

EXHIBIT 10

Initial Progress Report
for August
2007

Review Draft
8122107

CPR

California Prison Receivership

URS-Bovis Lend Lease in association with
Brookwood PM – LBL Architects – Robert Glass Associates

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PROJECT OVERVIEW

1.0 Project Overview

The California Prison Health Care Receivership Corp. is a San Jose-based non-profit organization created to house the activities of federal Receiver Robert Sillen. The Receivership was established by U.S District Court Judge Thelton E. Henderson as a result of a 2001 class action lawsuit (*Plata v. Schwarzenegger*) brought against the State of California over the quality of medical care in the state's 33-prison system. The court found that the care was a violation of the Eighth Amendment of the U.S. Constitution, which forbids cruel and unusual punishment of the incarcerated.

The state settled the suit in 2002, agreeing to a range of remedies that would bring prison medical care in line with constitution standards. However, the state failed to comply with the court's direction, and Judge Henderson decided in June 2005 to establish a Receivership. The Receivership was established to assume the executive management of the California prison medical system and raise the level of care up to constitutional standards. The Receivership is unprecedented in size and scope nationwide.

In early 2007, to support the Receivership's needs, the California Prison Health Care Receivership Corporation, requested qualifications for program management services for the California Department of Corrections and Rehabilitation Adult Prison Facilities. The URS-Bovis Lend Lease JV Team was selected to provide these services and to advise and consult with the Receiver and to provide capital facilities development expertise for the renovation of existing facilities and the design, construction and commissioning of new facilities in the most expeditious and cost effective manner.

URS/Bovis Lend Lease JV (PM Team) presented its qualifications to the California Prison Health Care Receivership Corporation (CPR) in an interview in CPR's San Jose office on March 14, 2007. CPR issued notice of intent to award contract to PM Team on March 15, 2007.

Notice To Proceed with mobilization activities, effective June 19, 2007, was signed by CPR on June 22, 2007.

The general program scope consists of approximately 5,000 beds of sub-acute care, as defined in the July 30, 2007 draft Needs Assessment Final Report prepared by Abt. Concurrent with this program, CDCR is mobilizing to implement a separate facility plan funded by AB900.

EXECUTIVE SUMMARY

2.0 Executive Summary

2.1 Highlights and Major Accomplishments

General Progress This Period

- URS-Bovis was selected to provide Program Management services on March 15, 2007. An initial Letter of Intent and Notice to Proceed (NTP) was issued on June 19, 2007 for the period from June 19 – July 21. An extension was authorized for the period through August 17, and URS-Bovis is proceeding with mobilization activities while a second extension, through September 16, 2007, is pending approval. URS-Bovis is finalizing a joint-venture agreement and prime contract with the CPR. Final negotiations are pending.
- The Receiver has instructed URS-Bovis to evaluate nine potential sites for Health Services facilities:
 1. Folsom State Prison (FOL) / California State Prison, Sacramento (SAC), at Represa, CA
 2. California Medical Facility (CMF) / California State Prison, Solano (SOL), at Vacaville, CA
 3. San Quentin State Prison (SQ), at San Quentin, CA
 4. Deuel Vocational Institution (DVI), at Tracy, CA
 5. California Men's Colony (CMC), at San Luis Obispo, CA
 6. California Institution for Men (CIM) at Chino, CA
 7. California State Prison, Los Angeles County (LAC), at Lancaster, CA
 8. RJ Donovan Correctional Facility at Rock Mountain (RJD), San Diego, CA
 9. Fred C. Nellis – California Youth Authority Site, Whittier, CA
- In consideration of the Receiver's urgency for building and opening the needed health services facilities, URS-Bovis is developing recommendations for a program mobilization plan with five major concurrent activities, including:
 1. Site assessments for the nine identified candidate sites;
 2. Initial environmental analysis of the nine sites;
 3. Health services facilities planning for 5,000 beds to be located at sites yet to be determined depending on the outcome of the site assessments and CEQA process,
 4. Design/construction delivery planning; and,
 5. Funding and budget planning.

All five activities are heavily inter-related.

- Considering the concurrent planning for as many as 40,000 prison and jail expansion beds currently underway as the result of the passage of AB900, URS-Bovis is developing recommendations to the Receiver for coordinating activities with CDCR and other state, county and local agencies. Coordination is essential for activities from site assessments, site determinations, and EIR/CEQA, through consideration of the limited availability of qualified design and construction resources.

- Work orders for key URS-Bovis staff are being negotiated, including CEQA, Planning/Programming, Operations, Procedures/Policies, CPR Liaison, and Delivery Strategists.
- Office space for the URS-Bovis team is being located and leased, furniture and equipment acquired and IT systems hardware and software systems are being specified and procured.
- Work scope strategy is being developed for recommendations to the Receiver, including staffing plans and organization structure.
- A draft responsibility matrix has been developed and is under review before being submitted to the Receiver for approval. The responsibility matrix defines tasks and assigns responsibility to URS-Bovis team members. The matrix is an essential tool for planning our management approach, staffing requirements and work load. Development of the responsibility matrix will be ongoing as the program requirements evolve.
- A PMP (Program Management Plan), defining URS-Bovis policies and procedures is being developed. An initial draft is scheduled for review by the end of August. PMP development and approval will be ongoing as the program requirements evolve.
- Alternate consultant procurement methods are being developed for a recommendation to allow the Team to bring on resources faster in order to accelerate the schedule.
- The initial draft master program schedule was developed this period and is under review before being submitted to the Receiver for discussion. The schedule development will be ongoing while the program is being developed. The Team developed a liaison between the CDCR/CPR and the project team to better understand their projects currently underway or in the planning process.
- Site visits were conducted at the UTMB (Galveston, TX) and the Carole Young Correctional Facility (Texas City) on August 7, 2007. The purpose is to determine “best practices” in facility design and operations, based on prison and other healthcare facilities with similar missions. “Best Practices” tours to other facilities will be recommended with CPR staff to help communicate CPR facilities requirements to URS-Bovis planning staff.
- A series of site visits to existing California prison facilities, including the nine proposed prison healthcare facility sites, is underway. The purpose is to establish a preliminary determination of siting possibilities, to establish a working relationship with prison officials and staff, and to gather data on site infrastructure and the capacity for expansion. Additional technical evaluations will be required. It is obvious that each of the nine sites have significant limitations and issues. An evaluation and recommendation process is being developed.
- Existing site documentation is being collected from CDCR and is under review. It appears likely that CDCR data will be incomplete and will require searching for alternative sources as well as conducting site surveys, geotechnical investigations and engineering analysis. The information is needed to qualify site assessments, determine costs for construction and determine whether sites are viable candidates for CPR health services facilities.

- The team is developing an Environmental Impact Report (EIR/CEQA) process and recommendation for resources and consultants needed for implementation. A recommendation to prepare concurrent technical site assessments and preliminary environmental analysis reports for all nine sites, is being prepared. CEQA routinely requires 12 – 16 months for typical public projects, and is vulnerable to open-ended delay, particularly for controversial projects. A strategy for mitigating the time requirements is being prepared, including a recommendation for expert legal counsel to assist in strategic planning, as well as for required site assessment and CEQA consultants.
- The Team drafted an abbreviated Request For Qualifications and Request For Proposal process, which is currently under review.
- A program planning kick-off meeting with the Receiver's key-staff was conducted on July 24, 2007. Critical areas in the Program were clarified providing direction the Team.
- The Team has developed a 12-step planning process for an orderly, collaborative approach to defining the program scope, operations, and cost. The planning approach, schedule and costs are being refined and will be recommended for approval. A CPR planning team needs to be identified and authorized to make facility planning decisions on behalf of the Receiver. The CPR planning team is an urgent need.
- The Team has investigated program control system options and plans to implement a web-based project collaboration system that will be accessible by CPR and authorized team members.

2.2 Critical Issues

The Team has identified key issues that have the potential to impact the Program. Recommendations will be presented in the future to show how each can be mitigated or its impact lessened to some degree.

- **Site Viability:**
 - Availability of buildable land for all proposed sites
 - Adequate infrastructure to support new growth
 - Extraordinary mitigation costs
- **CEQA Process and Challenges:**
 - CEQA time requirements
 - Time requirements for 9 concurrent environmental impact reports
 - Highly complex mitigation issues
 - Costly mitigations
 - Vulnerability to lengthy delay
 - Public challenges
 - Technical challenges
 - Environmental challenges
 - Political challenges

- **Health Services Facility Planning:**
 - Health services planning
 - Mental health program coordination
 - Corrections/security planning
 - Code interpretations and approvals
 - Full-service facilities requirements
 - Program-master-plan and design decision-making and approvals
 - Coordination with other health services & mental health projects
 - Comprehensive, system-wide health services and mental health program coordination
 - Changes after design and/or construction commitments

- **CDCR Coordination:**
 - Gathering existing site information
 - Coordination with other CDCR projects
 - Infrastructure coordination
 - CEQA coordination
 - Decision-making
 - Site access and security

- **Onerous State Regulations**
 - Typical state procedural delays
 - Tactical procedural delays
 - Waiver process
 - Construction delivery limitations

- **Funding Issues:**
 - Funding sources
 - Funding approval process
 - Sequential determination of funding needs
 - Problem mitigation costs
 - Delay impacts
 - Extraordinary infrastructure costs
 - Potential for budgets larger than anticipated

- **Time Required for Receiver and/or Court Decision-Making**
 - Waiver procedures
 - Other procedural delays
 - Hearings and other actions resulting from project challenges
 - Recommendation approvals

PROJECT STATUS

3.0 Project Status

3.1 Schedule - Progress Summary

Mobilize/Pre-Planning

- URS/Bovis Team (Team) immediately began the mobilization process. Key staff managers including CEQA, Planning/Programming, Operations, Controls, Procedures/Policies, CPR Liaison, and Delivery Strategies were mobilized and staffing and organization charts are now being finalized.
- The Team has established weekly mobilization meetings each Monday.
- A program kick-off meeting was conducted on July 24, 2007, and critical areas in the Program were clarified providing direction the Team.
- The core Team is temporarily mobilized in the URS Sacramento office and is searching for a permanent project office in Sacramento. Required computer hardware and software is being procured, staff mobilization continues, and work continues on the development of the program budget, program planning, contracting language and site assessment.

Plans, Policies and Procedures

- **Project Management Plan** – The Team initiated the development of CPR Program Management Plan (PMP). The PMP will be augmented by separate detailed procedures developed by Team. It will contain policies, vision/mission/goal statements, organization charts, responsibility matrix, and program-level presentations of management and administration, project planning, entitlement (CEQA, NEPA), design management, cost and schedule management, procurement/contract management, claims avoidance, quality assurance/quality control, site assessment, construction oversight and commissioning (start-up and turn-over). A draft of the PMP is being developed and is scheduled for internal review by the end of August.
- **Control Systems** – The Team also initiated the implementation of control systems, including scheduling control, cost control, document control, asset inventory, cost-estimating, and reporting systems.
- **Procurement** – Investigations began this period with acceptable and optimal procurement methods for future contracts, including CEQA consultants, early planning and design consultants, and design/build contractors. Alternate procurement methods are being developed for a recommendation to allow the Team to bring on resources faster in order to accelerate the schedule.

Planning and Design

- The Team initiated strategy sessions to define the scope of the program and discuss lessons-learned from similar facilities. Site visits were conducted at the Laguna Honda Hospital (San Francisco, CA), UTMB (Galveston, TX) and the Carole Young Correctional Facility (Texas City). These visits offered insights into operational issues, a hospital prison complex and sheltered living arrangements. Medical and sub-acute issues were explored with staff.
- The Team initiated literature search on alternative models of sheltered/independent living options, and commenced work on identifying prototypical room design issues for future review with CPR.
- Looking ahead to accelerate the procurement of critical professional services, including EIR, geotechnical, surveying, hazmat and design services, the Team drafted an abbreviated Request For Qualifications and Proposal process, which is currently under internal review.
- The Team developed a 12-step planning process to facilitate an orderly, collaborative program to define the program scope and cost. An overview of this process was presented to CPR at the July 24, 2007 kick-off meeting. The 12-step plan is being incorporated into the master program schedule.
- The Team is working with CPR to identify the CPR planning team; i.e., those authorized to make facility planning commitments on behalf of the Receiver.

Master Program Schedule

- The initial draft master program schedule was developed this period and circulated among the Team for review and comment. Preliminary observations are that the CEQA process lies on the program critical path. This means that any delay in the CEQA process could result in an overall program delay. Further investigation into optimal construction delivery methods holds the promise to shorten the overall program duration. Site assessments, CEQA and facility planning are recommended to run concurrently to reduce the time required to complete the facilities. The preliminary draft program schedule is shown in Appendices 4.4 and 4.5.
- A work breakdown structure (WBS) is being developed within the master program schedule to permit summary level activity roll-ups.

Responsibility Matrix

- The Team initiated the development of a comprehensive responsibility matrix. This matrix arrays program activities and program participants, showing who is responsible. The matrix also defines the levels of responsibility, including Approve, Review, Perform, Support, Input Required, and Keep Informed. The Matrix is currently under review by the Program Team.

Project Delivery & Implementation Strategies

- The Team initiated the investigation into the optimal project delivery system. The method to be recommended will take each site into consideration separately, and the same method may not be recommended for all sites. Candidate methods include traditional design/bid/build, design/build, and bridging, among others. Selection criteria will include speed, cost and risk. An “assumed” method of design/build is currently shown in the initial draft Master Schedule. Additional investigation is required before a final decision can be made on the preferred method to deliver the projects.

Management and Reporting Systems

- The Team began implementing management control and reporting systems to manage the functions of program scheduling, cost control, cost estimating, policy setting, document control, and reporting. The Team has investigated system options and plans to implement a web-based project collaboration system that will be accessible by CPR and authorized team members. The new system is expected to be up and operating in September.

Environmental Planning - CEQA

- The Team recognizes that the CEQA and EIR process may be challenged and represents the critical path through the new schedule. The Team is developing a recommendation on the procurement of legal and technical consulting services for the development of EIR/EIS documentation.
- The environmental process is being scheduled to run concurrent with the planning and site assessment activities.

Site Assessment & Infrastructure Planning

- CPR has identified nine candidate sites for medical facilities. A series of site visits to each site is being arranged to establish a working relationship with prison officials and staff, and to gather data on site infrastructure and the capacity for expansion. Additional technical survey visits will be required. And, given the lack of existing site data available from CDCR, surveys, geotechnical investigations and other engineering work will likely be required to qualify sites for further consideration.
- Existing site documentation has been provided by CDCR and is under review.
- GIS documentation of targeted sites is underway.

Liaison Transition

- The Team developed a liaison between the CDCR/CPR and the project team to better understand the CDCR projects currently under way or in the planning process. Site visits with CDCR consultants were arranged and continue to be arranged to gather information. It is expected that this contact will be extremely important in the planning phase of the new projects.

3.2 Budget & Cost – Progress Summary

- Please refer to the Appendix for the Budget & Cost Status Report, Cash Flow Graph and Detail Project Cost Reports for the status of each project.
- The Team/CPR agreement has not yet been executed. In the interim, work is proceeding on the basis of Team Recommendations, authorized by CPR.

Overall Team Budget Status:

CPR-Rec0001 – Recommendation Approval Process The purpose of this recommendation is to establish a format and a process for authorizing work of the Team in advance of the execution of the CPR/Team agreement. There is no budget requested or authorized for this recommendation.

CPR-Rec0002 – Brookwood PM 1st 30-Day Mobilization The purpose of this recommendation is to request authorization to fund the Brookwood PM team for the first 30-day mobilization period. The not-to-exceed request for \$96,546.32 was approved.

CPR-Rec0003 - Brookwood PM Temporary Living Expenses The purpose of this recommendation is to request authorization to fund the Brookwood PM team's living expenses. Team members are relocating from Atlanta and Houston. The not-to-exceed request for \$143,500.00 was approved.

CPR-Rec0004 – URS/Bovis 1st 30-Day Mobilization The purpose of this recommendation is to request authorization to fund the URS/Bovis team for the first 30-day mobilization period. The not-to-exceed request for \$113,003.28 was approved.

CPR-Rec0005 - URS/Bovis 2nd 30-Day Mobilization The purpose of this recommendation is to request authorization to fund the URS/Bovis team for the second 30-day mobilization period. The not-to-exceed request for \$362,024.38 was approved.

CPR-Rec0006 – Project Office Rental – 6 months The purpose of this recommendation is to request authorization to fund the Team project office lease for the initial 6-month period. The not-to-exceed request for \$151,966.50 has not been approved. The Team is currently looking for other office space. Therefore, this recommendation will be revised and resubmitted to correspond to the actual space leased.

CPR-Rec0007 – LBL Architecture 1st 30-Day Mobilization The purpose of this recommendation is to request authorization to fund the LBL Architecture team for the first 30-day mobilization period. The not-to-exceed request for \$26,460.00 was approved.

CPR-Rec0008 - LBL Architecture 2nd 30-Day Mobilization The purpose of this recommendation is to request authorization to fund the LBL Architecture team for the second 30-day mobilization period. The not-to-exceed request for \$55,580.00 was approved.

CPR-Rec0009 – Robert Glass & Assoc. 1st 60-Day Mobilization The purpose of this recommendation is to request authorization to fund Robert Glass for the first 60-day mobilization period. The not-to-exceed request for \$25,000.00 was approved.

CPR-Rec0010 – Site Assessment Support Services The purpose of this recommendation is to request authorization to fund limited engineering services to perform a “beta test” initial engineering evaluation of the Folsom site to provide a planning model and infrastructure criteria to be used for more detailed analyses of other potential sites for health care services. The not-to-exceed request for \$10,000.00 has not yet been approved.

CPR-Rec0011 - URS/Bovis 3rd 30-Day Mobilization The purpose of this recommendation is to request authorization to fund the URS/Bovis team for the third 30-day mobilization period. The not-to-exceed request for \$866,263.77 has not yet been approved.

Overall Program Budget Status:

The Team is conducting preliminary order-of-magnitude assessments of the overall program cost. This early assessment is based on parametric estimating methods, using assumed bed counts, square foot per bed estimates, \$/s.f. estimates, assumed ratios of net bed space to gross facility space, and factors for site infrastructure cost and price escalation.

3.3 Safety Report

Nothing to report this period.

APPENDIX

4.0 Appendix

4.1 Budget & Cost Status Report

No report this period. See Appendix 4.3 for Detail Cost Report.

4.2 Cash Flow Graph

No report this period.

4.3 Detail Project Cost Report

CPR Recommendations Status

Rec. #	Description	Submitted		Approved		Billed		Paid	
		Date	Amount	Date	Amount	Date	Amount	Date	Amount
0001	Recommendation Approval Process	06/26/07	n/a	07/18/07	n/a	n/a	n/a	n/a	n/a
0002	Brookwood PM - 1st 30-Day Mobilization	06/26/07	\$96,546.32	07/18/07	\$96,546.32	?	\$84,625.67		\$0.00
0003	Brookwood PM - temporary living expenses	08/04/07	\$143,500.00	08/11/07	\$143,500.00		\$0.00		\$0.00
0004	URS-Bovis - 1st 30-Day Mobilization	07/09/07	\$113,003.28	07/18/07	\$113,003.28		\$0.00		\$0.00
0005	URS-Bovis - 2nd 30-Day Mobilization	08/03/07	\$362,024.38	08/11/07	\$362,024.38		\$0.00		\$0.00
0006	Initial MIS Plan	08/06/07	\$240,082.00	08/17/07	\$240,082.00		\$0.00		\$0.00
0007	LBL Arch - 1st 30-Day Mobilization	08/03/07	\$26,460.00	08/11/07	\$26,460.00		\$0.00		\$0.00
0008	LBL Arch - 2nd 30-Day Mobilization	08/04/07	\$55,580.00	08/11/07	\$55,580.00		\$0.00		\$0.00
0009	Robert Glass - 1st 60-Day Mobilization	08/06/07	\$25,000.00	08/17/07	\$25,000.00		\$0.00		\$0.00
0010	Site Assessment Support Services	08/13/07	\$10,000.00	08/17/07	\$10,000.00		\$0.00		\$0.00
0011	3rd 30-Day Mobilization	08/20/07	\$866,263.77				\$0.00		\$0.00
Totals			\$1,938,459.75		\$1,072,195.98		\$84,625.67		\$0.00

4.4 Executive Summary Schedule

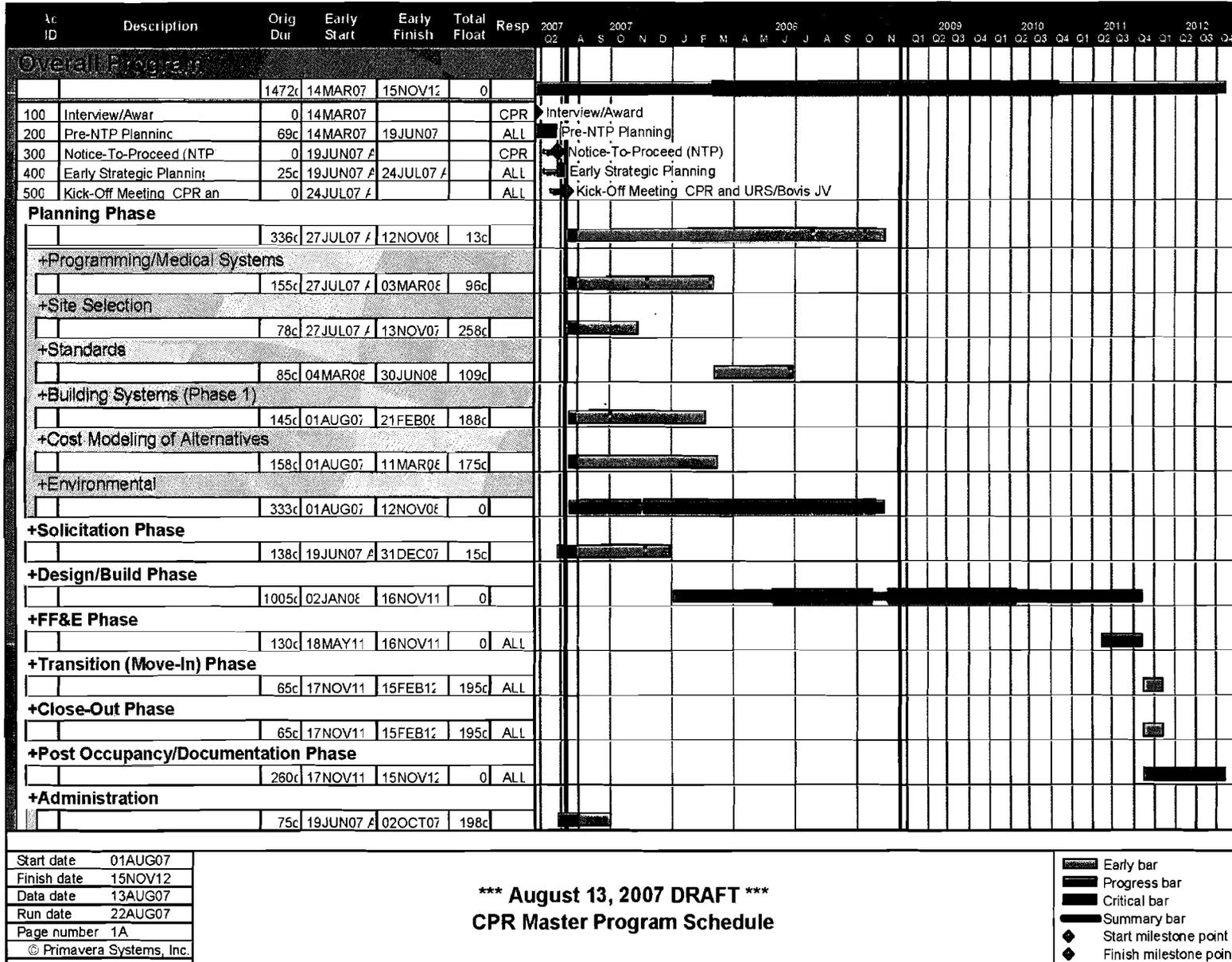
See summary schedule on next page.

The initial draft Master Program Schedule anticipates opening the new facilities in February 2112.

Construction of all facilities is scheduled to be complete in November 2111, followed by a 3-month transition and move-in phase. We anticipate a post-occupancy period of perhaps a year during which the construction contractors' project documentation, claims, and other close-out issues will be resolved.

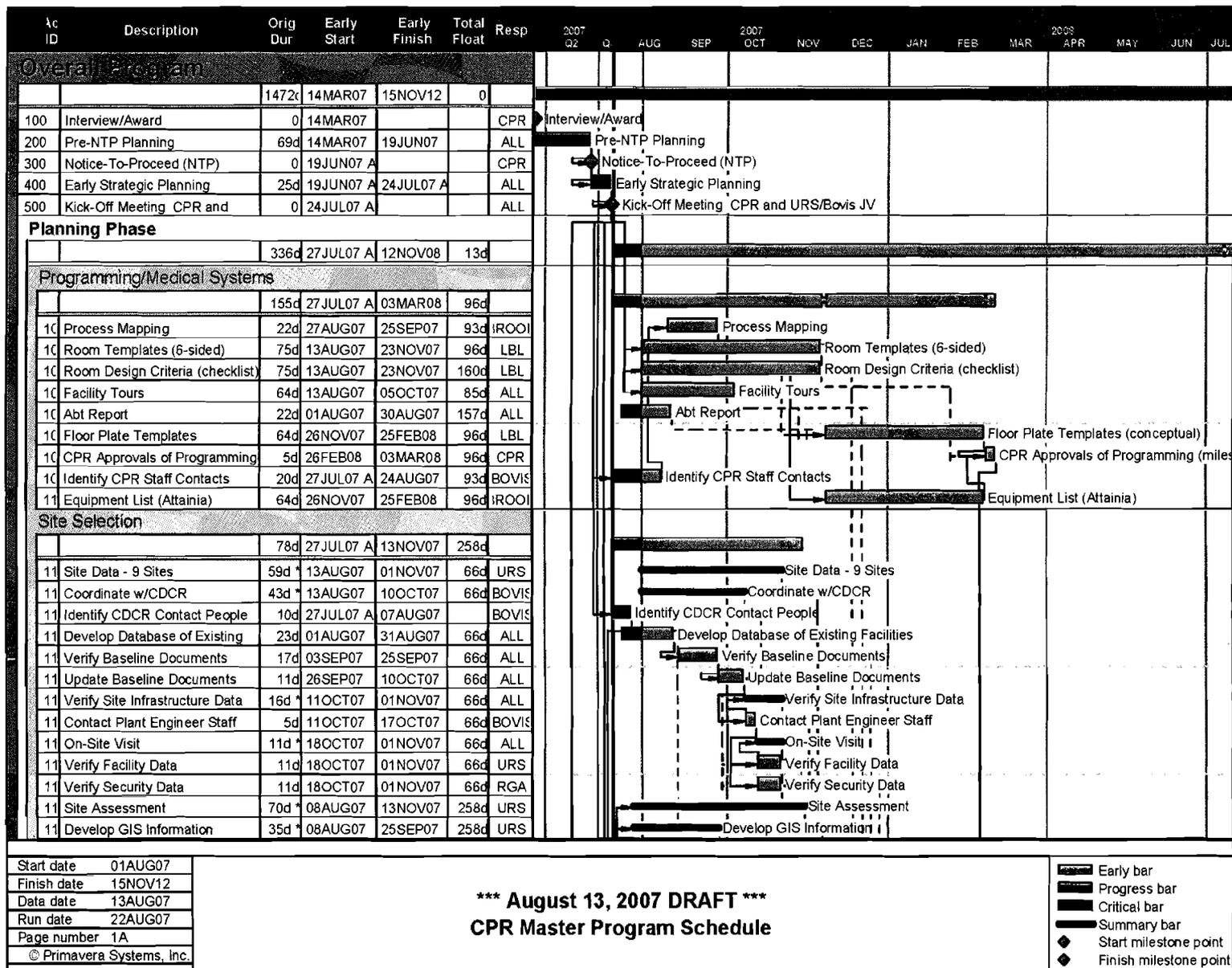
The critical path of the schedule appears to flow through the environmental clearance process (CEQA), followed by the construction of facilities. We anticipate the design will proceed concurrently with environmental clearance, under an expedited design/build, bridging, or similar fast-track delivery method.

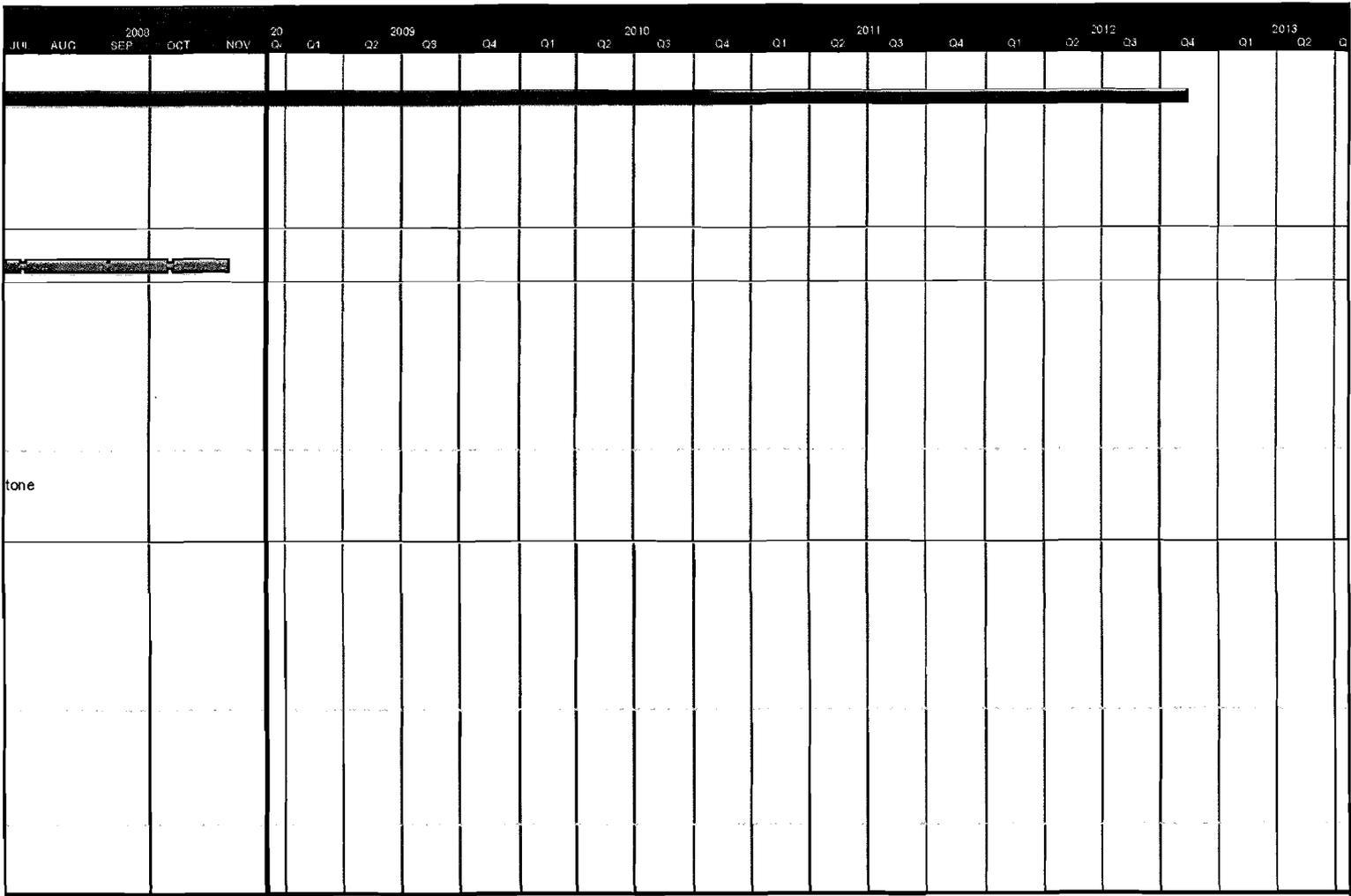
Note: The schedule is preliminary and will evolve significantly as detailed planning of each activity is developed.



4.5 Level 2 – Detail Schedule

See 8-page schedule on the following pages.

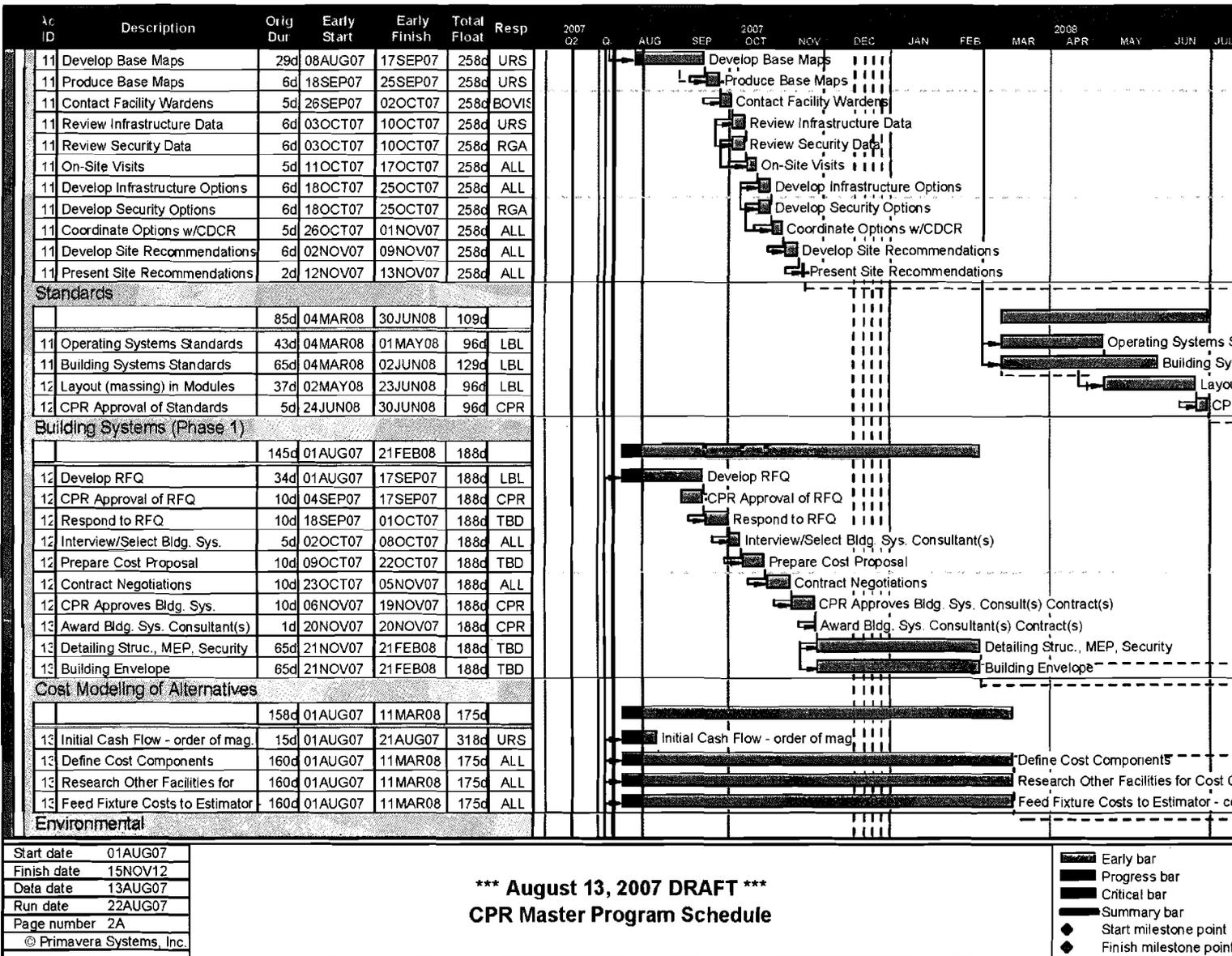


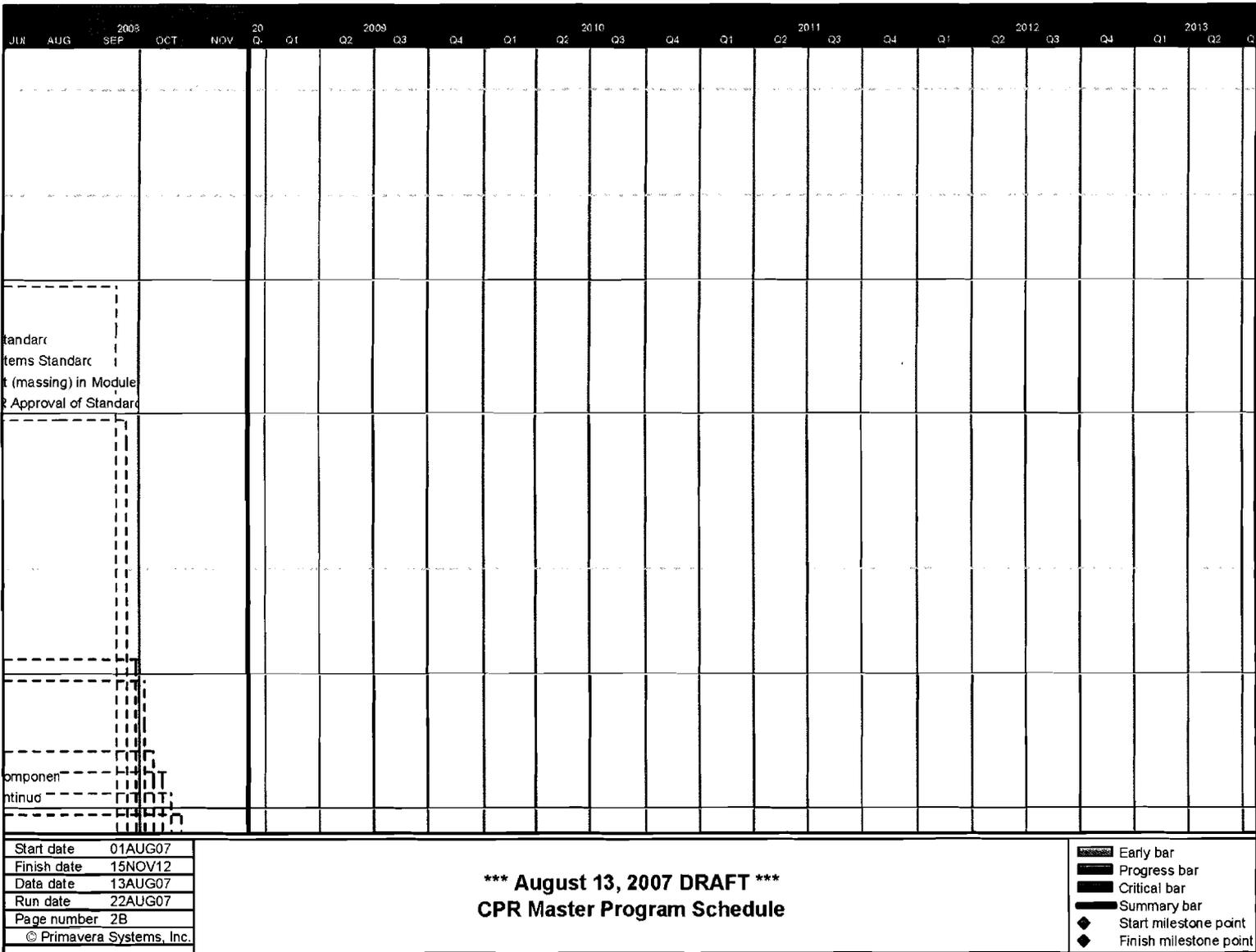


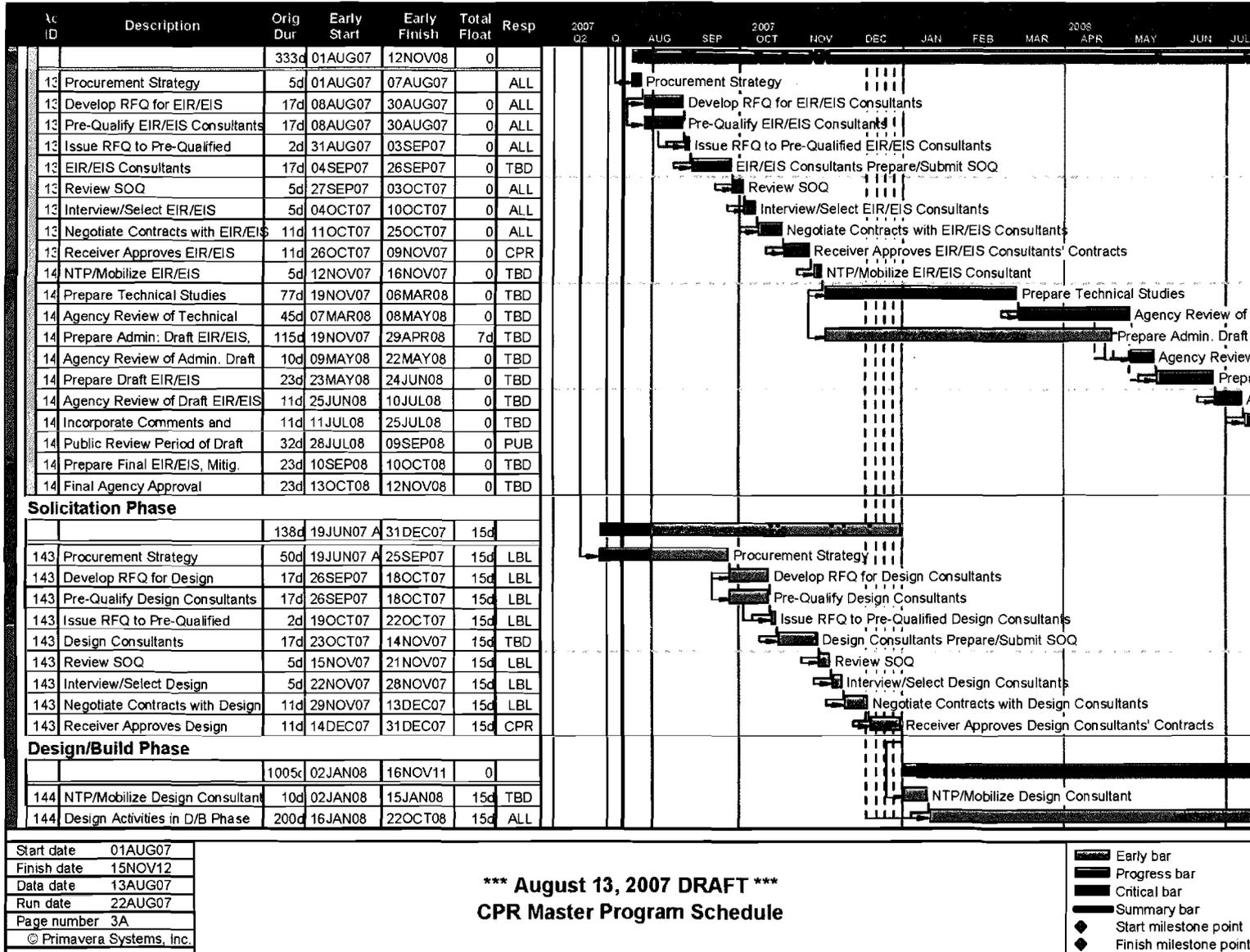
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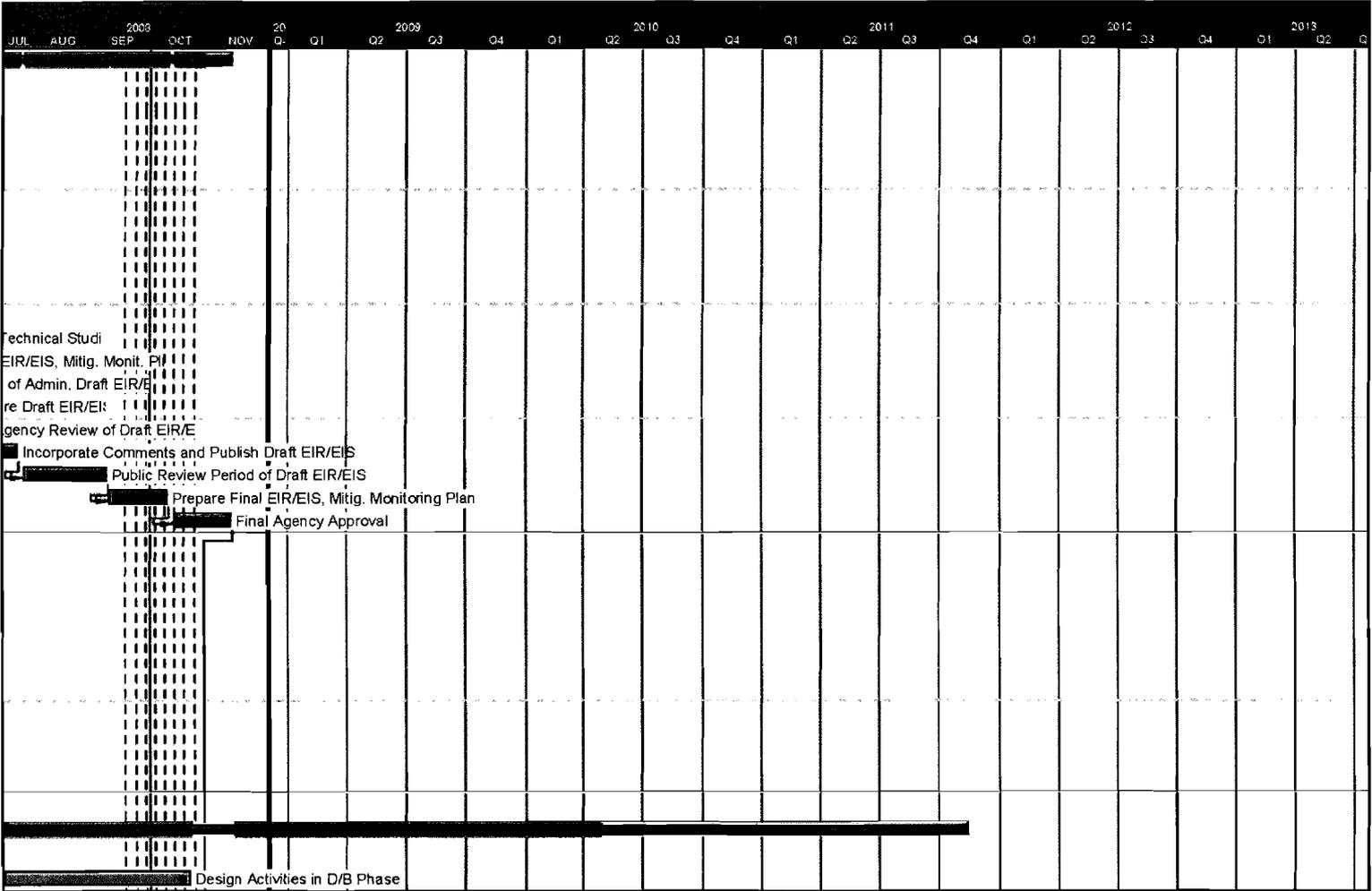
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 CPR Master Program Schedule

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-  Progress bar
-  Critical bar
-  Summary bar
-  Start milestone point
-  Finish milestone point









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 CPR Master Program Schedule

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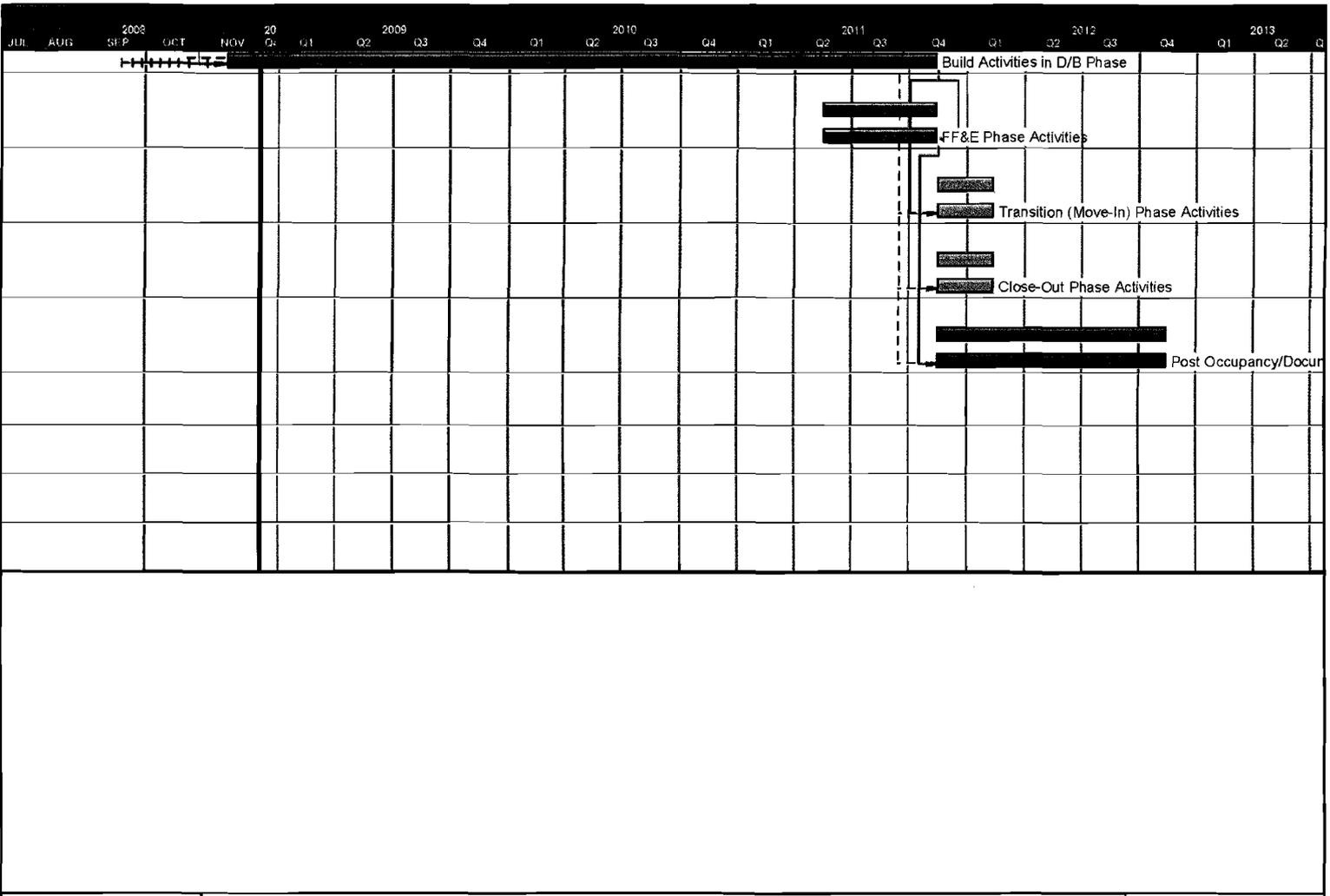
Ac ID	Description	Orig Dur	Early Start	Early Finish	Total Float	Resp	2007 Q2	Q3	AUG	SEP	2007 OCT	NOV	DEC	JAN	FEB	MAR	2008 APR	MAY	JUN	JUL
144	Build Activities in D/B Phase	780d	13NOV08	16NOV11	0	TBD														
FF&E Phase																				
		130d	18MAY11	16NOV11	0	ALL														
145	FF&E Phase Activities	130d	18MAY11	16NOV11	0	ALL														
Transition (Move-In) Phase																				
		65d	17NOV11	15FEB12	195d	ALL														
146	Transition (Move-In) Phase	65d	17NOV11	15FEB12	195d	ALL														
Close-Out Phase																				
		65d	17NOV11	15FEB12	195d	ALL														
147	Close-Out Phase Activities	65d	17NOV11	15FEB12	195d	ALL														
Post Occupancy/Documentation Phase																				
		260d	17NOV11	15NOV12	0	ALL														
148	Post Occupancy/Documentation	260d	17NOV11	15NOV12	0	ALL														
Administration																				
		75d	19JUN07 A	02OCT07	198d															
+Program Controls																				
		45d	01AUG07	02OCT07	198d	URS														
+Staffing																				
		70d	19JUN07 A	25SEP07	203d															
+Project Office																				
		70d	19JUN07 A	25SEP07	203d															

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	Summary bar
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	Finish milestone point



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CPR Master Program Schedule

- Early bar
- Progress bar
- Critical bar
- Summary bar
- Start milestone point
- Finish milestone point

4.6 Project Safety Performance Summary Reports

No report this period.

4.7 Project Photographs

No photos this period.

EXHIBIT 11



LETTER OF INTENT
California Prison Health Care Receivership Corp, Inc.
And
URS Corporation

June 18, 2007

Mr. Jared Goldman, Staff Attorney
California Prison Health Care Receivership Corp.
1731 Technology Drive – Suite 700
San Jose, CA 95110

Subject: Letter of Intent and Notice to Proceed
Program Management Services

Dear Mr. Goldman:

This letter documents our discussions on June 15, 2007. The California Prison Health Care Receivership Corporation ("CPR") effective June 19, 2007, authorizes URS Corporation, a Nevada corporation, dba URS Corporation Americas ("URS"), to proceed with mobilization activities for Program Management ("PM") services ("Services") described in your RFQ dated January 24, 2007, and in our proposal dated February 23, 2007 as well as in our interview presentation of March 12, 2007. Considering the urgency of the CPR's capital program needs, URS has agreed to proceed with a 30-day mobilization phase of services, with Bovis Lend Lease, Inc. ("BLL"), Brookwood Program Management, ("BPM") LBL Architects, ("LBL") and Robert Glass & Associates, ("RGA") as sub consultants for the mobilization phase. CPR authorizes URS to enter into subcontracts with these sub consultants, and agrees to reimburse URS for fees and expenses incurred by these sub consultants during the mobilization phase. It is intended that during the mobilization phase, URS and BLL will finalize a joint-venture ("JV") agreement, and execute an agreement between the CPR and the JV for continuation of the PM services. BPM will subsequently serve as a sub-consultant to the JV. LBL, RGA and other consultants will be recommended as prime consultants to the CPR, under contracts that shall be managed by the JV.

URS and CPR have indicated their intention to enter into a 90-day contract, following negotiations of terms and conditions, within 30 days from the date of this letter. If a written contract is not finalized within such period, the provisions of this letter shall remain in effect. URS will render services under this letter at cost. For the purpose of this letter, cost is the sum of salary, audited overhead and reasonable expenses in accordance with the attached Billing Rates. CPR will also pay URS a professional fee for services under this letter at a rate to be determined in the 90-day contract. The

URS Corporation
100 California Street, Suite 500
San Francisco, CA 94111
Tel: 415.777.0188
Fax: 415.777.3023



Mr. Jared Goldman – Staff Attorney
California Prison Health Care Receivership Corp.
June 18, 2007
Page 2

professional fee may be invoiced following the execution of the 90-day contract. CPR will also pay for services provided by Bill Proctor between June 4, 2007 and the date of this letter related to monitoring the construction planning of the CDCR under A900. In the event the parties are unable to conclude negotiations, the rate of the professional fee will be 10% of salary and audited overhead. CPR will pay all undisputed invoice amounts, including invoices for work performed by URS's sub consultants, within 30 days of invoice date.

During the 30-day mobilization phase, URS will be required to plan the subsequent 90-day "intensive planning" phase, monitor the construction activities of the CDCR related to AB 900, establish its offices supporting the Receivership and negotiate a 3-year commitment for a "Core Team" of key management staff members.

URS is obligated to comply with applicable standards of professional care in the performance of the Services. CPR recognizes that opinions are based on limited data and that actual conditions may vary from those encountered at the times and locations where the data are obtained, despite the use of due professional care.

The liability of URS, its employees, agents and subcontractors (referred to collectively as "URS"), for CPR's claims of loss, injury, death, damage, or expense, including, without limitation, CPR's claims of contribution and indemnification with respect to third party claims relating to services rendered or obligations imposed under this letter shall not exceed in the aggregate the total sum of \$250,000 for claims arising out of negligence, breach of contract, or other causes for which URS has any legal liability.

If these terms are acceptable to CPR, please have an authorized representative sign one of the duplicate originals of this letter in the space provided below and return one copy to my attention at the address printed below.

Sincerely,

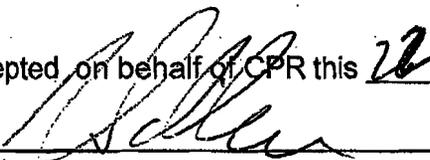
Rob Robinson, AIA
Vice President/Office Manager
Principal-in-Charge
URS Corporation

URS

Mr. Jared Goldman – Staff Attorney
California Prison Health Care Receivership Corp.
June 18, 2007
Page 3

cc: Bill Proctor – BLL
Bruce Berardi - BLL
Accounting
Contracts Manager
File

96 Accepted on behalf of CPR this 22 day of June, 2007:



Signature
Robert Sillen, Receiver

Typed Name/Title

Billing Rates - 30 Day Mobilization Phase

URS - Bovis - Brookwood PM

June 15, 2007

URS

Position	Name	Salary	**O OH 124.5458%	Total
Deputy Program Manager	Mitch Vaccari	\$88.94	\$110.77	\$199.71
Sr. Logistics Coordinator	Tim Murchison	\$96.16	\$119.76	\$215.92
Liason Manager	Steve Keeter	\$76.31	\$95.04	\$171.35
W/WW Assessment Manager	Brendan McDevitt	\$94.55	\$117.76	\$212.31
Controls Manager	Jim Rassmusswen	\$75.00	\$93.41	\$168.41
Procedures Manager	John Moll	\$85.60	\$106.61	\$192.21
MIS//IT Manager	Art Davis	\$80.95	\$100.82	\$181.77
Estimator	Tushar Dalvi	\$52.92	\$65.91	\$118.83
Scheduler	Jon Porterfield	\$72.12	\$89.82	\$161.94

**Note: "O OH" = "Office Overhead"

Bovis

Position	Name	Salary	O OH ***124.5458%	Total
Program Director	Bill Proctor	\$96.15	\$119.75	\$215.90
Construction Coordination Manager	Jeff Rock	\$96.15	\$119.75	\$215.90
Quality Assurance Manager	TBD	\$57.69	\$71.85	\$129.54
Assessment Manager (PME Systems)	Howard Kesler	\$57.69	\$71.85	\$129.54
Office Engineer	TBD	\$38.46	\$47.90	\$86.36
Office Manager	TBD	\$33.65	\$41.91	\$75.56
Reporting and Presentations Manager	TBD	\$36.06	\$44.91	\$80.97
Administrative Assistant	TBD	\$26.44	\$32.93	\$59.37

*** Note: URS O OH rate used for Bovis calculation while Bovis auditors prepare a Bovis O OH rate. Rates will be adjusted per audited O OH.

Brookwood

Position	Name	Salary	O OH 164.64%	Total
Delivery Strategy Manager	Vic Maloof	\$120.19	\$197.88	\$318.07
Planning/Engineering Manager	Phillip Sun	\$120.19	\$197.88	\$318.07
Research Coordinator/PM	Jim Stacey	\$60.19	\$99.10	\$159.29

EXHIBIT 12

URS-Bovis

June 26, 2007

Recommendation Process CPR-Rec0001

Recommendation Approval Process:

A detailed scope of services, costs and fees for URS-Bovis and their sub-consultants cannot be calculated until project requirements are defined. In addition, approvals of numerous detailed issues will be required from the Receiver, in order for URS-Bovis to move forward with program tasks.

As a means of managing URS-Bovis costs and work scope, URS-Bovis shall provide recommendations for specific tasks, along with a breakdown of the cost and duration for the tasks, for review and approval by the Receiver.

In addition, as a means of moving the program forward, URS-Bovis shall provide recommendations for approaches to the planning, design, construction and implementation of the program, recommendations for actions by the Receiver, and other specific recommendations, as the development of the capital program requires.

Each recommendation shall be provided in written format with recommended actions, or scope, costs, and other pertinent supporting information as needed. The recommendations shall be submitted to the Receiver's independent consultant for his review and then forwarded by the independent consultant to the Receiver for approval.

URS-Bovis shall maintain an up-to-date log of all recommendations, their status and (when appropriate) their dollar value.

Recommended:



Bill Proctor
Program Manager
June 26, 2007

Approved:

96 

Robert Sillen, Receiver
California Prison Health Care
Receivership Corp.

(Date)



URS-Bovis

June 26, 2007

Recommendation – Brookwood PM – 30 Day Mobilization CPR-Rec0002

Brookwood PM – 30 Day Mobilization
June 19, 2007 – July 20, 2007

Scope of Services:

1. Brookwood shall mobilize to begin the development of a plan to manage the programming, planning and design for the CPR medical facilities.
2. Brookwood shall proceed to develop the approach to design-construction delivery, including the development of appropriate forms of contracting agreements.

Brookwood rates provided below include a provisional overhead rate and do not include professional fees or profit. Profit and overhead shall be negotiated as described in meetings with CPR representatives on June 21, 2007, and as described in Brookwood's 30 day mobilization sub-consultant agreement.

Labor Costs

Name/Position	Hours	Billing Rate	Cost
Vic Maloof Delivery Strategy Manager	168	\$318.07	\$53,435.76
Phillip Sun Planning/Engineering Manager	48	\$318.07	\$15,267.36
Jim Stacey Research Coordinator/Project Manager	80	\$159.29	\$12,743.20
Sub-Total Labor			\$81,446.32

Direct Costs

Lodging and Sustenance	\$10,000.00
Travel – 3 round trips – air travel	\$3,600.00
Transportation – auto rental – two cars	\$1,500.00
Sub-Total – Direct Costs	\$15,100.00

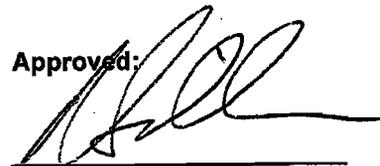
Total **\$96,546.32**

Recommended:



Bill Proctor
Program Manager
June 26, 2007

Approved:

96 

Robert Sillen, Receiver
California Prison Health Care
Receivership Corp.

(Date) 7/18/07

From: Proctor, Bill [Bill.Proctor@bovislendlease.com]
Sent: Saturday, August 04, 2007 4:12 PM
To: Engdav111@aol.com; Jared Goldman
Cc: Rob_Robinson@URSCorp.com; Tim_Murchison@URSCorp.com; Berardi, Bruce; Day, Brian; Vic Maloof
Subject: CPR-Rec0003 - Brookwood PM Temporary Living Expenses

Attachments: CPR-Rec0003 - BPM Temp Living Expenses.doc; CPR-Rec0003 - BPM Temp Living Memo.doc
Gentlemen

We have attached our recommendation - CPR-Rec0003 - dated August 4, 2007, for Brookwood PM Temporary Living Expenses for the period from July 20, 2007 to August 1, 2008, with a provision for extension in future years.

Please review and advise of your approval or comments by return email. When approved, please provide an executed copy for our files.

Thanks

Bill Proctor
Bovis Lend Lease
Cell: 916-952-8521
Email: Bill.Proctor@bovislendlease.com

This email (including any attachments) is confidential. If you are not the intended recipient you must not copy, use, disclose, distribute or rely on the information contained in it. If you have received this email in error, please notify the sender immediately by reply email and delete the email from your system. Confidentiality and legal privilege attached to this communication are not waived or lost by reason of mistaken delivery to you. Lend Lease does not guarantee that this email or the attachment(s) are unaffected by computer virus, corruption or other defects. Lend Lease may monitor incoming and outgoing emails for compliance with its Email Policy. Please note that our servers may not be located in your country.

Jared
Signal corner
attached
J. V.
8/11

URS-Bovis

RECOMMENDATION

August 4, 2007

RE: Recommendation
CPR-Rec0003
Brookwood (BPM) Temporary Living Expenses

Scope of Services:

Temporary living expenses for Brookwood PM staff, Vic Maloof, Phillip Sun and Jim Stacey, as well as relocation expenses for Jim Stacey – as outlined in the attached memo dated August 4, 2007.

Costs:

Total cost not to exceed \$143,500 for the period from July 20, 2007 to August 1, 2008.

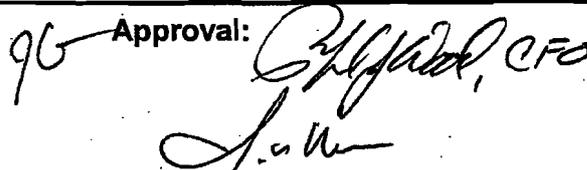
Includes a provision for extending the temporary living expenses for periods beyond August 1, 2008.

Recommendation:



Bill Proctor – Program Director
URS-Bovis

(Date) August 4, 2007

96 Approval: 

Robert Sillen - Receiver
CPR

(Date) 8/11/07

URS-Bovis

August 4, 2007

Memo to: Brookwood PM
Attn: Vic Maloof
CC: Phillip Sun – Jim Stacey

From: Bill Proctor – URS-Bovis

Reference: **BPM Temporary Living Expenses**
CPR-Rec0003

Brookwood PM (BPM) employees Vic Maloof and Jim Stacey are residents of Atlanta, GA; Phillip Sun a resident of Houston TX. Maloof and Sun are maintaining their permanent residences and participating in the CPR program in Sacramento as a long-term, temporary assignment. Jim Stacey will relocate to Sacramento. This email will serve to confirm our negotiation, subject to Receiver approval, August 4, 2007, regarding BPM temporary living expenses and relocation costs for Jim Stacey. Expenses will be reimbursed at actual cost, without mark-up at a cost not to exceed the total outlined below:

Vic Maloof - Sacramento Living Expenses:

\$2,500/Mo. - Housing
\$1,200/Mo - Airfare for monthly trips to permanent home in Atlanta
\$1,500/Mo. - Car rental (including fuel and other related costs)
\$5,200/Mo. - Total Maloof Monthly Costs

Phillip Sun - Sacramento Living Expenses:

\$2,500/Mo. - Housing
\$1,200/Mo - Airfare for monthly trips to permanent home in Atlanta
\$1,500/Mo. - Car rental (including fuel and other related costs)
\$5,200/Mo. - Total Sun Monthly Costs

Jim Stacey - Sacramento Temporary Living Expenses and Relocation Costs:

Temporary Living Expenses (July 10 - September 1, 2007)
\$7,000 - Hotel and Meals - \$129/day X 52 days = \$6,708 (say \$7,000)
\$1,200 - Airfare
\$8,200 - Total Stacey Temporary Living Expenses

\$7,000 - Stacey Relocation Costs

\$3,500 - Partial Month Adjustment -

Note:

BPM expenses thru July 20, 2007 are provided as a part of CPR-Rec0002.
Add 1/3 Mo. adjustment for Maloof and Sun to August 1 ($\$5,200 \times 2 \times .33 = \$3,432$ – say \$3,500)

Summary

\$3,500 - Partial Month Adjustment
\$62,400 - Maloof - 12 Months - 8/1/07 - 8/1/08 ($\$5,200 \times 12 = \$62,400$)
\$62,400 - Sun - 12 Months - 8/1/07 - 8/1/08
\$8,200 - Stacey Temporary Living Expenses
\$7,000 - Stacey Relocation Costs
\$143,500 - Total - Not-to-Exceed - BPM living expenses - to August 1, 2008

*Note: This recommendation includes a commitment to extend temporary living expenses for Maloof and Sun on an annual basis each August 1 at a total annual cost not-to-exceed \$124,800 ($\$62,400 \times 2 = \$124,800$) - for up to two additional years - if they remain involved in the project at a rate of at least 75% of full time.

URS-Bovis

July 9, 2007

Recommendation

URS-Bovis - 30 Day Mobilization (Thru July 20)
CPR-Rec0004

Scope of Services:

- Mobilize Core Management Team
- Establish Temporary Offices
- Program Data Collection - Document Controls
- Set Up Temporary IT Systems
- Establish Temporary Program Controls and Governance
- Initial Meetings with CPR and CDCR
- URS-Bovis Mobilization Work Sessions
- Kick-Off Strategic Planning Meetings
- 30 Day Mobilization Report

Labor Costs

Name Position	Hours	*Billing Rate	Cost
Program Director - Bill Proctor (June 4 - June 18, 2007)	20	\$215.90	\$4,318.00
Program Director - Bill Proctor (June 19 - July 20, 2007)	184	\$215.90	\$39,725.60
Liason Manager - Steve Keeter (July 16 - July 20)	40	\$171.35	\$6,854.00
Controls Manager - Jim Rasmussen (June 19 - July 20, 2007)	80	\$168.41	\$13,472.80
Procedures Manager - John Moll (July 16 - July 20)	40	\$192.21	\$7,688.40
IT Manager - Art Davis (June 19 - July 20, 2007)	40	\$181.77	\$7,270.80
Office Engineer - Michael Friedlander (June 19 - July 20, 2007)	184	\$59.37	\$10,924.08
Administrative Assistant - Dianna Anderson (June 19 - July 20, 2007)	80	\$59.37	\$4,749.60
Sub-Total Labor			\$95,003.28
Labor Contingency (10%)			9500
Total Labor			\$104,503.28

Direct Costs

Travel and Lodging	\$3,000.00
Transportation	\$500.00
Office Space and Equipment	\$5,000.00
Total - Direct Costs	\$8,500.00

Total Allowance - (Not-to-Exceed) \$113,003.28

*Note: Does not include profit which shall be calculated in accordance with Letter of Intent dated June 18, 2007

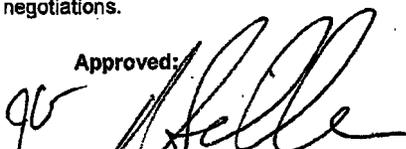
*Note: OH rate (included in billing rate) is provisional and subject to negotiation in accordance with Letter of Intent dated June 18, 2007. Interim Bovis rates are based on URS audited OH rate of 124.5458% - Bovis rates to be adjusted upon completion of OH audit and contract negotiations.

Recommended:



Bill Proctor
Program Manager
July 9, 2007

Approved:

90 

Robert Sillen, Receiver
California Prison Health Care Receivership

(Date)

7/18/07

From: Proctor, Bill [Bill.Proctor@bovislendlease.com]
Sent: Friday, August 03, 2007 9:44 AM
To: Engdav111@aol.com; Jared Goldman
Cc: Rob_Robinson@URSCorp.com; tim_murchison@urscorp.com; Berardi, Bruce; Day, Brian; vmalooof@brookwoodpm.com
Subject: CPR-Rec0005 - URS-Bovis-Brookwood Labor and Direct Expenses - 2nd 30 Day LOI Phase

Attachments: CPR-Rec0005 - 2nd 30 Day LOI Budget 080307.xls; CPR-Rec0005 - Form - 2nd 30 Day URS-Bovis-BPM Cost.doc
Gentlemen

We have attached our recommendation - CPR-Rec0005 - dated August 3, 2007, for URS-Bovis Brookwood PM (BPM) labor and URS-Bovis direct expenses for the 2nd 30 day mobilization phase under our LOI. We have not included any mark-up for profit with the understanding that profit mark up will be negotiated as described in our letter of intent dated June 18, 2007.

In addition, we have not included costs for BPM living, travel and lodging, LBL & RGA labor and expenses and temporary office rent, which will each be addressed in separate recommendations.

Please review and advise of your approval or comments by return email. When approved, please provide an executed copy for our files.

Thanks

Bill Proctor
Bovis Lend Lease
Cell: 916-952-8521
Email: Bill.Proctor@bovislendlease.com

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URS-Bovis

RECOMMENDATION

August 3, 2007

**RE: URS-Bovis-Brookwood Labor and Direct Expenses
2nd 30 Day LOI Phase
CPR0005**

Scope of Services:

Mobilize core management team
Establish temporary offices
Program data collection – document controls
Temporary and initial IT systems
Implement initial program controls and governance
Meetings with CPR & CDCR
URS-Bovis-Brookwood mobilization work sessions
Strategic planning
Monthly status report
Planning site assessments and CEQA
Establishing facility planning process

Costs:

See attachment:
URS-Bovis-BPM Budget – 2nd 30 Day Mobilization
(Thru August 17, 2007)
CPR-Rec0005
August 3, 2007
Total Recommendation: \$362,024.38

Recommendation: 96

Approval: John Lagan, CFO

John Lagan

Bill Proctor
URS-Bovis
Program Director

(Name)
California Prison Healthcare Receivership

(Date) _____

(Date) 8/11/07

URS-Bovis

Recommendation - URS-Bovis-BPM - Budget -
2nd 30 Day Mobilization
(Thru August 17, 2007)
CPR-Rec0005

Name	Position	Salary	OH	Billing Rate	Mo. 2 Hours	Cost
URS-Bovis (OH rate - 124.5458% - Profit not included - to be calculated in accordance with LOI - June 18, 2007)						
Bill Proctor	Program Director	\$96.15	\$119.75	\$215.90	160	\$34,544.13
Tim Murchison	Sr. Logistics Mgr	\$96.16	\$119.76	\$215.92	0	\$0.00
Albert King	CEQA Mgr	\$103.37	\$128.74	\$232.11	40	\$9,284.52
Steve Keeter	Project Liason Mgr	\$78.31	\$95.04	\$171.35	120	\$20,562.11
Mitch Vacanti	Deputy PM	\$88.94	\$110.77	\$199.71	40	\$7,988.44
John Moll	Procedures Mgr	\$85.60	\$108.61	\$192.21	120	\$23,065.34
Jim Rasmussen	Controls Mgr	\$75.00	\$93.41	\$168.41	120	\$20,209.12
Austin Tamez	Prolog	\$62.50	\$77.84	\$140.34	60	\$8,420.47
Art Davis	MIS Mgr	\$80.95	\$100.82	\$181.77	40	\$7,270.79
TBD	MIS Support	\$50.00	\$62.27	\$112.27	60	\$6,736.37
John Porterfield	Sr. Scheduler	\$72.12	\$89.82	\$161.94	40	\$8,477.70
TBD	Sr. Estimator	\$64.90	\$80.83	\$145.73	40	\$5,829.21
Tushar Dalvi	Estimator	\$52.92	\$65.91	\$118.83	40	\$4,753.19
TBD	Document Controls Mgr	\$48.08	\$59.88	\$107.96	40	\$4,318.46
Lyndee Berg	Contracts/Procurement Mgr	\$45.53	\$57.95	\$104.48	60	\$6,268.87
TBD	Construction Coord. Mgr	\$95.15	\$119.75	\$215.90	0	\$0.00
TBD	Assessment Mgr (PME Sys.)	\$57.69	\$71.85	\$129.54	0	\$0.00
TBD	Project Mgr	\$57.69	\$71.85	\$129.54	0	\$0.00
TBD	Quality Control Mgr	\$57.69	\$71.85	\$129.54	0	\$0.00
Brendan McDevitt	Infrastructure Manager	\$94.55	\$117.76	\$212.31	0	\$0.00
TBD	Office Manager	\$38.46	\$47.90	\$86.36	80	\$6,908.83
Ronnie Booth	Sr. Admin Asst	\$26.44	\$32.93	\$59.37	120	\$7,124.39
TBD	Admin Asst	\$26.46	\$32.91	\$59.37	120	\$7,124.40
TBD	Office Engineer	\$26.46	\$32.91	\$59.37	160	\$9,499.20
TBD	Reports/Presentation Spec.	\$36.06	\$44.91	\$80.97	0	\$0.00
TBD	Site Assessment Tech Team		\$0.00	\$0.00	0	\$0.00
Sub-Total						\$196,385.54
Labor Contingency (10%)						\$19,638.55
URS-Bovis Total						\$216,024.09

Brookwood (OH rate 184.64% - Profit not included - to be calculate in accordance with LOI - June 18, 2007)						
Vic Maloof	Project Delivery Mgr	\$120.19	\$197.88	\$318.07	160	\$50,891.33
Phillip Sun	Planning Manager	\$120.19	\$197.88	\$318.07	120	\$38,168.50
Jim Stacey	Research Coord./Project Mgr	\$60.19	\$99.10	\$159.29	160	\$25,485.89
Sub-Total						\$114,545.72
Labor Contingency (10%)						\$11,454.57
Brookwood Total						\$126,000.29

Direct Expenses

Activity	Cost
URS-Bovis Travel and Lodging	\$5,000.00
Brookwood Travel and Lodging	TBD
UTMC (Houston Trip) Travel and Lodging	\$10,000.00
Office Supplies and Equipment	\$5,000.00
Temporary Office Rent	TBD
Total Direct Expenses	\$20,000.00

Summary

	Cost
URS-Bovis Total Labor	\$216,024.09
Brookwood Total Labor	\$126,000.29
Direct Expenses	\$20,000.00
Total	\$362,024.38

Notes:

Does not include profit which shall be calculated in accordance with Letter of Intent dated June 18, 2007
Bovis rates are based on URS audited OH rate of 124.5458% - Bovis rates to be adjusted upon completion of HO Audit
Does not include Brookwood Cost of Living budget, or URS temporary office rent, which will be addressed in a separate recommendation.

Jared Goldman

From: Proctor, Bill [Bill.Proctor@bovislendlease.com]
Sent: Monday, August 06, 2007 4:03 PM
To: Engdav111@aol.com; Jared Goldman
Cc: Rob_Robinson@URSCorp.com; Tim_Murchison@URSCorp.com; Berardi, Bruce; Day, Brian; Mitch_Vaccari@URSCorp.com; Jim Rasmussen; Vic Maloof; cprpn@gmail.com; keeter2@aol.com; James Stacey
Subject: CPR-Rec0006 - Initial MIS Plan (Management Information Systems)
Attachments: CPR-Rec0006 - Initial MIS Plan.doc; CPR-Rec0006 - Short Term CPR MIS Budget V10 080307.xls

Gentlemen

We have attached our recommendation - CPR-Rec0006. for the purchase, and/or lease and installation of our initial MIS (Management Information System) equipment, software, warranties, and other components. Additional MIS components may be required later in the program once planning has reached a point to define the long term requirements.

Please review and advise of your approval or comments by return email. When approved, please provide an executed copy for our files.

Thanks

Bill Proctor
URS-Bovis
Cell: 916-952-8521
Email: Bill.Proctor@bovislendlease.com

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8/6/2007

URS-Bovis

RECOMMENDATION

August 4, 2007

RE: Recommendation

CPR-Rec0006 – Initial MIS Plan (Management Information Systems)

Scope of Services:

Purchase, and/or lease and install MIS (Management Information System) equipment, software, warranties and other components as described in the attached "Recommendations – Initial MIS Plan for CPR Project – Hardware, Initial Software & Leases" - dated July 2, 2007.

Please note that additional system components will be required – once plans have reached a point to define our long-term requirements. Additional MIS requirements will be addressed in subsequent recommendations at that time.

Costs:

: Allowance – Not to Exceed:

\$240,082 – Initial MIS purchases

\$195,359 – Estimated 3-year cost for leased equipment and service commitments included in this recommendation.

Recommendation:



Bill Proctor – Program Director
URS-Bovis

(Date) August 4, 2007

Approval:

96 

Robert Sillen - Receiver
CPR

(Date) 8/17/07

URS-Bovis

CPR-Rec0005

AUG 03 2007, V10.0

Recommendations - Initial MIS Plan for CPR Project Hardware, Initial Software** & Leases

Leasing			System Items				Total
Monthly Charge	Term (Mo)	Monthly Amount (E*F)	Items	Quantity	Unit Price	Amount (L*K)	to Date (G+N)
E	F	G	J	K	L	M	N
			Desktop Computers				
			Desktops	3	\$1,200	\$3,600	\$3,600
			iMAC24	1	\$3,352	\$3,352	\$3,352
			Monitors	3	\$500	\$1,500	\$1,500
			Subtotal	7		\$8,452	\$8,452
\$0		\$0	Laptops				
			Laptops, High	1	\$4,500	\$4,500	\$4,500
			Compaq nc6400, High	2	\$2,502	\$5,004	\$5,004
			Compaq nc6400	4	\$3,000	\$12,000	\$12,000
			MACBook PRO 15'	1	\$3,747	\$3,747	\$3,747
			Monitors	7	\$500	\$3,500	\$3,500
			Docking station	7	\$300	\$2,100	\$2,100
			Subtotal	22		\$30,851	\$30,851
\$0		\$0	Server				
			Subtotal	\$0		\$0	\$0
\$0		\$0	Printers				
			HP 5200TN Laser	2	\$2,054	\$4,108	\$4,108
			Personal	1	\$400	\$400	\$400
						\$0	\$0
			Photocopy Machine (Move copier from interim space)	1	\$500	\$500	\$500
\$1,000	36	\$36,000	Photocopy Machine (lease or buy?)	1			\$36,000
			Scanner	1	\$1,500	\$1,500	\$1,500
			Large Format Scanner (OCE 42")	1	\$36,000	\$36,000	\$36,000
			Subtotal	7		\$42,508	\$78,508
\$1,000		\$36,000	URS Power Backup				
			Subtotal	0		\$0	\$0
\$0		\$0	Tape Backup				
			Subtotal	0		\$0	\$0
\$0		\$0	Networking Hardware				
			AirPort Express Base Station (For Printer WIFI)	1	\$100	\$100	\$100
			AirPort Extreme Base Station (WIFI)	1	\$180	\$180	\$180
TBD	TBD	TBD					TBD
			Subtotal	2		\$280	\$280
\$0		\$0					

URS-Bovis

CPR-Rec0005

AUG 03 2007, V10.0

Recommendations - Initial MIS Plan for CPR Project

Hardware, Initial Software** & Leases

Leasing			Hardware, Initial Software** & Leases				Total
Monthly Charge	Term (Mo)	Monthly Amount (E*F)	Items	Quantity	Unit Price	Amount (L*K)	to Date (G+N)
E	F	G	J	K	L	M	N
			Networking - Labor				
			Labor for Setup, Installation & Troubleshooting 2-People for 3-Weeks @ \$150/Hr. = \$12,000/WK.	3	\$12,000	\$36,000	\$36,000
			Subtotal	3		\$36,000	\$36,000
			Internet				
\$900	36	\$32,400	Interim Office Wireless Networking	1	\$2,500	\$2,500	\$2,500
NC		NC	T1 Line			\$2,400	\$2,400
			Air Cards for Mobile Internet (Sprint)		NC	\$0	\$0
\$900		\$32,400	Subtotal	1		\$2,500	\$4,900
			Email System				
			Server	1	\$7,500	\$7,500	\$7,500
			Software	1	\$3,500	\$3,500	\$3,500
			Installation, configuration	1	\$2,500	\$2,500	\$2,500
\$0		\$0	Subtotal	3		\$13,500	\$13,500
			Miscellaneous				
			Polycoms for conference rooms	3	\$900	\$2,700	\$2,700
			PC Projector - INFOCUS IN36, Portable	1	\$1,500	\$1,500	\$1,500
			PC Projector - ATA Mobile Case	1	\$346	\$346	\$346
			PC Projector - 3-Year extended Warranty	1	\$260	\$260	\$260
			Surge Suppressors	8	\$30	\$240	\$240
			Surge Suppressors - Portable	4	\$25	\$100	\$100
			Fax Machine	1	\$750	\$750	\$750
			AppleCare Protection Plan for MacBook Pro/PowerBook (w/or w/o Display) - Auto-enroll	1	\$349	\$349	\$349
			AppleCare Protection Plan for iMac - Auto-enroll	1	\$169	\$169	\$169
			Evolution Plus HP400 NB Ccase BLK/Blue Nylon	4	\$63	\$252	\$252
			15.4" Neoprene Laptop Jacket - Shoreline Cases	1	\$35	\$35	\$35
			Care Pack Next Business Day Onsite, HW Support, 3-year (smart buy US only)	4	\$98	\$392	\$392
			INFOCUS 3_YR Extended Product Warranty New Product w/ 1-yr STD Warranty.	1	\$259	\$259	\$259
			INFOCUS ATA Shipping Case Mobile Projector	1	\$346	\$346	\$346
			Linksys WLS-IN AP w/ POE SNMP MGD QOSMIMO	1	\$154	\$154	\$154
			HP Jet Direct EW2400 EXT 1USB ROHS Compliant	1	\$197	\$197	\$197
\$55	36	\$330	Cell Phones (Sprint)	6	\$125	\$750	\$750
			Sony Camcorder	1	\$1,800	\$1,800	\$1,800
			Digital Cameras	2	\$400	\$800	\$800
\$55		\$330	Subtotal	43		\$11,399	\$11,729

URS-Bovis

CPR-Rec0005

AUG 03 2007, V10.0

Recommendations - Initial MIS Plan for CPR Project Hardware, Initial Software** & Leases

Leasing		
Monthly Charge	Term (Mo)	Monthly Amount (E*F)
E	F	G
TBD	TBD	TBD
\$12,300	36	\$399,000
\$23,300	36	\$838,800
TBD	TBD	TBD
TBD	TBD	TBD
\$1,792		\$165,910
		\$12,433
		\$16,505
		\$195,389

Software					Total to Date (G+N)
Items	Quantity	Unit Price	Amount (L*K)		
J	K	L	M		N
Web Collaboration/Budgeting Software					
Prolog software purchase (none, URS license pool)					
Prolog software maintenance all users, consultants, etc	TBD		TBD		
Data storage, backups, admin	20				
Training and consulting	TBD		TBD		
Document Management	TBD		TBD		
High end system for production document management					
Example: Document Locator, or Newforma					
	Subtotal	20	\$0		
	Grand Subtotal	181	\$203,891		
	Tax (7.75%)		\$15,802		
	Contingency (10%)		\$20,389		
	Total Allowance		\$240,082		

*Note: Other system components - not included in this estimate - awaiting definition of requirements

Install Cables in new space (computer/phone)	\$ (TBD)
Outside Tech cost to install phone system	\$ (TBD)
Anna/Donato time to install computer system	\$ (TBD)
Does NOT include Moving Expenses from Temporary Office to Permanent Office.	\$ (TBD)
Software, Outside Temporary Requirements.	\$ (TBD)

**Note: Does not include required software - awaiting definition of requirements.

From: Proctor, Bill [Bill.Proctor@bovislendlease.com]
Sent: Friday, August 03, 2007 10:45 AM
To: Engdav111@aol.com; Jared Goldman
Cc: Rob_Robinson@URSCorp.com; tim_murchison@urscorp.com; Berardi, Bruce; Day, Brian; klee@LBLARCH.com
Subject: CPR-Rec0007 - LBL Architects Labor and Direct Expenses - 1st 30 Day LOI Phase

Attachments: CPR-Rec0007 Form - LBL 1st 30 Day Cost - LOI.doc; CPR-Rec0007 - LBL 1st 30 day labor - expense.pdf
Gentlemen

We have attached our recommendation - CPR-Rec0007 - dated August 3, 2007, for LBL Architects Labor and Direct Expenses - 1st 30 Day LOI Phase.

Please review and advise of your approval or comments by return email. When approved, please provide an executed copy for our files.

Thanks

Bill Proctor
Bovis Lend Lease
Cell: 916-952-8521
Email: Bill.Proctor@bovislendlease.com

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URS-Bovis

RECOMMENDATION

August 3, 2007

**RE: LBL Architects Labor and Direct Expenses
1ST 30 Day LOI Phase
CPR-Rec0007**

Scope of Services:

See attached LBL letter dated July 9, 2007

Costs:

See attached LBL letter dated July 9, 2007

Total Recommendation: \$26,460.00

Recommendation:

96 Approval: *Paul J. Wood, CFO*
J. O. ...

Bill Proctor
URS-Bovis
Program Director

(Name)
California Prison Healthcare Receivership

(Date) _____

(Date) *8/11/07*

Lee
Burkhart
Liu

July 9, 2007

Bill Proctor, Project Manager
Bovis Lend Lease
33 New Montgomery Street
San Francisco, CA 94105

Re: California Prison Receivership

Dear Bill:

Per your request, we have prepared this proposal for LBL consulting associated with the approved 30-day mobilization period to be used to define the 90-day plan and subsequent work efforts of the URS/Bovis project management team.

Per your suggestion, we have proposed time to cover preparatory, meeting time and post-meeting follow up during this initial consulting period. We have budgeted time for 2 days of meetings with our team and with staff of the CPR to work out specific roles, tasks, schedules, deliverables, etc. Based upon the anticipated work effort, I am proposing the following individuals from LBL. Our collective experience and individual areas of expertise will help round out the overall team, and their early input will be extremely valuable to better define the project effort.

Ken Lee

1. Member of URS/Bovis marketing and core team.
2. Provide oversight for all LBL activities.
3. Lead, with Philip Sun, the programming effort.
4. Participate in the conceptual design bridging effort.

Bill Hamilton

1. Bill serves as LBL lead technical principal.
2. Provide technical oversight on LBL BIM design activities.
3. Identify and allocate required technical LBL staffing resources.
4. Provide technical assistance in anticipating potential project delivery approaches.

Ken Liu

1. Provide additional leadership assistance in programming and medical design activities.
2. Provide early input into LEED required design activities.
3. Lead the LBL conceptual design bridging effort.

Architecture, Planning, Interiors

13335 Maxella Ave. Marina del Rey, CA 90292

tel 310 829 2349

fax 310 829 1736

www.iblarch.com

Lee
 Burkhart
 Liu

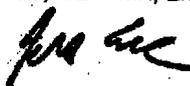
Bill Proctor
 URS/Bovis Lend Lease
 California Prison Receivership
 July 9, 2007

Our proposed fee is summarized below:

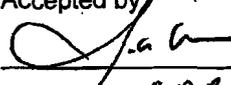
	Prep Time	Meeting Time	Follow-Up	Total Hours	Hourly Rate	Fee
Ken Lee	6	20	6	32	\$300	\$ 9,600
Bill Hamilton	4	20	2	26	\$300	\$ 7,800
Ken Liu	4	20	2	26	\$300	\$ 7,800
Subtotal	14	60	10	84		\$ 25,200
Reimbursable Expenses						\$ 1,260
Total						\$ 26,460

The participation of our LBL staff at this initial series of meetings is important to help frame the overall work effort and to identify the resources that our entire team will need to achieve the project deliverables. More importantly, one of the outcomes of our participation will be to identify the type of direction and guidance that will be necessary by the CPR to allow us to meet the project deliverables.

Please let us know as soon as you've got the dates for these workshop meetings scheduled, so that we can ensure LBL staff participation. If you have any questions about our proposal, please do not hesitate to call. If this is acceptable to you, please sign and return a copy of this letter proposal for our files.

Sincerely,
 Lee, Burkhart, Liu


Kenneth E. Lee
 Principal

Accepted by:

 CPR

Representing URS/Bovis Lend Lease

Dated: 8/11/07

From: Proctor, Bill [Bill.Proctor@bovislendlease.com]
Sent: Saturday, August 04, 2007 2:14 PM
To: Engdav111@aol.com; Jared Goldman
Cc: Rob_Robinson@URSCorp.com; Tim_Murchison@URSCorp.com; Berardi, Bruce; Day, Brian; klee@LBLARCH.com; Vic Maloof; cprpn@gmail.com
Subject: CPR0008 - LBL 2nd 30-Day Mobilization LOI Labor and Expenses (Thru August 17, 2007)

Attachments: CPR-Rec0008 - LBL 2nd 30 Day LOI.doc; CPR-Rec0008 - LBL 2nd 30 day labor - expense ltr.pdf; CPR0008-LBL 2nd 30-day labor - expense.pdf
Dick - Jared

Gentlemen

We have attached our recommendation - CPR-Rec0008 - dated August 4, 2007, for LBL Architects 2nd 30-day mobilization LOI labor and expenses (thru August 17, 2007).

During our meeting with Dick Engler on Friday, August 3, we discussed the LBL proposal which is based on full billing rates, including OH & profit. We understand you will require LBL costs to be broken out to show raw salary, audited or negotiated overhead and a separate profit rate to be determined in a forthcoming negotiation. Rather than delaying an authorization for LBL to proceed any further, we recommended your approval of the proposal as submitted, as a not-to-exceed budget, with the stipulation that LBL agrees to break out their costs as described above for billing purposes.

Please review and advise of your approval or comments by return email. When approved, please provide an executed copy for our files.

Thanks

Bill Proctor
Bovis Lend Lease
Cell: 916-952-8521
Email: Bill.Proctor@bovislendlease.com

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URS-Bovis

RECOMMENDATION

August 4, 2007

RE: Recommendation

CPR-Rec0008 – LBL 2nd 30-Day Mobilization LOI Labor and Expenses (Thru 8/17/07)

Scope of Services:

Consulting services associated with the 2nd 30-day project study period (thru August 17, 2007, as outlined in LBL proposal dated August 1, 2007 (attached).

Costs:

Total costs not to exceed \$55,580

Recommendation:

Bill Proctor

Bill Proctor – Program Director
URS-Bovis

(Date) _____

96 Approval: *Robert Sillen*

Robert Sillen
Robert Sillen - Receiver
CPR

(Date) 8/11/07

Lee, Burkhardt, Liu

Fee Proposal: 2nd 30-day study period

Firm Name: Lee, Burkhardt, Liu, Inc.
Project Title: California Prison Healthcare Receivership - 2nd 30-Day Mobilization Fee (July 25 - Aug 17, 2007)
LBL Project #: 30700.002
Date Prepared: 1-Aug-07

DISCIPLINE	URS/CPR Meeting Time: Standing meetings & formal conference calls			Site Visits and Documentation			LBL Project Management / Consultant Coordination			TOTAL		
	RATE	HRS	FEE	RATE	HRS	FEE	RATE	HRS	FEE	RATE	HRS	FEE
BASIC SERVICES:												
ARCHITECTURAL - LBL												
Ken Lee (PIC)	\$ 300	30	\$ 9,000	\$ 300	30	\$ 9,000	\$ 300	20	\$ 6,000	\$ 300	80	\$ 24,000
Bill Hamilton (Principal)	\$ 300	20	\$ 6,000	\$ 300	20	\$ 6,000	\$ 300	8	\$ 2,400	\$ 300	48	\$ 14,400
Ken Liu (Principal)	\$ 300	4	\$ 1,200	\$ 300		\$ -	\$ 300	8	\$ 2,400	\$ 300	12	\$ 3,600
Joe Mada (Project Manager)	\$ 240	12	\$ 2,880	\$ 240		\$ -	\$ 240	16	\$ 3,840	\$ 240	28	\$ 6,720
Suzanne Jaggars (Med. Planner)	\$ 240		\$ -	\$ 240		\$ -	\$ 240	8	\$ 1,440	\$ 240	6	\$ 1,440
Mo Hadaer (Planning Staff)	\$ 180		\$ -	\$ 180		\$ -	\$ 180		\$ -	#DIV/0!	0	\$ -
Paola Pini (Planning Staff)	\$ 140		\$ -	\$ 140		\$ -	\$ 140		\$ -	#DIV/0!	0	\$ -
Sina Yerushalmi (Design Leader)	\$ 240		\$ -	\$ 240		\$ -	\$ 240	4	\$ 960	\$ 240	4	\$ 960
Kevin Short (Design Staff)	\$ 140		\$ -	\$ 140		\$ -	\$ 140		\$ -	#DIV/0!	0	\$ -
Steve Bayne (Sr. Production Staff)	\$ 140		\$ -	\$ 140		\$ -	\$ 140		\$ -	#DIV/0!	0	\$ -
TBD (Production Staff)	\$ 120		\$ -	\$ 120		\$ -	\$ 120		\$ -	#DIV/0!	0	\$ -
TBD (Production Staff)	\$ 120		\$ -	\$ 120		\$ -	\$ 120		\$ -	#DIV/0!	0	\$ -
TBD (Production Staff)	\$ 120		\$ -	\$ 120		\$ -	\$ 120		\$ -	#DIV/0!	0	\$ -
Yelena Azovskaya (Administrative Support)	\$ 80		\$ -	\$ 80		\$ -	\$ 80	12	\$ 960	\$ 80	12	\$ 960
Blended Rate / Subtotal	\$289	66	\$ 19,080	\$300	50	\$ 15,000	\$243	74	\$ 18,000	\$274	190	\$ 52,080
Reimbursable Expenses / Subtotal												\$ 3,500
% TOTAL		35%	37%		26%	29%		39%	35%			\$ 55,580

Jared Goldman

From: Proctor, Bill [Bill.Proctor@bovislendlease.com]
Sent: Monday, August 06, 2007 7:48 PM
To: Engdav111@aol.com; Jared Goldman
Cc: Berardi, Bruce; Day, Brian; Rob_Robinson@URSCorp.com; Tim_Murchison@URSCorp.com; cprpn@gmail.com; Vic Maloof; Mitch_Vaccari@URSCorp.com
Subject: CPR-Rec0009 - RGA - Robert Glass Associates - 60 Day Mobilization
Attachments: CPR-Rec - RGA 60 Day Mobilization.doc; CPR0001.5 - RGA Revised fee through 8-17-07.pdf

Gentlemen

We have attached our recommendation - CPR-Rec0009 - dated August 6, 2007, for RGA - Robert Glass Associates LOI labor and expenses (thru August 17, 2007).

During our meeting with Dick Engler on Friday, August 3, we discussed the RGA proposal which is based on full billing rates, including OH & profit. We understand you will require RGA costs to be broken out to show raw salary, audited or negotiated overhead and a separate profit rate to be determined in a forthcoming negotiation. Rather than delaying an authorization for RGA to proceed any further, we recommended your approval of the proposal as submitted, as a not-to-exceed budget, with the stipulation that RGA agrees to break out their costs as described above for billing purposes.

Please review and advise of your approval or comments by return email. When approved, please provide an executed copy for our files.

Thanks

Bill Proctor
URS-Bovis
Cell: 916-952-8521
Email: Bill.Proctor@bovislendlease.com

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8/15/2007

URS-Bovis

RECOMMENDATION

August 6, 2007

RE: Recommendation

CPR-Rec0009 – RGA – Robert Glass Associates – 60 Day Mobilization

Scope of Services:

RGA mobilization for correctional planning and security consulting services - Mobilization services through August 17, 2007:

- Project research and preparation
- Facility tours
- Team and Receiver meetings
- Integrated security planning
- Site master planning and program planning

Costs:

Budget Estimate

\$17,100.00 - Labor

\$4,011.57 ~~Travel and Reimbursables~~

\$3,888.43 - Contingency

\$25,000.00 – Budget - (not to exceed)

No mark up permitted 96

Recommendation:

Bill Proctor

Bill Proctor – Program Director
URS-Bovis

(Date) August 6, 2007

Approval:

96 *Robert Sillen*

Robert Sillen - Receiver
CPR

(Date) *8/17/07*

Robert Glass and Associates, Incorporated

Post Office Box 28097
Spokane, Washington 99228
Tel: 509.468.8320
Fax: 509.279.0882
www.rga-inc.com

Architecture and Justice Facility Consulting
W. Robert Glass
President

MEMORANDUM

TO: Bill Proctor
FROM: Bob Glass
DATE: August 5, 2007
SUBJECT: August 17th Fee Cut-Off Revised Fee Proposal
PROJECT: California Correctional Medical Facilities
Security Consulting and Correctional Planning
RGA Project No. 0702

Per your e-mail request for fees, we understand the following:

PROJECTED FEES	Labor	T & R
Current Invoice	\$ 3,900.00	\$ 1,011.57
Prep	\$ 3,200.00	\$ 0
Through 8/17	\$10,000.00	\$ 3,000.00
TOTALS	\$17,100.00	\$ 4,011.57

B. TRAVEL AND REIMBURSABLES (T&R) - We will bill for actual reimbursables and travel expense time 1.10 to cover local/state B&O taxes. We list travel/reimbursables to generally include:

- Airfare
- Automobile Rental
- Mileage/Parking
- Hotel
- Meals
- Long distance telephone
- Special mailing/deliveries

Jared Goldman

From: Proctor, Bill [Bill.Proctor@bovislendlease.com]
Sent: Monday, August 13, 2007 6:50 PM
To: Engdav111@aol.com; Jared Goldman
Cc: Rob_Robinson@URSCorp.com; Tim_Murchison@URSCorp.com; Berardi, Bruce; Day, Brian; keeter2@aol.com; Mitch_Vaccari@URSCorp.com; Vic Maloof
Subject: CPR-Rec0010 - Site Assessment Support Resources - Initial (Beta Test) Investigation
Attachments: CPR-Rec0010 - Engineering and GIS Interim Resources.doc; CPR-Rec0010 - Site Assessment Beta Test Engineering.doc

Dick - Jared

We have attached our recommendation - CPR-Rec0010 - dated August 13, 2007, for sub-consultant site engineering and GIS services to assist in developing criteria and scopes of work for more detailed engineering assessment of the nine sites proposed as potential locations for new health services facilities. It is intended to use the information gathered in this initial "beta test" evaluation to support a formal selection process for engineering consultants.

Please review and advise of your approval or comments by return email. Once approved, please provide an executed copy for our files.

Thanks

Bill Proctor
URS-Bovis
Cell 916-952-8521
Email: Bill.Proctor@bovislendlease.com

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8/15/2007

URS-Bovis

RECOMMENDATION

August 13, 2007

RE: Recommendation

CPR-Rec0010 – Site Assessment Support Resources – Initial (Beta Test) Investigation

Scope of Services:

URS shall provide limited sub-consultant engineering services to perform a "beta test" initial engineering evaluation of the FOL/SAC site (Folsom), as described in the attached memo dated August 13, 2007 from Steve Keeter of URS-Bovis. The "beta test" evaluation will provide a planning team model and infrastructure criteria to be used for a more detailed analysis of the nine proposed sites for health services facilities. The criteria from the "beta test" will be used to develop a scope of work for a formal selection process for engineering services for future site evaluations.

This initial engineering evaluation is scheduled for Monday, August 20, 2007.

Costs:

Budget – Not-to-Exceed:

\$4,360 - Civil Engineering Services

\$4,040 – GIS Mapping

\$8,400 – Sub-total

\$1,600 – Contingency

\$10,000 – Total "Not-to-Exceed"

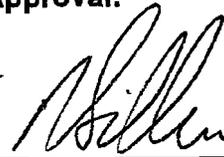
Recommendation:



Bill Proctor – Program Director
URS-Bovis

(Date)

Approval:

96 

Robert Sillen - Receiver
CPR

(Date)

8/17/07

CPR

Facilities Development Division

August 13, 2007

To: Bill Proctor

From: Steve Keeter

Subject: Support Resources- Site Assessment Initial Investigation

We are embarking on the initial site investigation effort and using CPR Sacramento as our test facility. In order to understand and appropriately quantify the discovered information the assessment team will need some short term technical resources. Two areas of assistance are needed, Civil Engineering and Geographical Information Systems (GIS).

Civil Engineering

In order to capture the scope of site issues, civil engineering expertise will be required. This capability is needed in order to model and evaluate infrastructure systems as well as evaluate existing capacity. Our plan is to use in-house (URS) resources on a limited basis to help develop the planning team model and develop infrastructure analysis criteria from which to expand the site evaluation process.

GIS

The need to capture readily available site information can be efficiently and accurately solved utilizing GIS technology. In order to develop the initial site assessment mapping tools, a limited amount of GIS technical support is required. Our plan is to utilize URS technical staff and existing data base licenses for this initial effort. The initial scope will be to provide a GPS file on each of the nine potential sites. This file will provide the initial site data from which to support site assessment analysis.

Cost

I am requesting the following resources for the initial site assessment effort:

Civil Engineering	40 hours x \$109 per =	\$4,360
GIS	40 hours x \$101 per =	<u>\$4,040</u>
Total		\$8,400

URS staff was selected because of immediate availability, accessibility, and the competitive hourly rate. This cost is fully burdened with the exception of reimbursable expenses. I am recommending an allowance of \$500 for travel, printing and production. This would make the total request \$8,900.

Schedule

These resources will be utilized over the next two weeks as we implement the initial site evaluation process. Once we finalize a scope, an evaluation of the additional resources will need to be prepared. Depending on scope a decision to continue with the current URS resources or to acquire an alternative can be made.

Please let me know if you have any questions.