



November 20, 2012

Mr. Dave Kiff  
City Manager  
City of Newport Beach

Re: Request for Qualification (No.13-16) for the Re-Development of the existing  
City Hall in 3300 Newport Boulevard, Newport Beach, CA

Dear Mr. David Kiff,

The Wolff Company and The Shopoff Group are pleased to submit our R.F.Q. for this 4.26 Acres Re-Use project of the existing City Hall in Newport Beach, California. We believe we have the expertise and experience necessary to create a high-quality, sophisticated community design, while providing you the level of service you expect. As per your request we have also addressed the following questions:

- All Participating Organizations:  
The Wolff Company  
The Shopoff Group  
JZMK Partners (Architecture/Planning Firm)
- Proposed working relationships among the firms  
The Wolff Company and The Shopoff Group have a working venture partnership currently operating. We also are currently using JZMK on some of our properties.

- Contact person during proposal evaluation  
Tim McSunas – Chief Investment Officer
- Identification of any proprietary or confidential information in submittal  
Financial information provided for both Firms

If you have any additional questions please call me at (949) 417-9945.

Regards,

SHOPOFFADVISORS, L.P., a Delaware limited partnership



By:

Tim McSunas  
Chief Investment Officer



THE WOLFF COMPANY



**RFQ No. 13-16 – CITY HALL RE-USE PROJECT**

**Located**

**3300 Newport Blvd.  
Newport Beach, California**

**November 20, 2012**

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## I. Qualification, Related Experience and References

The project team is comprised of a venture between The Shopoff Group and The Wolff Company. Both firms have extensive experience in the entitlement, development and operation of multifamily and mixed use projects. The strengths and synergies of the combination of these firms create a team with both the skills and financial ability to insure the successful redevelopment and operation of the Newport Beach City Hall site. Information on both firms follows.

**The Wolff Company** - a fully integrated middle market real estate private equity business focused primarily on the ownership, acquisition, development and asset management of high-quality multifamily properties. The company's legacy dates back to 1949, when it was founded by Alvin J Wolff, Sr. in Spokane, Washington. Wolff initially developed, brokered, and managed single-family lots and homes. In the 1960's, the focus shifted to income property investments. Alvin J. ("Fritz") Wolff Jr. acquired the firm from his father in 1976 and focused its efforts on the multifamily sector. In 1993, various operating entities were brought together under a common holding company. During the 1990's the third generation of Wolff's became increasingly involved in the firm's day-to-day business. The Wolff Company moved its headquarters to Scottsdale, Arizona in 2001. Over the last 10 years, The Wolff Company, under the ownership and leadership of its 3<sup>rd</sup> generation, has invested in, acquired or developed more than 10,000 multifamily units.

**Development Team Experience** – The senior members of The Wolff Company have worked together for an average of 12 years and have an average of more than 20 years of experience. Fritz H Wolff, The Wolff Company's CEO, has been with the firm for 17 years. The firm's senior management team is shown below.

	TITLE	YEARS OF EXPERIENCE	YEARS AT TWC
Alvin J. "Fritz" Wolff Jr.	Chairman	45	45
Fritz H. Wolff	CEO	19	17
Jay Petkunas	COO	16	7
Jesse Wolff	CIO	18	15
Tom Podgorski	CIO Perpetual RE Partners	30	<1
Tim Wolff	EVP of Development	22	13
Scott Bashaw	Head of Transactions	17	8
Jared Black	General Counsel	16	10
Peter Wolff	VP of Development	22	14
Joe Organick	VP of Development	25	22
Matt Perrin	VP of Asset Management	21	3
James L. Dawson	VP of Development	25	<1
Eric Inabinet	Director of Capital Markets	13	2
<b>Average</b>		<b>22.2</b>	<b>12.0</b>

*Alvin J. Wolff, Jr.*

“Fritz” Wolff is the Chairman of The Wolff Company. He has more than 45 years of experience as a real estate investor, lender, and developer. Fritz sits on all of the company’s investment committees and is deeply involved in the firm’s risk management function. Fritz actively manages the Wolff family’s legacy investment portfolio. He earned his Bachelor of Arts degree in Business Administration from the University of Washington. Fritz is the Chairman of the Board of Trustees of Gonzaga University.

*Fritz H. Wolff*

Fritz is the Chief Executive Officer of The Wolff Company. He is responsible for global strategy, corporate vision, risk management, and capital structure. Fritz has more than 18 years of experience as a real estate investor and has been with Wolff for 17 years. Fritz attended Gonzaga University and presently serves as a member of its Board of Regents and its Investment Committee. Fritz completed the Owner/President Management Program at Harvard University and is a founding member of the Sonoran Chapter of Young Presidents’ Organization in Scottsdale, Arizona.

*Jay Petkunas*

Jay is the Chief Operating Officer of The Wolff Company. He oversees the company’s operations, finance, accounting, tax, treasury, human resources and investor relations functions. Prior to joining The Wolff Company, Jay was a global operations executive at Akamai Technologies, a NASDAQ 100 company. He was also a management consultant with PricewaterhouseCoopers and Arthur Andersen. Jay graduated summa cum laude from the University of Massachusetts at Amherst with a degree in Business Administration. He is a Planning Commissioner and served as a member of the Economic Development Task Force in Scottsdale, Arizona.

*Jesse Wolff, II*

Jesse is the Chief Investment Officer of The Wolff Company. He oversees the implementation of the company’s investment strategy and acts as the chief underwriter for all investment activity. Jesse is responsible for research, market selection, and transactional risk management. Jesse is also accountable for asset management for the company’s multifamily investment portfolio. Jesse has 18 years of specialized, multifamily investment and asset management experience. He attended Eastern Washington University.

*Tom Podgorski*

Tom is the Chief Investment Officer of Perpetual Real Estate Partner, L.P. He has 29 years of real estate investment, structured finance and equity asset management experience. Tom came to The Wolff Company from Capmark Finance. He was previously an Executive Vice President and founder of CBRE Realty Finance (CBF), where he was responsible for approximately \$2 billion of annual fixed income investment production. Tom was a member of the investment committee and the management team which took the company public. Prior to CBF, he was with CIGNA Real Estate Investors for 22 years. He was a Managing Director and Head of CMBS lending and had several years of experience in equity asset management and valuation for

properties in CIGNA's open-end separate account. Tom is a graduate of Western New England College, is a CFA, and is a member of the CMSA.

*Timothy M. Wolff*

Tim is the Executive Vice President of Development of The Wolff Company. He oversees all aspects of the company's development function. Tim has more than two decades of private real estate investment and development experience. He is a graduate of the University of Washington and the Owner/ President Management Program at Harvard University. He is also a founding member of the Sonoran Chapter of Young Presidents' Organization in Scottsdale, Arizona.

*Scott Basham*

Scott is the Head of Transactions of The Wolff Company. He is responsible for all multifamily transaction activity including acquisitions, financing and asset divestitures. Scott has more than a decade of experience underwriting and acquiring income properties across the Western United States and the Eastern Seaboard. He earned a Bachelor of Science in Finance and Economics from Merrimack College and a Master of Business Administration from the College of William and Mary.

*Jared B. Black, Esq.*

Jared is the General Counsel of The Wolff Company. He is primarily responsible for legal structuring and legal due diligence for all transactions. Jared is a member of the Washington state bar and is registered with the Arizona state bar. He is a graduate of Stanford University and the Harvard Law School. Jared has 16 years of real estate law and finance experience

*Peter Wolff*

Peter is a Vice President of Development of The Wolff Company and an architect by training. He is responsible for the entitlement, design, and construction of specific developments undertaken by Wolff. Peter is also responsible for the physical plant asset management of the company's entire real property portfolio. Peter is an active member of the Urban Land Institute and an advisory board member at Arizona State University. Peter earned his undergraduate Bachelor of Architectural Studies and his professional degree, a Bachelor of Architecture, at Washington State University and has two decades of multifamily experience.

*Joe Organick*

Joe is a Vice President of Development of The Wolff Company. He is responsible for the entitlement, design, and construction of specific developments undertaken by the company. Joe has been with the company more than 20 years. He holds a Bachelor of Arts degree in Economics from the University of California at Berkeley and a Master of Business Administration degree from The Amos Tuck School at Dartmouth College. Prior to joining Wolff, Joe was a Vice President at the Cigna Corporation where he completed acquisition and financing transactions.

*Matt Perrin*

Matt is the Vice President of Asset Management of The Wolff Company. He brings more than 20 years of broad multifamily experience to his role. Matt has managed more than 10,000 units and was previously a founding principal with Trillium Residential, a Phoenix based multifamily development and property management firm. He was also the President of Mark-Taylor Residential, where he ran property management and assisted in the development process. During Matt's tenure at Mark-Taylor, the company was recognized by the Arizona Multi-housing Association and the National Apartment Association for numerous state and national awards. He is a graduate of Arizona State University

*Eric Inabinet*

Eric is the Director of Capital Markets for The Wolff Company and is responsible for debt and equity co-investment financing for all assets in the Partnership's portfolio. Over the course of his career, Eric has executed more than \$ 6 billion of debt and equity transactions. Prior to joining the company, Eric spent 11 years as partner at Capital Advisory Group, a structured finance mortgage brokerage firm in Arizona. He also spent 4 years as a commercial mortgage banker in Phoenix. Eric Graduated with Magna Cum Laude with Bachelor of Science Degree in Real Estate from Arizona State University

*James L. Dawson*

Jamie is the Senior Vice President of Development of The Wolff Company. He has developed more than 6,500 units and has more than 25 years of construction and development experience. Prior to joining Wolff, he was a principal at Trillium Residential, a multifamily development company based in Phoenix. Jamie started his career with a large International General Contractor headquartered in Canada and was involved in projects spanning the globe for more than 13 years. He has broad background in managing high-profile institutional projects. Jamie received a Bachelor of Technology Degree in Architectural Science from Ryerson Polytechnical Institute.

**The Shopoff Group** – As a Principal for most of his thirty-two year career, William Shopoff has gained experience in a wide range of real estate products over multiple real estate cycles. Particularly salient to this offering, in 1992, Mr. Shopoff co-founded the entity Asset Recovery Fund (“ARF”) whose primary purpose was to invest in non-performing, delinquent, and foreclosed loans secured by real estate assets. These loans were secured by real estate assets including multi-family, commercial, office, and industrial properties, and were purchased directly for programs created by ARF and through partnerships/joint ventures with other entities including the Resolution Trust Corporation (“RTC”), Federal Deposit Insurance Corporation (“FDIC), and the Federal Housing Administration (“FHA”).The business model would forecast either a workout of the loans or immediate access to the underlying property secured by these loans. When ARF was able to execute on a program-specific business model, the investment would result in positive earnings for the program and profits/cash distributions to the limited and general partners. Credit Suisse First Boston ventured with ARF and engaged them to act as asset manager for several programs. In this role, ARF and its successor entities, Eastbridge



Partners, L.P. and The Shopoff Group, L.P. had the responsibility to provide loan servicing and asset management services for the assets acquired by the owner. These duties included identifying the target acquisition, negotiating the acquisition for several different owners, managing the loan foreclosure business and assembling the project. After the project was assembled, ARF then had the responsibility of obtaining entitlements, regulatory permits and other jurisdictional approvals necessary to complete the sale of the asset. Mr. Shopoff also successfully sponsored joint ventures with other institutional investors including Goldman Sachs, The Baupost Group, and Praedium Fund, as well as multiple private landowners. The Shopoff Group previously sponsored the formation of Shopoff Properties Trust, Inc. (SPT) which was filed with the SEC on November 30, 2006, became effective on August 29, 2007, and the offering closed on August 29, 2010. SPT still owns multiple assets and will continue operations through 2017. Mr. Shopoff has also sponsored multiple programs whose primary purpose was to raise funds from private placement offerings to acquire real estate as long term investments for eventual sale. The real estate investments included the purchase of unentitled and undeveloped land, as well as income producing properties. Many of these programs have been completed, while several others are ongoing. The firm is focused on the entitlement and development of residential properties including single family developments, as well as multifamily projects. The company has developed several thousand units in the southern California markets and continues to seek suitable opportunities within this niche.

**Development Team Experience** - The senior members of The Shopoff Group have worked together for 6 years and have an average of more than 25 years of experience. This team has built a track record of acquiring, designing, entitling a wide variety of property types

*William A. Shopoff*

William A. Shopoff is President and Chief Executive Officer of The Shopoff Group and Shopoff Securities, Inc. and Chairman of the Board of Directors and President, Chief Executive Officer of Shopoff Properties Trust. William has more than 25 years of real estate and investment experience. His expertise includes the acquisition, development and sale of new and redeveloped residential and commercial properties throughout the United States, as well as partnership structure, debt placement, venture capital and investment underwriting. William's extensive experience includes a wide range of real estate transactions in residential, multi-family, and commercial properties, and numerous parcels of raw land that he and his team have taken through the entitlement process. William is a member of Commercial Investment Real Estate (CIRE). He earned his Bachelors of Science degree in biology and an MBA in finance/accounting from The University of Texas at Austin.

*Edward Fitzpatrick*

Edward Fitzpatrick is the Executive Vice President of The Shopoff Group. He directs all aspects of project management for The Shopoff Group and the Shopoff Properties Trust. He oversees the entire investment portfolio, including acquisition due diligence, project design, entitlement processing, final engineering and final map recordation, horizontal construction of finished lots, and vertical construction of commercial and industrial assets. In addition, Ed oversees the project management department staffed by seasoned professionals who are assigned projects on

a regional and land use basis. With more than 30 years of experience in the real estate profession, Ed has developed over 60 projects containing more than 10,000 acres of land and approximately two million square feet of industrial, office, retail, recreational and multi-family buildings. He is a graduate of the University of Notre Dame and Notre Dame Law School.

*Tim McSunas*

Tim McSunas is Chief Investment Officer of The Shopoff Group. He has over 25 years of experience in acquisition, land planning and project management for several Southern California homebuilders. Tim oversees the identification and acquisition process of properties for The Shopoff Group. Before joining The Shopoff Group in May, 2006, Tim served as the Southern California Division President for Taylor Woodrow Homes, where he was responsible for all acquisitions, design, entitlements, operations, sales and marketing for community development and homebuilding. Tim earned his Bachelor of Science degree in Architecture and Urban Planning from Arizona State University and is a licensed contractor in California and Oregon.

*Brian Rupp*

Brian is the Director of Asset Management for the Shopoff Group. He has over 15 years of experience in acquisitions, entitlement, land development, property management, engineering and planning of urban infill and master-planned communities. Brian earned his MBA from California State University – San Marcos, and has a Bachelor of Science degree in engineering and a Master's degree in environmental engineering from Penn State University. He is a Registered Civil Engineer in the State of California.

**Previous Projects**

**The Wolff Company**

The Wolff Company has developed in excess of 5,000 units of multi-family ranging from garden apartments to urban mixed use throughout the Western US. The current development pipeline includes more than 5,000 units under construction/entitlement in the States of California, Washington and Colorado. A complete list of pipeline is available upon request. A few reference projects are noted/described below for variety (urban, suburban, larger, smaller). Most of our projects are available on our website at [www.awolff.com](http://www.awolff.com).

*Pike and Boylston, Seattle, WA*



260 unit development in Seattle, WA. \$75 million total cost. Closed property without entitlements. Two institutional buyers failed to get the property. Entitlements nearly complete. Construction start in mid-2013. Will be LEED certified building.

*11<sup>th</sup> and Pine, Seattle, WA*





Similar size to proposed development. 92 units located on Capital Hill, Seattle, WA. Adaptive reuse of existing building with new construction above. \$27 million construction budget. Under construction currently. Completion date of late 2013. Will be LEED Platinum building.

Gunbarrel Town Center, Boulder, CO



VIEW DOWN MAIN STREET NEAR LOOKOUT RD.

Mixed use development (25,000 feet of commercial, 251 residential units). Total construction budget \$55 million. Construction commencement Q1, 2013. Extremely complicated and difficult entitlement process.

Mosaic, Oxnard, CA



224 unit project in the Riverpark master plan, adjacent to 750,000 square feet of new retail including Whole Foods, REI, H&M and others. Total construction budget of \$44 million. Currently under construction. Delivery in late 2013.

### **The Shopoff Group**

The Shopoff Group has entitled in excess of 7,000 of multi-family units and single family lots throughout Southern California. Our current development pipeline includes more than 4,000 units under entitlement in the States of California and Colorado. A complete list of pipeline is available upon request. A few reference projects are noted/described below for variety (urban, suburban, larger, smaller). Most of our projects are available on our website at [www.shopoff.com](http://www.shopoff.com).

#### *Uptown Newport*



Newport Beach, CA: Uptown Newport-25 acres of developed land, with two existing buildings totaling 438,127 square feet of improvements, in the city of Newport Beach at the intersection of Jamboree Road and MacArthur Boulevard. The business plan is to redevelop the site into a high-density mixed use residential property with 1,244 residential units, 11,500 square feet of retail and 2 acres of park space.



*Mariners Commons - Oceanside*



Oceanside, CA: Mariner's Commons - 2.36 acre parcel of vacant land that has been zoned for 72 multi-family/apartment-condo residential units in Oceanside, CA. The property is in a coastal location that is highly sought for development. The Shopoff Group is completing obtaining approval on the site plan with the intention to begin construction of the project in 2013. We intend to own and operate this property long term. This project is similar both in scale and proximity to desirable coastal location to the subject site.

Oceanside, CA: Ivey Ranch – 4.65 acre parcel of vacant land that The Shopoff Group has under contract and is completing entitlements for a 132 unit apartment complex. We expect to complete approval of our site plan in mid to late 2013, with construction beginning shortly thereafter. We intend to own and operate this property long term.

*Platinum Gateway - Anaheim*



*Platinum Vista - Anaheim*



Anaheim, CA: Platinum Gateway and Platinum Vista -13.0 gross acres with 3 industrial buildings and a restaurant building within the Platinum triangle area of Anaheim. This acquisition involved negotiating transactions with three separate landowners. The three properties are currently entitled and have approved development agreements that allow for the development of a mixed-use project including 647 residential units, a 138 room hotel, a 209,419 square foot office building, a 9,500 square foot restaurant and 4,381 square feet of retail space. Our business plan, which is supported by the City of Anaheim, is to modify the entitlements in the form of alterations in the current permitted land uses and seek approval for a total of 749 multi-family units over the entire 13 acres.

Parker, CO: Vantage Point - 47.9 acre site in the Town of Parker, CO, approximately 25 miles southeast of downtown Denver. The property is presently permitted for 306 residential units and 25 acres of retail land. We are presently working to convert a portion of the site from retail zoning to additional multi-family residential with a goal of obtaining zoning for 850–900 multi-family units.

## Experience with long-term Ground Lease projects –

### **The Wolff Company**

*Scottsdale Quarter. <http://www.scottsdalequarter.com> (Scottsdale, AZ)*

The Wolff Company purchased, entitled and designed this project, then created a 99-year ground lease as a joint-venture between Glimcher Realty Trust (NYSE: GRT) and Wolff as lessee and Wolff as lessor. Wolff was successful in getting a shadow (credit) rating on the ground lease and financing the lease prior to commencement of construction.

*Villa Venetia Apartments (Villa Venetia, Marina del Rey, CA)*

The Wolff Company (together with Lyon) purchased, entitled and designed this 224-unit project in Marina del Rey, CA. The project sits on a ground lease with the Los Angeles area. The ground lease had to be fully re-negotiated for the redevelopment/rehab of the property. The project included multiple agencies (Beaches and Harbors, Coastal Commission, etc) and was quite political and technical.

### *Other*

Wolff has been involved in numerous other ground leases. Both as lessor and lessee. We are very comfortable with the structure and our capital does not, in any way, restrict us from utilizing this structure.

### **The Shopoff Group**

The Shopoff Group has been involved in several projects which involved ground leases. Most recently the firm acted as the financial advisor and lead negotiator on the acquisition of a 215 room hotel in Kauai, Hawaii, subject to an existing ground lease. This project was acquired from a bankrupt entity and required working with the existing land owner to resolve issues with the ground lease. Additionally the firm has acquired other projects subject to ground leases. This has included another hospitality property, as well as a single family subdivision. We understand the issues and impacts on financing that arise from a ground lease.

## References –

### **The Wolff Company**

Architects

- BAR Architects - Chris Haeggglund, AIA, LEED AP | [chaeggglund@bararch.com](mailto:chaeggglund@bararch.com)  
Office 415-293-5772 | [www.bararch.com](http://www.bararch.com)
- Weber Thompson (one of Architect Magazines National Top 50 firms) - Scott Thompson | Senior Principal | [sthompson@weberthompson.com](mailto:sthompson@weberthompson.com), |  
Office 206-344-5700 ext. 217 | [www.weberthompson.com](http://www.weberthompson.com)



#### Land Sellers

- Chris Rebich (seller of Gunbarrel property, above). [chris@oconnor-group.com](mailto:chris@oconnor-group.com), 303.443.4575 ext. 103. Long, complicated entitlement process in a difficult market. Chris can speak to our integrity, effectiveness, how we work with municipalities and whether we honor our agreements.
- Lee Johnson (seller of first land site purchased in this cycle). [dakotalandco@aol.com](mailto:dakotalandco@aol.com), 206.669.8628. The property was tied up with an ‘institutional’ buyer who could not perform. We had a short escrow. Lee can speak to performance during a challenging time for suburban land (early 2011).

#### **The Shopoff Group**

##### Architects

- MV & E Architects – Rick Emsiek | Principle | [remsiek@mve-architects.com](mailto:remsiek@mve-architects.com) | Office 949-809-3388 | [www.mve-architects.com](http://www.mve-architects.com)
- JZMK Partners – Eric Zuziak | Principle | [ezuziak@jzmkpartners.com](mailto:ezuziak@jzmkpartners.com) | Office 949-861-4644 | [www.jzmkpartners.com](http://www.jzmkpartners.com)

##### Land Sellers

- Mark Peterson (former Chief Legal Counsel for Conexant on Uptown Newport transaction) | Cell 714-724-7983
- John Grant (seller on Mariner’s Common) | 858-586-9400

**JZMK Partners** - Has built a reputation based on the premise that design solutions should be creative as well as provide long term value. Today, using current technologies to develop timeless, environmentally-sensitive and cost-effective solutions, JZMK is one of Southern California’s most respected and sought-after architecture, planning and urban design firms.

Since 1960, the firm has specialized in residential, commercial and educational design. It has distinguished itself as an innovative problem solver in the design of single and multi-family housing, including affordable and senior communities, as well as in luxury and resort projects. JZMK is a multi-disciplinary firm, offering integrated master planning and urban design services as well.

JZMK has played a major role in the success of the Irvine Ranch in Irvine, California. As one of the preeminent Master Plans in the United States, the Irvine Ranch has been the beacon for other master plan developments around the world. JZMK can proudly state that it has contributed to the qualitative nature of this fabulous master plan by designing new villages and architecture that are major components of the master plan.

JZMK Partners is a design leader in the field of Pre-Fab and modular housing. Working with one of California’s leading modular manufacturers, the firm has

developed numerous prototypes for single-family high density, net zero townhomes and resort units.

JZMK Partners offers comprehensive expertise in: Feasibility Studies, Land Use Analysis, Master Planning, Urban Design, Entitlement Services, Neighborhood Planning, Programming, Design Guidelines, Architectural Design, Site Planning, LEED Sustainability Studies, BIM Modeling, Construction Documents, and Construction Services.

JZMK Partners has received numerous national and international awards for design excellence from both the architectural community and the building industry. These include numerous Gold Nugget awards, the National Association of Home Builders and honors from the American Institute of Architects. The firm's work is recognized by frequent publication in industry and professional journals. In addition, JZMK Partners has created a successful track record of winning international design competitions.

**Executive Management Team** – See Appendices & Attachments

**Previous Projects** - See Appendices & Attachments

**References (2 minimum)**- See Appendices & Attachments

## II. Financial Capability and Past Performance

Audited Financials for The Wolff Company & The Shopoff Group are in a separate email)

## III. Conceptual Development Approach

We will be pursuing the Multi-Family and Retail development of this site and understand the importance of this new anchor project and the influence it will have on its surrounding development and for the City of Newport Beach. We also believe that a strong vision of how the site could be re-developed, makes for an opportunity to create a truly unique project. We bring a willingness to work closely with you, the local jurisdiction and other stakeholders, in an approach that emphasizes flexibility, creativity and problem-solving related to issues that may arise throughout the design process.

We will examine appropriate precedents and analogs, regional and local context, and the ownership and physical character of the area. By achieving a comprehensive understanding of the pertinent community and urban design models, local vision, market, economic, political, ownership, sustainable development practices and environmental issues, we can make timely, accurate decisions relative to the project's development. Successful neighborhoods rely on a holistic, comprehensive approach to

design, focused equally on the individual designs of buildings and the crafting of the community fabric—both essential to creating a strong sense of place.

We propose to engage the City of Newport Beach in biweekly web-based sessions, as needed, over the course of the project to share existing project data, brainstorm, shape goals and objectives, define the “vision”, and evaluate alternative community design frameworks as well as review progress. Through this process, immediate feedback from the development team will enable the project to begin with a unified vision with the team taking ownership of the ideas. Having a thorough understanding of the development vision can accelerate the decision, entitlement, and implementation processes.

We also firmly believe in the importance of blending together the disciplines of Planning, Urban Design and Architecture when defining community elements in terms of character and program. This approach to “placemaking” is critical and our experience in fusing together solid planning and urban design principles, along with building design, provides our Clients with a unique service.

The approach proposed by us and JZMK Partners in preparing the Concept Plan and Presentation for the City of Newport Beach includes a client interface strategy that combines our experience and knowledge in the planning and design of successful residential and commercial developments throughout the world with specific strategies tailored to this project. We believe that what sets us apart from the competition is our seamless combination of community, neighborhood and architectural design.

The key to this project is understanding how adaptation of land for re-development is influenced by its environment. We propose to assign a team of planners, urban designers, landscape designers, and architects to the project in a collaborative setting with the City of Newport Beach team members to create, test and refine concepts in an approach that emphasizes *research, teamwork* and *response*.

By *research*, we mean we will examine appropriate precedents and analogs, regionally and locally, develop an understanding of the physical, market, and economic context, as well as the vision and expectations of the City of Newport Beach. This physical setting is an exceptional one. Developing neighborhoods and building designs that are sensitive to local environmental conditions will be a primary goal for our Team. We believe that by implementing specific environmentally-sensitive site design and classical architectural design strategies, we will move closer to a balance between this unique setting and the needs of the community.

Early in the process, the planning and design efforts will demonstrate an ecological awareness and respect for the land and its climactic influences. The planning will also focus on the relationships between existing neighborhood and project-wide open space programming. While contributing to the overall fabric of open space, this new neighborhood will also provide the residents and visitors unique recreational and

leisure opportunities such as plazas and open space features that will provide active and passive recreational amenities for the residents.

JZMK Partners will draw upon the historic and heritage values of the region which will guide the selection and development of architectural styles to create interpretations of the characteristics and styles identified by the City of Newport Beach. Our team's involvement in luxury apartment communities and various commercial projects gives us a strong foundation in the understanding of many of the community precedents and architectural styles available to the re-development in Newport Beach, while blending those styles with environmental sensitivity. Our efforts will focus on incorporating the architectural diversity, massing, detailing, and richness that make the region unique, while implementing site-appropriate green building and environmental principles and techniques.

By ***teamwork***, we mean just that— planners, designers, architects, conservationists, sustainability consultants, economists, engineers, City of Newport Beach's staff, stakeholders, and public agencies— working in collaboration at the onset of the project. We fundamentally endorse bringing together key players from the Team as one of the primary steps in our process. This is crucial to launch the process of sharing existing project data, brainstorming ideas, shaping goals and objectives, defining the “vision” or “big ideas”, and real-time evaluation of alternative neighborhood design and housing design concepts. Through this process, immediate feedback from the entire team will enable the project to get off to a common start, with a unified mission for all participants. This focus has been practiced by JZMK Partners many clients and projects, and is highly regarded.

Additionally, because of our involvement in community planning, master planning, and neighborhood design, we are keenly aware that an integral part of the process is the planning and architectural staff working side by side to understand the issues and create the best solutions. The building designs must respond to the concepts and philosophies generated in the community site plan, and our team approach emphasizes close collaboration with the City of Newport Beach to achieve these objectives.

By ***response*** we mean that our work will respond to the goals and objectives set forth by the City of Newport Beach's team within in order to establish this community as the premier model of exceptional, livable neighborhoods, dynamic retail centers and the best in residential housing. Our strategies and approach to problem-solving focus on creating successful, dynamic, timeless neighborhoods while facilitating a process that assures the highest quality of architectural design in a cost-effective and timely manner, all while maintaining environmental sensitivities.

JZMK Partners will commit the necessary resources to complete the assignment in the time frame specified herein and intend to add value, depth, flexibility, and unity to the project and are committed to successfully implementing the City of Newport Beach's vision for this re-development project. Our resume demonstrates experience and

dedication to these project types and we will commit the full breadth of our resources to ensure performance and success. These types of projects are important investments in our firm's future and important personal and professional goals for the members of our team.

#### **IV. Conceptual Financial Approach**

The Shopoff Group and The Wolff Company have a strategic relationship that will combine our financial abilities and resources to develop the proposed project. This property fits within our strategic plan for expansion within the Southern California market. The Shopoff Group and The Wolff Company intend to utilize discretionary funds that are available to both firms for the equity component of this project. We would intend to obtain construction funding from a commercial bank at approximately 50 to 60% of the development budget, with equity covering the balance.

As part of the financial underwriting the team will endeavor to optimize the site plan providing for an economically viable project that fits with the goals and objectives and the city and the surrounding neighbors. We feel the project scale of 99 units coupled with up to 15,000 square feet of retail will provide an opportunity for a viable development.

Upon successful construction and stabilization, our team would intend to place permanent financing on the property and hold for long term operating cash flow. This is an opportunity to own a newly developed asset in an almost impossible location to replicate.

#### **V. Appendices and Attachments**

JZMK Bio's / Projects & Letters

## TEAM PROFILE

Eric Zuziak, AIA, LEED AP  
PRINCIPAL, DIRECTOR OF DESIGN

ezuziak@jzmkpartners.com

J Z M K  
P A R T N E R S



Eric Zuziak completed his architectural internship at Richardson Nagy Martin from 1984 to 1991. He became a licensed architect in 1991. During that period he designed many award winning residential projects. In 1991 Eric joined Dorius Architects as Director of Design where he supervised all architectural design activities at the firm. The firm later became JBZ Architecture and Planning in 1994, then later JZMK Partners in 2005. His primary responsibilities include the direct supervision of all architectural design activities at the firm, as well as business development and client relations.

He brings over twenty five years of design expertise to the firm. His designs have been published in numerous magazines and international professional journals. Eric has served as Principal-In-Charge for numerous projects including custom homes, multi-family projects, mixed-use developments, urban infill projects, residential high rises, resorts, senior communities, golf clubhouses, and a city hall. His designs have won national and international recognition with awards including the AIA Award of Merit, the Gold Nugget Award, the Builders Choice Award, the NAHB Nationals Award, and the MAME Award.

Eric speaks extensively at a number of conventions and conferences including the ULI, PCBC, NAHB, and the BIA, on subjects ranging from trends in residential architecture to high density urban infill design solutions. He has also served numerous times as a judge for the PCBC Gold Nugget Awards program.

Eric studied architecture at the University of Southern California School of Architecture, and is a licensed architect in California and Hawaii. He is a member of the American Institute of Architects, and is NCARB certified. He is also a member of the US Green Building Council, and is a LEED Accredited Professional. He is active in fund raising efforts for the American Cancer Society, the YMCA, and Laguna Beach School Power. He is an avid surfer and volunteered as coach of the Thurston Middle School surf team, in Laguna Beach.

## TEAM PROFILE

Wais Ali

ASSOCIATE, DIRECTOR OF DESIGN

wali@jzmkpartners.com

J Z M K  
P A R T N E R S



Wais Ali brings more than 27 years of architectural design experience to a highly skilled team of professionals with the goal of providing innovative solutions to JZMK Partners' notable clientele. He is an integral team member, responsible for establishing and nurturing design concepts from inception to completion.

Mr. Ali received his Master of Architecture from Moscow University, Moscow Russia in 1980, at which time he joined Graphic Design Studio located in Hamburg, Germany. In 1988, he joined The Hill Partnership and was responsible for the next five years for design, production, space planning, and presentation of Commercial, Health Care and Educational projects. He then worked for WATG as a Senior Designer, where he was involved with entertainment architecture and hotel resort through Asia, Middle East, Africa and Europe.

Wais joined JZMK from Teller Manok Architects (TMA) where he was the senior designer/ project manager for Barefoot Landing Resort, in North Myrtle Beach, South Carolina, several House of Blues projects, including studies for a House of Blues Hotel in London, England, as well as restaurants for both Todd English and Greg Norman.

Mr. Ali is an articulate architect with over 27 years of specialized experience in the design of Hospitality, Resort and Residential Housing throughout the U.S., Europe, South America, Middle East, and Africa.

## TEAM PROFILE

Simon Hibbert

ASSOCIATE, SENIOR PLANNER

shibbert@jzmkpartners.com

J Z M K  
P A R T N E R S



As a Senior Planner, Simon leads a team of junior and intermediate designers and planners on a variety of project types. Having worked in the Urban Design and Planning Studio for seven years, he recently became an Associate at JZMK Partners. With extensive experience in vertical mixed-use and infill development both domestically and internationally, Simon works as a bridge between the Architecture, Design, and Urban Design & Planning studios. He is often involved in the exploration and creation of new and innovative housing types, with a strong interest in the integral bond between architecture and site planning.

Able to combine a love for design and travel, Simon has lead team charrettes for master-planned projects in China, Turkey, and Jordan, as well as in California, Texas and Arizona. Locally, his involvement in design workshops and community meetings have lead to unanimous city council approvals on challenging urban infill developments in Southern California.

Simon is a member of the Urban Land Institute, and enjoys participating in charity-builds for homes in Mexico. He is fluent in Spanish, and holds a Bachelor of City & Regional Planning from Cal Poly University in San Luis Obispo, California.



## TEAM PROFILE

Robert Good, AIA

ARCHITECT

[rgood@jzmkpartners.com](mailto:rgood@jzmkpartners.com)

J Z M K  
P A R T N E R S



As an Architect and Senior Project Manager, Robert leads a team of designers and planners on a variety of project types. Bob's passion for detail, commitment to projects, schedule, and budgets is recognized and appreciated by clients. He is a flexible and versatile leader who is able to motivate and energize project teams to achieve optimal production efficiency while maintaining the highest design quality.

Some of the more recent projects Bob has recently managed in our office include the Mayfield Multi-Family project in Mountain View for William Lyon Homes, and several other single family and mixed-use projects. He also leads teams working on projects in the United Arab Emirates, China, and other locations around the world. Prior to joining JZMK Partners, Bob was the team leader on the Winn Encore high-rise Resort / Casino in Las Vegas, a 2,034 key hotel tower and Sky Casino.

Bob has extensive experience working on complex and challenging projects where he has exceeded client expectations. His technical expertise is invaluable, and he oversees technical drawings to make sure standards are followed, and drawings are code compliant. Working closely with his teams, Bob is respected and a mentor to those he leads.

Mr. Good holds a Bachelor of Architecture from Southern California Institute of Architecture (Sci-ARc). He is a licensed architect in the state of California, and a LEED Accredited Professional.

## EXPERIENCE

# CONCERTO LOFTS

Los Angeles, California

Warmington Homes

PROJECT TYPE: Urban Lofts

TOTAL AREA: Site Area 1.64 Acres; Homes 850-2,500 SF (78-232 SM)

DENSITY: 54 DU/AC

COST/SF: \$186/SF

**J Z M K**  
P A R T N E R S



## AWARDS

### 2011 GOLD NUGGETS:

"Multi-Family Housing Project

- 4 to 6 stories (Sale or Rent)"

"Residential Project of the Year

- Attached Product in an Urban Setting"

On a prominent site in Phase I of Playa Vista Master Plan within the City of Los Angeles, Concerto Lofts consists of 89 units of for-sale condominiums over one level of subterranean parking. The project offers townhomes, loft-style flats and penthouse units with mezzanine lofts. Located along Pacific Promenade across the street from centrally located Concert Park, many units have deep patios and balconies facing the urban park for enjoyment of weekend outdoor concerts. The project is articulated as three distinct courtyard buildings that are similar in style yet are differentiated by individualized architectural elements - such as material, detail and color. As a component of the Playa Vista pedestrian circulation system, a public pedestrian path separates two of the buildings and leads to the Concert Park.





## EXPERIENCE

### THE LOFTS AT 360°

Hawthorne, California  
William Lyon Homes

**J Z M K**  
P A R T N E R S

PROJECT TYPE: Urban Infill Community  
TOTAL AREA: 1,135-1,810 SF (105- 168 SM) UNITS: 122 DENSITY: 24-25 DU/AC COST/SF: \$134/SF



JZMK Partners was directed by the builder to provide high quality, market-rate housing for an ethnically diverse population. Introducing a multi-family solution to a traditionally single-family based city, JZMK created an organized, efficiently-planned community that will improve as it matures. It was important to educate the community, as well as the surrounding communities, regarding the aspects of multi-family housing and high-density programs, different than they have seen in the past. A mix of home sizes and design orientations appeal to a variety of home buyers, and tree-lined streets create a pedestrian-friendly neighborhood. The community also features a large central urban green resort-style recreation club.

## AWARDS

### 2011 GOLD NUGGETS:

- "Residential Project of the Year"
- "Infill, Re-Development or Rehab Site - up to 5 acres"
- "Multi-family Housing Project - up to 3 stories (for sale or rent)"



## EXPERIENCE

### ESPLANADE

Playa Vista, Los Angeles, California  
Standard Pacific Homes

PROJECT TYPE: Urban Condominium  
TOTAL AREA: 226,270 SF DENSITY: 40 DU/AC UNITS: 85

J Z M K  
P A R T N E R S



This condominium project is located in the city of Los Angeles, a component piece of the Playa Vista master plan. It is sited on the eastern edge of Concert Park along Pacific Promenade, located in Phase I of the development. With a projected construction cost of \$28.3 million, the average cost per square foot was \$125. The program consists of 85 units of for-sale condominiums—both townhomes and “loft”-style flats. Unit square footages range from 892 SF to 1,714 SF. Parking is served by a one-level subterranean parking garage. The buildings are formed around intimate open interior courtyards, with their architectural style derived from early twentieth century examples of the classic California Spanish architecture of Los Angeles.





## EXPERIENCE

# BELLA PACIFICO

San Diego, California

Thomas Chen & Associates

PROJECT TYPE: MIXED-USE MID-RISE BUILDING

TOTAL AREA: Gross Floor Area 162,946 SF / 15,138 SM

Lot Size ± 33,000 SF / 3,066 SM

DENSITY: 95 D.U / A.C

**J Z M K**  
P A R T N E R S



Mixed-Use Building includes Multi-Purpose Room, Media Room, Library, Gym and Roof Deck Spa, BBQ Bar and Sitting Area.

8 Stories plus 1 Basement Parking: 1 level basement parking; Ground level is Retail and Parking, 7 Levels of Condominium Units and Amenities.

The site is bounded by Pacific Coast Highway, Marina Inn & Suites, California Street and the parking lot of the Marriott Residence Inn.



## EXPERIENCE

# 514 MORSE ST APARTMENTS

Oceanside, California  
Shopoff Group

PROJECT TYPE: Single-Family Attached  
TOTAL AREA: 2.36 AC 72 UNITS DENSITY: 30.5 DU/AC  
UNIT SIZES: 600 S.F. - 1,391 S.F. (1, 2 + 3 BDR Units)

**J Z M K**  
P A R T N E R S



This 3-story loft-style Apartment Building offers a contemporary and urban lifestyle within the city of Oceanside, California. The site is located within a couple of blocks from the Pacific Ocean and offers spectacular views of the second and third level units.

Each of the buildings offers a variety of units; ranging from 1BR Bachelor Units to 3 BR Units featuring Gourmet kitchens. Unit sizes range from 600 S.F. – 1,391 S.F.

The building provides enclosed parking on (2) sides of the building, facing the interior of the project. Ground level units are oriented facing the public realm, creating a pedestrian friendly environment.





## EXPERIENCE

### FORT MYERS

Fort Myers, Florida  
WCI Communities, Inc.

PROJECT TYPE: Multi-use Downtown Redevelopment

TOTAL AREA: Site Area 5.6 Acres; Retail Space 40,500 SF UNITS: 250 Condominiums; 250 Hotel Rooms

J Z M K  
P A R T N E R S



The WCI TEAM envisions a vibrant and diverse mixed-use community for the Downtown Fort Myers Waterfront Redevelopment. This community will incorporate residential, retail, a boating community, and several parks and meeting spaces open to all citizens of and visitors to Fort Myers. The design creatively incorporates parking garages into the core of the buildings. The garages will be wrapped by retail and housing components, screening the sight of the garages from public view.





## EXPERIENCE

# PACIFIC AND 3<sup>RD</sup>

Long Beach, California  
City Ventures

PROJECT TYPE: Mixed-Use

SITE AREA: 1.2 AC      61 UNITS      DENSITY: 51 DU/AC      COMMERCIAL SPACE: 2,000 S.F.

J Z M K  
P A R T N E R S

This proposed Mixed-Use project is located in the heart of Downtown Long Beach, situated between the East Village Art District and Ocean BLVD.

The program suggests an array of 4-story buildings over 1-and-2-stories of subterranean parking. The ground level comprises of approximately 2,000 S.F. of commercial retail (restaurants and community room).



The residential units are a mix of lower Flats (19) and upper Townhomes (42) and range between 1,245 - 1,770 S.F. The upper Townhomes enjoy large roof terraces with views of the surrounding neighborhoods.

Carefully selected landscape materials are introduced to create intriguing spaces that will be utilized for recreational purposes on the ground level.





## EXPERIENCE

### 40 DU/AC PROTOTYPE

PROJECT TYPE: Apartments  
TOTAL AREA: 3.36 ACRES  
UNITS: 1, 2 + 3 BDR UNITS  
UNIT SIZE: 505 S.F. - 1,448 S.F.

**J Z M K**  
P A R T N E R S



This unique Prototype was developed to offer high density solutions to urban infill sites. Each of these loft-style buildings offers 33 units that range from approximately 505 S.F. (1BR) to 1,448 S.F. (3 BR).

In order to achieve the desired 4-sided Architecture within the budget, it was decided to conceal the parking within the building configuration (on grade), rather than developing a subterranean solution.

The building style is contemporary but can be designed in any other architectural style desired.



## EXPERIENCE

# ONE MISSION AVENUE

Oceanside, California  
CityMark Oceanside, LLC

PROJECT TYPE: Multi-Use Downtown Redevelopment  
TOTAL AREA: 5 City Blocks

**J Z M K**  
P A R T N E R S



Poised between the tourist-generating Strand and the heart of downtown Oceanside, One Mission Avenue consists of five city blocks ready for urban revitalization. Currently vacant surface parking lots, the project site surrounds Mission Avenue, the main thoroughfare that links downtown to the beach. One Mission Avenue will incorporate a variety of shops, restaurants, and residences to focus on a vibrant, pedestrian-scaled street scene. With its initial community workshops beginning in late 2005, One Mission Avenue is being collaboratively crafted with the help of the community, city, the developer, and design professionals. With construction projected to begin in 2008, One Mission Avenue will ultimately be surrounded by mid-rise hotels, time-shares, and other urban loft developments. The design focus incorporates the city's Walk-able Communities movement and will feature a variety of architectural massing and style, reflective of its regional context.





# EXPERIENCE

## ONE MISSION AVENUE

Oceanside, California  
CityMark Oceanside, LLC

PROJECT TYPE: Multi-Use Downtown Redevelopment  
TOTAL AREA: 5 City Blocks





## EXPERIENCE

# ONE MISSION AVENUE HOTEL

Oceanside, California  
CityMark Oceanside, LLC

**J Z M K**  
P A R T N E R S

PROJECT TYPE: MIXED USE URBAN INFILL HOTEL

TOTAL AREA: 1.02 AC    HOTEL KEYS: 124    RESIDENTIAL UNITS: 39    RETAIL: 9035 SF



This full city block mixed-use development is a component of a larger Urban Master Plan for the redevelopment of five city blocks within the downtown urban core of the City of Oceanside. The program requires a 124 unit hotel as part of the master plan. This seven-story building combines uses of retail, restaurant, hotel, residential lobbies and parking entry at street level. The hotel rooms are located at levels 2-4, and the residential units are located at levels 5-7.

All parking is subterranean at three levels below grade. Street level uses are pedestrian oriented, human scale, and reinforce the pedestrian character of this eclectic urban main street beach town environment.





# CITY OF TRACY

## Finance and Administrative Services Department

333 Civic Center Plaza  
Tracy, CA 95376

Telephone: (209) 831-6800  
Fax: (209) 831-6848

May 14, 2008

To Whom It May Concern:

The City of Tracy moved into its brand new City Hall on April 2, 2007. Now, a year later, we are still receiving compliments. Beautiful, fantastic, gorgeous, and stunning are often used to describe the building. We were fortunate to have obtained an architect that understood the character of our community and designed a building to reflect it. That architect was JZMK Partners.

The City started the design of our new City Hall and Civic Center update with another architectural firm several years before we were introduced to JZMK. Although that architect conducted various focus group meetings to get a sense of community desires, vision and expectations, each rendering they offered did not resonate with us. Their ideas did not capture the character of our community. It was frustrating. But then a person well respected in our community for development project design, introduced us to JZMK Partners. JZMK quickly produced an artist rendering for the project that captured 100% of what we had been trying to communicate to our original architect. Needless to say, the first firm was terminated and JZMK was hired.

We worked with JZMK to develop project specifics while holding firm to the artist rendering. The final project looks virtually identical to that very first artist rendering they supplied to us. This was important to actually deliver a functional building that stayed true to the architectural elements we were initially shown.

Our project included the construction of a new City Hall including staff offices, public meeting rooms, a grand lobby, and City Council meeting chambers, plus a new Civic Center park and related parking and roadway improvements. The new City Hall and revised Civic Center anchors the east end of our beautiful and historic downtown district. I describe our new City Hall as main street America meets California mission meets Philadelphia town hall. Simply stated, it reflects our community and our identity.

I also enjoyed working the JZMK architects during the construction of the building and they worked well with the general contractor to ensure a project that will be a source of community pride for generations to come.

Sincerely,

Zane H. Johnston  
Finance & Administrative Services Director  
City Hall/Civic Center Project Manager





## William Lyon Homes, Inc.

May 12, 2008

To Whom It May Concern,

This letter is being written on behalf of Eric Zuziak and the entire JZMK team. In my capacity at William Lyon Homes I have had the opportunity to work with Eric and JZMK over the past 8 years. We have enjoyed much success in partnering with them on numerous design competitions, which have resulted in the acquisition of over 1,000 units and the development of over 500 units within this period of time. The most recent of these opportunities began in 2005 with the land planning and architectural design for a heavily contested 40 acre, 625 unit infill site in the heart of the South Bay area of Los Angeles. The innovative contemporary designs of both the residences and extensive common area buildings and grounds were instrumental in helping us to successfully acquire this property in 2006. JZMK was an integral part of the development team for the planning, as well as the marketing of this unique master planned community. Their insights into our buyer profile in this urban setting helped to establish and implement the vision of this project.

I would say the JZMK is the most creative architect that I have worked with in my fourteen year career in this industry. Their talent is evident in all aspects of the design and development process. One true test of their creative ability is to design and problem solve "on the fly". I have been in many design meetings with Eric in particular when we have encountered a significant design problem, which as we know is inherent in the process. Eric will temporarily disengage from the discussion and re-enter the picture with the solution. I think that speaks for itself.

We have an excellent working relationship with all aspects of their organization, which is a testament to their focus on serving their clients needs. I have seen them strengthen their production side of the business over the years and they have a good team of individuals that are detailed orientated and that produce good, quality working drawings. In addition, their commitment and field support in this area is strong.

We have found an excellent partner in JZMK and we plan to foster that relationship in the future. I strongly recommend their company for your architecture and land planning needs. If I can provide you with any other insights please do not hesitate to call me at 949 476-1361.

Sincerely,

Carl Morabito  
Division President  
Orange County/Los Angeles



# IRVINE COMMUNITY DEVELOPMENT COMPANY

An Affiliate of THE IRVINE COMPANY

**Robert N. Elliott**  
Group Senior Vice President  
Urban Planning and Design

May 14, 2008

To Whom It May Concern:

I have had the pleasure of working with JZMK Partners on a number of successful projects over the last twenty years. The Irvine Company has worked with the firm and its predecessor firm, Dorius Architects, for over 40 years. Together we have developed project types such as residential master plans and design guidelines, architecture and LEED sustainability studies. Their vision, creativity and diverse talents have produced strong design solutions for our communities.

The firm utilizes a collaborative approach to problem solving, effectively leveraging the talents of diverse consultant teams in achieving high quality results. Over the last ten years their firm has diversified by providing architectural design solutions for civic buildings, high-rise, mixed use-urban redevelopment projects, and office buildings for both domestic and international clientele.

We are happy with the level of service and creativity we have received from JZMK Partners and look forward to a continuing professional relationship with them. I would recommend them for projects you may have under consideration.

Please feel free to contact me should you have any questions.

Sincerely,

Rob Elliott

Kathy Baker  
Redevelopment Manager  
City of Oceanside  
300 N. Coast Highway  
Oceanside, California 92054

Eric Zuziak, AIA  
Principal, Director of Design  
JZMK Partners  
131 Innovation Drive  
Suite 100  
Irvine, CA 92617

Dear Mr. Zuziak,

I am writing today on behalf of the City of Oceanside to thank you and your team for an outstanding effort on the One Mission Avenue public outreach and design process. The series of public outreach meetings, led by JZMK Partners, proved to be a successful method in gaining an understanding of our residents' desires, concerns, and creative ideas for the five-block downtown redevelopment area. Your team consistently demonstrated a well-organized, knowledgeable, and ready-to-listen approach to the workshops, which generated great praise from the public.

JZMK Partners played a key role in the public/private interaction to get One Mission Avenue designed and approved by the City Council. Your team's patience and ability to listen well during our numerous review meetings led to a thorough understanding of our zoning and redevelopment codes and how to best interpret them for design success. The attention to detail allowed for great design innovation while adhering to a challenging set of development regulations.

Finally, I would like to thank JZMK Partners for their efforts in creating design solutions that are both intriguing and contextual to our special character of Oceanside. Through careful study of the city and its surroundings, your design team was able to capture the essence of what we feel makes Oceanside great, and combine it with the expertise of top quality architectural design. I look forward to our continued working relationship on future ventures.

Sincerely,

Kathy Baker  
Redevelopment Manager



# 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: The Wolff Company & The Shopoff Group

ADDRESS FOR NOTICES: 2 Park Plaza, Suite 700  
Irvine, CA 92614

MAIN CONTACT (NAME AND TITLE): Tim McSunas | Chief Investment Officer

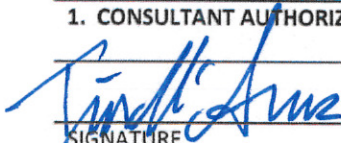
CONTACT NUMBERS: TELEPHONE: 949-417-9945 FAX: 949-417-1399

E-MAIL ADDRESS: tmcsunas@shopoff.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):

	<u>TIM MCSUNAS</u>	<u>CHIEF INVESTMENT OFFICER</u>	<u>11/20/12</u>
SIGNATURE	PRINT NAME	TITLE	DATE

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

- Proposer's Bylaws/ Operating Agreement Section \_\_\_\_\_  Copy Attached
- Board Resolution  Copy Attached
- Corporate or Business and Professions Code\*\*

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

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

## ATTACHMENT B: STATEMENT OF DISCLOSURE

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

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

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

I, The Shopoff Group [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.):

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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

Tim McSuhaks

Signature Date

TIM MCSUHAKS - CHIEF INVESTMENT OFFICER

Printed Name and Title

[ 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, \_\_\_\_\_ [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.):

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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

---

*Printed Name and Title*

*[ 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, ANASTACIO MARTINEZ [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.):

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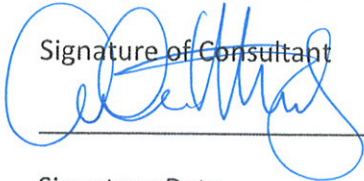
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The foregoing certifications are true and correct. I make this certification under penalty of perjury under the laws of the State of California.

Signature of Consultant

  
\_\_\_\_\_

Signature Date

NOVEMBER 15, 2012

Printed Name and Title

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