

GREENBERG TRAURIG, LLP

Scope of Work for Carson Reclamation Authority

January 1, 2017 – May 31, 2017

- I. Completion of TT Termination and Release Transaction.
 - A. Complete the documentation and closing of Tetra Tech Termination and Release Agreement, including related permit transfers, Post-Closing Change Order true-up, EPP Commutation, placement of TT Stand-Alone PLL and site-specific insurance policies.
 - B. Distribute closing documents from escrow; preparation of closing binders.
 - C. Timing: 30 days.
 - D. 125 hours; \$68,750.
- II. Financial Assurance Replacement/CFD Updates.
 - A. Scope of Work (100 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. 100 hours; \$55,000.
- III. Macerich and Master Developer Transaction Insurance and Remediation/Development Issues.
 - A. Scope of Work:
 - 1. Assist in negotiation, structuring and documenting 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

EXHIBIT NO. 1

and related matters (80 hours).

2. Support negotiations with new Master Developer regarding allocation of environmental liabilities, installation of remedial systems, OCIP and Development PLL and allocation of costs (65 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. 210 hours; \$115,500.

IV. Support RES Contract for Horizontal Master Developer Role.

- A. Legal support to CRA for negotiation and documentation of RES horizontal developer DDA/Fee Developer Agreement as requested by CRA.
- B. Structure, negotiate and document appropriate agreements between RES and CRA.

C. Timing: 60 days.

D. 80 hours; \$44,000.

V. New Regulatory Agreement Structure for CRA Operations.

- 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. Coordinate with insurers for PLL and CPL/PLI.

C. Timing: 4-5 months.

D. 100 hours; \$55,000

- 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.

- Grant Nichols will continue to bill time in 2017 at \$525; Curt Toll's hourly rate will be billed at \$580 for time after January 31, 2017. For purposes of the cost estimate, hourly rates are calculated using a blended rate of \$550 per hour.