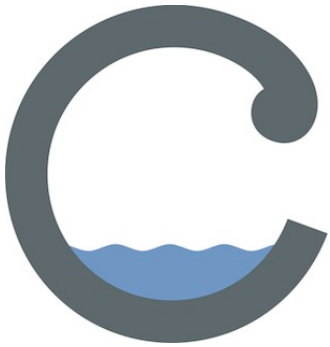
Waller Creek District

ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan



October 10, 2018

Waller Creek Conservancy
PO Box 12363
Austin, Texas 78711
512-541-3520
www.wallercreek.org

October 10, 2018

Mr. Tom Meredith
Vice President
Waller Creek Local Government Corporation

RE: Waller Creek District: ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan

Dear Tom:

Enclosed herewith you will find ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan covering construction manager services only. This phase plan encompasses bidding and pre-construction services in anticipation of the future Construction Phase Plan. The work product of this phase plan will include the Guaranteed Maximum Price (GMP), constructability reviews and value engineering recommendations, and other pre-construction services as discussed herein. Professional services related to this scope were previously approved in the Waterloo Park Construction Documents and Permitting Phase Plan and ADDENDUM. Please refer to the enclosed Exhibit E for a Project Budget including identification of funding sources.

The Joint Development Agreement, Section 3, identifies the documentation required for each proposed phase plan. The attached checklist identifies all of the submission requirements, those applicable to this scope of work and where they can be found in this document.

If you have questions or concerns, please let me know and we will address them quickly.

Sincerely,

Peter Mullan
Chief Executive Officer
Waller Creek Conservancy
Proposing Party

Waller Creek Conservancy
PO Box 12363
Austin, Texas 78711
512-541-3520
www.wallercreek.org

The Phase Plan described in this document has been reviewed and agreed upon to the scope described herein.

_____

Ms. Kristin Pipkin Date
Responding Party
Watershed Protection Department
City of Austin

The Phase Plan described in this document has been reviewed and approved specific to the scope described herein.

_____

Mr. Tom Meredith Date
Vice President, LGC Representative
Waller Creek Local Government Corporation

Waller Creek District:

ADDENDUM TWO to the Waterloo Construction Documents and Permitting Phase Plan

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ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan Proposal Checklist

	#	Section	Topic	Description	Notes
Review, Approvals and Objections					
		3.02.B	Responding Party Review	Complete before submission to LGC	
		3.02.B.(i)	Cover Letter	See format	
		3.02.B.(ii)		Date of submission	10/10/18
		3.02.B (iii)		Date by which they must respond	
		3.02.B.(iv)		Identify the provision in the JDA calling for the submission	Exhibit G
Phase Plan Process					
	1	3.04.A.1	General	Exec Summary with narrative	Exec Summary
	1a			Schedule with milestones	Exhibit B
	1b			Implementation Plan	Exhibit C
	2	3.04.A.2 (i)	Identify Team	List all professionals and their discipline	Exec Summary
	2a	3.04.A.2 (ii)	Contracting Method	Proposed Construction Delivery Method	Exec Summary
	2b	3.04.A.2.(iii)	Designate the Reviewer of Construction Schedule	Project Director or Managing Party	No construction is included in this scope of work; Construction Schedule will be reviewed by Owner Team
	2c	3.04.A.2 (iv)	Graphical Material	Site plans, architectural plans, elevations, other design materials	N/A - no graphical material is included in this scope of work
	3	3.04.A.3	District Map	Map of District showing Limits of Phase Plan Area	Exhibit A
	4	3.04.A.4	Project Budget	All Phase Plan costs including allowances and contingencies	Exhibit E
	4a		Funding Sources	List source	Funding Letter
	4b		Funding Sources	List where funds are to be held	Funding Letter
	4c		Funding Sources	List constraints on use of funds	Funding Letter
	4d		Post Construction Budget	Capital repair, operating and maintenance budgets	N/A - no construction is included in this scope of work.
	5	3.04.A.5	Cost Overrun Plan	Identify how any cost overruns will be funded	Exec Summary

ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan Proposal Checklist

	#	Section	Topic	Description	Notes
	6	3.04.A.6	Compliance with Foundational Articles	If the proposed project does not comply with the terms of the JDA, the proposed modification to the JDA is provided here.	Exec Summary
	7	3.04.A.7	Third Party Agreements	Outline any third-party agreements that will need to be obtained	N/A - none contemplated in this scope of work
	8	3.04.A.8	Property Procurement Process Requirements	Local Government Code Sections 252 and 271, and Chapter 431 of Texas Trans Code	Exec Summary
	9	3.04.A.9	MWBE Participation	Outline plan	Exhibit G
	10	3.04.A.10	Public Improvement Projects	Identify responsibilities for obtaining approvals and permits from Government Authorities for design and construction	N/A - none contemplated in this scope of work
	11	3.04.A.11	Operations Permits	Plan for obtaining and paying for approvals and permits for operations, the cost of operation and maintenance	N/A - none contemplated in this scope of work
	12	3.04.A.12	ID and Mapping Easements	Identify and map all easements and other real property interests.	N/A - none contemplated in this scope of work
	13	3.04.A.13	Requirements on Use of Funds	Identify any requirements that apply to the use of tax-exempt obligations, grants or other funds	N/A - none contemplated in this scope of work
	13a			Texas Transportation Code Chapter 431	N/A - none contemplated in this scope of work
	13b			City Code and Other Applicable Law	N/A - none contemplated in this scope of work
	14	3.04.A.14	Insurance and Bonding	Provision of insurance and bonding in Article 9	N/A - bonding is not required for professional services
	15	3.04.A.15	Use by City	Identify terms for exclusive free use by the City for public functions and City sponsored events	N/A - none contemplated in this scope of work
	16	3.04.A.16	Activities and Rates	Identify terms for use and activities by community groups (nonprofits, children, elderly) that includes free or reduced rates	N/A - none contemplated in this scope of work

ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan Proposal Checklist

	#	Section	Topic	Description	Notes
	17	3.04.A.17	Maintenance in ROW's	Identify of maintenance of District ROW's	N/A - none contemplated in this scope of work
	18	3.04.A.18	Utilities	Identify how utilities will be provided, cost of services, allocation or metering or sub metering etc	N/A - none contemplated in this scope of work
	19	3.04.A.19	Operations and Maintenance	Identify operations and maintenance standards	N/A - none contemplated in this scope of work
	20	3.04.A.20	Revenue Source and Fees	Identify revenue City or Conservancy will receive, and identify any proposed licensing and a pro forma of how fees will cover Op Expenses	N/A - none contemplated in this scope of work
	21	3.04.A.21	Commercial Design Standards	Identify if Comm Design Stds apply	Subchapter E
	22	3.04.A.22	License Agreements	Identify if License Agreements apply	N/A - none contemplated in this scope of work
	23	3.04.A.23	Naming Rights	Identify any license agreements necessary for naming rights	N/A - none contemplated in this scope of work
	24	3.04.A.24	Change in Ownership	Identify if there is a proposed change in ownership of a Public District Site	N/A - none contemplated in this scope of work
	25	3.04.A.25	Capital Needs Timing	Identify the capital needs timing for City Planning purposes	Exhibit F
	26	3.04.A.26	Payment to PARD or other City Departments	Identify how payments will be made to PARD or other City Depts for their operations	N/A - none contemplated in this scope of work
	27	3.04.A.27	Public Accessibility	Identify public accessibility and provisions thereof	N/A - no construction is included in this scope of work
	28	3.04.A.28	Timing of transfers	Identify timing of transfers of improvements and land	N/A - none contemplated in this scope of work
	29	3.04.A.29	Maintain natural space	Identify the ways projects will be designed to maintain natural space	This scope supports and enhances the natural space
	30	3.04.A.30	Maintain flexibility of City owned properties	Identify how the flexibility of City Owned properties will be maintained	The design team will include maintaining flexibilty as a design goal

ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan Proposal Checklist

	#	Section	Topic	Description	Notes
	31	3.04.A.31	Issues related to alcohol use	Identify any desired exemptions of City Code or park rules	N/A - none contemplated in this scope of work
	32	3.04.A.32	Other Relevant Info		

PROJECT IDENTIFICATION

Project Title: ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan

Project Location: Waterloo Park, Austin, Texas (See **Exhibit A, Project Area**)

EXECUTIVE SUMMARY and NARRATIVE

The Waller Creek district includes a one-and-a-half mile urban, riparian ecosystem that meanders southward from Waterloo Park at 15th Street, along the eastern edge of downtown Austin, ending at Lady Bird Lake. Once complete, the Waller Creek district, 37 acres of connected urban green space, will feature four distinct, beautifully designed park spaces, pedestrian and bicycle paths, a revitalized creek, and other urban amenities – a place where the environment, culture, health, adventure, and diversity converge. The revitalized Waller Creek will renew the natural environment, foster the creative arts, and nourish authentic and uplifting experiences that reflect Austin's diversity and dynamic spirit.

Waterloo Park is an 11-acre green space that will host a wide range of landscape experiences for play, leisure, and celebration of the natural environment. The greater Waller Creek trail system emerges into the park at 12th Street from the south and provides a flow of recreational visitors coming from downtown, Lady Bird Lake, and beyond. An accessible path network weaves through the site's dramatic topography, connecting a network of gardens, water features, gathering spaces, stands of mature trees, and a central "Clearing" – a grand new civic space for Austin. Waterloo Park is at the core of an urban district that is undergoing dramatic change. The Dell Medical School Campus, Brackenridge Hospital redevelopment, and the State Capitol Complex frame the site and create a constituency that infuses the park with daily activity.

This phase plan includes bidding and pre-construction services for Waterloo Park to be undertaken by DPR Construction.[1] DPR Construction will bid the 100% Bid Documents to the sub-contractor community and present a Guaranteed Maximum Price to the Owner team. DPR Construction will also conduct constructability and value engineering reviews[2] of the 100% Bid Documents and produce documents that will help reduce the construction schedule once a construction Notice to Proceed is issued.

This phase plan does NOT include authorization to proceed into construction. When this authorization is requested, the Proposing Party will include all of the documentation required according to the joint

[1] Zachry Construction Corporation provided bidding and pre-construction services under this phase plan through May 2018.
[2] Value engineering will be done only if the cost of the Guaranteed Maximum Price exceeds the budget and is needed.

development agreement (JDA), including sources of construction funding and an operations and management plan.

This phase plan encompasses the following tasks that will be led by DPR Construction:

- Task 1: Bidding (August – December 2018)
- Task 2: Pre-Construction Services (August – December 2018)

This phase plan builds upon the work already completed in this phase plan, particularly the 100% Bid Documents.

This phase plan requires close coordination with Michael Van Valkenburgh Associates, Inc. and Thomas Phifer and Partners design teams and Benz Resource Group who are engaged in ongoing permitting, bidding, and design work under the same phase plan.

The project will require extensive coordination with the Parks and Recreation Department (PARD) and the City of Austin Watershed Protection Department (WPD). Other City of Austin (COA) agencies that may require coordination include but are not limited to: Development Services (DSD), the Public Works Department (PWD), Transportation Department, City Legal, PARD Contracts, and the Office of Real Estate Services (ORES).

All services performed under this phase plan shall be performed in accordance with the existing contractual agreements held by Waller Creek Conservancy, applicable codes, and accepted industry standards. Any acquisitions either by fee simple or easement will follow the Office of Real Estate's Standard Operating Procedures for approvals, land plans, land title surveys, Environmental Site Assessment Plans I and II, and title policies.

All consultant documents shall be prepared using the English system of weights and measurements. It is assumed that hardcopy, PDF, and CAD drawings are acceptable formats for review submissions to COA and WCC. Conversion to other file formats (e.g. MicroStation, AutoCAD Civil 3D) will be considered an additional service.

PERFORMANCE PERIOD & SCHEDULE

The Services required by this phase plan shall be provided from August 2018 to December 2018. The

anticipated performance period for Task 1 Bidding is four (4) months. The anticipated period for Task 2 Pre-Construction Services is four (4) months with two (2) of those months occurring in the past. A comprehensive Project Schedule is shown in **Exhibit B, Project Schedule**.

GENERAL SCOPE OF SERVICE REQUIREMENTS

A detailed description of the scope and deliverables is included in **Exhibit C, Project Scope & Implementation Plan**, as is a description of the interaction among consultants and key stakeholders toward the production of deliverables.

CONSULTANT TEAM LIST

The following consultants will be part of this phase plan and their associated scopes, schedules, deliverables, budget and fees are included in this proposal:

- DPR Construction

The following consultants and their sub-consultants will provide services related to DPR Construction's scope through existing fees within this phase plan:

- Architecture: Thomas Phifer and Partners
- Landscape Architecture: Michael Van Valkenburg Associates, Inc.
- Project Management: Benz Resource Group

Please see the organization chart in **Exhibit D, Organization Chart.**

PROJECT BUDGET

Services will be performed on a "not-to-exceed" fee basis. The consultant fees and estimated reimbursable expenses are shown in **Exhibit E, Project Budget**. A summary of the fees is as follows:

Professional Service Fees:	$264,430
Reimbursable Expenses:	$0
Cost Overrun Reserve:	$10,000

Grand Total of fees, reimbursable expenses and allowances for Waterloo Park Bidding and Pre-Construction Services Phase Plan: $274,430

Waller Creek Conservancy will contribute 100% of the total of work occurring in Weeks 1-7 plus 1/3 of the total of work occurring in Weeks 8-16, for an amount not to exceed $162,034 plus no more than $0 in reimbursable expenses, not including the cost overrun reserve. PARD will contribute 70% of 2/3 of the work occurring in Weeks 8-16, for an amount not to exceed $71,677 plus no more than $0 in reimbursable expenses each, not including the cost overrun reserve. WPD will contribute 30% of 2/3 of the work occurring in Weeks 8-16, for an amount not to exceed $30,719 plus no more than $0 in reimbursable expenses each, not including the cost overrun reserve.

Upon approval of regularly submitted invoices, the Conservancy will disburse payment accordingly. **See Exhibit F, Capital Needs Projection** addressing the prime scope of work, which excludes allowances.

Individual consultant fee proposals are included in **Exhibit H** under separate cover.

POINTS OF CONTACT

Proposing & Managing Party:

Waller Creek Conservancy

CEO: Peter Mullan, pmullan@wallercreek.org (512-541-3520)

Director of Planning and Design, John Rigdon, jrigdon@wallercreek.org (512-541-3520)

Capital Projects Manager, Kim Barker, kbarker@wallercreek.org (512-541-3520)

Responding Party:

City of Austin, Watershed Protection Department

Kristin K. Pipkin, kristink.pipkin@austintexas.gov (512-974-3315)

City of Austin, Parks and Recreation Department

Terry Jungman, terry.jungman@austintexas.gov (512-974-9479)

Other Contacts:

City of Austin, Planning and Zoning Department

Tonya Swartzendruber, tonya.swartzendruber@austintexas.gov (512-974-3462)

DPR Construction:

DPR Point of Contact: Bryan Lofton, bryanl@dpr.com, (512-801-2040)

Architecture Team Lead:

Thomas Phifer and Partners (TPP) Founder: Thomas Phifer, tom@thomasphifer.com (212-337-0334)

TPP Director and Point of Contact: Andy Mazor, andrew@thomasphifer.com (212-337-0334)

Landscape Architecture Team Lead:

Michael Van Valkenburgh (MVVA) President and CEO: Michael Van Valkenburgh, michael@mvvainc.com (718-243-2044)

MVVA Principal: Gullivar Shepard, gshepard@mvvainc.com (718-243-2044)

MVVA Project Manager and Point of Contact: Tzufen Liao, tliao@mvvainc.com (718-243-2044)

Benz Resource Group

Benz Resource Group CEO: Susan Benz, benz@benzresourcegroup.com (512-220-9542)

COMPLIANCE WITH THE FOUNDATIONAL ARTICLES OF THE JDA

All work proposed in this Project is in compliance with the approved Design Plan and the Foundational Articles of the JDA.

CONTRACTING METHOD

All of the consultants included in this scope of work will be under contract to Waller Creek Conservancy. Waller Creek Conservancy will execute the contracts included herein upon Local Government Approval of ADDENDUM TWO to the Waterloo Park Construction Documents and Permitting Phase Plan.

DPR Construction was selected through the Request for Qualifications: Waterloo Park Construction Manager at Risk utilizing methods that meet the City of Austin Ordinances for procurement of services.

All of the consultants identified by name in this Project were under agreement prior to the execution of the Joint Development Agreement (JDA) or have been selected utilizing methods that meet the City of Austin Ordinances for procurement of services. Any subsequent consultants will be selected utilizing the same.

COST OVERRUN PLAN

In accordance with Section 3.04.a.5 of the JDA, the identification of the sources of funds for cost overruns is required. For this phase plan, a cost overrun would be caused by a request in a change of the scope of

services outlined. Any request for change will require an amendment to this phase plan, including identification of the source of funding, and will require approval of the Proposing Party and the Responding Party.

Exhibit A
Project Area

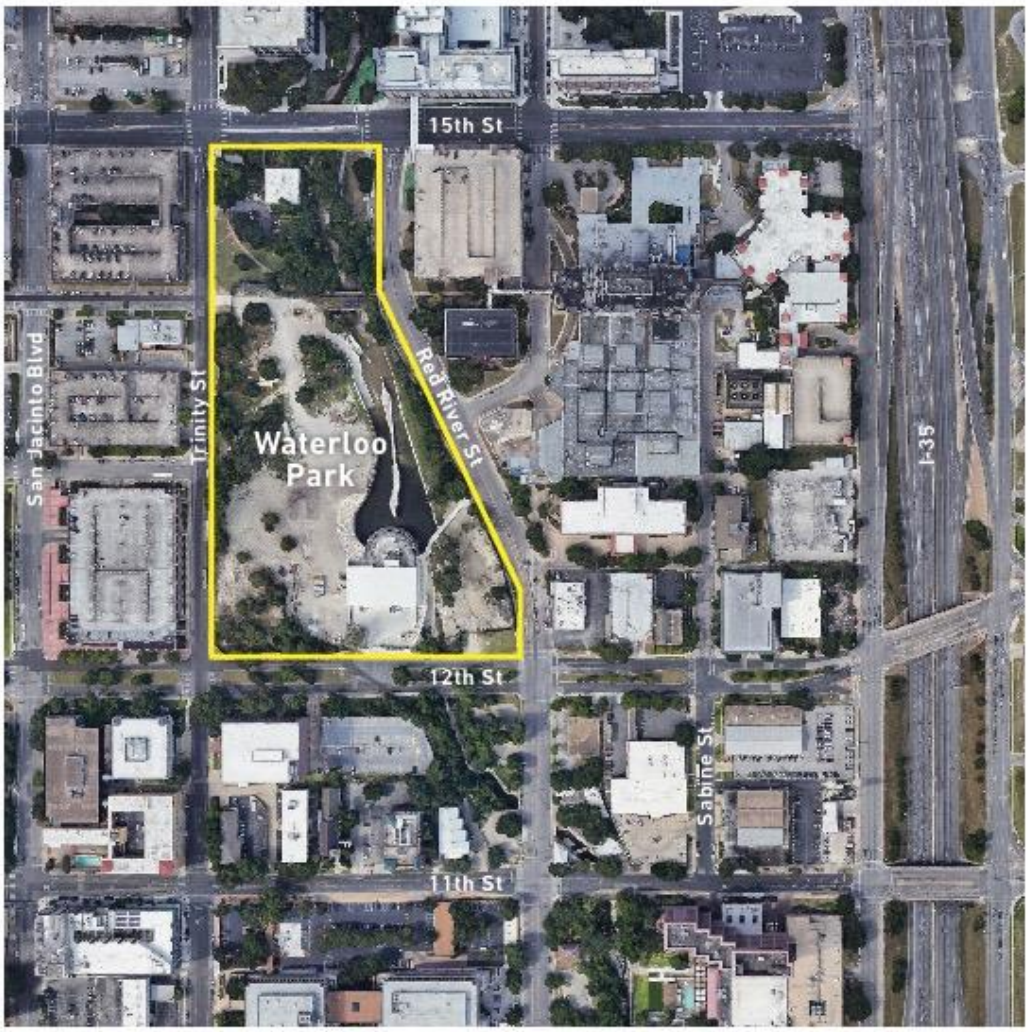


Exhibit B
Project Schedule

Bidding Schedule	
Bid Open	9/4/2018
Requests for Information (RFI) Due	9/18/2018
Addendum 1 / RFI Responses Due by MVVA, TPP, MHOA	9/28/2018
Sub-Contractor Bids Due	10/2/2018
Initial Estimate Due	10/9/2018
Addendum 2 Due by MVVA, TPP, MHOA	10/10/2018
Sub-Contractor Interviews with Design and Owner teams	10/16/2018-10/18/2018
Guaranteed Maximum Price (GMP) Due	10/19/2018
Addendum 2 Pricing Due	10/19/2018
Revise/Refine GMP Due	11/2/2018

Sector 9 Bidding Schedule	
Bid Open	11/5/2018
GMP Due	12/14/2018
Revise/Refine GMP Due	12/21/2018

Pre-Construction Schedule	
Draft Constructability Review Due	9/21/2018
Constructability Review Meetings	9/27/2018
Final Constructability Review Due	9/28/2018
Construction Phasing Plan Due	11/1/2018
Procurement Log Due	11/1/2018
Value Engineering Recommendations Due (Cost Innovation Log) if VE necessary	11/8/2018
Safety Plan Due	12/1/2018
Clash Detection Report Due	12/1/2018

This phase plan includes the bidding and pre-construction services for Waterloo Park to be undertaken by DPR Construction. DPR Construction will bid the 100% Bid Documents to the sub-contractor community and present a Guaranteed Maximum Price to the Owner team. DPR Construction will also conduct constructability and value engineering reviews of the 100% Bid Documents as well as documents that will help reduce the construction schedule once a construction Notice to Proceed is issued.

The Scope of Work includes two tasks to occur concurrently:

- Task 1: Bidding
- Task 2: Pre-Construction Services

Task 1: Bidding (August 2018-December 2018)

DPR Construction's activities in this phase include:

- Coordination with the Owner team
- Coordination with the design team (Michael Van Valkenburgh & Associates, Inc and Thomas Phifer and Partners)
- Solicit for subcontractor/vendor bids for Parkland, Venue, and Restroom as a single GMP with a separate GMP for Sector 9
- Advertise and solicit bids from M/WBE trades, coordinating with the City of Austin SMBR compliance officer and hosting an outreach event
- Complete quantity survey
- Complete MEP Estimating
- Level subcontractor bids
- Conduct interviews with subcontractors, some of which will include participation by the design and Owner teams
- Prepare recommendations for best value subcontractors
- Prepare initial cost estimate
- Assemble Guaranteed Maximum Price
- Prepare qualifications and assumptions
- Prepare allowances and unit prices
- Prepare milestone schedule
- Prepare Schedules of Values

- Modify the Guaranteed Maximum Price as directed by the Owner team

Bidding Deliverables (see Exhibit B Schedule for due dates):

- Guaranteed Maximum Price with associated qualifications and assumptions, allowances, unit prices, schedule, and Schedule of Values
- Final Guaranteed Maximum Price based on Owner and design team feedback
- Guaranteed Maximum Price with associated qualifications and assumptions, allowances, unit prices, schedule, and Schedule of Values for Sector 9
- Final Guaranteed Maximum Price for Sector 9 based on Owner and design team feedback

This GMP will later be used as the basis for the construction of Waterloo Park as part of a future construction phase plan.

Task 2: Pre-Construction Services (August 2018-December 2018)

DPR Construction's activities in this phase include:

- Coordination with the Owner team
- Coordination with the design team (Michael Van Valkenburgh & Associates, Inc and Thomas Phifer and Partners)
- Complete constructability reviews of the 100% Bid Documents to identify coordination problems and areas where more information is required for construction and to recommend ways to construct details more efficiently
- Provide value engineering recommendations in a Cost Innovation Log including ideas that will add value to the project by providing a better product or reduce cost if value engineering is needed based on GMP cost
- Prepare construction phasing plan to define general flow of construction by area, site logistics, storage locations, and traffic patterns
- Build and maintain a critical path schedule indicating unique construction activities
- Identify long lead items by reviewing the 100% Bid Documents and communicating with subcontractors to identify products that carry a lead time that could impact the project schedule and document in Procurement Log
- Develop a procurement strategy to ensure positive schedule outcome by ranking trades in order of most to least time sensitive to buy-out, receive submittals, order materials, and fabricate products

- Develop safety plan for all trades on site
- Coordinate models from architects and subconsultants and perform a clash detection

Pre-Construction Services Deliverables (see Exhibit B Schedule for due dates):

- Constructability Report (draft and final)
- Cost Innovation Log (if value engineering is needed)
- Construction Phasing Plan
- Procurement Log
- Site Specific Environmental Health and Safety Plan
- Clash Detection Report

Exhibit D
Organization Chart

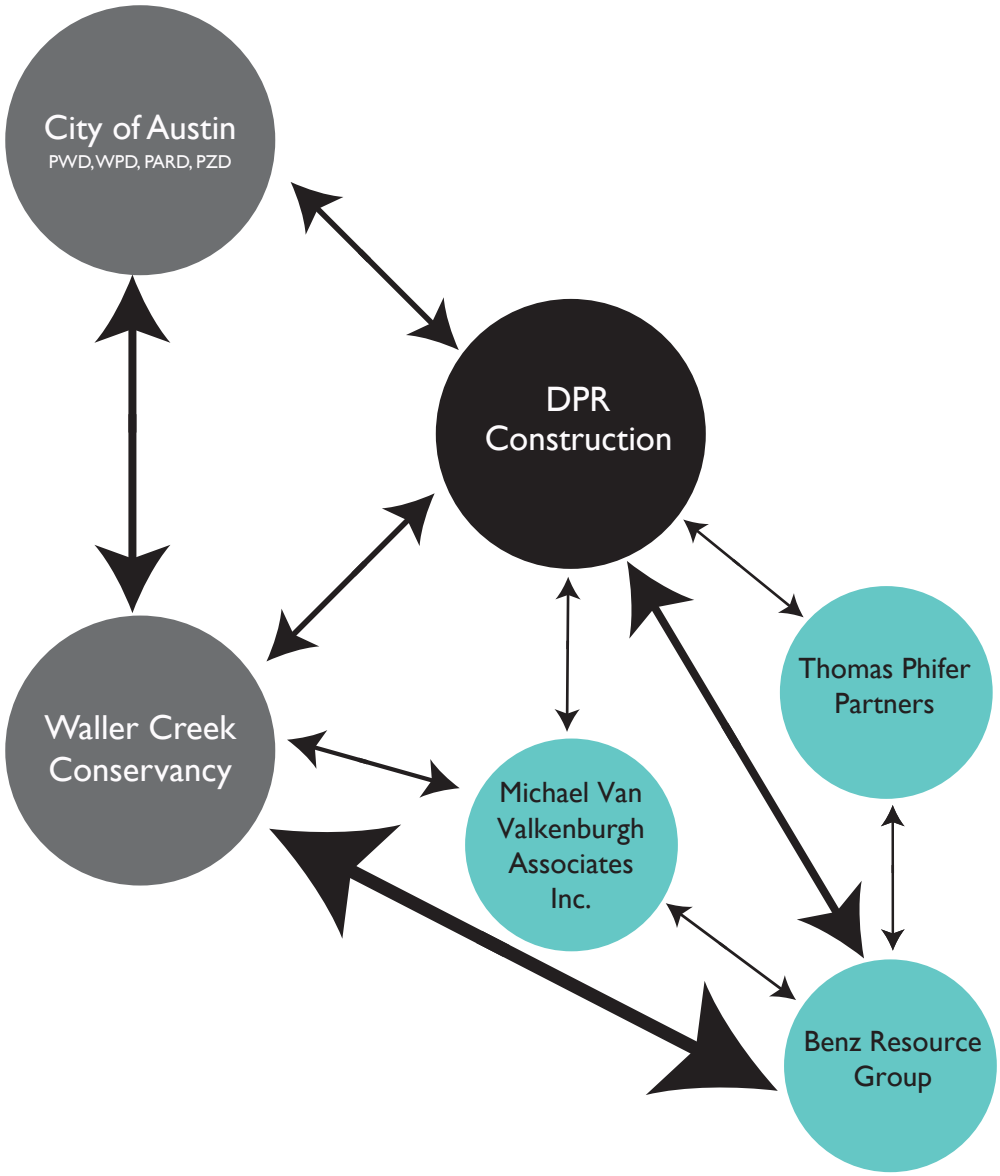


Exhibit E
Project Budget

Summary

CMAR Fees	264,430
Reimbursable Expenses	0
Cost Overrun Reserve	10,000
Total Phase Plan	**274,430**

Fee Detail

Consultant	**Weeks 1-7 (8/27-10/14/2018)**	**Weeks 8-16 (10/15-12/12/2018)**	**Reimbursable Expenses**	**TOTAL Fees + Reimbursable Expenses***
DPR Construction	110,836	153,594	0	264,430
TOTAL	**110,836**	**153,594**	**0**	**264,430**

Funding Source

	Weeks 1-7 (8/27-10/14/2018)	**Weeks 8-16 (10/15-12/12/2018)**	**Reimbursable Expenses**	**TOTAL Fees + Reimbursable Expenses***
WCC	110,836	51,198	0	162,034
PARD	0	71,677	0	71,677
WPD	0	30,719	0	30,719
TOTAL	**110,836**	**153,594**	**0**	**264,430**

*TOTAL Fees + Reimbursable Expenses does not include Allowances and Cost Overrun Reserve

Exhibit F
Capital Needs Projection

	Total Fees *	Total Reimbursable Expenses
	$ 264,430	$ -
Months	Fees	Reimb Exp
1	209,210.00	0.00
2	55,220.00	0.00
	264,430.00	0.00
* These projections will fluctuate in response to adjustments in work flow		
* Does not include Cost Overrun Reserve or Owner Allowance		

M/WBE REQUIREMENTS

(a) The Managing Party shall comply with the applicable standards and principles of the **M/WBE Program Ordinance** in the design and construction of Projects, provided, however, Contractors and their subcontractors under contracts executed and delivered by the Conservancy as of the date of this Agreement for the scope of work contemplated in the Design Plan approved by City Council shall not be required to comply with this Exhibit G. A change in the scope of work or Contractors or subcontractors, including adding Contractors or subcontractors shall require compliance with this Exhibit G. Prior to any changes or additions the Managing Party shall consult with and provide SMBR information regarding the proposed change in scope or change or deletions of Contractors or subcontractors to determine the necessary steps to achieve compliance with the M/WBE Program.

With respect to any design or construction projects for a Project, the Contractors shall meet the gender and ethnic-specific participation goals or subgoals for each year in which design or construction occurs as determined by the Director of SMBR in accordance with the M/WBE Program Ordinance and rules. Before advertising a bid for any portion of the design or construction work, the Managing Party shall submit to SMBR a copy of a proposed solicitation in order for the City to determine the gender and ethnic-specific participation goals or subgoals for the project. The determination by the Director shall be based on the proposed size, type and scope of work to be undertaken by the Managing Party and described in the bid documents, and the availability of each group of M/WBEs to perform elements of the work. The City may utilize either the cumulative M/WBE goal or the subgoals for each group of minority persons in the proposed solicitation, or set M/WBE participation goals for each Project as provided in City Code Section 2-9A-19 (*Establishment of MBE/WBE Participation Levels for Individual Contracts in Construction*), or as may subsequently be modified, amended or replaced. The Director shall have 10 Business Days from receipt of a bid package from the Managing Party in order to evaluate and determine the required level for utilization of M/WBE project or phase-specific goals or subgoals, and shall notify the Managing Party in writing of the Director's determination.

In an effort to meet the gender and ethnic-specific M/WBE utilization goals, the Managing Party shall implement an outreach program designed to solicit participation of M/WBEs. These outreach efforts should also target small businesses generally. The Managing Party may seek the assistance of SMBR in these outreach efforts as described in paragraph (b) below.

For any year in which the Managing Party, the Contractors fail to meet each of the goals or subgoals established by the Director, the Managing Party, the Contractors must demonstrate good faith efforts to meet the goals as described in the M/WBE Program Ordinance. The Managing Party shall submit documentation demonstrating its own and

the Contractors' good faith efforts to meet the goals as is required under the following paragraph (d). If the Managing Party provides documentation to SMBR evidencing its own and its Contractors' good faith efforts, the Managing Party shall be deemed in compliance with this paragraph (a). Failure to perform this obligation shall be considered a material breach of this Agreement. The City acknowledges that this obligation does not require the Managing Party to modify, nullify or abrogate any contracts that the Managing Party has entered into before the Effective Date of this Agreement.

(b) The Managing Party shall apprise SMBR when the Managing Party desires assistance from SMBR in its efforts to meet the gender and ethnic specific M/WBE utilization goals. This assistance may include providing a list of certified M/WBE firms from which the Managing Party may solicit or cause the Contractors to solicit participation in the design and construction of any improvements, identifying potential scopes of work, establishing the bid packages, scheduling and hosting outreach meetings, and assisting the Managing Party, its Contractors in soliciting M/WBE firms to provide bids. The Managing Party is not required to solicit participation during a period in which the Managing Party is not engaged in designing and/or constructing a Project, but rather, the Managing Party is required to incorporate the standards and principles of the M/WBE Program Ordinance including the foregoing M/WBE utilization goals into its development process as and when such process exists in connection with a Project.

(c) The Managing Party shall provide monthly reports to SMBR no later than the 10th day of each month to track (i) the utilization on a percentage basis of M/WBE firms in the design and construction of the Projects; and (ii) a summary of the Managing Party's efforts to implement the standards and principles of the M/WBE Program Ordinance. SMBR shall provide the forms to be used by the Managing Party in submitting such reports.

(d) Within thirty (30) days of receipt of the Managing Party's final monthly report (as is required under paragraph (e) above for the preceding year, January 1st through December 31st (the "**SMBR Compliance Period**"), SMBR shall determine whether the Managing Party is in compliance with the requirements of this **Exhibit "G".**

Waller Creek Project Approved Consultant List
(see Executive Summary - Contracting Method for this Phase Plan

Firm	Discipline	MWBE
2 x 4	signage consultant	
Access Partnership	accessibility specialist	
ACI Consulting	environmental consulting	
Altieri Sebor Wieber	mechanical, electrical, plumbing	
Altura Solutions	accessibility specialist	
American Construction Investigations	ADA consultant	
Applied Ecological Services	ecologist, bank stabilization	
Architectural Engineers Collaborative	structural engineer	
Arup USA Inc.	AV, Acoustical, lighting, IT, security	
Atelier 10	sustainability consultant	
Benz Resource Group	project management	WBE
Big Red Dog	civil engineering	
Brierly Assoc	geotech engineering	
CCM Consulting Group	construction auditing	
Chan & Partners	civil engr: subsurface utilities	
Charles Marsh Woodruff	geologic consulting	
Construction Specifications, Inc	specifications consultant	
Davey Resource Group	arborist	
Development Strategies	economic development	
Dr W. Todd Watson	plant pathologist	
dwg	landscape architect	
Eckersley Cladding Consultant	exterior cladding	
EEA Consulting	mechanical, electrical, plumbing	
ETM Associates	public space management	
Fluidity Design Consultants	water feature consulting	
GeoSolutions	geotech: slope stability	
Greenberg Consultants	urban design	
Guy Nordenson & Assoc	structural engineer	
Haynes Whaley Associates	structural engineer	
Henshell & Buccellato	waterproofing consultant	
Heritage Title Company	title and easement research	
HNTB	bridge design	
HNTB	traffic engineering	
Holt Engineering	geotech engineering	
Horton Lees Brogden Lighting	lighting	
HR&A	ecomonic development	
Hydrodramatics	water feature consulting	
Israel Berger and Associates	waterproofing consultant	
James Pole Irrigation Consultants	irrigation	
JGL Food Services Consultants	food service consultant	
Joshua Long	geographer	
Lady Bird Johnson Wildflower Center	ecologist, native plantings and management strategies	
Limnotech	hydrologist	
McGray & McGray	site surveying	
Metcalf Williams Stuart & Wolff	land use, zoning	
Michael Van Valkenburgh Assoc	landscape architect	
Olsson Assoc	soil scientist & ecosystem	
Persohn/Hahn Associates	elevator consultant	
Piscatello Design Centre	signage consultant	
ProjectProjects	graphic design	
Reginald Hough, FAIA	architectural concrete consultant	
Rolf Jensen & Associates	code consultant	
Shah Smith and Associates	commissioning agent	
Simpson Gumpertz & Heger	waterproofing consultant	
Skidmore, Owings & Merrill	structural engineer	
Stuart Lynn	cost estimating	
Sustainable Growth Texas	soil biology	
Terracon	geotech engineering	
Theatre Consultants Collaborative	theatre consultants	
Thomas Phifer & Partners	architect	
Tillett Lighting Design	lighting	
Transsolar Inc	sustainability consultant	
Urban Design Group	civil waterworks	WBE
Vermeulens	cost estimating	