

MOTOR CITY MATCH

Legal Services

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Request for Qualifications Motor City Match Legal Services

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BUSINESS PROFILE

Plunkett Cooney is pleased to have this opportunity to submit its proposal to Motor City Match (MCM) participants to provide legal services for new small business start-ups and expansion projects taking place in the City of Detroit.

The firm has assembled a team of qualified attorneys to assist MCM participants with their legal needs. The team members have extensive experience working with other small businesses and startups. They are also available to begin accepting assignments immediately, should MCM accept this proposal.

The following pages are designed to provide Motor City Match with an overview of Plunkett Cooney's experience and expertise. We look forward to the opportunity to provide further background should MCM members wish to personally meet our team.

Business Entity Information

Plunkett Cooney is a professional corporation organized internally by groups (practice areas), which provides the most efficient and cost-effective use of attorneys, support staff and technical resources.

Since its founding in 1913, Plunkett Cooney P.C. (a/k/a Plunkett Cooney) has maintained a major office presence in Detroit and continues to count among its valued clients, the City of Detroit, and numerous local businesses, quasi-governmental entities and nonprofit organizations. Today, the firm has been headquartered in Bloomfield Hills, which is located at 38505 Woodward Avenue, Suite 2000.

Since its humble beginnings in the Dime Building, Plunkett Cooney has grown into a full-service law firm with lawyers in nine Michigan cities and one each in Ohio and Indiana. The firm's Michigan offices are located in Bloomfield Hills, Detroit, East Lansing, Flint, Grand Rapids, Kalamazoo, Marquette, Mt. Clemens and Petoskey.

Core Mission

Plunkett Cooney is committed to providing a wide range of the highest quality legal services for clients across and beyond the state of Michigan at a reasonable cost, and in an atmosphere for professional fulfillment, economic advancement and security for all employees.

We are committed to the highest ethical standards. We act with professionalism and civility in all our endeavors. We exceed our clients' expectations for quality and service. We share our talents with the communities we serve and the organizations we support.

We are an equal opportunity employer dedicated to maintaining a diverse workforce.

Competencies

In 1913, Plunkett Cooney's first office was located in the Dime Bank building. Initially known as the law firm of Ward & Plunkett in the early 1920s, the firm began representing a growing roster of major clients, including General Motors Corporation, Royal Globe Insurance, The St. Paul Insurance Companies and Lloyds of London.

The firm entered a new phase in its development with the addition of William P. Cooney, who joined the firm after World War II, at which time the firm became known as Ward, Plunkett & Cooney.

The firm experienced steady growth through the 1950s, primarily due to its growing reputation as an outstanding group of litigation and trial attorneys. Steady growth continued through the 1970s and the firm underwent yet another name change. In 1973, the firm became known as Plunkett, Cooney, Rutt, Watters, Stanczyk & Pedersen. That same year, the firm made its first venture into establishing an office outside of Detroit. The office was located in Southfield, and opened its doors with approximately 30 attorneys. A few years later, a second full-service branch office was added in Mt. Clemens, Michigan.

By the start of the 1980s, the firm's ranks had swelled to over 80 attorneys. This growth was principally driven by Plunkett Cooney's reputation as the premier defense litigation firm in Michigan. During the decades of the 1980s and 1990s, while continuing to retain its reputation as one of the top litigation firms in Michigan, Plunkett Cooney expanded its practice beyond the traditional litigation arena and developed an ever-growing group of business and transactional attorneys with expertise in corporate and tax law, labor and employment law, intellectual property, mergers and acquisitions, and real estate.

Today, Plunkett Cooney is one of the largest law firms in the Midwest with 150 attorneys and 304 employees. The firm is now headquartered in Bloomfield Hills, Michigan, but continues to maintain a major office in downtown Detroit with more than 35 attorneys.

Plunkett Cooney's commitment to the City of Detroit and its employees continues today. Our attorneys are active and serve in leadership roles for such business and community organizations as New Detroit, Michigan Roundtable for Diversity & Inclusion, Michigan Minority Supplier Development Council, Gleaners Community Food Bank, Wolverine Bar Association and Zonta Club of Detroit. Furthermore, the firm's former President & CEO, Henry B. Cooney, currently serves as Chairman of the Board of Directors of the Detroit Regional Chamber.

Plunkett Cooney and its attorneys have received numerous awards and honors regarding its client service commitment and results, including the highest rating (AV) awarded by Martindale-Hubbell, the world's leading peer review service. The firm was also recently named by American Lawyer Media as one of its 2015 "Go-To" Law Firms for business.

Plunkett Cooney is a full-service law firm, providing litigation and transactional services to businesses across the Midwest. The firm provides counsel and representation to clients across a variety of industries, including manufacturing, retail, foodservice & hospitality, healthcare, insurance and many others.

From the basic needs of start-up companies to multi-party multi-district litigation, Plunkett Cooney is equipped to meet all of the legal needs for MCM start-up and small businesses. Following is a partial list of the areas of law in which our attorneys practice:

- Administrative & Regulatory law
- Alternative Dispute Resolution
- Appellate law
- Banking, bankruptcy and creditors' rights
- Business litigation
- Business law
- Civil rights
- Construction law
- Corporate law
- Directors & Officers Liability
- Environmental law
- Financial services liability
- Franchise Law
- General liability
- Governmental affairs
- Healthcare law
- Insurance law
- Labor and employment law
- Mergers and acquisitions
- Motor vehicle negligence
- Municipal law
- Nonprofit law
- Premises liability
- Real estate law
- Reorganization
- Tax law
- Title insurance
- Trademark & Copyright
- Transportation law
- Trusts & Estate Planning
- Workers' compensation

Plunkett Cooney has significant experience and expertise in each of the following areas, which are all of importance to counseling startups and small businesses:

1. Corporate

Plunkett Cooney attorneys have extensive experience handling a wide variety of corporate transactions from smaller, more routine matters to complex, sophisticated transactions. In handling the wide-ranging needs of their clients, Plunkett Cooney's business lawyers work closely with and coordinate the efforts of other attorneys in the firm's various practice areas, including all aspects of transactional law, labor and employment law, real estate, franchise law and trademark and copyright services.

2. Governmental Affairs and Compliance

Plunkett Cooney attorneys routinely provide counsel to and represent their clients before federal, state and local agencies. They also represent numerous municipalities as outside general counsel and have in-depth knowledge of the Michigan Open

Meetings Act and Freedom of Information Act. In addition, several of the firm's current attorneys have held elected office. Such hands-on experience in governmental matters can be an invaluable asset for the firm to draw upon, when needed, on behalf of MCM participants.

The firm's Governmental Affairs and Compliance Practice is led by Dennis G. Cowan. During his 30-year career, Mr. Cowan has been involved in numerous Detroit matters, ranging from representing a client in the bidding process for a Detroit casino license to being involved in numerous approvals for Detroit real estate projects. Mr. Cowan represents clients before the Michigan Department of Treasury, and he has successfully resolved complex and sensitive matters, including anti-trust actions and a state employee ethics charge before the Michigan Attorney General.

In addition, Mr. Cowan has the distinction of having been elected a member of the Royal Oak City Commission and as Mayor (1993-2001) of this growing community. As Mayor, he dealt with numerous municipal pension issues, including ordinance changes, eligibility issues, related labor contract negotiations and pension funding. His experience in elected office provides him with a unique perspective in fulfilling clients' objectives in governmental circles.

3. Real Estate

Plunkett Cooney attorneys have extensive experience in all facets of the real estate industry. Their knowledge of the industry, relationships with lenders and cost efficient approach to finding solutions for the needs of their clients makes our firm unique with respect to any aspect of a real estate transaction.

Plunkett Cooney attorneys regularly provide legal counsel to clients engaged in real estate development, leasing, financing, management, acquisition and divestiture. They also assist their clients with due diligence and legal and financial analysis in connection with their real estate transactions, which include equity investments as well as loan transactions. In addition, the firm's staff of experienced commercial litigation attorneys provides pre-litigation advice and litigation services in connection with real estate matters as needed.

4. Labor and Employment

Plunkett Cooney's labor and employment attorneys offer a common sense approach to addressing the myriad issues that can arise during the course of business. Their goal in performing legal services in this important area of the law, as with all other services, is to provide high quality legal services that protect the rights of the members of MCM.

The firm's attorneys typically provide assistance with employee handbook reviews/updates, hiring and firing situations, internal investigations, wage and hour issues, creation of new positions and workplace safety compliance. They also understand the intricacies of state and federal employment law, including compliance

with the Americans with Disabilities Act (ADA), the Family and Medical Leave Act (FMLA), the Fair Labor Standards Act, and various workplace health and safety regulations.

In the area of traditional labor law, our attorneys represent clients in collective bargaining, representational campaigns and elections, unfair labor practice disputes, grievance proceedings, strikes, arbitrations, and wage and hour matters. They also appear before administrative agencies, including the Equal Employment Opportunity Commission (EEOC), the Michigan Department of Civil Rights, the Michigan Bureaus of Workers' and Unemployment Compensation, the National Labor Relations Board (NLRB), the Michigan Employment Relations Commission, the Office of Federal Contract Compliance Programs, the Bureaus of Citizenship and Immigration Services, the Occupational Safety and Health Administration (OSHA) and its state counterpart, the Michigan Occupational Safety and Health Administration (MIOSHA).

5. Banking, Bankruptcy and Creditors' Rights

Plunkett Cooney represents nearly every commercial lender in the state of Michigan. The members of the firm's Banking Law Practice Group have over 225 years of combined in-house bank counsel experience prior to joining the firm. Such practical experience allows Plunkett Cooney's attorneys to achieve efficient, cost-effective results for their clients.

The firm's banking practice includes expertise in the area of loan origination through traditional lenders and private equity investors. Plunkett Cooney's attorneys routinely document and otherwise assist their clients in closing multi-million dollar commercial loan transactions throughout the country.

BUSINESS EXPERIENCE

Plunkett Cooney has vast experience working small businesses. The following three examples serve to demonstrate what the firm can do on behalf of MCM participants.

Corporate Formation

Summary of Services: Plunkett Cooney provided advice and guidance in the formation of GuestRaunt's new s-corporation in the food service industry, including preparation and filing, as applicable, of the initial incorporation package (i.e., resolutions, bylaws, stock certificates), a shareholder agreement, and all other necessary forms with the state of Michigan (Articles) and the IRS (Form 2553 and Form SS-4). The firm also provided drafting service of other contracts such as license and restaurant agreements.

Trademark/Copyright

Summary of Services: Plunkett Cooney prepared, filed and completed the trademark applications for Detroit Watch Company. Initially an intake meeting was conducted with the client to review the trademarks sought. Afterward, the firm researched the appropriate applications and registries for which the trademarks could be applied. Two applications were completed that secured registry of both marks on the supplemental register. This will eventually allow the client to achieve distinctiveness in the industry and apply for principal register after five years.

Corporate Formation

Summary of Services: Plunkett Cooney provided advice and guidance in the formation of AEL/Span's new limited liability company in the automotive and electronics logistics, including the preparation and filing of the initial organization package (i.e., resolutions, a negotiated operating agreement with a minority member), and all other necessary forms with the state of Michigan (Articles) and the IRS (Form 2553 and Form SS-4). The firm also provided drafting services of other contracts such as software license and employment agreements. Plunkett Cooney also obtained certified minority business enterprise (MBE) status for AEL/Span through the Michigan Minority Business Development Council.

PERSONNEL & ORGANIZATION

Communication and coordination between a client and its law firm are keys to a lasting relationship. To accomplish our goal of providing quality legal services, we typically assign one attorney to have overall responsibility for a particular client's legal needs.

This attorney is responsible for coordinating legal services within the firm's practice areas and seeking assistance from other attorneys when matters arise outside his or her own areas of expertise. This approach has been proven successful over time and assures that a qualified attorney is available to provide the required service.

Plunkett Cooney is pleased to propose **Megan P. McKnight** to serve as the project principal for MCM. A member of the firm's Business Department, Ms. McKnight has extensive experience representing corporate clients and financial institutions in a range of matters, including commercial contract disputes, consumer financial services defense, loan defaults and workouts, complex collection actions, lender liability defense, fraud and other misconduct, as well as real estate disputes.

In addition to her litigation practice, Ms. McKnight counsels businesses and attorneys on e-discovery and data privacy issues, including social media, litigation holds, spoliation, cost-shifting and information management.

Staff List and Qualifications

Plunkett Cooney is proposing the following attorneys to assist Ms. McKnight as part of the MCM legal team:

1. General Counsel

NATALIE N. BLOYER – A member of the firm’s Business Department, Ms. Bloyer focuses her practice on loan workouts, loan originations and real estate matters. She also counsels food-service industry clients with s-corporation formations, shareholder agreements, and contracts involving licensing and restaurant services agreements. In addition, Ms. Bloyer has experience in employment and corporate law, including preparing, drafting and/or negotiating private offering documents, management contracts, leases, purchase agreements and loan modifications for commercial loans and mortgages.

With over 12 years of experience as a business attorney, **MEGAN P. MCKNIGHT** is an accomplished litigator who represents individuals, businesses, lenders and creditors in matters involving loan structuring and forbearance agreements and bankruptcy. She also handles matters on behalf of businesses and lenders in connection with disputes involving real estate, break-ups and troubled commercial loans.

2. Governmental Affairs

Plunkett Cooney’s President & CEO **DENNIS G. COWAN** grew up on the east side of Detroit, attended Notre Dame High School and, later, the Detroit College of Law. His grandfather, father and uncle all served as Detroit police officers. His brother recently retired after 29 years of service in the Detroit Fire Department. This personal background gives Mr. Cowan a unique connection to the City of Detroit and the people who are investing in its future. Due to his involvement in both the law and his previous elected service as Mayor of Royal Oak, Mr. Cowan has numerous contacts at the state, county and local municipal levels to assist clients in tackling their problems and achieving their goals. He has extensive relationships with members of the Michigan Legislature, including those in leadership positions and committee chairs and vice chairs.

3. Corporate

WILLARD S. HOLT has represented an extensive range of business entities, including nonprofit and quasi-public bodies, in matters involving debt and equity structure, asset and equity acquisitions, private placements of securities, compliance with the Sarbanes-Oxley Act, taxation, corporate governance, investment agreements, fiduciary issues, open records and meetings, business contracts, among others. His experience covers a variety of industries, including automotive, manufacturing, IT services and casino

gaming. Mr. Holt also assists businesses seeking certification as a Women Business Enterprise or Minority Business Enterprise.

4. Labor & Employment

COURTNEY L. NICHOLS represents both public and private employers in the context of litigation. Ms. Nichols focuses her practice in the areas of employment law, including discrimination and retaliation claims, premises liability and civil rights law. She also represents and advises employers on important employment issues involving various state and federal statutes, including ELCRA, FMLA, ADA, FLSA and Title VII. Owners and managers not only deal with customers, they have to work with their staff. Ms. Nichols advises clients on an array of employment issues, including hiring, firing, wage and hour compliance, employee investigations and discipline.

5. Trademark & Copyright

MARK A. NASR is one of less than 1,500 practitioners in the nation who passed the U.S. Patent and Trademark Office registration examination to practice before the U.S. Patent and Trademark office. Mr. Nasr's intellectual property practice includes working directly with clients to protect their intellectual property assets, including application for and maintenance of trademarks, service marks and copyrights. He also defends clients in trademark and copyright infringement matters in both federal and state court.

6. Paralegal

Shawn K. Eccles, a paralegal in the firm's Bloomfield Hills office, focuses her practice in the areas of loan workout and origination transactions and estate planning originations. Her primary duties include review and preparation of forbearance, foreclosure, loan restructure, and loan origination closing documents, review and preparation of estate planning origination documents and conduction and review of due diligence in connection with loan origination and workout transactions.

Local Availability & Capacity

As previously stated, Plunkett Cooney maintains 11 offices, 10 in Michigan and one each in Columbus, Ohio and Indianapolis, Indiana.

With an office strategically located in the Buhl Building in downtown Detroit, MCM participants will have easy access to meet with our proposed legal team members. Office space as well as multiple conference rooms are available for meetings. Plunkett Cooney attorneys are also more than willing to meet with potential business owners in their new retail, restaurant or office space or even at a local coffee shop.

Whatever the issue Motor City Match participants may have, the firm has adequate office space, staffing, equipment and resources to get the right results.

If selected as a legal services provider to MCM business participants, Ms. McKnight and the members of Plunkett Cooney's proposed legal team can certify that their workloads are manageable and that they have the capacity to work with new clients.

FEES & EXPENSES

Plunkett Cooney attorneys represent small businesses, emerging companies, second stage enterprises and major corporations, including Fortune 500 companies. The firm's attorneys understand the need to share risk with startup and emerging companies by providing services at fixed fee or capped hourly rates.

Such fee arrangements provide business owners with the financial stability they need without sacrificing the peace of mind they gain from working with a major law firm. Typical assignments include assistance with corporate formation, trademark and copyright protection, human resources support and real estate transactions. Plunkett Cooney is pleased to extend bundled pricing to Motor City Match program participants in each of these areas:

1. Corporate Formation

\$850

Getting started in business is the hardest part. Taking the first step to formally create a new company can be daunting and risky if one tries to go it alone. Plunkett Cooney will provide Motor City Match participants with the following services under its Corporate Formation bundle:

- A one-hour consultation, including choice of entity
- Articles of Incorporation/Organization preparation and filing
- Application for Federal Employer Identification Number preparation and filing
- Required IRS tax form preparation and filing
- Standard Bylaws or Operating Agreement
- Initial Shareholder or Member Resolution
- Stock or Membership Interest Certificate

Please note that all required filing fees related to the above-referenced items are additional and not included under the bundled service fee.

2. Human Resources Audit

\$750

Success is an interesting thing. It has a way of sneaking up on business owners quickly. What started out as a solo operation can quickly grow as new employees join your team. With growth comes the not insignificant challenge of managing people.

Plunkett Cooney's Human Resources Audit bundle will provide Motor City Match participants with a real game plan for growth. This initial audit and debrief will focus on the key areas of human resources law that often negatively impact new and growing business if left unaddressed. Services will include the following:

- Audit of existing employee handbook
- Audit of federal and state postings
- Spot check of three employee personnel files
- Memo regarding findings and recommendations
- One-hour debrief meeting to discuss findings and moving forward strategy

3. Trademark & Copyright Review

\$850

Motor City Match participants have worked hard to establish and grow their businesses. Now that their big ideas have begun to pay off big time, it's really time to protect them from copyright infringement, online piracy and trademark theft.

Plunkett Cooney's Trademark & Copyright Review bundle is priced right for startups and second stage companies. This package, which provides business owners with the information they need to protect company assets, includes the following intellectual property services:

- Initial one-hour consultation
 - Discuss copyright and trademark basics, definitions, etc.
 - Discuss company and product name selection (if not yet completed)
 - Discuss copyright and trademark options
- Initial trademark screening (search to see if trademark is available)
- Opinion memo of findings and recommendations
- Estimate of trademark and/or copyright filing fees and costs
- One-hour meeting to discuss strategy for next steps

4. Real Estate Transactions**\$185 per hour**

Key to the success of any business enterprise is a real estate strategy that takes into account current market conditions, lease/purchase/sale considerations, tenant improvement allowances and many other related issues. Given the variables of time and complexity in most real estate transactions, Plunkett Cooney attorneys will provide expert counsel and representation to Motor City Match program participants at a significantly reduced hourly rate.

5. MBE/WBE Certification**\$1,000**

One service that helps set Plunkett Cooney apart is its expertise with respect to securing Minority Business Enterprise (MBE) and Women Business Enterprise (WBE) certification on behalf of its business clients. The ability secure MBE and/or WBE certification can make the difference for many businesses seeking to engage in commerce with some of the nation's leading corporations, many of which reserve billions of dollars specifically for transactions with their diversity suppliers and vendors. Plunkett Cooney attorneys are well-versed in the application and review process required for MBE and WBE status and will work with interested Motor City Match participants to obtain these certifications.

Other Legal Fees

Other legal fees include customary and ordinary expenses involved in legal services.

- Overnight delivery service (only when necessary) — actual cost
- Electronic research (only when authorized) — actual cost

Extraordinary expenses (i.e., consultants, experts, etc.) will be charged, but they will be incurred only when authorized, and they will be charged at actual cost.

CLOSING STATEMENT

We wish to thank Motor City Match for taking the time to review Plunkett Cooney's proposal for general legal services for its participants. The firm's experience and array of services are second to none, and we will do our best to put all of our talents to work for you.

Should you wish to further discuss Plunkett Cooney's proposal, please contact attorney **Megan P. McKnight** at **(248) 901-4018**; **mmcknight@plunkettcooney.com**.

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