



## PUBLIC FINANCE

### Our Services

We provide the full range of public finance expertise, including serving as bond counsel, underwriter's counsel, borrower's counsel, lender's counsel, issuer's counsel, credit facility counsel and trustee's counsel. Historic relationships with borrowers, investment banks and commercial banks continue to be critical to our success, demonstrating our ability to consistently deliver excellent work. For example, our attorneys have participated in more than 1,000 finance transactions. Since the beginning of 2000, we have closed more than 225 financings in excess of \$13 billion in more than 20 states.

Sonnenschein attorneys assist in closing transactions not only by identifying the legal issues in a bond transaction, but also working to address them in the most practical, flexible and creative ways available. Our national practice encompasses the full range of public finance, from traditional municipal bonds that fund schools and sewers to sophisticated health care financings for national nonprofit health care systems and complex financings for real estate and economic development. We represent cities, counties, school districts, state agencies, issuers and other public sector clients.

In bond financings for nonprofits, we represent underwriters, banks, finance companies, issuers and a wide variety of health care and community organizations, including hospitals, academic medical centers, continuing care retirement communities, universities, private schools, cultural organizations and social service agencies. We also represent real estate developers and other businesses working with states, cities and municipal entities in connection with development incentives, legislation, tax abatement and a host of other issues. Our knowledge and experience in state and local government law give us the insight to help companies navigate the government maze and communicate with public entities to achieve their goals before business climates change.

### Our Experience

Our experience covers a variety of financing structures, including fixed, variable rate, multi-modal, auction, capital appreciation bonds, swaps, derivatives, synthetic and many more. We have worked on transactions to provide project financing—and, in some instances, operating funds—for a broad range of public and private purposes. Our attorneys assist states, cities and schools in obtaining operating funds through tax, revenue and grant anticipation financings, pension bonds, working cash bonds, insurance reserve bonds, lease-leaseback transactions and other innovative structures.

During 2006, members of our practice group served as underwriter's counsel for more than \$4.4 billion in all types of municipal bonds, ranking our firm 26th nationally, according to Thomson Financial. We are particularly strong in health care, ranking 2nd nationally based on number of transactions and 7th based on dollar volume.

Our lawyers are at the forefront of current developments in the structuring of both tax-exempt and taxable securities and have experience derived from thousands of public finance transactions, including:

- **Governmental Bonds**, including general obligation, public utility revenue, double-barreled, special obligation, special revenue, leasehold revenue, certificates of participation and other financings.
- **501(c)(3) Bonds** for cultural and charitable organizations, including health care, education and housing and involving master indenture, innovative accounts receivable, put bond, line of credit-backed, auction rate and pooled financing structures.



- **Project Financing**, including stadium and convention, health care, education, housing, energy, solid waste disposal, parking and transportation.
- **Exempt Facility Financing** for solid waste, energy and airports.
- **Private Activity Bonds** for manufacturing and enterprise zone facilities.
- **Derivatives** for a wide variety of clients who seek to diversify or limit interest-rate exposure, lock in rates or invest funds. We explain the risks involved and help minimize those risks through negotiation and documentation of the derivatives products.

#### **Real Estate Development and Economic Development Incentives**

Development projects in both urban and smaller communities often require public incentives to lure the new or expanding companies. Tax increment financing, tax abatement, sales tax sharing agreements, public funding of roads and utilities, transportation development and other special taxing districts, state and federal tax credits, grants, job training funds and joint development agreements are among the funding tools that make these projects succeed.

## **Our Value**

We maintain a constant focus on the “big picture” goals and have knowledge and experience in all types of public finance, including health care and nonprofit finance. Several of our attorneys started their careers as state and city attorneys and have extensive experience representing public entities on a wide range of matters. Our legal proficiency includes a broad knowledge of complex state and local government law issues, tax issues and applicable regulatory matters.

Our attorneys have broad knowledge of health care, housing, education, labor and environmental, and energy law, and practice in areas such as Taxation, Real Estate, Securities, Bankruptcy & Restructuring and Corporate Law. Other features of our practice that help us provide a high level of service to our clients include the following:

- Strong working relationships with business and government that facilitate effective communication between the public and private sectors and result in creative solutions that help our clients meet their goals.
- Knowledge of state and local governments from the inside, providing a unique perspective that allows us to assist both business and governmental clients.
- Expertise in public law, including sunshine and open meetings laws, bidding, utility rates, employment contracts, management and service contracts, transfer of real property and condemnation, public official recall and impeachment, zoning, ethics and conflicts of interest, and cooperative agreements.
- Legislative experience includes drafting and interpreting state and local legislation, including constitutional amendments, ballot propositions, statutes and ordinances, municipal charters and charter amendments, and initiative and referendum measures.

Our finance experience combined with our nationally known health care practice and work with nonprofit clients in regulatory, governance, tax and other areas allow us to structure financings for nonprofits that will appeal to the market and deliver the needed capital at a competitive rate, while maximizing corporate flexibility and minimizing restrictive covenants.