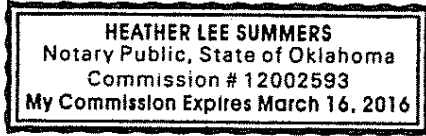


CONSENT BY ARCHITECT

The undersigned ("Architect") acknowledges the assignment by MUELLER HOSPITALITY, LP, a Texas limited partnership ("Owner"), to SOVEREIGN BANK ("Lender"), as additional security for the obligations of Owner with respect to the loans made by Lender to Owner under (a) a Promissory Note dated of even date herewith in the original stated principal amount of Six Million Eight Hundred Fifty-Three Thousand Three Hundred Ninety-Seven and 50/100 Dollars (\$6,853,397.50) (the "First Lien Note") or (b) a Promissory Note dated of even date herewith in the original stated principal amount of Three Million Four Hundred Twenty-Six Thousand Six Hundred Ninety-Eight and 75/100 Dollars (\$3,426,698.75) (the "Second Lien Note"; together with the First Lien Note collectively referred to herein as the "Note"), of all of the rights of Owner (but not Owner's obligations): (i) to the Plans and Specifications (herein so called) described on the schedule attached hereto (the "Schedule"), and (ii) in any agreements (the "Agreements") between Architect and Owner pertaining to the construction of the improvements (the "Improvements") described in the Plans and Specifications, such Improvements to be located upon certain real property described on Exhibit A, attached hereto and made a part hereof (the "Property"). Architect hereby consents to and agrees to be bound by such assignment. Architect further represents and warrants to and agrees with Lender as follows:

1. Attached hereto as Exhibit B is a true and correct copy of the Agreements.
2. Architect prepared all of the Plans and Specifications or such Plans and Specifications were prepared under its supervision and direction, and Architect is responsible therefor.
3. The Plans and Specifications are complete and adequate for the construction of the Improvements, and there have been no modifications thereof except as described on the Schedule.
4. The following provisions shall apply if Architect is required under the Agreements to perform work with respect to the Plans and Specifications or the construction of the Improvements after the initial preparation of the Plans and Specifications:
 - (a) If Owner defaults in its obligations to Lender under the First Lien Note or the Second Lien Note and Lender elects to have Architect continue to perform work under the Agreements, then Lender shall notify Architect in writing of such facts. Upon receipt of such written notice from Lender, Architect shall continue performance on Lender's behalf under the Agreements in accordance with the terms thereof, provided that Architect shall be reimbursed in accordance with the Agreements for all work, labor and material rendered on Lender's behalf following such request.
 - (b) If Owner defaults in making any payment or in performing any other obligation under the Agreements, Architect shall promptly give Lender written notice thereof at the following address, unless Lender provides Architect with a new address for notices: 17950 Preston Road, Suite 500, Dallas, Texas 75252, Attention: Casey Hozer.
 - (c) Architect shall not perform work pursuant to any material change order

This instrument was acknowledged before me this 27 day of April, 2012, by Michael Hall, Member, Manager of GH2 Architects, LLC, an Oklahoma limited liability company, on behalf of said limited liability company.



My Commission Expires:
March 16, 2016

Heather Lee Summers
Notary Public

Heather Lee Summers
Print name of Notary

SCHEDULE OF PLANS AND SPECIFICATIONS

Dated: _____

Prepared By: _____

For: _____

Job No.: _____

SHEETS NO. _____ through _____, dated _____

SHEETS NO. _____ through _____, dated _____

SHEETS NO. _____ through _____, dated _____

GENERAL

CS COVER SHEET
A001 ASSEMBLY AND PARTITION DETAILS

ALL DATED 11/18/2011

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**RESIDENCE INN
DESIGN GUIDE PROJECT MANUAL MASTER**

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Note: The following Section is for use with CFRSI LEED Volume Program ONLY.

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	○ Locker Units with Hinged Doors		
	○ Base, Top, and Filler Panels		
<input type="checkbox"/>	10 56 13 (10670) Metal Storage Shelving	1 - 3	
	○ Post and Beam Metal Shelving		
<input type="checkbox"/>	10 57 23.13 (10670) Wire Closet & Utility Shelving	1 - 3	
	○ Wire Closet Shelving		
<input type="checkbox"/>	10 75 00 (10350) Flagpoles	1 - 4	
	○ Ground Set Aluminum Flagpoles and Accessories		

	<u>Pages</u>	<u>Rev. Date</u>
<u>DIVISION 11 - EQUIPMENT</u>		
□ 11 23 00 (11110) Commercial Laundry and Dry Cleaning Equipment	1 - 3	
○ Laundry and Dry Cleaning Equipment		
○ Refer to Food Service & Laundry Equipment Product Manual for Equipment Specifications		
□ 11 25 13 (11080) Registration Equipment	1 - 3	
○ Deposit Boxes		
○ Employees Depository Safe		
□ 11 31 00 (11450) Residential Appliances	1 - 13	
○ Cooktops		
○ Range Hoods		
○ Ranges		
○ Microwave Oven		
○ Refrigerators		
○ Disposals		
○ Dishwashers		
○ Built-in Barbeque at Patio		
□ 11 40 00 (11400) Food Service Equipment	1 - 4	
○ Food Service Equipment		
○ Refer to Food Service & Laundry Equipment Product Manual for Equipment Specifications		
□ 11 52 13 (11132) Projection Screens	1 - 3	
○ Manually Operated Front Projection Screens		
<u>DIVISION 12 - FURNISHINGS</u>		
□ 12 30 00 (06400) Architectural Woodwork	1 - 25	
○ Custom Cabinet Units		
○ Casework Hardware		
□ 12 36 06 (06415) Metal Countertops	1 - 6	
○ Stainless Steel Countertops (Not provided with Food Service Equip)		
□ 12 36 23 (06415) Plastic Countertops	1 - 7	
○ Plastic Laminate Countertops		
○ Plastic Laminate Backsplashes		
○ Plastic Laminate Aprons		
□ 12 36 40 (09380) Stone Countertops	1 - 9	
○ Granite Vanity Tops		
○ Granite Countertops		
○ Granite Backsplashes		
○ Granite Aprons		
○ Granite Tub Seat		
○ Granite Whirlpool Built-In Tops		
○ Granite Casework Faces (Vertical)		
○ Granite Credenza Tops		
○ Granite Accent / Border Tile		
○ Granite Wall Base		

	<u>Pages</u>	<u>Rev. Date</u>
<input type="checkbox"/> 12 36 61.13 (06610) Cultured Marble Countertops ○ Cultured Marble Vanity Tops ○ Cultured Marble Countertops ○ Cultured Marble Backsplashes ○ Cultured Marble Aprons	1 - 7	
<input type="checkbox"/> 12 54 13.13 (12505) Hospitality Furniture Installation ○ Installation of Furniture and Fixtures Furnished By Owner	1 - 3	

Note: The following Section is for use with CERES/LEED Volume Program ONLY.

<input type="checkbox"/> 12 93 00 (12930) Site Furniture ○ Bicycle Rack	1 - 5	
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DIVISION 13 - SPECIAL CONSTRUCTION

<input type="checkbox"/> 13 11 00.01 (13151) Swimming Pools - Exterior ○ Exterior Swimming Pool ○ Exterior Spa ○ Accessories	1 - 22	
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DIVISION 14 - CONVEYING EQUIPMENT

<input type="checkbox"/> 14 21 23 (14210) Electric Traction Passenger Elevator System ○ Electric Traction Machine-Room-Less (MRL) Elevator System	1 - 16	
<input type="checkbox"/> 14 91 33 (14560) Laundry and Linen Chutes ○ Linen Chute	1 - 6	

DIVISIONS 15 – 20

Not Used

DIVISION 21 – FIRE SUPPRESSION

<input type="checkbox"/> 21 05 00 (15050) Common Work Results for Fire Suppression ○ Piping Materials and Fittings ○ Joining Materials ○ Dielectric Fitting ○ Mechanical Sleeve Seals ○ Piping Specialties ○ Piping Insulation ○ Equipment Installation ○ Concrete Bases ○ Erection of Metal Supports ○ Erection of Wood Supports ○ Cutting and Patching ○ Grouting	1 - 11	
<input type="checkbox"/> 21 10 00 (13900) Fire Suppression Systems ○ Fire Suppression System ○ Fire Pump	1 - 8	

DIVISION 22 – PLUMBING

Pages Rev. Date

□ 22 05 00	(15050)	Common Work Results for Plumbing	1 - 13
		<ul style="list-style-type: none"> ○ Piping Materials and Fittings ○ Joining Materials ○ Dielectric Fitting ○ Mechanical Sleeve Seals ○ Piping Specialties ○ Grouting ○ Piping Insulation ○ Equipment installation ○ Concrete Bases ○ Erection of Metal Supports ○ Erection of Wood Supports ○ Cutting and Patching 	
□ 22 05 13	(15055)	Common Motor Requirements for Plumbing Equipment	1 - 4
□ 22 05 19	(15122)	Meters and Gages for Plumbing Piping	1 - 5
		<ul style="list-style-type: none"> ○ Thermometers ○ Pressure Gages ○ Water Meters 	
□ 22 05 23	(15110)	General Duty Valves for Plumbing Piping	1 - 8
		<ul style="list-style-type: none"> ○ Valves 	
□ 22 05 29	(15060)	Hangers and Supports for Plumbing Piping and Equipment	1 - 7
		<ul style="list-style-type: none"> ○ Hangers and Supports for Mechanical System Piping and Equipment 	
□ 22 05 48	(15070)	Vibration and Seismic Control for Plumbing Piping and Equipment	1 - 7
		<ul style="list-style-type: none"> ○ Vibration Isolators ○ Seismic Controls ○ Vibration Isolation Bases 	
□ 22 05 53	(15075)	Identification for Plumbing Piping and Equipment	1 - 5
		<ul style="list-style-type: none"> ○ Identifying Devices and Labels 	
□ 22 07 00	(15083)	Plumbing Insulation	1 - 9
		<ul style="list-style-type: none"> ○ Insulation Materials ○ Jackets ○ Accessories and Attachments ○ Vapor Retarders 	

Note: The following four sections are for use with CERES/LEED Volume Program ONLY

□ 22 08 00		Commissioning of Plumbing	1 - 4
		<ul style="list-style-type: none"> ○ Plumbing Responsibilities in the Commissioning Process 	
□ 22 08 00.01		Plumbing Testing Requirements	1 - 4
		<ul style="list-style-type: none"> ○ Functional Testing Requirements for Plumbing Commissioning 	
□ 22 08 00.02		Plumbing Prefunctional Checklists	1 - 3
		<ul style="list-style-type: none"> ○ Prefunctional Checklists for Plumbing Commissioning 	
□ 22 08 00.03		Plumbing Sample Functional Test Procedures	1 - 3
		<ul style="list-style-type: none"> ○ Functional Testing Procedures for Plumbing Commissioning 	

		<u>Pages</u>	<u>Rev. Date</u>
□ 22 11 16	(15140) Domestic Water Piping	1 - 11	
	○ Pipe and Tube Materials		
	○ Fittings		
	○ Joining Materials		
	○ Polyethylene Encasement		
□ 22 11 23	(15440) Domestic Water Pumps	1 - 5	
	○ Domestic Water Inline Pumps		
□ 22 13 16	(15150) Sanitary Waste and Vent Piping	1 - 15	
	○ Pipe Materials		
	○ Fittings		
	○ Joining Materials		
□ 22 30 00	(15430) Plumbing Equipment	1 - 3	
	○ Backflow Preventers		
	○ Water Regulators		
	○ Thermostatic Mixing Valves		
	○ Clothes Washer Drain & Supply		
	○ Hydrants		
	○ Trap Primer Valves		
	○ Drain Valves		
	○ Backwater Valves		
	○ Floor Drains		
	○ Roof Drains		
	○ Grease Interceptors		
	○ Oil Interceptors		
	○ Lint Interceptors		
	○ Miscellaneous Piping Specialties		
□ 22 34 00	(15486) Fuel-Fired, Domestic Water Heaters	1 - 11	
	○ Gas Fired Water Heaters		
	○ Storage Tanks		
	○ Expansion Tanks		
	○ Accessories		
□ 22 40 00	(15410) Plumbing Fixtures (22 40 00-1)	1 - 17	
	○ Plumbing Fixture Standards		
	○ Miscellaneous Fixture Standards		
	○ Miscellaneous Component Standards		
	○ Plumbing Fixture Matrix (22 40 00-2)	1 - 45	



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<u>DIVISION 23 – HEATING, VENTILATING, AND AIR-CONDITIONING (HVAC)</u>			
□ 23 05 00	(15050) Common Work Results for HVAC	1 - 8	
	○ Piping Materials and Fittings		
	○ Joining Materials		
	○ Dielectric Fitting		
	○ Mechanical Sleeve Seals		
	○ Piping Specialties		
	○ Grouting		
	○ Piping Insulation		
	○ Equipment installation		
	○ Concrete Bases		
	○ Erection of Metal Supports		
	○ Erection of Wood Supports		
	○ Cutting and Patching		
□ 23 05 13	(15090) Common Motors Requirements for HVAC Equipment	1 - 3	
	○ Basic Motor Requirements		
	○ Polyphase Motors		
	○ Single Phase Motors		
□ 23 05 29	(15060) Hangers and Supports for HVAC Piping and Equipment	1 - 7	
	○ Hangers and Supports for Mechanical System Piping and Equipment		
□ 23 05 48	(15070) Vibration and Seismic Control for HVAC Piping and Equipment	1 - 7	
	○ Vibration Isolators		
	○ Seismic Controls		
	○ Vibration Insulation Bases		
□ 23 05 53	(15075) Identification for HVAC Piping and Equipment	1 - 5	
	○ Identifying Devices and Labels		
□ 23 07 00	(15081) HVAC Insulation	1 - 13	
	○ Insulation Materials		
	○ Jackets		
	○ Accessories and Attachments		
	○ Vapor Retarders		

Note: The following four Sections are for use with CERST LEED Volume Program ONLY.

□ 23 08 00	Commissioning of HVAC	1 - 10	
	○ HVAC Responsibilities in the Commissioning Process		
□ 23 08 00.01	HVAC Testing Requirements	1 - 20	
	○ Functional Testing Requirements for HVAC Commissioning		
□ 23 08 00.02	HVAC Prefunctional Checklists	1 - 3	
	○ Prefunctional Checklists for HVAC Commissioning		
□ 23 08 00.03	HVAC Sample Functional Test Procedures	1 - 3	
	○ Functional Testing Procedures for HVAC Commissioning		

		<u>Pages</u>	<u>Rev. Date</u>
□ 23 09 00	(15900) Instrumentation and Control for HVAC	1 - 9	
	○ Control Panels		
	○ Thermostats		
	○ Carbon Dioxide Sensors		
	○ Actuators		
	○ Dampers		
	○ Wiring		
□ 23 09 93	(15940) Sequence of Operations for HVAC Controls	1 - 5	
	○ Control Sequences for HVAC Systems, Subsystems, & Equipment		
□ 23 11 23	(15194) Facility Natural-Gas Piping	1 - 10	
	○ Pipe, Fittings and Joining Materials		
	○ Protective Coating		
	○ Piping Specialties		
	○ Valves		
□ 23 23 00	(15530) Refrigerant Piping	1 - 6	
	○ Tubes		
	○ Fittings		
	○ Joining Materials		
	○ Specialties		
□ 23 31 13	(15815) Metal Ducts	1 - 9	
	○ Sheet Metal Materials		
	○ Duct Liner		
	○ Sealant Materials		
	○ Hangers and Supports		
	○ Duct Fabrication		
□ 23 33 00	(15820) Air Duct Accessories	1 - 9	
	○ Manual-Volume Dampers		
	○ Fire Dampers		
	○ Turning Vanes		
	○ Duct-Mounted Access Doors		
	○ Flexible Connectors		
	○ Flexible Ducts		
	○ Accessories		
□ 23 34 23	(15833) HVAC Power Ventilators	1 - 10	
	○ Centrifugal Roof Ventilators		
	○ Upblast Propeller Roof Exhaust Fans (Kitchen Hood Exhaust)		
	○ Ceiling-Mounted Ventilators		
	○ In-Line Centrifugal Fans		
	○ Attic Ventilators		
	○ Motors		
□ 23 37 00	(15850) Air Outlets and Inlets	1 - 4	
	○ Diffusers		
	○ Registers		
	○ Grilles		
	○ Louvers		

		<u>Pages</u>	<u>Rev. Date</u>
<input type="checkbox"/>	23 41 00 (15861) Particulate Air Filtration	1 - 4	
	○ Disposable Panel Filters		
	○ Extended Surface Filters		
<input type="checkbox"/>	23 74 33 (15733) Dedicated Outdoor Air Units	1 - 13	
	○ Dedicated Outdoor-Air Units with Energy Recovery		
<input type="checkbox"/>	23 81 13.15 (15738) Vertical Packaged Terminal Air-Conditioning Units	1 - 7	
	○ Vertical Packaged Terminal Air-Conditioning Units		
	○ Controls		
<input type="checkbox"/>	23 81 26 (15738) Split-System Air-Conditioners	1 - 9	
	○ Split-System Air-Conditioning Units 5 Tons and Less		
	○ Split-System Air-Conditioning Units 6 Tons and More		
<input type="checkbox"/>	23 82 39 (15767) Unit Heaters	1 - 6	
	○ Unit Heaters		
	○ Cabinet Unit Heaters		
	○ Duct Heaters		
	○ Baseboard Heaters		

DIVISION 24
Not Used

DIVISION 25 – INTEGRATED AUTOMATION

<input type="checkbox"/>	25 51 10 Integrated Automation Control of Guestroom Equipment	1 - 13	
	○ Master Light Switch		
	○ Motion Sensor Thermostats		

DIVISION 26 – ELECTRICAL

<input type="checkbox"/>	26 05 00 (16050) Common Work Results for Electrical	1 - 8	
	○ Supporting Devices for Electrical Components		
	○ Electricity-Metering Components		
	○ Concrete Equipment Bases		
	○ Electrical Demolition		
	○ Cutting and Patching for Electrical Construction		
	○ Touchup Painting for Electrical Work		
<input type="checkbox"/>	26 05 19 (16120) Low-Voltage Electrical Power Conductors and Cables	1 - 6	
	○ Building Wires & Cables for Wiring Systems Rated 660V & Less		
<input type="checkbox"/>	26 05 26 (16060) Grounding and Bonding for Electrical Systems	1 - 8	
	○ Grounding of Electrical Systems and Equipment		

			<u>Pages</u>	<u>Rev. Date</u>
<input type="checkbox"/>	26 05 33	(16130) Raceways and Boxes for Electrical Systems	1 - 10	
		○ RMC		
		○ PVC, Schedule 40 or 80		
		○ EMT		
		○ FMC		
		○ LFMC		
		○ LFNC		
		○ RNC		
		○ Wireways		
<input type="checkbox"/>	26 05 36	(16139) Cable Trays for Electrical Systems	1 - 5	
		○ Cable Trays and Accessories		
<input type="checkbox"/>	26 05 48	(16071) Vibration and Seismic Controls for Electrical Systems	1 - 7	
		○ Seismic Restraints & Earthquake-Damage-Reduction Measures for Electrical Components		
<input type="checkbox"/>	26 05 53	(16075) Identification for Electrical Systems	1 - 7	
		○ Electrical Identification Materials & Devices		

Note: The following four Sections are for use with CFRST LEED Volume Program ONLY.

<input type="checkbox"/>	26 08 00	Commissioning of Electrical Systems	1 - 5	
		○ Electrical Responsibilities in the Commissioning Process		
<input type="checkbox"/>	26 08 00.01	Electrical Systems Testing Requirements	1 - 5	
		○ Functional Testing Requirements for Electrical Commissioning		
<input type="checkbox"/>	26 08 00.02	Electrical Systems Prefunctional Checklists	1 - 3	
		○ Prefunctional Checklists for Electrical Commissioning		
<input type="checkbox"/>	26 08 00.03	Electrical Systems Sample Functional Test Procedures	1 - 3	
		○ Functional Testing Procedures for Electrical Commissioning		
<input type="checkbox"/>	26 22 00	(16460) Low-Voltage Transformers	1 - 6	
		○ Dry-Type Distribution & Specialty Transformers Rated 1000V & Less		
<input type="checkbox"/>	26 24 00	(16440) Switchboards and Panelboards	1 - 11	
		○ Service and Distribution switchboards Rated 600V & Less		
		○ Load Centers and Panelboards		
		○ Overcurrent Protective Devices		
		○ Lighting & Appliance Branch-Circuit Panelboards		
		○ Distribution Panelboards		
<input type="checkbox"/>	26 27 26	(16140) Wiring Devices	1 - 11	
		○ Receptacles, Connectors, Switches & Finish Plates		
<input type="checkbox"/>	26 28 16	(16410) Enclosed Switches and Circuit Breakers	1 - 5	
		○ Service Disconnect Switches		
		○ Feeder and Equipment Disconnect Switches		
		○ Feeder Branch-Circuit Protection		
		○ Motor Disconnect Switches		
<input type="checkbox"/>	26 29 13	(16420) Enclosed Controllers	1 - 9	
		○ AC Motor-Control Devices Rated 600V & Less		
<input type="checkbox"/>	26 35 33	(16280) Power factor Correction Equipment	1 - 6	
		○ Transient Voltage Surge Suppressors		

		<u>Pages</u>	<u>Rev. Date</u>
<input type="checkbox"/>	26 41 13 (13100)	Lightning Protection for Structures	1 - 4
		○ Lightning Protection Systems	
<input type="checkbox"/>	26 51 00 (16510)	Interior Lighting (26 51 00-01)	1 - 10
		○ Interior Lighting Fixtures	
		○ Lamps, Ballasts	
		○ Emergency Lighting Units	
		○ Accessories	
		○ Light Fixture Matrix (26 51 00-02)-Gen 1, 5, 6 Possibilities	1
		○ Light Fixture Matrix (26 51 00-02)-Gen 7.5- <i>inn</i> FUSION2/IMPROV	1 - 7
		○ Light Fixture Matrix (26 51 00-02)-Gen 8- <i>inn</i> FUSION2/IMPROV	1 - 8
<input type="checkbox"/>	26 56 00 (16520)	Exterior Lighting	1 - 7
		○ Exterior Lighting Units	
		○ Luminaires	
		○ Lamps, Ballasts	
		○ Poles/Support Structures	
		○ Accessories	
		○ Light Fixture Matrix (See 26 51 00)	
<input type="checkbox"/>	26 60 00 (16580)	Lighting Accessories	1 - 9
		○ Contactors and Relays	
		○ Time Switches	
		○ Photoelectric Relays	
		○ Occupancy Sensors	
		○ Hearing Impaired Door Annunciator	

DIVISION 27 – COMMUNICATIONS

<input type="checkbox"/>	27 05 00	Common Work Results for Communications	1 - 6
		○ Supporting Devices for Electrical Components	
		○ Electricity-Metering Components	
		○ Concrete Equipment Bases	
		○ Electrical Demolition	
		○ Cutting and Patching for Electrical Construction	
		○ Touchup Painting for Electrical Work	
<input type="checkbox"/>	27 10 00 (16710)	Structured Cabling	1 - 4
		○ Wiring for Telephone Distribution	
<input type="checkbox"/>	27 20 00 (16740)	Communication and Data-Processing Equipment	1 - 10
		○ Wiring Systems to be used as Signal Pathways for Voice & High-Speed Data Transmission	
<input type="checkbox"/>	27 41 16 (16850)	Television Equipment	1 - 12
		○ Master Antenna Television Systems	
<input type="checkbox"/>	27 51 00 (16810)	Distributed Audio-Video Communications System	1 - 7
		○ Equipment for Amplifying, Distributing, & Reproducing Sound Signals	

DIVISION 28 – ELECTRONIC SAFETY AND SECURITY

Pages Rev. Date

<input type="checkbox"/> 28 16 00	(13730)	Intrusion Detection	1 - 9
		○ Intrusion Detection Sensors	
		○ Signal Equipment	
		○ System Controls	
		○ Alarm Displays	
		○ Alarm Indicating Devices	
<input type="checkbox"/> 28 23 00	(13740)	Video Surveillance	1 - 10
		○ CCTV Closed Circuit Television System	
<input type="checkbox"/> 28 31 00	(13850)	Fire Alarm and Detection Systems	1 - 8
		○ Automatic and Manual Fire Alarm System	

DIVISIONS 29 – 49

Not Used

END OF SECTION

EXHIBIT B

COPIES OF AGREEMENTS

[See attached.]



May 26, 2011

Via Email

Mr. Billy Brown
Benchmark Development Corporation
3241 Preston #7
Frisco, TX 75034
Tel: 214-618-2783
Cell: 214-725-8988
Fax: 214-618-2791

RE: Austin, TX
Residence Inn
Project # 20100040

Dear Mr. Brown:

GH2 Architects, LLC is pleased to present you with this proposed Scope of Services and Fees for Schematic Design, Design Development, Construction Documents, and Construction Administration for the proposed Residence Inn that you are proposing in Austin. This proposal is based on our discussions and the Residence Inn prototype that is available on the Marriott website. Further, we understand that this project is to be LEED® Silver and our proposed Scope and Fees for that work are listed as well. We hope that this proposal meets with your approval and we look forward to a terrific new project.

The project is proposed as a 4-storey, 109-guestroom hotel. We will start with the published set of prototype documents and LEED® Certified Residence Inn documents available from Marriott to establish the parameters for the design of the hotel; from this set, we will develop the Construction Documents and prepare the required submittals to the USGBC/GBCI. Amenities will generally be as included in the prototype, including an outdoor pool. We will provide architectural, LEED® Certification, structural, mechanical, plumbing, and electrical engineering services as outlined below.

The construction system for the building will be wood stud load-bearing framed interior and exterior walls. The exterior walls will be finished in accordance with the prototype or restrictive covenants for the site. Conventional, shallow spread footings have been assumed.



Fire alarm systems, telephone systems, data/internet systems, television systems, reservation systems, security systems, music systems, and fire protection systems shall be designed by the respective vendors' engineers and are not a part of this proposal.

We believe that we can complete the Construction Document phases within twelve to fifteen weeks of your authorization to proceed. The extra time is related to working with Marriott and the pre-Certified prototype. We have placed the project on our design and production schedule and will publish a project schedule to you with projected dates.

Scope of Services:

Schematic Design

Schematic Design is the phase in which the size and character, scale and relationships of the Project are defined. Schematic Design Documents are based upon a mutually agreed upon program and schedule. The documentation for this stage will include preliminary building plans, a roof plan, building section(s) and elevations. Design of the measures outlined in the LEED® scorecard will begin in this phase. Preliminary code reviews will be completed and the results incorporated into the design during this phase. Documents will be delivered to you for your review at the end of this phase and for your distribution to the Brand for review and comment. One set of minor revisions can be incorporated as we move into the Design Development phase if necessary. Site Development design by your civil engineer should also begin in this phase.

Design Development

Design Development is the phase in which the size and character of the Project is further refined and described from the Schematic Design Documents, and includes architectural, structural, mechanical, and electrical systems, materials, and such other elements as may be appropriate. Design of the measures outlined in the LEED® scorecard will continue in this phase. Site Development by your civil and landscape consultants should also continue as well. We will complete the code search during this phase. Documents will be delivered to you for your review at the end of this phase and for your distribution to the Brand for review and comment. One set of minor revisions can be incorporated as we move into the Construction Documents phase if necessary.

Construction Documents

We will prepare drawings and specifications sufficient to obtain jurisdictional permits and construct the building. This will include architectural, structural, mechanical, electrical and plumbing drawings and specifications. Fire protection and fire alarm will be included as a performance specification from which the contractors/subcontractors can bid and construct the systems. Outdoor swimming pool drawings will be for information only and to show design intent; the selected General Contractor will be required to produce engineered shop drawings to obtain a swimming pool and spa permit. Documentation and specification of the design measures outlined in the LEED® scorecard will be included in the Construction Documents.



It is our understanding that, at this time, no geotechnical investigation has been performed for the subject parcel. In this proposal, we have assumed that shallow, spread footings will be used for the foundation system of the building. If the geotechnical investigation reveals that a more substantial foundation system, such as pier and grade beam, is required, our fees will increase, because these types of foundation systems can be substantially more complicated to design and detail as well as to construct. These items can be further addressed when we receive the geotechnical investigation.

You indicated that you will be using Bury and Partners to perform civil engineering services and prepare the landscape plans. We will coordinate our work with them to produce your hotel and its site.

Drawings will be submitted to you at about half way through this phase, for your review and comment and for your distribution to the Brand for their review and comment. This set of drawings will include dimensioned floor plans, exterior elevations, and sections indicating construction method and materials. The final set of drawings will be submitted to you when the Construction Documents are complete and ready for bidding and building permitting as well as distribution to the Brand. Documents will be issued in one complete Construction Documents package for permitting, pricing and construction.

The Drawings and Specifications for this project will be designed as a site-specific set for use on this site only and will be generally based on the prototype. GH2 Architects, LLC and its consultants will be deemed the author and the owner of their Instruments of Service and shall retain all rights therein.

Bidding

It is our understanding that you may issue the Construction Documents to one or more pre-qualified contractors for bidding purposes. As an hourly service, we will respond to contractor questions during the bidding period.

Permitting

We understand that you or your local engineer will prepare permit applications and submit them to the jurisdictional agencies along with drawings and specifications. As jurisdictional review comments are generated by the authorities having jurisdiction and forwarded to us, we will, as an hourly service, address their comments and return them to the jurisdiction in a timely manner.

Construction Administration and Site Visits

The Architect and its Consultants may, as an hourly service, provide Construction Administration services during the period from award of Contract for Construction until the Certificate of Substantial Completion is issued to the Owner. During this phase we can answer the Contractor's Requests for Interpretation (RFIs), issue addenda, and review required shop drawings and submittals for general conformance with the design intent of the Contract Documents. We can provide site observations based on your



need for these services and can visit the site as frequently or infrequently as you like. No construction or contractor operations are included in our services.

LEED® Certification Services

The Architect will provide hourly LEED® Certification Services, which include: a planning meeting to outline the goals, strategies, and process for the project and a completed LEED® scorecard; technical assistance, research support and technical specifications; and coordinating and submitting documentation for Certification to the USGBC/GBCI.

The Owner and Architect acknowledge that LEED® Certification is awarded by the Green Building Certification Institute (GBCI), an independent third party organization, and is dependent on factors beyond the Architect's control, such as the Owner's use and operation of the Project; the Work provided by the Contractor or the work or services provided by the Owner's other contractors or consultants; or interpretation of credit requirements by GBCI. Accordingly, the Architect does not warrant or guarantee that the Project will be granted LEED® Certification by the GBCI.

For the services as described above, compensation for shall be computed as follows:

Schematic Design	\$126,500
Design Development	
Construction Documents	
LEED Design and Certification Services	\$20,000 (hourly estimate)
Energy Modeling	\$17,200
Bidding, Permitting, and Construction Administration	hourly
Construction Site Visits and Pay Application Certification	\$1,750 per one-day trip

Revisions to the Scope of Services, design, size, quality, complexity or schedule, changes required because of inconsistent approvals, or revisions necessary because of adjustments in the Program or project budget, revisions required because of changes requested from the Brand, and items not listed above under the Scope of Services will be considered an additional service and will be billed at our standard hourly rates.



Reimbursable Expenses are in addition to the compensation listed above and include expenses directly related to the project, incurred by the Architect and the Architect's employees and consultants. Reimbursable Expenses will be invoiced at a multiple of 1.15 times the expense incurred by the Architect and the Architect's consultants.

This proposal is based on the following:

1. You will provide us with a complete geotechnical investigation and report prior to our commencement of the work.
2. Pool and spa drawings will be included for information only. No engineering is provided.
3. The scope of work does not include pylon sign design or site signage.
4. The Owner and Architect will be bound by this proposal and its scope as well as the terms and conditions of AIA B102-2007; in the event of a conflict between the proposal and the B102, the proposal shall govern.
5. This agreement may be terminated by either party upon not less than seven days' written notice should either party fail substantially to perform in accordance with the terms of the agreement through no fault of the party initiating the termination. In the event of termination not the fault of the Architect, the Architect shall be compensated for services performed prior to termination, together with Reimbursable Expenses then due, and termination expenses. The amount of services performed prior to termination shall be determined either by a percentage complete or based on hourly expenditures, whichever shall be more equitable.
6. This agreement may be terminated upon written notice to the Architect for your convenience and without cause. The Architect shall be compensated for services performed prior to termination, together with Reimbursable Expenses then due, and termination expenses. The amount of services performed prior to termination shall be determined either by a percentage complete or based on hourly expenditures, whichever shall be more equitable.
7. Benchmark Development Corporation and its shareholders, partners, and owners shall, to the fullest extent permitted by law, indemnify and hold harmless the architect of record and GH2 Architects, LLC, his or its officers, directors, members, managers, employees, agents and consultants from and against all damages, liability and costs, including reasonable attorney's fees and defense costs, arising out of or in any way connect with the performance by any of the parties above named of their services under this agreement, except for those damages, liabilities or costs attributable to the sole negligence or willful misconduct of the architect of record and/or GH2 Architects, LLC.
9. The scope of work does not include attendance at any public hearings or preparation of exhibits for presentation. Attendance at meetings or hearings or preparation of exhibits will be invoiced on a time and materials basis, based on our standard hourly rates and those of our consultants.
10. Proposed language of any certifications requiring the Architect's or GH2's signatures shall be subject to review by our counsel and changes incorporated prior to signing.



Payment Schedule

An initial payment of \$15,000.00 is required to schedule and proceed with the work; this initial payment will be applied to the final billing of the Construction Document fees. No documents will be issued if your account is not current. Invoices for services will be delivered monthly and will be based on progress of the work in the form of a percentage complete. Payments are due and payable upon receipt of the invoice; unpaid balances will be subject to a service charge.

We sincerely appreciate the opportunity to perform services for you and look forward to working with you on this project and future projects. Please feel free to call upon me at any time.

If this proposal meets with your approval, please sign one copy and return it to me via fax or US mail. Thank you for the opportunity!

Sincerely,

GH2 Architects, LLC


Cara Hall

by
Cara Shimkus Hall, FAIA, CBO

This Agreement entered into as of this 2 day of 6,
2011.

Benchmark Development Corporation

GH2 Architects, LLC


Signature

Cara Hall
Signature

Printed Name and Title

CARA HALL MEMBER
Printed Name and Title



STANDARD HOURLY RATES AND REIMBURSABLE EXPENSES: 1/1/2011

Principal Architect / Specialty Practice Leader	\$ 165.00
Associate Principal / Sr. Project Manager / Sr. Architect	\$ 145.00
Architect III	\$ 125.00
Architect II	\$ 115.00
Architect I	\$ 100.00
Principal Expert Witness / Litigation Assistance	\$ 205.00
Sr. Architect Expert Witness / Litigation Assistance	\$ 195.00
Interior Designer III	\$ 120.00
Interior Designer II	\$ 112.00
Interior Designer I	\$ 95.00
Landscape Architect III	\$ 120.00
Landscape Architect II	\$ 112.00
Landscape Architect I	\$ 95.00
Construction Cost Specialist	\$ 95.00
Intern III	\$ 94.00
Intern II	\$ 88.00
Intern I	\$ 83.00
Draftsman III	\$ 94.00
Draftsman II	\$ 88.00
Draftsman I	\$ 83.00
Administrative	\$ 65.00
Clerical	\$ 55.00

All reimbursable and direct expenses will include a 1.15 multiplier.

Fees for outside engineering and specialty consultants will include a 1.15 multiplier.

Reproduction and Printing Costs:

In-House Black & White 24"x36" Prints: \$8.50 ea.

In-House Color 24"x36" Prints: \$30 ea.

In-House 24"x36" Dry Mounting: \$30 ea.

Travel Expenses (Flight segments longer than 4-hours will be booked in Business/First Class)

Renderings and Models (physical & computer)

Long Distance Communications

Fees Paid for Securing Approval of Authorities

Postage and Delivery Expenses

Expense of Owner Authorizing Overtime Work Requiring Higher Than Regular Rates

Additional Insurance Coverage of Limits Requested by Owner

Online Project Management / Database Services

Compact Disk Authoring (\$20 per CD up to 700MB)