

PPP
**PUBLIC
PRIVATE
PARTNERSHIP**

**Resume of Nabors,
Giblin & Nickerson,
P.A.**

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COVER LETTER

Nabors, Giblin & Nickerson, P.A. ("NG&N" or the "Firm") is pleased to provide our resume for providing local government services in public private partnership ("PPP" or "P3") transactions. NG&N is a law firm with 23 attorneys located in offices in Tampa, Tallahassee and Plantation, Florida, which specializes in finance and local government representation. We do not represent developers, and have a mostly public sector practice.

This resume is intended to focus on the unique experience of NG&N and its members which we feel is specially tailored to assist local governments in proposed P3 transactions. A few of the reasons NG&N is one of the State of Florida's (the "State") top governmental finance firms include:

Extensive P3 Experience. NG&N has helped put together some of the State's most innovative P3 projects, even before the term "P3" became prevalent, including establishing the law in related areas. From interchanges on I-4 to establishing the landmark Florida Supreme Court case regarding convention hotels, NG&N has been in the forefront of representing the public in public-private transactions. We boast a strong stable of attorneys with relevant experience in this area, including several former county attorneys, one of the largest public finance practices in Florida, and procurement, contracting, special assessment and litigation expertise as needed.

Industry Leader. NG&N regularly serves in the traditional roles of bond counsel, underwriter's counsel, disclosure counsel, special counsel, trustee's counsel, issuer's counsel and bank's counsel in a wide variety of tax-exempt and taxable governmental and not-for-profit financings. NG&N is also a leader in the market with respect to related public finance areas such as derivatives, tax matters and public/private financings. NG&N has developed a reputation throughout the State for providing innovative solutions for complex financing problems.

Broad Tax Expertise. NG&N brings tremendous experience to the table in terms of sophisticated federal tax law analysis related to tax-exempt financings, which can be an important factor in any public portion of a P3 project. These range from qualification of reimbursement expenditures, start-up costs for each redevelopment phase, hedge agreements to qualifying management contracts.

1.**Firm Background**

Nabors, Giblin & Nickerson, P.A. was established over 37 years ago (1984) so that its principals could focus their practice upon the representation of local governments on a statewide basis. From its inception, NG&N has represented Florida local governments with respect to finance and tax issues, including the provision of bond counsel and special counsel services. NG&N has 41 employees in its three offices located in Tampa, Tallahassee and Plantation, 23 of which are attorneys. Of NG&N's 23 attorneys, 15 are shareholders, six are associates and two are of counsel to the Firm. NG&N is managed on a day-to-day basis by its President, Mark T. Mustian. The Firm has established various committees to address specific Firm needs and issues. All attorneys of the Firm are licensed to practice law in the State and are members of the Florida Bar.

NG&N's respective office locations are:

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Tallahassee

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NG&N's practice is divided into the following practice groups: Public Finance, Local Governmental Law, Litigation and Appellate Law, Public Utilities Law, Employment Law, Land Use and Real Estate Law, and Special Project Financing.

Through its Special Project Financing Group, NG&N has a multi-decade history as the leading firm in Florida for financing local government infrastructure. Furthermore, NG&N has initiated the development and implementation of many governmental financial innovations in Florida, including insurable lease-purchases, the Florida Association of Counties Commercial Paper Program, the Affordable Housing Guarantee Program of the Florida Housing Finance Corporation, and the structure of bonds payable from special assessments collected on the ad valorem tax bill.

Section 2 below delineates some of the public-private projects the Firm has taken the lead on and been involved in, which range from interstate highway interchanges to sports facilities to convention centers and hotels to utility systems. In addition to (and before the passage of) Section 255.065, Florida Statutes, authorizing public-private partnerships, NG&N has implemented P3s by way of the home rule powers of city and county governments. At least one member of NG&N has served as trial or appellate counsel, or counsel for amicus curiae ("friend of the court") in almost every major local government tax and home rule decision during the last two decades in Florida. NG&N is a leader in advancing the development of home rule revenue options and home rule implementation of intergovernmental programs.

The Firm works hard at being accessible and responsive to its clients. Upon being engaged for an upcoming transaction, our practice is to allocate the necessary resources to complete your financing on your schedule. Equally important, NG&N's attorneys are very familiar with the aggressive schedules utilized by developers and others in connection with P3 transactions. We are proud of the fact that no existing project or transaction on which we are working has fallen behind schedule as a result of any action or inaction by members of the Firm. This is one of the reasons we not only assign an associate attorney to each transaction, but also at least two shareholders. Having a "deep bench" allows our clients access to the highest level of legal services as and when needed, without worrying about potential vacations, trips or conflicts with other transactions.

The Tampa office is listed in the Fall 2020 Edition of The Bond Buyer's Municipal Marketplace on page 308, the Plantation office is listed on page 303 and the Tallahassee office is listed on page 304.

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NG&N's Special Project Finance Group has represented many local governments in innovative projects with private sector elements. These include:

Sports Facilities

- City of Newberry Sports Park. NG&N represented the City in connection with the City's negotiation and completion of the Champions Park Sports Complex, which representation included the financing of the park by means of an interlocal agreement with Alachua County and a pledge of tourist development tax revenues to secure the debt.
- Bay County/City of Panama City Beach Sports Complex. NG&N served as bond counsel in connection with bonds issued by Bay County to finance the sports complex, including validating the debt before the circuit court in Bay County and pledging tourist development tax revenues to secure the debt.
- Alachua County Indoor Sports Complex. NG&N served as bond counsel in connection with the issuance of debt to finance this sports complex, which is located withing a larger commercial development. Such representation included the validation of debt secured by tourist development tax revenues to finance said complex, providing input into the operating agreement with a private developer and analysis of state law and federal tax issues associated therewith.
- Fort Lauderdale Soccer Stadium. In 2019, NG&N worked with the City of Fort Lauderdale on an unsolicited proposal submitted by Miami Beckham pursuant to Section 255.065, Florida Statutes. Subsequently, the losing proposer filed suit against the City and the team, seeking injunctive relief to prevent construction from commencing. NG&N secured an order denying the grant of a temporary injunction in favor of the losing proposer.
- Historic Dodgertown. In 2018, NG&N served as special counsel to Indian River County for the purpose of negotiating and drafting an Amended and Restated Facility Lease Agreement with Major League Baseball, doing business as Verotown, LLC. The purpose of the Facility Lease Agreement was to lease the County-owned facility to Verotown, LLC to conduct athletic and conference operations and thereby preserve the Historic Dodgertown, a multi-sport destination facility that hosts all levels and variety of sports including professional teams. The lease agreement also provides for Verotown, LLC to finance and construct certain facility improvements.
- Spring Training Complexes. NG&N has helped negotiate agreements for and finance a number of spring training complex facilities, including those utilized by the New York Mets.

Convention and Hotel Facilities

- Osceola County Convention Center. NG&N represented the County in its several efforts to establish and finance a convention center and associated athletic and lodging facilities, including negotiating with the private operator and validating bonds to finance the facility, which resulted in the landmark case of State v. Osceola County, 752 So.2d 530 (Fla. 1999). Financing for the facility was secured by a combination of tourist development tax revenues and special assessments, with construction cost overruns paid by the private parties.

Multi-Purpose Developments

- Celebration Pointe. NG&N assisted with negotiation and prepared a Transportation Improvement Agreement between Alachua County and Celebration Pointe Partners, LLC, on behalf of Alachua County, to fund the construction and operation of roads, trails, bicycle paths and dedicated-lane express buses to satisfy requirements of the County's Comprehensive Plan Mobility Element. The Transportation Improvement Agreement provided terms for acquisition, construction, operation and funding of the various improvements, including a multi-modal transportation fee that encompasses funding for transit operations and shared funding from future ad valorem tax increments that is also applied to fund transit operations.
- Community Development Districts. NG&N is the state leader in financing community development infrastructure, including bonds, water and sewer, recreational facilities and other infrastructure, having completed over 200 of such financings over the last ten years.
- Florida Advanced Manufacturing Research Center. NG&N has acted as lead counsel for Osceola County in connection with its development of an extensive economic development project involving both public-public and public-private partnerships for construction and operation of a manufacturing research center for nanoelectronics, including sensors, optics and photonics, and other emerging technologies.
- Pier Park Commercial Development. NG&N negotiated and prepared a series of agreements among the City of Panama City Beach, the Panama City Beach Community Redevelopment Agency, the Pier Park Community Development District and The St. Joe Company related to the development of the Pier Park project in Panama City Beach.
- Hollywood Beach Condominium and Community Center. NG&N negotiated and prepared a Comprehensive Development Agreement and 99-Year Ground Lease between the City of Hollywood and the Related Group for a 190-unit Condominium and New Cultural Center and Sculpture Garden on City-owned property on Hollywood Beach.

Transportation Improvements

- Spring Hills. Spring Hills began as a former development of regional impact that was subsequently divided into separate developments that shared common transportation

infrastructure. NG&N assisted with negotiation and prepared a (i) Transportation Improvement Agreement between Alachua County, SantaFe HealthCare, Inc., AvMed, Inc. and North Central Florida Hospice, Inc. to fund the construction and operation of roads, trails, bicycle paths and dedicated-lane express buses to satisfy requirements of the County's Comprehensive Plan Mobility Element within their portion of the original development of regional impact, and (ii) a second Transportation Improvement Agreement between Alachua County and PR Gainesville Limited Partnership, to fund the construction and operation of roads, trails, bicycle paths and dedicated-lane express buses to satisfy requirements of the County's Comprehensive Plan Mobility Element within its portion of the original development of regional impact. The Transportation Improvement Agreements provided terms for acquisition, construction, operation and funding of the various improvements, including a multimodal transportation fee that encompasses funding for transit operations and shared funding from future ad valorem tax increments that is also applied to fund transit operations.

- Osceola Parkway. NG&N was engaged by Osceola County to assist in establishing a proposed toll road to link Florida's Turnpike with World Drive. Members of NG&N negotiated and prepared a public-private partnership agreement among Osceola County, the Reedy Creek Improvement District ("RCID") and several private developers, including Disney Development Company. Under the agreement, RCID and the private developers provided a portion of the funds to construct the project and to make annual payments, augmenting the toll revenues pledged to secure the bonds issued to finance the toll road.
- Poinciana Parkway. NG&N was engaged by Osceola County to assist in establishing a proposed toll road to provide an alternative access to the southwest (Poinciana) area of the County. A public-private partnership agreement among Osceola County, Polk County, Avatar Properties, Inc. and the Osceola County Expressway Authority was negotiated and prepared that included standards for design and construction, project funding, permit transfers, property reservations, right-of-way donations and facility operations.
- Interchange between Interstate 4 and County Road 532. NG&N developed a program on behalf of Osceola County to fund completion of the interchange between Interstate 4 and County Road 532 in Osceola County. The improvements primarily consisted of new ramps to provide access to the Orlando area. Prior to this program, the interchange only provided access to Lakeland and Tampa.
- Interchange between Interstate 4 and Conroy Road. NG&N represented the City of Orlando in negotiations with the developer of a large mixed-use project to develop a method of financing construction of the Conroy Road extension and an interchange with Interstate 4. Since construction of these improvements was a condition to the development order, the full project cost was assessed against the property. The City of Orlando established a formal community redevelopment area pursuant to general law and the increment area was identical to the assessment area.
- International Drive. NG&N was engaged by Effective Transportation for Central Florida, Inc. (ETC), a group of private landowners along International Drive in south Orange

County, to analyze and recommend governance structures and potential revenue sources to fund a mass transportation system for the International Drive corridor. With consent from the City of Orlando, Orange County established the International Drive Master Transit & Improvement District and a series of overlapping municipal service taxing units to fund the transportation and related services provided by the District. NG&N was subsequently engaged by, and currently serves as, General Counsel to the District. More recently, NG&N has been assisting the District with implementation of alternative funding sources to address the cost to provide light-rail service in the Orlando area.

- West 192 Redevelopment Program. NG&N developed a special assessment program to finance redevelopment of an 11-mile portion of the U.S. 192 corridor in Osceola County. Specific improvements include sidewalks, lighting and guidemarkers. The project included development of a methodology to allocate the cost of these improvements among the various property owners along the corridor. In addition to development of the assessment methodology and implementing documentation, NG&N was responsible for preparation of an agreement between the County, the Reedy Creek Improvement District ("RCID"), and the Celebration and Enterprise Community Development Districts, requiring the construction of companion improvements to that portion of U.S. 192 that is within or adjacent to RCID.
- PGA Boulevard/A1A Flyover. NG&N applied principles similar to those used to fund interchanges to fund the construction of enhancements to a flyover at the intersection of PGA Boulevard and A1A in the City of Palm Beach Gardens. The enhancements were designed to enhance the commercial identity of the surrounding area and improve the unattractive appearance of a standard elevated road structure. Since the flyover enhancements were designed to enhance the business value of property, the special assessments were limited to commercial property. The increment area was significantly larger than the assessment area and included most of the developed area in the City. To ensure that adequate funds were available to provide services to new development the City shared only 50 percent of the tax increment and excluded the value of new construction from the increment.

Utilities

- Miramar Utility Plant. NG&N completed a utility assessment project for the City of Miramar to finance a water treatment plant to be located in the undeveloped western portion of the City. The special assessments, which secured the bonds issued to fund construction of the plant, were imposed on a "two-tier" basis. In the first tier, the cost to construct the plant's basic infrastructure was assessed, on an involuntary basis, against a wide area to be served by the plant at buildout. In the second tier, developers desiring immediate capacity from the plant were also assessed for capacity improvements to serve all or a portion of their ultimate capacity needs. This latter group, which numbered approximately 25 ownerships and included approximately 80 percent of the landowners, entered into Water Treatment Plant Assessment and Capacity Agreements with the City. The specific terms of these Agreements and the method of sharing the project cost among the various parties was negotiated by members of NG&N. The assessments were authorized by a home rule

ordinance enacted by the City. This assessment for a water treatment plant is the first of its kind in the State. As a result of these transactions, water and wastewater services will be available to property owners in the western portion of the City without any adverse rate impact on residents in the developed eastern portion of the City.

- UF Co-gen Plant. In 2021, NG&N was engaged by the University of Florida to represent UF in connection with its proposed P3 project to build a new co-generation facility on campus.
- City of Sunrise/Town of Davie Utility Acquisition. NG&N is currently working with the City of Sunrise to acquire the Town of Davie's water and wastewater utility system.

Economic Development and Redevelopment

- New Markets Tax Credit Projects. NG&N has assisted in the negotiation and establishment of several projects utilizing new market tax credits, including a new school constructed for the Jackson County School Board and improvements associated with Jackson Hospital.
- Community Development Districts. NG&N is the state leader in financing community development infrastructure, including bonds, water and sewer, recreational facilities and other infrastructure, having completed over 200 of such financings over the last ten years.
- Community Redevelopment Agency Projects. NG&N has completed community redevelopment agency projects for CRAs in cities such as Riviera Beach, including tax increment financings and negotiation with developers and other parties, for projects such as beachfront redevelopment. Mr. Mustian served on the City of Tallahassee Community Redevelopment Agency for a number of years.

NG&N attorneys pride themselves on being responsive and collaborative members of their client's finance teams and strive to bring creative solutions to the table that add value beyond other local government-oriented firms. Over the years, we have helped our clients successfully achieve their objectives via a myriad of financing structures. Whether it's tax-exempt or taxable; a new project or working capital financing or a refinancing; publicly offered or privately placed; fixed or variable rate; rated or unrated; hedged or unhedged, for a single borrower or an obligated group, our attorneys are poised to get the deal done. We also regularly assist our clients with associated finance-related matters in connection with acquisitions, mergers, dissolutions, asset sales/purchases, restructurings, Internal Revenue Service ("IRS") audits, and other special situations. As such, we are intimately familiar with the various securities and disclosure requirements and processes that are involved with a publicly offered transaction.

NG&N attorneys also serve as city and county attorneys across the State in addition to serving as bond counsel to dozens of counties, municipalities, special districts, and other governmental agencies and authorities. This representation provides us with unique insight on the public finance landscape in Florida and innumerable connections with government officials and staff from Pensacola to Key West.

Christopher M. Traber, Steven E. Miller, Mark T. Mustian, George H. Nickerson, Jr., Edward A. Dion, and Heather J. Encinosa are the Firm's primary Special Financing Project Group attorneys. Messrs. Traber, Miller, Mustian, Dion, and Ms. Encinosa are all shareholders in the Firm and have over 100 years of combined experience in local government law and are assisted by multiple associates, including Michael D. Broschart, and paralegals. In addition, George H. Nickerson, Jr., of counsel to NG&N, is the dean of public-private partnership finance in Florida and available to assist the team. Messrs. Traber, Miller, Nickerson and Broschart are located in our Tampa office, and Mr. Mustian and Ms. Encinosa are located in our Tallahassee office. Mr. Dion heads the Plantation office. All of NG&N's Special Projects Group attorneys have dedicated the major portion of their careers and practice to local government finance issues.

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The comprehensive resumes of Messrs. Traber, Miller, Mustian, Nickerson, Dion, Broschart and Ms. Encinosa follow.

FIRM RESUMES

Christopher M. Traber



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Mr. Traber graduated with high honors from Ohio University (B.B.A. 1992) with a degree in accounting. He received his law degree with honors from the University of Miami School of Law (J.D. 1995), where he was an associate editor of the Inter-American Law Review. Prior to joining the firm, Mr. Traber served as a senior tax consultant for two years with the accounting firm of Ernst & Young LLP and was associated with the Tampa law firm of Shumaker, Loop & Kendrick LLP, where he practiced tax and corporate law. He joined the Firm's Public Finance Practice in January 1999, and is a member of The Florida Bar and National Association of Bond Lawyers. Mr. Traber has served as bond counsel, disclosure counsel, underwriters' counsel and special counsel for numerous revenue bond transactions including financing general governmental improvements, airports, ports, health care facilities, water and wastewater facilities, manufacturing facilities, educational facilities and transportation facilities. He has also helped local governments plan, implement and finance numerous special projects involving the creation of special revenue streams, such as special assessments and dedicated home rule tax increment, and formation of special districts for both government and quasi-government/public-private projects.

- Serves as Bond Counsel and Underwriters' Counsel in all facets of municipal and local government finance, including health care and senior care facilities, water and wastewater facilities, manufacturing facilities, higher educational facilities and transportation facilities.
- Represents clients in redevelopment projects, rural infrastructure projects and other capital projects involving the development and implementation of special revenues for local governments, such as special assessments and tax increment financing.

Professional, Civic & Community Involvement

- The Florida Bar, Member
- The Florida Bar Association: Local and Governmental Law Section, Member
- National Association of Bond Lawyers, Member
- Past speaker at the Florida Government Finance Officer's Association

Education

- J.D., University of Miami, 1995
- B.B.A. in Accounting, Ohio University, 1992

Prior Professional Experience

- Associate, Shumaker, Loop & Kendrick LLP, Tampa, Florida
- Senior Tax Consultant, Ernst & Young LLP, Tampa, Florida

Areas of Practice

- Public Finance
- Special Project Financing

Steven E. Miller



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Mr. Miller graduated from the University of Florida College of Law in 1989, with honors. Mr. Miller joined the Firm in March 1992 and has focused entirely on the practice of governmental finance for over 26 years. From March 1990 through February 1992, Mr. Miller was associated with the law firm of Trenam, Simmons, Kemker, Scharf, Barkin, Frye & O'Neill, P.A., Tampa, Florida, where he practiced in several corporate transactional areas, including public finance. As a shareholder in the Firm, Mr. Miller has served as Bond Counsel, Underwriters' Counsel, Disclosure Counsel, Bank's Counsel and Trustee's Counsel in a variety of tax-exempt financings involving cities, counties, school districts, community redevelopment agencies, special districts and authorities and private borrowers.

Transactions in which Mr. Miller has been involved include financings of all types of general governmental infrastructure, water, sewer and solid waste facilities, toll facilities, educational facilities, health care facilities, manufacturing facilities, community redevelopment improvements, charter schools and transportation facilities. Some of the clients for which Mr. Miller has primary or secondary responsibility include Brevard County, Charlotte County, Collier County, Hernando County, Hillsborough County, Lee County, Monroe County, Pinellas County, St. Johns County, the City of Cape Coral, the City of Fort Myers, the City of Lakeland, the City of Melbourne, the City of Miramar, the City of North Port, the City of Port St. Lucie, the City of Punta Gorda, the City of St. Pete Beach, the City of Sebastian, the City of Sunrise, the City of Tampa, the City of Venice, and Tampa Bay Water. Mr. Miller received his Bachelor of Science degree in finance, with high honors, from the University of Florida in 1985 and his J.D. from the University of Florida with honors in 1989. Mr. Miller has been selected to the prestigious Florida Super Lawyers and Best Lawyers in America for the last several years.

Professional, Civic & Community Involvement

- The Florida Bar, Member
- Frequent speaker on public finance topics at conferences for the Florida Government Finance Officers Association, Florida Association of Court Clerks, Florida Association of Counties and other local government organizations
- Elder, Palma Ceia Presbyterian Church
- Big Brothers, Big Sisters

Education

- J.D., University of Florida, 1989 (with honors)
- B.S. (Finance), University of Florida, 1985 (with high honors)

Prior Professional Experience

- Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis, P.A., Tampa, Florida, 1990-1992

Honors

- AV® Preeminent™ 5.0 Peer Review Rated™ by Martindale-Hubbell®
- *Best Lawyers In America*®, Public Finance Law, First Year Listed 2006
- *Best Lawyers In America*®, Lawyer of the Year, 2011
- *Florida Super Lawyers*® magazine, 2008-2015
- Named one of Tampa's Top Rated Lawyers of 2014

Area of Practice

- Public Finance

Mark T. Mustian



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Mr. Mustian (Florida Bar No. 0381519) is a 1983 honors graduate of the University of Florida College of Law. He has practiced exclusively in municipal finance since his admission to The Florida Bar in 1983. Mr. Mustian is also a member of the State Bar of Georgia (admitted 1983). In such practice, he has served as bond counsel in a variety of tax-exempt financings, including financings for educational facilities, health care facilities, airports, resource recovery facilities, housing and other local government infrastructure. Mr. Mustian has worked on financings as varied as the City of Callaway and Bay County's joint issuance of bonds to provide a jointly-owned advanced wastewater treatment facility, the City of Hialeah's project for new water supply, financings for the Clay County Utility Authority and the Florida Governmental Utility Authority, the City of Panama City Beach's community redevelopment area TIF bonds,

and special assessment-secured financings for beach renourishment in Nassau County and Okaloosa County. He joined the Firm in April 1986 and was previously associated with the firm of Livermore, Klein and Lott, P.A., Jacksonville, Florida. Mr. Mustian is a member of the National Association of Bond Lawyers and the Local Government Section of The Florida Bar, and a graduate of both the Leadership Tallahassee and Leadership Florida programs. He has served as a member of the Board of Directors of the Young Lawyers Division of The Florida Bar, the Chair of the Tallahassee Area Chamber of Commerce, a member of the board of directors of the Florida League of Cities and, from 2003 to 2012, as an elected City Commissioner of the City of Tallahassee. Mr. Mustian is President of NG&N.

- Represents clients in all facets of municipal and local government finance, including affordable housing, healthcare and community redevelopment.
- Represents lenders, borrowers, trustees and bondholders in lending, default and workout situations.

Prior Professional Experience

- Livermore Klein & Lott, P.A., Jacksonville, Florida, 1983-1986.

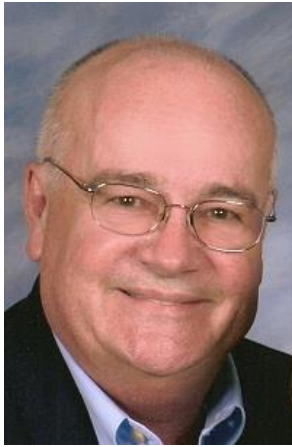
Professional, Civic & Community Involvement

- The Florida Bar, Member.
- Commissioner, Tallahassee City Commission, 2003-2012.
- Former Member, National Policy Council, AARP.
- Past Board Member, Florida League of Cities.
- Past President, Tallahassee Area Chamber of Commerce.
- Recipient of 2001 Distinguished Leader Award.
- Alumnus of Leadership Florida and Leadership Tallahassee.
- Also admitted to practice in Georgia.
- Author of the novel The Return, published 2000.
- Author of the novel The Gendarme, published 2010.

Education

- J.D., University of Florida, 1983.
- B.S., University of Florida, 1980.

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- Assists counties, cities, and other local government entities in the development and implementation of capital projects, including ordinances, resolutions, development of special assessments, tax increment options and other special revenue alternatives
- Represents local governments in contract negotiations for public-private and public-public partnership projects, including economic development, redevelopment, transportation and other infrastructure.
- Serves as bond counsel and disclosure counsel

Prior Professional Experience

- Alachua County Attorney, 1974-1981 (includes period as Assistant County Attorney)
- Partner, Williams, Castello & Nickerson, Gainesville, Florida, 1981-1982
- Vice president and General Counsel, Arch W. Roberts & Co., St. Petersburg, Florida, 1982-1985
- Interim Osceola County Attorney, 1997 and 2011

Representative Projects

- Negotiated the governance and funding for SunRail, on behalf of Osceola County, and had primary responsibility for preparation of three Interlocal Agreements among the Florida Department of Transportation, Orange County, Osceola County, Seminole County, Volusia County and the City of Orlando for creation of the Central Florida Commuter Rail Commission and the acquisition, construction, funding and operation of SunRail.
- Prepared a Transportation Improvement Agreement between Alachua County and Celebration Pointe Partners, LLC, on behalf of Alachua County, to fund the construction and operation of roads, trails, bicycle paths and dedicated-lane express buses to satisfy requirements of the County's Comprehensive Plan Mobility Element. The Transportation Improvement Agreement provided terms for acquisition, construction, operation and funding of the various improvements, including a ground-breaking multi-modal transportation fee that encompasses funding for transit operations and shared funding from future ad valorem tax increments that is also applied to fund transit operations.
- Negotiated and prepared a series of agreements among Osceola County, Gaylord Hotels, Inc. and Rida Associates Limited Partnership, on behalf of Osceola County, for development of the Gaylord Palms Hotel and Convention Center and a conference center and hotel in the ChampionsGate development. The various agreements provided for acquisition, development, ownership and operation of the facilities and payment of development incentives funded by tourist development taxes generated by the facilities.
- Negotiated and prepared a series of agreements among the City of Panama Beach, the Panama Beach Community Redevelopment Agency, the Pier Park Community Development District and The St. Joe Company, on behalf of The St. Joe Company, related to development of the Pier Park Project in Panama City Beach. Incentives included a share of the "net revenue" or "profit" realized by the City from the development on an annual basis and tax increment revenue from the Community Redevelopment Agency to fund a portion of the debt service on bonds issued by the Community Development District to fund public facilities within the development. The Community Development District imposed special assessments against property located in the development to provide security for the bonds.
- Negotiated and prepared a Tourism Promotion Agreement with Osceola Convention and Visitors Bureau, Inc. to privatize the functions then being performed by the Osceola County Visitors Bureau as a department of County government. The agreement included a funding structure, scope of services, joint use of intellectual property, transition of existing agreements and the transfer of County furniture, equipment and personnel to the private entity.

- Parkway Development Agreement among Osceola County, the Reedy Creek Improvement District, Disney Development Company and four other private developers, on behalf of Osceola County, for development of a County toll road linking the Florida Turnpike with World Drive in Walt Disney World, under which Reedy Creek and the private developers provided a portion of the funds to construct the project and pay debt service on the County bonds issued to finance the project.
- Negotiated and prepared the Amended and Restated Interlocal Agreement among Hillsborough County, the City of Tampa, Pinellas County, the City of St. Petersburg, Pasco County and the City of New Port Richey, on behalf of Tampa Bay Water, which reorganized Tampa Bay Water and established it as the exclusive area water provider.

Education

- J.D., University of Florida (with honors), 1973
- B.S. in Chemistry, University of Florida, 1971

Areas of Practice

- Local Government Law
- Public Finance
- Special Project Financing

Heather J. Encinosa



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850-224-4070 Tel. | 850-224-4073 Fax**

Ms. Encinosa has dedicated her entire legal career to representing counties, cities, and other local government entities in the State of Florida. Ms. Encinosa is a 1996 graduate of the American University's Washington College of Law (summa cum laude) and a 1993 graduate of the University of Missouri (summa cum laude). Ms. Encinosa has been a member of the Florida Bar since 1997 when she joined NG&N. Ms. Encinosa is a member of the City, County, and Local Government Law Section of the Florida Bar.

Her practice includes representation of local governments on a variety of issues, including the review and negotiation of transactional documents, municipal and county home rule, constitutional and statutory interpretation, public utilities and governmental finance and tax matters.

Specifically, Ms. Encinosa serves as Wakulla County Attorney representing the county in the following practice areas: contracts and torts, procurement and purchasing, constitutional law, employment and labor, public law, litigation and appellate, administrative, finance, land use, planning and environmental, real estate and legislative. Ms. Encinosa also serves as lead counsel to the Florida Governmental Utility Authority ("FGUA"), where she provides on-going representation and advice to this governmental authority.

Ms. Encinosa serves several local governments in a special counsel capacity, touching upon all aspects of local government law. Ms. Encinosa has drafted numerous ordinances, resolutions, opinion letters, and contracts on behalf of her local government clients.

Ms. Encinosa is a frequent speaker before The Florida Bar's annual County, City, and Local Government Law section certification review course, the Florida Association of County Attorneys, the Florida Association of Counties, the Florida Government Finance Officers Association, and at NG&N's seminar on local government finance.

- Serves as county attorney to Wakulla County, Florida.
- Served as interim county attorney to Levy County, Florida.
- Provides ongoing, day-to-day and special representation to local governments and public utility clients.
- Represents counties and municipalities in the development, structure, and implementation of special assessment programs for services and capital facilities.
- Represents counties, municipalities, and school districts in the development, structure, and implementation of impact fees for various growth-related capital improvements, such as schools, transportation, parks and recreational facilities, fire, EMS, and libraries.
- Assists clients with local government, constitutional, land use, home rule, public records, Sunshine law, and finance and tax issues.

Professional, Civic & Community Involvement

- The Florida Bar, Member.
- The Florida Bar: City, County and Local Government Law Section, Member.
- The Florida Bar Journal/News Editorial Board, Member.
- Speaker for Florida Association of County Attorneys, Florida Association of Counties Small County Coalition and Florida Government Finance Officers Association.
- Tallahassee Families with Asian Children Leadership Council, Past Chairman.
- Friends of Wakulla Springs, Board of Directors, Past Member.
- Girl Scouts of America Volunteer.
- Democratic Women's Club of Leon County, Past President.
- Florida Association of County Attorneys Friend Award recipient, 2019.

- Tallahassee Community Remembrance Project, Member.
 - League of Women Voters, Education Committee.
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Education

- J.D., *summa cum laude*, The American University, Washington College of Law, 1996.
 - B.J., *summa cum laude*, The University of Missouri, 1993.
-

Areas of Practice

- Local Government Law
- Public Utilities Law
- Special Project Financing
- Land Use and Real Estate Law

Michael D. Broschart



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Mr. Broschart graduated from the University of Florida in 2011 with a Bachelor of Science in Business Administration and a major in Economics. After receiving a Masters in International Business in 2012, Mr. Broschart spent two years as a financial analyst for an asset management firm. In 2017 he received his law degree from the University of Florida Levin College of Law (J.D., cum laude). Since joining the firm in October 2017, Mr. Broschart has practiced exclusively in the area of public finance, serving as bond counsel, disclosure counsel and underwriters' counsel on financings for a wide range of governmental and nonprofit clients. Mr. Broschart's representative experience includes participation in transactions related to cities, counties, and other local governments, public and nonprofit healthcare and senior living facilities, public and nonprofit educational facilities (including charter

schools), water/sewer/electric utilities and solid waste disposal facilities, airport improvements and other general governmental projects.

Professional, Civic & Community Involvement

- The Florida Bar, Member

Education

- J.D., The University of Florida, *cum laude*, 2017
- M.A., University of Florida, (International Business), 2012
- B.S., University of Florida, Business Administration (Economics major), 2011

Area of Practice

- Public Finance

Edward A. Dion



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Mr. Dion is a 1978 graduate of the University of Miami's College of Law and a 1975 graduate of the University of Pennsylvania. After serving as the General Counsel of the Broward County Sheriff's office since 2004, Mr. Dion joined the Firm in October 2007. Mr. Dion served as Broward County Attorney from 1999 through 2004; as General Counsel from 1994 to 1999 and as Deputy General Counsel from 1987 through 1994 for the Florida Department of Labor; and was in private practice specializing in real estate and litigation from 1979 through 1987. Mr. Dion has represented and advised state and local government entities since 1987, including before the Florida Legislature, state and federal courts, and administrative agencies. Mr. Dion's area of practice includes employment law, legislative consulting, local government law, and litigation and appellate law.

- Represented and advised state and local government entities since 1987, including before the State Legislature, state and federal courts and administrative agencies.
- Provides innovative problem solving to local governments and special districts.

Prior Professional Experience

- General Counsel, Broward Sheriff's Office, 2004-2007.
- County Attorney, Broward County, 1999-2004.
- General Counsel, Florida Department of Labor, 1994-1999.
- Deputy General Counsel, Florida Department of Labor, 1987-1994.
- Private Practice specializing in real estate and litigation, 1979-1987.

Professional, Civic & Community Involvement

- The Florida Bar, Member.
- Former Executive Council Member - Florida Bar Section of City, County and Local Government Law.
- Secretary, Florida Association of County Attorneys, 2003-2004.
- Admitted to practice in Florida and in the United States District Courts for the Southern District of Florida, the United States Court of Appeals for the Eleventh Circuit, and the United States Supreme Court.
- City, County and Local Government Law -- Legal Ethics and Professionalism Award, 2006.
- South Florida Legal Guide Top Government Attorney, 2004.
- Past President, Florida Jaycees, 1986-1987.

Education

- J.D., University of Miami, 1978.
- B.S., Economics, University of Pennsylvania, 1975.

Areas of Practice

- Employment Law
- Land Use and Real Estate Law
- Local Government Law
- Litigation and Appellate Law
- Public Utilities Law