



3300 NEWPORT BOULEVARD

RFQ No. 13-16 – City Hall Re-Use Project

Newport Beach, California

November 2012

2101 Business Center Drive * Suite 230 * Irvine, CA 92612

Tel: 949.733.2000 * Fax: 949.733.2005



November 19, 2012

Ms. Kimberly Brandt and Mr. Anthony Nguyen
Community Development Department
City of Newport Beach
Newport Beach, CA

RE: 3300 Newport Boulevard, RFQ No. 13-16 – City Hall Re-Use Project

Dear Kimberly and Anthony:

We are delighted to respond. We draw your attention to three aspects of our qualifications:

1. We submit qualifications for both hotel and housing. The designers and operators on our team are specialists, but the developer and equity partner are the same for either concept. If you select us for the proposal stage, we could manipulate and compare various hotel and housing schemes, or combinations of them, in a way that would be more transparent to you than if each scheme had a different developer. This would help you to make the best and most informed choices.
2. The developer principals are the team leaders. The project contacts are not middle managers from a remote corporation, but partners and owners of the developer entity. The principals live in Newport Beach, Irvine, and Santa Ana. They will invest personal capital. They will be directly involved in the community outreach and in the working partnership with staff. When the team members who are accountable to the community are aligned with the team members who are accountable to the investors – when, in fact, they are the same team members – the process and the project both get even better.
3. The team members are all-stars in their specialties. Our hotel designer is the #1 hotel architect in the world. Our hotel operator personally led, as CEO, the growth of the quintessential boutique hotel group – Kimpton – from 1 hotel to 45 hotels. One of our principals was the LA-Orange County partner for the #1 multifamily developer in the country. Our housing designer is one of the leading housing and mixed-use architects in the Western US.

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Participating Organizations and Working Relationships

The project owner will be an LLC whose members are the equity partner and the developer. The operators and designers would work on a fee basis for the owner.

The principals of Red Oak Investments, Village Partners, Amstar Group, VTBS Architects, and Land Studio 360 have worked together in the same roles that they would have for this project. The other team members are connected by personal and business relationships that span more than a decade.

- Developer – A partnership of Red Oak Investments, Village Partners, and West America.
- Equity Partner – Amstar Group.
- Hotel Designer – WATG.
- Hotel Operator – LaTour Hotels & Resorts.
- Housing Designers – VTBS Architects and Land Studio 360.

Contact Person During Proposal Evaluation:

Alex Wong and Joe Flanagan, Red Oak Investments.

Proprietary or Confidential Information

The financial statements are confidential. Other proprietary or confidential information will be separately identified as such in the submittal.

Binding Signatures

The signatures of Alex Wong and Joe Flanagan shall be binding for the proposer.

Sincerely,

Alex Wong
Partner

Joe Flanagan
Partner

SECTION 2

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SECTION 3

QUALIFICATIONS, RELATED EXPERIENCE, AND REFERENCES

QUALIFICATIONS

1. Red Oak Investments, Village Partners, and West America Development – Developer

Red Oak Investments is a housing and mixed-use development company focused on infill neighborhoods of LA and Orange Counties. Its recent work includes Archstone HB Lofts, a 384-unit entitlement and construction project in Huntington Beach; Fig Adams, a 500-bed student housing entitlement near USC; and South Vermont, a 250-unit redevelopment of an industrial site in Torrance.

Village Partners co-founder Don Henry is a thirty-year industry veteran with experience in mixed-use, housing, hotel development, and urban planning. His projects include Hollywood & Vine, with a W Hotel and 400 housing units; Neptune Marina, with a hotel, housing, and public park in Marina Del Rey; and Glendale Town Center, with 300 units at the America at Brand shopping/housing complex. Don's prior positions include Vice President at Legacy Partners, Vice President at the Related Companies, and Project Director at Sasaki Associates.

West America principal Larry Kimball is a thirty-year hotel industry veteran whose prior positions include COO/CFO of the Island of Lanai and Managing Director at Horwath Hospitality and Leisure. His development work includes projects totaling 1,200 keys with combined development costs of \$600M.

2. Amstar Group – Equity Partner

Established in 1987, Amstar is a Denver-based real estate investment manager that has significant experience investing and managing office, multifamily, hotel, industrial and retail investment strategies within the major markets of the United States and select markets in Europe and Latin America.

In the past 25 years Amstar has invested in over 20 Hotel and 30 Multifamily properties across the United States when including both development projects and existing assets. Since its formation Amstar has invested and managed nearly \$4.3 billion. Amstar currently manages approximately \$1.6 billion in assets.

3. LaTour Hotels & Resorts – Hotel Operator

Chairman and CEO Tom LaTour is the former President and CEO of Kimpton Hotels and Restaurants. He grew the Kimpton brand, which currently has 60 hotels, from 1 hotel to 45 hotels at the time of his retirement. Tom came out of retirement in 2008 to start a personal brand: LaTour Hotels & Resorts.

Vice Chairman John E. Small is a world-renowned hospitality expert. For over 30 years, he has held key management positions at some of the world's leading properties, including the Shangri-La in Singapore, Sun City Resorts in South Africa, and Sugarbush Resort in Vermont. John was the former COO of RCI Management, an organization that provides resort management services to over 45 resorts.

4. WATG – Hotel Designer and Landscape Architect

WATG is the #1 hospitality architecture firm in the world, as ranked by 2011 hospitality sector revenues. Its client list includes almost every major international operator and owner, including Fairmont, Four Seasons, Hilton, Hyatt, Peninsula, Ritz-Carlton, Savoy, Shangri-La, St. Regis, and W. Its local projects include the Island Hotel, Newport Beach; Marriott's Newport Coast Villas; the Ritz-Carlton in Laguna Niguel; and the Laguna Cliffs Marriott in Dana Point.

5. VTBS and Land Studio 360 – Housing Designer and Landscape Architect

VTBS is an award-winning architecture firm whose principals have worked together since 1971. In the housing arena, VTBS projects span a broad range of intensity, from single family homes to 200 units per acre highrises.

Land Studio 360 is a two-year-old landscape architecture whose principals have designed for both hotels and housing, and who have done multiple commercial and residential projects for The Irvine Company. Their prior firms rank among the leading landscape architects in California: EPT Design, Lifescapes International, and FORMA.

TEAM EXPERIENCE

The principals of Red Oak Investments and VTBS have worked together since 1998. Red Oak Investments, Amstar Group, VTBS, and the principals of Land Studio have also worked together as a single team since 2007. Red Oak Investments and Village Partners are currently working together on several potential housing projects.

The principals of West America and WATG have worked together on project teams since 1981. West America and Village Partners are currently working together on several potential hotel and mixed-use projects.

RELATED EXPERIENCE - PROJECTS

Each RFQ team member has provided project sheets as part of the Section 7 company brochures. We call attention to four of those projects, which are described in more detail in Section 7.

1. ARCHSTONE HB LOFTS, a large housing-retail project in Huntington Beach that involved four of the current team members.
2. THE RITZ CARLTON LAGUNA NIGUEL, a 393-room hotel designed by WATG and voted by Travel + Leisure Magazine as the Number One Best Hotel in the Continental US and Canada.
3. LATITUDE 33, a 50-unit Marina Del Rey luxury condo designed by VTBS in an urban location near the water.
4. HOLLYWOOD & VINE, a large mixed-use project involving Don Henry as developer executive. The hotel, housing, retail, and transit components created a new destination on a targeted redevelopment site.

RELATED EXPERIENCE – LONG TERM GROUND LEASES

Amstar has invested in several ground lease projects. Amstar understands the unique dynamics and is comfortable working with and structuring ground leases that work for all parties. Below is a quick summary of the existing ground leases in Amstar's portfolio:

- Costa Urbana Mall (Uruguay)- The local municipality provided a 50 year ground lease as a part of a mixed use development which is now complete and operational.
- Kozzy Shopping Center (Turkey) - The local municipality tendered a 30 year ground lease as part of a large retail development which is also build and operational.
- 823 Congress, Austin, TX – Amstar purchase this office building with three existing ground leases, two of which have been extended during Amstar's ownership.

Don Henry and Larry Kimball, in previous positions, have negotiated the following long term ground leases:

- Neptune Marina, Marina Del Rey, CA – 531 apartments, 125 boat slips, 2-acre public park, and hotel, on land owned by Los Angeles County.
- Hollywood & Vine, Los Angeles, CA – 400 housing units, W Hotel, and 50,000 SF retail on land owned by Metro MTA Redline.
- Lane Field Hotel Project, San Diego, CA – 66-year lease for an 800-key InterContinental hotel development on land owned by the Port of San Diego.
- Marriott Escondido, CA – 55-year lease for a full-service Marriott development on land owned by the City of Escondido.

REFERENCES

Red Oak Investments

- Mary Beth Broeren, City of Huntington Beach, Planning Mgr., 714-536-5550.
- David Roberts, City of Los Angeles, former District 8 staff, 213-359-0715.
- Richard Bruckner, County of LA, Regional Planning Director, 213-974-6411.

Village Partners

- Roger Moliere, Chief Real Property & Economic Development, County of Los Angeles, 213-922-2225.
- Pat Flynn, Metro Gold Line Authority, pflynn@foothillextension.org

West America

- Christopher Bittner, CEO, obrArchitecture, 619-507-1107.
- Neal Arthur, President, Neal Arthur Urban Development, 619-277-8718.

Amstar Group

- Steven A. Kohn, President, Sonnenblick-Goldman Company, 212-841-9216.
- Mary Ann King, President, Moran & Company, 714-444-3533.
- David W. Levinson, Chairman & CEO, L & L Holding Company, 212-920-3370.
- Larry Chapman, Head of Wells Fargo Commercial RE Group, 212-253-6464.

SECTION 4

FINANCIAL CAPABILITY AND PAST PERFORMANCE

Financial Capability

Amstar Group, as equity partner, will provide the primary equity for the project. See the attached audited financial statement. There are no financial and litigation issues to list with the statement.

Past Performance

Amstar and Red Oak Investments have been partners before. In 2007, their partnership purchased a 60,000 SF commercial center in Huntington Beach and re-entitled it for 385 housing units plus 10,000 SF of retail. The project, called "Archstone HB Lofts," will break ground in a few months. Amstar was the equity partner for acquisition and entitlement. Archstone is the equity partner for construction. Red Oak Investments was the lead developer for entitlement and is the co-developer, with Archstone, for construction.

Amstar's past performance in the hotel and housing sector is reflected by its current portfolio of assets purchased and projects under development.

Hotels (7 operating assets, 1 development project)

1. Hyatt Regency Newport: 258 rooms, Newport, RI.
2. Hilton Pasadena: 296 rooms, Pasadena, CA.
3. Travaasa Hana: 70 room hotel and town center in Hana (Maui), HI.
4. Travaasa Elm Court: 96 planned room hotel in Lenox, MA.
5. Travaasa Austin: 70 room hotel/ spa in Austin, TX.
6. Westin Colonnade: 157 room, Coral Gables (Miami), FL.
7. Westin Westminster: 369 rooms, Westminster, CO.
8. Eaglewood: 295 room resort/ conference center outside of Chicago, IL.

Multifamily (2 operating and 5 on-going development projects)

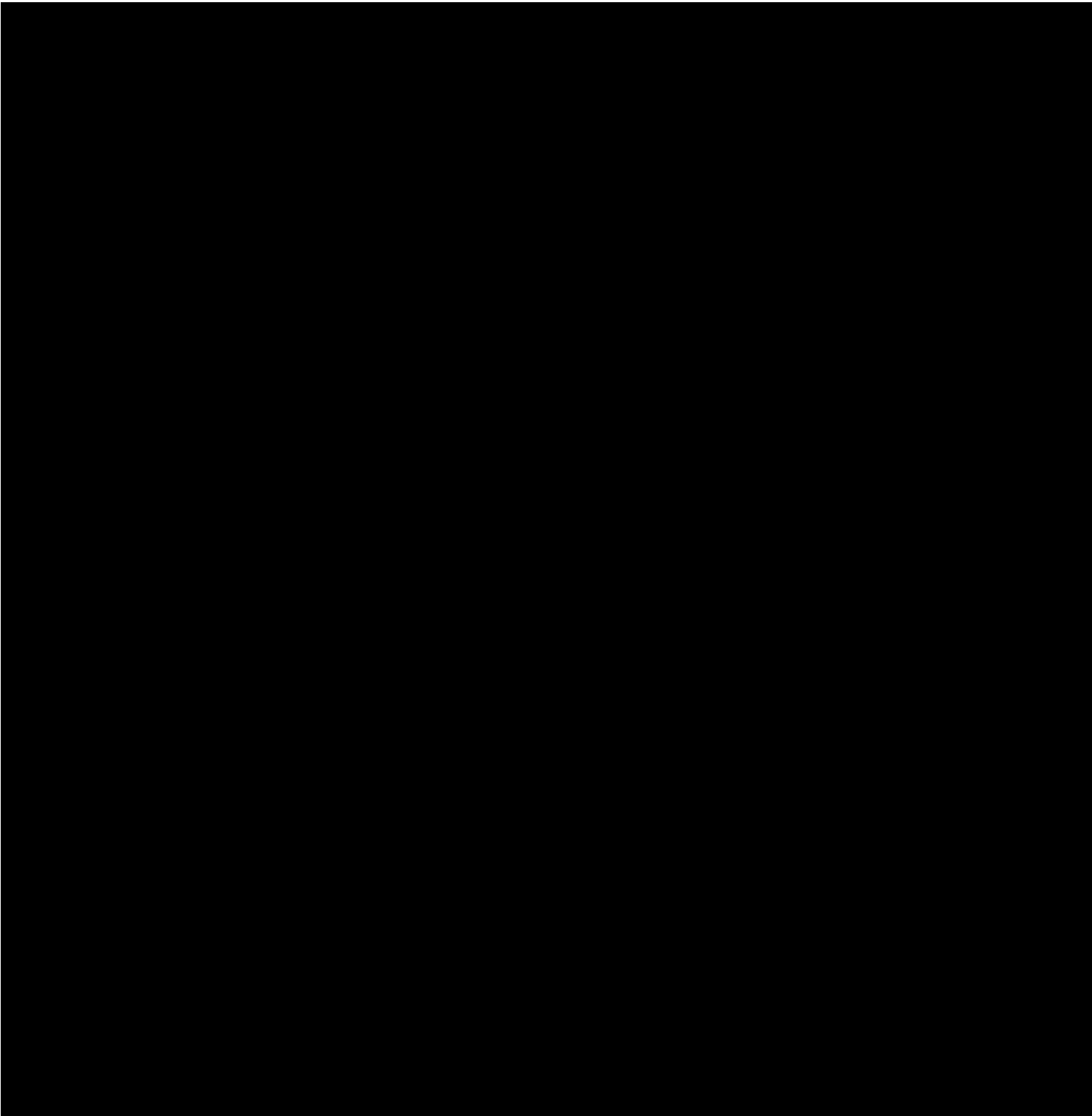
1. Lankershim: 156 planned units in North Hollywood, CA.
2. Highlands: 332 planned units in Denver, CO.
3. 1490 Delgany: 285 completed units in Denver, CO.
4. Cityplace: 396 completed units in Dallas, TX.
5. The 704: 379 units and retail completed in Austin, TX.
6. Arthouse at Keller Town Center: 187 units completed in Keller, TX
7. Dwell: 370 units (258 completed and 112 under construction) in Franklin, TN

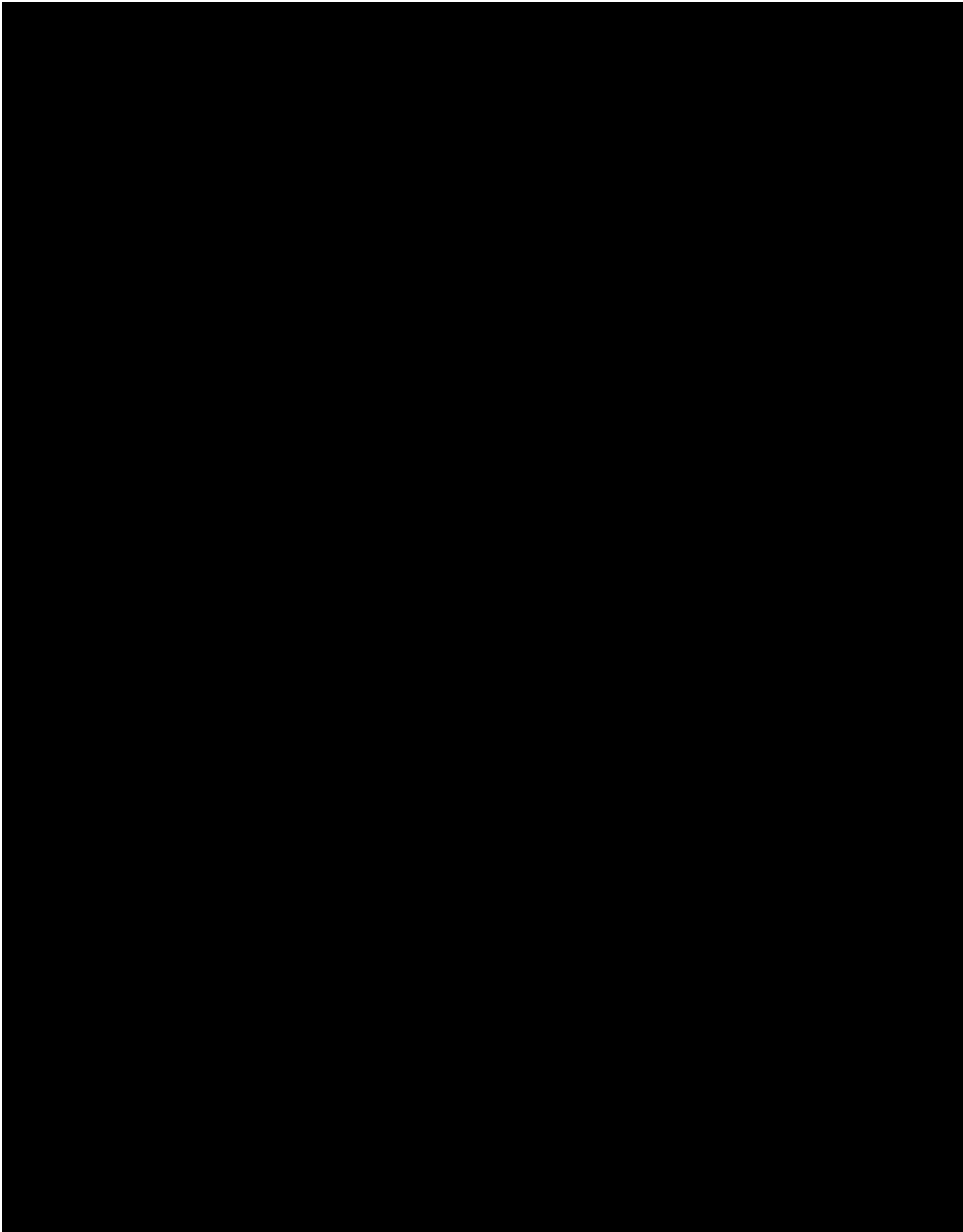
California Amstar hotel and housing projects, which are not on the above lists because Amstar no longer owns them, include the following:

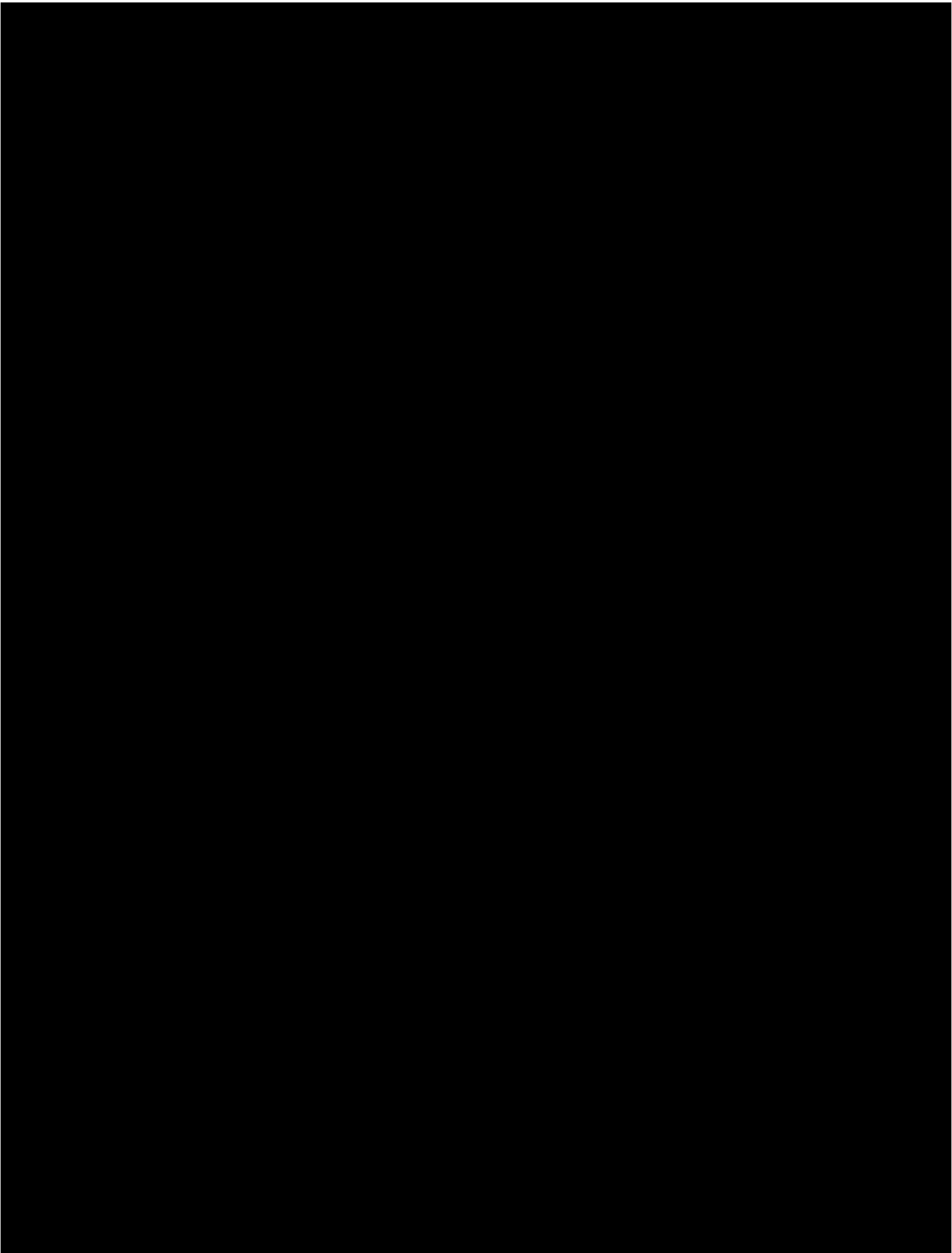
1. Mondrian Hotel- West Hollywood CA (238 rooms)
2. Gardens at Wilshire- Los Angeles, CA (159 multifamily units)
3. NOHO Gardens Apartments- North Hollywood, CA (100 multifamily units)
4. San Diego Courtyard- San Diego, CA (227 rooms)

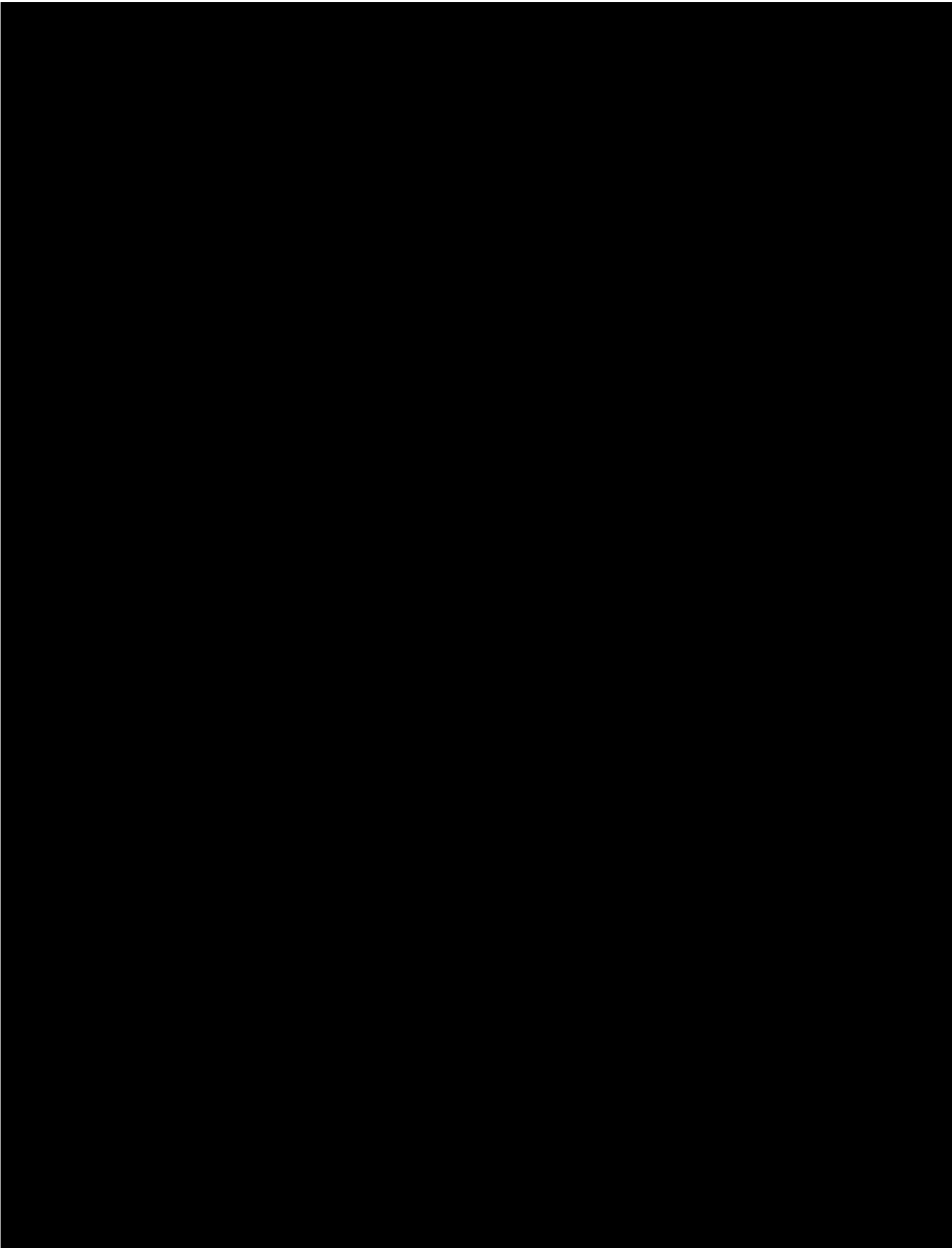


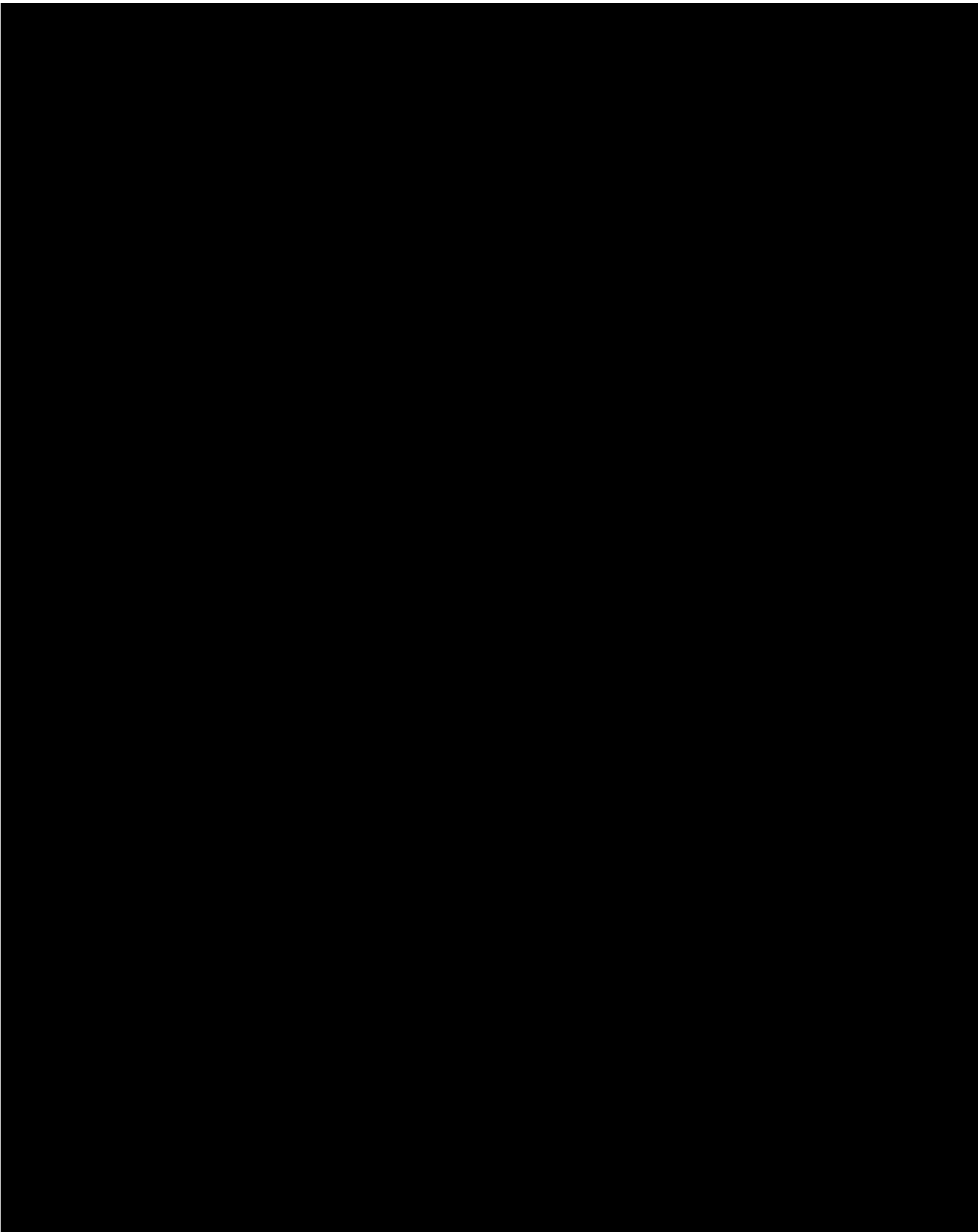


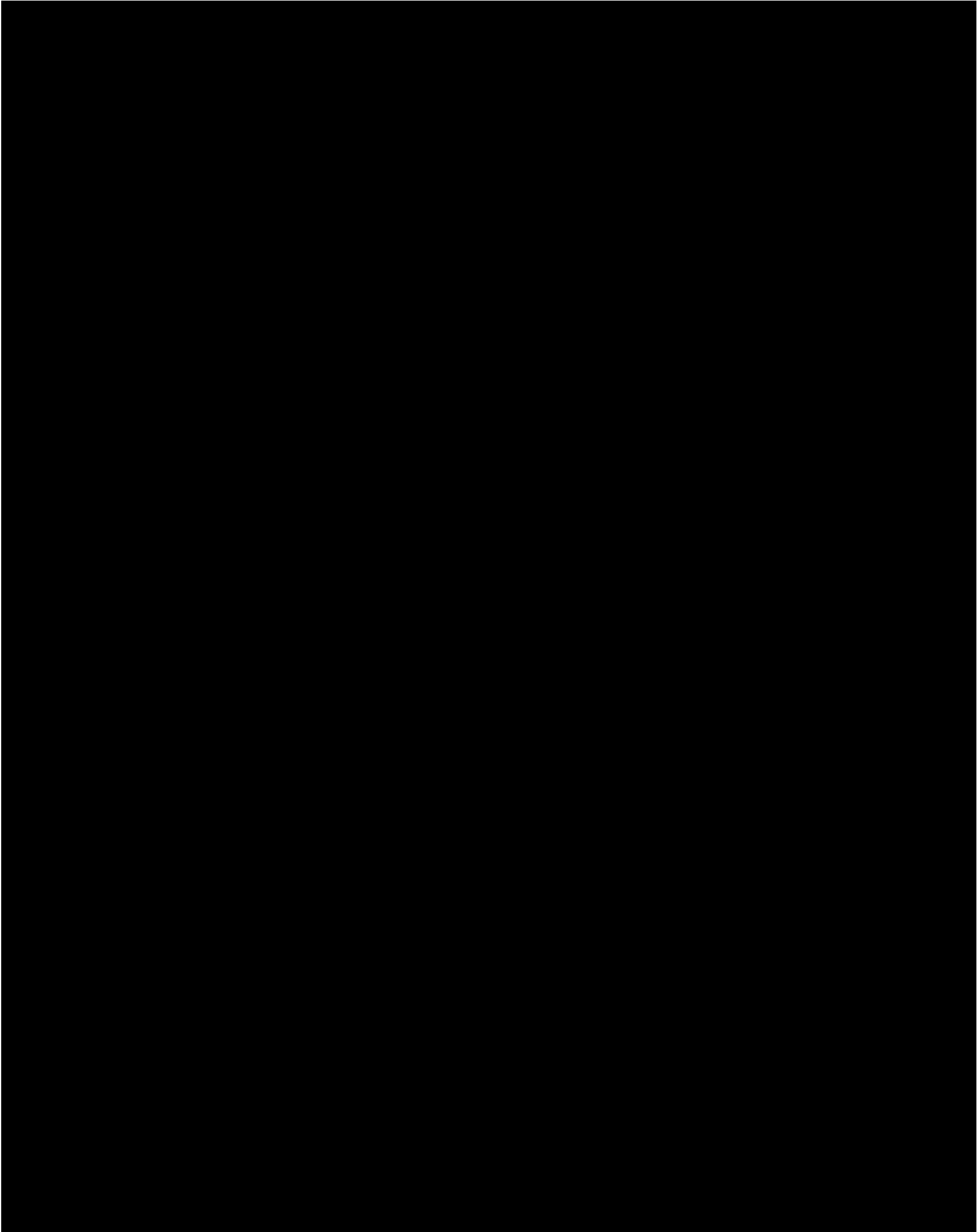


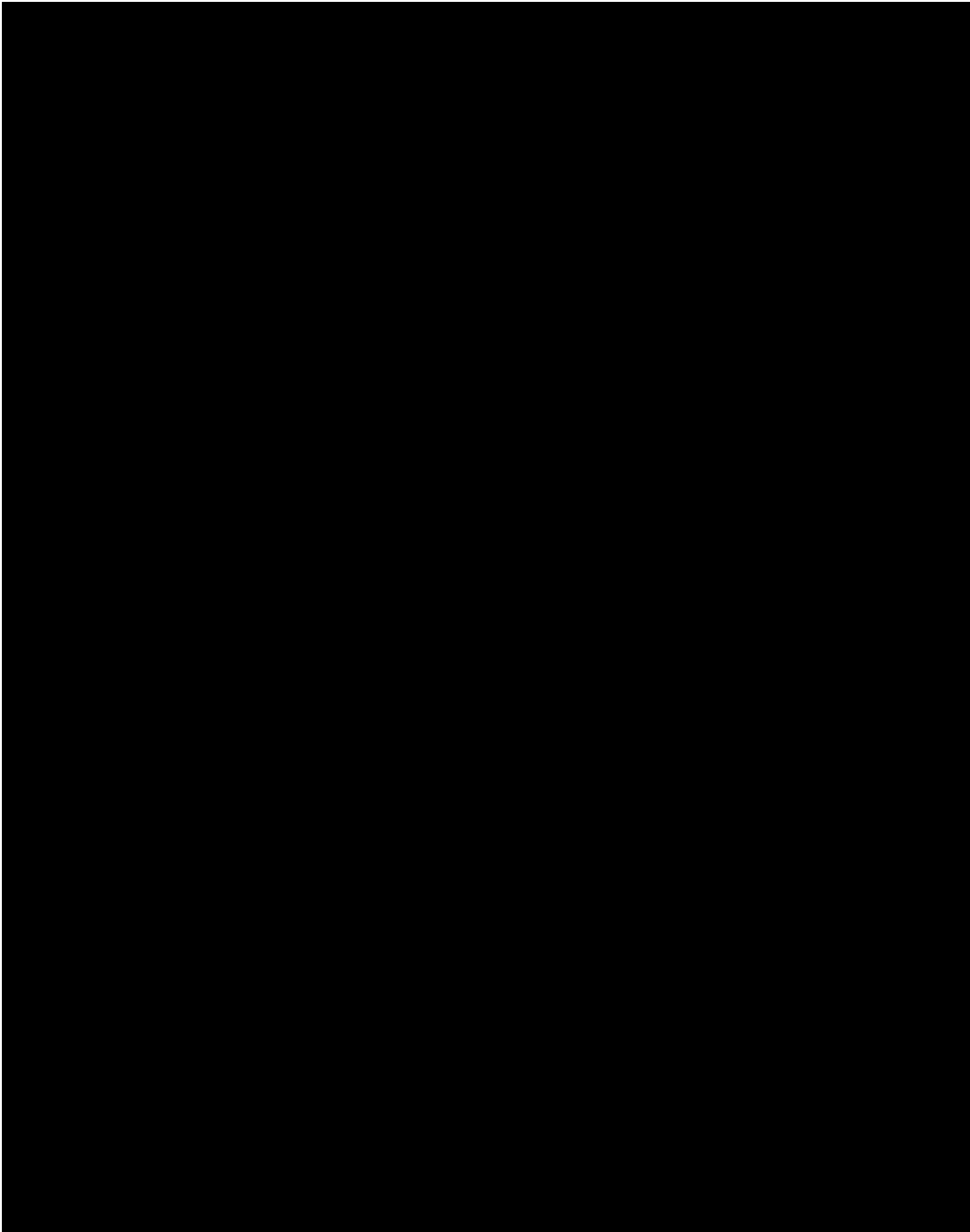


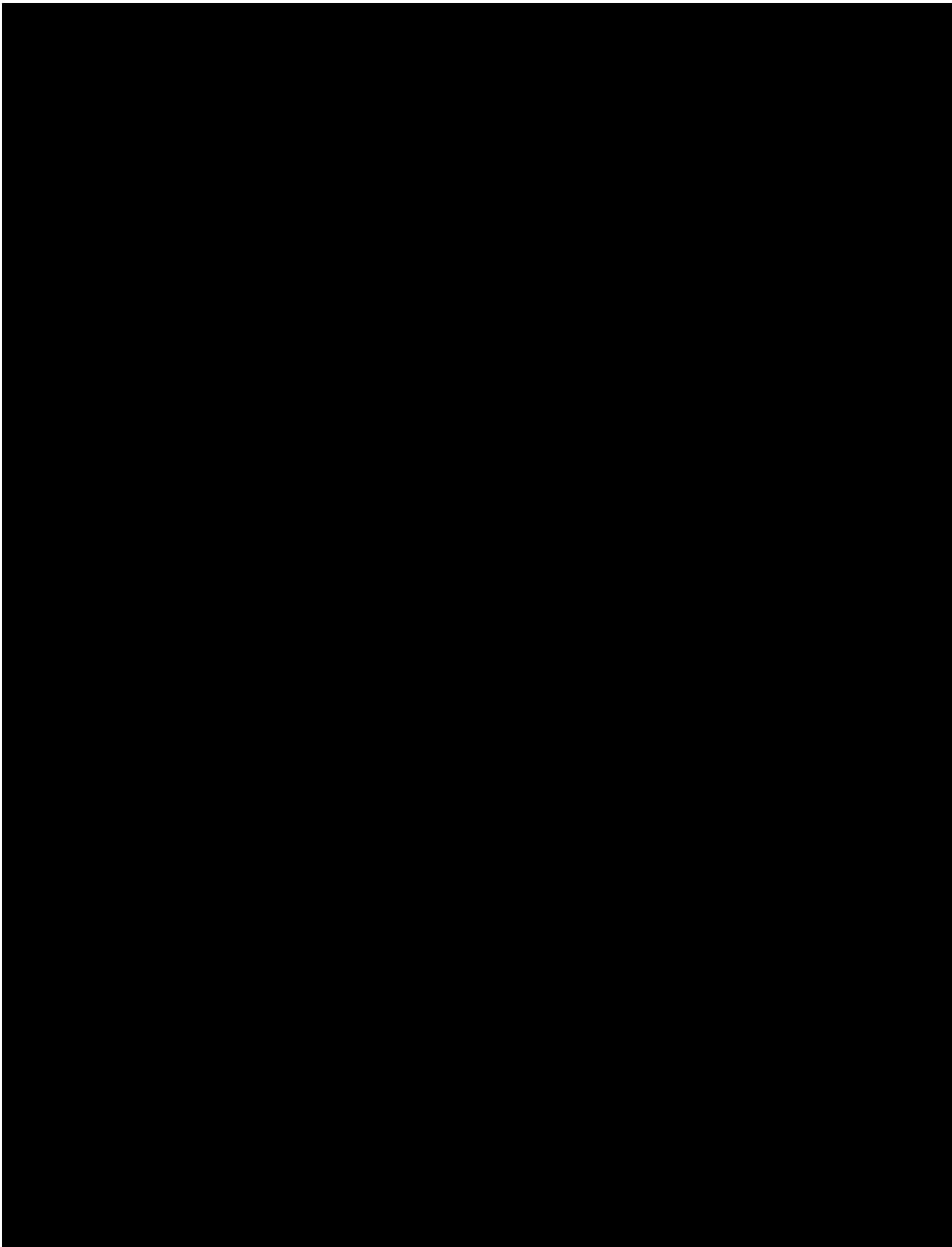


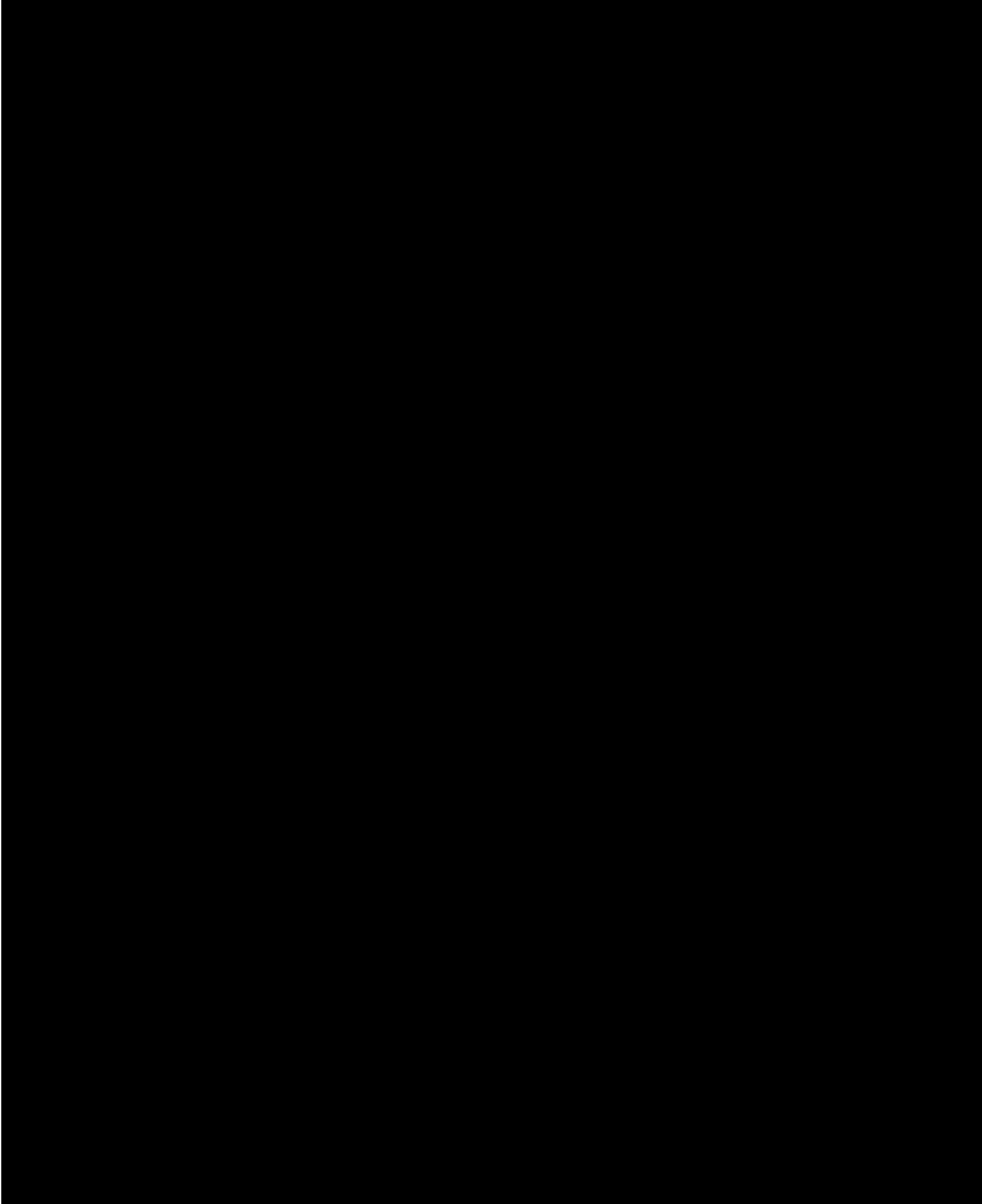


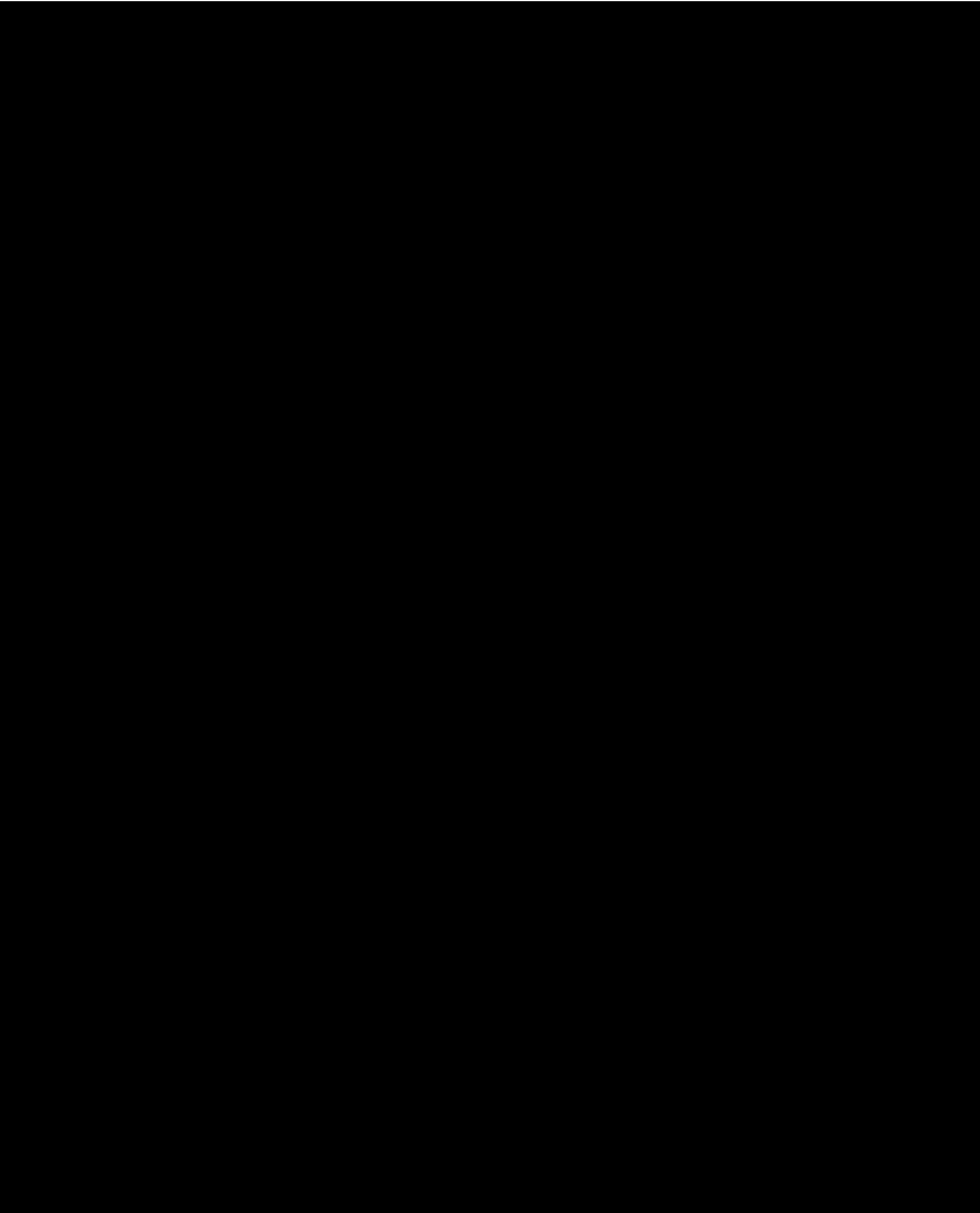


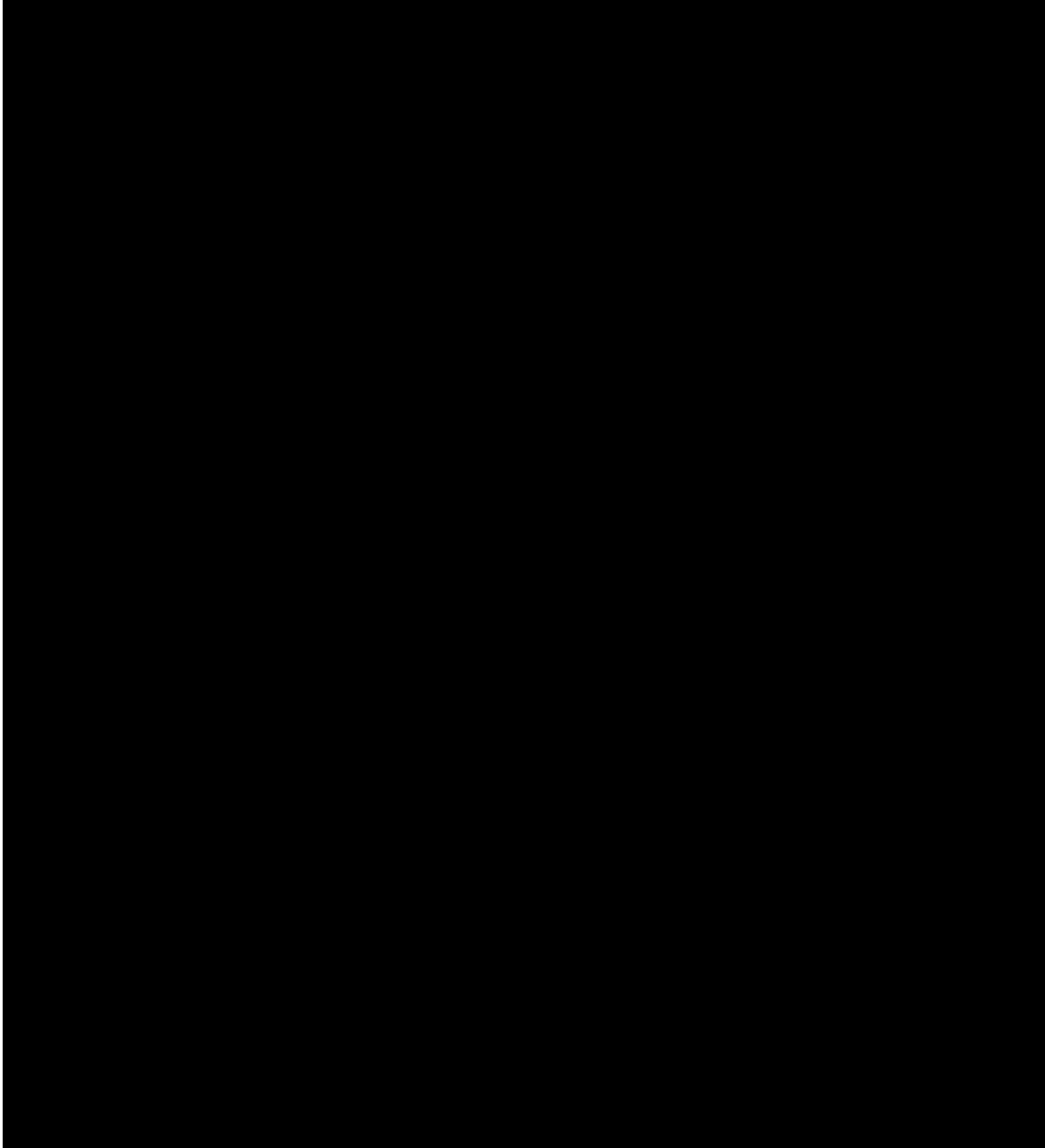


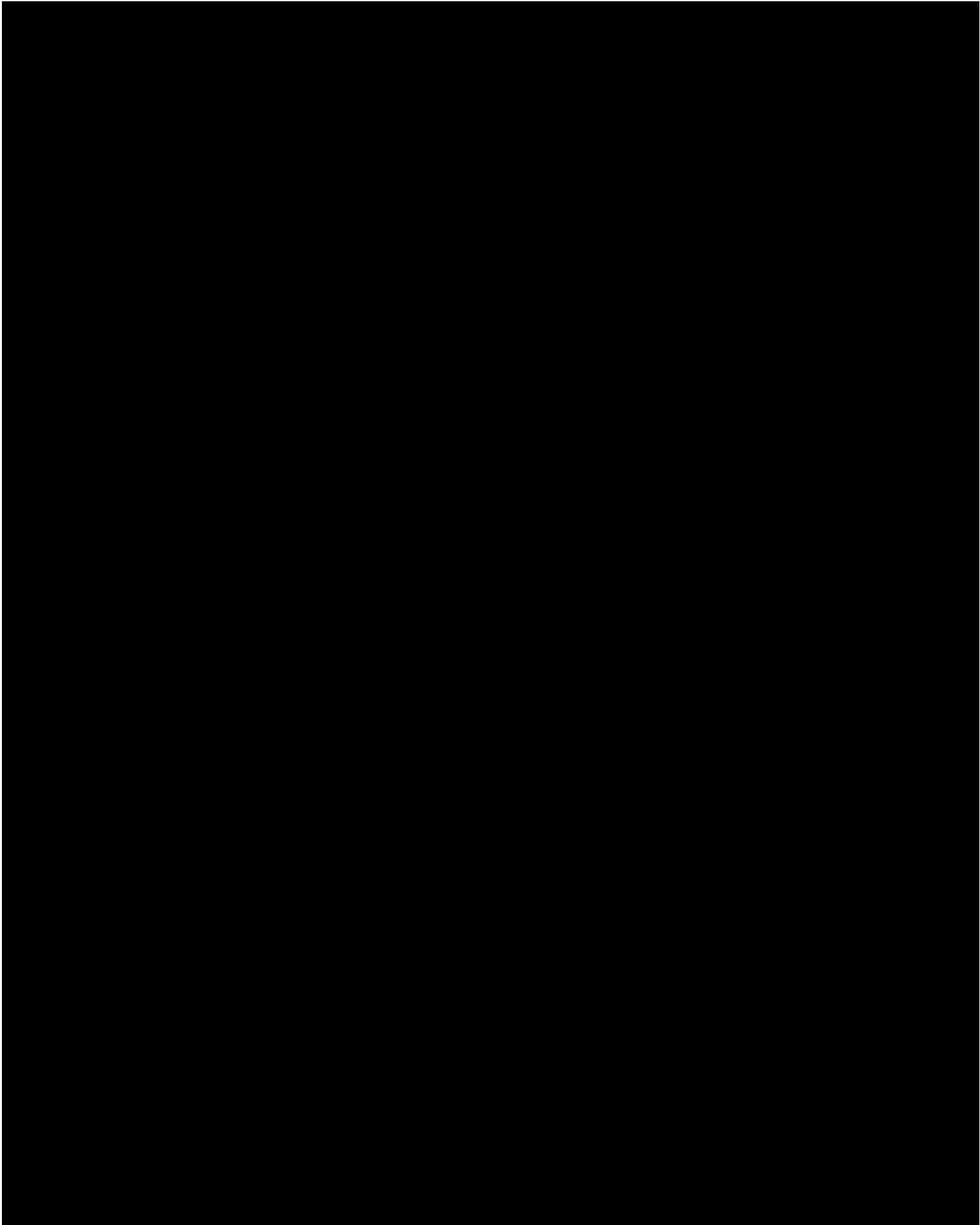


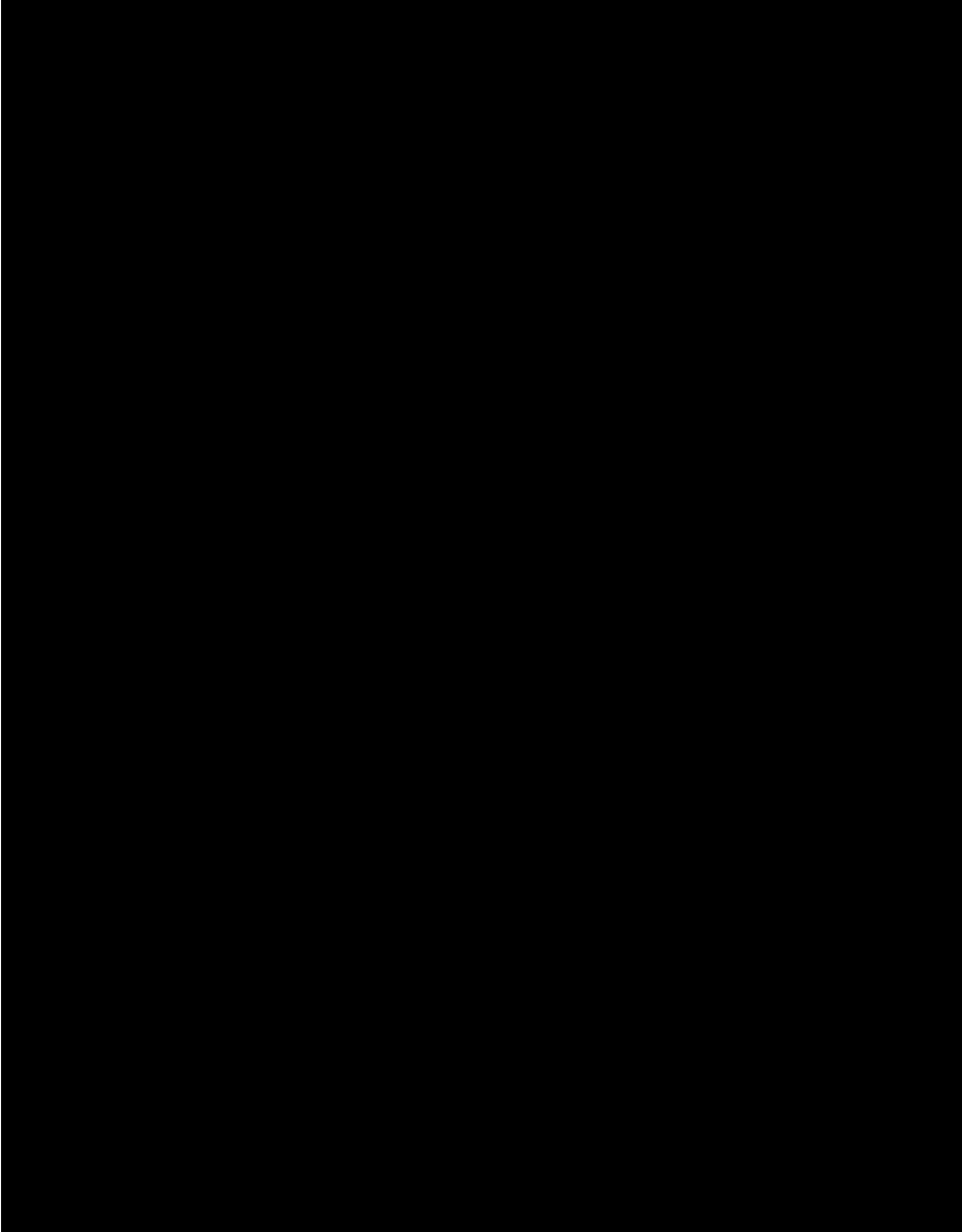


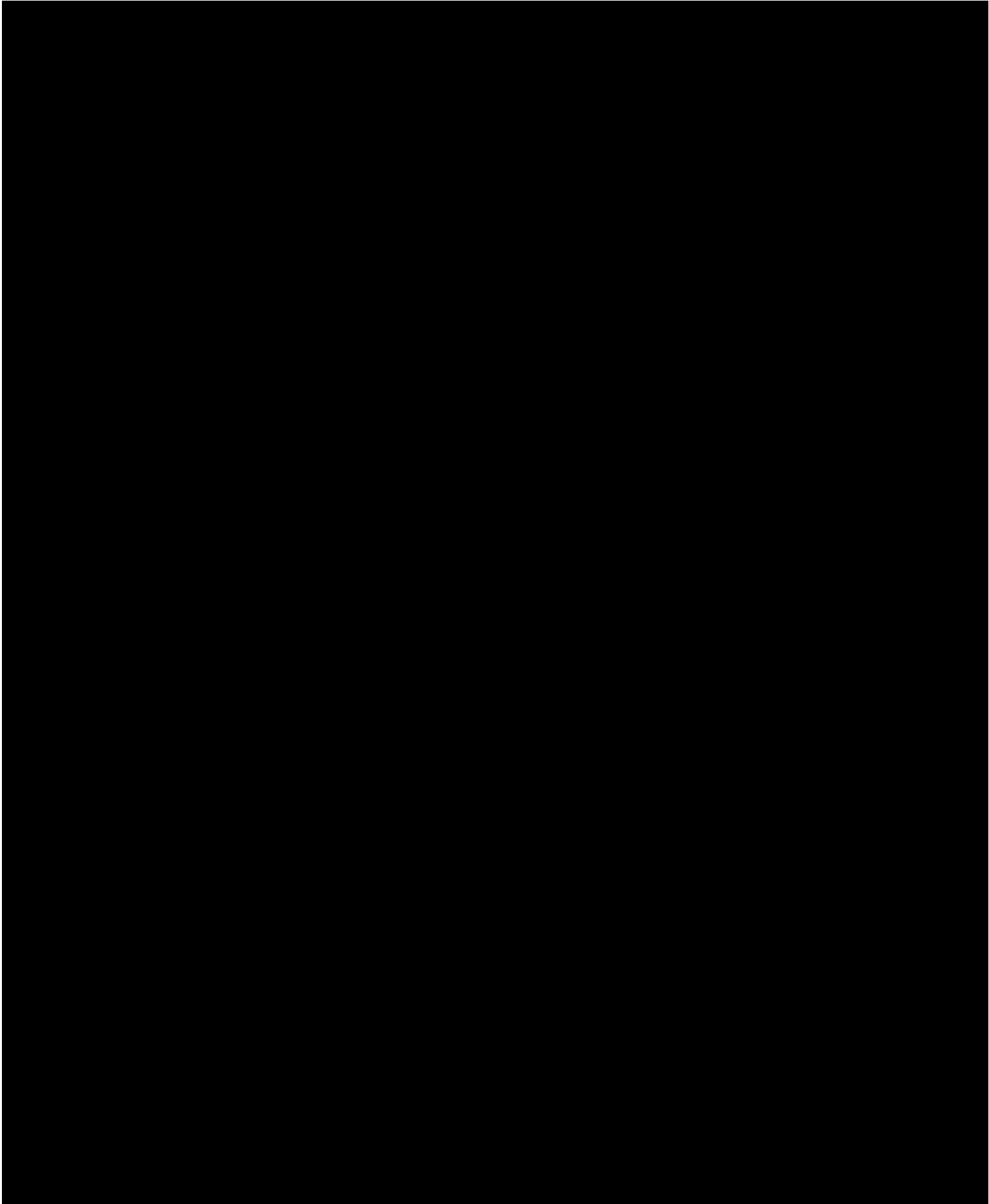


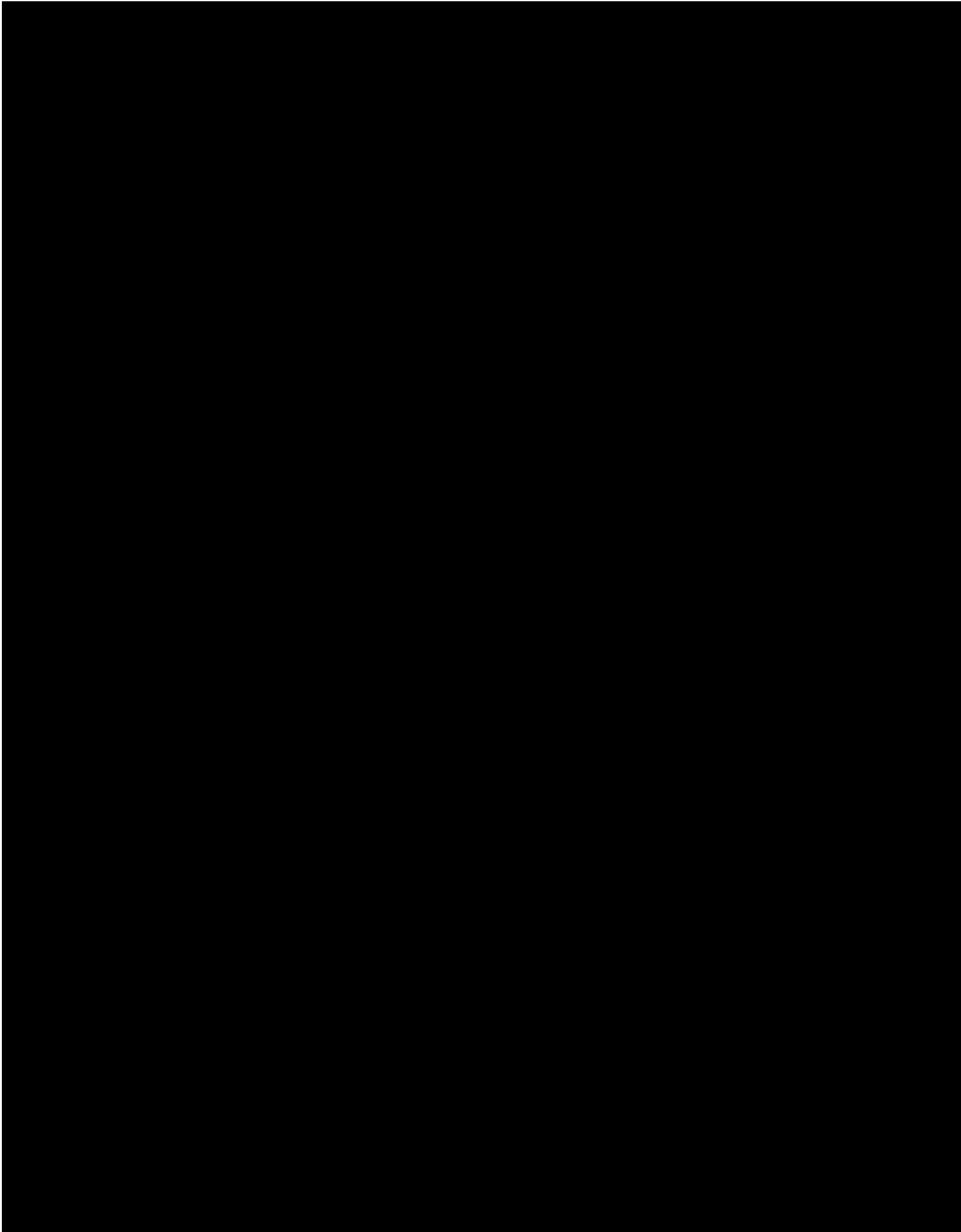


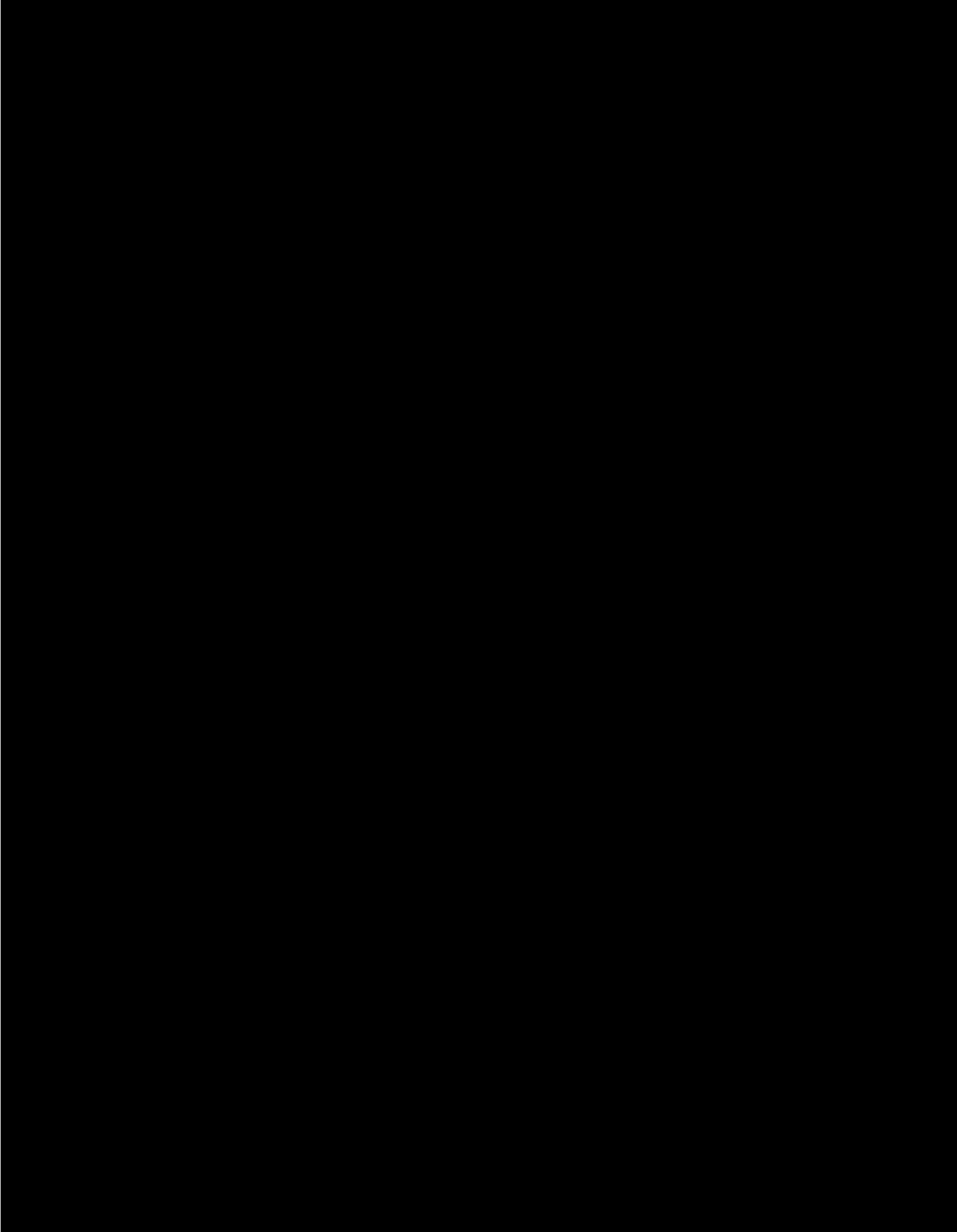


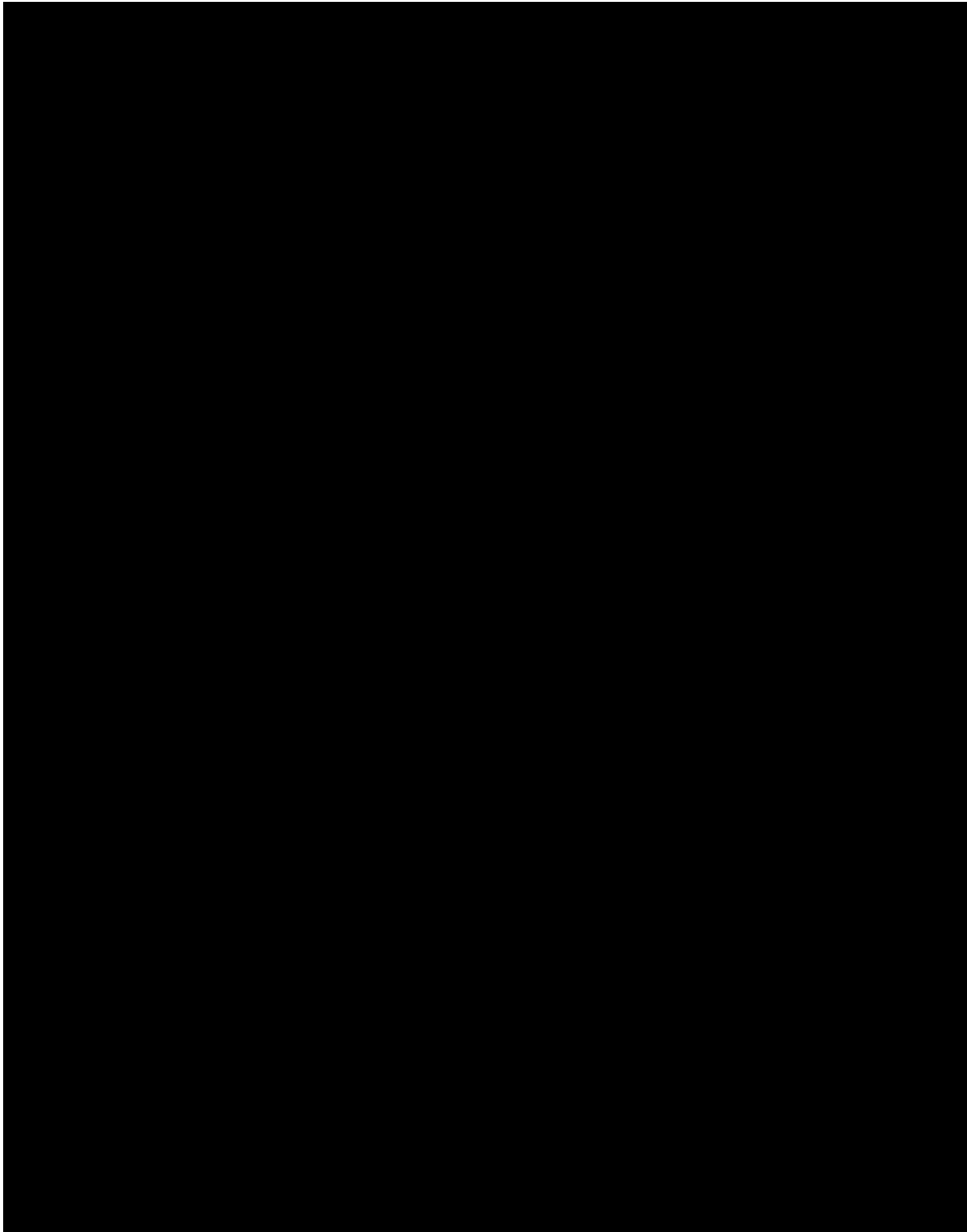


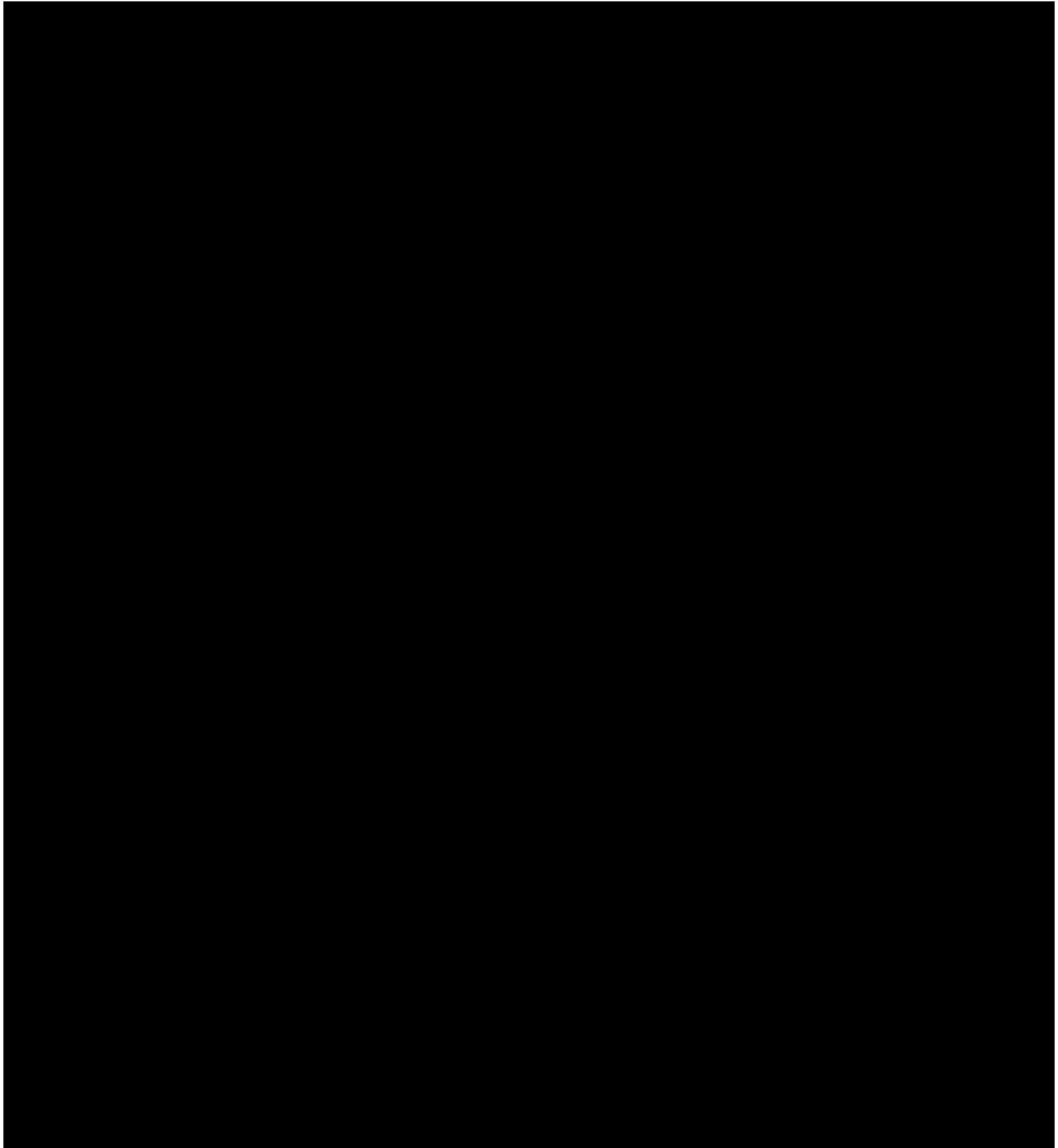












SECTION 5

CONCEPTUAL DEVELOPMENT APPROACH

We see the opportunity to pursue three development goals, after meeting several base assumptions.

Base Assumptions

- The project will meet the market.
- The project will be financeable.
- The development intensity will stay within the RFQ envelope.
- The team will engage with immediate neighbors and area residents before submitting a formal project application
- The design will reflect the Lido Village Design Guidelines.

Goal 1: Strengthen the Linkages

We see opportunities to strengthen the 32nd Street connection between the beach and the bay and to improve the connections up and down Newport Boulevard. As at the strand, we would want the sidewalks to comfortably accommodate both cyclists and pedestrians. The plan would be coordinated with the Design Guidelines street sections and streetscape vision.

We also see an opportunity to improve the “diagonal” connections to the new Pavilions-anchored neighborhood center and to the Lido Marina Village pedestrian corridor’s southern entry. This could involve pedestrian-friendly intersection improvements at Newport and 32nd, and site planning coordination with The Fritz Duda Company and Vornado, especially if either of those major owners are able to renovate or redevelop their properties concurrently with 3300 Newport.

Goal 2: Establish a Destination

We concur with the Design Guidelines about the opportunity to establish a landmark and a node at the corner of 32nd and Newport. This is the logical space for the public plaza. We see possibilities for programming this space with public performance, food establishments, public art, and iconic sculpture. The project could strengthen the top of the peninsula enough to make it a destination.

Goal 3: Create a Launch Point

We see an opportunity to make the site and its immediate neighbors into a launch point for peninsula visitors. This would be a place that they could leave their cars and rent a bike to access the beach and the rest of the peninsula. They could have a meal and be entertained in the process. They could also rent body boards and water toys.

By intercepting the seasonally intense auto travelers and converting them into pedestrians and cyclists, this concept would strengthen the upper peninsula and provide relief to the lower peninsula.

SECTION 6

CONCEPTUAL FINANCING APPROACH

For community outreach, design, and entitlement, the team will finance all costs through its own equity, provided by the equity partner and the developer. A typical budget during this period would be \$1,000,000.

For construction, a conventional lender would be added. The team would expect the lender to be an insurance company or a commercial bank. The lender would typically fund 65% of total costs for a housing development or 50% of total costs for a hotel development. Total costs for a 99-unit housing project or a 99,000 SF hotel project would be \$20,000,000 to \$40,000,000.

SECTION 7

APPENDICES AND ATTACHMENTS

Reference Imagery for 3300 Newport

Reference Imagery for Architecture – 3 pages

Reference Imagery for Public Space – 3 pages

Reference Imagery for Resort – 3 pages

Company Brochures

WATG – 14 pages

LaTour – 4 pages

VTBS – 6 pages

Land Studio 360 – 10 pages

Amstar – 4 pages

Red Oak Investments – 6 pages

Village Partners – 6 pages

West America – 8 pages

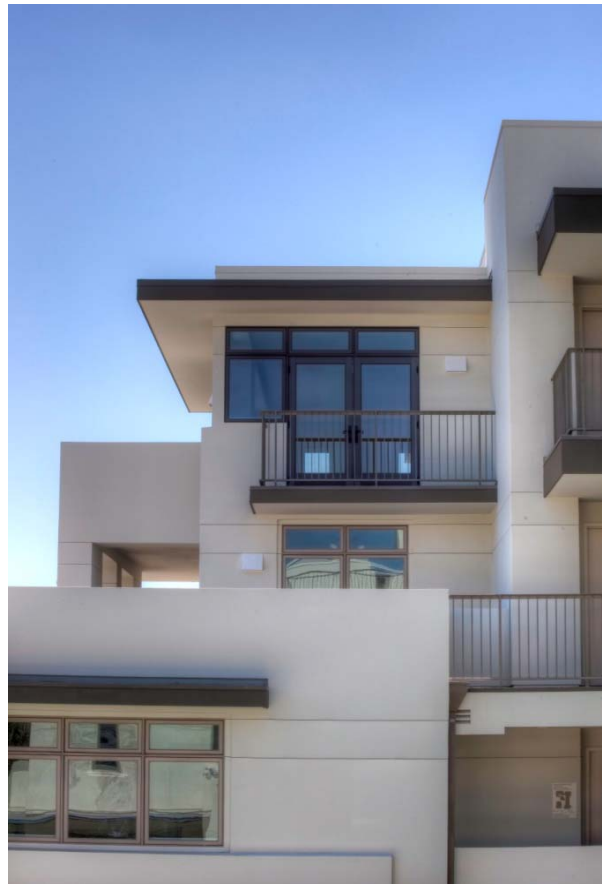
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Public Space



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Public Space



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Company Profile

WATG has been **designing destinations for over 65 years**—places that delight their visitors and satisfy their owners, too. The work of WATG spans more than 160 countries and territories and is highly acclaimed for excellence in design and creativity.

The **firm's policy** is to respect the unique environment and cultural heritage of each host country, region or community, and to make a positive contribution to the lives and culture of that area. Our mission, *"designing destinations that lift the spirit."*

Having designed **more hospitality projects than any other firm in the world**, WATG has had the privilege of assisting preeminent owners, developers, operators and governments on six continents. No two places, no two clients, no two projects are alike. Yet they all succeed in achieving these critical balances: the needs of clients and the expectations of visitors; the wishes of the local community and the preferences of the international marketplace; the desire for design innovation and the reality of economic restraints.

From offices in Irvine, Los Angeles, New York, London, Singapore, Honolulu, and various project site offices, WATG offers strategy, planning, architecture, interior design, and landscape architecture services. A talented and multicultural staff of over 300 professionals specializes in hospitality, leisure and entertainment projects. As an industry leader with over a half-century of experience, WATG has been involved in the successful completion of over 290 hotel projects totaling more than 100,000 new guestrooms; and another 12,000 guestrooms are currently under construction.

WATG's client list includes almost every major international, national, and regional operator/owner, including: Equatorial; Fairmont; Four Seasons; Hilton; Hyatt; InterContinental; Kempinski; Kerzner International; Mandarin Oriental Hotel Group; Marriott; Mövenpick; Okura; Parkroyal; Peninsula; Radisson; Ramada; The Ritz-Carlton Hotel Company; RockResorts; Rosewood; Savoy Group of Hotels; Shangri-La; Shilla; Starwood (Le Meridien, Sheraton, St. Regis, W Hotels, Westin); Steigenberger Hotel Group; Swissotel; Wynn Resorts and many others.

In addition to designing hotels and resorts, **WATG has been internationally acclaimed for creativity and bottom-line success of projects** that include:

- casinos and cruise ships
- convention centers and conference facilities
- golf resorts and clubhouses
- marinas/waterfront developments
- master planned resort and recreational communities
- mixed-use developments
- residential: apartments, extended stay, assisted-living, custom homes
- restaurants and clubs
- retail, dining and entertainment venues
- spas, sports clubs, and wellness centers
- theme parks, water parks and themed environments
- vacation ownership/timeshare resorts and private residence clubs

Regardless of the project type or location, WATG offers clients **a cost-effective system for expediting the development process** and producing award-winning designs that consistently rank among the top in the world by the most discerning travelers. For further information about WATG, visit watg.com.



A corporation organized in 1945

IRVINE

8001 Irvine Center Drive, Suite 500
Irvine, California 92618 USA
Tel +1 949 574 8500
Fax +1 949 574 8550

LOS ANGELES

WIMBERLY INTERIORS
446 South Cañon Drive
Beverly Hills, California 90212 USA
Tel +1 310 282 0626
Fax +1 310 282 9996

NEW YORK

WIMBERLY INTERIORS
75 Spring Street, Suite 700
New York, New York 10012 USA
Tel +1 212 274 2626
Fax +1 212 274 2627

LONDON

36–38 Fitzroy Square
Boston House
London, W1T 6EY UK
Tel +44 (0) 20 7906 6600
Fax +44 (0) 20 7906 6660

SINGAPORE

8 Commonwealth Lane #02-03
Singapore 149555
Tel +65 6227 2618
Fax +65 6227 0650

HONOLULU

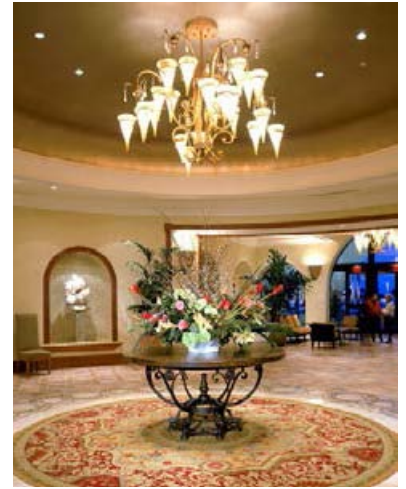
700 Bishop Street, Suite 1800
Honolulu, Hawaii 96813 USA
Tel +1 808 521 8888
Fax +1 808 521 3888

watg.com
wimberlyinteriors.com

Hyatt Regency Huntington Beach Resort and Spa

Huntington Beach, California, USA

WATG



client

The Robert Mayer Corporation

size

16 acres
517 guestrooms
including 57 suites
52,000-square-foot conference
center
10,000-square-foot retail space

amenities

Full-service spa; retail-shopping plaza; meeting and banquet areas including 20,000-square-foot ocean view ballroom; adjoining conference center; ocean view courtyard; direct beach access via connected pedestrian bridge; elegant restaurants; cabana dining and a surf-theme specialty restaurant

services provided

Full architectural design services



challenge

The challenge was to create a premier luxury beach resort and conference facility that would provide ocean views throughout, and complement the neighboring Waterfront Hilton and entire seaside community.

solution

A four-story structure was designed to simulate an Andalusian-style villa, reminiscent of Spain's southern coast, with four ocean-view courtyards positioned throughout the property. Distinctive fountains, pools and landscaping accentuate the lush "Mediterranean" garden environment. The conference center, located at the west end of the property, holds the majority of the resort's function space, and is complete with its own porte cochere entrance and lobby. Perched above the historic Pacific Coast Highway, the resort provides dramatic ocean views from guestrooms, suites and meeting areas.

The Island Hotel Newport Beach (Formerly Four Seasons Hotel)

Newport Beach, California, USA

WATG



challenge

The design challenge was to create a luxury hotel and resort environment on a small urban site, while protecting the views of nearby office buildings and homes.

solution

The architects angled a 19-story stepped-back tower to protect the views of nearby buildings, and provide panoramic ocean views for 100 percent of the guestrooms. A cantilevered porte cochere gives guests an immediate sense of spaciousness. Several design features, including terraced balconies, private driveway entry, and spacious turn-around, contribute to the hotel's feeling of a secluded retreat.

results

The hotel has become a landmark in the community and is continually ranked among the best hotels in the United States.

client

The Irvine Company

size

4.5 acres

285 guestrooms (93 suites)

amenities

Health club; 3,000-square-foot pool; two tennis courts; ballroom and meeting space; business center; fine dining restaurant; views of Newport Harbor and Pacific Ocean

services provided

Architectural design

awards

Ranked by readers of *Travel + Leisure* magazine among the 'Best Hotels in the Continental United States and Canada'

The Island Hotel Newport Beach (Formerly Four Seasons Hotel)

Newport Beach, California, USA

WATG



"Elegant materials and classic good taste lend special appeal to this striking hotel."

— Restaurant and Hotel Design magazine

Marriott's Newport Coast Villas

Newport Coast, California, USA

WATG



client

Marriott Vacation Club International (MVCI)

size

31 acres
650 timeshare units
(four-phase development; to date, phases 1 & 2 are built with 134 units)
450-car parking structure

amenities

Villas offer sweeping views of the coastline to the north and south and the Pacific Ocean beyond; Pelican Hill Golf Course; town plaza; reception building; recreation facilities; pool; sales center

services provided

Master planning, concept and schematic design; entitlements

associate architect

MBH Architects

challenge

The challenge was to create a master planned hillside resort that would successfully accommodate the client's ambitious development program on a unique site, while respecting the natural topography and planning constraints of its sensitive location.

solution

The heart of the resort was placed at the town plaza, with units accommodated in a variety of buildings to provide the flexibility for multiple phases. The buildings were carefully oriented to maximize canyon and coastal views from each of the units, while achieving the feel of a traditional Tuscan hillside village.

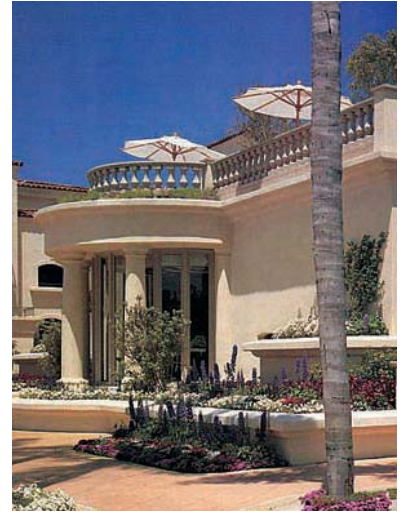
results

Phases one and two outperformed MVCI's most optimistic expectations, with units selling much faster and significantly higher than anticipated.

The Ritz-Carlton, Laguna Niguel

Dana Point, California, USA

WATG



challenge

The design challenge was to create a world-class resort which would blend unobtrusively with its setting, a 150-foot-high natural bluff overlooking the Pacific. The hotel had to be large enough to fill all the expectations of a major international destination, but, as mandated by the California Coastal Commission, it could not be more than 185 feet in height.

solution

The design team chose a Spanish Mediterranean style as most suitable for the location. The simplicity of this style complements the bluffs and is typical of the Mission Period of Southern California. To provide the required sense of privacy and exclusivity to guests and neighboring residents, the design forms an 'E' with open legs extending away from the ocean.

results

The hotel has received numerous design awards and was voted the number one Best Hotel in the Continental United States and Canada' by *Travel + Leisure* magazine.

client

W. B. Johnson Properties, Inc.

size

17.5 acres
393 guestrooms

amenities

Four tennis courts; two heated pools; fitness center; 18-hole Robert Trent Jones II-designed golf course; eight restaurants and lounges; two miles of beachfront

services provided

Architectural design

awards

Voted the number one Best Hotel in the Continental United States and Canada' by *Travel + Leisure* magazine; 'Most Romantic Resort in the World' by *Gourmet* magazine; and 'Top Golf Resort in the United States' by *Successful Meetings* magazine

Waterfront Hilton Beach Resort

Huntington Beach, California, USA

WATG



client

Robert Mayer Corporation

size

50 acres
350,000 square feet
300 guestrooms (35 suites)

amenities

Entertainment lounge; ballroom; swimming pool with ocean view-sun decks; health and fitness center; spa; tennis courts; restaurant and cafe; gift shop; meeting facilities

services provided

Architect of Record
Full Architectural Services

awards

-Gold Nugget Award of Merit
-NECA Excellence Award

The casual, timeless style of the hotel's contemporary Mediterranean architecture is well-suited to the vibrant beach front area



challenge

Working with a restrictive site on the inland side of the highway, the number one challenge was to provide ocean views for all guestrooms, and a design style reflective of the neighboring beach community.

solution

The design team devised a U-shaped plan, with restaurants looking out toward the pool and pier beyond, and guestrooms housed in an elevated 12-story tower with angled windows facing the ocean. Great care was taken to incorporate the location's attractive features and relate the hotel to its ocean setting.

results

As intended, the resort has provided incentive for the high quality redevelopment of the city's entire downtown.

Palazzo Lido

Newport Beach, California, USA

WATG



client

J. C. Partners International LLC

size

4.7 acres

Total area: 208,918 square feet

Hotel: 16 keys

Casitas: 49 units

Villas: 37 units

Retail: 19,000 square feet

Spa: 16,000 square feet

Office building: Exterior and interior renovation of levels 2 & 3

Lodge: Complete exterior and interior renovation

Marina: 46 slips

amenities

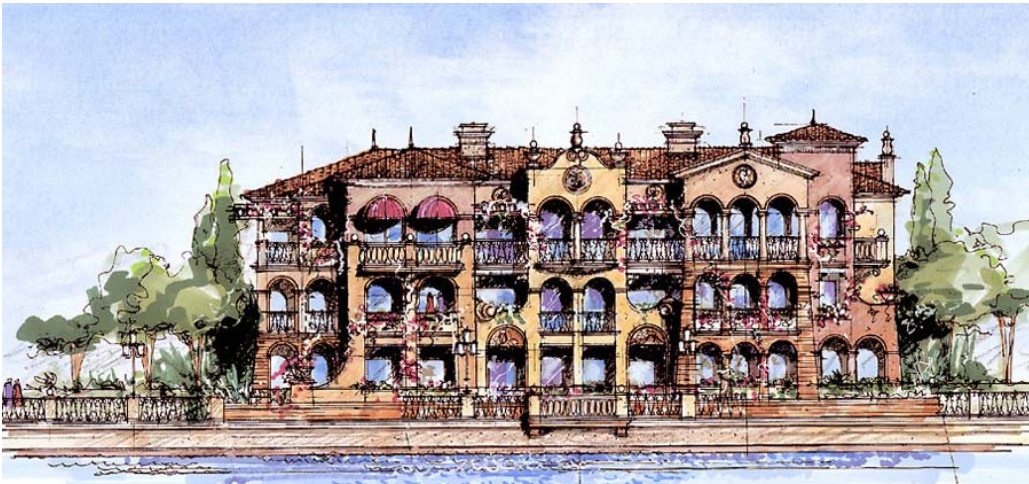
Retail; restaurants; spa and fitness center; marina; office building; Elk's lodge

services provided

Full service architectural design and master planning

anticipated Opening

2006



Villa - view from the water



Tower & Villa

Palazzo Lido

Newport Beach, California, USA

WATG



Elk's Lodge - view from the water

Laguna Cliffs Marriott Resort + Spa

Dana Point, California, USA

WATG Wimberly
INTERIORS



client

TimesSquare Real Estate Investors

size

378 guestrooms and suites
14,000-sq.-ft. spa with ten treatment rooms and outdoor treatment areas
2,500-sq.-ft. fitness center

amenities

Restaurant and lounge; salon; two outdoor pools; tennis courts

services provided

Architecture
Interiors

challenge

The design challenge was to create a destination spa for the existing Laguna Cliffs Marriott Resort as well as expand the property with 30 additional guestrooms.

solution

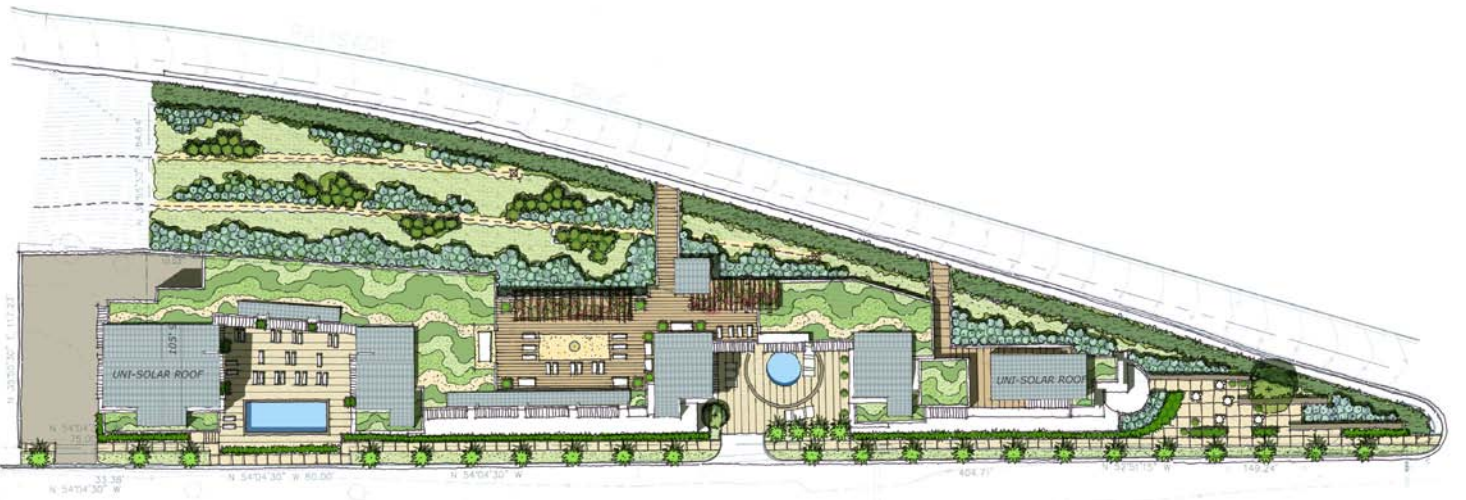
The design team created a spa for the existing architecture that captures the California coastal atmosphere of the project's locale. A total of 30 additional guestrooms were added to three floors of the existing guest wing to complement the hotel massing.



Dana Point Hotel

Dana Point, California, USA

WATG



CONCEPTUAL LANDSCAPE PLAN



LANDSCAPE ZONE DIAGRAM



LANDSCAPE PALETTE

client

JNB Group of Companies

size

2 acres

amenities

Green roof garden; photovoltaic roof panels; native coastal landscape; art plaza; water harvesting runnels and rainwater collection cistern

services provided

Architecture
Landscape architecture

challenge

The challenge was to provide a lush, colorful landscape suitable for a resort setting while adhering to low water-use requirements and sustainable principles of the architectural design.

solution

A landscape hierarchy was established to create distinguish landscape zones across the overall site which was based on Californian native coastal species, water-use, and pedestrian-use. The landscape plan utilizes native species and low-water plants throughout the site and green roof while concentrating higher water-use plant material within containers or potted plants.

Selected California Projects by WATG



project name	telephone	# rooms/sq. ft.
Four Seasons Resort Aviara 7100 Four Seasons Point Carlsbad, California 92009 USA http://www.fourseasons.com/aviara/index.html - Four Seasons Resort Hotel Aviara - Four Seasons Resort Golf Club Aviara - Four Seasons Residence Club Aviara	(760) 603-6800	330 rooms / 459,000 sf 30,000 sf 240 villas / 1,670 sf/unit
Four Seasons Hotel Westlake Village - Wellness Center and Spa Two Dole Drive Westlake Village, California 91362 USA http://www.fourseasons.com/westlakevillage/	(818) 575-3000	268 guestrooms (26 suites) 41,500-square-foot spa
The Island Hotel Newport Beach <i>(formerly Four Seasons Hotel Newport Beach)</i> 690 Newport Center Drive Newport Beach, California 92660 USA http://www.theislandhotel.com/	(949) 759-0808	222 rooms / 344,270 sf
Hilton Waterfront Beach Resort 21100 Pacific Coast Hwy Huntington Beach, California 92648 USA http://www.hilton.com/en/hi/hotels/index.jhtml?ctyhocn=HUBWHHF	(714) 845-8000	292 rooms / 337,560 sf
House of Blues – Sunset Strip 8430 Sunset Blvd. West Hollywood, California 90069 USA http://www.hob.com/venues/clubvenues/sunsetstrip/	(323) 848-5100	30,000 sf
Hyatt Regency Huntington Beach Resort & Spa 21500 Pacific Coast Highway Huntington Beach, California 92648 USA http://huntingtonbeach.hyatt.com/property/index.jhtml	(714) 698-1234	517 rooms / 1,021,000 sf
Marriott's Newport Coast Villas at Pelican Hill 23000 Newport Coast Drive Newport Coast, California 92657-2100 USA http://marriott.com/property/propertypage.mi?marshaCode=LAXNC	(949) 464-6000	50 units built 650 planned
Renaissance Hollywood Hotel 1755 N. Highland Avenue Hollywood, California 90028 USA http://www.renaissancehollywood.com/hotel.asp	(323) 856-1200	640 rooms / 550,000 sf

Selected California Projects by WATG



project name	telephone	# rooms/sq. ft.
The Lodge at Torrey Pines 11480 North Torrey Pines Road La Jolla, California 92037 USA http://www.lodgetorrey.pines.com/	(858) 453-4420	175 rooms / 254,611 sf
The Ritz-Carlton, Huntington Hotel & Spa 1401 South Oak Knoll Pasadena, California 91106 USA http://www.ritzcarlton.com/hotels/huntington/	(626) 568-3900	386 rooms / 375,000 sf
The Ritz-Carlton, Laguna Niguel One Ritz-Carlton Drive Dana Point, California 92629 USA http://www.ritzcarlton.com/resorts/laguna_niguel/	(949) 240-2000	362 rooms / 330,000 sf
The Ritz-Carlton, Marina del Rey 4375 Admiralty Way Marina del Rey, California 90292 USA http://www.ritzcarlton.com/hotels/marina_del_rey/	(310) 823-1700	300 rooms / 272,290 sf
Sheraton San Diego Hotel & Marina Renovation 1380 Harbor Island Drive San Diego, California 92101 USA http://www.starwoodhotels.com/	(619) 291-2900	711 rooms / 172,000 sf
The Spa at Laguna Cliffs Marriott Resort 25135 Park Lantern Dana Point, California, 92629 USA http://www.lagunacliffs.com/spa_and_laguna_cliffs/spa_and_laguna_cliffs.cfm	(949) 661-5000	14,000 sf

Please contact WATG should you need assistance in arranging a tour of any of the above properties. Contact Raj Chandhani at 949.270.3093 or www.watg.com.

CONTACT INFORMATION

HONOLULU

700 Bishop Street, #1800
Honolulu, HI 96813 USA
Tel +1 (808) 521-8888
Fax +1 (808) 521-3888

IRVINE

8001 Irvine Center Drive
Suite 500
Irvine, CA 92618 USA
Tel +1 (949) 574-8500
Fax +1 (949) 574-8550

LONDON

Boston House
36-38 Fitzroy Square
London, W1T 6EY
United Kingdom
Tel +44 (0) 20-7906-6600
Fax +44 (0) 20-7906-6660

LOS ANGELES

446 South Cañon Avenue
Beverly Hills, CA 90212 USA
Tel +1 (310) 282-0626
Fax +1 (310) 282-9996

NEW YORK

75 Spring Street, Suite 700
New York, NY 10012 USA
Tel +1 (917) 847-6471
Fax +1 (949) 574-8550

SINGAPORE

112 Robinson Road, #07-03
Singapore 068902
Tel +65 6227-2618
Fax +65 6227-0650

WATG

Wimberly
INTERIORS



LaTour
HOTELS & RESORTS



LaTour SIGNATURE GROUP

Expect EXPERTS

After more than two decades of creating award-winning hotels and chef-driven restaurants for hospitality-leader Kimpton Hotels, Tom LaTour has added his signature touch to resort mixed-use properties. LaTour, former chairman and CEO of Kimpton Hotels & Restaurants joined forces with ResortCom International, one of the expert hospitality service providers in the world, to create LaTour Hotels and Resorts.





"One word: integrity."

We believe the key to a great service company is integrity — not just toward guests, but also toward employees, partners and neighbors. LaTour's commitment to integrity is explicit and absolute. Our guests will receive exceptional service only from thoughtful, engaged, empowered employees. Our destinations must be idyllic escapes from the everyday world. So our managers and partners must be enlightened employers and open, generous neighbors. We know of no other way.

"Seeking the extraordinary warrants extra passion."

Hospitality serves, LaTour SURPRISES.
Hospitality responds, LaTour ANTICIPATES.
Hospitality satisfies, LaTour INDULGES.

Simply put, a LaTour experience exceeds all expectations. It will be anticipated all year and remembered for a lifetime.

Our Mission

We'll Make a DIFFERENCE

- Expert resort and mixed-use management
- Fully integrated IT system for all aspects of full mixed-use development from resort check-in to management of real estate financial services
- Elite sales and marketing expertise from overseeing oversight of hospitality marketing and sales channels of distribution to driving sales of the real estate product through a strong and vital hospitality core demand
- Opportunities for luxury trading programs and individual owner rental programs supported by the hospitality sales and marketing expertise
- Leverage on the LaTour brand and powerful awareness in the Western United States for Tom LaTour, one of the resort and hotel industry's most notable and bankable icons
- Integration with other LaTour properties or LaTour managed assets for multi-use programs
- One of the strongest networks in the entire hotel and resort and mixed-use industry



Brand Pillars

Our brand pillars define us

LaTour Hotels and Resorts brings wide-ranging expertise and a track record of excellence to every project it undertakes. All LaTour Hotels and Resorts properties offer at least three of these and LaTour Signature properties offer all five.

CULINARY. The group's culinary operations are personally overseen by Tom LaTour, who has created more than 20 popular and highly-rated restaurants in the United States and Canada. Working with the very freshest ingredients from the land and sea, and with an emphasis on locally-produced foods to the fullest extent possible, LaTour sets a new culinary standard. Private in-villa dining personalizes and elevates the culinary experience, transforming an outstanding meal into an extraordinary event. LaTour believes that exceptional dining may be refined or casual, but to truly distinguish itself, both the guests and the staff must enjoy it equally.

WINE. Wine has long been a LaTour hallmark. (LaTour himself produces a highly-regarded Chardonnay and Syrah on a 25-acre vineyard in Napa Valley.) Wines are thoughtfully chosen and seasonally updated by LaTour in consultation with a master sommelier. Evening wine tastings and other wine education programs are staples of the Signature Experience.

WELLNESS/HEALTH. Health and wellness programs, including meal and exercise regimens and branded health and beauty products, connect with guests on the most personal level. LaTour wellness operations deliver superior service, distinctive amenities, imaginative activities and an obsessive attention to detail that compares favorably with the world's best-known spa resorts.

ENTERTAINING. The fine art of entertaining – perhaps the most evolved of all leisure pursuits – demands an array of skills that are LaTour strong points. Yet theme and menu planning, food preparation and styling, and wine and beverage expertise are merely the basics. Extraordinary entertainers exhibit a vision, attention to detail and an innate generosity of spirit that cannot be learned or imitated.

CONCIERGE. The group pays particular attention to concierge services, which can favorably or unfavorably color a guest's perception of everything else we do. We take an "anything, any time, anywhere" approach, encouraging guests to expect the world of us.





Managing PRINCIPALS

THOMAS W. LaTour / CHAIRMAN and CEO. As the President and CEO of world famous Kimpton Hotels and Restaurants, Tom grew the company from one hotel to over 45 at the time of his retirement. Kimpton is one of the most highly regarded Hotel companies in the United States and outperforms on a consistent basis all other hotel companies in the deluxe sector regarding service performance. In 2008, Tom decided to return from his short retirement (six months) and launch his own personal brand of Hospitality Management of Luxury Assets. Tom named this new brand, The LaTour Signature Group, and formed a Joint Venture agreement with ResortCom International, adding not only stature and competence to ResortCom, but adding immediate depth to his fledgling organization. Since that time, LaTour Signature Group has been active in the field of seeking and acquiring management agreements for high quality properties which fit within the LaTour Brand.

JOHN E. SMALL / VICE CHAIRMAN. John Small is a world renowned hospitality expert. John has extensive background in the hospitality industry. For over 30 years, he has held key management positions at some of the world's leading properties including the Shangri La Hotel - Singapore, Block Hotels - Africa, Sun City Resorts - South Africa, Sugarbush Resort - Vermont, and Sitmar Cruises, Royal Viking Line and Princess Cruise Lines. While under his management, these entities received worldwide recognition for being industry leaders. Most recently, John was Senior Vice President of RCI, and Chief Operating Officer of RCI Management, an organization which provides resort management services to over 45 resorts. During his time as Chief Operating Officer with RCIM, he was instrumental in growing RCIM from 19 resorts in three and one half years. During his tenure, John dramatically improved the profitability of the company, as well as winning over 40 Industry awards, most notably the coveted ACE Employer Award as the Employer of Choice for the Timeshare Resort Industry. Also during that time, John was successful at writing and designing RCI's business plan for the high-end fractional market (The Registry Collection).

Peter A. Gust / VICE PRESIDENT OF RESORT OPERATIONS AND RENTAL SALES. Mr. Gust has been in resort and property management business for over 21 years holding a number of both financial and operational positions during his tenure and has worked on over 45 resort transitions located in both the domestic and international markets. Peter has been instrumental in developing a first class resort operations infrastructure, which includes detailed operational and training standards of performance, financial reporting and control processes, and feedback tools that allow for continual monitoring of resort quality and guest experience. Peter holds a Master's of Science degree in Business Administration with an emphasis in Finance from University of Redlands Whitehead School of Business and also holds an undergraduate degree in Accounting from California State University, Fullerton.

LaTour Hotels & Resorts / LaTour Signature Group

San Francisco 555 California Street #374 / San Francisco, CA 94104 / p 415.269.5400

San Diego 404 Camino del Rio South, 4th Floor / San Diego, CA 92108 / p 619.683.2470

www.latourhotelsandresorts.com



LaTour
HOTELS & RESORTS

Van Tilburg, Banvard & Soderbergh, AIA (VTBS) is an architectural firm committed to service, quality and integrity. Our primary goal is to provide meaningful design solutions that effectively respond to the needs of our clients, while respecting the balance of community and the environment. VTBS is widely acknowledged to be a creative design firm with substantial technical abilities. Few other firms share our experience in designing a wide range of low and high density residential and mixed-use buildings.

The multi-talented design firm was founded by Johannes Van Tilburg, FAIA, Navy F. Banvard, AIA, and L. Gustaf Soderbergh, AIA, LEED AP. All are former partners of Johannes Van Tilburg & Partners, a firm founded by Van Tilburg in 1971. In 2002, the founding Principals elevated two talented Partners to the position of Principal. Within the firm, Lucia Chang, AIA, LEED AP, is the Senior Designer and William A. Nishita, AIA, is the Senior Technical Advisor. The five Principals have worked together for nearly twenty-five years and represent cumulative architectural experience of more than 150 years. Each Principal contributes to the firm in diverse ways that form a broad foundation for the practice of architecture.

VTBS currently employs over 50 employees in its California and Colorado offices. Each project within the office has a Principal assigned with ultimate responsibility for its success. Within the organizational structure of the firm, the Principals rely on a talented group of Partners, Senior Associates and staff in its Santa Monica, San Jose and Denver offices.

With its diverse residential portfolio, VTBS is one of the most accomplished and recognized residential architects in the nation. It currently has dozens of residential and mixed-use projects totaling several thousand units in various stages of design, approval and construction.

Award-Winning Design and Leadership in Mixed-Use

Our experience with residential typologies and solutions is broad. It includes traditional single family detached homes, attached townhome communities, and detached row homes or 'urban villas' at a range of densities from six to twenty units per acre. Our higher density multi-family experience includes walk-up style garden apartments, three and four story 'wrap-around' projects with free-standing parking structures, three to eight story mid-rise podium projects both in wood frame and concrete, and high-rise apartments and condominiums. These examples range from thirty to more than two-hundred units per acre. Our projects have targeted a wide range of social and affordability categories



including market-rate and upscale projects at many price points, as well as affordable, student housing communities and all components of senior housing including Independent Living, Assisted Living and Skilled Nursing Facilities. A strong focus of the firm for many years has been infill and mixed-use projects. We believe they hold great promise for urban areas where redevelopment sites offer the possibility of mixed housing typologies, sometimes with neighborhood-serving retail and commercial development. These projects are often transit-oriented which opens up many opportunities and benefits. While the possibilities for these types of projects are tremendous, the environmental and political challenges can be significant. VTBS has an excellent record of successfully obtaining the most difficult of entitlements for these and all project types.

Our projects successfully incorporate solutions to a wide variety of issues. Maintaining high design standards and efficient cost control throughout the project development process, we work closely with all stakeholders to ensure the delivery of projects that are consistently completed on time, within budget and with great sensitivity to the needs of our clients, building users, the community at large and the environment. We are proud of the fact that projects we design are actually built - which is a testament to our pragmatic design philosophy. VTBS is committed to the preservation of our natural resources with its focus on sustainable design. More than one third of our professional staff are LEED Accredited Professionals and on each project we can achieve the level of sustainable design that our clients desire. We regularly incorporate elements set forth in LEED standards, the California Build-It-Green program, and other sustainable guidelines. In the area of sustainable design, we view our role as advisors, offering ideas and concepts to our clients from which they can make an informed decision as to which elements are to be incorporated in the project.

Recognized formally through a wide array of professional, community and industry commendations, Van Tilburg, Banvard & Soderbergh, AIA has received awards from the American Institute of Architects; and from cities, counties and Chambers of Commerce throughout California and Colorado. In addition, design awards have been received from several professional builder organizations such as the Pacific Coast Builders Conference (Gold Nugget Awards,) The National Association of Homebuilders, the American Planning Association, and the National Commercial Business Council.

Our design philosophy is simple: Van Tilburg, Banvard & Soderbergh, AIA will bring something unique and special to every project we design. This goal is consistent from the most budget-conscious affordable housing project to major mixed-use and commercial developments that strive to make a statement for a particular client. We believe firmly that our services are a vehicle to help our clients achieve their project goals.



LATITUDE 33 - BEACH COLLECTION

MARINA DEL REY, CA

MIXED-USE LUXURY TOWNHOME CONDOMINIUMS
& MINOR COMMERCIAL

Client: Standard Pacific Homes
Lot Area: 2.09 Acres - 91,171 sf
Units: 50 Luxury Condos
Unit Sizes: 1,835 - 1,901 sf
Density: 23.9 du/ac
Construction Cost: \$20 Million
Status: Completion estimated Fall, 2012

Inspired by Southern California's coveted "strand homes," generous front yard patios of 22 of the three-story row townhouses line a walk path along the historic and now-restored Venice Canal. The canal path connects to a perpendicular walk, accessing interior units and offering access to the canal, and water views to those too.

Each unit is entered via its front patio to a flexible ground level room which may be used as a family room, office or bedroom. There is an accessible full bath, and a two-car garage accessed from a rear driveway. The middle levels have open, spacious living-dining-kitchen arrangements, with reading nooks and tall windows inviting ocean breezes and cross-ventilation. Third levels are configured with two or three bedrooms and two baths, including generous master suites and laundry rooms.

The contemporary expression is at home in its beach-urban setting. Projecting bays differentiate individual units. There are large window openings set against small, vertical against horizontal, in abstract compositions; white plaster contrasting with warm tones, silver aluminum, and glass garage doors.

Winner of the 2012 Gold Nugget Grand Award for Best Multi-Family Housing Project



GRANITE PARK

PASADENA, CA

MIXED-USE CONDOMINIUMS & LIVE/WORK
RESIDENTIAL & COMMERCIAL REPLACEMENT PARKING

Client: Wasserman R. E. Capital, LLC
& Vornado Realty Trust
Area: 1.9 Acres
Total Area: 184,000 sf
Density: 2.2 FAR - 37 du/ac
Units: 68 Luxury Condominiums
3 Live-Work
Parking: 510
Status: Completion, 2009

Bordering a desirable shopping neighborhood in Pasadena, the new 71-unit condominium project attracts affluent buyers with understated luxury. Entered from a quiet cul-de-sac, a cobblestone entry court leads to an elegant lobby with wood paneling, fireplace and lounge, and views to gardens beyond. Open-air corridors connect a series of graceful landscaped courtyards, creating a unique indoor-outdoor setting, enhanced with arcaded loggias, fountains, outdoor seating areas, plantings and stone paving.

The quiet architecture is based upon precedents from early twentieth century architect Irving Gill. Smooth-trowel white plaster walls articulated with numerous setback planes, a shadow-story under broad overhangs, with horizontal brick panels extending down as accent walls, elegant casement windows and French doors, bronze guardrails, and stone and tile accents, contribute an overall impression of quality and elegance.

Five stories with three Live/Work condominiums over three levels of subterranean parking, Granite Park provides 157 parking stalls to accommodate residents and their guests, and 353 replacement commercial parking spaces.



Award of Merit
PCBC Gold Nugget Awards 2010
Best Multi-Housing Project

Award of Merit
PCBC Gold Nugget Awards 2010
Best Residential Attached Community of the Year

VAN TILBURG, BANVARD & SODERBERGH, AIA
ARCHITECTURE • PLANNING • INTERIORS • URBAN DESIGN
www.vtbs.com



THE CRESCENT

BEVERLY HILLS, CA

MIXED-USE DEVELOPMENT

Client: J.H. Snyder Company
Lot Size: 1.75 Acres
Units: 88 luxury units
Commercial: 40,000 sf
Density: 2.25 FAR - 51 du/ac
Status: Completed & Occupied, 2006

The Crescent is an urban infill mixed-use residential and commercial development on the Wilshire corridor in Beverly Hills. Located in the “golden triangle”, just blocks away from Rodeo Drive, this project was the first new apartment built in the district in more than two decades.

Twelve 2-story “liner” brownstone loft townhomes with private entrances front Crescent Drive and conceal two levels of parking beyond. Seventy-six one- and two-bedroom units surround the inner courtyard on the podium level. A ground level motor court entry serves the project and parking for 534 cars is provided in 3 underground levels. The 4-story Class A commercial office space is separated from the housing by a landscaped courtyard. The project serves as a prototype for the City of Beverly Hills’ mixed-use ordinance.

Winner of the 2007 Gold Nugget Merit Award for Best Mid-Rise Apartment Project over Four Stories and the 2007 Gold Nugget Merit Award for Project of the Year.



1738 BERKELEY STREET BUILDING

SANTA MONICA, CA

ADAPTIVE RE-USE, COMMERCIAL OFFICE SPACE

Client: VTBS Architects
Area: .54 Acres
27,974 sf
Status: Occupied 3/08

The innovative new design studio for VTBS Architects is the result of the adaptive re-use of this 2-story warehouse with rooftop parking. The design takes advantage of the existing 1960, brick-and-concrete warehouse characteristics by exposing the structure to reflect mid-century design elements. The results include a dramatic 32'-high atrium and multiple work areas that provide open 'creative office' space that is at heart practical, as well as warm and comfortable. The 17' ceiling height on the ground floor allowed for the construction of a mezzanine level for an increase in usable area. Committed to sustainable design, VTBS has incorporated 'green building principles' into the renovated building.

*Grand Award
PCBC Gold Nugget Awards 2009
Outstanding Adaptive Reuse Project*





LandStudio 360
LandscapeArchitecture

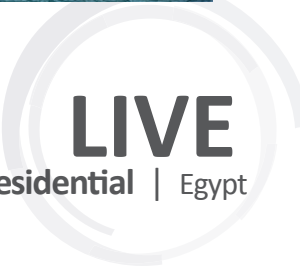
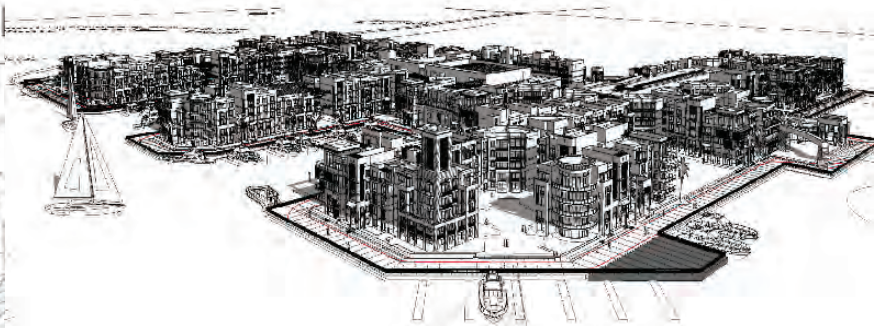
KeyLeadership

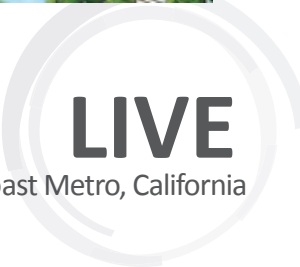
ALEXPolen | Partner | Managing Principal

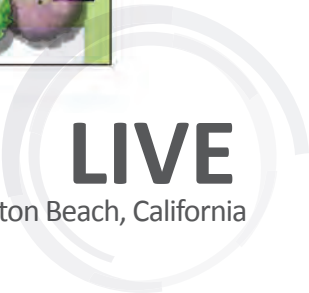
With nearly **15 years of experience**, Alex brings to **LandStudio360** his attributes in business development and marketing, project and office management, and building strong professional relationships. He is noted for his **creative design savvy, leadership ability**, and **communication skills**, as he has been lead on major retail, urban mixed-use and high density residential, and office projects, by ushering creativity and liveliness to each design. As **Managing Principal, Alex** oversees the financial and technical aspects of the firm as well as being actively involved in all aspects of his projects, from conceptual programming through overseeing the production of construction documents, coordinating interdisciplinary design teams, agency submittals, and all the way through construction observation. His previous experience includes serving as Senior Principal at **LandArcWest**, and involved with notable projects at **EPT Design** in his formative years. Alex is actively involved with **ULI** and recently held the Vice Chair of Outreach Position on the ULI Placemaking Initiative Group for Orange County/Inland Empire.

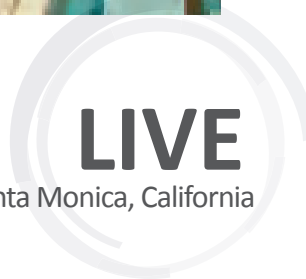
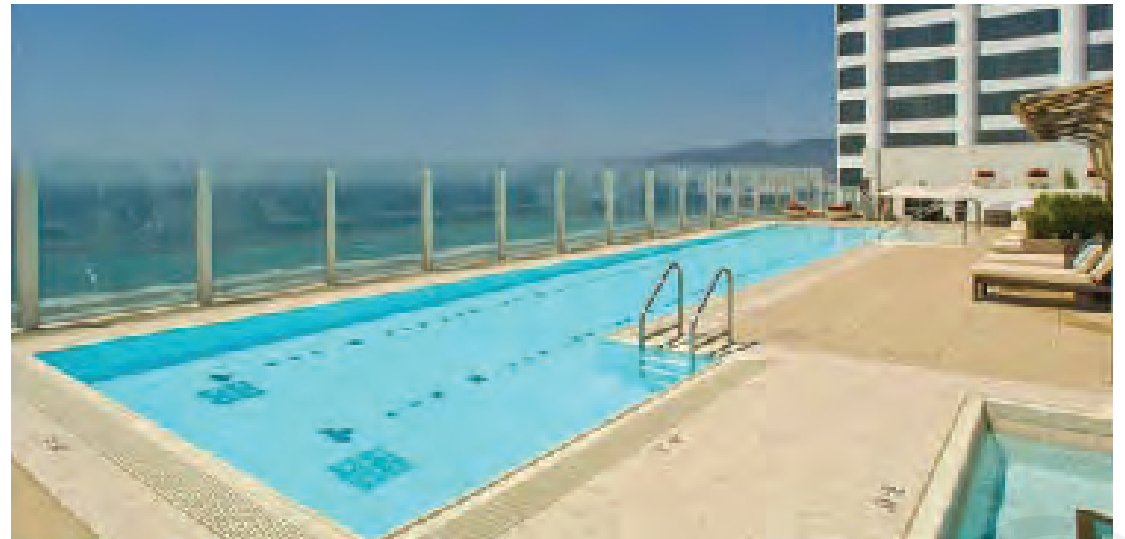
DAVIDLing | Partner | Design Principal

As the **Design Principal, David's** primary focus at **LandStudio360** is to create and enhance the natural and built environments of his clients' projects through the process of **"placemaking"** and how it interweaves art, environmental, socio-economical, and even political intonation into what we practice as Landscape Architects. With over **20 years of experience**, David delivers exciting and exceptional projects for his clientele in the retail, commercial, mixed-use residential, master plan communities, recreational parks, as well as themed environments and destination resorts. David's previous roles as Senior Principal at **LandArcWest**, Principal at **Lifescapes International**, and Project Director at **FORMA Design**; had projects mostly in California, Nevada, Arizona, Oregon, Texas and New Jersey; and some take him abroad to China, India, Egypt, and Saudi Arabia. Having well-traveled to over 30 countries on 6 continents, David brings a wealth of design influences to his projects; as his creativity and design skills **bring life** and **inspiration** to all his projects.



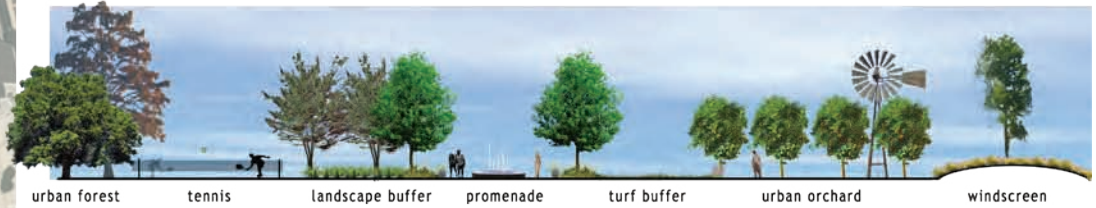
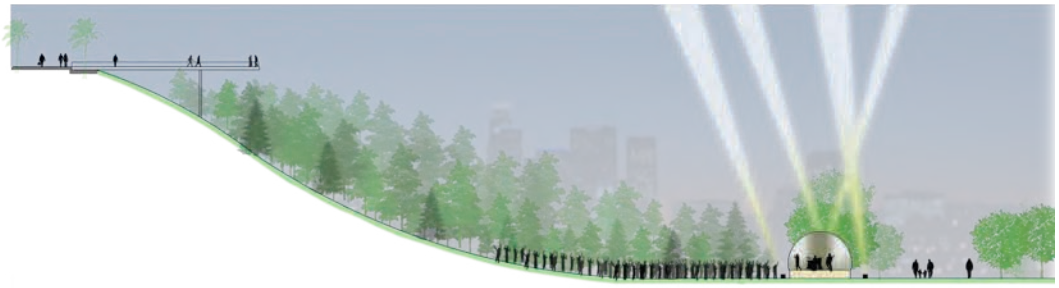
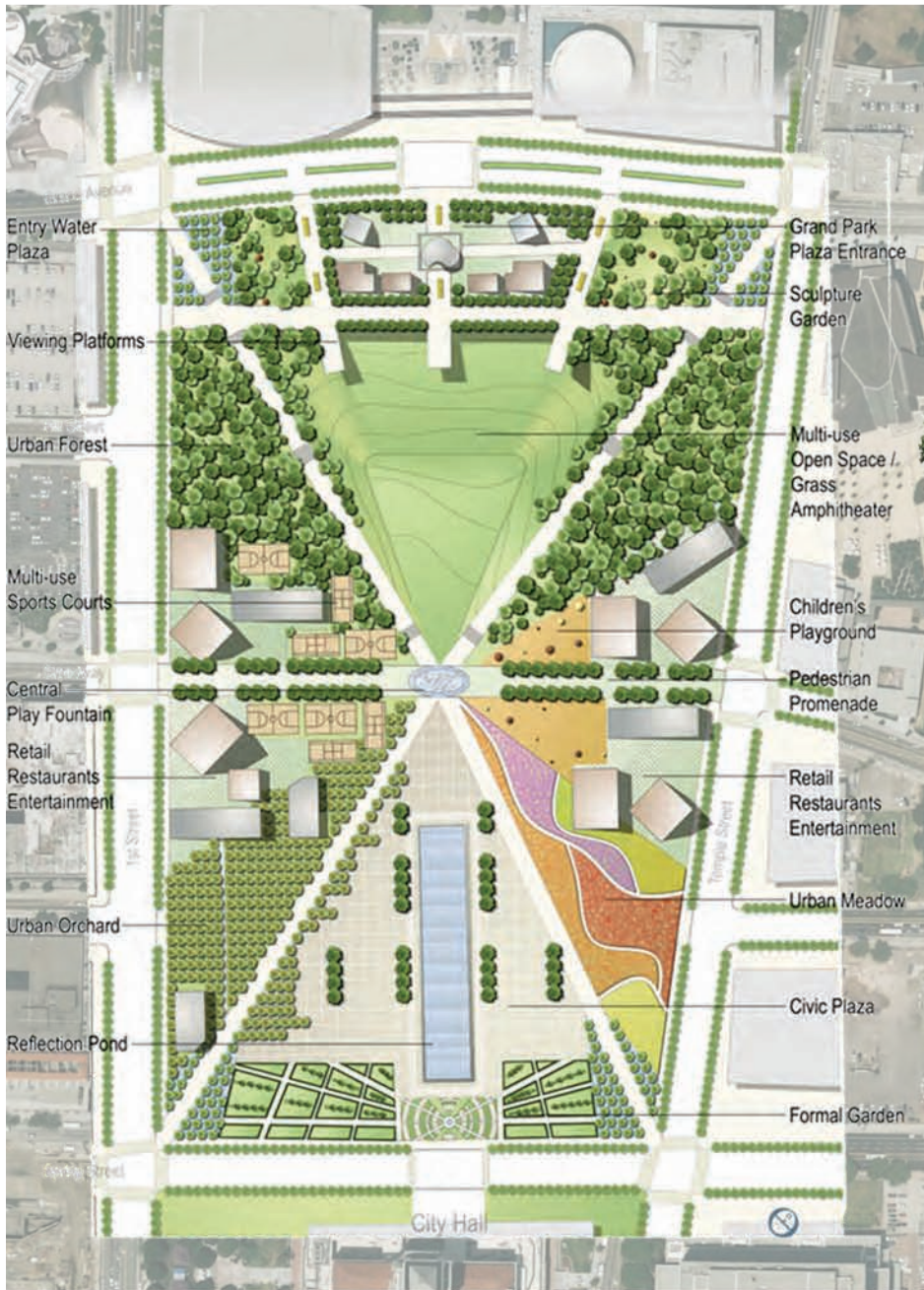












Alex Polen

Landscape Architect

Partner | Managing Principal

714.798.2255

APolen@LandStudio360.com

David Ling

Landscape Architect

Partner | Design Principal

714.798.2252

DLing@LandStudio360.com



** Certain projects, project imagery and/or graphics displayed may have been completed by LandStudio360 staff while at previous firms.*

LandStudio360
LandscapeArchitecture

www.LandStudio360.com | info@LandStudio360.com

58 Plaza Square | Studio i | Orange, CA 92866 | 714.202.0094



Amstar is pleased to partner with Red Oak Investments, a trusted development partner, on the RFQ response for the Newport Beach City Hall site. Amstar's CEO, Gabe Finke, toured the site with Red Oak Management the week of October 29, 2012, and is extremely interested in pursuing this unique opportunity of either a hotel or multifamily development site. Amstar has both the institutional expertise and deep development partner relationships to execute on either development strategy. California-specific Amstar hotel and multifamily projects include the following:

Mondrian Hotel- West Hollywood CA (238 rooms)
San Diego Courtyard- San Diego, CA (227 rooms)
NOHO Gardens Apartments- North Hollywood, CA (100 multifamily units)
Gardens at Wilshire- Los Angeles, CA (159 multifamily units)

About Amstar

Established in 1987, Amstar is a Denver-based real estate investment manager that has significant experience investing and managing office, multifamily, hotel, industrial and retail investment strategies within the major markets of the United States and select markets in Europe and Latin America. Amstar's investment philosophy is to seek superior risk-adjusted returns by either acquiring under-performing properties and then adding value through intensive asset management or the development of high quality, well-located properties for sale or longer term holds. Since its formation Amstar has invested and managed nearly \$4.3 billion. Amstar currently manages approximately \$1.6 billion in assets.

Key Management Bio's

Gabe Finke- General Partner and Chief Executive Officer

Gabe L. Finke joined Amstar in 2003 as General Partner and Chief Executive Officer. Mr. Finke's real estate experience spans more than 25 years and includes acquisitions and development of over \$5 billion in major markets across the United States and Europe.

Mr. Finke joined Amstar from The Carlyle Group, a private equity firm in Washington, D.C., where he was a Principal in the real estate fund. Prior to Carlyle, Mr. Finke was a Senior Vice President and Head of European Development for ProLogis, the global industrial real estate investment trust headquartered in Denver, Colorado. Later in 1997, Mr. Finke co-lead ProLogis' expansion into Europe at its European headquarters in Amsterdam, The Netherlands.

Mr. Finke is a graduate with highest honors in Mechanical Engineering from Georgia Institute of Technology and obtained an MBA from Harvard Business School.

Kim Sperry- Multifamily Managing Director

Kimberly J. Sperry is a Managing Director of Amstar. Within certain markets, Ms. Sperry is responsible for all aspects of Amstar's property investments, including underwriting, acquisition, transaction structuring, construction and development, asset management and disposition. Ms. Sperry's responsibilities include the management and oversight of certain office development investments. Her



experience includes acquisition and disposition activities, the workout and/or restructure of troubled assets, asset management, financing, development and construction oversight.

Prior to joining Amstar in 1998, Ms. Sperry was a Director with RBR's real estate group where she was responsible for site selection and acquisitions. Prior to that, she was a Vice President with the workout division of First Interstate Bancorp where she was responsible for the restructuring of nonperforming loans and the disposition of undeveloped land, office, industrial and retail assets located nationwide. She started her career in the brokerage industry specializing in tenant representation.

Ms. Sperry graduated from the University of Colorado with a B.A. in Finance. She graduated with honors from the University of Denver where she earned a Master's Degree in Real Estate and Construction Management.

Hotel and Multifamily Platform

In the past 25 years Amstar has invested in over 20 Hotel and 30 Multifamily properties across the United States when including both development projects and existing assets. Below is a summary of Amstar's current Hotel and Multifamily portfolio:

Hotels (7 operating assets, 1 development project)

1. Eaglewood: 295 room resort/ conference center outside of Chicago, IL.
2. Hilton Pasadena: 296 rooms, Pasadena, CA.
3. Hyatt Regency Newport: 258 rooms, Newport, Rhode Island
4. Travaasa Austin: 70 room hotel/ spa in Austin, TX
5. Travaasa Hana: 70 room hotel and town center in Hana (Maui), HI
6. Travaasa Elm Court: 96 planned room hotel in Lenox, MA
7. Westin Colonnade: 157 room, Coral Gables (Miami), FL.
8. Westin Westminster: 369 rooms, Westminster, CO.

Multifamily (2 operating and 5 on-going development projects)

1. 1490 Delgany: 285 unit development, Denver, CO.
2. The 704: 379 unit multifamily and retail development, Austin, TX.
3. Cityplace: 396 unit development, Dallas, TX.
4. Arthouse at Keller Town Center: 187 unit completed development in Keller, TX
5. Dwell- 370 units (258 completed and 112 under construction) in Franklin, TN
6. Lankershim: 156 planned units in North Hollywood, CA.
7. Highlands: 332 planned units in Denver, CO.

Amstar Projects with Ground Leases

Amstar has invested in several ground lease projects. Amstar understands the unique dynamics and is comfortable working with and structuring ground leases that work for all parties. Below is a quick summary of the existing ground leases in Amstar's portfolio:

Costa Urbana Mall (Uruguay)- The local municipality provided a 50 year ground lease as a part of a mixed use development which is now complete and operational.



Kozzy Shopping Center (Turkey) - The local municipality tendered a 30 year ground lease as part of a large retail development which is also build and operational.

823 Congress – Amstar purchase this office building with three existing ground leases, two of which have been extended during Amstar’s ownership.

Financial and Litigation Issues at Amstar

There are no material financial or litigation matters to disclose at this time.

Amstar Business References

“Amstar is different from its competitors in that it is both a capital investor and operator. Its experienced management team can invest in and manage a wide array of property types in multiple markets. They are smart capital markets savvy and can get tough deals done. Being both a capital investor and an operator provides Amstar with a unique ability to source, close and execute its investments.”

-Steven A. Kohn
President
Sonnenblick-Goldman Company
212-841-9216

I’ve never seen a company complete its analysis and commit to an investment transaction as quickly as Amstar. They understood what we were trying to do. They make fast, but thorough decisions. That is vital for an operation like us.”

-Dougal Cameron
CEO
Cameron Management, Houston
713-529-4269

“Amstar is one of the best custom equity shops in the business. It isn’t a big institution with a handful of canned programs. It’s a team of great listeners and creative professionals with the ability to craft custom solutions for unique transactions. Amstar brings integrity and experience in the multifamily business. Building relationships is the cornerstone of their business.”

-Mary Ann King
President
Moran & Company
714-444-3533

“Amstar makes commitments and honors them. There is no second guessing. If there is a change in the environment where you have to rethink the business plan, in Amstar, you have a real partner thinking it through with you.”



-David W. Levinson
Chairman & CEO
L & L Holding Company, LLC
212-920-3370

“We’ve maintained a close and productive relationship with Amstar. They are forthright and operate with integrity. Their senior management has the organizational support, depth and structure to make quick, smart decisions. Amstar is first class.”

-Larry Chapman
Wells Fargo, Executive VP, Group Head of Wells Fargo
Commercial Real Estate Group
212-253-6464



Joseph M. Flanagan, Partner

Joe Flanagan is a co-founder Red Oak Investments. He is the former Director of Acquisitions and Planning for Shea Properties. In this role, he oversaw the acquisition of existing apartment communities or land for development and the entitlement and design portion of all new apartment developments throughout the western United States. Under Mr. Flanagan's leadership, Shea Properties' Residential Development Group purchased or entitled more than 2500 apartment units valued in excess of \$500 million in Northern and Southern California during the past 7 years. Mr. Flanagan has gained his more than 16 years of commercial real estate development experience as an employee of Shea Properties. He began his tenure in 1996 as an assistant property director and worked his way to director of acquisition in 2000. He has been actively involved in completing the acquisition, entitlement and design development of over 3000 apartment units.

Prior to joining Shea Properties in 1996, Joe worked for a specialist firm on the floor of the New York Stock Exchange.

Mr. Flanagan is married to his wife Maura and proud of their six children. He is a graduate of Georgetown University and a parishioner at St. Joachim in Costa Mesa Ca.

Alex Wong, Partner

Alex is a co-founder of Red Oak Investments. Red Oak is developing one of the Southern California's first large post-recession projects, a \$100 million mixed-use building in Huntington Beach. Red Oak is also investing in complex mixed-use land entitlement, and in the rehab and operation of foreclosed homes.

Prior to Red Oak, Alex was Trammell Crow Residential's Managing Director responsible for one-third of the Southern California market. His projects represent 1300 market-rate apartments and condos in Greater Los Angeles, Orange County, and San Diego County. Prior to Trammell Crow, Alex directed the development staff at Community Corporation of Santa Monica. He held primary responsibility for the acquisition, entitlement, and finance of 12 low-income buildings in affluent neighborhoods.

Alex earned a Bachelor Degree in Economics from Harvard. He plays jazz piano and tennis, occasionally preaches in church, and tries to raise two teenage girls with Michelle, his wife of 24 years. He is a Christian that aspires to serve God both at work and at home.

2101 Business Center Drive * Suite 230 * Irvine, CA 92612

Tel: 949.733.2000 * Fax: 949.733.2005



BOARD OF ADVISORS

John Shea, Chairman, J.F. Shea Company

John has been running the J.F. Shea Company with his cousins Edmund and Peter since 1958. Together, the three Sheas have nurtured the JF Shea Company from a heavy construction company into a diversified real estate conglomerate. Shea Properties, the income property side of the company, has developed and currently owns 7,000 apartments and 5 million square feet of commercial real estate. Shea Homes, the homebuilding side of the company, is the largest privately-owned homebuilder in the United States.

Outside of his considerable business accomplishments, John Shea's life has been committed to two things: family---they are proud parents of eight children and grandparents to 32 children, and helping those less fortunate.

Kevin Andrade, Senior Managing Director, Trammell Crow Residential

Kevin joined TCR in 1994 in Seattle and led the company's development efforts there until 1998, when he was promoted to Senior Managing Director for the Southern California Division. Kevin has overall responsibility for the company's construction and development activities in Southern California, which has become one of the company's most active divisions. To date, he has led the development of approximately \$1 billion of multifamily product. In 1999, he became a member of the TCR Management Board.

Prior to TCR, Kevin held developed real estate in Central California for his own account, and also worked for Rosen Consulting Group.

Kevin received his MBA from the University of California at Berkeley in 1991. He holds an MS in Electrical Engineering from Stanford University and was a Hughes Fellow. He received his BS from Fresno State University in 1985, Summa Cum Laude. He is a member of the Urban Land Institute.

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Tel: 949.733.2000 * Fax: 949.733.2005



BOARD OF ADVISORS

Stephen J. Duffy, Managing Director, Moss Adams Capital, LLC.

Prior to joining Moss Adams Capital, Duffy co-founded and was managing principal of KayEL Capital LLC, with primary responsibility for its operations. He was also a principal at IHP Capital Partners, a leading institutional investor to the housing sector, and COO of Western National Real Estate Advisors, a leading apartment developer and investor. Before that, Duffy was a Partner at Kenneth Leventhal & Company and then at Ernst & Young.

Duffy received a BS in Economics as well as an MBA from Fordham University. He is a director of Cadiz, Inc., a publicly held land and water resource development company based in Los Angeles; a full member of the Urban Land Institute, a nonprofit research and education organization focused on land use and real estate development; and a board member of the Cardinal Spellman High School Foundation in New York City.

Brinton Young, Entrepreneur

Most recently, Brinton served as Executive Vice President of Strategic Planning at Earthlink Networks from April 2001 to September 2005. In that role he had responsibility for identifying and evaluating major investment opportunities in technology or business development, as well as large acquisitions.

From 1996 to 2001, he held various vice-presidential positions at Earthlink in marketing, operations, and strategic planning. From 1989 to 1996, he was President of Young and Associates, a firm specializing in strategic planning for technology-based ventures and high-growth companies. From 1984 to 1989 he was a Partner at Fletcher and Company, where he provided similar consulting services. Prior to that, Brinton was a consultant for three years at the Boston Consulting Group, a large firm providing consulting in corporate strategy for Fortune 500 firms.

Brinton holds a JD from Harvard Law School '79, an MBA from Harvard Business School '79, and a BS in Physics from Yale '74. Brinton is currently retired and building a go-kart for his son.

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Tel: 949.733.2000 * Fax: 949.733.2005

ARCHSTONE HB LOFTS

HUNTINGTON BEACH



Old Use: Unanchored Strip Retail Center and Walk-Up Office Building

New Use: Green Mixed-Use Building, with 10,000 SF retail and 385 apartments, including live-work lofts and 10% BMR at low/mod

Actions: General Plan Amendment, Zone Change, CUP

Status: Entitlements approved 2008, construction start estimated 2012

Significance: Red Oak Investments worked with planning staff to educate the community and the city leadership about the vitality and the viability of a building type that was quadruple the density of most apartments in the city. The building became the demonstration project for a specific plan, approved 2 years later, that replaced 7 miles of highway commercial zoning with a form-based mixed-use code.

LOS ANGELES USC



- Old Use:** Surface Parking Lot
- New Use:** Green Student Housing Building, with 137 units serving 440 students, plus church parking stalls to replace those on the existing surface lot
- Actions:** Site Plan Approval by Zoning Administrator, supported by a full EIR
- Status:** Entitlements anticipated 2010-2011, construction start estimated 2011-2012
- Significance:** Red Oak Investments worked with 3 city council offices, staff, a large church organization, and several neighborhood stakeholders to design a contextually appropriate building with complex roles. The project fills a gap in the developing Figueroa Corridor, a key urban connector anchored on the south by USC and Exposition Park and on the north by Staples Center and the Downtown LA CBD. It relieves the neighborhood of college student housing pressure and serves a strong need at USC, which currently houses only 25% of its 30,000 students.

TORRANCE



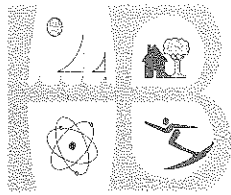
Old Use: Industrial and Warehouse

New Use: Green Apartment Building, with 245 units

Actions: General Plan Amendment and Zone Change

Status: Entitlements approved 2008, construction start estimated 2011-2014, depending on economic conditions

Significance: The property is an obsolete industrial pocket within a younger residential neighborhood that has grown up around it. Red Oak Investments, working with partners as Shea Presidio Red Oak, will replace the existing use with multifamily rental, which is contextually better.



City of Huntington Beach

2000 MAIN STREET

CALIFORNIA 92648

DEPARTMENT OF PLANNING AND BUILDING

www.huntingtonbeachca.gov

Planning Division

714.536.5271

Building Division

714.536.5241

March 9, 2012

Subject: Red Oak Investments

To Whom It May Concern:

It is my pleasure to provide a recommendation for Red Oak Investments. Their commitment to the City's vision and sensitivity to the community was unwavering as we worked through their project's approval process.

Red Oak was consistently responsive to City feedback, proactive in anticipating and addressing community concerns and instrumental in helping to educate the general public about their project concept. Approval of their project in 2008 was a watershed moment in Huntington Beach as nothing of its nature had previously been approved, let alone contemplated. It is a testament to their integrity, their understanding of the market, and their willingness to design a quality project. That commitment to quality and cooperation has continued as we have recently been engaged in the finer details of the plan check process.

Having worked in the public sector for nearly two decades, I have had the opportunity to work with numerous development companies. Red Oak Investments is without a doubt one of the most refreshing, and conscientious, developers that I have worked with.

Sincerely,

A handwritten signature in black ink, appearing to read 'Mary Beth Broeren', written over a horizontal line.

Mary Beth Broeren, AICP
Planning Manager



Los Angeles County
Department of Regional Planning

Planning for the Challenges Ahead



Richard J. Bruckner
Director

To Whom It May Concern:

I write this letter of recommendation for Red Oak Investments based on the direct experience that I had with their two principals, Joe Flanagan and Alex Wong, during my tenure as Community Development Director of the City of Pasadena. These developers engage with community leaders, collaborate with public agencies to produce projects that are financially feasible and reflect community goals and aspirations.

Alex Wong, a former partner at Trammell Crow Residential, led the development of CityPlace, a project that replaced a restaurant and surface parking lot with 214 market rate housing units. The developer built a coalition of supporters that included most of the surrounding businesses, and surrounding homeowners, hundreds as well as the local business improvement district. The project required a general plan amendment in order to bring housing into a central district previously designated for commercial use only. The developer's work made it easy for the Pasadena City Council to vote unanimously for the general plan amendment. This, in turn, paved the way for several more residential developments in Downtown Pasadena during the subsequent decade, fulfilling a goal of the General Plan.

Joe Flanagan, the former Director of Acquisitions and Planning at Shea Properties, served on the development team for Trio, a project that replaced commercial strip retail and a surface parking lot with a mixed-use building fronting on Colorado Boulevard that included 304 units at market rate and low income levels as well as a street front retail component. Although the general plan and zoning code already supported the proposed use, the project was located next to a historically significant building and at one of the most prominent intersections in downtown Pasadena. The approval process required public hearings, extensive community outreach, and close work with city staff.

I would welcome a chance to work with Joe Flanagan, Alex Wong, and Red Oak Investments on future projects.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard J. Bruckner".

Richard J. Bruckner
Director

RJB:lg

DAVID ROBERTS

F O R C I T Y C O U N C I L 2 0 1 3

October 3, 2013

Re: Red Oak Investments

To whom this may concern:

I formerly worked as the Deputy for Economic Development for current Los Angeles City Councilmember Bernard C. Parks (2003-2009), and as the Associate Director for Local Government Relations at the University of Southern California (2009-2012). I am now a candidate for the City of Los Angeles' 9th Council District. The election is scheduled for March 5, 2013.

I had the pleasure to work with Red Oak Investments on a housing project with an extremely sensitive context – several national historic register buildings, an immovable cultural artifact, and a neighborhood that had already been impacted by the university whose students would be served by the project. Red Oak designed its project in a way that reflected these sensitivities. They engaged community stakeholders, both supporters and opponents, with diligence and with respect. After the process, one of the most vocal opponents actually wrote a complimentary letter about Red Oak, saying "From my initial conversation and throughout the process I found that they were actually listening, thinking and considering." The city and local community were pleased at how Red Oak worked and would welcome another chance to work with them.

If you have any questions, feel free to contact me at (213) 359-0715 or via e-mail drob1919@gmail.com.

Sincerely,



David Roberts
Candidate
Los Angeles 9th City Council District

Former, Economic Deputy
for Bernard C. Parks
Los Angeles 8th Council District

Former, Associate Director
USC Local Government Relations

VILLAGE PARTNERS, INC. / REALLIANCE, INC.

J. Donald Henry, Principal

Don Henry is a thirty year real estate industry veteran with a unique balance of skills in finance and investments combined with hands-on experience in the planning, design and management of urban, in-fill mixed-use real estate developments.

Don is the President and a founding principal of both Village Partners, Inc. and REalliance Inc. He oversees acquisitions, overall project design/management and urban, mixed-use development and advisory activity. Selected project experience includes: The Village at La Floresta – Brea, California where Village Partners is developer of an upscale village integrating innovative multifamily, retail and office into a pedestrian-friendly commercial/retail and civic plan. With 150,000 square feet of street front retail and restaurant space, 40,000 square feet of office and 150 residential units over retail, it is designed as a connected shopping, dining, working and living experience; Metro Gold Line Extension (from Pasadena to Montclair) – Metro Gold Line Authority, working with the Authority and individual Cities with stations located along the extension (including Monrovia, Arcadia, Irwindale, Azusa, Glendora, San Dimas, La Verne, Claremont and Montclair) to evaluate regional real estate market economics (supply and demand factors), devise concept land use alternatives for intensifying uses around a ½ mile radius around station and support team with conceptual massing/development program, financial modeling and feasibility analysis and economic benefits to the City/region and additional ridership to the Metro Gold Line; and Metropolitan Water District (Various Projects) – Southern California Western Sustainability Institute (WSI) – Diamond Valley Lake, Hemet California. In Hemet, California, MWD purchased the land for, and built, one of the State’s largest reservoirs, completed in the late 1990s. Adjacent to this reservoir, a 60,000 square foot LEEDS Platinum museum was built to house a vast collection of paleontological relics excavated during the construction of the reservoir. This building is extremely underutilized and a financial drain to MWD. In 2009, a team was assembled by MWD, including Village Partners, to conceptually plan and prepare a Business Plan and Sources and Uses Cash Flow for the “Western Sustainability Institute” (WSI) at Diamond Valley Lake. The WSI team has since built global university relationships, including with the Government of Australia, to become a world center of water and energy. As part of the project, the development team evaluated the feasibility of a 400-acre solar farm, and a 700-acre center to test new water technologies. An active funding program is exploring National Science Foundation and other grants, sponsorship opportunities, and multiple renewable energy projects; Evaluate Excess Properties – Southern California. In addition to the WSI project (note above), we were contracted by Metropolitan Water District over an approximate 2 year period to strategically evaluate a number of their excess properties and prepare an executive summary / business plan for an “added value play” for Metropolitan; and Best Practices – Real Property Development and Management Group. Additionally, we were contracted to direct and facilitate the preparation of staff authored “Best Practices” procedural manual for the Real Property Group at Metropolitan Water District.

Prior to founding Village Partners in 2004, Don was Vice President of Development/Acquisitions of the Related Companies a national owner/developer of affordable and market-rate urban residential and mixed-use projects. While at Related he was responsible for an urban residential/mixed-use development team focused on high barriers to entry markets and establishing a pipeline of high density, urban in-fill residential and mixed-used project opportunities and oversaw development of over 700 residential units, 65,000 square feet of retail and over \$150 million in total development costs in Southern California.

Prior to joining Related, Don was Vice President of Development for Legacy Partners and responsible for the management of the development activities of the team's most successful built projects and pipeline of urban in-fill residential and mixed-used opportunities and oversaw development of over 1,500 units, approximately 100,000 square feet of retail and valued over \$350 million in development cost, including a project in Westwood which was sold for the highest price per unit ever in Los Angeles; a 350 unit, 10,000 square feet retail mixed-use development on Colorado Blvd. in Santa Monica; a 530-unit, 2 acre public park & hotel development on lease land along the water in Marina de Rey, a 350-unit, 15,000 square feet retail mixed-use project on Wilshire Boulevard in the Miracle Mile District and a transit oriented/mixed-use development including 400 residential units, 50,000 square feet retail and 'W' Hotel development at Hollywood and Vine, Hollywood, California.

Prior to joining Legacy Partners, Don was Senior Associate & Project Director for Sasaki Associates is a 300 person international architecture and planning firm with a wide range of private/public clients in commercial, retail, residential, resort and recreational development where he directed large multi-disciplinary teams of consultants in the pre-development and entitlement efforts for several complex, multi-use planning projects, including master planned communities for the Irvine Company, office parks for private developers and urban redevelopment plans for various public agencies.

Don earned a his Masters Degree in Real Estate (Concentration in Finance & Economics) from Massachusetts Institute of Technology, Certificate in Executive Management from the EMBA Program at the Drucker Management Center, Claremont Graduate School, Bachelor of Science degree in Landscape Architecture and Bachelor of Arts degree in Behavioral Science from California State Polytechnic University, Pomona and, is a licensed Landscape Architect, Certified Planner (AICP) and is a LEED AP Accredited with the US Green Building Council (Accreditation pending). Don is married to his wife Melanie of 23 year and they enjoy raising their two teen age boys who enjoy playing volleyball and recreating outdoors and are long time parishioners of Holy Family Cathedral Church in Orange, CA.

References

Metro Gold Line Extension (from Pasadena to Montclair) – Metro Gold Line Authority, Los Angeles County, CA

Client: Metro Gold Line Authority/IBI Group

Contact: David Chow, IBI Group (Prime), phone: (213) 250-7440 Ext. 268, dchow@ibigroup.com ; Pat Flynn, Metro Gold Line Authority, pflynn@foothillexension.org

Metropolitan Water District (Various Projects) – Strategic Real Estate Advisor

Client: Metropolitan Water District (MWD) Southern California

Contact: Ralph Hicks, Manager, Real Property Development and Management Group, phone (213) 217-5844, rhicks@mwdh2o.com

Hollywood and Vine, Los Angeles, California & Neptune Marina, Marina Del Rey, California

Client: LA Metro, Legacy Partners

Contact: Roger Moliere, Chief Real Property & Economic Development, and phone: (213) 922-2225, molierer@metro.net; Tim O'Brien, Senior Managing Director, phone: (949) 930-6600, tobrien@legacypartners.com;

List of Projects with Ground Leases

NEPTUNE MARINA, Marina Del Rey, CA*

A 531-unit luxury rental community with 125 boat slips, 2-acre public park and a hotel built on 11 acres.

HOLLYWOOD & VINE, Hollywood, CA*

A mixed-use project that includes the development of a 400-unit luxury condominium and rental community, 'W' Hotel and 50,000 SF of ground floor retail on a MTA Redline Station site.

Hollywood and Vine, Los Angeles, California

Client: Metro, Legacy Partners

Contact: Roger Moliere, Chief Real Property & Economic Development, phone: (213) 922-2225, molierer@metro.net; Tim O'Brien, Senior Managing Director, phone: (949) 930-6600, tobrien@legacypartners.com;

Completed: 2010

Services Provided: Program Management/Development Management

Key Personnel: J. Donald Henry, Vice President of Development

A TOD site on the Metro Red Line which connects Hollywood to downtown Los Angeles and Westside Extension (Purple Line).

A vital mix-use project offering the city 200-luxury apartments, a 300-room hotel, 46 luxury condominiums, and over 35,000 square feet of street level retail space in addition to providing the required MTA inter-model station improvements. These diverse uses are supported by a parking garage comprised of 830 spaces on two levels below grade. The hotel and condominium units are represented in a single mixed-use building fronting Hollywood Boulevard and rises to 12 stories. The base of this building is devoted to retail and restaurant condominiums, lobbies, and the MTA station. The hotel occupies floors 2-8, with the condominiums occupying the uppermost 4 floors.



Plaza at the Arboretum Santa Monica, California

Client: Legacy Partners

Contact: Tim O'Brien, Senior Managing Director, phone: (949) 930-6600, tobrien@legacypartners.com;

Completed: 2000

Services Provided: Program Management/Development Management/Construction Management

Key Personnel: J. Donald Henry, Vice President of Development

A TOD adjacent site near the future Metro Exposition Transit corridor extension that connects Westside Los Angeles (Santa Monica) to Culver City, the Expo Crenshaw Line and ultimately to LAX and Exposition Park and USC.

The Plaza at the Arboretum is a 350 unit luxury rental community with convenience retail center consisting of five, seven-story buildings, with two central courtyards. The concrete building structures are designed around an integrated on-grade, seven-story concrete parking structure providing direct level garage access to the individual units. The project is located in the City of Santa Monica, an internationally renowned coastal community on the west side of Los Angeles. Included as part of this unique apartment community is an approximately 10,000 square foot commercial/retail component at the ground floor level along Colorado Avenue, one of Santa Monica's most significant commercial corridors.



Legacy at Westwood, Westwood, California

Client: Legacy Partners

Contact: Tim O'Brien, Senior Managing Director, phone: (949) 930-6600, tobrien@legacypartners.com;

Completed: 2001

Services Provided: Program Management/Development Management/Construction Management

Key Personnel: J. Donald Henry, Principal

A TOD transit adjacent site near the future Westwood/UCLA Station on the Metro Westside Subway line (Purple Line). Line connects the Westside Los Angeles (Westwood) to Century City and ultimately downtown Los Angeles.

Legacy at Westwood is a luxury residential rental community, built to condominium specification on 1.87 acres of premier real estate on Wilshire Boulevard in Westwood, Los Angeles, California. Legacy at Westwood consists of two, six-story buildings comprising 215,383 square feet of net rentable area over a common three-story subterranean parking garage. The two towers are connected with a central clubhouse, exercise facility, swimming pool and spa. Other amenities include two saunas, media and game center, and a private conference room. The design is a classic architecture theme with a brick exterior finish and pan tile roofing.



ABOUT WEST AMERICA DEVELOPMENT, LLC

West America Development, LLC is a San Diego-based developer with a clear vision for the future. Our core business as investor, developer, owner, or asset manager is to build project and community values through joint-ventures and build-to-suits focusing on the sectors of hospitality, multi-family, retail, education, renewable energy, and medical facilities.

Sustainable development based on innovation, integrity, and pride of workmanship are our core values and are embedded into each project. Our development efforts are focused in the Western U.S. while being responsive to our client's opportunities.

West America Development, LLC is in the process of raising its opportunistic investment fund of \$100 million to execute the joint-venture opportunities that have been presented to us. Our staff members have a combined 110 years of experience in real estate development and construction.

SERVICES PROVIDED BY WEST AMERICA DEVELOPMENT, LLC			
Pre-Development	Value Added Design	Construction	Opening
<ul style="list-style-type: none"> • Site Selection • Market Study Coordination • Program Review • Development Pro-Forma • Due Diligence • Entitlement Coordination 	<ul style="list-style-type: none"> • Program Analysis • Value Engineering • Contracts Negotiation and Management • Management of Entitlement Process • Schedule of Master Program • Schematic Design • Design Development • Construction Documentation 	<ul style="list-style-type: none"> • Owner Construction Oversight • Owner Furnished Equipment Coordination • Process Payment Applications 	<ul style="list-style-type: none"> • Punch Lists • Close-out Contracts • Final Financial Report • Warranties • Cost Segregation Coordination

LARRY K. KIMBALL

Principal

As Principal of West America Development LLC, Larry will act as the managing member of the development process. His CFO experience ranges from a NYSE subsidiary with 1,100 employees to information technology start-ups. His thirty years of C-level experience in commercial real estate development, finance, and strategic consulting are a perfect fit for WAC Development, LLC and its valued clients.

Mr. Kimball's real estate development responsibilities have included the entitlement, design, financing, and asset management of several large public-private hotel and mixed-use projects totaling ~1,200 keys with combined development costs of \$600+ million. He received his Certified Hotel Administrator designation at the inaugural CHA awards ceremony in Honolulu, Hawaii where he was honored to act as emcee. His MBA is from Chaminade University in Honolulu.



REPRESENTATIVE PROJECT EXPERIENCE

LANE FIELD - SAN DIEGO, CA

Downtown, bay front development in San Diego that will include an 800-key Upscale Hotel, tourist serving retail, restaurants and parking.

HAWAII DEVELOPMENT PROJECTS

Kimball lived in Hawaii for approx. 20 years. Representative project experience included: COO/CFO of the Island of Lanai; new hotel development renovations for AMFAC Hotels; Aloha Tower Hotel Feasibility & Design, and hotel technology consultant for multiple Four Seasons locations.

YUMA RIVERFRONT - YUMA, AZ

\$100 Million, 22-acre riverfront project located within the Yuma Crossing National Heritage Area. The project consists of a 150-room Hilton Garden Inn, 19,000 SF Conference Center, residential town homes, restaurants, specialty retail, pedestrian walkways and other open space.

HORWATH HOSPITALITY & LEISURE - SAN DIEGO, CA

Kimball acted as managing director for Horwath & Hospitality's San Diego office where he managed the evaluation of new hotel developments for the City of Garden Grove Redevelopment Agency. The review included demand and supply studies, evaluation of the proposed hotel franchise brand, and the developer's strength.

FRANCHISE FEASIBILITY STUDY-UPPER UPSCALE HOTEL BRAND

This Company desired to grow its West Coast hotel brand through franchising. Kimball and his partner were engaged to do a detailed study of the Company's technology infrastructure, sales and marketing systems, and its corporate capabilities and make actionable recommendations on how to add value to prospective franchisees. The final report was labeled by the Company as its new strategic plan for the next two years.



ABOUT WEST AMERICA CORPORATION

West America Corporation's establishment was founded on our belief that the professionalism and expertise of our employees, combined with the integrity of relationships with customers, will be the constitution of our success. Our founders bring over 50 years combined experience building successful construction projects. With offices in both California and Arizona we are well positioned to serve our clients throughout the Western United States.

Our management philosophy is based on a personal and collaborative approach. This approach combined with our financial strength and purchasing power is a great benefit to our clients. We take pride in the value of our preconstruction services and quality construction, ensuring that project goals are successfully met.

West America Corporation is an expert in delivering projects through a variety of construction delivery methods from traditional design-bid-build to full service design/build. We are committed to utilizing the latest techniques and technology in a collaborative approach to benefit each individual client.



US GRANT HOTEL RENOVATION

San Diego, CA



PROJECT DESCRIPTION

\$28 Million, renovation of the historic U.S. Grant Hotel constructed in 1913. The renovation included all of the hotel's 284 rooms and all public spaces such as the hotel lobby, restaurant and retail spaces, and the addition of a Native American Museum display area. This project was the winner of the 2006 AGC Constructor Award for "Overcoming the Challenge of a Difficult Project".

- Mike Schmidt's individual experience with Swinerton Builders



LAGUNA CLIFFS MARRIOTT RESORT & SPA RENOVATION

Dana Point, CA

PROJECT DESCRIPTION

\$25 Million, full renovation of entire resort including 360 guest rooms and public spaces; 20,000 SF of expanded indoor meeting and banquet facilities; complete renovation to restaurant, spa and back of house kitchen; two new pools, splash zone activity area for families.

- Darren Mann & Mike Schmidt's
individual experience with C.W. Driver



HOTEL & MULTI-FAMILY PROJECT EXPERIENCE



DISNEY GRAND CALIFORNIAN HOTEL EXPANSION & ADDITION - ANAHEIM, CA

Preconstruction and Construction services for 297,500 SF expansion at the highly themed Disney Hotel. Project Included: 203 guest rooms; 46 Disney Vacation Club units and two luxurious Grand Villas; new 101,000 SF underground parking structure, adding 219 new spaces; California Craftsman themed interiors throughout.

HOTEL DEL CORONADO MASTER PLAN - CORONADO, CA

\$50 Million, 73,000 SF high-end beach front condominiums, including six cottages and five villas, a total of 78 keys (rentable hotel units), one main pool, four plunge pools/spas, entry garden and the Paseo Del Mar oceanfront walkway, renovation and expansion of the existing Spa, and a new Fitness Center in the historic main building of the Hotel Del Coronado.

ARIZONA BILTMORE RESORT - PHOENIX, AZ

\$10 Million, three-story, 122 room addition to existing hotel. Included aerobic center and salon.

HYATT PLAZA ALICANTE - GARDEN GROVE, CA

Complete renovation of existing hotel that included the renovation of 654 guest rooms and the major renovation to atrium style lobby with 10-story glass curtain wall system.

PRINCESS HOTEL GOLF CASITAS - SCOTTSDALE, AZ

\$5.4 Million, two-story new 60,000 SF building that included 27 casitas and a conference center.

HILTON GARDEN INN - SCOTTSDALE, AZ

\$9.5 Million, new, 158,000 SF, 200 unit hotel with outdoor pool area including a water slide.

MARRIOTT COURTYARD - SCOTTSDALE, AZ

\$12 Million, new hotel.

HOTEL & MULTI-FAMILY PROJECT EXPERIENCE



PRINCESS HOTEL GOLF CASITAS - SCOTTSDALE, AZ

\$5.4 Million, 2 story new 60,000 SF building that included 27 casitas and a conference center.

LANE FIELD - SAN DIEGO, CA

Downtown, bay front development in San Diego that will include an 800-key Upscale Hotel, tourist serving retail, restaurants and parking.

YUMA RIVERFRONT - YUMA, AZ

\$100 Million, 22-acre riverfront project located within the Yuma Crossing National Heritage Area. The project consists of a 150-room Hilton Garden Inn, 19,000 SF Conference Center, residential town homes, restaurants, specialty retail, pedestrian walkways and other open space.



BEST WESTERN MISSION BAY HOTEL - SAN DIEGO, CA

Kimball negotiated the sale and purchase of a \$12 Million, 101-key hotel including the preparation of the LOI, negotiated the Purchase and Sale Agreement, and asset management after the escrow closed.

ESCONDIDO MARRIOTT HOTEL & CONFERENCE CENTER

\$59 Million, seven story, 117,128 SF, 196-key full service Marriott Hotel. The project also includes the renovation of an existing 25,000 SF City Conference Center, and a 209 space subterranean parking structure.



WATERSIDE CONDOMINIUMS - DENVER, CO

\$132 Million condominium complex that included: 2,000 condominium units in six different model types, 20 swimming pools and all associated site work.

LA COSTA GLENN - CARLSBAD, CA

\$35 Million, new 272,000 SF assisted living facility with high end finishes and included a commons building, recreation facility, maintenance and central plant buildings. Site work included water features including a Koi pond with gazebos, covered walkways, putting greens and bocci ball courts



HOTEL & MULTI-FAMILY PROJECT EXPERIENCE

“We recently had the pleasure of working with Michael Schmidt to renovate the Laguna Cliffs Resort & Spa, a 376 room luxury resort overlooking the Pacific Ocean... The complexity of the project was increased by the fact that it involved a multi-phased design process that required the team to support pre-construction efforts for subsequent phases while building the current phase. The project team also had to meet tight deadlines so the resort could fulfill its guest booking commitments. Michael Schmidt’s leadership ensured that the time frames were met while maintaining the project’s high quality standards.”

*Richard Walker, President
Team Build Project Management*



THE VINEYARDS APARTMENTS - PALM DESERT, CA

\$32 Million, new apartment complex. Project included 250 units, retail area and multiple pools.

CLASSIC RESIDENCE AT SILVERSTONE - SCOTTSDALE, AZ

New, 35 acre luxury retirement community completed in two years. The project included over 300 living units and the following amenities: indoor and outdoor pools, theater, gym facility, 18 hole putting course, fountains, bar, lounge, art room, and casual and formal dining areas

MONTEGO BAY APARTMENTS - PHOENIX, AZ

\$6.5 Million, two story, 12 building apartment complex. Project consisted of 12 buildings, a recreation center and pool area.

LA COSTA GLENN - CARLSBAD, CA

\$35 Million, new 272,000 s.f. assisted living facility with high end finishes and included a commons building, recreation facility, maintenance and central plant buildings. Site work included water features including a Koi pond with gazebos, covered walkways, putting greens and bocci ball courts.

ON BROADWAY - SAN DIEGO, CA

\$14.5 million, 230,000 SF renovation of 2 historical buildings, as well as a new **9 story concrete reinforced parking structure** located in the Gaslamp district. The buildings include 21 loft apartments, 65,000 SF of restaurant and retail space, and parking for 275 cars.

BELMONT VILLAGE SENIOR LIVING - LOS ANGELES, CA

New, full service, 5 story, assisted living facility that includes studios, one and two-bedroom units, dining facility, outdoor courtyards, spa, and below grade parking structure.

DESERT HARBOR ASSISTED LIVING FACILITY - PEORIA, AZ

33,100 SF, 3 story, 50 unit new assisted living facility.

SECTION 8

EXCEPTIONS TO RFQ TERMS AND CONDITIONS

None applicable.

SECTION 9

PROPOSER INFORMATION FORM (ATTACHMENT A)

Red Oak Investments

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: RED OAK INVESTMENTS
ADDRESS FOR NOTICES: 2101 BUSINESS CENTER DR., #230
IRVINE, CA 92612
MAIN CONTACT (NAME AND TITLE): ALEX WONG AND JOE FLANAGAN, PARTNERS
CONTACT NUMBERS: TELEPHONE: 949-733-2000 FAX: 949-733-2005
E-MAIL ADDRESS: alex@redoakinu.com joe@redoakinu.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	<u>ALEX WONG</u> PRINT NAME	<u>PARTNER</u> TITLE	<u>11-1-12</u> DATE
 SIGNATURE	<u>JOE FLANAGAN</u> PRINT NAME	<u>PARTNER</u> TITLE	<u>11/1/12</u> DATE

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.

SECTION 10

CITY OF NEWPORT BEACH DISCLOSURE STATEMENTS (ATTACHMENT B)

Red Oak Investments

Village Partners

West America

Amstar

VTBS

Land Studio 360

LaTour

WATG

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, RED OAK INVESTMENTS [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



Signature Date

11-1-12

Printed Name and Title

JOE FLANAGAN AND ALEX WONG, PARTNERS

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

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I, J. DONALD Henry [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

Signature Date

11/8/12

J. DONALD HENRY

PRINCIPAL, VILLAGE PARTNERS, INC.
Printed Name and Title

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

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I, West America Development, LLC [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



Signature Date

November 8, 2012

Printed Name and Title

Lisa Bittner, Director of Marketing

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

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I, Brian Cornell (on behalf of Amstar) [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

Brian Cornell

Signature Date

11/9/12

Printed Name and Title

Brian Cornell - Dir. of of FRTA / Vice President of Real Estate
Amstar Group

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

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I, Navy F. Banvard [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



Signature Date

Nov. 14, 2012

Printed Name and Title

Navy F. Banvard, AIA
Principal
Van Tilburg, Banvard & Soderbergh, AIA

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

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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, LANDSTUDIO360 [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



Signature Date

NOVEMBER 9, 2012

Printed Name and Title

ALEX POLEN, PARTNER

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

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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, LATOUR HOTELS/John Small [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

Signature Date

11/15/12

Printed Name and Title

John E. Small
Vice Chairman,
LATOUR HOTELS & RESORTS, LLC

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

ATTACHMENT B: STATEMENT OF DISCLOSURE

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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, MARK YOSHIZAKI [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

Mark Yoshizaki

Signature Date

16 NOV 2012

Printed Name and Title

MARK YOSHIZAKI
VICE PRESIDENT, WATS NA.

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