



November 20, 2012

Mr. Dave Kiff
City Manager
City of Newport Beach
3300 Newport Boulevard
Newport Beach, California 92663

Re: City Hall Complex Re-Use Project – Request for Qualifications No. 13-16

Dear Mr. Kiff:

City Ventures is pleased to present to the City of Newport Beach our Statement of Qualifications, expressing our interest in the redevelopment of the current Newport Beach City Hall site located at 3300 Newport Boulevard. We understand this approximate 4-acre site is considered by the City Council and community as a significant gateway to the City and that its ultimate redevelopment ought to serve as a catalyst for improvements in the surrounding Lido Village area.

City Ventures has carefully reviewed the Request for Qualifications package and understands that at this time the City is considering entering into a long-term ground lease with a developer/operator for the site and is seeking Statements of Qualifications from interested parties who intend to structure this type of deal. However, City Ventures is highly interested in the redevelopment of this site and believes very strongly that we are more than qualified as an extremely well-capitalized developer and builder, and as such, has chosen to submit this Statement of Qualifications outlining our experience, capabilities (both as a developer and financially speaking), and preliminary proposal, in the event the City chooses to explore an out-right sale of the site.

We have a premier team that is exceptionally qualified to create a vibrant, livable, and sustainable community at the gateway of the Newport Peninsula and Lido Village area. It is our mission to bring life to land, homes to people, and infuse new energy into infill development throughout California.

City Ventures welcomes the review of the enclosed qualifications and materials with the desire that it will exceed your expectations. The following proposal outlines the strengths that the City Ventures' team will bring to the City of Newport Beach. With our extensive experience with urban, infill development, particularly with mixed-use product, City Ventures is prepared to bring the highest value to the City of Newport Beach.

A De Novo Builder

Based in Newport Beach, California, City Ventures, LLC is an integrated and well-capitalized residential developer and builder focused on building vibrant, new, communities in core, California markets. With

well over 100 years of combined experience in urban development and the management of quality projects throughout California, City Ventures is distinct in its ability to navigate the feasibility, entitlement, and acquisition process and is deeply experienced working with land owners, cities, and community stakeholders to bring life into a community. We are committed to completing due diligence in a timely manner and successfully closing this transaction with the City.

Our offer would reflect an internally funded all cash transaction; we are not contingent upon any financing whatsoever. City Ventures is well-capitalized with over \$200 million dollars in corporate equity and is not burdened or encumbered with an over-leveraged balance sheet or unsold land and home inventory. We have a solid balance sheet with available, internal capital which enables the company to acquire, design, develop, finance, and build a wide range of attractive projects. In addition to our corporate equity, City Ventures has a \$100 million dollar senior secured revolving credit facility with US Bank which is used to build-out its infill projects. The Company has no underperforming or overvalued projects that will distract management or tie-up capital. The City of Newport Beach can be confident in City Ventures' ability to purchase, develop, and build on the City Hall Re-Use site without the need for any third-party financing.

Exceptional Understanding of Infill Development and Complex Entitlements

The development and construction of an infill community requires a unique understanding of how to design, develop, construct, market, and sell the community within the guidelines of multiple governing agencies, all while literally working within someone's backyard. City Ventures is committed to working closely with Community Development and Planning Staff at the City of Newport Beach throughout the development process.

Committed to Improving the Greater Community

City Ventures is committed to improving the greater community by not only providing quality infill development, but by also ensuring that our developments are sustainable and improve the fabric of the overall community. City Ventures will design and build communities that are sustainable and certified by the US Green Building Council LEED program.

City Ventures looks forward to working with the City of Newport Beach. Please feel free to contact us with any questions or comments regarding our proposal. We welcome the opportunity to meet with you and your staff, and any City Council members to further discuss our ideas. Thank you for your time and consideration. We very much look forward to your response.

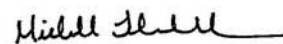
Best Regards,
City Ventures, LLC



Craig Atkins
Chairman, City Ventures



Mark Buckland
President, City Ventures



Michelle Thrakulchavee
VP of Land Acquisition

DEVELOPMENT TEAM QUALIFICATIONS

City Ventures is a multi-dimensional, forward moving mixed-use and residential developer and builder that brings life to land, homes to people, and infuses new energy into infill developments throughout California. The company's principals and development team is deeply experienced with well over 100 years of combined experience working with cities, community stakeholders, and land sellers to create "community" – places where residents can live, work, shop, and play, all with eco-friendly designs and sophisticated architecture.

City Ventures places an emphasis on both construction quality and cost in order to deliver compelling value to its homebuyers. Because the company was formed in 2009 after the market correction, City Ventures has an unencumbered balance sheet enabling it to serve as the ideal partner for city agencies, land sellers, and home buyers. While most other builders are mired in bad debt, toxic assets, and unable to fund new projects, City Ventures' fresh palette of capital offers the confidence that its developments will be completed with eco-friendly designs and sophisticated architecture.

Founders Craig Atkins and Mark Buckland have capitalized on their deep knowledge of the urban infill market to create a thriving homebuilding business despite the recession. Mr. Buckland, who guided The Olson Company to "Builder of the Year" honors in 2000 and to continued growth afterwards, has used his expertise in walkable, new-urbanist, community construction to efficiently deliver affordably-priced, well-constructed homes. Mr. Atkins' extensive real estate expertise – which includes over \$3 billion in land acquisitions – earned him Ernst & Young / Orange County Business Journal's Entrepreneur of the Year award in 2003. Mr. Atkins is also a land-owner in Lido Village.

In the past three years, City Ventures has grown to over 75 full-time employees who bring decades of experience in acquisitions, finance, development, construction, and sales and marketing functional roles. The vast majority of the employees have backgrounds working with major public and private homebuilders. By bringing together a high-caliber staff with a diverse range of homebuilding experience, City Ventures offers an unparalleled repository of experience to any project. The collaboration across functions occurs on a regular basis, which is the strength of a lean but highly efficient and empowered team.

As a team, City Ventures is committed to improving the communities in which we work by not only providing quality development, but by also ensuring that all City Ventures developments are sustainable (as certified by the U.S. Green Building Council LEED for Homes program) and help improve the fabric of the overall community. Our infill developments are more than just the development of land. Instead, our programs focus on crafting complete, well-functioning communities, which provide long-term sustainability while supporting community activity and social interaction. With the City Hall Re-Use Project, our goal is to build a mixed-use community that not only blends residential ownership homes, but also a boutique hotel component, combined with recreational and open space providing future homeowners and guests the ability to live, work, shop, play, and relax in one community setting.

City Ventures has homebuilding divisions in Orange County, Los Angeles, San Diego, and San Francisco and is actively building and selling in several coastal California counties. Our active communities are currently located in Alhambra, Brea, Camarillo, Carlsbad, Covina, Encinitas, Garden Grove, Glendora, Morgan Hill, Pasadena, Santa Barbara, Signal Hill, Scotts Valley, Sunnyvale, and Ventura. For additional information regarding our active communities, visit our website at www.cityventures.com.

Craig Atkins, City Ventures Chairman, and Mark Buckland, City Ventures President, will be the main points of contact on behalf of the City Ventures' team. Michelle Thrakulchavee, Vice President of Land Acquisition, will manage the acquisition process. Ben Besley, Vice President of Development, along with Joe Oftelie, Director of Development will lead the design, entitlement, and permitting efforts. Herb Gardner, President of the Homebuilding Group, will be responsible for the construction and sale of the community. A biography of each of their backgrounds and experience is provided on the following pages. Additionally, provided is the background and experience of other key members of City Ventures' executive and management team who will all play a role in ensuring the successful design, development, financing, construction, and sell out of this mixed-use community.

PRINCIPAL CONTACTS:

Craig Atkins, Chairman, City Ventures

Phone: (714) 403-9016

Email: craig@cityventures.com

Mark Buckland, Chief Executive Officer, City Ventures

Phone: (949) 258-7518

Email: mark@cityventures.com

Michelle Thrakulchavee, Vice President of Land Acquisition

Phone: (949) 258-7536

Email: michellet@cityventures.com

Ben Besley, Vice President of Development

Phone: (310) 403-3515

Email: ben@cityventures.com

Joe Oftelie, Director of Development

Phone: (949) 258-7531

Email: joe@cityventures.com

ORGANIZATIONAL STRUCTURE & KEY STAFF

City Ventures is a lean organization and consists of three functional groups: Land and Entitlements, Homebuilding, and Finance and Accounting. These groups report directly to the CEO and Chairman of City Ventures, who are Mark Buckland and Craig Atkins, respectively. The Land and Entitlements Group is responsible for acquiring new development opportunities and managing the entitlement process for these developments. The Land and Entitlements Group is regionally organized to ensure that new developments integrate into the fabric of each respective community.

The City Ventures Homebuilding Group is headed by Herb Gardner, who brings more than 25 years of homebuilding experience throughout California. A centralized team in Santa Ana provides sales and marketing, purchasing, construction, and customer service support to project teams that are on-site at each of our projects. The project teams consist of sales consultants and construction teams who are a part of the Homebuilding Group. By managing the sales and construction processes, we have a greater ability to control costs and manage the sales process rather than relying on general contractors or outsourced sales teams who may not understand the history of the development. Our philosophy is to work with public agencies, neighbors, and other stakeholders to entitle a project that is well received and contributes to the quality of life of each neighborhood.

The Finance and Accounting Group is also a centralized function that ensures that projects are funded and financed appropriately and to manage and control accounting practices. Scott Homan, the Chief Financial Officer, leads this group's efforts, and he brings extensive experience in securing project financing for a myriad of development projects during his tenure at The Olson Company, Lennar (as part of Greystone), and KB Homes.

CITY VENTURES' DEVELOPMENT TEAM EXPERIENCE

Craig Atkins, Chairman – Craig Atkins has been passionately involved in real estate development for over 20 years. His involvement in hundreds of transactions has provided him incredible insight into future opportunities. Mr. Atkins is chairman and co-founder of City Ventures, a real estate development company that focuses on urban housing in California. Prior to starting City Ventures, Mr. Atkins was Chairman, CEO and founder of O'Donnell/Atkins, California's largest land brokerage firm, averaging over \$1 billion in annual land transactions. Mr. Atkins co-founded O'Donnell/Atkins in 1992 to capitalize on the need for advanced land brokerage services, focusing solely on development projects. Mr. Atkins has personally been involved with over \$3 billion worth of real estate transactions. O'Donnell/Atkins had six offices spread throughout California, thus providing Mr. Atkins with a depth of knowledge in every major real estate market in the state.

Mr. Atkins was also co-founder and president of O/A homes. During its operation, O/A homes built golf course frontage homes in La Quinta, CA. Prior to founding O'Donnell/Atkins, Mr. Atkins was a project manager for the Warmington Company. His projects ranged in size up to 13,000 lots and included ancillary uses such as hospitals, retail shopping centers, golf courses, K-12 schools and community colleges.

Mr. Atkins was voted Entrepreneur of the year for Orange County in 2004 by Ernst & Young/Orange County Business Journal, and is a member of the Young Presidents Organization. Mr. Atkins graduated *cum laude* from the University of Colorado, Boulder with two degrees; Architecture and a B.S. in Business Administration.

Mark Buckland, Chief Executive Officer – For over 25 years, Mark Buckland has made urban housing development his driving concern. In recognition of this passion and drive, Professional Builder Magazine named him America’s Builder of the Year in 2000, while various governmental agencies have awarded him commendations for his ongoing contributions to the field. Today he is widely recognized as a leading industry authority on urban housing issues.

Mr. Buckland is President and co-founder of City Ventures, which focuses on urban housing opportunities in California. Prior to forming City Ventures, Mr. Buckland co-founded the Olson Company in 1988, a leading developer of for-sale urban housing. Mr. Buckland held the position of President and COO of the Olson Company. Under Mr. Buckland’s leadership the company worked with more than 80 of California’s leading cities and redevelopment agencies, including the cities of Los Angeles, San Diego, San Jose, Oakland, Long Beach, Anaheim, Santa Ana, Pasadena, Brea, Garden Grove, Ventura, Oxnard, Hayward, Richmond, Pittsburg, Fullerton, and Compton. The Company successfully entitled more than 150 communities totaling more than 10,000 homes, valued at \$4.5 billion.

Prior to co-founding the Olson Company, Mr. Buckland held a variety of real estate-related posts. He was Development Manager for the Bixby Ranch Company, responsible for both residential and commercial projects. Mr. Buckland also served as a Project Manager for the Office of Planning at the University of California at Irvine where he worked closely on the University’s master plan and housing developments.

After graduating *cum laude* from the University of California at Irvine with Bachelor Degrees in Civil and Environmental Engineering, Mr. Buckland went on to receive his Master of Science in Construction Management from Stanford University. Recently, Mr. Buckland completed the Owner President Management program at Harvard Business School. Mr. Buckland is a member of the Young Presidents Organization, an alumni member of University California Irvine, Stanford University and Harvard Business School.

Scott Homan, Chief Financial Officer – Mr. Homan joined City Ventures in September, 2009 as Chief Financial Officer. Prior to joining City Ventures, Mr. Homan was the Chief Financial Officer of The Olson Company since 1998. Previously, Mr. Homan was the Vice President of Finance for Greystone - Orange County Division of the publicly traded homebuilder, Lennar. Mr. Homan joined Greystone at the initial formation of the company in 1992, and managed the financial challenges in growing the company to \$150 Million. His business experience of enhancing systems and financial infrastructure in a rapidly growing company adds great value to City Ventures. Prior to joining Greystone, Mr. Homan's career started as a CPA with Fox and Company. Scott has also held several financial positions with Arnel Development, Kaufman & Broad, and Birtcher Real Estate, Inc.

Mr. Homan received a Bachelor of Arts Degree in Accounting from California State University, Fullerton.

Herb Gardner, LEED AP, President – Homebuilding Group – Mr. Gardner has 25 years of experience managing the building of residential and apartment communities in over 60 municipalities in 3 different states. After starting in 1985 as a customer service representative for a national homebuilder in Dallas, Texas he spent the next five years rising through the ranks eventually ending up as the Division President for the company's Oklahoma City Division. In 1990, he co-founded his own homebuilding company in Southern California primarily building in the Inland Empire. Over 15 years, Gardner Construction, built, sold and closed over 1,000 homes in 12 infill communities. In 2005, Mr. Gardner accepted a position with The Olson Company as Regional President for the new Central Coast Region, building homes in Ventura and Santa Barbara County, as well as the San Fernando Valley. As The Olson Company transitioned into the new economy Mr. Gardner took over statewide operations of the consolidated company. In the four years that Mr. Gardner was with The Olson Company he closed out over 20 communities and delivered 650 homes in the most challenging economic times of the last 70 years.

A big proponent of infill communities and the urban lifestyle Mr. Gardner resides in downtown Long Beach, CA and can often be seen using the MTA Blue Line to visit family and friends. Although he has extensive experience in all aspects of residential homebuilding ranging from land acquisition to warranty management, he specializes in managing teams of people in delivering communities on time, on budget and to the quality standards the marketplace demands. Mr. Gardner holds a Bachelor of Science in Economics from California State University, San Bernardino.

Matthew Jansen, Vice President of Project Development, Homebuilding Group – Mr. Jansen has over 20 years of experience in the homebuilding industry. During that time, he's been involved with the development and completion of over 50 infill communities across California. He has extensive experience in both land development and vertical construction in communities ranging from large lot single family detached homes to high density podium communities. Prior to joining City Ventures, Mr. Jansen worked with the Irvine Company (California Pacific Homes and Irvine Apartment Communities division) as a Project Manager. His most recent position was with The Olson Company, where he served as Vice President of Purchasing while managing the state wide purchasing operation. Mr. Jansen maintains a vast trade base across California, many of whom he has maintained a working relationship with for over a decade.

Mr. Jansen received a Bachelor of Arts Degree in Economics from San Diego State University.

Michelle Thrakulchavee, Vice President of Land Acquisition – Ms. Thrakulchavee joined City Ventures in January of 2011 and is responsible for sourcing, underwriting, and managing land acquisitions for future residential development. In her acquisitions role, Michelle is focused on identifying underutilized, infill properties in constrained urban areas. Her day to day role includes initiating and maintaining relationships with land owners, real estate brokers, lenders, and city development staff, monitoring city zoning amendments and RFPs, identifying development opportunities, analyzing the financial viability of potential acquisitions, negotiating purchase and sale contracts, and participating in due diligence analysis.

Prior to joining City Ventures, Michelle was an Acquisitions and Development Associate with Province Group, a private entrepreneurial real estate development and investment company active in the acquisition, entitlement, development, management, and disposition of planned residential communities and multifamily investments. Working directly with the Principal and Vice President of the Company, Michelle was responsible for sourcing and underwriting residential development and investment opportunities (both for for-sale and multifamily product), and conducting market research, financial analysis, due diligence, and project management. Before starting at Province Group in July 2007, Michelle was a Land Acquisition Specialist with Richmond American Homes, a national public homebuilder, in their Irvine and San Diego divisions.

Michelle graduated from the University of Southern California with a Bachelors of Science in Business Administration after changing majors from architecture. While in school, she studied abroad for a semester at Copenhagen Business School.

Ben Besley, Vice President of Development – Mr. Besley brings eight years of residential and commercial real estate experience to the City Ventures team. He served as Regional Vice President for The Olson Company, managing acquisition, design and entitlement for over 500 homes in residential and mixed-use projects throughout Los Angeles County. His accomplishments there included the successful development of high-density, mixed-use, public-private partnerships and affordable housing communities.

Mr. Besley joined Big Rock Partners, a Los Angeles-based commercial real estate private equity fund, where he managed development, construction, and operations for office, retail, hotel, and residential assets.

At City Ventures, Mr. Besley is responsible for land acquisition, asset management, project design and entitlement for new infill communities throughout Los Angeles and Orange Counties. Mr. Besley discovered his affinity for infill development while earning his undergraduate degree in Urban Studies at Columbia University. A fan of the urban environment, Mr. Besley has also enjoyed living in Washington, D.C., Boston, San Francisco and San Diego. Mr. Besley holds an MBA from Harvard University and is a LEED Accredited Professional.

Joe Oftelie, Director of Development – Mr. Oftelie joined City Ventures in July, 2010 and is involved in all aspects of the development process, from pre-acquisition through construction and sales. Mr. Oftelie is responsible for land acquisition, asset management, project design and entitlement for new infill communities throughout Los Angeles and Orange Counties. He also evaluates feasibility of development projects by analyzing the physical, financial, and political issues for each community.

Prior to City Ventures, Mr. Oftelie was an Administrative Aide at the City of Santa Ana in the Community Development Department. While at the City of Santa Ana, Mr. Oftelie was responsible for establishing relationships with businesses in need of assistance with; layoff prevention, job training, hiring, code compliance, business expansion, relocation, permit assistance, and tax credit availability.

Mr. Oftelie also served as an Assistant Project Manager at The Olson Company. Mr. Oftelie managed all pre-acquisition project budgets, the close of escrow process for all land transactions, and assisted project managers during the Due Diligence and Entitlements phases of projects spanning the entire state of California. Mr. Oftelie has worked on entitlements in over 25 cities in 10 different counties.

Mr. Oftelie graduated from the George L. Argyros School of Business and Economics at Chapman University with a B.S. in Business Administration.

PROJECT EXPERIENCE

City Ventures has over 100 years of combined experience in developing new, infill communities that target a variety of future homeowners. The City Hall Re-Use Sites provides a unique opportunity to build multiple products that integrate a mixture of residential, hotel, recreational, open space and potential ancillary retail uses that will ultimately support community activity, social interaction, and long-term sustainability.

City Ventures has hands-on experience designing, entitling, developing, and building a variety of mixed-use communities in both urban downtown settings as well as in suburban master-plans.

Highlighted below are examples of a few of City Ventures' Mixed-Use development experience:

- City Ventures worked closely with the City of Brea to plan a 30-unit, mixed-use community. The Brea Downtown Collection includes townhomes with Live/Work options, duplex homes, and single family residences, within walking distance to the City's downtown core. The City of Brea sought redevelopment along South Brea Boulevard. In order to meet the City's intent of mixed use near the new downtown, City Ventures developed a Live/Work townhome concept. The community provided three different product lines of which the Live/Work units sold the fastest and had the highest demand.
- City Ventures is currently developing an 18 unit Live/Work community in the Village at the Park master-planned community in Camarillo, California. Village at the Park is Camarillo's newest master-planned community featuring low and high density for-sale housing, luxury apartments, a 55-acre sports park, community pools and spas, and neighborhood commercial and mixed-use space. City Ventures acquired one of the last remaining parcels in the master-plan and designed a community that features 18 townhomes over 18 retail/commercial spaces.
- City Ventures has designed, developed, and built Live/Work residences in unique downtown core areas. The company closed out of the Santa Ana Lofts community in early 2011 which was built in downtown Santa Ana's Artist Village. The Artist Village is known for being a "funky fusion of art galleries, live/work artist studios, folk art shops, and some seriously good (and cheap) eats." Located directly across the street from the Artist Village's central courtyard, Second Street Promenade, City Ventures' Santa Ana Lofts embraced the community-wide amenity.
- City Ventures is currently building and selling the Main Street Collection in downtown Alhambra. The community is comprised of a mixture of housing solutions, including townhomes, flats, shopkeeper, and live/work units providing homeowners the option to set-up a business at home or lease out the retail space. This community is built in the heart of downtown Alhambra, amongst great restaurants, shopping, and entertainment. Working closely with the Alhambra Redevelopment Agency, City Ventures designed the 88-unit, mixed-use community which features 8,600 square feet of retail space designed to be flexible for a variety of uses, from large restaurants to small mom-and-pop businesses.

The above represents only a very small sample of City Ventures projects and communities. City Ventures currently owns or controls more than 40 urban sites in California.

EXPERIENCE WITH LONG-TERM GROUND LEASE PROJECTS

While City Ventures does have experience with Long-Term Ground Lease projects, City Ventures does not intend to make a proposal based on a ground-lease proposal. Rather, City Ventures prefers to structure a fee-simple transaction, therefore acquiring the property out-right. City Ventures is prepared to pay a market-rate price, as determined by an MAI-approved Appraiser.

MAIN STREET COLLECTION – ALHAMBRA, CA

The Alhambra Redevelopment Agency and City Ventures entered into a Disposition and Development Agreement (DDA) to design, develop, and build an 88-unit, mixed-use community featuring 8,600 square feet of retail space within the downtown core. The retail space is designed to be flexible for a variety of uses, from large restaurants to small mom and pop businesses. The community will be comprised of a mixture of housing solutions, including townhomes, flats, shopkeeper, and live/work units. City Ventures paid fair market value for the property once building permits were issued.

Location:	Corner of Main Street and 5 th Street
Housing Solution:	Mixed-use, Podium Design
Government Contact:	Vanessa Reynoso, Development Services Director (626) 570-5041
Housing Type:	Townhomes, Shopkeepers, Live/Work Lofts, and Flats
Number of Homes:	88 Homes
Community Size:	2.04 Acres
Density:	43 Homes per Acre
Floor Plans:	8 Plan Types
Square Foot Range:	1,285 - 1,617 Square Feet
Bedrooms:	1-4 per Home
Garage Configuration:	2 Car Side-by-Side and Podium Garage
Parking Provided:	2 Spaces per Home
Average Sales Price:	\$450,000
Current Status:	Under Construction, Estimated Completion in 2012
Community Financing:	Company Equity
Sustainability:	Anticipated LEED Gold



{ INSPIRED CITY ENCLAVES }

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EAST BEACH COLLECTION – SANTA BARBARA, CA

City Ventures worked with the Housing Authority, City of Santa Barbara and the Santa Barbara Foundation to redesign this previously entitled community to a standard befitting the community and City Ventures. The new homes will have direct access to the Pacific Ocean (1/2 mile) and downtown State Street (1/2 mile). Additionally, a variety of wineries and boutique restaurants, including the Carr Winery and Telegraph Brewing Company are within 300 feet of the community.

Location:	Corner of East Montecito Street and Calle Cesar Chavez
Housing Solution:	Neighborhood Revitalization
Government Contact:	Rob Pearson, Executive Director, Housing Authority City of Santa Barbara (805) 965-1071
Housing Type:	Courtyard Townhomes
Number of Homes:	48 Homes
Community Size:	1.8 Acres
Density:	26.6 Homes per Acre
Floor Plans:	5 Plan Types
Square Foot Range:	992 - 2,176 Square Feet
Bedrooms:	2-3 per Home
Garage Configuration:	Tandem and 2 Car Side-by-Side Garages
Parking Provided:	2.1 Spaces per Home
Average Sales Price:	\$475,000
Affordability:	83% Provided
Current Status:	Under Construction, Estimated Completion in 2012
Community Financing:	Company Equity
Sustainability:	Anticipated LEED Platinum



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{ SANTA ANA }

LOFTS

City Ventures is currently building the third and final phase of the artist loft community in Downtown Santa Ana's Artist Village. City Ventures purchased this fully entitled and permitted community from a New York based investment fund. The property was formerly a surface parking lot that the City reimaged as a catalytic project for the Artist Village. After acquiring the property in early 2010, City Ventures has worked closely with the City and the Redevelopment Agency to immediately begin construction on the community, and will deliver all of the homes in early 2011.

Location:	Corner of North Sycamore Street and West 3 rd Street
Housing Solution:	Neighborhood Revitalization
Government Contact:	Shelly Landry-Bayle, Housing and Neighborhood Development Manager (714) 667-2287
Housing Type:	Live/Work Artist Lofts
Number of Homes:	16 Homes
Community Size:	.54 Acres
Density:	30 Homes per Acre
Floor Plans:	4 Plan Types
Square Foot Range:	1,227 - 2,134 Square Feet
Bedrooms:	1-3 per Home
Garage Configuration:	1 Car and 2 Car Side-by-Side Garages
Parking Provided:	2 per Home
Average Sales Price:	\$400,000
Current Status:	Under Construction, Estimated Completion in 2011
Community Financing:	Company Equity



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BREA DOWNTOWN COLLECTION – BREA, CA

City Ventures worked closely with the City of Brea to plan a 30-unit, mixed-use community featuring live/work townhomes, duplex homes, single family residences, and three income restricted affordable homes adjacent to the City's downtown core. In order to meet the City's intent of mixed use along South Brea Boulevard, City Ventures developed a live/work townhome concept providing that all ground floor uses would be commercial spaces incorporated into live/work townhomes. Then, to blend into the adjoining single family home neighborhood the center of the site includes eight duplex homes that "step down" the scale from higher intensity uses. Finally, three single family homes along West Elm Street further integrates the Brea Downtown Collection into the existing community.

Location:	Corner of South Brea Boulevard and West Elm Street
Housing Solution:	Mixed-use, Including Live/Work, Duplex and Single Family
Government Contact:	David Crabtree, Planning Director (714) 990-7674
Housing Type:	Townhomes, Live/Work Lofts, and Single Family
Number of Homes:	30 Homes
Community Size:	1.7 Acres
Density:	18 Homes per Acre
Floor Plans:	7 Plan Types
Square Foot Range:	1,532 - 2,522
Bedrooms:	2-4 per Home
Garage Configuration:	2 Car Side-by-Side and 2 Car Tandem Garages
Parking Provided:	2 Spaces per Home
Affordability:	10% Provided
Average Sales Price:	\$443,000
Current Status:	Under Construction, Estimated Completion in 2012
Community Financing:	Company Equity
Sustainability:	Anticipated LEED Gold



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VILLAGE PARK COLLECTION – CAMARILLO, CA

City Ventures purchased a 1.74 acre mass graded vacant lot zoned for a mixed use development in Camarillo, California. City Ventures designed a community that features 18 townhomes over 18 retail/commercial spaces within the Village at the Park master-plan community. The community is within ¾ of a mile of the Camarillo Metrolink/Amtrak station and one mile from Old Town Camarillo, which features a variety of boutique shops and restaurants. The Village at the Park community amenities include: the 55-acre Camarillo Sports Park, Camarillo Family YMCA, bike paths, three recreation areas, shops, hotel, Rancho Rosal Elementary (named a 2010 Honor Roll School by California Business for Education Excellence), a Marriott Residence Inn hotel, as well as future retail space.

Location: Village Commons Boulevard and Village at the Park Drive
Housing Solution: Neighborhood Revitalization
Government Contact: Robert Burrow, Director of Community Development
(805) 388-5361
Housing Type: Mixed Use
Number of Homes: 18 Homes
Community Size: 1.74 Acres
Density: 10.3 Homes per Acre
Floor Plans: 3 Plan Types
Townhome Sq/Ft Range: 2,399 - 2,923 Square Feet
Retail Sq/Ft Range: 500 - 730 Square Feet
Bedrooms: 3-4 per Home
Garage Configuration: 2 Car Side-by-Side
Parking Provided: 3.1 per Home
Average Sales Price: \$475,000
Current Status: Pre-development, Estimated Completion in 2013
Community Financing: Company Equity



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GENERAL / GOVERNMENTAL REFERENCES

The following references will provide additional background on their experiences working with City Ventures.

City of Alhambra – Mixed-Use Downtown Community – Live / Work & ‘Shopkeeper’ Units

Contact: Julio Fuentes, City Manager, City of Alhambra
Email: jfuentes@cityofalhambra.org
Phone: (626) 570-5010
Address: 111 South First Street
Alhambra, California 91801

City of Glendora – Mixed-Use Downtown Community and Suburban Community

Contact: Jeff Kugel, Director of Planning & Redevelopment, City of Glendora
Email: jkugel@ci.glendora.ca.us
Phone: (626) 914-8214
Address: 116 E. Foothill Boulevard
Glendora, California 91741

City of Buena Park – Mixed-Use Master Plan and Infill Development

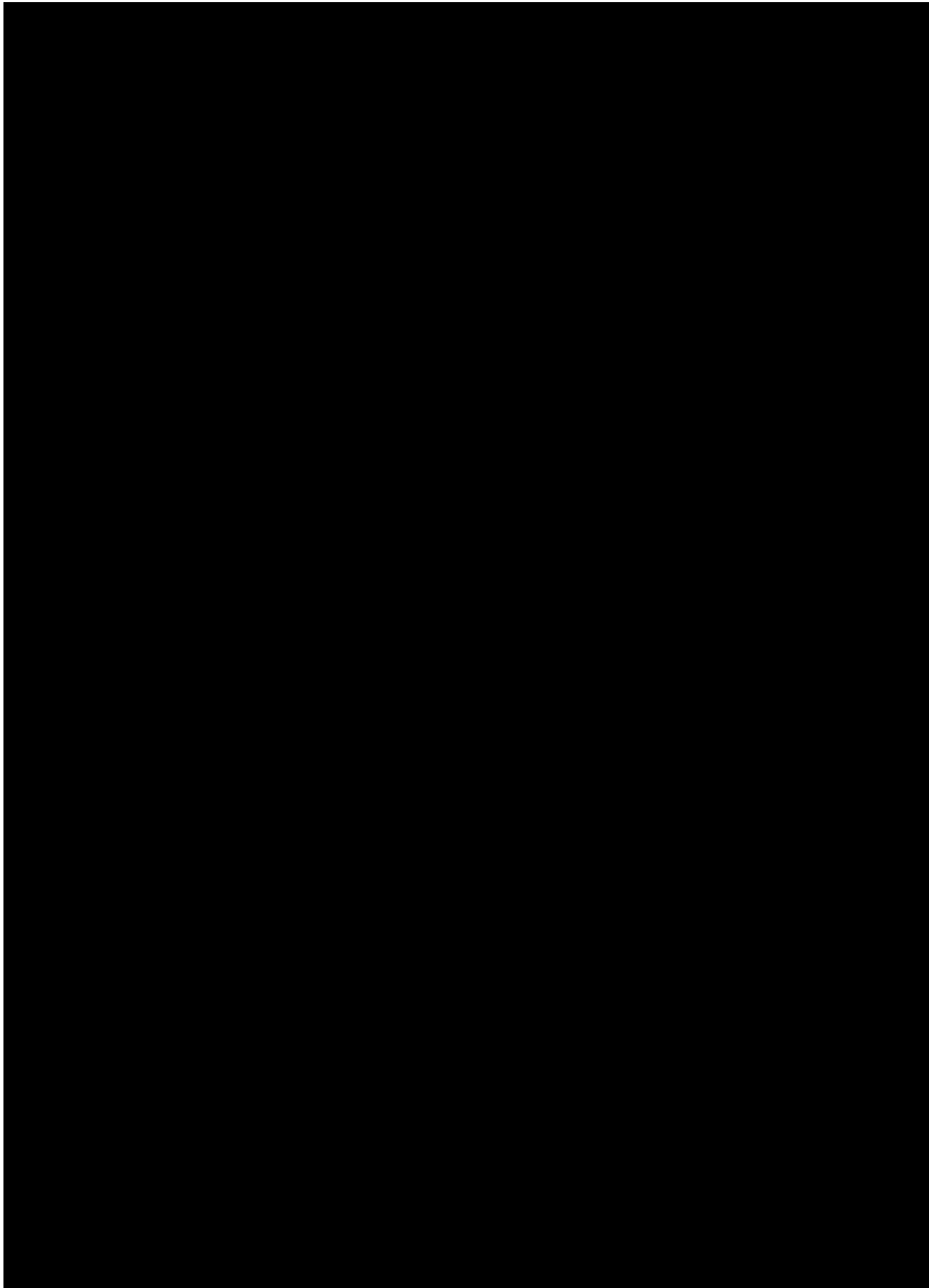
Contact: Rick Warsinski, City Manager, City of Buena Park
Email: rwarsinski@buenapark.com
Phone: (714) 562-3551
Address: 6650 Beach Boulevard, Second Floor
Buena Park, California 90622

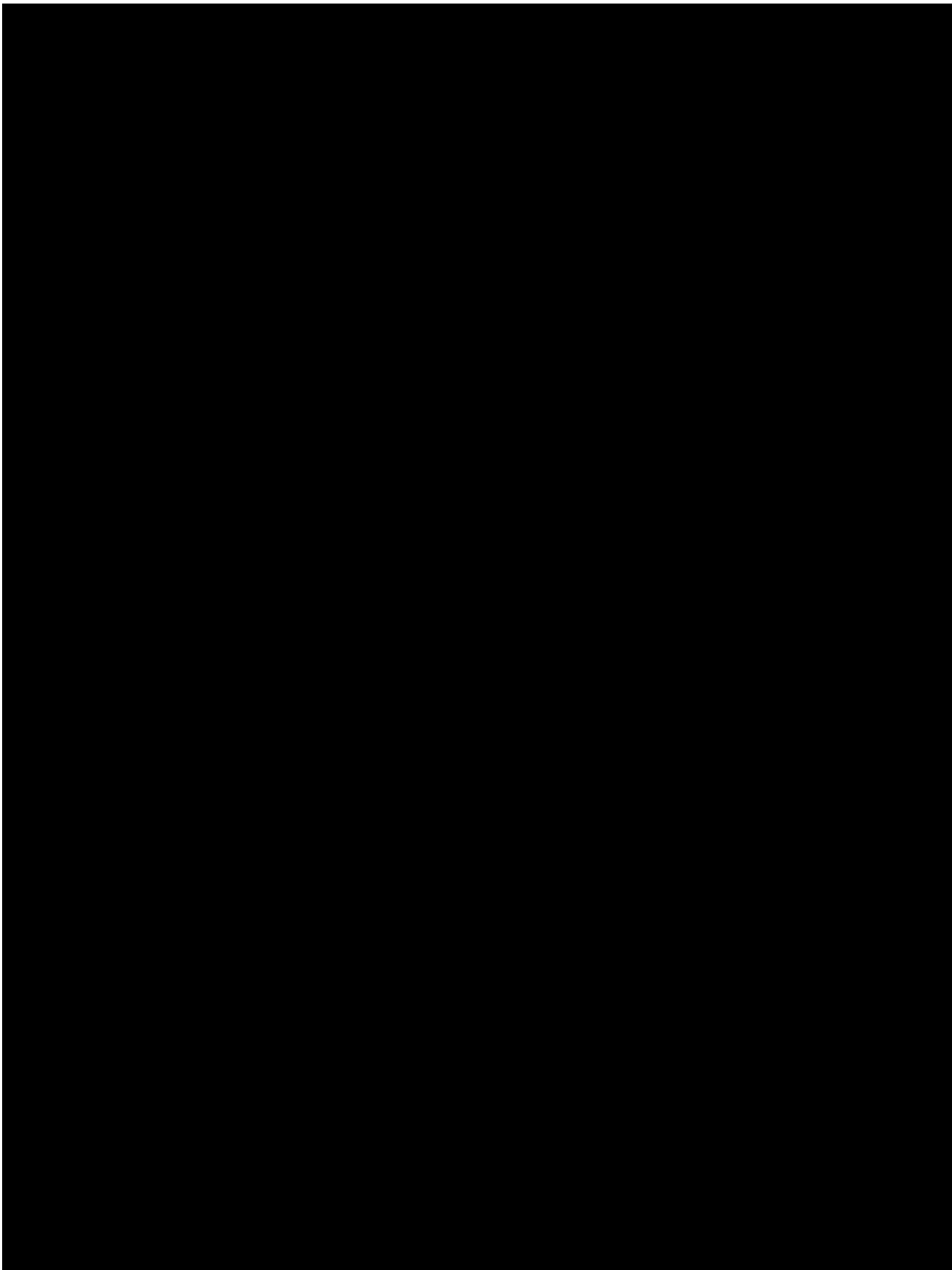
City of Santa Barbara – Mixed-Income Downtown Community – Public / Private Partnership

Contact: Rob Pearson, Executive Director, Housing Authority of the City of Santa Barbara
Email: rpearson@hacsb.org
Phone: (805) 965-1071
Address: 735 Anacapa Street
Santa Barbara, California 93101

County of Los Angeles (formerly City of Pasadena) – Ambassador College

Contact: Richard Bruckner, Director of Regional Planning
Email: rbruckner@planning.lacounty.gov
Phone: (213) 974-6405
Address: 320 West Temple Street, 13th Floor
Los Angeles, California 90012







DEVELOPMENT PROPOSAL

Approach to Development

In the event the City chooses to forgo the long-term ground lease, City Ventures is interested in an outright purchase of the land from the City and is committed to paying market rate for the land. City Ventures is pleased that the City has drafted entitlement amendments that would accommodate multiple development scenarios.

The City Hall Re-Use Site presents a unique opportunity for City Ventures to entitle, develop, and build luxury residential units with ancillary retail and/or commercial uses, combined with an upscale boutique hotel. City Ventures believes the highest and best use for this site is a mixed-use, infill, community. City Ventures has explored partnering with a boutique hotel operator, should the City encourage this use on the site.

Taking into account the goals of the City of Newport Beach, City Ventures is committed to high-quality design, thoughtful architecture and landscape that memorializes the City of Newport Beach's heritage, product that speaks to a diverse blend of residents, incomes, and lifestyles, and creates a "small town" feel that not only encourages but allows residents to live, work, shop, play, and relax in one neighborhood community.

With the Chairman and Vice President of Land Acquisition, among others at the company, being residents of Newport Beach, we understand first-hand that the City considers this site to be a significant gateway to Newport Beach and absolutely understand that the City will demand high standards for quality, aesthetics, and amenities. Most importantly, we understand that the City seeks a development partner who is committed to the overall improvement of the Lido Village area. It is important to note that City Ventures' Chairman, Craig Atkins, has a vested interest in Lido Village.

Commitment to Sustainable Building

City Ventures is committed to improving the communities in which we work by not only providing quality development, but by also ensuring that all City Ventures developments are sustainable (as certified by the U.S. Green Building Council LEED for Homes program) and improve the fabric of the overall community. Our infill communities are more than just the development of land. Our designs focus on crafting complete, well-functioning communities and returning vitality to the surrounding neighborhood.

For the City Hall Re-Use project, City Ventures makes the following commitments:

- City Ventures will use LEED for Homes as the third party rating system and will aim to achieve LEED Gold Certification.
- City Ventures will use Davis Energy Group as the third party certifier and La Jolla Pacific as the third party rating firm.
- City Ventures aims to exceed Title 24 standards by 25%.

- City Ventures aims to exceed required water savings standards by 20%.
- Each home at minimum will include a 2.5KW photovoltaic (solar) power system.

Commitment to Community Outreach

Critical to the success of this project are the surrounding neighbors. City Ventures has extensive experience in reaching out to the community and key stakeholders on development projects like this. Our goal is to work together to create a better project by understanding and addressing concerns while productively engaging the community during the design process. We will refine our design concepts during due diligence and throughout the entitlement cycle. We believe our proposed plan achieves the goals of the City for this location and particularly, this site, but we will continue to work with the community and City to find a design that works yet also maximizes land value. This community outreach is critical to the success of obtaining the entitlements and therefore, maximizing the value of the property for the City and community.

CONCEPTUAL FINANCING APPROACH

City Ventures is NOT proposing to structure a long-term ground lease. If this is the direction City Staff and City Council ultimately choose, we understand that our proposal is not valid. However, should City Staff and City Council determine to sell the City Hall site out-right, City Ventures is prepared and capable of **an all cash transaction, with absolutely no financing contingency.**

City Ventures uses its own equity to finance the acquisition, design, and pre-development costs (including improvement plans and construction drawings). The approval process to secure access to this financing is through our internal executive board and requires no third party approval. City Ventures will access its line of credit with US Bank for all development and build-out activities.

Please refer to the previous section entitled Financial Capability for more detailed information and references regarding our financial capability.

ATTACHMENT A: PROPOSER INFORMATION FORM

Instructions: Complete the form below and remit as part of your Proposal as Attachment A.

PROPOSER INFORMATION

PROPOSER/CONSULTANT/ NAME: City Ventures

ADDRESS FOR NOTICES: 1900 Quail Street

Newport Beach, CA 92660

MAIN CONTACT (NAME AND TITLE): Michelle Thrakulchavee, Vice President of Land Acq.

CONTACT NUMBERS: TELEPHONE: (949) 258-7536 FAX: (949) 200-8070

E-MAIL ADDRESS: michelle.t@cityventures.com

FIRM SIGNATURE AUTHORIZATION AND CERTIFICATION

Per the California Corporate Code, Business and Professions Code, the Consultant's Bylaws/Operating Agreement and/or the attached Board Resolution (if applicable), I/we hereby verify that I/we am/are (an) authorized signatory(ies) for the aforementioned Consultant and as such am/are authorized to sign and bind the Consultant in contract with the City of Newport Beach.

1. CONSULTANT AUTHORIZED SIGNATORY(IES):

SIGNATURE	PRINT NAME	TITLE	DATE
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SIGNATURE	PRINT NAME	TITLE	DATE
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2. SIGNATURE AUTHORIZATION IS PROVIDED IN ACCORDANCE WITH:

Proposer's Bylaws/ Operating Agreement Section _____ Copy Attached

Board Resolution Copy Attached

Corporate or Business and Professions Code**

**If Consultant is a corporation, two (2) authorized signatories will be required on all documents submitted, unless specified in the organization's Bylaws or corporate resolution.

IMPORTANT NOTE: If the signature authorization status of any individual changes during the term of the contract, it is the responsibility of the Consultant to contact the City Administrator for the Consultant regarding the change and to complete and submit a new Signature Authorization Form. Incorrect information on file may delay the processing of any of the documents submitted.

ATTACHMENT B: STATEMENT OF DISCLOSURE

Instructions: Each submittal must be accompanied by a signed Statement of Disclosure. This form must be completed, signed, dated and submitted by all persons proposed to serve as a Consultant Team Member.

Consultants and proposed Consultant Team Members must disclose any and all business activities, relationships and/or business positions currently or previously held with City employees, City Council members, City commissioners, or City advisory boards/committees within the last five (5) years.

The City has determined that all persons seeking to serve as a Consultant to the City shall complete truthfully, sign, date and submit this Disclosure Statement prior to performing any consultant work or services for the District.

I, City Ventures [NAME OF PROPOSER], hereby certify the following:

- I have no reportable business activities, relationships and/or business positions with any City employees, City Council members, City commissioners, or City advisory boards/committees within the last five (5) years.
- My reportable business activities, relationships and/or business positions within the last five (5) years with City employees, City Council members, City commissioners, or City advisory boards/committees (please provide a description of the business activity, relationship or business position, relevant dates, job titles, positions held, etc.):

The foregoing certifications are true and correct. I make this certification under penalty of perjury under the laws of the State of California.

Signature of ~~Consultant~~ Proposer

Michelle Shell

Signature Date

Michelle Thrakulchavee, Vice President of Land Acquisition

Printed Name and Title

[If necessary, attach a separate sheet(s) detailing each instance]