

EXHIBIT 5**CAPITAL INVESTMENT AND CAPITAL RENOVATION ACCOUNT****PROJECT PROCEDURES****SEC. 1. INTRODUCTION**

This Exhibit presents procedures for the administration of Capital Renovation Account projects and Capital Investments within the Park. This Exhibit also applies to any Director-funded Real Property (Capital) Improvements for which the Operator provides Project Services. All such projects undertaken by the Operator require a coordinated effort between the Operator and the Director. In the event of any inconsistency between this Exhibit and the main body of the Agreement, the main body of the Agreement will prevail.

The National Environmental Policy Act (NEPA) of 1969, as amended, may require the review of projects. The National Historic Preservation Act of 1966, as amended, may require that projects within historic and culturally significant areas use certain building management methods. All projects must comply with all applicable federal, state, and local statutes, codes, and regulations, and with all appropriate industry standards.

The Operator is responsible for all aspects of project development and implementation. The Director's role is to provide direction, authorization, and oversight. The Operator and the Park staff must work closely together to successfully complete projects in a manner that achieves the goals and objectives of the Park and the Director.

SEC. 2. DEFINITIONS

In addition to the defined terms in the Agreement, the following definitions apply to this Exhibit:

- A. "Operator Project Plan and Report," also referred to herein as "OPPR," is an annual plan and report that identifies Real Property (Capital) Improvements, exterior Trade Fixtures, and Capital Renovation Account projects to be constructed, installed, or undertaken by the Operator for the following three (3) years.
- B. "Construction Supervisor" means an Operator employee designated to administer and coordinate day-to-day projects, while representing the interests of the Operator and the Director and ensuring quality work is performed that meets the design and specifications of the project. This person must have the authority to direct the Contractor, as that term is defined herein, in any way that may change the contractual agreement between the Operator and the Contractor.
- C. "Contractor" means an entity certified or licensed by the State or locality in which the project is located that is party to a written contract with the Operator to perform construction services.
- D. "Project Statement," also referred to herein as "PS," means an agreement between the Director and the Operator approved by the Director that authorizes the development and implementation of individual projects identified in a OPPR.
- E. "Registered Technical Professionals" means architects, engineers, or any subject area experts either certified or licensed by the state in which the project is located, or by a widely-recognized industry association for a technical subject matter, to perform specialized construction-related services.
- F. "Total Project Cost" means the total of all actual project expenditures (invoiced and paid) for completion of a project.

SEC. 3. PROJECT PLANNING AND DESIGN**A. Submit a Operator Project Plan and Report**

- 1. The Initial Capital Investment Program for the Premises is identified in Addendum A to the Agreement. The Operator may submit individual project plans for each location of the Premises; once the Director has issued a written approval, each location comprising the Premises may be a separate Approved

Project.

2. The Operator must identify each Capital Renovation Account project and any other Real Property (Capital) Improvements and exterior Trade Fixtures in the Operator Project Plan and Report (OPPR) at least one (1) complete year prior to commencement of the individual project. The Operator must identify each project that requires planning and design before construction in the OPPR at least one (1) complete year before planning and design begins. The purpose of the OPPR is to identify the need for, and tentative scope of, projects a complete year in advance of actual work to allow adequate time to prepare for project commencement. Projects shown in the OPPR must include, at minimum, the National Park Service asset number, work order number, work order open date, project title, concept description, justification, anticipated NEPA and Section 106 planning and compliance established in collaboration with the Director.

B. Establish a Project File

The Operator must compile a project file for each project. Each project must be identified with a unique project number. Every document entered into the project file must have the project number clearly displayed on it. A typical project file must include the following information:

Section A. Project Statement ("PS"). This section should contain the approved PS and notice-to-proceed letter.

1. Specific to the Initial Capital Investment Program: The Operator must prepare a proposed PS to submit to the Director for review for each of the Initial Capital Investment Program projects outlined in Addendum A of the Agreement. The Operator must identify the proposed phasing of the projects and the Operator's plan to maintain services throughout the Area during the implementation of the Initial Capital Investment Program. This detailed project plan must be submitted within 90 days of the Effective Date.
2. Project Statement Content. The PS must include, at minimum, the following: project description; proposed concept for the location; justification; scope of work, including NEPA and Section 106 planning and compliance; estimated Total Project Price; proposed schedule; design review milestones; and third party project inspection and certification. In addition, the PS must include a description of the interior and exterior construction/renovation required, list of fixtures and equipment required, description of deferred maintenance issues to be addressed, and a detailed project budget and timeline. The elements of the PS will function as accountability check points, and will vary in frequency and scope depending on the nature, complexity, and scope of the proposed project.
3. Professional Services and Construction. In its PS the Operator must represent and warrant to the Director that for any project requiring professional services, such services will be acquired from and provided by appropriate Registered Technical Professionals. Licensed Contractors must perform all project work unless otherwise approved in writing by the Director. The Operator must ensure that Registered Technical Professionals perform project inspection and facility certification, or any other service the Director deems necessary for project implementation and requests the Operator to perform.
4. National Park Service Operations. In the PS, the Operator must clearly identify any aspect of its proposed project it expects to interact with National Park Service operations, such as utility service connections or road maintenance.

Section B. Planning. This section should contain documents pertaining to any project planning. Typical documents include those produced for NEPA and Section 106 compliance. This section should also contain any concept design, preliminary design, or schematic design correspondence and documents.

Section C. Assessment. This section should contain a record of all assessments, site or facility investigative reports, and quality assurance documents.

Section D. Financial. This section should contain a copy of all contracts, contract modifications, and invoices.

Section E. Photo Documentation. This section should contain before-and-after photos.

Section F. As-Built Drawings. This section should contain as-built drawings, if applicable.

C. Submit Project Documents for Review and Approval

The Operator must submit project documents for the Director's review and approval. The scope and detail of the project documents will vary depending on the nature and complexity of the project but should include renderings and schematics of the interior and exterior of the kiosk/building (including exterior seating areas, if any). The Operator is responsible for the technical accuracy and completeness of project documents, and must provide technical review as needed to ensure compliance with all applicable federal, state and local statutes, codes, and regulations, and with all appropriate industry standards.

SEC. 4. PROJECT SUPERVISION**A. Identify a Construction Supervisor**

The Operator must identify a Construction Supervisor, and vest the Construction Supervisor with the authority to direct the Contractor on behalf of the Operator.

B. Project Inspections

The Operator must provide project inspections. The Operator is responsible for ensuring safe, accountable project activity, and providing its Contractor with direction to fulfill the scope of work.

C. Submit Project Completion Report

Upon completion of any project, the Operator must submit a project completion report to the Director. The project completion report must include the Total Project Cost, before-and-after photo documentation, warranties, operation and maintenance manuals, all inspection and certification reports, and as-built drawings. As-built drawings must be of full-size archival quality, and must be prepared in accordance with National Park Service management policies. The Operator must also provide at least two (2) half-size sets of drawings.

D. Request Confirmation of Capital Investment by Location

The Operator must submit a final accounting of the individual Approved Projects to the Director that includes the project file containing invoices, payments, and a written certification from a certified public account (CPA) that all of the costs were incurred and capitalized by the Operator in accordance with Generally Accepted Accounting Principles (GAAP) and necessary for the Approved Project.

E. Request Project Acceptance and Close-Out by the Director

The Operator must submit a request for project acceptance and close-out to the Director. Project acceptance and close-out will be contingent upon the Operator's fulfillment of all requested project completion work tasks, and its submittal of all project documentation in accordance with these procedures and as requested by the Director. The Operator retains full responsibility for all project activity, and full liability for both completed and uncompleted work, until it receives formal written project acceptance and close-out from the Director.