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Andrews Kurth Kenyon LLP & Brownstein Hyatt Farber Schreck LLP Joint Capabilities

Presented at the Las Vegas Stadium
Authority Board Meeting
January 12, 2017



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Brownstein Hyatt
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Who We Are

Andrews Kurth Kenyon (Andrews Kurth) is a nationally recognized firm that handles the vital interests of companies and emerging businesses around the globe. With nearly 430 attorneys and 11 locations worldwide, we regularly handle complex legal matters in all major industries and areas of law including bankruptcy and financial restructuring, corporate, intellectual property and technology, labor and employment, litigation, public law and finance, real estate and tax.

- Unmatched experience representing governmental entities in the development and construction of stadium and sports venue projects, representing governmental entities in 12 different transactions
- Represented a similar sports authority (the Harris County-Houston Sports Authority) in all aspects of development, financing, construction and leasing of:
 - NRG Stadium (NFL Houston Texans and RodeoHouston)
 - Toyota Center (NBA Houston Rockets)
 - Minute Maid Park (MLB Houston Astros)
 - BBVA Compass Stadium (MLS Houston Dynamo and Texas Southern University)
- Served as General Counsel to the Harris County-Houston Sports Authority since its inception in 1997, and has experience with all aspects of stadium development, construction, and operations, with an eye towards protecting the public's interest

Who We Are

Brownstein Hyatt Farber Schreck has over 250 attorneys and 12 offices across the country. For almost 50 years, Brownstein has represented industry-leading Nevada clients in the practice areas of real estate, land use, construction, corporate, administrative law, intellectual property, litigation, labor law/employee benefits, gaming/licensing, and public policy/government affairs. Many of these clients are institutions in our community. Recent local matters include the following:

- Represented the Smith Center for the Performing Arts in all aspects of development, construction and leasing. The Smith Center is funded by a public-private partnership. The City of Las Vegas, Clark County and State Legislature collaborated on a car rental fee that resulted in a bond of \$105 million.
- Served as Nevada counsel to joint venture comprised of MGM Resorts Int'l and AEG in connection with obtaining its \$200 million bank facility to fund the development and construction of the 20,000 seat T-Mobile arena.
- Advised Riviera Holdings Corp. in its sale of the real estate assets associated with the Riviera Hotel and Casino to the Las Vegas Convention and Visitors Authority.
- Represented Caesars Entertainment Corp. in connection with the development and leasing of the Linq retail, dining and entertainment project, the Caesars Octavius hotel project and the Cromwell resort.
- Represented the City of Henderson on an amendment and restatement of the existing development agreement for 1,600 acres of the Inspirada master planned residential community.

Our Stadium Experience



Represented the Harris County-Houston Sports Authority in all aspects of the development, construction and leasing of Minute Maid Park (formerly Enron Field), the home stadium for the MLB Houston Astros in downtown Houston, Texas.



Represented the Harris County-Houston Sports Authority in all aspects of the development, construction and leasing of NRG Stadium (formerly Reliant Stadium), the home stadium for the NFL Houston Texans and RodeoHouston.



Represented the Harris County-Houston Sports Authority in all aspects of the development, construction and leasing of Toyota Center, the home facility for the NBA Houston Rockets.

Our Stadium Experience



Represented the Harris County-Houston Sports Authority in a \$700 million comprehensive debt restructuring and lease amendments that refinanced the debt issued by the Sports Authority to finance the development of Minute Maid Park, NRG Stadium and Toyota Center.



Represented the Harris County-Houston Sports Authority in drafting and negotiating the lease and development agreement for the construction and operation of BBVA Compass Stadium, the new home stadium for the MLS Houston Dynamo (soccer) and Texas Southern University (football).



Represented the City of Sugar Land, Texas in drafting and negotiating all documents necessary for the development, construction and leasing of a minor league baseball stadium for the Sugar Land Skeeters, now known as Constellation Field.

Our Stadium Experience



Represented the City of Cedar Park, Texas in connection with the design, construction and operation of the Cedar Park Event Center (now known as HEB Center), a special event center developed to house as its primary tenant the Texas Stars, an American Hockey minor league ice hockey team affiliated with the NHL Dallas Stars.



Represented the City of Edinburg, Texas in connection with the lease and development of a new 8,000-seat, first-class indoor arena to house the Rio Grande Valley Vipers, a basketball team in the NBA Development League with an affiliation agreement with the NBA Houston Rockets.



Represent the City of Edinburg, Texas in connection with the lease and development of a new 7,500-seat first class soccer stadium to be developed to house as its primary tenant a new United Soccer Leagues team affiliated with the MLS Houston Dynamo.

Our Stadium Experience



Represented Frisco Stadium LLC, the owner of the MLS Dallas FC, in negotiating with the City of Frisco and the Frisco Community Development Corporation a lease extension and public funding for \$39,000,000 in additional capital improvements at the stadium.



Represented ASCENT Corporation, former owner of the Denver Nuggets and Denver (now Colorado) Avalanche, in the development of the Pepsi Center Arena, negotiation and drafting of the ground lease, and leasing, licensing, naming rights, sponsorships and endorsements. Also represented Kroenke Sports & Entertainment in connection with the management and occupancy of the Pepsi Center and surrounding grounds, including the long-term ground lease and arena agreement with the City and County of Denver, Colorado.



Represented the Denver Broncos in conceiving, drafting and negotiating legislation to develop a stadium district and facilitate the development and construction of Invesco Field at Mile High, now known as Sports Authority Field at Mile High, counseling on the arrangements with the City of Denver with regard to the vacation and demolition of the former stadium, and assisting with entitlements, financing, construction, licensing, naming rights, leasing and public policy issues.

Our Stadium Experience



Represented the Denver Metro Baseball Stadium District in its successful effort to attract a professional baseball team to Colorado and in the construction of Coors Field, the new home stadium for the Colorado Rockies; represented the lead lender on the financing of the stadium; represented the Colorado Rockies in negotiating a renewal of their lease at Coors Field; and worked with the Baseball Stadium District to select a private development partner for a parcel of land adjacent to the stadium.



Represented the Ellman Companies in its acquisition of the Phoenix Coyotes and in matters related to the financing and construction of the Jobing.com Arena, now known as the Gila River Arena.



Represented Spotsylvania County, Virginia in its negotiations with the Hagerstown (Maryland) Suns, the Class A affiliate of the MLB Washington Nationals, for a potential new 5,000-seat minor league baseball stadium to which the team could be relocated.

Our Stadium Experience



Represented Dallas County, Texas in negotiations with the NFL Dallas Cowboys for a new stadium to be located in Dallas County before the Cowboys selected a Tarrant County site in Arlington, Texas as the preferred location for a new stadium.



Represented the City of San Antonio in negotiations with the NBA San Antonio Spurs prior to the development of the AT&T Center by Bexar County, Texas.



Represented the San Antonio School District in its negotiations with the NBA San Antonio Spurs exploring a potential renovation of the school district's Alamo Stadium to house a professional soccer team.

Why Us? - Benefits of Our Combined Partnership

- **Sports Stadium Development Experience** – Andrews Kurth Kenyon is one of the most experienced stadium development law firms with 13 stadium leasing and development projects covering a variety of sports including football, baseball, basketball, soccer and rodeo.
- **Local Experience/Knowledge** – Brownstein has been involved in some of the most significant transactions in Nevada, including several development and P3 transactions, and as such is able to successfully navigate novel and complex Nevada transactions.
- **Government Experience** – Mark Arnold and Gene Locke have been representing governmental entities in stadium development transactions for 20 years. Both Mark and Gene have served as General Counsel for Harris County-Houston Sports Authority. Gene is a former City Attorney for the City of Houston, Texas and County Commissioner for Harris County, Texas.
- **Post-Stadium Opening Experience** – Ongoing experience working through lease interpretation issues, lease amendments and dispute resolution procedures to adjust principal documents to party expectations and to address facility improvements, accommodations for Super Bowl, Final Four and other major events and other unforeseen circumstances such as major debt restructurings.

Why Us? - Benefits of Our Combined Partnership

- **Special Development and Construction Challenges** – Routinely handled a variety of challenges that emerge during sports venue projects: prevailing wage disputes, diversity and inclusion strategies, construction disputes, owner’s representative support, etc.
- **Longstanding Joint Relationship** – For the past 10 years, we have successfully demonstrated our ability to collaborate and work together for clients including Landry’s, Inc.
- **Budget and Schedule Management** – Proven ability to work within budget and schedule constraints. We recognize the budgetary constraints that entities like LVSA face and are willing to explore alternative fee arrangements such as blended billing rates and fixed monthly costs.

Our Team – Andrews Kurth



Mark B. Arnold, Partner | 713.220.3938 | markarnold@andrewskurth.com

Mark represents and advises clients in public and private project development and financing transactions, with an emphasis on sports, recreation and entertainment facilities, convention centers, hotels and educational facilities. He also advises clients in structuring and implementing creative economic development techniques such as Chapter 380/381 grants, 4A/4B financings, tax increment financing and tax abatements. Mark received his J.D. in 1991 from Columbia Law School, where he was a Harlan Fisk Stone Scholar. He received his A.B. in 1988 in economics, with distinction, from Cornell University, where he graduated Phi Beta Kappa.



Gene L. Locke, Of Counsel | 713.220.3956 | genelocke@andrewskurth.com

Gene practices in the public law area. He is the former City Attorney for the City of Houston and a former County Commissioner for Harris County, Texas. He is experienced in various state and local government subjects, including constitutional issues, public-private ventures, elections, redistricting, affirmative action, tort actions, public contracting, sports venue projects and franchise agreements. Gene has handled major litigation involving these and other public law issues while advising and assisting governmental clients. He has represented both government and corporate clients in various public law matters and other legal issues. He received his J.D. in 1981 from South Texas College of Law and his B.A., from the University of Houston in 1969.

Our Team – Andrews Kurth



Julia R. Houston, Partner | 512.320.9281 | juliahouston@andrewskurth.com

Julia's practice focuses on various aspects of traditional public finance and public/private project financing. Julia has served as bond counsel to various state agencies and local governmental entities, including, special districts, cities, counties and public facility corporations; as underwriter and bank counsel to financial institutions that underwrite and purchase tax-exempt and taxable governmental obligations; and as outside counsel to a public facility corporation that owns and operates a convention center hotel and to professional sports teams that lease bond financed sports venue facilities. Julia also has experience representing domestic banks that provide credit and liquidity facilities for tax-exempt financings. Prior to entering private law practice, Julia served as an assistant attorney general in the Public Finance Division of the Office of the Attorney General of the State of Texas. Julia earned her J.D. from the University of San Diego School of Law in 1993 and her M.S. from Illinois State University in 1985. She received her B.A. from Marian University in 1983.



James A. Hernandez, Partner | 713.220.3942 | jameshernandez@andrewskurth.com

James practices in the public law area and also has experience in corporate and securities and real estate law. His focus in the public law area primarily has been serving as bond counsel, disclosure counsel and underwriters' counsel on a variety of public finance transactions for cities, counties and special authorities throughout Texas. James has extensive experience in the area of transportation development and financing, including representation advising the Harris County Toll Road Authority on project development and financing matters, as well as operations, contracting and legislative matters. James has also worked in various capacities on transactions for several other transportation issuers, including the North East Texas Regional Mobility Authority, Houston METRO, the Houston Airport System, the San Antonio Airport System, the Hidalgo County Regional Mobility Authority and the North Texas Tollway Authority. He has also been involved in a number of public/private development projects, including the development and financing of sports and convention facilities, among others. He earned his J.D. in 1995 from Columbia University and his B.A. from The University of Texas at Austin in 1991.

Our Team – Brownstein Hyatt Farber Schreck



Angela T. Otto, Shareholder | 702.464.7064 | aotto@bhfs.com

Angela routinely closes more than \$1 billion in real estate gaming transactions annually, working for major brands such as Caesars Entertainment, MGM and Wynn Resorts, along with advising clients on other major commercial, financial and real estate transactions. Although her national connections and industry insight make Angela the go-to attorney for major hospitality brands, she also provides general commercial counsel to clients seeking to acquire or dispose of businesses and/or real property, develop or lease real property or obtain financing. She received her J.D. in 1998, *magna cum laude*, from Pepperdine University School of Law and her B.S. in 1995, *magna cum laude*, from Pepperdine University.



Rebecca L. Miltenberger, Shareholder | 702.464.7052 | rmiltenberger@bhfs.com

From acquisition and financing to development agreements, Rebecca works on legal issues related to land use and property development. Her real estate practice focuses on complex commercial transactions in office, retail, multi-family, hospitality, gaming and leisure industries. Rebecca's transactional work includes acquisitions, dispositions, financings, developments, land use and entitlements, leases of real property assets, and other commercial real estate transactions. She received her J.D. in 2007, with distinction, from University of the Pacific, McGeorge School of Law and her B.A. in 2003 from University of Washington.

Our Team – Brownstein Hyatt Farber Schreck



Frank A. Schreck, Shareholder | 702.382.2101 | fschreck@bhfs.com

Frank Schreck is chair of the firm's Gaming Law Group and has personally represented many premier public and private gaming companies. With nearly 40 years of experience, his work revolves around licensing matters and all other aspects of regulatory compliance. His clients include Apollo Global Management, TPG, Caesars Entertainment, Wynn Resorts, MGM Resorts International, Pinnacle Entertainment, Station Casinos, Penn National Gaming, Inc., The Cosmopolitan of Las Vegas, bwin.party Digital Entertainment, William Hill plc, Deutsche Bank, Credit Suisse, Goldman Sachs, Scientific Games Corporation, Blackstone Real Estate Advisors, Leonard Green & Partners, and Treasure Island Hotel and Casino. Frank has also represented individuals such as Steve Wynn, Marvin Davis, Ronald O. Perelman, Carl Icahn, Sumner Redstone, Leon Black and David Bonderman.

Frank is a former member of the Nevada Gaming Commission. He previously served in leadership roles at the International Association of Gaming Attorneys. Among other positions, he was president and chairman of the 4th International Association of Gaming Attorneys Conference in Vienna, Austria. He received his J.D. in 1968 from UC Berkeley School of Law and his B.A. in 1965 from Yale University.



Sonia Church Vermeys, Of Counsel | 702.464.7066 | svermeys@bhfs.com

Sonia assists in business transactions by advising clients on purchase and sale agreements, particularly those with hospitality and licensing requirements, and also assists on land use regulations for project development. She represents individuals and businesses before regulatory agencies including the Nevada Gaming Control Board, Nevada Gaming Commission, Clark County Commission, City of Henderson, City of Las Vegas and City of North Las Vegas. She received her J.D. in 1993, *magna cum laude*, from University of San Diego School of Law and her B.F.A. in 1998, *cum laude*, from University of Southern California.

Our Team – Brownstein Hyatt Farber Schreck



Ellen Schulhofer, Shareholder | 702.464.7059 | eschulhofer@bhfs.com

Ellen is managing partner of Brownstein’s Las Vegas office. Ellen represents clients in a broad range of corporate and general business transactions. She leads teams that have served as Nevada counsel to public and privately-held companies, investment banks, private equity funds and venture capitalists in equity and debt offerings, financings, mergers and acquisitions, stock and asset purchases, restructurings, entity formations, operating, stockholders, joint venture agreements and other complex corporate transactions in both the gaming and non-gaming arenas. Ellen also provides advice on corporate governance matters to boards of directors and special committees of public and private companies. She received her J.D. in 1987 from UCLA School of Law and her A.B. in 1984, with distinction, from Stanford University.



Adam K. Bult, Shareholder | 702.464.7077 | abult@bhfs.com

Complicated litigation matters require a skilled litigator who can quickly untangle multiple issues and guide the litigation to a successful results. In our Las Vegas office, Nevada native Adam Bult is that litigator. Adam combines his deep knowledge of the state and federal law with extensive experience and attention to detail to obtain winning rulings for business clients. From \$100 million construction disputes to preliminary injunction hearings, Adam has spent his career litigating complex business and construction disputes in state and federal courts throughout Nevada. He received his J.D. in 2004 from UNLV William S. Boyd School of Law and his B.A. in 2000 from Cornell University.

Unparalleled Experience

