

Solano Community Development, LLC

A California limited liability company comprised of

KENWOOD INVESTMENTS, LLC

AND

JMA VENTURES, LLC

RESPONSE TO REQUEST FOR QUALIFICATIONS

MARCH 13, 2015

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Solano Community Development, LLC

c/o Darius Anderson
1215 K Street, Suite 1150
Sacramento, CA 95814

March 13, 2015

VIA HAND DELIVERY

Ms. Nancy L. Huston
Assistant County Administrator
County of Solano
675 Texas Street, Suite 6500
Fairfield, CA 94533

Dear Ms. Huston:

On behalf of our respective, local companies—JMA Ventures and Kenwood Investments, and the new limited liability company we have formed, Solano Community Development, LLC (“SCD”)—we are pleased to submit ten hard copies and one electronic copy of our Response to the Request for Qualifications for Development of the Solano360 Fairgrounds Site (the “Site”) in Vallejo, California.

SCD has the resources, experience and vision to invest in, develop and ground lease the Site in an exciting, realistic and visionary way that can comply with and enhance the current Solano360 Plan. As you will see, we have a track record of developing iconic developments in Northern California and our effort for Solano360 will be no less intense.

The County and City’s investment to date is extraordinary and the planning entitlements obtained are attractive. As we move through the process, we would like the opportunity to explore with you creative options to enhance the Site’s Public Purpose Area, Fair of the Future, and Private Purpose Areas so that those entitled uses best match up with the Guiding Principles that will guide our development and current market conditions. We are pleased that the RFQ encourages this type of creativity.

Our plan will create a unique place that serves as a destination in Northern California, at the heart of Six Flags Discovery Kingdom and the confluence of routes to and from San Francisco, Oakland, Berkeley, Sonoma, Napa, Sacramento and the Lake Tahoe region. It will include a mix of complimentary land uses, including extensive open spaces, retail, commercial, hospitality, residential, recreational, civic and educational, that can integrate with one another in an evolutionary and visionary way. Our development, of course, will apply state-of-the-art green principals, including pedestrian/bicycle access ways, enhanced and integrated

transit services and EV charging for anticipated growth into the future. All of our efforts will result in new construction and long-term jobs, estimated in the thousands, be economically sustainable for us and our development partners, and provide new revenues for the City and the County.

Consistent with the requirements of your RFQ, we acknowledge and understand the terms of the RFQ and have received all amendments to the RFQ and the Specific Plan, the EIR, the Development Agreement and Zoning for Solano360.

We are very excited to submit our Response to the RFQ, and we look forward to talking to you soon about the selection process and how we can move forward together.

Very truly yours,

JMA Ventures, LLC



Todd Chapman

Kenwood Investments, LLC



Darius Anderson

II. EXECUTIVE SUMMARY

A. *Development Entity and Qualifications*

JMA Ventures and Kenwood Investments are local companies headquartered in Northern California. We have formed a California limited liability company, Solano Community Development, LLC, who will invest in, develop and manage our vision for the Solano360 Plan.

Our principal partners are Todd Chapman, Darius Anderson, Steven Kay, and Jay Wallace, all of whom have worked together before on such iconic projects as Treasure Island, Sacramento Entertainment and Sports District, Rincon Restaurants in San Francisco, Ramekins boutique cooking school, and the world acclaimed Squaw Valley/Alpine Meadows Year-Round Resorts.

SCD will be capitalized from the collective wealth of our two respective companies, and with additional private capital sourced from some of our past and present investor partners, such as Walton Street Capital, Millennium Partners, Stockbridge Capital and Angelo Gordon & Co. Kenwood Investments' asset value exceeds \$500M and JMA Ventures' exceeds \$1B, each created through a diverse array of privately held assets in retail, commercial, hospitality, restaurant, residential and civic projects.

The principals of SCD have entitled, financed, built and managed some of California's most exciting projects such as Treasure Island (\$1.6B infrastructure plan, scheduled to break ground in 2016), Sacramento Arena (\$700M development plan, currently in progress), Ghirardelli Square (\$60M, 100,000sf mixed use lifestyle retail, commercial, hospitality and residential project completed in 2008) Homewood Ski Resort (\$500M development of lifestyle outdoor activity project, completed in 2008) Rincon Restaurants (\$20M retail development on the San Francisco Bay), The Grove (LA) (\$185M development consisting of over 500,000sf of high-end retail), Ramekins Cooking School and Resort (\$10M gourmet cooking school and resort destination), and Cornerstone Events Center in Sonoma (\$22M Northern California events and retail center. The partners have garnered significant awards for these projects including the Governors Sustainability Award, and AIA Leadership in Sustainability Award.

Todd Chapman, President and CEO of JMA Ventures will be the Co-Manager of SCD. Todd will have day-to-day responsibility for SCD.

Darius Anderson, CEO of Kenwood Investments, will also be a Co-Manager of SCD. Darius will have day-to-day responsibility for SCD.

Jay Wallace will be SCD's development manager with day-to-day responsibility for working with the City and the County on development issues, and he will report directly to SCD's Co-Managers.

Steven Kay will be SCD's outside counsel and a key investor.

SCD will leverage JMA Ventures' full business services divisions for accounting, underwriting and projections analysis, finance and treasury services, human resources and record keeping.

More detail on the partner's development experience is found in **Section III.B** of our reply.

B. Solano360 Concept

- *Overview*

SCD understands the County's goals for the Solano360 Project and we are prepared to fully embrace, and enhance if possible, those goals. We believe that the Project's stated goals are directly in synch with our companies' long-term track record and demonstrated success in partnering with local agencies to create iconic, region-serving public entertainment destinations, mixed-use developments and strong public private partnerships. Our past projects have been built on principles of ensuring long-term economic sustainability and results, job creation and enhancing revenue sources for our public partners.

Our projects rely on creating destinations for residents and visitors by providing a mix of retail, commercial, entertainment, residential, hospitality and civic uses for families, extensive open spaces and recreational offerings, and the ability to integrate the Fair of the Future could prove to be a truly unique environment for the Project's success. In addition, the site's proximity to Six Flags Discovery Kingdom and transit provide additional backbone to help ensure long-term economic sustainability. Finally, we understand the desire for large shared public parking, and we'll look forward to discussing with you ways to maximize parking needs and commitments, while minimizing its costs and impacts.

In addition, SCD will seek to explore with the County and City ways to enhance the Project. This will be an iterative process as we get selected and into the Project with you, but we believe given current economic conditions that there may be opportunities to appropriately enhance the Project over time.

- *Description of types of businesses.*

We envision have a variety of uses such as retail and commercial uses that are akin to the Emeryville Station, Santana Row or the Petaluma Outlet Mall. Within these

uses would be retail food, beverage, clothing and life style options, sporting goods and outdoor activity functions and the like.

Retail uses that we envision would include a shopping and entertainment center that would provide a destination for the approximately 1.5 million people who live within 20 miles of the site. The center would be populated by a variety of options. We are considering a larger department store as an anchor which would provide residents with a much closer option for many of their needs than currently exists. Smaller boutique retailers would also be highlighted to provide additional attractions for nearby residents.

The center would also be home to dining options that would appeal to residents and visitors to Discovery Kingdom and a new water park resort and/or regional competitive sports program. These onsite restaurants would be a mix of large, family friendly operations and smaller, local options that capture the “fresh” ethos of California dining.

The center would also contain entertainment venues to capture excess demand from Discovery Kingdom and the water park. These entertainment venues could include a movie theater, laser tag, or other similar activities. Recent multi-use retail developments have added up to 23 permanent jobs per 10,000sf in addition to hundreds of part-time jobs created during construction.

Our recreational and outdoor experience uses would include a water park / resort in the vein of a Great Wolf Resort, and/or a regional competitive sports program. The closest water park currently to the Solano 360 site is 20 miles away and it does not provide any onsite lodging options. The nearest regional competitive sports program is also many miles away. Our family and regional resort offering would become a preeminent destination for “staycations” for families who want to get away from home, but would prefer to avoid getting on a plane. Studies done for recent similar developments sites have indicated that customers will drive three to four hours to stay at these types of resorts. The Solano 360 site is within a three hour drive (~200 miles) of a population of more than 14 million people, providing a very robust target area for guests. Recently constructed large water park/resorts of this manner have created upwards of 600 jobs, 60% of which are full-time.

A large water park resort would also provide excellent synergy with the adjacent Six Flags Discovery Kingdom with an ability to leverage and improve the significant parking and transportation resources already in place . Discovery Kingdom currently suffers from a lack of both water based attractions as well as any significant onsite lodging that could attract multi-day and destination visitors. The addition of a water park resort with capacity for overnight guests would make for an unparalleled attraction as visits to the water park, Six Flags, and the Napa/Sonoma region could easily be combined into one trip, providing entertainment and activities for the whole family and generating substantial

additional revenue capture for the County (ie sales taxes, transient occupancy taxes and increased property taxes).

The “Fair of the Future” concept envisioned in the current plans would become a year-round venue for traditional fair uses and innovative and cutting edge new technology. We envision a “secondary” Expo center that could be used not only to host some of the conventions and fairs that currently use the site, but also provide an attractive alternative to urban convention centers in San Francisco and Oakland and older locations currently in use such as the Cow Palace. The Expo center would house multiple exhibit halls that could be combined for large gatherings, and ample outdoor space to take advantage of the picturesque surroundings. Similar secondary centers in other metro areas have hosted over 100 events per year with over 500,000 attendees and can support almost 400 full and part time jobs. The center would look to make use of technology advances currently in use at similar venues, such as the Portland Expo Center’s living storm water green wall. The green wall is a 30 x 60 ft structure that not only reduces storm water runoff, but treats it before any of it reaches waterways. This reduces the amount of runoff that reaches water ways which is a big benefit for an expo/fairground site with ample parking that may run up against impervious coverage issues.

Additionally, SCD will partner with Another Planet Entertainment, LLC, a Bay Area icon in the field of promoting and managing live entertainment events, to bring regular outdoor music and cultural events to the site. Another Planet is the exclusive promoter for the Greek Theatre an 8,500 capacity outdoor amphitheatre in Berkeley, the Fox Theatre, a 2,800 capacity historic theatre, the 8,000 capacity Lake Tahoe Outdoor Arena and has successfully been producing the very successful Outside Lands and Treasure Island Music Festivals for the past 7 years. Another Planet has promoted over 3,000 events since its inception some 12 years ago, featuring such artists as Paul McCartney, James Taylor, Elton John, Neil Young, Arcade Fire, Tom Petty & the Heartbreakers, Dave Mathews Band, Metallica, Kanye West, Robert Plant, Kenny Chesney and Simon and Garfunkel. Another Planet has won numerous awards for its expertise, community relations and sustainability measures.

The Solano 360 site offers an opportunity to attract these types of top quality musical acts to an outdoor site that is much closer to the Bay Area’s population centers and without the scheduling and traffic issues of the East Bay’s current outdoor venue, the Concord Pavilion, or other outdoor amphitheaters such as the Shoreline Pavilion. Rather the Solano360 site could quickly become a rival of the Greek Theatre at UC Berkeley. Impact reports prepared for similar outdoor music amphitheaters have estimated the creation of nearly 300 permanent new jobs.

Finally, SCD will construct and sell or operate at least 50 housing units. Given the significant change in the Bay Area economic and housing climate since the original planning for the Solano360 site was completed in 2010, we would appreciate the opportunity to explore and engage with the City and the County on creating more

housing units in a mixed use pedestrian friendly format, with the full understanding that such a change could require new and additional environmental review.

- *Estimate of jobs created.*

SCD has not completed a thorough fiscal analysis at this time. That being said, based upon our experience on other large mixed use projects we would envision that approximately 1,200+/- short term construction and ancillary jobs would be created during the entire phasing of the construction of our project. This estimate is based on prior experience where approximately 12-15 new construction and ancillary jobs have been created for each \$1,000,000 expended in construction and ancillary investments. Long-term jobs would be estimated at approximately 1,500 full and part-time jobs.

- *Approach to meeting the Solano360 Specific Plan vision, goals, objectives and policies*

SCD seeks to be the County and City's private sector partner to invest in the Solano360 project leading to our development of a fully integrated, sustainable development that includes the Private and Public Purpose Areas. We understand the County and the City's goal to create Private Purpose Areas, including a "Fair of the Future", create a long-lasting and sustainable regional destination and to achieve positive net revenues to support the Public Purpose Areas.

Our Co-Managers will be involved on a day-to-day basis, and our development team will provide regular contact with the County, City and regulatory agencies to complete our project.

We believe we can accomplish these goals because your goals are identical to ours.

- Establish a unique place with an unmistakable identity that serves as a destination for visitors and nearby residents.
- Create a mix of land uses including retail, commercial, hospitality, recreational, residential and civic uses.
- Develop a "Fair of the Future" that innovates, creates and provides a long-term place for traditional and non-traditional uses.
- Integrate and embrace Six Flags Discovery Kingdom and other Vallejo assets such as the area's waterfront.
- Be a leader in sustainability.
- Ensure that our project is economically feasible, creates new jobs and creates new revenues for the project and the County and City.

We are also comfortable with the plan's proposed phasing plan, although we will try to bring more of the Private Purpose uses forward so that more than approximately

12 acres of entertainment and commercial uses and the 50 (or more) housing units can be constructed in the first phase.

SCD is also generally comfortable with the plan's Public Facilities Financing Plan ("PFFP"), as the partners have extensive experience in public financing issuances and finds the methodology used in the PFFP to be consistent with prevailing practices. That said, as the RFQ acknowledges the assumptions are based on 2012 estimates and as such, the estimates and financing will need to be revisited by SCD upon selection.

III. STATEMENT OF QUALIFICATIONS

A. *Development Team Description and Description of Specific Roles.*

JMA Ventures and Kenwood Investments have formed Solano Community Development, LLC (SCD”) a California limited liability company, who will invest in, develop and manage our Solano360 Project.

Our principal partners are Todd Chapman, Darius Anderson, Jay Wallace and Steven Kay, Esq., all of whom have worked together on such iconic projects as Treasure Island, Sacramento Entertainment and Sports District, Rincon Restaurants in San Francisco, boutique cooking schools and farm to table leisure venues, and the world acclaimed Squaw Valley/Alpine Meadows Year-Round Resorts.

Todd Chapman, President and CEO of JMA Ventures will be the Co-Manager of SCD. Todd will have day-to-day responsibility for SCD. Mr. Chapman will have decision-making authority for SCD. He can be contacted at (415) 546-7766 or via email at tchapman@jmaventuresllc.com. Mr. Chapman’s permanent mailing address is 120 Sansome Street, Suite 1200, San Francisco, CA 94104.

Darius Anderson, CEO of Kenwood Investments, will also be a Co-Manager of SCD. Darius will have day-to-day responsibility for SCD. Mr. Anderson will have decision-making authority for SCD. He can be contacted at (916) 443-8891 or via email at dwa@platinumadvisors.com. Mr. Anderson’s permanent mailing address is 1215 K Street, Suite 1150, Sacramento, CA 95814.

Jay Wallace will be SCD’s development manager with day-to-day responsibility for working with the City and the County on development issues. Mr. Wallace will report directly to the Co-Managers.

Steven Kay will be SCD’s general counsel and a key investor.

As the Co-Managers of SCD, Mr. Chapman and Anderson are duly authorized to make decisions and bind SCD. They will make decisions unanimously for SCD. Mr. Chapman and Anderson will both be responsible for all aspects of the project, including development, construction, financing, leasing, managing, and other required project activities. Simply stated, the “buck stops” with our Co-Mangers.

The principals of SCD have all worked together on a variety of projects over the last decade.

B. *Development Experience*

Design and Planning Experience

Please see appendix for selected Case Studies

Sacramento Arena Project

- Situated on 17 acres centrally located in Downtown Sacramento between the State Capitol, Capitol Mall offices, the Convention Center, and Old Sacramento, the Sacramento Arena Project involves designing and planning a 732,000 sf Arena will have a capacity of 17,500 people and host approximately 200 events per year, including 43+ NBA games. It will be the first indoor-outdoor Arena in the nation with a design that features a horseshoe-shaped “upper bowl” and retractable, glass walls that open to the main plaza.
- The Project’s Mixed-Use component includes improvements to an existing 332,000 sf Macy’s store and an entitled 1,500,000 sf of mixed use consisting of 350,000 sf of retail, up to 250 hotel rooms, 475,000 sf of office, and up to 550 luxury residences.
- City entitlements include: Environmental Impact Report and Mitigation Monitoring Program; Development Agreement; New zone ordinance and parcel designations establishing a Special Planning District (ESC SPD); Approval of new Water Supply Assessment Report; Findings of Fact approving the ESC Project including Tentative Tract Map, CUP’s and Arena Site Plan and Design Review; Amendment to Sacramento City Code Section 15.148.815 and Adding Section 15.148.965, Relating to Digital Billboards on City-Owned Lands.
- JMA led the preparation of the environmental impact report for the Project’s mixed-use components and led the negotiations of all REA documents (between the mixed-use project, the arena, and the existing Macy’s).
- JMA will perform the required tasks to complete the required design review process for the initial phase of the mixed-use project.
- JMA negotiated lease terminations and relocations of existing tenants and managed relocation projects to meet overall project deadlines.

Treasure Island Master Development

- Situated in the heart of the San Francisco Bay, Treasure Island Master Development is a 400 Acre redevelopment project initiated by Kenwood Investments, LLC along with its retail and residential partners Wilson Meany, Stockbridge Capital and Lennar Homes.
- The Project has been planned for 8,000 new attached condominium and rental homes, both market rate and affordable, 250,000 square feet of commercial retail uses, 2 or 3 new hotels with a total of 500 new hotel rooms, a ferry terminal, 400 slip marina, 300 acres of active and passive

- recreational and open space uses, a 20+ acre Urban Farm, and all new infrastructure including a new state-of-the-art waste water treatment plant.
- City entitlements include: Certified and finalized Environmental Impact Report and Mitigation Monitoring Program; Development Agreement; new Special Use District zoning ordinance and parcel designations.
 - Kenwood and its partners led the preparation of the environmental impact report for the Project and the negotiations of all City approved agreements.

Ghirardelli Square

- Re-entitle and redevelop existing 100 year old national historic landmark into branded luxury mixed use lifestyle retail and hospitality project.
- \$100m+ project including \$60m seismic upgrade and historic restoration of Fairmont hotel/residence club component of the project.
- 101,000sf across 12 buildings and 283 parking spaces as well as a 53 private residence club branded by Fairmont.
- Worked with existing tenants on exit plan.
- JMA managed in-house all phases of entitlements, parcelization, concepting, design, construction and planning of the project.

Homewood Ski Resort

- Full entitlements for \$500m+ development of a long term ski area master plan located in the West Shore of Lake Tahoe.
- Multiple agency approvals including a vesting tentative subdivision map.
- 75 room luxury hotel plus 224 multi-family residential units.
- Up to 25,000 square feet of commercial space.
- One of only two ski area master plans in the Lake Tahoe Basin.

Rincon Restaurants

- Worked in concert with the Port of San Francisco and San Francisco Redevelopment Agency to develop and activate a key piece of waterfront real estate with the development of the largest single restaurant project in San Francisco.
- Able to navigate key additional stakeholders including community, Bay Conversation and Development Commission and San Francisco Board of Supervisors.
- Created partnership with Kuleto Restaurant Group to develop and operate San Francisco's largest stand-alone restaurant project (estimated \$22 million of gross sales in 2014).
- First ground-up development on north waterfront in San Francisco since construction of the Giant's Pacific Bell Park.

Sonoma Hotel and Cooking School

- Design and plan new 54 room hotel in Sonoma, California and own and operate the world-acclaimed cooking school and resort destination, Ramekins.

- Coordination of entitlements, permits and inspections with all County and City for the successful operation of these two ventures.

Mandalay Bay, The LINQ, Harrah's Rincon

- Coordination of entitlements, permits and inspections with all County and State agencies.
- Coordination of entitlements, permits and inspections with all County and State agencies.
- Addressing and relocation of an endangered species with US Fish & Wildlife; CEQA coordination and mitigation, San Diego County coordination and mitigation.

The Grove (LA)

- Managed all aspects of development of 600Ksf lifestyle retail center. Hired all internal project management staff, managed construction and development process from entitlements to turnover.

8500 Burton Way (LA)

- Managed entitlements of 8500 Burton Way in Los Angeles for eight-story mixed use development.

The Americana at Brand (Glendale, CA)

- Managed all aspects of development of The Americana at Brand 900K sf mixed-use retail/residential center in Glendale CA. Oversaw project entitlements, design, construction, and all pro forma costs.

The Lakes (Thousand Oaks, CA)

- Managed entitlements, design and construction of The Lakes 50K sf retail center in Thousand Oaks CA.

Miramar Hotel

- Managed entitlements and business plan for new 10 acre 202 room beachfront Miramar hotel in Montecito CA.

Financing Experience

Sacramento Arena Project

- Arena - JMA and Darius Anderson worked to secure a group of private investors to purchase the Sacramento Kings NBA franchise and worked with the City of Sacramento to create a public private partnership to build a \$477 million arena.
- The City Council approved a term sheet whereby the City would invest \$255 million into the arena and would work to provide entitlements for 1.5 million square feet of mixed-uses surrounding the arena.
- Mixed-Use - \$240 million phase I project (700,000sf) scheduled to open in the fall of 2016 along with the arena.

- Equity – JMA in partnership with the Sacramento Kings ownership group will provide the majority of the equity required for the first phase of the mixed-use project.
- Debt - JMA is in the process of securing \$100+ million in debt to finance the development of the first phase.

Ghirardelli Square

- Initial \$75 million acquisition and development financing.
- Complex residential, fractional, hospitality, retail and parking structure.

Homewood Ski Resort

- Initial \$75 million acquisition and early phase redevelopment financing.
- Total estimated development cost at full build-out (10+years) of approximately \$500M.

Rincon Restaurants

- Executed highly complex debt and equity capitalization on Port ground lease structure.
- Construction and Project Management Experience.

Sacramento Arena Project

- 18 month construction project beginning March 2016.
- Design team – Rios Clemente Hale and House & Robertson.
- 700,000 square foot redevelopment project
 - 200,000 square feet of redeveloped theatre, fitness, and office uses
 - 500,000 square feet of new construction includes 16-story high rise tower with retail, office, hotel and residential uses
- Approximately 500 stalls of new subterranean parking.

Construction and Project Management

Ghirardelli Square

- Construction from 2004 – 2008.
- Included seismic upgrade of \$10M+
- Original buildings built from 1862 – 1968.
- Key 3rd parties included: Architect – Hornberger + Worstell; Structural Engineer- Rivera Consulting Group, Holmes Culley, Middlebrook + Louie; Interiors – SFA Design; Historical Consultant – Page + Turnbull; General Contractor – Swinterton Builders; Mechanical / Plumbing – ACCO Engineers; Electrical – Dynaelectric; Fire Protection – Allied Fire.

Homewood Ski Resort

- 10+ year master plan build-out with first phase construction start slated for 2016.
- LEED for Neighborhood Development-Gold planning & design.

- Programmed for 75 hotel rooms & 224 multi-family ski-in/ski-out residential units.
- Total of \$280M+ in construction costs including ski infrastructure upgrades of \$30M+
- Key 3rd party consultants include: Masterplanner-Designworkshop; Architect: HKS, Inc.; Structural-Levon Nishkian; MEP-Blum Engineers; Civil-NCE; Geotechnical-Holdrege & Kull

Rincon Restaurants

- Pile supported landfill development on seawall.
- \$20 million + project costs.
- Key 3rd parties: Webcor Builders, Terranova Construction and MBH Architects.

Mandalay Bay, The LINQ, Harrah's

- Construction cost of \$700 million and completed in 18 months
- Construction cost of \$400 million and completed in 24 months
- Construction cost of \$175 million and completed in 28 months

Public/Private Partnership Experience

Treasure Island Master Development

- Situated in the heart of the San Francisco Bay, Treasure Island Master Development is a 400 Acre redevelopment project initiated by Kenwood Investments, LLC along with its retail and residential partners Wilson Meany, Stockbridge Capital and Lennar Homes.
- The Project has been planned for 8,000 new attached condominium and rental homes, both market rate and affordable, 250,000 square feet of commercial retail uses, 2 or 3 new hotels with a total of 500 new hotel rooms, a ferry terminal, 400 slip marina, 300 acres of active and passive recreational and open space uses, a 20+ acre Urban Farm, and all new infrastructure including a new state-of-the-art waste water treatment plant.
- City entitlements include: Certified and finalized Environmental Impact Report and Mitigation Monitoring Program; Development Agreement; new Special Use District zoning ordinance and parcel designations.
- Kenwood and its partners led the preparation of the environmental impact report for the Project and the negotiations of all City approved agreements.

Sacramento Arena Project

- Situated on 17 acres centrally located in Downtown Sacramento between the State Capitol, Capitol Mall offices, the Convention Center, and Old Sacramento
- Project is two city blocks east of Interstate 5 (nearly 200,000 vehicles per day), is served by bus and light rail lines, and is only four blocks from the regional train depot / future multimodal transit center

- The Project's 732,000 sf Arena will have a capacity of 17,500 people and host approximately 200 events per year, including 43+ NBA games. It will be the first indoor-outdoor Arena in the nation with a design that features a horseshoe-shaped "upper bowl" and retractable, glass walls that open to the main plaza
- The Project's Mixed-Use component includes improvements to an existing 332,000 sf Macy's store and an entitled 1,500,000 sf of mixed use consisting of 350,000 sf of retail, up to 250 hotel rooms, 475,000 sf of office, and up to 550 luxury residences
- City entitlements include: Environmental Impact Report and Mitigation Monitoring Program; Development Agreement; New zone ordinance and parcel designations establishing a Special Planning District (ESC SPD); Approval of new Water Supply Assessment Report; Findings of Fact approving the ESC Project including Tentative Tract Map, CUP's and Arena Site Plan and Design Review; Amendment to Sacramento City Code Section 15.148.815 and Adding Section 15.148.965, Relating to Digital Billboards on City-Owned Lands
- Arena - JMA worked with Darius Anderson to secure a group of private investors to purchase the Sacramento Kings NBA franchise and worked with the City of Sacramento to create a public private partnership to build a \$477 million arena
- The City Council approved a term sheet whereby the City would invest \$255 million into the arena and would work to provide entitlements for 1.5 million square feet of mixed-uses surrounding the arena

Rincon Restaurants

- Worked in concert with the Port of San Francisco and San Francisco Redevelopment Agency to launch the first notable (and largest standalone restaurant project in San Francisco) development on the waterfront since AT&T Park was built in 2001
- Able to navigate and obtain complicated, multi-agency approvals from key additional stakeholders including community, Bay Conversation and Development Commission, Waterfront Design Advisory Committee, and San Francisco Board of Supervisors.
- Resulted in the most successful restaurant project in San Francisco history

The partners in SCD have had no involvement with any proposals or contracts with either the City of Vallejo or the County of Solano in County of Solano in the past five years.

**IV.
Preliminary Project Approach**

- General Land Use Allocations. SCD will follow the land use program described in the RFP, except where specific new entitlements are obtained. Accordingly, we anticipate a land use program as follows:

Land Uses/Private Development Areas	Acres	Bldg. Sq. Ft.	Housing Units	Parking Stalls
Entertainment Mixed Use (EMU)	18.8	327,570		804
Entertainment Commercial (EC)	30	TBD		750
Residential (included in EMU and/or EC Acres)			50 (SCD may consider adding residential units at a later date)	
EMU Parking Structure (included in the EMU Acres)		320,000		1,000
SUBTOTAL FOR PRIVATE DEVELOPMENT AREAS	48.8	647,571++	50	2,554
Land Uses/Public Development Areas	Acres	Bldg. Sq. Ft.	Housing Units	Parking Stalls
Fair of the Future	35.2	149,500		775
Creek Park/Open Space	6			
Fairgrounds Channel	17.9			
Transit Center Parking Structure	1.1	121,600		380
Transit Center Bus Docking	1.1			
Shared Public Parking Structure	5	800,000		2,500
Shared Public Surface Parking	19.7			1,980
Major Roads	14.3			73
SUBTOTAL FOR PUBLIC DEVELOPMENT AREAS	100.3	1,071,000		5708
CUMMULATIVE	149.1	1,718,671	50	8,262

- Approach to Integrating Existing Property Into New Development.

We believe that our proposed uses will naturally and seamlessly integrate with the current and surrounding property.

One of our early concepts plans is to create a “Secondary” Expo Center that will be the ideal way to carry on the history of the site while simultaneously bringing to life the “Fair of the Future” vision. It will not only be able to host local events that are so important and ingrained in the community, but with technological and environmental upgrades can make Vallejo and Solano County a destination for a whole new array of occasions. Some of the existing buildings such as Gibson and McCormack hall could be easily incorporated into the Expo Center to provide a direct link to the site’s rich history.

Another way we intend to integrate the existing property into our new development is through an early embrace and recognition of the important catalyst and partner that Six Flags Discovery Kingdom can play at the Site.

Towards that end, we are considering developing a large water park resort that would provide excellent synergy with the Six Flags Discovery Kingdom located adjacent to the site. Discovery Kingdom currently has no water-based attractions or any up-to-date onsite or nearby lodging. The addition of a water park resort, including hotels and hotel rooms, with capacity for overnight guests would make for an unparalleled attraction as visits to the water park, Six Flags, and the Napa/Sonoma region could easily be combined into one trip, providing entertainment and activities for the whole family. In addition, the proximity of Lake Chabot makes the setting for a water park even more attractive,

- Identify Potential Uses and Users.

We envision have a variety of uses such as retail and commercial uses that are akin to the Emeryville Station, Santana Row or the Petaluma Outlet Mall. Within these uses would be retail food, beverage, clothing and life style options, sporting goods and outdoor activity functions and the like.

Retail uses that we envision would include a shopping and entertainment center that would provide a destination for the approximately 1.5 million people who live within 20 miles of the site. The center would be populated by a variety of options. We are currently considering the possibility of considering a larger department store as an anchor which would provide residents with a much closer option for many of their needs than currently exists. Smaller boutique retailers would also be highlighted to provide additional attractions for nearby residents.

The center would also be home to dining options that would appeal to residents and visitors to Discovery Kingdom and a new water park resort and/or regional competitive sports program. These onsite restaurants would be a mix of large, family

friendly operations and smaller, local options that capture the “fresh” ethos of California dining.

The center would also contain entertainment venues to capture excess demand from Discovery Kingdom and the water park. These entertainment venues could include a movie theater, laser tag, or other similar activities. Recent multi-use retail developments have added up to 23 permanent jobs per 10,000sf in addition to hundreds of part-time jobs created during construction.

Our recreational and outdoor experience uses would include a water park / resort in the vein of a Great Wolf Resort, and/or a regional competitive sports program. The closest water park currently to the Solano 360 site is 20 miles away and it does not provide any onsite lodging options. The nearest regional competitive sports program is also many miles away. Our family and regional resort offering would become a preeminent destination for “staycations” for families who want to get away from home, but would prefer to avoid getting on a plane. Studies done for recent similar developments sites have indicated that customers will drive three to four hours to stay at these types of resorts. The Solano 360 site is within a three hour drive (~200 miles) of a population of more than 14 million people, providing a very robust target area for guests. Recently constructed large water park/resorts of this manner have created upwards of 600 jobs, 60% of which are full-time.

A large water park resort would also provide excellent synergy with the Six Flags Discovery Kingdom located to adjacent to the site. Discovery Kingdom currently suffers from a lack of water based attractions as well as a large amount of onsite lodging. The addition of a water park resort with capacity for overnight guests would make for an unparalleled attraction as visits to the water park, Six Flags, and the Napa/Sonoma region could easily be combined into one trip, providing entertainment and activities for the whole family.

The “Fair of the Future” concept envisioned in the current plans would become a year-round venue for traditional fair uses and innovative and cutting edge new technology. We envision a “secondary” Expo center that could be used not only to host some of the conventions and fairs that currently use the site, but also provide an attractive alternative to urban convention centers in San Francisco and Oakland and older locations currently in use such as the Cow Palace. The Expo center would house multiple exhibit halls that could be combined for large gatherings, and ample outdoor space to take advantage of the picturesque surroundings. Similar secondary centers in other metro areas have hosted over 100 events per year with over 500,000 attendees and can support almost 400 full and part time jobs. The center would look to make use of technology advances currently in use at similar venues, such as the Portland Expo Center’s living storm water green wall. The green wall is a 30 x 60 ft structure that not only reduces storm water runoff, but treats it before any of it reaches waterways. This reduces the amount of runoff that reaches

water ways which is a big benefit for an expo/fairground site with ample parking that may run up against impervious coverage issues.

Additionally, SCD will partner with Another Planet Entertainment, LLC, a Bay Area icon in the field of promoting and managing live entertainment events, to bring regular outdoor music and cultural events to the site. Another Planet is the exclusive promoter for the Greek Theatre an 8,500 capacity outdoor amphitheater in Berkeley, the Fox Theatre, a 2,800 capacity historic theatre, the 8,000 capacity Lake Tahoe Outdoor Arena and has successfully been producing the very successful Outside Lands and Treasure Island Music Festivals for the past 7 years. Another Planet has promoted over 3,000 events since its inception some 12 years ago, featuring such artists as Paul McCartney, James Taylor, Elton John, Neil Young, Arcade Fire, Tom Petty & the Heartbreakers, Dave Mathews Band, Metallica, Kanye West, Robert Plant, Kenny Chesney and Simon and Garfunkel. Another Planet has won numerous awards for its expertise, community relations and sustainability measures.

The Solano 360 site offers an opportunity to attract these types of top quality musical acts to an outdoor site that is much closer to the Bay Area’s population centers and without the scheduling and traffic issues of the East Bay’s current outdoor venue, the Concord Pavilion, or other outdoor amphitheater, the Shoreline Pavilion. Rather the Solano360 site could quickly become a rival of the Greek Theatre at UC Berkeley. Impact reports prepared for similar outdoor music amphitheaters have estimated the creation of nearly 300 permanent new jobs.

Finally, SCD will construct and sell or operate at least 50 housing units. We intend to explore and engage with the City and the County on creating more housing units, with the full understanding that such a change could require new and additional environmental review.

- Preliminary Project Phasing. SCD will generally follow the current project phasing established in the Solano360 Project, with modifications for planned for more efficient and faster market-driven absorption subject to public financing requirements and timelines, as described below:

	PHASE ONE (Years 1-3)		PHASE TWO (Years 4-8)		PHASE THREE (Years 9-12)		CUMMULATIVE Sq. Ft./Acres	
Land Uses	Cumm. Acres	Cumm. Sq. Ft.						
New Expo Hall	1.6	72,000			1.6	72,000	144,000	3.1
Outdoor Arena/Venues	12.4				3.6	5,500	5,500	16
New Fair Parking & Roads	2.2		4.0					6.2
Existing Fair Facilities	14.5		-4.0		-5.2			9.3

Existing Parking & Roads	4.5							4.5
Transit Center Bus Docking			1.1					1.1
Transit Center Surface Parking/Bus Stop			-2.2					-2.2
Parking Structure Shared			1.1	121,600			121,600	1.1
Public Parking - Surface			24.7		-5.0			19.7
Shared Public Parking-Structure					5.0	800,000	800,000	5.0
Temp. Fair Parking	7.0		-7.0					
Major Roads	6.5		7.8					14.3
Creek Park	6.0							6.0
Fairgrounds Channel			17.9					17.9
EMU (.2 FAR)	9.8	85,300	7.0	60,900				
EMU (.4 FAR)		34,800		34,840	16.8	146,362		
EMU Parking Structure						320,000		
Housing Units				50				
Entertainment			18.0	TBD	6.0	TBD		
Commercial Parking			12.0		-6.0			

- Preliminary Infrastructure Financing Plan.

	Private Purpose	Public Purpose	Other	Total
Off-Site Regional Improvements	\$2.7M	\$0.3M	\$1.8M	\$4.8M
On-Site Improvements	\$25.9M	\$10.4M	\$0.8M	\$37.1M
Fair Buildings		\$49.4M		\$49.4M
Demolition		\$4.5M		\$4.5M
SOURCES	CFD	COPs & CABs	Grants, Impact Fees & Miscellaneous	
Reimbursements		-2.3M (credit)		
Net Public Financing Proceeds Available for Infrastructure	\$25.5M	96.5M (77.3M from COPs and 19.1M from CABs)		
Private Capital	\$0.5M	\$0.5M		
Note: Per PFFP no project-specific impact fees are assumed.				

- Preliminary Vertical Financing Plan.

	Square Feet	Price per Sq. Ft	Total Cost/\$\$	
EMU	327,570	\$350.00	\$114,650,000	
EU				
Residential	50 units	\$350,000 per unit	\$17,500,000	
Other	3,880 Structured Parking Stalls	\$4,500 per stall	\$17,460,000	
Contingency	15%		\$22,441,425	
Total			\$172,050,925	
SOURCES				
Private Capital	30%		\$51,615,277	
Mezzanine/Bridge				

Construction Debt	70%		\$120,435,647	
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V.
Additional or Enhanced Entitlements

SCD will likely seek to work with the County and the City on a package of appropriately scaled additional or enhanced entitlements. We believe that the current Project was properly assessed back in 2010, when the City, County and other advisory consultants, in the middle of the Great Recession, evaluated the potential and most feasible uses for the property. Today, however, market conditions have significantly improved and are more favorable to mixed-use developments. The influence of high value job and wealth creators in technology and related emerging business areas have significantly expanded from the Silicon Valley north to San Francisco and east to the greater East and North bay. We strongly believe there is an opportunity to tap into that momentum and create something truly unique and vibrant at the property and would welcome the ability to discuss that opportunity..

Among the additional or enhanced entitlements that we may seek are additional 250-400 housing units, fewer structured parking stalls and an additional 525,000-500,000 square feet of additional retail and commercial uses.

We understand that such changes would necessitate the preparation of a new environmental review, either a supplemental EIR or a subsequent EIR (Pub. Res. Code 21166(a)), unless the local agencies determine that impacts resulting from the substantial changes to the project do not lead to new or more severe significant impacts from those described in the project EIR. Id; 14 Cal. Code Regs. 15162(a)(2).

We anticipate that should a supplemental or subsequent EIR be required it would take approximately 12 months for preparation and certification. We would also anticipate that simultaneously with the preparation of a supplemental or subsequent EIR, we would work closely with the County and City making any necessary amendments to the Specific Plan and other necessary entitlements.

The members all have extensive experience managing environmental review processes with public partners. Whether it was the Treasure Island Master Development project, the Sacramento Arena project, or others, we have a demonstrated track-record of success in managing and succeeding in obtaining entitlements for our projects.

**VI
CONFIDENTIAL FINANCIAL SUMMARY
(SUBMITTED UNDER SEPARATE COVER)**

**DOCUMENTS SUBMITTED AS PART OF SCD'S CONFIDENTIAL FINANCIAL
SUMMARY CONTAIN INFORMATION THAT IS EXEMPT FROM MANDATORY
DISCLOSURE UNDER THE CALIFORNIA PUBLIC RECORDS ACT**

VII.
Appendix: Selected Case Studies

Ghirardelli Square

Project Overview

- Ghirardelli Square is a world-renowned national historic landmark sitting on one of the most coveted waterfront properties in San Francisco
- Site acquired by JMA in 2004 in an off market transaction
- Subsequently developed as part of an adaptive reuse of the historic structures into mixed use retail (101,000 SF across 12 buildings and 283 parking spaces) and a 53 private residence club branded by Fairmont
- Transformational project given landmark designation of the site and change in tenant mix from tourist centric to high-end
- JMA maintains ownership of unsold fractional inventory at Fairmont Heritage Place Private Residence Club



Value Added by JMA

- JMA led the historic \$50M+ remodel of the property in 2004
- Hornberger + Worstell acted as the lead architect and designer and Swinerton acted as lead contractor
- JMA's role included
 - ✓ Acquisition diligence of the site
 - ✓ Development and construction management
 - ✓ JMA in-house specialists worked hand-in-hand with contractors and designers on redevelopment concept
 - ✓ Sourced and negotiated sponsorship from Fairmont to be the brand and manager of the 54 fractional hotel project
 - ✓ Asset management of all aspects of the project including retail lease and financial oversight
 - ✓ Hired and currently manage a JMA in-house sales team for the fractional sales of the Fairmont Heritage Place



Project Highlights / Investment Thesis

- Fairmont Heritage Place opened in 2008 and was Fairmont's first urban private residence
- Offers regular hotel stay opportunities and deeded second home ownership in one, two and three bedroom residences across 53 residences offering a total 530 units (1/10th interest)
- Extremely complex structure given fractional portion and hotel function of unsold inventory
- Have sold two of four available whole units at market record prices of over \$1,700 PSF
- Recognized as the #1 hotel in San Francisco
 - ✓ Top 5 ranking on TripAdvisor out of over 230 hotels in San Francisco for past 3+ years
 - ✓ 2014 "Best in Stay" award from Orbitz
 - ✓ Member of American Express Fine Hotels & Resorts
 - ✓ 2012 Fractional Life Award for Best Private Residence Club in North America
 - ✓ RevPAR penetration index of over 230

Sacramento Downtown Plaza – Kings Entertainment and Sports Complex

Project Overview

- Redevelopment of Downtown Plaza Shopping Center into a 1.5MMsf Mixed Use Development composed of 350,000sf of retail, 475,000sf of office, 250 room hotel and 550 apartments all surrounding a new 675,000sf NBA Entertainment Sports Center Arena.
- The first phase of the Mixed Use components will include 300,000sf of new Retail; a new 250 room Hotel; 100 new Apartment units; and a refurbishment of an existing 95,000 sf Office building as well as an existing 332,000sf Macy's full-line department store.
- The Development will be designed to leverage activity generated by the new 675,000sf Arena, as well as our location just four blocks from the State Capitol Building.



Value Added by JMA

- Off-market acquisition from Westfield
- Lobbied for the property to become the site for new Sacramento Kings arena; convinced potential team investors and the NBA of the project's viability
- Executed sale of property to Sacramento Kings investment group doubling investor's equity over an 18 month hold period
- JMA's role includes
 - ✓ Master developer of the new Entertainment Sports Complex site and developer of the mixed-use components
 - ✓ Acquisition diligence of the site
 - ✓ Development and construction management
 - ✓ Hire and manage architect team (Rios Clemente Hale) to deliver development concept with favorable economics
 - ✓ Deliver hotel partnership with national hotel operator
 - ✓ Asset manage all aspects of the project including retail and



Project Highlights / Investment Thesis

- Acquired property in August 2012 at a low basis from Westfield; 12 acres of land at center of State Capital's downtown
- Existing operations generated ample cash flow to provide time to pursue redevelopment strategies while keeping basis low
- Managed property through small-scale improvements that built back community support and brought in local tenants to provide new vibrancy while maintaining redevelopment flexibility
- New project will leverage its central location near the State Capitol and new transportation infrastructure and will serve as the catalyst for adjacent redevelopment projects that have been stalled since the onset of the great recession
- Due to the density of the new project, the land basis remains low and provides an opportunity to create a substantial first phase of the redevelopment at relatively low risk to investors
- JMA retained the ability for its investors to invest in the new mixed-use development going forward

Homewood Mountain Resort

Project Overview

- Located at the shore of West Lake Tahoe, Homewood Mountain Resort opened in 1961 as one of California's first winter recreation resorts.
- Deemed the gem of Lake Tahoe's West Shore by SKI Magazine, the 1,260-acre mountain offers unobstructed views of the lake and surrounding peaks.
- Ski area master plan fully entitled in 2011 after a nearly four year, multi-agency entitlement & environmental review process.
- Master plan includes redevelopment of ski area base with a pedestrian-oriented plan consisting of 224 multi-family units, a 75 room hotel, 25,000 sq. ft. of commercial, and workforce housing
- Designed to a LEED for Neighborhood Development gold standard



Value Added by JMA

- Implementing a new ski area master plan & business model based on a balance of day skier use with multi-season, destination visitors
- Extensive environmental improvements to the ski area including water quality and on-mountain land restoration.
- Homewood ski area master plan redevelopment principles include:
 - ✓ Consistency with the scale and character of the Homewood community
 - ✓ Meet and exceed the environmental thresholds within the Lake Tahoe Basin
 - ✓ Redevelopment to help enhance property values and quality of life for Lake Tahoe West Shore residents & visitors alike

Project Highlights / Investment Thesis

- Acquired in 2006 and immediately embarked on a new master plan aimed at establishing a new, high quality bed base and shifting the resort from a strictly commuter ski area to a four season destination resort
- Unparalleled views of Lake Tahoe from over 400 acres of skiable terrain and approximately 1800 ft. of vertical
- Acquired the lakeside West Shore Café & Inn in 2010 making Homewood Mountain Resort the only Lake Tahoe ski area with direct lake access
- Ski area currently averages approximately 125,000 skier visits annually with plans to grow visitation to 150,000 skier visits
- Unique offering of ski-in/ski-out residential with direct access to Lake Tahoe summer activities
- Multi-phase residential offering anchored by a 5-star ski lodge/hotel and upgraded ski lift infrastructure & facilities.



Rincon Restaurants: Epic Roasthouse and Waterbar

Project Overview

- Acquired: February 2005 / Constructed: January 2008
- Both Epic Roasthouse and Waterbar are located on the San Francisco Waterfront with stunning views of the bay and bay bridge.
- Both are designed by Pat Kuleto. A
- Touted as "Beyond the Traditional Steak House," Epic offers a unique combination of the traditional and the contemporary.



Value Added by JMA

- The San Francisco waterfront wasn't accessible until the highway was deconstructed in 1989. Thereafter, development moved very slowly and JMA was one of the first players in the waterfront redevelopment. The entitlement process alone took over 10 years to finalize as there were several municipalities involved in the notoriously difficult San Francisco process (Redevelopment Agency, Port of SF, Bay Conservation & Development Commission, Rec & Park, etc.)
- Epic is one of those properties that must be seen to be believed – the quality of the construction and the location of the property are truly world class and among the very best in California.
- JMA continues to work with the current tenant, Pat Kuleto's group, to maximize their opportunities and success. In the past year, we have pushed them to make infrastructure improvements as well as change their operating schedule, a decision that pushed them into double digit growth year over year.



Project Highlights / Investment Thesis

- The San Francisco waterfront is arguably the most active investment and development area in the region. The current art installation along the Bay Bridge, the America's Cup, Exploratorium, potential Warriors stadium, current Giants stadium, Ferry Building redevelopment, etc. are all within walking distance of the property and continue to enhance their success.
- The South Financial District is also bursting at the seams with office and residential development as Silicon Valley continues its northern climb into San Francisco proper. The average resident or office worker within a one mile radius belong to some of the most compelling demographic groups for an asset of this type.