



MEMORANDUM

TO: CEDC

FROM: Karen Harkness, Director of Community & Economic Development

DATE: February 5, 2016

RE: Hinshaw & Culbertson Engagement Letter for Phase IV of Exhibition Center

Attached is the Hinshaw & Culbertson (H & C) Engagement Letter for Phase IV of the Exhibition Center.

The services and fee are divided into two distinct parts.

A flat fee of \$240,000 to be completed within Phase IV scope of work by July 2016.

The other scope of services relating to real estate transactions will be billed at an hourly rate ranging from \$200 to \$465 per hour. The time needed for this scope is too unpredictable to apply a flat fee because it is possible that the fees will be minimal, but it is also possible that more work will be needed.

The division of work and fees is to allow the City, ARA and H & C to budget and manage the work effectively and efficiently.

The Engagement Letter also reviews the deliverables from Phases I, II & III.

Overview of Phase IV Objectives For Flat Fee:

- Participate in the financial advisor selection process and collaboration. Coordinate the efforts of the City's prime independent, third-party advisors.
- Alternate financing paths are identified.
- Act as local counsel for bond issuance including opinion letters to the City's Bond Counsel, drafting of loan and other documents, and coordinating the completion and delivery of all required information to Bond Counsel.
- Participate in finance meetings, negotiations, and closing to facilitate and expedite financing.
- Assist the City in understanding its options for how to most cost effectively design and construct.

Overview of Phase IV Objectives For Hourly Fee Requires Written Direction from the City:

- Items such as environmental indemnity that relate to real estate transactions.