

GREENBERG TRAURIG, LLP

Scope of Work for Carson Reclamation Authority
June 1, 2017 through November 30, 2017

I. Financial Assurance Replacement/CFD Updates.

A. Scope of Work (60 hours):

1. Work with CRA staff, RES and SCS to revise Enterprise Fund Administration Agreement and new financial assurance mechanism to provide greater flexibility for use of remedial construction funds in "O&M Subaccount."
2. Work with prospective master developers to document flow of funds into CFD-1 and loan structure for repayment of CRA advances; documentation of CRA advances and loans.
3. Negotiate and document amendments to Enterprise Fund Administration Agreement with CRA representatives and DTSC.

B. Timing: 3-4 months.

C. 60 hours; \$34,800.

II. Placement of Key Development Insurance Programs.

A. Scope of Work:

1. Assist in negotiation, structuring and documenting insurance programs for transaction with Macerich, other selected developers regarding insurance provisions, allocation of environmental liabilities, Tetra Tech release, installation of remedial systems and allocation of costs for OCIP and Development PLL and related matters. (80 hours).
2. Negotiation of terms and underwriting of OCIP, OPPI and Development PLL, master builder's risk program for environmental work and allocation of costs for various master developer program; underwriting and manuscripting of coverage to support wrap program terms for GL and builder's risk programs with Macerich. Negotiation and manuscripting of primary pollution programs for transition to Development Period. Negotiation and structuring of CRA surety program for contract implementation during development period and integration with pollution and wrap insurance programs (300 hours).

3. Engagement with JLT, Macerich and key reinsurance markets and Lloyds syndicates for reinsurance capacity for Development PLL and Development CPL/PLI (65 hours).
- B. Timing: 5 months.
 - C. 445 hours; \$251,425 (blended rate of \$565 to account for associate and legal assistant time wherever possible)
- III. Insurance and Risk Management Support for RES Contract for Horizontal Master Developer Role.
 - A. Legal support to CRA and City Attorney for negotiation and documentation of RES horizontal developer DDA/Fee Developer Agreement as requested by CRA.
 - B. Together with the City Attorney, structure, negotiate and document appropriate agreements between RES and infrastructure general contractor, environmental contractor, O&M contractor. Manage risk management provisions and insurance aspects of various contracts and integration with the CRA's insurance program underwriting.
 - C. Timing: 60-90 days.
 - D. 120 hours (90 hours assumed for CBT; remainder as associate time); \$63,000.
 - IV. New Regulatory Agreements.
 - A. Select and negotiate new regulatory document structure for Phased Development Plan implementation, as needed to correct deficiencies in current regulatory documents, support new insurance programs and provide guidance to support site-wide remedial construction efforts.
 - B. Negotiate, draft and document new regulatory documents with DTSC and RES/CRA, including Roadmap to Occupancy, resolution of "site soils" issue, Environmental Covenant, Institutional Control Plan and Environmental CCRs. Coordinate with insurers for PLL and CPL/PLI and with vertical master developers
 - C. Timing: 2 months.
 - D. 40 hours; \$23,220
- Travel Cost Estimate for travel to CA for DTSC meetings and related matters, trip to London for meetings with reinsurers and insurer negotiations (\$15,500). No travel time billed as per engagement letter; only out-of-pocket costs in accordance with terms of

engagement letter.

- Curt Toll's hourly rate will remain at \$580 for time through November 30, 2017. Giuliano Apadula will bill at \$360 per hour.

TOTAL AUTHORIZATION: \$387,945.