



PPEA Proposal: Detailed Stage

Construct & Operate an Indoor Recreation Facility

Western Branch Borough of the City of Chesapeake, Virginia

Volume 1



EXECUTIVE SUMMARY.....1
DESCRIPTION OF PROJECT:.....1
CAPABILITIES OF THE PROPOSAL TEAM.....1
FINANCING PLAN.....2
KEY BENEFITS TO THE CITY OF CHESAPEAKE2

SITE SCHEMATIC4

UTILITIES AND SITE DISCUSSION5
EXISTING SITE CONDITIONS5
SITE UTILITIES5
ENVIRONMENTAL.....5
SOILS 5
FLOODPLAIN5
SITE LAYOUT6
DUST AND EROSION CONTROL.....6
STORMWATER MANAGEMENT.....6

EASEMENTS AND OTHER RIGHTS6

EXPERIENCE AND ABILITIES.....7
EASTERN SPORTS MANAGEMENT7
CLARK NEXSEN10
VHB12
LEGAL FIRM-HIRSCHLER FLEISCHER.....16
BUILDER-WACK GENERAL CONTRACTOR18

LIFE CYCLE COST21

ASSUMPTIONS21

SUPPORT21

COMPREHENSIVE PLAN22

CITY’S DEVELOPMENT PLANS.....22

OFFICERS AND DIRECTORS23
ESM23
CLARK NEXSEN23
VHB23
HIRSCHLER FLEISCHER24
WACK GENERAL CONTRACTOR24

Chesapeake Field House

Executive Summary

Description of Project:

Eastern Sports Management (ESM) proposes to construct and operate an indoor recreation facility located in the Jolliff Landing Development in the Western Branch Borough. The facility will be located on an approximately 7.23-acre site proffered by the Jolliff Landing Developers, ("JLD") to the City.

- We propose a 119,840-square foot facility with a mix of artificial turf and hard courts and a large fitness and training area.
- The scope of work for the project includes:
 - Financing
 - 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, and the proffered site from JLD. Alternatively, the project can be directly funded during design and construction by the City, exclusive of the cost of the proffered site and ESM's budget responsibilities.
- ESM will deliver the facility within 20 months from the date of ESM's acquisition or the City control of the property from JLD, saving about 15 months from a traditional project schedule.
- At occupancy, the City or its Economic Development Authority (EDA) would purchase the facility for \$11,313,000, which represents a savings of 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 Chesapeake, LLC, will lease the facility back from the City or the EDA and operate the facility, paying rent to the City or EDA based on a split of net cash flow generated by the business.
- The City will therefore save on time of development and construction, total project costs, and operating costs. The City will receive a share of net cash flow generated by the facility as opposed to subsidizing the cost of a City-operated recreational facility.

Capabilities of the Proposal Team

The team of ESM, Clark Nexsen ("CN"), VHB, Wack General Contractor ("Wack GC"), and Hirschler Fleischer ("HF") has the unique skills and experience to design, construct and manage the new facility for the enjoyment of Chesapeake residents and the financial benefit of the City.

- 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 fitness, team sports, youth programming, and event and tournament management.

- ESM has participated in the development and construction of seven recreation facilities, including 585,000 square feet of indoor space and 11 outdoor courts and fields.
- Wack GC built the Fredericksburg Field House, the Virginia Beach Field House, and is the largest local general contractor.
- Clark Nexsen has a strong record of recreational facility design and public process management.
- VHB has a long history of sports and recreation site design and has a long working history with Chesapeake.
- Hirschler Fleischer will serve on the Proposal Team as ESM's legal advisor for the project. HF stands ready to work closely with the City and its counsel.

Financing Plan

ESM proposes two possible financing scenarios. In both cases the total project budget is about \$15,300,000. Of the \$15.3MM about \$11,300,000 would come from the City and \$4,000,000 would come from ESM.

Scenario #1 ESM Sale and Lease Back

- ESM Chesapeake, LLC will obtain a construction loan from commercial or private third-party sources sufficient to purchase, design, develop, and construct the facility.
- The construction loan would be secured by a forward purchase agreement from the City or the EDA to purchase the completed facility for approximately \$11,300,000 and enter into a 20-year lease back to ESM Chesapeake, LLC for the operation of the facility.
- After opening, ESM Chesapeake, LLC would curtail the construction loan with the net proceeds from the City's or EDA's purchase of the facility, which would be leased back to ESM.
- The purchase of the facility by the City or the EDA would be funded by the County or EDA.
- Under the terms of the lease agreement, ESM Chesapeake, LLC as tenant would be responsible for all operating and capital expenses of the facility. ESM Chesapeake, LLC would pay a defined share of the net cash flow generated by the facility as rent paid to the City or EDA.

Scenario #2 County Directly Funds Renovation and Construction

- The City will enter into a Comprehensive Agreement with ESM under the PPEA guidelines to renovate and construct the facility and fields under a guaranteed maximum price contract.
- ESM will source its \$4,000,000 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 City of Chesapeake

- Proven Demand. The demand for an indoor sports facility by residents of Chesapeake has been long-standing, consistent, and strong. The City has indicated a desire for a facility to be constructed based on the recent issuance of an RFI&Q seeking proposals to do the same. This proposal and this team can bring the desired facility to Chesapeake 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 City.
- Involves Citizens. The Proposal Team understands the necessity and benefits of involving, informing, and developing strong working relationships with the citizens of the City of Chesapeake 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 City's commitment to establishing the Chesapeake Field House will promote the health and wellbeing of its citizens. The Chesapeake Field House will be open to all who find its recreational offerings attractive.
- Project Cost Savings. Using the PPEA procurement method in conjunction with the JDL proffer should result in a net project cost savings of approximately **\$11,000,000 or 50%**.
- Quality Control. Under the Lease Agreement, the facility will be maintained and managed to a high-performance standard agreed upon by ESM and the City.
- Operational Savings. The City 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, admissions, meals, and hotels taxes.

Utilities and Site Discussion

2. *A list of public utility facilities, if any, that will be crossed by the qualifying project and a statement of the plans of the proposer to accommodate such crossings.*

The planned development will not cross any public utilities but will tap into existing infrastructure in the adjacent roadways and utility easements. Below is a discussion of the site utilities and other aspects of the site.

Existing Site Conditions

The building site is located within Jolliff Landing Development off Portsmouth Blvd. in Chesapeake, Virginia. The building will be located on the property that was proffered to the City by Jolliff Landing Developers. The project site is currently undeveloped land with trees, lawn and wetlands surrounded by roads. The existing site is relatively flat with slopes in the range of 1-5%. Although excavation and filling of the site may be necessary for the proposed project, impacts to existing topography are expected to be minimal.

Site Utilities

- Water: The proposed water service will connect to the existing 12-inch ductile iron water main located in Jolliff Landing Parkway.
- Gravity Sanitary Sewer: The proposed sanitary sewer service will connect to an existing 8-inch PVC gravity sanitary sewer main in Jolliff Landing Parkway.
- Franchise Utilities: It is anticipated that franchise utilities will be extended to the parcel by Jolliff Landing Developers per the PPEA Proposal to Construct and Operate an Indoor Recreation Facility dated 2/28/2017.
- Impacts to existing utilities are not anticipated with this project.

Environmental

Wetlands have been identified on the proposed building site per the approved Construction Plans for Jolliff Landing Commercial Center Subdivision dated October 8, 2008. Disturbance of wetlands were to be permitted by the Army Corp of Engineers according to the Design Narrative for Jolliff Landing Commercial Center dated February 27, 2009. The proposed project is not expected to have a negative impact on environmentally or historically sensitive areas.

Soils

According to the United States Department of Agriculture (USDA) Natural Resource Conservation Service (NRCS), the site is generally comprised Deloss-Tomotley-Nimmo complex and Dragston fine sandy loam, which is categorized as Hydrologic Soil Group 'B/D' and 'A/D' respectively. The first letter of the Hydrologic Soil Group is for drained areas and the second is for undrained area. Hydrologic Soil Group 'A' classification indicates soils that have high infiltration rate (low runoff potential) when saturated, Hydrologic Soil Group 'B' classification indicates soils that have a moderate infiltration rate when saturated, and Hydrologic Soil Group 'D' classification indicates soils that have a very slow infiltration rate (high runoff potential) when thoroughly wet. To be conservative, Hydrologic Soil Group 'D' will be used in the stormwater analysis.

Floodplain

The project is located outside the regulated floodplain, or Flood Hazard Areas, as shown on the National Flood Insurance Program Flood Insurance Rate Map for the City of Chesapeake, Virginia Community Panel Number

5100340004D, effective date December 16, 2014. The site is currently classified as "Zone X". Flood zone X is defined to be areas outside of the 500-year floodplain, and therefore, not subject to flooding.

Site Layout

The site will be comprised of a one-story 119,840 gsf building with indoor recreational fields, parking lot, walkways, lawn, and additional supporting hardscape and landscape areas. Accessible pathways will be provided to the building entrances as required by ADA Accessibility Guidelines (ADAAG) (2010). General parking needs for this for the building will be per the City of Chesapeake Zoning Ordinance. The site is classified as Parking Group 11 (7999 Indoor Recreation Facilities) per §7-602 and will require one parking space/ 300 gsf (§14-411.B), therefore requiring 400 parking spaces. Emergency and maintenance vehicular accessibility will be provided for the building.

Dust and Erosion Control

Dust and erosion control will be considered an integral part of the design. All structural and vegetative erosion and sediment control practices will be constructed and maintained according to minimum standards and specifications of the Virginia Erosion and Sediment Control Handbook, 1992. The following erosion and sedimentation controls will be employed during the earthwork and construction phases of the project, but are not limited to: silt fence, inlet protection and seeding measures. The site will be surrounded by construction safety fence to prevent the conflict of public and construction traffic. The site its disturbing more than one acre and will require a Virginia Stormwater Management (VSMP) Construction General Permit (CGP).

Stormwater Management

The proposed development will significantly increase the impervious footprint of the site and therefore increase the runoff and pollutant loading. Much of the site drains via overland flow to series of retention ponds that out fall to Jolliff Road and eventually outfalls to Bailey Creek, a tributary to the Western Branch Elizabeth River. The proposed drainage patterns will emulate the existing to the maximum extent possible.

Stormwater will be reviewed for both water quantity (9VAC25-870-66) and water quality (9VAC25-870-63). Water quantity will be met by using the existing retention pond north of the site. The retention pond is anticipated to provide adequate capacity for the prosed development. Water quality will be addressed via the Virginia Runoff Reduction Method for new development sites. Due to the increase in the impervious footprint of the site approximately 12 lbs of phosphorus per year will be required to be removed. Due to site constraints, such as elevations change and available space it is not feasible to meet the required phosphorus load removal with on-site BMPs. Offsite nutrient credits will be purchased to meet any remaining phosphorus load removal required for the site (9VAC25-870-69).

Easements and Other Rights

3. A statement and strategy setting out the plans for securing all necessary property and/or easements or other rights implicated or to be affected or created. The statement must include the names and addresses, if known, of the current owners and the parcel or tax map identification numbers and current zoning and use of the subject properties.

The property where the facility is to be constructed is owned by KHJCL LLC. The facility placement will occupy portions of two vacant parcels (GPINS 0151007000070 and 0150000002220) located at the intersection of Jolliff Landing Parkway and Bleeker Street. The property is part of the Jolliff Landing at Western Branch development was zoned Planned Unit Development (PUD) in January 2017 (PLN-PUDC-2016-006). The rezoning plan of development designated portions of the PUD for commercial development. The facility will be located within the commercial area. KHJCL LLC will cooperate with the applicant to deliver a parcel as agreed per the proffered conditions of the rezoning.

Property Owner Information:

KHJCL LLC, 1128 Independence Boulevard, Suite 2, Virginia Beach, Virginia 23455, Attention: Pete A. Kotarides, Manager

Experience and Abilities

4. A detailed listing of all firms, along with their relevant experience and abilities, that will provide specific design, construction and completion guarantees and warranties, and a brief description of such guarantees and warranties along with a record of any prior defaults in performance.

The design professionals on the team carry Professional Liability insurance. The general contractor offers a standard one-year warranty. There will also be a completion and performance bond. The long and successful work histories of all team members demonstrate their ability to bring projects in on time and at budget. Below are profiles and relevant experience of the team members.

Eastern Sports Management

ESM Team

ESM President



John M. Wack leads ESM, overseeing business operations and 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 is a graduate of Liberty University, one of the nation's first accredited sport management programs. 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.

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.

ESM Maintenance Director/Fredericksburg Field House General Manager



Gary Blakesley leads the Fredericksburg Field House, bringing to ESM a strong sense of team leadership and operational management. He is an accomplished business professional with more than 35 years of experience in the military and public sector. Gary has over 25 years of experience running aircraft and production line maintenance. His approach of "safety first" is the premise for all of ESM maintenance. His extensive background as an aircraft mechanic and manager, lead to his selection as the ESM Director of Maintenance and ensures our facilities are running at peak proficiency. He came to ESM from the defense industry as a senior project manager for several multi-million-dollar programs. Gary has held executive level positions making significant

contributions to bottom line and processes for the organizations of which he has been a member.

Gary received a bachelor's degree in Business Management from the University of La Verne and a Masters Certificate in Project Management from The George Washington University. He has also attended numerous DoD and civil technical, quality and leadership schools and maintains an active security clearance.

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 will be launching 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.

Clark Nexsen

CN Team

Project Manager Brian Wilson, PE, LEED AP

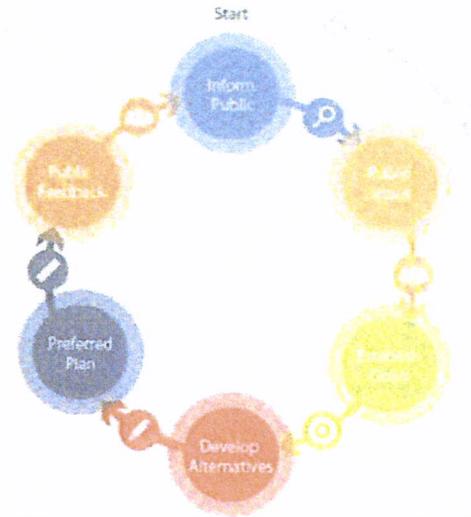
Brian's project management experience has been developed through years of leading civil engineering projects and teams in the federal, municipal and commercial markets. Brian started his career working in the utility and land development industries and has since managed multi-discipline building design teams in a variety of projects, ranging from roadway projects to lodging facilities. Brian's big-picture vision, attention to detail and commitment to quality will be instrumental in keeping the project approach and goals in focus. Brian's latest sports and recreation-themed project is currently under construction, Camp Grommet recreation facility located in Virginia Beach. He holds a high level of pride managing a project with many diverse recreational and therapeutic activities for our disabled children, adults and injured military personnel.

Land Planner Walt Cole, PLA, ASLA, LEED AP

Walt is the Director of Planning for CN and has 30 years of experience in landscape design and planning. His experience in design and project management ranges from large-scale community master plans to site-specific landscape design. Walt has successfully managed a broad range of projects including community revitalization, urban design, parks and recreation, and corporate facilities.

Clark Nexsen Managing Public Participation

Public participation is also one of CN's specialties. CN is experienced in presenting ideas to the public and fostering conversations as well as facilitating public engagement, providing feedback to citizens, and smartly incorporating citizen input. CN recently facilitated public forums for the Lesner Bridge Replacement that was a very high profile project for the City of Virginia Beach. The bridge is a critical daily path of travel for thousands of residents and tourists as well as spanning the heavily used Lynnhaven Inlet. The bridge was designed to accommodate a new Coast Guard Station on one side and a new senior living facility on the other, all while maintaining at least one lane of traffic on the existing bridge. This project required multiple public meetings that included federal and state stakeholders. CN also facilitated public input on the proposed 18,500 seat Virginia Beach Arena. Multiple presentations and public engagement meetings were facilitated by CN to ensure all voices were heard, recorded and addressed.



Experienced Team

Our team has proven competence and unique qualifications. CN and ESM create a team of award winning planners, designers, and specialty athletic market analysts and facility operators. CN has been planning and designing award winning facilities for 96 years. They are the only firm headquartered in Virginia named to the prestigious Architect Magazine's Top 50. They have been honored with more than 50 AIA Design Awards in the past decade alone. They have attained such notoriety because they find opportunities for great design in every project, regardless of size or facility type. Great design does not have to cost a great deal of money, but it does require a high level of talent and a high level of caring about the project. CN brings both of those qualities to the project. Their unique background in military and critical mission facilities for state or municipal clients also provides an experienced team that designs structures to withstand weather emergencies as well as unique terrorists' threats or other manmade threats.



VHB

Civil Engineer – Vanasse Hangen Brustlin, Inc. (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—1,350 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. VHB's key personnel have been working for and in the City of Chesapeake for their entire careers. VHB has collaborated with the City for more than fifteen years, providing services for several on-calls and task orders including the Department of Public Works Annual Services Contract and the engineering design of the Route 17/Great Dismal Swamp Trail. 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.

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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. has served as Project Manager for several Tidewater Community College projects in Chesapeake, including a Campus Master Plan, a new Student Center, and the Stormwater Master Plan and TMDL Action Plan. J.D. served as Project Manager for the Higgerson Buchanan project in Chesapeake where he provided master planning and development of multiple projects around the operations center, construction yard, weigh station and landfill.

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 for multiple term contracts for the City of Chesapeake Department of Public Works and the Chesapeake Redevelopment and Housing Authority Annual Service Contracts. Additionally, he served as Project

Principal for the George Washington Highway bridge replacement project crossing over Deep Creek and several Tidewater Community College projects in Chesapeake.

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** will ultimately provide outdoor sand volleyball, and six rectangular fields in future development phases. 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.



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:



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

VHB has provided a diverse array of engineering and design services to clients throughout the City of Chesapeake. A sample list of clients includes:

- City of Chesapeake Department of Public Works

- City of Chesapeake Department of Economic Development
- Chesapeake Redevelopment and Housing Authority
- Children's Hospital of the Kings Daughter
- Sentara Healthcare
- Tidewater Community College
- Virginia Department of Transportation
- Wal-Mart Stores, Inc.

VHB supported WSP USA, Inc. as a sub-consultant for all three phases of the **Dominion Boulevard Improvements project**, including preliminary engineering, design and construction. The project widened Dominion Boulevard from two lanes to a four-lane, divided, limited access freeway from south of Cedar Road to the Oak Grove Interchange. The project also replaced a bascule bridge over the Southern Branch of the Elizabeth River with a high-rise fixed bridge and added at-grade separated interchanges at Cedar Road and relocated Bainbridge Road and Great Bridge Boulevard. VHB provided survey services, preliminary engineering for the roadway interchanges, assisted in the preparation of the Environmental Assessment in accordance with NEPA, and completed all wetland permitting and mitigation tasks. VHB delineated jurisdictional wetland areas and confirmed locations with the USACE. This process required particular attention to roadside ditches and determination of the limits of tidal influence. In order to reduce impacts to residences and businesses at intersections, VHB developed conceptual-level designs for single point urban interchanges (SPUIs) at both Cedar Road and Great Bridge Boulevard. VHB's inter-agency coordination efforts between VDOT and FHWA during the preliminary engineering phase were key to keeping the project on schedule.



The City of Chesapeake selected VHB to provide **Poindexter Streetscape Improvement** services within the historic South Norfolk community. The project involved a corridor that is also a state highway, which has an interchange to I-464 at the western end with considerable truck traffic. VDOT Enhancement Funds partially funded the project, which VHB designed in four phases to provide traffic calming, improve utility infrastructure, and provide streetscape aesthetics. VHB conducted a series of public meetings to include the community's residents and stakeholders in the design process. The streetscape improvements included overhead utility relocation, new pedestrian light poles, new curbs and gutters, concrete and brick paver walks, milling and overlay of the roadway pavement in consistent 12-foot travel lanes, new waterlines, storm system and outfall drainage improvements, upgrade to sanitary system, enhanced pedestrian crosswalks, intersection medians, and curb bump-outs to define parking areas.



VHB has provided civil engineering design services for multiple projects at the Chesapeake campus of **Tidewater Community College (TCC)**, including:

- New Student Center: The project included a 60,000 SF new student center along with major utility upgrades, stormwater management, parking and roadway infrastructure, and traffic circulation improvements.
- New Academic Building: Site/Civil design and construction of a 60,000-SF academic building designed to achieve a LEED Silver Rating. Scope of work included major utility upgrades, stormwater management, parking and roadway infrastructure, and traffic circulation improvements.



- Infrastructure GIS: TCC asked VHB to evaluate existing information and develop a GIS that could be used by TCC staff to locate and evaluate their current and future infrastructure. VHB gathered all the existing as-built data and migrated that information into a GIS. VHB converted as-built data into a GIS and was able to transfer important attribute information for the features (e.g., rim and invert elevations).
- Stormwater Master Plan and TMDL Action Plan: TCC selected VHB to provide master planning stormwater management for their entire Tidewater Community College system in conformance with the development plans. The master plan included the use of low-impact design (LID) practices such as stormwater storage for re-use in irrigation systems, regional retention ponds, retrofit of existing retention basins and the use of permeable paving systems to replace impervious parking and sidewalks. The master plan also included continuous monitoring of campus development to ensure compliance with the water quality and quantity drainage models that were developed. The Stormwater Master Plan was based on the new Runoff Reduction Method and is part of the Total Maximum Daily Load (TMDL) Action Plan approved by the Department of Environmental Quality (DEQ) per the MS4 Program requirements.

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 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 City 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.

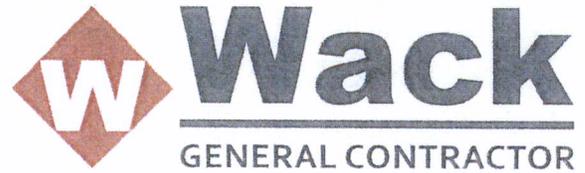


John represented the owners in the acquisition, development, construction and leasing of FFH and VBFH, as well as ESM in the leasing and operational matters for the Rouse Center and USTC. John has extensive experience working with local governments in the acquisition, construction or expansion of recreational 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.

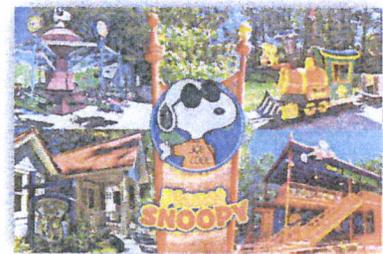
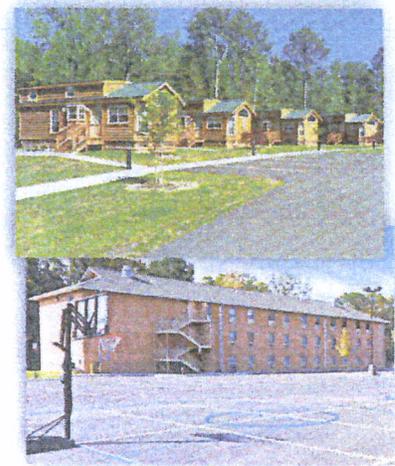


Wack has completed hundreds of projects for Kings Dominion, in Doswell, VA over a 15-year span and continues work each year. Projects include:

- 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



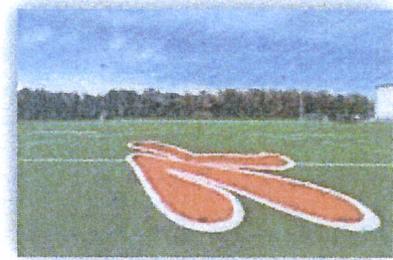
Wack has extensive experience in Pre-Engineered Metal buildings, as will be used for the VB SFH Center, and is a direct dealer for Nucor and Butler Pre-Engineered Metal Buildings. Experience Includes:

- 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.

Life Cycle Cost

5. A total life-cycle cost including maintenance, specifying methodology and assumptions of the project or projects including major building systems, and the proposed project start date. Include anticipated commitment of all parties, equity, debt, and other financing mechanisms. A schedule of project revenues and project costs. The life-cycle cost analysis should include, but not be limited to, a detailed analysis of the projected return, rate of return, or both, expected useful life of facility and estimated annual operating expenses.

For the Life Cycle Cost Analysis, please see Appendix #1 to Volume 2. For a schedule of project revenues and project cost, See Volume Two, which is incorporated by this reference and contains confidential information protected from disclosure under the Virginia Freedom of Information Act.

Assumptions

6. A detailed discussion of assumptions about user fees or rates, lease payments and other service payments and the methodology and circumstances for changes and usage of the projects over the useful life of the projects.

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

Support

7. Identification of any known government support or opposition, or general public support or opposition for the project. Government or public support should be demonstrated through resolution of official bodies, minutes of meetings, letters, or other official communications.

We anticipate strong public support for several reasons. With no facility like the proposed building in the City, the public will enjoy new recreational opportunities without leaving their community. The residents of Chesapeake and of the Western Branch Borough in particular have already rallied in support of a new field house, filling community meetings and starting Facebook pages in support of the idea. 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.

Comprehensive Plan

8. Demonstration of consistency with appropriate City comprehensive plans (including related environmental, land use and facility standards ordinances where applicable) or infrastructure development plans or indication of the steps required for acceptance into such plans.

The approval by Chesapeake City Council in January 17, 2017 of PLN-PUD-2016-006, "Jolliff Landing at Western Branch PUD," effectively modified the Chesapeake Comprehensive Plan to make it consistent with the new PUD. The Development Criteria, the PUD Creation Application and other materials submitted and considered with the PUD clearly contemplated a potential major indoor recreational facility at this site. The following is a direct quote (bold emphasis added) from the minutes of the November 9, 2016 meeting of the Chesapeake Planning Commission, where the Commission voted to send the PUD on to City Council with a recommendation of APPROVAL, on an 8-0 vote: Commissioner Van Laethem moved to approve PLN-PUDC-2016-006 with the development criteria dated October 18, 2016 and which includes approval of the deviation from the required diversity of housing types, for the following reasons:

- the proposed PUD passes the Level of Service analysis for adequate roads, schools, and sewers;
- the development is consistent with the surrounding uses;
- the development is consistent with the objectives of the PUD ordinance as it provides a mix of residential, commercial and recreational uses.

Commissioner McCormick seconded the motion. Commissioner Van Laethem stated that he had a desire to adhere to the Comprehensive Plan and Master Transportation Plan, but in this case, reality has an impact. He said residential development is needed to support business and large new businesses will not come to the area without residential development to support them. There are viable reasons to deviate from the Plans such as they may be outdated. He agreed with the live, work, shop and play concept of this mixed-use development. He thought that this is a prime location for such a development given its easy access to I-664.

City's Development Plans

9. Explanation of how the proposed project would impact the City's development plans and the development plans of each affected local jurisdiction.

The proposed project has only positive impacts on the development plans of the City of Chesapeake:

- It will be a significant economic development in its own right.
- It will draw participants from a broad area of the Hampton Roads region and, in the case of tournaments and similar events, from beyond the region. Many of these will spend money in Chesapeake for meals, lodging and other purposes.

- It will contribute to making this area of Chesapeake more attractive to younger, more active residents, helping to reverse a steady increase in the age demographic.
- Overall, it will provide high-quality recreation opportunities which will enhance the quality of life of Chesapeake residents.

Regarding other affected local jurisdictions, adjacent Suffolk and Portsmouth will see some of the same benefits as Chesapeake. The tri-city area formed by the Western Branch Borough of Chesapeake, the Harborview area of Suffolk and the Churchland area of Portsmouth is in many respects a separate mini-region. Short drives from Portsmouth and Suffolk to the facility will make it attractive and enhancing to the lives of those residents as well.

Officers and Directors

10. Identification of the executive management and the officers and directors of the firm or firms submitting the proposal. In addition, identification of any known conflicts of interest or other disabilities that may impact the City's consideration of the proposal, including the identification of 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 Interest Act, Chapter 31 (§ 2.2-3100 et seq.), Title 2.2, of the 1950 Code of Virginia, as amended.

No member of our team 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 Interest Act.

Below are the officers and directors for the members of our proposal team.

ESM

John Wack, President, Andy Ballard, Vice President of Operations, Courtney Davis, Vice President of Finance and Human Resources, and Leigh Davenport, Vice President of Youth Programming.

Clark Nexsen

CN Board of Directors - Clymer Cease, Thomas Winborne, Chris Stone, Terri Hall, Greg Hall, Chris Brasier, Bill Keen, Peter Aranyi, Sam Estep, Bob Burkholder, Clint Hardie, Garry Kiskinis, Chad Roberson, Danny Taylor

CN Officers – Clymer Cease, Chairman of the Board; Thomas Winborne, Chairman Emeritus; Chris Stone, Chief Executive Officer; Terri Hall, President; Greg Hall, Chief Financial Officer, Chris Brasier, Chief Culture and Practice Officer; Bill Keen, Chief Innovation Officer

VHB

VHB Board of Directors: Robert S. Brustlin, Chairman, Michael J. Carragher, Michael S. McArdle, John M. Stronach, Matthew J. Kennedy, Gerry Salontai, Michelle Cavucci, Keri L. Kocur, Steven J. Anderson

VHB Elected Corporate Officers: Robert S. Brustlin, Chairman of the Board, Michael J. Carragher, President and CEO, John B. Jackson, Treasurer, Robert M. Dubinsky, Clerk, William J. Roache, Assistant Clerk, Khristopher Gregoire, General Counsel, Maureen Hogan, Chief Compliance Officer.

VHB Board Appointed Officers: Michael J. Carragher, James L. Diorio, Christopher J. Brown

Hirschler Fleischer

HF Board of Directors: S. Brian Farmer, Andrew M. Lohmann, John F. McManus, Courtney M. Paulk, Charles H. Rothenberg, Michael H. Terry, Wayne G. Travell, and James L. Weinberg

HF Officers: Jay M. Weinberg, Chairman Emeritus, James W. Theobald, Chairman, James L. Weinberg, President, Michael H. Terry, Executive Vice President, S. Brian Farmer, Treasurer, Andrew M. Lohmann, Secretary

Wack General Contractor

Wack GC Officers: Catherine M. Wack, President, Thomas J. Wack, Vice President, Christopher Alburger, Vice President Construction, Stephen E. King, Secretary, Catherine M. Wack, Treasurer