



Prince William Field House

**PPEA Proposal
Construct & Operate an Indoor Event and Recreation Facility in Prince
William County
Volume 1**

Table of Contents

- Executive Summary2
- Description of Project.....2
- Capabilities of the Proposal Team.....2
- Financing Plan3
- Key Benefits to the Prince William County3
- 1. Qualifications and Experience4
- ESM Team.....5
- ESM President5
- ESM Vice President - Operations5
- ESM Vice President - Human Resources and Finance6
- ESM Vice President - Youth Programming.....6
- ESM Tournament Director/USTC General Manager7
- Jeff Rouse Swim and Sport Center General Manager7
- ESM Facilities7
- Architecture Firm - Price Simpson Harvey10
- PSH Team.....11
- PSH Project Experience.....12
- PSH Previous Project Experience.....13
- Civil Engineer - VHB14
- VHB Team.....14
- VHB Projects.....15
- VHB Sports Facility Practice.....16
- VHB Local Projects.....17
- VHB Stakeholder Engagement.....19
- Legal Firm-Hirschler Fleischer.....20
- Legal Team Leader20
- Builder-Wack General Contractor21
- Wack GC Team21
- Wack GC Projects22
- Wack GC Sports Projects:23
- 2. Project Characteristics25
- Building Conceptual Layout and Design.....25
- Site.....25
- Positive Impacts.....26
- 3. Project Financing.....29
- 4. Project Benefit and Compatibility31

Executive Summary

Prince William County has a unique opportunity to create a vibrant community Field House that will meet the needs of County residents and draw visitors to the County. By partnering with a private management company, the County can accomplish this without needing to subsidize the Field House's operation. The County has a shortage of athletic training and recreation facilities and has no indoor track or large event facility. By teaming with a private management company to purchase land, design and develop a new facility, the County will meet the needs of its residents and attract sports tourism in a fiscally responsible manner.

Description of Project

Eastern Sports Management, LLC (ESM) proposes to construct and operate an indoor sports training and recreation Field House, the Prince William Field House (the Field House) located on land west of Manassas in partnership with Prince William County (the County). The building will house four basketball courts, an indoor track, a performance training center, a children's play structure area, party rooms, and full kitchen and dining facilities.

- The scope of work for the project includes:
 - Financing (Optional)
 - Site Design
 - Facility Design
 - Permitting
 - Construction
 - Business Planning
 - Business Operation
- The facility will be constructed using a commercial or private construction loan procured by ESM, together with other debt and equity from ESM. Alternatively, the County will fund the construction directly.
- ESM will deliver the facility within 20 months from the date of the County's or ESM's acquisition of the site, saving about 15 months from a traditional project schedule.
- At occupancy, if financed by ESM, the County or its Economic Development Authority (EDA) would purchase the facility for a price that would represent a savings of approximately fifty percent (50%) compared to a municipality's typical cost to develop and construct a comparable facility using traditional procurement methods.
- A subsidiary of ESM, ESM PWFH, LLC, will lease the facility back from the County or the EDA and operate the facility, paying rent to the County or EDA based on a split of net cash flow generated by the business.
- The County will therefore save on time of development and construction, total project costs, and operating costs. The County will receive a share of net cash flow generated by the facility as opposed to subsidizing the cost of a County-operated recreational facility.

Capabilities of the Proposal Team

The team of ESM, Wack General Contractor (Wack GC), Price Simpson and Harvey (PSH), and VHB has the unique skills and experience to design, construct and manage the new facility for the enjoyment of Prince William residents and the financial benefit of the County.

- ESM has a 13-year track record with five facilities and 21 outdoor fields and courts under management.

- ESM personnel are sports and recreation professionals with long individual histories of facility and program management, including all the elements present in the proposed facility: recreation, membership and athletic training, team sports, youth programming, and event and tournament management.
- ESM has participated in the management, development and construction of \$120,000,000 worth of sports and recreation facilities across seven projects, including 585,000 square feet of indoor space and 21 outdoor courts and fields.
- Wack GC built the Fredericksburg Field House, the Virginia Beach Field House, and is one of the largest local general contractors.
- PSH and VHB have a strong record of recreational facility design and public process management.
- ESM will work with the County to design the right facility and business plan for Prince William.
- Hirschler Fleisher (HF) will serve on the Proposal Team as ESM's legal advisor for the project. HF stands ready to work closely with the County and its counsel.

Financing Plan

The total project budget is included in Volume 2 of this submission. About 81% of the cost to purchase land, construct the facility, and start up the operating business would come from the County and about 19% would come from ESM. The County would be responsible for purchasing the lot if funding the construction directly. Otherwise ESM will purchase the lot.

ESM proposes two possible financing scenarios:

Scenario #1 ESM Sale and Lease Back

- ESM PWFH, LLC will obtain a construction loan from commercial or private third-party sources sufficient to purchase the lot, design, develop, and construct the facility.
- The construction loan would be secured by a forward purchase agreement from the County or the EDA to purchase the completed facility, the County or EDA will enter into a 20-year lease back to ESM PWFH, LLC for the operation of the facility.
- After opening, ESM PWFH, LLC would curtail the construction loan with the net proceeds from the County's or EDA's purchase of the facility, which would be leased back to ESM PWFH, LLC.
- The purchase of the facility by the County or the EDA would be funded by the County or EDA. ESM would be responsible for sourcing its share of the overall budget.
- Under the terms of the lease agreement, ESM PWFH, LLC would be responsible for all operating and capital expenses of the facility. ESM would pay a defined share of the net cash flow generated by the facility as rent paid to the County or EDA.

Scenario #2 County Directly Funds Design and Construction

- The County will enter into a Comprehensive Agreement with ESM under the PPEA guidelines to design and construct the facility under a guaranteed maximum price contract.
- ESM will source its share of the budget in the same way as scenario #1.
- The lease and operations arrangement would be the same as scenario #1.

Key Benefits to the Prince William County

- Proven Demand. The demand for an indoor sports facility and track by residents of Prince William has been long-standing, consistent, and strong. This proposal and this team can bring the desired facility to

Prince William in the shortest amount of time under the structure best suited for long-term viability of the project.

- Risk Shifted to ESM. Design, construction, and operating risk would all be borne by ESM, not the County.
- Involves Citizens. The Proposal Team understands the necessity and benefits of involving, informing, and developing strong working relationships with the citizens of the Prince William County and the surrounding region. We will be a good neighbor that meets its commitments and keeps its promises.
- Expedited Process. The Proposal Team is ready to start the design process immediately, and is positioned to work expeditiously on the design, development, and construction of the facility, saving 15 months from the design and construction schedule under traditional management procurement.
- Positive Economic Impacts. The Proposal Team intends to maximize the participation of local contractors and service providers, including small, woman-owned and minority businesses.
- Positive Health Benefits. The County's commitment to establishing the Field House will promote the health and wellbeing of its citizens. The Field House will be open to all who find its recreational offerings attractive.
- Project Cost Savings. Using the PPEA procurement method should result in significant project cost.
- Quality Control. Under the Lease Agreement, the facility will be maintained and managed to a high-performance standard agreed upon by ESM and the County.
- Operational Savings. The County will receive rental income rather than outlaying funds annually to subsidize operations as typically required for a municipal recreation center, in addition to other revenues such as real estate, business license, business property, meals, and hotels taxes.

Our proposal is structured around the PPEA submission guidelines issued by the Prince William County. Each section begins with italicized text that has been pulled from the County's PPEA Unsolicited Submission guidelines and to which this submission is responsive.

1. Qualifications and Experience

- a) *Identify the legal structure of the firm or consortium of firms making the proposal. Identify the organizational structure for the project, the management approach, and how each partner and major subcontractor in the structure fits into the overall team. All members of the offeror's team, including major subcontractors known to the proposer, must be identified at the time a proposal is submitted for the conceptual stage.*

We have assembled an extremely well-qualified and experienced team of firms demonstrating the highest levels of excellence in their respective specialties. Eastern Sports Management, in association with Price Simpson Harvey (Architect), VHB (Civil Engineer), Hirschler Fleischer (Legal), and Wack General Contractor (Construction) (collectively, "the Team") will work as a consortium to design, develop, finance, construct, and operate the Field House. The Team will work as separate entities pursuant to a series of contracts and will not combine into a partnership or other entity. ESM is the entity that will serve as the primary contractual counterparty with the County and as developer of the project. The lease of the Field House will be held by ESM PWFH, LLC, a wholly-owned subsidiary of ESM.

The Proposal Team's designated professionals possess the precise combination of highly-developed skill sets, financial resources, and a shared vision to develop, design, finance, construct, and deliver the Prince William Field House on-time and at the quoted price.

Each firm and the principal management personnel assigned for each phase of the planned work were selected for their individual records of excellence as well as their exceptional and proven track-records in forging effective

working relationships in the local communities they serve, in both the private and the public sectors. They share the County's vision and look forward to continuing their long-term relationships with its staff and residents as they work to deliver this meaningful project.

As the ultimate owner of the Field House, the County will be in a position to ensure a high-quality Field House for its citizens. The development, design and construction team is headed by ESM. ESM PWFH, LLC will be the manager and operator of the Field House after it is completed.

All members of the proposing team have their applicable professional registrations and state licenses in current and good standing.

- b) Describe the experience of the firm or consortium of firms making the proposal, the key principals and project managers involved in the proposed project. Include experience with projects of comparable size and complexity, including prior experience bringing similar projects to completion on budget and in compliance with design, land use, service and other standards. Describe the length of time in business, business experience, public sector experience, and other engagements of the firm or consortium of firms. Identify any firms that will provide design, construction, and completion guarantees and warranties and a description of such guarantees and warranties.***

The description of the proposing team members and their work and sports project histories presented below addresses the experience requirements listed above.

ESM Team

ESM President



John M. Wack leads ESM, overseeing business development. John has management, sales, real estate development, start-up, and finance experience. He owned and managed a data center equipment installation company and was a top sales performer for the manufacturer. He co-founded and raised approximately \$1 million for a technology real estate company. For the last 14 years, he has led ESM, writing the business plans for five ground-up projects and three expansions, attracting financing, managing construction and directing the operations teams in the five locations.

He has been active in the lacrosse community, playing in high school, for Dartmouth College, and for various clubs for the last 37 years. The English Lacrosse Union in Bath, England and the Melbourne Cricket Club in Australia have employed him as a player and coach. He has been associated with the Washington DC Lacrosse club for the past 32 years and currently plays for their Super Grand Masters team. He coached boys' lacrosse for the Spotsylvania County Lacrosse Club and also served as their Boys Commissioner. He coaches girls' lacrosse at James Monroe High School. He served as chairman of the Executive Committee of the Friends of the Rappahannock, a non-profit environmental advocacy, restoration and education group.

John earned a B.A. in English from Dartmouth College in 1985, and an M.A.L.S. from St. John's College in Annapolis in 1987.



ESM Vice President - Operations

Andy Ballard has 17 years of expertise in facility operations, strategic planning, staff management, marketing, branding, expense controls, and business evaluation. Andy also specializes in the growth and rehabilitation of businesses. As part of his 10 years with the YMCA, he took YMCA Camp Silver Beach from 800 campers to over 2,000 campers. Andy helped open the

Virginia Beach Field House, the largest indoor facility under ESM, and reached \$3 million in the first year.

Andy has 17 years of experience of running sports facilities that are non-profit, for profit, start-ups and rehabilitations. His ability to manage and motivate people effectively allowed him to advance to the VP position within 3 years with the company.

Andy's life has been greatly impacted by sports. He has played basketball, baseball and football at various levels. He has coached baseball and basketball at the high school level and was a part of the 2004 VISAA Division III State Championship in baseball. This was the same year he was awarded teacher of the year at Alliance Christian Schools. Andy has a career commitment to serving communities through sports. Sports have been a critical piece of Andy's growth and development as a child and he credits sports with providing much needed structure and distraction from negative influences. Andy hopes to continue passing on these healthy lifestyle habits in the most important part of his life, his family.

Andy is a graduate of Liberty University, one of the nation's first accredited sport management programs.

ESM Vice President - Human Resources and Finance



Courtney Davis works as the Vice President of Human Resources and Finance for ESM, overseeing training, policies and procedures and financial processes for ESM facilities.

A native of Virginia Beach, VA, Courtney moved to Maryland after college where she cheered six seasons for the NFL Baltimore Ravens. Simultaneously, Courtney worked on growing her career in the human resources field. She has an extensive background in HR, working in the senior living and hospitality arenas for more than 14 years. In July 2010, Courtney joined the Eastern Sports Management team as the Director of Human Resources and Finance for the Virginia Beach Field House. She quickly demonstrated her leadership role and was promoted to Assistant General Manager in August 2011. During her time at VBFH, she successfully ran the Internship Program and helped to develop the program in the other ESM facilities. Courtney was promoted to her current role with ESM in Fall 2015.

Courtney graduated from Radford University with a Bachelor's degree in Psychology.

ESM Vice President - Youth Programming



Leigh Davenport is the Vice President of Youth Programming for ESM and previously the General Manager of the Virginia Beach Field House. She has been a part of the sports world throughout the course of her life, starting basketball at age 5 and softball at age 7. Leigh continued to play through every level of school through college. After college, she began working for Chesapeake Parks and Recreation as a Recreational Specialist, focusing on Recreation Center programming and camps. She was promoted to Recreation Specialist II allowing her to function as a Director of a Chesapeake Community Center, focusing on Recreation Center operations, finances, employee development, programming and budget projections. Leigh advanced her career to Virginia Beach Parks and Recreation where she worked for ten years. From there, Leigh joined the Virginia Beach Field House as a Sports Director. In only two-and-half years Leigh was promoted to Assistant General Manager – Director of Leagues and eventually to General Manager. The sports industry and Parks and Recreation have always been an integral part of Leigh's life. She transitioned to her full-time responsibilities at ESM in charge of Youth Programming across all facilities in September 2017.

Leigh completed her undergraduate degree in Recreation and Leisure Management at Virginia Wesleyan College and her Master's in Business Administration with a concentration in Public Administration from the University of Phoenix.

ESM Tournament Director/USTC General Manager



John Hatt is the General Manager of United Sports Training Center and a Director at Atlantic Premier Tournaments. John supports other ESM facilities in the creation and operation of tournaments. John joined United Sports Training Center in October, 1998. He has been working full time in the sports management industry for more than 18 years, with a focus specifically in the sport of soccer. Throughout his tenure at United Sports, John has managed or directed such prestigious events as the NIKE International Premier Cup, co-founded the FC DELCO Player's Cup and many other events. In addition to tournament management, John has spent a number of years coaching in the FC DELCO and Spirit United organizations, currently coaching in Continental

FC. He also coaches at Downingtown West High School where he has experienced tremendous success.

John earned a B.S. in Marketing and played collegiate soccer for Indiana University of PA. He resides in East Fallowfield, PA with his wife and two daughters.

Jeff Rouse Swim and Sport Center General Manager



Kristen Loescher leads the Rouse Center with over 15 years of experience in the fitness industry and youth programming, with many of those years working in administration and management in the YMCA. She has worked to open one other fitness center prior to coming to the Rouse Center. Kristen has worked with all ages of youth from teaching preschool classes and running school age camps, to leading an after-school program for middle school students and teen nights. She established a youth running club for kindergarten-5th graders that served over 600 children over the course of four years and eight seasons and launched the youth running program at the Rouse Center in the Fall of 2017.

Kristen was a three-sport high school athlete and was the all-time leading scorer in basketball and garnered the most all-time points in track at Lake Linden-Hubbell High School. She ran track and cross country at Cedarville University. Kristen has completed several half-marathons and marathons and enjoys running in local races. Kristen received her Bachelor of Arts in Elementary Education from Cedarville University and is also a certified American Red Cross Instructor. Kristen is originally from Michigan, and enjoys cross country skiing, running, and, of course, taking group exercise classes! She, her husband, Ken, and their three daughters currently reside in Stafford, VA.

ESM Facilities

In 2004, ESM President John Wack wrote the business plan for an indoor sport facility in Fredericksburg, VA. He raised \$645,000 and borrowed \$2,200,000. Using Wack GC, a development and construction firm owned by siblings Cathy and Tom Wack, he designed and built a 37,500-sq ft facility with two indoor turf fields, the Fredericksburg Field House (FFH). The facility was so successful, ESM decided to expand the building, doubling it to 75,000-sf in 2006. Wack privately funded this expansion leveraging equity in the project with \$2,800,000 in additional debt capital. After another five years, he expanded the business again adding an 80-yard x 120-yard,

lighted, outdoor artificial turf field. He also upgraded the kitchen to add additional cooking and better food preparation capabilities. This was accomplished using an additional \$1,200,000 of commercial debt. Wack operates FFH through Fredericksburg Field House, Inc., an S corporation, and a real estate company, Rappahannock Sports, LLC.

The success of the business led Wack to seek other sports facility opportunities. He compiled a needs analysis for markets in the mid-Atlantic and saw that Virginia Beach was the largest market in the region without a first-class sports facility. He participated in a public bid process and earned the right to lease 12 acres of City land adjacent to the 6,000-seat Sportsplex, a multi-use artificial turf field, and across the parking lot from the National Field Hockey Training Center. Wack GC was again tasked with construction and delivered in eight-and-a-half months the Virginia Beach Field House (VBFH), a 175,000-sq ft building. The budget of \$15,700,000 was funded through a commercial real estate loan from Union First Market Bank of \$6,900,000, an SBA loan of \$4,000,000, private debt of \$1,200,000, partner equity of \$3,100,000, and a contribution from the City of \$500,000 for upgrades to make the building hurricane resistant. It opened in September of 2010.



Because the equity membership of VBFH was different from FFH, Wack formed Eastern Sports Management, a Virginia LLC, in February 2010 as a management company for sports facilities.



In late 2012, ESM was contacted by United Sports Training Center in Downingtown, PA (USTC) to take over management of its facility. USTC boasts a 127,000-sq ft building and 11 outdoor fields, four of which are artificial turf with lights. ESM was tasked with growing Net Operating Income (NOI) at USTC. ESM raised United's NOI from \$700,000 to \$1,550,000 in five years, enabling United to secure \$11,000,000 in permanent debt financing in June 2016.

In 2014, ESM responded to a Request for Proposal from Stafford County for operation and maintenance of the Jeff Rouse Swim and Sport Center ("Rouse Center"), a 76,000-sq ft fitness and aquatics center built by the county for \$14,235,000. In a competitive process, ESM was awarded a 20-year lease with the county, with rent based on a split of net profits between the County and ESM. ESM opened this facility in May 2016 and is well ahead of its public membership goals. After only one year of operation, the facility is well ahead of forecasts, has crossed the breakeven point, and has begun to generate positive net cash flow benefitting both the County and ESM.



In 2017, ESM was awarded a management contract by the City of Virginia Beach to operate the 285,000 sf Virginia Beach Sports Center ("VBSC"). This facility is in design and is scheduled to open the third quarter of 2020. The facility will boast 12 basketball courts, 24 volleyball courts, and a 200-meter indoor track with 4,500 permanent seats. The City of Virginia Beach is funding the project and hopes to draw out-of-town sports visitors to their city. The City's Sports Marketing Department of their Convention and Visitors Bureau will work in conjunction with ESM to draw tournaments and events to the facility. ESM will manage operations and will fill the facility during weekdays with local programming.



Each ESM facility is unique, but all are involved in sports, recreation, events, and fitness. The chart below highlights some of the key metrics for each facility. The Rouse Center opened two years ago. In short, ESM creates, markets, and manages sports and recreation programs of all types.

We have approximately 10,000 teams and nearly 100,000 athletes participating at our facilities annually. Some of the offerings are team-sport oriented. Some are camp and recreation-focused. Others are very large events. They cover adult customers and youth customers, indoor and outdoor activities. They are an indication of the breadth and depth of experience that equips ESM with the tools to manage the Field House.

In addition to sports programs and events, ESM has also managed and hosted many events at each facility whenever there is a gap in the annual sports schedule. These events demonstrate ESM’s philosophy of maximizing use of assets under management in order to realize a return on investment. A sports and recreation facility is not an obvious choice for a dog show or a children’s consignment sale, but when we have a gap in the schedule, care is taken to fill it.

	FFH	VBFH	USTC	Rouse	Total
Opened	2005	2010	1999	2016	
Building Size	75,000	175,000	126,000	76,000	452,000
Large Indoor Turf Fields	2	4	2	-	8
Small Indoor Turf Fields	3	2	1	-	6
Volleyball/Basketball Courts	3/1	8/4	8/4	2/2	21/10
Sport Courts	2	-	1	-	3
Sand Volleyball Courts	-	8	-	-	8
Site Acreage	8.5	12.7	60	10	91
Outdoor Turf Fields	2	-	4	-	6
Outdoor Grass Fields	-	-	7	-	7
Full Time Employees	7	12	14	10	43
Part Time Employees	50	70	86	115	321
Sports Management Degrees	4	8	4	3	19
Sports Management Degree Interns/Year	12	30	24	12	78

Architecture Firm - Price Simpson Harvey

Price Simpson Harvey (PSH) is a 20+ person design firm located in Richmond, Virginia with a long working relationship with Wack General Contractors and significant experience in designing recreational facilities.



Established in 2009, they are a young firm, relatively speaking, but they bring to the table years of combined experience on a variety of project types. They share a commitment to service and high-quality design and emphasize including the client in the design process from start to finish. This partnership allows expectations and goals to be completely understood, and ultimately enhances the delivered product. PSH were asked to provide five bullet points to highlight why they are a good fit for the project. They think these provide great insight into who they are and why they believe they are the right team to design the Field House:

Recreational Design Experience - They have the skilled team needed to successfully deliver the project. Their group has significant experience in the planning and design of recreational facilities, including the development of recreational facilities for both educational/municipal institutions and private developers. They know the building type and understand opportunities and limitations of this type of construction.

Responsiveness – While their team has a depth of experience in the design of large recreational facilities from years in the industry, they are a relatively small and nimble group. They come without a lot of the overhead and associated baggage that encumbers larger design firms that they successfully compete with. They consistently bring a “client first”, responsive approach to their projects, relying on reputation and repeat business rather than heavy marketing to win projects.

Client Inspired Design - Their design focus is always client inspired. They work collaboratively with clients to develop the best solutions to satisfy what are often conflicting goals, quickly developing design options for review and input. Their aim is to never dictate a design direction, but rather to assist clients in developing solutions that meet both their functional and project cost goals. They work WITH their clients to make their vision a reality.

Experienced Design-Build Partner - They have a history of successful design-build projects with Wack GC and other contractors, even under challenging circumstances. Currently, they are involved with several local contractors on design-build projects at a variety of scales. Their relationships with the contractor community are a testimony to their cooperative attitude and willingness to modify the traditional design/bid/build approach as dictated by project schedule and budgetary constraints. Along with the owner and contractor, they recently received the 2016 Teamwork Award from the Virginia Society of Healthcare Engineers for a fast track developed design-build project for Centra Health in Lynchburg.

Reputation Builders - They love what they do and take great pride in what their relatively young firm has accomplished so far. They’ve grown four-fold in four years and hope to continue that trend with significant projects such as the Field House. They recognize that this project could lead to future opportunities and will devote the attention necessary to make this a very successful development for Eastern Sports Management and the Prince William County.

PSH Team



Rohn K. Price AIA, NCARB, LEED AP, Principal

Rohn is well-respected throughout the architectural industry for his creative designs that marry the demands of function with the flavor of the local context. Rohn has more than 30 years of experience and has won over a dozen AIA Design Awards for a wide variety of building types. Rohn began his career with RTKL in Baltimore as a Project Designer followed by several years as Director of Design for Fleming Corporation in St. Louis. He spent 22 years with Odell Associates where he served as the Design Director leading teams that successfully completed an extensive array of projects throughout the United States. His educational background includes undergraduate work at the University of Illinois and a Master of Architecture from Texas A&M.



Steve Harvey, AIA, Principal

Steve is one of the Firm's managing principals and is a licensed architect with over 32 years of experience in commercial architecture, including many years as a sole practitioner. His resume includes a variety of building types, including sports/recreation, healthcare, hospitality, and religious facilities. Steve's skills range from programming and conceptual design through construction administration. He has managed many large, institutional projects and brings our clients a breadth of design, organizational and project management expertise. His educational background includes an undergraduate degree from Clemson University and graduate work in Virginia Tech's Master of Architecture program.



Jeff Loinette, AIA, NCARB, LEED AP, Principal

Jeff will be the project manager and architect for the design and construction of this project. He's an award-winning architect and recognized industry professional. He began his architectural career at HKS's Dallas office, where he fine-tuned his design and presentation capabilities using the latest techniques in 3D rendering. Jeff utilizes this skill set to communicate intentions and coordinate all aspects of design. His passion for design is evident throughout the firm's portfolio. Jeff has over 20 years of comprehensive industry experience in a variety of commercial building types including higher education, aviation, corporate, healthcare and entertainment venues.

Jeff earned his Bachelor of Architecture degree from Oklahoma State University in 1995. He leads the Visualization and Building Information Management efforts for Price Simpson Harvey.



Audrey Voda, NCIDQ, Interior Designer

Audrey has extensive experience in interior design, space planning, and furnishings, fixtures and equipment planning for a variety of building types. She works closely with clients to provide innovative, functional spaces within their budget. She has worked closely for several years with the Greater Richmond YMCA on renovation projects and development of their Interior Finish standards. Audrey heads our Interior Design Studio in Richmond. She received her undergraduate degree from Virginia Commonwealth University in 2005.



Christine Simpson, LEED AP, Architectural Designer

Christine is an architectural designer with several years' experience in sports facility planning and design. Christine understands the unique challenges and opportunities involved in sports and entertainment design, working with clients to meet the needs of the multitude of people who are invested in and who will engage with the project. Her experience includes site master planning, programming, conceptual design and feasibility studies, space planning, and construction documentation for sports projects ranging from complex renovations to comprehensive stadium design. Christine was an integral part of the AECOM Sports and Entertainment group in Richmond prior to joining PSH.

Her educational background includes an undergraduate degree from the University of Virginia and a Master of Architecture from Clemson University in 2010.

PSH Project Experience

Uptown Alley: PSH have partnered with Uphoff Ventures since 2012 to deliver several multipurpose recreational facilities. Among those projects is their Changzhou China location, the largest bowling facility in Asia at 64,000 square feet, located in a mega shopping mall. It features a unique blend of public and exclusive bowling, live theater, arcades and karaoke rooms.



Uptown Alley Manassas is a 38,000-square-foot facility that includes bowling, an arcade, laser tag and a live performance theater. There is also a planned Uptown Alley Virginia Beach entertainment venue is coming soon. The project includes 42,000 square feet of renovated and newly constructed space in Pembroke Mall. In addition to 22 bowling lanes, it will include a live theater, arcade and laser tag.

River City Roll: This first facility for a new player in the entertainment market will be located in Richmond and is designed to appeal to the young professional market. It will feature 20 bowling alleys with an emphasis on high-end food and finishes. The newly constructed 25,000-square-foot facility is designed to blend with the neighboring historic industrial buildings, many of which have been adapted to multi-family housing.



PINZ: Located in Plymouth Massachusetts, Pinz is a 36,000-square-foot entertainment venue featuring 16 bowling lanes, an arcade, a sports lounge, and a live performance venue.

Lucky Strike: Lucky Strike is a 50,000-square-foot entertainment facility located in Albany New York. The entertainment venue brings together bowling, a sports bar, an auditorium that seats up to 900 and a casino style arcade with prizes geared towards adults as well as children.



HCA Sports Medicine – Boulders: Included within the OrthoVa Medical Office Building, the project completed in 2011 included 15,000 square feet of space for an HCA Sports Medicine practice. The program included a therapy pool and both indoor and outdoor training spaces for rehabilitation and sports performance enhancement.

SportsQuest Indoor Sports & Fitness Center: In 2010, PSH assisted a privately-owned sports group in planning a multi-sport indoor fieldhouse and aquatics center to complement their existing outdoor complex located in Chesterfield County, Virginia. The 250,000-square foot facility was planned to include multi-use court space with 15 basketball courts, a full aquatics training area with an Olympic-sized pool, and a fitness area and support spaces. It has not yet been constructed.

YMCA Greater Richmond: The Richmond area YMCA organization is a long-standing client of PSH. They have assisted them in renovations to 14 of their local facilities and developed durable and cost effective interior finish standards for application in all 17 of their locations to reinforce their brand.



Waterford Park: The 105 acres of mixed use development in Chesterfield County, Virginia will include residential, commercial, and a 35-acre Water Adventure Park, the “anchor” tenant of the development. PSH was part of a team that developed multiple options for the development master plan. The planning included conceptual designs for the whitewater course, including the public facilities and service buildings.

Veteran’s Memorial Park, Softball Seating Expansion – James Madison University: Through a term contract at James Madison, PSH are planning and designing approximately 7,000 square feet of new spectator bleacher space to expand the University’s existing softball stadium. The project proposes to add approximately 800 additional seats, more than doubling the stadium’s current capacity.

Joe Bush Indoor Athletic Complex– Hampden Sydney College: Working with an alumni group, PSH are planning a multi-sport indoor athletic facility for Hampden Sydney College. The 90,000-square-foot complex is planned to include six indoor tennis courts, an indoor golf practice area, lockers, and team spaces for the College tennis and golf teams. Funds are still being raised to construct the facility.

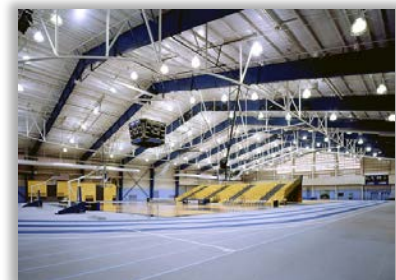
Primary & Urgent Care Clinics: To date PSH have assisted Wack General Contractors with three facilities for the Fredericksburg, Virginia based Primary & Urgent Care (PUC) medical group. The clinics were all delivered using a Design-Build model, two of which were new construction projects and one adaptive reuse of a retail space.



PSH Previous Project Experience

PSH Team Leaders Steve Harvey and Jeff Loinette also developed the following projects prior to coming to PSH, demonstrating additional sports and recreation design experience as well as municipal and institutional experience:

Virginia Military Institute Physical Training Facility: Jeff Loinette was the architect and programing architect of Virginia Military Institute’s Cormack and Cocke Hall renovation project. Jeff, working closely with VMI athletics and facilities staff, developed the concepts for the complex \$32 million dollar renovation project. The project provided modernization of the wrestling facilities, indoor track and field, and a new state of the art weight training facility.



Virginia State University, University Multipurpose Center: Jeff Loinette was the project architect for the new multi-use event center at VSU, which

provides 5,100 seats for basketball and 6,500 for convocation. The facility includes a main arena, two practice courts, locker rooms, an academic center, and support spaces.

Christopher Newport University Freeman Athletics and Convocation Center: Steve Harvey was the managing architect for CNU's 5,000 seat multipurpose athletic and recreation facility. The Freeman Center includes multiple practice and competition basketball courts, a 200-meter indoor track, 10,000 square feet of fitness and wellness space and a full-service café.

Civil Engineer - VHB

VHB's passionate professionals include engineers, scientists, planners, and designers who partner with public and private clients in the transportation, real estate, institutional, and energy industries, as well as federal, state, and local governments. Together, they work to improve mobility, enhance communities and economic vitality, and balance development and infrastructure needs with environmental stewardship. VHB is a team—1,300 strong—eager to deliver value by embracing the clients' goals, anticipating challenges, building lasting partnerships, and always providing an exceptional experience. With 24 offices along the East Coast, VHB offers the understanding of a small local firm combined with the resources of a large national firm.



With an open-minded approach to projects, VHB is committed to listening and truly understanding the clients' needs. VHB integrates the right places and resources from four core services, Transportation Planning & Engineering, Land Development, Planning & Design, and Environmental, to help clients initiate and complete intricate, challenging, and significant projects.

VHB has five offices in the Mid-Atlantic region, with four in Virginia (Virginia Beach, Williamsburg, Richmond, Tysons Corner) and one in Raleigh, North Carolina. Additionally, VHB partnered with Wack Development to provide the City of Virginia Beach civil engineering design and permitting for both the Virginia Beach Field House and the Virginia Beach Sportsplex.

VHB Team

J.D. Hines, PE, Associate



The VHB team will be led by J.D. Hines, PE, LEED Green Associate. J.D. serves as a Project Manager for site development, transportation, storm water, and utility engineering projects. His experience on multiple private and public-sector efforts enables him to contribute effectively to design teams. J.D.'s land development experience includes municipal, residential, commercial, and institutional projects. He has also contributed on limited access and urban roadways for the Virginia Department of Transportation (VDOT). J.D. is skilled in master planning, hydrologic/hydraulic analysis, water distribution, wastewater collection systems, sewage pumping station design, and sports field designs. He served as Project Engineer for civil engineering design and permitting for the Virginia Beach Field House, a 150,000-square-foot indoor sports facility. Additionally, J.D. was Project Manager for the City of Virginia Beach Strategic Growth Area Office Infrastructure Planning, where he informed planners in areas of water distribution, wastewater collection and distribution, drainage conveyance, and storm water management and treatment.

J.D. received a BS in Civil Engineering from Old Dominion University in 2000, PE (Water Resources) VA in 2005, and his LEED GA in 2016

Kenneth E. Rodman, PE, Principal



The VHB Principal in Charge will be Kenneth E. Rodman, Jr., PE. Ken has extensive experience in land development planning and design as well as transportation planning and design. He manages all aspects of projects from the initial planning and site investigation through surveying and design, to the completion of final construction documents. He also assists in construction administration, including bid assistance, review of contractor pay requests, review of shop drawings, and construction observation. Ken was Principal-in-Charge and performed several QA/QC work orders for two consecutive term contracts for the City of Virginia Beach Annual On-Call Traffic Engineering Services Contract. Additionally, he served as Project Principal for Landstown Commons, a 500,000-square-foot mixed-use development.

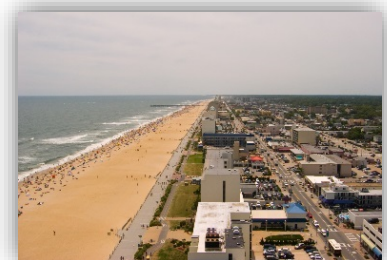
Ken received his BS, Civil Engineering from Old Dominion University in 1988, PE VA in 1993, and his OSHA-CSH in 2010.

VHB Projects

VHB coordinated the civil engineering design and permitting of 12 acres of farm field that would become a 175,000-sf indoor sports facility. The Virginia Beach Field House also provides outdoor sand volleyball. The design required on-site and off-site improvements, including hydrologic and hydraulic analysis, public/private storm water management, public/private water and sewer system design, and intersection modifications at Landstown Road and Sportsplex Way. Paving of the Sportsplex’s existing 12-acre gravel parking lot was also part of the project delivery. Success was due mostly to excellent collaboration among VHB, Wack General Contractor, and the City of Virginia Beach.



The City of Virginia Beach selected VHB to serve as its general civil engineering on-call consultant. Under this contract, VHB provides a variety of engineering, surveying, inspection, project management, and other technical and support services, including studies, design, transportation planning and analysis, incidental land surveys, environmental services, testing and analysis, structural and geotechnical engineering, and landscape design. We are providing these services on an annual basis and the contract is renewable for a total term of five years. Our recent work includes providing survey, storm water, roadway, and traffic engineering services on two sidewalk improvements projects and one intersection improvement project.



VHB provided master planning, site/civil engineering, transportation planning and design, and landscape architectural/urban design services on the Sentara Princes Anne Health Campus. VHB engaged an initial master planning exercise and developed a land use strategy informed in the opportunities and constraints associated with natural resources, soils, utilities storm water runoff, and transportation linkages. On a fast-track schedule, VHB met numerous milestone challenges, including securing required variances from the City of Virginia Beach for waiving building-specific water-metering and siting public water mains within public easements. VHB secured approvals for erosion and sediment



control and storm water management plans ahead of schedule, allowing construction to commence prior to the scheduled construction start date. Recipient of 2012 ACEC Engineering Excellence Honor Award.

VHB was retained by The Goodman Company to provide site and landscape design for the Landstown Commons Mixed Use Development. The building elements consist of pilasters, arches, canopies, brick details, stone facades, and many more features that distinguish this center from others in the area. The hardscape and landscape package complements the architecture, providing various textured surfaces at the paved areas, abundant species of landscape material, a welcoming and soothing centerpiece fountain, combined with elegant site furniture and lighting. The project at full build out provides over 500,000-square-feet of mixed-use floor space. Commercial uses included retail, restaurant, and office space.



VHB was retained to provide engineering services for the development of the Virginia Beach Sportsplex, a multi-sport facility design to provide an athletic outlet for the youth of the City. VHB developed site and master development plans and obtained site plan approval from the City. Work for this project was divided into four areas:

- a. Replacement of natural turf with synthetic turf in the existing stadium,
- b. Design of the field house site and on-site utility and storm water improvements,
- c. Design of the turf fields and associated parking lot expansion, and
- d. Design of off-site improvements required to support the field house and turf field sites and paving of the existing Sportsplex gravel parking lots.



For more than 5 years, VHB has been assisting the City of Virginia Beach in designing the infrastructure for the Burton Station Strategic Growth Area. VHB has been responsible for transportation master planning and traffic impact analyses, determining rights-of-way alignments, typical sections, and traffic signal locations. In addition, VHB has provided storm water management master planning, design of a 1500 linear foot concrete channel outfall channel, and a 2800 GPM sewage pumping station (wet well/dry well configuration). VHB has also assisted the City with the feasibility of development yield, taking into consideration the infrastructure constraints.



VHB Sports Facility Practice

Since 1979, VHB has incorporated an interdisciplinary, sustainable design approach to achieve excellence in recreational facilities development. VHB's team of skilled professionals are experienced in the planning, design, and permitting of complex recreation facilities for private and public clients that are focused "outside-the-building-walls." VHB implements a sustainable design approach with more than 85 LEED Accredited Professionals and more than 100 Envision™ Sustainability Professionals (ENV SPS) representing the major physical design disciplines. As a dedicated team of nationally recognized professionals with extensive experience in both recreation projects and collegiate sports, VHB's engineers, landscape architects, and scientists work collaboratively with architects, partners, and owners to provide context-sensitive solutions that create a sense of place.

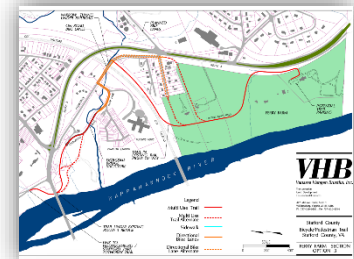
Whether it involves designing an innovative water reuse solution to achieve a LEED goal or strategically locating support facilities to creatively address local permitting and code requirements, VHB is here to help every step of the way. VHB has successfully navigated the challenges of steeply sloping topography, poor soils, aging public infrastructure, high groundwater, and environmental constraints, to help our clients realize their project goals. VHB's passionate professionals bring a broad understanding to each sports and recreation project—skills and experience that extend beyond the playing field. Understanding sports and recreation in the context of programming, operation demands, and daily experience is essential to successful sports design. Having worked on hundreds of assignments across the full range of municipal and campus projects—from master planning through construction—our sports planning and design practice is informed by this knowledge. VHB asks questions, listens, and works to make the most of project opportunities.

VHB Local Projects

Belmont-Ferry Farm Trail

Stafford County, Virginia

VHB is assisting the County of Stafford with conceptual planning and engineering design of a multi-use trail to link to these two important historical sites along the Rappahannock River. VHB recently completed final design plans for the Falmouth Village section of the Trail, which involves replacement of deteriorated and inadequate sidewalks along Washington Street, provision of new crosswalks, installation of new sidewalk, and connection to the trail at the Riverfront Park. VHB is working with the County and VDOT to secure authorization to bid the project for construction. Completion of this section will improve mobility and accessibility within the village.



Route 1 Multimodal Corridor Study

Stafford County, Virginia

The George Washington Regional Commission selected VHB to undertake a multimodal transportation study of a 10-mile section of Route 1 between the northern Stafford County line and Courthouse Road (Route 630). The goal of this study was to develop a set of multimodal transportation system recommendations that will complement planned redevelopment initiatives and enhance transportation safety, mobility, accessibility and connectivity within the corridor. VHB performed a comprehensive evaluation of a wide range of modal improvements.



Ferry Farm Master Plan

Stafford County, Virginia

VHB, as part of a full-service team, is providing civil engineering services to the George Washington Foundation for the development of the Ferry Farm property. Since 2004, VHB has completed surveys, environmental testing and delineations, due diligence studies, and, finally, the master planning necessary to recreate George Washington's original boyhood farm site. Along with the master planning, VHB helped create the new Stafford County historic zoning designation and worked with the County on the criteria. Plans are currently in review at the County for the implementation of the first phase of development, which includes the new entrance road connecting to the Ferry Road intersection and the recreation of the George Washington home on top of the original foundation discovered by archaeologists.

Belmont Estate and Studio Renovation and Expansion

Stafford County, Virginia

VHB was enlisted to support the Quinn Evans Architects team in developing the Belmont Studio master plan. Due to public-use considerations, the master plan was split into two phases. Phase One involved restoration and renovation of the existing studio. Phase Two involved a new retaining wall and a 12,000-square foot expansion. Because of VHB's local relationships and knowledge of the site, we were called on to complete a detailed survey of the property, develop site plans, and to provide construction support for both phases. The plans were reviewed under the Bureau of Capital Outlay Manual (BCOM), a state-run review and approval process. VHB provided civil engineering support throughout this process, and provided BCOM with the information necessary for their approvals. VHB was also responsible for designing new handicapped-accessible walks, infrastructure upgrades to support new fire-suppression equipment, expanded parking facilities, and upgraded loading facilities.



Butler Road Site Access

Stafford County, Virginia

A new highway project led by the Virginia Department of Transportation (VDOT) to relocate Butler Road required a right-of-way that bisected this 13-acre commercial property. The resulting deal between the owners and VDOT created new public right-of-way frontage, a new entrance for the Wawa site, but also a timing issue. Due to the size of the VDOT project, its opening remained several months away. To solve this dilemma for our clients, VHB worked with Malone Schooler, Wawa, and VDOT to provide access to the Wawa site even though one leg of the new four-leg intersection remained incomplete. VHB developed a striping and signal modification plan that provided new travel patterns and reconfigured signal heads and phasing, allowing access to the Wawa site. This plan was approved by VDOT and Wawa was able to open many months before would have without this traffic intervention.



Master Planning for George Washington Home Museum

Stafford County, Virginia

Transforming the boyhood home of George Washington into a well-visited and interactive tourist destination was the challenge for architects Quinn/Evans and its master planning team, which included VHB. A key requirement of the project was maintaining historical and archaeological accuracy and yet using the natural and historical highlights of the 42-acre site. The project team prepared together a comprehensive master plan that outlined actions to be taken over a 10-year period. Civil engineering professionals from VHB focused on technical research and engineering for environmental and wetlands issues, infrastructure, and traffic and access issues.



Rappahannock Regional Jail

Stafford County, Virginia

As part of the architect's team, VHB provided civil engineering design services for the development of a 264,000-square foot regional jail for the Rappahannock Regional Jail Authority. This facility is located on Jefferson Davis Highway (U.S. Route 1) north of the City of Fredericksburg in Stafford County, Virginia . The multi-million-dollar complex houses an inmate population of over 650. VHB worked closely with the members of the design team

during the development of erosion and grading plans and final site plans. To obtain approval of the grading and erosion plans, VHB was required to design stormwater management facilities that would accommodate the increased runoff of the project, both during the mass grading phase and the future build out of the site. Winner of a DBIA Design-Build Merit Award for a public-sector building over \$25 million and a Mid-Atlantic Merit Award.

A/E Services for the Development of Widewater State Park

Stafford, Virginia

The Virginia Department of Conservation and Recreation (DCR) acquired 1,100 acres of land on the Widewater peninsula for the purposes of developing a new state park. The park master planning process resulted in the designation of five areas, with development of each section to be phased in as funding allows. The first phase of park development includes lands fronting the Potomac River. VHB was selected by the VA DCR to provide architectural/engineering services for the development of the park. VHB is providing the engineering design and environmental permitting for this significant project. The construction budget for the project is an estimated \$7.5 million.



VHB Stakeholder Engagement

Having stakeholder buy-in is a critical component to success in any project. VHB has experience offering custom outreach plans that account for a project's and stakeholders' needs, while balancing important planning goals. VHB has a range of techniques, from low- to high-tech, to obtain input, educate, and disseminate information, as a means of generating interest and enthusiasm to get the community involved. These include the use of interactive workshops, project websites, newsletters, and questionnaires. VHB uses innovative polling techniques that can be used to collect public comments, concerns, and observations at public meetings.

Workshops and public meetings are often a key component of any public participation plan. VHB has several professionals on staff who have been trained by the National Charrette Institute. In meetings, VHB listens closely to input and communicates effectively, translating what we have heard into our understanding of the issues facing a project. VHB encourages interaction in meetings so attendees leave with an understanding of the project and its issues and concerns. Additionally, VHB's workshops and public meetings often have break-out sessions and report-back sessions so that participants can learn from one another.

To date, VHB has completed numerous projects requiring extensive outreach and participation with stakeholder groups during the design process, such as neighborhood steering committees, citizen advisory boards, the general public, and government agencies at all levels. VHB's project experience ranges from small group interviews to active design workshops as well as charrettes, public hearings, and presentations. Many of these projects have had aggressive schedules with strict deadlines to complete the design tasks so that construction could begin and be completed to meet prearranged commitments.

VHB's role is to serve as the liaison among these groups, the client, and the design team, gathering data and identifying the major milestones to keep the project on schedule. VHB will take a hands-on approach through effective communication, technical expertise, leadership abilities, and appropriate design solutions. VHB has the capability of producing all forms of visual aids and written communication as well as the demonstrated ability to deliver a successful project.

The key to effective public engagement is:

- Providing opportunities for all interested people
- Clearly explaining project goals and design through effective graphics and presentations
- Listening and documenting input

The strategy needs to consider the effectiveness of the various methods for seeking input. VHB will work with the County to identify the stakeholders, public interest groups, and neighborhood groups to develop this strategy for eliciting meaningful public input. VHB's approach will be to develop the alternatives prior to engaging the public in soliciting their ideas and concerns. Successful strategies VHB has recently used include:

- Group presentations—a PowerPoint presentation in explaining the project goals and concepts
- Open houses—printed boards with team representatives talking one-on-one to the stakeholders
- Small table discussions—facilitated discussions at round tables
- Advisory group meetings—invited group presentation and facilitated discussion

Legal Firm-Hirschler Fleischer

Hirschler Fleischer is a multispecialty law firm with more than 75 lawyers serving clients throughout the Commonwealth of Virginia and United States. Clients choose Hirschler for its ability to deliver sophisticated legal advice while maintaining the more personal experience of a boutique law firm. The goal of the firm's representation is simple: provide clients with advice that is strategic, practical and cost effective. Standing toe-to-toe with larger firms on talent and experience, Hirschler competes on value and the level of personal attention its lawyers devote to each and every client.

**HIRSCHLER
FLEISCHER**
ATTORNEYS AT LAW

Top ranked by Chambers USA since 2003, Hirschler's real estate practice group is involved in many of Virginia's most significant real estate developments, transactions, and financings. Firm lawyers represent developers, property owners, and tenants in connection with the acquisition, development, financing, and leasing of income-producing property and raw land for office complexes, corporate headquarters, planned unit developments, hotel properties, retail projects, and mixed-use urban development projects. Firm clients benefit from the firm's niche practices in hospitality; land use, zoning and permitting; commercial leasing; shopping center and retail transactions; and loan pool sale transactions (both the buy and sell sides).

Legal Team Leader

John McManus, a partner and board member at Hirschler Fleischer, will lead the engagement with ESM. John has extensive experience in a number of practice areas including commercial real estate law, leasing, zoning and land use law, financing, development, and corporate and general business law. He represents developers, homebuilders, contractors, financial institutions, defense contractors, business owners, not-for-profit organizations, medical practitioners and individuals.



John represented the owners in the acquisition, development, construction and leasing of FFH and VBFH, as well as ESM in the leasing and operational matters for the Rouse Center and USTC. John has extensive experience working with local governments in the acquisition, construction or expansion of recreational and athletic facilities, including the Rappahannock Area YMCA's facilities in Stafford, VA, Spotsylvania, VA, King George, VA and Caroline, VA, and the Fredericksburg Area Soccer Association's soccer complex in Spotsylvania County, VA.

John earned his B.A. in History from Bowdoin College in 1986; his J.D. from Washington and Lee School of Law in 1989; and his M.S. in Real Estate from Johns Hopkins University in 1996. A member of the Board of Governors for the Community Foundation of the Rappahannock River Region, and a former member of the Board of Directors of Rappahannock Goodwill Industries, Inc., John, along with wife Deborah, are actively involved in their community.

Builder-Wack General Contractor

Wack General Contractor has served Fredericksburg, Richmond and Hampton Roads since 1992. They have successfully completed work for sports and recreational facilities, office, industrial warehouse, and retail projects. They provide a wide range of project management and construction services. These services include:

- Pre-construction
- Project feasibility analysis
- Preliminary budgeting
- Site Analysis & selection
- Design team selection
- Constructability review
- Identification and implementation of value engineering items
- Development of project schedules

Construction Management & General Contracting

- Cost control
- Change management
- Vendor selection and procurement
- Tracking and maintenance of project schedules
- Coordination between designers, engineers, and consultants
- Liaison with local and state governments for permits, inspections, and utilities
- Liaison and coordination with utility companies
- Coordination with third party inspections

Wack GC Team



Mike Hamann serves as the Vice President of Preconstruction at Wack. Mike works closely with project managers overseeing pre-construction services including conceptual estimating, competitive bidding, building layout, renderings, and scheduling. Mike is a 4th generation contractor with more than 15 years managing commercial construction projects, as well as the valuable knowledge of computer and management systems that enable Wack General Contractor to maximize their responsiveness to client needs.

Mike received his BS in Construction from the University of Wisconsin and his Master of Business Administration from University of Richmond



Chris Alburger serves as Vice President of Construction at Wack GC. Chris Alburger oversees all Wack General Contractor project management and management of all field staff. He is also actively involved in project development and contract negotiation. With more than 17 years of experience managing large commercial construction projects and teams, Chris specializes in delivering multi-million-dollar projects on time and on budget. Chris studied Business Administration at Howard County Community College.



Wack GC Projects

Wack Developed and constructed several buildings for military use. The NSCBT Building I 45,000 SF, NSCBT Building III 95,000 SF and NSCBT Building V 105,000 SF - DOD AT/FP Compliant Building were all completed with aggressive schedules and allowed for a quick owner occupancy.

Wack has completed hundreds of projects for Kings Dominion, in Doswell, VA over a 15-year span and continues work each year. Projects include:

- The Dominator - Worlds Longest Floorless Coaster
- Planet Snoopy - Phase I
- Planet Snoopy - Phase II
- Camp Wilderness Renovation
- Camp Wilderness Cabins - 32 Cabin Installation and related sitework
- Waterpark Expansion - Plunge Slide
- Waterpark Expansion - Tornado, Lazy River Reconfiguration, Kids Zone
- Club Blood I - Haunted Maze Building and Site Development
- Club Blood II - Haunted Maze Building and Site Development
- Club Blood III - Haunted Maze Building and Site Development
- Dormitory - 100 Room New Dormitory for Seasonal Employees
- Delirium - Swinging Ride
- Juke Box Diner - Renovation
- Volcano Mountain Repair
- Border Cafe
- Pavillion Renovation
- Soak City Renovation
- Tower Pizza Renovation
- Aunti Annies
- Bandstand



- Family Care Center
- Sharky's Restaurant

Wack has extensive experience in Pre-Engineered Metal buildings, as will be used for the Field House expansion, and is a direct dealer for Nucor and Butler Pre-Engineered Metal Buildings. Experience Includes:

- Virginia Beach Field House
- Fredericksburg Field House
- Fredericksburg Field House Expansion
- Hilldrup Moving and Storage - Building F
- Hilldrup Moving and Storage - 30,000 SF Warehouse
- Hilldrup Moving and Storage - (2) 10,000 Warehouse Additions
- RGI Laundry Facility
- Ashland Auto Auctions
- Kings Dominion Club Blood I
- Kings Dominion Club Blood II
- Kings Dominion Club Blood III
- Longwood
- Precision Door
- Pierson Drive Condos
- Tommy Wallace Electrical



Wack GC Sports Projects:

Wack Developed and constructed the original 37,500 sqft Fredericksburg Field House in 2005. Two years later they completed a 37,500-sqft addition to bring the facility to 75,000 sqft. Both projects were brought in on time and under budget. In 2012, Wack managed the design, land development and construction of the outdoor artificial turf project at the Fredericksburg Field House.



Wack developed the 175,000 SF Virginia Beach Field House in conjunction with the City of Virginia Beach. Wack GC worked closely with the City to fulfill its desire to utilize the facility as an emergency Hurricane Shelter. The facility was constructed under budget and within the aggressive 8-month schedule.



Wack coordinated with Eastern Sports Management to design build 8 outdoor volleyball courts, concession stand, and site development at the Virginia Beach Field House in 2015. The courts were completed under budget and within the project schedule.

- c) ***Provide the names, addresses, and telephone numbers of persons within the firm or consortium of firms who may be contacted for further information.***

Eastern Sports Management, LLC

John Wack
President
3411 Shannon Park Drive
Fredericksburg, VA 22408
Cell (540) 842-8582
johnwack@easternsportsmanagement.com

Price Simpson Harvey

Brian Pounds, AIA, NCARB, LEED AP
207 North Foushee Street
Richmond, VA 23220
Direct (804) 286-2921
Office (804) 823-2900
Cell (804) 539-6250
bpounds@pricestudios.com

VHB

John D. Hines P.E.
Senior Project Manager
4500 Main Street Suite 400
Virginia Beach, VA 23462-3361
Office (757) 233-3280
Fax (757) 490-0136
jhines@vhb.com

Hirschler Fleischer

John F. McManus
725 Jackson Street, Suite 200
Fredericksburg, VA 22401-5720
Office (540) 604-2103
Fax (540) 604-2101
jmcmanus@hf-law.com

Wack GC

Michael Hamann
Vice President of Preconstruction
400 Charles Street
Fredericksburg, VA 22401
Office (540) 372-4565
Cell (540) 841-3378
Fax (540) 371-2868
mhamann@wackgc.com

- d) *Provide a current or most recently audited financial statement of the firm or consortium of firms and the financial statement of each partner with an equity interest of twenty percent (20%) or greater.*

See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act.

- e) *Identify any persons known to the proposer who would be obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to the Virginia State and Local Government Conflict of Interests Act (Va. Code § 2.2-3100 et seq.) (“COIA”).*

No member of the proposing team is obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to the Virginia State and Local Government Conflict of Interests Act (Va. Code § 2.2-3100 et seq.) (“COIA”).

- f) *Identify the proposed plan for obtaining sufficient numbers of qualified workers in all trades or crafts required for the project.*

Wack GC is the one largest general contractors in Northern Virginia. They ensure bid participation by inviting a large pool of subcontractor through their extensive bid database. Based on current projects and the availability of subcontractors and workers for those projects, Wack GC expects no difficulty or hindrance in obtaining sufficient number of workers in all trades or crafts required for the project.

- g) *For each firm or subcontractor that will perform construction or design activities, provide a sworn certification by an authorized representative of the firm attesting to the fact that the firm is not currently debarred or suspended by any federal, state or local government entity.*

See Volume Two, Appendix 2, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act, for a certification of qualification for team members.

2. Project Characteristics

- a) *Provide a description of the proposed project, including the conceptual design, in sufficient detail so that type and intent of the project, its location, and the communities that may be affected are clearly identified.*

Building Conceptual Layout and Design

See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act, for a schematic building diagram and a discussion of building elements.

Site

See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act, for a schematic site design and a discussion of site elements.

- b) *Identify and fully describe any work to be performed by the County, and any work to be performed by any other public entity, and the timeline for its performance.*

The following work will be required of the County. See the Site narrative above in the Soils section for a discussion of possible approvals needed from the Army Corp of Engineers.

- Review and analysis of this PPEA proposal
 - Administration of PPEA process
 - Negotiation of Interim and Comprehensive Agreement
 - Negotiation of the Lease or Management Agreement
 - Normal permitting and review required of the development covered below
 - Funding construction and renovation of the Field House if not electing ESM financing or funding the facility purchase
- c) ***Include a list of all federal, state, and local permits and approvals required for the project and a schedule for obtaining such permits and approvals.***

- A wetlands determination will need to be sought from the Army Corp of Engineers
 - Site plans for the Field House will be submitted to the County for approval
 - Building plans will be submitted to the County for building permit
 - Land disturbance permitting will be obtained following site plan approval
 - Storm water management requirements and any environmental permitting will be met through the overall development plans
 - Timing for permits and approvals will be as outlined in the attached schedule shown below in the section on schedule
- d) ***Identify any anticipated adverse social, economic, environmental and transportation impacts of the project measured against the County's comprehensive plan and any applicable County ordinances, design and construction standards, and policies. Specify the strategies or actions to mitigate known impacts of the project.***

ESM does not anticipate any significant adverse social, economic or environmental impacts of the project. Impacts from the development and construction are expected to be mitigated by compliance with existing federal, state and City regulations and guidelines.

- e) ***Identify the projected positive social, economic, and environmental impacts of the project measured against the County's comprehensive plan and any applicable County ordinances, design and construction standards, and policies.***

Positive Impacts

Project Savings to the County

Working with ESM, the project will be delivered at a lower cost than what could be accomplished by a municipality through a traditional procurement process. ESM proposes to execute the design and construction phases in approximately 20 months (as seen in the schedule presented below), at a lower per-square-foot cost than similar public projects. Moreover, we will pay the County rent from the Field House's net profits, in contrast to most public recreation centers which require ongoing public subsidies to continue operating.

Operational Savings for the County

Under our proposal, the County will not bear the expense of operating the Field House or hiring management and staff to the new programs like those offered by ESM; on the contrary, the County will receive rent payments. While some of the offerings at the Field House will be similar to County Parks and Recreation programs, much of the program will be new to the County.

Shortest Path to a Prince William Field House

The PPEA process, combined with a private design and construction process, should take approximately 29 months. By way of comparison, the Rouse Center took nearly four years for Stafford County to design and construct. Stafford first proposed of the project in mid-2012, secured funding later that year, designed it in 20 months, and constructed it over 21 months. The Rouse Center finally opened in May of 2016 by which time ESM had been selected to operate the facility.

Recreational Opportunities for Adult and Youth Residents

The Field House will become a wellness, recreation, and social hub for the community. There are customers in our Fredericksburg and Pennsylvania facilities who have been coming since those facilities' opening, 13 and 19 years ago respectively.

Health and Fitness Benefits for Local Residents

Weekly participation in team sport activities is consistent with recommended fitness and health initiatives promoted by local, state and national wellness organizations. By its third year of operation, the Field House will host approximately 80,000 individual hours of team sport activities. That's a little more than 1,500 people working out for an hour every week. Additionally, with approximately 6,000 sf of fitness area in the Field House with a projected membership of 3,000, weekly workouts will be in excess of 2,500.

Revenue to the County

The County will see approximately seven different revenue streams from the project including:

- Rental payments made by ESM to the County based on a split of net profits
- Business License fees based on gross receipts
- Hotel taxes from visitors attending tournaments and events
- Meal taxes generated in the Field House and from visitors dining elsewhere in Prince William
- Real estate taxes (depending on financing structure) directly from the Field House and from increased home values near the facility
- Business Property taxes

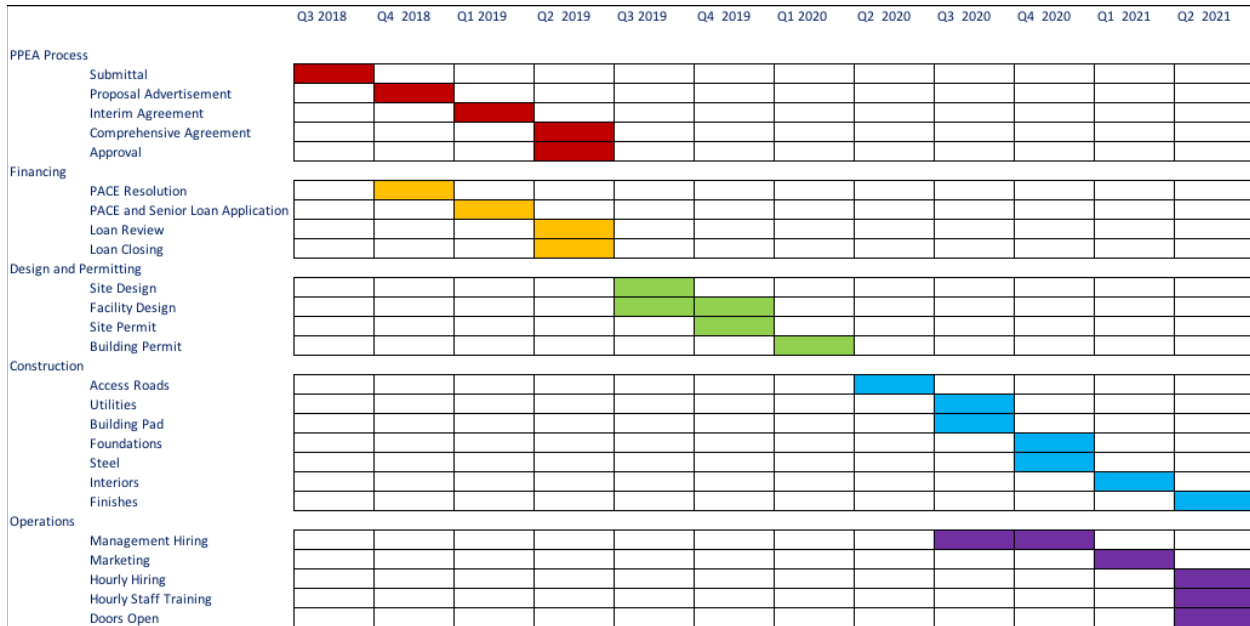
ESM estimates that the Field House will generate approximately \$400,000 in annual food and beverage revenue by the third year, all subject to the County's meals tax.

Economic Impacts

The Field House will have approximately 8 full-time and 75 part-time employees, most of whom are expected to be Prince William residents. Most vendors serving the Field House will be local. Visitors to the Field House from out of town will likely stay in Prince William and dine locally, generating hotel and meal tax revenue for the County.

- f) Identify the proposed schedule for the work on the project, including sufficient time for the County's review, any State department or agency review, and the estimated time for completion.*

The overall timeline for the project is approximately 2 ¾ years. With a PPEA submittal in Q3 2018, the facility would open second quarter of 2021. The five main areas of work are the PPEA process, financing, design and permitting, construction, and operations development. We have assumed generous time periods for each of these areas and that financing, design, and construction run serially. This schedule could be made more aggressive if individual durations of the five main areas were to be shortened or if they overlapped to a greater degree.



g) Propose allocation of risk and liability, and assurances for timely completion of the project.

The risks of delays in design and/or construction are borne by ESM and Wack GC as they carry all design, development and construction risks of the project pre-opening and as part of the anticipated terms of the eventual comprehensive agreement and a guaranteed maximum price. Wack GC will have a performance and completion bond in place.

If the County elects to fund the project budget for the facility with taxable bonds or cash, ESM and the County will share the benefits of fluctuations in net profits, but ESM will exclusively bear the risk of negative cash flow. The County will be able to alleviate some of the risk for delays through timely management of the PPEA process and the site and building permit review process. If the County elects to use tax exempt bonds to fund the project, ESM will be a fee manager and any risk of operating loss will be borne by the County.

h) Clearly state all assumptions related to ownership, legal liability, and operation of the project and the existence of any restrictions on the County’s use of the project.

The County or its EDA will own the Field House will have the same legal liability and law enforcement rights and responsibilities for the new Field House as it does for any public facility. ESM will manage operations of the Field House pursuant to the Lease or Management Agreement. County use of the Field House will be covered under the Lease or the Management Agreement. The Lease or Management Agreement will include performance standards for the operation of the Field House. ESM as tenant or manager will provide all the normal protections for a landlord or owner standard in commercial real estate leases and municipal management agreements.

i) Provide information about phased or partial openings of the proposed.

There are no anticipated partial or phased openings for the project.

- j) List other assumptions relied on or any contingencies that must occur for the project to be successful.***

See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act.

- k) List any contingency(ies) that must occur for the project to be successful.***

The project has a number of contingencies that must be met to be successful:

- The appropriate site must be secured through County or ESM purchase.
- Depending on the financing scenario, either ESM or the County must secure/appropriate the necessary project funds.
- The County must pass a PACE ordinance.
- ESM must source its share of the project budget in every financing scenario.
- ESM will have to execute its business plan.

3. Project Financing

- a) Provide a preliminary estimate and estimating methodology of the cost of the work by phase, segment, or both.***

See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act.

- b) Submit a plan for the development, financing, and operation of the project showing the anticipated schedule on which funds will be required. Describe the anticipated costs of and proposed sources and uses for such funds, including any anticipated debt service costs. The operational plan should include appropriate staffing levels and associated costs based upon the County's operational standards.***

See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act.

- c) Include a list and discussion of assumptions underlying all major financial elements of the plan. Assumptions should include all fees associated with financing given the recommended financing approach.***

See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act.

- d) Identify the proposed risk factors and methods for dealing with these factors. Describe methods and remedies associated with any financial default.***

The construction risk on this project is borne by ESM and Wack GC through the Comprehensive Agreement. The construction risk will be mitigated by several factors:

- The soils should not pose a risk to the budget or the schedule based on preliminary research.

- The building frame is a pre-engineered metal building.
- The building as a whole is not a complicated design and does not have a high level of finishes.
- The construction schedule is planned to avoid exposure to lengthy weather delays by securing the site prior to the wetter time of year.
- ESM has substantial experience in the development and construction of similar facilities.
- ESM has chosen a general contractor with extensive metal building experience.
- ESM will require a performance and payment bond from Wack GC.

ESM is responsible for obtaining a portion of financing to equip the facility and startup operations. Several different interest rates are assumed: one for PACE improvements budget and the rest for the tenant’s fit-up and operating budget. See Volume Two for details on the rates. Financing risk exists because of potential increases in interest rates between the date of this proposal and the anticipated date of closing financing. The schedules we have included are based upon current market conditions. Interest rates fluctuate daily and cannot be mitigated until documentation is complete and all entities are prepared to finalize their respective agreements. Currently the interest rate environment remains extremely attractive for borrowers. The rates assumed for this financing are included in the Assumptions section of Volume Two.

To the extent that the County or the EDA incurs any indebtedness to fund its purchase of the facility at the end of construction, the County or EDA would have risk exposure for repayment of that indebtedness. Although the Lease Agreement between the County or EDA and ESM PWFH, LLC will provide a split of net cash flow from the facility’s operation, there is no assurance that the County’s (or EDA’s) share of that cash flow will be sufficient to pay debt service on any indebtedness incurred to purchase the project.

In addition to the foregoing risks, ESM recognizes that general and local economic conditions may also affect the ability of ESM to finance, construct or operate the facility. Risks may include currently unforeseen conditions such as regional, national or global recession, the effect of wars or terrorist attacks, effects from any changes in laws or regulations, future trends in cultural and sporting activities, changes in public tastes and attitudes, or changes in demographic trends. In addition, the facility may face future competition from sports facilities and other venues within its geographic region.

- e) Identify any local, state, or federal resources, including, but not limited to, financial resources that the proposer contemplates requesting for the project along with an anticipated schedule of resource requirements. Describe the total commitment, if any, expected from governmental sources and the timing of any anticipated commitment, both one-time and ongoing.*

Support required for the project will come from Prince William County. None is needed from the state or the federal government but would be welcomed if the County had access to those resources for the development of local health and recreation assets.

The magnitude of the financial commitment for the purchase, rehabilitation, and expansion of the existing facility is detailed in the project budget in Volume 2. The timing of the financial support is detailed in the development schedule shown above. Because of the nature of the Lease Agreement proposed by ESM, ongoing operational and long-term capital maintenance financial support for the facility will be borne by ESM. Under a Management Agreement, operational and capital risk are borne by the County

- f) Identify the need, if any, for the County to provide either its general obligation or moral obligation backing. The underlying assumptions should address this need and/or state that the credit would be via a “service agreement”, for example. Any debt issuance should be expected to receive an*

investment grade rating from a nationally recognized statistical rating agency. If the natural rating is not investment grade, the County may require the use of credit enhancements.

The County will be the best judge as to nature and grade of any debt it takes on in order to fund the project. The County will not be obligated beyond the initial funds necessary to purchase, rehabilitate, and expand the facility if ESM is under a Lease Agreement. Under a Management Agreement, the County would be responsible for operating losses and capital maintenance expenses.

- g) Outline what impact, if any, a drop-in interest rates would have on the ultimate annual project cost. Indicate if there is a method to refinance for cost savings or does the firm only receive benefit of this potential.***

Commercial interest rates affect the project because of the tenant's debt service which is an obligation of the Tenant. Most of the notes issued to tenant by various lenders have terms of 5 to 20 years. Drops in interest rates during the first five years of the facility would not affect the Tenant or the Tenants operating business. When it becomes time for the Tenant to refinance any outstanding debt after five years, lower interest rates would benefit ESM as Tenant and the County because of the positive effect such a drop would have on cash flow and the County's share of net profits.

- h) Provide a breakout of the fees to any underwriting firm(s) and the type of obligation the firm(s) are using with a finance component. Be specific as to tax-exempt, taxable, floating rate, fixed rate, etc.***

The financing to be acquired by the proposers will not require underwriting beyond that normally employed in commercial construction loans or typical business loans for which there is no fee (other than a customary commitment fee that is not a material cost in the overall financing).

The funds necessary for the tenant's portion of the overall budget will be sourced as they were in ESM's project in Stafford: a mix of equity, private debt, commercial debt, and vendor financing. The rates and terms on these different sources vary considerably. Details of what we have done previously and our assumptions for this proposal are found in the Financing Section of Volume 2.

4. Project Benefit and Compatibility

- a) Identify who will benefit from the project, how they will benefit, and how the project will benefit the County and the overall community. Describe any anticipated significant benefits to the community and the County, including anticipated benefits to the economic, social, environmental, transportation, etc., condition of the County and whether the project is critical to attracting or maintaining competitive industries and businesses to the County.***

Residents of Prince William and the region should be able to derive benefits from the acceleration of the project contemplated in our proposal through safer, more convenient, and greatly improved recreational facilities represented by the Field House. The PPEA process itself typically shortens the delivery time for such projects over traditional public capital project procurement procedures for projects of similar size and complexity. This reduced delivery schedule decreases the overall project costs that in turn results in taxpayer savings over the length of the project.

The Proposal Team intends to maximize the participation of local contractors and service providers, including small, woman-owned and minority businesses.

The County will realize significant growth in Transient Occupancy Tax revenues. County dollars currently being spent outside the County for sports activities, including indoor track utilization, will now remain in the County.

b) Identify any anticipated public support or opposition, as well as any anticipated government support or opposition (including that in any affected jurisdiction), for the project.

We anticipate strong public support for several reasons. With no facility like the proposed building in the County, the public will enjoy new recreational opportunities without leaving their community. The residents of Prince William have expressed an interest in additional fields and the professional operation of the existing aquatics facility. The PPEA process will be supported because of the probability that residents will enjoy the new facility sooner than they would otherwise.

Those who do not think the government should spend money on recreational assets for its citizens may oppose the project.

c) Explain the strategy and plan, including the anticipated timelines that will be carried out to involve and inform the general public, business community, local governments, and governmental agencies in areas affected by the project.

The proposal team has already started the process of involving the general public by communicating with various groups and individuals from the community. In the weeks immediately following the submission of this proposal, we will be reaching out again to community leaders to brief them on the details of our submittal. We will continue to meet community groups throughout the PPEA process, soliciting feedback on every aspect of our proposal. As the process moves forward, we will begin establishing partnerships with local businesses to support the growth in programs benefitting the residents of Prince William.

d) Describe the compatibility with the County's and/or affected jurisdiction's comprehensive plan (including applicable environmental, land use, and facility standards ordinances), infrastructure development plans, transportation plans, the capital improvement plan, and capital budget or other government spending plans.

The project is compatible with the County's comprehensive plan and will be designed, constructed, and operated consistent with all environmental, land use, building code, and design standard ordinances and regulations. There will be no major impacts to the County's infrastructure and transportation plans. The County will be the best judge of the project's impact on capital improvement and capital budget plans.