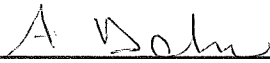


**Action in Writing By All Of The Directors Of  
Rochester MSA Building Company (the "Company")**

Regarding the contemplated purchase, renovation and expansion of the Public Schoolhouse to be leased to Rochester Math and Science Academy and Rochester STEM Academy ( the "Schools"), the Contractor and Architect have submitted a proposed agreement for services which is Attachment 1 hereto.

Be It Resolved that the Contract For Services shall be and hereby is approved and any officer or director of shall be and here is authorized to execute said Contract.

Executed and Effective April 18, 2018

  
\_\_\_\_\_  
Abdulkadir Dahir Abdulla, Director

4/26/2017

See attached

\_\_\_\_\_  
Ali Jaras, Director

\_\_\_\_\_  
Almed Elmi, Director



1000 Boone Ave Ste 100  
Golden Valley, MN 55427  
Phone - 763.545.8826  
Direct - 763.450.4631

**45 YEARS OF EXCELLENCE**

April 2, 2018

Abdulkadir D, Abdalla  
Bryan Rossi  
Rochester MSA Building Company  
415 16<sup>th</sup> St. SW  
Rochester, MN 55902

Dear Abdulkadir and Bryan,

It is Benson-Orth Associates and Rochester MSA Building Company intent to enter into a design/build contract for the remodeling and construction of a new addition to the facility located at 415 16<sup>th</sup> Street SW in Rochester Minnesota. This letter documents this understanding between both parties and will serve as the commitment between both parties until which time the design/build contract is in place.

It is our understanding that Rochester MSA Building Company is purchasing the building and will enter in to this Design/Build Agreement with Benson-Orth to provide design and construction services necessary to expand and remodel the building for a student population of up to 650 K-12 students. The project is being funded by municipal bonds issued by the City of Rochester. The net available construction funds from the bond sale will be 9.9 million dollars. This will be the basis of a Guaranteed Maximum Price design/build contract that will be signed by both parties for this project. This sum includes architectural and engineering fees of \$508,000 plus normal reimbursable expenses and other soft costs.

Benson-Orth has retained Pope Architects to provide these design services and in turn it is understood that Pope Architects will send invoices to Benson-Orth on a percent-complete basis once each month through the course of the design and construction process. Approximately 90% of the design fees will be invoiced prior to the start of construction.

A portion of the design fees must be paid by the Rochester MSA Building Company to Benson-Orth prior to the closing of Bond Financing on or about June 26/27, 2018. The following breakdown is the amount that will need to be paid prior to the closing:

1) Pope's invoices for January, February, and March 2018	\$175,000.00
2) Soil Testing and Reporting	\$6,000.00
3) Asbestos Assessment	\$4,800.00
Total	<u>\$185,800.00</u>

100,000.00 to A. Rossi  
4/26/2018

The remainder of the design fees will be paid after the bond closing and as per the attached draw schedule.

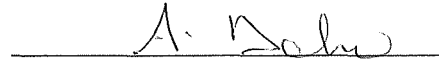
However, if the project does not move forward as anticipated and is either cancelled or postponed, the Affiliated Building Company will pay the design costs incurred by Benson-Orth prior to the notice of cancellation.

If you are in agreement, please sign and return. If you have any questions, please feel free to contact me.

Thank you

Maurice Britts, VP  
Benson-Orth Associates, Inc.

Rochester MSA Building Company

A handwritten signature in cursive script, appearing to read "Maurice Britts", written over a horizontal line.A handwritten signature in cursive script, appearing to read "A. Salvo", written over a horizontal line.

4/26/2018