

MOTOR CITY MATCH

Legal Services Provider Summary

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BUSINESS PROFILE

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

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.

The following pages are designed to provide Motor City Match participants with an overview of Plunkett Cooney's experience and expertise.

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. 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 is headquartered in Bloomfield Hills, which is located at 38505 Woodward Avenue, Suite 100, although Plunkett Cooney continues to maintain a major office in downtown Detroit with more than 20 attorneys.

Since its humble beginnings in the Dime Building, Plunkett Cooney has grown into a full-service law firm with approximately 280 employees, including more than 150 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 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.

History

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 140 attorneys and 280 employees. The firm is committed 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, the Detroit Economic Club and Zonta Club of Detroit. Furthermore, the firm's previous 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 2016 "Go-To" Law Firms for business.

Competencies

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. 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.

2. 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.

3. 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.

4. Banking, Bankruptcy and Creditors' Rights

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 business borrower and lender 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.

Real Estate and Licensing

Client: RJW Enterprises, LLC
Attn: Ricky Winston
4860 Lakeview
Detroit, MI 48215

Summary of Services: Commercial Leasing and Liquor License Proceedings - Plunkett Cooney provided advice, drafted and negotiated a commercial lease for the client's property in Detroit, Michigan. The firm also provided advice and attended the necessary hearings with the Michigan Liquor Control Commission in connection with the status of the client's liquor license.

Corporate Formation

Client: GuestRaunt, Inc.
Attn: James Foley, President
147 Robindale, Dearborn, Michigan
(248) 396-8360
jfoley.mcg@gmail.com

Total Fees/Expenses Billed to Date: Approximately \$5,000 (inclusive of \$1,000 for preliminary advice related to initial corporate formation).

Status of Matter: Open and Ongoing

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). After helping GuestRaunt with its preliminary corporate formation document, the firm also drafted and negotiated several other contracts such as license and restaurant agreements.

Corporate Formation

Client: AEL-Span, LLC
Attn: John Henderson, President
41775 Ecorse Rd., Belleville, Michigan 48111
(734) 957-1600
jhenderson@aelspan.com

Total Fees/Expenses Billed to Date: Approximately \$4,500

Status of Matter: Open and Ongoing

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 introduce **Natalie N. Boyer** to serve as the project principal for MCM. A member of the firm's Business Department, Ms. Boyer has extensive experience representing corporate clients and financial institutions in a range of matters, including loan workouts, loan originations and real estate and corporate matters.

Ms. Boyer has experience in a variety of commercial transactions, including preparing, drafting and negotiating business entity formation, maintenance and reorganization documents, real estate purchase and sale agreements, leases, easement agreements, management agreements, stock purchase agreements, asset purchase agreements, sales representative agreements, loan origination and loan modification documents..

Staff List and Qualifications

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

1. Governmental Affairs

JEFFREY M. SCHRODER is a member of Plunkett Cooney's Governmental Law Practice Group and Healthcare Industry. He focuses his practice in the areas of municipal law, land use, zoning and licensing, as well as healthcare compliance and audit defense, fraud and embezzlement recovery. Mr. Schroder has extensive experience in governmental law, having served as an assistant city attorney for the city of Warren for approximately nine years. While there, he represented the city in litigation and court proceedings; negotiated and recommended contracts for consideration and approval; prosecuted criminal cases, including warrant authorization and bench/jury trials; represented the city's Planning Commission, Library Commission, and Brownfield Authority; researched and responded to Freedom of Information Act requests; drafted city ordinances and resolutions; drafted legal opinions for elected officials and department heads; and worked extensively on state governmental relations issues with the city lobbyist.

2. 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.

3. 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.

4. Paralegal

A paralegal with the firm for approximately 15 years, **SARAH A. GIACONA** is involved in a number of complex cases where her responsibilities include summarizing depositions and medical records, indexing records, managing discovery, preparing motions, answering and drafting interrogatories, as well as extensive file management. She also maintains contact with clients, opposing counsel, experts and the courts.

5. Other Attorneys, Paralegals and Support Staff

These nine professionals will form the core MCM legal team. To the extent advisable, Plunkett Cooney is able to call upon other attorneys and support staff to assist the legal team members.

Local Availability & Capacity

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. Bloyer 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. Different and/or additional work will be performed at the rate of \$225 per hour.

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:

- Review of existing employee handbook
- Review of federal and state postings
- Review of three employee personnel files
- 90-minute meeting to discuss findings and moving forward strategy

Different and/or additional work will be performed at the rate of \$225 per hour.

3. Real Estate Transactions \$225 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.

Different and/or additional work will be performed at the rate of \$225 per hour.

4. 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.

Different and/or additional work will be performed at the rate of \$225 per hour.

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 participants for taking the time to review Plunkett Cooney's proposal for general legal services. 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 **Natalie N. Bloyer** at **(248) 901-4073**; **nbloyer@plunkettcooney.com**.