

**BURAK & ANDERSON
MELLONI PLC**

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April 5, 2010

Honorable City Council
City of Burlington
149 Church Street
Burlington, VT 05401

Dear Members of the City Council:

I am pleased to submit my resume and background information, experience and describing my expected role with respect to the Moran Redevelopment Project in the City's Waterfront District.

Expected Role:

I understand my role in the Moran Redevelopment Project will be to assist in the review and structuring of the proposed financing for the project and the development and leasing agreements with the prospective users of the Project. As summarized below and in the enclosed resume, I have extensive experience in multi-party development projects not only in Vermont but throughout the country.

The City of Burlington is the client to which I will owe my duties as an attorney on this matter. I expect that the City Attorney's office will have primary responsibility for much of the work and that the role of my Firm is that of an outside counsel to assist in the review, drafting and implementation of the contemplated project documents as they may be approved by the City Council. I expect to work closely with the City Attorney's office, the Community and Economic Development Office, and David G. White of White + Burke Real Estate Investment Advisors, the City's consultant on this Project. While the communication and directions for my involvement will largely be with administrative personnel of the City, it is the City that I will serve as legal counsel.

The current plan of financing includes the likelihood that federal New Market Tax Credits will be utilized as a component. I expect to assist in that aspect while recognizing that the overall project will require special tax counsel with expertise in New Markets Tax Credits.

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Experience:

I have extensive experience in public-private partnerships and development projects. This experience includes development of hydroelectric facilities, resource recovery facilities, electric power projects, and solid waste projects. I have represented investors and developers in numerous public-private projects for community development and affordable housing, including the City's Multi-Generational facility developed by Champlain Housing Trust.

Enclosed is a summary description of my experience. Included with my resume is a list of some recent representative transactions in which I have been involved.

I have had the privilege of serving the City of Burlington as Bond Counsel for over 15 years. These bond financings include the City's General Obligation Bonds as well as bonds for the electric department, tax and revenue anticipation notes, and the City's first issuance of Certificates of Participation for the Police Station facility in 1995. My Firm served as Bond Counsel on the financing by Burlington Community Development Corporation for the Multi-Generational Center on North Winooski Avenue. Recently, I worked with the City on the Turner property on East Avenue that was developed as a co-housing project that included affordable housing units.

My firm has been involved in some of the State's largest financial transactions, including the structuring and closing of the State of Vermont's first issuance of recovery zone bonds under the American Reinvestment and Recovery Act for Green Mountain Power which closed this past March, as well as the City of Winooski's Tax Increment Financing for its redevelopment project.

In addition to my municipal finance experience, I have been involved in many complex, multi-party transactions. For example, I represented the Vermont Electric Cooperative in its successful acquisition of the Vermont Electric Division of Citizens Utilities. The project involved receiving regulatory approvals from the Vermont Public Service Board, Federal Energy Regulatory Commission, as well as transition of employees and systems to the cooperative. The properties involved were located across 60 towns and cities in Vermont.

I also served as special real estate title counsel in Fairpoint's recent acquisition of the land lines from Verizon Communications.

The attorneys of my firm have extensive real estate development and permitting experience, including development of condominiums, shopping centers and office buildings throughout the State of Vermont.

My firm has served as counsel to the Chittenden Solid Waste District for over 20 years and was active in its development of its public-private partnership for its Materials Recovery Facility (MRF) and the bond financing for such project.

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As shown in the attached resume, I believe I have extensive experience in the areas of municipal law, municipal finance and real estate development to serve the City of Burlington. In addition, other members of my firm have experience in construction law, real estate law as well as municipal finance to assist in serving the City if and as the need may arise.

I am honored to have the opportunity to represent the City in the Moran Project and to bring to fruition the many public benefits envisioned for this Project.

Sincerely,



Thomas R. Melloni

Enclosure

Cc: The Honorable Bob Kiss
Ken Schatz, Esq.
Mr. Larry Kupferman, Director CEDO

THOMAS R. MELLONI
BURAK ANDERSON & MELLONI PLC
GATEWAY SQUARE, 30 MAIN STREET
BURLINGTON, VERMONT 05401

Thomas Melloni heads up Burak Anderson & Melloni's Municipal and Public Finance Practice Groups. Thomas Melloni graduated in 1980 from the University of Vermont and in 1984 from Fordham University School of Law. After graduating from law school, he was an associate at Mudge Rose Guthrie Alexander & Ferdon in New York City, practicing in the areas of corporate and municipal finance. During the period of time Thomas was at Mudge Rose Guthrie Alexander & Ferdon, that firm ranked as the top municipal bond firm in the country based upon dollar amount of municipal bond transactions. Thomas moved to Vermont in 1989 and has been a member of Burak Anderson & Melloni, plc since 1991.

Thomas is the Managing Member of Burak Anderson & Melloni, plc, a commercial law firm based in Burlington, Vermont. His primary areas of practice currently include business law, commercial lending, real estate development, and municipal and public finance. Thomas has represented banks, corporations, partnerships and municipalities in connection with their business activities in Vermont. He has been actively involved in many significant construction and development projects, including hydroelectric facilities, condominium developments, shopping centers and multi-use public projects.

Thomas serves as bond counsel to Vermont cities, towns, school districts and fire districts. Burak Anderson & Melloni has been involved in the financing of public projects for colleges, libraries, water and wastewater facilities, solid waste management projects, public power projects, hospitals, nursing homes and other health care facilities, as well as affordable housing projects. The Firm has represented underwriters in numerous public offerings of municipal bonds including the City of Winooski's Tax Increment Financing, the Vermont Housing Financing Agency and for numerous hospitals and colleges throughout the State of Vermont. The Firm regularly represents banks providing credit enhancement or liquidity to municipal bond issuances. Attached is a list of some recent representative transactions.

Thomas and the Firm are listed as a nationally recognized municipal bond attorney in *The Bond Buyer's Municipal Marketplace*. Thomas co-authored the chapter on planning in Vermont in *State & Regional Comprehensive Planning*, published in 1993 by the American Bar Association, and has served on the ABA UCC Article 9 Task Force for the State of Vermont. He is admitted to practice in the state and federal courts of Vermont, in the state courts of New York and the United States Supreme Court.

Thomas is actively involved in numerous community service organizations, including the Burlington Rotary Club, ReSource: A Nonprofit Community Enterprise, Inc. (formerly Recycle North) and has served through appointment on several public panels for the City

of Burlington. He has served as a volunteer coach for youth soccer, softball and basketball in the City of Burlington Parks and Recreation programs.

Thomas lives in Burlington with Julia Melloni, his wife, and their three children.

Education:

University of Vermont, B.A. 1980
Fordham University School of Law, J.D. 1984

Publications:

Co-Author: "Planning in Vermont," published in State & Regional Comprehensive Planning, American Bar Association, Urban, State and Local Government Law Section, 1993;

"Environmental Opinions in Commercial Transactions," The Vermont Bar Journal, Vol. 21. No. 5, 1995.

Additional publications on Commercial Finance for seminars sponsored by Lorman Education Services and the National Business Institute.

Bar Memberships:

American Bar Association
Vermont Bar Association
National Association of Bond Lawyers

Bar Admissions:

New York, 1985
Vermont, 1989
U.S. District Court, District of Vermont, 1990
U.S. Supreme Court, 1993

Representative Transactions

1. \$24,765,000
Vermont Economic Development Authority
Recovery Zone Facility Bonds
Green Mountain Power Corporation Issue
Series 2010A
Date: March 25, 2010
Role: Counsel to the Underwriter
2. \$5,000,000
Vermont Economic Development Authority
Industrial Development Revenue Bonds
Green Mountain Power Corporation Issue
Series 2010B (Federally Taxable)
Date: March 25, 2010
Role: Counsel to the Underwriter
3. Vermont Public Power Supply Authority
Private Placement of \$8,746,500 of Secured Notes to Purchase Membership
Units of Vermont Transco, LLC
Sold to: United of Omaha Life Insurance Company
Date: November 30, 2009
Role: Special Company Counsel
4. Vermont Electric Cooperative, Inc.
\$6,000,000 of Secured First Mortgage Bonds
Date: October 1, 2009
Role: Company Counsel
5. \$5,000,000 Connecticut Development Authority
Floating Rate Monthly Demand Pollution Control Revenue Bonds
(Central Vermont Public Service Corporation Project – 1985 Series)
Date: September 28, 2009
Role: Counsel to TD Bank, N.A., issuer of Letter of Credit
6. \$5,800,000 Vermont Industrial Development Authority
(n/k/a Vermont Economic Development Authority)
Floating Rate Monthly Demand Hydroelectric Revenue Bonds
(Central Vermont Public Service Corporation – East Barnet Project – 1983 Series)
Date: September 28, 2009
Role: Counsel to TD Bank, N.A., issuer of Letter of Credit
7. City of Burlington, Vermont
\$19,985,000
General Obligation Public Improvement Bonds

- Series 2009C
Dated: August 18, 2009
Role: Bond Counsel
8. City of Burlington, Vermont
\$4,615,000
Taxable General Obligation Public Improvement Bonds
Series 2009D
Dated: August 18, 2009
Role: Bond Counsel
9. Vermont Public Power Supply Authority
Project 10 Revenue Bonds
(Swanton Peaking Facility Project)
Series 2009A (\$22,955,000) and Series 2009B (Taxable - \$1,040,000)
Dated: August 12, 2009
Role: Counsel to Underwriter
10. City of Burlington, Vermont
\$11,500,000
General Obligation Tax Anticipation Note
Series 2009D
Dated: August 7, 2009
Notes sold in a private placement to a local bank
Role: Bond Counsel
11. City of Burlington, Vermont
\$1,000,000
General Obligation Revenue Anticipation Note
Series 2009 Wastewater Division
Dated: July 10, 2009
Notes sold in a private placement to a local bank
Role: Bond Counsel
12. City of Burlington, Vermont
\$4,000,000
General Obligation Revenue Anticipation Note
Series 2009 Electric Department
Dated: July 10, 2009
Notes sold in a private placement to a local bank
Role: Bond Counsel
13. City of Burlington, Vermont
\$1,000,000
General Obligation Revenue Anticipation Note
Series 2009 Water Resources Division

- Dated: July 1, 2009
Notes sold in a private placement to a local bank
Role: Bond Counsel
14. City of Burlington, Vermont
\$7,000,000
General Obligation Tax Anticipation Note
Series 2009C
Dated: July 1, 2009
Notes sold in a private placement to a local bank
Role: Bond Counsel
15. Vermont Housing Finance Agency
\$13,450,000
Single Family Housing Bonds
Series 26 Variable Rate Demand Bonds (AMT)
Substitution of Liquidity Provider
Dated: July 2009
Role: Represented KeyBanc Capital Markets Inc., Remarketing Agent
16. Town of Ferrisburgh, Vermont
\$180,000
General Obligation Bonds
Dated: July 2009
General Obligation Bonds issued and sold to the Vermont Municipal Bond Bank
Role: Bond Counsel
17. Vermont Educational and Health Buildings Financing Agency
\$5,989,613
Financing Agency Dartmouth-Hitchcock
Obligated Group Revenue Bonds
(Central Vermont Medical Center) 2009B
People's United Bank
Dates: May 13, 2009
Role: Counsel to the Bank
18. Vermont Educational and Health Buildings Financing Agency
\$5,000,000 Revenue Bonds
(Central Vermont Medical Center Project)
2009 Series
Dated: May 13, 2009
Municipal Bonds sold in a negotiated offering
Role: Served as counsel to bond purchaser/lender
19. Vermont Economic Development Authority
\$8,150,000 Revenue Bonds

- Bennington College Issue
Series 2009A
Dated: May 6, 2009
Role: Counsel to Bank purchasing Bonds in a private placement
20. Vermont Education and Health Buildings Finance Agency
\$4,500,000
Variable Rate Demand Revenue Bonds
(Northeastern Vermont Regional Hospital Project)
2009 Series A
Dated: April 29, 2009
Municipal Bonds sold in a negotiated offering
Role: Served as counsel to Underwriter: Wachovia Bank, N.A.
21. City of Burlington, Vermont
\$12,750,000
General Obligation Public Improvement Bonds
Series 2009A
Dated: April 20, 2009
Role: Bond Counsel
22. City of Burlington, Vermont
\$8,250,000
Taxable General Obligation Public Improvement Bonds
Series 2009B
Dated: April 20, 2009
Role: Bond Counsel
23. City of Burlington, Vermont
\$5,000,000
General Obligation Tax Anticipation Note
Series 2009A
Original Issue Date: March 31, 2009
Notes sold in a competitive offering
Role: Bond Counsel
24. City of Burlington, Vermont
\$5,000,000
General Obligation Tax Anticipation Note
Series 2009B
Original Issue Date: April 15, 2009
Notes sold in a private placement to a local bank
Role: Bond Counsel
25. Vermont Economic Development Authority
\$14,555,000

- Multi-Mode Variable Rate Revenue Bonds
(Green Mountain College Project)
Series 2008A
Dated: November 20, 2008
Role: Underwriter's Counsel
26. Washington Health Care Facilities Authority
\$21,430,000 & \$160,000,000
(Overlake Hospital Medical Center)
Series 2005
Date: August 2008
Remarketing of outstanding Bonds with additional credit support
Role: Remarketing Agent's Counsel to KeyBanc Capital Markets Inc.
27. Washington Health Care Facilities Authority Revenue Bonds
\$63,239,727
Letter of Credit
(Fred Hutchinson Cancer Research Center)
Series 2000
Dated: June 4, 2008
Role: Letter of Credit Bank Counsel
28. Vermont Educational and Health Buildings Financing Agency
\$54,705,000
Variable Rate Hospital Revenue Refunding Project
(Fletcher Allen Health Care Project)
Series 2008A
Dated: May 28, 2008
Role: Counsel to TD Bank, as provider of letter of credit
29. Vermont Educational and Health Buildings Financing Agency
\$55,260,000
Middlebury College Revenue Bonds
(The President and Fellows of Middlebury College)
Series 2008
Dated: March 1, 2008
Role: Counsel to TD Bank, provider of liquidity support
30. County of Clinton Industrial Development Agency
\$10,800,000
Variable Rate Demand Civic Facility Revenue Bonds
(Champlain Valley Physicians Hospital Medical Center Project)
Series 2002A
Dated: February 1, 2008
Bonds insured by Radian Asset Assurance Company
Letter of Credit for bonds provided by KeyBank National Association

- Remarketing of Bond
Role: Served as counsel to KeyBank National Association, as Letter of Credit provider
31. County of Clinton Industrial Development Agency
\$19,565,000
Variable Rate Demand Civic Facility Revenue Bonds
(Champlain Valley Physicians Hospital Medical Center Project)
Series 2007A
Dated: February 1, 2008
Bonds insured by Radian Asset Assurance Company
Letter of Credit provider for bonds provided KeyBank National Association
Role: Served as counsel to KeyBank National Association, as letter of credit provider
32. County of Clinton Industrial Development Agency
\$12,505,000
Variable Rate Demand Civic Facility Revenue Bonds
(Champlain Valley Physicians Hospital Medical Center Project)
Series 2007B
Dated: February 1, 2008
Bonds insured by Radian Asset Assurance Company
Letter of Credit for bonds provided by KeyBank National Association
Remarketing of Bond
Role: Served as counsel to KeyBank National Association, Letter of Credit provider
33. Northwest Vermont Solid Waste Management District
\$1,060,000
General Obligation Bond
Dated: July 1, 2007
Sold in direct sale to Vermont Municipal Bond Bank through a separate offering
Role: Bond Counsel
34. The Brattleboro Retreat
\$4,835,000
Variable Rate Demand Taxable Bonds
2007 Series
Dated: May 31, 2007
Role: Served as Underwriter's Counsel to A.G. Edwards & Sons, Inc.
35. County of Essex Industrial Development Agency
\$5,540,000
Multi-Mode Variable Rate Demand Civic Facility Revenue Bonds
(Elizabethtown Community Hospital Project)
Series 2007A

Dated: March 1, 2007
Bonds secured by a direct-pay letter of credit issued by KeyBank National Association
Municipal Bonds sold in a negotiated offering
Role: Served as co-counsel to provider of letter of credit, KeyBank National Association.

36. County of Essex Industrial Development Agency
\$1,375,000
Multi-Mode Variable Rate Demand Civic Facility Revenue Bonds
(Elizabethtown Community Hospital Project)
Series 2007B
Dated: March 1, 2007
Bonds secured by a direct-pay letter of credit issued by KeyBank National Association
Municipal Bonds sold in negotiated sale
Role: Served as co-counsel to provider of letter of credit, KeyBank National Association.

37. City of Winooski, Vermont
\$25,900,000
Variable Rate Demand Special Obligation Refunding Bonds
Series 2006A
Dated: April 24, 2006
Municipal Bonds
Role: Underwriter's Counsel to Sovereign Securities, LLC