

The following is a list of the questions received in response to the UC Legal – Preferred Provider Real Estate Counsel Program Request for Proposals and responses.

1. Are there form real estate agreements for leases where UC is a landlord and a tenant? Are there form real estate agreements for acquisitions and dispositions?

Yes.

2. What expertise is needed for the following: **Governance:** Expertise in identifying, assessing, designing, and implementing appropriate governance and operational structures.

We expect that firms will have some experience and understanding of structuring and documenting project-level governance structures whether through project entities (Corporations and LLCs) and associations or operations and management arrangements.

3. The Special Project Panel Selection section mentions that rates would be held for four years and that any proposed escalation (rate increases) during that timeframe should be included in the proposal. For the Core Real Estate work, is there also a specific timeframe that proposed rates would need to be held?

Rates for the Core Real Estate work will also be held for four years. Any proposed rate escalations should be included in the proposal.

4. Can additional details be provided concerning how we should determine the blended rates? Should the blended rates for each project area also include the rates of the proposed attorney's rates (which are already provided in the Partner Rates and Associate Rates items) or are the blended rates for additional team members that may be called upon as needed?

We encourage firms to propose their best value rate structures. This may include rates for individual partners, associates, and other timekeepers, blended attorney rates for all attorneys (or seniority levels), or any combination of rate structures. Firms may include either rate structure in their proposals or both.

5. The RFP states on page 10, "Please limit submissions to fifteen (15) pages for each of the Real Estate Services Panel and the Special Projects Panel." Please confirm if responses to the general questions, cover page, cover letter, table of contents, resumes, and appendices are included in the page limit.

The fifteen (15) page limit is intended to apply to the responses to the general questions and narrative of the submission. The cover letter, cover page, table of contents, resumes and appendices may be excluded from the page count.

6. If responses to the general questions, cover page, cover letter, table of contents, resumes, and appendices are included in the page limit, and we apply for both panels, please clarify to which panel's page limit it would count against.

See the responses to questions 5 and 7.

7. If we intend to apply to both panels, may we only provide answers to the general questions only once?

Yes, firms submitting on both opportunities need not duplicate information.

8. In the transaction assumptions, is the University the Landlord party or the Tenant party under this scenario?

Assume the University is the Tenant and is negotiating changes to the Landlord's form where the Landlord is a REIT or an institutional investor owner.

9. Blended Rates – When providing a blended rate, shall we blend partners with associates or just blend partners in one rate and associates in another?

You are free to propose rates under either or both alternatives.

10. Should we include paralegal rates if they are part of the proposed team?

Yes, please include proposed rates for paralegals and any other timekeepers.

11. When adding up the property values and leased square footages for purposes of satisfying the minimum experience: Is it acceptable to include the numbers for associates on the proposed team for purposes of this calculation, including matters they worked on with partners at the same firm but who are not part of the proposed team members under this RFP?

The aggregate values should be for projects handled by the firm regardless of the number or classification of attorneys working on the matter.

12. When adding up the property values and leased square footages for purposes of satisfying the minimum experience: Is it acceptable to include ground lease transactions, and if so, would we

include the square footage of the building located thereon, or the square footage of the physical land which constitutes the ground leased premises?

Yes, you may include ground lease transactions. These should be measured by the square footage of the associated building or structure.

13. In the section discussing negotiation of the construction of improvements: Is this referring to (i) negotiations with landlords in connection with leases, or (ii) negotiations with contractors in connection with construction contracts?

This refers to negotiations with Landlords and Tenants and their service providers for improvements in leased space. Counsel selected for Special Projects must have expertise in construction issues related to ground lease development.

14. What is the preferred number of team members to be included on the Preferred Real Estate Counsel team?

We do not have a preferred number of team members and encourage you to submit teams that will provide the best value to the University. We strongly encourage you to propose teams for the Core Real Estate services that will provide for more utilization of qualified associates and paralegals.

15. What was the average annual legal spend for the 5 years (2015-2019) for each of the services groups: Special Projects and Core?

The University's total annual spend on real estate counsel services averaged \$1,300,00 per year during this time period. We estimate 30% of this amount was allocable to Core and 70% to Special Projects.

16. What is the expected legal spend over the next 5 years (2021-2025) for each of the services groups: Special Projects and Core?

We anticipate that the University's demand for real estate counsel services during this period will increase by approximately 10% - 20% during the next five years compared to the prior five year period.