

TFC Contract No. 17-099-000
Jones Lang LaSalle Americas, Inc.
Assignment No. 2

**CONSULTANT AGREEMENT
BETWEEN
THE TEXAS FACILITIES COMMISSION AND
JONES LANG LASALLE AMERICAS, INC.
TFC CONTRACT NO. 17-17-099-000**

ASSIGNMENT NO. 2

THIS ASSIGNMENT NO. 2 (hereinafter referred to as the "Assignment No. 2" 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 Jones Lang LaSalle Americas, Inc. located at 2020 K Street NW, Suite 1100, Washington, DC 20006 (hereinafter referred to as "Consultant") (TFC and Consultant 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 Consultant agrees to provide Professional Services is generally described as consulting services for the evaluation of materials submitted by two (2) short-listed Respondents to TFC's E.O. Thompson Parking Structure and Development Project solicitation (hereinafter referred to as the "Project") as further depicted in "Exhibit A-2," Consultant's Assignment No. 2 Proposal dated March 30, 2018, attached hereto incorporated herein for all purpose and consisting of three (3) pages.

DURATION OF ASSIGNMENT: The scope of services of this Assignment No. 2 shall be completed no later than August 31, 2018, unless terminated earlier as provided in Section 2.02 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. 2.

SPECIAL TERMS AND CONDITIONS OF ASSIGNMENT: Terms and conditions shall be in accordance with the Agreement, any Special Conditions, and with this Assignment No. 2.

SUBCONTRACTORS TO BE UTILIZED FOR PROJECT: Consultant shall perform the services under this Assignment No. 2 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, Consultant shall submit an HSP for approval pursuant to Section 10.03 of the Agreement.

FEE FOR BASIC SERVICES: Fee for the services set forth in this Assignment No. 2 shall not exceed Twenty Thousand and No/100 Dollars (\$20,000.00). No more frequently than once per month, Consultant shall submit an invoice 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 3.01 of the Agreement.

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IDENTIFICATION OF CONSULTANT PROJECT MANAGER AND ALL SUBCONTRACTORS: For this Assignment No. 2, Consultant shall identify the Project Manager, Consultant'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-2."

TFC reserves the right to approve the appointment of the Consultant Project Manager and to demand that the Project Manager, and any of Consultant'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 Consultant, nor shall any other subcontractors be engaged by Consultant, unless prior written consent is obtained from TFC, which consent shall not be unreasonably withheld, conditioned, or delayed.

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

JONES LANG LASALLE AMERICAS, INC.

By: DocuSigned by:
JOHN RAFF
C28F7724A750477

By: 

John S. Raff

Print Name: Jill Jameson, Managing Director, Jones La

Interim Executive Director

Print Title: Managing Director

Date of Execution: 06/13/2018 | 3:11 PM CDT

Date of Execution: 06/13/2018 | 1:33 PM CDT

G.C. NRG

Dir. MW

D.E.D. 

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EXHIBIT A-2
CONSULTANT'S ASSIGNMENT NO. 2 PROPOSAL
DATED MARCH 30, 2018



March 30, 2018
Dan Vickers, AIA, NCARB, LEED AP BD+C
Sr. Project Manager
Facilities Design & Construction

RE: Contract No.: 17-099-000
Project No.: 16-031-3404
Project Name: E.O. Thompson Parking Structure and Development Project

Dear Mr. Vickers,

Thank you for the opportunity to respond with our scope of work to address the needs of the Texas Facilities Commission in evaluating the two short-listed responses for the E.O. Thompson Parking Structure and Development Project.

JLL is a global market leader in P3 advisory services, leveraging years of experience working for public sector clients nationwide. For years, JLL has successfully helped our public sector clients to offload risk, access alternative finance, monetize assets, capitalize efficiency savings, and accelerate infrastructure delivery, all while retaining the governance and control needed for effective mission delivery.

We have outlined a scope of work that will include detailed analysis of the two short-listed proposals as well as benchmarking and extensive financial analysis. The team will also prepare deliverables that include written and verbal presentations geared towards both internal and external audiences. Finally, the JLL team will be able to assist with any subsequent negotiations. JLL has also outlined a number of additional services or advice that may be provided to assist TFC in the decision making process.

We are confident that we will be able to help the TFC implement a well-structured P3 for the Project that best serves the future interests of the State of Texas. Please feel free to reach out to me with any questions at 202.719.5588 or jill.jamieson@am.jll.com

Sincerely,

A handwritten signature in black ink, appearing to read 'Jill Jamieson', with several loops and flourishes.

Jill Jamieson
Managing Director, Public Institutions
Jones Lang LaSalle

Texas Facilities Commission
E.O. Thompson Parking Structure and Development Project



Scope of Work

Develop, prepare, and present financial briefing materials

JLL will prepare and present financial briefing materials detailing the proposals submitted by the two short-listed respondents. The materials will clearly articulate the value proposition associated with each proposal.

JLL's experience with the development, preparation and presentation of financial and other transaction briefing materials is extensive. JLL will work closely with the TFC to ensure that all information is developed, prepared and presented in a way that is consistent with broader strategic communications and stakeholder management strategies.

Provide information, including verbal presentations and written materials, discussing the merits of each current proposal with regards to the best future interests to the State of Texas

The JLL team will thoroughly review the two proposals and will present the merits of each to the Texas Facilities Commission. Written materials and verbal presentations will be provided detailing proposed project delivery elements including structuring options, revenue/funding strategies, balance sheet treatment and credit impact, risk allocation and mitigation strategies, etc. The goal of these efforts will be to detail the merits of each proposal as it relates to the best future interests of the State of Texas.

Assist in the development of financial models, including a public sector comparator, return on investment or "ROI" calculations for full lifecycle of asset(s) and breakeven points, ROI calculations with net present value or "NPV", comprehensive lifecycle cost and cash flows; and Value for Money analysis at various phases of a project

JLL will develop a number of financial models for the two responses detailing the relevant financial indicators and public sector comparators. This may include detailing return on investment or "ROI" calculations for full lifecycle of asset(s) and breakeven points, ROI calculations with net present value or "NPV", comprehensive lifecycle cost and cash flows, and Value for Money analysis.

Develop benchmarking of financial terms with comparable projects and assist with negotiations of final terms

JLL will support the Texas Facilities Commission by benchmarking the selected respondent's proposal to comparable projects. In assisting with negotiations of final terms, JLL provide an in-depth analysis of key project parameters, financial terms, and risk mitigation measures with a focus on approaches to enhance value for the State of Texas.

JLL will assist in the negotiation process, helping to ensure that the appropriate market based returns for all parties are reflected, providing input on deal structures and working with TFC's legal counsel to review..

Assist in the evaluation of financial elements project proposals

JLL will undertake detailed financial and economic analyses of the two short-listed responses to determine their viability and potential impact, as well as to inform key deal parameters and address complex government requirements. JLL will also include the evaluation of public benefits and other economic impact factors that TFC may identify for analysis.

Texas Facilities Commission
E.O. Thompson Parking Structure and Development Project



Develop and present briefing materials and reports to the government body of the responsible governmental entity and for stakeholder engagement efforts such as public hearings

JLL will develop and present briefing materials and reports as directed by TFC for this effort. The JLL team will also advise and assist with stakeholder management, will develop strategic communication plans, and will provide ongoing assistance with public outreach (including legislative and executive branch entities, state governments, city officials, civic groups, employee organizations and unions, etc.).

Provide other services, advice, and deliverables, as necessary, to provide advice to TFC program objective

JLL's in-house team includes experienced P3 program and transaction specialists, public policy experts, finance and capital markets professionals, technical sector specialists, developers, consultants and market researchers. As such, our team will be able to provide a range of other services, advice, and deliverables, as necessary, to provide advice to TFC. The following provides a general overview of key program management services that JLL can also provide:

- Advise on P3 program development, including program work-planning and budgeting, budget integration, performance measurement, governance structures, etc.
- Advise and assist in the establishment and refinement of an appropriate legal, regulatory, operational and institutional enabling framework for P3;
- Assist with refinements to implementing guidelines for Texas P3 program;
- Development of standardized processes, incl. financial modelling and Value-for-Money templates;
- Development and delivery of P3 capacity building programs for public officials;
- Identification of P3 program constraints and strategies for addressing those constraints;
- Assist with the identification, screening, and analysis of potential P3/P4 projects (project pipeline);
- Provide advocacy to address budget scoring and accounting treatment issues;
- Provide ongoing advice on emerging P3 issues and best practices;

Pricing Proposal

JLL anticipates that the following staffing strategy and associated pricing will be required for this effort. JLL understands that only the hours expended will be paid per the contracted hourly rate and that the Texas Facilities Commission has identified a cap of spending of \$20,000 for this effort.

Name	Role	Hourly Rate	Anticipated Hours	Total Fee
Jill Jamieson	Managing Senior Financial Advisor	\$ 326.95	5	\$ 1,635
Chris Roth	Managing Senior Financial Advisor	\$ 326.95	5	\$ 1,635
Brian Carroll	Senior Financial Advisor / Subject Matter Expert	\$ 301.47	40	\$ 12,059
Aaron Kurtz	Financial Advisor	\$ 202.14	10	\$ 2,021
Lauren Smith	Financial Advisor	\$ 202.14	12	\$ 2,426
			72	\$ 19,775

In addition to the anticipated consulting fee outlined above, JLL shall be reimbursed by TFC for reasonable lodging and travel expenses in accordance with the Contract.

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EXHIBIT B-2

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

EXHIBIT B-2**LIST OF CONSULTANT'S PROJECT MANAGER
AND SUBCONTRACTORS**

1. Project Manager	Jill Jamieson, Managing Director Jones Lang LaSalle Americas, Inc. 2020 K Street NW, Suite 1100, Washington, DC 20006 Office: 202-719-5588; Cell: 293-222-2225 Jill.Jamieson@am.jll.com
2.	Drew Kiesling, Executive Vice President Jones Lang LaSalle Americas, Inc. 8343 Douglas Ave, Ste 100, Dallas, TX 75225 Office: 214-438-6480 Cell: 214-675-6962 drew.kiesling@am.jll.com
3.	Christopher Roth, Managing Director Jones Lang LaSalle Americas, Inc. 200 E Randolph Drive, Chicago, IL 60601 Office: 312-228-2720 Cell: 202-580-2328 chris.roth@am.jll.com
4.	Moses Siller, Senior Vice President Jones Lang LaSalle Americas, Inc. 9601 McAllister Freeway, Ste 100, San Antonio, TX 78216 Office: 210-839-2013 Cell: 210-363-0924 moses.siller@am.jll.com
5.	Brian Carroll, Vice President Jones Lang LaSalle Americas, Inc. 200 E. Randolph Drive, Chicago, IL 60601 Office: 312-228-3312; Cell: 630-650-2742 Brian.carroll@am.jll.com
6.	Aaron Kurtz, Associates Jones Lang LaSalle Americas, Inc. 200 E. Randolph Drive, Chicago, IL 6061 Office: 312-228-2051; Cell: 312-971-7132 Aaron.kurtz@am.jll.com
7.	Lauren Smith, Senior Analyst Jones Lang LaSalle Americas, Inc. 200 E. Randolph Drive, Chicago, IL 60601 Office: 312-228-2591; Cell: 708-663-5114 Lauren.Smith@am.jll.com