

**INDEFINITE DELIVERY INDEFINITE QUANTITY  
PROFESSIONAL SERVICES AGREEMENT  
BETWEEN  
THE TEXAS FACILITIES COMMISSION  
AND  
HELLMUTH OBATA & KASSABAUM, LP**

**TFC CONTRACT NO. 18-<sup>37</sup>~~038~~-000**

**ASSIGNMENT NO. 1**

**THIS INDEFINITE DELIVERY INDEFINITE QUANTITY ASSIGNMENT NO. 1** (hereinafter referred to as "Assignment No. 1" or "Assignment") is entered into by and between the Texas Facilities Commission, located at 1711 San Jacinto Boulevard, Austin, Texas 78701 (hereinafter referred to as "TFC") and Hellmuth Obata and Kassabum, LP, located at 3200 Southwest Freeway, Suite 900, Houston, Texas 77027 (hereinafter referred to as "PSP") (TFC and PSP are hereinafter referred to individually as a "Party" or collectively as "Parties"), to be effective on the Effective Date (as defined below) and the terms and conditions of which are as follows.

**DESCRIPTION OF PROJECT:** The project for which PSP agrees to provide Professional Services in connection with the evaluation of proposals submitted in response to TFC's Request for Proposals No. 303-8-00707 entitled, "GJ SUTTON REDEVELOPMENT IN SAN ANTONIO, TEXAS," TFC Project No. 18-009-8455 (hereinafter referred to as the "RFP"). Services are generally described as: (i) review current RFP documents to clarify the context of the RFP and apply that context to the evaluation process; (ii) attend related work sessions and interviews as required by TFC; and (iii) participate in short-list interviews of RFP respondents under consideration for award by TFC (hereinafter referred to as the "Project"), as further depicted in "Exhibit A-1," PSP's IDIQ Assignment No. 1 Proposal dated March 7, 2018, attached hereto and incorporated herein for all purposes and consisting of three (3) pages.

**DURATION OF ASSIGNMENT:** The scope of services of this Assignment No. 1 shall be completed no later than May 31, 2018, unless terminated earlier as provided in Section 3.2 of the Agreement. The schedule is subject to adjustments for possible time extension; however, any extension of time must be approved by the TFC and shall require an amendment to Assignment No. 1.

**SPECIAL TERMS AND CONDITIONS OF ASSIGNMENT:** Terms and conditions shall be in accordance with the Agreement, any Special Conditions, and with this Assignment No. 1.

**SUB-CONTRACTORS TO BE UTILIZED FOR PROJECT:** PSP shall perform the services under this Assignment No. 1 with its own forces unless otherwise specified. If the scope of services is less than \$100,000.00, a HUB Subcontracting Plan (HSP) is not required. If the scope

of services will exceed \$100,000.00, PSP shall submit an HSP for approval pursuant to Section 11.2 of the Agreement.

**FEE FOR BASIC SERVICES:** Fee for the services set forth in this Assignment No. 1 shall not exceed Eleven Thousand and No/100 Dollars (\$11,000.00). No more frequently than once per month, shall submit a Pay Application to TFC for services performed and reasonable and necessary costs and expenses incurred through the last day of the previous month. Any reimbursable expenses, if allowed, shall be in accordance with Section 4.6 of the Agreement.

**IDENTIFICATION OF PSP PROJECT MANAGER AND ALL SUBCONTRACTOR:** For this Assignment No. 1, PSP shall identify the Project Manager, PSP's employees and all subcontractors assigned to this project on the List of Project Manager and Subcontractors (hereinafter referred to as the "List"), attached hereto and incorporated herein for all purposes as "Exhibit B-1."

TFC reserves the right to approve the appointment of the PSP Project Manager and to demand that the Project Manager, and any of PSP's employees or subcontractors, be removed and replaced if, in the sole opinion of TFC, their performance on this project or any other projects, is and/or was inadequate or their continued involvement with the Project is, will, or has become detrimental to the timely and successful completion of the project.

The Project Manager and Subcontractors identified in the List shall not be replaced by PSP, nor shall any other subcontractors be engaged by PSP, unless prior written consent is obtained from TFC, which consent shall not be unreasonably withheld, conditioned, or delayed.

[This Space Intentionally Left Blank]

Handwritten signature and initials in blue ink, located in the bottom right corner of the page. The signature appears to be "Rae" with a large, stylized initial above it.

**ENTIRE AGREEMENT AND MODIFICATION:** The Agreement and this Assignment and their integrated attachment(s) constitute the entire agreement of the Parties and such are intended as a complete and exclusive statement of the promises, representations, negotiations, discussions, and other agreements that may have been made in connection with the subject matter hereof. Unless an integrated attachment to this Assignment specifically displays a mutual intent to amend a particular part of this Assignment, general conflicts in language between any such attachment and this Assignment shall be construed consistently with the terms of this Assignment. Unless otherwise expressly authorized by the terms of this Assignment, no modification, renewal, extension, or amendment to this Assignment shall be binding upon the Parties unless the same is in writing and signed by the respective Parties hereto.

**TEXAS FACILITIES COMMISSION**

**HELLMUTH OBATA & KASSABAUM, LP**

By: JSR

By: [Signature]

John S. Raff

Jay Tatum

Interim Executive Director

Senior Vice President

Date of execution: 2-21-18

Date of execution: 3/20/18

NRG G.C.

my Dir.

my <sup>For</sup> JF D.E.D.

[Signature]

TFC Contract No. 18-037-000  
Hellmuth, Obata & Kassabaum, LP  
Assignment No. 1  
Project No.: 18-009-8455

**TFC CONTRACT NO. 18-037-000**

**EXHIBIT A-1**

**PSP'S IDIQ ASSIGNMENT NO. 1 PROPOSAL DATED MARCH 7, 2018**

Handwritten signature and initials in blue ink, consisting of a large stylized 'R' and the letters 'AK' below it.



March 7, 2018

Ms. Dorothy Spearman  
Senior Project Manager  
Facilities Design & Construction  
Texas Facilities Commission  
1711 San Jacinto Boulevard  
Austin, Texas 78701

Re: PROPOSAL – CONSULTING SERVICES  
Project: G.J. Sutton Redevelopment – Consulting for RFP Evaluation

Dear Dorothy:

Thank you for this opportunity to continue to work with the Texas Facilities Commission on the G.J. Sutton Complex in San Antonio, Texas! I am writing to propose services to assist you and your team in evaluating responses to the current developer request for proposal (solicitation ID: 303-8-00707), due to the TFC on March 22, 2018. This is specifically related to our telephone conversation, and your request for HOK's participation in the evaluation of the referenced responses.

**SCOPE OF SERVICES:**

We propose to provide Consulting Services for the evaluation of the referenced RFP responses. As HOK was responsible for the initial study (feasibility), including a review of potential redevelopment options, we are in a unique position to provide insight into other potential proposals, and provide an opinion regarding their viability from an architectural and planning standpoint. Our Consulting services would include:

1. Review of the current RFP documents, to clarify the context of the RFP, and apply that context to the evaluation process.
2. Attendance at related work sessions and interviews as required by the TFC
3. Participation in short-list interviews of developers under consideration for the new assignment.

**SCHEDULE:**

We understand that the process is planned over the next two months, and will include participation in evaluation work sessions, interviews, and potentially follow-up activity. The proposed schedule for services would commence the week of March 26, 2018, and services would be provided (up to and average of 8 hours per week) until the end of the two month period, on or about the week of June 4, 2018.

**PERSONNEL:**

HOK Proposed that our Consultant shall be Mr. Bob Carnegie, AIA, who worked as the HOK Project Manager on the initial study. We do not anticipate the need for any Subconsultants or other personnel.

**DELIVERABLES:**

We propose that our deliverables would consist primarily of evaluation of RFP submittals and participation in related work sessions. Evaluations may consist of verbal or written opinion, and provision of follow-up information as might be required.

**INFORMATION REQUIRED:**

We would request that the Texas Facilities Commission provide HOK with review copies of the Request for Proposal, as well as copies of each respondents proposal for review and evaluation. Additionally, should the TFC have formal guidelines for the evaluation, we would need such guidelines for review as soon as this PROPOSAL is approved.

A handwritten signature in blue ink, appearing to be 'RAC', is located in the bottom right corner of the page. The signature is written in a cursive, stylized font.

**COMPENSATION:**

As compensation related to this Assignment for the Consulting Services described above, over the time period described, we would propose an hourly fee of \$250.00/ hour. Based on the proposed AVERAGE of four (4) hours per week (some weeks more, some less), and the two (2) month or 11 week schedule, this amounts to:

**A NOT TO EXCEED amount of; ELEVEN THOUSAND DOLLARS (\$11,000.00).**

Compensation shall also include reimbursable expenses, as described in our IDIQ Agreement, including travel over 100 miles.

Thank you again for this opportunity. Should you have any questions regarding any of the information contained in this proposal, I am at your service to provide answers.

Sincerely,



Bob Carnegie, AIA, LEED<sup>®</sup> GA  
Vice President, Director of Architecture

Accepted for Client:  
The Texas Facilities Commission

By: Acceptance is by mutual execution of Assignment No. 1  
(Signature)

Acceptance is by mutual execution of Assignment No. 1  
(Printed Name and Title)

Acceptance is by mutual execution of Assignment No. 1  
(Date)



**Texas Facilities Commission – IDIQ Contract No. 18-037-000 (RFQ No. 303-7-01241)****HOK Rate Schedule (March 8, 2018)**

<b>Description/Role</b>	<b>Hourly Rate</b>
Principal	\$300.00
Director	\$250.00
Sr. Project Manager	\$190.00
Sr. Project Architect	\$180.00
Project Manager	\$145.00
Project Architect	\$120.00
Design Professional	\$90.00
Intern	\$75.00
Administrative Assistant	\$80.00



TFC Contract No. 18-037-000  
Hellmuth, Obata & Kassabaum, LP  
Assignment No. 1  
Project No.: 18-009-8455

**TFC CONTRACT NO. 18-037-000**

**EXHIBIT B-2**

**LIST OF PSP'S PROJECT MANAGER AND SUBCONTRACTORS**

A handwritten signature in blue ink, consisting of a large, stylized letter 'R' with a horizontal line extending to the right, and a smaller signature below it.

**TFC CONTRACT NO. 18-037-000  
HELLMUTH, OBATA & KASSABUAM, LP  
ASSIGNMENT NO. 1  
EXHIBIT B-1**

**LIST OF PSP PROJECT MANAGER  
AND  
SUBCONTRACTORS**

<b>A. PSP Project Manager:</b>		Bob Carnegie HOK 3200 Southwest Freeway, Suite 900, Houston, TX 77027 (713) 907-1205 bob.carnegie@hok.com
<b>B. Subcontractors:</b>		<b>NOT APPLICABLE</b>
	1.	<div style="text-align: right;">(Name)</div> <div style="text-align: right;">(Company)</div> <div style="text-align: right;">(Address)</div> <div style="text-align: right;">(Cell #)</div> <div style="text-align: right;">(Email)</div>
	2.	<div style="text-align: right;">(Name)</div> <div style="text-align: right;">(Company)</div> <div style="text-align: right;">(Address)</div> <div style="text-align: right;">(Cell #)</div> <div style="text-align: right;">(Email)</div>
	3.	<div style="text-align: right;">(Name)</div> <div style="text-align: right;">(Company)</div> <div style="text-align: right;">(Address)</div> <div style="text-align: right;">(Cell #)</div> <div style="text-align: right;">(Email)</div>
	4.	<div style="text-align: right;">(Name)</div> <div style="text-align: right;">(Company)</div> <div style="text-align: right;">(Address)</div> <div style="text-align: right;">(Cell #)</div> <div style="text-align: right;">(Email)</div>