



MEMORANDUM

TO: Delegates of the Michigan Strategic Fund (“MSF”) Board for the Michigan Business Development Program

FROM: Nell Taylor, Development Finance Manager

DATE: January 25, 2013

SUBJECT: Approval of Michigan Business Development Request for \$435,000 Performance-based Grant to:

Black & Veatch Corporation (“Applicant” or “Company”)
3550 Green Court
Ann Arbor, Michigan 48105
www.bv.com

MBDP PROGRAM AND ITS GUIDELINES

On December 21, 2011, the MSF Board approved the Michigan Business Development Program (“MBDP”) and its guidelines. The primary intended objective of the MBDP is to provide incentives to businesses that create qualified jobs, make qualified investments, or a combination of both, in Michigan.

SOURCE OF INFORMATION

It is the role of the Development Finance staff (“MEDC Staff”) to review for eligibility, completeness, and adherence to MBDP guidelines, the information provided by the applicant and to manage the MSF’s investment. Explanatory and background information is supplied in summary form to provide context for the request and is drawn exclusively from materials submitted by the applicant, and, as applicable, from other relevant third party sources utilized by MEDC staff.

HISTORY OF THE APPLICANT

Black & Veatch is a leading global engineering, consulting and construction company specializing in energy, water, and telecommunications. The Company started as a two-person partnership in 1915 and became an employee-owned corporation in 1999. Today, the Company has more than 9,000 employees and over 100 offices worldwide.

Black & Veatch is expanding their energy and telecommunication service sectors in Ann Arbor and plans to hire additional employees to handle the projects involved.

In 1997 the Company received a 30% 18 year Standard MEGA tax credit that was never activated and is currently closed. The Company received no tax benefit from the MEGA tax credit.

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PROJECT DESCRIPTION

The Company plans to expand operations in Ann Arbor to allow for the expanded services in the energy and telecommunication sectors.

- a) The Applicant is a “Qualified Business”, as defined in MCL 125.2088r(9)(b), that is located and operates in Michigan.
- b) The project will be located in Washtenaw County. The City of Ann Arbor has offered a “staff, financial, or economic commitment to the project” in the form of expedited permitting. The estimated value of the support is \$7,000.
- c) The Applicant has demonstrated a need for the funding. Also under consideration for this project is Arizona, North Carolina and Minnesota. Arizona offered the most positive factors with training grants, lower wages, and 50% less personal property tax rates. The MBDP incentive will be used to offset tenant improvements and equipment.
- d) The Applicant plans to create 75 Qualified New Jobs above a statewide base employment level of 266.
- e) Pursuant to the program guidelines, the following was taken into consideration for the proposed project: The project involves out-of-state competition from Arizona, jobs and investment slated to start in 2013, and a net positive return to Michigan.

INCENTIVE OPPORTUNITY

This project involves the creation of 75 Qualified New Jobs, with the potential for up to 78 total jobs as a result of the Project and a capital investment of up to \$13.5 million in Ann Arbor. The requested incentive amount from the MSF is \$435,000 in the form of a performance-based grant. Please see below for more information on the recommended action.

RECOMMENDATIONS

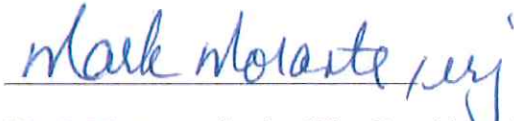
MEDC Staff recommends (the following, collectively, “Recommendation”):

- a) Approval of the MBDP Proposal as outlined in the attached term sheet (collectively, “MBDP Proposal”);
- b) Closing the MBDP Proposal, subject to available funding under the MBDP at the time of closing (“Available Funding”), satisfactory completion of due diligence, (collectively, “Due Diligence”), finalization of all MBDP transaction documents, and further subject to the following terms and conditions:
 - a. Commitment will remain valid for 120 days with approval for MSF Fund Manager to extend the commitment an additional 60 days;
 - b. MSF Fund Manager can negotiate final milestone performance terms from that contained in the Term Sheet, and additional and other terms so long as the additional and other terms are not otherwise materially adverse to the MSF, to accommodate final signing of the Transaction Documents.

APPROVAL AUTHORITY – MBDP SUPPORT MEMO
Michigan Economic Development Corporation



Amy Deprez, Director, Development Finance

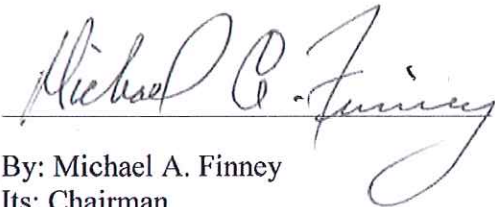


Mark Morante, Senior Vice President, Program Management

The Recommendation is approved subject to Available Funding and Completion of Due Diligence, and execution of all MBDP transaction documents, all in accordance with the MBDP and its guidelines:

Note: To utilize the delegation authority granted by the MSF Board, the approval of the Chairperson, and either the MSF Fund Manager or the MSF State Treasurer Director, are required for this commitment under the MBDP:

Michigan Strategic Fund



By: Michael A. Finney
Its: Chairman



By: Karla K. Campbell
Its: Fund Manager



By: Andy Dillon, State Treasurer
Its: Director



**MICHIGAN BUSINESS DEVELOPMENT PROGRAM
Performance Based Grant - Term Sheet**

The following is a summary of the highlights of the project and basic terms for which the Company desires grant support from the Michigan Strategic Fund ("MSF") under the Michigan Business Development Program ("MBDP"). While the MBDP is operated and funded through the MSF, recommendation for approval of a MBDP incentive award is presented by the Michigan Economic Development Corporation ("MEDC") to the MSF.

Date: 1/14/2013

1. **Company Name:** Black & Veatch Corporation ("Company" or "Applicant")
2. **Company Address ("Project"):** 3550 Green Court
Ann Arbor, MI 48105
3. **MBDP Incentive Type:** Performance Based Grant
4. **Maximum Amount of MBDP Incentive:** Up to \$435,000 ("MBDP Incentive Award")
5. **Base Employment Level** 266 The number of jobs currently maintained in Michigan by the Company based on data submitted by the Company to the MEDC reflecting the Company's statewide employment level in Michigan prior to the proposed project. The Base Employment Level, including identification of the Company data used to establish this level, shall be included in the final MBDP Incentive Award agreement ("Agreement") between the MSF and the Company.
6. **Total Qualified New Job Creation:** 75 The minimum number of total Qualified New Jobs the Company shall be required to create in Michigan (above the Base Employment Level), in addition to satisfying other milestones if applicable, to be minimally eligible to receive the full amount of the MBDP Incentive Award. Each Qualified New Job must be performed for consideration by a Michigan resident (whose Michigan income taxes are withheld as required), and each Qualified New Job must be in excess of the Base Employment Level. The final terms and conditions of the requirements for the minimum
(above Base Employment Level)

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number of Qualified New Jobs that must be created, including provisions addressing disbursements of portions of the MBDP Incentive Award, shall be included in the final Agreement.

- a. **Start Date for Measurement of Creation of Qualified New Jobs:** Date of Approval of MSF
- 7. **Company Investment:** \$13,488,723 for building renovations, lease costs, leasehold improvements, furniture & fixtures and computers *or any combination thereof, for the Project.*
- 8. **Municipality supporting the Project:** City of Ann Arbor
 - a. **Municipality Support.** One of the conditions of execution of the final Agreement is the requirement that the municipality shall have committed to provide: Expedited permitting services. The final terms and conditions demonstrating this support shall be included in the final Agreement.
- 9. **Disbursement Milestones:** The final terms and conditions of each of the disbursements of any portion of the MBDP Incentive Award shall be included in the final Agreement, including that before any disbursement is made to the Company, the Company must have maintained: (i) the Base Employment Level (exclusive of the number of Qualified New Jobs then created) and (ii) any Qualified New Jobs created for which disbursements by the MSF have been made, and otherwise be in compliance with all terms and conditions of the final Agreement, and further shall include:
 - a. **Disbursement Milestone 1:** Up to \$100,000 Upon demonstrated creation of 20 Qualified New Jobs above the Base Employment Level and verification of final approval of municipality support by no later than December 31, 2013
 - b. **Disbursement Milestone 2:** Up to \$165,000 Upon completion of Disbursement Milestone 1, and upon demonstrated creation of 30 additional Qualified New Jobs above the Base Employment Level, by no later than December 31, 2014.
 - c. **Disbursement Milestone 3:** Up to \$170,000 Upon completion of Disbursement Milestone 1 and Disbursement Milestone 2, and upon demonstrated creation of 25 additional Qualified New Jobs above the Base Employment Level, by no later than December 31, 2015.
- 10. **Term of Agreement:** Execution of Agreement to December 31, 2017

11. Repayment Provisions:

Repayment provisions are required by law. The Repayment terms and conditions will be effective through the Term of the Agreement and shall be defined in the final Agreement. The final repayment provisions may require repayment of some or all of the disbursements made by the MSF, including if the Company moves 25% or more of their employees out of Michigan, if the Company fails to maintain the Base Employment Level in Michigan, if the Company fails to maintain the Qualified New Jobs Incented by this Award.

12. Reporting Requirements:

Periodic reporting will be required with this program. The detailed information needed from the Company will be included in the final Agreement, but will include Project reporting for such things as: amount of proposed incentive, amount of actual incentive received by Company; amount of proposed and actual investment made by Company for Project; the committed number of new jobs and the actual number of new jobs created as a result of the Project; the educational attainment of the employees hired; the number of new patents, copyrights, or trademarks applied for and issued to the Company; the number of licensing agreements by the Company and the number of such licensing agreements entered into by the Company with Michigan based firms; and any products commercialized by the Company.

13. Public Announcements:

The Company shall not make, or cause, any announcement of the proposed MBDP Incentive Award parameters outlined in this letter before the date of approval by the MSF of the MBDP Incentive Award, unless prior authorized and coordinated with the MEDC.

Any final MBDP Incentive Award is contingent upon several factors, including: (i) submission by the Company of a completed application and all other documentation required under the MBDP (ii) satisfactory municipality support (iii) available MSF funding (iv) completion of financial review, business integrity review, required background checks, and other business and legal review and due diligence as required, and the results of which must be satisfactory to the MEDC, the MSF, and as applicable, the Chief Compliance Officer, (v) approval of an award by the MSF, and (vi) execution of a final Agreement containing the established milestones, repayment terms, reporting requirements, and all other detailed terms and conditions, required by the MSF.

If the Company is interested in the MEDC pursuing a recommendation to the MSF for a possible MBDP Incentive Award for the Company along the above parameters, please sign and date this Term Sheet. If the MEDC does not receive the signed Term Sheet from the Company by January 18, 2013, the MEDC may not be able to proceed with any recommendation to the MSF.

Black & Veatch Corporation

By:



Printed Name:

Jeff Stamm

Its:

Vice Pres. Dept - Tax Counsel

Dated:

1/16/2013

Acknowledged as received by:

Michigan Economic Development Corporation

By:



Printed Name:

New Taylor

Its:

Development Finance MGR

Dated:

1/17/13