonds and the development of a new junior lien bond resolution in 1990. Attorneys at Hawkins have participated in the development of numerous feasibility studies and plans of finance. In 1990, the firm's lawyers assisted the TAA in structuring a financing plan involving separate private activity bonds subject to the alternative minimum tax, governmental bonds not subject to alternative minimum tax, and taxable bonds. The firm also helped structure a special facility issue for an aircraft maintenance facility leased to Lockheed Aeromod Center Inc. More recently, the firm's lawyers assisted the TAA in evaluating financing alternatives regarding the TAA's environmental mitigation obligations with respect to the airport.

Nashville, Tennessee. Attorneys at Hawkins have represented the Metropolitan Nashville Airport Authority since the early '80s, assisting the MNAA in restructuring its debt to provide more flexibility, negotiating changes and improvements to its use agreements and financing the construction of a new terminal facility, new runways and runway expansion and a noise abatement program through the issuance of fixed and variable rate debt, private activity bonds and governmental purpose bonds. In connection with the MNAA's noise abatement program (which program included off-airport sound insulation and housing price support programs), attorneys at the firm assisted the MNAA in issuing a combination of private activity bonds subject to the federal alternative minimum tax and governmental bonds not subject to the federal alternative minimum tax. Hawkins participated in the development of numerous feasibility studies and plans of finance and in the negotiation and preparation of required revisions to the MNAA's lease and use agreements.

State of Hawaii. Hawkins attorneys have served as counsel to both the Territory of Hawaii and the State of Hawaii for over 70 years. Members of the firm were involved in all State of Hawaii bond issues for a statewide system of 15 airports, including facilities at Honolulu International Airport, Kahului Airport, Hilo International Airport and Lihue Airport. Our lawyers participated in drafting virtually all bond related statutes for the State of Hawaii, including the statutory provisions regarding general revenue and special facility airport bond issues and drafted the master bond documents pursuant to which all general revenue bonds have been issued for airport purposes since 1969. Members of the firm also helped structure special facility financings at Honolulu International Airport for Pan American Airlines (now leased to United Airlines), Western Airlines (now leased to Delta Airlines), Northwest Airlines, Continental Airlines and Caterair International Corporation. The firm recently assisted the State in its negotiations with the many carriers serving the statewide airport system for a lease and use agreement providing for rates and charges to be paid by the carriers for the services provided at the system.

Monroe County, New York. Members of Hawkins drafted the enabling legislation that created the Monroe County Airport Authority and served as bond counsel to the MCAA in connection with the financing of major airport improvements at the Greater Rochester International Airport. MCAA was a first time issuer. The firm played an integral role in assisting Monroe County with developing and presenting a financing structure to the legislature at both the county and state levels. In the course of its representation of the MCAA, the firm helped develop the plan of financing and reviewed the contract, revenue and basic feasibility structure securing the bonds.

Newport News, Virginia. Hawkins attorneys represented the Peninsula Airport Commission in the establishment of a new facility for Newport/Williamsburg International Airport (formerly Patrick Henry International Airport) in the Newport News, Virginia area. The firm's lawyers helped develop a structure to accomplish both the financing goals of the Commission and the long term development goals of the City of Newport News in which the City guaranteed revenue bonds issued by the Commission to finance new terminal facilities in return for the sale of surplus airport property to the City for future development purposes.

New York City, New York. The firm has served as bond counsel to the New York City Industrial Development Agency since its inception, and has served in such capacity on a number of special facility financings of airport facilities at airports operated by The Port Authority of New York and New Jersey, including a passenger terminal and lounge facility renovation project for Air France, cargo handling and warehousing facilities for Japan Airline Company, Ltd., a passenger terminal facility for American Airlines, Inc., and cargo facilities for Nippon Cargo. In structuring these financings, a significant element was coordinating the landlord concerns of the Port Authority with the state statutory requirement that the Agency's bond financings be effected on a leasehold format.

Tulsa, Oklahoma. Hawkins represents two trusts at Tulsa International Airport, the Tulsa Municipal Airport Trust and Tulsa Airports Improvement Trust, as bond counsel and has represented such trusts commencing with the initial financings. Each of those trusts was a first time issuer when the relationship began. The firm represents TAIT in its capacity as issuer of the airport's general revenue bonds and TMAT in its capacity as issuer of tax-exempt debt for the American Airlines Tulsa major maintenance base and central reservations system located at the airport. Further, the firm has represented TAIT in the negotiation and preparation of the lease and use agreements currently in effect.

Albany County Regional Airport Authority, New York. Hawkins closed a transaction for the Albany County Airport Authority which was structured as a general revenue bond issue but relied heavily on PFC receipts. While PFC receipts are not "pledged" to the bonds, the Authority receives a "credit" against debt service to the extent it applies PFC receipts and has covenanted to apply PFC receipts in the amount and at the times used in the airport consultant report. The firm also consulted in the negotiation of the lease between Albany County, New York and the Authority and assisted in the negotiation of airline use and lease agreement with the carriers.

The Port Authority of New York and New Jersey. The firm represented the Port Authority of New York and New Jersey for many years as bond counsel. Since the general counsel of the Authority began rendering opinions as bond counsel, the firm has continued to participate in many financings as underwriter's counsel. The firm served as underwriter's counsel on one of the first special facility financings by the Authority for a terminal facility at LaGuardia Airport. Most recently, the firm served as underwriters' counsel for a \$250 million special facility for KIAC Partners, a general partnership among energy companies, to provide a cogeneration facility to serve the Authority at JFK Airport.

City of Memphis - Shelby County, Tennessee. Hawkins attorneys have represented the Memphis-Shelby County Airport Authority as bond counsel since the early '70s in connection with the MSCAA's initial and subsequent issues of general revenue bonds and general obligation debt issued by the City of Memphis, Tennessee for the airport. MSCAA was also a first time issuer when the relationship began. The firm's lawyers helped structure general revenue and special facility bond issues for the Federal Express Corporation, including the initial tax-exempt financing issued by the MSCAA to finance hangar facilities for Federal Express. Most recently the firm's lawyers assisted the MSCAA in a multi-purpose allocation of a single airport issue between governmental and private activity purposes for the purposes of advance refunding of the

multi-purpose issue and in structuring the leveraging of grants, LOIs, PFCs and other limited revenue sources.

Northwest Arkansas Regional Airport Authority, Arkansas. This entity established a completely new airport facility to serve the Northwest region of Arkansas. Members of Hawkins assisted in drafting the interlocal agreement that created the Northwest Arkansas Regional Airport Authority and served as bond counsel to the NWARAA in connection with the financing of the purchase of land for the construction of airport facilities. The firm continues to work with NWARAA to develop arrangements with air carriers and serve as bond counsel in the financing stages of construction of the new Airport.

PART 12

**COMPANIES WITH WHICH HAWKINS HAS NEGOTIATED P3
AND ALTERNATIVE PROJECT DELIVERY CONTRACTS
ON BEHALF OF STATE AND LOCAL GOVERNMENTS – ALL SECTORS**

PART 12

**COMPANIES WITH WHICH HAWKINS HAS NEGOTIATED P3
AND ALTERNATIVE PROJECT DELIVERY CONTRACTS
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| ABB | Duke Power Company | Parsons |
| Acciona | Earth Tech | Parsons & Whittemore |
| AECOM | ECO Resources | PCL |
| Air Products and Chemicals | Epcor | Pennsylvania Engineering |
| Allied Waste Systems | Filanc Construction | PEPCO |
| American Airlines | Fluor | Philip Utilities |
| American Anglian | Foster Wheeler | Poseidon Resources Corporation |
| American REF-FUEL Co. | General Electric Company | Professional Services Group |
| American Water | GSF Energy Inc. | PSE&G |
| Anaergia | Hansel-Phelps Construction | PWT |
| Anglian Water | HDR | Raytheon |
| Aqua Alliance | Ingenco | Regional Waste System Inc. |
| Aquarion | Interbeton | Reidel |
| Archaea Energy | James River Paper | Republic Waste |
| Archer Western | Jersey Central Power & Light | RRT Technologies |
| Azurix | JMM Operational Services | Severn Trent |
| Babcock & Wilcox | Johnson Controls | Sims |
| Balfour Beatty | Keyspan Energy | Southwest Water |
| Bedminster Bioconversion | Kiewit | SUEZ |
| BFI | LILCO | Sundt Construction |
| Black & Veatch | Maine Energy Recovery Corp. | Synagro |
| Brown and Caldwell | Malcolm Pirnie | Thames Water |
| Camp, Dresser & McKee | McCarthy Construction | Transroute |
| Carolina Power & Light Company | Meridiam | United Water |
| CEA | Metcalf and Eddy | U.S. Filter |
| CH2M | Minnesota Methane | U.S. Water |
| Clark Construction | Montauk Energy | Vicon |
| Consolidated Edison | MWH | Veolia |
| Combustion Engineering | Natural Systems Utilities | Waste Industries |
| Constellation | Niagara Mohawk | Waste Management |
| Consummat | Norcal | Western Summit |
| Continental Airlines | Northern States Power | Westinghouse |
| Covanta | Occidental Petroleum | Wheelabrator |
| Delta Airlines | Ogden Yorkshire | |
| Dillingham Construction | Operations Management International | |
| Dravo | OTVD | |

PART 13
REPRESENTATIVE FIRM CLIENTS

PART 13

REPRESENTATIVE FIRM CLIENTS

Hawkins's clients include:

STATES

- State of California
- State of Connecticut
- State of Hawaii
- State of Maine
- State of New Jersey
- State of New York
- State of Oklahoma
- State of Oregon
- State of Tennessee
- State of West Virginia

COUNTIES

- Bergen, NJ
- Burlington, NJ
- Chesterfield, VA
- Erie, NY
- Fresno, CA
- Fulton, GA
- Hawaii, HI
- Henrico, VA
- Kauai, HI
- Kern, CA
- Los Angeles, CA
- Merced, CA
- Monmouth, NJ
- Montgomery, MD
- Onondaga, NY
- Orange, CA
- Pima, AZ
- Rockland, NY
- Sacramento, CA
- San Diego, CA
- Sarasota, FL
- Somerset, NJ
- Spokane, WA
- Westchester, NY

CITIES

- Anaheim, CA
- Brookhaven, NY
- Buffalo, NY
- Charlotte, NC
- Hialeah, FL
- Honolulu, HA
- Houston, TX
- Los Angeles, CA
- Memphis, TN
- Milwaukee, WI
- Nashville, TN
- Newport, RI
- Newport News, VA
- New York, NY
- Phoenix, AZ
- Sacramento, CA
- San Diego, CA
- San Francisco, CA
- San Jose, CA
- Washington, D.C.

FEDERAL

- Commonwealth of Puerto Rico
- Federal Highway Administration
- US Department of Defense
- Virgin Islands

UNIVERSITIES

- Columbia University
- Georgetown University
- Loyola University
- Rutgers University
- St. Johns University
- University of Hawaii

INSURANCE COMPANIES

- AMBAC Assurance Corporation
- Bond Investors Guarantee Insurance (BIG)
- Financial Guaranty Insurance Company (FGIC)

PUBLIC AUTHORITIES

- California Infrastructure and Economic Development Authority
- California Statewide Community Development Authority
- Connecticut Development Authority
- Empire State Development Corporation
- Louisiana Public Facilities Authority
- Maine Municipal Bond Bank
- Maryland Community Development Authority
- New York City Industrial Development Agency
- New York City Transitional Finance Authority
- New York Municipal Bond Bank
- New York State Environmental Facilities Corporation
- State of New York Bond Bank
- The Port Authority of New York and New Jersey
- West Virginia Board of Regents

HOUSING AGENCIES

- Alaska Housing Finance Corporation
- Battery Park City Authority
- Connecticut Housing Finance Authority
- Dormitory Authority of New York
- Florida Housing Finance Agency
- Maine State Housing Authority
- New Hampshire Housing Finance Authority
- New Jersey Housing & Mortgage Finance Agency
- New York City Housing Development Corporation
- Rhode Island Housing and Mortgage Finance Corporation
- State of New York Mortgage Agency
- Virginia Housing Development Authority
- West Virginia Housing Development Fund

TRANSPORTATION AGENCIES

- Memphis Shelby County
- Metropolitan Nashville Airport Authority
- Metropolitan Transportation Authority
- New Jersey Turnpike Authority
- New York State Thruway Authority
- Niagara Frontier Transportation Authority
- Northwest Arkansas Regional Airport Authority
- Oklahoma Turnpike Authority
- Peninsula Airport Commission
- Tucson Airport Authority
- Tulsa International Airport

HEALTH AND EDUCATION AGENCIES

- Alabama Student Loan
- Kentucky Higher Education Assistance Authority
- Maine Health and Higher Education Authority
- New Hampshire Higher Education and Health Facilities Authority
- New Jersey Higher Education Assistance
- New York City Health and Hospitals Corporation
- Wyoming Student Loan Corporation

POWER AGENCIES

- California Consumer Power and Conservation Finance Authority
- Central Vermont Public Service Authority
- Long Island Power Authority
- Lower Colorado River Authority
- New York State Energy and Resources Development Authority
- New York State Power Authority
- North Carolina Municipal Power Agency #1
- Oklahoma Municipal Power Authority
- South Carolina Public Service Authority
- Virgin Islands Water and Power Authority

INVESTMENT BANKING FIRMS

- Bancamerica Securities
- Bear Stearns & Co. Inc.
- First Albany
- Goldman Sachs & Co.
- J.P. Morgan Securities
- Lehman Brothers
- Quick & Reilly
- RBC Dain Rauscher
- Salomon Smith Barney
- Stone & Youngberg
- Sutro & Co.
- Sutter Securities

- Merrill Lynch
- Morgan Stanley Dean Witter
- UBS PaineWebber
- US Bancorp Piper Jaffray

COMMERCIAL BANKS

- Bankers Trust Company
- Barclays Bank
- Citibank, N.A.
- Fuji Bank
- J.P. Morgan Chase
- National Westminster Bank PLC
- Shanghai Commercial Bank

PART 14
GENERAL FIRM DESCRIPTION

PART 14

GENERAL FIRM DESCRIPTION

Overview. Hawkins is the largest municipal contract and finance legal boutique in the country. Representation of local, state and federal governments, public authorities and districts is the core of our practice. The firm has 90 attorneys specializing in the state and local government field, and related real estate, tax, project finance and securities matters. Our public contracts and infrastructure group and public finance group are nationally recognized and hold top-tier market share positions in their respective specialties. Hawkins is a leader in serving as public contract counsel, bond counsel, underwriters' counsel, or special counsel for all types of alternative project delivery, public-private partnership and public finance transactions. The number and variety of governmental clients that are represented by the firm, and our continuing involvement in the development of new procurement, contracting, structuring, and financing techniques for these clients, demonstrate our current leadership in the public contracting and public finance fields.

Organization. The firm was organized in 1854 as a general practice law firm and has been specializing in municipal, business and finance law for over 115 years. Our attorneys have achieved a nationwide reputation of excellence in advising clients on the legal aspects of contract and financial transactions. Hawkins has offices in New York, NY; Newark, NJ; Los Angeles, CA; San Francisco, CA; Sacramento, CA; Portland, OR; Hartford, CT; Washington, DC; Raleigh, NC; and Ann Arbor, MI.

History. Hawkins has a rich history tied to the development of our country's infrastructure and the development of innovative financing and project implementation techniques. Members of the firm assisted in creating many of today's governmental institutions and financial products. These include the financing of the westward expansion of our railways in the 19th century; the development of the Triborough Bridge and Tunnel Authority, the New York State Thruway, the New Jersey Turnpike and several other state and regional toll road systems in the 1930's and 1940's; the admission of Hawaii to statehood in the 1950's; the creation and development of the Connecticut Housing Finance Authority, the Virginia Housing Finance Authority, the New York City Industrial Development Agency and numerous other state and local housing and development authorities in the 1970's; the creation of the Municipal Assistance Corporation for New York City in the mid-1970's; the issuance of the first non-mortgage asset-backed security and the formation of monoline financial guaranty insurance companies and numerous innovative financing programs in the 1980's; the development and successful implementation of public-private partnerships across several civil infrastructure sectors in the 1990's; and the implementation of tobacco securitization transactions in two dozen state and local jurisdictions in the 2000's.

Municipal Focus. The primary focus of the firm's practice, in addition to its public contracts work, is in the field of municipal law and public finance, particularly the issuance of securities by states, public agencies and authorities, municipalities and other governmental issuers. Hawkins has been a nationally recognized bond counsel firm for over one hundred years. In recent years the firm has consistently been ranked, based on the dollar volume of issues approved, as the first or second bond counsel firm nationally in industry rankings. The firm is currently retained as bond counsel, underwriter's counsel, special tax counsel and contract negotiation counsel in connection with public financings of all types throughout the United States. Publicly sponsored projects and programs in which the firm regularly participates include those for public power, transportation, education, student loan, hospital, housing, convention center, water and sewer, solid waste disposal and resource recovery, industrial development and airport purposes, as well as general obligation financings for various governmental purposes such as highways, schools and governmental buildings. Hawkins is also

often engaged as a legal consultant to states, counties and municipalities in connection with such matters as consolidation of indebtedness, annexation, drafting of contracts for municipal services, structuring of joint municipal facilities involving joint or several indebtedness, and as advisors to municipalities as to the effect on such clients of action or financing by other entities, both public and private.

Transactional Range. As evidenced by our ranking in the very top tier of the nation's leading public finance law firms, we are thoroughly familiar with the terms and conditions generally required by the municipal markets and the rating agencies for successful financings. Hawkins has participated in virtually every conceivable type of financing, including master trust indenture financings for single entities and for multi-facility systems, original issue discount financings, tender bond financings, interest rate swap financings, embedded cap financings, tax-exempt and taxable commercial paper, variable rate demand bonds and notes, floating rate bonds and inverse floating rate bonds, multi-mode and flexible mode financings, refundings, advance refundings, crossover refundings and multiple issue advance refundings, pooled equipment and facility programs, bond anticipation note financings and financings involving bond insurance, letters of credit and liquidity facilities. Hawkins serves as finance counsel for governmental entities at all levels and through this work has gained a thorough understanding of the many financing structures in use today, from traditional tax supported and revenue based structures to the many credit enhanced and other market oriented structuring techniques.