



Turner & Townsend

Alachua County

Board of County Commissioners

*Technical Consultant for the County
Administration Building*

Request of Proposal 20-953

James Murphy

Vice President

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March 4th, 2020

making the **difference**



alachua
county
administration
building

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Letter of Interest

March 4, 2020

Larry Sapp, CPM, CPPB, Procurement Manager

Alachua County Procurement, 3rd Floor
County Administration Building
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Gainesville, Florida 32601-6983

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**Subject: Letter of Interest
For the attention of Alachua County Procurement**

Dear Mr. Sapp:

Over many decades, public institutions across the United States such as Alachua County have added more institutions and consequently more staff. Over time, Alachua County has acquired 48 buildings and over 975,000 square feet (sq. ft.) of space to accommodate that growth, but it is no longer efficient or organizationally optimal to continue that practice. The County's vision to replace the aging County Administration Building and consolidate County Administration functions into a single mid-to-high rise building will not only improve interdepartmental interactions and delivery services to the community but it will also save money through a combination of decreased maintenance, repair and energy costs as well as additional revenue generated from leased space or redevelopment of older buildings and/or public lands. As public institutions face challenges in finding ways to design, finance and maintain new and/or existing facilities while unlocking revenue generating mixed-use office and retail space opportunities, many are looking at Public-Private-Partnerships (P3s) and alternative delivery models as a solution. Turner & Townsend believes that the success of a progressive project, such as yours, will facilitate a paradigm shift amongst public agencies in the planning of land use and delivery of administrative facilities. Utilizing our extensive P3 experience, financial / value for money analysis, project estimating, real estate / land analysis knowledge, procurement/transactional support and construction / project management on both the public and private sector buildings, we want to be the driver of your commitment to:

- Having a developer on board by November 2020;
- Enhance the effectiveness and efficiency of County operations;
- Develop a long-term solution to address the fiscal implications of deteriorating facilities infrastructure;
- Unlock revenue generating capacities in underutilized lands; and
- Deliver the most economical and effective delivery model to meet facilities' needs without impacting services.

Turner & Townsend has strategically partnered with Ernst & Young Infrastructure Advisors, LLC (EYIA), CSA Group, and Barth Associate LLC, an Alachua County-based SBE firm, to provide unparalleled integrated expertise across all phases of the scope of services to Alachua County. We believe that our people, processes and knowledge in the industry can successfully deliver well beyond your expectations. In addition, we are confident that consolidating and integrating the critical external advisory services such as financial, technical, cost, commercial and project management into one team mitigates risk, improves decision making, increases speed to market and decreases project costs.

Our depth of experience on both the public and private sides of a P3 transaction (e.g., Design-Build-Finance-Maintain) enables us to fully understand the challenges, help you plan for the desired outcomes, access the right capability, manage risk and continually apply data and insights to inform decision-making to deliver bankable and sustainable outcomes. We take ownership of the performance agenda throughout, always looking for better ways to improve your financial and contractual position while supporting the full range of stakeholders throughout the procurement and delivery of projects and programs.

Thank you for the opportunity and consideration to provide you with a proposal for strategic advisory services for Alachua County. This is an exciting program and Turner & Townsend would be delighted to help you in the successful delivery of projects that make up your capital program. If you have any follow up questions in regards to our proposal, please feel welcome to contact me.

Yours sincerely,



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Project Understanding and Approach

Understanding of work to be performed

The Alachua County's landscape; like so many public sector institutions, faces a constant challenge to deliver high quality work and service environments for their staff and residents. With seemingly ever-decreasing revenue funding, public agencies are finding it more difficult to balance their budgets. When the priority is ensuring that the quality and effectiveness of County operations, building condition and maintenance can often suffer.

We see an opportunity not only to create a modern and efficient work space and yield significant cost savings for Alachua County that can be passed on to other County responsibilities, but also a chance to revitalize the downtown core with added mixed-use office and retail space that will lend itself to job growth and pedestrian traffic.

New office space will significantly reduce capital expenses and operating costs compared to the current aging and decentralized building, which requires increasing maintenance expense to maintain a state of good repair. We will work with you to develop a County Administration Building that provides the County and its residents with a permanent and sustainable home while aligning the principals outlined in the Alachua County Comprehensive Plan (2011-2030), including, the "promotion of sustainable land development that provides for a balance of economic opportunity, social equity including environmental justice, and the protection of the natural environment."

Where some public administration buildings are overwhelming in scale and presence, we aim to achieve a building that expresses openness and workplace collaboration that improves cooperation and coordination between services and the facilitation of sharing resources, with enhanced circulation routes and landscaping that serves as a welcome mat for visitors.

Our proposal is based on the following understanding of your requirement:

- Provide support personnel and project management support; and
- Provide feasibility land analysis, financial feasibility analysis, P3 commercial procurement advice, pre-construction services, construction and post-construction support.

Turner & Townsend has extensive P3 and traditional delivery public buildings sector experience both globally and within the US. We are Lenders Technical Advisor on the Prince Georges County Public Schools (PGCPS) P3, the first bundled Public Schools P3 in the US and the Howard County Circuit Courthouse P3, a new 230,000 square foot circuit courthouse and a 600-space structured parking facility in Howard County, Maryland. We are project estimating service providers for Bank of Canada's \$550M, 1,150,000 square feet of gross floor area (including swing space) Head office Renewal Program. As well, we have been appointed by Public Services Procurement Canada as its Cost-Time-Risk consultant to provide oversight and integration of the design, construction, program costs, and schedule of the multiple projects including rehabilitation of the Centre Block, the crown jewel of Canada's Parliamentary Precinct Program. Turner & Townsend is also providing integrated risk management to drive a successful outcome to the program.



Project Understanding and Approach

Collectively our team has performed all of the services outlined in the General Requirements (as described in Section 3.1.3), including: providing detailed estimates and financial analysis of public administration buildings; evaluating balance sheet impact of projects including both credit ratings and accounting treatment, building private sector awareness and participation in potential public projects; coordinating and developing administrative supports and staffing plans; drafting RFQ/RFP documentation; supporting written and oral evaluations of proposals; developing internal and external presentations and reports; creating community outreach initiatives and providing facilitation services; creating and validating preliminary program budgets; providing cost estimation and benchmarking; developing detailed project plans and schedules; providing design and specification oversight and review; facilitating oversight of planning, design, governmental approvals; ensuring the performance of any/all required environmental permits; delivering value-engineering services; providing inspection services; assisting in utility coordination; overseeing testing services; verifying all required inspections and permits; monitoring site conditions; and, coordinating all Project close-out activities.

Our clients chose Turner & Townsend and continue to work with us for the measurable, tangible and sustainable value we have brought to their projects and organizations. We will do the same for you. We trust our proposition is of interest to Alachua County and that it provides a foundation for more detailed discussion. Turner & Townsend, alongside its partners EYIA, CSA Group and Barth Associates LLC, is ready to work for you to achieve measurable and long-lasting outcomes.

Understanding your needs

- You are seeking to engage a **leading P3** technical consultant organization to provide strategic advisory services to support the identification, evaluation and implementation of project delivery models for various County projects.
- You require a partner who can provide a **quality level of service** to all Alachua County departments in a timely, cost effective manner, delivering the required level of quality through applying proven techniques and established practices
- You require a partner with the capability to provide the utmost level of **experience and expertise** to ensure successful project outcomes as determined by County officials, residents and stakeholders.
- You require a partner that can demonstrate **efficiency** and the ability to deliver the required services in a timely manner while not sacrificing quality.
- You need a partner with experience of successfully supporting the delivery of past public building projects.
- You need a partner who puts **your best interest first** at all times and that has an appreciation of your way of working and culture
- You want competitive commercial rates and terms that offer **value for money**

Key aspects of our delivery model

- **Award winning Project Management:** our project management approach is the best in the industry – superior to our competitors – recipient to PMI’s best of the best award
- **Local and National expertise:** our team combines a local and national Turner & Townsend team with extensive experience in Real Estate and the Florida market, with an EY, CSA Group and Barth Associates team who has worked with other relevant clients.
- **Capable Resourcing:** we offer a resourcing model that is efficient and agile, making sure we provide you with the right resources at the right time
- **Agility:** our operating model and approaches are not fixed – we will use our knowledge from several decades but will also evolve and change to meet your specific business requirements
- **Predictability and Certainty:** our strong independent cost management and cost engineering heritage gives us leading performance insight across projects – our extensive data means we truly understand ‘should cost’ and ‘should take’ cost and schedule estimates – providing you with predictable outcomes
- **Sustainable Savings:** we have delivered millions in savings for clients applying our extensive cost data and can do the same for you

Project Understanding and Approach

Highlighted Services and Work Methods/Approach

Service	Work Plan
Phase I – Feasibility and Land Analysis	<p>We will provide cost estimation and benchmarking and validate budgets against our database of market information. Together with CSA Group, we will conduct all technical work required to develop a feasibility study that will assess the degree to which features of the project investment are either sustainable or achieve the objectives desired by Alachua County. Our approach will make use of Triple Bottom Line (TBL) analysis, which assesses different options on the basis of social, economic and environmental factors. We will work with your project team to develop a detailed project plan, including an integrated design and construction scheduling system of milestones to support the timely success of your project; provide drawing and specification review; identify key environmental, archaeological and community risks and obtain all environmental permits or approvals required for the Project; support and oversight on all matter planning, design, governmental approvals and construction activities to complete the Project; ensure all State standards and guidelines for building construction space and facility standards are referenced in the drawing and specifications; ensuring LEED compliance (if desired); and, provide value-engineering services to determine time efficient and cost effective alternatives concerning materials, labor, and designs.</p> <p>Together with EY, we will work with Alachua officials and outside consultants to organize and conduct a procurement options workshop to identify the potential range of delivery options to be evaluated (e.g., sale and leaseback, Design-Build, Design-Build-Finance, Design-Build-Finance-Maintain, Progressive Design-Build, etc.). We will prepare a market sounding package and identify 10-15 participants from multiple streams of expertise to ensure an accurate sounding, including but not limited to construction firms, financial institutions, developers, and for-profit and non-profit operators, to determine the market's interest, concerns and risk factors regarding the project. Working with the County's Office of Management and Budget develop a Project Funding and Affordability Plan that shall demonstrate the County's financial preparedness to undertake the project; list the sources of funds being made available for the project and their uses; evaluate potential impact to the County's balance sheet and credit rating and, determine a recommended approach that is fully funded by committed sources.</p> <p>During this phase, our team will also provide a full service real estate function which to assess your land holdings and determine if they could be used for a higher purpose such as revenue generating mixed-use office and retail space, this includes): land valuation (including easements, entitlements and other rights and interests); structure and negotiation of a wide variety of disposition and lease transactions; and, research and evaluation of key attributes/factors of a geographical market including access, availability, supply/demand, competition, amenities, quality, quality of life, development trends, and regulation. Our approach to evaluating Alachua County real estate availability for the County Administration project would include: reviewing and inventory of existing properties; undertaking a market assessment to identify highest and best use of the sites for alternative use; and identifying other impacts on the feasibility of the site for potential building development (e.g., Transportation access, ground conditions, location, etc.)</p>
Phase II – RFP for Design Build Team and Developers	<p>Our team will leverage our expertise in multi-arenas (including technical, financial, commercial) to lead the drafting of the RFQ, RFP ensuring all of your requirements in each of the subsequent phases are addressed. In collaboration with the County our team will develop project specific output specifications and preliminary budget scopes using industry best practices and current and indicative market pricing. We will develop a procurement strategy and implementation plan, including advertising, leveling, evaluating and awarding of the procurement; strategic alignment with the County; and project governance.</p> <p>We will work the County, serving as a non-voting member of the evaluation committee to support the development of the technical and financial evaluation criteria, training materials and activities for evaluators and management of evaluation processes to establish a shortlist of Proponents; participate in technical and financial evaluations; and, coordinate the evaluation and scoring of RFQ and RFP responses/submissions to ultimately select a developer.</p> <p>As required, we will support the County in all public presentations and meetings by producing clear and concise project status materials and speaking points. Lastly, we will work as a team to ensure all county and state standards and guidelines are referenced and assessed in the RFQ/RFP.</p>

Project Understanding and Approach

Service	Work Plan
Phase III - Award	Florida-based CSA Group will lead our efforts on the ground and support the County throughout this phase by conducting all project meetings; providing inspection services, documenting all construction conformance and non-conformance work to the Contractor, Project and the County; oversee testing services and review testing and inspection results; manage various trades (if necessary); ensure that the contractor has adequate staging and temporary facilities in place prior to starting the contract; provide personnel and expertise for contract administration including change order review and preparing counter proposals as necessary; verifying all permits, licenses, and approvals obtained by the contractor from the appropriate agencies; conduct bi-weekly job meetings; maintain project site logs, record drawings and photographs; assist in obtaining temporary and partial certificates of occupancy as well as guarantees and warranties; and, pursue progression and continuity of construction work to completion as prescribed by the schedule. Working with CSA Group we will coordinate all Project close-out activities, all aspects of moving materials and furniture into new Project buildings; determine Key Performance Metrics; develop means and methods for ensuring all aspects of energy/usage efficiency metrics and compliance with all interior and exterior buildings and ground maintenance / cleaning work. We will provide insights on Developer's operational and maintenance staffing criteria and selection to ensure the County is getting most qualified and talented staff maintaining their buildings.
All Phases	Effective communications rooted in openness and transparency is important to the success of a P3 project. Working with our Alachua County-based SBE partner, Barth Associates, will be providing community outreach through all phases of our effort. Our Communications Plan shall include internal and external strategic communications strategies before, during and post procurement. Internally, we will support staff in preparing presentations to advisory teams, subcommittees, and County Commission meetings on the project as well the impacts on staff and changes in service delivery. Externally, we shall coordinate with the County's Communication Office to develop key messaging around project need and benefits of P3s; a proactive community engagement strategy; and identify key phases of communications.

Challenges / Solutions

Challenge	Success Factors
Project Governance	Properly budgeting for and engaging the relevant expertise internally and from external advisors is an important practice for the successful administration of your projects. We will provide a project Resource Plan that identifies where support is expected to be required (i.e. cross-department support, external advisory, state agency/department) during the Construction and Operations Phase for the entire term of the Project Agreement; develop a budget established at the start of the project that covers support services rendered during the Operations and Maintenance Phase (or at least the first 5 years of operations); and, draft a Memoranda of Understanding (MOU) between Alachua County and all relevant city departments defining the roles, responsibilities and expectations of each department in respect of the Operations and Maintenance Phase
Project scope and constraints	<p>Developing administrative facilities is a uniquely sensitive process in terms of public perception, schedule and safety. In particular, we understand that any major civic building or construction program will be influenced by its functional need, the built-environment around it, and how it interacts with its residents. We can help Alachua County to take advantage of the incentive regimes in the P3 approach that will promote creative design innovation and construction solutions that will enable uninterrupted delivery of academic services as well as meeting Alachua's County handover priorities.</p> <p>We can also help Alachua County to accommodate key issues of future technological change, varying demand, co-location of education and other social services and community use outside of school hours in the project scope and procurement process.</p>
P3 Training	The P3 model is a new procurement tool for Alachua County, as a result it is critically important for the success of the project that staff are well-versed and educated on P3 terms, concepts, evaluation and contract administration. Our team will develop a formally documented training plan that indicates the P3 and contract administration training intended for Alachua County personnel and stakeholders. Such a plan will identify: The Alachua County personnel and stakeholders to whom training will be provided and for each type of Alachua County personnel and stakeholder, what specific training will be provided (objective of training, amount of training, type of training, timing of training, training topics). Upon approval of the P3 training plan, we will develop P3 training documents for your staff to have reference material for this project and future ones.

Project Understanding and Approach

Challenge	Success Factors
P3 project structures	<p>There are many options for bringing private sector expertise to the development of Alachua County's Administration Building and land holdings program including Availability Payment-based DBFM, a DBOM approach which uses a public financing solution, or a ground leased based 501c3 or similar arrangement. Each of these approaches will transfer a greater or lesser set of construction, financing and operating risks to the private partner. In order to gain the benefits of this risk transfer, it is critical that Alachua County establishes its key project objectives and develops a P3 project structure that is bankable with the P3 industry and will be best placed to achieve those objectives. Our team is well placed to support Alachua County with developing its project scope and structure and preparing a business case for the preferred P3 option that demonstrates its value in comparison with the traditional alternative.</p>
Risk transfer and constructability	<p>Building contractors and developers are becoming more sophisticated with their understanding of budget, schedule and operational risks associated with P3 projects. This has led to some developers pushing back against true DBFM solutions where public agencies are seeking to transfer risks that the developers are not well placed to control. We have a deep understanding of the economic and risk drivers that will guide developers' decision making and can support Alachua County to identify key project risks, assess the likely impact of such risks for this project and help to allocate them to the party that is best placed to manage those risks. We can also help Alachua County to enshrine the risk transfer position in a commercially bankable contract to be agreed with the P3 developer.</p>
Develop appropriate, project-specific KPIs	<p>KPIs are a key component of the performance monitoring process on P3 projects and provide a quantitative indication of the Developer's performance by recording metrics that are associated with the Developer meeting (or not) the requirements of the Project Agreement. Procuring Authorities can sometimes rely too heavily on template lists of KPIs from similar P3 projects and not spend the required time customizing the KPIs to suits their specific needs and circumstances. Our team is experienced at developing project-specific KPIs and will work in collaboration with Alachua County and its stakeholders to develop a holistic list of KPIs.</p>
Innovation	<p>One of the key advantages of the P3 approach is to bring private sector innovation to the process in terms of meeting SAMG's educational objectives and creatively managing schedule and other project risks. Alachua County will understand the condition of its buildings facilities, the likely demographic changes in the area and future changes to the delivery of its operations and public services. We can work with Alachua County to shape a design and operations output specification that reflects your objectives and enables the bidders to use practice from other projects to develop an innovative design solution that will meet the objectives.</p>
Financing options and credit position	<p>The approach to financing a P3 project is critical to the project's affordability over the agreement term and to Alachua County's financial position and credit rating. It is important to consider different scenarios, risks and benefits to demonstrate that the proposed approach is understood and meets SAMG's goals and objectives. Our partner, EYIA is not only a market leading P3 financial advisor but also as an SEC and MSRB registered Municipal Advisor, EYIA understands the options available to Alachua County to finance its building program from the issuance of municipal debt through to various private financing products. Each of these approaches will impact Alachua County in terms of the affordability of the financing as well as the potential impact on it credit position and rating. We can support the County to develop financial analysis that will compare the various financing packages available and, independently advise on the likely impacts on the County of selecting a particular option. EYIA has extensive relationships with the various rating agencies and can help Alachua County to structure its financial plan to address the rating agency concerns and preserve its rating position.</p>

Project Understanding and Approach

Challenge	Success Factors
Procurement approaches	<p>The RFQ envisages a two-step, transparent procurement process for the P3 project involving shortlisting bidders through an RFQ followed by selection through an RFP approach. This approach is tried and tested in the P3 market and has the advantages of providing budget and schedule certainty when bids are submitted and maintaining competitive tension among bidders until bid submission. There are challenges to this approach, particularly the high cost to bidders of submitting with a lower chance of success.</p> <p>An alternative procurement approach may be to quickly identify a bidder through a Pre-Development Agreement (PDA) and to work with that bidder to develop the project in partnership. This approach, while losing the element of competitive tension, would allow Alachua County to work with the bidder to develop an innovative solution and recognizes that some bidders may have different approaches to addressing the land swap element which could provide greater value to the project.</p> <p>Both of these approaches would be understood and welcomed by the market and we would work with Alachua County to develop a procurement strategy that would deliver the best technical and financial solution while adhering to Alachua County's procurement rules and regulations.</p>
Contract Administration	<p>The role of a Contract Administrator on a P3 project is broad and incorporates a range of skills that are different to those required on a traditional (non-P3) project. We can assist in developing a comprehensive job description of the Contract Administrator role that encompasses the critical skills required for the position and has been tailored to suit the needs of Alachua County.</p>

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Consultant's Qualifications and Staff

Consultant's Background, Organization and Size



Turner & Townsend is one of the largest independent construction and project management consultancies in the world with extensive experience working within the education sector. **We are ranked as an ENR Top 100 Construction Management firm.** Our organization has been supporting clients with P3 Commercial Advice, Project/Construction Management, Cost and Schedule Management across the US and Canada since 1994 and has gone through significant growth since then. From 20 strategically located offices, with almost **950 employees** in the region, we provide an essential combination of local knowledge and global best practice. **Our Florida-based offices in both Tampa Bay and Miami are comprised of more than 50 employees servicing work across both the public and private sector through the state.** Our colleagues will be supported by our hub office in New York City which is housing more than 180 employees specializing in alternative delivery, Construction and Project Management, project estimating and scheduling analysis.

These qualifications have provided our organization with a vantage point that has given exposure into the strengths, weakness, opportunities and threats both Owners and Contractors experience, as well as the solutions needed for the evolving P3 environment.

Our depth of experience on both the public and private sector of a P3 transaction enables us to fully understand the challenges, plan for the desired outcomes, access the right capability, manage risk and continually apply data and insights to inform decision-making to deliver bankable and sustainable outcomes. We take ownership of the performance agenda throughout, always looking for better ways to improve your financial and contractual position while supporting the full range of stakeholders throughout the procurement and delivery of projects and program

"A project of this magnitude with a design/build format is very challenging given the short turnaround time. Turner Townsend performed extremely well, providing additional cost analysis which enabled us to make strategic value engineering decisions along the way. The criterion I gave to Turner Townsend was; a) on time and b) on budget. I must say that they fulfilled this obligation admirably and we could not be more satisfied with the outcome."
Sault College



1946
Established



108
Offices



6,105
People



\$832m
2019 Revenues

Our P3 / Public Buildings expertise

Turner & Townsend have been providing consultancy services to the P3 industry across the globe for over 20 years, including on over 250 projects across the real estate and infrastructure sectors. In North America, Turner & Townsend has provided consultancy services to the P3 industry since 2008, advising both Public and Private sector Clients on over 75 projects with a combined capital value of more than \$17bn. Our Relevant projects to this scope of services (amongst others includes):

Santa Rosa Administration Building - The County is considering replacement of aging facilities with new, state of the art construction, higher density, more efficient land use, and a triple net zero campus that serves the needs of the community, employees and neighbors. Facilities required include:

- 500,000 ft2 of county administrative offices, including Board Chambers for public meetings, public transaction counters and office space for some County services, more appropriate in a centralized location. This new square footage would replace existing office and public meeting spaces owned and leased by the County.
- Approximate 10,000 ft2 facility for the County Coroner (morgue) to replace the existing morgue.
- Approximate 1,200 ft2 Public Health Laboratory to replace the existing laboratory.
- Approximate 11,000 ft2 Emergency Operations Center (EOC), to replace the existing EOC.
- Parking garage with capacity of 2,000 automobiles.
- Seismic upgrades to, or replacement of, the existing Hall of Justice.

Consultant's Qualifications and Staff

Our contribution

Turner & Townsend are providing cost estimating services for Construction, Operations and Maintenance and Life Cycle Costs. This includes the following:

- Working with the design team to establish key performance drivers of the various buildings for a 1st phase feasibility estimate to inform the business case.
- Identification and understanding of the buildings performance which is critical to the pricing of operations, maintenance and life cycle refurbishment estimates. With a Triple Net Zero performance target, Turner & Townsend will look to understand the end user requirements and usage patterns of each of the primary spaces. This will provide critical mechanical and electrical plant data that has the greatest impact on Operations, Maintenance and Life Cycle costs.
- In the 2nd Phase, Turner & Townsend will provide cost input in to the procurement options appraisal or value for money exercise, assisting in defining the value of risk transfer incorporated within the different procurement options.
- In the next Phase of project development, Turner & Townsend will undertake value engineering exercises with the Client team and the design team, in order to give confidence that the costs are reflective of the design efficiencies being developed.
- As the procurement progresses, Turner & Townsend will be available to provide pre-tender budget updates and assessment of tender returns from a construction, operations and maintenance and life cycle cost perspective.
- During construction, Turner & Townsend will provide change order review, making sure the Client is only paying for genuine changes in scope, including the ongoing operations, maintenance and life cycle costs.

MacDonald Block - Office Complex Reconstruction Project – Provincial agency, Infrastructure Ontario is leading and managing the reconstruction of a significant Provincial Government heritage office complex that is approximately 1,800,000sf. The project is a multi-phase and multi-year rehabilitation of office towers interconnected by a large multi-purpose two storey podium, and three levels below grade in downtown Toronto.

Prior to tendering the construction works Infrastructure Ontario engaged Turner & Townsend to provide several construction cost estimates for the developments “Enabling Works”, to isolate the individual buildings, and allow for the phasing of the demolition and construction work.

IO required professional Quantity Surveyor services to assist with establishing a robust budget by providing detailed cost estimating services including value engineering and support related to life cycle costing and LEED capital cost premium analysis at relevant milestones throughout the project for the base building and for the fit-up of this large-scale facility.

Our contribution

- The exercise includes assisting the client in meeting the project’s objectives that will include building a legacy building, improving life safety and accessibility, create a safe building free of hazardous materials, and maximizing energy efficiency.
- Turner & Townsend is providing ongoing detailed cost advice by providing Cost Estimates, Value Engineering services when required, Risk Cost Analysis and Risk Workshops, LEED/Sustainability Cost Analysis, advice on cost effective design solutions and overall Total Project Cost reports

Through our experience of delivering over 250 Public Private Partnership Projects worldwide, we have the skills and capability to provide a completely integrated service to enable informed decision making for P3 transactions. We have worked with clients at all levels of government, project sponsors, financiers, funding institutions, facilities management providers and construction contractors to deliver bankable and sustainable outcomes. We apply expertise across the complete project life cycle from preparing Business Case analysis, developing P3 documentation, tendering and procurement processes, Financial Close, Design and Construction and Operations and Maintenance phases. **We have shown in the table below, the number of projects in various social infrastructure sectors where we have undertaken an advisory role on P3 projects.**

Sector	Number of Projects
Government and Justice	14
Health	33
Data Centers	2
Housing	3
Education	4
Miscellaneous	5

Consultant's Qualifications and Staff

Primary Liaison

Yousef R. Salama

P3 Project Manager



Yousef is an Associate Director based in New York City, NY. He has nearly 10 years' experience in the alternative delivery space, including use of Public-Private Partnerships covering a diversity of infrastructure sectors including mixed-use development, water and wastewater, transit, local roads, and solid waste management and in Canada and the United States. Yousef has been based in United States for the past two years.

Yousef has provided advice to procuring authorities throughout North America at all levels (local, provincial/state and federal) using alternative delivery models for nearly 10 years. Yousef has been involved in procurement / delivery options analysis, risk identification and analysis, value for money assessments, establishing project charter and governance models, developing full suites of tender and evaluation documents and providing advice through to contract signature.

Over the last 10 years, Yousef has provided advice to the Public Sector on more than 15 P3/PPP projects across North America, with a combined capital value of over US\$20bn, including \$6.5B West Santa Ana Branch Light Rail Transit Project, the \$4.4bn Gordie Howe International Bridge, the \$154M Saskatoon Civic Operations Centre, the \$140M single room occupancy (SRO) Renewal Initiative project.

Alternate Primary Liaison

Jim Murphy P.E., CCM, LEED AP

Commission Manager



Jim is a seasoned Program and Construction Management Executive. His qualifications include 25 years of professional program and construction management and engineering experience; successfully leading projects and programs in multiple sectors including educational institutions and managing regional business lines.

Before joining Turner & Townsend, Jim served as the Vice President and Business Line Leader for PMCM in the North East Region for a Major Global Engineering firm. The Northeast and NYC Metro region combined consist of more than 1,000 PMCM Professionals working on a vast range of Pre-Construction, Procurement, Construction and Commissioning projects encompassing the entire design and construction life-cycle. Crucial parts to his role as business line leader were growth manager, P&L manager, client strategic planner, educator, coach and supporter for all the professionals working with him.

Jim has been an educator for his entire career. Starting with mentoring young athletes at NYU and Hunter College as their throwing events coach for a combined ten years. He is heavily involved with CMAA, the Construction Management Association of America; and is currently the past President of the New York/New Jersey Metro Chapter and was recently elected onto the national Board of Directors for CMAA.

In addition, Jim has been actively involved in ACE mentor as a mentor for the past 9 years. Most recently, Jim was selected to become an adjunct professor at Columbia University, School for Professional Studies (SPS) teaching construction management best practices.

Consultant's Qualifications and Staff

Our Partners



Introduction

Globally, EY is one of the world's oldest, largest and fastest-growing integrated professional services organizations and a global leader in assurance, tax, transaction and advisory services. EY has a national and international reputation as a leading financial advisor to both public and private clients. In the US, our experience includes acting as strategic and financial advisor for state and municipal governments on tens of billions of dollars of publicly and privately financed projects, from planning through development, procurement, financing and implementation.

We were the lead financial and commercial advisor to the City of Los Angeles on financial planning and P3 delivery options analysis of a Master Plan for 2m square feet of City-owned facilities in downtown Los Angeles, which is the largest concentration of government offices outside of Washington, DC. Our unparalleled experience, including high profile engagements with the City of Los Angeles, the State of Illinois, the State of Florida, and the New York Empire State Development Corporation gives us an in-depth understanding of conditions in both the social infrastructure and real estate industries and enhances our ability to provide comprehensive advisory services to our clients.

We have assembled a team of real estate, infrastructure, procurement, technology, sustainability, capital markets and finance specialists with a deep understanding of the social infrastructure sector and these services will be made available to Alachua County throughout the engagement:

- World class infrastructure procurement and financing support:** EY is consistently ranked as a top infrastructure financial advisor both globally and in the US, with much of the success stemming from our ability to tap global know-how to achieve local goals. EY has advised on more than 800 innovative project financing transactions worldwide, more than 400 of which are now in construction or are operational and including numerous social infrastructure and other municipal transactions. EYIA provides advisory support from the earliest stages of analysis, from project evaluation to procurement, financial close, construction and operations involving municipal and other initiatives. We often help clients navigate the array of potential public and private financing and delivery options, so they can accelerate projects and achieve efficient, innovative and ultimately successful outcomes — all while protecting the public interest.

A leading US infrastructure practice

<p>\$100+ Billion</p> <p>Current and Recent North American Infrastructure Projects Under Advisement</p> <p>500+</p> <p>Dedicated Infrastructure Advisory Specialists Globally</p>	<ul style="list-style-type: none"> • EY is the only firm among the "Big 4" that has an entity (Ernst & Young Infrastructure Advisors, LLC or "EYIA") registered as a municipal advisor, enabling us to advise across a range of public, private and hybrid financing structures. • We have direct experience with Availability Payments, Demand Risk, Ancillary Revenue, TOD and Pre-Development (Interim + Comprehensive Agreements) arrangements from procurement through to closing • EYIA draws together a wide range of professionals who have extensive experience in relevant sectors of banking, consulting, economics, public service and private development and investment. We take pride in bringing this broad sector knowledge to the benefit of our clients • Our services span the entire infrastructure, procurement and deal lifecycles.
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Consultant's Qualifications and Staff

- **Real estate and construction strategic advisory services:** EY is a leading provider of real estate transaction advisory services to public agencies, developers, builders, operators, capital providers and users of real estate in the US and internationally. EY has served more than 5,000 real estate clients across the country. We also provide construction real estate advisory services, offering key insights into establishing and managing construction risk.
- **Financing and delivery options:** EYIA is, at its core, a financial advisory firm that understands the needs of public agencies, debt providers, regulators and rating agencies. We recognize that Alachua County is seeking to determine project feasibility and delivery of a best in class and quality County Administrative building and mixed-use development. EYIA will be able to draw upon our deep understanding of the delivery structures available to the County and our deep relationships with finance industry participants to help identify an appropriate and efficient financing structure. EYIA is also unique amongst P3 financial advisory providers in that it regularly advises on public finance options by virtue of its municipal advisor registration with the Securities and Exchange Commission (SEC) and Municipal Securities Rulemaking Board (MSRB).
- **EY's US infrastructure practice is a pathfinder in US P3 transactions:** EYIA has advised US public agencies on P3 project screening, feasibility, financial analysis and procurements for some of the largest and most complex social infrastructure projects to date. These include preparing the business case and providing procurement support to the Regents of the University of California on the ground-breaking \$1.3b 2020 P3 expansion of the Merced campus structured to deliver over 1m square feet of academic and technical research and auxiliary facilities the only education Design Build Finance Operate and Maintain ("DBFOM") P3 project to close in the US to date, along with the Long Beach Courthouse P3, Jacob K. Javits Convention Center expansion and Empire Station Complex in New York.
- **We are local:** We have 6 offices with more than 1,700 people in the State of Florida. EYIA has been providing Florida Department of Transportation (FDOT) with financial advisory services for over a decade. In the course of this work, we have assisted in the structuring, financing, procurement, and implementation of over \$5 billion of new infrastructure projects. Further, we have provided advice with respect to financial planning and financing strategy on a programmatic basis. Some notable experience in the course of our work in the State of Florida is listed in the following table.

EY offices statewide

Total number of employees by location

Tallahassee

19 Employees

Jacksonville

393 Employees

Orlando

205 Employees

Tampa

534 Employees

Boca Raton

180 Employees

Miami

416 Employees

1,747

EY employees across
6 locations statewide

Consultant's Qualifications and Staff

EY Florida Project Experience	
➤ Asset Capital Strategy State of Florida Department of Management Services	➤ South Florida East Coast Corridor Transit New Starts Analysis Florida Department of Transportation
➤ Port of Miami Tunnel Florida Department of Transportation, Miami, FL	➤ Project Finance Initiative Analysis Miami-Dade Expressway Authority (MDX), Miami-Dade County, FL
➤ I-595 Express Lanes and Corridor Improvements Florida Department of Transportation, Broward County, FL	➤ I-75 and Palmetto Expressway Managed Lanes Florida Department of Transportation
➤ SunRail – Financial and Federal Grant Advisor Florida Department of Transportation, Orlando, FL	➤ Systemwide and Project-Level Financial Planning and Analysis Pinellas Suncoast Transit Authority (PSTA), St. Petersburg, FL
➤ I-4 Ultimate Managed Lanes Peer Review Florida Department of Transportation, Orlando, FL	➤ THEA Financial Plan Review Florida Department of Transportation, Tampa, FL
➤ Tampa Bay Express Lanes Feasibility Analysis Florida Department of Transportation, Tampa, FL	➤ Enterprise Change Management Office Development Florida Department of Transportation, Tallahassee, FL
➤ First Coast Outer Beltway Florida Department of Transportation, Jacksonville, FL	➤ Finance Transformation Organizational Change Management Florida Department of Transportation, Tallahassee, FL
➤ Miami Intermodal Center RCF Financial Advisory Florida Department of Transportation, Miami, FL	➤ CDBG-DR – Hurricanes Hermine, Matthew and Irma Florida Department of Economic Opportunity, Tallahassee, FL

EY Public Building Credentials

The EY Team brings current and innovative experience in identifying funding/financing strategies and alternative procurement methods to manage risks to delivery of real estate and infrastructure projects. The following list includes some of the projects undertaken by the EY Team with characteristics applicable to the Alachua County Administration Building Project:

Los Angeles Civic Center Master Plan

EYIA advised the City of Los Angeles on financial planning and P3 delivery options analysis of a Master Plan for City-owned facilities in downtown Los Angeles, which is the largest concentration of government offices outside of Washington, DC. The City's goal was to rationalize and consider financing and delivery options for the up to 2m square feet of space the City owns or leases in and around the downtown area. EY's tasks as part of the Master Plan included quantification of potential cost savings enjoyed by the City through space consolidation, a real estate market and feasibility analysis to determine the scale and type of potential private development to be included in the Master Plan, and development of a financial model to assist in understanding timing of cash flows and sizing of annual availability payments required to be made by the City.

State of Illinois, Department of Central Management Services - James R. Thompson Center

EY is assisting the State of Illinois (State) in the disposition of the James R. Thompson Center (JRTC), the State's downtown Chicago administrative headquarters, which houses approximately 2,000 State employees from over 50 State departments and agencies. The building is highly underutilized and requires significant reinvestment and replacement costs to be brought up to an operationally efficient standard. EY is leading a multidisciplinary team of advisors that will help the State: (1) analyze its existing space usage, both at JRTC and in its other leased and owned portfolio of assets around downtown Chicago, (2) form an employee relocation and space consolidation strategy, (3) perform valuation and financial analysis of various disposition options for the JRTC that maximizes value for the State, and (4) assist in the procurement of a qualified developer to purchase and redevelop the JRTC site. Throughout this process, EY is providing the State overall project management services and is assisting in engaging multiple project stakeholders, including public agencies, community stakeholders as well as the private sector.

Consultant's Qualifications and Staff

State of Florida Department of Management Services - Asset Capital Strategy

EY was engaged to perform an analysis of the overall performance of the entire real estate portfolio, identify high level space reduction initiatives (central leasing, disposition, re-stacking, consolidation, etc.), comment on existing strategic plans, and identification of alternative strategies and identify process improvement opportunities at a high level. Our team identified \$50 million in annual savings and \$150 million of one-time savings, as well as governance, technology and business process improvements to help drive more efficiency.

Multnomah Courthouse Redevelopment

EY provided financial advisory services to the county for its development of a new, \$200m+ central courthouse building in Portland, Oregon. We helped develop the project funding strategy and financing options and advised on DBFOM and DB options. In addition, we helped develop the county's approach to assessing project risk and the value for money of different options as part of a multidisciplinary team.

The University of California Merced

The Merced 2020 Project was an ambitious plan to develop the facilities required to support a 50% increase in the university's student population by 2020. This \$1.3 billion project is unique in the United States as it was procured as the only bundled education DBFOM project to close in the US to date and included academic facilities as well as auxiliaries. As advisor to the UC Regents since 2014, EY was instrumental in advising on: (a) potential public and private delivery options for the delivery of a diverse portfolio of facilities, (b) crafting a financing strategy and business case for the delivery of the project that met the university's goal of affordability while preserving the UC system's existing credit position, (c) developing campus-wide business and financial planning models that incorporate the financial impacts of the proposed project into the wider University capital and operational planning systems, and (d) procurement support including RFQ/RFP development and negotiations drawing on EY's market leading experience. The project reached financial close in August 2016 and the first facilities became operational in 2018.

Long Beach Courthouse P3

EY advised on the business case and successful procurement of the Long Beach Court House project in California, the first "performance-based infrastructure" or availability payment-based P3 in the US, which is now fully operational. EY's multidisciplinary team included P3 and real estate advisors and performed a highest-and-best use analysis and an appraisal for the real estate to understand the value of the real property to be contributed. EY also analyzed the transaction structure, developed shadow bid financial model and Public Sector Comparator (PSC) to facilitate comparison of procurement models, led market sounding efforts and assisted in preparation of draft procurements documents (e.g., RFQ, RFP, project agreement). The Long Beach project consists of a new 545,000 sq. feet multi-story facility that accommodates 31 civil and criminal courtrooms, 800 workers and 3,500 to 4,500 daily visitors, and will replace the current Long Beach Courthouse, built in 1959. The building also includes office space that will be leased to the County of Los Angeles for its justice related agencies, compatible retail space, a controlled-entry space and an in-custody holding facility. The project successfully reached financial close in winter 2010. Construction was successfully completed on time and budget, and the facility opened to the public in fall of 2013.

State of New Jersey - Real Estate Value Capture Assessment

EY was engaged by the State of New Jersey Treasurer's Office to advise on opportunities for monetizing its portfolio of real estate assets, which range from large real estate complexes to unimproved vacant land. The State sought to unlock value in its real estate portfolio to help fund its pension obligations. EY provided the Treasurer's Office with a proprietary data analytics tool that allows for the client and EY to more effectively sort, visualize, and modify the state's real estate related data. EY delivered preliminary asset monetization strategies for asset categories within the State's portfolio with the most potential for monetization.

Travis County Civil and Family Courthouse (Austin, TX) *Texas Office of Court Administration*

EY was engaged by the County to perform a feasibility analysis for P3 delivery options for a new \$350 million civil and family courthouse. The County sought options that met their agreed-upon evaluation criteria, were legally permissible, physically possible and financially feasible. EY evaluated the potential physical and financial procurement delivery options and determined three procurement options were feasible: design-bid-build (DBB), design-build (DB), and design-build-finance-maintain-operation (DBFM/O). DB and DBFM/O options both had the ability to provide value-for-money when compared to DBB. EY also analyzed the qualitative benefits of the options and determined both DB and DBFM/O were attractive compared to DBB approach. EY understood and analyzed the County's appetite for alternative physical possibilities for the site.

Consultant's Qualifications and Staff

Arizona State University – Real Estate Portfolio Optimization

EY served as a real estate advisor to Arizona State University for six years advising on all real estate acquisition and disposition decisions, RFP/RFQ development and scoring, and negotiation assistance on land leases and building acquisitions. EY participated in over \$100M in negotiated transactions from land and office building land leases on University owned land to acquisition of a downtown Phoenix campus. EY also completed a GIS-based inventory of all university owned properties, market studies, cash flow analysis and valuation analyses of various sites.

Montgomery County Public Schools, VA – Education Facility Development Program

EY advised the Public-School district in Montgomery County, VA (MCPS) on a \$100m+ program for developing new educational facilities under Virginia's Public Private Education and Infrastructure Act (PPEA). EY supported MCPS to review unsolicited proposals from private consortia against its project objectives and to assess how the PPEA P3 approach and traditional delivery structure may impact the credit rating of the county. As a registered municipal advisor, EY provided independent advice on the strengths and weaknesses of alternative approaches and, based on EY's analysis, MCPS decided to pursue a traditional development approach.

Awards and Industry Recognition

We are proud to be recognized in the market as a leading provider of infrastructure advisory services and for our work in the P3 sector specifically:

Financial Advisor Rankings Global – Deals Closed Last Five Years	
1	Ernst & Young
2	Macquarie
3	KPMG
4	PricewaterhouseCoopers (PwC)
5	Royal Bank of Canada (RBC)
<i>Source: Inframation News</i>	



Consultant's Qualifications and Staff



CSA Central, Inc.'s (CSA Group) Program Management service offering merges our full architectural, engineering, environmental, project and construction management experience and technical resources to define, plan, implement and integrate every aspect of a client's collection of projects. CSA Group's full project delivery service benefits our clients' by having a single point of management responsibility for planning, design management, permitting, compliance, construction management and ongoing operations services for any number of concurrent projects. CSA is also currently ranked by Engineering News Record (ENR) #28 among the Top 50 Program Management Firm Engineering News Record, and #49 among the Top 60 CM-for-fee and Project Management Firms (2019).

Our Program Management processes include planning, land acquisition, engineering and design management, permit and compliance strategy, construction management, budget control, schedule control, quality assurance, community outreach, agency coordination, and communications programs. A well-defined scope of work serves as the framework for alignment. Our use of technology tools and careful planning processes allows CSA Group to deliver program results consistently. Once aligned, the program approach delivers superior performance and peak efficiency while achieving the desired results.

CSA also has significant design-build project experience, both the preparation of the design-build advisory, bridging documents and as the Engineer of Record teamed with the contractor prime. Example projects from the last 10 years include: Major E/A/CM sub on the DDC Borough Based Jails PM/CM Contract with AECOM-Hill JV (\$8.7 billion program for 4 new jails) where CSA is providing support for document control administration platforms, preparation of performance specifications and criteria for each Design-Build Project, preparation of room data sheets and qualitative functional narrative sheets, preparation of Basis of Design Criteria for MEP/fire protection, structural and architectural disciplines, preparation of Spatial Test Fits for all proposed Borough-Based Jails, Construction Management support for anticipated Design-Build projects until closeout of each, and Quality Assurance/Quality Control services; WASD Design-Build A/E Services for the Construction of a new Drinking Water Laboratory Building in FL (\$5 million); LIRR Penn Station Concourse Improvements (\$150 million) preparation of bridging documents; NYC SCA New Public School in Queens (\$39 million); NYCT Enhanced Station Initiate Packages 1, 2, 3, 4, and 8 (\$78 to \$150 million each); LIRR 3rd Track (\$1.8 billion); and PANYNJ LGP New Terminal B at LaGuardia Airport (\$4 billion).

CSA Group's experience on large scale projects in a Program Management role include:

- \$8.7 billion NYC DDC Borough Based Jail System (first tier sub to AECOM/Hill JV for MEP, Construction Inspectors, Special Inspections)
- \$664 million One Brooklyn Health Program Management (STV) – Program Management support for health care construction projects.
- \$3 billion CDBG-DR/FEMA and insurance funded NYCHA Recovery and Resilience Department "Sandy Recovery Program", New York, NY (team member for Program Management Support, Design Oversight, Construction Oversight, Community Outreach, Procurement, Environmental Assessment, Funding (FEMA, CDBG-DR, Insurance))
- New York Governors' office of Storm Recovery (GOSR) Program Management of \$1 billion of NYS CDBG-DR funds for Infrastructure and NY Rising resiliency projects (A/E team member)
- \$6.3 billion with NYC OMB for Disaster Recovery Services, New York, NY (team member for A/E including resiliency projects)
- \$28 million contract with NYC EDC for CDBG-DR funded "Build it Back" - Architectural Scoping, New York, NY (team member for engineering)
- \$150 million (approx.) contract with NYC DDC for CDBG-DR funded "Build it Back", Staten Island, NY (team member for Architecture, MEP Engineering, Environmental Assessments and Permitting)
- \$7 billion American Recovery and Reinvestment Act (ARRA) projects for the Commonwealth of PR (prime)
- \$1.8 billion PRASA Water and Wastewater infrastructure projects for Infrastructure Financing Authority (AFI), PR (prime)
- \$62 million FDOT District 4, Program Management & Inspection, Hurricane Wilma, FL, Broward & Palm Beach Counties
- \$142 million FDOT District 4, Hurricane Recovery Program, District-wide, FL
- \$49 million FDOT District 6, Hurricane Recovery Program, Hurricane Rita, Miami Dade County, FL
- \$100 million FDOT District 6, Hurricane Ivan, Miami-Dade and Monroe Counties, FL
- \$800 million FEMA-funded Infrastructure Repair Program, Miami Dade County, FL
- \$3 million FEMA Hazard Mitigation school/shelter retrofit, Puerto Rico
- \$1.9 billion Program Management for the Insurance Administration of Puerto Rico (ASES), San Juan, PR
- \$300 million Puerto Rico DOT Program Management, Puerto Rico
- \$1 billion of outsourced building department services for several South Florida municipal governments (prime)
- \$700 million privatization LMM Airport, PR (team member for A/E)
- \$5.2 billion expansion Philly International Airport (sub for structural engineering)
- \$958 million CIP for the Cincinnati Public School system (JV prime)

Consultant's Qualifications and Staff

Alachua County-based Partner



PUBLIC REALM PLANNING, DESIGN, AND FACILITATION...FOR THE COMMON GOOD

throughout the United States including Cape Coral, Miami-Dade County, Naples, Washington DC, Raleigh, Seattle, and San Diego.

Barth Associates, LLC was founded in 2012 to help communities “harness the power” of their public realm to become more resilient and sustainable. Principal David Barth has led the development of over one hundred parks and public realm master plans for cities and counties throughout the United States including Cape Coral, Miami-Dade County, Naples, Washington DC, Raleigh, Seattle, and San Diego.

Our firm is driven by 7 Core Values:

1. **Responsive Service** – We do whatever it takes to meet your needs. We respond quickly to your phone calls and e-mails, conduct regular status meetings or conference calls, and deliver interim and final products on-time and within-budget.
2. **Customized Approach** – Every community has different needs and issues. Prior to every project we conduct a “Scoping Workshop” – at no cost to our clients – to review our proposed approach, discuss alternatives, and revise the scope, schedule and fees as necessary to meet your specific needs.
3. **Collaborative Relationships** – Our most successful projects leverage the skills, expertise, and experience of the entire team, including both public and private agency staff.
4. **Research-Based Practice** – Parks and Recreation Planning is constantly changing in response to urbanization, aging, diversity, sustainability, resiliency, and other issues. Our work is informed by the latest research from both industry and academia, including our own research at the University of Florida and Georgia Tech.
5. **Community Outreach** – The successful implementation of any plan relies heavily on public involvement and support. We excel at engaging your elected officials, staff, advisory committee(s), stakeholders, and residents in the planning process. Our ‘toolkit’ includes interviews, focus groups, workshops, surveys, interactive web sites, social media and other techniques to reach as many people as possible.
6. **Compelling Products** – We produce high quality, compelling reports, presentations, graphics, brochures, web sites and/or other tools to allow you to communicate your message and vision, whether for accreditation, funding, awards or other purposes.
7. **Focus on Implementation** – At the ‘end of the day’, the purpose of the Master Plan is to move broad initiatives and/or policies forward towards implementation. We address implementation from the very beginning of the project, including funding, policies, staffing, programming, operations, and maintenance. One of the highlights of our planning process is our Implementation Workshop, engaging senior staff from administration, finance, planning, public works, and parks and recreation, and/or other departments to forge a realistic, phased implementation strategy based on community priorities and projected funding

Barth Associates’ primary services include: Parks and Recreation System Planning; Comprehensive Planning; Public Involvement and Facilitation; Park Master Planning; Greenway and Trail Master Planning; Natural Resource Management Planning; Implementation Planning; and, Strategic Planning. Relevant projects relating to this scope of services (amongst others includes):

City of Gainesville, Florida - Development of the City’s Parks, Recreation, and Cultural Affairs (PRCA) Master Plan – Barth Associates, LLC has provided continuing planning, facilitation, and outreach services to the City of Gainesville since leading the development of the City’s Parks, Recreation, and Cultural Affairs (PRCA) Master Plan in 2010, which led to the passage of the Alachua County/ City of Gainesville \$130M Wild Space Public Places ½ cent sales tax referendum. In addition the the facilitation and outreach services provided during the master planning process – including City Commission workshops and presentations, advisory committee workshops, public workshops, stakeholder interviews, focus group meetings, visioning workshops, implementation workshops, and surveys

City of Port St. Lucie, City’s annual Strategic Plan update, and for the City’s Parks and Recreation Master Plan - Barth Associates has provided continuous public outreach, facilitation, and planning services to the City of Port St. Lucie over the past three years for the City’s annual Strategic Plan update, and for the City’s Parks and Recreation Master Plan. Outreach services have included the planning and facilitation of City Council retreats, senior staff retreats, department retreats, advisory committee workshops, public workshops, stakeholder interviews, surveys, focus group meetings, visioning workshops, and implantation workshops. Services have also included the development of summary reports, executive summaries, and PowerPoint presentations to summarize and discuss findings and conclusions. Follow-up services have included project management training, project charters and plans, implementations strategies, and action plans.

Town of Jupiter, FL – Indoor Recreational Space - Barth Associates provided outreach and facilitation services to conduct a needs assessment for a potential new recreation / community center for the Town of Jupiter, FL. Specifically, the Town wished to determine if a need existed for an additional 30- 60,000 s.f. of indoor recreation space. Outreach services included Council and stakeholder interviews, focus group meetings, surveys, and public workshops. Barth Associates prepared and presented summary findings to staff and Council.

Ability of Consultant's Professional Personnel

PM Capacity:



Turner & Townsend's capacity of talented employees is what separates us from the competition. We are a leading firm in our space and strongly acknowledge we are here because of our employees. We are proud to staff over 1,285 cost management professionals, 720 full time estimators, 900 change control specialists, over 450 project control leaders, and 150 risk management experts. In addition, we bring over 280 planners and our robust reporting team consists of 210 highly qualified individuals. We are able to mobilize these individuals on an as needed basis to provide the needed resources to Alachua County.

"We have found their team of Professional Quantity Surveyors has consistently demonstrated a thorough review of best practices and has provided a quality professional cost management service."

Infrastructure Ontario

EY brings together approximately 280,000 professionals in more than 700 offices across 150 countries and practice under common professional and ethical standards. Our size allows us to invest in local, regional and national resources to provide high levels of service in the locations we serve. In the US EY employs more than 50,000 professionals across the country with over 1,700 based in our Florida offices.

Alachua County will also have access to EY's broad range of relevant, complementary services - EY is a leading provider of financial advisory, construction program risk and analysis services to public agency clients. EY also has extensive real estate advisory practice with over 5,000 clients in the US across municipal, education and corporate clients.

Barth Associates LLC, a local Alachua County small business firm, was founded in 2012 to help communities "harness the power" of their public realm - including civic buildings, parks, streets, and other public facilities - to become more resilient and sustainable. Principal Dr. David Barth has facilitated the development of hundreds of master plans for cities and counties throughout the United States including Gainesville, Miami-Dade County, Kauai County HI, Washington DC, Raleigh, Seattle, and San Diego. The firm is comprised of two full time employees – David and Denise Barth - and three part-time/ contractual employees: facilitator Terry Clark, urban designer Carlos Perez, and planner/graphic designer Sarah Ciccone.



Ability of Consultant's Professional Personnel

Staffing Plan

Our team has the expertise, capability, coverage and culture to provide Alachua County the Strategic Advisory Services for its potential alternative delivery of existing or new projects and services initiative. Our New York City, Miami, Tampa Bay and Gainesville, FL-based team, with subject matter experts throughout North America, can be ring-fenced to secure their availability for you, on day one. We will always make sure we have the right people available as demonstrated by our ability and strategy to identify, mobilize and retain an appropriate level of qualified staff to deliver major program roles. Irrespective of any other corporate and project commitments we may have, we will successfully mobilize our teams through the following approach:

Identify <i>Selecting the right resource</i> 	Mobilise <i>Ensuring you have the right person at the right time</i> 	Retain <i>Keeping talented people motivated and challenged</i> 
<p>We will identify the right resources by:</p> <ul style="list-style-type: none">• Integrated planning with our partners and the Alachua County: Collaborating with our partners and Alachua County to map requirements over the duration of the project.• Developing a consistent skills model based on our passport methodology: We will share our Integrated Training Competency Framework with Alachua County to create a common platform for resource selection. This will be linked to our skills passport model to identify Suitability Qualified and Experienced People.• Accessing our existing resource pool: We already have a strong pool of relevant talent working on similar projects with Procuring Authorities which are available to support you in the future.	<p>You can be confident that we will make sure you have the right person when you need them because of our:</p> <ul style="list-style-type: none">• Deep talent pool: Our model is to maintain a bench of talent so we can serve the needs of our clients when they arise. We also rotate our staff around project for their own career development, opening up a further group for your project over time.• Planning ahead: We actively manage our resource levels planning ahead to take account of upcoming projects. This gives us a unique opportunity to assign the right people relative to skillset and geography, maximizing client and employee satisfaction and value for money.• Induction: Our pre-mobilization engagement and briefing will ensure that our people feel like part of your project office before they start work.	<p>The most important factor in retention and completion on our projects is creating work environments in which people are proud to work on. Creating and maintaining a sense of purpose is key. We achieve this by:</p> <ul style="list-style-type: none">• Encouraging and supporting involvement in personal improvement: Ongoing learning and personal development is core to our retention strategies. For key team members we build a personal approach for their retention and incentivization which directly relates to the success of your project.• Recognizing and rewarding individuals and teams for their contribution: We develop defined programs to reward and recognize people for their contributions.• Succession Planning: We use our succession planning process to ensure rotation and advancement of our team throughout the life of the Project.

Ability of Consultant's Professional Personnel

Project Organization

Turner and Townsend will be the Prime Contractor and your main point of contact for this Project Management Services scope. We will be supported by EY and AI Engineering during all four phases of the Project. The value of our integrated advisory model will: develop a single point of accountability; allocate responsibilities to the Advisor best able to manage them; and generate coordinated and collaborative recommendations to accelerate decision making.



Ability of Consultant's Professional Personnel

Committed Staff

Jim Murphy P.E., CCM, LEED AP

Commission Manager



Jim is a seasoned Program and Construction Management Executive. His qualifications include 25 years of professional program and construction management and engineering experience; successfully leading projects and programs in multiple sectors including educational institutions and managing regional business lines.

Before joining Turner & Townsend, Jim served as the Vice President and Business Line Leader for PMCM in the North East Region for a Major Global Engineering firm. The Northeast and NYC Metro region combined consist of more than 1,000 PMCM Professionals working on a vast range of Pre-Construction, Procurement, Construction and Commissioning projects encompassing the entire design and construction life-cycle. Crucial parts to his role as business line leader were growth manager, P&L manager, client strategic planner, educator, coach and supporter for all the professionals working with him.

Jim has been an educator for his entire career. Starting with mentoring young athletes at NYU and Hunter College as their throwing events coach for a combined ten years. He is heavily involved with CMAA, the Construction Management Association of America; and is currently the past President of the New York/New Jersey Metro Chapter and was recently elected onto the national Board of Directors for CMAA.

In addition, Jim has been actively involved in ACE mentor as a mentor for the past 9 years. Most recently, Jim was selected to become an adjunct professor at Columbia University, School for Professional Studies (SPS) teaching construction management best practices.

Yousef R. Salama

P3 Project Manager



Yousef is an Associate Director based in New York City, NY. He has nearly 10 years' experience in the alternative delivery space, including use of Public-Private Partnerships covering a diversity of infrastructure sectors including water and wastewater, transit, local roads, solid waste management and mixed-use development in Canada and the United States. Yousef has been based in United States for the past two years.

Yousef has provided advice to procuring authorities throughout North America at all levels (local, provincial/state and federal) using alternative delivery models for nearly 10 years. Yousef has been involved in procurement / delivery options analysis, risk identification and analysis, value for money assessments, establishing project charter and governance models, developing full suites of tender and evaluation documents and providing advice through to contract signature.

Over the last 10 years, Yousef has provided advice to the Public Sector on more than 15 P3/PPP projects across North America, with a combined capital value of over US\$20bn, including \$6.5B West Santa Ana Branch Light Rail Transit Project, the \$4.4bn Gordie Howe International Bridge, and the \$140M single room occupancy (SRO) Renewal Initiative project.

"We've had the fortune and pleasure of dealing with Yousef from the onset of our project, to the development of our business case, and throughout our procurement stages... Yousef's expert knowledge, sound advice, and tenacity in helping us overcome certain challenges is matched by his thoughtfulness and wonderful enthusiasm. Above all, Yousef is an exceptional leader who has skilfully fostered a true sense of partnership between the City and PPP Canada – we feel at times that we are all of the same organization working together to achieve a common objective." – Rob Costanzo, Manager, Operations, City of Surrey Organics Biofuels Processing Facility

Nitin Sabnis

Cost Management Lead



Nitin has more than 30 years of experience in the construction industry, which includes being employed by a consulting engineer and international and national general contractors.

The bulk of his project experience is located in the New York/New Jersey area. This experience includes commercial and residential high rise buildings (core & shell and fit out), Rail Transportation, Transportation Hubs, Subway system, Tunnel, Hotels, Parking Structures, Research Labs, Bridges, Port, Piles, Asphalt & concrete roadway, water mains and sewer construction in high traffic areas requiring extensive maintenance and protection of traffic as per MUTCD, and marine construction. Nitin can handle conflicting priorities and multiple deadlines. He demonstrates initiative by looking for value-added ideas, approaches and recommendations to enhance existing methods and procedures in the construction and engineering fields.

Ability of Consultant's Professional Personnel

Paul Kaplan
Scheduling Lead



Paul recently joined Turner & Townsend with a background in a variety of industries serving in roles as an owner, and an owner's representative. His unique background lends itself to providing insight to a variety of complex projects and necessary strategies to outline and develop a fully integrated multi-disciplinary schedule.

Working with the owner a majority of his career, Paul understands the requirements to develop a comprehensive schedule with the owner's best interest in mind.

Paul's experience and personality enhances the ability to communicate all scope relating to schedule. From the workers performing the physical work, to the leadership team inquiring about the health of the project, he has proven that he can adapt to the environment and provide transparency to the project risks and mitigation strategies required to maintain a successful project.

The value that Paul brings to projects is more than a scheduler. He is capable of develop strategies based on the circumstance, analyze the associated risks, quantify progress, and communicate schedule challenges in advance allowing the team to make the necessary adjustments.

Henry J. Palancar
Program Analytics Lead/Performance Monitoring



Henry is a driven engineer with a proven record of exceptional project and people management. He turns data into cost effective solutions to quickly and efficiently determine how public organizations are performing. In addition, providing insights as to how they can improve. He brings over six (6) years of regional experience to the table and is a Connecticut resident.

His major focus is delivering efficient and resilient solutions for large-scale construction programs. He has consulted on all major regional government/city funded recovery programs with grants exceeding \$15 Billion in total. He recognizes the power of data and the impact it can make to an organization. In addition, he has a strong background in developing, implementing, managing and reporting on programs Key Performance Indicators (KPI's). He keeps public organizations informed as to how vendors and sub-consultants are performing to determine early on points of risk.

Henry is an effective communicator with excellent team building and risk management skills. He thrives in high stress, deadline oriented environments, and continuously efforts to create and adhere to and/or improve upon efficient, production workflows.

Dominic Leadsom
Subject Matter Expert (SME)



Dominic is a Director based in Toronto. Dominic is Head of Advisory services for Canada and Head of P3 Advisory services for North America. He has 26 years' experience in the construction industry covering the UK, Europe, South Africa, Australia, Canada and the USA. Dominic has been based in North America for the past 10 years.

Dominic has provided advice to procuring authorities using alternative delivery models for over 18 years. Dominic has been involved in option appraisals, value for money assessments, establishing project charter and governance models, developing full suites of tender and evaluation documents and providing advice through to contract signature.

Dominic has provided a full suite of technical risk management and due diligence advice to Lenders, Consortia and Investors for nearly 20 years, covering more than 200 P3/PPP projects globally. Over the last 10 years, Dominic has provided advice to Public and Private Sector Clients on more than 85 P3/PPP projects across North America, with a combined capital value of over US\$17bn.

"I have worked with Dominic on several P3 projects. He was acting as Lenders Technical Advisor. He is a very professional, knowledgeable and reliable advisor. His relationship with all the team was excellent and I would definitely recommend Dominic."
Project Director, EllisDon

Belinda Edwards
Subject Matter Expert (SME)



Belinda is an Associate Director in the Toronto office and leads the Canadian P3 team. She has provided Technical Advisory Services for P3 projects for over fourteen years and has experience in a variety of sectors at all project stages, from feasibility through to the Operational Phase.

Belinda typically provides the commission management role on projects and has worked extensively with lenders and consortia providing Lenders due diligence on over 75 P3 projects. She also has particular experience in reviewing P3 payment mechanisms, building simulation models and undertaking sensitivity analyses. Belinda has experience building lifecycle models and analyzing capital costs for P3 projects. She also reviews P3 contractual documentation to assess risk transfer and suitability for the Canadian P3 market.

Ability of Consultant's Professional Personnel

Funding Advisory Services

Belinda has worked on P3 projects for 14 years in North America and Europe with experience across several sectors including health; law and order; infrastructure and education. Belinda performs the day-to-day commission management of Turner & Townsend P3 Lenders Technical Advisory practice, in Canada.

She leads the review of contractual documentation; payment mechanisms; operations and maintenance; Construction Costs and lifecycle elements of each project reviewing and analyzing the risks and risk allocation.

Business Case Experience

Belinda has had extensive experience of providing a leading role in the compilation of business cases and feasibility analysis for local authorities and private clients across a range of sectors.

Whole Life Costing

Belinda has undertaken numerous reviews of P3 lifecycle models within her role as Funders Technical Advisor. She has also been part of the lifecycle team, developing and advising on lifecycle models for contractors and consortium.

Terrence Dunn

Subject Matter Expert (SME)



Terry brings over 25 years of diverse real estate and construction experience to the firm. As a Registered Architect and with a professional background in Construction Management, Terry is a highly effective professional with extensive experience managing the development, design and construction of major commercial projects.



Terry is a self-starter with experience representing client, developer, tenant, architect and contractor; and is recognized leader who effectively manages multiple large projects with divisional profit and loss responsibility and who consistently enforces scheduled goals, delivering projects on budget and on time.

Terry's previous experiences as an Owner's Representative for a major international development firm; Project Manager for a large international architectural firm and Construction Manager for a major New York based construction management firm provides a strong baseline in the management of all aspects of the development of new projects from site identification through final tenant build-out.

Jon Godsmark

P3 / Project Finance Advisory



Jon is a Senior Managing Director of Ernst & Young Infrastructure Advisors, LLC. Jon has provided strategic and financial advice to state and local governments on infrastructure projects throughout the US and internationally across a range of sectors including public buildings, utilities, justice, transportation, renewable energy and healthcare. His advice has included helping governments analyze different financial and commercial structures for building new infrastructure or improving the operational and financial performance of existing infrastructure to benefit their communities.

EY Tenure: 6 years. Industry Tenure: 16 years.



Jay Gillespie

P3 / Project Finance Advisory



Jay Gillespie is a Senior Vice President with Ernst & Young Infrastructure Advisors, LLC. Jay brings over 16 years of experience creating and delivering infrastructure development strategies and works to plan and procure major public infrastructure projects and programs. Jay provides significant expertise in project management, financial and project feasibility analysis, development opportunity analysis, and in the funding, implementation and delivery of large-scale projects, including projects delivered through public-private partnerships (P3s).

EY Tenure: 8 years. Industry Tenure: 16 years.



Matthew Tester

P3 / Project Finance Advisory



Matt is a Vice President with Ernst & Young Infrastructure Advisors, LLC. Matt has provided strategic and financial advice to state and local governments on infrastructure projects across a range of sectors including transit-oriented development, light rail, commuter rail, bus rapid transit and renewable energy. He has substantial experience helping public-serving clients advance projects with transit and joint development components. Currently, Matt's work is focused on financial modeling and alternatives analysis for clients developing funding and delivery strategies for signature transportation projects.

EY Tenure: 7 years. Industry Tenure: 12 years.



Ability of Consultant's Professional Personnel

Nnaji Campbell

P3/Project Finance Advisory



Nnaji Campbell is a Senior Associate with Ernst & Young Infrastructure Advisors, LLC (EYIA), an affiliate of Ernst & Young LLP and part of its US infrastructure advisory group. Nnaji joined EYIA in 2020 and has over twelve years of public sector and private developer experience. Prior to joining EYIA, Nnaji worked for a global investment manager and infrastructure development firm, where he drove deal

origination and project development for sustainable U.S. public-private partnership ("P3") projects across transportation, energy, environmental and social infrastructure sectors.



Gino Valderrama

Program Manager



Mr. Valderrama is an experienced Engineer with over 27 years in all aspects of engineering and construction dealing with Civil, Structural, MEP, and Fire Protection. His experience includes design of complex building facilities, business development, program management, project management and general office operations, overseeing of the firm's contracts and project

negotiations. Currently Mr. Valderrama is responsible for daily operations, overseeing several contracts and projects throughout South Florida, coordinating with clients, and assisting with marketing and business development practices



Jaime Fournier

Technical Advisor



Mr. Fournier-Ferrá is a licensed architect with over 40 years of experience in Florida, New York, Georgia, and Puerto Rico. He has led projects through design and management of day-to-day responsibilities including leading highly skilled teams composed of agile project managers, architects, engineers and designers (inhouse and consultants). He has completed a wide variety of projects, through master planning studies prioritizing

recommendations for phased renovations, performed building assessment and analysis studies, test fits, programming and project planning through all design and construction administration phases



Ernesto Marin

Construction Manager



Mr. Marin has over 35 years of experience in Construction Management, Project Management, Project Engineering, Bidding, Contract Management and Administration, Inspection, Estimating and Scheduling. His experience includes working on international and a variety of locations in the United States.



Dr. David Barth

Certified Planner



Dr. Barth is a Certified Planner, registered Landscape Architect, and Certified Parks and Recreation Professional who specializes in the planning, design, and implementation of the public realm. He is also an expert facilitator and strategic planner. He has developed needs assessments and master plans for hundreds of communities throughout the United States including Cape Coral, Naples, Washington, D.C, Miami-Dade County, Norfolk, VA, San Diego, and the City of Raleigh. He was a co-author of the American Planning Association (APA) publication *From Recreation to Re-Creation*, as well as a contributor to APA's *Planning and Urban Design Standards* for parks and recreation needs assessments. Most recently he authored APA's Planning Advisory Service Memo *Alternatives for Determining Parks and Recreation Levels of Service*. His new book, *Parks and Recreation System Planning: A New Approach to Creating Sustainable, Resilient Communities* is scheduled for publication in December 2019. Dr. Barth received his PhD in Design, Construction, and Planning from the University of Florida.



Terry A. Clark

Stakeholder Engagement and Facilitation



Mr. Terry A. Clark has extensive experience in the areas of stakeholder engagement and facilitation in support of local, regional and state governmental projects. Mr. Clark is a nationally recognized expert in project management having written the book, *Project Management for Planners: A Practical Guide* published by the American Planning Association and taught hundreds of professionals across the United States the principles of successful project management. Mr. Clark has a demonstrated talent for facilitating solutions from diverse groups in development of complex community and regional plans embraced by decision makers and stakeholder.



Ability to Meet Time and Budget Requirements

Evolving Market Conditions = Evolving Advice

The need for Public Owners and Private Developers and Contractors to evolve their upfront project due diligence has never been more evident and necessary. In recent months, an increasing number of Private Developers and Contractors have stepped away from P3 arrangements citing that the benefits are outweighed by the problems, consequently, Public Owners have had to make a tough decision: continue or reset/halt their P3 procurement processes.

Projects have become plagued with the following issues:

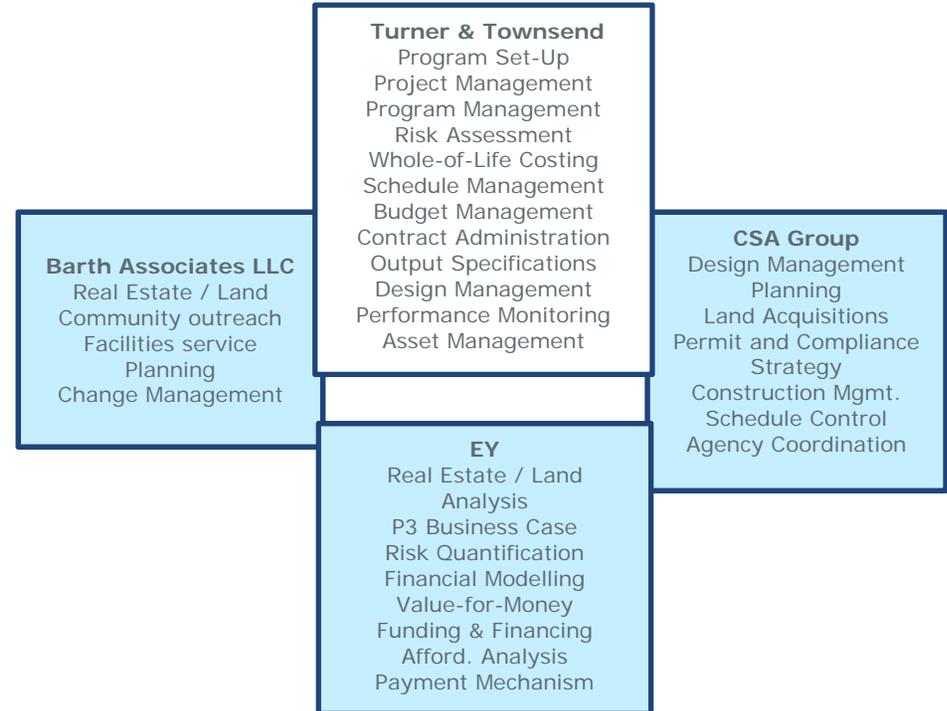
- Lack of project due diligence
- Poor Project Management
- Fragmented governance structures
- Scope Creep
- Inaccurate whole-of-life cost estimation
- Inadequate risk assessment and oversight
- Aggressive risk transference regimes (to contractors)
- Imprecise project schedules and controls
- Scarcity of experienced human capital
- Poor budgeting
- Rigid contract documentation

Integrated Advisory Model

P3 projects involve a high level of complexity and therefore require a variety of private sector advisory services which are traditionally procured separately and managed by individual client departments. This structure can result in the following common project challenges: scope creep; lack of accountability for cost and schedule issues; slow and cluttered decision making; potential for P3 advisors to work in silos rather than as an integrated team; and expansive management responsibilities for the client.

We believe consolidating and integrating the critical external advisory services such as financial, technical and cost, commercial and project management into one team mitigates risk, improves project decision making, increases speed to market and decreases project costs.

Integration = Value



Ability to Meet Time and Budget Requirements

Value of the Integrated Advisory Model

- Allocates responsibilities to the advisor best able to manage them
- Resembles the benefits of a P3 contract by developing single point of accountability
- Experienced team will leverage its practices, processes, frameworks, procurement templates and modern commercial terms for rapid implementation and agreement in market
- Brings together lessons learned/best practices from other North American and International P3 projects
- Coordinated and collaborative recommendations will accelerate decision making.

To facilitate project productivity, value for money and service quality, our value-based approach focuses on verifying alignment of the overall design with client objectives; projecting future utilization and differentiating between actual space needs and wish lists; reviewing functional requirements related to the interaction of technology, space usage, operational requirements and processes; ensuring the circulation of people and deliveries are efficient; optimizing design solutions, and; investigating alternatives to achieve best value for money.

Our strengths in Public Building projects

Turner & Townsend has extensive P3 public buildings sector experience both globally and within North America. We are project estimating service providers for Bank of Canada \$550M, 1,150,000 square feet of gross floor area (including swing space) Head office Renewal Program; we are cost estimating service providers for the \$500m+, Federal Government of Canada MacDonald Block - Office Complex Reconstruction Project; and, we are providing cost estimating services for the Santa Rosa Administrative Building, a 500,000 ft² county administrative offices, including Board Chambers for public meetings, public transaction counters and office space for some County services, more appropriate in a centralized location. This new square footage would replace existing office and public meeting spaces owned and leased by the County.

Key to our on-Time, On-Budget Project Delivery: Ensuring a Quality Level of Service

In addition to our extensive experience and expertise in the Higher Education sector, Turner & Townsend also has extensive experience supporting other world leading clients, helping successfully deliver complex construction projects and programs. We work across all sectors, including property, high-tech, life science, infrastructure, technology, energy and natural resources, government, defense,

sport and leisure and corporate entities. Details of some of the prestigious clients that we work for is provided elsewhere in this document.

Because of our wider experience, we can access best practices from around the world and will be able to leverage this corporate knowledge and apply it to projects for TAMUS, helping to drive improvement and better project outcomes. Key to our approach to project delivery is:

Project Management delivery approach – Our approach is based on a tried and tested, PMI award winning, project management model that enables us to deliver comprehensive services including project management, design management, cost management, project controls, and scheduling services. We will work with you to tailor this approach to meet your specific needs.

Predictability – We will establish robust project control processes that complement your processes, utilizing our leading industry expertise in cost estimating, scheduling and project controls with early warning of risks and issues.

A Great Team – We have proposed a senior team with an extensive track record in Public Buildings and other similar projects. Importantly, our combined team has extensive experience of delivering in Florida, and the capability and expertise to provide the full range of services required.

HUB partnership – We have chosen to partner with EY, CSA and Barth Associates, LLC. This will enable us to provide support for projects in all service locations and, with the support of our global tools and processes, drive quality and consistency that will enable successful delivery.

Team approach – We are a team player - as a company our style is to be flexible and team orientated. This is important in delivering a program of works and individual projects of this nature, where the team will need to work effectively together. We will develop effective relationships with you, your design team and other consultants.

Risk and assurance management – We proactively manage risks and introduce additional cost and schedule alignment assurances to better quantify and mitigate risk exposure. This will provide greater transparency to potential risks at key decision points.

Safety – We believe in implementing a strong safety culture from project initiation and will work with you to make sure the right emphasis is put on safety in the delivery of your project

Ability to Meet Time and Budget Requirements

Cost of Services

Hourly rates

Team Member	Hourly Rates (US\$)
	
Jim Murphy (Commission Manager / Team lead)	\$260.00
Yousef Salama (P3 Project Manager)	\$240.00
Nitin Sabnis (Cost Management Lead)	\$205.00
Paul Kaplan (Scheduling Lead)	\$160.00
Henry J. Palancar (Program Analytics Lead/Performance Monitoring)	\$160.00
Terrance Dunn (Subject Matter Expert, Real Estate)	\$190.00
Belinda Edwards (Subject Matter Expert, FM and life cycle Lead)	\$190.00
	
Sr. Managing Director / Managing Director / Partner/ Principal	\$595.00
Senior Vice President / Senior Manager	\$545.00
Vice President / Manager	\$465.00
Senior Associate / Senior	\$385.00
Analyst / Staff	\$235.00
Admin Support	\$145.00
Global Delivery Support: Senior Manager / Manager	\$185.00
Global Delivery Support: Senior / Staff	\$150.00
	
Program Manager	\$280.00
Technical Advisor	\$240.00
Construction Manager	\$200.00
	
Terry A. Clark, Stakeholder Engagement and Facilitation	\$150.00
Dr. David Barth Certified Planner	\$195.00

Effect of Project Team Location on Project Resources

The effect of project team location on project responses will be seamless. We have an office in close proximity to Gainesville (Tampa), as do all of our team partners, EY (Jacksonville, Orlando, Tampa, Tallahassee), CSA (Miami) and our Alachua-based SBE, Barth Associates (Gainesville).

We will coordinate all project needs through our local partners and through our in state offices. Thoughtful and insightful responses to challenges will be returned, often within the same day and always in a timely manner. We will always have boots-on-the-ground during Phases Two and Three, specifically during procurement-related meetings and evaluations, construction, commissioning and close-out.

During all phases, where in-person team meetings are required or presentations to stakeholders are needed, our team will support our Alachua-based SBE partner and accommodate travel as necessary for subject matter experts that are out of state. Our team is experienced working in global markets and have extensive experience managing resources to successfully execute complex P3 and alternative delivery projects. We look forward for the opportunity to work with Alachua County on this excited program.

Appendix

Exhibit A - Acknowledgement of Addendum

SIGNATURE AND ACKNOWLEDGEMENT OF ADDENDUM FORM

RFP: 20-953 Technical Consultant for the County Administration Building

PROPOSAL OPENING DATE: 2:00 pm, Wednesday, March 4, 2020

PLACE OF RFP OPENING: Alachua County Procurement, 3rd Floor
County Administration Building
12 SE 1st Street
Gainesville, Florida 32601-6983

Table with 2 rows and 1 column. Header: Local Based Firms per Section 1.14, Check One Below. Row 1: I certify that my business is located in Alachua County and meets the criteria for location points as specified in Section 1.14. Row 2: I am not a local based firm in Alachua County.

Acknowledge Receipt of Addendum(s) (if applicable circle):

#1 Yes No #2 Yes No #3 Yes No #4 Yes No

Proposer: Turner & Townsend GOV LLC. Company: Turner & Townsend GOV LLC.

Address: 475 Park Avenue South, Floor 11. New York, New York 10016

Authorized Signature: James Murphy Title: Vice President
Clearly Print Name: James Murphy

Phone: (347) 236 - 6658 Fax: (212) 370 - 0659 Date: March 3, 2020

Email Address: Jim.Murphy@TurnTown.com

Exhibit B - Small Business Enterprise Program Participation

**SMALL BUSINESS ENTERPRISE (SBE) PROGRAM PARTICIPATION
FORM**

RFP: 20-953 TECHNICAL CONSULTANT FOR THE COUNTY ADMINISTRATION BUILDING

OPTION 1

I certify that our Company is an **Alachua County Certified Small Business Enterprise (SBE)** registered prior to the Bid opening.

Circle One: **Yes (If yes, complete and sign the last page of this Exhibit)**

No (If No, proceed to *Option 2.*)

OPTION 2

I certify that our Company **will perform ALL work** and that no subcontractors will be utilized for this bid.

Circle One: **Yes (If yes, complete and sign the last page of this Exhibit)**

No (If No, proceed to *Option 3.*)

RFP: 20-953 TECHNICAL CONSULTANT FOR THE COUNTY ADMINISTRATION BUILDING

OPTION 3

SBE Participation. I certify that our Company has contacted the Alachua County's Certified SBEs listed below. I state that the following information regarding SBE Subcontractors is true and correct to the best of my knowledge and belief.

Alachua County has adopted a 15% SBE participation goal and policies which encourage participation of Small Business Enterprises (SBE) in the provision of labor, time, supplies, services or construction items of any kind materials.

SBEs are located in the Alachua County Small Business Enterprise Directory.

Subcontractor (any business entity holding a subcontract with the prime vendor) services are defined as, "a contract with another business entity that obtains labor, time, supplies, services or construction items of any kind."

Vendors submitting bids under this solicitation are to identify the intended SBE subcontractors. These SBEs have agreed to perform the work for the total dollar value and percentage of the bid set forth below.

If SBE subcontractors are not utilized and listed below or if option 1 or 2 was not chosen, you should proceed to Option 4 and document your Good Faith Effort.

SBE Name of Contractor: Barth Associates, LLC

Address: 10030 SW 52nd Road, Gainesville, FL 32608

Scope of Work to be Performed: Community Outreach, Facilitation Services

Total \$ Value: \$ 150 - 195 / Hour % of Total BID/RFP: 15 %

SBE Name of Contractor:

Address:

Scope of Work to be Performed:

Total \$ Value: \$ % of Total BID/RFP: %

SBE Name of Contractor:

Address:

Scope of Work to be Performed:

Total \$ Value: \$ % of Total BID/RFP: %

SBE Name of Contractor:

Address:

Scope of Work to be Performed:

Total \$ Value: \$ % of Total BID/RFP: %

RFP: 20-953 TECHNICAL CONSULTANT FOR THE COUNTY ADMINISTRATION BUILDING

OPTION 4

SBE Good Faith Effort. To be considered responsive all Vendors **should have** SBE Participation or demonstrate a good faith effort to utilize SBE subcontractors. **If option 1, 2 or 3 was not chosen the Vendor should complete the section below substantiating compliance with good faith effort requirements.**

In accordance with Section 22.36, of the Alachua County Procurement Code, I have solicited and received responses from the following Alachua County certified SBE companies. (The SBE vendor's response should be recorded in the section below.)

Name of SBE Company: Mitchell Gulledge Engineering, Inc.

Date SBE Contacted: Wednesday, February 26, 2020

SBE Contact Name and Phone #: Craig Gulledge, (352) 745 - 3991

Must be completed by. SBE Response when contacted: Message left and follow-up email sent - no response

Name of SBE Company: EDA Engineers - Surveyors - Planners, Inc.

Date SBE Contacted: Wednesday, February 26, 2020

SBE Contact Name and Phone #: Debbie Waller, (352) 373 - 3541

Must be completed by. SBE Response when contacted: Two message left and follow-up email sent - no response

Name of SBE Company: _____

Date SBE Contacted: _____

SBE Contact Name and Phone #: _____

Must be completed by. SBE Response when contacted: _____

Name of SBE Company: _____

Date SBE Contacted: _____

SBE Contact Name and Phone #: _____

Must be completed by. SBE Response when contacted: _____

Name of SBE Company: _____

Date SBE Contacted: _____

SBE Contact Name and Phone #: _____

Must be completed by. SBE Response when contacted: _____

RFP: 20-953 TECHNICAL CONSULTANT FOR THE COUNTY ADMINISTRATION BUILDING

I as the undersigned Vendor certify that I have completed one of the option(s) below *(Circle One)*:

OPTION 1

OPTION 2

OPTION 3

OPTION 4

If you are unable to certify that, you have completed to the best of your knowledge and belief **OPTION 1, OPTION 2, OPTION 3 or OPTION 4, CALL (48 hours prior to bid opening) Procurement at 352.374.5202, for direction.**

Vendor Name: Turner & Townsend GOV LLC Date February 26, 2020

Signature  Title Vice President

Printed Name: James Murphy Title Vice President

Exhibit C - Small Business Enterprise Points Request

CERTIFIED SMALL BUSINESS ENTERPRISE POINTS REQUEST FORM FOR RFP's

The Technical Qualifications Evaluation phase of the Professional Services Evaluation Process assesses whether a Consultant is a certified Small Business Enterprise (SBEs) and provides for the allotting of points where the Consultant includes in their submittal a request for points allowed for Alachua County's Certified SBEs' participation in accordance with the options listed below and the necessary documentation to substantiate such is provided.

CERTIFIED SMALL BUSINESS ENTERPRISE (SBEs)- REQUEST FOR POINTS 15 POINT MAXIMUM																																											
Points for Certified Small Participation is to be awarded using one of the options below:	Points Allowed	Points Requested	Points Assigned																																								
Fifteen (15) points are awarded to the Consultant if the Consultant is a certified small business (per Alachua County's current SBE registry at the time set for receipt of submittals) and at least 51% of the job will be performed by the Consultant.	15 pts																																										
<p>Eight (8) to thirteen (13) points are awarded if the Consultant commits to a significantly higher certified Small participation than the goal, based on the breakdown indicated below:</p> <p>Percentage of Certified Small Participation:</p> <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">at least</td> <td style="text-align: center;">but less than</td> <td style="text-align: center;">Points</td> <td style="text-align: center;">to be</td> <td></td> </tr> <tr> <td style="text-align: center;">Awarded</td> <td></td> <td></td> <td></td> <td style="text-align: center;">8 pts - 13 pts</td> </tr> <tr> <td style="text-align: center;">25%</td> <td style="text-align: center;">30%</td> <td style="text-align: center;">8</td> <td style="text-align: center;">Points</td> <td></td> </tr> <tr> <td style="text-align: center;">30%</td> <td style="text-align: center;">35%</td> <td style="text-align: center;">9</td> <td style="text-align: center;">Points</td> <td></td> </tr> <tr> <td style="text-align: center;">35%</td> <td style="text-align: center;">40%</td> <td style="text-align: center;">10</td> <td style="text-align: center;">Points</td> <td></td> </tr> <tr> <td style="text-align: center;">40%</td> <td style="text-align: center;">45%</td> <td style="text-align: center;">11</td> <td style="text-align: center;">Points</td> <td></td> </tr> <tr> <td style="text-align: center;">45%</td> <td style="text-align: center;">50%</td> <td style="text-align: center;">12</td> <td style="text-align: center;">Points</td> <td></td> </tr> <tr> <td style="text-align: center;">50%</td> <td style="text-align: center;">51%</td> <td style="text-align: center;">13</td> <td style="text-align: center;">Points</td> <td></td> </tr> </table>	at least	but less than	Points	to be		Awarded				8 pts - 13 pts	25%	30%	8	Points		30%	35%	9	Points		35%	40%	10	Points		40%	45%	11	Points		45%	50%	12	Points		50%	51%	13	Points				
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45%	50%	12	Points																																								
50%	51%	13	Points																																								
Five (5) points are awarded to a Consultant who has committed to meet the percentage participation goal of 15% as established by the Board of County Commissioners and the Consultant has listed the certified small business(es) and clearly stated the work and percentages of the job that those business(es) will perform.	5 pts	5 pts																																									

Exhibit D - GMW Form

**ALACHUA COUNTY GOVERNMENT MINIMUM WAGE (GMW)
FORM**

RFP 20-953 TECHNICAL CONSULTANT FOR THE COUNTY ADMINISTRATION BUILDING

The undersigned certifies that all employees, contracted and subcontracted, completing services as part of this Bid/RFP are paid, and will continue to be paid, in accordance with Chapter 22, Article III of the Alachua County Code of Ordinance (“Wage Ordinance”).

Please mark the appropriate box below that applies to how you pay your employees:

- Employees involved with Alachua County projects are paid a minimum of **\$14.00 hourly** and are provided health benefits?
- Employees involved with Alachua County projects are paid a minimum of **\$16.17 hourly but are not provided** health benefits?

Bidder: Jim Murphy Company: Turner & Townsend GOV LLC

Address: 475 Park Avenue South, 11th Floor, New York, NY 10016

Authorized Signature:  Title: CFO

Clearly Print Name: James McDade

Phone: (212) 370-7321 Fax: (212) 370-0659 Date: February 26, 2020

Email Address: jim.mcdade@turntown.com

Exhibit E - Volume of Previous Work Summary

VOLUME OF PREVIOUS WORK SUMMARY

Volume of previous work will be determined by the actual fees rendered to the consultant by Alachua County. These fees are based on actual payments made to the consultant and are retrieved from the County’s electronic accounting system. Only a portion of these fees 9 (Adjusted fee) will be considered based on the fiscal year payments and the factor listed below (see chart below).

SAMPLE

PERIOD	ACTUAL FEE	FACTOR	ADJUSTED FEE
Current and last year (Oct 1 – Sept 30)	\$ 100,000.00	X 1.0	\$ 100,000.00
Second year past (Oct 1 – Sept 30)	\$ 100,000.00	X .08	\$ 80,000.00
Third year past (Oct 1 - Sept 30)	\$ 100,000.00	X .06	\$ 60,000.00
TOTAL ADJUSTED FEE CONSIDERED			\$ 240,000.00

VOLUME OF PREVIOUS WORK - POINTS EARNED

The volume of previous work points earned are based on the adjusted fee (see chart below).

POINTS	ADJUSTED FEE (AF) *	YOUR REQUESTED AF POINTS
5	AF < 50,000	_____ Not Applicable _____ points
4	50,000 < AF < 100,000	
3	100,000 < AF < 200,000	
2	200,000 < AF < 300,000	
1	300,000 < AF < 400,000	
0	AF > 400,000	

Exhibit F - Subcontractor (Non-Small Business Enterprise)

Proposed Subcontractors (Non-Small Business Enterprise) Form

RFP: 20-953 TECHNICAL CONSULTANT FOR THE COUNTY ADMINISTRATION BUILDING

This form is for all **Non-Small Business Enterprise subcontractors** being utilized on this project that **are not included on Exhibit C.**

Name of Contractor: Ernst & Young Infrastructure Advisors, LLC

Address: 1101 New York Avenue NW, Washington, D.C. 20005, United States of America

Scope of Work to be Performed: Real Estate / Land Analysis, Value-for-Money, Funding & Financing Analysis

Total \$ Value: \$150 - 595 / Hour % of Total BID/RFP: 15 %

Name of Contractor: CSA Group

Address: 55 Broadway, Floor 14, New York, NY 10006

Scope of Work to be Performed: Design Management, Construction Management, Agency Coordination

Total \$ Value: \$ 200 - 280 / Hour % of Total BID/RFP: 15 %

Name of Contractor: _____

Address: _____

Scope of Work to be Performed: _____

Total \$ Value: \$ _____ % of Total BID/RFP: _____ %

Name of Contractor: _____

Address: _____

Scope of Work to be Performed: _____

Total \$ Value: \$ _____ % of Total BID/RFP: _____ %

Name of Contractor: _____

Address: _____

Scope of Work to be Performed: _____

Total \$ Value: \$ _____ % of Total BID/RFP: _____ %

If additional space is required for your subcontractor listing, make copies of this Exhibit F and submit with you bid package.

Exhibit G - Drug Free Workplace

DRUG FREE WORKPLACE

Section 22.09 Competitive Sealed Bidding of the Alachua County Procurement Code states that in the evaluation of proposals, all factors in the bidding process being equal, both as to dollar amount and ability to perform, priority will be given, first, to those vendors certifying a drug-free workplace, secondly, to certified Small Business Enterprise (SBE) bidders.

The undersigned vendor in accordance with Florida Statute 287.087 and Section 22.09 of the Alachua County Procurement Code hereby certifies that

Turner & Townsend GOV LLC
Name of Business

does:

1. Publish a statement notifying employees that the unlawful manufacture, distribution, dispensing, possession, or use of a controlled substance is prohibited in the workplace and specifying the actions that will be taken against employees for violations of such prohibition.
2. Inform employees about the dangers of drug abuse in the workplace, the business's policy of maintaining a drug-free workplace, any available drug counseling, rehabilitation, and employee assistance programs, and the penalties that may be imposed upon employees for drug abuse violations.
3. Give each employee engaged in providing the commodities or contractual services that are under bid a copy of the statement specified in subsection (1).
4. In the statement specified in subsection (1), notify the employees that, as a condition of working on the commodities or contractual services that are under bid, the employee will abide by the terms of the statement and will notify the employer of any conviction of, or plea of guilty or nolo contendere to, any violation of Chapter 1893 or of any controlled substance law of the United States or any state, for a violation occurring in the workplace no later than five (5) days after such conviction.
5. Impose a sanction on, or require the satisfactory participation in a drug abuse assistance or rehabilitation program if such is available in the employee's community, by any employee who is so convicted.
6. Make a good faith effort to continue to maintain a drug-free workplace through implementation of this section.

As the person authorized to sign the statement, I certify that this firm complies fully with the above requirements.



Bidder's Signature

February 26, 2020

Date

Exhibit H - Public Record Declaration

PUBLIC RECORD DECLARATION OR CLAIM OF EXEMPTION

As a bidder or proposer, any document you submit to Alachua County may be a public record and be open for personal inspection or copying by any person. In Florida ‘public records’ are defined as all documents, papers, letters, maps, books, tapes, photographs, films, sound recordings, data processing software, or other material, regardless of the physical form, characteristics, or means of transmission, made or received pursuant to law or ordinance or in connection with the transaction of official business by any agency. Section 119.011, F.S. A document is subject to personal inspection and copying unless it falls under one of the public records exemptions created under Florida law. Please designate what portion of your bid or proposal, if any, qualifies to be exempt from inspection and copying:

(Execute either section I. or II, but not both; bidder may not modify language)

I. NO EXEMPTION FROM PUBLIC RECORDS LAW

No part of the bid or proposal submitted is exempt from disclosure under the Florida public records law, Ch. 119, F.S.

Bidder’s Signature:  Date: February 26, 2020

--- **OR** ---

II. EXEMPTION FROM PUBLIC RECORDS LAW AND AGREEMENT TO INDEMNIFY AND DEFEND ALACHUA COUNTY

The following parts of the bid or proposal submitted are exempt from disclosure under the Florida public records law because: (list exempt parts and legal justification. i.e. trade secret):

By claiming that all or part of the bid or proposal is exempt from the public records law, the undersigned bidder or proposer agrees to protect, defend, indemnify and hold the County, its officers, employees and agents free and harmless from and against any and all claims arising out of a request to inspector copy the bid or proposal. The undersigned bidder or proposer agrees to investigate, handle, respond to, provide defense (including payment of attorney fees, court costs, and expert witness fees and expenses up to and including any appeal) for and defend any such claim at its sole cost and expense through counsel chosen by the County and agrees to bear all other costs and expenses related thereto, even if they (claims, etc.) are groundless, false, or fraudulent.

Bidder’s Signature: _____ Date: _____

Exhibit I - Insurance Requirements

TYPE “B” INSURANCE REQUIREMENTS
“Professional or Consulting Services”

Contractor shall procure and maintain for the duration of the contract insurance against claims for injuries to persons or damages to property which may arise from or in connection with the performance of the work hereunder by the contractor, his agents, representatives, employees or subcontractors.

I. COMMERCIAL GENERAL LIABILITY.

Coverage must be afforded under a per occurrence form policy for limits not less than \$1,000,000 General Aggregate, \$1,000,000 Products / Completed Operations Aggregate, \$1,000,000 Personal and Advertising Injury Liability, \$1,000,000 each Occurrence, \$50,000 Fire Damage Liability and \$5,000 Medical Expense.

I. AUTOMOBILE LIABILITY.

Coverage must be afforded including coverage for all Owned vehicles, Hired and Non-Owned vehicles for Bodily Injury and Property Damage of not less than \$1,000,000 combined single limit each accident.

II. WORKERS COMPENSATION AND EMPLOYER’S LIABILITY.

- A Coverage to apply for all employees at STATUTORY Limits in compliance with applicable state and federal laws; if any operations are to be undertaken on or about navigable waters, coverage must be included for the USA Longshoremen & Harbor Workers Act.
- B Employer’s Liability limits for not less than \$100,000 each accident; \$500,000 disease policy limit and \$100,000 disease each employee must be included.

III. PROFESSIONAL LIABILITY or ERRORS AND OMISSIONS LIABILITY (E&O).

Professional (E&O) Liability must be afforded for not less than \$1,000,000 each claim, \$1,000,000 policy aggregate

IV. OTHER INSURANCE PROVISIONS.

- A The policies are to contain, or be endorsed to contain, the following provisions:
- B Commercial General Liability and Automobile Liability Coverages
 - 1 The Alachua County Board of County Commissioners, its officials, employees and volunteers are to be covered as an Additional Insured as respects: Liability arising out of activities performed by or on behalf of the Contractor; products and completed operations of the Contractor; or automobiles owned, leased, hired or borrowed by the Contractor.
 - 2 The Contractor’s insurance coverage shall be considered primary insurance as respects the County, its officials, employees and volunteers. Any insurance or self-insurance maintained by the County, its officials, employees or volunteers shall be excess of Contractor’s insurance and shall be non-contributory.
- C All Coverages
 - 1 The Contractor shall provide a Certificate of Insurance to the County with a notice of cancellation. The certificate shall indicate if cover is provided under a “claims made” or “per occurrence” form. If any cover is provided under claims made from the certificate will show a retroactive date, which should be the same date of the contract (original if contact is renewed) or prior.

V. **SUBCONTRACTORS**

Contractors shall include all subcontractors as insured under its policies. All subcontractors shall be subject to the requirements stated herein.

CERTIFICATE HOLDER: Alachua County Board of County Commissioners

The Certificate of Insurance must contain the following:

Department Contact: **Larry Sapp**
Department: **Budget and Fiscal Services**
Dept. Contact Phone: **352.374.5202**
Dept. Contact Email: **lsapp@alachuacounty.us**
Bid: **20-953 Technical Consultant for the County Administration Building**

Exhibit J - Corporate Resolution Granting Signing Authority & Authority to Conduct Business

Turner & Townsend GOV LLC

(Insert Name of Corporation)

CORPORATE RESOLUTION GRANTING SIGNING AUTHORITY AND AUTHORITY TO CONDUCT BUSINESS

The Board of Directors (“Directors”) of Turner & Townsend Gov LLC, a subsidiary of Turner & Townsend Ins. a

(insert name of company)

Delaware

corporation (the “Corporation”), at a duly and properly

(insert state of incorporation)

held meeting on the 4th day of October, 2019, did hereby consent to, adopt, ratify, confirm and approve the following recitals and resolutions:

WHEREAS, the Corporation is a duly formed, validly existing corporation in good standing under the laws of the State of Delaware and is authorized to do business in the State of Florida; and

WHEREAS, the Corporation desires to grant certain persons the authority to execute and enter into contracts and conduct business on behalf of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that any of the following officers and employees of the Corporation listed below are hereby authorized and empowered, acting along, to sign, execute and deliver any and all contracts and documents on behalf of the Corporation, and to do and take such other actions, including but not limited to the approval and execution of contracts, purchase orders, amendments, change orders, invoices, and applications for payment, as in his or her judgment may be necessary, appropriate or desirable, in connection with or related to any bids, proposals, or contracts to, for or with to Alachua County, a charter county and political subdivision of the State of Florida:

NAME

TITLE

James McDade

CFO

John Robbins

Managing Director

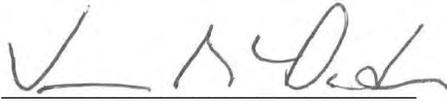
NAME

TITLE

BE IT RESOLVED THAT, these resolutions shall continue in full force and effect, and may be relied upon by Alachua County, until express written notice of their rescission or modification has been received by the Procurement Manager of Alachua County. Any revocation, modification or replacement of these resolutions must be accompanied by documentation satisfactory to the Procurement Manager of Alachua County, establishing the authority for the changes.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 26th day of February, 2020, and do hereby certify that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors of the Corporation and that said meeting was held in accordance with state law and the Bylaws of the Corporation, and that the resolution is now in full force and effect without modification or rescission.

(Corporate Seal) Secretary of the Corporation

By: 

James McDade

(Print Secretary's Name)

Exhibit K,L - Sample Professional Agreement, Professional Services Evaluation Handbook

Exhibits K and L have been omitted from
this proposal per a conversation with
Larry Sapp on February 28, 2020

Alachua County Small Business Certification



**Alachua County Board of
County Commissioners**
Equal Opportunity Office

BARTH ASSOCIATES, LLC.

is Certified as a Small Business
Enterprise Under the Provisions of
Section 22, Alachua County Ordinance 06-28
from July 15, 2019 to July 15, 2020

Jacqueline Chung
Jacqueline Chung
Equal Opportunity
Manager

Chad S. Chitt

Chair
Alachua County Board of
County Commissioners

Equal Opportunity Policies and Practices

Policy Statement

Equal Opportunities

Turner & Townsend Limited is committed to providing equal opportunities in employment and to avoiding unlawful discrimination in employment or to clients.

The Company will avoid unlawful discrimination in all aspects of employment including recruitment, promotion, opportunities for training, pay and benefits, discipline and selection for redundancy.

Job applicants or employees will receive equal treatment regardless of sex (which may include gender reassignment), pregnancy, colour, race, nationality, ethnic or national origins, sexual orientation, disability, age, religion or belief, or because someone is married or is a civil partner. This Policy Statement aims to advance Turner & Townsend Ltd's business objectives by ensuring that people are treated solely on the basis of their merits, abilities, and achievement of results.

It applies to all people recruited specifically for, and engaged solely on, Turner & Townsend Ltd's business, regardless of their employment status.

This Policy Statement is integral to fair and effective management, is part of Turner & Townsend Ltd's Business Management System and is implemented through Management System Procedures which meet the requirements of BS EN ISO 9001 : 2008

Compliance with this Policy Statement is mandatory and responsibility rests with all Directors and employees. Every employee is required to assist the Company to meet its commitment to provide equal opportunities in employment and avoid unlawful discrimination.

Signed:

T Wray
Chairman
July 2010

Verifiable References

Project	Role	Location	Date Completed	Overall Project Cost	Project Team Members who performed work	Contact Person & Phone Number
Santa Rosa Administration Building	<p>Cost Estimating Services for construction, operations and maintenance and life cycle costs.</p> <ul style="list-style-type: none"> Working with the design team to establish key performance drivers of the various buildings for a 1st phase feasibility estimate to inform the business case. Providing cost input into the procurement options appraisal or value for money exercise, assisting in defining the value of risk transfer incorporated within the different procurement options. Undertaking value engineering exercises with the Client team and the design team, in order to give confidence that the costs are reflective of the design efficiencies being developed. During procurement, providing pre-tender budget updates and assessment of tender returns from a construction, operations and maintenance and life cycle cost perspective. During construction, providing change order review, making sure the Client is only paying for genuine changes in scope, including the ongoing operations, maintenance and life cycle costs. 	Sonoma County, California	2020 - ongoing	Confidential	Belinda Edwards, Turner & Townsend	Richard Kerrigan Project Finance Advisory Limited 16A Funston Avenue The Presidio of San Francisco, San Francisco, CA, 94129 P: +1 415 580-5206 C: +1 415 988-1717 E: Richard.Kerrigan@pfalimited.com W:https://pfalimited.com/
UC Merced 2020 P3 Project	<p>P3 Project Finance Advisory</p> <ul style="list-style-type: none"> Advised on potential public and private delivery options; Crafted a financing strategy and business case; Developed campus-wide business and financial planning models; Procurement and negotiations support for the RFQ/RFP Created financial structuring and modelling of P3 for educational facilities; Drafted Key Performance Indicator (KPI) development 	Merced, CA	2014 – 2016	\$1,300,000,000 USD	Ernst & Young	Veronica Mendez 210.458.4201

Project	Role	Location	Date Completed	Overall Project Cost	Project Team Members who performed work	Contact Person & Phone Number
UC Merced 2020 P3 Project	Lender's Technical Advisor <ul style="list-style-type: none"> • Contracts review • Consortium Capability • Contractor replacement and Performance Security • Design review • Operations and Maintenance and Life Cycle cost review • Schedule Review • Financial model review • Payment Mechanism review • Post Financial Close Construction Monitoring 	Merced, CA	2016	\$1,200,000,000 USD	Belinda Edwards, Turner & Townsend Dominic Leadsom, Turner & Townsend	Jahred C. Kallop O: 516-882-4093 C: 267-496-7198
MacDonald Block - Office Complex Reconstruction Project	Schedule Management Services <ul style="list-style-type: none"> • Developed shadow schedule of the works schedule in order for the client to assess proposed works schedules from the proponents during the RFP process. • Monitored schedules for the enabling works projects prior to the main project. • Through the RFP process we assessed proponents proposed works schedules for the client's consideration. • Once the DBFM contractor was selected we continued to assess the draft works schedule. We are conducting monthly site reviews and commenting on schedule progress in monthly schedule reports. 	Ottawa, ON, CANADA	2016 – Onward	Confidential (North of \$500+M)	Turner & Townsend	Jesse Zuker, Director, Project Delivery, Infrastructure Ontario, Jesse.Zuker@infrastructureontario.ca

Project	Role	Location	Date Completed	Overall Project Cost	Project Team Members who performed work	Contact Person & Phone Number
Rehabilitation of Centre Block, the crown jewel of Canada's Parliamentary Precinct	<p>Cost-Time-Risk consultant</p> <ul style="list-style-type: none"> • Providing oversight and integration of the design, construction and program costs, and schedule of the multiple projects included in this program. • Providing integrated risk management to drive a successful outcome to the program. • Developing a strategy for a fully integrated and robust performance measurement baseline, described in terms of scope, schedule, cost, risk, and opportunity. 	Ottawa, ON, CANADA	2017 - 2029	Multi-Billion CAD\$ Program	Belinda Edwards, Turner & Townsend Dominic Leadsom, Turner & Townsend	Amy Maltby PSPC – Department of Public Works and Government Services Canada A/Supply Team Leader, Parliamentary Precinct Acquisition Services Division (PPASD) Centre Block Rehabilitation Project +1 (613) 990 8172 Amy.Maltby@tpsgc-pwgsc.gc.ca
City of Los Angeles – LA Civic Center Master Plan & LA Street Civic Building P3 Analysis	<p>P3 Financial Advisor</p> <ul style="list-style-type: none"> • Provided financial and commercial advice on the delivery of a phased master plan approach to consolidation of city real estate • Advised on the feasibility of delivering a major new city office building (LA Street Civic Building) using potential DBFOM delivery • Analyzed space consolidation and prepared various real estate strategy options • Advise on potential P3 delivery for components of the master plan 	Los Angeles, CA	2016 – 2019	TBD	Jay Gillespie, Ernst & Young	Jacqueline (Jaki) Vernon Wagner Chief Administrative Analyst Asset Management Group - Office of the CAO 200 N. Main Street Los Angeles, CA 90012 jacqueline.wagner@lacity.org (213) 473-7583

Project	Role	Location	Date Completed	Overall Project Cost	Project Team Members who performed work	Contact Person & Phone Number
UC Merced 2020 P3 Project	Lender's Technical Advisor <ul style="list-style-type: none"> • Contracts review • Consortium Capability • Contractor replacement and Performance Security • Design review • Operations and Maintenance and Life Cycle cost review • Schedule Review • Financial model review • Payment Mechanism review • Post Financial Close Construction Monitoring 	Merced, CA	2016	\$1,200,000,000 USD	Belinda Edwards, Turner & Townsend Dominic Leadsom, Turner & Townsend	Jahred C. Kallop O: 516-882-4093 C: 267-496-7198
City of Gainesville, FL	Dr. David Barth has provided continuing planning, facilitation, and outreach services to the City of Gainesville since leading the development of the City's Parks, Recreation, and Cultural Affairs (PRCA) Master Plan in 2010, which led to the passage of the Alachua County/ City of Gainesville \$130M Wild Space Public Places ½ cent sales tax referendum. In addition, the facilitation and outreach services provided during the master planning process included City Commission workshops and presentations, advisory committee workshops, public workshops, stakeholder interviews, focus group meetings, visioning workshops, implementation workshops, and surveys	Gainesville, FL	2010 – Ongoing	N/A	Dr. David Barth, Barth Associates, LLC Terry A. Clark, Barth Associates, LLC	Michelle Park Former Assistant Director, City of Gainesville Parks , Recreation, and Cultural Affairs Department/ Wild Spaces and Public Places Program 4 Hannah Cole Dr. St. Augustine, FL 32080 (614) 595-0395 parkma72@gmail.com

Project	Role	Location	Date Completed	Overall Project Cost	Project Team Members who performed work	Contact Person & Phone Number
<p>City of Port St. Lucie, City's annual Strategic Plan update, and for the City's Parks and Recreation Master Plan.</p>	<p>Barth Associates has provided continuous public outreach, facilitation, and planning services to the City of Port St. Lucie over the past three years for the City's annual Strategic Plan update, and for the City's Parks and Recreation Master Plan. Outreach services have included the planning and facilitation of City Council retreats, senior staff retreats, department retreats, advisory committee workshops, public workshops, stakeholder interviews, surveys, focus group meetings, visioning workshops, and implantation workshops. Services have also included the development of summary reports, executive summaries, and PowerPoint presentations to summarize and discuss findings and conclusions. Follow-up services have included project management training, project charters and plans, implementations strategies, and action plans.</p>	<p>City of Port St. Lucie, FL</p>	<p>Ongoing</p>	<p>N/A</p>	<p>Dr. David Barth, Barth Associates, LLC Terry A. Clark, Barth Associates, LLC</p>	<p>Kate A. Parmelee Strategic Initiatives Director City Manager's Office City of Port St. Lucie 121 S.W. Port St. Lucie Blvd. Port St. Lucie, FL 34984 Office: 772.344.4196 Cell: 772.281.9986 E-mail: KParmelee@cityofpsl.com</p>
<p>Town of Jupiter, FL – Indoor Recreational Space</p>	<p>Barth Associates provided outreach and facilitation services to conduct a needs assessment for a potential new recreation / community center for the Town of Jupiter, FL. Specifically, the Town wished to determine if a need existed for an additional 30-60,000 sf of indoor recreation space. Outreach services included Council and stakeholder interviews, focus group meetings, surveys, and public workshops. Barth Associates prepared and presented summary findings to staff and Council</p>	<p>Town of Jupiter, FL</p>	<p>2019</p>	<p>N/A</p>	<p>Dr. David Barth, Barth Associates, LLC Terry A. Clark, Barth Associates, LLC</p>	<p>Kristin Fitzgerald-George Director of Recreation & Neighborhood Services 200 Military Trail, Jupiter Florida 33458 Phone 561.741.2328 Web www.jupiter.fl.us/recreation Email kristing@jupiter.fl.us</p>
<p>New York State Insurance Fund (NYSIF), New York State Insurance Fund Headquarters Renovation & Workplace Improvement</p>	<p>CSA provided the following project and construction management services:</p> <ul style="list-style-type: none"> • Programming & Planning • Architecture/Interiors • MEP Engineering • Fire Protection Engineering • Structural Engineering 	<p>Albany, NY</p>	<p>2019</p>	<p>\$85,000,000</p>	<p>Jamie Fournier, CSA</p>	<p>Alan Angelo Contract Management Specialist NY State Insurance Fund 15 Computer Drive West Albany, NY 12205 (518) 437-4291 aangelo@nysif.com</p>

Project	Role	Location	Date Completed	Overall Project Cost	Project Team Members who performed work	Contact Person & Phone Number
<p>The Port Authority of NY & NJ/ Ronnette Riley Architects,</p> <p>Port Authority Corporate Offices 2 Montgomery Street</p>	<p>Scope of engineering services included:</p> <ul style="list-style-type: none"> • A complete set of construction documents and construction administration services. • HVAC • Life Safety Systems • Electrical • Lighting • Data Wiring/Telephone/Security • Plumbing • Fire Protection Systems (sprinklers) 	<p>Jersey City, NJ</p>	<p>2011</p>	<p>\$6,300,000</p>	<p>N/A</p>	<p>James Carlin</p> <p>Project Manager PA NY & NJ</p> <p>(917) 418-3397 jcarlin@panynj.gov</p>

Resumes

Resume

James E. Murphy, P.E., M.B.A., C.C.M, LEED, AP



Discipline

Project Management

Grade

Director

Qualifications and awards

Licensed Professional Engineer: P.E. NYS

LEED BD+C: Leadership in Energy and Environmental Design, fully accredited.

CMAA Construction Management Association of America (On Board of Directors-Currently Vice President of the NY/NJ Metro Chapter)

Certified Construction Manager – CCM

ASCE American Society of Civil Engineers

USGBC US Green Building Council

Memberships

CMAA – Board of Directors -13 Years

ACE Team Mentor

Regional experience

North America – 25 years

Capability summary

Jim is a seasoned Program and Construction Management Executive. His qualifications include 24 years of professional program and construction management and engineering experience; successfully leading projects, programs and regional business lines.

Before joining Turner & Townsend, Jim served as the Vice President and Business Line Leader for PMCM in the North East Region for a Major Global Engineering firm. The Northeast and NYC Metro region combined consist of more than 1,000 PMCM Professionals working on a vast range of Pre-Construction, Procurement, Construction and Commissioning projects encompassing the entire design and construction life-cycle. Crucial parts to his role as business line leader were growth manager, P&L manager, client strategic planner, educator, coach and supporter for all the professionals working with him.

Jim has been an educator for his entire career. Starting with mentoring young athletes at NYU and Hunter College as their throwing events coach for a combined ten years. He is heavily involved with CMAA, the Construction Management Association of America; and is currently the President of the New York/New Jersey Metro Chapter.

Key technical competencies

- PMCM Business Development
- Capital Program Management
- Program & Project Delivery
- Program Cost Management
- Program Document Control
- Project Management
- Cost Management
- Construction Management

Highlighted sector experience

List up to five sectors in which you have significant experience – delete this paragraph once completed. E.g.:

- **Real Estate**
 - Public Buildings (New & Rehabilitation)
 - Government
 - Education
 - Life Sciences
 - Technology and Manufacturing (Fiber Optics, Wireless Communication, Manufacturing Process Corporate & Office)
 - Cultural & Heritage
 - Health
 - Justice and Emergency Services
 - Program Management
- **Infrastructure**
 - Water
 - Bridges & Highways
 - Defense
 - Utilities
 - Rail

Systems and tools capability

- Primavera (Experienced)
- MS Project (experienced)
- MS Excel (experienced)
- MS Project (experienced)
- MS Power Point (experienced)
- REVIT (Experienced)

Specialized Training

- Sustainable Design In Accordance with LEED Certification Standards BD-C.
- NYSDOT-Region 11 MPT Training: Maintenance & Protection of Traffic Advanced Training
- OSHA Safety training, 10hr & Scaffolding

Presentations

- Presentation to ASCE on integration of new technology into Construction Management, BIM, Cloud Computing, Share point sites.
- Presentations to Public Clients including the DDC, SUCF, SCA, Nassau County DPW & NYSDOT
- Presentations to Internship Students Attending Manhattan College:

Real Estate

Public Buildings (New & Rehabilitation)

NYCHA Program– Coney Island 4 Developments Reconstruction and Resiliency program, CDBG-HUD Program. VP/Project Executive – New York, NY

Project value: - \$450,000,000

Responsible for the management of the design, pre-construction, procurement and construction of more than 53 buildings being rehabilitated after Superstorm Sandy. We conservatively estimate that the preconstruction services; performed on their behalf, saved NYCHA more than \$25,000,000 by identifying serious design challenges and proposing cost effective construction solutions.

NYCHA is currently underway with construction on Coney Island 1 & 2 and have bid out Gravesend development which constituted more than half of the budgeted work. Construction at the four developments will occur simultaneously at staggered intervals requiring coordination of multiple contractors under multiple contracts through one (1) PMO structure.

NYCHA – Major Renovations at the Harlem River Houses - Sr. Program Manager - New York, NY

Project value: - \$22,500,000

Responsible for the coordination of design and constructability elements for this landmarked project. Successfully organized the project team in the documentation of issues during the preconstruction process in preparation for bidding.

Worked with NYCHA Office of Design and the Technical Services Unit to ensure all elements of the existing conditions were addressed in the bidding documents so that bidding and pricing procedures, as mandated by NYCHA were followed.

NYCHA - Ravenswood Houses, Exterior Brickwork Restoration and Roof Replacement - Senior Program Manager - Astoria, Queens, NY - 01/2013

Project value: - \$31,000,000

Senior Program Manager - Provided Construction Management as Agent-for the NYCHA 7-story development involving exterior brickwork restoration and roofing replacement with HazMat related work for 31 residential buildings.

Government

General Services Administration, Region 1- Boston: John A. Volpe Land/Building Exchange Development Agreement – Served as VP and Principle in Charge (PIC)

Project value: - \$750,000,000

As the PIC; managed the development, procurement and execution of a comprehensive, \$750 Million, exchange agreement between the US Government (GSA) and MIT where the GSA agreed to transfer building rights to MIT on a 14 acre parcel of land in Cambridge Mass, on Kendell Square after MIT had built the GSA and USDOT a new 23 story facility.

Managed the coordination of all stake holders including design, developer, contractors, GSA and multiple USDOT departments to distill the needs and best practices necessary for a successful program.

Nassau County Department of Public Works - Nassau County Police & Fire Communications Center - Sr. Program Manager - Westbury, NY

Project value: - \$75,000,000

Work included the complete rehabilitation of a previous warehouse complex of four buildings, converting one building into a two story 180,000sf county critical police and fire dispatch facility as part of a two phase project and the other buildings into vehicle storage, radio communication and Fire Marshal's office space; all with an eye towards sustainable design. Additionally, a 230' radio communications tower was installed on site to feed the dispatch area.

James E. Murphy, P.E., M.B.A., C.C.M, LEED, AP

Responsible for the entire program and interface with client, contractors and coordination with end users. Provided pre-construction design reviews with architectural, structural and MEP designers. Implemented management and coordination for this two phase, Phase I & Phase II, project where at one point there were 13 prime Wicks Law contractors.

Prepared, estimated and developed all change orders and contract change information for the client. Drafted, finalized and implemented a fully executed Project Labor Agreement (PLA) to promote and maintain labor harmony between unions and non-union contractors working on this project. Developed and maintained the project schedule.

Higher Education

Stony Brook University – New Computer Science Centre – Project Executive, Stony Brook NY

Project value: - \$50,000,000

The focus of the project was in providing practical solutions to both complexity and sustainability. Responsible for the management of the project from pre-design through construction.

Working with the AE, we asked how a new computer science centre with all its very specific labs could be managed to meet a LEED Silver certification. Building materials were produced locally with high levels of recycled content and with low-emitting paints, coatings, adhesives, sealants and flooring systems installed. The project recycled a minimum of 50% of construction and demolition waste, thereby diverting the waste from local landfills.

The project was constructed as an infill within the active Stony Brook campus and was surrounded by operating teaching facilities, other student facilities and parking lots. Minimal disruption of the learning environment was of paramount concern. To achieve this, a detailed logistics plan was developed to establish the construction site, staging and lay down areas for material deliveries and equipment placement. In general, the extensive preconstruction activities, including site logistics, constructability review and early coordination with

the Commissioning Agent, contributed significantly to the project's success.

One of the major complexities was the tie-in to the existing campus heating system. The project was designed to utilize campus high temperature hot water (HTHW). To facilitate this component, deep excavation was performed, traversing through approximately 1500 feet of student walking paths, bus routes, and HTHW tunnels connecting twin 16-inch pipes to existing HTHW piping. Subsequent to the installation was the final paving and area restoration.

A P3 CPM was developed to closely monitor the progress of the project. Loaded into the schedule was a complete work breakdown structure inclusive of associated durations and manpower requirements. Mini schedules utilizing Primavera were developed to monitor short duration tasks.

A storm water reclamation system was developed to capture enough rainwater to meet 100 percent of the building's demand for potable water while reducing the resulting storm water runoff.

The building included a high-efficiency curtain wall system and passive solar shading louvers that, combined with high-performance mechanical and lighting control systems, resulted in a 28% energy savings annually over a comparable building as required by the New York State Energy code.

Energy-efficient magnetic bearing chillers were used for comfort cooling and close-coupled in-row cooling systems were used for the data centers minimizing overall transport energy

The use of artificial lighting was minimized via the use of natural daylighting;

The use of "Go to Meetings" and FaceTime were utilized to mitigate the costs of scheduling numerous site visits by the design professionals; issues that required immediate resolution were handled through the use of iPhones and tablets for immediate resolution.

Data management and retrieval was accessed by any contractor with the iPhone or iPad. Contractors

James E. Murphy, P.E., M.B.A., C.C.M, LEED, AP

had access to drawings, RFIs and submittals at the workplace.

Lastly, during the punch list phase, a third-party software application was utilized whereby punch listing was generated through photos, description and location by superimposed drawings, all facilitated with the use of an iPad or tablet and was complemented utilizing a smart board.

Life Sciences

SUNY Downstate Project– Rehabilitation of Complex Wide HVAC Systems for Animal Labs, Hospital, Education, Research Facilities and Multiple Office Space Locations – Project Executive - Brooklyn, NY

Project value: - \$30,000,000

Responsible for the successful organization of the program profile to coordinate the needs and requirements for SUNY Downstate Research and hospital complex in Brooklyn.

Project encompassed the design, pre-construction, construction and completion of several high profile projects for the State University Construction Fund (SUCF) on the SUNY Downstate Medical and Research Campus. This project includes the complete rehabilitation of existing, active, animal research facility utilizing a multi phased approach to keep the facility operating and generating revenue throughout the construction design, planning and execution process.

The program impacted the entire existing 10 story building. The construction area included a total of 100,000 GSF of phased construction. Work which included a hypersensitive HVAC system that required a 2 degree +/- temperature range and a 10% range for humidity in all animal rooms to meet their accreditation agency (AAALAC) standards for animal housing and research. In addition there were diverse animal watering system requirements, ventilated rack systems for mice housing and high impact and resistance wall and floor finishes.

The security system being deployed for the project tracked both animal and human/researcher movements throughout the facility and denied access to individual researchers and campus personnel from specific rooms.

As Sr. Program Manager, was directly responsible for the entire program, managing a staff of five. Acted as SUCF's direct interface with client on campus, with the contractors and responsible for coordination with researchers and end users of the facility. Responsibilities also include the preparation of all change order estimates for field conditions and owner requested changes in scope of work for SUCF final processing.

Provided outlet for labor disputes and labor harmony on the project between trades through working labor panel which Jim chaired. Developed and maintained the program schedule with the contractor to assure a timely completion of each phase of the project. The program is currently completing the final Phase, Phase III

Technology and Manufacturing (Fiber Optics, Wireless Communication, Manufacturing Process)

AT&T Wireless Services Trident Program - Cell Site Upgrades and 3G Projects - Sr. Program Director of Operations - New York, NY

Project value: \$72,000,000

As consultant for AT&T Wireless on an annual \$24 Million program to upgrade more than 400 Tri-State system critical cell sites with adequate and uniform cooling capacity, battery backup capacity and updated 3G antennas. Responsibilities included managing a field staff of 15 technicians to implement the new radio installations at the individual cell sites.

Coordinated all the installation with AT&T and achieved no loss of revenue or site downtime as a result of our work. In addition was responsible to hire and hold contracts for 18 qualified contractors in the tri-state area to perform emergency response service and MEP installations for more than 400 cell sites in the AT&T wireless system.

James E. Murphy, P.E., M.B.A., C.C.M, LEED, AP

Was successful in standardizing AT&T's core site system, hardening their ability to sustain operation and recover from major outages and events. In addition to the Trident Program, Mr. Murphy was responsible to manage the installation and implementation of in-building wireless systems for high rise buildings in Manhattan, managing procurement, subcontractors bid prices, payment to subcontracts, and managing monthly P&L of projects.

Metromedia Fiber Networks Fiber Backbone Installation for the North East Corridor, New York City to Washington D.C., White Plains, NY

Project value: \$75,000,000

Responsible for the installation of a 265 mile long 864 count fiber optic backbone system from New York to Washington D.C. via the New Jersey Turnpike and Garden State Parkway.

Responsibilities included managing the design, construction, implementation of all backbone, lateral, OSP & ISP project construction projects for MFN. Developed all bidding materials, defined scope of work, identified industry partners and entered into contact utilize CSX right of way to install the system underground in the most efficient manner. Was responsible to hire contractors, payment of contractors, providing QA/QC of all work completed and updating and maintaining project as-builts, CAD mapping system, budgeting and schedules.

Responsible to maintain project budget and making frequent client presentations to the board of directors on work progress based on completion deadline. Prepared status reports with regard to each portion of the program, conducted preliminary site acquisition every 40 miles along the diverse fiber routs, developed site drawings & obtained municipal approvals at community board meetings for fiber regeneration facilities construction on a site by site basis. Also negotiated new and existing contacts with clients and vendors

Infrastructure

Water

New York City Department of Design and Construction – NYCDDC – QED-989 - Project Executive - REI replacement of Water Main in Various Locations - Queens, NY

Project value: \$36,000,000

Project Executive for the installation of 24 miles of various size water mains, valves and castings in various locations in Queens. Managed a staff of eight persons including Resident Engineer, Office Engineer, Sr. Inspectors, inspectors and a CC. projects.

New York City Department of Design and Construction – NYCDDC – QED-1001 - Project Executive - REI replacement of Water Main in Various Locations - Queens, NY

Project value: \$22,000,000

Project Executive for the installation of 15 miles of various size water mains, valves and castings in various locations in Queens. Performed change order work to rapidly accommodated for the cross connection of water systems to allow for major pump locations in Queens-Jamaica water system to be upgraded. . Managed a staff of seven persons including Resident Engineer, Office Engineer, Sr. Inspectors, inspectors and a CCL.

New York City Department of Design and Construction – NYCDDC – QED-992 - Project Executive - REI replacement of Water Main in Various Locations - Queens, NY

Project value: \$15,000,000

Project Executive for the installation of 7.1 miles of various size water mains, valves and castings in various locations in Queens. Work has been performed on two different areas: Jamaica Estates, with an estimated 15,500 LF of water mains and Queens Boulevard, between Simonson Street and 63rd Drive, with an estimated 22,000 LF of water mains. Managed a staff of six persons including Resident Engineer, Office Engineer, Sr. Inspectors, inspectors and a CCL.

Bridges & Highways

Rehabilitation of Bruckner Interchange – Resident Engineer New York, NY]

Project value: \$280,000,000

Area Resident Engineer in charge of a \$60,000,000 portion of the rehabilitation of the Bruckner Interchange project including 14 bridges and four major highways in the Bronx, NY. Worked as the Construction Project Manager in charge of 8 inspectors for the grade work and four connector bridges on this project. Responsible for all work done in the specified area, change order investigation, preparation and presentation for approval by NYSDOT Region 11, management of design modifications and review and approval of RFI's with the engineer of record.

Rehabilitation of South Inner and Outer Roadways on Williamsburg Bridge – Resident Engineer – Brooklyn/Manhattan, NY

Project value: \$365,000,000

Resident Engineer – Brooklyn/Manhattan, NY - \$365,000,000: This rehabilitation project that included the demolition on installation of new approach spans and new main spans for the Williamsburg Bridge. Resident Engineer responsible for field engineering and fabrication of all new floor beams, continuity plates and Orth entropic deck to maintain progress of work on tight schedule, site and work coordination. In addition, responsible for the management of the collection of documentation for the billing of \$200 Million of T & M sheets resulting from a lead injunction imposed by the NYCDOT. Developed and implemented a new means and methods plan to accelerate the project after the injunction to maintain project schedule by increasing work force and equipment on site.

Emergency Repairs to the Gowanus Expressway – Chief Inspector of Consultant Resident Engineering- New York, NY

Project value: \$15,000,000

Performed work to remove and replace full depth concrete sections of the Gowanus Expressway where excessive wear was evident. Also, inspected and flagged sections of the structural steel that needed repair. Coordinated shop drawings for

review and approval and coordinated field work effort. Prepared change orders for review and approval by NYSDOT.

Rehabilitation of West Fordham Road Bridges over the Major Deegan Expressway and Metro-North Railroad - Office Engineer/Sr. Field Inspector - New York, NY

Project value: \$20,000,000

Responsible for the reconstruction of the West Fordham road bridges over the Major Deegan Expressway and Metro North Rail Road station. Responsible for detailed document control of all information on the project. Reviewed, input and approved payments to the contractors and performed field inspection and coordination with utilities and NYC & NYS DOT. Performed change orders for review and approval by the NYSDOT. Managed a staff of eight persons including Resident Engineer, Office Engineer, Sr. Inspectors, inspectors and a CCL.

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Resume

Yousef R. Salama

Discipline

Advisory

Grade

Associate Director

Qualifications

BA (Hons), MPA,

Regional experience

Canada – 7.5 years; United States – 2 years

"We've had the fortune and pleasure of dealing with Yousef from the onset of our project, to the development of our business case, and throughout our procurement stages... Yousef's expert knowledge, sound advice, and tenacity in helping us overcome certain challenges is matched by his thoughtfulness and wonderful enthusiasm. Above all, Yousef is an exceptional leader who has skilfully fostered a true sense of partnership between the City and PPP Canada – we feel at times that we are all of the same organization working together to achieve a common objective." – Rob Costanzo, Manager, Operations, City of Surrey Organics Biofuels Processing Facility

Capability summary

Yousef is an Associate Director based in New York City, NY. He has nearly 10 years' experience in the alternative delivery space, including use of Public-Private Partnerships covering a diversity of infrastructure sectors including water and wastewater, transit, local roads, solid waste management and mixed-use development in Canada and the United States. Yousef has been based in United States for the past two years.

Yousef has provided advice to procuring authorities throughout North America at all levels (local, provincial/state and federal) using

Yousef R. Salama

alternative delivery models for nearly 10 years. Yousef has been involved in procurement / delivery options analysis, risk identification and analysis, value for money assessments, establishing project charter and governance models, developing full suites of tender and evaluation documents and providing advice through to contract signature.

Over the last 10 years, Yousef has provided advice to the Public Sector on more than 15 P3/PPP projects across North America, with a combined capital value of over US\$20bn, including \$6.5B West Santa Ana Branch Light Rail Transit Project, the \$4.4bn Gordie Howe International Bridge, and the \$140M single room occupancy (SRO) Renewal Initiative project.

Key technical competencies:

- Project Governance and Strategy
- Alternative Procurement and Delivery
- Risk Assessment & Risk Management
- Business Cases and Procurement Options Appraisal
- Procurement Development and Due Diligence

Highlighted sector experience:

- Transportation (Air, Rail, Bridges, Roads)
- Water and Wastewater
- Solid Waste Management
- Airports
- Public Housing

Systems and tools capability

- Microsoft Office (competent)
- MS Project (competent)

Transportation

Bridges

New Bridge over the St. Lawrence Project, Montreal, QC

2014 – 2016

Yousef co-led a team evaluating bid proposals; responding to Request-for-Information (RFIs) from bidders; performing due diligence on bid documents; analyzing and modelling traffic flows and volumes; assessing current and future economic development activities in the region; and, authoring white papers on complex procurement matters during the procurement open period for senior decision makers. The NBSL project. The corridor-wide \$4.2bn project includes a 2.0 mile new bridge for the St. Lawrence, a new île des Soeurs Bridge and reconstruction and widening of the federal portion of Autoroute 15.

Gordie Howe International Bridge, Windsor, ON and Detroit, MI

2015 - 2016

Yousef provided key support and developed recommendations to the Treasury Board Secretariat and the Department of Finance on project-related issues including land use planning, community benefits, governance design, utilities relocation, geotechnical investigations, land acquisition, project affordability, and RFP evaluation criteria; supported due diligence activities on procurement documents; and, lead the financial analyses on construction period payments, currency impacts and, the potential cost of property acquisition delays. There are four components to the \$4.4bn Project: The 1.5 Mile Bridge, Canadian and US Port of Entry facilities and improvements to the I-75 interchange. The Project is one of the largest infrastructure projects in North America.

Water and Wastewater

Saint John Clean Drinking Water P3, Saint John, NB

2013-2015

Yousef led PPP Canada's Project Development Team, for this project that included the construction of a new water treatment plant with 75 million liters per day capacity and a new storage reservoir with 33 million liters capacity; various water transmission improvements including rehabilitation of, and improvements to water sources at the Robertson Lake and Latimer Lake dams and intakes; installation of new water transmission mains and rehabilitation of selected existing water transmission mains; and upgrades to existing pumping stations.

City of Sudbury Biosolids Processing Facility, Sudbury, ON

2010-2012

Yousef led PPP Canada's Project Development Team, evaluating this \$65m biosolids treatment for P3 delivery. Yousef met with public officials and advised on permitting, environmental assessments, wastewater effluent and biosolids regulatory requirements and energy matters; reviewed site plans; assessed the feasibility of project proposal and identified needed changes to the city's project team; modelled various commercial and financial structures for presentation to senior level financial administrators; co-designed the city's project governance structure; and, authored a funding recommendation highlighting the project's benefits, risk profile and funding and financing structure for PPP Canada's Board of Directors to review and make a funding decision.

Other Water and Wastewater projects:

- Regina Wastewater Treatment Facility (2015-2016)
- Hamilton Biosolids Project (2015-2016)

Infrastructure

Rail

West Santa Ana Branch (WSAB) Light Rail Transit Project, Los Angeles, CA

November 2017 – September 2019

Yousef led LA Metro's P3 initiative for this \$6.5bn project, evaluating various project delivery models, undertaking risk assessment, and establishing project governance. The project includes 20 miles of new LRT track, 10 stations (1 at-grade, 7 aerial and 2 below grade), 1 maintenance and storage facilities, the supply, operation and maintenance of vehicles.

East San Fernando Valley (ESFV) Light Rail Transit Project, Los Angeles, CA

January 2019 – September 2019

Yousef led LA Metro's P3 evaluation of the project including, conducting market soundings, risk analysis and quantification and value-for-money assessments; establishing project governance, managing external advisors; and, communicating project outcomes and status updates with our effected communities. The project includes 9.2 miles of new LRT track, 13 at-grade stations (1 at-grade, 7 aerial and 2 below grade), 1 maintenance and storage facilities, the supply, operation and maintenance of vehicles.

East Rail Maintenance & Storage facility, Toronto, ON

June 2013 – October 2014

Yousef led PPP Canada's Investment team for a funding contribution on this LEED Silver certified, \$500m rail maintenance facility. At more than 750,000 ft², the Project accommodates light and heavy train maintenance work, provide additional train storage to support GO transit's planned service expansions, and provide daily maintenance to passenger trains.

Roads

North Commuter Parkway & Traffic Bridge P3, Saskatoon, SK

January 2015 – October 2015

Yousef co-led the PPP Canada's investment team evaluating the commercial structure for a funding contribution on this \$250m project to deliver a new 4 to 6 lane arterial roadway, 2.1 km expansion/improvement of existing arterial roadways and a new 400m long 6-lane bridge across the South Saskatchewan River, as well as the demolition and removal of the existing Traffic Bridge superstructure and construction of a new steel parker through truss bridge in the same location as the current bridge

Tłı̨ch̨ All-Season Road Project P3, Whatı̨, NWT

2016 – 2017

Yousef co-led the development of the procurement options analysis for the Project and the development participated in developing the procurement documentation for the NWT government on this 97km road project including four new bridges and one large arched culvert.

Other road P3 projects:

- Chief Peguis Trail Extension (completed 2011)
- Regina Bypass Project (2012-2014)

Solid Waste Management

City of Surrey Organics Biofuels Processing Facility, Surrey, BC

2012-2014

Yousef led PPP Canada's Project Development Team for this \$68m, 80,000 tonne organics waste facility project. Now completed, the organics biofuel facility processes residential and commercial kitchen and yard waste into a renewable fuel, which will then be used to power vehicles, including the City's new fleet of 100% Compressed Natural Gas waste collection trucks. Yousef advised and educated municipal staff including the Project Manager on the alternative delivery models, reviewed cost estimates;

provided recommendations to complex procurement issues such as affordability, permitting, environmental and regulatory compliance, and risk allocation; provided strategic advice on short and long-term organic waste management solutions, power purchase agreements and revenue generation opportunities; prepared financial due diligence on costing estimates, capital and operating budgets; worked alongside City staff and external financial advisory to complete the P3 Project Business Case.

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Resume

Nitin Sabnis



Discipline

Cost Management

Grade

Associate Director

Qualifications

Professional Engineer
MS Civil Engineering
BS Civil Engineering

Memberships

Member ASCI
Member NSPE
Certified ACI
National Highway Certifications

Regional experience

USA – 25 years

India – five years

Capability summary

Nitin has more than 30 years of experience in the construction industry, which includes being employed by a consulting engineer and international and national general contractors.

The bulk of his project experience is located in the New York/New Jersey area. This experience includes public as well as private commercial and residential high rise buildings (core & shell and fit out), Rail Transportation, Transportation Hubs, Subway system, Tunnel, Hotels, Parking Structures, Research Labs, Bridges, Port, Piles, Asphalt & concrete roadway, water mains and sewer construction in high traffic areas requiring extensive maintenance and protection of traffic as per MUTCD, and marine construction. Nitin handled most of the public agencies within Federal, State and City from tristate area.

Nitin can handle conflicting priorities and multiple deadlines. He demonstrates initiative by looking for value-added ideas, approaches and recommendations to enhance existing methods and procedures in the construction and engineering fields.

Key technical competencies:

- Co Construction Management
- Construction Procurement
- Cost Management: Change Orders, Cost Control, Cost Estimating, Value Engineering
- Construction Claims
- Project Management & Engineering
- Commercial and Residential Fit outs
- Transportation Engineering: Bridge, Tunnel, Highway

Highlighted sector experience:

- Commercial (end-user & developer)
- Education (schools)
- Sports, leisure and hospitality
- Residential
- Transport (Air, Rail, Roads, Parking)
- Waste water management

Systems and tools capability:

- Prism (basic)
- Primavera (competent)
- MS Project (experienced)
- HCSS Estimating (experienced)
- On Screen Takeoff (experienced)

Property

Commercial corporate

Time Warner, Inc., 30 Hudson Yards, New York, NY

May 2014 - current

Associate Director with overall responsibilities for cost management of 10 stories Retail podium (1,000,000 GSF) and 70 stories height Tower A (2,852,744 GSF) for Time Warner headquarter building. Participate in the formal management coaching and training construction personnel, including first round recruitment interviews. Ensure that key information and learning knowledge entered into client's internal database. Responsible for preparation of capital budget, Determination of potential cost impacts and change order negotiations with builder, developers, executive construction managers and general contractors. Summarized and present monthly cost reports to upper management. Plan and manage many commercial and cost related components of the project from both holistic and detail perspective. Manage the procurement process, value engineering, LEED analysis and life cycle costing process. Provide leadership and direction to the commercial/cost management teams on projects of significant scale and complexity including planning and implementation of the cost management functions, such as, but not limited to: cost planning, estimating, benchmarking, cost control and reporting. Also responsible for assisting Client for adjustment in monthly Budget cost. Inform owner for major change in construction cost due to changes in contract. Attend daily meeting with contractors and architects. Determination of entitlement and potential cost/schedule impact. Managed anticipated costs and contingency. Perform monthly assessments and updates cost and schedule risks. Summarize and present cost information to upper management. Act as a primary, day-to-day client interface for all commercial and cost management issues related to the project, ensuring that client objectives are met through the delivery of value added cost management.

Nitin Sabnis

Goldman Sachs CSRE, Goldman Sachs World Head Quarters, New York, NY

2006-2010

Chief Estimator / Cost Control manager responsible for preparing Conceptual Budget Cost Estimate for Core & shell and Tenant Fit Outs for forty-Five Story state of the art Gold certification Green building (2,000,000 SF). Work include 47,000 ton steel superstructure, 1,900,000 SF metal decking, 81,000 CY of conc. superstructure, Glass & Stainless Steel Curtain Wall system with 4500 panels carry approximately 3 million pounds of aluminium over 670,000 SF facade, 5- 1000 ton centrifugal refrigeration plant on 13th floor, ice storage plant in basement 25,000 ton-hours of storage Emergency Power system, Buy-out for Electrical /Mechanical Equipment, HVAC and Plumbing. Demonstrate initiative by looking for value-added ideas, approaches and recommendations to enhance existing cost estimating. Also responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract. Conduct feasibility studies and write procurement report. Ensure that post contract cost variances and change control are managed effectively. Ensure final accounts are negotiated and agreed with all concern parties. Take lead role in interfacing with the client, construction mangers and sub-contractors. Lead cost management team, ensuing that they deliver on all the listed accountabilities. Ensure the production of monthly post contract cost reports and present them to the client. Participate in the formal management, coaching and training of cost engineers, including first round recruitment interviews, participation in resource management.

Goldman Sachs CSRE, Goldman Sachs Business Continuation Plan (BCP), New York, NY

2006-2010

Chief Estimator / Cost Control manager responsible for preparing Conceptual Budget Cost Estimate for trading Floors for emergency at

various locations in USA. Work includes demolition of existing building floors and interior finishes, Construction fire rating walls and demountable partitions, Pre-purchase of MEP Equipment & Furniture, revised HVAC and Plumbing as per G.S. standards. Demonstrate initiative by looking for value-added ideas, approaches and recommendations to enhance existing cost estimating and change order negotiations. Also responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract. Coordinate all business development activities for various business groups and senior management. Understand the 2+2 = 5 philosophy to identify and act upon cross-divisional opportunities. Attend relevant networking events and other promotional opportunities with various Goldman Sachs groups.

Deutsche Bank, Building Demolition, New York, NY

2006-2007

Chief Estimator responsible for conceptual cost estimate for forty-one story commercial bank headquarter damaged structurally during 9/11 attack. The work includes preparation of conceptual cost estimate, base line budget, cost negotiations with construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract.

Construction of Commercial and Residential Building Complex, India

1984-1988

Senior Project Engineer responsible for site construction administration for A/E firm which included overall site planning and project administration for commercial, residential and hotel/motel structures.

Nitin Sabnis

Education

New Jersey School Development Authority (NJSDA), Various New Jersey Schools, New Jersey

2012-2014

Estimating Coordinator responsible for preparing independent cost estimates for various New Jersey schools (K - 12 standards) for demolition and clean-up of existing buildings and built new schools under capital, Emergent and grants projects for New Jersey School Development Authority (NJSDA). Responsible for preparation of capital budget, Determination of potential cost impacts and change order negotiations with general contractors. Summarized and present monthly cost reports to upper management. Provide leadership and direction to the commercial/cost management teams on projects of significant scale and complexity including planning and implementation of the cost management functions, such as, but not limited to: cost planning, estimating, benchmarking, cost control and reporting.

Old Westbury College, New Construction, Stony Brook, NY

2008-2009

Chief Estimator responsible for performance of planning and Conceptual cost estimate for the Old Westbury College (150,000 SF). The work includes the demolition of existing commercial and residential buildings, construction classrooms, site landscaping, and research lab. Responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract.

Harvard University (Allston Development Group), Allston Science Complex, Boston, MA

2006-2007

Chief Estimator responsible for preparing Conceptual Budget Cost Estimate for World's first Stem Cell Research Lab (1,000,000 SF) for group of Nobel Prize Winner scientists Work includes

Construction Caissons, Slurry wall, steel piles, Structural steel Parking Garage Core & Shell for and fit outs four Science research labs, Vivarium, Electrical /Mechanical Equipment, HVAC and Plumbing, Light Enhancement System, lab fit-outstand Purchasing of Institutional Equipment. Handle conflicting priorities & multiple deadlines. Also responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract or market conditions.

Columbia University, Expansion Program, New York, NY

2006-2007

Chief Estimator responsible for performance of planning and Conceptual cost estimate for the Columbia University Campus Expansion Program. The work includes the demolition of existing commercial and residential buildings, construction classrooms, site landscaping, and research lab. Responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract.

Princeton University, Loop Road Reconstruction and Trunk Sewer Construction, Princeton, NJ

2000-2002

Vice President (Engineering, Estimating, and Operations) responsible for the Engineering, Estimating and Operation Department. Duties includes supervising work of two estimators and two project engineers and 20 field personnel for \$8.5 million, procuring material and equipment, scheduling labor, material and allocation of company equipment to various jobs; preparation of cost to complete reports; jobs close out, monthly financial statements & estimates, Value Engineering negotiations with clients, preparation of various contract documents, site safety.

Howell Township Board of Education, Construction of North and South Middle Schools, Howell, NJ

2000 - 2002

Vice President (Engineering, Estimating, and Operations) responsible for complete bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

Sports, leisure and hospitality

Goldman Sachs CSRE, Renovation of Embassy Suites Hotel, New York, NY

2010-2012

Chief Estimator / Cost Control Manager for Corporate Services and Real Estate, which is comprised of over 400 people, based in 38 offices, managing over \$2.3 billion in spend, 13 million square feet across 98 cities in 32 countries; and delivering a world-class work environment and services for the people of Goldman Sachs through Commercial Excellence, Service Excellence and Management Excellence. The work consists of Renovation of all 463 hotel rooms (complete demolition of interior finishes), 125 seats Hotel restaurant, 43,000 SF of entrance lobby and Atrium, Construction of new 5000 person conference halls/ ballrooms, replacement of external façade, New Roof top bar, 45,000 sf of new retail area such as Shake-shack, Artisanal Pizza, Asian Noodle Bar, Blue Smoke and Donny Meyer's grill and placement new green roof. The above mentioned changes will convert this three star hotel into four to five star state of art facility in downtown NY. 200,000 SF green roof, Glass & Stainless Steel Curtain Wall system, storefront replacement, new canopy, renovation of boiler & generator rooms, replacement of existing domestic and fire supply water tanks, remove and replace seven escalators, 2- 900 ton centrifugal refrigeration

plant on 15th floor, 25,000 ton-hours of storage Emergency Power System, buy-out for Electrical and Mechanical Equipment, HVAC and Plumbing. Also responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors, change order cost management. Inform owner for major change in construction cost due to changes in contract. Attend daily meeting with contractors and architects. Determination of entitlement and potential cost/schedule impact. Managed anticipated costs and contingency. Perform monthly assessments and updates cost and schedule risks. Summarize and present cost information to upper management. Act as a primary, day-to-day client interface for all commercial and cost management issues related to the project, ensuring that client objectives are met through the delivery of value added cost management.

Queens Museum, New Construction, Queens, NY

2008-2010

Chief Estimator responsible for performance of planning and Conceptual cost estimate for the Queens Museum, Queens (450,000 SF). The work includes the construction exhibition rooms, site landscaping, and Entrance Lobby. Responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract.

The Trump Organization, Trump Golf Course Site Development, Briar Cliff Manor, NY

1998-2000

Lead Estimator and Project Manager responsible for bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

Infrastructure: transport

Air

Port Authority of NY & NJ, LaGuardia Airport Modernization Program, Queens, NY

2009-2010

Chief Estimator responsible for performance of planning and Conceptual cost estimate for The Port Authority of NY and NJ for modernization program of LaGuardia Airport, NY on as needed basis. Responsible for preparation of Conceptual Budget Estimate for Bump-outs, demolition of existing commercial and residential structures, and development of modernization of LaGuardia Airport.

Rail

Metropolitan Transportation Authority – New York City Subway, Second Avenue Subway New Construction, New York, NY

2012-2014

Chief Estimator responsible for preparing independent cost estimates for civil work estimates for construction of 2nd Ave. Subway. Ancillary and five subway stations. Responsible for preparation of capital budget, Determination of potential cost impacts and change order negotiations with general contractors. Summarized and present monthly cost reports to upper management. Plan and manage the many commercial and cost related components of the project from both holistic and detail perspective. Manage the procurement process, value engineering, LEED analysis and life cycle costing process.

Amtrak – Pennsylvania Station, Moynihan Station Development, New York, NY

2010-2011

Chief Estimator responsible for preparing Conceptual Budget Cost Estimate for demolition of existing Madison Square Garden and develop Moynihan Station transportation Hub (1,250,850 SF). Work includes Construction Slurry wall, steel piles, and Structural steel erecting. Track work Buy -out for Electrical/Mechanical Equipment,

HVAC and Plumbing. Tenant fit out. Also responsible for assisting Client for adjustment in monthly Budget cost, Negotiations with Construction manager & sub-contractors. Inform client for major change in construction cost due to changes in contract.

Port Authority of NY & NJ, World Trade Center Transportation Hub, New York, NY

2005-2006

Senior Principal Estimator for the Port Authority of New York and New Jersey. Responsible for estimating early work package ranging \$40 million to \$890 million dollars for construction of slurry wall for east and west bath tub which was damaged during collapse of World Trade Center Towers, utility relocation, purchasing of major electrical and mechanical equipment. Also responsible for preparing conceptual budget for guaranteed maximum price (GMP) for the construction of PATH Station at World Trade Center, supervising work of three senior estimators and six junior estimators for various early work package and G.M.P., estimating, architectural, electrical, mechanical and plumbing trades ranging from \$40 million to \$2 Billion, assisting Project Executive and Directors for job buy out ranging \$1 million to \$400 Million, preparing detailed cost estimates and presenting to steering committee of Joint Venture team.

New York City Economic Development Corporation (NYCEDC), Reconstruction of Atlantic Avenue Long Island Rail Road (LIRR) Station, Brooklyn, NY

1997-2000

Vice President (Engineering, Estimating, and Operations) responsible for the Engineering, Estimating and Operation Department. Duties included supervising work of four estimators and two project engineers and 60 field personnel for \$33.5 million, procuring material and equipment, Schedule labor, material and allocation of company equipment to various jobs; preparation cost to complete reports; jobs close out, monthly financial statements & estimates, Value Engineering negotiations with clients, preparation of various contract documents, site safety.

Road

New York City Department of Transportation (NYCDOT), Rehabilitation of Chelsea Road Bridge over Saw Mill Creek, New York, NY

1994-1996

Resident Engineer responsible for the demolition and reconstruction of integral abutments, deck slab, approach slabs, structural steel, approach roadway and 12-inch water mains, review of maintenance and protection of traffic pattern for various stages of construction, final plantation and restoration of wetland area for the New York City Department of Transportation Roadway/Bridges.

New York City Department of Transportation (NYCDOT), Rehabilitation of Highland Boulevard Bridges, New York, NY

1994-1995

Construction Inspector responsible for concrete deck demolition and replacement, abutment wall rehabilitation, replacement of 60-inch water main and 12-inch ESVCP sewer line. Responsible for on-site concrete and soil testing.

New York City Department of Transportation (NYCDOT), Bridge Rehabilitation, New York, NY

1992-1994

Resident Engineer responsible in-depth inspection of various structural components of bridges, supervision of demolition and reconstruction of various bridge components such as integral abutments, dock slab, approach slabs, structural steel, members, bearings, approach roadway. Also responsible for monthly progress payments, change orders and overall supervision of all construction activities.

New York State Department of Transportation (NYSDOT), Rehabilitation of Kosciusko Bridge, New York, NY

1991-1994

Structural Chief Inspector responsible for supervision and testing of concrete deck

demolition and repairs with high early strength concrete, installation of polymer overlay wearing course system along the entire structural slabs (500,000 SF) for the New York State Department of Transportation Region 11. Reviewed the maintenance and protection of traffic pattern for various stages of construction, shop drawings for structural repair, concrete mix design, calculation of temporary shoring. Conducted in depth inspection of all structural steel members as per NYSDOT guidelines.

New York State Department of Transportation (NYSDOT), Rehabilitation of Hutchinson River Parkway Bridge, New York, NY

1990-1992

Senior Structural Inspector responsible for structural steel and concrete inspection for \$35 million project. Responsible for all aspects of construction, which included structural steel and concrete deck demolition and replacement, brick work and timber fender system. Responsible for processing change orders and the final payment.

City of Jersey City Engineering Department, Construction of Garfield Avenue, Jersey City, NJ

1988-1990

Civil Engineer (trainee) responsible for plan take off, preparation of contractor payments, on-site testing of concrete and soil survey for the City of Jersey City Engineering Department. Preparation of contract plans and specifications.

Parking

Norman Adler Developer and Builder, Construction of Parking Deck Structures, Staten Island, NY

2002-2005

Vice President (Engineering, Estimating, and Operations) responsible for the Engineering, Estimating and Operations Department. Duties included supervising work of two estimators and two project engineers and 20 field personnel for \$23.5 million, procuring material and equipment, scheduling labor, material and allocation of company equipment to various jobs; preparing

Nitin Sabnis

cost to complete reports; jobs close out, monthly financial statements & estimates, Value Engineering negotiations with clients, preparing various contract documents, site safety.

Ports

Nava Sheva Port, Port Construction, India

1984-1988

Civil Engineer (marine) responsible for this \$875 million site project administration, which included scheduling, schematic estimation, based on quantity, CPM and bar chart schedules. Responsible for supervision of offshore piling, control concreting, surveying.

Infrastructure: utilities

Water

Toll Brothers, Rivera Complex Site Development and Storm Water Management, West Windsor, NJ

2004-2006

Vice President (Engineering, Estimating, and Operations) responsible for supervising work of two estimators and two project engineers and 35 field personnel for \$13.5 million, procuring material and equipment, Schedule labor, material and allocation of company equipment to various jobs; preparation cost to complete reports; jobs close out, monthly financial statements & estimates, Value Engineering negotiations with clients, preparation of various contract documents, site safety.

New York City Department of Design and Construction (NYCDDC), Construction of Sanitary and Storm Sewer Water Mains, Queens, NY

1998-2000

Lead Estimator and Project Manager responsible for bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation

of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

New York City Department of Design and Construction (NYCDDC), Construction of Sanitary and Storm Sewer, Water Mains, Rehabilitations of Amboy Road Bridge, Staten Island, NY

1994-1996

Senior Estimator and Project Manager responsible for designing traffic and soil erosion control plans, drainage modification schemes, temporary sheeting, design change in contract drawings, preparation of shop drawings using Auto Cad R 14 software. Also responsible for bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

New York City Department of Design and Construction (NYCDDC), Construction of Sanitary and Storm Sewer, Water Mains, Pump station, Queens, NY

1994-1996

Lead Estimator and Project Manager responsible for bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

New York City Department of Design and Construction (NYCDDC), Construction of Sanitary and Storm Sewer, Water Mains at Main Street, Staten Island, NY

1994-1996

Lead Estimator and Project Manager responsible for bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

Waste

West Chester County, Construction of Landfill Phase II, West Chester, NY

1996-1998

Lead Estimator and Project Manager responsible for bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

Federal Government

Federal Capital building improvements

2006-2007

Chief Estimator responsible for base line budget SD, DD and CD cost estimates using federally approved computer software, quantity take off, setting up procurement strategies based on federal guidelines, job buy out, review monthly payment and change orders, preparation of value engineering proposal, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with sub-contract negotiations.

Renovations @ NY Federal Court

2000-2002

Chief Estimator and Project Manager responsible for bid preparation using H.C.S.S. computer software, quantity take off and job buy out, monthly payment and change orders, attending monthly progress meetings, preparation of value engineering proposal, preparation of C.P.M. and P.E.R.T. CHARTS using PRIMAVERA, preparation of schematic estimation cost analysis and projected cash flow, and support service to field personals in collective bargaining with unions and/or coalition labor.

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Resume

Paul Kaplan



Discipline

Planning & Scheduling

Grade

Senior Consultant

Qualifications and awards

B.S., Construction Management,
University of Florida Rinker School of
Building Construction

Regional experience

North America - 10 Years

Capability summary

Paul recently joined Turner & Townsend with a background in a variety of industries serving in roles as an owner, and an owner's representative. His unique background lends itself to providing insight to a variety of complex projects and necessary strategies to outline and develop a fully integrated multi-disciplinary schedule.

Working with the owner a majority of his career, Paul understands the requirements to develop a comprehensive schedule with the owner's best interest in mind.

Paul's experience and personality enhances the ability to communicate all scope relating to schedule. From the workers performing the physical work, to the leadership team inquiring about the health of the project, he has proven that he can adapt to the environment and provide transparency to the project risks and mitigation strategies required to maintain a successful project.

The value that Paul brings to projects is more than a scheduler. He is capable of develop strategies based on the circumstance, analyze the associated risks, quantify progress, and communicate schedule challenges in advance allowing the team to make the necessary adjustments.

Key technical competencies

- Project Planning
- Developing and Analyzing Risks
- Resource Allocation and Leveling
- Schedule Development and Maintenance
- Schedule Recovery
- Productivity Tracking
- Payment Application Analysis

Highlighted sector experience

- Themed Entertainment
- Hardware and Software System Integration
- Hotel and Mixed-Use Facility Development
- Cruise Ship Build and Fit-Out of Communication and System Management
- Land Acquisition and Unsuitable Site Restoration

Systems and tools capability

- Primavera P6
- Microsoft Project
- MS Suite

Commercial Corporate

BlackRock Inc., 50 Hudson Yards Headquarters, New York, NY

November 2019 - Present

As part of BlackRock's relocation of their NY headquarters to Hudson Yards, Turner & Townsend was initially appointed to assist in developing a strategic plan for achieving TCO in line with BlackRock's expected timeframe. Following on this successful engagement, BlackRock enlisted Turner & Townsend to develop a comprehensive master project schedule which integrated the three primary work-streams; core and shell construction, interior fit out design and interior fit out construction.

In addition to mapping out the project schedule through Q4 2022, Turner & Townsend is responsible for management of the active interior fit out design schedule and the monitoring and reporting of the core and shell construction schedule received from the developer on a quarterly basis. Commission activities include schedule review, baseline deviation reporting, risk and opportunity analysis, as well as specialty frag-net schedule development.

New York City Housing Authority (NYCHA)

November 2019 - Present

The New York City Housing Authority (NYCHA) is the largest public housing authority in North America. It operates 325 housing developments throughout the five boroughs of New York City, managing approximately 176,220 apartments in 2,417 residential buildings. In 2018 the NYCHA admitted to deficiencies with respect to lead, mold, heating, elevator, and pest conditions which required an extensive masterplan to successfully address these deficiencies throughout the NYCHA portfolio of developments.

Turner & Townsend is establishing a Construction Project Management Office (CPMO) to confirm technical requirements and provide recommendations for quarterly reporting. Additionally, Turner & Townsend has been solicited to establish budget and schedule

Paul Kaplan

parameters for the work to be executed and benchmarked.

We monitor the cost and schedule of the work required to be executed taking into account the forecasted risks and habitability factors represented by the individual conditions; as noted in NYCHA's Capital Plan.

Cruise Ship

Disney Cruise Line – Disney Fantasy Cruise Ship, Papenburg, Germany

Project 2010 -2012

Approximately 1 Billion dollar project consisting of interactive facilities, retail, water activities and a water roller coaster, and entertainment venues.

Responsibilities of this project included understanding German cruise ship building methods to develop and track a production and installation schedule with the main focus of developing and integrating \$300 million dollars of finishes, show systems, and communication systems to provide the safety and total guest experience required by Disney.

The overall build and client installation was executed per plan within a thirteen month time frame. Any delay in the fit-out of the owner supplied/owner installed components would have delayed the ship from departing the ship yard in Germany and enabled liquidated damages to start accruing past the contractual date. In addition to developing and tracking the overall master schedule, the circumstance required a daily breakdown and communication of the remaining tasks the final four months of the project ultimately leading to a successful completion of the scope and project.

Disney Cruise Line – Disney Magic Cruise Ship – Dry Dock, Cadiz, Spain

Project 2011 -2013 (execution duration-6 weeks)

Approximately 200 Million dollar project consisting of renovating interactive facilities, retail, water activities and a water roller coaster and entertainment venues within 6 weeks at port in Spain

Responsibilities of this project included understanding the logistics and timing of shipments sent from across the world while monitoring the demolition and infrastructure build-out required to support the next iteration and implementation of finishes, show systems, and technology and communication systems to provide the safety and total guest experience required by Disney

The overall build and client installation was executed per plan within a 6 week time frame. Any delay in the fit-out of the owner supplied/owner installed components would have delayed the ship from departing the ship yard and enabled liquidated damages to start accruing past the contractual date. The schedule was communicated every morning and site inspections every evening for progress updates. This supported a successful departure from the ship yard, however completion of the scope lasted two weeks longer and was able to be completed in transit to Miami, FL.

Real Estate Development

Comcast Corporation, Universal Creative, Orlando, Florida

Project 2017 - 2024

For the past 2 years, Comcast has been positioning itself to develop a new theme park in the greater Orlando area. Due to complexities with the current land parcels available, the brownfield and proximity of sites to neighbouring Lockheed Martin, and the liens held on the properties due to lack of remediation, Comcast needed a purchasing and build-out strategy to support their capital spending plan. Concurrently, there were access requirements for the project site that impacted city, county, and state roads adding another layer of complexity to the overall strategy and early project success.

The scope required a dive into the timelines of each parcel's remediation, development, and/or required acquisition timeframe to support the overall site-development, earthwork, and infrastructure work, as well schedules that detailed the governing approval process and

Paul Kaplan

construction to support the end date of capital funding.

Themed Entertainment

Walt Disney Imagineering, EPCOT Enhancements, Orlando, Florida

Project Start 2013 - Ongoing

The role as the Project Planner and Scheduler required me to perform a variety of risk analysis, develop strategies, and then develop project schedules for a variety of scopes. These roles required constant attention and knowledge of general construction, as well as hardware, software, and systems integration required to commission Disney attractions. It required continued evaluation and monitoring of the overall project schedule, and frequent schedule presentations communicating risks, mitigation plans, and recovery strategies when required.

The primary focus was adding an additional theater to the Soarin' attraction with the goal to add an additional capacity to the overall EPCOT portfolio. Similarly, at the France pavilion at EPCOT, Disney is building the Ratatouille attraction from Disneyland Paris Both projects provided leadership recognition in regards to schedule management. The Soarin' 3 project opened one month early, and the Ratatouille project is forecasted to open per plan.

Comcast Corporation, Universal Creative, Harry Potter Rollercoaster, Orlando, Florida

Project 2016 -2018]

Being a late addition to a native project team, the assignment was to assess and reconfigure the current project schedule and develop a new strategy to align Comcast's investment to the originally planned milestones and capital spend.

Through this effort it was discovered that the status of design, field work to-date, and the expiration of capital funds were clashing. Having a scheduler who understands how to design to build fast provided opportunity for schedule acceleration. At the same time, an in-depth resource analysis was required to confirm the

capacity of our vendors that provide the technology infrastructure. This led to a strategic decision to spread scope to multiple vendors and recovered a total of four months of schedule.

Comcast was able to capitalize on the summer rush of vacationers and offsetting the acceleration costs for the project. The project opened 2 weeks late from the originally planned target date, but was considered a success.

Hotel Resorts

Walt Disney World, Polynesian Village and Wilderness Lodge Annex, Orlando, Florida

Project 2011 - 2015

Walt Disney Parks and Resorts was growing rapidly at the beginning of the 2010 decade. It provided opportunity to expand Disney's Vacation Club offerings, upgrade existing rooms to luxury offerings, and build additional buildings with additional rooms, restaurants, and outdoor activity space to offer more to the guest.

The program totalled \$400 million dollars across both resorts. The scope was to generate feasible detailed project schedules with milestones. Then, track production curves between the milestones for schedule validation. Additionally, the construction scope contained areas invasive to operating conditions of the resorts. This required optimal solutions to mitigate a slow-down of work against potential lost revenue. Communicating the impact and mitigation strategies to the resorts' management teams was a key to the successes of the projects. It provided opportunity for them to make adjustments as needed to keep maximum occupancy and revenue throughout the duration of the projects.

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Resume

Henry J. Palancar
 Program & Project Management



Capability summary

Mr. Palancar is a driven engineer with a proven record of exceptional project and people management. Focused on delivering efficient and resilient solutions for large-scale construction programs. Mr. Palancar is an effective communicator with excellent team building and risk management skills. He thrives in high stress, deadline oriented environments, and continuously efforts to create and adhere to and/or improve upon efficient, production workflows.

He has served on the New York Governor’s Office of Storm Recovery (GOSR) housing program from 2014-2018 and was responsible for over 600 single family housing developments at an estimated contract amount of \$6.4 Million. Mr. Palancar has experience with the oversight and management of environmental services, permitting, procurement, change order process, and general contracting services and achieve a 30% cost reduction by implementing a high volume, competitive bid process. In return, saved the state of NY over \$1.2 Million.

He has also served in the Program Management Office (PMO) of the Restore NJ Program. He was responsible for assisting with the design and development of an innovative construction management program that encompassed over 1,800 residential homes at an approximate total development costs of \$328 Million. With his understating and expertise in proper-prior-planning, he was responsible for stabilizing the programs financials and achieved a successful program delivery.

In addition, he currently serves as a Project Manager monitoring the New York City’s housing authority (NYCHA) whose mission is to increase opportunities for low and moderate-income New Yorkers by providing safe, affordable, housing and facilities access to social and community services. More than 400,000 New Yorkers reside in NYCH’s 326 public housing developments across the City’s five boroughs.

Discipline

Project & Program Management

Grade

Project Manager

Qualifications

B.A, Mechanical Engineering
 The George Washington
 University

Memberships

CMAA, ASME, SCUP

Regional experience

6 years

Henry J. Palancar

Key technical competencies

- Federal government contracting
- Federal regulations
- Budget planning & allocation
- Scope development
- Cost & schedule management
- Change management
- Program analytics / Performance reporting
- Financial analysis
- Cost control
- Vendor management
- Procurement
- Contract Management
- Project Recovery

Highlighted sector experience

- Federal Government
- Local Government
- Infrastructure

Systems and tools capability

- MS Office Suite & Project
- Visio
- HRIQ
- AutoCad
- Primavera
- eBuilder
- Tableau
- InfroPath

Experience

Project Manager

New York City's Housing Authority (NYCHA)

2019 – Present

Monitoring NYCHA, whose mission is to increase opportunities for low and moderate-income New Yorkers by providing safe, affordable housing and facilitating access to social and community services. More than 400,000 New Yorkers reside in NYCHA's 326 public housing developments across the City's five boroughs. He is responsible for the analysis of NYCHA's performance. In addition to reporting if the organization is on track to achieving their required court mandated obligations by reviewing schedules and budgets for all planned projects who have an estimated cost of \$42.3 Billion.

In addition, responsible for coordinating the reporting and oversight of the \$450 M State allocation. His role is to ensuring that proper assets are selected in the capital plan in addition to confirming their costs in comparison to all physical needs assessments. He is also responsible for coordinating with borough leads to ensure all work is being completed within budget and schedule. Reporting back to the appointment monitor on NYCHA's performance.

Project Manager

New Jersey RREM Program

2017 – 2019

The state of New Jersey has allocated \$1.3 billion in federal funds to help eligible homeowners repair or rebuild their Superstorm Sandy-impacted homes. The RREM Program provides grant awards for necessary construction initiatives, such as reconstruction, rehabilitation, elevation and/or other mitigation activities.

Mr. Palancar designed and delivered an innovative construction management program that encompassed 1,850 homes at an approximate total development cost of \$328 Million.

Project Manager

Governor's Office of Storm Recovery

2013-2017

In response to the occurrence of Hurricane Irene, Tropical Storm Lee and most recently Superstorm Sandy – the Governor of New York set out to centralize recovery and rebuilding efforts in impacted areas of New York State. This effort utilized approximately \$4-billion in flexible funding made available by the U.S. Department of Housing & Urban Development's (HUD) Community Development Block Grant Disaster Recovery (CDBG-DR) & \$215-Million for the Supplemental Social Services Block Grant (SSBG). Mr. Palancar was responsible for the development and maintained the scope, schedule, budget of approximately 750 residential properties at an estimated contract value of \$9.5 Million. He was able to achieve a decrease in project delivery costs by 30% with the implementation of a high-volume competitive bid process. Estimated program savings of \$2.1 Million in 2 years. Over 2,500 residential, HUD compliant, properties closed from the program within 3 years.

Resume

Dominic Leadsom



Discipline

Advisory

Grade

Director

Qualifications

BSc (Hons), MRICS, PQS

Memberships

Member of the Royal Institution of Chartered Surveyors

Canadian Institute of Quantity Surveyors

Regional experience

Canada – 10 years; United Kingdom – 13 years; South Africa – 3 years

"I have worked with Dominic on several P3 projects. He was acting as Lenders Technical Advisor. He is a very professional, knowledgeable and reliable advisor. His relationship with all the team was excellent and I would definitely recommend Dominic."
Project Director, EllisDon

Capability summary

Dominic is a Director based in Toronto. Dominic is Head of Advisory services for Canada and Head of P3 Advisory services for North America. He has 26 years' experience in the construction industry covering the UK, Europe, South Africa, Australia, Canada and the USA. Dominic has been based in North America for the past 10 years.

Dominic has provided advice to procuring authorities using alternative delivery models for over 18 years. Dominic has been involved in option appraisals, value for money assessments, establishing project charter and governance models, developing full suites of tender and evaluation documents and providing advice through to contract signature.

Dominic has provided a full suite of technical risk management and due diligence advice to Lenders, Consortia and Investors for nearly 20 years, covering more than 200 P3/PPP projects globally. Over the last 10 years, Dominic has provided advice to Public and Private Sector Clients on more than 85 P3/PPP projects across North America, with a combined capital value of over US\$17bn.

Dominic Leadsom

Key technical competencies:

- Alternative Procurement and Delivery
- Risk Assessment & Risk Management
- Due Diligence and Project Assurance
- Business Cases and Options Appraisal
- Whole Life Cycle costing

Highlighted sector experience:

- Transportation (Air, Rail, Roads)
- Healthcare
- Renewable Energy
- Justice and Emergency Services
- Education (Schools)
- Higher Education (Colleges and Universities)
- Utilities
- Telecommunications

Systems and tools capability

- Microsoft Office (competent)
- @ Risk (competent)
- MS Project (competent)

Property

Education

Seneca College Kings Campus DBF, ON

June 2016 – September 2018

Dominic led the Lender's Technical Advisor team for this redevelopment of the Seneca College of Applied Arts and Technology, through a design-build-finance project ("DBF") delivery method. The Project includes the construction of a new build facility on the location of an existing parking area, and consists of a new gymnasium with exercise area, library, classrooms, laboratories and a 2 story events space. The facility consists of a 3 story structure on grade with no basement.

The project was completed for the start of the 2018/19 academic year.

UC Merced 2020 P3, CA

2015-2016

Dominic led the LTA team for a bidding consortia for this Project.

The Project consisted of the comprehensive development, including design, construction, financing, operation and maintenance, of academic, administrative, research, recreational, student residence and student services buildings, furniture, fixtures and equipment, utilities and infrastructure, outdoor recreation and open space areas, and associated roadways, parking and landscaping for the University of California, Merced ("UC Merced").

Lewisham Schools, UK

2003-2006

Dominic provided Transaction Advisor services to this new build school PPP transaction. Services included Value for Money assessment, development of market sounding, RFQ and RFP documentation, development of evaluation criteria and commercial procurement support to achieve Financial Close.

Dominic Leadsom

Other Education projects:

- Alberta Schools Phase 1, AB (2008)
- Alberta Schools Phase 3, AB (2011)
- Moncton Schools, NB (2010)
- Building Schools for the Future program, UK (over 230 schools, 2005-2009)

Healthcare

Stanton Territorial Hospital, NWT

2014-2018

Dominic led the Lenders' Technical Advisor team on this new hospital, providing a 27,000m² 5-story facility with a basement under 60% of the building. It will be a Structural Steel frame with concrete foundations and walls and a membrane roof. There will be a small green garden area on the roof above the cafeteria. The plant room will be on the second floor. There will be external grade parking with approximately 340 spaces.

Following a full due diligence through bidding and Financial Close, Dominic's team provided construction monitoring throughout the 38 month construction phase.

Children's & Women's Hospital, BC

June 2013 - ongoing

Dominic is leading the Lenders' Technical Advisor team on this new hospital, providing an acute care centre that includes inpatient units, an emergency department, medical imaging and procedural suites, hematology/oncology and pediatric intensive care for BC Children's Hospital. It will also include a high-risk labour and delivery suite and a new neonatal intensive care unit for BC Women's Hospital & Health Centre.

Following a full due diligence through bidding and Financial Close, Dominic's team provided construction monitoring throughout the 38 month construction phase. The team is currently supporting the Project Co during operations.

Providence Care Hospital, Kingston, ON

October 2012 - ongoing

Dominic is leading the Lender's Technical Advisor team for the new hospital that will provide 270 beds across 625,000ft² in a state-of-the-art facility, providing specialized mental health care, physical medicine and rehabilitation, specialized geriatric services, complex continuing care, palliative care and long-term care.

Following a full due diligence through bidding, Financial Close and Construction, Dominic's team are now providing operational monitoring services. Substantial Completion was achieved on 30th November 2016.

King Edward VII Hospital, Bermuda

July 2010 - ongoing

Dominic is leading the Lender's Technical Advisor team for this new hospital, the first P3 project to be undertaken within Bermuda. The new facility provides a variety of acute care services, including 90 single-patient rooms, a new emergency department, diagnostic imaging, and ambulatory care services including oncology, same-day surgery and dialysis. Services Commencement was achieved on 12th June 2014.

Following a full due diligence through bidding, Financial Close and Construction, Dominic's team are now providing operational monitoring services.

Other Healthcare P3 projects:

- Orleans Health Hub, ON (2019-ongoing)
- Etobicoke General Hospital, ON (2015)
- St. Thomas Elgin Hospital, ON (2015-2017)
- Joseph Brant Hospital, ON (2014-2018)
- Milton Hospital, ON (2015)
- Swift Current LTC Facility, SK (2014)
- Peel Memorial Hospital, ON (2013)
- Halton Regional Hospital, ON (2011)
- Restigouche Hospital, NB (2013-14)

Dominic Leadsom

- Centre for Addiction and Mental Health, Toronto, ON (2011)
- Interior Heart & Surgical Centre, Kelowna, BC (2011)
- Surrey Memorial Hospital, BC (2011)
- Waypoint Centre for Mental Health, ON (2010 - ongoing)
- St. Joseph's Health, Hamilton, ON (2010)

Justice and Emergency Services

Toronto South Detention Centre, ON

November 2008 – ongoing

Dominic is leading the Lender's Technical Advisor team for this new detention centre, comprising 1650 male offender beds (general population, special needs, infirmary, and segregation beds) at approximately 80,000 m² in size. This involved the demolition of several buildings and the removal / decommissioning of existing onsite services. The project also included the Toronto Intermittent Centre (TIC), which provides approximately 300 intermittent beds to the site operating from Friday to Monday – this facility is considered to be medium security in classification.

Following a full due diligence through bidding, Financial Close and Construction, Dominic's team are now providing operational monitoring services. Substantial Completion was achieved in September 2012.

Other Justice and Emergency Services projects:

- Okanagan Corrections Centre, BC (2013)
- Sorel-Tracy Detention Centre, QC (2012)
- OPP Modernization AFP, ON (2011)
- Forensic Science and Coroners Courts, ON (2009-2014)
- Thunder Bay Consolidated Courthouse, ON (2010)
- Quinte Consolidated Courthouse, ON (2010)

- St. Thomas Consolidated Courthouse, ON (2011)
- South West Detention Centre, ON (2010)

Government

Sonoma County, CA

2019 – ongoing

Dominic is part of the Transaction Advisor team advising Sonoma County on their proposed P3 project. The project involves the construction of new government services facilities, including offices, community healthcare support facilities and laboratories.

Dominic is leading the team that is providing construction, O&M and Life Cycle cost estimating services.

Borden Data Centre, ON

July 2015 – ongoing

Dominic is leading the Lender's Technical Advisor team for this comprehensive development of a data centre with approximately 4,400m² (47,361 ft²) of white space, which will house 5MW of information technology workload (SSC's end state production workload), as well as the additional 3.5MW of corresponding mechanical and electrical infrastructure (i.e. cooling capacity and building load), procured under a design, build, finance, operate and maintain ("DBFOM") model.

The project achieved Substantial Completion in 2018. Dominic's team are currently supporting the Project Co. during the operational phase.

Sports, Leisure and Hospitality

Calgary Recreation Centres, AB

June 2011 – December 2012

Dominic led a commercial procurement team for the proposed P3 delivery of 4 recreation centres in Calgary, Alberta. The team drafted a Project Charter and helped the City of Calgary in

Dominic Leadsom

developing the RFP documents for 3rd party consultants, as well as the Market Sounding documents for the potential P3 procurement. Dominic was an integral part of the Value for Money exercise and assisted the City's recreation department in their understanding of P3 procurement.

Further to a Federal government decision to withdraw PPP Canada funding from recreation centre projects, the centres have been delivered using a Design-Build procurement model.

Other Sports, Leisure and Hospitality projects:

- Pan American Games Athletes Village, ON (2011)
- Montreal Symphony Orchestra, QC (2010)

Infrastructure

Rail

Purple Line LRT P3, ML

March 2014 - ongoing

Dominic is leading the Lenders' Technical Advisor team for the winning team on this US\$2bn LRT project. The project includes 16.2 miles of new LRT track, 21 stations (16 at-grade, 3 aerial and 2 below grade), 2 maintenance and storage facilities, the supply, operation and maintenance of vehicles and runs on a dedicated right of way for 13.9 miles.

The project achieved Financial Close in June 2016. Dominic is leading the construction phase monitoring throughout this phase.

East Rail Maintenance & Storage facility, ON

June 2013 – October 2014

Dominic led the Lenders' Technical Advisor team for a bidder on this LEED Silver certified, \$500m rail maintenance facility. At more than 750,000 ft², the Project accommodates light and heavy train maintenance work, provide additional train storage to support GO transit's planned service

expansions, and provide daily maintenance to passenger trains.

Union Pearson Express P3, ON

2013

Dominic was part of the Turner & Townsend team retained to provide advice and support to Infrastructure Ontario through the business case and procurement process. This included construction cost estimates escalated to the estimated construction dates and estimated cash flow requirements, assisting in the VfM process, and providing cost input to value engineering exercises required during the government approvals process.

Sheppard Maintenance & Storage Facility P3, ON

2010-2011

Dominic led the Lenders Technical Advisor team supporting a bidder on this planned facility to service and maintain up to 135 new LRVs operating on two rapid transit lines. The project included a sub-station building, a Maintenance of Way building and a Car house/ Maintenance building, with a total area of approximately 17,500m².

Dublin Metro North PPP, Ireland

2007-2008

Dominic assisted the Turner & Townsend team advising the Railway Procurement Agency on the proposed Dublin Metro North PPP. The project is 18km long and is expected to carry 34 million passengers a year once operational. The selected route for Metro North involves 9km of tunneling and eight underground stations. Dominic provided support in the drafting of the Payment Mechanism for the RFP documentation.

Dominic Leadsom

Roads

Highway 427 expansion P3, ON

March 2016 - ongoing

Dominic is leading the Lenders' Technical Advisor team to a bidding consortium on this project that includes the following components: the extension of Highway 427 by 6.6 km from Highway 7, northerly to Major Mackenzie Drive; and the widening of the existing Highway 427 to 8 lanes (from existing 4 lanes), extending 4 km along Highway 427 from approximately 1.5 km south of Albion Road northerly to Highway 7.

Portsmouth Bypass P3, OH

May 2014 – May 2019

Dominic led the Lenders' Technical Advisor team on this new US\$430m, 16 mile, 4-lane limited access highway that will bypass approximately 26 miles of US-52 and US-23 through the City of Portsmouth, Ohio. The project includes the construction of 22 bridges and 5 interchanges.

The project achieved Substantial Completion in December 2018.

Central 70 P3, CO

June 2016 - ongoing

Dominic is leading the Lenders' Technical Advisor team for this US\$800m project. The Project includes the removal and replacement of the existing I-70 Mainline on viaduct; construction of Cover over the I-70 Mainline between Columbine Street and Clayton Street; reconstruction of the I-70 Mainline from Colorado Boulevard to Quebec Street; widening of the I-70 Mainline to include a Tolle Express Lane in each direction from Quebec Street to Chambers Road; restriping of the existing I-70 Mainline from east of I-25 to Brighton Boulevard; construction of cross streets at various locations; reconstruction of the three rail crossings (UPRR, BNSF, and DRIR); provision of ITS and ETC system infrastructure, including an Active Traffic Management system; and maintenance of traffic including construction.

VIVAnext Bus Rapid Transit P3, ON

March 2015 - ongoing

Dominic is leading the Lenders' Technical Advisor team for this \$420m project, including 13.9 km of rapid way consisting of 10 stations and 20 platforms. Other civil elements incorporated as part of the design include bridge widening over Hwy 400, raised bike lanes, ramp re-alignment on Hwy 400, roadway transition under Hwy 407, water mains on Centre St and Bathurst St and roadway transition tie-ins.

Dominic's team is currently providing construction monitoring services during the 52 month construction phase.

North Commuter Parkway & Traffic Bridge P3, SK

January 2015 – October 2015

Dominic led the Lenders' Technical Advisor team for a bidder on this \$250m project to deliver a new 4 to 6 lane arterial roadway, 2.1 km expansion/improvement of existing arterial roadways and a new 400m long 6-lane bridge across the South Saskatchewan River, as well as the demolition and removal of the existing Traffic Bridge superstructure and construction of a new steel parker through truss bridge in the same location as the current bridge.

Other road P3 projects:

- Winnipeg Southwest Rapid Transitway, MB - LTA
- East End Crossing P3, Ohio – LTA
- Pennsylvania Rapid Bridges P3, Pennsylvania – LTA

Water

Lions Gate Wastewater Treatment Plant, BC

2016 – 2017

Dominic led the Lenders' Technical Advisor team to a bidding consortium for this project, to design, construct and partially finance the Lions

Dominic Leadsom

Gate Secondary Wastewater Treatment Plant and to manage its operations during a Performance Period of up to one year. The Facility will be capable of treating 102 ML/d ADWF (Average Dry Weather Flow) of raw wastewater and the secondary treatment system must be in service by December 31, 2020. The Project also includes a diversion structure on 1st Street to divert wastewater from the North Vancouver Interceptor to the Facility.

Saint John Clean Drinking Water P3, NB

March 2015 – October 2015

Dominic led the Lenders' Technical Advisor team to a bidding consortium for this project that included the construction of a new water treatment plant with 75 million liters per day capacity and a new storage reservoir with 33 million litres capacity; various water transmission improvements including rehabilitation of, and improvements to water sources at the Robertson Lake and Latimer Lake dams and intakes; installation of new water transmission mains and rehabilitation of selected existing water transmission mains; and upgrades to existing pumping stations.

Telecommunications

Mackenzie Valley Fibre Link, NWT

2014-2018

Dominic led the Lenders' Technical Advisor team on the Mackenzie Valley Fibre Optic Link Project, an extension of the existing fibre optic network from McGill Lake to Inuvik, which is a 1,154km route. The Government of the Northwest Territories (GNWT) noted that the primary reason to get the fibre optic in place is to service the existing Inuvik Satellite Station Facility. The link is buried approximately 45cm underground to protect the cable from fire and other disturbances.

Following a full due diligence through bidding and Financial Close, Dominic's team provided construction monitoring throughout the 36 month construction phase.

Independent certifier role

Dominic led the Independent Certifier teams for the following AFP projects in Ontario.

- McMaster Children's Hospital (completed 2016)
- St. Thomas Consolidated Courthouse (completed 2015)
- Thunder Bay Consolidated Courthouse (completed 2015)
- South West Detention Centre (completed 2015)
- Ministry of Transportation Service Centres (completed 2015)

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Resume

Belinda Edwards



Discipline

Lender's Services

Grade

Associate Director

Qualifications

BSc (Hons) MRICS

Memberships

Member of the Royal Institution of Chartered Surveyors

Regional experience

Canada – 10 years
 United Kingdom – 9 years

Capability summary

Belinda is an Associate Director in the Toronto office and leads the Canadian P3 team. She has provided Technical Advisory Services for P3 projects for over fourteen years and has experience in a variety of sectors at all project stages, from feasibility through to the Operational Phase.

Belinda typically provides the commission management role on projects and has worked extensively with lenders and consortia providing Lenders due diligence on over 75 P3 projects. She also has particular experience in reviewing P3 payment mechanisms, building simulation models and undertaking sensitivity analyses. Belinda has experience building lifecycle models and analyzing capital costs for P3 projects. She also reviews P3 contractual documentation to assess risk transfer and suitability for the Canadian P3 market.

Funding Advisory Services

Belinda has worked on P3 projects for 14 years in North America and Europe with experience across several sectors including health; law and order; infrastructure and education. Belinda performs the day-to-day commission management of Turner & Townsend P3 Lenders Technical Advisory practice, in Canada.

She leads the review of contractual documentation; payment mechanisms; operations and maintenance; Construction Costs and lifecycle elements of each project reviewing and analyzing the risks and risk allocation.

Belinda Edwards

Business Case Experience

Belinda has had extensive experience of providing a leading role in the compilation of business cases and feasibility analysis for local authorities and private clients across a range of sectors.

Whole Life Costing

Belinda has undertaken numerous reviews of P3 lifecycle models within her role as Funders Technical Advisor. She has also been part of the lifecycle team, developing and advising on lifecycle models for contractors and consortium.

Key Technical Competencies:

- Due Diligence
- Risk Assessment
- Business Case and Options Appraisal
- Lifecycle Analysis
- Independent Certifier

Highlighted sector experience:

- Health
- Law and Order
- Commercial (end-user)
- Education (schools)
- Transport

Systems and tools capability

- MS Word
- MS Excel

Property (AFP / P3 experience)

Health

King Edward VII Memorial Hospital, Bermuda

2010 - Ongoing

Belinda is commission manager undertaking the role of Lenders Technical Advisor on the King Edward VII Memorial Hospital which was the first PPP project to be undertaken within Bermuda. She managed the lenders due diligence through bid submission, financial close, construction monitoring and is now monitoring the project through the operational phase for the next 30 years. The project consists of the design, construction, financing and maintenance of the new build hospital, which was built adjacent to the existing hospital with a link structure connecting the 2 facilities. The new facility has acute care services, including 90 single-patient rooms, a new emergency department, diagnostic imaging, and ambulatory care services including oncology, same-day surgery and dialysis. Construction began in January 2011 and Service Commencement was granted on June 12th, 2014. The hospital began operating on September 14th, 2014.

Stanton Hospital, North West Territories

2014 - 2018

Belinda is commission manager undertaking the role of Lenders Technical Advisor on this project which is a DBFO hospital project in the North West Territories. It is a 27,000m² 5-story facility and will have approximately 100 inpatient beds and will include all the services currently offered at the existing hospital including an emergency department, diagnostic imaging and a medical laboratory.

Orléans Health Hub, ON

December 2018 – Present

Belinda is commission manager and leads the team undertaking the role of Lenders Technical Advisor on this project which is a BF, 8,900 m², first-of-a-kind healthcare facility. The \$60 million, single story facility is the result of a new

Belinda Edwards

healthcare strategy aimed at reducing the burden on existing hospitals by offering day services such as rehab, diagnostic imaging, and geriatrics.

Fleurimont Hospital, QC

July 2018 – January 2019

Belinda was commission manager and led the team undertaking the role of Lenders Technical Advisor on this DBF project which is a \$185 million, 26,375 m² hospital expansion. The scope of works focused on a new emergency facility, mother-child care centre, and how the 5-storey tower would interface with the existing facility.

Centre for Addiction and Mental Health Phase 1C, Ontario

2016

Belinda was commission manager undertaking the role of Lenders Technical Advisor on this project to one of the bidding consortia. The Project was a DBFM for the construction of two new buildings that would feature 235 beds for acute care and mental illness.

Joseph Brant Memorial Hospital, Ontario

2014 - 2018

Belinda was Commission Manager on this Project which consists of the design, build and finance of a new 394,598 ft² seven-storey patient-care tower, and renovations to 152,612 ft² of the existing facility clinical. The Tower will provide 144 Medical/Surgical Inpatient beds and 24 ICU beds (and 4 shelled-in ICU beds), in addition to major hospital departments including: Emergency Department, Laboratory, Oncology, Diagnostic Imaging (Satellite), Main Entrance Lobby, OR, Surgical Services, IT, Cafeteria and Public Support.

Other Health Projects:

- Corner Brook Hospital, NFL (2018)
- Royal Inland Hospital, BC (2018)
- West Park Hospital, ON (2018)
- Brockville Hospital, ON (2017)

- Makenzie Vaughan Hospital, ON, 2016
- Children and Women's Hospital, BC (2013 – 2017)
- Interior Heart & Surgery, Kelowna, BC (2011)
- Surrey Memorial Hospital, BC (2011)
- Milton Hospital, ON (2015)
- Etobicoke Hospital, ON (2015)
- St Thomas Elgin Hospital, ON (2015 – 2017)
- Baie St Paul's Hospital Project, QB (2013)
- Providence Care Hospital, ON (2012 – 2017)
- Peel Memorial Hospital, ON (2013)
- Waypoint Centre for Mental Health, ON (2010 – 2017)
- New Oakville Hospital, ON (2012)
- Centre for Addiction and Mental Health, ON (2011)
- Swift Current LTC Facility, SK (2014)

Courthouse and Detention Centres

Howard County Courthouse, Maryland

February 2018 - Present

Belinda is commission manager and leads the team undertaking the role of Lenders Technical Advisor on this DBFM project which is a 21,000 m² new courthouse and 23,225 m² parkade. The Courthouse is the centre piece of the city's new planned civic centre. The project is currently in the Construction Phase.

Miami-Dade Courthouse, Florida

June - July 2019

Belinda is commission manager and leads the team undertaking the role of Lenders Technical Advisor on this DBFM project which is a 62,000 m² courthouse in downtown Miami. The proposed 26-storey structure is on site less than half the size of the existing courthouse's and is adjacent to two elevated transit rail lines.

Belinda Edwards

Halton Regional Consolidated Courthouse, ON

July 2019 - Present

Belinda is commission manager and leads the team undertaking the role of Lenders Technical Advisor on this DBFOM project which is a 38,350 m² new courthouse in Oakville. The proposed structure will be developed on a greenfield site adjacent to the Oakville Hospital and consolidate two facilities housing the Ontario Superior Court of Justice. Infrastructure Ontario selected this project as a pilot for the implementation of the International Construction Measurement Standards.

St Thomas Consolidated Courthouse, Ontario

2011 - 2015

Belinda was the Independent Certifier on the St Thomas Consolidated Courthouse. The Project consists of the development of a consolidated courthouse in St. Thomas, Ontario through the design, build, finance, maintain (DBFM) project delivery method. The new courthouse consists of the conservation and retrofit of the existing 1850's historically designated Elgin County Courthouse and Land Registry Office building. There was an addition of 3 storeys to the historic Courthouse, and one level below grade. The building accommodates 8 courtrooms and 3 conference settlement rooms. The site is in a residential neighbourhood in the City of St. Thomas.

South West Detention Centre, Ontario

2011 - 2016

Belinda was the Independent Certifier on the South West Detention Centre. The Project included the construction of 315 beds (270 male offenders and 45 female offender beds) including general population, special needs, infirmary and segregation beds. The design and construction of the female unit of the centre needed to incorporate the unique needs of a female inmate population. Additionally, special attention was required to address privacy concerns, adequate programming space, volunteer interaction and housing unit design. To provide for maximum operational efficiencies, the new facility was

designed as a single level facility consisting of a single level administration building and two tiered units (2 stories) at approximately 17,000 square meters in size.

Forensic Science and Coroners Courts, Ontario

2009 - 2014

Belinda was the Commission Manager on this Project for the winning consortium and undertook Lenders Due Diligence from the bidding stage through financial close and monitored the project through Construction.

The Forensics Services and Coroner's Complex (FSCC) project houses the Centre of Forensic Sciences and the Office of the Chief Coroner for Ontario which includes the Provincial Forensic Pathology Unit. The new building is a 5 storey building with underground parking situated on 5.48 acres of land in north central Toronto. The facility has a total approximate size of 663,416 square feet and is certified to the LEED Silver standard.

Other Justice and Emergency Services projects

- Toronto South Detention Centre, ON (2008)
- Okanagan Detention Centre, BC (2013)
- Sorel Tracey, QB (2012)
- Quinte Consolidated Courthouse, ON (2010)
- Indianapolis Justice Facility, Ohio (2014)
- Thunder Bay Consolidated Courthouse, ON (2010)
- OPP Modernization AFP, ON (2011)

Education

Seneca College Kings Campus, Ontario

2016 - 2018

Belinda is the Commission Manager for the Lenders Technical Advisory team for the redevelopment of the Seneca College of Applied Arts and Technology through a design build finance project delivery method. The project

Belinda Edwards

includes the construction of a new build facility on the location of an existing parking area, and consists of a new gymnasium with exercise area, library, classrooms, laboratories and a 2 story structure on grade with no basement.

We are currently monitoring the project through the construction phase.

UC Merced Student Residential, California

2015

Belinda was Commission Manager for one of the bidding consortia for the Lenders Technical Advisory Team on this Project.

The Project consisted of the comprehensive development, including design, construction, financing, operation and maintenance, of academic, administrative, research, recreational, student residence and student services buildings, furniture, fixtures and equipment, utilities and infrastructure, outdoor recreation and open space areas, and associated roadways, parking and landscaping for the University of California, Merced ("UC Merced").

Other Education projects:

- Alberta Schools – Phase 1, AB (2008)
- Alberta Schools – Phase 3, AB (2011)
- Moncton Schools, NB (2010)

Data Centre

Urbacon Data Centres, ON

April – July 2019

Belinda led the team providing technical due diligence for three data centre facilities on behalf on an investor: two neighboring facilities in the Greater Toronto Area, and an additional one in Montreal

Manassas Data Centre, VA

November 2018 – Present

Belinda is commission manager and leads the Lenders' Technical Advisor team supporting a

developer through the procurement and construction of two data centres in Virginia totaling 37,980 m2 of powered-shell space.

Quail Ridge Data Centre, VA

August 2018 – Present

Belinda is commission manager and leads the Lenders' Technical Advisor team supporting a developer through the procurement and construction of four data centres in Virginia totaling 78,220 m2 of powered-shell space.

Borden Data Centre, Ontario

2015 – Ongoing

Belinda is commission manager for the Lenders Technical Advisor team for this comprehensive development of a data centre with approximately 4,400m2 of white space which will house 5MW of information technology workload as well as the additional 3.5MW of corresponding mechanical and electrical infrastructure procured under a DBFOM model. The Project will be Uptime III certified.

Belinda is currently monitoring this project through the construction phase.

Chicago Data Centre, Chicago

2016 - 2017

Belinda is commission manager for the Lenders Technical Advisor team that led the consortium through financial close and is now monitoring the Project through Construction.

The Project Consists of 4 data halls and these will be completed in 4 distinct phases. The electrical rooms are modular and are placed outside the building to facilitate maintenance. The Project is not required to be Uptime Tier certified, but will be constructed with an n+1 redundancy.

Sports, leisure and hospitality

- Portsmouth Leisure P3 project
- Regina Sports Stadium
- 2015 PanAm Games Athletes Village (ON)
- Montreal Symphony Concert Hall (QC)

Social Housing

- BC Housing SRO Renewal Initiative Project (BC)
- Working Social Housing Project (UK)

Infrastructure

Airports

Bermuda Airport, Bermuda

2016 - ongoing

Belinda is the Lenders Technical Advisor on the DBFM Bermuda Airport Project which consists of a new build terminal to the south of the existing terminal, with major renovations and demolition to parts of the existing terminal.

Water

St John Clean Drinking Water P3, New Brunswick

2015

Belinda was commission manager to a bidding consortium for this project that included the construction of a new water treatment plant with 75 million liters per day capacity and a new storage reservoir with 33 million litres capacity; various water transmission improvements including rehabilitation of, and improvements to water sources at the Robertson Lake and Latimer Lake dams and intakes; installation of new water transmission mains and rehabilitation of selected existing water transmission mains; and upgrades to existing pumping stations.

Lions Gate Wastewater Treatment Plant, British Columbia

2016 - ongoing

Belinda is part of the Lenders Technical Advisor team to a bidding consortium for this project to design, construct and partially finance the Lions Gate Secondary Wastewater Treatment Plant and to manage its operations during a Performance Period of up to 1 year. The facility will be capable of treating 102ML/d ADWF (Average Dry Weather Flow) of raw wastewater and the secondary treatment system must be in service by December 31, 2020. The project also includes a diversion structure on 1st street to divert wastewater from the North Vancouver Interceptor to the Facility.

Waste

Hamilton Biosolids IC, ON

November 2017 - Present

Belinda leads the Independent Certifier team for the DBFOM of a new biosolids processing facility and renewal of an existing facility. The consortium will be responsible for the marketing, distribution and disposal of the final product.

Halifax Organics, NS

November 2019 - Present

Belinda is commission manager and leads the Lenders' Technical Advisor team for the DBOOT of a new solid waste resource management facility and system in Halifax. Two aging facilities currently process all waste from the City of Halifax, and a new facility will be required to be constructed while maintaining existing operations.

Calgary Waste Plant, Alberta

2014 - 2017

Belinda is commission manager to the winning consortium for this Project and was the Lenders Technical Advisor from bid stage, through financial close and is now managing the team monitoring the project through the construction phase. The Project involves the design, build and

Belinda Edwards

operation of a composting facility and all related infrastructure as part of the City's commitment to achieving 80% waste diversion from the City's landfills by the year 2020.

Telecommunications

Mackenzie Valley Fibre Link, Northwest Territories

2014 – Ongoing

Belinda was the Commission Manager for the Lenders Technical Advisor team through the bidding stage and up to Financial Close. The Project is an extension of the existing fibre optic network from McGill Lake to Inuvik, which is a 1,154km route.

Rail and Road

Pennsylvania Rapid Bridge Replacement Project, Pennsylvania

2014

Belinda was commission manager for the Lenders Technical Advisory team to one of the bidding consortia for this Project. This project was to demolish and replace, to current PennDOT specifications, 558 Bridges throughout the State. The shortest existing bridge is 10 feet in length and the longest existing bridge is 369 feet in length, with the average bridge 50 feet in length and 27 feet wide.

Other rail and road projects:

- Sheppard East Rail Maintenance and Storage Facility, ON (2010-2011)
- East Rail Maintenance Facility, ON (2013-201)
- Billy Bishop Pedestrian Tunnel, ON (2011)
- Portsmouth Bypass, Ohio (2014 –ongoing)

Secondary Market

- Kelowna and Vernon Hospitals (BC)
- Royal Jubilee Hospital (BC)
- Alberta Schools Phase 2 (AB)
- Project Yoyo (NW Territories)

Independent Certifier

- Hamilton Biosolids Project ((ON)
- St Thomas Courthouse (ON)
- South West Detention Centre (ON)
- McMasters Children's Hospital (ON)

Business Cases

- Mount Sinai Administration Relocation (ON)
- Waterloo Lutheran Business Case (ON)
- TDSB Windows Benchmarking Analysis (ON)
- College of Ontario Chiropractor Business Case (ON)
- Newport Courts Business Case (UK)
- BRBR Office Relocation Business Case (UK)

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Resume

Terrence Dunn



"Terry is a knowledgeable, hard-working professional with a wide range of experience... He quickly discerns project needs, develops realistic action plans, and is unrelenting in bringing issues to closure."

Richard Gladstone, Senior Vice President, Director of Real Estate Development at Trinity Real Estate, company

Discipline

Project Management

Grade

Director

Qualifications

Bachelor of Architecture

Regional experience

North America	28 years
UK	1 year
Middle East	2 years
South America	1 year

Capability summary

Terry brings over 25 years of diverse real estate and construction experience to the firm. As a Registered Architect and with a professional background in Construction Management, Terry is a highly effective professional with extensive experience managing the development, design and construction of major commercial projects.

Terry is a self-starter with experience representing client, developer, tenant, architect and contractor; and is recognized leader who effectively manages multiple large projects with divisional profit and loss responsibility and who consistently enforces scheduled goals, delivering projects on budget and on time.

Terry's previous experiences as an Owner's Representative for a major international development firm; Project Manager for a large international architectural firm and Construction Manager for a major New York based construction management firm provides a strong baseline in the management of all aspects of the development of new projects from site identification through final tenant build-out.

Terrence Dunn

Key technical competencies:

- Real Estate Development
- Strategic Planning
- Program Management
- Contract Negotiation
- Contract Management
- Value Engineering / Cost Control

Highlighted sector experience:

- Commercial (end-user)
- Education (schools)
- Financial institutions/ commercial office /corporate interiors
- Major not-for-profit cultural institutions
- Major League Sports Venues
- Multi-use retail
- Master Planning

Systems and tools capability

- MS Word (experienced)
- MS Excel (experienced)
- MS Project (experienced)
- MS Power Point (experienced)

Property

Commercial Developer

World Trade Center Redevelopment, New York, USA

August 2009 – May 2011

Acting Assistant Director of Planning, Design & Construction for World Trade Center Redevelopment with the Port Authority of NY & NJ.

Responsibilities: As the Design/Construction liaison between the Site Operations and Leasing Manager (World Trade Center Redevelopment) and associated Design & Construction Professionals for both the Port Authority of NY & NJ (inclusive of Tower 1 formerly known as the Freedom Tower), the Transportation Hub and the

Vehicle Security Center being managed by World Trade Center Construction inclusive of all coordination with PA affected departments (i.e. Procurement; Legal; Engineering; TSD, OEM and Risk) and non-Port Authority Stakeholders inclusive of the New York City Metropolitan Transportation Authority (MTA), Silverstein Properties Inc. (Towers 2, 3 & 4), National September 11th Memorial and Brookfield Properties; responsible for the review of project documentation and coordination of site construction and site systems to minimize ongoing operational expenditures after construction completion and start of operations.

Citigroup – Citi Sioux Falls, 150,000 sf Call Center; Sioux Falls, South Dakota, USA

Citigroup – Citi Tucson, 300,000 sf Call Center; Tucson, Arizona, USA

December 2016 – November 2017

Director acting as Citi's representative for the structuring of the build-to-suit development deal for their new call center in Sioux Falls, South Dakota and Tucson, Arizona. Primary responsibility was the development of the proposed deal terms for the Build to Suit development contract. With Citi Counsel led the development of the GMP contract (with proposed incentive bonuses) and coordinated the development of the backing exhibits from the consulting team through the award of the RFP.

Citigroup – Citi Tampa Regional Headquarters, Tampa, Fla, USA

May 2017 – Ongoing

Director acting as Owner's Representative responsible for the structuring of the RFP and the bid & buy of the A/E team for the redevelopment of Citigroup's regional campus in Tampa. Currently responsible for the structuring of the proposed Build-to-suit RFP to be issued to the broader development community in the first quarter of 2019.

Terrence Dunn

Time Warner Inc. – New York Headquarters Project, New York, USA

August 2013 – Present

Director acting as Owner's Representative responsible for ongoing coordination with Time Warner's Development Partner (i.e. Related Properties); Following on from the successful appointment in the Due Diligence Phase to select a new site for the relocation of their corporate headquarters, Time Warner appointed Terry and his team, working with Turner & Townsend, as Project and Cost Managers working directly with the Time Warner in-house Real Estate team to coordinate the review of Related Properties Base Building A/E and CM teams to accommodate Time Warner specific requirements.

Responsibilities: As Time Warner will share in the Development of the project, work includes review of and consultation with the Time Warner transactional teams in the negotiation of all applicable development and construction agreements between Time Warner and Related Properties (inclusive of consultation on all regulatory requirements necessitated by the purchase of the air-rights above the LIRR storage yards); consultation with the Time Warner transactional teams on the Condo Declaration inclusive of Operational Costs and management overlays after completion of construction; consultation with the TI team for necessary modifications to accommodate CNN and HBO occupancies inclusive of any and/all interfaces with Empire City Subway and tel/com vendors to accommodate any and/all necessary redundancies; the review of all base building costs, the review of all ongoing allocable Joint Venture Costs, the purchase of Time Warner specific requirements and the coordination of all TI site logistics.

Goldman Sachs Corporate Headquarters NY, NY

Completed 2010

Owner's Rep/Design Project Manager on this project as agent for Goldman Sachs. Work consisted of the design management of Pei Cobb Freed & Partners, Adamson & Associates and

ShoP Architects for the core & shell for Goldman Sachs' new corporate headquarters located opposite the proposed One World Trade on West Street in lower Manhattan. Responsible for the day to day management of the design team from preliminary presentations through completion of Construction Documents.

SAC Capital; Stamford, Connecticut

Completed 2001

Project Manager on the project for SAC Capital. Working with The Office of Roger Ferris, was tasked with the 175,000 sqft renovation/construction of the new corporate campus for SAC Capital. The construction included the demolition of the existing facilities to the structural frame, the construction of the expanded facilities with new curtainwall and a new 2-story trading floor with associated back-of-house support spaces. Responsibilities included client and sub-consultant coordination and management and construction management services which included value engineering services, estimating, logistics planning, bidding and purchase of subcontracts.

Sports, Hotels and Leisure

Yankee Stadium, Bronx, NY, USA

Completed 2009

Owner's Rep/Project Manager for this project working as agent for the New York Yankees. Work consisted of the design, construction and fit-out for the new Yankee Stadium, seating approximately 53,000 fans, on four levels stretching from foul pole to foul pole, with nearly 30,000 seats in the first two levels and approximately 60 luxury suites.

Responsibilities: Directed the consultant and transactional teams in the preparation of the Phase 1 and Phase 2 Environmental Surveys; the coordination of both the Yankee consultant and legal teams and of affected NYC and NYS Agencies; including but not limited to the New York City Department of Transportation (NYCDOT), New York State Department of Transportation (NYSDOT), State Historic

Terrence Dunn

Preservation Organization (SHPO), the new York City Department of Parks and Recreation (NYCDPR), the New York City Departments of Environmental Protection and Environmental Conservation (NYCDEP & NYCDEC) the Economic Development Corp (EDC), City Planning, the Arts Commission and The Office of the Mayor. Responsible for the ULURP (Uniform Land Use Review Process) and the FEIS (Final Environmental Impact Statement) processes. Responsible for the development of the security program from initial threat assessments and comparable benchmarked institutions to the development of Standard Operating Procedures (SOP's.) Responsible for the management of all Architectural trades (approximately \$250m dollars) during bid & award; including review of scopes, bidders, all requisitions and day to day management of field conditions through project close-out.

The NY Wheel, Staten Island, New York

January 2017 – June 2017

Owner's Representative for Mammoet-Starneth; retained to assist in the re-structuring of the NY-based design and erection team for the construction of the 620 ft. giant Ferris Wheel and to streamline conversations with Ownership, with the local regulatory agencies and with local construction unions.

NYFCF, Temporary First Team Training facilities,

Completed 2015

Project Manager/Owners Representative for City Football Group which retained Turner & Townsend in 2013 to manage their first endeavor within the New York City area for their newly acquired Major League Soccer franchise named New York City Football Club.

The external scope of the project included multiple elite playing surfaces which used various top level, cutting edge technologies. All synthetic playing surfaces have been procured to FIFA 2 Star rating with elite level shock pad technology. The natural playing surface is a "tablet" surface or a "pitch and a half". The natural playing surface utilizes a fully integrated irrigation system, thermal root zone warming technologies

and Desso Grassmaster root threading technology.

The internal scope of the project included 15,000 sf which houses a large conditioning gymnasium, medical treatment suites, changing facilities, showers and wash rooms, hydrotherapy suites, dining facilities and management offices.

The Waldorf=Astoria Hotel, NY, NY; Hilton Worldwide Inc., USA

Completed 2014

Full-scope Project Manager, Construction Manager, Cost Manager and Client Representative responsible for the renovation of an operating Luxury Hotel, and significant renovations to existing architecture and systems inclusive of:

Ballroom & Meeting Rooms – Design and renovation of all ballroom, pre-function space and existing meeting rooms. Creation and optimization of back of house areas into additional new meeting space

Lobby and Public Space – Design and renovation of entrances, lobby, front desk / reception and

Systems Upgrades – Evaluation and replacement of all plumbing risers. New telecommunications infrastructure for HSIA wired and wireless.

Commercial Corporate

Bloomberg LP, 919 Third Avenue, New York, New York, USA

June 2015 – January 2018

Owner's Rep/Project Management/Director: Working with Gensler, Syska Hennessy Group, DeSimone Consulting Engineers (A&E team), and Turner's Interiors group (Construction Management team), tasked with the management of the 450,000 sq.ft build-out of 919 Third Avenue for Bloomberg LP.

The fast-tracked construction includes the phased construction of a dedicated physical plant, open office space, a Grab-and-Go Pantry and Training and Conference Center with associated back-of house support spaces.

Terrence Dunn

Bloomberg LP, 120 Park Avenue, New York, New York

June 2013 – September 2015

Working with Studios Architecture, Cosentini, DeSimone Consulting Engineers (A&E team), and Turner's Interiors group (Construction Management team), tasked with the management of the 468,000 sq.ft build-out of 120 Park Avenue for Bloomberg LP. The construction includes extensive infrastructure upgrades; open office space, a Health Center, Pantry, Training and Conference Center and associated back-of house support spaces. Responsibilities include client and sub-consultant coordination and Project Management and Cost Management services.

Witt/Soundview, Greenwich, Connecticut

Completed 2001

CM/Project Manager: Working with Perkins Eastman, provided Construction Management (CM) services (including value engineering services to maintain budgetary control) for the intended construction of a new 35,000 sqft regional headquarters in Greenwich, Connecticut.

Banque Nationale de Paris; New York, New York

Completed 2000

A/E Project Manager on the project for Banque Nationale de Paris. Work consisted of the management of design and construction administrative services for the 175,000 sf regional headquarters. Responsibilities included client and sub-consultant coordination and management; Architectural pre-design services, schematic design services, design development services, construction documentation services, bid & negotiation services and construction administrative services.

Jefferies and Company; New York, New York

Completed 1999

A/E Project Manager on the project for Jefferies and Company. Work consisted of the management of design and construction

administrative services for the 50,000 sf regional headquarters. Responsibilities included client and sub-consultant coordination and management; Architectural pre-design services, schematic design services, design development services, construction documentation services, bid & negotiation services and construction administrative services.

Higher education

G. Chris and SungEun Anderson Residence Hall, NY, NY name, project name and location [heading 3]

Completed 2001

CM/Project Manager: Working with Beyer Blinder Belle Architects provided Construction Management (CM) services (including value engineering services to maintain budgetary control) for the intended construction of a new 265,000 sqft 22-story multi-use building incorporating a mixture of performance, academic, and residential functions adjacent to the existing Manhattan School of Music at 122nd Street and Broadway.

Brookdale Center, Benjamin N. Cardozo School of Law, NY, NY

Completed 2000

CM/Project Manager on this project for Yeshiva University. Work consisted of the gut rehabilitation of the school's ground floor retail space, ancillary school space, existing moot court room and replacement of the building HVAC systems. Responsibilities included client and sub-consultant coordination and management and construction management services which included value engineering services, estimating, logistics planning, bidding and purchase of subcontracts.

Terrence Dunn

Museums, Heritage and Visitor Attractions

MoMA/PS1, The Contemporary Art Museum; Long Island City, Queens, New York

Completed 2004

CM/Construction Manager on this project for the New York City Department of Cultural Affairs – New York City Department of Design & Construction and the Museum of Modern Art (MoMA). Work consisted of the structural reinforcement and/or replacement of roof trusses and parapets; window replacement and exterior façade stabilization/replacement for P.S. 1 Contemporary Art Center, a MoMA affiliate housed in what had been Long Island City's First Ward elementary school. Responsibilities included client and sub-consultant coordination and management and construction management services which included value engineering services, estimating, logistics planning (to maintain the continued operation of the Museum during construction), bidding, purchase of subcontracts, negotiation of change orders and closeout of all subcontracts.

Montclair Art Museum; Montclair, New Jersey

Completed 2001

CM/Pre-Construction Manager on the project working for the Montclair Art Museum. Working with the Montclair Art Museum was tasked with the development of a budget sensitive, multi-phased 2,500 sqft renovation and addition to the existing landmark museum. Designed by Richard Blinder of Beyer Blinder Belle Architects & Planners, the expansion doubled the size of the New Jersey museum, from 20,000 sq. ft. to 42,000 sq. ft., increasing exhibition space, improving accessibility, and enlarging storage. Responsibilities included client and sub-consultant coordination and management; Construction services included estimating services, value-engineering suggestions to maintain project cost parameters and logistics plans to maintain the operation of the Art School and continued operation of the Museum.

Retail

Lesso Home, Westbury, New York

July 2017 – Ongoing

Director, Owner's representative on this project for the refurbishment and the repositioning of the mall at the Source in Westbury, Long Island. Responsibilities include management of the design team, and the purchase and management of the construction management team for the fast-track construction and opening by end of the third quarter of 2018.

Starbucks Roastery, Chicago, Illinois

February 2018 – Ongoing

Director, Owner's representative on this project for the refurbishment of the former Crate & Barrel on Chicago's Magnificent Mile into a Starbucks Reserve Roastery featuring interactive tours, multiple brewing methods, specialty Reserve drinks and artisan breads. Responsibilities include management of the design team, and the development of the deal terms and the purchase and management of the construction management team for the fast-track construction opening by end of the third quarter of 2019.

Harlem USA, New York, New York

Completed 1999]

Project Manager on the project for GRID Properties Inc. Work consisted of the management of design and construction administrative services for Harlem USA, located on 125th Street opposite the legendary Apollo Theater. The complex includes a nine-screen multiplex cinema, large sports club, children's entertainment center, and retail, allowing national retailers to establish a presence in Harlem. Responsibilities included client and sub-consultant coordination and management; Architectural pre-design services, schematic design services, design development services, construction documentation services, bid & negotiation services and construction administrative services.

Terrence Dunn

Urban Development

Hudson River Park Trust; New York, New York

Construction start 1999

CM/Program Manager on this project for the Hudson River Park Trust. Work consisted of the Project Management of a multi-phase design and construction program of both land-side and water side projects adjacent the Hudson River from Battery Park City in the south to Pier 96 to the north.

Responsibilities: Project Manager – In a joint venture with Arup responsible for the management of multiple-design and engineering teams on the land side work (inclusive of the esplanade extending from Pier 25 through Pier 96, the bulkhead replacement/refurbishment which included necessary investigations and refurbishments of combined sanitary/sewer outfalls), and all waterside work including construction of new piers and coordination with all impacted federal agencies.

Work included Design Coordination Services, Project Scheduling Services, Construction Engineering Services, Survey and Mapping Services, Geotechnical and Soils Investigation Services, Project Record Management Services, Environmental and Historical Resource Analysis Services, Landscape Architecture / Architectural / Engineering Services, Community Outreach and Participation Services, Agency Coordination Services, and Facilities/ Operations Planning Services

Mutual Redevelopment

2015 - 2016

Director, Commission lead overseeing the team that delivered the project.

Mutual Redevelopment Houses, Inc. is a residential cooperative housing development. The Development (also known as Penn South) containing 2,820 units in ten 21-story buildings – five single core buildings and five double-core buildings, bounded by 8th and 9th Avenues and West 23rd and West 29th Streets, as well as a

power plant, garage, commercial and professional space.

This \$125m Project consisted of the abatement of the existing piping system during the heating season and subsequently the replacement of the entire dual temperature piping risers and horizontal distribution piping, Apartment fan coil units and other fan coil units in various ground floor spaces in all of the five double (5) and five (5) single 22-story residential buildings, while occupied during the cooling season.

Infrastructure

Rail

Fulton Street Transit Center, NY, NY

Construction Start 2004

CM/Project Manager on this project for the Metropolitan Transportation Authority (MTA). Work consisted of the design management of Grimshaw Architects, Arup Consulting Engineers and James Carpenter Design Associates for the design of the new transit center facility at the southeast corner of Fulton Street and Broadway.

Responsibilities: Construction Manager – In a joint venture with Parsons Brinckerhoff, construction services included Budgeting, Estimating, Value Engineering, Logistics Planning, Design Management, Project Scheduling and Construction Engineering Services.



Jon Godsmark

Senior Managing Director
Ernst & Young Infrastructure
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Education

BSc. (Hons): Management –
London School of Economics

Certifications and Affiliations

- MSRB Municipal
Advisor Representative
Qualification

Professional experience summary

Jon is a Senior Managing Director of Ernst & Young Infrastructure Advisors, LLC. Jon has provided strategic and financial advice to state and local governments on infrastructure projects in the US, UK, UAE and Bermuda, across a range of sectors including public buildings, utilities, justice, light rail, high speed rail, highway transportation, renewable energy and healthcare. His advice has included helping governments analyze different financial and commercial structures for building new infrastructure or improving the operational and financial performance of existing infrastructure to benefit their communities.

Select EYIA engagement experience:

- **Montgomery County Public Schools, VA (MCPS) – Education facility development program:** Jon led the team that advised MCPS on the options for building new \$100m+ education facilities. EY's work included developing an options appraisal for delivery approaches, including under the PPEA, analysis of unsolicited private sector proposals and assessment of likely impacts on MCPS's credit rating and balance sheet.
- **Washington Metropolitan Area Transit Authority (WMATA):**
 - **Fare Payments Study:** Jon is leading EY's support to WMATA to analyze potential approaches to enhance WMATA's fare payment solutions.
 - **Efficiency Study:** Jon advised WMATA with regard to the analysis of potential opportunities to improve financial and operational performance. The study covered all aspects of WMATA's operations and Jon led aspects with regard to capital projects, real estate development and parking.
 - **Parking concession:** Jon led EY's support to WMATA to evaluate potential structures to undertake a parking concession for WMATA's daily lots and hourly spaces.
- **Maryland Department of Transportation (MDOT) and the Maryland Economic Development Corporation (MEDCO) – I-495 and I-270 Traffic Relief Program:** Jon is acting as project manager of the team advising the State with regard to the structuring, procurement and financing of an Express Lane system on the Capital Beltway and I-270.

Examination (Series 50)

- FCA – Fellow of the Institute of Chartered Accountants in England and Wales

- **Virginia Department of Transportation (VDOT) - Hampton Roads Bridge, Tunnel Expansion Project:** Jon provided support to VDOT related to the development and administration of the evaluation of proposals for the \$3.1bn design-build project to expand capacity on this critical crossing. The project was delivered under the PPTA.
- **Massachusetts Bay Transportation Authority (MBTA):**
 - **Automated Fare Collection P3 Project:** Jon is led EY's advice to the MBTA with regard to procuring a new Automated Fare Collection System which is being delivered under a long-term performance-based contract with private financing. The new fare collection system will allow for account-based transactions utilizing contactless bank cards and smart phones across all the MBTA's and other providers' transportation network. The MBTA achieved financial close in March 2018 and EY are providing ongoing assistance during the implementation of the project.
 - **Bus Operations & Maintenance:** Jon led EY's advice to the MBTA with regard to the procurement of a private partner to undertake certain bus maintenance and operations services at up to three of the MBTA's nine bus garages.
 - **Telecoms, advertising & bus amenities:** Jon is leading EY's advice to the MBTA related to the evaluation of commercial structures and procurement strategy to deliver enhanced bus amenities and leverage telecoms and advertising revenues.
- **Port Authority of New York and New Jersey (PANYNJ) – Port Department Master Plan (October 2016 – Present):** Jon led the financial analysis and economic analysis with regard to the development of a long-term master plan for the port in order to enhance revenue opportunities, increase operational efficiency, maximize land utilization and ensure appropriate diversity of users.
- **Philadelphia Regional Port Authority (PRPA) — Southport Redevelopment Project (October 2014 – December 2016):** Jon provided advice to PRPA regarding the procurement of a private developer for the Southport project, a 200-acre site adjacent to the existing port facilities.
- **Fargo-Moorhead Flood Diversion Authority** – Jon advised the Authority with the development of a flood diversion project around Fargo, ND. The \$1.8bn project is to be split into two main segments with one delivered by the US Army Corps of Engineers (Corps) and the other delivered by the Diversion Authority. The project is one of the Corps P3 demonstration projects and therefore and represents the first time such delivery structure has been utilized for a project such as this.
- **Severn Trent Services – Middletown, PA Water Concession:** Jon provided financial and commercial advice to Severn Trent Services, a subsidiary of Severn Trent PLC, with regard to the concession of the water and wastewater facilities of the town of Middletown, PA. Advice related to

the key risks of the concession agreement, particularly as they impact the ability to raise third party finance, which included rate structure, revenue collection, capacity expansion, and capital recovery charge.

Non-EYIA Engagement Experience:

- **Virginia Department of Transportation (VDOT) - I-95 HOT Lanes Project:** Jon was a member of the team advising VDOT and the OTP3 on the sole source negotiation of a Comprehensive Agreement with a private developer for the Project under Virginia's Public-Private Transportation Act (PPTA). The project involved the development and operation of High Occupancy Toll (HOT) lanes along approximately 29 miles of the existing I-95 corridor in Northern Virginia. The Project was financed in two stages including public funds, tax exempt bonds and TIFIA credit assistance.
- **Bermuda Hospitals Board - King Edward VII Memorial Hospital Project:** Jon was the engagement manager to the Hospital on this pathfinder project to design-build-finance-maintain a new patient tower on the site of the existing hospital. The project included 90 inpatient beds, emergency room, diagnostic imaging, data center and back-up power. Jon was involved in all stages of the procurement including development of the Request for Qualifications, participation in the financial evaluation, development of the Request for Proposals and project agreement. The project successfully reached financial close on schedule in December 2010 and achieved service commencement on September 14, 2014.
- **New York City Water Board & New York Department of Environment – Upstate New York Hydroelectric Power Project:** Jon advised NYCW & NYDEP on the feasibility analysis regarding 4 hydroelectric power projects to be developed on existing reservoir dams in upstate New York. The project included analysis of delivery structures, risk sharing mechanisms and regulatory requirements necessary to deliver the project.



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Education

- MSRED, — Real Estate Development, Columbia University
- MLAUD — Urban Planning and Design, Harvard University

Professional experience summary

Jay Gillespie is a Senior Vice President with Ernst & Young Infrastructure Advisors, LLC (EYIA), an affiliate of Ernst & Young LLP and part of its US infrastructure advisory group.

Jay brings over 16 years of experience creating and delivering infrastructure development strategies and works to plan and procure major public infrastructure projects and programs. Jay provides significant expertise in project management, financial and project feasibility analysis, development opportunity analysis, and in the funding, implementation and delivery of large-scale projects, including projects delivered through public-private partnerships (P3s).

Select EYIA engagement experience

- **City of Los Angeles, Chief Administrative Officer (CAO) – Los Angeles Civic Center Master Plan:** EYIA assisted the CAO with analysis of owned real estate assets within and surrounding the Civic Center area of Downtown L.A., an area that currently supports the largest concentration of public sector employees outside of Washington, DC. EYIA analyzed financing and delivery options to build-out the long-term master plan, including the analysis of potential PPP delivery for some of the master plan phases. Subsequent tasks included more detailed analysis of procurement and delivery options for the first phase, redevelopment of the former LAPD headquarters, the Parker Center, as a new civic office building delivered through a DBFOM contract.
- **Santa Clara Valley Transportation Authority (VTA) – BART Silicon Valley Extension Phase 2:** EYIA is currently assisting VTA with the financial strategy and planning for the \$4.7 billion+ extension of the BART rapid rail system through Santa Clara County. Support provided includes identifying potential funding and financing sources and cost reduction strategies for the project, including several potential value capture strategies.
- **Atlanta Downtown Improvement District (ADID) – The Stitch:** EYIA assisted ADID with financial planning and implementation strategies for this innovative \$400m+ redevelopment project that combines capping the I-75/I-85 interstate, developing a major new park space, rebuilding a current MARTA rail station and catalyzing new real estate development in Downtown Atlanta. EY researched potential grant funding sources, considered unique public-private project delivery

- BLA — Landscape Architecture, University of Georgia

Certifications and Affiliations

- MSRB Municipal Advisor Representative Qualification Examination (Series 50)
- Central Atlanta Progress (CAP), Infrastructure Council
- Urban Land Institute (ULI), Associate Member

structures and analyzed potential revenue from two real estate value capture mechanisms, tax-increment financing and special assessments, to develop a preliminary funding plan for the project.

- **Empire State Development (ESD) – Moynihan Station:** EYIA advised on the redevelopment of the James A. Farley Building as Moynihan Station and the subsequent redevelopment of Penn Station in New York City. The team assisted in financial plan development and analyses of potential ownership and P3 structures, various financing approaches and the identification of strategies to close a potential funding gap. The team supported the client in negotiations with real estate developers and analyzed a procurement strategy for other project elements.
- **Washington 2024 – Summer Olympic Games Bid:** Served as Budget Lead to the Washington 2024 Bid Committee in pursuit of being awarded the 2024 Summer Olympic Games. Assisted the Committee in developing multi-billion-dollar budgets to both host the Games events and to fund infrastructure, venues, and facilities necessary to stage the Games in the DC region. EY provided strategic advice regarding venue financing and delivery as well as real estate advice related to the proposed Athlete’s Village in southeast DC.
- **Georgia Department of Transportation (GDOT) — Georgia Multimodal Passenger Terminal:** Served as EYIA’s Project Manager assisting GDOT with financial, strategic advisory, procurement and project management services for this \$1.6 billion transit center and redevelopment project. EYIA assisted with procurement of a Master Developer (MD) through GDOT’s PPP program to oversee the design, planning, and implementation of the MMPT project. The MD created a plan to leverage revenues from future retail, commercial, and residential projects to help defray the capital and operating costs of the project. A Master Development Agreement was signed in October 2011 with a team of Forest City Enterprises, The Integral Group, and Cousins Properties.
- **Georgia Department of Transportation (GDOT) — Interstate Broadband Deployment P3:** EYIA is currently advising GDOT on the procurement of a private Developer to design, build, finance, operate and maintain (DBFOM) a statewide broadband fiber and wireless network located on the interstate right-of-way throughout the State of Georgia. The selected Developer will have the opportunity to commercialize both existing and future fiber and wireless assets to generate commercial revenue to deliver GDOT’s required scope. EYIA previously supported GDOT through a commercial market assessment study and P3 procurement structuring process.
- **Rhode Island Department of Transportation (RIDOT) – Providence Intermodal Transportation Center (PITC):** EYIA served as financial and procurement advisor to RIDOT for the PITC project. This project anticipates selection of a private partner to construct a new regional / local bus transit facility adjacent to the existing Amtrak / MBTA train station in downtown Providence. Private development on publicly-owned land is part of the selected bidder scope and will provide additional

economic development for the area and assist in offsetting the public expenditures for the PITC project. EYIA acted as advisor to RIDOT and, along with legal and technical advisors, assisted with an RFQ process and real estate market analysis.



Matthew Tester
Vice President
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LLC

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Education

- MCRP —
Georgia Institute of
Technology
- BA —
Political Science —
University of North Carolina
at Chapel Hill

Professional experience summary

Matt Tester is a Vice President with EY Infrastructure Advisors, LLC (EYIA), an affiliate of Ernst & Young LLP and part of its US infrastructure advisory group.

Matt has provided strategic and financial advice to state and local governments on infrastructure projects across a range of sectors including transit-oriented development, light rail, commuter rail, bus rapid transit and renewable energy. He has substantial experience helping public-serving clients advance projects with transit and joint development components. Currently, Matt's work is focused on financial modeling and alternatives analysis for clients developing funding and delivery strategies for signature transportation projects.

Select EYIA engagement experience

- **Empire State Development Corporation (ESD) – Moynihan Station Redevelopment Project:** Provided strategic and financial advisory services with respect to the development of Moynihan Train Hall on the site of the historic James A. Farley Post Office building in New York City. Assisted ESD in development of a financial plan, modeling of potential financing and value capture strategies, and negotiations with potential partners and stakeholders that led to successful close of a \$526m TIFIA loan in July 2017. The redeveloped station will include a new, world-class train hall for Amtrak along with an integrated private real estate development component.
- **Los Angeles World Airports (LAWA):** Advised LAWA with regard to financial evaluation of proposals received from respondent teams to develop the Consolidated Rent-a-Car (ConRAC) facility under a long-term design-build-finance-operate-maintain (DBFOM) concession agreement. The ConRAC will house all rental car agencies and connect passengers to airport terminals as the eastern terminus of the Automated People Mover (APM) system.
- **Gateway Development Corporation (GDC) – Gateway Tunnel Project:** Advising GDC on financial analysis, value for money analysis and procurement of the \$12bn+ Gateway Tunnel Project, which will add a third passenger rail tunnel for Amtrak and NJ Transit into Manhattan for much needed resiliency and capacity along the Northeast Corridor.
- **Raleigh-Durham Airport Authority (RDU) – CONRAC Feasibility and Options Analysis:** Serving as engagement manager for a task designed to: (i) analyze a range of potential delivery

Certifications and Affiliations

- MSRB Municipal Advisor Representative Qualification Examination (Series 50)
- Member — Urban Land Institute (ULI)

method options for RDU's planned \$600 million consolidated rental car facility (CONRAC) and (ii) help RDU select a delivery method to advance further project planning and procurement. EY will provide cash flow analysis as well as analysis of the qualitative benefits and risks associated with each delivery option.

- **Charlotte Area Transit System (CATS):** Provided financial advisory and project management services for various project initiatives within the 2030 Transit Corridor System Plan. Currently advises on the financial planning for the BLE, recipient of a \$580m Federal Transit Administration (FTA) Full Funding Grant Agreement in 2012 and a \$180m TIFIA loan in 2015 and for the \$150m Phase 2 of the CityLYNX Gold Line streetcar project, now in the Project Development step of the FTA Small Starts process. Also advises CATS on strategic efforts to enhance local revenues through value capture and other new funding sources.
- **The Central Puget Sound Regional Transit Authority (Sound Transit) - P3 Advisory Services:** Advising Sound Transit on potential viability of P3 opportunities for light rail transit (LRT) and bus rapid transit (BRT) services included in the 2016 Sound Transit 3 ballot measure to fund expansion of the regional transit system. Developed a model for testing LRT project acceleration scenarios with functionality to compare cash flows of Sound Transit's baseline financial plan with an availability payment structure. Matt is leading EY's effort to advise Sound Transit with regard to development of a business case for P3 delivery of the ST3 BRT projects.
- **Massachusetts Bay Transportation Authority (MBTA)**
 - **Telecoms, advertising, and bus amenities:** Matt is serving as engagement manager for EY's advice to the MBTA related to the evaluation of commercial structures and procurement strategy to deliver enhanced bus amenities and leverage telecoms and advertising revenues.
 - **Bus maintenance and operations:** Advised MBTA with regard to the potential procurement of a private partner to undertake certain bus maintenance and operations services at up to three of the MBTA's nine bus garages. Matt helped evaluate and refine the set of key performance indicators (KPIs) and service level agreements (SLAs) proposed by respondents and helped develop the payment mechanism used to evaluate the financial component of the proposals received. As a broader component of the project, Matt helped design a new organizational structure for improved management and oversight of performance-based contracts which was rooted in the organization's existing capabilities.

- **Washington Metropolitan Area Transit Authority (WMATA):** Advised WMATA with regard to the development of procurement strategy and documents for a potential long-term concession of the Authority's parking assets.
- **Pinellas Suncoast Transit Authority (PSTA) - Financial Planning and Analysis:** Served as a core contributor to the development of a long-term, system-wide cash flow projection model to support financial feasibility analysis for PSTA's Greenlight Pinellas Plan — a proposed \$2.6b transit system expansion to include development of a new light rail system, addition of BRT routes in key corridors, and enhancement of local bus service. Also advised on alternative project delivery strategies, including PP, for the proposed LRT system.
- **Georgia Department of Transportation (GDOT) - Georgia Multimodal Passenger Terminal:** Provided project management and strategic planning support as EY assisted in the management of a Master Developer P3 involving the design of a 120-acre redevelopment project centered on a new multimodal transit hub in downtown Atlanta, GA. The Master Developer, a joint venture of Forest City Enterprises, Cousins Properties and The Integral Group, was competitively procured with EYIA's assistance and the project could ultimately be one of the largest transit-oriented developments in the U.S.
- **Ohio Department of Transportation (ODOT) - Maintenance Area P3 Analysis:** Provided summary analysis of ODOT maintenance area portfolio as EYIA works to determine if a P3 opportunity exists to engage private developers and/or service providers to undertake redevelopment, rehabilitation, operations and maintenance or other services for ODOT.



Nnaji Campbell
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Education

- JD — Catholic University of America, Columbus School of Law
- BA — Morehouse College

Certifications and Affiliations

- Member, New York State Bar

Professional experience summary

Nnaji Campbell is a Senior Associate with Ernst & Young Infrastructure Advisors, LLC (EYIA), an affiliate of Ernst & Young LLP and part of its US infrastructure advisory group. Nnaji has over twelve years of public sector and private developer experience. Prior to joining EYIA, Nnaji worked for a global investment manager and infrastructure development firm, where he drove deal origination and project development for sustainable U.S. public-private partnership (“P3”) projects across transportation, energy, environmental and social infrastructure sectors.

In 2012, Nnaji was appointed to serve at the U.S. Department of Commerce and as a Senior International Trade and Investment Advisor he managed U.S. Government (USG) Advocacy, principally on behalf of U.S. companies delivering large-scale infrastructure projects in emerging markets. He coordinated USG trade finance resources and diplomatic campaigns helping governments and companies advance P3s. Preceding his time at Commerce, Nnaji worked at The White House for three years, where he communicated U.S. policy to a wide range of constituencies and stakeholders.

EYIA Engagement experience

- **TxDOT Southeast Connector** – Part of the team serving as financial advisors to TxDOT on the \$1+ billion project to procure the addition of connector section and roadway improvements along I-20, I-820 and US 287.
- **USA Environmental Protection Agency** – WIFIA Program: Advising the Environmental Protection Agency on evaluating the creditworthiness of prospective borrowers, reviewing financial model and assisting with loan negotiations.

Non-EYIA Engagement experience

Nnaji has a range of project experience from early stage deal origination and project development in the Americas to emerging market project development. He has supported governments implementing capital programs and advised client companies on market entry/expansion strategies, risk management, trade finance, commercial diplomacy, procurement and P3 delivery. The following is a list of select project engagements:

US

- University Central Utility/Combined Heat and Power project developments – California State University and Dartmouth College
- Maryland Department of Transportation I495/I270 Managed Lanes – early stage project development, feasibility analysis and market assessment
- Central 70 Colorado Department of Transportation Project – Part of team supporting TIFIA loan process and reaching financial close
- San Diego Landfill Gas to Energy early stage project development
- Transportation Authority Signal Modernization Program – project feasibility, delivery mechanism and technology assessments

Non-US

- Water treatment plant and distribution system development in Rwanda
- National health sector modernization procurement of redevelopment, updated technology and services for 98 public hospitals in Kenya
- National telecom. digital transition providing technology, services and installation for Ethiopia
- Meteorological early warning systems agribusiness developments across 11 countries in partnership with United Nations Development Program
- Expressway P3 project development and financing; Power plant and port project planning in Kenya

Education

Juris Doctor
University of Miami, 1997

B.S. in Mechanical
Engineering Florida
International University,
Miami, FL, 1991

**Professional Licenses
and Registrations**

Mechanical Engineer: FL
No. 58792

Plumbing Plan Reviewer
SBCCI, 1996

Plumbing Inspector
SBCCI, 1996

Certificate of HVAC
Design, 1991

Years' Experience

27

Mr. Valderrama is an experienced Engineer with over 27 years in all aspects of engineering and construction dealing with Civil, Structural, MEP, and Fire Protection. His experience includes design of complex building facilities, business development, program management, project management and general office operations, overseeing of the firm's contracts and project negotiations. Currently Mr. Valderrama is responsible for daily operations, overseeing several contracts and projects throughout South Florida, coordinating with clients, and assisting with marketing and business development practices.

PROFESSIONAL EXPERIENCE**Chlorine Building: WASD South District Wastewater Treatment Plan – Cutler Bay, FL**

The Miami-Dade Water and Sewer Department (WASD) existing Chlorine Building due to the age and conditions, is in need of upgrades consisting of repairs, rehabilitation, and replacement. CSA was contracted by WASD to develop Construction Documents for the Scope of Work developed by CD PMCM. CSA is tasked with providing the Technical Memorandum to specifically perform evaluations, confirm project Scope of Work, and identify the design criteria. Mr. Valderrama evaluated condition of existing ventilation system. He developed the ventilation requirements for the new electrical heat loads, as well as a revised ventilation system using the existing components to meet new demand loads.

Architecture and Engineering Services for the Upper Keys Center at the Florida Keys Community College – Key Largo, FL

CSA Central, Inc has recently started working on the A/E design services for the new Upper Keys Center at the Florida Keys Community College. The scope of work includes providing Architectural, Engineering and Professional Services for the design and construction of the facility. Facility Programming, Civil Engineering, Site Permitting at the County and College, Drainage and Stormwater Management, Life Cycle Cost and DOE Energy Analysis, Architectural Design, MEP Design, LEED or FGB Consultation/ Certification, and Renderings/ Models. Mr. Valderrama is the CSA Principal in charge of overseeing the activities of the project and specially the coordination with the Client and other firms involved.

A/E Services for Capital Renewal and Replacement Projects: City of Miami Beach - FL

CSA was contracted to provide Architectural, Environmental Engineering, and Civil Engineering services through the Capital Renewal and Replacement Program (the "CRR Program"). The scope of work includes renewal and replacement of the City's facilities and the systems within those facilities (e.g., HVAC, roofs, fire safety systems). CSA has been commissioned to perform services for the following tasks: Architecture and Engineering Design for improvement of restroom facility at City's Parking Garage (400 West 42 St), and at City's Property Management Facility (1800 Bay Road). Mr. Valderrama serves as Mechanical Engineer for all T.O.'s completed.

Panama Metro Line 2 - Panama City, Panama

Project Manager for design of a 23 km elevated metro line in Panama City. Line 2 includes 16 stations and yards & shops for maintenance of the trains. Project cost \$2.2 Billion.

Linea 1 – Panamá (MEP), Linea 1 – Perú (MEP), Linea 5 – Venezuela (PM), People Mover MIA, Orange Line Miami Metro 2007/2008.**Consolidated Rental Car Facility: Miami Intermodal Center – FL**

Project Manager, Chief Mechanical Engineer and Engineer of Record responsible for HVAC, plumbing and fire protection for the development of engineering drawings

for a 4,000,000-sf parking facility intended to consolidate the location of various rental car providers serving Miami International Airport. Estimated construction

cost of \$230 million. First facility in the world with 120 multilevel fueling stations. Building also housed car washing stations, office spaces, as well as general parking. The work included the design of HVAC, fire protection, plumbing, electrical, lighting and fire alarm systems, as well as fueling systems for fuel islands.

Pump Stations Hardening: South Florida Water Management District (SFWMD)

Lead Mechanical Engineer responsible for mechanical designs associated with the reinforcing of the air intakes and encasing in steel and concrete the exterior conduits and pipes for the hurricane "hardening" of the pump stations. The pump stations were designed by the USACE and are of 1961 to 1995 vintage.

Air/Seaport: Tactical Response Training (TRT) Center Fire Station: Broward County, FL

Provided the mechanical design and construction phase services for the HVAC systems of the proposed Air/Seaport Fire Station including Training Tower. The work included apparatus rooms (ventilation), as well as Fire Fighters' residential area with kitchen, storage, special training and decontamination areas.

Port of Miami: Gangway Relocation Terminals B-C POM – FL

Florida Senior Mechanical Engineer responsible for the structural and MEP Team for the relocation of the gangways at Terminals B-C for connection to new Cruise Ship.

Port of Miami: Gangway Doors Terminals G-F POM – FL

Senior Mechanical Engineer responsible for the structural and MEP Team for the relocation of the gangway's doors at Terminals G-F as part of preparations for new Cruise Ships at POM.

Port of Miami: Bascule Bridge Inspection POM – FL

Senior Mechanical Engineer for the inspection of existing bascule bridge at POM for FDOT Report.

Abu Dhabi International Airport (AUH) - United Arab Emirates (UAE)

Project Manager for MEP design of the remodeling and upgrades of the existing terminal built in 1970.

Terminal D, E, F, G & H Wraps and Renovations Miami International Airport - Miami, FL

Field verification of existing areas to be remodeled, the design of plumbing and fire protection systems as well as coordination and implementation of Life Safety Master Plan. Relocation of Compressed Natural Gas (CNG) lines on roof. Design and coordination of utilities (water, sewer and storm) for a 3-story building addition at the airport. Coordination of utilities with civil engineering package at airport apron level.

South Terminal Expansion: Fire Protection and Plumbing Miami International Airport - Miami, FL

Project Manager responsible for the fire protection and plumbing associated with the expansion of this 900,000-sf airport terminal; estimated cost of construction \$380 million. Complete plumbing and fire protection for a multi-level terminal facility. Services included the design of a complex roofing structure, roof drainage piping system with overflow drainage, and sanitary collection systems of the terminal building.

Concourse D Extension: North Terminal Development Miami International Airport - Miami, FL

Responsible for plumbing and HVAC system designs for Concourse D Extension. Estimated construction cost \$1.4 billion.

North Runway: Miami International Airport – Miami, FL

Responsible for the design of the replacement of the fire protection utilities, including coordination with existing hangars such as Sonic Aviation and Commercial Jet. This included changes to existing systems and adding new fire protection pumps to existing system. Design and coordination of demolition and replacement work of fire pumps and water and sewer.

Bond Engineers Report: Port of Miami, FL

GINO VALDERRAMA, P.E., J.D.

Program Manager



Senior Mechanical Engineer responsible for the inspection and reporting of all structures, temporary and permanent, for verification of current compliance with South Florida Building codes.

Education

Master of Architecture,
Georgia Institute of
Technology, Atlanta GA
1976

B.S. of Architecture,
Georgia Institute of
Technology, Atlanta GA
1974

**Professional Licenses
and Registrations**

Registered Architect:

FL# AR100187

NY #015351

PR #14924

National Council of
Architectural Registration
Board #45449

Years' Experience

40

Mr. Fournier-Ferrá is a licensed architect with over 40 years of experience in Florida, New York, Georgia, and Puerto Rico. He has led projects through design and management of day-to-day responsibilities including leading highly skilled teams composed of agile project managers, architects, engineers and designers (inhouse and consultants). He has completed a wide variety of projects, through master planning studies prioritizing recommendations for phased renovations, performed building assessment and analysis studies, test fits, programming and project planning through all design and construction administration phases.

PROJECT EXPERIENCE**DDC Rikers Island Replacement Program & Project Management D-B**

Sr. Project Manager for the support of \$8.7B Program Management contract for the decommissioning of Rikers Island D/B contract. Responsibilities included providing support for document control administration platforms, preparation of performance specifications and criteria for each Design-Build Project, preparation of room data sheets and qualitative functional narrative sheets, preparation of Basis of Design Criteria for MEP/fire protection, structural and architectural disciplines, preparation of Spatial Test Fits for all proposed Borough-Based Jails, Construction Management support for anticipated Design-Build projects until closeout of each, and Quality Assurance/Quality Control services.

NYS Office of General Services Security IDIQ, Various Location, NY

Project Manager for MEP engineering support services for security upgrades as a subconsultant to a security specialist at the DOCCS Elmira Correctional Facility in Elmira, NY and Great Meadows Correctional Facility in Comstock, NY.

NYC Department of Design and Construction, Executive Director, In House Design Studio, New York, NY

As Executive Director, Mr. Fournier created a 15-person unit to manage, design and deliver projects ranging from \$100,000 to \$4,000,000. IDS has a portfolio of nearly 50 projects in various stages of development totaling over \$57,000,000 in construction. Project delivery time was reduced by approximately 9 months. His responsibilities included the management oversight of Design/Construction projects including planning, pre-design, design and construction phases. He directed and supervised the preparation and review of highly technical design/construction documentation, technical specifications and cost estimates for NYC in-house designed projects.

Upper Keys Center: Florida Keys Community College, Key Largo, FL

A/E design services for the new Upper Keys Center at the Florida Keys Community College. The design is for a two-story building housing multiple STEM programs, where the College plans to expand its academic programs in Key Largo, including Nursing/ Allied Health, Apprenticeships, Business Administration, Engineering Technology and Public Safety (Law Enforcement and Corrections Academies). Our scope of work includes providing Architectural, Engineering and Professional Services for the design and construction of the facility. Mr. Fournier is the Architect Lead for this project. Total buildout will be 42,000 SF.

New York State Insurance Fund, Sprinkler Renovation, New York, NY

Principal Architect for the renovation of their 350,000 SF, 18 story headquarters office building at 199 Church Street, New York City. The renovation is driven by the implementation of New York Local Law 26/04; which requires the installation of sprinklers in high rise office buildings and code related modifications to fire safety systems where the five-year phased construction plan has an expected completion by August of 2019.

JAIME FOUNRIER-FERRÁ, RA

Technical Consultant (Advisor)



DCAS Queens Borough Hall Building A/E Renovation, New York, NY

Architect of Record, project consists of the renovation of the existing plaza and steps in front of the Queens Borough Hall building (DCAS). The PDC Liaison group at DDC submitted the application and is being reviewed. Architect Fournier was the designer and was the Architect of Record in the application. Mr. Fournier, as Executive Director of the In-House Design Studio at DDC prepared the documentation for submission.

Municipal Fire Department Station, Police Station and 9-1-1 Emergency Response Buildings, San Lorenzo, PR

Principal Architect for a new municipal public safety facility.

NYC Department of Sanitation Garage, two story building and basement, for a NYC Department of Parks and Recreations neighborhood park in Chelsea, Manhattan, NY

Demolition design for sanitation garage and cost was \$1.8 M.

DPP Philadelphia Nursing Home Emergency Generator, Philadelphia, PA

Sr. Architect for incidental architecture related to the installation of a new emergency generator to serve the Nursing Home campus.

Philadelphia Gas Works West Philly District Office Building, Philadelphia, PA

Provided Wall/Window Cost Estimate and Building Envelope efficiency studies as part of the structural assessment.

ERNESTO J. MARIN

Construction Management

Education

M.S. Business
Administration
University of Miami
Miami, FL 1998

Continuing Studies,
Construction Management
University of Miami
Miami, FL 1984

Computer Science
ITESM
Monterrey, Mexico 1983

Training & Certifications

- TIN# M650210603910
- CTQP Final Estimates,
Level 1
- CTQP Asphalt Paving
Technician, Level 1
- CTQP Asphalt Paving
Technician, Level 2
- FEMA - IS-00100.a,
Introduction to Incident
Command System, ICS-
100
- FEMA - IS-00200.b, ICS
for Single Resources and
Initial Action Incident,
ICS-200
- FEMA - IS-634,
Introduction to FEMA's
Public Assistance Program

FEMA Disasters

- Hurricane Irma
- Hurricane Wilma
- Hurricane Rita
- Haiti Earthquake
- Hurricane Katrina
- Miami-Dade County
flooding

Affiliations

- Former President and
Board of Director,
Juvenile Diabetes
Research Foundation
South Florida Chapter
- Former President and now
Director of the
Nicaraguan American Golf
Association (NAGA)

Mr. Marin has over 35 years of experience in Construction Management, Project Management, Project Engineering, Bidding, Contract Management and Administration, Inspection, Estimating and Scheduling. His experience includes working on international and a variety of locations in the United States.

PROFESSIONAL EXPERIENCE

Continuing Services for Civil Engineering - City Ft. Lauderdale, FL

CSA Group was contracted by the City of Fort Lauderdale to provide civil engineering consulting services to include design, permitting, preparation of construction documents and participation in the implementation of various City projects. CSA Group was directly responsible for all services as it relates to roadway and site design, neighborhood improvements and beautification, underground utility design, site grading and stormwater runoff modeling and design, erosion and sediment control design, pavement marking and signage design, maintenance of traffic (MOT), engineering analysis, cost estimation and reporting, permitting, construction observation and inspection, shop drawing review, preparation of project rendering and presentation materials, specialized training to City staff, and coordination with City staff, consultants, utility owners and contractors. Mr. Marin oversaw the Construction Management of this contract.

IOC Olympic Center & Sports Complex - Port-au-Prince, Haiti

The International Olympic Committee (IOC) "Sports for Hope" mission is to provide positive sport and lifestyle opportunities based on the principles and values of the Olympics. The project developed this multi-purpose facility that is accessible to the youth, sports administrators, coaches and high-performance athletes of Haiti. The facility is suitable for competitions, camps and sport clinics and will also provide educational programs and encourage social development through programs aimed at empowerment of young women in the community, civic education and health services to combat a variety of prominent health issues such as HIV, AIDS, malaria and other health issues to surrounding communities. CSA was part of the early planning process preparing feasibility studies, pre-project support for alignment, definition, preliminary design, probable cost estimates, project management, procurement assistance, construction management and inspection oversight for the Design/Build contract for the facility. As Office Engineer, Mr. Marin coordinated the CSA responsibilities and oversight working closely with the on-site staff.

Structure S-151 Culvert Replacement: South Florida Water Management District (SFWMD) - Ft. Lauderdale, Florida

The structure allows release of water from WCA 3A to meet water needs for South Miami- Dade County and to discharge excess water to tide from WCA 3A and 3B, when capacity is available in the Miami Canal. Routine inspections over the years have determined that the structure can no longer be considered reliable. The scope of work includes design calculations, studies, plans, specifications, opinions of probable construction costs, construction schedule, operations plan, and continued development of the design for replacement of the S-151 structure. Mr. Marin is the Project Manager for this Work Order.

S2 S3, S4, S7 & S8 Pump Stations Monitoring Panels Replacement: South Florida Water Management District (SFWMD)

The scope of work consists of replacing the existing engine monitoring panels with new PLC based monitoring panels. This includes installation of new sensors, instrumentation, conduit and wiring to provide emergency shutdown of the engine. Once installed these sensors, instruments, conduit and wiring will automate the engine blower bypass valve.

Big Cypress Basin (BCB) Electrification of Cork 1, Cork 2, Cr951-1(S), Cr951-2(N) And FU-5 Generator Addition: South Florida Water Management District (SFWMD) – Collier County, FL

Construct the new building including equipment and electrical systems, followed by complete performance and operational testing, startup and commissioning so the building is fully functional. Any existing control buildings shall be decommissioned, demolished and removed. Identify the location for the new control building such that the building access door faces the water control structure and provides line of sight access to gate operations from inside the building. Mr. Marin serves as Project Manager for this project.

Communication Towers Inspections (13 Towers): South Florida Water Management District (SFWMD)

Identified towers are inspected and a detailed Tower Description and Inspection Summary prepared to identify completion of identified repairs from previous assessments and additional deficiencies to be addressed. CSA is responsible for gathering information from the team of multiple contractors and assembling into an overall report to provide to the owner. Key elements inspected include Structure Condition, Finish, Lightning, Grounding and Lightning Protection, Antennas and Lines, Appurtenances, Insulator Condition, Guy Lines, Tower Concrete Foundation, Guyed Mast Anchors and Tower Alignment.

Stormwater Treatment Area 2, South Built Out, Construction Management: South Florida Water Management District (SFWMD) – Palm Beach & Hendry Counties, FL

The intent of the District was to design and construct an additional Stormwater Treatment Area (STA) on Compartment B land to further assist the existing STAs in improving the quality of water entering the Everglades Protection Area (EPA). The long-term Everglades water quality goal is for all discharges to the EPA to achieve and maintain compliance with water quality standards, including phosphorus, as established in Rule 62-302.540 of the Florida Administrative Code. The Project was a component of the Long-Term Plan (LTP) and permitted the State of Florida and the District to proceed to fulfill their obligations under the Everglades Forever Act (EFA, F.S. 373.4592), and is intended to help achieve compliance with the phosphorous limits and levels established under Florida Law, Rule 62-302.540, F.A.C. (the Phosphorous Rule), and the Consent Decree entered in United States v. SFWMD, et al., Case No. 88-1886-CIV-Moreno (S.D. Fla.) Mr. Marin is the Senior Project Manager for this contract.

Local Agency Program | FDOT District 6 - Miami-Dade County, FL

Construction Contract Administrator. Services include coordinating with local LAP certified government agencies to develop, design, and acquire right-of-way and construction transportation facilities. The Local Agency Program is administered and funded by the Federal Highway Administration (FHWA) and the Department enters into Local Agency Program agreements with Certified Local Agencies to receive reimbursement for approved improvements. Mr. Marin was responsible for the coordination, contract administration and monitoring of construction contracts.

Hurricane Irma Debris Monitoring - Miami-Dade County Public Schools, FL

CSA provided Debris Monitoring Services for the Hurricane Irma Debris Removal Program of Miami Dade County Public Schools. As a result of the passage of Hurricane Irma, over 400 schools had negative impacts in their properties. CSA provided monitoring services initially for contractor's working a force account basis and later monitored hangers and leaners cutting operations as well as debris hauling. Mr. Marin is the Debris Monitoring / Logistics Officer and is working on validating information in database and ensuring FEMA compliance.

FEMA-funded Reconstruction Program – FEMA Disaster #1345 - Miami Dade County, FL

Mr. Marin was the Construction Manager for engineering and construction of over 3,000 sites damaged by flooding in Miami-Dade County. This \$350 Million Program included assisting with contracting and oversight of over 150 consultant and contractors that participated in the program. Client: Miami-Dade County Department of Environmental Resources Management (DERM), Eduardo Vega, P.E. (786) 552-8571 (2001 – 2006).

Hurricane Wilma Disaster Recovery Services – FEMA Disaster #1609 - Broward County, FL

As Project Manager, Mr. Marin managed vertical construction inspections for the City of Fort Lauderdale following Hurricane Wilma. (2006)

David L. Barth, PhD
ASLA, AICP, CPRP
10030 SW 52nd Road
Gainesville, Florida 32608
561.308.9937
david@barthassoc.com



Dr. David Barth is a Certified Planner who specializes in facilitation, strategic planning, and the planning, design, and implementation of the public realm. He has facilitated thousands of public workshops, focus group meetings, and strategic planning sessions for public and non-profit agencies throughout the United States, including the City of Gainesville, NASA/ Kennedy Space Center, the and the City of Seattle; and has facilitated the development of public realm system plans for over a hundred communities including Miami-Dade County, Washington, D.C, Palm Beach County, Norfolk, VA, San Diego, and the City of Raleigh.

He was a co-author of the American Planning Association (APA) publication *From Recreation to Re-Creation*, as well as a contributor to APA's *Planning and Urban Design Standards* for needs assessments. Most recently he authored APA's Planning Advisory Service Memo *Alternatives for Determining Parks and Recreation Levels of Service*. His new book, *Parks and Recreation System Planning: A New Approach to Creating Sustainable, Resilient Communities* is scheduled for publication in summer 2020.

Dr. Barth received his undergraduate degree in Landscape Architecture from the University of Florida; his Master's Degree in Organizational Leadership from Palm Beach Atlantic University; and his PhD in Design, Construction and Planning at the University of Florida.

PROFESSIONAL EXPERIENCE

- President, Barth Associates, LLC 2012–present
Gainesville, FL
- Adjunct Professor/ Graduate Assistant, University of Florida 2008–2015
Gainesville, FL
- Vice President/ Principal, Glatting Jackson/ AECOM 1987-2012
West Palm Beach, FL
- Director of Planning and Landscape Architecture, BJM Associates, Inc. 1986-87
Orlando, FL
- Assistant Regional Planning Manager, PBSJ 1982-86
Orlando, FL
- Planner, Glenn Acomb Assoc. / Boyle Engineering Corp. 1980-82
Orlando, FL
- Associate Land Planner, ITT Community Development Corp. 1980-81
Palm Coast, FL
- Landscape Architect, Harry Weese & Associates, Kaiser Transit Group, Miami, FL 1978-79

PROFESSIONAL LICENSURE AND CERTIFICATIONS

American Institute of Certified Planners, #011226	1995
Landscape Architect, Florida, #528	1979
Certified Parks and Recreation Professional	2002

EDUCATION

PhD (Doctor of Philosophy - Design, Construction, and Planning), University of Florida	2015
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SELECTED PROJECTS

Facilitation, Strategic Planning, Visioning:

- Seattle, WA Community Center Strategic Plan
- City of Port St. Lucie City Council Strategic Planning Workshop
- Gainesville Capital Projects Collaboration Retreat
- Florida Chapter of the Wildlife Society Strategic Plan Retreat
- Natural North Florida Strategic Planning Workshop
- Gainesville Nature Operations Strategic Plan
- Walkable and Livable Communities (WALC) Board Strategic Planning Retreat
- City of Port St. Lucie Department Strategic Plan Retreats
- NASA/ Kennedy Space Center Strategic Framework Charrette
- Space Florida Spaceport Master Plan
- West Palm Beach DDA Strategic Planning Workshop
- Poarch Band of the Creek Indians Strategic Master Plan
- Florida Association of Counties Commissioner Program for Community Visioning
- Palm Beach Gardens Height Vision Workshops
- North Miami Beach Smart Growth Workshops
- Palm Beach County Rural Lands Workshop
- Martin County Sustainable Communities Vision
- Palm Beach County Manatee Protection Plan Workshops
- PGA Blvd Corridor Association Strategic Planning Workshop
- Alachua County/ Municipal Leaders Workshop
- “Emerald City” Sustainability Workshop
- Juno Beach Height and Density Vision Workshops
- Martin County Maritime Museum Strategic Plan
- Coleman Park Neighborhood Improvement Plan
- Martin County Development Patterns Study
- Martin County Community Redevelopment Plans
- Palm Beach Gardens City Center Overlay Study
- Miramar Neighborhood Improvement Plan

Natural Resource Management Planning (including Facilitation):

- Hillsborough County, FL Conservation Lands Master Plan
- Suwannee River Water Management District Excellence in Land Management Program
- Miami-Dade County Deering Estate Management Plan
- Osceola County Shingle Creek Management Plan
- Indian Riverside Park Management Plan
- Old School Square Management Plan
- LCWA Crooked River Preserve Management Plan
- Seminole County Spring Hammock Management Plan
- Orange County Long Branch Park Management Plan
- Florida DOF Little-Big Econ State Forest Management Plan
- Volusia County Kratzert Regional Park Management Plan
- Volusia County Spruce Creek Conservation Area

Parks and Open Space System Master Planning (including Facilitation):

- Palm Beach County, FL Northeast Everglades Natural Areas (NENA) Master Plan
- West Palm Beach, FL Strategic Recreation Plan
- Cape Coral, FL Parks and Recreation Master Plan
- Arlington County, VA Parks and Open Space Master Plan
- St. Johns County, FL Parks and Recreation Master Plan

- Naples, FL Parks Master Plan
- Sarasota County, FL Park, Preserves, and Recreation Master Plan
- Fernandina Beach, FL Parks and Recreation Master Plan
- Venice, FL Parks and Recreation Master Plan
- St. Petersburg, FL Downtown Waterfront Master Plan
- Washington, D.C. Parks Master Plan
- Raleigh, NC Parks and Recreation Master Plan
- Rocky Mount, NC Parks and Recreation Master Plan
- Seminole County, FL Parks and Recreation Master Plan
- Pasco County, FL Parks and Recreation Master Plan
- Orange County, FL Parks and Recreation Master Plan
- Lenexa, KS Parks and Recreation Master Plan
- Colombia Pike, Arlington, VA Open Space Plan
- Buckhead, Atlanta, GA Green Space Plan
- Norfolk, VA, Recreation Master Plan
- Doral, FL Parks and Recreation System Master Plan
- Orlando, FL Families, Parks and Recreation Vision Plan
- Aiken, SC Open Space Element for the Comprehensive Plan
- Ft. Lauderdale FL, Parks and Long-Range Strategic Plan
- San Diego, CA Downtown Parks and Open Space Needs Assessment
- Jacksonville, FL Downtown Pedestrian and Open Space Master Plan
- Miami-Dade County, FL Parks and Open Space Master Plan
- Tamarac, FL Parks and Recreation Master Plan
- Pinellas County, FL Recreation, Open Space and Culture System Master Plan
- Suwannee River Water Management District, FL Strategic Recreation Plan
- North Myrtle Beach, SC Parks and Open Space Master Plan
- Coral Gables, FL Parks and Open Space Master Plan
- Macon, GA, Parks and Recreation Open Space Master Plan

Greenway/Trail Master Planning and Design (including Facilitation):

- Eldon, MO Rock Island Trail
- Miami-Dade County Ludlam (Rail) Trail
- West Orange (Rail) Trail
- Seminole-Wekiva (Rail) Trail
- Ft. Frasier (Rail) Trail
- Seminole County Old SR 13 (Rail) Trail
- Biscayne to Everglades Trail
- New Smyrna Beach/SR 44 Trail
- Georgia 400 Trail
- Ocmulgee Heritage Greenway
- Econlockhatchee Greenway
- Orange County Trails Master Plan
- Seminole County Trails Master Plan
- Broward County Greenways and Trails Master Plan

Park Master Planning and Design (including Facilitation):

- Kissimmee Lakefront Park
- Boynton Beach Congress Avenue Park
- Delray Beach Old School Square Park Expansion
- Collier County Big Corkscrew Island Regional Park Boynton Beach Congress Avenue Park
- Martin County Indian Riverside Park
- Brevard County F. Burton Smith Regional Park
- Winter Springs Central Winds Park
- Maitland Ballfield Complex
- Orange County Cypress Grove Park
- LCWA Hickory Point Recreation Area

- Seminole County Softball Complex
- Oviedo Sports Complex/Round Lake Park
- Martin County Halpatiokee Regional Park

RECENT SELECTED PRESENTATIONS

“Got Metrics? The Key to Strategic Implementation”, Palm Beach County Education Series, December 2018

“Strategic Planning in the Face of Changing Times”, Florida Government Finance Officials Association, Orlando, 2018

“The Benefits of High-Performance Public Spaces: A Tool for Community Resiliency and Sustainability”, Montgomery County, MD, 2018

“Creating a High-Performance Public Space”, Northern New England Recreation and Parks Conference, Bartlett, NH, 2017

“New Models and Metrics for Parks System Planning”, National Recreation and Parks Association (NRPA), St. Louis, 2016

“Reimagining Neighborhood Parks”, National Recreation and Parks Association (NRPA), St. Louis, 2016

“Parks that Reshape Cities”, American Planning Association, Phoenix, AZ, 2016

“New Alternatives for Determining Parks and Recreation Needs and LOS”, National Recreation and Parks Association (NRPA), Las Vegas, 2015

“Social Equity in Public/Private Partnership Agreements (P3’s)”, NRPA, Las Vegas, 2015

“Creating High Performance Parks and Recreation Systems©”, Florida Recreation and Park Association/ Florida ASLA, Orlando, 2015; Park Pride, Atlanta, 2015

“Creating High Performance Parks and Recreation Systems©”, NRPA, Charlotte, 2014

“Big City Planning Directors on Parks and Successful Cities”, NRPA/APA, Atlanta, 2014

“Using a Delphi Method to Develop Criteria for High Performance Public Spaces”, Council of Educators in Landscape Architecture, Baltimore, 2014

“The Role of Parks in Economic Development”, Joint NRPA-APA Roundtable, Washington, D.C, 2014

“Community Leader First, Parks and Recreation Professional Second”, Illinois Park and Recreation Association, Chicago, 2012

“New Alternatives for Parks and Recreation Levels of Service”, American Public Works Association, Denver, 2011

“The Future City Parks System”, Park Pride, Atlanta, 2011

SELECTED RESEARCH, PUBLICATIONS

“Reimagining Neighborhood Parks”, FRPA Journal, 2017

“Contemporary Parks and Recreation Planning”, APA Planning, 2016

“High Performance Public Spaces© - a Tool for Building Great Communities”, FRPA Journal, 2016

“Alternatives for Determining Parks and Recreation Level of Service (LOS)”, American Planning Association Planning Advisory Service (PAS) Memo, 2016

“2015, The Adoption of Innovation in the Planning and Design Process: Creating High Performance Public Spaces that Contribute to Community Sustainability”, PhD Dissertation, University of Florida, 2015

“Using a Delphi Method to Develop Criteria for High Performance Public Spaces”, Council of Educators in Landscape Architecture Conference Proceedings, 2014

“Planning the Public Realm as a Plexus”, University of Florida (unpublished), 2014

“Parks and Sense of Place”, FRPA Journal, 2012

“New Alternatives for Parks and Recreation Levels of Service”, American Public Works Association Reporter, 2011

“Providing Equity for Parks and Recreation Facilities; Alternatives for Calculating Level of Service (LOS)”, FRPA Journal, 2009

“From Recreation to Re-creation”, Chapter 3 - “Does My Community Need More Parks?”, American Planning Association (APA), 2006

“Planning and Urban Design Standards”, “Conducting a Parks and Recreation Needs Assessment”, APA, 2005

FRPA Journal, “Developing an Effective Parks and Recreation System”, 1998

PROFESSIONAL LEADERSHIP ACTIVITIES

2015 - Present, Trustee, Florida Recreation and Parks Association Foundation

1979 - Present, Member, American Society of Landscape Architects (ASLA)

1987 - Present, Member, Florida Recreation and Parks Association (FRPA)

2010 - 2012, Member, City of West Palm Beach Waterfront Committee

2000 - 2008, Trustee, Florida Public Officials Design Institute

2000 - 2005, Trustee, Florida Recreation and Parks Association Foundation

2002 - 2003, Chair, Florida Recreation and Parks Association Foundation Board of Trustees

2000 - 2001, Chair, FRPA Articles and Bylaws Committee

1995 - 1997, Member, Florida DNR Recreation User Group Advisory Committee

1991 - 1992, Treasurer, Florida Chapter ASLA

1985 - 1986, Chair, Florida Chapter ASLA Orlando Section

SELECTED HONORS AND AWARDS

Best Transportation Report Award, Miami-Dade County Ludlam Trail Design Guidelines, Florida APA, 2010

Focused Issue Planning Award, Downtown San Diego Needs Assessment for Parks and Open Space, San Diego APA, 2010

Award of Honor, Northeast Everglades Natural Area Master Plan, Florida ASLA, 2006

Award of Merit, City of Homestead Parks and Recreation Master Plan, Florida ASLA 2005

Award of Honor, Indian Riverside Park, Florida ASLA, 2002

Landscape Architect of the Year, Palm Beach County AIA, 2001

Award of Excellence, West Orange Trail, Florida ASLA, 1996

Award of Excellence, Cypress Grove Park, Florida ASLA, 1994

Resume – Terry A. Clark, AICP, PMP

Discipline Areas

- > Meeting Facilitation
- > Stakeholder Engagement Processes
- > Project and Program Management
- > Water Resource Planning and Implementation

Education

- > MS Geography, Florida State University, 1980
- > MS, Human Resource Development, Palm Beach Atlantic University, 1999
- > BA, Geography, Western Michigan University, 1978

Affiliations

- > American Planning Association
- > Project Management Institute
- > American Water Resources Association

Continuing Education And Certifications

- > Certified Project Management Professional (PMP), Project Management Institute, 2003-Present
- > Certified Planner, American Institute of Certified Planners (AICP), American Planning Association, 1984-Present
- > Certified Professional Facilitator (CPF) training and certification by the International Association of Facilitators (certification no longer active)
- > Myers-Briggs Type Indicator (MBTI) Qualified Administrator

Summary of Experience

Mr. Terry A. Clark has extensive experience in the areas of stakeholder engagement and facilitation in support of local, regional and state governmental projects. Mr. Clark is a nationally recognized expert in project management having written the book, *Project Management for Planners: A Practical Guide* published by the American Planning Association and taught hundreds of professionals across the United States the principles of successful project management. Mr. Clark has a demonstrated talent for facilitating solutions from diverse groups in development of complex community and regional plans embraced by decision makers and stakeholders.

Relevant Experience

Facilitation and Public Engagement Experience

Mr. Clark has extensive experience facilitating groups and public meetings to arrive at consensus in a way that participants feel a sense of participation and ownership in the final products. This results in the stakeholders supporting the plans when they are ultimately brought to decision makers for approval. Mr. Clark has facilitated well over 100 meetings consisting of elected officials, stakeholders, staff, consultants and interested parties related to community and regional planning projects. In addition, Mr. Clark has facilitated numerous training and learning sessions with between 10 and 200 participants. In meeting the unique needs of each client Mr. Clark has applied the following facilitation techniques:

- Nominal Group Technique
- Cardstorming Planning Method
- Action Planning Method
- Multi-Voting Priority Setting
- Time-Based Priority Setting
- Guided Problem Solving
- Brainstorming
- Focused Discussion Method
- Numerous Team Building and Ice Breaker Methods including use of Myers-Briggs Type Indicator (MBTI)

Facilitation and public engagement projects include:

- > South Florida Water Management District (SFWMD), Lower East Coast Water Supply Plan Update – 2012 Draft Public Engagement Process Plan. Mr. Clark prepared the document to meet public engagement requirements for preparation and approval of the plan.
- > Lake Worth Drainage District, Surface Water Quality Monitoring and Evaluation. Terry Clark was project manager for this project. In this role he defined the project scope and deliverables, coordinated with other agencies, identified and gathered official agency water quality data by WBID, and reviewed draft deliverables.
- > St. Johns River Water Management District (SJRWMD), Draft District Water Supply Plan 2010 Project Team. The Plan was a regional water supply plan covering 16 counties and over 6 million people. The team consisted of technical staff and consultants from two water management districts. Mr. Clark facilitated weekly teleconference team meetings with staff and consultants in setting project goals and requirements.
- > Withlacoochee Regional Water Supply Authority, Stakeholder Engagement Process. Terry managed all aspects of the stakeholder engagement process

Terry A. Clark, AICP, PMP

Professional Affiliations

- > Gainesville, FL City Plan Board Member, 2016-2019
- > Chair, San Felasco Section, Florida Chapter of the American Planning Association, Gainesville, FL 2019-Present

Publications

- > Clark T. A. *Project Management for Planners: A Practical Guide*. Chicago: American Planning Association Planners Press, 2002. (ISBN: 1-884829-63-5)

for preparation of an update to the Regional Water Supply Plan including meeting reservations and logistics, agenda preparation, meeting facilitation, presentations, presentation materials, meeting summaries and review of technical documents.

- > SFWMD, C-139 Basin Landowners Permit Meeting. SFWMD was in the process of designing new water quality permitting conditions for the farming landowners in the C-139 basin in southwest Florida. Mr. Clark designed and facilitated a meeting with landowners to review the draft permit conditions and determine how the permit conditions could be improved.
- > Central Florida Coordination Area (CFCA) Planning Group. Mr. Clark facilitated three public stakeholder meetings of the CFCA Planning Group consisting of representatives of three water management districts in central Florida. The purpose of the meetings was to gather stakeholder input in the development of a coordinated water supply initiative between the three water management districts and included participation by over 50 utility representatives and other stakeholders.
- > SJRWMD, Public Water Supply Utility Account-Level Water Use Data. Mr. Clark designed and facilitated a meeting with public water supply utilities in April 2010. The purpose of the meeting was to engage the utilities in defining and scoping a District-sponsored project for collecting account-level water use data. Mr. Clark prepared the meeting agenda, facilitated the meeting and prepared a recommendations report incorporating results from the meeting.
- > Putnam County Water Supply Plan. Mr. Clark facilitated ten meetings of the Putnam County Water Supply Plan Cooperators. The Cooperators consisted of public water suppliers in Putnam County, Florida. The purpose of the meetings was to review technical documents, gather specific recommendations and revisions and to receive public input in the development of the Putnam County, Florida Water Supply Plan.
- > World Trade Center Site Redesign Public Engagement Meeting. Mr. Clark was one of 500 volunteer facilitators selected internationally to facilitate small groups at the July 20, 2002 Listening to the City event sponsored by AmericaSpeaks and the Civic Alliance to Rebuild Downtown New York. The event was attended by over 4,600 residents and business owners in New York City to provide feedback on design options for the World Trade Center site following the terrorist attacks on September 11, 2001

Experience Working With Local Governments

- Mr. Clark's professional experience began as a local government planner with Collier County, Florida. This experience provided practical and demonstrated knowledge and familiarity with local government operations that he has carried throughout his career. During his tenure at the South Florida Water Management District (SFWMD) and St. Johns River Water Management District (SJRWMD) Mr. Clark worked regularly with local governments. Mr. Clark has regularly met with local government representatives and elected officials, and facilitated water supply planning meetings with local government representatives that included elected officials, public works directors, utility directors and senior managers.

Financial Statements



TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(With Independent Auditors' Report Thereon)

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Financial Statements

April 26, 2019 and April 27, 2018

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TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Balance Sheets

April 26, 2019 and April 27, 2018

(In thousands)

Assets	April 26, 2019	April 27, 2018
Current assets:		
Cash and cash equivalents (note 2(c))	\$ 7,426	3,161
Trade accounts receivable, less allowance for doubtful accounts of \$116 in 2019 and \$44 in 2018 (notes 2(d))	27,469	21,196
Other current assets (note 2(h))	<u>3,380</u>	<u>3,298</u>
Total current assets	<u>38,275</u>	<u>27,655</u>
Property, plant, and equipment (notes 2(f)):		
Gross property, plant and equipment	5,728	4,786
Less accumulated depreciation	<u>(4,326)</u>	<u>(3,784)</u>
Net property, plant, and equipment	1,402	1,002
Intangible assets (note 3)	4,633	4,684
Deferred income tax asset (note 6(c))	414	67
Related party notes receivable (note 5)	<u>4,601</u>	<u>8,415</u>
Total assets	<u>\$ 49,325</u>	<u>41,823</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Trade accounts payable	\$ 1,162	1,169
Related party payables (note 10)	2,296	5,776
Accrued expenses and other current liabilities (note 7)	<u>4,838</u>	<u>3,008</u>
Total current liabilities	8,296	9,953
Other noncurrent liabilities	<u>—</u>	<u>—</u>
Total liabilities	<u>8,296</u>	<u>9,953</u>
Shareholders' equity (note 8):		
Common stock, \$1 par value. Authorized 100 shares; issued and outstanding 100 shares in 2018 and 2017	—	—
Additional paid-in capital	758	758
Retained earnings	<u>40,271</u>	<u>31,112</u>
Total shareholders' equity	<u>41,029</u>	<u>31,870</u>
Total liabilities and shareholders' equity	<u>\$ 49,325</u>	<u>41,823</u>

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Statements of Income

April 26, 2019 and April 27, 2018

(In thousands)

	<u>April 26, 2019</u>	<u>April 27, 2018</u>
Net sales	\$ 130,803	105,184
Cost of goods sold	<u>(94,415)</u>	<u>(78,917)</u>
Gross profit	36,388	26,267
Selling, general, and administrative expenses	<u>(24,333)</u>	<u>(19,809)</u>
Operating income	12,055	6,458
Other income (expense):		
Interest income	<u>167</u>	<u>131</u>
Income before income taxes	12,222	6,589
Income tax expenses (note 7)	<u>(3,063)</u>	<u>(2,507)</u>
Net income	<u>\$ 9,159</u>	<u>4,082</u>

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY
Consolidated Statements of Changes in Shareholders' Equity
April 26, 2019 and April 27, 2018
(In thousands, except share data)

	Common stock		Additional paid-in capital	Retained earnings	Total shareholders' equity
	Shares*	Amount			
Balances at April 28, 2017	100	\$ —	758	27,030	27,788
Net income	—	—	—	4,082	4,082
Balances at April 27, 2018	100	—	758	31,112	31,870
Net income	—	—	—	9,159	9,159
Balances at April 26, 2019	100	\$ —	758	40,271	41,029

* \$1 per share.

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

April 26, 2019 and April 27, 2018

(In thousands)

	<u>April 26, 2019</u>	<u>April 27, 2018</u>
Cash flows provided by operating activities:		
Net income	\$ 9,159	4,082
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	592	856
Allowance for doubtful accounts	72	44
Deferred income tax expense	(347)	613
Changes in operating assets and liabilities:		
Increase in trade accounts receivable	(6,345)	(4,339)
(Increase)/decrease in trade accounts payable	(7)	242
Increase in other current assets	(81)	(853)
Increase/(decrease) in related party payables	(3,480)	2,943
Increase/(decrease) in accrued expenses and other liabilities	1,830	(1,449)
Net cash provided by operating activities	<u>1,393</u>	<u>2,139</u>
Cash flows from investing activities:		
Capital expenditures	<u>(942)</u>	<u>(724)</u>
Net cash used in investing activities	<u>(942)</u>	<u>(724)</u>
Cash flows from financing activities:		
Changes in related party loans receivable	<u>3,814</u>	<u>(1,682)</u>
Net cash provided by (used in) financing activities	<u>3,814</u>	<u>(1,682)</u>
Net increase/(decrease) in cash and cash equivalents	4,265	(267)
Cash and cash equivalents at beginning of year	<u>3,161</u>	<u>3,428</u>
Cash and cash equivalents at end of year	<u>\$ 7,426</u>	<u>3,161</u>
Supplemental disclosure of cash paid for:		
Income taxes	\$ 2,119	3,190

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

(1) Description of Business

Turner and Townsend, Inc. and its subsidiary (the Company) operate out of 13 offices within the United States of America. The Company is engaged in the provision of construction and management consulting services. The Company's services are delivered to three core industry segments – real estate, infrastructure and natural resources, assisting organizations manage risk while maximizing value and performance during the construction and operation of their assets.

The Company is a private, wholly owned subsidiary of Turner and Townsend Group Limited (the Parent), a company registered and incorporated in the United Kingdom. The ultimate parent company and ultimate controlling party is Turner and Townsend Partners LLP, a limited liability partnership registered and incorporated in the United Kingdom.

(2) Summary of Significant Accounting Policies

(a) Principle of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Turner and Townsend AMCL, Inc. (AMCL), and have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). All intercompany balances and transactions have been eliminated in consolidation.

The Company operates using a standard reporting calendar of 4 weeks, 4 weeks, 5 weeks. This means that the year-end often falls a number of days either side of April 30.

(b) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the useful lives of fixed assets; the recoverability of intangible assets; allowances for doubtful accounts; realizability of deferred tax assets, income tax uncertainties, and other contingencies.

(c) Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents include \$62 of certificates of deposit with an initial term of less than three months at April 26, 2019 and April 27, 2018.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

(d) Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Amounts collected on trade accounts receivable are included in net cash provided by operating activities in the consolidated Statements of Cash Flows. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company experienced \$83 and \$0 of trade accounts receivables write-offs in 2019 and 2018, respectively. The Company does not have any off-balance-sheet credit exposure related to its customers.

(e) Revenue Recognition

Revenue represents the total value of invoices issued by the Company.

The Company derives the majority of its revenue from time-and-materials contracts. Generally, revenue is deferred until all the following have occurred: (1) there is a contract in place, (2) delivery has occurred, (3) the price is fixed or determinable, and (4) collectability is reasonably assured.

Revenue for time-and-materials contracts is recognized as services are performed, generally on the basis of contract allowable labor hours worked multiplied by the contract defined billing rates, plus the direct costs and indirect cost burdens associated with materials and other direct expenses used in performance on the contract. Profits on time-and-materials contracts result from the difference between the cost of services performed and the contract-defined billing rates for these services.

Revenue recognition methods on firm fixed-price contracts will vary depending on the nature of the work and the contract terms. Revenue on firm fixed-price service contracts is recognized as services are performed. Revenue on firm fixed-price contracts that require delivery of specific items is recognized based on a price per unit as units are delivered. Revenue for fixed-price contracts in which the Company is paid a specific amount to provide services for a stated period of time is recognized ratably over the service period. Profits related to contracts accounted for under this method may fluctuate from period to period, particularly in the early phases of the contract. Anticipated losses on contracts accounted for under this method are recognized as incurred.

Revenue is recognized when a right to the consideration has been obtained through performance under each contract, and, to the extent that the outcome of contracts can be assessed with reasonable certainty, and includes appropriate amounts in respect of long term work-in-progress.

(f) Property, Plant, and Equipment

Property, plant, and equipment are stated at cost, less accumulated depreciation.

Depreciation on property, plant and equipment is calculated on the straight-line method over the estimated useful lives of the assets. The estimated useful life of equipment ranges from 3 to 5 years. Total depreciation for the years ended April 26, 2019 and April 27, 2018 was \$541 and \$610, respectively, which was recorded in selling, general, and administrative expense in each year.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

Long-lived assets, such as property, plant, and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined using various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary. No impairment triggering events were identified or impairment losses recognized in the years ended April 26, 2019 and April 27, 2018.

(g) Goodwill and Intangible Assets

Goodwill represents the cost of the purchased net assets in excess of the fair values ascribed to the net assets received on acquisition. The Company reviews its goodwill and indefinite lived intangible assets on an annual basis for impairment or more frequently if impairment indicators arise. The Company's estimate of fair value is based upon its current operating forecast. Significant assumptions that underlie fair value assumptions include the estimated future growth rate and weighted average cost of capital. If goodwill becomes impaired, the Company would record a charge to earnings in its consolidated financial statements during the period in which any impairment of its goodwill is determined. Based on the analysis performed, the Company determined that there were no such impairments, nor indicators of impairments, for goodwill during the years ended April 26, 2019 and April 27, 2018.

(h) Other Current Assets

Other current assets consist of prepayments for rent, insurance, unemployment taxes, and software licenses. Also included are security deposits relating to rented offices and withholding taxes recoverable.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

The Company records interest related to unrecognized tax benefits in interest expense and penalties in selling, general, and administrative expenses.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

(j) Fair Value Measurement

The Company partly values its financial and nonfinancial assets and liabilities at fair value. Fair value is defined as the exit price that would be received to sell an asset or paid to transfer a liability. Fair value is a market-based measurement that is determined using assumptions that market participants would use in pricing an asset or liability. The Company uses a three-level hierarchy to prioritize the inputs used in measuring fair value. The levels within the hierarchy, with Level 1 having the highest priority and Level 3 having the lowest, are described as follows:

Level 1 – Unadjusted quoted prices in an active, accessible market for identical assets or liabilities.

Level 2 – Other inputs that are directly or indirectly observable in the marketplace.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The carrying value of the Company's cash and cash equivalents, trade accounts receivable and accounts payable approximate fair value because of the short-term nature of these instruments. The fair value of the Company's debt obligations approximate the carrying value in that the debt obligations bear interest at a variable rate that is based on market rates.

(k) Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

(l) Recently Adopted Accounting Standards

In August 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which requires management to assess, at each interim and annual reporting period, whether substantial doubt exists about an entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The standard is effective for the Company for the annual reporting period ending after December 15, 2016. The Company has adopted the methodologies prescribed by ASU 2014-15 and it did not have a material effect on the consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*. The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The standard is effective for the Company for the annual reporting period beginning after December 15, 2017 and may be adopted prospectively or retrospectively. Early adoption is permitted. The Company has early adopted this standard and has applied the standard retrospectively.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

(m) Recently Issued Accounting Standards

The FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, in May 2014. ASU 2014-09 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient quantitative and qualitative information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new standard is effective for annual reporting periods beginning after December 15, 2018 (as amended in August 2015 by ASU 2015-14, *Deferral of Effective Date*). The Company has not yet determined the impact of the new standard on its current policies for revenue recognition.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which supersedes FASB ASC Topic 840, *Leases*, and makes other conforming amendments to U.S. GAAP. ASU 2016-02 requires, among other changes to the lease accounting guidance, lessees to recognize most leases on-balance sheet via a right of use asset and lease liability, and additional qualitative and quantitative disclosures. ASU 2016-02 is effective for the Company for annual periods in fiscal years beginning after December 15, 2019, permits early adoption, and mandates a modified retrospective transition method. The Company has not yet determined the impact of the new standard on its current policies for lease accounting.

(n) Significant Risks and Uncertainties Including Business and Credit Concentrations

The Company is engaged in the provision of construction and management consulting services to customers in three core industry segments, property, infrastructure and natural resources. Were there to be a significant decrease in demand for these services in any one segment, sales could be adversely affected which may have a severe impact on the operations of the company.

Due to the nature of the services provided by the Company, and the scale of the projects with which its clients are involved, it is not uncommon for individual customers to represent more than 5% of sales in the period, or more than 5% of receivables at period end.

As at April 26, 2019 one customer accounted for 33% (2018: 17%) of the total accounts receivable, and the largest five customers accounted for 61% (2018: 46%) of the total accounts receivable. Were these balances to become at risk, it would likely have a significant impact on the Company's cash-flow and its ability to pay its payables.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

(3) Goodwill and Other Intangible Assets

(a) Acquired Intangible Assets

April 26, 2019				
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Customer relationships	6 yrs.	\$ 543	(543)	—
Order book	6 yrs.	445	(445)	—
Total		\$ 988	(988)	—

April 27, 2018				
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Customer relationships	6 yrs.	\$ 543	(504)	39
Order book	6 yrs.	445	(433)	12
Total		\$ 988	(937)	51

Aggregate accumulated amortization expense for amortizing intangible assets was \$51 and \$245 for the years ended April 26, 2019 and April 27, 2018, respectively. Estimated amortization expense for the next five years is \$0.

(b) Goodwill

The carrying amount of goodwill as of April 26, 2019 and April 27, 2018 was \$4,633.

The Company performed its annual goodwill impairment test as of April 26, 2019. The Company performed a qualitative assessment of each reporting unit and determined that it was not more-likely than-not that the fair value of each reporting unit was less than its carrying amount. As a result, the two-step goodwill impairment test was not required and no impairments of goodwill were recognized in 2019.

(4) Leases

The Company has several noncancelable operating leases, primarily for offices, that expire over the next five years. These leases generally contain renewal options for periods ranging from three to five years and require the Company to pay all executory costs such as maintenance and insurance.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease including any periods of free rent. Rental expense for operating leases (except those with lease terms of a month or less that were not renewed) during 2019 and 2018 consisted of the following:

	<u>2019</u>	<u>2018</u>
Minimum rentals	\$ 1,759	1,321
Rental expense	<u>\$ 1,759</u>	<u>1,321</u>

Future minimum lease payments under noncancelable operating leases (with initial or remaining lease terms in excess of one year) are:

	<u>Operating leases</u>
Year ending April:	
2020	\$ 1,994
2021	2,255
2022	2,259
2023	2,252
2024	2,263
Beyond 2024	<u>2,179</u>
Total minimum lease payments	<u>\$ 13,202</u>

(5) Related Party Notes Receivable

Related party notes receivable at April 26, 2019 and April 27, 2018 consists of the following:

	<u>2019</u>	<u>2018</u>
Note receivable from ultimate parent company	\$ 4,601	8,415
Related party notes receivable	<u>\$ 4,601</u>	<u>8,415</u>

(a) Note Receivable from Ultimate Parent Company

Note receivable from ultimate parent company consists of the loan agreement entered into with Turner & Townsend International Ltd.

The terms of the agreement, dated and effective from May 1, 2018, provide for a maximum borrowing facility of up to \$10,000, with a termination date of May 1, 2022.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

The loan is in effect a line of credit extended to the borrower, which can be drawn down when the need arises.

The loan is repayable on, or before the termination date. Interest is charged at a rate of USD 12 month LIBOR plus a margin of 0.5%, calculated on a daily basis. Interest is due on April 30 each year.

(6) Income Taxes

(a) Income Taxes

Income tax expense consists of:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Year ended April 26, 2019:			
U.S. federal	\$ 2,523	(279)	2,244
State and local	887	(68)	819
	<u>\$ 3,410</u>	<u>(347)</u>	<u>3,063</u>
Year ended April 27, 2018:			
U.S. federal	\$ 1,546	550	2,096
State and local	348	63	411
	<u>\$ 1,894</u>	<u>613</u>	<u>2,507</u>

(b) Tax Rate Reconciliation

Income tax expense differed from the amounts computed by applying the enacted federal statutory rate of 21.0% (2018: 29.82%) to pretax income as a result of the following:

	<u>2019</u>	<u>2018</u>
Computed "expected" Federal tax expense at 21.0% (2018: 29.82%)	\$ 2,567	2,094
Increase (reduction) in income taxes resulting from:		
Permanent differences:		
M&E/other permanent differences	(137)	9
State and local income taxes, net of federal income tax benefit	633	307
Rate change impact	—	97
	<u>\$ 3,063</u>	<u>2,507</u>

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (the Tax Act). The legislation significantly changes U.S. tax law by, among other things, lowering corporate income tax rates from 35% to 21%, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. The changes to existing U.S. tax laws as of the result of the Tax Act that have the most significant impact to the Company's federal income taxes are the reduction of the U.S. corporate income tax rate from 35% to 21%. The Company's deferred tax assets and liabilities were remeasured to reflect the reduction in the U.S. corporate rates. The company wrote down its deferred tax assets by approximately \$216, as of April 27, 2018 to reflect the impact of the decrease in the federal statutory rates on the value of its deferred tax asset and recorded a corresponding net one-time income tax expense of approximately \$216. The Company recognized the income tax effects of the Tax Act in its 2017 financial statements in accordance with Staff Accounting Bulletin No. 118, which provides SEC staff guidance for the application of ASC Topic 740, *Income Taxes*, in the reporting period in which the Tax Act was signed into law. As such, the Company's financial results reflect the income tax effects of the Tax Act for which the accounting under ASC Topic 740 is complete and provisional amounts for those specific income tax effects of the Tax Act for which the accounting under ASC Topic 740 is incomplete but a reasonable estimate could be determined.

(c) *Significant Components of Current and Deferred Taxes*

The temporary differences that give rise to significant portions of the deferred tax asset at April 26, 2019 and April 27, 2018 are related to accrued bonus costs that were not paid within 2.5 months of the year end, accounts receivable (principally due to the allowance for doubtful accounts), depreciation and amortization.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carry forward periods), projected future taxable income, and tax-planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences at April 26, 2019. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

(7) Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following at April 26, 2019 and April 27, 2018:

	<u>2019</u>	<u>2018</u>
Accrued salary and bonuses	\$ 1,624	1,626
Other	<u>3,214</u>	<u>1,382</u>
Accrued expenses and other current liabilities	<u>\$ 4,838</u>	<u>3,008</u>

(8) Shareholder's Equity

The Company is a private, wholly owned subsidiary of Turner and Townsend Group Limited, a company registered and incorporated in the United Kingdom. Holders of common stock are entitled to one vote per share, and to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets available for distribution to shareholders. The holders have no preemptive or other subscription rights and there are no redemption or sinking fund provisions with respect to such shares.

As at April 26, 2019 and April 27, 2018 the exact value of the shares authorized, issued and outstanding was \$100 (\$1 for 100 shares).

(9) Defined Contribution Plan

The Company has a qualified 401(k) Savings and Investment Plan (the Plan) whereby employees may contribute a percentage of their compensation, up to the Federal annual limits. The Company matches \$0.25 for every \$1.00 contributed to the Plan by participants. During the years ended April 26, 2019 and April 27, 2018, the Company contributed approximately \$1,055, and \$906, respectively, to the 401(k) Plan.

(10) Related Party Transactions

The following related party transactions were recorded during the years ended April 26, 2019 and April 27, 2018. The nature of the relationship of the related party is that all companies listed below are fellow subsidiaries of Turner and Townsend Group Ltd, and therefore belong to the same group of companies.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

Sales to Related Parties

	<u>2019</u>	<u>2018</u>
Turner & Townsend cm2r, Inc.	\$ 724	573
Turner & Townsend S.A.C.	177	179
Turner & Townsend S.A.	156	39
Turner & Townsend (Shanghai)	125	—
Turner & Townsend Abu Dhabi	122	—
AMCL Group Ltd	112	46
Turner & Townsend Limitada	95	—
Turner & Townsend RSA	45	—
Turner & Townsend Contract Services	30	—
Turner & Townsend Energy	26	8
Turner & Townsend Hong Kong	25	105
Turner & Townsend A.B.	20	—
Turner & Townsend Pty Ltf	12	—
Turner & Townsend S.A.S.	11	—
Turner & Townsend Project Management	6	11
Turner & Townsend Consultoria Limitada	6	—
Turner & Townsend International	5	—
Turner & Townsend Europe (France)	3	—
Turner & Townsend S.A.S	—	37
Turner & Townsend Cost Management	—	10
Turner & Townsend Advisory	—	8
	<u>\$ 1,700</u>	<u>1,016</u>

Purchases from Related Parties

	<u>2019</u>	<u>2018</u>
Turner & Townsend International	\$ 4,508	4,020
AMCL Group Ltd	2,020	1,097
Turner & Townsend cm2r, Inc	904	1,203
Turner & Townsend Singapore Pte	782	142
Turner & Townsend Consultoria Limitada	316	211
Turner & Townsend S.A.	191	—
Turner & Townsend Energy UK	188	240
Turner & Townsend Management Solutions	179	185
Turner & Townsend Healy Kelly Ltd	158	147
Turner & Townsend Contract Services	125	70
Turner & Townsend RSA	65	32

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

	<u>2019</u>	<u>2018</u>
Turner & Townsend Pty Ltd	\$ 53	27
Turner & Townsend Infrastructure	28	151
Turner & Townsend Abu Dhabi Ltd	24	29
Turner & Townsend S.A.S.	15	—
Turner & Townsend (Shanghai)	14	—
Turner & Townsend Limitada	6	—
Turner & Townsend Cost Management	1	822
Turner & Townsend Pvt Ltd	—	1
	<u>\$ 9,577</u>	<u>8,377</u>

The following tables represent outstanding amounts payable/receivable to/from fellow subsidiaries of Turner and Townsend Group Ltd:

Related party receivables/payables as of April 26, 2019

	<u>Related party receivables</u>	<u>Related party payables</u>
Customer/vendor name:		
Turner & Townsend International Ltd.	\$ 3	2,032
Turner & Townsend cm2r Inc.	93	120
Turner & Townsend Consultoria Limitada	3	39
Turner & Townsend Infrastructure	—	28
Turner & Townsend S.A.	15	23
Turner & Townsend International Ltd (UAE Branch)	—	22
Turner & Townsend (Shanghai) Co Limited	97	—
AMCL Group Ltd	43	—
Turner & Townsend Contract Services Ltd	30	—
Other Turner & Townsend Group Companies	26	32
Turner & Townsend Japan KK	25	—
	<u>\$ 335</u>	<u>2,296</u>

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 26, 2019 and April 27, 2018

(Dollars in thousands, except where otherwise noted)

Related party receivables/payables as of April 27, 2018

	<u>Related party receivables</u>	<u>Related party payables</u>
Customer/vendor name:		
Turner & Townsend International Ltd.	\$ —	3,919
AMCL Group Ltd	243	1,116
Other Turner & Townsend Group Companies	—	236
Turner & Townsend cm2r Inc.	55	242
Turner & Townsend S.A.C	179	—
Turner & Townsend Energy Ltd.	37	193
Turner & Townsend Consultoria Limitada	—	70
	<u>\$ 514</u>	<u>5,776</u>

(11) Subsequent Events

On June 28, 2019 the Company acquired 70% of the issued stock of Taurus Project Controls Consulting, Inc. a project controls consultancy company based in Boston for consideration of \$7,420.

The Company has evaluated subsequent events from the balance sheet date through August 07, 2019, the date at which the financial statements were available to be issued, and determined there are no other items to disclose.



TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(With Independent Auditors' Report Thereon)

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Financial Statements

April 27, 2018 and April 28, 2017

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KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Shareholders
Turner and Townsend, Inc. and Subsidiary:

We have audited the accompanying consolidated financial statements of Turner and Townsend, Inc. and its subsidiary (the Company), which comprise the consolidated balance sheets as of April 27, 2018 and April 28, 2017, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Turner and Townsend, Inc. and its subsidiary as of April 27, 2018 and April 28, 2017 and the results of their operations and their cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

KPMG LLP

New York, New York
August 10, 2018

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Balance Sheets

April 27, 2018 and April 28, 2017

(In thousands)

Assets	April 27, 2018	April 28, 2017
Current assets:		
Cash and cash equivalents (note 2(c))	\$ 3,161	3,428
Trade accounts receivable, less allowance for doubtful accounts of \$44 in 2018 and \$0 in 2017 (notes 2(d))	21,196	16,901
Other current assets (note 2(h))	3,298	2,445
Total current assets	27,655	22,774
Property, plant, and equipment (notes 2(f)):		
Gross property, plant and equipment	4,786	4,062
Less accumulated depreciation	(3,784)	(3,174)
Net property, plant, and equipment	1,002	888
Intangible assets (note 3)	4,684	4,930
Deferred income tax asset (note 6(c))	67	680
Related party notes receivable (note 5)	8,415	6,733
Total assets	\$ 41,823	36,005
Liabilities and Shareholders' Equity		
Current liabilities:		
Trade accounts payable	\$ 1,169	927
Related party payables (note 10)	5,776	2,833
Accrued expenses and other current liabilities (note 7)	3,008	4,232
Total current liabilities	9,953	7,992
Other noncurrent liability	—	225
Total liabilities	9,953	8,217
Shareholders' equity (note 8):		
Common stock, \$1 par value. Authorized 100 shares; issued and outstanding 100 shares in 2018 and 2017	—	—
Additional paid-in capital	758	758
Retained earnings	31,112	27,030
Total shareholders' equity	31,870	27,788
Total liabilities and shareholders' equity	\$ 41,823	36,005

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Statements of Income

Years ended April 27, 2018 and April 28, 2017

(In thousands)

	<u>April 27, 2018</u>	<u>April 28, 2017</u>
Net sales	\$ 105,184	82,659
Cost of goods sold	<u>(78,917)</u>	<u>(61,625)</u>
Gross profit	26,267	21,034
Selling, general, and administrative expenses	<u>(19,809)</u>	<u>(15,627)</u>
Operating income	6,458	5,407
Other income (expense):		
Interest income	131	75
Other	<u>—</u>	<u>18</u>
Income before income taxes	6,589	5,500
Income tax expenses (note 6)	<u>(2,507)</u>	<u>(1,998)</u>
Net income	<u>\$ 4,082</u>	<u>3,502</u>

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY
Consolidated Statements of Changes in Shareholders' Equity
Years ended April 27, 2018 and April 28, 2017
(In thousands, except share data)

	<u>Common stock</u>		<u>Additional paid-in capital</u>	<u>Retained earnings</u>	<u>Total shareholders' equity</u>
	<u>Shares*</u>	<u>Amount</u>			
Balances at April 29, 2016	100	\$ —	758	23,528	24,286
Net income	—	—	—	3,502	3,502
Balances at April 28, 2017	100	—	758	27,030	27,788
Net income	—	—	—	4,082	4,082
Balances at April 27, 2018	<u>100</u>	<u>\$ —</u>	<u>758</u>	<u>31,112</u>	<u>31,870</u>

* \$1 per share.

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

Years ended April 27, 2018 and April 28, 2017

(In thousands)

	<u>April 27, 2018</u>	<u>April 28, 2017</u>
Cash flows provided by operating activities:		
Net income	\$ 4,082	3,502
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	856	733
Allowance for doubtful accounts	44	(16)
Equity in earnings of joint venture	—	(18)
(Profit)/loss on sale of equipment	—	—
Deferred income tax expense	613	(58)
Changes in operating assets and liabilities:		
Decrease in trade accounts receivable	(4,339)	(3,704)
Decrease in trade accounts payable	242	689
(Increase)/decrease in other current assets	(853)	1,764
Increase/(decrease) in related party payables	2,943	(656)
Increase/(decrease) in accrued expenses and other liabilities	(1,449)	(865)
Net cash provided by operating activities	<u>2,139</u>	<u>1,371</u>
Cash flows from investing activities:		
Cash paid for acquired business	—	(500)
Capital expenditures	(724)	(550)
Net cash used in investing activities	<u>(724)</u>	<u>(1,050)</u>
Cash flows from financing activities:		
Changes in related party loans receivable	(1,682)	(290)
Net cash used in financing activities	<u>(1,682)</u>	<u>(290)</u>
Net increase/(decrease) in cash and cash equivalents	(267)	31
Cash and cash equivalents at beginning of year	<u>3,428</u>	<u>3,397</u>
Cash and cash equivalents at end of year	<u>\$ 3,161</u>	<u>3,428</u>
Supplemental disclosure of cash paid for:		
Income taxes	\$ 3,190	1,428

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(Dollars in thousands, except where otherwise noted)

(1) Description of Business

Turner and Townsend, Inc. and its subsidiary (the Company) operate out of 13 offices within the United States of America. The Company is engaged in the provision of construction and management consulting services. The Company's services are delivered to three core industry segments – real estate, infrastructure and natural resources, assisting organizations manage risk while maximizing value and performance during the construction and operation of their assets.

The Company is a private, wholly owned subsidiary of Turner and Townsend Group Limited (the Parent), a company registered and incorporated in the United Kingdom. The ultimate parent company and ultimate controlling party is Turner and Townsend Partners LLP, a limited liability partnership registered and incorporated in the United Kingdom.

(2) Summary of Significant Accounting Policies

(a) Principle of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Turner and Townsend AMCL, Inc. (AMCL), and have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). All intercompany balances and transactions have been eliminated in consolidation.

The Company operates using a standard reporting quarterly calendar of 4 weeks, 4 weeks, 5 weeks. This means that the year-end often falls a number of days either side of April 30.

(b) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the useful lives of fixed assets; the recoverability of intangible assets; allowances for doubtful accounts; realizability of deferred tax assets, income tax uncertainties, and other contingencies.

(c) Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents include \$62 of certificates of deposit with an initial term of less than three months at April 27, 2018 and April 28, 2017.

(d) Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Amounts collected on trade accounts receivable are included in net cash provided by operating activities in the consolidated Statements of Cash Flows. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

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(Dollars in thousands, except where otherwise noted)

customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company experienced \$0 and \$16 of trade accounts receivables write-offs in 2018 and 2017, respectively. The Company does not have any off-balance-sheet credit exposure related to its customers.

(e) Revenue Recognition

Revenue represents the total value of invoices issued by the Company.

The Company derives the majority of its revenue from time-and-materials contracts. Generally, revenue is deferred until all the following have occurred: (1) there is a contract in place, (2) delivery has occurred, (3) the price is fixed or determinable, and (4) collectability is reasonably assured.

Revenue for time-and-materials contracts is recognized as services are performed, generally on the basis of contract allowable labor hours worked multiplied by the contract defined billing rates, plus the direct costs and indirect cost burdens associated with materials and other direct expenses used in performance on the contract. Profits on time-and-materials contracts result from the difference between the cost of services performed and the contract-defined billing rates for these services.

Revenue recognition methods on firm fixed-price contracts will vary depending on the nature of the work and the contract terms. Revenue on firm fixed-price service contracts is recognized as services are performed. Revenue on firm fixed-price contracts that require delivery of specific items is recognized based on a price per unit as units are delivered. Revenue for fixed-price contracts in which the Company is paid a specific amount to provide services for a stated period of time is recognized ratably over the service period. Profits related to contracts accounted for under this method may fluctuate from period to period, particularly in the early phases of the contract. Anticipated losses on contracts accounted for under this method are recognized as incurred.

Revenue is recognized when a right to the consideration has been obtained through performance under each contract, and, to the extent that the outcome of contracts can be assessed with reasonable certainty, and includes appropriate amounts in respect of long term work-in-progress.

(f) Property, Plant, and Equipment

Property, plant, and equipment are stated at cost, less accumulated depreciation.

Depreciation on property, plant and equipment is calculated on the straight-line method over the estimated useful lives of the assets. The estimated useful life of equipment ranges from 3 to 5 years. Total depreciation for the years ended April 27, 2018 and April 28, 2017 was \$610 and \$469, respectively, which was recorded in selling, general, and administrative expense in each year.

Long-lived assets, such as property, plant, and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying amount. If the carrying amount of the long-lived asset or asset

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(Dollars in thousands, except where otherwise noted)

group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined using various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary. No impairment triggering events were identified or impairment losses recognized in the years ended April 27, 2018 and April 28, 2017.

(g) Goodwill and Intangible Assets

Goodwill represents the cost of the purchased net assets in excess of the fair values ascribed to the net assets received and liabilities assumed on acquisition. The Company reviews its goodwill and indefinite lived intangible assets on an annual basis for impairment or more frequently if impairment indicators arise. The Company's estimate of fair value is based upon its current operating forecast. Significant assumptions that underlie fair value assumptions include the estimated future growth rate and weighted average cost of capital. If goodwill becomes impaired, the Company would record a charge to earnings in its consolidated financial statements during the period in which any impairment of its goodwill is determined. Based on the analysis performed, the Company determined that there were no such impairments, nor indicators of impairments, for goodwill during the years ended April 27, 2018 and April 28, 2017.

(h) Other Current Assets

Other current assets consist of prepayments for rent, insurance, unemployment taxes, and software licenses. Also included are security deposits relating to rented offices and withholding taxes recoverable.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

(j) Fair Value Measurement

The Company partly values its financial and nonfinancial assets and liabilities at fair value. Fair value is defined as the exit price that would be received to sell an asset or paid to transfer a liability. Fair value is a market-based measurement that is determined using assumptions that market participants would use in pricing an asset or liability. The Company uses a three-level hierarchy to prioritize the inputs used in measuring fair value. The levels within the hierarchy, with Level 1 having the highest priority and Level 3 having the lowest, are described as follows:

Level 1 – Unadjusted quoted prices in an active, accessible market for identical assets or liabilities.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

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(Dollars in thousands, except where otherwise noted)

Level 2 – Other inputs that are directly or indirectly observable in the marketplace.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The carrying value of the Company's cash and cash equivalents, trade accounts receivable and accounts payable approximate fair value because of the short-term nature of these instruments. The fair value of the Company's debt obligations approximate the carrying value in that the debt obligations bear interest at a variable rate that is based on market rates.

(k) Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

(l) Recently Adopted Accounting Standards

In August 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which requires management to assess, at each interim and annual reporting period, whether substantial doubt exists about an entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The standard is effective for the Company for the annual reporting period ending after December 15, 2016. The Company has adopted the methodologies prescribed by ASU 2014-15 and it did not have a material effect on the consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*. The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The standard is effective for the Company for the annual reporting period beginning after December 15, 2017 and may be adopted prospectively or retrospectively. Early adoption is permitted. The Company has early adopted this standard and has applied the standard retrospectively.

(m) Recently Issued Accounting Standards

The FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, in May 2014. ASU 2014-09 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient quantitative and qualitative information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new standard is effective for annual reporting periods beginning after December 15, 2018 (as amended in

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(Dollars in thousands, except where otherwise noted)

August 2015 by ASU 2015-14, *Deferral of Effective Date*). The Company has not yet determined the impact of the new standard on its current policies for revenue recognition.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which supersedes FASB ASC Topic 840, *Leases*, and makes other conforming amendments to U.S. GAAP. ASU 2016-02 requires, among other changes to the lease accounting guidance, lessees to recognize most leases on-balance sheet via a right of use asset and lease liability, and additional qualitative and quantitative disclosures. ASU 2016-02 is effective for the Company for annual periods in fiscal years beginning after December 15, 2019, permits early adoption, and mandates a modified retrospective transition method. The Company has not yet determined the impact of the new standard on its current policies for revenue recognition.

(n) Significant Risks and Uncertainties Including Business and Credit Concentrations

The Company is engaged in the provision of construction and management consulting services to customers in three core industry segments, property, infrastructure and natural resources. Were there to be a significant decrease in demand for these services in any one segment, sales could be adversely affected which may have a severe impact on the operations of the company.

Due to the nature of the services provided by the Company, and the scale of the projects with which its clients are involved, it is not uncommon for individual customers to represent more than 10% of sales in the period, or more than 10% of receivables at period end.

As at April 27, 2018 one customer accounted for 17% (2017: 11%) of the total accounts receivable, and the largest five customers accounted for 46% (2017: 41%) of the total accounts receivable. Were these balances to become at risk, it would likely have a significant impact on the Company's cash-flow and its ability to pay its payables.

(3) Goodwill and Other Intangible Assets

(a) Acquired Intangible Assets

	April 27, 2018			
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Customer relationships	6 yrs	\$ 543	(504)	39
Order book	6 yrs	445	(433)	12
Total		\$ 988	(937)	51

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(Dollars in thousands, except where otherwise noted)

	April 28, 2017			
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Customer relationships	6 yrs	\$ 543	(388)	155
Order book	6 yrs	445	(304)	141
Total		\$ 988	(692)	296

Aggregate accumulated amortization expense for amortizing intangible assets was \$245 and \$264 for the years ended April 27, 2018 and April 28, 2017, respectively. Estimated amortization expense for the next five years is: \$51 in 2019.

(b) Goodwill

The carrying amount of goodwill as of April 27, 2018 and April 28, 2017 was \$4,633.

The Company performed its annual goodwill impairment test as of April 27, 2018. The Company performed a qualitative assessment of each reporting unit and determined that it was not more-likely than-not that the fair value of each reporting unit was less than its carrying amount. As a result, the two-step goodwill impairment test was not required and no impairments of goodwill were recognized in 2018.

(4) Leases

The Company has several noncancelable operating leases, primarily for offices, that expire over the next five years. These leases generally contain renewal options for periods ranging from three to five years and require the Company to pay all executory costs such as maintenance and insurance.

Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease including any periods of free rent. Rental expense for operating leases (except those with lease terms of a month or less that were not renewed) during 2018 and 2017 consisted of the following:

	2018	2017
Minimum rentals	\$ 1,321	1,204
Rental expense	\$ 1,321	1,204

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(Dollars in thousands, except where otherwise noted)

Future minimum lease payments under noncancelable operating leases (with initial or remaining lease terms in excess of one year) are:

	<u>Operating leases</u>
Year ending April:	
2019	\$ 1,038
2020	879
2021	93
2022	93
2023	39
Beyond 2023	<u>—</u>
Total minimum lease payments	<u>\$ 2,142</u>

(5) Related Party Notes Receivable

Related party notes receivable at April 27, 2018 and April 28, 2017 consists of the following:

	<u>2018</u>	<u>2017</u>
Note receivable from ultimate parent company	\$ 8,415	6,733

(a) Note Receivable from Ultimate Parent Company

Note receivable from ultimate parent company consists of the loan agreement entered into with Turner & Townsend International Ltd.

The terms of the agreement, dated and effective from May 1, 2016, provide for a maximum borrowing facility of up to \$10,000, with a termination date of April 30, 2020.

The loan is in effect a line of credit extended to the borrower, which can be drawn down when the need arises.

The loan is repayable on, or before the termination date. Interest is charged at a rate of USD 12 month LIBOR plus a margin of 0.5%, calculated on a daily basis. Interest is due on April 30 each year.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(Dollars in thousands, except where otherwise noted)

(6) Income Taxes

(a) Income Taxes

Income tax expense consists of:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Year ended April 27, 2018:			
U.S. federal	\$ 1,546	550	2,096
State and local	348	63	411
	<u>\$ 1,894</u>	<u>613</u>	<u>2,507</u>
Year ended April 28, 2017:			
U.S. federal	\$ 1,701	(46)	1,655
State and local	355	(12)	343
	<u>\$ 2,056</u>	<u>(58)</u>	<u>1,998</u>

(b) Tax Rate Reconciliation

Income tax expense differed from the amounts computed by applying the enacted federal statutory rate of 29.82% to pretax income as a result of the following:

	<u>2018</u>	<u>2017</u>
Computed "expected" Federal tax expense at 29.82% (2017: 34%)	\$ 2,094	1,812
Increase (reduction) in income taxes resulting from:		
Permanent differences:		
M&E/Other perm	9	(36)
State and local income taxes, net of federal income tax benefit	307	222
Rate change impact	97	—
	<u>\$ 2,507</u>	<u>1,998</u>

On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act (the Tax Act). The legislation significantly changes U.S. tax law by, among other things, lowering corporate income tax rates from 35% to 21%, implementing a territorial tax system and imposing a repatriation tax on deemed repatriated earnings of foreign subsidiaries. The changes to existing U.S. tax laws as of the result of the Tax Act that have the most significant impact to the Company's federal income taxes are the reduction of the U.S. corporate income tax rate from 35% to 21%. The Company's deferred tax assets and liabilities were remeasured to reflect the reduction in the U.S. corporate rates resulting in corresponding net income tax expense of \$97. The Company recognized the income tax effects of the Tax Act in its 2017 financial statements in accordance with

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(Dollars in thousands, except where otherwise noted)

Staff Accounting Bulletin No. 118, which provides SEC staff guidance for the application of ASC Topic 740, *Income Taxes*, in the reporting period in which the Tax Act was signed into law. As such, the Company's financial results reflect the income tax effects of the Tax Act for which the accounting under ASC Topic 740 is complete and provisional amounts for those specific income tax effects of the Tax Act for which the accounting under ASC Topic 740 is incomplete but a reasonable estimate could be determined.

(c) Significant Components of Current and Deferred Taxes

The temporary differences that give rise to significant portions of the deferred tax asset at April 27, 2018 and April 28, 2017 are related to accrued bonus costs that were not paid within 2.5 months of year end, accounts receivable (principally due to the allowance for doubtful accounts) and depreciation.

The temporary differences that give rise to significant portions of the deferred tax liability at April 27, 2018 and April 28, 2017 are related to depreciation of fixed assets and amortization of intangible assets.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carry forward periods), projected future taxable income, and tax-planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences at April 27, 2018. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

(7) Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following at April 27, 2018 and April 28, 2017:

	<u>2018</u>	<u>2017</u>
Accrued salary and bonuses	\$ 1,626	1,153
Other	1,382	3,079
Accrued expenses and other current liabilities	<u>\$ 3,008</u>	<u>4,232</u>

(8) Shareholder's Equity

The Company is a private, wholly owned subsidiary of Turner and Townsend Group Limited, a company registered and incorporated in the United Kingdom. Holders of common stock are entitled to one vote per share, and to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(Dollars in thousands, except where otherwise noted)

available for distribution to shareholders. The holders have no preemptive or other subscription rights and there are no redemption or sinking fund provisions with respect to such shares.

As at April 27, 2018 and April 28, 2017 the exact value of the shares authorized, issued and outstanding was \$100 (\$1 for 100 shares).

(9) Defined Contribution Plan

The Company has a qualified 401(k) Savings and Investment Plan (the Plan) whereby employees may contribute a percentage of their compensation, up to the Federal annual limits. The Company matches \$0.25 for every \$1.00 contributed to the Plan by participants. During the years ended April 27, 2018 and April 28, 2017, the Company contributed approximately \$906, and \$546, respectively, to the 401(k) Plan.

(10) Related Party Transactions

The following related party transactions were recorded during the years ended April 27, 2018 and April 28, 2017. The nature of the relationship of the related party is that all companies listed below are fellow subsidiaries of Turner and Townsend Group Ltd, and therefore belong to the same group of companies.

Sales to Related Parties

	<u>2018</u>	<u>2017</u>
Turner & Townsend cm2r, Inc.	\$ 573	317
Turner & Townsend S.A.C.	179	30
Turner & Townsend Hong Kong	105	192
AMCL Group Ltd	46	227
Turner & Townsend S.A.	39	—
Turner & Townsend S.A.S	37	33
Turner & Townsend Project Management	11	110
Turner & Townsend Cost Management	10	8
Turner & Townsend Energy	8	204
Turner & Townsend Advisory	8	—
Turner & Townsend Management Solutions	—	46
Turner & Townsend International	—	4
Turner & Townsend Europe (France)	—	4
Turner & Townsend Europe (Netherlands)	—	4
	<u>\$ 1,016</u>	<u>1,179</u>

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

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(Dollars in thousands, except where otherwise noted)

Purchases from Related Parties

	<u>2018</u>	<u>2017</u>
Turner & Townsend International	\$ 4,020	3,191
Turner & Townsend Cost Management	822	1,039
AMCL Group Ltd	1,097	626
Turner & Townsend cm2r, Inc	1,203	422
Turner & Townsend Group	—	292
Turner & Townsend Energy UK	240	215
Turner & Townsend Management Solutions	185	147
Turner & Townsend Contract Services	70	139
Turner & Townsend Consultoria Limitada	211	114
Turner & Townsend Project Management Limited	—	87
Turner & Townsend Singapore Pte	142	86
Turner & Townsend Healy Kelly Ltd	147	78
Turner & Townsend Infrastructure	151	68
Turner & Townsend Pty Ltd	27	40
Turner & Townsend RSA	32	33
Turner & Townsend Abu Dhabi Ltd	29	32
Turner & Townsend Pvt Ltd	1	8
Turner & Townsend Europe (Netherlands)	—	6
	<u>\$ 8,377</u>	<u>6,623</u>

The following tables represent outstanding amounts payable/receivable to/from fellow subsidiaries of Turner and Townsend Group Ltd:

Related party receivables/payables as of April 27, 2018

	<u>Related party receivables</u>	<u>Related party payables</u>
Customer/Vendor name:		
Turner & Townsend International Ltd.	\$ —	3,919
AMCL Group Ltd	243	1,116
Other Turner & Townsend Group Companies	—	236
Turner & Townsend cm2r Inc.	55	242
Turner & Townsend S.A.C	179	—
Turner & Townsend Energy Ltd.	37	193
Turner & Townsend Consultoria Limitada	—	70
	<u>\$ 514</u>	<u>5,776</u>

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 27, 2018 and April 28, 2017

(Dollars in thousands, except where otherwise noted)

Related party receivables/payables as of April 28, 2017

	<u>Related party receivables</u>	<u>Related party payables</u>
Customer/Vendor name:		
Turner & Townsend International Ltd.	\$ —	2,425
AMCL Group Ltd	620	147
Other Turner & Townsend Group Companies	57	85
Turner & Townsend cm2r Inc.	104	85
Turner & Townsend Energy Ltd.	—	53
Turner & Townsend Consultoria Limitada	—	38
	<u>\$ 781</u>	<u>2,833</u>

(11) Subsequent Events

The Company has evaluated subsequent events from the balance sheet date through August 10, 2018, the date at which the financial statements were available to be issued, and determined there are no other items to disclose.



TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(With Independent Auditors' Report Thereon)

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Financial Statements

April 28, 2017 and April 29, 2016

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KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

The Shareholders
Turner and Townsend, Inc. and Subsidiary:

We have audited the accompanying consolidated financial statements of Turner and Townsend, Inc. and its subsidiary (the Company), which comprise the consolidated balance sheets as of April 28, 2017 and April 29, 2016, and the related consolidated statements of income, changes in shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Turner and Townsend, Inc. and its subsidiary as of April 28, 2017 and April 29, 2016 and the results of their operations and their cash flows for the year then ended, in accordance with U.S. generally accepted accounting principles.

KPMG LLP

New York, New York
October 10, 2017

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Balance Sheets

April 28, 2017 and April 29, 2016

(In thousands)

Assets	April 28, 2017	April 29, 2016
Current assets:		
Cash and cash equivalents (note 2(c))	\$ 3,428	3,397
Trade accounts receivable, less allowance for doubtful accounts of \$0 in 2017 and \$16 in 2016 (notes 2(d))	16,901	13,181
Other current assets (note 2(h))	2,445	4,209
Total current assets	<u>22,774</u>	<u>20,787</u>
Property, plant, and equipment (notes 2(f)):		
Gross property, plant and equipment	4,062	3,505
Less accumulated depreciation	<u>(3,174)</u>	<u>(2,701)</u>
Net property, plant, and equipment	888	804
Intangible assets (note 3)	4,930	4,471
Deferred income tax asset – noncurrent (note 6(c))	680	623
Related party notes receivable (note 5)	6,733	6,443
Total assets	<u>\$ 36,005</u>	<u>33,128</u>
Liabilities and Shareholders' Equity		
Current liabilities:		
Trade accounts payable	\$ 927	238
Related party payables (note 10)	2,833	3,489
Accrued expenses and other current liabilities (note 7)	4,232	5,115
Total current liabilities	7,992	8,842
Other noncurrent liability	225	—
Total liabilities	<u>8,217</u>	<u>8,842</u>
Shareholders' equity (note 8):		
Common stock, \$1 par value. Authorized 100 shares; issued and outstanding 100 shares in 2017 and 2016	—	—
Additional paid-in capital	758	758
Retained earnings	27,030	23,528
Total shareholders' equity	<u>27,788</u>	<u>24,286</u>
Total liabilities and shareholders' equity	<u>\$ 36,005</u>	<u>33,128</u>

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Statements of Income

April 28, 2017 and April 29, 2016

(In thousands)

	<u>April 28, 2017</u>	<u>April 29, 2016</u>
Net sales	\$ 82,659	80,238
Cost of goods sold	<u>(61,625)</u>	<u>(58,360)</u>
Gross profit	21,034	21,878
Selling, general, and administrative expenses	<u>(15,627)</u>	<u>(16,627)</u>
Operating income	5,407	5,251
Other income (expense):		
Interest income	75	52
Equity in earning of joint venture	<u>18</u>	<u>100</u>
Income before income taxes	5,500	5,403
Income tax expenses (note 6)	<u>(1,998)</u>	<u>(1,882)</u>
Net income	3,502	3,521
Less net income attributable to noncontrolling interest	<u>—</u>	<u>(596)</u>
Net income attributable to Turner and Townsend, Inc. and Subsidiary	<u>\$ 3,502</u>	<u>2,925</u>

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY
Consolidated Statements of Changes in Shareholders' Equity
April 28, 2017 and April 29, 2016
(In thousands, except share data)

	Common stock		Additional paid-in capital	Retained earnings	Equity Attributable to Turner and Townsend Inc. and Subsidiary	Noncontrolling Interest	Total Shareholders' Equity
	Shares*	Amount					
Balances at May 1, 2015	100	\$ —	—	20,874	20,874	1,640	22,514
Net income	—	—	—	2,925	2,925	596	3,521
Purchase of noncontrolling interest, net of tax	—	—	758	—	758	(2,236)	(1,478)
Dividends declared:							
Common stock	—	—	—	(271)	(271)	—	(271)
Balances at April 29, 2016	100	—	758	23,528	24,286	—	24,286
Net income	—	—	—	3,502	3,502	—	3,502
Balances at April 28, 2017	100	\$ —	758	27,030	27,788	—	27,788

* \$1 per share.

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Consolidated Statements of Cash Flows

April 28, 2017 and April 29, 2016

(In thousands)

	<u>April 28, 2017</u>	<u>April 29, 2016</u>
Cash flows provided by operating activities:		
Net income	\$ 3,502	3,521
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	733	576
Allowance for doubtful accounts	(16)	(93)
Equity in earnings of joint venture	(18)	(100)
Profit on sale of equipment	—	(12)
Deferred income tax expense	(58)	(347)
Changes in operating assets and liabilities:		
Increase/(decrease) in trade accounts receivable	(3,704)	2,842
(Increase)/decrease in trade accounts payable	689	(339)
(Increase)/Decrease in other current assets	1,764	(769)
Increase/(Decrease) in related party payables	(656)	604
Increase/(Decrease) in accrued expenses and other liabilities	(865)	461
Net cash provided by operating activities	<u>1,371</u>	<u>6,344</u>
Cash flows from investing activities:		
Proceeds from sale of equipment	—	12
Payments to acquire minority interest	—	(2,000)
Cash paid for acquired business	(500)	—
Capital expenditures	<u>(550)</u>	<u>(182)</u>
Net cash used in investing activities	<u>(1,050)</u>	<u>(2,170)</u>
Cash flows from financing activities:		
Changes in related party loans receivable	(290)	(2,214)
Dividends paid	—	(271)
Net cash provided by (used in) financing activities	<u>(290)</u>	<u>(2,485)</u>
Net increase/(decrease) in cash and cash equivalents	31	1,689
Cash and cash equivalents at beginning of year	<u>3,397</u>	<u>1,708</u>
Cash and cash equivalents at end of year	\$ <u>3,428</u>	\$ <u>3,397</u>
Supplemental disclosure of cash paid for:		
Interest	\$ —	—
Income taxes	1,428	1,913

See accompanying notes to consolidated financial statements.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

(1) Description of Business

Turner and Townsend, Inc. and its subsidiary (the Company) operate out of 12 offices within the United States of America. The Company is engaged in the provision of construction and management consulting services. The Company's services are delivered to three core industry segments – property, infrastructure and natural resources, assisting organizations manage risk while maximizing value and performance during the construction and operation of their assets.

The Company is a private, wholly owned subsidiary of Turner and Townsend Group Limited (the Parent), a company registered and incorporated in the United Kingdom. The ultimate parent company and ultimate controlling party is Turner and Townsend Partners LLP, a limited liability partnership registered and incorporated in the United Kingdom.

(2) Summary of Significant Accounting Policies

(a) Principle of Consolidation

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Turner and Townsend AMCL, Inc. (AMCL), and have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). All intercompany balances and transactions have been eliminated in consolidation.

On May 1, 2016, the Company acquired the intellectual property of Trestle Construction Management, LLC (Trestle) for a total consideration transferred of \$725 consisting of cash consideration of \$500 and contingent consideration of \$225 dependent on the Trestle business reaching a set level of revenue by April 30, 2020. The \$225 contingent consideration is unpaid as of April 28, 2017 and is a noncash investing activity.

On February 1, 2017, the Company acquired the remaining 50% common stock of AMCL in connection with the Parent's acquisition of AMCL UK. From that date AMCL was consolidated as a full subsidiary of the Company. Prior to that date the investment was accounted for under the equity method and had an investment balance of \$3 as of April 29, 2016.

The Company operates using a standard reporting quarter of 4 weeks, 4 weeks, 5 weeks. This means that the year-end often falls a number of days either side of April 30.

(b) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include the useful lives of fixed assets; the recoverability of intangible assets; allowances for doubtful accounts; realizability of deferred tax assets, income tax uncertainties, and other contingencies.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

(c) Cash and Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents. Cash and cash equivalents include \$62 of certificates of deposit with an initial term of less than three months at April 28, 2017 and April 29, 2016.

(d) Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. Amounts collected on trade accounts receivable are included in net cash provided by operating activities in the consolidated Statements of Cash Flows. The Company maintains an allowance for doubtful accounts for estimated losses inherent in its accounts receivable portfolio. In establishing the required allowance, management considers historical losses adjusted to take into account current market conditions and customers' financial condition, the amount of receivables in dispute, and the current receivables aging and current payment patterns. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company experienced \$16 and \$149 of trade accounts receivables write-offs in 2017 and 2016, respectively. The Company does not have any off-balance-sheet credit exposure related to its customers.

(e) Revenue Recognition

Revenue represents the total value of invoices issued by the Company.

The Company derives the majority of its revenue from time-and-materials contracts. Generally, revenue is deferred until all the following have occurred: (1) there is a contract in place, (2) delivery has occurred, (3) the price is fixed or determinable, and (4) collectability is reasonably assured.

Revenue for time-and-materials contracts is recognized as services are performed, generally on the basis of contract allowable labor hours worked multiplied by the contract defined billing rates, plus the direct costs and indirect cost burdens associated with materials and other direct expenses used in performance on the contract. Profits on time-and-materials contracts result from the difference between the cost of services performed and the contract-defined billing rates for these services.

Revenue recognition methods on firm fixed-price contracts will vary depending on the nature of the work and the contract terms. Revenue on firm fixed-price service contracts is recognized as services are performed. Revenue on firm fixed-price contracts that require delivery of specific items is recognized based on a price per unit as units are delivered. Revenue for fixed-price contracts in which the Company is paid a specific amount to provide services for a stated period of time is recognized ratably over the service period. Profits related to contracts accounted for under this method may fluctuate from period to period, particularly in the early phases of the contract. Anticipated losses on contracts accounted for under this method are recognized as incurred.

Revenue is recognized when a right to the consideration has been obtained through performance under each contract, and, to the extent that the outcome of contracts can be assessed with reasonable certainty, and includes appropriate amounts in respect of long term work-in-progress.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

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(Dollars in thousands, except where otherwise noted)

(f) Property, Plant, and Equipment

Property, plant, and equipment are stated at cost, less accumulated depreciation.

Depreciation on property, plant and equipment is calculated on the straight-line method over the estimated useful lives of the assets. The estimated useful life of equipment ranges from 3 to 5 years. Total depreciation for the years ended April 28, 2017 and April 29, 2016 was \$469 and \$462, respectively, which was recorded in selling, general, and administrative expense in each year.

(g) Goodwill and Intangible Assets

Goodwill represents the cost of the purchased net assets in excess of the fair values ascribed to the net assets received on acquisition. The Company reviews its goodwill and indefinite lived intangible assets on an annual basis for impairment or more frequently if impairment indicators arise. The Company's estimate of fair value is based upon its current operating forecast. Significant assumptions that underlie fair value assumptions include the estimated future growth rate and weighted average cost of capital. If goodwill becomes impaired, the Company would record a charge to earnings in its consolidated financial statements during the period in which any impairment of its goodwill is determined. Based on the analysis performed, the Company determined that there were no such impairments, nor indicators of impairments, for goodwill during the years ended April 28, 2017 and April 29, 2016.

(h) Other Current Assets

Other current assets consist of prepayments for rent, insurance, unemployment taxes, and software licenses. Also included are security deposits relating to rented offices and withholding taxes recoverable.

(i) Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs.

The Company records interest related to unrecognized tax benefits in interest expense and penalties in selling, general, and administrative expenses.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

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April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

(j) Long-Lived Assets

Long-lived assets, such as property, plant, and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If circumstances require a long-lived asset or asset group be tested for possible impairment, the Company first compares undiscounted cash flows expected to be generated by that asset or asset group to its carrying amount. If the carrying amount of the long-lived asset or asset group is not recoverable on an undiscounted cash flow basis, an impairment is recognized to the extent that the carrying amount exceeds its fair value. Fair value is determined using various valuation techniques including discounted cash flow models, quoted market values and third-party independent appraisals, as considered necessary. No impairment triggering events were identified or impairment losses recognized in the years ended April 28, 2017 and April 29, 2016.

(k) Fair Value Measurement

The Company partly values its financial and nonfinancial assets and liabilities at fair value. Fair value is defined as the exit price that would be received to sell an asset or paid to transfer a liability. Fair value is a market-based measurement that is determined using assumptions that market participants would use in pricing an asset or liability. The Company uses a three-level hierarchy to prioritize the inputs used in measuring fair value. The levels within the hierarchy, with Level 1 having the highest priority and Level 3 having the lowest, are described as follows:

Level 1 – Unadjusted quoted prices in an active, accessible market for identical assets or liabilities.

Level 2 – Other inputs that are directly or indirectly observable in the marketplace.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The carrying value of the Company's cash and cash equivalents, trade accounts receivable and accounts payable approximate fair value because of the short-term nature of these instruments. The fair value of the Company's debt obligations approximate the carrying value in that the debt obligations bear interest at a variable rate that is based on market rates.

(l) Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

(m) Recently Adopted Accounting Standards

In August 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-15, *Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which requires management to assess, at each interim and annual reporting period, whether substantial doubt exists about an entity's ability to continue as a going concern within one year after the date that the financial statements are issued (or within one year after the date that the financial statements are available to be issued, when applicable). The standard is effective for the Company for the annual reporting period ending after December 15, 2016. The Company has adopted the methodologies prescribed by ASU 2014-15 and it did not have a material effect on the consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*. The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. The standard is effective for the Company for the annual reporting period beginning after December 15, 2017 and may be adopted prospectively or retrospectively. Early adoption is permitted. The Company has early adopted this standard and has applied the standard retrospectively. The impact of the retrospective adoption of ASU 2015-17 resulted in the reclassification of \$525 of deferred income tax asset – current into deferred income tax assets – noncurrent within the consolidated balance sheet as of April 29, 2016.

(n) Recently Issued Accounting Standards

The FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, in May 2014. ASU 2014-09 requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity should also disclose sufficient quantitative and qualitative information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new standard is effective for annual reporting periods beginning after December 15, 2018 (as amended in August 2015 by ASU 2015-14, *Deferral of Effective Date*). The Company has not yet determined the impact of the new standard on its current policies for revenue recognition.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which supersedes FASB ASC Topic 840, *Leases*, and makes other conforming amendments to U.S. GAAP. ASU 2016-02 requires, among other changes to the lease accounting guidance, lessees to recognize most leases on-balance sheet via a right of use asset and lease liability, and additional qualitative and quantitative disclosures. ASU 2016-02 is effective for the Company for annual periods in fiscal years beginning after December 15, 2019, permits early adoption, and mandates a modified retrospective transition method. The Company has not yet determined the impact of the new standard on its current policies for leases.

(o) Significant Risks and Uncertainties Including Business and Credit Concentrations

The Company is engaged in the provision of construction and management consulting services to customers in three core industry segments, property, infrastructure and natural resources. Were there to be a significant decrease in demand for these services in any one segment, sales could be adversely affected which may have a severe impact on the operations of the company.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

Due to the nature of the services provided by the Company, and the scale of the projects with which its clients are involved, it is not uncommon for individual customers to represent more than 5% of sales in the period, or more than 5% of receivables at period end.

As at April 28, 2017, one customer accounted for 11% (2016: 10%) of the total accounts receivable, and the largest five customers accounted for 41% (2016: 39%) of the total accounts receivable. Were these balances to become at risk, it would likely have a significant impact on the Company's cash-flow and its ability to pay its payables.

(3) Goodwill and Other Intangible Assets

(a) Acquired Intangible Assets

April 28, 2017				
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Customer relationships	6 yrs	\$ 543	(388)	155
Order book	6 yrs	445	(304)	141
Total		\$ 988	(692)	296

April 29, 2016				
	Weighted average amortization period	Gross carrying amount	Accumulated amortization	Net carrying amount
Amortizing intangible assets:				
Customer relationships	6 yrs	\$ 442	(263)	179
Order book	6 yrs	243	(165)	78
Total		\$ 685	(428)	257

Aggregate accumulated amortization expense for amortizing intangible assets was \$264 and \$114 for the years ended April 28, 2017 and April 29, 2016, respectively. Estimated amortization expense for the next five years is: \$245 in 2018 and \$51 in 2019.

(b) Goodwill

The carrying amount of goodwill as of April 28, 2017 and April 29, 2016, respectively, was \$4,634 and \$4,214.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

The Company performed its annual goodwill impairment test as of April 28, 2017. The Company performed a qualitative assessment of each reporting unit and determined that it was not more-likely than-not that the fair value of each reporting unit was less than its carrying amount. As a result, the two-step goodwill impairment test was not required and no impairments of goodwill were recognized in 2017.

(4) Leases

The Company has several noncancelable operating leases, primarily for offices, that expire over the next five years. These leases generally contain renewal options for periods ranging from three to five years and require the Company to pay all executory costs such as maintenance and insurance.

Minimum rent payments under operating leases are recognized on a straight-line basis over the term of the lease including any periods of free rent. Rental expense for operating leases (except those with lease terms of a month or less that were not renewed) during 2017 and 2016 consisted of the following:

	<u>2017</u>	<u>2016</u>
Minimum rentals	\$ 1,204	960
Rental expense	<u>\$ 1,204</u>	<u>960</u>

Future minimum lease payments under noncancelable operating leases (with initial or remaining lease terms in excess of one year) are:

	<u>Operating leases</u>
Year ending April:	
2018	\$ 1,014
2019	932
2020	861
2021	93
2022	93
Beyond 2022	<u>39</u>
Total minimum lease payments	<u>\$ 3,032</u>

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

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(Dollars in thousands, except where otherwise noted)

(5) Related Party Notes Receivable

Related party notes receivable at April 28, 2017 and April 29, 2016 consists of the following:

	<u>2017</u>	<u>2016</u>
Note receivable from ultimate parent company	\$ 6,733	5,701
Other related party notes receivable	<u>—</u>	<u>742</u>
Related party notes receivable	<u>\$ 6,733</u>	<u>6,443</u>

(a) Note Receivable from Ultimate Parent Company

Note receivable from ultimate parent company consists of the loan agreement entered into with Turner & Townsend International Ltd.

The terms of the agreement, dated and effective from May 1, 2016, provide for a maximum borrowing facility of up to \$10,000, with a termination date of April 30, 2020.

The loan is in effect a line of credit extended to the borrower, which can be drawn down when the need arises.

The loan is repayable on, or before the termination date. Interest is charged at a rate of USD 12 month LIBOR plus a margin of 0.5%, calculated on a daily basis. Interest is due on April 30 each year.

(6) Income Taxes

(a) Income Taxes

Income tax expense consists of:

	<u>Current</u>	<u>Deferred</u>	<u>Total</u>
Year ended April 28, 2017:			
U.S. federal	\$ 1,701	(46)	1,655
State and local	<u>355</u>	<u>(12)</u>	<u>343</u>
	<u>\$ 2,056</u>	<u>(58)</u>	<u>1,998</u>
Year ended April 29, 2016:			
U.S. federal	\$ 1,395	157	1,552
State and local	<u>312</u>	<u>18</u>	<u>330</u>
	<u>\$ 1,707</u>	<u>175</u>	<u>1,882</u>

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

(b) Tax Rate Reconciliation

Income tax expense differed from the amounts computed by applying the enacted federal statutory rate of 34% to pretax income as a result of the following:

	2017	2016
Computed "expected" Federal tax expense at 34%	\$ 1,812	1,837
Increase (reduction) in income taxes resulting from:		
Permanent differences:		
M&E / Other Perm	(36)	65
Noncontrolling Interest	—	(203)
Equity in AMCL	—	(34)
State and local income taxes, net of federal income tax benefit	222	217
	\$ 1,998	1,882

(c) Significant Components of Current and Deferred Taxes

The temporary differences that give rise to significant portions of the deferred tax asset at April 28, 2017 and April 29, 2016 are related to accrued bonus costs that were not paid within 2.5 months of the year end, accounts receivable (principally due to the allowance for doubtful accounts) and depreciation.

The temporary differences that give rise to significant portions of the deferred tax liability at April 28, 2017 and April 29, 2016 are related to depreciation of fixed assets and amortization of intangible assets.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities (including the impact of available carryback and carry forward periods), projected future taxable income, and tax-planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences at April 28, 2017. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

(7) Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following at April 28, 2017 and April 29, 2016:

	2017	2016
Accrued salary and bonuses	\$ 1,157	1,181
Other	3,075	3,934
Accrued expenses and other current liabilities	\$ 4,232	5,115

(8) Shareholder's Equity

The Company is a private, wholly owned subsidiary of Turner and Townsend Group Limited, a company registered and incorporated in the United Kingdom. Holders of common stock are entitled to one vote per share, and to receive dividends and, upon liquidation or dissolution, are entitled to receive all assets available for distribution to shareholders. The holders have no preemptive or other subscription rights and there are no redemption or sinking fund provisions with respect to such shares.

As at April 28, 2017 and April 29, 2016 the exact value of the shares authorized, issued and outstanding was \$100 (\$1 for 100 shares).

(9) Defined Contribution Plan

The Company has a qualified 401(k) Savings and Investment Plan (the Plan) whereby employees may contribute a percentage of their compensation, up to the Federal annual limits. The Company matches \$0.25 for every \$1.00 contributed to the Plan by participants. During the years ended April 28, 2017 and April 29, 2016, the Company contributed approximately \$546, and \$493, respectively, to the 401(k) Plan.

(10) Related Party Transactions

The following related party transactions were recorded during the years ended April 28, 2017 and April 29, 2016. The nature of the relationship of the related party is that all companies listed below are fellow subsidiaries of Turner and Townsend Group Ltd, and therefore belong to the same group of companies.

Sales to Related Parties

	2017	2016
Turner & Townsend cm2r, Inc.	\$ 317	369
Turner & Townsend Energy	204	460
Turner & Townsend Hong Kong	192	6
Turner & Townsend Project Management	110	90
AMCL Group Ltd	109	—
Turner & Townsend Management Solutions	46	—
Turner & Townsend S.A.S	33	—

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

	<u>2017</u>	<u>2016</u>
Turner & Townsend S.A.C.	\$ 30	435
Turner & Townsend Cost Management	8	8
Turner & Townsend International	4	188
Turner & Townsend Europe (France)	4	—
Turner & Townsend Europe (Netherlands)	4	—
Turner & Townsend AMCL Ltd	—	177
Turner & Townsend Group	—	103
Turner & Townsend Pty	—	96
Turner & Townsend Limitada	—	65
Turner & Townsend Contract Services Limited	—	40
Turner & Townsend Korea Co.	—	4
	<u>\$ 1,061</u>	<u>2,041</u>

Purchases from Related Parties

	<u>2017</u>	<u>2016</u>
Turner & Townsend International	\$ 3,191	3,744
Turner & Townsend Cost Management	1,039	—
Turner & Townsend cm2r, Inc	422	180
Turner & Townsend Group	292	—
Turner & Townsend Energy UK	215	489
Turner & Townsend Contract Services	139	104
Turner & Townsend Management Solutions	138	1
Turner & Townsend Consultoria Limitada	114	642
AMCL Group Ltd	100	—
Turner & Townsend Project Management Limited	87	178
Turner & Townsend Singapore Pte	86	92
Turner & Townsend Healy Kelly Ltd	78	—
Turner & Townsend Infrastructure	68	23
Turner & Townsend Pty Ltd	40	25
Turner & Townsend RSA	33	36
Turner & Townsend Abu Dhabi Ltd	32	—
Turner & Townsend Pvt Ltd	8	—
Turner & Townsend Europe (Netherlands)	6	—
Turner & Townsend AMCL	—	28
Turner & Townsend S.A.S	—	13
Turner & Townsend (Shanghai)	—	4
	<u>\$ 6,088</u>	<u>5,559</u>

TURNER AND TOWNSEND, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

April 28, 2017 and April 29, 2016

(Dollars in thousands, except where otherwise noted)

The following tables represent outstanding amounts payable/receivable to/from fellow subsidiaries of Turner and Townsend Group Ltd:

Related party receivables/Payables as of April 28, 2017		
	<u>Related party receivables</u>	<u>Related party payables</u>
Customer/Vendor name:		
Turner & Townsend International Ltd.	\$ —	2,425
AMCL Group Ltd	620	147
Other Turner & Townsend Group Companies	57	85
Turner & Townsend cm2r Inc.	104	85
Turner & Townsend Energy Ltd.	—	53
Turner & Townsend Consultoria Limitada	—	38
	<u>\$ 781</u>	<u>2,833</u>

Related party receivables/Payables as of April 29, 2016		
	<u>Related party receivables</u>	<u>Related party payables</u>
Customer/Vendor name:		
Turner & Townsend International Ltd.	\$ —	3,155
Turner & Townsend Energy Ltd.	89	121
Turner & Townsend AMCL Inc.	177	91
Turner & Townsend cm2r Inc.	169	17
Turner & Townsend Consultoria Limitada	108	48
Other Turner & Townsend Group Companies	199	57
	<u>\$ 742</u>	<u>3,489</u>

(11) Subsequent Events

The Company has evaluated subsequent events from the balance sheet date through October 10, 2017, the date at which the financial statements were available to be issued, and determined there are no other items to disclose.

Contact

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