FEBRUARY 11, 2014

General Transportation Counseling and Government Relations Capabilities

Prepared for

Patricia A. Burda
Mayor, Chevy Chase, Maryland
Town Office
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Executive Summary

Buchanan Ingersoll & Rooney PC ("Buchanan") is pleased to submit this proposal to provide general transportation counseling and federal government relations services to the Town of Chevy Chase, Maryland ("Chevy Chase"). Our Government Relations professionals have experience at all levels of state government and federal government and backgrounds in both major political parties. Having served in key senior leadership roles in government at the executive and legislative levels, our team has the experience with the legislative process and with agencies that are essential to addressing the needs of Chevy Chase with regard to its transportation goals.

To date, Buchanan has been engaged with Chevy Chase for two months and has made significant progress in developing and implementing a comprehensive transportation agenda and strategy to achieve its objectives, including meetings with key decision makers.

Due to the multi-faceted nature of this project, Buchanan has enlisted the expertise of Maryland law firm, Alexander & Cleaver ("A&C") for state guidance and Chambers, Conlon & Hartwell, LLC ("CC&H") to advise on Federal Transit Administration (FTA) matters. These are firms with excellent reputations and ones with which we have strong working relationships. This team will provide Chevy Chase with a coordinated strategy to address transportation issues at all levels. Though we work with many members of the House Transportation & Infrastructure Committee, Buchanan team member Bob Shuster does not lobby T&I Committee Chairman Bill Shuster.

It is important that we continue to coordinate closely with the Mayor and the Chevy Chase Council, as well as their respective staffs, to further advance the Town's agenda.
Buchanan Office Locations

Buchanan is known from coast to coast for our extensive resources, dedicated attorneys and collaborative teams. Our many offices throughout the United States let us reach out and serve more clients more efficiently, and because we maintain offices in so many different regions, it is easy for us to handle multijurisdictional matters.

**Alexandria**
1737 King Street, Suite 500
Alexandria, VA 22314-2727
T: 703 836 6620 | F: 703 836 2021

**Philadelphia**
Two Liberty Place
50 S. 16th Street, Suite 3200
Philadelphia, PA 19102-2555
T: 215 665 8700 | F: 215 665 8760

**Aventura**
Country Club Center
19950 W. Country Club Dr., Ste. 101
Aventura, FL 33180-2402
T: 305 933 5600 | F: 305 933 2350

**Pittsburgh**
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
T: 412 562 8800 | F: 412 562 1041

**Buffalo**
Key Center at Fountain Plaza
50 Fountain Plaza, Suite 1230
Buffalo, NY 14202
T: 716 853 2330 | F: 716 854 4227

**Princeton**
700 Alexander Park, Suite 300
Princeton, NJ 08540-6347
T: 609 987 6600 | F: 609 520 0360

**Charlotte**
Carillon Building
227 West Trade Street, Suite 1920
Charlotte, NC 28202-1675
T: 704 444 3300 | F: 704 444 3490

**San Diego**
One America Plaza
600 West Broadway, Suite 1100
San Diego, CA 92101-3387
T: 619 239 8700 | F: 619 702 3898

**Harrisburg**
409 North Second Street, Suite 500
Harrisburg, PA 17101-1357
T: 717 237 4800 | F: 717 233 0852

**Tampa**
Sun Trust Financial Centre
401 E. Jackson Street, Suite 2400
Tampa, FL 33602-5236
T: 813 222 8180 | F: 813 222 8189
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<th>Location</th>
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<tr>
<td>Miami</td>
<td>Miami Tower 100 S.E. Second Street, Suite 3500 Miami, FL 33131-2158</td>
<td>305 347 4080</td>
<td>305 347 4089</td>
</tr>
<tr>
<td>Washington, D.C.</td>
<td>1700 K Street, N.W., Suite 300 Washington, DC 20006-3807</td>
<td>202 452 7900</td>
<td>202 452 7989</td>
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<tr>
<td>Newark</td>
<td>550 Broad Street, Suite 810 Newark, NJ 07102-4582</td>
<td>973 273 9800</td>
<td>973 273 9430</td>
</tr>
<tr>
<td>Wilmington</td>
<td>1105 North Market Street, Suite 1900 Wilmington, DE 19801-1054</td>
<td>302 552 4200</td>
<td>302 552 4295</td>
</tr>
<tr>
<td>New York City</td>
<td>1290 Avenue of the Americas, 30th Floor New York, NY 10104-3001</td>
<td>212 440 4400</td>
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Firm Overviews

Buchanan Ingersoll & Rooney

Founded in 1850, Buchanan Ingersoll & Rooney is a full-service law firm with approximately 450 lawyers and government relations professionals who serve the legal and business needs of regional, national and international clients. Our 15 offices are located in Pennsylvania, New Jersey, Delaware, Virginia, Washington, D.C., New York, Florida, North Carolina and California.

Buchanan has been recognized as a "powerhouse national law firm" by the National Law Journal and a "go-to law firm" by Corporate Counsel Magazine. The firm received 23 national honors and 45 first-tier metropolitan rankings on U.S. News & World Report – Best Lawyers 2012-13 "Best Law Firms" list. Buchanan’s core service areas include: corporate finance and commercial law; litigation; energy law; intellectual property; labor and employment; financial institutions; tax; health care; real estate; bankruptcy and creditors' rights; and government relations, government contracts and other regulatory-related counsel.

The proof of our commitment is in what our clients report about us. Buchanan is consistently recognized as a "Client Service A-Team" firm in the independent survey conducted annually by BTI, a market research and management consulting firm that interviews corporate counsel at large and Fortune 1000 companies. Buchanan has made the Honor Roll in BTI's "Key Factors that Drive Superior Client Relationships" for the past eight years in a row.

Alexander & Cleaver

Alexander & Cleaver is a law firm and government relations firm designed to provide high-quality service to all clients. Its professionals demonstrate a passion to achieve results for each client. A&C has experience in a wide variety of areas that reach across the entire State of Maryland. The firm is heavily involved in all aspects of Maryland government, from helping the passage or defeat of a bill before the General Assembly or a regulation proposed by a state agency, to assisting clients in procurements to obtain contracts with the government. A&C professionals maintain close relationships with both Governor O'Malley and Lieutenant Governor Brown.

Chambers, Conlon & Hartwell

Chambers, Conlon & Hartwell is a Washington, DC based government relations firm that assists private corporations, municipalities, state governments, public agencies, universities and trade associations in their dealings with the federal government. With over 30 years of experience, CC&H has built a solid foundation on a strong network of relationships throughout federal agencies and within both political parties in Congress. CC&H has the professional expertise and the knowledge necessary to provide clients with effective federal representation.
Buchanan Government Relations

Buchanan Ingersoll & Rooney’s leading government relations practice is not only annually ranked among Washington’s top lobby shops by Influence Magazine, but it was also the highest rated in Pennsylvania for government relations by The Best Lawyers in America 2012. In the White House and the governor’s cabinet and throughout the halls of both capitols, our lobbyists have served at the highest levels of state and federal government. As former legislators, members of the governor’s administration and key government officials in Pennsylvania, we have collective experience and bi-partisan relationships that span 40 years, eight gubernatorial terms and 23 sessions of the General Assembly. And for over 35 collective years, we have served in senior staff positions on both sides of the aisle, in the U.S. House of Representatives, the U.S. Senate, the West Wing and various federal executive and regulatory agencies.

Together with the firm’s diverse legal team, we can tackle every issue with a comprehensive, strategic approach. We listen to the needs and concerns of our clients, so that every action we take works toward achieving their goals. By utilizing our ability to understand business issues from multiple perspectives, we have demonstrated our ability to be a trusted partner to our clients.

From offices located in Harrisburg, Philadelphia, Pittsburgh and Washington, D.C., our government relations team provides clients with seamless representation and valued guidance. Our services include:

**Strategic Planning** – We leverage our government affairs aptitude, professional experience and legal acumen to develop strategic lobbying plans including policy development, organizational growth initiatives and targeted legislative objectives.

**Legislation & Regulatory Advocacy** – We maintain excellent relationships with the White House, the Governor’s Office, the Congress and the General Assembly and key legislators and staff. As such, our team is able to initiate and enhance relationships that are essential to our clients’ success.

**Appropriations & Procurement** – Our thorough understanding and strategic approach to the appropriations process allows us to assist in securing government grants and other public funding opportunities for clients. We also guide clients through the policies, regulations and requirements necessary to be eligible for state and federal contracts as well as local public works jobs.

**Coalition Building** - We guide our clients to arrive at a common vision and work compatibly as partners. Coalitions require close management so that the collective knowledge, power and resources represented by their members can be used effectively. To that end, we determine the coalition’s structure and focus, assist in the creation of its mission, advise on short- and long-term goals, propose the best implementation path forward and steer efforts toward success.

**Issue Development & Monitoring** – We constantly monitor relevant legislation introduced in the General Assembly and Congress and provide updates on a regular basis with respect to legislative activity. As the legislation process advances, we continue to keep clients up to speed on the status of legislation, the prospects of enactment by the General Assembly or Congress and the possibility of it being signed into law.

**Business Development** – We consistently keep our clients aware of development opportunities and design customized approaches that enable their business ventures to be considered by key decision makers.
Municipalities

Buchanan Ingersoll & Rooney's Government Relations team has represented municipalities for many decades on matters before state governments and the United States government. As a provider of services that assist with mandates from state and federal government, municipalities are in need of counsel and advocacy in order to position them in a strategic way that will help meet their goals.

Teamwork is the hallmark of our approach to client service, and it enables us to comprehensively serve client needs. Buchanan provides its clients with strategic advice and government consulting services regarding substantive legislative efforts. To achieve this, our group works with the legislative and administrative branches of local, state and federal government.

Additionally, Buchanan consistently raises awareness of client issues; such as the impact of proposed legislation and outcomes of state and federal regulation. We regularly schedule meetings with key legislators and members of the administration to discuss these legislative issues.

Most recently, professionals in our Government Relations team were responsible for the following key accomplishments:

- Directed an effort on behalf of the City of Pittsburgh, Allegheny County, Port Authority, the Pittsburgh Pirates and Pittsburgh Steelers to acquire federal funding for the extension of the Light Rail Transit Line (North Shore Connector), a $530 million project and various highway improvements to enhance the development of Pittsburgh's downtown including a federal Surface Transportation Grant of $34 million for the street grid and infrastructure to permit further development on the North Shore.
- Assisted the Port Authority of Allegheny County in acquiring in excess of $100 million of federal funding for Busway Expansion Projects. Secured $1.6 million for a municipally owned intermodal transportation center, plus technically language to supply and additional $200,000 to complete the project.
- Raised awareness of the unfunded mandates on local municipalities affected by Pennsylvania's Chesapeake Bay Strategy.
- Securing public funding for several municipalities to address security needs.
- Securing public funding for a municipal authority to enhance and continue parking improvements.
- Developing and implementing a strategy to highlight an airport's role in mitigating aviation congestion.
- Securing a Department of Community and Economic Development revolving loan funding for a small borough.
- Securing a state grant to benefit a local economic development authority.
Environmental

Buchanan Ingersoll & Rooney's Environmental Law Group provides the sophisticated and knowledgeable legal support required by the regulated community. Our multi-disciplinary Environmental Group includes former state regulatory attorneys, intellectual property attorneys and litigators with more than 30 years of experience defending clients in a wide variety of environmental, occupational safety and health, toxic tort litigation and natural resources issues.

Our attorneys help clients avoid environmental pitfalls and turn environmental programs into business opportunities. We work closely with clients to develop strategies that are legally sound, cost-sensitive and consistent with their business goals.

Buchanan provides environmental law counseling and litigation services in the following primary areas:

- General environmental regulatory counseling
- Environmental and land use litigation
- Real estate and corporate transactions

Environmental and Land Use

We routinely represent clients in civil and criminal environmental and land use litigation matters in both federal and state courts, as well as contested administrative law matters. This experience includes the representation of clients in CERCLA (Superfund) and state and federal enforcement matters, natural resources damages claims, as well as in OSHA and toxic tort defense matters. Our attorneys have litigated successfully land use issues involving local regulation of environmentally sensitive facilities, including, but not limited to, oil terminals, shopping centers and sewage sludge disposal facilities. In Delaware, our attorneys have been involved in several matters concerning Delaware's unique Coastal Zone Act, as well as other administrative and litigation matters involving Delaware's environmental statutes and regulations. We have:

- Represented clients in criminal investigations and prosecutions involving New Jersey's solid waste, air pollution laws and the NJ Pollution Discharge and Elimination System program.
- On behalf of Quality Aggregates, defended a permit for a limestone quarry that citizens groups sought to overturn before the Pennsylvania Environmental Hearing Board.
- Served as national counsel for an automobile manufacturer with respect to environmental issues associated with a former rental car subsidiary with 80 rental car facilities.
- Represented the private owners of an "inholding" in the Monongahela National Forest in a dispute with the United States Forest Service regarding right-of-way, access to the property and clients' charges of harassment against the Forest Service in the United States District Court for the Northern District of West Virginia.
- In a matter involving a Superfund site, successfully obtained liability protection under Pennsylvania's Act 2 program for a party acquiring property that was adjacent to a Superfund site that had contaminated groundwater from the Superfund site beneath the property and contaminated surface water from the site adjacent to the property.
- Represented one of the eight original defendant and third-party plaintiffs in an action brought under state and federal superfund laws for recovery of past and future response costs and a related CERCLA Section 106 order to undertake site remediation in Minnesota.
Strategy and Pricing of Engagement

We recommend the following approach to our general transportation counseling and government relations work on behalf of Chevy Chase. A general outline of our approach is detailed below.

We ask for a monthly retainer of $29,000 to perform these services. This fee is inclusive of Buchanan Ingersoll & Rooney as well as all subcontractors. Termination of the engagement requires either party to submit a notice of termination to be executed at the end of the 30-day period in which the request is made. Expenses for travel, meals, telephone, printing, deliveries, and other incidentals will be billed at cost. Consulting fees and expenses shall be billed monthly and shall be paid within 30 days from receipt of invoice. This fee arrangement is subject to Buchanan’s standard engagement letter.

While we must be flexible in the strategy, our efforts will most likely follow this approach:

- Arrange a series of strategic meetings with Members of Congress and their staffs to discuss issues of concern to Chevy Chase.
- Arrange a series of strategic meetings with key decision makers in Annapolis to discuss issues of concern to Chevy Chase.
- Continually notify senior decision makers at the Federal Transit Administration (FTA) of all facts and concerns prior to FTA issuing any decisions on transit matters impacting Chevy Chase.
- Assist Chevy Chase leaders to develop a grassroots strategy to engage with key leaders who impact transportation issues both at the state and federal levels.
- Engage with the Environment & Public Works Committee, Transportation & Infrastructure Committee and others on Capitol Hill regarding the Surface Transportation Bill reauthorization.

Services to Other Clients:
Buchanan monitors compliance with its obligations under the Federal Lobbying Disclosure Law, which restricts Buchanan from providing lobbying services for a client on a subject matter in which another client has directly adverse interests. If unforeseen circumstances arise that cause either Buchanan or Chevy Chase to become concerned that our services for Chevy Chase could be adversely affected by services provided to another client, we will work with Chevy Chase to resolve the situation.

Confidential Information:
Buchanan will treat as confidential Chevy Chase's proprietary, sensitive and confidential information which may be disclosed to Buchanan in connection with the government relations services provided ("Confidential Information"). Except as necessary to perform the services and comply with applicable law, including the registration and reporting requirements of the Federal Lobbying Disclosure Law, Buchanan will not disclose Chevy Chase's Confidential Information to third parties without Chevy Chase's written consent. The term Confidential Information does not include information about Chevy Chase which is publicly available (through no fault of Buchanan or its personnel). Buchanan’s obligations with respect to Chevy Chase's Confidential Information shall survive the termination or expiration of their engagement.

Legal services will be provided in accordance with the Lawyers Rules of Professional Conduct.
Biographies
Robert L. Shuster has provided counsel to clients on general business matters and legislative/public issues. These matters include transportation issues, employment issues, industrial development opportunities and state and federal appropriations.

Robert has experience dealing with legislative matters with both the federal government and the Commonwealth of Pennsylvania. Previously, he has worked for the Chrysler Corporation; the government relations section of a Washington, D.C., law firm; Senator Robert C. Jubelirer, the former president pro tempore of the Pennsylvania State Senate; and Congressman William F. Clinger, Jr., former chairman of the House Reform and Oversight Committee.

Robert’s practice has been primarily in the area of infrastructure projects and appropriations for transportation, defense and health care. He was a member of the President George W. Bush Transportation Transition Team. He has served as the director and coordinator of two successful statewide judicial campaigns and as a regional field operative in gubernatorial campaigns. He served on Governor Ridge’s transition task forces for the Department of Community and Economic Development and the Department of Transportation, as well as on Attorney General Mike Fisher’s Transition Team. Most recently, he was named as a member of Governor Ed Rendell’s Transportation Transition Team.

Robert has been involved in a number of start-up companies, acting as legal counsel and consultant. His responsibilities have included corporate structuring, government affairs and attracting angel/venture capital investments. The companies with which he has been associated have been technology, media, health care and transportation infrastructure oriented business.

He has been published in West’s Lobbying, PAC and Campaign Finance: 50 State Handbook, and has lectured on the Pennsylvania and Federal Lobbying Acts. Robert continues to provide counsel to various campaign committees and private organizations on the intricacies of these areas of law.

Affiliations
Pennsylvania Bar Association
Dauphin County Bar Association
District of Columbia Bar

Practices
Government Relations
Oil & Gas
Energy

Education
J.D., The Penn State Dickinson School of Law, 1992
B.S., The Pennsylvania State University, Business Logistics, 1987

Admissions
Pennsylvania
District of Columbia
Jim Wiltraut assists clients through the arduous federal legislative and appropriations process and was recognized in Stars and Stripes newspaper for his talent at navigating clients around Capitol Hill and throughout the federal government. He is not an attorney.

Jim effectively takes client concerns to government officials when policies or changes in law would negatively impact their ability to do business and provides companies with access to decision makers interested in hearing from experts in a variety of fields.

Though best known in Washington for representing clients in the areas of national defense and homeland security, Jim also has extensive experience representing energy companies, including those involved in the trading of biofuels, oil, gas, coal, and other commodities.

Jim has helped energy companies navigate the complex web of state licensing boards and has facilitated the building of new partnerships with local, state, and federal governments in order to better link companies to the communities in which they operate.

Some of Jim's recent accomplishments have included:

- Successfully fighting for millions of dollars in much-needed modernization funding for one of America’s leading shipbuilding contractors.
- Developing the initial policy arguments to prevent the U.S. Secretary of Defense from deactivating the 111th Fighter Wing of the Pennsylvania Air National Guard, stationed at Joint Reserve Base (JRB) Willow Grove. Buchanan lawyers used that argument as the foundation for the only successful lawsuit to challenge a base closure recommendation made by the Department of Defense to the BRAC Commission.
- On behalf of the Animal Drug Alliance, twice defeating legislation that would have adversely affected the generic veterinary pharmaceutical industry.

As a senior policy advisor to former Congressman Paul McHale (D-PA), Jim wrote legislation and created strategies for the passage of a variety of initiatives, including those dealing with national security issues such as force restructuring and troop "quality-of-life" reforms.
In addition, Jim played a key role in the formation of and was the minority staff associate to the National Guard and Reserve Components Caucus in the U.S. House of Representatives, where he organized and managed the National Guard and Reserve Equipment (NG&RE) list, providing more than $600 million annually in equipment modernization to U.S. Reserve forces.

A 30-year veteran of the military, Jim is a public affairs officer in the United States Navy Reserve. As part of Operation Enduring Freedom, he served as an advisor to the Joint United States Military Assistance Group in Manila, providing strategic communication guidance to military leaders of the Republic of the Philippines.

Jim is a graduate of the U.S. Naval War College and the Joint Forces Staff College at National Defense University.

Affiliations

American League of Lobbyists

Public Relations Society of America

Publications and Speeches

10/3/2013
Buchanan Ingersoll & Rooney Hosts Luncheon for San Diego Regional Chamber of Commerce

08/31/2011
Buchanan Ingersoll & Rooney's James C. Wiltraut, Jr. Published in American Pharmaceutical Review
Terrence Heubert has been advocating for a variety of interests in Washington, DC for 15 years, focusing mainly on health care and transportation & infrastructure work. He has experience working with both the Pennsylvania and federal governments and has represented clients from across the country, including local governments, transit systems, airports and ports. Further, Terry has done significant work with health systems and health insurance plans, including work with CMS payment regulations, competitive bidding, telemedicine and star ratings, among other things.

Prior to his tenure at Buchanan, Terry was the primary federal government advisor to Pennsylvania Governor Mark Schweiker and directed the Governor’s Washington Office; he also served under Gov. Tom Ridge. Under Terry’s leadership, the Governor’s Washington Office secured more than $150 million in federal funds to assist with rebuilding the Philadelphia School District, to pay for the rescue of the mine workers trapped underground in Southwestern Pennsylvania and to arm the Pennsylvania Air National Guard with a new psychological warfare aircraft. Additional issues areas where Terry was instrumental include: driver license security/biometric identification issues, homeland security, correctional institution issues, gun control, public education reform and welfare. Further, he was the Governor’s representative to the National Governors Association and the Republican Governors Association, ensuring that the governor’s views were considered within those organizations.

Terry has worked on campaigns at all levels of government and served on the Bush-Cheney Presidential Transition Team in 2001.

Civic and Charitable
Ambassador’s Council, Network for Teaching Entrepreneurship
Board Chair, Landless Theatre Company

Publications and Speeches

10/3/2013
Buchanan Ingersoll & Rooney Hosts Luncheon for San Diego Regional Chamber of Commerce

3/26/2013
Buchanan Ingersoll & Rooney’s Terrence Heubert to Chair Landless Theatre’s Board
As co-chair of the Energy Section, Jim handles complex environmental, commercial and class action litigation, and environmental regulatory, compliance and permitting for a variety of clients throughout the country. Additionally, he chairs the firm's Renewable Energy Task Force and works with clients on Brownfield development matters. Jim is also a member of the firm's Advisory Committee.

For more than 20 years, Jim has served as trial and appellate counsel for Waste Management, Inc., and as common litigation counsel to numerous PRP groups on environmental matters in Pennsylvania, New Jersey and New York.

Jim has litigated complex multi-party environmental, contractual indemnity, fraud, successor liability, landfill permitting claims; criminal waste disposal investigations, toxic tort class actions, and multiple multi-million dollar cost recovery actions.

With almost 25 years of litigation experience, Jim has prosecuted and defended a variety of civil, commercial and antitrust matters on behalf of clients in the waste disposal, chemical, petrochemical, real estate, healthcare, hotel, beverage, retail, securities, insurance and military defense industries. Jim has consistently been selected to the Pennsylvania Super Lawyers® list, as noted in Philadelphia Magazine and Law and Politics magazine.

Representative environmental matters include:

- Regularly representing Waste Management, Inc. on environmental and toxic tort litigation, regulatory counseling, Brownfield development, renewable energy and SEC environmental compliance matters. He serves as an advisor to senior management and counsel within the company.
- Represents various Waste Management entities in connection with USEPA mandated multi-party regional sediment and surface water investigation into the Berry's Creek Study Area.
- On behalf of Waste Management of New Jersey, successfully litigated and then negotiated the Brownfield redevelopment of a 49 acre former Superfund site in North Jersey. The former landfill will be redeveloped into a distribution center serving the Ports of New York and New Jersey, and a Jersey City public park.
- Represent Labatt's Brewing Company, Ltd. in federal litigation involving alleged remedial obligations at former production facility in
Pennsylvania.

- Through aggressive litigation (including injunctive relief) and implementing an inventive remedial strategy, substantially reduced $120 million initial cost-recovery claim by over 80 percent, thus facilitating a global settlement among over 100 PRPs.
- On behalf of Waste Management of Illinois, successfully litigated and settled a 400 property toxic tort class action and third-party PRP claims involving alleged groundwater contamination, vapor intrusion and diminution in property value. In over four years of litigation in both Illinois federal and state courts, the class was never certified.
- Represented ArcelorMittal LLC in state litigation with tenet involving lease obligations and issues relating to residual waste general permits and stormwater.
- Represented military defense contractor in challenging adverse “solid waste” determination under RCRA, and reporting requirements under Emergency Planning and Community Right to Know Act (EPCRA).
- Advised Tampa General Hospital on environmental due diligence and remedial matters connected to real estate acquisitions.
- Successfully defended and argued before the New Jersey Supreme Court, a NJDEP cost-recovery and NRD action leading to a favorable consent decree and settlement on behalf of multiple PRP groups.
- Represented CSX Transportation in complex Brownfield real estate transaction.
- Represented BP/Amoco and gas station operators in UST and related environmental litigations.

Representative commercial litigation and investigations include:

- Defended and prosecuted several substantial claims for construction cost overruns, attorney malpractice and environmental liability in connection with a highly publicized road construction project in New Jersey.
- Defeated a million dollar trespass and property diminution claim, and further saved the municipality approximately $400,000 in remediation costs related to an undisclosed landfill.
- Conducted internal investigations of alleged political corruption and financial mismanagement of municipality’s redevelopment project.
- Lead internal investigation on behalf of charter school alleged to have mismanaged federally funded programs.
- Represented GE Corporation and directed a multistate internal investigation in connection with a federal criminal investigation into military defense contracts.
- Defended Grumman Corporation in government contracts litigation involving a terminated subcontractor.
- Managed an international medical device manufacturer’s FDA compliance audit, product recall investigation and response to a Hazard Notice issued by the UK’s Medical Device Agency.
- Defended an international wire manufacturer in connection with alleged fraudulent trading of metals futures and related RICO claims.
- Served as national counsel to Continuum Healthcare Inc., selecting and managing outside counsel and advising the company on employment, contractual, intellectual property and medical malpractice issues.
Representative antitrust matters include:

- Provided antitrust advice and market analyses to numerous hospitals in connection with joint ventures, mergers, third-party payer and provider contracts and managed care initiatives involving strategic alliances with competitor hospitals, acquisition of physician practices and development of IPAs and PHOs.
- Counselled numerous physician practices, medical societies and physician organizations on antitrust compliance issues, including the representation of a Wilmington, Delaware hospital staff in connection with an alleged illegal boycott of a proposed managed care contract, and defense of orthopedic surgeon groups in connection with the FTC's investigation of an alleged physician boycott and civil action against a national physician union.
- Defended and advised the American Board of Plastic Surgery on antitrust challenges raised by a rival accrediting board.
- Represented FTC-appointed trustee on antitrust and contracting issues in connection with mandated biomedical and pharmaceutical technology transfer as part of a sanctioned merger between pharmaceutical companies.
- Represented Acme Markets, Inc. in a successful trial and appellate defense of federal antitrust and RICO claims by a disgruntled real estate developer.
- Developed antitrust compliance programs and provided Robinson-Patman counseling for national-purchasing cooperatives in the home products and publishing industries.
- Former national coordinating defense counsel to the Invisible Fence Corporation in connection with numerous antitrust and fair dealing claims relating to terminated dealers/distributors.

Affiliations

Environmental, Litigation and Antitrust Law Sections, American Bar Association
Pennsylvania Bar Association
New Jersey State Bar Association
Philadelphia Bar Association
Dean's Executive Board, iSchool at Drexel University
Lecturer, Temple University School of Law

Publications and Speeches

1/10/2014
Buchanan Team Hired to Evaluate Chevy Chase, Maryland's Transit Plans; Noted in The Washington Post

12/10/2013
Buchanan's Energy Section and Federal Government Relations Group Collaborate on Article Published in Oil and Gas Monitor

11/18/2013
Forty Buchanan Ingersoll & Rooney Attorneys Named to 2013 Super Lawyers® Business Edition List
5/30/2013
17 Buchanan Ingersoll & Rooney Philadelphia Attorneys Named to 2013 Pennsylvania Super Lawyers® and Rising Stars Lists

4/5/2013
Shareholder James O'Toole Quoted in Commercial Property Executive about Brownfield Remediation

10/16/2012
Environmental Shareholder James O'Toole Talks Fracking Law Appeal in Law360

7/13/2012
58 Buchanan Ingersoll & Rooney Attorneys Named to 2012 Super Lawyers® Lists

7/9/2012
Buchanan Ingersoll & Rooney Team Assists Client Carlyle Group in Energy Joint Venture

12/31/2011
Buchanan's Internal Social Network Spotlighted by Philadelphia Business Journal

5/25/2011
Eighteen Philadelphia Attorneys from Buchanan Ingersoll & Rooney Honored by 2011 Pennsylvania Super Lawyers®

04/04/2011
Powering Brownfield Development Through Renewable Energy, moderator and panelist, Brownfields 2011 Conference

11/30/2010
Buchanan Shareholder Jim O'Toole Featured in Philadelphia Inquirer About Firm's Cutting-Edge Technology, Philadelphia Inquirer

6/15/2009
Mandating and Funding Green Building Initiatives, presenter

1/1/2009
Martindale-Hubbell's Counsel to Counsel Forum — Ten Steps to Better Manage Your Litigation Portfolio and Litigation Team, April 1-2

10/23/2008
Supreme Court to Review Apportionment of Liability Under CERCLA

10/1/2008
Enhanced Public Outreach Requirements for Persons Responsible for the Clean-Up of Contaminated Soils

4/15/2008
Buchanan Attorneys Complete Complex Brownfield Redevelopment Deal for Client Waste Management of New Jersey

11/13/2007
Attorneys Edward Kelbor and James O'Toole Publish Article on Supreme Court Decision in Waste News
Government Relations Capabilities

Prepared for

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Executive Summary

Buchanan Ingersoll & Rooney PC ("Buchanan") is pleased to submit this proposal to provide federal government relations services to the Town of Chevy Chase, Maryland ("Chevy Chase"). Our Government Relations professionals have experience at all levels of state government and federal government and backgrounds in both major political parties. Having served in key senior leadership roles in government at the executive and legislative levels, our team has the experience with the legislative process and with agencies that are essential to addressing the needs of Chevy Chase with regard to its transportation goals.

To date, Buchanan has been engaged with Chevy Chase for two months and has made significant progress in developing and implementing a comprehensive transportation agenda and strategy to achieve its objectives, including meetings with key decision makers.

Due to the multi-faceted nature of this project, Buchanan has enlisted the expertise of Maryland law firm, Alexander & Cleaver ("A&C") for state guidance and Chambers, Conlon & Hartwell, LLC ("CC&H") to advise on Federal Transit Administration (FTA) matters. These are firms with excellent reputations and ones with which we have strong working relationships. This team will provide Chevy Chase with a coordinated strategy to address transportation issues at all levels. Though we work with many members of the House Transportation & Infrastructure Committee, Buchanan team member Bob Shuster does not lobby T&I Committee Chairman Bill Shuster.

It is important that we continue to coordinate closely with the Mayor and the Chevy Chase Council, as well as their respective staffs, to further advance the Town’s agenda.
Buchanan Office Locations

Buchanan is known from coast to coast for our extensive resources, dedicated attorneys and collaborative teams. Our many offices throughout the United States let us reach out and serve more clients more efficiently, and because we maintain offices in so many different regions, it is easy for us to handle multijurisdictional matters.

**Alexandria**
1737 King Street, Suite 500
Alexandria, VA 22314-2727
T: 703 836 6620 | F: 703 836 2021

**Philadelphia**
Two Liberty Place
50 S. 16th Street, Suite 3200
Philadelphia, PA 19102-2555
T: 215 665 8700 | F: 215 665 8760

**Aventura**
Country Club Center
19950 W. Country Club Dr., Sta. 101
Aventura, FL 33180-2402
T: 305 933 5600 | F: 305 933 2350

**Pittsburgh**
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
T: 412 562 8800 | F: 412 562 1041

**Buffalo**
Key Center at Fountain Plaza
50 Fountain Plaza, Suite 1230
Buffalo, NY 14202
T: 716 853 2330 | F: 716 854 4227

**Princeton**
700 Alexander Park, Suite 300
Princeton, NJ 08540-6347
T: 609 987 6800 | F: 609 520 0360

**Charlotte**
Carillon Building
227 West Trade Street, Suite 1920
Charlotte, NC 28202-1675
T: 704 444 3300 | F: 704 444 3490

**San Diego**
One America Plaza
600 West Broadway, Suite 1100
San Diego, CA 92101-3387
T: 619 239 8700 | F: 619 702 3898

**Harrisburg**
409 North Second Street, Suite 500
Harrisburg, PA 17101-1357
T: 717 237 4800 | F: 717 233 0852

**Tampa**
Sun Trust Financial Centre
401 E. Jackson Street, Suite 2400
Tampa, FL 33602-5236
T: 813 222 8180 | F: 813 222 8189
Miami
Miami Tower
100 S.E. Second Street, Suite 3500
Miami, FL 33131-2158
T: 305 347 4080 | F: 305 347 4089

Newark
550 Broad Street, Suite 810
Newark, NJ 07102-4582
T: 973 273 9800 | F: 973 273 9430

New York City
1290 Avenue of the Americas,
30th Floor
New York, NY 10104-3001
T: 212 440 4400 | F: 212 440 4401

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1700 K Street, N.W., Suite 300
Washington, DC 20006-3807
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Wilmington
1105 North Market Street,
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Firm Overviews

Buchanan Ingersoll & Rooney

Founded in 1850, Buchanan Ingersoll & Rooney is a full-service law firm with approximately 450 lawyers and government relations professionals who serve the legal and business needs of regional, national and international clients. Our 15 offices are located in Pennsylvania, New Jersey, Delaware, Virginia, Washington, D.C., New York, Florida, North Carolina and California.

Buchanan has been recognized as a "powerhouse national law firm" by the National Law Journal and a "go-to law firm" by Corporate Counsel Magazine. The firm received 23 national honors and 45 first-tier metropolitan rankings on U.S. News & World Report—Best Lawyers 2012-13 "Best Law Firms" list. Buchanan's core service areas include: corporate finance and commercial law; litigation; energy law; intellectual property; labor and employment; financial institutions; tax; health care; real estate; bankruptcy and creditors' rights; and government relations, government contracts and other regulatory-related counsel.

The proof of our commitment is in what our clients report about us. Buchanan is consistently recognized as a "Client Service A-Team" firm in the independent survey conducted annually by BTI, a market research and management consulting firm that interviews corporate counsel at large and Fortune 1000 companies. Buchanan has made the Honor Roll in BTI's "Key Factors that Drive Superior Client Relationships" for the past eight years in a row.

Alexander & Cleaver

Alexander & Cleaver is a law firm and government relations firm designed to provide high-quality service to all clients. Its professionals demonstrate a passion to achieve results for each client. A&C has experience in a wide variety of areas that reach across the entire State of Maryland. The firm is heavily involved in all aspects of Maryland government, from helping the passage or defeat of a bill before the General Assembly or a regulation proposed by a state agency, to assisting clients in procurements to obtain contracts with the government. A&C professionals maintain close relationships with both Governor O'Malley and Lieutenant Governor Brown.

Chambers, Conlon & Hartwell

Chambers, Conlon & Hartwell is a Washington, DC based government relations firm that assists private corporations, municipalities, state governments, public agencies, universities and trade associations in their dealings with the federal government. With over 30 years of experience, CC&H has built a solid foundation on a strong network of relationships throughout federal agencies and within both political parties in Congress. CC&H has the professional expertise and the knowledge necessary to provide clients with effective federal representation.
Buchanan Government Relations

Buchanan Ingersoll & Rooney's leading government relations practice is not only annually ranked among Washington's top lobby shops by Influence Magazine, but it was also the highest rated in Pennsylvania for government relations by The Best Lawyers in America 2012. In the White House and the governor's cabinet and throughout the halls of both capitols, our lobbyists have served at the highest levels of state and federal government. As former legislators, members of the governor's administration and key government officials in Pennsylvania, we have collective experience and bi-partisan relationships that span 40 years, eight gubernatorial terms and 23 sessions of the General Assembly. And for over 35 collective years, we have served in senior staff positions on both sides of the aisle, in the U.S. House of Representatives, the U.S. Senate, the West Wing and various federal executive and regulatory agencies.

Together with the firm's diverse legal team, we can tackle every issue with a comprehensive, strategic approach. We listen to the needs and concerns of our clients, so that every action we take works toward achieving their goals. By utilizing our ability to understand business issues from multiple perspectives, we have demonstrated our ability to be a trusted partner to our clients.

From offices located in Harrisburg, Philadelphia, Pittsburgh and Washington, D.C., our government relations team provides clients with seamless representation and valued guidance. Our services include:

Strategic Planning – We leverage our government affairs aptitude, professional experience and legal acumen to develop strategic lobbying plans including policy development, organizational growth initiatives and targeted legislative objectives.

Legislation & Regulatory Advocacy – We maintain excellent relationships with the White House, the Governor's Office, the Congress and the General Assembly and key legislators and staff. As such, our team is able to initiate and enhance relationships that are essential to our clients' success.

Appropriations & Procurement – Our thorough understanding and strategic approach to the appropriations process allows us to assist in securing government grants and other public funding opportunities for clients. We also guide clients through the policies, regulations and requirements necessary to be eligible for state and federal contracts as well as local public works jobs.

Coalition Building - We guide our clients to arrive at a common vision and work compatibly as partners. Coalitions require close management so that the collective knowledge, power and resources represented by their members can be used effectively. To that end, we determine the coalition's structure and focus, assist in the creation of its mission, advise on short- and long-term goals, propose the best implementation path forward and steer efforts toward success.

Issue Development & Monitoring – We constantly monitor relevant legislation introduced in the General Assembly and Congress and provide updates on a regular basis with respect to legislative activity. As the legislation process advances, we continue to keep clients up to speed on the status of legislation, the prospects of enactment by the General Assembly or Congress and the possibility of it being signed into law.

Business Development – We consistently keep our clients aware of development opportunities and design customized approaches that enable their business ventures to be considered by key decision makers.
Municipalities

Buchanan Ingersoll & Rooney's Government Relations team has represented municipalities for many decades on matters before state governments and the United States government. As a provider of services that assist with mandates from state and federal government, municipalities are in need of counsel and advocacy in order to position them in a strategic way that will help meet their goals.

Teamwork is the hallmark of our approach to client service, and it enables us to comprehensively serve client needs. Buchanan provides its clients with strategic advice and government consulting services regarding substantive legislative efforts. To achieve this, our group works with the legislative and administrative branches of local, state and federal government.

Additionally, Buchanan consistently raises awareness of client issues; such as the impact of proposed legislation and outcomes of state and federal regulation. We regularly schedule meetings with key legislators and members of the administration to discuss these legislative issues.

Most recently, professionals in our Government Relations team were responsible for the following key accomplishments:

- Directed an effort on behalf of the City of Pittsburgh, Allegheny County, Port Authority, the Pittsburgh Pirates and Pittsburgh Steelers to acquire federal funding for the extension of the Light Rail Transit Line (North Shore Connector), a $530 million project and various highway improvements to enhance the development of Pittsburgh's downtown including a federal Surface Transportation Grant of $34 million for the street grid and infrastructure to permit further development on the North Shore.
- Assisted the Port Authority of Allegheny County in acquiring in excess of $100 million of federal funding for Busway Expansion Projects. Secured $1.6 million for a municipally owned intermodal transportation center, plus technical language to supply and additional $200,000 to complete the project.
- Raised awareness of the unfunded mandates on local municipalities affected by Pennsylvania's Chesapeake Bay Strategy.
- Securing public funding for several municipalities to address security needs.
- Securing public funding for a municipal authority to enhance and continue parking improvements.
- Developing and implementing a strategy to highlight an airport's role in mitigating aviation congestion.
- Securing a Department of Community and Economic Development revolving loan funding for a small borough.
- Securing a state grant to benefit a local economic development authority.
Environmental

Buchanan Ingersoll & Rooney's Environmental Law Group provides the sophisticated and knowledgeable legal support required by the regulated community. Our multi-disciplinary Environmental Group includes former state regulatory attorneys, intellectual property attorneys and litigators with more than 30 years of experience defending clients in a wide variety of environmental, occupational safety and health, toxic tort litigation and natural resources issues.

Our attorneys help clients avoid environmental pitfalls and turn environmental programs into business opportunities. We work closely with clients to develop strategies that are legally sound, cost-sensitive and consistent with their business goals.

Buchanan provides environmental law counseling and litigation services in the following primary areas:

- General environmental regulatory counseling
- Environmental and land use litigation
- Real estate and corporate transactions

Environmental and Land Use

We routinely represent clients in civil and criminal environmental and land use litigation matters in both federal and state courts, as well as contested administrative law matters. This experience includes the representation of clients in CERCLA (Superfund) and state and federal enforcement matters, natural resources damages claims, as well as in OSHA and toxic tort defense matters. Our attorneys have litigated successfully land use issues involving local regulation of environmentally sensitive facilities, including, but not limited to, oil terminals, shopping centers and sewage sludge disposal facilities. In Delaware, our attorneys have been involved in several matters concerning Delaware's unique Coastal Zone Act, as well as other administrative and litigation matters involving Delaware's environmental statutes and regulations. We have:

- Represented clients in criminal investigations and prosecutions involving New Jersey's solid waste, air pollution laws and the NJ Pollution Discharge and Elimination System program.
- On behalf of Quality Aggregates, defended a permit for a limestone quarry that citizens groups sought to overturn before the Pennsylvania Environmental Hearing Board.
- Served as national counsel for an automobile manufacturer with respect to environmental issues associated with a former rental car subsidiary with 80 rental car facilities.
- Represented the private owners of an "inholding" in the Monongahela National Forest in a dispute with the United States Forest Service regarding right-of-way, access to the property and clients' charges of harassment against the Forest Service in the United States District Court for the Northern District of West Virginia.
- In a matter involving a Superfund site, successfully obtained liability protection under Pennsylvania's Act 2 program for a party acquiring property that was adjacent to a Superfund site that had contaminated groundwater from the Superfund site beneath the property and contaminated surface water from the site adjacent to the property.
- Represented one of the eight original defendant and third party plaintiffs in an action brought under state and federal superfund laws for recovery of past and future response costs and a related CERCLA Section 106 order to undertake site remediation in Minnesota.
Strategy and Pricing of Engagement

We recommend the following approach to our general transportation counseling and government relations work on behalf of Chevy Chase. A general outline of our approach is detailed below.

We ask for a monthly retainer of $29,000 to perform these services. This fee is inclusive of Buchanan Ingersoll & Rooney as well as all subcontractors. Termination of the engagement requires either party to submit a notice of termination to be executed at the end of the 30-day period in which the request is made. Expenses for travel, meals, telephone, printing, deliveries, and other incidentals will be billed at cost. Consulting fees and expenses shall be billed monthly and shall be paid within 30 days from receipt of invoice. This fee arrangement is subject to Buchanan’s standard engagement letter.

While we must be flexible in the strategy, our efforts will most likely follow this approach:

- Arrange a series of strategic meetings with Members of Congress and their staffs to discuss issues of concern to Chevy Chase.
- Arrange a series of strategic meetings with key decision makers in Annapolis to discuss issues of concern to Chevy Chase.
- Continually notify senior decision makers at the Federal Transit Administration (FTA) of all facts and concerns prior to FTA issuing any decisions on transit matters impacting Chevy Chase.
- Assist Chevy Chase leaders to develop a grassroots strategy to engage with key leaders who impact transportation issues both at the state and federal levels.
- Engage with the Environment & Public Works Committee, Transportation & Infrastructure Committee and others on Capitol Hill regarding the Surface Transportation Bill reauthorization.

Services to Other Clients:
Buchanan monitors compliance with its obligations under the Federal Lobbying Disclosure Law, which restricts Buchanan from providing lobbying services for a client on a subject matter in which another client has directly adverse interests. If unforeseen circumstances arise that cause either Buchanan or Chevy Chase to become concerned that our services for Chevy Chase could be adversely affected by services provided to another client, we will work with Chevy Chase to resolve the situation.

Confidential Information:
Buchanan will treat as confidential Chevy Chase’s proprietary, sensitive and confidential information which may be disclosed to Buchanan in connection with the government relations services provided (‘Confidential Information’). Except as necessary to perform the services and comply with applicable law, including the registration and reporting requirements of the Federal Lobbying Disclosure Law, Buchanan will not disclose Chevy Chase’s Confidential Information to third parties without Chevy Chase’s written consent. The term Confidential Information does not include information about Chevy Chase which is publicly available (through no fault of Buchanan or its personnel). Buchanan’s obligations with respect to Chevy Chase’s Confidential Information shall survive the termination or expiration of their engagement.

Legal services will be provided in accordance with the Lawyers Rules of Professional Conduct.
Biographies
Robert L. Shuster has provided counsel to clients on general business matters and legislative/public issues. These matters include transportation issues, employment issues, industrial development opportunities and state and federal appropriations.

Robert has experience dealing with legislative matters with both the federal government and the Commonwealth of Pennsylvania. Previously, he has worked for the Chrysler Corporation; the government relations section of a Washington, D.C., law firm; Senator Robert C. Jubelirer, the former president pro tempore of the Pennsylvania State Senate; and Congressman William F. Clinger, Jr., former chairman of the House Reform and Oversight Committee.

Robert's practice has been primarily in the area of infrastructure projects and appropriations for transportation, defense and health care. He was a member of the President George W. Bush Transportation Transition Team. He has served as the director and coordinator of two successful statewide judicial campaigns and as a regional field operative in gubernatorial campaigns. He served on Governor Ridge's transition task forces for the Department of Community and Economic Development and the Department of Transportation, as well as on Attorney General Mike Fisher's Transition Team. Most recently, he was named as a member of Governor Ed Rendell's Transportation Transition Team.

Robert has been involved in a number of start-up companies, acting as legal counsel and consultant. His responsibilities have included corporate structuring, government affairs and attracting angel/venture capital investments. The companies with which he has been associated have been technology, media, health care and transportation infrastructure oriented business.

He has been published in West's *Lobbying, PAC and Campaign Finance: 50 State Handbook*, and has lectured on the Pennsylvania and Federal Lobbying Acts. Robert continues to provide counsel to various campaign committees and private organizations on the intricacies of these areas of law.

**Affiliations**

- Pennsylvania Bar Association
- Dauphin County Bar Association
- District of Columbia Bar
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Washington, D.C.

Jim Wiltraut assists clients through the arduous federal legislative and appropriations process and was recognized in Stars and Stripes newspaper for his talent at navigating clients around Capitol Hill and throughout the federal government. He is not an attorney.

Jim effectively takes client concerns to government officials when policies or changes in law would negatively impact their ability to do business and provides companies with access to decision makers interested in hearing from experts in a variety of fields.

Though best known in Washington for representing clients in the areas of national defense and homeland security, Jim also has extensive experience representing energy companies, including those involved in the trading of biofuels, oil, gas, coal and other commodities.

Jim has helped energy companies navigate the complex web of state licensing boards and has facilitated the building of new partnerships with local, state and federal governments in order to better link companies to the communities in which they operate.

Some of Jim's recent accomplishments have included:

- Successfully fighting for millions of dollars in much-needed modernization funding for one of America's leading shipbuilding contractors.
- Developing the initial policy arguments to prevent the U.S. Secretary of Defense from deactivating the 111th Fighter Wing of the Pennsylvania Air National Guard, stationed at Joint Reserve Base (JRB) Willow Grove. Buchanan lawyers used that argument as the foundation for the only successful lawsuit to challenge a base closure recommendation made by the Department of Defense to the BRAC Commission.
- On behalf of the Animal Drug Alliance, twice defeating legislation that would have adversely affected the generic veterinary pharmaceutical industry.

As a senior policy advisor to former Congressman Paul McHale (D-PA), Jim wrote legislation and created strategies for the passage of a variety of initiatives, including those dealing with national security issues such as force restructuring and troop "quality-of-life" reforms.
In addition, Jim played a key role in the formation of and was the minority staff associate to the National Guard and Reserve Components Caucus in the U.S. House of Representatives, where he organized and managed the National Guard and Reserve Equipment (NG&RE) list, providing more than $600 million annually in equipment modernization to U.S. Reserve forces.

A 30-year veteran of the military, Jim is a public affairs officer in the United States Navy Reserve. As part of Operation Enduring Freedom, he served as an advisor to the Joint United States Military Assistance Group in Manila, providing strategic communication guidance to military leaders of the Republic of the Philippines.

Jim is a graduate of the U.S. Naval War College and the Joint Forces Staff College at National Defense University.

Affiliations

American League of Lobbyists
Public Relations Society of America

Publications and Speeches

10/3/2013
Buchanan Ingersoll & Rooney Hosts Luncheon for San Diego Regional Chamber of Commerce

08/31/2011
Buchanan Ingersoll & Rooney's James C. Wiltraut, Jr. Published in American Pharmaceutical Review