THE BOARD OF TRUSTEES OF THE ENDOWMENT FUND
OF WESTERN CAROLINA UNIVERSITY

REQUEST FOR QUALIFICATIONS
For a Project
Involving a
Mixed-Use Commercial and Student Housing Facility
at Western Carolina University

DUE DATE: JULY 31, 2014
# TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>Administrative Information</th>
<th>3</th>
</tr>
</thead>
<tbody>
<tr>
<td>Contact Information</td>
<td>4</td>
</tr>
<tr>
<td>Project Information</td>
<td>5</td>
</tr>
<tr>
<td>I. Project Overview</td>
<td>5</td>
</tr>
<tr>
<td>II. Western Carolina University</td>
<td>6</td>
</tr>
<tr>
<td>III. Project Description and Design Criteria</td>
<td>7</td>
</tr>
<tr>
<td>IV. Project Schedule</td>
<td>7</td>
</tr>
<tr>
<td>V. Project Site</td>
<td>7</td>
</tr>
<tr>
<td>Request for Qualifications</td>
<td>8</td>
</tr>
<tr>
<td>I. General Information and Instructions</td>
<td>8</td>
</tr>
<tr>
<td>II. Response Format</td>
<td>10</td>
</tr>
<tr>
<td>III. Information Requested</td>
<td>10</td>
</tr>
<tr>
<td>IV. Evaluation and Selection</td>
<td>12</td>
</tr>
<tr>
<td>Appendix 1 – Project Description and Design Criteria</td>
<td>13</td>
</tr>
<tr>
<td>Appendix 2 – Project Schedule</td>
<td>18</td>
</tr>
<tr>
<td>Appendix 3 – Project Site</td>
<td>19</td>
</tr>
</tbody>
</table>
I. SCHEDULE OF ACTIVITIES AND DEADLINES

<table>
<thead>
<tr>
<th>Activity</th>
<th>Date</th>
</tr>
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<tbody>
<tr>
<td>Request for Qualifications issued</td>
<td>June 16, 2014</td>
</tr>
<tr>
<td>Pre-submittal site visits – unaccompanied, unaided at the election of the Developer</td>
<td>June 23-June 25</td>
</tr>
<tr>
<td>Written questions due</td>
<td>July 1, 2014</td>
</tr>
<tr>
<td>Answers posted to website</td>
<td>July 14, 2014</td>
</tr>
<tr>
<td>Responses due</td>
<td>July 31, 2014</td>
</tr>
<tr>
<td>Complete review responses and develop shortlist of Developers</td>
<td>August 15, 2014</td>
</tr>
<tr>
<td>Site visits by shortlisted Developers</td>
<td>August 18, 2014 week</td>
</tr>
<tr>
<td>Shortlisted Developers presentations/ interviews</td>
<td>September 3, 2014</td>
</tr>
<tr>
<td>Developer selection</td>
<td>September 5, 2014</td>
</tr>
<tr>
<td>Definitive agreements executed</td>
<td>December 5, 2014</td>
</tr>
</tbody>
</table>

II. DUE DATE

Responses must be in writing, conform to the requirements of this RFQ, and must be received no later than Thursday, July 31, 2014, at 5:00 p.m. EDT in the Office of the Vice Chancellor for Administration and Finance, Western Carolina University, 301 HFR Administration Building, Cullowhee, NC 28723.

In order to be considered, all responses must be received at the time and place listed above. Responses submitted late or at a place other than the address listed above will not be considered.
III. CONTACT INFORMATION

All questions must be submitted in writing via email (with a subject heading, “RFQ – Mixed-Use Facility”) to:

Robert Edwards
Vice Chancellor for Administration and Finance
Western Carolina University
301 HFR Administration Building
65 West University Way
Cullowhee, NC 28723
edwardsr@email.wcu.edu

All questions will be answered on the Western Carolina University Facilities Planning, Design, and Construction website: http://www.wcu.edu/about-wcu/campus-services-and-operations/facilities-management/facilities-planning-design-and-construction/index.asp

[Remainder of page intentionally left blank]
PROJECT INFORMATION

I. PROJECT OVERVIEW

The Board of Trustees of the Endowment Fund of Western Carolina University (the "Endowment Fund"), a body politic created under the laws of the State of North Carolina, NCGS §116-36, is issuing this Request for Qualifications ("RFQ"). The Endowment Fund is seeking a full-service development team ("Developer" or "Firm") capable of financing, designing, constructing, and operating a mixed-use development comprised of commercial and student housing facilities (together the "Project") on the campus of Western Carolina University ("WCU") located in Cullowhee, North Carolina.

The Endowment Fund seeks to replace and completely re-develop a commercial strip along Centennial Drive in the center of the WCU campus after a fire destroyed a significant part of the property in November 2013. The ground level of the Project (the "Commercial Development") will replace approximately 12,281 square feet of commercial space that housed (or still houses some) dining and retail establishments, and the Project site has potential to accommodate expanded commercial development beyond the space being replaced. The upper 3 or 4 floors of the Project will be dedicated to student housing facilities ("Student Housing"). The internal analysis of the capacity and scope of these facilities yielded a range of between 250 and 350 beds.

The Endowment Fund will enter into a development agreement and long-term ground lease with the selected Developer. Ownership of the Project will revert to the Endowment Fund at the expiration of the ground lease term. Contemporaneous with the execution of the ground lease WCU will enter into a management agreement with the Developer to furnish, manage, and maintain the Student Housing. The Developer will be responsible for managing and maintaining the Commercial Development, unless otherwise agreed upon.

The Endowment Fund's goal is that the Project will be substantially completed and available for occupancy by August 2016. The Endowment Fund will consider phased and other alternative approaches to construction that permit facilities to be completed and occupied in the most efficient and timely manner, with a particular focus on the Student Housing.

The Developer will assume all risk, liabilities, costs, and expenses related to the design, development, construction, maintenance, and management of the Project unless otherwise
provided in the agreements between and among all of the parties, including a development agreement, ground lease, and a management agreement. The management agreement will contain terms that provide for: (i) payments from the Developer to WCU in consideration of the furnishings, management, and maintenance services provided by WCU; and (ii) the establishment by WCU of a repair and maintenance reserve, which will be sufficiently funded to maintain the Student Housing in Class “A” condition; and (iii) periodic review and amendment if necessary.

II. WESTERN CAROLINA UNIVERSITY

WCU was founded in 1889 to bring higher education and career opportunities to the western region of North Carolina and became a constituent institution of the University of North Carolina system in 1971. The university’s mission is to create learning opportunities that incorporate teaching, research, service, and engagement through on campus, off campus, online and international experiences. The university focuses its undergraduate, master’s and 3 doctoral programs, educational outreach, research, creative, and cultural activities to sustain and improve individual lives and enhance economic and community development in Western North Carolina and beyond.

Over 10,000 students are enrolled at WCU, with approximately 4,000 residing on its campus. The campus housing inventory consists of 13 residence buildings, including graduate and married student housing. Special accommodations include: Balsam and Blue Ridge honors residence halls; and the Village, home to WCU’s residential Greek organizations. Freshmen are required to live on campus and, beginning with the 2015-2016 academic year, this requirement will be expanded to include sophomores.

The university recognizes and emphasizes the value of campus housing in achieving its goals of recruiting and retaining students of promise, and fostering a student-centered campus culture that emphasizes academic excellence, personal growth, networking opportunities, and global and social awareness as reflected in WCU’s 2013 Strategic Plan (“2020 Plan”).

http://www.wcu.edu/about-wcu/leadership/office-of-the-chancellor/wcu-2020-plan/

Guided by the strategic directives detailed in the 2020 Plan, the WCU Board of Trustees adopted a new campus master plan on December 6, 2013 (“Master Plan”).

http://www.wcu.edu/WebFiles/PDFs/WCU_2013_BOT_Final.pdf
The goals of the Master Plan include the following:

- Support the 2020 Plan by enabling WCU’s physical resources to accommodate the goal of the strategic vision to be a national model for student learning and engagement that embraces its responsibilities as a regionally engaged university

- Plan for the long range highest and best use of the university’s land assets

- Maximize the value and usefulness of the existing campus infrastructure while accommodating growth

- Plan sustainable transportation and infrastructure systems to anticipate growth rather than react to demand

- Preserve the unique heritage of Western Carolina and celebrate the campus as a place

- Create a walk-able, highly connected, and vibrant campus

Integral to each of these goals is the re-development and strengthening of the center campus commercial strip (2020 Plan; p. 11).

III. PROJECT DESCRIPTION AND DESIGN CRITERIA

See attached Appendix 1.

IV. PROJECT SCHEDULE

See attached Appendix 2.

V. PROJECT SITE

The site on which the Project will be developed is comprised of approximately 4 acres located at the southeast corner of Centennial and Central Drives in the center of campus. The proposed site plan is attached to this RFQ as Appendix 3.
REQUEST FOR QUALIFICATIONS

I. GENERAL INFORMATION AND INSTRUCTIONS

The following terms and conditions are binding on all Developers responding to this RFQ.

1. **Response Medium.** No oral, telephonic, fax or electronic responses will be considered.

2. **Delivery of Responses.** Responses may be delivered by courier or by United States Mail. If a response is sent by mail, allowance should be made for delivery time. Responses that are delivered via email or via fax will not be considered. The WCU official designated to open responses will determine whether responses have been submitted timely. Responses submitted after the date and/or time provided in this RFQ will not be considered.

3. **Premature Opening.** Neither the Endowment Fund nor WCU shall be responsible for consequences related to the premature opening of responses that are not properly identified.

4. **Erasures or Corrections.** All erasures and corrections appearing in a response shall be dated and initialed by the person signing the response.

5. **Errors.** Developers responding to this RFQ shall immediately notify WCU’s Vice Chancellor for Administration and Finance of any ambiguity, inconsistency, conflicting terms or error in the RFQ.

6. **Addenda.** Any and all interpretations, corrections, revisions, and amendments to the RFQ shall be issued by WCU’s Vice Chancellor for Administration and Finance in the form of written addenda. Addenda so issued shall become a part of the RFQ and receipt shall be acknowledged in the response to the RFQ.

7. **Endowment Fund Requests for Clarification or Corrections.** The Endowment Fund reserves the right to request clarifications or corrections to responses.

8. **Ownership of Responses.** All responses shall become the property of the Endowment Fund and shall not be returned to Developers.

9. **Public Domain.** The distribution list for the RFQ will be provided to each Developer on the list. Information submitted by Developers will be treated as confidential until the Endowment Fund announces its selection. Thereafter, the responses will be deemed to be in the public domain and subject to inspection by third parties in accordance with State law. Trade secrets and proprietary information may be protected from disclosure provided that the information is properly identified as such in the response in accordance with State law on public records.
10. **Incorporation of Responses.** Unless otherwise agreed upon, responses shall be incorporated by reference into the development agreement between the Endowment Fund and the Developer selected in the RFQ process.

11. **Signature.** An authorized representative of the Developer shall sign the response in ink and in so doing shall certify that he/she has full authority to bind the Developer. Unsigned responses will not be considered.

12. **Compliance.** Developers submitting responses shall comply with all applicable local, state, and federal laws, regulations, and ordinances, including State of North Carolina goals for participation by minorities, women, and small businesses.

13. **Permitting.** Developers will be expected to obtain all development and building permits and regulatory approvals, specifically including the approvals required for the North Carolina Environmental Policy Act, N.C.G.S. 113A.

14. **Indemnification and Hold Harmless.** Developers responding to the RFQ agree to indemnify and hold harmless the Endowment Fund, WCU, and the University of North Carolina, and each of their directors, trustees, governors, officers, employees, and agents from and against any and all liabilities, losses, claims, damages or expenses, which may arise out of or be related to the Developer’s response to this RFQ or subsequent performance of obligations under this RFQ, including the submission of specific information, plans, and proposals, and the negotiation of development and other related agreements.

15. **RFQ Not Binding/Negotiation of Agreement.** It is expressly understood and agreed that this RFQ is not a contract, and selection of a Developer through the review and selection process described in this RFQ does not and is not intended to create any legally binding obligations on the part of the Endowment Fund. In the event the Endowment Fund and the Developer selected fail to agree on the terms of the development agreement, ground lease or management agreement, the Endowment Fund may pursue negotiations with any other short-listed Developer(s) or may cancel the RFQ as unsuccessful, at its sole discretion. In either event, neither party shall be entitled to any recourse in the form of damages for benefit conferred or lost.

16. **Governing Law.** This RFQ and any related agreements and the rights and obligations of the parties hereunder shall in all respects be governed by the substantive law of the State of North Carolina, including all matters of construction, validity and performance.

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II. RESPONSE FORMAT

Developers must submit an original and eight (8) copies of bound responses and one (1) digital version (i.e., flash drive or CD) to the person at the address provided in the Administrative Information section of this RFQ. Envelopes containing responses should be marked “Mixed-Use Facility RFQ”.

Responses must address each point listed below; incomplete responses will not be considered. Responses must be organized using the numbering format provided in Section III below. Sections should be separated and bear headings to facilitate review and comparison.

III. INFORMATION REQUESTED

Please provide information in the following format, observing the page limitations specified.

1. Section 1. Letter of Interest. (1 page) A letter, executed by an officer authorized to commit the Firm, stating the Firm’s readiness to contract to fulfill the requirements of this RFQ.

2. Section 2. Firm Ownership and Structure. (2 page limit) List all of the Firm’s owners, principals, members, managers, officers, directors, employees, and any other individuals who hold an equity interest or other (direct or indirect) controlling interest, or who have management responsibilities. Provide a description of the Firm’s ownership and management structure in an organizational chart. List all parent, subsidiary, and affiliated entities.

3. Section 3. Project Team. (5 page limit) Provide a description of the Project team, including contractors and subcontractors. Information should include: names and titles; qualifications, degrees, licenses and certifications; years of experience and special expertise; employment experience, particularly experience on projects of similar size and type; specific responsibilities for this Project; and current work assignments and availability for this Project.

4. Section 4. Financial Capacity and Related Information. (5 page limit) Provide the following information:
   a. A statement providing WCU and the Endowment Fund the right to inspect financial statements for the previous three (3) fiscal years;
   b. Most recent annual reports;
   c. List of current non-performing loans or loan defaults in the last five (5) years;
d. Description of instances in which a principal or officer of the Developer or any individual member of the development team has been involved in litigation or other legal dispute regarding a real estate venture during the past five (5) years, including information about the disposition of any dispute;

e. Information about instances in which any member of the development team has ever filed bankruptcy or has had projects lost to foreclosure or otherwise taken back by the lender through Deed in Lieu or similar process;

f. Submission of a response to this RFQ serves as consent for the Endowment Fund or WCU to perform credit and related background checks on all individuals and entities listed above. On separate written request, provide written permissions and releases for the Endowment Fund or WCU or their agents to conduct due diligence.

g. Written confirmation that, prior to the execution of any binding agreements, the Developer will clearly demonstrate to the satisfaction of the Endowment Fund or WCU its ability to secure debt and that the balance sheet of the Developer is sufficient to provide equity and support debt underwriting requirements relative to unencumbered equity and liquidity during the development risk period.

5. Section 5. Project Experience. (5 page limit) Provide the Firm’s five (5) most recently completed projects of similar size and scope. Include the following information: a description of each project; project schedule; project value; a brief description of the services provided by the Firm; and client contact information for each project. Provide the Firm’s experience/modification ratio for past three (3) years.

6. Section 6. Development Approach. (5 page limit) Describe the approach the Firm would take in performing the services contemplated for the Project. Include the following information: site analysis and plan; design concepts; opportunities for review by the Endowment Fund or WCU; budget and pro forma development; value engineering potential and approach; schedule control; development of a guaranteed maximum price; and project management.

7. Section 7. References. Provide names and contact information of five (5) references from clients for whom the Firm developed similar projects.

8. Section 8. Minority Business Participation. (1 page limit) Minority business enterprises are encouraged to respond to this RFP. Developers who are not minority business enterprises are encouraged to make a commitment to include a minority business enterprise as part of their management team. The verifiable goal for minority business participation pursuant to N.C.G.S. 143-128.f. is set at not less than ten percent (10%) of the total value of the work, inclusive of all fees. Describe the program (plan) that your
firm has developed to encourage participation by Minority and other HUB firms. Provide documentation of the minority and other HUB participation that you have achieved over the past two years (either as a developer or general contractor). Outline specific efforts that your firm takes to notify minority and other HUB firms of opportunities for participation. Indicate the minority participation goal which you expect to achieve on this project.

IV. EVALUATION AND SELECTION

WCU officials shall evaluate all responses to this RFQ and make recommendations to the Endowment Fund concerning Developers who should be invited to make on-campus presentations to the Endowment Fund (short-listed). The following criteria will be evaluated for these purposes:

1. Qualifications of staff proposed for the Project;
2. Experience and outcomes in planning, designing, and constructing comparable facilities;
3. Evidence of effective and efficient construction and project management;
4. Compatibility with WCU’s campus culture and physical environment;
5. Developer’s financial stability and longevity; and
6. Developer’s capacity to finance, construct, and manage a project of the size and scope contemplated in this RFQ.

Short-listed Developers will be contacted by WCU officials to arrange site visits and schedule presentations to the Endowment Fund for final selection. Developers who are not short-listed for presentations to the Endowment Fund will be informed in writing at the address provided in their response to the RFQ.

At the conclusion of the presentations, the Endowment Fund will select the Developer and, with WCU’s assistance, negotiate and execute a development agreement, ground lease between the Endowment Fund and Developer for development of the Project. WCU will negotiate a management agreement for the management of the Student Housing.

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APPENDIX 1
PROJECT DESCRIPTION AND DESIGN CRITERIA

PROJECT DESCRIPTION

The Endowment Fund proposes to replace a commercial strip shopping area located directly adjacent to the campus which was recently damaged by fire. In addition to ground floor retail spaces, upper floor student housing will be provided. The proposed Project will be situated on 4.1 acres of University / Endowment Fund owned land along Centennial Drive and extending to the intersection with Central Drive.

The Project shall have a positive impact on the campus and surrounding community. The Project will actively advance WCU’s larger sustainability commitment by incorporating sustainable building and site design and construction principles throughout the life of the Project. This should include the consideration of total life cycle costs of building ownership and site maintenance into decision making and make building occupant health and comfort a priority and balance this with energy efficiency goals.

The following criteria are not intended to be fully comprehensive in scope for the Project, but they establish the Endowment Fund’s general preferences for the Project. Alternatives to the criteria given will be considered particularly if they result in a reduction in the cost of the Project, but the level of quality of the materials and systems noted, shall remain consistent.

DESIGN CRITERIA

Programming Concepts

The following describes the programming aspects of the Project as foreseen by the Endowment Fund. In general, the Project will entail:

- A ground floor of approximately 20,000 net square feet (NSF) providing soft lit shell retail spaces on the ground floor
- Three floors of single and double semi-suite residential housing units totaling approximately 350 beds. Each residential floor will include a community space with a lounge area and support spaces. In addition, separate study spaces will be provided
• Access to the upper residential floors will be via an elevator in first floor lobbies located adjacent to the retail spaces: enclosed egress stairways shall also be provided
• Approximately 50 surface parking spaces which equals to 2 ½ spaces per 1,000 NSF of the retail space
• Pedestrian oriented exterior spaces, as well as site amenities, including furniture and landscaping
• Site utilities, earthwork, and extensive retaining wall construction: the retaining wall to be aesthetically pleasing with fence or railing along the top of the wall

Architectural Concepts

The following information defines the general project design parameters for the Project:

• The Project shall contribute to the architectural context of the campus and reinforce WCU’s identity and sense of place
• The retail street frontage is imagined to create a college town atmosphere that is active day and night
• Sound deadening measures, such as sound attenuation blankets shall be used to reduce noise transmission between the retail and residential spaces: such measures shall also be used between the residential units
• Brick veneer shall be the predominate exterior material, along with a metal standing seam roof
• Sidewalks and lighting shall be provided along Centennial Drive: the site lighting shall match existing landscape and area lighting incorporating LED technology
• Service access for deliveries, waste removal (including trash, recyclables and food waste), the utility corridor, and move-in day activities shall be from an access drive along the rear of the buildings and adjacent to the retaining wall
• The buildings street facade shall be designed to architecturally delineate the retail spaces

PROJECT CRITERIA

To establish the criteria for the design of the Project, the following parameters are noted:
Existing Site Conditions and Topography

- The Developer shall investigate the existing geotechnical conditions to determine the basis of the design and construction of the buildings and installation of the retaining wall
- Demolition of existing structures shall be by the Developer
- Abatement, removal and disposal of hazardous materials shall be by the Developer
- Landscaping shall be comparable and in context with the existing campus: the Developer shall submit a list of proposed plant material for review prior to installation

Architectural Features

- Brick exterior shall be comparable with brick type and color used on campus after the year 2000
- A sloped green metal roof, comparable to other metal roofs on campus, shall be provided
- Gearless traction type elevator
- Enclosed egress stairways
- Metal storefronts and entrances at the retail spaces
- Casement type commercial pre-finished aluminum windows with insulated glazing on the residential floors
- Solid core wood doors on the residential floors
- Impact resistant gypsum wallboard over batt insulated walls with resilient base, with wood doors and wood window trim on the residential floors
- Ceilings shall be impact resistant gypsum wallboard in residential units: ceilings shall be lay-in acoustical tile in corridors and common areas for accessibility to utilities above
- Carpet on floors in residential hallways and lobbies: flooring of bedrooms shall be vinyl composition tile, with ceramic tile in bathrooms

Utilities

The Developer will be responsible to arrange for the following services from local providers:

- Domestic water
- Sanitary sewer
- Storm drainage
- Natural gas
- Site electrical
- Cable television
• Internet/data/fiber
• Telephone service

**Structural System**
• To be designed in accordance with the applicable codes for the jurisdiction
• Wood or metal stud framed construction
• Flooring system shall include a 2" cementitious topping slab

**HVAC Systems**
• To be designed in accordance with the applicable codes for the jurisdiction
• Provide adequate ventilation as required by code
• Retail HVAC system -- these spaces are to be served by air cooled split system equipment provided under separate tenant improvement work and with separate controls: provision shall be made for refrigerant and other piping pathways, outside air, and exhaust air via exterior louvers and shaft space to the roof (especially for grease exhaust) shall be incorporated into the design: due to limited space on-grade, consideration should be given to incorporating rooftop equipment hidden behind the sloping metal roof
• Residential HVAC system -- air conditioned by means of dedicated, stand-alone, four-pipe fan coil units located within a drop soffit at the entry area of each unit, or vertical fan coil units: outside air to be provided via operable windows
• Location of all wall louvers or caps for toilet exhaust, dryer vent, outside air intakes, etc. to be carefully coordinated and be located toward the rear of the building and out of clear sight
• Kitchenette space in the building to be exhausted directly to outside to control migration of odors: exterior dumpsters and waste recycling will need to be strategically placed to mitigate odors
• Elevator hoist ways to be gravity vented to the building exterior and to the rear of building or roof

**Plumbing and Fire Protection Systems**
• To be designed in accordance with the applicable codes for the jurisdiction
• Provide plumbing fixtures as indicated for each bathroom, but also for janitor closets, drinking fountains, domestic water heaters, frost-proof hose bibs, and clothes washers
• Install domestic water system, sanitary water and vent system, and storm system to make adjacent connections
• All fixtures will be low flow type and comply with current energy conservation requirements
• ADA compliant spaces and fixtures as required
• Provide separate metering for each retail space
• The fire protection system shall be designed according to NFPA 13, or NFPA 13R. A complete wet pipe automatic sprinkler coverage will be provided throughout all the buildings: the system shall include an automatic fire control assembly and a common drain to the outside of the building and will be supplied from one standpipe

**Electrical Systems**
• To be designed in accordance with the applicable codes for the jurisdiction
• Install electrical distribution system throughout the buildings to include interior lighting system, power to installed equipment, and adjacent connection to power source
• Each residential building shall include a main power distribution panel. Retail space shall be multi-metered to provide meters and bases for each space, plus a house meter for the common areas
• Provide uniform light distribution in all spaces. Interior lighting systems shall provide illumination without discomfort caused by glare. Consider reflectance of room surfaces and coordinate with architectural finishes
• Related systems to provide include communications, emergency egress lighting, fire alarms, data, security, residential card access, and TV cabling. Systems to be compatible with existing campus systems for ease of use, connectivity, and standardization of equipment

**Information Technology Systems**

• Interface with WCU owned and operated information technology systems to be used in the Student Housing common and residential areas as may be agreed upon in the management agreement

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APPENDIX 2
PROJECT SCHEDULE

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<tr>
<td>Developer selection</td>
<td>September 5, 2014</td>
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<tr>
<td>Letter of Intent – Developer programming and</td>
<td>September 12, 2014</td>
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<tr>
<td>design</td>
<td></td>
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<td>Begin Endowment Fund due diligence and</td>
<td>September 15, 2014</td>
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<td>negotiation of definitive agreements</td>
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<tr>
<td>Definitive agreements executed</td>
<td>December 5, 2014</td>
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<tr>
<td>Developer begins permitting</td>
<td>December 5, 2014</td>
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<tr>
<td>Property turned over to Developer</td>
<td>January 5, 2015</td>
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<tr>
<td>Notice to proceed - construction</td>
<td>January 5, 2015</td>
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<tr>
<td>Project completion</td>
<td>August 5, 2016</td>
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</tbody>
</table>
APPENDIX 3
PROJECT SITE

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