

September 10, 2014

Federal Transit Administration  
Region 5 Office  
200 West Adams Street  
Suite 320  
Chicago, Illinois 60606

Re: Milwaukee Transport Services, Inc.

Dear Sir or Madam:

We have acted as counsel to Milwaukee County in connection with the reorganization of Milwaukee Transport Services, Inc. (“MTS”) and in preparation of this letter. Milwaukee County has asked us to provide you with our reasoned legal opinion on whether MTS is an instrumentality of local government as set forth in the Federal Transit Administration (“FTA”) Third Party Contracting Guidance.

For the purpose of rendering the opinions stated herein, we have examined available guidance defining a “quasi-governmental entity” under Wisconsin law and guidance defining an “instrumentality” under FTA and Internal Revenue Service (“IRS”) regulations. We examined the overlap between the definitions of “quasi-governmental entity” and “instrumentality” and provide our reasoned legal opinion regarding whether MTS satisfies the definitions based on the guidance available. As to questions of fact material to such opinions, we have, without independent investigation, relied solely upon information and copies of documents provided to us by Milwaukee County including proposed Amended and Restated Articles of Incorporation that Milwaukee County has represented will be approved by MTS’s board of directors and filed with the State of Wisconsin Department of Financial Institutions (the “2014 Articles”) and proposed Amended and Restated Bylaws that Milwaukee County has represented will be approved by MTS’s Board of Directors and be effective upon approval (the “2014 Bylaws”). Milwaukee County has represented to us that in calendar year 2014, both the 2014 Articles and 2014 Bylaws will be approved by MTS’s board of directors in accordance with the current Articles of Incorporation and the current bylaws in effect for MTS. We have not undertaken and will not undertake in the future any independent investigation to determine whether the 2014 Articles or the 2014 Bylaws were approved, filed and in existence, the existence or absence of other facts or the authenticity of the documents provided to us. No inference as to our knowledge should be drawn from the fact that such investigation was not undertaken by us.

For purposes of this opinion, we have assumed that all items submitted to us as copies conform to the originals; all items submitted to us as unexecuted drafts have been submitted to us in final form and have been or shall be executed substantially in the form provided and without revision; all natural persons, including persons acting on behalf of a business entity, are legally competent; there are no agreements, course of dealing, usage of trade, or other arrangements that would alter the documents that we reviewed; and each such item has been duly executed and delivered by either Milwaukee County or MTS and constitutes each party’s legal, valid and binding obligations.

Based upon and subject to the assumptions, limitations, qualifications and exclusions stated herein, we are of the opinion that:

1. MTS is a validly existing corporation whose status is current under the laws of the State of Wisconsin based on a certificate of status dated September 10, 2014 issued by the State of Wisconsin Department of Financial Institutions;
2. MTS is a quasi-governmental entity under Wisconsin law based solely on our review of relevant case law and Wisconsin Attorney General Opinion; MTS's adoption of the 2014 Articles and 2014 Bylaws; operation of MTS in accordance with the 2014 Articles and 2014 Bylaws; and MTS's continued performance and provision of public transit;
3. Based solely on a letter dated January 14, 1976 from the IRS to a representative of MTS, MTS is an instrumentality of Milwaukee County engaged in an essential government function; and
4. The 2014 Articles and 2014 Bylaws would enhance, not diminish, the IRS's conclusions.

Our opinion is limited to the matters expressly stated herein and no opinion is implied or may be inferred beyond those matters. We are members of the Bar of the State of Wisconsin, and the opinions expressed herein are based upon and limited exclusively to the laws of that State.

The opinions expressed herein shall be effective only as of the effective date of this opinion letter. We do not assume responsibility for updating this opinion letter as to any date subsequent to the date of this opinion letter, and assume no responsibility for advising you of any changes with respect to any matters described in this opinion letter that may occur subsequent to the date of this opinion letter or from the discovery subsequent to the date of this opinion letter of information not previously known to us pertaining to events occurring prior to the date of this opinion letter. We bring to your attention the fact that our opinions stated herein are an expression of professional judgment and not a guaranty of a result.

This opinion is furnished to you solely in connection with the matter described above and may not be relied upon by anyone other than you as of the date of this letter. This opinion may not be used or relied upon by or copied, published or communicated to any party for any purpose whatsoever without our prior written approval in each instance, except as may be required by any court or other governmental or regulatory authority in connection with any litigation or other proceeding to which this opinion letter may be relevant.

Very truly yours,

von BRIESEN & ROPER, s.c.

*von Briesen + Roper, s.c.*