

POPULOUS

EXHIBIT A

August 28, 2017

Mr. John David Wicker
Director of Intercollegiate Athletics
San Diego State University Department of Athletics
San Diego, California 92182-4313

RE: San Diego State University - Stadium Feasibility Design Study
Design Services Proposal with General Conditions
Populous Project No. 70.1217.27

Dear John David:

Thank you for the opportunity to provide design services for the project defined above. This letter will act as our agreement between Populous, Inc. (Architect) and San Diego State University (Client) for providing feasibility design study services.

UNDERSTANDING OF THE PROJECT

Populous understands that San Diego State University desires to complete a Feasibility Design Study at two uniquely different site locations. This study will explore the feasibility of a Multi-Purpose Stadium on the Qualcomm site and a Football Only Stadium on the campus site. Both stadium options would be capable of hosting a variety of revenue generating events.

Populous will work directly with the client and JMI Sports to establish relevant project goals, objectives and analysis of existing and possible future facility needs. Planning, facility programming and conceptual level design of a Multi-Purpose Stadium and Football Only Stadium will be included within the Feasibility Design Study.

SCOPE OF SERVICES

- Meetings with desired constituency groups
- Programming confirmation meeting
- Facility and development recommendations based upon identified needs, industry best practices, current trends, comparable facilities and Populous' experience and expertise
- Development of the recommended facility programs including space definition and square foot summaries
- Site planning, including open space and landscape concepts, impacts to existing parking areas, as well as pedestrian and vehicular circulation analysis for both sites.
- Identification of "redflags" associated with both sites
- Conceptual plans and renderings of options including:
 - Exploration of seating bowl layouts and seat distribution for both a 35,000 capacity stadium on both sites and a 55,000 capacity variation on the Qualcomm site.
 - Enclosure design and material identity for both stadium site buildings.
 - Playing surface and stadium shading strategies
- Development of conceptual estimate of probable costs for a 35,000 capacity stadium at both sites and a ROM analysis of the 55,000 capacity variation (on the Qualcomm site)

TASKS & ANTICIPATED DELIVERY SCHEDULE

1 INFORMATION GATHERING AND DOCUMENT REVIEW

Project Initiation / Data Gathering

Populous and design consultants selected will begin reviewing available existing site data provided by Owner:

- A. Current campus master plan
- B. Electronic site plans of both proposed sites
- C. Survey and geo-technical information (if available, and as applicable) at both sites

Duration: Approximately two weeks

Deliverables: None

2 KICK-OFF MEETING / VISIONING SESSION / SITE VISIT

Kick-off meeting / Site Visit

Populous will conduct a kick-off meeting with key stakeholders from SDSU to develop an overall understanding of the goals, expectations, strategies and guiding principles of the proposed Qualcomm site and campus site. The meeting will also help to establish communication procedures, review / discuss the design schedule including key milestones.

At the conclusion of the kick-off and program confirmation meetings, the Populous design team will visit both project sites in order to photograph them and become more familiar with the unique characteristics of each site.

Duration: 2-3 hours, Part of Design Workshop #1 in San Diego

Deliverables: Meeting notes and prioritized goals

3 PROGRAMMING CONFIRMATION MEETING

Programming Meeting

In advance of this meeting, Populous will prepare two draft stadium program documents, one for a 35,000 seat stadium and one for a 55,000 seat stadium. Populous will conduct a programming confirmation meeting with SDSU representatives to refine the conceptual programs that will be used for the feasibility design process. The purpose is to confirm spaces and area needs recommended by Populous for both stadium options.

Duration: 2 -3 hours, Part of Design Workshop #1 in San Diego

Deliverables: Meeting notes

4. PROGRAM DEFINITION AND FINALIZATION

Development of Feasibility Study Programmatic Document

Based upon Populous' understanding of current trends in stadium design, and the needs expressed by the Owner in the previous task, Populous will finalize the stadium program. The program established from these meetings will be used to appropriately size the various stadium options.

Duration: Approximately one to two weeks

Deliverables: Finalized square footage summary program(s)

5 CONCEPTUAL DESIGN

Concept Development

Based upon the finalized facility programs, Populous will develop conceptual site plans and building plans and sketches. These conceptual diagrams will respond to the desired program of improvements proposed for both a Multi-Purpose Stadium and Football Only Stadium.

Duration: Approximately eight weeks. Design Workshops #2, #3 and #4 will occur in San Diego per the agreed to schedule

Deliverables: Conceptual site plans, diagrams and images

(It is understood that some preliminary aerial rendering imagery will be created and delivered to the Owner at a point during the conceptual design phase.)

6. **COST ESTIMATING**

Conceptual Estimates and ROM pricing

Populous will work with RLB to ensure the scope of design and programmatic requirements are contained within the estimate of probable costs.

Duration: Approximately two to three weeks

Deliverables: Conceptual cost estimates for both 35,000 capacity sites and a ROM pricing document for the 55,000 capacity variation on the Qualcomm site

7. **FINAL REPORT**

Upon completion of all conceptual design activities, and in response to comments from work accomplished in the previous tasks, Populous will refine the feasibility study design information and deliverables.

A. Presentation of Draft Report

Populous will present the final draft report to SDSU.

Duration: One day, Presentation in San Diego

Deliverables: Review of facility programs for both stadium site options

Review of conceptual designs for both stadium sites

Review of images/renderings for both stadium site options conveying site and building design features.

Review of conceptual estimates and ROM pricing information

B. Submission of Final Report

Populous will refine the report to reflect comments and feedback obtained from the University on the draft report. Populous will incorporate comments and compile all of the information into a final bound document for delivery to the Owner.

Duration: Three weeks

Deliverables: As defined in the August 23, 2017 SDSU RFP Revision 1 document:

- Program for a 35,000 stadium capacity stadium for both sites
- Program for a 55,000 stadium capacity stadium variation for the NFL - Qualcomm site
- Conceptual design level drawings and floor plans
- Perspective images/renderings for recruiting and fundraising
 - Bird's eye view of stadium (each location and variation for the NFL Qualcomm site (delivered the week of October 16th or determined by SDSU)
 - Exterior view of entry
 - Interior view of seating bowl (SDSU Football)
 - Interior view of seating bowl (MLS)
 - Interior view of entry/concourse
- Estimate of construction costs for a 35,000 capacity stadium for both sites
- Estimate ROM of construction cost for a 55,000 capacity stadium variation at the Qualcomm site
- Estimate of construction cost premiums related specifically to site selection (on campus vs Qualcomm)
- Proposed design and construction schedule
- List of potential red flags related to each site.

Five (5) bound copies along with print ready computer files (JPEG or PDF format) will be made available to the Client.

FEE

COMPENSATION FOR SERVICES

Total professional design fees for the above stated scope of services is **Ninety Nine Thousand Five Hundred Dollars (\$99,500)** + expenses. Engineering consultants (except Civil) and Cost Estimating services recommended for this feasibility study are identified below and included in the professional services fee (except Civil):

<u>Primary Architectural Design (\$89,500)</u>	<u>POPULOUS</u>
<u>Site Planning Design (included in fee above)</u>	<u>POPULOUS</u>
<u>Structural Engineering Design* (no charge)</u>	<u>ME ENGINEERS</u>
<u>MEP/FP/Technology Design* (no charge)</u>	<u>MAGNUSSON KLEMENCIC</u>
<u>Cost Estimating (\$10,000)</u>	<u>RLB</u>
<u>Civil Engineering Consulting* (TBD)</u>	<u>TO BE DETERMINED</u>

*Scope for the above recommended design consultants will include:

- General building services design narratives
- Evaluation of cost data for the related building systems

REIMBURSABLE EXPENSES

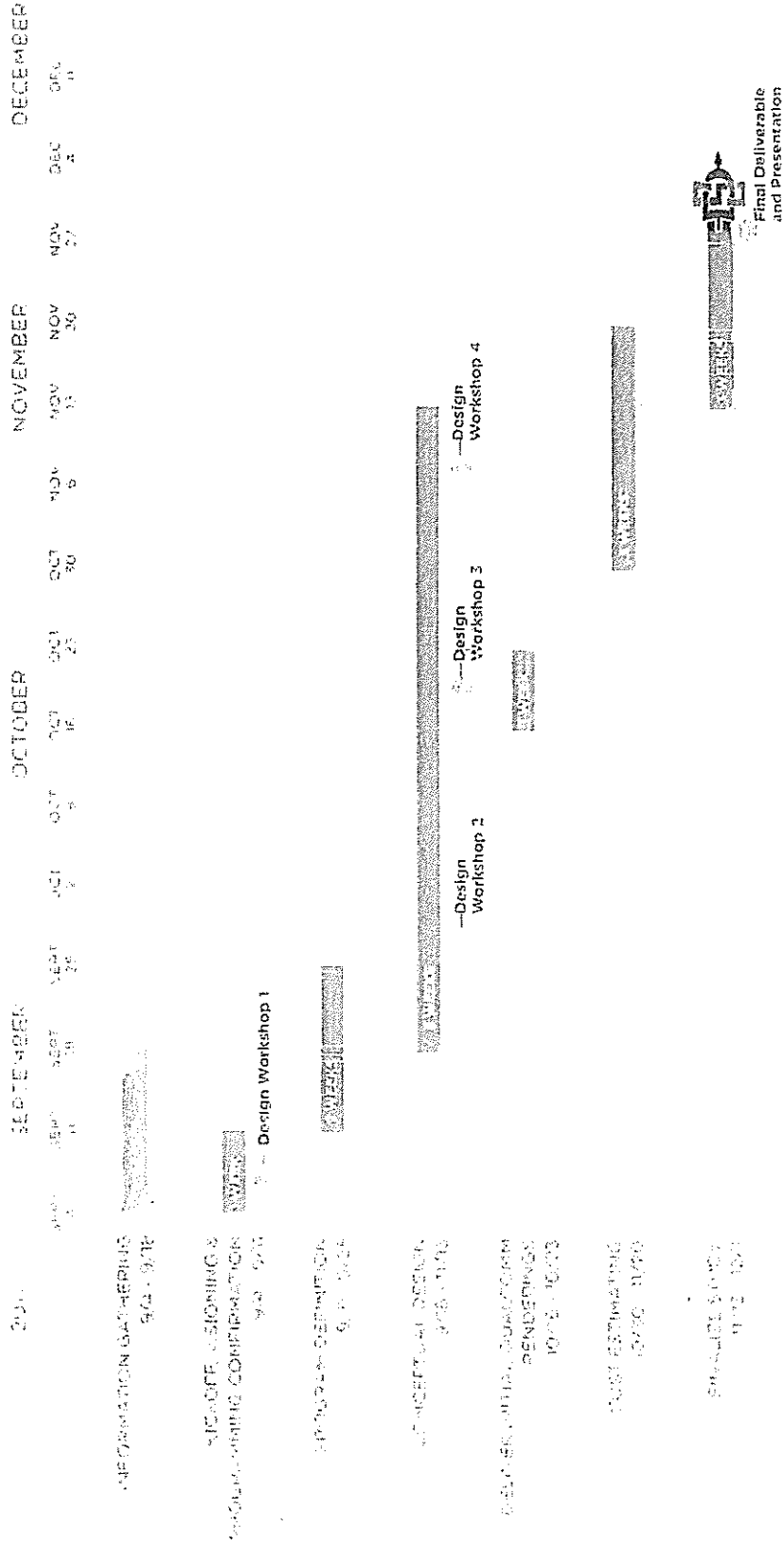
Reimbursable expenses are in addition to the stipulated sum above and estimated at **Twenty Nine Thousand Dollars (\$29,000)**. Expenses incurred are primarily for travel, lodging, transportation, sustenance, printing and postage costs.

ADDITIONAL SERVICES

The following services are not included in this proposal. Populous would be able to provide the following as additional services:

- Athletics master plan
- Analysis of owning and operating costs, or detailed quantity surveys or inventories of material and FF&E
- Full-scope architectural design services required for the bidding and construction of any proposed improvements
- Physical design models, watercolor renderings, photo-realistic 3D computer renderings or 3D computer animations in addition to the deliverables referenced above
- Services of additional "specialty" consultants such as: acoustical, broadcast, security and telecommunications.

SCHEDULE



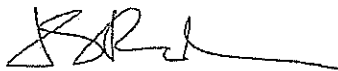
POPULOUS HOURLY RATES

Senior Principal	\$400
Senior Architect - Principal in Charge	\$300
Senior Architect	\$250
Architect	\$200
Senior Architect Technician	\$140
Architect Technician	\$120
Senior Urban Planner	\$350
Senior Landscape Architect S.F.	\$350
Senior Landscape Architect	\$250
Landscape Architect	\$165
Senior Landscape Architect Technician	\$140
Landscape Architect Technician	\$110
Senior Interior Designer	\$220
Interior Designer	\$150
Senior Interior Design Technician	\$140
Interior Design Technician	\$110
Graphic Design Manager	\$200
Senior Graphic Designer	\$160
Graphic Designer	\$140
Graphic Design Technician	\$110
Specifications Director	\$200
Administrative Assistant	\$110
Intern	\$60

Populous appreciates the opportunity to provide our services to SDSU. The general terms and conditions of this agreement are defined in Attachment A, General Conditions, and made a part hereof. The conditions of this letter shall be applicable for 45 days from the date of this letter after which the Architect reserves the right to review and / or renegotiate them with the Client.

John David, we are very excited at the prospect of working with you and San Diego State University on this very important project. We will be ready to begin work immediately upon receiving a signed copy of this letter agreement. Please feel free to call me with any questions you may have. I look forward to hearing from you soon.

Sincerely,



J. Scott Radecic
Senior Principal

Attachments

cc: Kevin D. Fast - Populous
Dustin Walton - Populous
File - Populous

ACCEPTED BY CLIENT:

DATE

ACCEPTED BY ARCHITECT:

TITLE

DATE

POPULOUS

INVOICE

PLEASE REMIT PAYMENTS TO: Populous Group, LLC
4800 Main St., Suite 300
Kansas City, MO 64112, USA

Gatzke Dillon & Ballance LLP
2762 Gateway Road
Carlsbad, California 92009
Attention: Michael P. Masterson

November 15, 2017
Project No: 17.4536.00
Invoice No: 0065044

Ms. Kacie Renc
JMI Sports
1537 Fourth Street, #190
San Rafael, CA 94901

SDSU Football Stadium Study
Professional Services from August 1, 2017 to October 31, 2017
Fee

Total Fee	99,500.00			
Percent Complete	80.00	Total Earned	79,600.00	
		Previous Fee Billing	0.00	
		Current Fee Billing	79,600.00	
		Total Fee		79,600.00
Reimbursable Expenses				
Travel			5,981.03	
Reproduction			97.00	
Total Reimbursables			6,078.03	6,078.03
		Total this Invoice		\$85,678.03

Authorized By: Kevin D. Fast
Kevin D. Fast, AIA, LEED AP

Date: 11.20.17

POPULOUS

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PLEASE REMIT PAYMENTS TO:

Populous Group, LLC
4800 Main St., Suite 300
Kansas City, MO 64112, USA

Gatzke Dillon & Ballance LLP
2762 Gateway Road
Carlsbad, California 92009
Attention: Michael P. Masterson

November 15, 2017

Project No: 17.4536.00
Invoice No: 0065268

Ms. Kacie Renc
JMI Sports
1537 Fourth Street, #190
San Rafael, CA 94901

SDSU Football Stadium Study
Professional Services from August 1, 2017 to October 31, 2017
Fee

Total Fee	99,500.00			
Percent Complete	80.00	Total Earned	79,600.00	
		Previous Fee Billing	79,600.00	
		Current Fee Billing	0.00	
		Total Fee		0.00
Reimbursable Expenses				
Travel			5,518.83	
Reproduction			97.00	
Total Reimbursables			5,615.83	5,615.83
		Total this Invoice		\$5,615.83

Authorized By:



Date:

12.19.17

Kevin D. Fast, AIA, LEED AP

POPULOUS

INVOICE

PLEASE REMIT PAYMENTS TO: Populous Group, LLC
4800 Main St., Suite 300
Kansas City, MO 64112, USA

December 31, 2017
Project No: 17.4536.00
Invoice No: 0065318

Gatzke Dillon & Ballance LLP
2762 Gateway Road
Carlsbad, California 92009
Attention: Michael P. Masterson

Ms. Kacie Renc
JMI Sports
1537 Fourth Street, #190
San Rafael, CA 94901

SDSU Football Stadium Study
Professional Services from December 1, 2017 to December 31, 2017
Fee

Total Fee	99,500.00			
Percent Complete	90.00	Total Earned	89,550.00	
		Previous Fee Billing	79,600.00	
		Current Fee Billing	9,950.00	
		Total Fee		9,950.00
		Total this Invoice		\$9,950.00

Authorized By: Kevin D. Fast
Kevin D. Fast, AIA, LEED AP

Date: 1.4.18

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INVOICE

PLEASE REMIT PAYMENTS TO:

Populous Group, LLC
4800 Main St., Suite 300
Kansas City, MO 64112, USA

Gatzke Dillon & Ballance LLP
2762 Gateway Road
Carlsbad, California 92009
Attention: Michael P. Masterson

December 31, 2017

Project No: 17.4536.00
Invoice No: 0065319

Ms. Kacie Rene
JMI Sports
1537 Fourth Street, #190
San Rafael, CA 94901

SDSU Football Stadium Study Expenses
Professional Services from December 1, 2017 to December 31, 2017
Fee

Total Fee	99,500.00		
Percent Complete	90.00	Total Earned	89,550.00
		Previous Fee Billing	89,550.00
		Current Fee Billing	0.00
		Total Fee	0.00
Reimbursable Expenses			
Travel		1,374.28	
Total Reimbursables		1,374.28	1,374.28
Additional Fees			
J. Funovits' Flight Credit		-585.58	
Total Additional Fees		-585.58	-585.58
		Total this Invoice	\$788.70

Authorized By: Kevin D. Fast
Kevin D. Fast, AIA, LEED AP

Date: 1.9.18

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INVOICE

PLEASE REMIT PAYMENTS TO:

Populous Group, LLC
4800 Main St., Suite 300
Kansas City, MO 64112, USA

Gatzke Dillon & Ballance LLP
2762 Gateway Road
Carlsbad, California 92009
Attn: Michael P. Masterson

January 31, 2018

Project No: 17.4536.00
Invoice No: 0065427

Ms. Kacie Renc
JMI Sports
1537 Fourth Street, #190
San Rafael, CA 94901

SDSU Football Stadium Study
Professional Services from January 1, 2018 to January 31, 2018
Fee

Total Fee	99,500.00		
Percent Complete	100.00	Total Earned	99,500.00
		Previous Fee Billing	89,550.00
		Current Fee Billing	9,950.00
		Total Fee	9,950.00
Reimbursable Expenses			
Reproduction		215.09	
Total Reimbursables		215.09	215.09
Additional Fees			
ASR for Enhanced Rendering & Animation		16,600.00	
Total Additional Fees		16,600.00	16,600.00
		Total this Invoice	\$26,765.09

Authorized By: Kevin D. Fast

Date: 2.2.18

Kevin D. Fast, AIA, LEED AP

Billing Backup

Thursday, February 1, 2018

Populous Group, LLC

Invoice 0065427 Dated 1/31/2018

3:46:37 PM

Reimbursable Expenses

Reproduction

AP 6808217	1/11/2018	Cowtown Enterprises, LLC	215.09	
	Total Reimbursables		215.09	215.09
		Total this Project		\$215.09
		Total this Report		\$215.09