

Phase 1: PMC shall provide a Space Needs Assessment and Capital Planning Services to COA upon execution of the initial engagement. PMC's Space Needs Assessment and Capital Planning Services may be comprised of the following:

Space Needs Assessment Services:

1. **Review of Previous Reports:** Review previous reports provided by COA relative to COA's facilities. PMC will meet with COA staff to identify all reliable sources of existing data such as facility inventory lists, plans, maps, studies, etc. If available, existing studies, reports, and plans will be provided to PMC for use in completing the scope of work.
2. **Determine Space Needs:** The activities constituting PMC's Space Needs services may be comprised of the following:
 - a. Conduct tours of COA's facilities and associated sites;
 - b. Assistance developing and distributing user/occupant surveys;
 - c. Conducting clarification interviews;
 - d. Assisting in the development of workplace standards;
 - e. Assisting in defining expansion and contraction requirements;
 - f. Assisting in identifying preferred adjacency requirements;
 - g. Assisting in defining parking and site requirements;
 - h. Assisting in defining preferred amenities;
 - i. Assisting in determining centralized and decentralized (multiple locations) operation requirements;
 - j. Assisting in incorporating current workplace trends; and
 - k. Assisting and advising COA in the review and refinement of space needs and workplace strategy.
3. **Utilization and Capacity Analysis:** Based on the findings from COA's site tour and space needs activities, create a utilization and capacity analysis with corresponding floor plans for COA's facilities illustrating current usage and capacities for COA's consideration.
4. **Preliminary Findings:** Presenting preliminary findings of PMC's Space Needs and Building Utilization and Capacity Analysis at one (1) meeting with COA administration to review department and operational goals and objectives in comparison to current utilization and capacity information, review and prioritize improvement opportunities identified, and finalize preliminary budget findings.
5. **Final Report:** Based on input from COA's administration relative to the preliminary findings and in review of department and operational goals and objectives, provide a final presentation and report at one (1) meeting with COA administration.

Capital Planning Services:

1. **Capital Assessment:** PMC shall perform a cursory capital assessment through one or more site visits to the locations indicated in Exhibit C as well as review previous reports provided

by the COA, and capital needs relative to demolition, renovation, and replacement of like-kind.

2. **Due Diligence:** Assisting COA in reviewing the existing due diligence information including:
 - a. Environmental Phase I and Phase II
 - b. Baseline environmental assessment
 - c. Asbestos/lead surveys or reports
 - d. Survey (ALTA or similar)
 - e. Geotechnical reports
 - f. Other due diligence reasonably necessary for potential redevelopment or sale

If due diligence documentation is not available, PMC will assist COA in hiring and coordinating the services of professionals to obtain this information.

3. **Benchmarking:** Conduct benchmarking of current and projected capital projects in relation to market conditions in the greater context of local, regional, and national trends with relation to repurpose, sale, or demolition of the facility/site.
4. **Review of Purchase (or Lease) Agreement:** Assisting COA and its legal counsel with reviewing the purchase (or lease) agreement, and advise on the terms and conditions regarding:
 - a. Facility sale
 - b. Purchase agreements
 - c. Option agreements
 - d. Development agreements
5. **Capital Planning Improvement Plan:** Meeting with COA's project committee and administration, to discuss facility improvement needs and generate an implementation strategy based on COA's goals and budget. PMC will assist COA in developing a Capital Planning Improvement Plan that will categorize the areas of need/goals by critical, deferred maintenance, and enhancement in alignment with funding opportunities. PMC will assist COA to review asset management programs to be utilized as a repository of findings for the Capital Planning Improvement Plan.
6. **Preliminary Findings:** Presenting preliminary findings of PMC's assessment and analysis at one (1) COA administration meetings to review goals and objectives in comparison to current and projected capital and operations and review and prioritize improvement opportunities identified in relation to preliminary budget findings.
7. **Final Report:** Based on input from COA administration relative to the preliminary findings and in review of goals and objectives, provide a final presentation and report at one (1) meeting with COA administration.

Phase 2: COA and PMC may amend the Agreement for PMC to provide Phase 2 services. PMC shall have no obligation to provide Phase 2 Services unless and until the Agreement is amended accordingly. Phase 2 services must be approved by COA as an amendment to this agreement prior to authorization to

commencement of the Phase 2 work. Phase 2 Services shall be performed by Plante Moran Real Estate Investment Advisors (“**PMREIA**”) as a sub-consultant to PMC. PMREIA’s Phase 2 Services may be comprised of the following:

The following key assumptions have been made by PMREIA In preparing this scope of work, which have been relied upon by PMREIA in determining the Services, PMREIA’s compensation, and the terms of this Agreement.

- COA will create a steering committee with whom PMREIA will work pursuant to the Scope of Services
- COA will provide key relevant information to PMREIA including:
 - Title work
 - Survey
 - Topographic survey
 - Environmental Reports
 - Soils reports
 - Utility plans, incl. availability and capacity
 - Programming requirements for public spaces
 - Relevant planning studies for each site

Deliverables/Meetings: At the completion of this assignment, PMREIA will provide COA a final report to summarize findings, the analysis, and recommendations. During the completion of the below scope of work, PMREIA will meet a total of three (3) times with the COA’s selected steering committee to provide them with updates and to obtain guidance. Additionally, PMREIA will attend one (1) meeting with the COA administration to discuss the report and its findings.

Highest and Best Use Analysis – PMREIA will perform a real estate analysis utilizing both previously collected and current data to assess the property:

- i. Area Assessment - Conduct a thorough walk-through of the subject properties/land and surrounding area(s) to understand their physical characteristics and current market uses that will influence redevelopment.
- ii. Due Diligence – Review of property due diligence reports to understand zoning, master planning, visibility/access, title /survey issues, utility capacity, wetlands/woodlands, traffic counts, eligibility for incentives and environmental (as reports are available). To supplement the aforementioned, interviews with County engineering, planning, and zoning personnel will be conducted as warranted.
- iii. Market Analysis – Assess current market conditions, trends, and market development pipeline to aid in key analysis assumptions such as property values, lease/rental rates, vacancy rates, absorption rates and construction costs. Analysis includes assessing the competitive market set/supply for all

asset classes based on in-depth market knowledge, coupled with database sources and key market data. Market data will also be gathered through networking with brokerage, real estate investor/owners and the development community within the market area.

Development Strategy – PMREIA will test various uses to determine feasibility and suggest approaches for redevelopment:

- i. **Financial Analysis:** Consolidate the financial and market data assumptions from the highest and best use into a high-level financial pro-forma to determine the financial viability of the proposed program. The financial proforma will include sources/uses, cash flow schedules, financing scenarios and key return metrics. The analysis may identify potential economic “gaps” in the sources of capital projected.
- ii. **Development Approach:** Assess/analyze possible development approach scenarios, dependent on programming and market analysis, including joint ventures or ground leases under a public/private partnership structure. The approaches will suggest tools or alternate development options that mitigate any economic gaps forecasted in the financial analysis. In anticipation of an RFP/RFQ, an RFI (Request for Information) may be formally or informally conducted to validate conceptual approaches and or enhance those identified in the analysis.

Phase 3: COA and PMC may amend the Agreement for PMC to provide Phase 3 services. PMC shall have no obligation to provide Phase 3 Services unless and until the Agreement is amended accordingly. Phase 3 services must be approved by COA as an amendment to this agreement prior to authorization to commencement of the Phase 3 work. Phase 3 Services may be comprised of the following:

Owner Representation Services: The activities constituting PMC’s Owner Representation Services may be comprised from the following:

1. **Project Management Planning:** PMC will assist COA in developing a Project Management Plan (“PMP”) to guide COA and the Project Team throughout the Project. PMC may periodically work with COA to update the PMP throughout the project. The PMP may address, identify, summarize or outline the following:
 - a. Identified Project risks and key Project performance indicators;
 - b. Project Team responsibilities;
 - c. Project delivery method(s);
 - d. Procurement strategy / method;
 - e. Project communications and reporting plan;
 - f. Project meeting attendees and schedule;
 - g. Project Management Information System protocols;

- h. Project accounting procedures; and
 - i. Project Parameters including:
 - i. General project scope and program requirements;
 - ii. Master Budget; and
 - iii. Master Schedule of major Project milestones and major Project Team activities.
- 2. Project Team Procurement:** PMC will assist COA in developing and implementing a process to procure professional and construction services related to the Project. The activities constituting PMC's Project Team Procurement Services may be comprised from the following:
- a. **Procurement Planning:** PMC will assist COA in developing a process for procuring the professional, construction management, and/or general contracting services related to the Project. Activities constituting PMC's Procurement Planning Services may be comprised from the following:
 - i. Assisting COA in identifying the professional, construction management, and/or general contracting services required by the Project;
 - ii. Assisting COA, in collaboration with COA's legal counsel, in selecting or confirming procurement methods and outlining a procurement process for identified services; and
 - iii. Assisting COA in developing a procurement schedule based on the selected procurement method and services identified.
 - b. **Professional Services Procurement:** PMC will assist COA in implementing the identified procurement process for the following professional services, if required:
 - 1. Architecture;
 - 2. Geotechnical and material testing;
 - 3. Civil engineering/surveying;
 - 4. Environmental consulting;
 - 5. Technology/Security designer;
 - 6. Commissioning agent; and
 - 7. Roofing consultant.

The Activities constituting PMC's Professional Services Procurement Services may be comprised from the following:

- i. **Professional Services Selection :** PMC will assist and advise COA in the selection of identified professional service providers. The activities constituting PMC's Professional Service Selection Services may be comprised from the following:
 - 1. If the selected procurement method includes a criteria-based selection ("**CBS**") process, assisting COA in developing selection criteria, weights, and scoring;
 - 2. Assisting COA, and its legal counsel, with reviews for compliance with competitive bidding requirements, including, but not limited to bid advertising;

3. Assisting COA with drafting and delivering requests for qualifications (“RFQs”) to prospective bidders;
 4. Assisting COA and its legal counsel with drafting and delivering requests for proposals (“RFPs”) to prospective bidders, including contracts;
 5. Participating as an advisor to pre-bid conferences;
 6. Analyzing proposals and qualifications and preparing an executive summary in a comparative format;
 7. Participating as an advisor to COA in interviews of prospective firm(s); and
 8. Facilitating COA’s selection team in formulating a recommendation / decision regarding the selection of firms.
- ii. **Professional Services Contract Negotiation:** In collaboration with COA’s legal counsel, PMC will assist and advise COA with the negotiation of identified professional service contracts. The activities constituting PMC’s Professional Services Contract Negotiation Services may be comprised from the following:
1. Assisting COA in developing a defined scope of services;
 2. Assisting to identify and provide for COA’s ownership of instruments of services;
 3. Assisting in the alignment of the service delivery and Project schedules;
 4. Assisting in the development of a deliverable review process and terms that allows COA and its vendors time for review and comment;
 5. Assisting COA in developing a process for reviewing contract changes (including change orders and other scope changes);
 6. Assisting in the development of an invoicing and payment process and terms to align with COA’s Project draw schedule; and
 7. Assisting in the establishment of compensation terms and conditions consistent with market conditions.
- c. **Construction Services Procurement:** PMC will assist and advise COA in the procurement of construction services based on the approved project delivery method. The activities constituting PMC’s Construction Procurement Services may be comprised from the following:
- i. **Construction Manager / General Contractor Selection:** PMC will assist and advise COA in the selection of a construction manager and/or general contractor based on the approved project delivery method. The activities constituting PMC’s Construction Manager / General Contractor Selection Services may be comprised from the following:
 1. Assisting COA to establish minimum qualifications and requirements;
 2. Assisting COA, and its legal counsel, with reviews for compliance with competitive bidding requirements, including, but not limited to bid advertising;
 3. Assisting COA with drafting and delivering RFQs to prospective bidders;

4. Assisting COA with drafting and delivery of RFPs to prospective bidders;
 5. Participating as an advisor to COA in pre-bid conferences;
 6. Analyzing proposals and qualifications and preparing an executive summary in a comparative format;
 7. Participating as an advisor to COA in interviews with the prospective firm(s); and
 8. Providing a recommendation to COA regarding the selection of construction manager(s) and/or general contractor(s) for the Project.
- ii. **Construction Contract Negotiation:** PMC will assist and advise COA in the negotiation of contracts for construction management and/or general contracting services. The activities comprising PMC's Construction Contract Negotiation Services may be comprised from the following:
1. Assisting COA and its Project team in developing a defined scope of services;
 2. Assisting COA and its Project team in developing a phasing schedule;
 3. Assisting COA in developing a process for reviewing contract changes (including change orders and other scope changes);
 4. Assisting COA in developing an invoicing and payment process to align with COA's Project draw schedule;
 5. Assisting COA in defining allowable general conditions items, personnel costs, and reimbursable costs and the propriety of establishing a not-to-exceed amount for the same;
 6. Assisting COA in developing a bidding process for construction that, if available, provides opportunities for multiple bids and local vendor participation;
 7. Assisting COA in developing a scheduling process that provides information to COA and its vendors; and
 8. Assisting COA in establishing compensation and terms and conditions that are in line with current market conditions.
3. **Project Monitoring and Reporting:** Throughout the Project, PMC will assist COA with monitoring the Project's Progress and will advise COA regarding deviations to the Project's schedule or budget. The activities constituting PMC's Progress Monitoring and Reporting Services may be comprised from the following:
- a. **Schedule Monitoring:** Monitoring the Project's progress and the construction manager(s) and/or general contractor(s) detailed construction schedule for conformance with the Project's major milestone schedule.
 - b. **Budget Monitoring:** Assisting with tracking the Project budget, including expenses to date versus total budget, and remaining projected costs provided by the Project team.
 - c. **Progress Reporting:** Preparing, based on observed progress of deliverables and in the field and Project team provided information, periodic summaries and reports for COA's review and use.

- 4. Design Phase Services:** Throughout the design process, PMC will assist and advise COA regarding the Project's design process. The activities constituting PMC's Design Phase Services may be comprised from the following:
- a. **Architect's Workplan:** Reviewing the Architect's workplan to assist COA in determining if the Architect has a cohesive plan to design the Project within the established parameters.
 - b. **Design Facilitation:** PMC will monitor and advise COA regarding the progress of the Project's design. The activities constituting PMC's Design Facilitation Services may be comprised from the following:
 - i. Monitoring the Architect's (or Architects') progress and conformance to the established Project Schedule throughout the design process;
 - ii. Scheduling and attending progress meetings;
 - iii. Reviewing the design to promote consistency with Project's established scope and program;
 - iv. Facilitating the integration of other venter services into the design including the information technology design as it relates to the interface of architectural, mechanical, and electrical systems;
 - v. As directed by COA, updating the Project's budget and schedule to reflect the impacts of particular design decisions;
 - vi. Assisting COA in evaluating alternative systems and building products based on product performance information provided by the Project team and material and labor availability in the local marketplace;
 - vii. Facilitating a process for the selection of finishes;
 - viii. Assisting and advising COA in its review of the Project team's design deliverables; and
 - ix. Reviewing and advising COA as to the invoices of the Architect(s) and other identified professional service providers, as applicable.
 - c. **Preconstruction Facilitation:** PMC will assist and advise COA regarding preconstruction activities that run concurrent to, and help inform, the Project's design. The activities constituting PMC's Preconstruction Facilitation Services may be comprised from the following:
 - i. Assisting COA and the Project team in defining the scope of phased construction for the Project;
 - ii. Comparing cost estimates produced by the construction manager or design team to the Project's established budget;
 - iii. Facilitating the Project team's constructability reviews;
 - iv. Assisting COA and the Project team in determining procurement methods for major long-lead equipment; and
 - v. Depending on the Project's selected delivery method, assist COA in the evaluation of a detailed construction schedule produced by the Construction Manager.

5. **Construction Phase Services:** PMC will assist and advise the COA throughout the Project's Construction. The activities constituting PMC's Construction Phase Services may be comprised from the following:
- a. **Construction Facilitation:** PMC will assist and advise COA to help facilitate key aspects of the construction process. The activities constituting PMC's Construction Facilitation Services may be comprised from the following:
 - i. **Trade Contractor Bidding:** Where applicable given the Project's delivery method, PMC will assist and advise COA and its design professional(s)/architect(s) and construction manager(s) regarding bidding the Project's work to the applicable trades. The activities constituting PMC's Trade Contractor Bidding Services may be comprised from the following:
 1. Assist COA in monitoring the development of bid packages;
 2. Assisting COA in reviews of proposed alternatives;
 3. Working with the architect(s), and construction manager(s) to promote bid coverage;
 4. Assisting COA, and its legal counsel, with reviews for compliance with competitive bidding requirements, including, but not limited to bid advertising;
 5. Assisting COA and the Project team with the analysis of bids for responsible pricing; and
 6. Assisting COA and the Project team with analyzing contractor bids and qualifications.
 - ii. **Vendor Coordination:** PMC will assist COA and the Project Team to facilitate coordination with the Owner's independent contractors and vendors.
 - iii. **Submittals & Requests for Information ("RFI"):** PMC will monitor the Project Team's submittal process and assist and advise COA regarding input required of COA.
 - iv. **Change Order Review and Tracking:** PMC will assist COA with tracking and reviewing change orders and advise COA regarding the resolution of change related issues.
 - v. **Payment Application Review:** PMC will monitor the payment application process and assist COA with its review of payment applications certified for payment by its architect(s) and will make recommendations regarding payment.
 - vi. **OAC Meetings:** PMC will assist COA in coordinating and will attend regular construction progress meetings.
 - vii. **Certificates of Substantial Completion:** Advise COA regarding accepting and executing certificate(s) of completion issued by its architect(s).
 - b. **Authorities Having Jurisdiction ("AHJ") Coordination:** PMC will assist and advise COA regarding the Project's coordination with applicable AHJ's. The activities constituting PMC's AHJ Coordination Services may be comprised from the following:

- i. **Permits:** assisting COA and the Project Team in obtaining the necessary permits and approvals for the Project's construction that are identified by the project team.
 - ii. **Inspection Coordination:** assisting advising COA and the Project Team regarding the coordination of inspections by AHJ's. The activities comprising PMC's Inspection Coordination Services may be comprised from the following:
 1. Assisting in the coordination of non-construction related inspections;
 2. Assist in engaging with AHJ's to discuss and identify specific inspection requirements; and
 3. Monitoring the construction manager's / general contractor's inspection log.
 - iii. **Certificates of Occupancy:** assisting COA in the coordination and tracking of temporary and permanent certificates of occupancy.
6. **Activation Assistance:** PMC will advise COA regarding the Project's activation planning and assist COA in monitoring and facilitating the Project's activation. The activities constituting PMC's Activation Assistance Services may be comprised from the following:
 - a. **Activation Plan Development:** PMC will assist COA and its Project Team in developing an activation plan designed to achieve a fully functioning and operational space. The Project's Activation Plan may address the following:
 - i. Budget, scope, and schedule parameters for activation items;
 - ii. AHJ and other approval or certification processes;
 - iii. Commissioning;
 - iv. Training of COA personnel;
 - v. Procurement and installation of Furniture, Fixtures, and Equipment ("FFE"); and
 - vi. Move coordination.
 - b. **Monitor and Facilitate Activation Plan Implementation:** PMC will assist COA in monitoring the progress of the activation plan and assist and advise COA in the implementation of the Project's Activation Plan.
7. **Project Close-Out:** PMC will advise COA regarding the Project's close-out planning and assist COA to monitor and facilitate the Project's close-out. The activities constituting PMC's Project Close-Out Services may be comprised from the following:
 - a. **Close-Out Plan Development:** PMC will assist COA in developing a Project Close-Out plan to help track and coordinate the Project Close-Out activities among the various Project team members. The Close-Out Plan may address the following:
 - i. A list of key close-out tasks;
 - ii. A close-out timeline of key tasks; and
 - iii. Identification of responsible parties and communication plan for key Close-Out tasks.
 - b. **Close-Out Facilitation:** Following the Owner's acceptance of a Certificate of Substantial Completion, PMC will assist COA with monitoring and facilitating the Project's close-out.

The activities constituting PMC's Close-Out Facilitation Services may be comprised from the following:

- i. Monitoring the progress of punch-list items; and
- ii. Monitoring the progress of key close-out items including:
 - 1. Receipt of Temporary & Final Certificate(s) of Occupancy;
 - 2. Receipt of applicable final waivers;
 - 3. Receipt of as-built documents;
 - 4. Receipt of warranties; and
 - 5. Review and processing of a complete final application for payment.

End of Exhibit

DRAFT