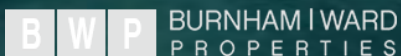




DANA POINT HARBOR REVITALIZATION

REQUEST FOR PROPOSAL: DANA POINT HARBOR PARTNERS, LLC



BELLWETHER
FINANCIAL GROUP

PART I

DANA POINT HARBOR PARTNERS, LLC



I HAVE READ, UNDERSTOOD AND AGREE TO ALL STATEMENTS IN THIS REQUEST FOR PROPOSALS, AND TO THE TERMS, CONDITIONS AND EXHIBITS REFERENCED HEREIN.		
Date: _____ Company Legal Name: _____		
Legally Authorized Signature	Name	Title
Legally Authorized Signature	Name	Title

RETURN THIS SIGNED COVER SHEET WITH YOUR RESPONSE

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1. COVER LETTER / EXECUTIVE SUMMARY

MAY 4, 2017

Ms. Zoila Finch
CEO Real Estate
County of Orange
333 W. Santa Ana Boulevard, 3rd Floor
Santa Ana, CA 92701-4062

Re: Dana Point Harbor Revitalization RFP #2016-03-16

Dear Ms. Finch:

In response to the request for proposal, Dana Point Harbor Partners, LLC (DPHP) is very pleased to present its new marina and hotel team members for the County's consideration. DPHP is composed of highly respected Orange County-based companies that have successfully completed complex projects throughout the nation, with an emphasis and commitment to Orange County and specifically coastal Orange County, where all DPHP principals also reside. The partnership brings a wealth of recent Orange County development experience, is extremely well capitalized and views the redevelopment of Dana Point Harbor as a legacy project for each of their firms individually and collectively as a cohesive and well-organized team.

Outlined below is a summary of what makes our team unique:

- Local knowledge, national in scope. Our entity is composed of three industry-leading firms that are national in scope in terms of our resources and capability to finance large and complex projects but offer the county a local presence for quick reaction time, accessibility, nimbleness, accountability and local market knowledge. We fully appreciate the monumental effort and significant investment the County has made in developing the Dana Point Harbor Revitalization Plan. We understand the heavy lifting the County has already done in planning, processing and permitting for this project. Our firms are located in Orange County, and we have existing, strong working relationships with the various entities currently operating in the harbor so that we can build on the County's substantial work to date. Most important, the principals that make up the executive team all reside in Orange County and are heavily invested in the local community.
- Unique ownership structure that offers a sustainable model for the harbor. Our entity is a single entity composed of "Best in Class firms and specifically individuals" that are experts and leaders in their respective product types. The firms within our entity have long-standing relationships with each other and are like-minded in how our firms are structured and how we approach our projects. We are all long-term investors and thinkers that are community-minded. We all approach our projects creatively and are constantly innovating. Lastly, as principals, we all take an active role in our projects; we do not delegate to people with lesser experience.
- A team that is Commercial Core Focused. Our plan will substantially elevate all aspects of the harbor experience, especially the Retail/Commercial Core. Our plan also abides by the 12 guiding principles as outlined in the Dana Point Harbor Revitalization Plan.

-
- Highly experienced consultant team. We have assembled the best consultant team in all aspects. They have all worked on similar projects, are highly experienced, are national in scope in terms of the projects they do but like us...are all local. We also have great working relationships with them, they know us and we know them, making our ability to execute is that much faster.
 - Directly applicable project experience. We have assembled a team with decades of experience developing and operating world-class retail, marinas, commercial centers and hotels. Our experience is also coastal-centric and includes successful relationships with various public entities, the California Coastal Commission and the California State Lands Commission. In terms of marinas, our marina partner boasts the reputation as the single largest builder of boat slips in the world. In terms of Commercial Core/Retail our team is one of the leading firms for developing experiential retail properties with an emphasis on culinary and food related venues, especially local chef driven concepts. In terms of hotel developer, our partner has developed two of the most significant coastal hotels here in Orange County, both of which required extensive interaction with the Coastal Commission and Coastal Agencies.
 - Ground-up and refurbishment track record: Ours is the only team we are aware of that offers vast experience in both ground-up development and rehab projects, both of which require a different set of financial qualifications and skills and both of which will be required with this undertaking. Together, the team and its affiliated entities have successfully developed over \$1 billion of comparable coastal and related developments in the State of California. Burnham-Ward Properties, Bellwether Financial Group and R.D. Olson Development provide the expertise to successfully revitalize Dana Point Harbor.
 - No financing contingency. Ours is the only team that we are aware of whereby the principals who have signed on this form make all the decisions. We do not report to cumbersome and distant financial committees/financial partners or rely on syndicated, private equity to complete our deals. We are all private companies that have longstanding lending relationships and utilize our own financial resources to secure funding for our projects. Our funds are discretionary.
 - Infrastructure and parking improvements. Our team has the ability to act in a supervisory role for the planning/executing of publicly allocated funds for the project's infrastructure and other area improvements.
 - Readiness to "hit the ground running." Members of our team have spent over a year studying the Dana Point Harbor Revitalization Plan documents, and meeting with County staff and other government and community representatives. We have a deep understanding of the Revitalization Plan. We are prepared to start on implementation of the Plan immediately. We are also immediately available to operate the hotel and retail facilities as soon as feasible for the County.
 - It's personal to us. Ours is the only team that we are aware of whose entire team calls Orange County home. All of its principals grew up in Orange County and still call it home today. Specifically, we all grew up spending a great deal of time along the coastline and we all have especially fond memories of Dana Point...as children and with our own children. We have fished, boated, scuba dove, swam, surfed and just hung out in Dana Point most of our lives.

We invite you to visit any of our current projects and would be happy to arrange a tour of the marinas, retail centers or hotel facilities we have developed and/or are operating.

If you have questions about the enclosed Request for Proposal, please do not hesitate to contact us. Bryon Ward, President of Burnham-Ward Properties, is the lead point of contact for this Request for Proposal and can arrange for any follow-up as needed. He can be reached at (949) 760-9150 or cell at (949) 422-7710. However, feel free to contact any of us if you have area-specific questions.

Sincerely,



Bryon Ward
Burnham-Ward Properties



Joe Ueberroth
Bellwether Financial Group



Robert D. Olson
R.D. Olson Development



Executive Summary

The Dana Point Harbor Partners consists of three highly respected Orange County-based companies (Burnham-Ward Properties, Bellwether Financial Group and R.D. Olson Development). The DPHP team is pleased to present to the County of Orange its plan for the revitalization of one of the most precious resources and assets in all of Orange County: the Dana Point Harbor. Our proposed plan for the redevelopment of the harbor combined with the exceptional qualifications of our team make us the best suited for fulfilling the Dana Point Harbor vision and providing the community and the County with the greatest overall benefit.

Our team has extensive experience developing; operating; and owning high-quality retail, marina and hotel properties on the coast.

We have assembled the best team for the Dana Point Harbor revitalization project in all aspects. They each have decades of experience developing world-class retail, marinas, commercial centers and hotels. In terms of marinas, our marina partner boasts the reputation as the single largest builder of boat slips in the world. In terms of commercial core/retail, our team is one of the leading firms for developing experiential retail properties with an emphasis on culinary and food-related venues, especially local chef-driven concepts. In terms of the hotel developer, our partner has an extensive track record of developing hotels, including two of the most significant coastal hotels here in Orange County: the Pasea Hotel & Spa in Huntington Beach and Lido House Hotel in Newport Beach, both of which required extensive interaction with the California Coastal Commission.

We have an exceptional plan with significant community benefits.

Our concept for the Dana Point Harbor revitalization was driven by our desire to best serve the residents and guests of Orange County and create a true destination at an iconic Orange County waterfront. We have assembled a world-class team of designers, partners and consultants to carry out our vision. The new Dana Point Harbor is all about hospitality and will appeal to boaters, vacationers, local residents and patrons, business travelers and groups.

Our redevelopment plan is composed of three primary components: a commercial retail component, including various retail, food and beverage experiences, and a world-class food hall; two hotels including a new upscale boutique hotel and a new hotel that caters to more value-driven coastal travelers; and the redevelopment of the Dana Point Marina, including the addition of a large dry stack boat storage facility, making Dana Point Harbor a true world-class facility and completely unique compared to any other marina along the California coast.

Project features and details include:

Commercial Retail Component:

- 116,727 square feet of new vibrant commercial buildings situated in a combination of one-story and two-story buildings, allowing retail and food tenants to stand out and be approachable from either the parking lots or the boardwalk on the Marina side. (note: The County has also provided 113,876 for approved square feet)
- World-class food hall featuring up-and-coming chef-driven food and beverage concepts, craft and specialty markets, and very unique food offerings to be enjoyed on site, at home, or in your hotel room.

- The Surfing Heritage Museum & Culture Center will showcase in interactive multi-media displays the rich heritage of Dana Point and the rest of the surfing world. This museum will be truly a one-of-a-kind collection of surf history and memorabilia and will educate visitors about the science behind surfing (to be built in Phase 2).
- New day boater parking area, featuring 328 full-length parking stalls

Marina Component:

- The new construction and complete modernization of the Marina based on a world-class design and layout of 2,298 slips, including a larger average slip length of 32 feet, providing for a more diverse and marketable Marina.
- The development of a new drystack boat storage facility consisting of 388 drystack slips ranging from 30 to 40 feet in length, with the ability to launch vessels into the water from the drystack.
- 100% of existing boater parking preserved via dedicated self-parking lots and including the addition of a valet service, offering even more convenience for boaters.

Hotel Component:

- New 130-room, upscale, full-service boutique hotel featuring an inspired coastal design, with most rooms having ocean views and full balconies for the ultimate coastal experience.
 - 5,000 square feet of conference-style meeting space with prefunction
 - Multiple outdoor event lawns oriented towards the Marina and connected to meeting spaces
 - Full-service restaurant for the public and hotel guests with dining terrace overlooking the Marina
 - Coffee and retail outlet
 - Outdoor courtyard space with events lawns, pool and spa, and fire pits oriented towards the Marina.
- New 136-room select-service, affordable hotel provides for an alternative lodging option at a value price. Features of this hotel include:
 - Fitness center
 - Several shared bunk rooms offering a solution for traveling groups or individual guests
 - Communal kitchen fully equipped so all the guest has to bring is the food
 - On-site guest laundry
 - Outdoor pool and patio area
 - Complimentary wireless internet
 - Easy-access to watersport rentals, including stand up paddleboard, surfboard and beach cruisers
 - Indoor communal recreation and game room areas

Our proposal will also offer many important community benefits:

- Revitalization of Dana Point Harbor into a world-class marina
- The Dana Point Harbor will become an attraction, providing an experience based on hospitality
- Improved boater parking and facilities
- New affordable lodging
- Surfing Heritage Museum & Culture Center
- Improved access to the Dana Point waterfront
- Public market
- Sustainability
- Improved visitor experience
- Economic benefit to the community
- Family-friendly
- Exercise and recreation
- Resource protection and preservation
- Outdoor community events available to the public
- New viewing tower and observation deck

2. PROPOSER PROFILE



County of Orange
Dana Point Harbor Revitalization

RFP# 2016-03-16
Exhibits

EXHIBIT 5 PROPOSER PROFILE

Company Legal Name: Dana Point Harbor Partners, LLC

Company Legal Status (corporation, partnership, sole proprietor, etc.): Limited Liability Company

Business Address: 1100 Newport Center Dr., Suite 200

Website Address: n/a

Telephone Number: (949) 760-9150 Facsimile Number: () n/a

Email Address: thotvedt@burnhamusa.com

Length of time the firm has been in business: 1 yr. Length of time at current location: 1 yr.

Is your firm a sole proprietorship doing business under a different name? Yes No No
If yes, please indicate sole proprietor's name and the name you are doing business
under: n/a

Is your firm incorporated? Yes Yes No If yes, State of Incorporation: California

Federal Taxpayer ID Number: _____

Regular business hours: 9am - 5pm, Monday - Friday

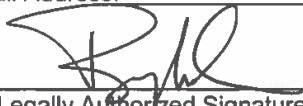
Regular holidays and hours when business is closed: Closed on major holidays.

Contact person in reference to this solicitation: Bryon Ward
Telephone Number: (949) 760-9150 Facsimile Number: () n/a
Email Address: bward@burnham-ward.com

Contact person for accounts payable: Same as above.
Telephone Number: () Facsimile Number: ()
Email Address: _____

Name of Project Manager: Same as above.
Telephone Number: () Facsimile Number: ()
Email Address: _____

In the event of an emergency or declared disaster, the following information is required:
Name of contact during non-business hours: Same as above.
Telephone Number: () Facsimile Number: ()
Email Address: _____ Cell or Pager Number: _____



Legally Authorized Signature (required)

Manager

Title

4/24/17

Date

RFP 2016-03-16

3. SUBMITTAL RESPONSE CHECKLIST



EXHIBIT 3 SUBMITTAL RESPONSE CHECKLIST

Responsive Proposals will include the following information:

Item #	Proposal Requirements Part 1	Completed and Provided as Instructed??	
1	Cover Letter/Executive Summary	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
2	Proposer Profile	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
3	Submittal Response Checklist	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
4	Validity of Proposal	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
5	Certification of Understanding	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
6	Certificate of Insurance	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
7	Child Support Enforcement and Form W-9 Requirements	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
8	Statement of Compliance	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
9	Option Payment	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
10	Good Faith Deposit	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
11	Conflict of Interest	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
12	Litigation	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
13	Name/Ownership Changes	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
Item #	Proposal Requirements Part 2	Completed and Provided as Instructed??	
A	Project Team		
1	Management and Staffing	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Organizational Chart of Anticipated Team Structure	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Resumes	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Project Specific Resources	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Credentials	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Letter of Agreement from Subcontractors	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>



2	Structure of Proposer	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Legal and Ownership Structure	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Letter of Agreement for Joint Ventures	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
B	Project Vision		
Item #	Proposal Requirements Part 2	Completed and Provided as Instructed??	
	• Overall Proposed Project Vision	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Goals and Objectives for this P3 Opportunity	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Implementation Plan and Schedule for Development Program and the Development Plan for each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Finance Plan including leasing for each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Project Marketing and Leasing Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Parking and Circulation (Construction and Leasing)	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Management and Operations Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Financial offer to the County	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
C	Development Program and Development Plans		
1	Review Goals of Development Program	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
2	Site Plans, Architectural Plans, Drawings and Renderings for Premises and each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Initial design scheme	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Site demolition and Removal Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Construction Mobilization and Staging Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Site Development Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Building Elevations	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Schematic Floor Plans	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Basis of Design Narrative and Analytical Documentation	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>



3	Budgets for Project and each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Detailed description of Proposers Finance Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Pre-Development Sources and Uses Budget	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Development Budget for Direct and Indirect Costs and financing expenses	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
Item #	Proposal Requirements Part 2	Completed and Provided as Instructed??	
4	Schedule for development of Premises and each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Summary Timeline	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Detailed Development Schedule	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Detailed Explanation of Development Schedule	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Detailed descriptions of critical paths.	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
5	Entitlements and Permitting	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Evaluation of existing entitlements	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Detailed approach for obtaining necessary approvals.	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
6	Marketing and Leasing for Premises and each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Letters of Interest, if available	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Market Analysis	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Marketing Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Leasing Narrative	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
D	Capital Structure, Financial Capacity and Feasibility		
1	Capital Structure and Financial Capacity for Project and each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Financial Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Indicate anticipated sources of funding (construction and permanent financing phases)	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Describe anticipated capital structure terms	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Demonstrate ability to access source equity and debt capital	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>

RFP 2016-03-16

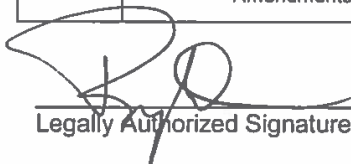


	• Three years of financial history	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Letter of Commitment from each capital source	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
2	Financial Feasibility	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Detailed financial feasibility models and cash flow analyses for each Development Component	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Internal Rate of Return	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
Item #	Proposal Requirements Part 2	Completed and Provided as Instructed??	
3	References	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Three business references	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
E	Financial Offer for Premises and each Development Component		
	Detailed Explanation of Financial Offer	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Minimum Base Rents, Percentage Rents, and Basis for Escalations and Adjustments	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Sources of all Revenue from which Financial Offer is derived	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Acknowledgement of Option Payment requirement	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Participation in Proceeds from Sale or Refinance	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
F	Management and Operations		
1	Methodology for Operation of Premises	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Safety and Security Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Parking Management Strategy	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Service Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Financial Management Plan	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
2	Methodology for Maintaining Premise safe	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Plan for daily housekeeping, cleaning, trash disposal, litter removal and extermination	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Preventative Maintenance Program	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	• Grounds Maintenance Program	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>

RFP 2016-03-16



	<ul style="list-style-type: none"> • Water Quality Management Program 		
3	Facilities Management Plan including approach for:	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Emergency situations and response 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Furniture, fixtures, and equipment 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Utilities, energy and plant management 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Environmental compliance and pollution prevention 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
4	Plan for Funding Ongoing Maintenance and Future Capital Replacement and Renovations	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Plan for structural maintenance, preventative and predictive maintenance, routine repairs, and replacement. 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Plan for future capital improvements, expansions, renovations, modernizations, and refurbishments. 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
G	Public Benefit		
	<ul style="list-style-type: none"> • Strategy for Outreach and Community Engagement 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Description of Sustainability Features 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Proposal to improve visitor experience 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
H	Option Agreement and Master Ground Lease Agreement		
	<ul style="list-style-type: none"> • Acknowledgement of Good Faith Deposit requirement 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Proposed Option Agreement Exceptions or Amendments 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>
	<ul style="list-style-type: none"> • Proposed Ground Lease Exceptions or Amendments 	YES <input checked="" type="checkbox"/>	NO <input type="checkbox"/>



Legally Authorized Signature (required)

Manager
Title

4/24/17
Date

4. VALIDITY OF PROPOSAL

RFP# 2016-03-16

Exhibit 4: Validity of Proposal

The County requires that all Proposals be valid for at least **365** days. Submissions not valid for at least **365** days will be considered non-responsive. The Proposer shall state the length of time for which the submitted Proposal shall remain valid below:

Validity of Proposal (in days)

Legally Authorized Signature (required)

366 days

A handwritten signature in black ink, appearing to be "B. D.", is written over a horizontal line. The signature is stylized and cursive.

5. CERTIFICATION OF UNDERSTANDING

RFP# 2016-03-16

Exhibit 5: Certification of Understanding

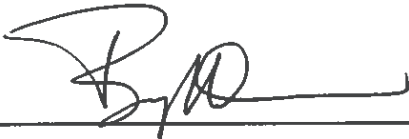
The County assumes no responsibility for any understanding or representation made by any of its officers, employees or agents during or prior to the execution of any Contract resulting from this solicitation unless:

- A. the binding nature of such understanding or representations is expressly stated in the Contract; and
- B. the Contract expressly provides that the County therefore assumes the responsibility.

Representations made but not expressly stated and for which liability is not expressly assumed by the County in the Contract shall be deemed only for the information of the Proposer.

By signing below, Proposer certifies that such understanding has been considered in this response.

Legally Authorized Signature (required)



A handwritten signature in black ink is written over a solid horizontal line. The signature is stylized and appears to be a first name followed by a last name.

6. CERTIFICATE OF INSURANCE

RFP# 2016-03-16

Exhibit 6: Certification of Insurance

The Proposer hereby certifies its willingness and ability to provide the required insurance coverage and certificates commensurate with the scope of the Project proposed herein.

Legally Authorized Signature (required)



A handwritten signature in black ink is written over a horizontal line. The signature is stylized and appears to be the initials 'BPD'.


7. CHILD SUPPORT ENFORCEMENT AND FORM W-9 REQUIREMENTS

RFP# 2016-03-16

Exhibit 7: Child Support Enforcement and Form W-9 Requirements

The Proposer hereby certifies its willingness and ability to provide the required Orange County Child Support Enforcement and Form W-9 Requirements as indicated in Section I by signing below.

Legally Authorized Signature (required)

A handwritten signature in black ink is written over a horizontal line. The signature is stylized and appears to be the initials 'B.D.' followed by a flourish.

8. STATEMENT OF COMPLIANCE

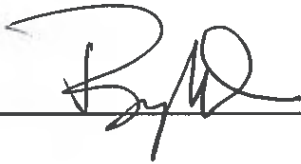
RFP# 2016-03-16

Exhibit 8: Statement of Compliance

A statement of compliance with all parts of this RFP or a listing of exceptions and suggested changes must be submitted in response to this RFP. Proposer must certify either A or B by signing below:

- A. This response is in strict compliance with said Request for Proposals and no exceptions thereto are proposed.

Legally Authorized Signature (required)



- B. This response is in strict compliance with said Request for Proposals except for those proposed exceptions listed in a separate attachment hereto.

Legally Authorized Signature (required)

Attachment for each proposed exception must include:

1. The RFP page number and section of the provision Proposer is taking exception to;
2. complete provision Proposer is taking exception to;
3. Proposer's suggested rewording;
4. reason(s) for submitting the proposed exception; and
5. Any impact the proposed exception may have on cost, scheduling, or other areas.

9. OPTION PAYMENT

RFP# 2016-03-16

Exhibit 9: Option Payment

The Proposer hereby certifies its willingness and ability to provide the required Option Payment as indicated in Section II by signing below:

Legally Authorized Signature (required)



10. GOOD FAITH DEPOSIT

RFP# 2016-03-16
Exhibit 10: Good Faith Deposit

The Proposer hereby certifies its willingness and ability to provide the required Good Faith Deposit as indicated in Section II by signing below:

Legally Authorized Signature (required)



A handwritten signature in black ink is written over a horizontal line. The signature is stylized and appears to be the initials 'BPD'.

11. CONFLICT OF INTEREST

RFP# 2016-03-16

Exhibit 11: Conflict of Interest

Proposer must certify either 1 or 2 by signing below:

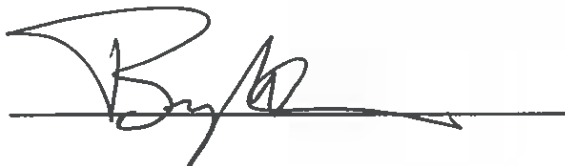
1. Proposer certifies current/past financial, business or other relationship(s) with the County exist/existed as follows:
 - i. Disclose any financial, business or other relationship with the County, any other entity that the County Board of Supervisors governs, or any County Board member, officer or employee, which may have an impact, effect or influence on the outcome of the services you propose to provide. Provide a list of current clients, employees, principals or shareholders (including family members) who may have a financial interest in the outcome of services you propose to provide.
 - ii. Disclose any financial, business or other relationship within the last three (3) years with any firm or member of any firm who may have a financial interest in the outcome of the work.

Legally Authorized Signature (required)

OR

2. Proposer certifies that no relationships exist/existed as outlined in item 1, above.

Legally Authorized Signature (required)

_____

12. LITIGATION

RFP# 2016-03-16

Exhibit 12: Litigation

Proposer must certify either 1 or 2 by signing below:

1. Proposer certifies current/past litigation as follows:
 - i. Proposer shall provide detailed information regarding any litigation (court and case number), liens, or claims involving Proposer, or any company Proposer holds a controlling interest in, or any company that holds an interest in Proposer, or any of the principal officers of the Proposer's firm in the past seven (7) years.
 - ii. Proposer shall provide detailed information regarding any litigation (court and case number), liens, or claims involving any proposed subcontractors, or any company proposed subcontractors hold a controlling interest in, or any company that holds an interest in subcontractor firm(s), or any of the principal officers of the subcontractor's firm in the past seven (7) years.

Legally Authorized Signature (required)

OR

2. Proposer certifies that Proposer or proposed subcontractors do not have any past or current litigation.

Legally Authorized Signature (required)



13. NAME / OWNERSHIP CHANGES

RFP# 2016-03-16

Exhibit 13: Name/Ownership Changes

Proposer must certify either 1 or 2 by signing below:

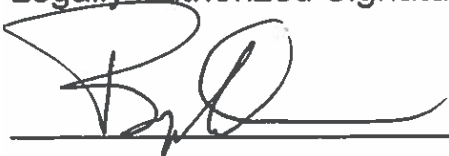
1. Proposer certifies past company name changes and/or ownership changes as follows:
 - i. Proposer shall provide detailed information regarding any company name changes (including legal business names) in the past seven (7) years.
 - ii. Proposer shall provide detailed information regarding any company ownership changes (including legal business names) in the past seven (7) years.
 - iii. Proposer shall provide detailed information regarding any company name changes for proposed subcontractors (including legal business names) in the past seven (7) years.
 - iv. Proposer shall provide detailed information regarding any company ownership changes for proposed subcontractors (including legal business names) in the past seven (7) years.

Legally Authorized Signature (required)

OR

2. Proposer certifies that Proposer or proposed subcontractors have not had any company name changes or ownership changes in the past seven (7) years.

Legally Authorized Signature (required)



PART II

DANA POINT HARBOR PARTNERS, LLC

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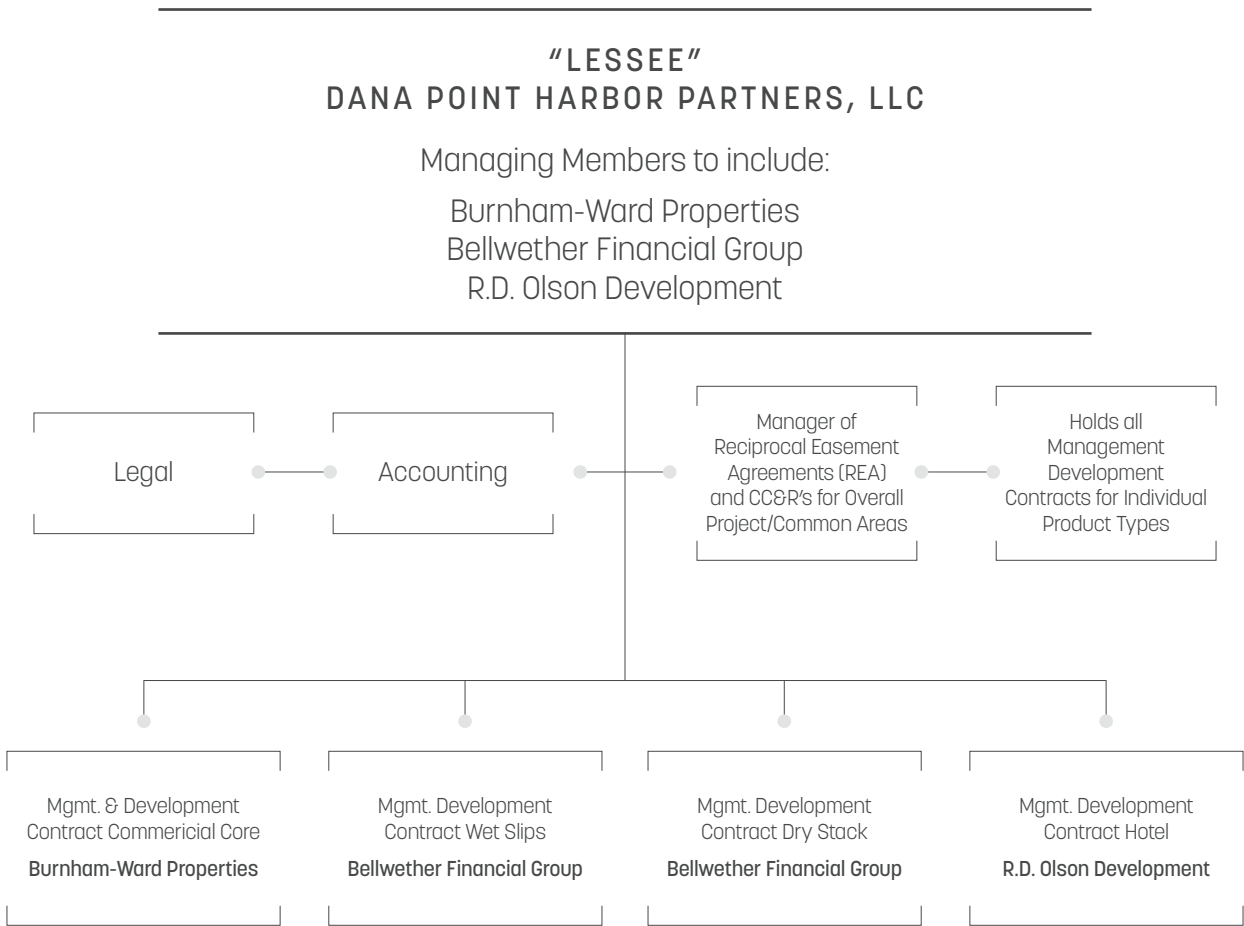
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A. PROJECT TEAM

Dana Point Harbor Partners, LLC offers a different and unique approach to the ownership/management of Dana Point Harbor and specifically the Dana Point Harbor Revitalization Project. We recommend a streamlined Dana Point Harbor ownership/management with a goal of improving efficiency, operations, visitor experience and retail sales. What exists today is individual ownership/management of each component piece of the harbor. For example, the marina is and always has been separated into two owners or management teams each pursuing different interests, agendas, different management styles and direct brands, and the same goes for the Commercial Core/Retail and the Hotel. There is also a palpable negativity and lack of cooperation that exists among owners and stakeholders of each sector, and not surprising is an obvious financial disconnect between the different areas in the way they are maintained and branded. Ours is an approach that seeks to treat the harbor as a single place with cohesive management style, interests, branding, financial investment (and reinvestment) and a professional and hospitality-oriented focus. The result, we believe, will bring harmony between stakeholders, more revenue and accountability to the County and a significantly better customer experience for the residents of Orange County. In short, we offer the County best-in-class companies that are experienced with the product types at hand but all folded into a single ownership entity working as one. What's good for one is good for all.

1. Management and Staffing: Overall Harbor Revitalization

Organizational Chart | Dana Point Harbor Partners, LLC



For a full-size 11x17 version, please refer to supplemental page 1.

Bryon Ward and Scott Burnham, and their firm Burnham-Ward Properties (BWP) will serve as co-managing partners of DPHP and shall oversee all aspects of the planning, development and operations of the Retail/Commercial Core as well as integration of all product types and master project branding to ensure cohesive customer experience at the harbor for both the land and water side. BWP shall also take the lead in creating a marketing and public relations strategy for the renewed branding of the greater harbor. Under BWP's leadership, unlike what exists today, the new visitor experience will be heavily weighted on the commercial core experience through fabulous architecture and landscaping, interactive exhibits, public art, vibrant signage and graphics, communal collecting and "hang-out" areas, a dynamic and well-curated tenant mix with an emphasis on food, a pedestrian experience that connects all areas of the harbor and well-planned event spaces. BWP is perfectly matched with this undertaking as an industry-leading firm dedicated to planning, development and operations of large-scale experiential retail projects. BWP is especially skilled at turning around neglected and run-down projects through innovative re-branding, architectural styling and a local emphasis on tenant curation that is especially food-focused. BWP is also well-versed with projects that feature complex construction phasing requirements and requirements involved in renovating properties while businesses are open. Finally, BWP is very well-capitalized and does not require traditional equity sources to develop its projects.

Joe Ueberroth, and his firm Bellwether Financial, will serve as co-managing member of DPHP and shall oversee all aspects of the planning, development and operations of the wet and dry marina operations. Mr. Ueberroth is a world leader in marina development and operations and will bring all his personal and business resources to bear, including his marine entities Bellingham Marine (marina construction), which is the largest builder of dock systems in the world, BellPort Marine Services (marina operations) and Bellwether Financial (marina financing and funding).

Bob Olson and his firm R.D. Olson will serve as co-managing member of DPHP and shall oversee all aspects of the planning, development and operator selection of the hotel property. Mr. Olson is arguably the most active and experienced current hotel developer in coastal Orange County. His recent projects represent best-in-class examples of high-level hospitality projects. He is considered the go-to developer for coastal hospitality in the state of California, especially projects involving city or state agency complexities. He also maintains excellent working relationships with the country's largest hospitality brands/operators to operate his hotels.

Dana Point Harbor Partners (DPHP) is a California LLC composed of the three co-managing members listed above: Burnham-Ward Properties, Bellwether Financial Group and R.D. Olson Development. Each co-managing member shall have specific responsibilities, which include acting as developer of their respective product type, but in collaboration with the entire ownership team. The purpose of this structure is to bring all the critical and specialty resources to bear on the greater project but with a single developer/owner entity being held accountable both to the operational and financial success and sustainability of the entire project. Each co-managing member shall have a seat on the Board of Directors of the DPHP entity and bring to the table their cohesive and consistent best-in-class experiences/practices. DPHP's mission will be to create a premier hospitality type experience for all the stakeholders in Dana Point Harbor.

Resumes

Burnham-Ward Properties (BWP) principals Bryon Ward and Scott Burnham will serve as co-managing members of DPHP and shall oversee all aspects of the planning, development, construction, and operations of the commercial core operations. Orange County-based BWP specializes in complex real estate projects, transactions, and bringing life to challenging urban infill opportunities.

They, together with their affiliated companies, have decades of experience in complex large-scale projects that require unique phasing, financing and customer experience. The award-winning firm is a full-service commercial real estate investment, management, and development company with a 40-year track record of turning around functionally obsolete and economically challenged properties. They have developed millions of square feet of commercial property throughout the United States with a primary emphasis on Southern California. BWP is known for innovative design and tenant selection that reflects the unique circumstances of each community. It sheds the status quo and drives innovation whenever possible. BWP embraces cutting-edge ideas that are outside the box, incorporating design elements that inspire and rejuvenate the community. Recent and current developments include The OC Mix and South Coast Collection collectively known as SOCO (Costa Mesa), the revitalization of the 17th Street Corridor, which is a primary shopping corridor for the cities of Newport Beach and Costa Mesa and which includes their newly renovated Castaways Commons project (Newport Beach), Lido Marina Landing (Newport Beach), which will feature both water- and land side renovations, and LBX at Douglas Park at the former Boeing facility at Long Beach Airport. You can review a comprehensive company profile at www.burnham-ward.com and its affiliate company's website Burnham USA at www.burnhamusa.com.

Bellwether Financial Group (BFG) is DPHP's marina and dry stack development and ownership partner. Bellwether Financial Group is an Orange County-based company, which is owned by Joe Ueberroth. Joe Ueberroth will serve as co-managing member of DPHP and shall oversee all aspects of the planning, development, construction and operations of the wet and dry slip marina operations. Mr. Ueberroth is a world leader in marina development, construction and operations and will bring all his personal and business resources to bear including his owned marine entities Bellingham Marine (marina construction), BellPort Group (marina operations) and Newport Harbor Shipyard (marina services). BFG is focused on being the leader in marina development in every aspect from conceptual and design stage to construction and installation to creating leading marina operation systems and teams.

Some of BFG's companies are Bellingham Marine, BellPort Group and Newport Harbor Shipyard. Bellingham Marine (BMI) is the world leader in the design, manufacture, and construction of marinas and related products and services. Since 1958, BMI has installed more than 20 million square feet of dock systems throughout the United States and the world, including many high-profile, landmark projects located in city waterfront centers ranging from Seattle to Boston to Miami to Marina Del Rey to Newport Beach in the US, and from Barcelona to Sydney to Dubai internationally. Mr. Ueberroth has collaborated with local ports, developers and owners to help build vibrant boating facilities catering specifically to the local boating communities in the United States, Mexico, Japan and elsewhere. Over the last five years, just in Southern California, his companies have worked in 190 marina projects from Santa Barbara to San Diego. These projects include large facilities like the replacement of 2,000 slips in Alamitos Bay Marina to work in smaller facilities like Marina Park in Newport Beach and the Navy Pier 2 in Coronado to basic repair jobs throughout our local harbors. His team has worked on up to a dozen jobs in Orange County alone. They also currently manage several hundred wet slips in Newport Beach, and have built and managed Southern California's one and only dry stack facility for the past 18 years. His team has also managed California Recreation's (Irvine Company) dock assets in Newport Harbor for many years, put into place many of its current operating systems, and continues to act as a contractor and advisor for ongoing construction and dock operations. Not only are he and his teams among the most knowledge in the marina business worldwide, they are mainstays in Southern California and especially the greater Orange County market area. You can review comprehensive company profiles at www.bellingham-marine.com and www.newportharborshipyard.com.

R.D. Olson Development is DPHP's hotel development and ownership partner. R.D. Olson Development principal Robert D. Olson will serve as co-managing member of DPHP and shall oversee all aspects of the planning, development, construction and operations of the hotel operations. Over the past 36 years as a general contractor and the past 20 years as a focused hotel developer and owner, R.D. Olson Development has established itself as a national leader in ground-up hotel and resort development and is one of the most active hotel developers in the Western US and Hawaii. Its reputation is built on a successful track record of developing and opening new hotel projects in high-barrier-to-entry markets, attention to design and detail, and quality ownership and asset management. R.D. Olson Development has a strong presence and track record specifically in Orange County, including the new 130-room Lido House Hotel in Newport Beach (under construction), 250-room Pasea Hotel & Spa located in Huntington Beach (opened in May 2016), 271-room Signature Full Service Marriott located in Irvine Spectrum (under construction), and 210-room Marriott Courtyard Irvine Spectrum (opened July 2014). R.D. Olson Development also has extensive experience with coastal-centric hotel/resort ground-up development and the complexities involved in dealing with coastal land-use permitting agencies. You can review a comprehensive company profile at www.rdodevelopment.com.

Project-Specific Resources

In terms of personnel, equipment, material and supplies to be used on the Project, DPHP is available to fulfill its commitment to provide all key management personnel identified hereto on a full-time basis for the periods necessary to fulfill their responsibilities.

Credentials

Burnham-Ward Properties has developed millions of square feet of commercial property throughout the United States with a primary emphasis on Southern California. Its body of work includes master-planned mixed-use office parks; promotional retail centers; industrial facilities, including warehouse/distribution, manufacturing and multi-tenant; and professional and medical offices. Today, Burnham-Ward's portfolio comprises mainly promotional retail, boutique and showroom retail and industrial and professional/medical office, with a heavy concentration of property located in Southern California.

Bellwether Financial Group has portfolio companies and teams that have been operating in the marina industry as far back as 1958. Bellingham Marine alone has built more marinas in more places throughout the world than any other marina construction company or dock manufacturer. Its design-build/dock system engineering, site-specific marina design, precision concrete floating, dock manufacturing and single-source contracting have led the industry for over half a century. There is, quite simply, no company with more technical excellence under one umbrella than Bellwether Financial Group. Joe Ueberroth will lead the development and construction of the marina and dry stack facilities of the project. Mr. Ueberroth is dedicated to creating vibrant, state-of-the-art marina facilities and services that are tailored to the specific needs of the local boating community.

R.D. Olson Development was formed in 1998 by Robert D. Olson to develop extraordinary hospitality projects. Since 2000, R.D. Olson Development has developed more than \$1 billion in hotel assets and has launched 15 hotels in California and Maui since 2011. Recent highlights include Lido House, a 4-story, 130-room boutique hotel in Newport Beach, and a 204-room Residence Inn by Marriott "Landmark Hotel" located in Silicon Valley, both of which are currently under construction. Also under construction is the Irvine Spectrum Marriott, which will be the first full-service hotel built in South Orange County in nearly 20 years, and is adjacent to a 210-room Courtyard by Marriott that R.D. Olson Development opened in 2014.

With all of the excellence in concept and execution, it is no accident that R.D. Olson Development was named Marriott "Hotel Developer of the Year" in 2014 and 2016 and received Marriott's most prestigious recognition, the Partnership Circle Award, in 2015. In 2016, Bob Olson was recognized with the Robert Mondavi Wine and Food Award.

R.D. Olson Development maintains a well-integrated internal team of professionals focused on real estate acquisition, entitlement, finance, construction management, and ongoing asset management of our properties. R.D. Olson Development has also cultivated relationships with the world's strongest hotel brands and debt and equity partners to execute on projects of this scale. Our firm has been the preferred choice for both the highest-quality companies and municipalities alike, including the City of Irvine, the City of Newport Beach, The Irvine Company and Alexander & Baldwin Company, to name a few.

Letter of Agreement from Subcontractors

DPHP has engaged the most experienced and premier architectural and planning firms to round out their team. Just as with the DPHP partners, although these firms are national in scope, they have enlisted best-in-class local designers and architects and engineers that are likewise invested in the success of this very important County asset. All of our consultant teams include principals that are hands-on and accessible and are approaching this project as a legacy project for their respective firms. Although a variety of design-related consultants will be utilized for the project, a few of the primary team members will include:

Architecture - Retail/Commercial Core

SMS Architecture will be the lead architect for the master site plan and the commercial core/retail portions of the project. SMS is a leading architectural firm in coastal retail design. Their recent projects are Pacific City (Huntington Beach), Lido Village (Newport Beach), Long Beach Exchange, also known as LBX (Long Beach), Redondo Beach Waterfront (Redondo Beach) and many others.

Firm Name: SMS Architects
Address: 17848 Sky Park Cir, Irvine, CA 92614
Contact: Joseph Smart, Principal
Website: www.sms-arch.com

Architecture - Hotel

WATG Architects will be the architect for the new hotel. With over 70 years of design expertise, WATG and Wimberly Interiors have become the world's leading design consultants in the hospitality industry. Strategically located in six countries across the globe, they offer integrated design solutions comprising strategy, planning, architecture, landscape and interiors for urban, tourism and resort destinations. WATG is especially experienced in marina and waterfront centric hospitality projects. Their recent local projects are R.D. Olson's Lido House Hotel (Newport Beach), R.D. Olson's Pasea Hotel (Huntington Beach), the St. Regis Hotel (Dana Point), the Ritz Carlton Laguna Niguel (Dana Point), Park Hyatt Aviara (Carlsbad), Hyatt Regency (Huntington Beach), The Lodge at Torrey Pines (San Diego) and many others.

Firm Name: WATG Architects - Irvine Studio
Address: 300 Spectrum Center Drive, Irvine, CA 92618
Contact: Monica Cuervo, Managing Director
Website: www.watg.com

Architecture – Wet Side and Dry Dock

Bellingham Marine will be engaged to perform all preconstruction budgeting and to build the docks and dock systems themselves. Bellingham Marine is the global leader in design, manufacture, and construction of marinas and related products and services. Bellingham Marine enjoys an unrivaled reputation within the industry and has installed more than 20 million square feet of concrete floating docks throughout the world. BMI's reputation is directly attributable to the quality of its products and services and the skill and dedication of its people. We believe our people are our most valuable asset.

Bellingham Marine operates 9 manufacturing plants and 12 offices. Each division is an established local company with key business and community connections and regional expertise. Strong local connections combined with the resources and strength of an international firm means no project is too large or small for Bellingham Marine to tackle. Their portfolio encompasses mega yacht centers, fishing harbors, city ports and residential dock systems.

Firm Name: Bellingham Marine
Address: Southwest Division Office
8810 Sparling Lane, Dixon, CA 95620
Contact: Eric Noegel, Director In-Charge
Website: www.bellingham-marine.com

Structural Engineering

Docks

Firm Name: Redpoint Structures
Address: 1264 Mt. Baker Hwy., Bellingham, WA 98228
Contact: Craig Funston
Phone: (360) 715-0121

Geotechnical Engineering & Seawall Retrofit

Recommendations/Design

Firm Name: Terra Costa Consulting Group
Address: 3890 Murphy Canyon Rd. Suite 200, San Diego, CA 92123
Phone: (858) 573-6900

Drystack Planning

Firm Name: Dream Harbor Consulting, LLC
Address: 3584 Exchange Ave., Suite C, Naples, FL 34104
Contact: Frank Donohue
Phone: (239) 643-0166

Regulatory Permits Efforts

Firm Name: Anchor QEA
Address: 130 Battery, Suite 400, San Francisco, CA 94111
Contacts: Josh Burnam
Phone: (949) 636-5166

Civil – Overall Master Plan and All Land Side Areas

Tait & Associates will be the lead civil engineering firm to manage the greater project and bring together all on and offsite required improvements as well as the joining of land and waterside improvements in term of utility infrastructure, parking and circulation improvements, subdivision work, lot line adjustments, etc. Since 1964, family-owned TAIT has been providing land development and engineering solutions for clients nationwide but with its roots planted firmly in Orange County. With 8 offices and 150 employees strategically located throughout the Western United States, Tait is dedicated to providing innovative engineering, environmental and architectural services for a diverse range of project types. Throughout their history, Tait has worked with thousands of clients to design and build retail shopping centers, residential communities, industrial developments, medical facilities, marinas and water-centric properties and beyond. Their Environmental Services Branch (TES) was established as a wholly owned subsidiary of TAIT, as a way to better serve the environmental needs of their clients and to provide cleaner solutions for generations to come.

Firm Name: Tait & Associates
Address: 701 N. Parkcenter Drive, Santa Ana, CA 92705
Contacts: Rich Tait, President, Principal
Trevor Tait, Vice President, Principal
Jacob Vandervis, Vice President and Chief Operating Officer, P.E.
Website: www.tait.com

Construction - Retail and Commercial Core

Snyder Langston Builders will be engaged to perform all preconstruction budgeting. Our team of Burnham-Ward, Tait, SMS, Snyder Langston and other primary consultants has an excellent working relationship, having worked together on many projects. This relationship will facilitate good and accurate cost assumptions, which will in turn facilitate qualified negotiations with the County towards a financial structure that reflects a fair and balanced lease agreement. Snyder Langston thrives on the opportunity to bring its clients' visions to life by being trusted advisers and master builders. Since 1959, they have partnered with the finest architects, developers, investors and corporations to build a diverse selection of projects and product types across Southern California. They embrace innovative ways of thinking, challenging and working as a team in order to build lasting structures while supporting the communities that are home to them. Recent projects include a vast array of Orange County's most significant retail and hospitality properties, many of which are coastal-centric. They include: Long Beach Exchange (LBX) (Long Beach) (under construction), Balboa Bay Club (Newport Beach), Pelican Hill Resort (Newport Beach), Hotel Irvine (Irvine), Fashion Island (Newport Beach), The Irvine Spectrum Retail Center (Irvine), The Point (El Segundo) and Waterside at Marina Del Rey (Marina Del Rey), to name a few.

Firm Name: Snyder Langston
Address: 17962 Cowan, Irvine, CA 92614
Contacts: Stephen Jones, Chairman and CEO, Principal
Greg Hurlock, Chief Estimator & Director of Preconstruction
Website: www.snyderlangston.com

Construction - Hotel

R.D. Olson Construction will be engaged to perform all preconstruction budgeting for the hotel and will build the newly designed hotel. R.D. Olson Construction is an Orange County-based national general contracting and construction management firm recognized for reliability and customer loyalty. The firm is known for its hospitality construction expertise and a growing presence in healthcare, restaurants and multi-unit projects.

Backed by a track record spanning 38 years, R.D. Olson has built a financially sound business platform setting the stage for a growth trajectory over the next year. The company has an impressive resume of hotel, resort, multi-unit housing, country club, retail, and restaurant construction projects. Our client list includes Marriott, Kimpton Hotel & Restaurant Group, Starwood Lodging, UDR and Affirmed Housing Group, to name a few.

R.D. Olson Construction has an established reputation as a builder that is at the forefront of emerging technologies and building trends. We meet our clients' vision for their built environments through solution driven teamwork, fast track construction, high quality finishes, and a proven expertise in our trade providing a foundation for excellence.

Founded by Robert Olson in 1979 and headquartered in Irvine, California the success of the company is attributed to a staff of dedicated employees who place a high value on integrity and have the experience to excel in commercial construction. Recent projects include Pasea Hotel (Huntington Beach) and Lido House (Newport Beach).

Firm Name: R.D. Olson Construction
Address: 2955 Main Street, Third Floor Irvine, CA 92614
Contact: Bill, Wilhelm, President
Website: www.rdolson.com

Landscape Architect – Master Plan/Commercial Core

Lifescapes International will be the master landscape architect for the overall project with emphasis on the Commercial Core. Over the past six decades, Lifescapes International has designed many celebrated, recognizable and award-winning garden environments around the world. Their portfolio includes destination resorts, retail/mixed-use developments, commercial, multifamily, master-planned communities and entertainment-driven projects. Their recent projects are Pacific City (Huntington Beach), Redondo Beach Waterfront (Redondo Beach), The Grove (Los Angeles), The Americana at Brand (Glendale), The Point (El Segundo) and many others.

Firm Name: Lifescapes International
Address: 4930 Campus Dr., Newport Beach, CA 92660
Contact: Julie Brinkerhoff – Jacobs, Principal
Website: www.lifescapesintl.com

Entitlements/Legal

Commercial Core and overall project

Susan Hori, Sean Matsler and Timi Hallem of Manatt, Phelps & Phillips, LLP are land use and public-private partnership (PPP) counsel for DPHP. Manatt has extensive experience entitling projects in the County of Orange (e.g., Cielo Vista, Springs at Bethsaida, St. Michael's Abbey) and representing major landowners before the County, including Rancho Mission Viejo and the Irvine Company. Manatt's California Coastal Commission work includes a number of projects in Orange and Los Angeles counties (e.g., Brightwater Development at Bolsa Chica, Poseidon's Huntington Beach Desalination Facility, Newport Banning Ranch, Newport Coast, Terranea Resort). The firm also has substantial PPP experience with Orange County and other public agencies. Recent PPPs involving the County of Orange include the reuse of the El Toro Marine Corps Air Station for Lowe Enterprises and the Marine Way/Sand Canyon intersection relocation for Heritage Fields. The firm's PPP experience also includes affordable housing projects funded by the cities of Lake Forest, Mission Viejo, Lake Elsinore and Carlsbad, as well as projects involving San Diego County, San Diego Community College District, Brea Olinda Unified School District and others. Firm biographies for Susan Hori, Sean Matsler and Timi Hallem follow.

Timi Anyon Hallem is a partner in the firm's Los Angeles office and a member of the real estate practice group. With over 30 years of real estate law experience, she has earned a reputation as the lawyer to whom clients turn with their most challenging projects. Timi's practice covers all aspects of real property and hotel ownership and development, including acquisition, entitlement, development, financing, leasing and disposition. She has a depth of experience in all types of real estate projects, including hospitality, commercial, industrial, residential, public/private development and mixed-use projects.

Timi is the founder and chair of the firm's Women's Initiative, a program that uniquely combines firmwide support networks, business coaching and other instructive programs, and innovative policies to help women at Manatt and its clients overcome the professional and personal challenges that too often become barriers to their success. She has been repeatedly recognized by Real Estate Southern California as "One of SoCal's Most Influential Women in Real Estate" and has been included in the list of The Best Lawyers in America every year since 2006.

Bar Admissions

California

Education

University of California, Los Angeles, J.D.

Order of the Coif

Managing Editor, UCLA Law Review

Smith College, A.B.

Susan K. Hori's practice focuses on land use planning issues, including development entitlements and regulatory permits for real estate development projects and the resolution of environmental issues affecting real property. The hallmark of Susan's practice is her track record of success in navigating the complex process of multiagency permits and approvals. Her clients include landowners, financial institutions, developers and builders in the residential, retail, hotel/resort, and commercial and industrial development industries.

Susan represents clients on issues involving state and federal regulations, including the California Environmental Quality Act (CEQA), the National Environmental Policy Act (NEPA), the California Coastal Act, Section 404 permitting under the Clean Water Act, National Historic Preservation Act compliance and Endangered Species Act permitting, including work on habitat conservation plans.

Susan also serves as the administrative partner of Manatt's Orange County office and is a member of the real estate and land use practice groups and the firm's Board of Directors.

Susan has been repeatedly recognized as a "distinguished land use practitioner" by Chambers and Partners, has been listed in The Best Lawyers in America since 2005 and has been named a Top 25 "Land Use Leader" by the Daily Journal.

Prior to entering private practice, Susan clerked for the Alaska Supreme Court and served as an attorney with the Solicitor's Office in the Department of the Interior in Washington, D.C., where she represented the U.S. Fish and Wildlife Service.

Bar Admissions

California
Washington, D.C.

Education

University of California, Berkeley, Boalt Hall School of Law, J.D., 1979
Managing Editor, Ecology Law Quarterly, 1978-1979
Moot Court Board, 1978-1979

University of Washington, B.A., magna cum laude, 1976

Sean Matsler is a partner in the firm's Orange County office and a member of the land use practice group. His practice focuses on land use, with an emphasis on securing entitlements for controversial residential, commercial and institutional real estate development projects. Sean advises clients on compliance with local planning and zoning regulations, the California Coastal Act and the California Environmental Quality Act, guiding them through the entitlement process from site selection to project approval. He understands the litigation risk associated with California Environmental Quality Act compliance, having represented clients on both sides of such litigation. Sean has also appeared before both state and local administrative bodies to secure approvals on behalf of clients. His clients include residential, commercial and mixed-use developers, as well as churches, temples, schools, banks, REITs and individual property owners.

Prior to joining Manatt, Sean was an associate in the land use practice group for an international law firm. He has also worked for a number of political campaigns, including service as the Deputy Finance Director for Congresswoman Loretta Sanchez.

Bar Admissions

California

Education

University of Southern California Law School, J.D., 2003
Submissions Editor and Staff, Southern California Law Review

University of California, Berkeley, B.A., Political Science and History, 1999

Visiting Student at Oxford University, 1999

Sherman Stacey with Gaines & Stacey shall collaborate with the team at Manatt Phelps and oversee all entitlement efforts with the hotel and shall be the primary interface with California Coastal Commission. Mr. Stacey has extensive experience with coastal agencies on the matter of hotel entitlement and affordability. He worked successfully with R.D. Olson for both their Pasea Hotel (Huntington Beach) as well as their recent Lido House Hotel (Newport Beach) and was instrumental in negotiating an acceptable outcome to accomplish the affordability component of their proposal.

Bar Admissions

California
Utah

Education

UCLA School of Law, Juris Doctor, 1974

University of Southern California, A.B., International Relations, 1971

Scott S. Pollard is R.D. Olson Development's transaction legal counsel. He joined Wright, Finlay & Zak as "of counsel" in 2014 and leads its Real Estate Transactional Division. In his over 35 years of experience, Mr. Pollard has represented major developers, property owners, landlords, tenants, businesses and entrepreneurs in their transactional real estate and business matters. Prior to establishing his own business in 1990, Mr. Pollard was the President of Signal Development and Senior VP of Signal Landmark, being responsible for all commercial/industrial development. Mr. Pollard also served as Regional Counsel for the Western United States for Homart Development (the development arm of Sears and Coldwell Banker) and as Executive VP and General Counsel for Arnel Development/Management Companies. During his career, Mr. Pollard has spoken at many real estate industry events.

Mr. Pollard is a licensed California real estate broker, is a past president of the Commercial Industrial Development Association, and former advisory board member of the California Business Properties Association.

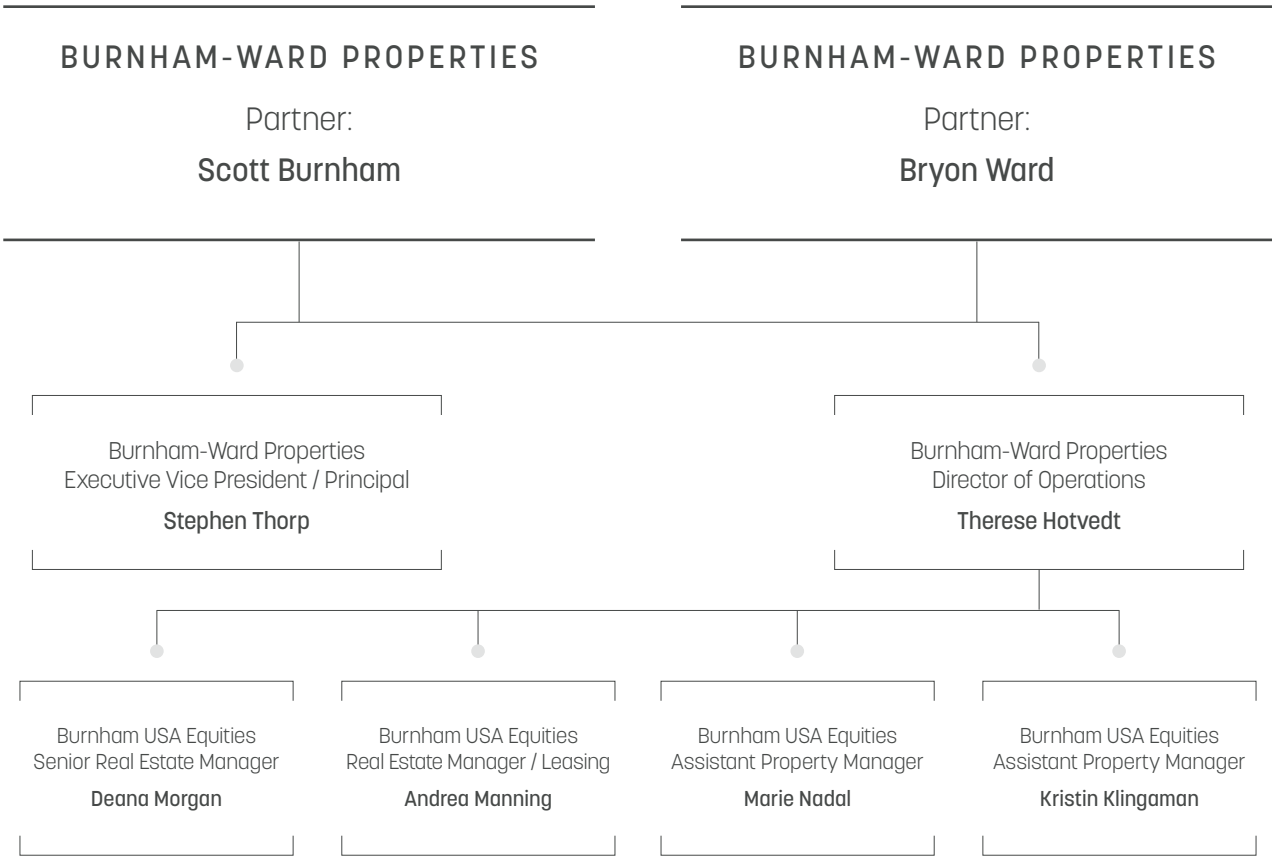
Education

University of Southern California (B.A., 1975)

Pepperdine University School of Law (J.D., 1979)

1. Management and Staffing: Commercial Core

Organizational Chart | Burnham-Ward Properties (BWP)



For a full-size 11x17 version, please refer to supplemental page 2.

The principals and management team at Burnham-Ward Properties (BWP) take an active role in understanding the day-to-day activities of its assets and work hand in hand with the property management staff to maximize tenant retention, property operations, continual upgrades and project enhancements. Our projects are never completed and "put on a shelf." Rather they are cared for and undergo continual curation so that they remain viable and sustainable.

BWP Principals and Management Team for Commercial Core

Scott Burnham, Chairman of the Board/CEO, Principal

A graduate of the University of Southern California, with a degree in Business Administration, Scott Burnham began a career in the real estate industry in the late 70's, after becoming affiliated with one of the country's largest and most respected commercial real estate brokerage companies. After a few years of record performance, Mr. Burnham was quickly appointed a senior associate with the firm. In 1983, Burnham was recognized as the top overall producer after unprecedented closings.

Burnham left the company that same year and began his career in the commercial real estate development arena. He would later become the co-founder and a managing general partner of Nexus USA Equities, Inc. The company grew rapidly and became quickly recognized in the industry for its highly visible and successful projects.

In 1990, Burnham established Burnham USA Equities, Inc. Today, the organization he oversees manages a significant portfolio of company-owned properties, including shopping malls, office buildings, medical buildings, industrial parks and residential properties.

Burnham is a highly regarded veteran of the industry and his organization possesses expertise in all sectors of commercial real estate development and investment.

Allen Staff, Market President and Region Executive, Bank of America Merrill Lynch wrote "Our deep relationship with Scott Burnham spans more than three decades and is built on our mutual respect and trust. Scott Burnham's commitment to quality and good stewardship are cornerstones of his exemplary reputation in the community and in business."

Bryon Ward, President, Principal

A graduate of UC Santa Barbara with a degree in Business Economics, Bryon Ward began his career in commercial real estate in 1984. Mr. Ward joined Grubb & Ellis Company, one of the nation's largest commercial real estate brokerages, where he was named "Rookie of the Year" his first year in the business. Mr. Ward was appointed senior vice president in record time shortly after joining the company and was consistently among the firm's top brokers throughout his 22 years with the company.

As a member of the Grubb & Ellis' Industrial Division, he had the distinction of being named the company's top broker nationally multiple years. He was principal negotiator in transactions totaling over 22 million square feet and valued at over \$3 billion (USD) which included many of the company's largest and most complex assignments. He represented some of the nation's largest institutional and private investors as well as corporate users on leasing and disposition assignments – many of which he represented on repeated occasions and in multiple markets across the United States.

A seasoned industry veteran, Mr. Ward brings a unique breadth of experience in commercial real estate to Burnham-Ward Properties. During his tenure, Mr. Ward was been known as a strategic thinker, top negotiator, and creative marketer. He has also participated as a speaker for commercial real estate industry panels, written articles for various real estate publications, and co-developed lease management software utilized by many of Grubb & Ellis' corporate clients.

In 2004, Ward formed Ward Properties, LLC, which has developed and acquired several million square feet of industrial, office, and retail properties valued at over \$200 million. Mr. Ward joined Burnham-Ward Properties as a partner in 2007, where he has been responsible for strategic portfolio oversight, property acquisitions, development, project design, branding and entitlement.

Mr. Ward has been active in numerous civic and charitable organizations as well as real estate groups including ICSC, NAIOP, CCIM, and SIOR.

Stephen Thorp, Executive Vice President, Principal

A graduate of the University of California at Davis, with a degree in managerial economics, Stephen Thorp began his career with Churchill Mortgage Corporation, a mortgage banking firm. During his tenure at Churchill, Mr. Thorp worked closely with Burnham USA on its financing, eventually joining the organization in 2000.

In recent years, Mr. Thorp has been responsible for overseeing the development of many notable Burnham USA projects in both California and Arizona. Today, his primary responsibilities include acquisitions, entitlement, financing and project management.

Mr. Thorp participates and serves on several economic development advisory boards throughout Orange County, is an active member of the International Council of Shopping Centers and is a licensed real estate salesperson.

Therese Hotvedt, Director of Operations

Therese Hotvedt brings more than 25 years of commercial real estate expertise to Burnham USA and currently serves as its President. Ms. Hotvedt began her career in the commercial real estate field in 1981 with one of Burnham's affiliates. Hotvedt has been active in every aspect of the company, previously serving in numerous capacities, including controller, president – property management, vice president, all of which have been instrumental to Burnham's success.

Ms. Hotvedt's broad background offers the organization a full spectrum of real estate capabilities including planning, development, finance, construction coordination, leasing and asset management. Her unique combination of talents allows her to effectively manage the team's daily responsibilities and allows for effective communication between all departments.

Ms. Hotvedt is a member of International Council of Shopping Centers and is involved in numerous charities and community organizations.

Deana Morgan, Senior Real Estate Manager

Deana Morgan has been involved in the commercial real estate industry since 2000 and serves as the Senior Real Estate Manager for Burnham USA. Deana has been involved in the company's entire portfolio since her inception in 2006 and currently oversees the management of Burnham's Retail and Shopping center properties. Through the years, Deana has worked with Developers, Asset Managers, Investors, and Brokers, while managing and overseeing various types of properties. She possesses a strong "hands-on" management style that Burnham is known for in the real estate industry.

Ms. Morgan is a licensed California real estate salesperson, a California notary, and holds both her RPA and FMA designations from BOMA. She has studied Criminal Justice at the University of Nevada-Reno and holds a degree in Business Administration.

Andrea Manning, Real Estate Manager / Leasing

After graduating from the University of California at Los Angeles with a major in Economics and a minor in Spanish, Andrea Manning began her real estate career with one of the top investment sales teams nationwide at CB Richard Ellis in Newport Beach, CA. Upon joining Burnham USA in 2007 as its Leasing Coordinator, Mrs. Manning became deeply entrenched in the company's leasing activities, as well as existing tenant administration and management. In 2013, Andrea's responsibilities evolved as she transitioned into the Real Estate Manager position of Burnham USA's office portfolio. She currently manages the company's office portfolio in addition to overseeing the leasing for the company's entire portfolio of office, retail and industrial properties.

Andrea is a licensed real estate salesperson, Certified Leasing Specialist through the International Council of Shopping Centers and has been active on the board of the Association of Commercial Real Estate Executives (ACRE) since 2008. She has served various roles on the board, but currently sits as Vice President on the board of the ACRE Southern California chapter.

Marie Nadal, Assistant Property Manager

Marie Nadal brings more than 20 years of commercial real estate expertise to Burnham USA. Ms. Nadal began her career with Lincoln Property Company, later moving to The Koll Company, Tooley & Company and The Irvine Company. Marie attended California State University, Fullerton where she majored in Health Science.

Marie is a team leader responsible for overseeing the property management activities for the company's office portfolio, which consists of 11 buildings in Newport Beach, nearly 200,000 square feet and 125 tenants.

Ms. Nadal works closely between various Burnham USA departments and facilitates the "hands on" property management style that Burnham USA is known for throughout the industry.

Kristin Klingaman, Assistant Property Manager

Kristin has joined Burnham as the Assistant Real Estate Manager and bringing 10 years of residential real estate experience. As an ambitious team leader, Kristin assists with all property management functions and activities within Burnham's Retail portfolio.

Kristin is a licensed California real estate salesperson. In 2006, Kristin graduated with honors from California State University, Fullerton, where she achieved a Bachelor's degree in Criminal Justice and minor in Health Science.

She enjoys giving back to her community and spends most of her time participating in Ragnar Relays and triathlons.

Affirmative Commitment Statement

BWP has thoroughly analyzed the Dana Point Harbor project components, and has a clear picture of what is needed to revitalize the commercial core aspect of the harbor. We understand the complexity of the project and have the resources to rebuild and assume control and management of the harbor. BWP's key personnel, equipment, material and supplies are available to fulfill its commitment to provide all key management personnel identified hereto on a full-time basis for the periods necessary to fulfill their responsibilities.

Description of Qualifications

Burnham Ward Properties (BWP) principals, Bryon Ward and Scott Burnham will serve as co-managing member of Dana Point Harbor Partners, LLC and shall oversee all aspects of the planning, development, construction and operations of the commercial core operations. Orange County-based BWP specializes in complex real estate projects, transactions, and bringing life to challenging urban infill opportunities. They, together with their affiliated companies, have decades of experience in complex large-scale projects that require unique phasing, financing and customer experience.

The award-winning firm is a full service commercial real estate investment, management, and development company, with its affiliates, has a track record of turning around functionally obsolete and economically challenged properties in excess of 30 years. They have developed millions of square feet of commercial property throughout the United States with a primary emphasis on Southern California. BWP is known for innovative design and tenant selection that reflects the unique circumstances of each community. It sheds the status quo and drives innovation whenever possible. BWP embraces cutting-edge ideas that are outside the box, incorporating design elements that inspire and rejuvenate the community.

Recent and current developments include The OC Mix and South Coast Collection collectively known as SOCO (Costa Mesa), the revitalization of the 17th Street Corridor, which is a primary shopping corridor for the cities of Newport Beach and Costa Mesa and which includes their newly renovated Castaways Commons project (Newport Beach), Lido Marina Landing (Newport Beach) which will feature both water and land side renovations, and LBX at Douglas Park at the former Boeing facility at Long Beach Airport. You can review a comprehensive company profile at www.burnham-ward.com and its affiliate company's website Burnham USA at www.burnhamusa.com.

Relevant Experience

Burnham-Ward Properties has developed millions of square feet of commercial property throughout the United States with a primary emphasis on Southern California. Its body of work includes master planned mixed-use office parks; promotional retail centers; industrial facilities including warehouse/distribution, manufacturing and multi-tenant; as well as professional and medical offices. Today, Burnham-Ward's portfolio comprises mainly promotional retail, boutique and showroom retail, industrial and professional & medical office with heavy concentration of property located in Southern California.

Recent Projects (partial list):

- City Town Center (Orange, CA)
- Chuck Jones Center for Creativity (Costa Mesa, CA)
- The WELL on 17th Street (Costa Mesa, CA)
- Batavia Business Park (Orange, CA)
- Paul Mitchell School (Costa Mesa, CA)
- Westcliff Plaza (Newport Beach, CA)
- Stadium Infield (Anaheim, CA)
- Stark Showroom (Costa Mesa, CA)
- GKN Aerospace (Santa Ana, CA)
- Village Town Center (Orange, CA)
- Surf as Culinary District (Costa Mesa, CA)
- TPT Home (Costa Mesa, CA)
- South Coast Collection (Costa Mesa, CA)
- Greenleaf @ SOCO (Costa Mesa, CA)
- Cypress Commercenter (Cypress, CA)
- Plaza Sereno (Costa Mesa, CA)
- OC Mix (Costa Mesa, CA)
- Kyocera Irvine (Irvine, CA)
- Greenleaf @ Plaza Sereno (Costa Mesa, CA)
- Pirch Showroom (Costa Mesa, CA)
- Burnham Place (Newport Beach, CA)
- The Waterfront - Via Lido (Newport Beach, CA)
- 26 Corporate Plaza (Newport Beach, CA)
- Hobby Lobby (Laguna Niguel, CA)
- Design Within Reach (Costa Mesa, CA)
- Northern Trust (Newport Beach, CA)
- 270 Newport Center Drive (Newport Beach, CA)
- Long Beach Exchange (Long Beach, CA)
- Grit Cycle (Costa Mesa, CA)
- 280 Newport Center Drive (Newport Beach, CA)
- 17th Street Village (Costa Mesa, CA)
- 369 San Miguel (Newport Beach, CA)
- Newport Beach Athletic Club (Newport Beach, CA)
- 1950 West Coast Highway (Newport Beach, CA)
- 417 30th Street (Newport Beach, CA)
- Orange Town & Country (Orange, CA)
- 230 Newport Center Drive (Newport Beach, CA)
- Manley & Stewart Law Offices (Irvine, CA)
- San Clemente Plaza (San Clemente, CA)
- 24 Corporate Plaza (Newport Beach, CA)
- Castaway Commons (Newport Beach, CA)
- Seal Beach Village (Seal Beach, CA)
- 240 Newport Center Drive (Newport Beach, CA)
- Corona del Mar Village Shops (Newport Beach, CA)
- Lido Marina Village (Newport Beach, CA)
- Wailea Village Center (Kihei, HI)



South Coast Collection & The OC Mix - Costa Mesa



Long Beach Exchange (LBX) - Long Beach
450-462 17th Street - Costa Mesa
3366 Via Lido - Newport Beach

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: BURNHAM-WARD PROPERTIES LLC, A CALIFORNIA LIMITED
LIABILITY COMPANY

FILE NUMBER: 200731710153
FORMATION DATE: 11/09/2007
TYPE: DOMESTIC LIMITED LIABILITY COMPANY
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



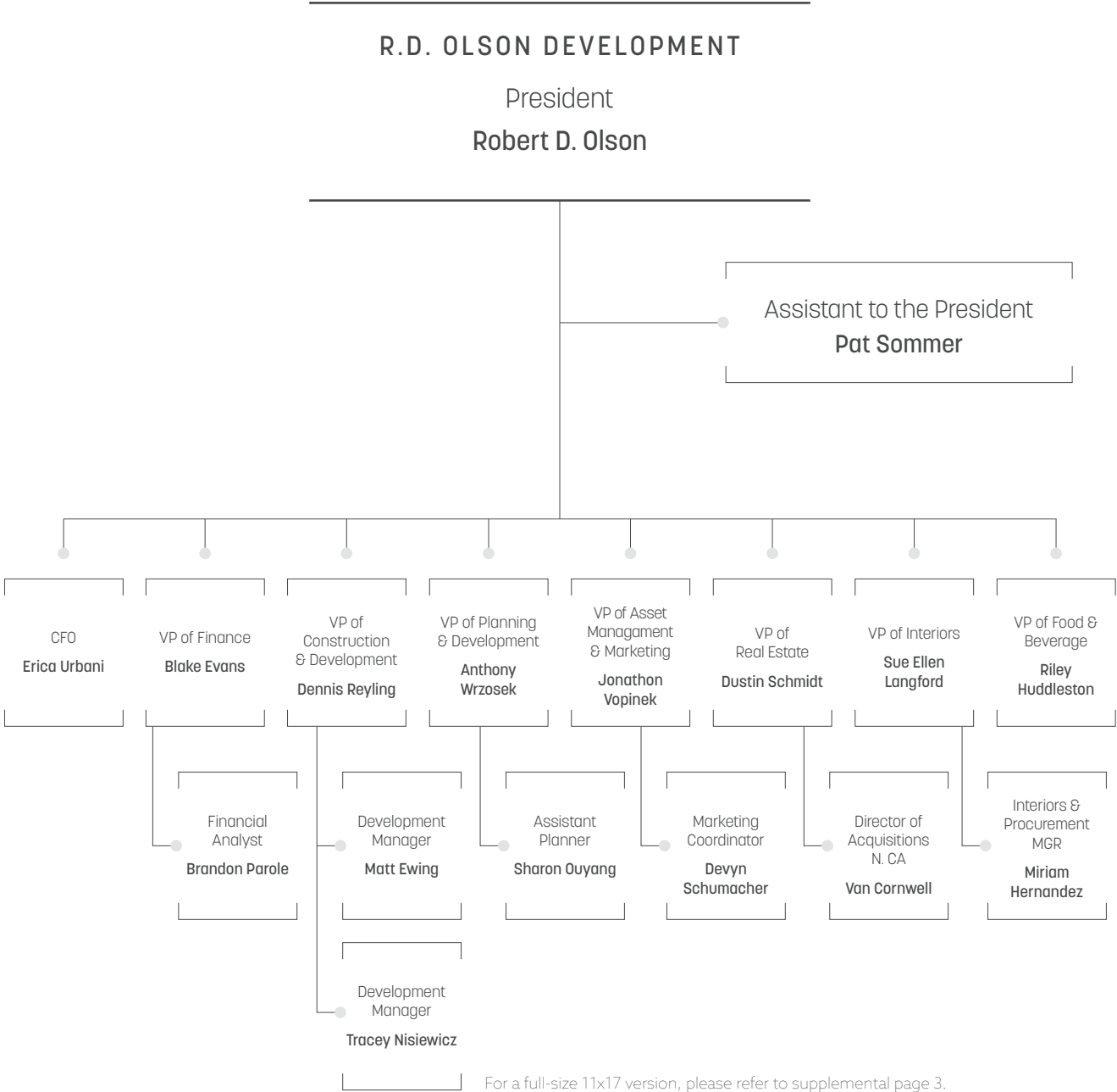
IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day of
May 1, 2017.

ALEX PADILLA
Secretary of State

RML

1. Management and Staffing: Hotel

Organizational Chart | R.D. Olson Development



The entire management and development team for DPHP’s hotel development falls under R.D. Olson Development.

Key Staff

Robert D. Olson, President and CEO
R.D. Olson Development

Robert D. Olson is the founder of R.D. Olson Development, a Newport Beach, California-based firm engaged in the development and re-positioning of commercial properties nationwide. He established the company in 1997 following nearly 20 years as founder and CEO of R.D. Olson Construction. Mr. Olson guides the strategic vision for R.D. Olson Development with an active, hands-on approach toward every facet of construction and development. He works closely with design and development teams in some of the company's most prestigious projects, providing valuable input for marketing, investment analysis, debt and equity structures, planning and entitlements, budgeting, constructability and end-user requirements. R.D. Olson Development is recognized for its ability to identify and act on opportunities, delivering solid execution through all phases of design and development while maintaining focus on the business strategy and the bottom line. The majority of the firm's developments have occurred in the Western U.S. and Hawaii, though Mr. Olson has built projects on a nationwide basis. A specialist in developing hospitality properties, the firm is also experienced in the development of office, retail, multifamily and recreational projects. Mr. Olson's longstanding experience as a builder has proven to be highly beneficial for development projects.

Robert D. Olson has been recognized as a business leader and entrepreneur on numerous occasions. He is the 2016 Robert Mondavi Wine & Food Award winner. He has also been the recipient of Ernst & Young's Entrepreneur of the Year award, Construction Financial Management Association's Construction Executive of the Year and the Orange County Business Journal's Excellence in Entrepreneurship award. He was recognized as a 2012 Hotel Icon by Real Estate FORUM magazine, and is a frequent speaker at leading industry events.

Mr. Olson is an active member of the Young Presidents' Organization (YPO), including having served as Chairman of the California Coast Chapter. His philanthropic activity includes serving on the Board of Directors and Executive Committee of the Orange County Chapter of the American Red Cross. Mr. Olson is an MBA graduate of the University of Southern California.

Dustin Schmidt, VP of Real Estate
R.D. Olson Development

Dustin Schmidt serves as Vice President of Real Estate Acquisitions for R.D. Olson Development. In this position, Dustin is responsible for the acquisition of new development opportunities and asset acquisitions. Dustin brings to R.D. Olson over 10 years of experience in development brokerage, real estate acquisitions, and development consulting.

Prior to joining R.D. Olson Development, Dustin founded a specialized real estate services company focused on assisting developers in the acquisition and sale of residential and commercial development opportunities. In 2004 Dustin was a founding broker and Senior Vice President for the Downtown Los Angeles office of O'Donnell/Atkins Company a land brokerage firm. He was responsible for over \$400,000,000 in successful transactions specializing in high density residential and mixed-use projects throughout Southern California.

Dustin earned his Bachelor's degree from the College of Urban and Regional Planning at Cal Poly Pomona. Prior to Cal Poly Pomona, Dustin studied in the School of Architecture in the College of Environmental Design at the University of Colorado, Boulder.

Blake Evans, VP of Finance
R.D. Olson Development

Blake Evans serves as vice president of finance for R.D. Olson Development, providing services including financial modeling and underwriting, market feasibility study, due diligence analysis, arranging for debt and equity funding, government agency liaison, and consultant coordination. Evans has six years of experience in the finance industry, primarily focused on real estate.

Before joining R.D. Olson Development, Evans served nearly three years as a senior financial analyst in the asset management division of SunCal Companies, a large master planned developer on the west coast. He was responsible for providing the executive management team with cash flow management analysis, project debt and equity underwriting, quarterly project status reports, and project portfolio underwriting for over 20 master planned communities in various stages from acquisition to disposition.

A graduate of the University of Southern California's Marshall School of Business in 2003, Evans obtained a dual major in corporate finance and real estate finance. He also has a Certificate in Hotel Real Estate Investments and Asset Management from Cornell University's School of Hotel Administration.

Anthony Wrzosek, VP of Planning and Development
R.D. Olson Development

Anthony Wrzosek serves as Vice President of Planning and Development for R.D. Olson Development, drawing on his 23 years of experience in the planning, architecture and construction industries. Wrzosek's responsibilities include overall management, due diligence, concept and design development, governmental entitlements and agency approvals, building technology, and development cost control.

Prior to joining R.D. Olson Development, Wrzosek provided operations and project management for prominent firms in the greater Chicago, San Francisco Bay, and Los Angeles metropolitan areas. He has managed a number of significant hospitality and multifamily projects including a 157-acre exclusive resort in Napa Valley, CA, a 41-story luxury apartment building in Chicago, IL, and a 329,000-square-foot hotel and training center in Oak Brook, IL.

Mr. Wrzosek is a licensed architect. He earned his Master of Architecture degree and Bachelor of Science degree from University of Illinois at Urbana-Champaign, and also attended the prestigious Ecole d'Architecture de Paris.

Jonathon Vopinek, VP of Asset Management and Marketing
R.D. Olson Development

Jonathon Vopinek serves as Vice President of Asset Management and Marketing for R.D. Olson Development, assuming responsibility for the overall performance of the properties in the company's hospitality focused portfolio.

Vopinek works closely with property management to maximize profitability of the asset and drive customer preference while ensuring the protection of ownership investment in the physical structures. He also contributes to market feasibility studies and pre-opening strategies.

Before joining R.D. Olson Development, Vopinek spent 10 years in the hospitality industry working in a variety of sales and operational leadership roles with Rim Hospitality and then Marriott International. He helped launch Marriott's sales transformation strategy in 2010 as the Director of Business Development for the 93 participating hotels in So Cal, AZ & NV and was most recently their Regional Director of Sales overseeing all revenue streams for the Orange County & California Desert market.

A graduate of Biola University, Vopinek obtained a major in Business Management and a minor in Bible. He also has a Certificate in Hotel Real Estate Investments and Asset Management from Cornell University's School of Hotel Administration.

Dennis Reyling, VP of Construction and Development
R.D. Olson Development

Dennis Reyling is Vice President of Construction and Development for R.D. Olson Development. In this position, Reyling oversees day-to-day management, due diligence, concept and design development, governmental approvals, building technology, and construction cost control for the firm. As a University of California, Berkeley-educated architect, Reyling brings more than 30 years of experience in the real estate development and construction industries.

Reyling spent six years with Hopkins Real Estate Group as chief operating officer. He oversaw all development projects, in all phases of planning and construction. In this role he worked with CEO Steve Hopkins to direct and implement company strategies.

As President of R.D. Olson Construction, Reyling oversaw operations, marketing, and corporate finance. He was widely credited with playing a key role in establishing the company as an industry leader. During his 12 years with the firm, Reyling oversaw such high profile projects as the construction of Kimpton's four star luxury Hotel Monaco in San Francisco, and Broken Top Country Club in Bend, Oregon.

Riley Huddleston, VP of Food and Beverage
R.D. Olson Development

A native of Oregon, Huddleston has spent more than a decade in the culinary community, gaining a unique mix of experience in roles as a chef, mixologist, pastry chef, and restaurateur. His career in the food industry began by launching and co-owning Boise Fry Company, a French fry-focused fast casual restaurant concept that won "Best Fries" accolades from Travel + Leisure and U.S. Travel News. Soon after, he moved on to culinary positions in acclaimed restaurants across the country, including Gramercy Tavern and Tribeca Grill in New York. He introduced the mixology component to his resume when he joined the menu development team at the Aviary, the famed Grant Achatz cocktail concept. Most recently, Huddleston was the opening Executive Chef for I|O at The Godfrey Hotel Chicago, the city's largest all-season indoor | outdoor hotel rooftop lounge on the lifestyle hotel's fourth floor. There, he produced upscale bar fare to pair with his chef-driven cocktail program that uses scientific methods to create specialty drinks.

Huddleston's innovative culinary style blends classic French training with modern cooking techniques. He draws on his eclectic mix of experiences to build creative menus that focus on the best produce and ingredients available from around the world. In conjunction with the hotel's amenities, his dining establishments will pay homage to the building's history via re-imagined American cuisine.

Sue Ellen Langford, VP of Interiors
R.D. Olson Development

Sue Ellen Langford is R.D. Olson Development's Vice President of Interiors. She oversees interior design for all properties in the company's portfolio and pipeline—from the conceptual and schematic phases, to development and construction documents, through to pre-opening final touches. She manages the interior design consultant team, in house FF&E, and personally selects all property artwork. Langford has 20 years of experience in the design industry with primary focus on hospitality and restaurant concept design.

Before she joined R.D. Olson Development, Langford headed the interior design department for Steven Langford Architects, developing many of the nation's top restaurant concepts. She was responsible for creating and branding unique environments and bar/lounge areas.

Langford earned her BFA degree from University of California at Irvine and graduate degree in Interior Architectural Design from California State University, Long Beach.

Bill Wilhelm, President
R.D. Olson Construction

For over 20 years, Bill has played an active role in the planning and implementation of R.D. Olson's strategic plan. In his previous position as Executive Vice President, Bill managed all phases of project construction from client relationships, estimating and contracting, daily construction activities, project quality and project delivery. With an extensive development and operations background, and his unique ability to understand the complexities of design and construction he has proven to be an asset to clients at all phases. As President, Bill leads the firm's construction teams and is responsible for the day-to-day revenue and profitability, project deliverability and overall company strategic direction.

Bill's leadership approach focuses on the true sense of partnership at all levels, working in tandem to achieve success. He is active in the local OC communities and often speaks at various industry events.

Erika Urbani, Chief Financial Officer
R.D. Olson Construction

Erika Urbani, Chief Financial Officer, oversees all aspects of R.D. Olson's finances including accounting and reporting, budgeting, risk management, and information systems management. Urbani also is a pertinent member of the company's strategic business planning team. She promotes best practices to enhance the company's effectiveness and profitability. In 1991, after years of employment with the Corporate Finance Group at Chase Manhattan Bank in Buenos Aires, Argentina, Urbani moved to the United States. She immediately landed a position in R.D. Olson Construction's marketing department. Two years later, Urbani's aptitude for working with numbers redirected her positioning with the company and she moved into the accounting department where she also became involved with R.D. Olson Development's finances.

During this time, Urbani expanded her education. She attended California State University, Fullerton and received her Bachelor of Arts degree in accounting. She also earned designations as a Certified Construction Industry Financial Professional and Certified Managerial Accountant. These academic achievements were in addition to her Bachelor of Science degree in computer science from the University of Belgrano, Argentina in 1991.

Urbani's mastery of accounting became convincingly evident as she worked her way up the corporate ladder. In 1997 she was promoted to controller – a position she held until she was named Chief Financial Officer in 2006.

In addition to her employment with Olson, Urbani is entrenched within the building industry. She was National Chairman of the Construction Financial Management Association in 2012-2013, and was the 2006-2007 president of its Orange County chapter. She also conducts overview seminars on construction accounting and financial management for candidates interested in sitting for the certification exam.

Affirmative Commitment Statement

The R.D. Olson Development team has thoroughly analyzed the hotel components of the Dana Point Harbor project. We have a clear picture of the items influencing the execution of the plan and possible hurdles that may arise during the process.

We understand the complexity of the project and have the resources required to complete the hotel project. The R.D. Olson Development team has the capacity to meet the proposed schedule. We are confident in our ability to dedicate the necessary resources at the times required for successful development of the hotel portion of the renovation.

Our key individuals stand ready to function in their identified roles.

Description of Qualifications

The R.D. Olson Development team understands the intricacies and requirements of the RFP and the needs and desires of the many stakeholders who have an interest in the Dana Point Harbor Revitalization project.

We have the experience and professional network required to rebuild and redevelop the hotel portion of the harbor in such a way that it will create value for the local community and the county.

R.D. Olson Development is uniquely qualified to serve as the lead for the hotel development. R.D. Olson Development maintains a well-integrated internal team of professionals focused on real estate acquisition, entitlement, finance, construction management, and ongoing asset management of our properties. R.D. Olson Development has also cultivated relationships with the world's strongest hotel brands and debt and equity partners to execute on projects of this scale. Our firm has been the preferred choice for both the highest quality companies and municipalities alike including City of Irvine, City of Newport Beach, The Irvine Company, Sares Regis, and Alexander & Baldwin Company to name a few.

R.D. Olson Development's Qualifications:

- Over 20 years experience in hotel development.
- 38 years of hospitality and general contracting experience.
- Reputation built on a successful track record of developing and opening new hotel projects in high barrier to entry markets, attention to detail and design, and quality ownership and asset management.
- R.D. Olson Development has a strong presence in Orange County.
- Extensive experience with coastal-centric hotel/resort ground up development and the complexities involved in dealing with coastal land use permitting agencies.
- Excellent working relationships with the country's largest hospitality brands/operators.
- Since 2000, R.D. Olson Development has developed more than \$1 billion in hotel assets.
- R.D. Olson Development has launched 15 hotels in California and Maui since 2011.
- Named Marriott's "Developer of the Year" in 2014 and 2016

Relevant Experience and past projects (partial list):

Projects Under Construction:

- Lido House Hotel (Newport Beach, CA)
- Residence Inn by Marriott, Goleta (Santa Barbara, CA)
- Irvine Spectrum Marriott (Irvine, CA)
- Residence Inn by Marriott, Silicon Valley (San Carlos, CA)

Completed Projects:

- Residence Inn by Marriott, Wailea (Maui, HI)
- Residence Inn by Marriott, Old Town (Pasadena, CA)
- Pasea Hotel & Spa (Huntington Beach, CA)
- Springhill Suites by Marriott, Burbank (Burbank, CA)
- Courtyard by Marriott, Irvine Spectrum (Irvine, CA)
- Residence Inn by Marriott, Pacific Center (Tustin, CA)
- Fairfield Inn & Suites by Marriott, Pacific Center (Tustin, CA)
- Courtyard by Marriott, Goleta (Santa Barbara, CA)
- Courtyard by Marriott, Kahului (Maui, HI)
- Residence Inn by Marriott, San Juan/Dana Point (San Juan Capistrano, CA)
- Courtyard by Marriott, Oceanside (Oceanside, CA)
- Residence Inn by Marriott, Burbank (Burbank, CA)
- Residence Inn by Marriott, John Wayne Airport (Irvine, CA)
- Anaheim Resort Zone Holiday Inn (Anaheim, CA)
- Anaheim Resort Zone Staybridge Suites (Anaheim, CA)



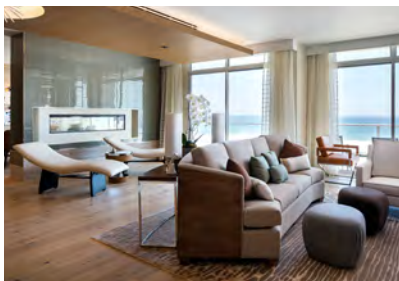
Lido House Hotel - Newport Beach



Residence Inn - San Juan Capistrano



Marriott - Irvine Spectrum



Pasea Hotel - Huntington Beach

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

OLSON REAL ESTATE GROUP, INC.

FILE NUMBER: C2088048
FORMATION DATE: 06/10/1998
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



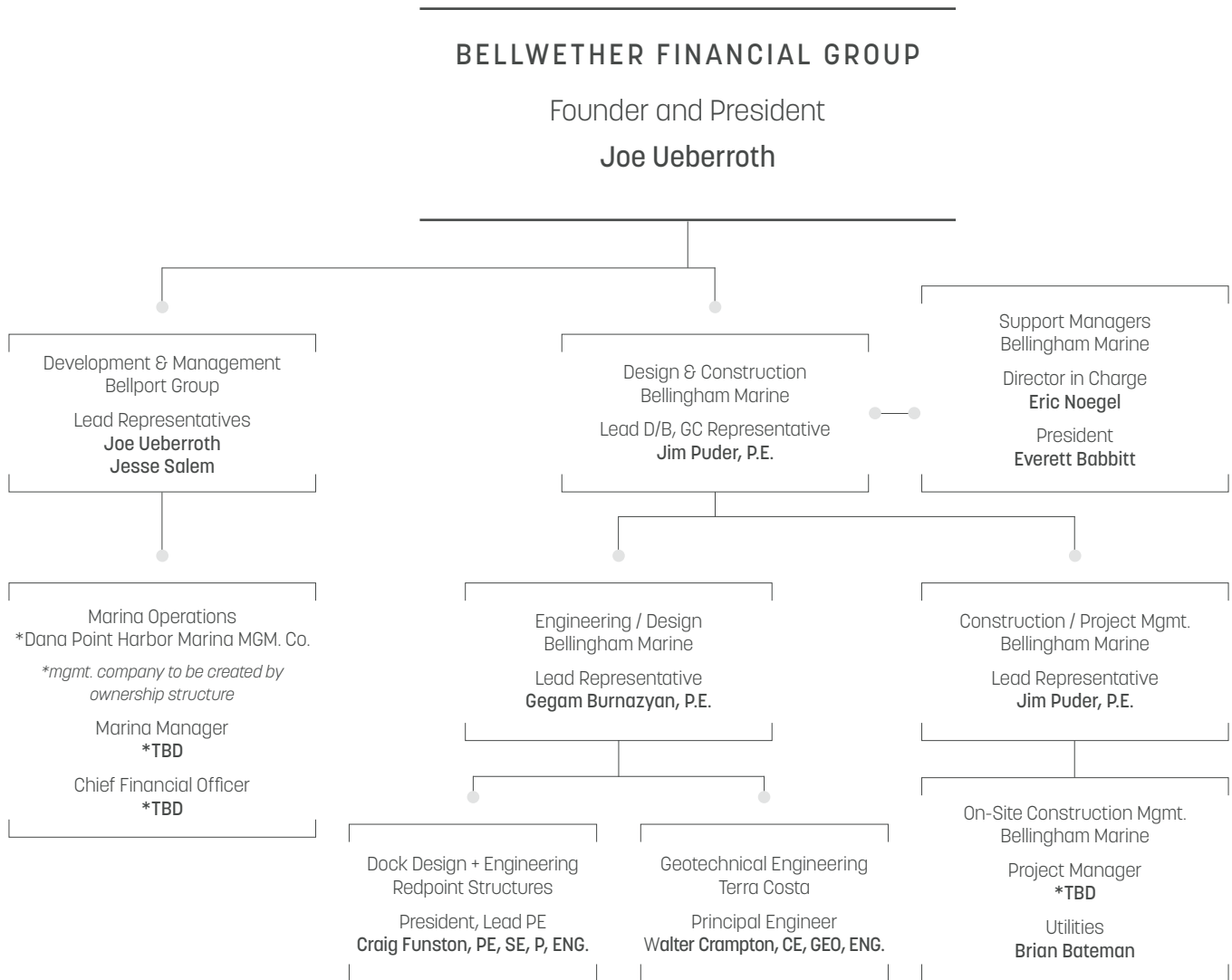
IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of April 14, 2017.

A handwritten signature in black ink, appearing to read "Alex Padilla".

ALEX PADILLA
Secretary of State

1. Management and Staffing: Wet Slips & Drystack

Organizational Chart | Bellwether Financial Group (BFG)



**Marina Manager & Marina CFO will be selected by Joe Ueberroth. Individuals will have a strong hospitality background and extensive previous experience with Bellwether Financial Group.*

**Project Manager to be assigned upon award. Individual will have at least 10 years experience in construction management.*

For a full-size 11x17 version, please refer to supplemental page 4.

The entire management and development team for DPHP’s marina and drystack development falls under the umbrella of Bellwether Financial Group. Bellingham Marine, which will oversee design and construction, and Bellport Group, which will oversee development and management, are entities of Bellwether. Upon award of the contract, the ownership team will create a marina management company, Dana Point Harbor Marina Management Company.

This uniquely, vertically integrated team has a number of advantages, including:

- The ability to boost overall efficiencies by maximizing synergies across entities.
- The ability to provide significant cost savings.
- The ability to control development and management costs and exposure to risk.

Key Staff For Management & Development Contract Wet Slips & Drystack

Joe Ueberroth, Founder and President, Bellwether Financial Group

Over 20 years' experience in marina development and marina management.

An accomplished investor and business executive, Joe Ueberroth got his start in the marina industry over two decades ago. Joe was first introduced to the marina industry through his company's involvement (Bellwether Financial Group) in the hospitality industry. In 1990s, his firm saw an opportunity to apply the hospitality model of management to the marina industry and started a marina management company called BellPort Group. Within a few years, BellPort had amassed an impressive portfolio of marinas that they managed both domestically and internationally.

From there Joe's interest and involvement in the marina industry grew. In 2003, Joe was appointed CEO of Ambassadors International, a public company operating in the travel industry. He initiated the company's entrance in both the marine and cruise industries. In 2009, when Joe left Ambassadors, he purchased all of Ambassadors' marine assets, including BellPort Group, the shipyards and Bellingham Marine. Today, these companies are privately owned and Joe is actively involved as Chairman of each.

In addition to the marine assets, Bellwether Financial Group has a solid track record over the last twenty-five years investing and building companies in technology, agriculture, and entertainment and hospitality. Some of Joe's current involvements include Apache Produce, Athletes First, International Greenhouse Produce, HrSoft, and SafetyChain Software. With his father, Joe has invested in numerous golf assets, highlighted by their acquisition of Pebble Beach Company in 1999 and he continues to hold an equitable stake in the partnership.

Joe is passionate about participating and giving back to his community. Joe and wife Polly recently founded the Bellwether Charitable Foundation, which supports local charities. Last year, he served as the Chairman of the Young Presidents Organization, Southern California Chapter.

He also serves as the Chairman of the Advisory Board of Big Brothers Big Sisters of Orange County. He is a board member of the CDM Foundation, which supports Corona Del Mar High School and Middle School. He is a director emeritus of the Orangewood Charitable Foundation, and is a member of the advisory board of the University California Irvine School of Business - Center for Innovation and Entrepreneurship.

Jesse Salem, President, BellPort Group

Over 30 years' experience in marina and shipyard operations.

Jesse Salem has over 30 years' experience in marina and shipyard management and operations and over two decades of experience as an owner and president. In 1991, Jesse was appointed CEO of Newport Harbor Shipyard.

As CEO Jesse was responsible for day to day operations as well as all accounting and financial aspects of the business. He continued to build upon the facility's success increasing revenue year after year. He founded the Lido Marine Hardware store located on the shipyard's premises and created a new profit center for the facility.

Jesse has a strong background in environmental management and is known for his progressive approach to environmental stewardship in the shipyard industry. Under his leadership, Newport Harbor Shipyard became the first shipyard in Southern California to comply with the EPA Zero Discharge Order mandated in 1996 and the first to have a fully enclosed and environmentally controlled spray booth. He has incorporated wastewater management systems at several properties. He understands the options available for properties looking to capture wastewater from wash-down stations, what's feasible and what's required from an operational standpoint.

In April 2006, Jesse sold the Shipyard to BellPort Group and was named Vice President of Shipyard Operations for BellPort. Three years later, Jesse was promoted to President where he oversees the management and operations of BellPort's portfolio of marine properties. In addition, to his responsibilities as President, Jesse operates and manages Lido Drystack.

Jesse holds a US Coast Guard Master 5 issue and has been actively involved in the marine industry for over 40 years. Prior to joining Newport Harbor Shipyard, Jesse worked for Sea Boat Company as a Shipwright, and C Time Fishing Company as a Corporate Captain.

Marina Properties

Partial listing of marina properties Jesse has overseen management of:

- Anacapa Marine Services, Oxnard, California
- Lido Yacht Anchorage and Drystack, Newport Beach, California
- Newport Harbor Shipyard, Newport Beach, California
- Deer Harbor Marina, Orcas Island, Washington

Jim Puder, Lead General Contractor Representative, Bellingham Marine
35 years' experience in marina design and construction.

Mr. Puder began his career in construction management with Turner Construction by building a variety of multi-million dollar projects. His first project as construction manager was the Contra Costa County Detention Facility in Northern California valued at approximately \$26 million dollars. In 1981, Mr. Puder focused his construction knowledge to design/building a variety of marina projects. He managed marina projects from the stages of early design throughout the final punch list including such well-known marinas as:

- Brisbane Marina (City of Brisbane, CA)
- Pillar Point Harbour—Phases 1 & 2 (San Mateo County, CA)
- South Beach (San Francisco Redevelopment Agency, CA)
- Antioch Marina (City of Antioch, CA)
- San Leandro Marina (City of San Leandro, CA)
- Cabrillo Yacht Club Marina (San Pedro, CA)
- H and M Sportfishers (San Diego, CA)

In 1991, Mr. Puder opened his own construction firm specializing in the installation of concrete dock systems. He performed many successful installations of BMI marinas throughout the country, including:

- Suisun Marina (City of Suisun, CA)
- Lake Oroville Marina (Lake Oroville, CA)
- Markley Cove Marina (Lake Berryessa, CA)

- Redwood City Marina (City of Redwood City, CA)
- Burton Chace Park (Los Angeles County of Beaches and Harbors, CA)
- Dana Point Youth Facility and Sheriff's Dock (Orange County, CA)
- Baytown Marina (Baytown, TX)
- Port Orchard Marina (Port Orchard, WA)
- Pleasant Harbor Marina (Quilcene, WA)

In 1998, Mr. Puder joined the BMI team as the General Manager of the Southwest Division. He has over 30 years of experience in the design, management, and construction of waterfront and floating structures on the West Coast.

Project Experience

The following is a partial listing of significant project experience where Mr. Puder performed as the Executive-in-Charge of the Project as the General Manager of BMI's SW Division:

- The Harbor at Marina Bay – Executive-in-Charge for 207-slip design/build construction project (Marina del Rey, CA)
- Marina City Club – Executive-in-Charge for 282-slip design/build project (Marina del Rey, CA)
- Cabrillo Way Marina – Executive-in-Charge for 700-slip design/supply project (San Pedro, CA)
- Bair Island Marina—Executive-in-Charge for 100-slip design/build project (Redwood City, CA)
- Pelican Harbour—Executive-in-charge for 100-slip design/build project (Sausalito, CA)
- Ensenada Cruiseport Village Marina— Executive-in-Charge for 212-slip design/supply project (Ensenada, Mexico)
- Hyde Street Pier— Executive-in-Charge for 60-slip marina (San Francisco, CA)
- Loyola Marymount University Floating Boathouse— Executive-in-Charge for 55' x 75' floating boathouse, including design/build floating docks and piling system (Marina del Rey, CA)
- Clipper Yacht Harbor— Executive-in-Charge for design/supply marina docks and floating wave attenuator (Sausalito, CA)
- Balboa Bay Club— Executive-in-Charge for 16 mega-yacht slips, design/build project (Newport Beach, CA)
- Marina Cabo San Lucas Expansion— Executive-in-Charge for design/build project (Cabo San Lucas, Mexico)
- Bellport Marina Harbor— Executive-in-charge for design/build project, 100-slips (Marina del Rey, CA)

Education

BS, Civil Engineering, Carnegie-Mellon University, Pittsburgh, PA.

Registration

California, Registered Professional Civil Engineer

Memberships

American Society of Civil Engineers

Eric Noegel, Director In-Charge, Bellingham Marine
21 years with Bellingham Marine. 21 years' experience in the industry.

As Manager of Project Development for Bellingham Marine's Southwest Division, Mr. Noegel is responsible for project support throughout Southern California and Western Mexico. His responsibilities include feasibility analysis, market development, marina assessment, lead sales, contract development, engineering management, and project coordination.

Mr. Noegel is the lead contact for Bellingham Marine's Southwest Division, where his extensive knowledge of engineering practices and customer service strengthens BMI's ability to provide technical assistance to meet each client's needs. He consults with customers to develop plans, evaluates site-specific design criteria, recommends innovative methods, and provides expertise on local market conditions. Mr. Noegel is also an expert on the requirements of the Americans with Disabilities Act (ADA) and assists in designing marina access systems to meet these standards.

Mr. Noegel is a member of the San Diego Port Tenants Association, California Association of Harbor Masters and Port Captains, and is a board member of the Marina Recreation Association. He has been with Bellingham Marine since 1996 and since received his Masters Degree in Business Administration with an emphasis in finance.

Project Experience

The following is a partial listing of significant project experience where Mr. Noegel served as the Manager of Project Development:

- Marina City Club (Marina del Rey, CA)
- The Harbor at Marina Bay (Marina del Rey, CA)
- Alamitos Bay Marina (Long Beach, CA)
- Cabrillo Way Marina (San Pedro, CA)
- Channel Island Harbor Marina (Oxnard, CA)
- Santa Barbara Harbor, Marina One (Santa Barbara, CA)
- Fiddler's Cove Marina (San Diego, CA)
- Loyola Marymount University Floating Boathouse (Marina del Rey, CA)
- Balboa Marina (Newport Beach, CA)
- Balboa Bay Club (Newport Beach, CA)
- Port of San Diego, Police and Transient Dock (San Diego, CA)
- Marina Cabo San Lucas Expansion (Cabo San Lucas, Mexico)
- San Diego-Oceanside High Speed Ferry Dock (San Diego, CA)
- Kona Kai Marina (San Diego, CA)

Education

Bachelor of Science, Civil Engineering, University of Washington, Seattle
Masters of Business Administration, California State University, Sacramento

Memberships

American Society of Civil Engineers
California Marina Recreation Association, Board Member

Everett Babbitt, President and CEO, Bellingham Marine

33 years with Bellingham Marine, 16 years as president. 43 years' experience in the industry.

Mr. Babbitt is the President of Bellingham Marine, and has worked with the company for almost 30 years. He joined Bellingham Marine in 1984 as a northwest sales representative, bringing with him ten previous years of experience in the marine industry.

During his tenure with Bellingham Marine, Mr. Babbitt has served in numerous other capacities, including General Manager of the Southwest Division and then Vice President of Operations. As Vice President, Mr. Babbitt was responsible for oversight of BMI's division operations throughout the United States. He is knowledgeable in all aspects of marina development and construction. Prior to becoming Vice President, Mr. Babbitt also formed and managed Bellingham Marine's Metal Systems division. Mr. Babbitt's current responsibilities include overseeing operations, production, accounting, and all financial aspects of Bellingham Marine. He is also a former director of the Marina Operators Association of America. Mr. Babbitt graduated from Western Washington University with a Bachelor of Science in industrial technology and a Master's of Business Administration.

Project Experience

The following is a partial listing of significant project experience:

- Pier 32 – Off-site principal for the construction of a new 250 slip private marina in National City, California
- Bahia Mar Yachting Center – Off site principal for the design and renovation of an award winning 242 berth mega yacht facility in Fort Lauderdale, FL
- Fidalgo Marina – Manager of Project Development for a 57slip "dock condo" facility
- Greenwich Bay Marina – Off site principal for the renovation of Rhode Island 1,100 slip marina
- Marina at Keppel Bay – Off site principal for the design and multiphase construction of a 91 berth award winning marina in Singapore
- Rose Bay and Point Piper Marinas – Off site principal for the cutting edge design and construction of two marinas in Sydney, Australia with a total of 83 slips
- Orakei Marina – Off site principal for the construction of 172 full-finger berths for vessels 40 feet to 131 feet in Auckland, New Zealand
- Willow Berm Marina- Project Manager of the design of a 100 covered slip expansion of the Willow Berm Marina on the Sacramento River Delta.

Education

Bachelor of Science in Industrial Technology, Western Washington University

Master's in Business Administration, Western Washington University

Gegam Burnazyan, PE, Engineering /Design Team, Bellingham Marine

4 years with Bellingham Marine. 11 years' experience in the industry.

Mr. Burnazyan is experienced in the planning, designing, permitting and engineering of marine and waterfront facilities. His professional experiences have helped him develop exceptional skills in the design and management of waterfront development projects and coastal engineering.

Gegam's design experience is in general Civil Engineering including structural designs for floating structures, electrical and mechanical designs for marinas, wave analysis and floating wave attenuation, fixed shoreline structures, site development, and design of ADA facilities. Mr. Burnazyan is also experienced in Construction Management of all related facilities. He has helped with the design and construction of numerous marina projects in California as Project Engineer at BLUEwater Design Group and now for Bellingham Marine.

Gegam joined Bellingham Marine in January of 2013 as a Project Engineer for the Company's SW Division. Prior to joining the Bellingham team Mr. Burnazyan worked for BLUEwater Design Group out of San Pedro, CA.

Project Experience

The following is a partial listing of significant project experience where Mr. Burnazyan performed as a Project Engineer:

- Burton Chace Park, Marina del Rey, CA – design, permitting and construction support
- The Harbor at Marina Bay, Marina del Rey, CA – design, permitting and construction support
- Marina City Club, Marina del Rey, CA – design, permitting and construction support
- Del Rey Landing, Marina del Rey, CA – design, permitting and construction support
- Cabrillo Way Marina, San Pedro, CA – design and construction support
- Naval Amphibious Base, Coronado, San Diego – design and construction support
- Noyo Harbor Tsunami Renovation Project, Fort Bragg, CA – design and permitting
- Westpoint Marina New Travel Lift and Forklift Pier, Redwood City, CA – design
- Los Angeles Sherriff Dock Replacement, Port of Los Angeles, CA – design, permitting and construction support

Education

B.S. Civil Engineering, California State Polytechnic University, Pomona, 2007

Registration

Civil Engineer – CA#C76761, NCEES Registered

Craig Funston, PE, SE, P. ENG., Dock System Design, Redpoint

12 years as the president of Redpoint Structures. 31 years' experience in dock system design.

Craig S. Funston opened his engineering firm, Redpoint Structures, in 2005 to provide structural engineering, testing and prototyping services to the marine design and construction community. Prior to starting Redpoint Structures Mr. Funston was with Geiger Engineers for 19 years, most recently serving as senior principal in charge of marine and special structures design. In addition to a number of notable projects in the United States, including the recent award winning designs for Round Butte Dam and St. Paul Island Marina, Mr. Funston's designs can be found in Australia, New Zealand, Japan, Bahamas, Mexico and Canada.

Project Experience

The following is a partial listing of significant project experience:

- Alamitos Bay Marina, Long Beach, CA Replacement of all mooring piles and floating docks for approximately 1600 slips.
- Cabrillo Way Marina, San Pedro, CA Renovation and replacement of floating docks at an existing harbor to provide 700 slips.

- Seabridge Marina, Oxnard, CA. New design-build marina in protected tidal basin, total of 500 slips.
- Shilshole Marina Renovation, Seattle, WA. Renovation and replacement of 22 docks (total 285,000 sq ft), adding 4,000 linear feet of moorage, and re-sizing slips for modern vessels (total 1,411 slips).
- Ko 'Olina Marina, Hawaii. Wind/wave analysis, pile, pier and marina structural design.
- Eureka Marina, Eureka, CA. Design of floating docks and floating wave attenuator for new marina.
- Port Orchard Marina, Port Orchard, WA. New float and roof structures following the destruction of the existing covered marina in the snowstorms of December 1996.
- Jantzen Beach Boat Moorage, Portland, OR. Phased replacement of 450 covered slips and 75 floating home berths at an existing moorage basin.
- Coal Harbor Marina and Floating Wave Attenuator, Vancouver, BC, Canada. High profile 220 slip small craft marina, including floating docks, moorage piling, floating attenuators, and a floating platform for support of a ship's store/office building.
- Squalicum Harbor Gate 3 Realignment, Bellingham, WA. Replacement of 120 slips and relocation of 31 boathouses.
- Oak Harbor Marina Attenuator Expansion, WA. Design and permitting for a 250' extension to an existing Geiger Associates designed floating wave attenuator.
- Elliott Bay Marina, Seattle, WA. New 1,200-slip marina, including floating fuel dock and wave attenuator.
- Fidalgo Marina, Anacortes, WA. Fixed concrete panel wave attenuators and a rubble jetty for a 55-slip luxury marina with covered slips.
- BCS Wharf Expansion, Bellingham, WA. Addition of 140' and 200' extensions on the north and south ends of an existing 880' long wharf. Development of a precast concrete submerged retaining wall along the wharf extensions.

Education

Bachelor of Science, Civil Engineering, University of Washington

Registration

Alaska (Civil), BC - Canada (Civil), California (Civil - Structural), District of Columbia (Structural)
Florida (Civil), Hawaii (Structural), New York (Civil), Oregon (Structural), Washington (Civil - Structural)

Walter Crampton, CE, GEO. ENG., Geotechnical Engineer, Terra Costa
40 years' experience in geotechnical, coastal and hydraulic engineering.

Professional History

2001 - Present: TerraCosta Consulting Group, Inc., San Diego, CA
Principal Engineer
1986 - 2001: Group Delta Consultants, Inc., San Diego, CA
Principal Engineer
1984 - 1986: Schaefer Dixon Associates, Inc., San Diego, CA
Principal Engineer
1971 - 1984: Woodward-Clyde Consultants, San Diego, CA
Senior Project Engineer

Experience Summary

Mr. Crampton has over 45 years of experience in geotechnical, coastal, and hydraulic engineering for a variety of construction and development projects, with particularly extensive work on port and harbor structures.

His responsibilities encompass the initial field and design phases to final construction, including specifications and bid proposal documents. Mr. Crampton has managed numerous coastal projects ranging from geotechnical studies for piers, wharves, small marinas, and other harbor facilities, to major shoreline protection structures, including stone revetments, bulkheads, groins and various patented products.

Mr. Crampton has considerable experience in the geotechnical aspects of port and harbor construction, with most of his experience gained in the San Diego and Los Angeles Harbors. He has been involved in numerous pier projects and has considerable experience with anchored bulkheads and tieback systems. He has provided geotechnical design criteria for several dredging projects in the San Diego Harbor, and was responsible for the design of an experimental system of offshore dikes constructed from soft dredged clays.

A partial list of Mr. Crampton's port and harbor experience in San Diego includes:

- Campbell Shipyards, San Diego, CA
- Chula Vista Yacht Marina, Chula Vista, CA
- Coronado Cays Bulkhead Evaluation, Coronado, CA
- Hotel Del Coronado Jetty Design, Coronado, CA
- Hotel Intercontinental Marina, San Diego, CA
- Knight & Carver Yacht Center Bulkhead, Mission Bay, San Diego, CA
- Naval Amphibious Base Marina, Coronado, CA
- Naval Training Center Marina Building and Floating Pier/Dock, San Diego, CA
- Nippon Challenge, America's Cup Facilities, San Diego, CA
- French Challenge, America's Cup Facilities, San Diego, CA
- New Zealand Challenge, America's Cup Facilities, San Diego, CA
- Port of San Diego, B Street Pier Improvements (Cruise Ship Terminal)
- Port of San Diego, Sunroad Marina
- Port of San Diego, 10th Avenue Marine Terminal Modification
- Silver Gate Yacht Club, San Diego, CA
- 6th Street Extension, Sheet Pile Bulkhead, Oceanside, CA

Mr. Crampton has also been responsible for providing recommendations for new coastal development; designing remedial actions to mitigate wave damage; recommending methods of shoreline and slope stabilization through sand replenishment or structural methods; monitoring rates of sea cliff retreat; evaluating long-shore, offshore, and onshore sediment transport; wave refraction, shallow water design waves; and performing bathymetry, barge drilling, vibracore bottom sampling, sub-bottom acoustic profiling, side-scan sonar, and diving inspections.

Education

Scripps Institution of Oceanography: Post-Graduate Studies in Oceanography
San Diego State University, M.S.C.E., 1974
San Diego State University, B.S.C.E., 1971

Professional Registration

Registered Civil Engineer: California R.C.E. 23792
Registered Geotechnical Engineer: California R.G.E. 245
Diplomate-Coastal Engineering, Academy of Coastal, Ocean, Port & Navigation Engineers

Professional Affiliations

American Society of Civil Engineers
American Shore and Beach Preservation Association
Academy of Coastal, Ocean, Port & Navigation Engineers
San Diego Association of Geologists

Publications And Papers

- "The Challenges of Permitting Coastal Projects in the 21st Century," in ASCE Proceedings of the 2011 Conference on Coastal Engineering Practice, August 22 - 24th, 2011, San Diego, California.
- "The Point Project - Landslide Stabilization," 2007, in Proceedings of First North American Landslide Conference, Landslides and Society: Integrated Science, Engineering, Management, and Mitigation, June 3-8, 2007, Vail, Colorado.
- "A Different Perspective on the Concept of Planned Retreat," 2002, in California and the World Ocean '02 Proceedings of the Conference, October 27-30, 2002, Santa Barbara, CA, American Society of Civil Engineers, pp. 417-426.
- "Sand Beaches vs. Seawalls - A Geomorphic Perspective," 2001, in Coastal Processes and Engineering Geology of San Diego, California, San Diego Association of Geologists, pp. 55-63.
- "National Marine Fisheries Service Center - Effects of Tectonics and Faulting on Coastal Erosion," 2001, in Coastal Processes and Engineering Geology of San Diego, California, San Diego Association of Geologists, with B.R. Smillie, pp. 65-73
- "Pump Station 35, Assessing Coastal Stability - A Geomorphic Perspective," 2001, in Coastal Processes and Engineering Geology of San Diego, California, San Diego Association of Geologists, with G.A. Spaulding, pp. 75-91.
- "Face Lift" [article regarding geogrid-reinforced landslide stabilization], September 1998, Geotechnical Fabrics Report, with Paulo DiPietro.
- "A Landslide of Litigation," 1996, Civil Engineering, ASCE, Vol. 66, No. 10, October 1996, pp. 61-63.
- "Flood Problems and Solutions in the Southwestern Desert," presented at the 1987 Association of State Floodplain Management Conference, Seattle, Washington, with J.C. Hill.
- "Sunset Cliffs Stabilization Project - San Diego, CA," presented at the 1984 International Erosion Control Association Conference, Denver Colorado.
- "Sunset Cliffs Shoreline Stabilization Project - The Politics of Coastal Engineering in California," presented at the 1983 Coastal Zone Conference, San Diego, California, with R.E. Cain.
- "Sunset Cliffs Stabilization Project - San Diego, CA," presented at the 1980 Coastal Zone Conference, Hollywood, Florida, with L.J. Lee.

BMI On-Site PM, Senior Project Manager, Bellingham Marine

Upon award, Bellingham will allocate one of the company's qualified project managers to oversee construction of the project. Candidates will have at least 10 years' experience in construction management and a proven track record in the management of projects with a contract value in excess of \$10 million.

Individual	Years With Company	Years Of Industry Experience
Mark Secrest	13 years with Bellingham Marine	13 years in marina industry
Jason Rechlecki	1 year with Bellingham Marine	17 years in construction mgm.

Mark Secrest Senior Project Manager, Bellingham Marine Southwest Division

In 2004, Mark joined Bellingham Marine as a Project Manager. For the first year he worked primarily from the office coordinating activities and managing the company steel fabrication facilities. Early 2006, he was moved into the field to work as a lead construction manager. Mark has had great success in this position and excels at managing complex general contracting projects that require land and waterside work. As a construction manager Mark is responsible for coordination and management of all aspects of a project including communication with stakeholders such as owners, regulatory agencies and subs. He also runs the crews, manages the work of subs and performs take-offs for electrical and plumbing.

Prior to joining Bellingham Marine, Mark worked as a senior-level engineer for the world's largest silicon wafer manufacturer. Mark was responsible for driving continuous improvement by increasing machine capability of process and metrology equipment, analyzing data, and applying principles of lean manufacturing. He also developed a SPC control limits and Out of Control Action Plans for the organization.

Project Experience

The following is a partial listing of significant project experience where Mr. Secrest performed as the Senior Project Manager /Construction Manager:

- Burton Chace Park, Marina del Rey – Senior Project Manager
- Marina City Club, Marina del Rey – Construction Manger
- The Harbor at Marina Bay, Marina del Rey – Construction Manager
- San Diego Harbor Excursion and Horn Blower Docks, San Diego, CA – Construction Manager
- Cabrillo Way Marina, San Pedro, CA – Construction Manager
- Balboa Marina, Newport Beach, CA – Construction Manager
- West Basin Marina, Astoria, OR – Project Manager
- USCG at Morro Bay, Morro Bay, CA – Project Manager
- Paradise Cay, Tiburon, CA – Project Manager
- Marine Emporium Landing, Oxnard, CA- Project Manager
- Channel Islands Landing Marina, Oxnard, CA- Project Manager

Education

BS, Industrial Engineering, University of Washington, Seattle, WA

Jason Rechlecki, CCM, QSP, CESSWI Project Manager, Bellingham Marine Industries, Inc.

Mr. Rechlecki has over 17 years of construction experience. Beginning his career as an apprentice electrician, he has been trained over the years in a variety of disciplines including plan reading, estimating, bidding, negotiations, billing/payment review, contract adherence/legal disputes, material procurement, installations, electrical systems design, code adherence, inspections, value engineering, project close-out, permit application and fulfillment processes, ADA compliance, and environmental compliance.

Work Experience

Glorietta Bay Marina, Dock C & Public Launch Ramp, Coronado, CA. Project Manager. (Bellingham Marine, 2016 – Present) Taking place in an upscale, resort-like City, this \$3.7 million project has presented many unique challenges including a truncated schedule due to permit restrictions; however, Mr. Rechlecki has been making substantial progress in this short amount of available time. His responsibilities include scheduling, estimating, billing, change order negotiations, permit fulfillment, safety/environmental compliance and reporting, subcontractor coordination, emergency repair coordination, submittals, RFI's, and general project oversight. Reference: Mr. Bill Cecil, bcecil@coronado.ca.us, (619) 522-7300

Alamitos Bay Marina Refurbishment, City of Long Beach, Long Beach, CA. Project Manager/ Assistant Construction Manager. (TranSystems & Bellingham Marine, 2011 – 2014 & 2016 – Present) Having started his work on this project as the Assistant Construction Manager (2011-2014), consulting for the City; after a 2-year hiatus working for the Port of Los Angeles, Mr. Rechlecki was hired back as the Project Manager of this \$96-million, design-build project for Bellingham Marine Industries. He has been in charge of the project budget, scheduling, sub-contractor/consultant coordination, estimating, billing, change order negotiations, permit fulfillment, value engineering, safety/environmental compliance and reporting, staff training/hiring/ staffing/human resource concerns, emergency repair coordination, submittals, RFI's, and stakeholder interaction. Reference: Ms. Elvira Hallinan, elvira.hallinan@longbeach.gov, (562) 570-3100

ICTF (Berths 142-147), Port of Los Angeles, Los Angeles, CA. Office Engineer. (TranSystems, 2014 – 2016) The project consists of construction of an automated intermodal on-dock rail yard to service the TraPac terminal automation upgrades. This project includes providing constructability reviews, prequalification of bidders, construction management, construction cost estimating, environmental compliance coordination, scheduling and rail-related inspection. As the office engineer, Mr. Rechlecki provided construction management services, which included billing review, drafting of change order documentation (i.e. requests for quotes, various work authorizations, close-out documentation, time and material verification, records of negotiations, etc.), providing/reviewing estimates, monthly progress reporting, SWPPP/ environmental compliance (included oversight of QSP sub-consultant), training of Port-hired student workers, value-engineering recommendations for encountered unknown installation obstructions (emphasis on electrical installations), management of site photography, tertiary back-up for heading project-related meetings, inspector activity coordination, and adjacent project/stakeholder coordination. Reference: Mr. Shaun Shahrestani, sshahrestani@portla.org, (310) 732-3631

Cabrillo Way Marina, Port of Los Angeles, San Pedro, CA. Construction Inspector. (TranSystems, 2009 – 2011) The \$125M Cabrillo Way Marina project included the construction of floating docks with boat slips, boater restrooms, shower facilities, public restrooms, boater and public parking lots, trailer boat storage and a public hoist and boat launching facility.

Construction included dredging and fill, rock revetment, reinforced concrete piling, floating docks, earthwork, concrete work, grading and paving, utilities, buildings, lighting, landscaping, and a new pedestrian promenade. As the assistant construction manager, Mr. Rechlecki was responsible for generating daily activity reports including job-site photos, equipment and laborer counts, weather conditions, and any viewed construction issues; weekly SWPPP inspection reports, and monthly progress reports, payment/potential change order tracking, and updated activity completion percentages/construction activity milestones. Additionally, managed Equipment Tracking for Air Quality Control Board Compliance, material/installation compliance, punch list creation/repair confirmation, lessee liaison, pulling permits, creating/delivering informational presentations, researching materials/install methods, reviewing quotes/credits, updating/maintaining plan sheets, and creating various graphical representations for coordination meetings. Reference: Mr. Shaun Shahrestani, ssahrestani@portla.org, (310) 732-3631

Hanover Lane, Residential Street Renovation, Huntington Beach, CA. Construction Inspector (TranSystems, 2013) As an Inspector, representing the City of Huntington Beach, Mr. Rechlecki oversaw the forming, pouring, and stripping of new curb, gutter, sidewalks, and driveways; the grinding and re-paving of asphalt roadways, the installation of parkway irrigation, installation of transmitter-equipped water meter boxes, planting of City provided trees, and the laying of parkway sod. During this time, he met/coordinated with local residents, provided troubleshooting/resolution of various homeowner situations, tracked activity progress for payment purposes, coordinated the Contractor's work schedule with various other City agencies/departments, updated as-built drawings, provided daily reports, and generated/signed off punch list items.

Electrical Vault Assessment, Department of Beaches and Harbors, Marina Del Rey, CA. Specialty Inspector (TranSystems, 2012) As the Specialty Inspector representing the Los Angeles County's Department of Beaches and Harbors, Mr. Rechlecki observed and evaluated a selection of high voltage electrical vaults throughout the city of Marina Del Rey for the purpose of providing an assessment report that would later be used in the negotiations of the sale of these vaults by Los Angeles County to Southern California Edison.

Public Launch Ramp Assessment, Department of Beaches and Harbors, Marina Del Rey, CA. Lead Inspector (TranSystems, 2013) As the Lead Inspector, Mr. Rechlecki performed both an in-water and on-deck assessment of the structural integrity of the existing wooden framed, public launch ramps in Marina Del Rey. This assessment was submitted as part of an overall report that provided repair/replacement recommendations including estimated durations and costs.

Premise Maintenance Inspections, Department of Beaches and Harbors, Marina Del Rey, CA. Lead Inspector (TranSystems, 2008 – 2009) As the Lead Inspector, Mr. Rechlecki performed inspections of all lease-held Landside and Marine properties owned by the Department of Beaches and Harbors on a bi-monthly (Marine) and quarterly (Landside) cycle. Inspection criteria included trip/slip/fall hazards, aesthetics, structural integrity, ADA compliance, storm water protection, and any other maintenance responsibilities as set forth by the properties' lease agreements.

The Marriott Hotel, San Jose, Los Angeles, CA. Electrical Construction Superintendent (WBS Builders, 2013) Electrical construction superintendent for floor by floor energy efficiency/ADA update project. Responsibilities included time management, process planning, material procurement, troubleshooting, scheduling, and coordination with other contractors as well as retrofitting light fixtures, accessories, and cord management methods, according to client specifications and standards.

Lakers/Kings Training Center, L.A. Ice Ventures (now, Toyota Sports Center), El Segundo, CA. Electrical Construction Superintendent (Sigmond Electric Co., 1999-2000) Responsibilities included time management, invoicing, material procurement, troubleshooting, scheduling, and coordination with other contractors as well as installing electrical conduit, wiring, panels, and lighting according to plans and specifications.

Brian Bateman, Utilities and Electrical On-Site Contractor

10 years with Bellingham Marine. 30 years as an electrical contractor and exclusively in the marine industry for 21 years.

Mr. Bateman serves as the Electrical Project Manager for the Southwest Division of Bellingham Marine. He is responsible for the complete design and installation of electrical systems on all of the marina projects installed by the Bellingham Marine Southwest Division.

Prior to joining Bellingham Marine in 2007, Mr. Bateman served as President of his own electrical contracting company, Bateman Power Systems, Inc. Bateman Power Systems served as an electrical subcontractor to Bellingham Marine on numerous projects for the past seven years.

Brian has a diverse background in the electrical industry, including working maintenance in refineries, lube oil manufacturing and processing facilities, bulk gasoline and fuel distribution facilities, automated conveyor systems in manufacturing plants, and hydroelectric power generation. In 1987, he obtained a C10 Electrical Contractors license and started work in general construction, mostly public works projects. Since 1996, Mr. Bateman's work has focused almost exclusively in the marine industry, including marina construction, commercial docks, and military projects.

Project Experience

The following is a partial listing of significant project experience:

- Marina City Club – 282-slips (Marina del Rey, CA)
- The Harbor at Marina Bay – 207-slips (Marina del Rey, CA)
- Hyatt Islandia Marina—195-slips (San Diego, CA)
- Balboa Bay Club—16 mega-yacht slips (Newport Beach, CA)
- Shelter Island marina—600-dock power upgrade; 19 mega-yacht slips; and landside service upgrade (San Diego, CA)
- Seaforth Marina—200 slips (San Diego, CA)
- Seaforth sport fishing dock replacement (San Diego, CA)
- Point Loma sport fishing dock replacement (San Diego, CA)
- Islandia sport fishing dock replacement (San Diego, CA)
- Kona Kai and Kona Marina—550 slips, including landside service and underground (San Diego, CA)
- Sun Harbor Marina—100 slips (San Diego, CA)
- Pier 32 marina—200 slips (National City, CA)
- Fiddlers Cove Marina, Navy MWR—B dock power upgrade (San Diego, CA)

Registration

Electrical Contractors license (C10# 520380)

Affirmative Commitment Statement (personnel, equipment, plant capacity)

The Bellwether team has thoroughly analyzed the marina and drystack components of the Dana Point Harbor project. We have a clear picture of the items influencing the execution of the plan and possible hurdles that may arise during the rebuild process.

We understand the complexity of the project and have the resources (from financial, to staffing, to manufacturing capacity) required to rebuild and assume control of the marina's operation.

The Bellwether team has the staff, the plant capacity and equipment required to meet the proposed construction schedule. We are confident in our ability to dedicate the necessary resources at the times required for the successful reconstruction of Dana Point Harbor marina and development of the drystack.

Our key individuals stand ready to function in their identified roles. Joe Ueberroth will select a marina manager and marina CFO. Although these individuals will not have had direct management experience at Dana Point Harbor, they will have a strong hospitality background and extensive previous experience with Bellwether Financial Group.

Licenses And Credentials

Bellingham Marine:

California Contractor's License #442499, holding an A, C-10, C-16 and HAZ license.

Description Of Qualifications

California is a unique state in which to build and operate a marina. Rules, regulations and user expectations are unlike anywhere else in the country. Our team has experience navigating California's complex regulatory process and managing the day-to-day operations of a Southern California marina.

We understand the intricacies and requirements of the RFP and the needs and desires of the many stakeholders who have an interest in the Dana Point Harbor Revitalization project.

We have the experience and professional network required to rebuild and operate Dana Point Harbor marina in such a way that it will create value for the local community and the county.

Bellwether is uniquely qualified to serve as the lead for the marina and drystack development. In addition to the company's longstanding history in the hospitality industry, the company has significant experience in marina design and operation.

Bellwether's Qualifications:

- Specializes in planning and development of local ports and harbors.
- Over 20 years' experience in marina management both in Southern California and elsewhere.
- Experienced in drystack operations and management in local market.
- Manages Southern California's only other drystack facility.
- Over 30 years' experience in shipyard management and operations.
- Service hospitality-minded approach to marina management and operation.
- Specializes in rebuilding existing marinas in working harbors utilizing phasing plans to minimize disruption to boaters.

- Manufactured more than 25 million square feet of engineered floating docks.
- Built over 90% of the slips built in Southern California over the past 5 years.
- Built over 40 drystack structures totaling more than 1.1 million square feet of rack storage.
- Specializes in the design & manufacturing of floating docks with a proven 50-year service life.

Relevant Experience (partial list):

BellPort Group: Experience in planning, development & management of marinas:

Ashiya Marina, Ashiya City, Japan

Bair Island Marina, Redwood City, California

Deer Harbor Marina, Orcas Island, Washington

Gold Coast Anchorage, San Diego, California

Lido Yacht Anchorage and Drystack, Newport Beach, California

Lowes Highport Marina, Pottsboro, Texas

Marina CostaBaja, La Paz, Mexico

Porto Carras Marina, Sithonia, Halkidiki, Greece

Uto Marina, Uto City, Japan

BellPort Group: Detailed Past Project Experience (partial list):

Ashiya Marina, Ashiya, Japan

Lido Yacht Anchorage and Drystack, Newport Beach

Marina Costa Baja, La Paz, Mexico

Bellingham Marine - Experience in design & construction of marinas of similar scope (partial list):

Alamitos Bay Marina (1800 berths) Long Beach, California

Anchorage 47 (266 berths), Marina del Rey, California

Balboa Marina (105 berths) Newport Beach, California

Burton Chace Park (44 berths + 300 ft. side tie dock), Marina del Rey, California

Cabrillo Way Marina (700 berths), San Pedro, California

Crescent City Marina (230 berths + 400 ft. side tie dock), Crescent City, California

Emeryville Marina (100 berths), Emeryville, California

Lake Sonoma Resort and Marina (200 berths), Lake Sonoma, California

Lido Yacht Anchorage and Drystack (11 berths), Newport Beach, California

Marina at Marina City Club (282 berths), Marina del Rey, California

Marina Park (23 berths + floating platforms), Newport Beach, California

Parcel 15 Marina (241 berths + 2 floating building platforms), Marina del Rey, California

Pier 32 Marina (250 berths), National City, California

Point Loma Marina (60 berths) San Diego, California

Santa Barbara Harbor Marina 1 (500 berths), Santa Barbara, California

Santa Cruz Harbor (470 berths), Santa Cruz, California

Stockton City Marina (56 berths + 1400 ft side tie docks), Stockton, California

The Harbor at Marina Bay (207 berths), Marina del Rey, California

Westpoint Harbor Marina (416 berths), Redwood City, California

Bellingham Marine - Detailed Past Project Experience (partial list):

Alamitos Bay Marina, Long Beach, CA
 Anchorage 47, Marina del Rey, CA
 Bluepoints Marina, Port Canaveral, FL
 Cabrillo Way, San Pedro, CA
 Marina Costa Baja, La Paz, Mexico
 Sun Harbor, San Diego, CA



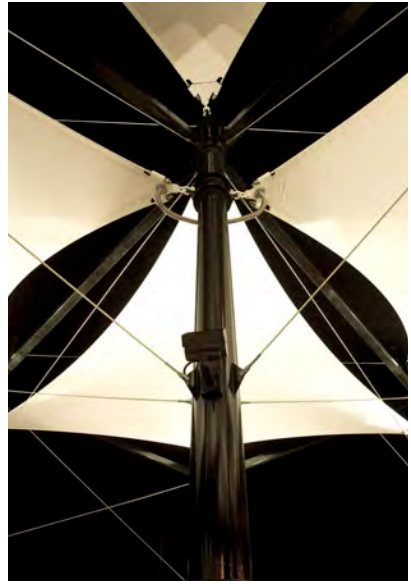
Anchorage 47 - Marina



Carrabelle Boat Club - Drystack



Stockton Marina




Stockton - Tented Roof Structure



Tarpon Club - Drystack

Evidence of Good Standing from CA Secretary of State for Bellwether Financial Group

	State of California Secretary of State Statement of Information (Domestic Stock and Agricultural Cooperative Corporations) FEES (Filing and Disclosure): \$25.00. If this is an amendment, see instructions. IMPORTANT – READ INSTRUCTIONS BEFORE COMPLETING THIS FORM	<div style="border: 1px solid black; padding: 2px; width: 30px; margin: 0 auto;">S</div>	FJ92194 FILED In the office of the Secretary of State of the State of California FEB-17 2017	
1. CORPORATE NAME BELLWETHER FINANCIAL GROUP, INC.				
2. CALIFORNIA CORPORATE NUMBER C2001744		This Space for Filing Use Only		
No Change Statement (Not applicable if agent address of record is a P.O. Box address. See instructions.)				
3. If there have been any changes to the information contained in the last Statement of Information filed with the California Secretary of State, or no statement of information has been previously filed, this form must be completed in its entirety. <input checked="" type="checkbox"/> If there has been no change in any of the information contained in the last Statement of Information filed with the California Secretary of State, check the box and proceed to Item 17.				
Complete Addresses for the Following (Do not abbreviate the name of the city. Items 4 and 5 cannot be P.O. Boxes.)				
4.	STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY	STATE	ZIP CODE
5.	STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	STATE	ZIP CODE
6.	MAILING ADDRESS OF CORPORATION, IF DIFFERENT THAN ITEM 4	CITY	STATE	ZIP CODE
Names and Complete Addresses of the Following Officers (The corporation must list these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)				
7.	CHIEF EXECUTIVE OFFICER/ ADDRESS	CITY	STATE	ZIP CODE
8.	SECRETARY ADDRESS	CITY	STATE	ZIP CODE
9.	CHIEF FINANCIAL OFFICER/ ADDRESS	CITY	STATE	ZIP CODE
Names and Complete Addresses of All Directors, Including Directors Who are Also Officers (The corporation must have at least one director. Attach additional pages, if necessary.)				
10.	NAME ADDRESS	CITY	STATE	ZIP CODE
11.	NAME ADDRESS	CITY	STATE	ZIP CODE
12.	NAME ADDRESS	CITY	STATE	ZIP CODE
13. NUMBER OF VACANCIES ON THE BOARD OF DIRECTORS, IF ANY:				
Agent for Service of Process If the agent is an individual, the agent must reside in California and Item 15 must be completed with a California street address, a P.O. Box address is not acceptable. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to California Corporations Code section 1505 and Item 15 must be left blank.				
14. NAME OF AGENT FOR SERVICE OF PROCESS				
15.	STREET ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	STATE	ZIP CODE
Type of Business				
16. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION				
17. BY SUBMITTING THIS STATEMENT OF INFORMATION TO THE CALIFORNIA SECRETARY OF STATE, THE CORPORATION CERTIFIES THE INFORMATION CONTAINED HEREIN, INCLUDING ANY ATTACHMENTS, IS TRUE AND CORRECT.				
02/17/2017	JOSEPH JAMES UEBERROTH	PRESIDENT		
DATE	TYPE/PRINT NAME OF PERSON COMPLETING FORM	TITLE	SIGNATURE	
SI-200 (REV 01/2013)			APPROVED BY SECRETARY OF STATE	

Business Tax Certificate for Bellwether Financial Group

CITY OF NEWPORT BEACH
BUSINESS TAX CERTIFICATE

THIS TAX PAYMENT EXPIRES: 01/31/2018	ACCOUNT NUMBER: BT30007058
SERVICE ADDRESS: BELLWETHER FINANCIAL GROUP 201 SHIPYARD WAY #D NEWPORT BEACH, CA 92663	OWNER/PRINCIPAL NAME: UEBERROTH, JOSEPH J OWNERSHIP TYPE: CORPORATION
BUSINESS CATEGORY: MISC BUSINESS CONSULTING	TAX INCLUDES PAYMENT FOR: 2 EMPLOYEES
SELLERS PERMIT: NO SELLERS PERMIT	DATE OF ISSUE: 01/01/2002 PRINT DATE: 01/26/2017



RV160

A. PROJECT TEAM

2. Structure of Proposer

Legal and Ownership Structure

Dana Point Harbor Partners, LLC (DPHP) is a California Limited Liability Company composed of three co-managing members, Burnham-Ward Properties, Bellwether Financial Group and R.D. Olson Development. The main principals and decision-makers of the entity are Bryon Ward, Scott Burnham (Burnham-Ward Properties), Joe Ueberroth (Bellwether Financial Group) and Bob Olson (R.D. Olson).

The DPHP, LLC entity is composed of highly respected Orange County-based companies that have successfully completed complex projects throughout the nation, with an emphasis and commitment to Orange County and specifically coastal Orange County, where all DPHP principals also reside. The partnership brings a wealth of recent Orange County development experience, is extremely well capitalized and views the redevelopment of Dana Point Harbor as a legacy project for each of their firms individually and collectively as a cohesive and well-organized team.

Letter of Agreement for Joint Ventures

May 4, 2017

Ms. Zoila Finch
CEO Real Estate
County of Orange
333 W. Santa Ana Boulevard, 3rd Floor
Santa Ana, CA 92701-4062

Re: **Dana Point Harbor Partners - Letter of Agreement for Joint Ventures**

Dear Ms. Finch,

The undersigned partners are each co-managing members of Dana Point Harbor Partners, LLC (DPHP). This "Letter of Agreement for Joint Ventures" is submitted in response to Part 2, Section (A)(2), of Dana Point Harbor Request For Proposals #2016-03-16.

As discussed in DPHP's April 4, 2017, Statement of Qualifications, Burnham Ward Properties is the proposed master-developer and operator of the Dana Point Harbor Commercial Core and all of the landside common areas. Its principals, Bryon Ward and Scott Burnham, will serve as a co-managing partners of DPHP and shall oversee all aspects of the planning, development, and operations of the Commercial Core as well as the integration of all product types and master project branding to ensure a cohesive customer experience at the Harbor for both the land and water side community. Burnham Ward Properties is a 50% owner of DPHP.

Bellwether Financial Group is DPHP's marina and dry stack development and ownership partner. Bellwether's Joe Ueberroth will serve as a co-managing member of DPHP and shall oversee all aspects of the planning, development and operations of the wet and dry marina operations. Bellwether is a 25% owner of DPHP.

Finally, R.D. Olson Development is DPHP's hotel development and ownership partner. Bob Olson will serve as a co-managing member of DPHP and shall oversee all aspects of the planning, development and operator selection of the hotel property. R.D. Olson is a 25% owner of DPHP.

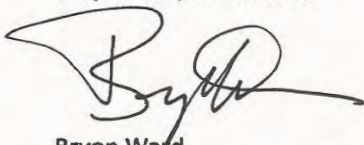
Each partner shall have specific responsibilities, which include acting as the lead developer of their respective product type, but in collaboration with the entire ownership team. The purpose of this structure is to bring all the critical and specialty resources to bear on the greater project but with a single entity being held accountable both to the operational and financial success and sustainability of the entire project. Each co-managing member shall have a seat on the Board of Directors of DPHP and bring to the table their cohesive and consistent "best in class" experiences. DPHP's mission will be to create a premier hospitality type experience for all the stakeholders in DPHP, be they: boaters, merchants, students, shoppers

Letter of Agreement for Joint Ventures *(continued)*

that may be local, regional, national and international, or be they local or county residents that wish to enjoy the Harbor.

In signing below, each of the DPHP partners warrant that DPHP has the power and authority to execute and deliver this Proposal to the County on their behalf, and verify that this Proposal constitutes legal, valid and binding obligation.

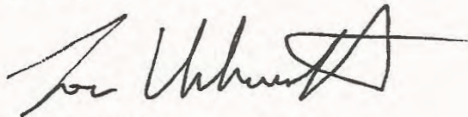
Respectfully submitted,



Bryon Ward
Burnham-Ward Properties



Robert Olson
R.D. Olson Construction



Joe Ueberroth
Bellwether Financial Group

318602739.1

B. PROJECT VISION

Overall Proposed Vision

Our plan is driven by the belief that great design can support a community. We envision the newly revitalized Dana Point Harbor as more than just a set of buildings and boat slips but rather a vital, relevant and sustainable set of programs and activities in the public realm to maintain lifestyle, education, recreation and the public good. Dana Point Harbor represents one of the most important assets of the County of Orange and Southern California. The DPHP ownership has approached the planning and design to provide valuable resources; world class amenities; and a warm family-friendly environment for not only the established and existing Dana Point Harbor stakeholders and community members but for all Orange County residents and our visitors.

Essentially our master plan closely mirrors the County's vision but with some necessary adjustments that will create a more improved customer experience and greater revenue potential for the County. The first and most important feature of our unique approach is the structure of our ownership team as a single entity all invested in each revenue generating component of the Harbor with common-interest accountability to the County of Orange. The second is our focus on improving the design and customer experience in the County's design for the commercial core (described below). Third is to create a single management entity for the entire Harbor but with individual managers specialized in each product type (see Management and Operations plan below). Last is to create a single branding experience for the public. No matter where you are within the project, or whom you are interacting with (managers, parking attendants, groundskeepers, day porters, etc.), you will know you are dealing with our DPHP entity, and you will be dealt with professionally, courteously and with a hospitality focus. You will also be able to visualize it in the way the physical property is maintained, the signage looks and the overall branding feels. This will be a place we can all be proud of. *DPHP has put together a short video regarding the project vision. This file can be found on the included flash drive.*

Creating a New Sense of Place with Dana Point Harbor

The new Dana Point Harbor will offer a place for everyone, from local and County residents to tourists. It will be a rich mix of complementary and thoughtfully planned components that will entertain, educate and connect people in powerful ways to the local environment, culture and history. Expanded parks, a reconfigured retail core, more thoughtful building layout and improved management of parking facilities will open the waterfront to more people. Additionally, historical and cultural amenities, public art and a more vibrant mix of shops and restaurants of all kinds will bring a new vitality to the waterfront. A completely new and vibrant hospitality core made up of lodging suitable for all pocketbooks will bring 24/7 vitality and activity. There are many other water sports and recreational programs envisioned for the greater project, including standup paddle board instruction and schools, beach volleyball courts, outdoor sports classes, community event spaces, etc. And of course, there will also be the simple pleasures of just sitting on a park bench or strolling along the new boardwalk and discovering our public art sculptures, historical plaques and memorabilia celebrating the Harbor and its history.

Outlined below is a summary of our specific plan for each portion of the harbor. However, before outlining our plans and modifications to the individual areas within the harbor and, specifically, the approved LCP and CDP, it is just as important to note what we are NOT changing:

1. Adhere to the 12 Guiding Principles as adopted by the County for the Dana Point Harbor Revitalization plan.

2. We are not changing the total GLA in the Commercial Core approved CDP nor will we change the mix of proposed uses (i.e, retail, restaurants, etc). We will not increase building heights in the Commercial Core approved CDP, in fact, we are decreasing them.
3. We are not reducing the public coastal access in the commercial core approved CDP; we are improving it.
4. We are not eliminating view corridors in the commercial Core approved CDP; however we feel we are improving them.
5. We will not materially change the parking configuration or circulation in the Commercial core approved CDP, but we are improving it.
6. We will not lengthen or change the approved Implementation Phasing plan for the commercial core CDP, but we will accelerate it.
7. We will retain the amount of affordable hotel units of 136 by developing a newly built vibrant affordable select-service hotel.
8. We will develop a new 130 room full-service boutique hotel.
9. We will not change the county target on slip count and average slip length. But we will build the best docks using the best systems and do it faster and better than anyone else.
10. We will not reduce the public benefit programs at the harbor, but we will increase them.
11. We will not reduce the overall County's Harbor revenue, we will increase it.

In short, we believe our redevelopment plan for the Harbor is consistent with the current approved LCP and CDP and that belief is based on experience, legal opinion and consultation with public agency experts. In other words, we are able and willing to get started immediately and with as little disruption to the County's hard work and efforts these past 10 years.



Retail/Commercial Core - Led by experiential retail experts Burnham-Ward Properties, the County-Approved Plan has been carefully studied based on architectural design, circulation and parking, architecture, landscaping, long-term financial viability, overall customer experience and the County-adopted 12 guiding principles.

In terms of design changes, the first would be removal of the podium design fronting the parking structure, thus decreasing the massing of the County approved project. Additionally, the county plan includes clustering all the retail in an isolated high-density node that is set atop a massive concrete podium structure. However, the negative impacts of the podium combined with high-density clustering into one area produces a combination of negative impacts to the retail experience.

These negative impacts include considerable massing in one area with building heights exceeding 60 feet, one-sided architecture for all the ground-floor spaces creating dark, inefficient tenant spaces; the creation of subterranean parking, which is not typically successful in retail development; building footprints with inefficient bay depths and poor tenant layouts; unavoidable, and inefficient and nonfunctional service corridors and hallways; an abundance of elevators reducing floor area efficiency and adding considerable cost; a reduced pedestrian experience; a more "institutional"-feeling project that lacks quaintness and charm; a complete separation and even isolation from the hotel (which is a major amenity in our plan), the makings of a traffic nightmare with boaters, shoppers and visitors all converging on a single point of access; a lack of emphasis on the waterfront experience; and many other negative impacts not the least of which are reduced customer experience, higher tenant turnover and lower rental rates.



BURNHAM-WARD Dana Point Harbor Revitalization
Dana Point, California

S&S

Our improved plan maintains the basic building square footage but with a slight change in placement on the site that sort of sprinkles smaller footprints along the waterfront that results in a scaled-down quaint village-like experience with a strong pedestrian link to the hotel along beautifully landscaped boardwalk that celebrates the water. We propose to set all buildings on grade and detach them from the parking structure, allowing for a more human-scale village feel, four-sided architecture with lots of natural light in the tenant spaces and a much better and more inviting street scene

from Dana Harbor Drive, breathability and natural light between buildings, more opportunity for landscaping and outdoor interactive communal areas, improved identity with more interesting and individual storefront design, a better pedestrian experience, more accessible parking directly adjacent to the storefronts, etc. We are also designing large outdoor deck areas that still celebrate and allow enjoyment of the waterside experience. Perhaps the biggest change in our plan from a parking perspective is orienting the retail buildings to the waterfront and the boater parking closer to the entrance, but with easy and multiple access points to the docks. However, we feel this produces many positive results. First of all, we have introduced a boater drop off and valet area at the waterfront. This area will be set up for an enhanced and convenient customer experience to the boater occupying a slip in this new area we refer to as marina quadrant A. This drop-off area will allow the boater to drive up and be greeted by a valet or self-park in the designated lot shown on the site plan.

This area will also feature boater rest rooms, showers, golf cart service to your gangway, pushcarts carousel for provisions, and a boating supplies and provisions store. The designated parking area will contain all the required parking to meet code requirements for Quadrant A. Boater parking for Quadrant B in the short term which shall remain in its present location and eventually will be incorporated into the first floor of the hotel in its present location.



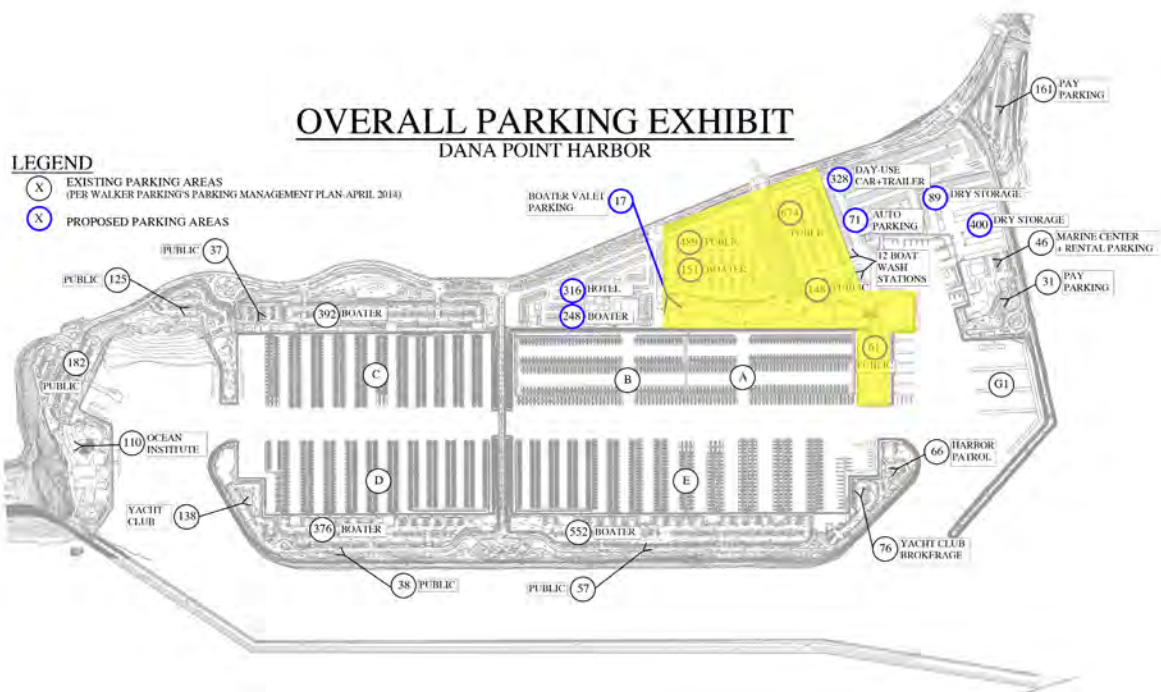
Dana Point Harbor Revitalization
Dana Point, California

17668 Sky Park Circle
Suite 10
Irvine, California 92614
949.737.3340
www.svs-arch.com
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This creates an opportunity to designate Casitas way for boater activity thus reducing the traffic demand at the main Golden Lantern entrance for retail customers. We have also eliminated vehicular access from the retail area to the day boater parking lot, again eliminating the traffic pressures that will be created from slip owners, day boaters and retail patrons all converging on a single point of ingress which is a condition in the County plan. We have made some additional moves with our parking and circulation in the commercial core that are discussed in our parking management plan. We have also taken the opportunity to integrate more public benefit improvements into the Commercial core. For example we have strategically configured the building to allow for a pad that may be used for the relocation of Orange County's Surfing Heritage Museum & Cultural center. We believe that creating such a destination will drive traffic to all our stores and provide a much needed public benefit to the harbor. Details on this proposal is provided in the public benefit section. It is important to note, however that the integration of this proposed building will not affect the County approved GLA and mix of uses per the CDP but rather, it will be processed under separate entitlement application to the City and coastal commission at a later date. Having said that, any lease we were to enter into with the museum will be structured in such a way that base rent will be paid by the museum resulting in % rent revenue to the County.

In summary, the result of our changes will create more of a seaside village feel albeit with very hip and cool architectural treatments, important public benefit and destination attractions that help drive traffic to our stores, elevate the customer experience without commercializing the harbor and lastly, to set up a more financially viable rent model with reduced tenant turnover that will drive more revenue for the County. Furthermore, we believe that offering all these design, parking and circulation improvements far outweighs whatever the County might have sought to accomplish with the prior plan.





WATG

Dana Point Harbor Hotel
Dana Point, California

PERSPECTIVE VIEW - AFFORDABLE "SELECT SERVICE" HOTEL
174056 | 1 May 2017 | Concept Design

Hotel Component - Development of the two new hotels will be led by R.D. Olson Development, the County's largest and most experienced hotel developer. The hotel property is perhaps the most underutilized and wasted opportunity of any of the Harbors assets. The current hotel is functionally obsolete and regardless of what might be gained to remodel the existing structure, it will never be enough to realize the full potential or be enough to justify a meaningful investment in the property. In short, R.D. Olson Development intends to assume operations of the existing hotel, make much needed short term improvements and install a new management team to ensure its inclusion into the overall DPHP vision and brand. R.D. Olson Development will then immediately begin planning and entitlement processing for 2 new hotels on the property to be built in 3 phases.

The first to be built will be an affordable select service hotel to replace the current Marina Inn hotel with all the latest in design and technology and architectural styling to ensure its compatibility with the entire commercial core.

The new 136 room select service affordable hotel provides an alternative lodging option at a value price. Features include:

- Fitness center
- Several shared bunk rooms offering a solution for traveling groups or individual guests
- Communal kitchen fully equipped so all the guest has to bring is the food
- Recreation/game room
- On site guest laundry
- Outdoor pool and patio area
- Complimentary wireless Internet



WATG

Dana Point Harbor Hotel
Dana Point, California

PERSPECTIVE VIEW - PROMENADE NEAR AFFORDABLE "SELECT SERVICE" HOTEL
174056 | 1 May 2017 | Concept Design

The affordable select service hotel will be situated at the west end of the property and be constructed while the current hotel is fully operational, thus avoiding any revenue impacts to the County, any disruption to hotel visitors to the harbor as well as local merchants and stakeholders that rely on its guests. Special care will be taken to preserve boater parking during this first phase of construction.

Once the new affordable select service hotel is open for business (along with boater parking), phase 2 will begin with the dismantling of the existing hotel immediately followed by the relocation of the existing storm drain and construction of the parking podium structure. Phase 3 will commence with the construction of a new 130 room full service boutique hotel.

The new 130 room full service boutique hotel featuring an inspired coastal design with most rooms having ocean views and 100% balconies for the ultimate coastal experience. Other major features and amenities include:

- 5,000 sq.ft. of conference style meeting space with prefunction
- Multiple outdoor event lawns oriented towards the Marina and connected to meeting spaces
- Full service restaurant for public and hotel guests with dining terrace overlooking the Marina.
- Rooftop Terrace/View Deck
- Coffee and retail outlet in the hotel lobby
- Outdoor space with events lawns, pool, spa and fire pits oriented towards the Marina



WATG

Dana Point Harbor Hotel
Dana Point, California

PERSPECTIVE VIEW - FULL SERVICE HOTEL
174056 | 1 May 2017 | Concept Design



WATG

Dana Point Harbor Hotel
Dana Point, California

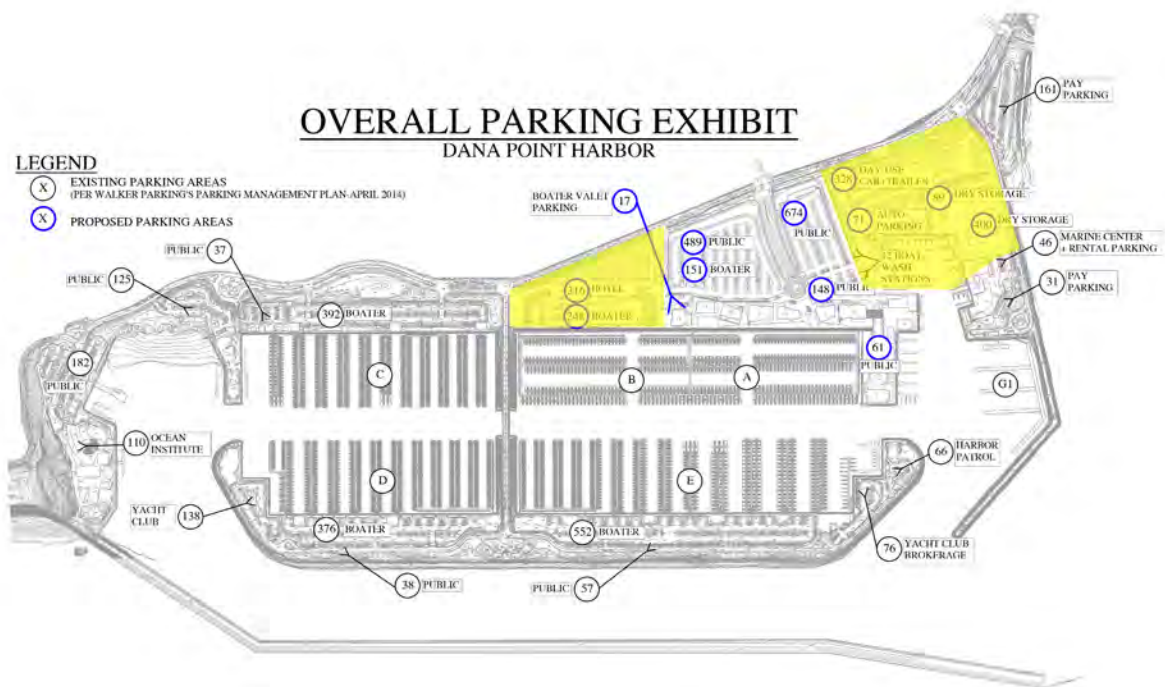
PERSPECTIVE VIEW - PROMENADE NEAR FULL SERVICE HOTEL
174056 | 1 May 2017 | Concept Design



WATG

Dana Point Harbor Hotel
Dana Point, California

PERSPECTIVE VIEW - PROMENADE NEAR FULL SERVICE HOTEL
174056 | 1 May 2017 | Concept Design

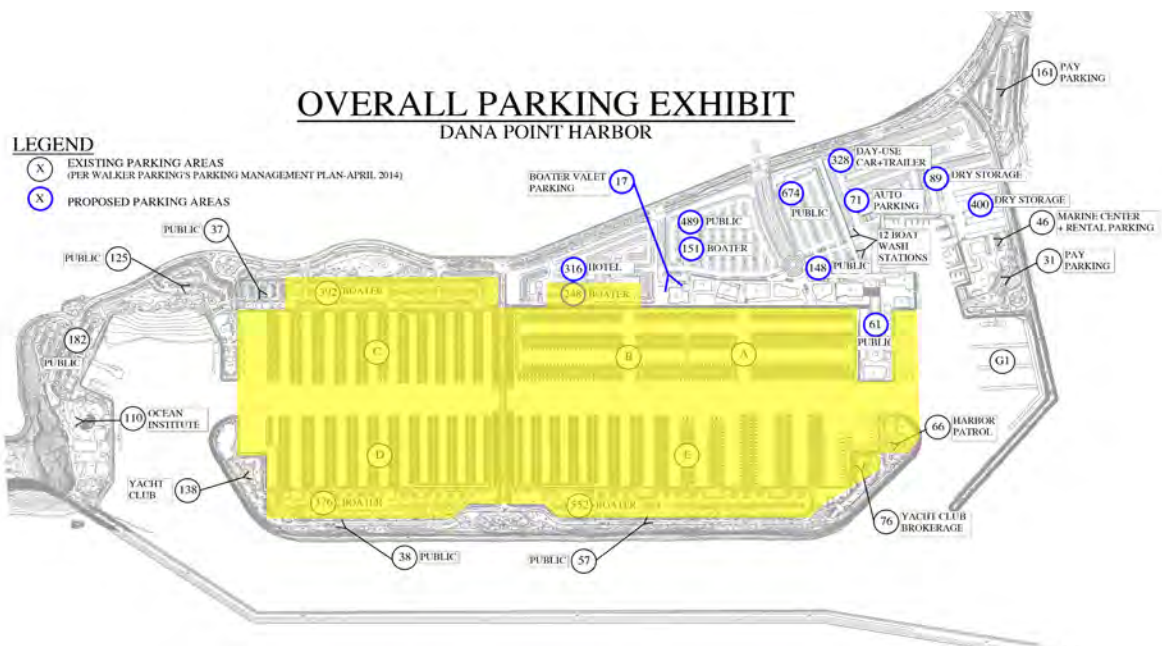


Drystack and Day Boater Parking

The DPHP plan for these areas is consistent with the county LCP in terms of preservation of parking and storage counts. However, we have taken a number of steps to improve circulation, parking, access and overall boater experience. First of all, we have reconfigured the proposed day boater parking area. We have created a parking layout that provides 328 spaces, just 6 shy of the required 334. We have also designed 12 boat wash stations. Rather than current tandem spaces, the new layout will feature individual stalls thus encouraging boaters to not straddle in between space resulting in 2 spaces taken up by a single boat which is common practice with the current parking plan and likely to happen with the similarly designed proposed County plan. Despite our plan resulting in 6 spaces less than the county target of 334, unlike the county proposed plan, we are confident that all our spaces will be usable. The day boater parking lot will be staffed by a parking attendant daily to ensure oversight and adherence to parking rules and smooth and safe circulation in and out of the lot. For peak summer weekends, we have ideas to accommodate overflow parking in other parking areas. Specifically, we would encourage the County to include the existing triangular shaped parking lot directly across the street from boater entrance (this lot is not currently included in the RFP area, but would be beneficial to help prevent boater parking overflow). All improvements to the Day boater parking are will be initiated under the approved CDP and in accordance with the Implementation phasing plan and completed in conjunction with the commercial core contract.

The Drystack customer will utilize the same main entrance as day boaters. Construction of the Drystack parking lot will be completed in 2 phases and in accordance the approved CDP and implementation Plan. Construction of the Drystack building itself will be undertaken after all discretionary approvals can be obtained. It has been determined by our team of professionals that the county design configuration for the Drystack is not functionally feasible and our team has created an alternative design. Our revised design will maintain the proposed target of 388 slips and be configured in accordance with the attached plan. We will immediately initiate planning and processing the approvals upon lease execution with the County.

Marina Improvements - Marina partner Joe Ueberroth along with his marine entities including Bellingham Marine is the largest building of docks and dock systems in the world and a world leader in marina development and management. It should be noted that our ownership goal and commitment with the Wet slips is to make Dana Point Harbor the finest marina in the country and we intend to bring all resources to bear to make that happen. Mr Ueberroth and his team will oversee the replacement of the entire marina docks and systems. In addition, all utility distribution and dock mounted utilities will be replaced along with necessary handicapped accessibility and other code complaint upgrades and water quality. Actual specifications for all dock systems will be made available to the county under separate cover. It is also important to note that in addition to the dock replacement, the slip configuration will be modified to obtain to a more appropriate mix of slip sizes and optimal count based on the necessary ADA and other parking requirements. Our team is also working directly with the Dana Point harbor boaters to incorporate many of their specific concerns and ideas having lived with the marina and its deficiencies for many years. Most importantly special care will be taken to ensure compatibility with adjacent land side uses in terms of parking, circulation, peak demand and accessibility. In addition to the many upgrades in physical improvements, we are designing new boater amenities to improve the overall boater experience. Some of those amenities will include boater drop off area described in the commercial core section above, boater family recreation areas at various locations that will feature small club houses/meeting rooms for events, parties and family gatherings, bar B Que and fire pits, soft seating and lounge areas, bocci ball, and other sports/recreational activities, etc. In addition parking areas will be improved with new paving, landscaping, etc. We will be installing a new management staff and best in class systems that will prioritize a hospitality experience for the boating community. We will add boater services that don't currently exist, add boater safety courses, training and boater workshops and set up reciprocal use agreements with every major marina in the world for our boaters. The on-site management staff will all be working directly for and responsible to our ownership entity and. As with all the on site management staff, be it commercial core, dry slips, day boat or wet slips there will be no middle men managing the common areas. There will be consistent management, customer service and branding throughout.



Goals of this P3 Opportunity

It is a priority of DPHP to guarantee the public realm with this invaluable county asset. We recognize that we have a unique and once in a lifetime opportunity to recreate a place dedicated to a responsible mix of business vitality and economic vitality and public benefit with meaning for all county residents. Our ownership structure has been specifically set up to ensure that ongoing public benefit is and always will be a priority of our venture.

Implementation Plan and Schedule for Development Component

Amended Commercial Core Implementation Phasing

It is the intent of DPHP to assume with as little modification as possible the County Approved Implementation Phasing for the Commercial Core. Outlined below is a brief narrative explaining the adjustments, albeit minor, DPHP will be seeking to the County approved Commercial Core Implementation phasing plan. The biggest modification stems from our proposed modification to the building site plan within the boater parking area between the hotel and the retail, all of which has been explained in this proposal. Attached to this narrative is the County approved implementation phasing document for CDP13-0018(1). Following this document are revised exhibit tracking our proposed modifications.

Existing Conditions – Dana Point Harbor

No change. However, we have set forth a three year construction schedule rather than the five year schedule proposed.

Phase 1 – Dana Point Harbor Drive and Puerto place intersection improvements, Dana Point Drive and Casitas Place Intersection Improvements and Marine Service Area Entrance Construction. We understand many of the improvements referenced in this section either have been completed or are under construction through an existing County construction contract with third parties. It is our understanding that the existing contract shall be completed by County.

However, if it is advantageous to the County, DPHP is willing to assume either management of, or monetary responsibility for, these contracts. This is a matter to be negotiated concurrent with the master lease negotiation process. Notwithstanding, we offer no changes to the scope outlined in this Phase 1.

Phase 2 – Parking Deck and Dana Wharf Revitalization

We offer no changes to this Phase 2.

As indicated on the attached DPHP Phase 2 Exhibit, this would mark the initial phase of our takeover of the work assuming the County elects to complete the items listed in their Phase 1 many of which are underway. As indicated on the County plan, it would be our intent to construct the 2-level parking deck first. Unlike the County Schedule allowing for 12 months, it would be our intent to complete this work in approximately 7 months.

Phase 3 – Dana Wharf Renovation

We offer no changes on this Phase 3 (A&B). For simplicity and because we propose to complete the parking structure in advance of starting this work, we show this as a single phase 3 in our Exhibit.

However, unlike the County Plan which allows for construction to start in advance of completion of the parking structure, we will delay the start of any wharf renovation work until the parking structure is fully operational. However, since we anticipate completing Phase 2 in seven (7) months vs. the County proposed 12 months, we save 3 months and more importantly only start and complete phase 3 at roughly the same time. It should be noted that it is our intent to take all precautionary steps to keep all wharf business fully operations during this phase. Additionally, we will post attendants to direct traffic and likely offer valet service for added customer convenience.

We are in agreement with the county's proposed time period for completion of phase 3 in nine (9) months.

Phase 4A – Commercial Core Revitalization

To accommodate the existing restaurants without interruption to their business, we have broken down the construction of our new buildings 6, 7, 8 and 9, all of which fall in this area, into 2 separate phases. By doing this we are able to not only construct all shell and site work but perform all Tenant Improvements finishes so that tenants can move into their new buildings 6 and 7 spaces before we demo their current spaces. Due to the complexities of coordinating both interior and exterior work we provide for a 12 month period for this 4A phase (Bldgs 6 and 7).

Phase 4B – includes demolition of newly vacated buildings and construction of our new buildings 8 and 9. In addition, just as the county plan contemplates we will finish out main commercial core section and begin construction on the Drystack parking/building slab areas. In addition to the slightly reconfigured proposed Drystack building pad, we will also be starting the parking lot improvements for our newly configured boater parking lot during this phase. All displaced overnight storage boats will require accommodation in offsite parking areas or within a portion of the day boater parking area during this phase. All additional scope outlined in the county plan will be observed. We anticipate construction period for this phase to be approx. 10 months.

Phase 4C – includes the demolition and new construction of our remaining 3 retail boardwalk buildings and the west side of the day boater parking lot. Day boater parking will need to be accommodated in a portion of the dry storage boats parking lot or accommodated off site. This phase includes the creation of a boater valet/drop off area centrally located at the terminus of Casitas place between the new hotel and retail that will feature boater exclusive restrooms, showers, push cart storage receptacles and optional golf cart service to/from their cars to their boats. In addition, this area will include a boater's concierge service and convenience store for provisions and boater supplies. This phase is estimated to take approx. 8 months to complete. All other scope on the county plan will be observed.

Phase 4D – includes the demolition and new construction of the North and South launch ramp in sub-phases to allow for continued boater use/access during construction. In addition, construction of the majority of main Golden lantern entrance shall be completed with actual access continuing to be facilitated via the original entrance configuration as well as all alternative points of ingress and egress as outlined on the county approved plan.

Phase 4E – includes the final phase of the Commercial Core Retail area with the completion of the main westerly surface parking lot and connection of the reconfigured main Golden Lantern entrance. This phase is anticipated to take approx. 2 months.

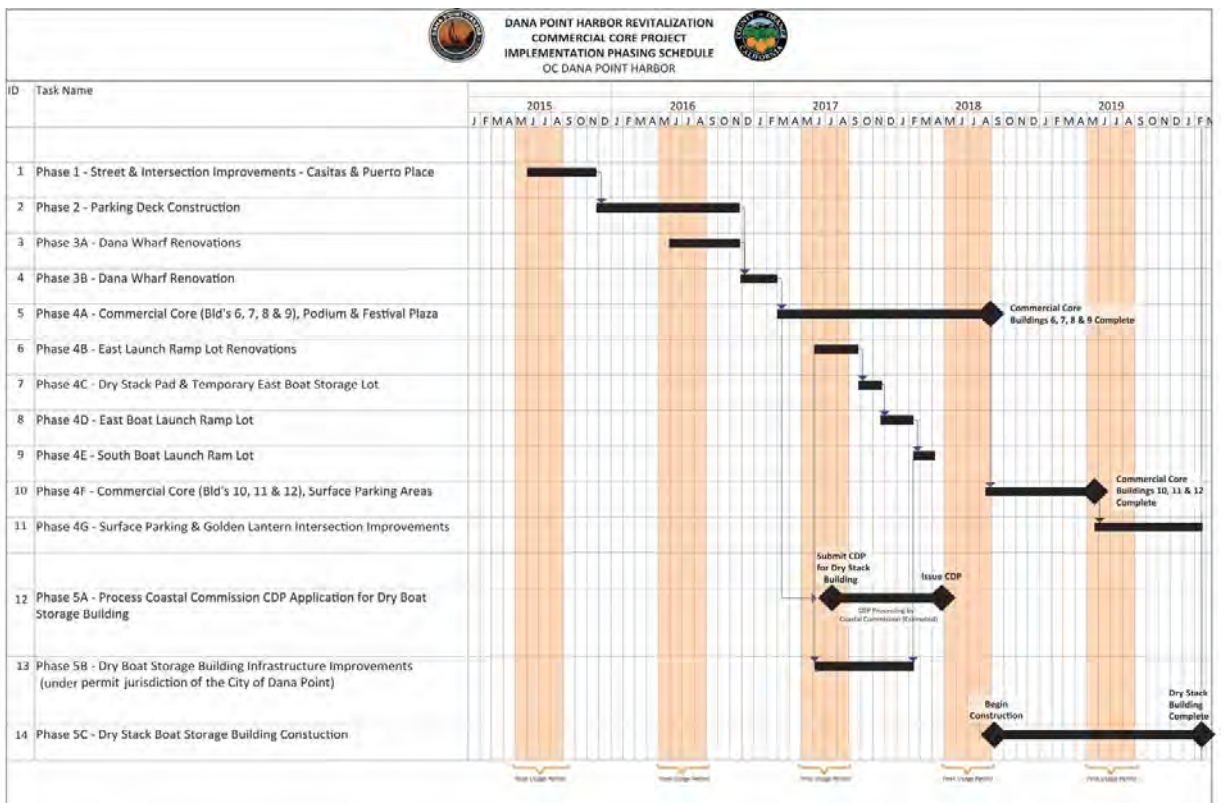
Phase 5 – includes the actual construction of new Drystack Building and related improvements. Our design for the Drystack anticipates accommodating up to 388 boats and a parking lot will accommodate an additional 105 boats on trailers (total of 493).

This phase can start at the completion of our phase 4E and is subject to a separate approval process by the California Coastal Commission. With issuance of discretionary approvals, construction is scheduled for completion within 4 months.

Construction and Completion – As with the county plan, the completion of the Commercial Core will be marked by the completion of the Drystack building. The County’s proposed schedule included a 5-year schedule. But for the Drystack Bldg., which is subject to approvals out of our control, we are confident that a CDP amendment can be obtained in short order resulting in a construction start date in middle to late 2018. This of course, also assumes a relatively accelerated lease negotiation process with the county so that plans can be initiated and completed immediately. For simplicity sake, we have set our attached overall construction schedule for a start date of January 2019. However, regardless of the start time, we believe the entire Commercial Core improvements contemplated above can be completed over a 3-year time (See overall schedule).

Commercial Core Project - County Approved Implementation Phasing Schedule

Dana Point Harbor Revitalization
 COMMERCIAL CORE PROJECT IMPLEMENTATION PHASING
 COASTAL DEVELOPMENT PERMIT CDP13-0018(I)



Commercial Core - Approved Phasing Schedule: For a full-size 11x17 version, please refer to supplemental page 5.

**Existing Conditions -
Dana Point Harbor**

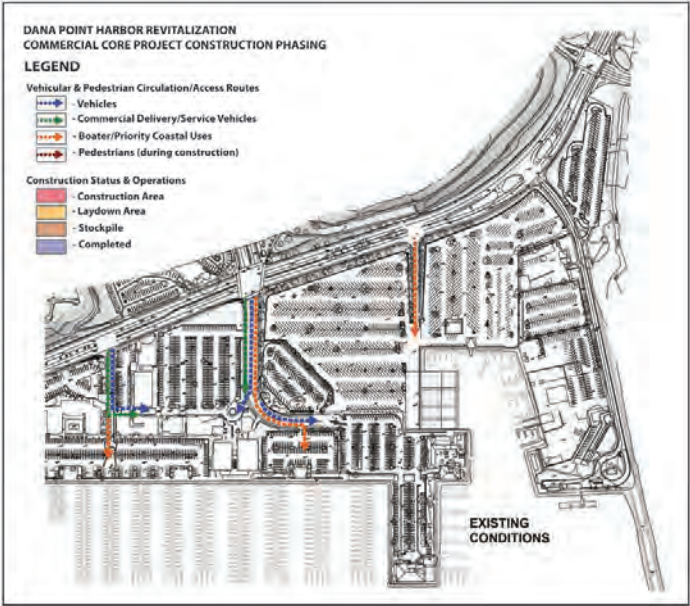
As indicated, currently the Day Use Commercial (PA 2) and Marine Services Commercial (PA 1) uses in Dana Point Harbor are accessible by vehicles, delivery/service vehicles, boaters and pedestrians using three primary routes. Access to the boat launch ramp and dry boat storage areas is provided by Embarcadero Place, a 2 lane, one-way roadway with card key gated entry. Primary access to the retail shops and restaurants of Mariners Village, Mariners Alley and Dana Wharf is from the Street of the Golden Lantern.

Secondary access to retail and restaurant businesses and access to the boater service buildings and designated boater parking along the East Marina is provided via Casitas Place.

The Marine Services Commercial Planning Area (PA 1) currently includes the Orange County Maintenance Yard and various parking areas with capacity for 183 vehicles with trailers in the boat launch ramp area and 516 boats in the surface storage areas.

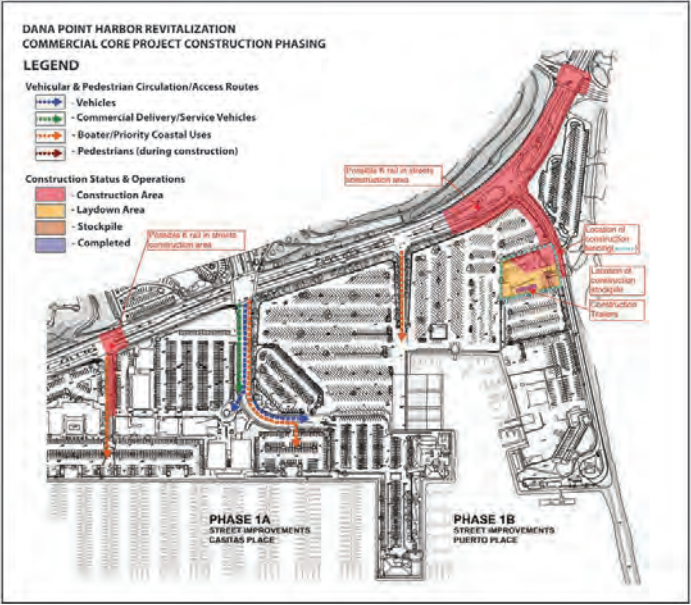
Day Use Commercial Planning Area (PA 2) includes a total of approximately 26,600 SF of retail and 51,300 SF of restaurant uses and a 4,000 SF Boater Service Building (BSB No. 1). PA 2 currently has a total capacity of accommodating up to 900 cars in the various parking areas, including designated boater parking for up to 130 vehicles with trailers.

The Dana Point Harbor Revitalization, Commercial Core Project is planned as a five-year phased revitalization project, with an anticipated commencement date of January 2015.



Phase 1 - Dana Point Harbor Drive and Puerto Place Intersection Improvements, Dana Point Harbor Drive and Casitas Place Intersection Improvements and Marine Service Area Entrance Construction

Initial construction for the Commercial Core Revitalization Project will require the demolition of the County of Orange, OC Parks South Coastal Operations Administration Office and Maintenance Yard. The existing maintenance campus includes a total of approximately 5,500 sq. ft. of uses, including a brick office, garage and shed, several temporary modular units, bulk materials storage areas and employee parking area.



The plan also requires the relocation of a telecommunications tower immediately adjacent to the County maintenance facility.

Construction activities include the widening of Casitas Place to provide an additional 12 to 14 foot wide rightturn only lane, 6 foot wide curb adjacent sidewalk, a new traffic signal, crosswalk across Dana Point Harbor Drive and installation of handicap ramps with truncated domes and new curbs and gutters. All traffic stripes and pavement markers shall be manufactured and installed per CalTrans standard plans and specifications. All existing utilities at the intersection are planned to remain.

At the Puerto Place intersection, improvements include the widening of the street, installation of new traffic signal and construction of a new, gated entry road into the Marine Services Commercial area of the Harbor. The proposed infrastructure improvements include the replacement of water, sewer lines, future connections to future reclaimed water facilities to be constructed by South Coast Water District (SCWD) and the construction of a sewer force main and replacement of the sewer lift station currently located adjacent to Embarcadero Place by SCWD.

Street Improvements on Puerto Place consist of widening Puerto Place on the westerly side to create two southbound lanes and two northbound lanes on Puerto Place from Dana Point Harbor Drive, to the new entry into the Embarcadero Marina/Day-Use Area. A right turn lane will be added to Dana Point Harbor Drive on to Puerto Place.

Other improvements will include adding a traffic signal at the intersection of Puerto Place and Dana Point Harbor Drive, an additional left-hand turn lane on Dana Point Harbor Drive at Puerto Place for west-bound Dana Point Harbor Drive traffic, crosswalks, sidewalks, a new entry drive into the Embarcadero Marina/Day-Use Area off of Puerto Place, a pad for a future sewer lift station (by South Coast Water District), street lighting, utilities, landscaping and irrigation.

Construction of Phase 1 improvements will require relocation of approximately 28 boats stored in the Embarcadero Marina area (28 of the total 519 in dry surface storage) to an off-site storage location.

The construction activities will not necessitate any changes to the boat launch ramp or designated boater parking in Planning Area 1. The proposed street improvement projects are anticipated to be complete within approximately 6 months from the start of construction.

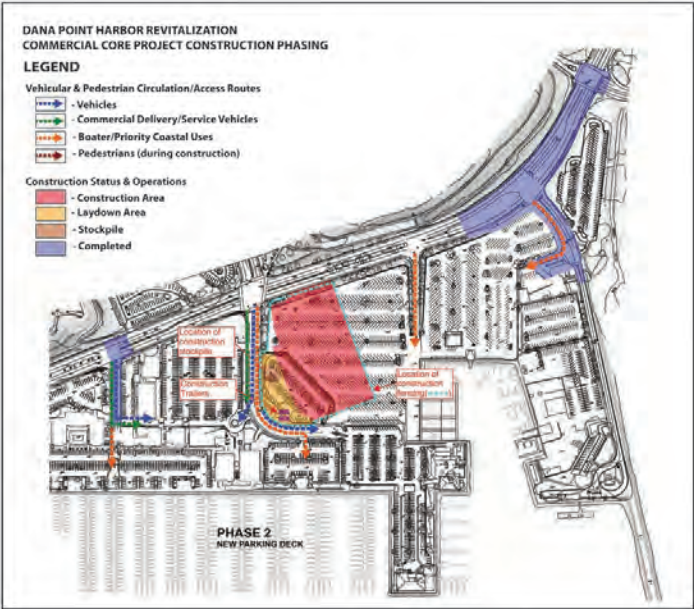
Phase 2 - Parking Deck and Dana Wharf Revitalization

Phase 2 includes the construction of the new two-level Parking Deck (PD2). The Parking Deck will require the construction of an interim access road to the lower level of the parking deck to allow vehicular access to provided parking and designated boater parking during subsequent phases of construction to build the podium, new Mariners Village buildings and the Festival Plaza area.

Access to the upper level of the deck will be via a ramp at the north end of the deck.

Phase 2 will also include new hardscape, lighting, signage, utilities and repair of the existing landscaping and irrigation affected by construction.

Phase 2 will not require the demolition of any buildings. Construction of the Phase 2 improvements will necessitate an additional 219 boats (of the 488 remaining in Embarcadero Marina) being relocated to an off-site boat storage location. A total of 247 boats will be accommodated in off-site storage during this phase of construction. The construction activities will not necessitate any changes to the boat launch ramp or designated boater parking in Planning Area 1. Phase 2 will begin at the completion of Phase 1 and is anticipated to take approximately 12 months.



Phase 3 - Dana Wharf Renovation

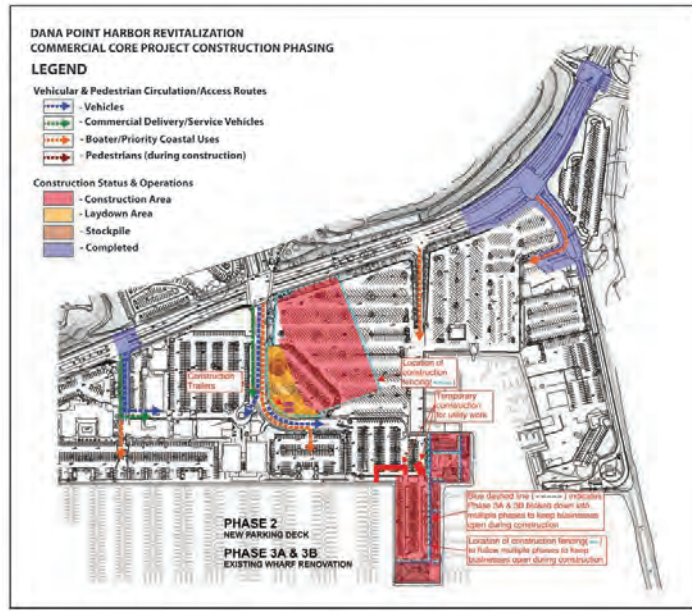
Service Building 1, comprised of 4,000 sq. ft. will be demolished as part of the initial construction activities.

Improvements to Dana Wharf include the renovation of the existing retail and restaurant buildings in a consistent architectural style with the Commercial Core Project. The adjacent parking area has a capacity of 105 spaces that will be reconfigured to expand parking aisle widths to allow access by larger delivery trucks and emergency vehicles.

Phase 3A includes a portion of the Dana Wharf area. Improvements will include construction of a new parking lot, storm drains, water quality BMP's, water main and sewer main. The exterior renovation (mainly siding and roofing) of the existing Buildings on Dana Wharf, hardscape, lighting, signage, utilities, landscaping and irrigation.

New sewer, water mains and storm drains will be connected to existing utility lines on an interim basis to allow business to remain open and then connected to new utilities as future phases of construction are completed.

Phase 3A will not require the demolition of any buildings. The construction activities will not necessitate any changes to the boat launch ramp or designated boater parking or the surface storage of boats. Phase 3A will begin 6 months after the start of Phase 2.

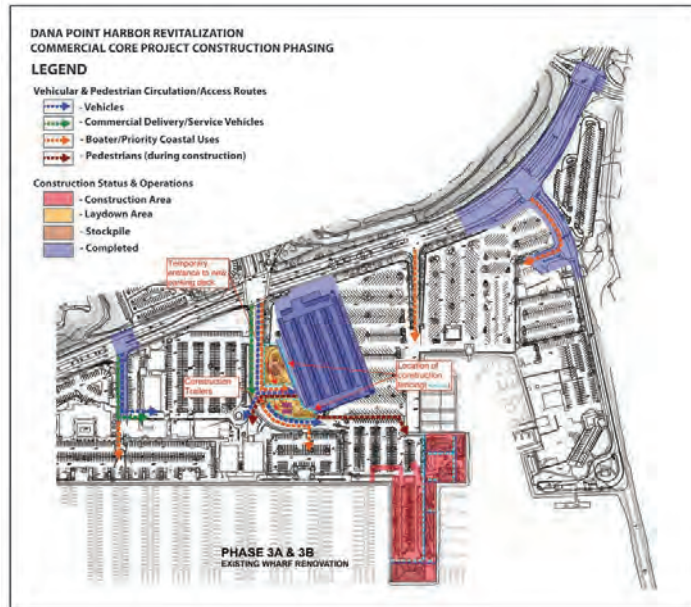


Phase 3B includes the remaining portion of the Dana Wharf area. Improvements will include the exterior renovation (mainly siding and roofing) of the existing buildings on Dana Wharf, the renovation of the existing parking lot and adding valet pickup and drop-off turnouts, hardscape, lighting, signage, utilities, landscaping and irrigation.

Phase 3B will not require the demolition of any buildings.

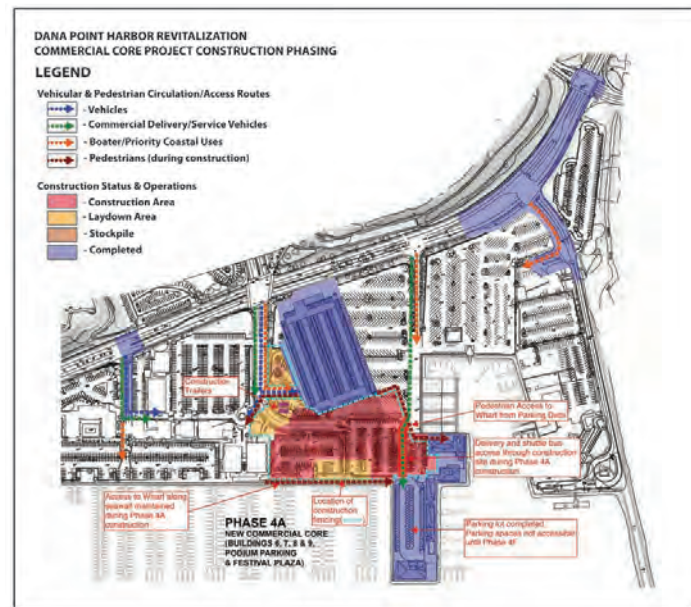
The construction activities will not necessitate any changes to the boat launch ramp or designated boater parking or the surface storage of boats.

Phase 3B will begin after the completion Phase 3A and is anticipated to be completed over a 3 month period.



Phase 4A - Commercial Core Revitalization

The Commercial Core Revitalization includes the construction of new Commercial Core Buildings 6, 7, 8 & 9, the Festival Plaza and the Parking Podium (PD1) and will include new hardscape, lighting, signage, utilities, landscaping and irrigation. Also, in accordance with the conditions of approval for the Commercial Core Project CDP, within 6 months of issuance of Building Permits for podium construction, the CDP application for the Drystack Boat Storage Building and other related improvements in PA 1 will be submitted to the California Coastal Commission for processing.



Phase 4A will require the demolition of Boater Service Building No. 1 and a portion of Building 5B. During construction of improvements to Building 6, the yacht broker located in BSB 1 may be temporarily relocated to a singlewide trailer located in the Dana Wharf parking area.

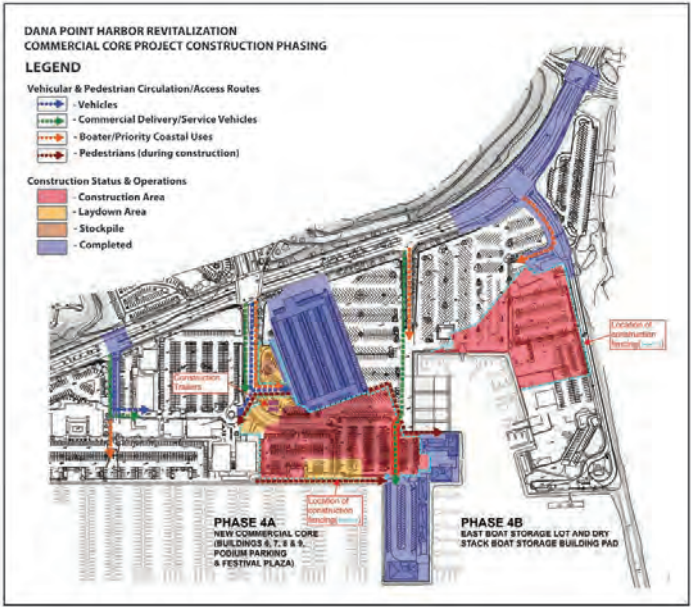
Construction of Phase 4A improvements will require the relocation of an additional 23 boats (of the remaining 269 boats stored in the Embarcadero Marina) to an off-site storage location (cumulative total of boats stored outside the Harbor at the commencement of Phase 4A is 270 boats of the 519). The construction activities will not necessitate any changes to the boat launch ramp parking area. Additionally, 72 of the total 1,470 parking spaces provided as designated boater parking (at a ratio of no less than 0.6 parking spaces per slip or end tie), will be relocated in compliance with the Harbor LCP Chapter II-14, Off-Street Parking Standards and Regulations (Section II-14.2j requirements), including being located no further than 600 feet (maximum) from the docks they serve. Phase 4A will begin after the completion Phase 3B and is anticipated to be completed over an 18 month period.

Phase 4B includes the construction of the East Dry Boat Storage Lot and the Drystack Boat Storage Building Pad (Shown as the "Interim Development Plan" on Sheet A-03 in the Project Plans and Exhibits).

Phase 4B will include the installation of a temporary Boater Services Building (Modular Building) new paving, hardscape, lighting, fencing, signage, utilities, landscaping and irrigation.

Phase 4B will not require the demolition of any buildings.

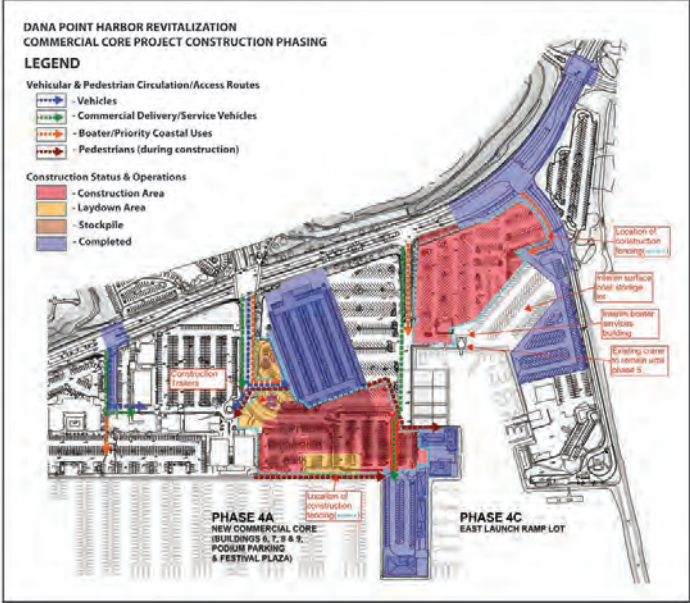
Construction of Phase 4B improvements will require the relocation of an additional 224 boats (of the remaining 246 boats stored in the Embarcadero Marina) to an off-site storage location (cumulative total of boats stored outside the Harbor at the commencement of Phases 4A and 4B is 494 boats of the 519 total). The construction activities for Phase 4B will not necessitate any changes to the boat launch ramp parking area or require the relocation of any additional designated boater parking spaces. Phase 4B will begin 3 months after the start of Phase 4A and will run concurrent with Phase 4A and is anticipated to be completed within approximately 4 months.



Phase 4C includes the construction of the East Launch Ramp Lot and will also include new paving, hardscape, lighting, fencing, signage, utilities, landscaping and irrigation. Phase 4C will also complete construction of the new Embarcadero Marina/Day Use Area entrance off of Puerto Place. This phase will include the construction of the SCWD sewer lift station.

Phase 4C will require the demolition of Boater Service Building X in Planning Area 1 and the small building immediately behind it.

Construction of Phase 4C improvements will require the remaining 22 boats stored in the Embarcadero Marina to be relocated to an off-site storage location (a cumulative total of 516 boats will be stored outside the Harbor at the commence of Phase 4C). The construction activities for Phase 4C will not necessitate any changes to the boat launch ramp parking area or require the relocation of any additional designated boater parking spaces. Phase 4C will begin after the completion of Phase 4B and will run concurrent with Phase 4A and is anticipated to be completed within approximately 2 months.

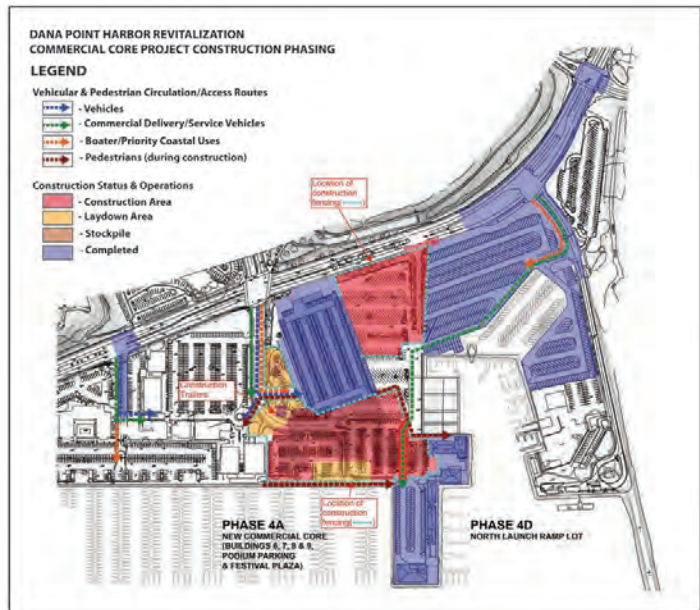


Phase 4D includes the construction of the North Launch Ramp Lot and will also include new paving, hardscape, lighting, fencing, signage, utilities, landscaping and irrigation. Phase 4D will eliminate the use of Embarcadero Place and the new Embarcadero Marina/Day Use Area entrance off of Puerto Place will be opened.

Phase 4D will not require the demolition of any buildings, but will require the demolition/removal of Embarcadero Place and the existing SCWD sewer lift station.

Phase 4D will allow the return of 63 boats from off-site dry storage to the Harbor (a total of 453 boats will remain in off-site storage locations).

The construction activities for Phase 4C will not necessitate any changes to the boat launch ramp parking area or require the relocation of any additional designated boater parking spaces. Phase 4D will begin after the completion of Phase 4C and will run concurrent with Phase 4A and is anticipated to be completed in approximately 3 months.

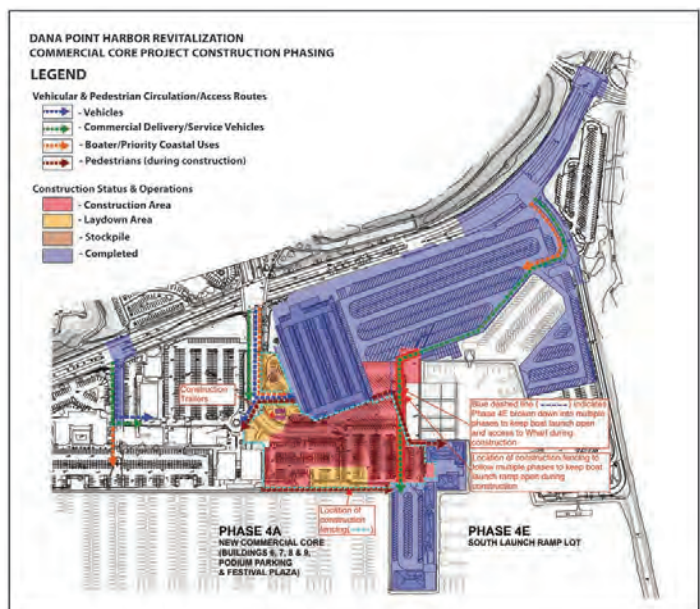


Phase 4E includes the construction of the South Launch Ramp Lot and will also include new paving, hardscape, lighting, fencing, signage, landscaping and irrigation.

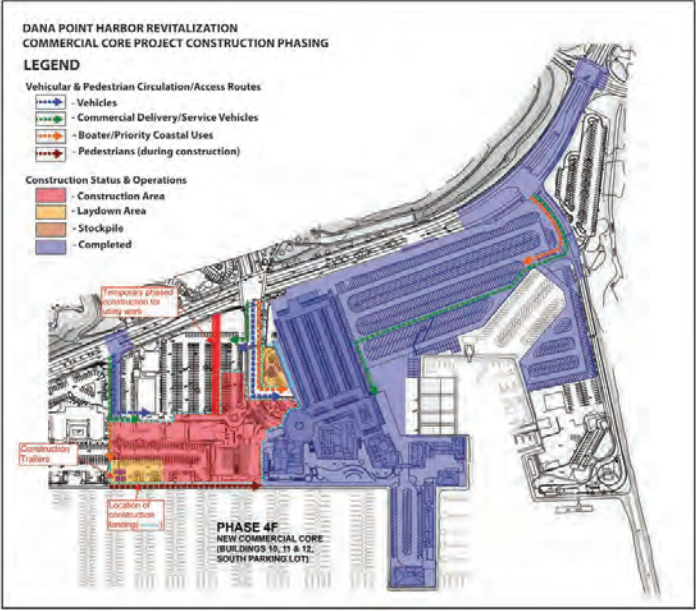
Phase 4E will not require the demolition of any buildings.

Phase 4E will allow the return of 131 boats from off-site dry storage to the Harbor (a total of 322 boats will remain in off-site storage locations).

The construction activities for Phase 4C will not necessitate any changes to the boat launch ramp parking area or require the relocation of any additional designated boater parking spaces. Phase 4E will begin after the completion of Phase 4D and will run concurrent with Phase 4A and is anticipated to be completed in approximately 2 months.



Phase 4F includes the construction of new Commercial Core Buildings 10, 11 & 12. The renovation of the existing Boater’s Parking Lot and a portion of the Mariner’s Village Parking Lot and will include new hardscape, lighting, signage, utilities, landscaping and irrigation. Also, in accordance with the conditions of approval for the Commercial Core Project CDP, prior to the issuance of Building Permits for the construction of Buildings 10 and 11, evidence shall be provided to the Executive Director of the California Coastal Commission that construction plans for the Drystack Boat Storage Building and other related improvements in PA 1 have been submitted to the County Building Department for plancheck review.



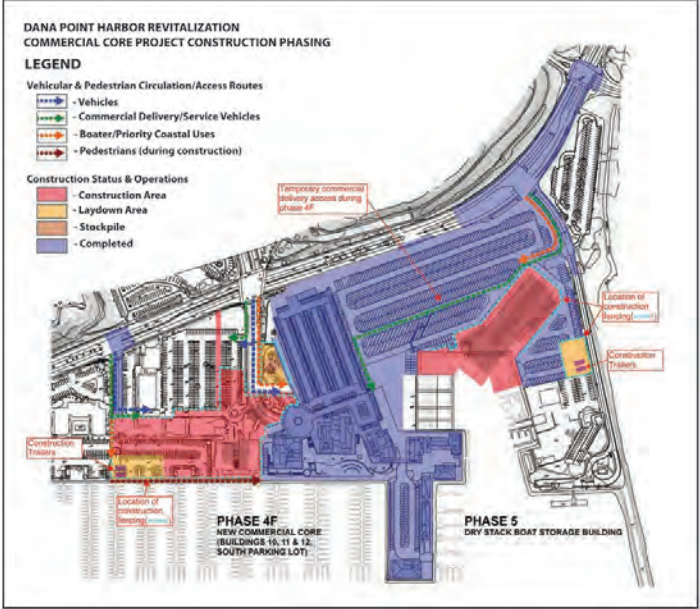
Phase 4F will require the demolition of Boater Service Building #2 and the five (5) buildings in Mariner’s Village closest to the water.

Phase 4F will allow the return of an additional 14 boats from off-site dry storage to the Harbor (a total of 308 boats will remain in off-site storage locations). The construction activities for Phase 4C will not necessitate any changes to the boat launch ramp parking area or require the relocation of any additional designated boater parking spaces. Phase 4F will begin after the completion of Phase 4A and is anticipated to be completed in approximately 9 months.

Phase 5 includes the construction of the new Drystack Boat Storage Building and docks, jib crane and other infrastructure improvements that include the relocation and upsizing of storm drain outfalls on both sides of the Drystack Boat Storage Building. Phase 5 will also include new paving, hardscape, lighting, signage, utilities, landscaping and irrigation system.

Phase 5 will not require the demolition of any buildings.

Construction of Phase 5 will be in accordance with the requirements and conditions of approval of a separate Coastal Development Permit that is approved by the California Coastal Commission.



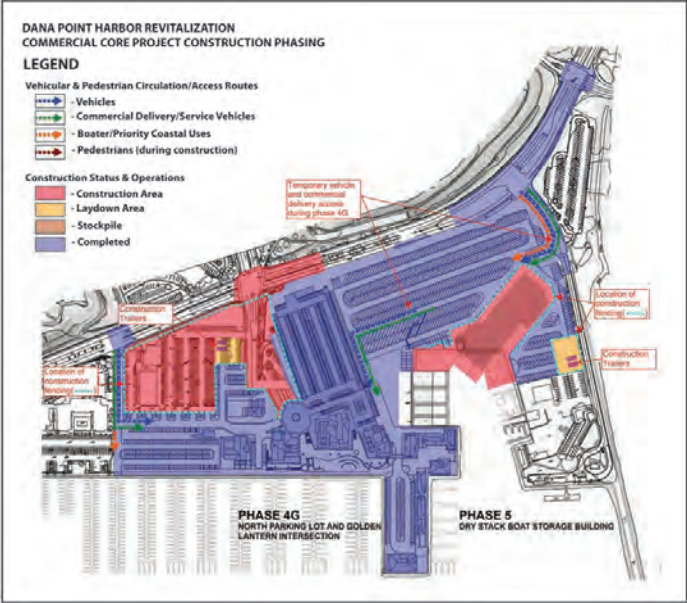
Construction of Phase 5 improvements will require the relocation of 133 of the total of 208 boats being stored in the Harbor to off-site locations to accommodate construction of the Drystack Boat Storage Building and related improvements (a total of 441 boats will be stored in off-site storage locations during construction).

Phase 5 could begin 6 months after the start of Phase 4F, but is subject to a separate approval process by the California Coastal Commission. With issuance of discretionary approvals, construction is scheduled for completion within 12 months.

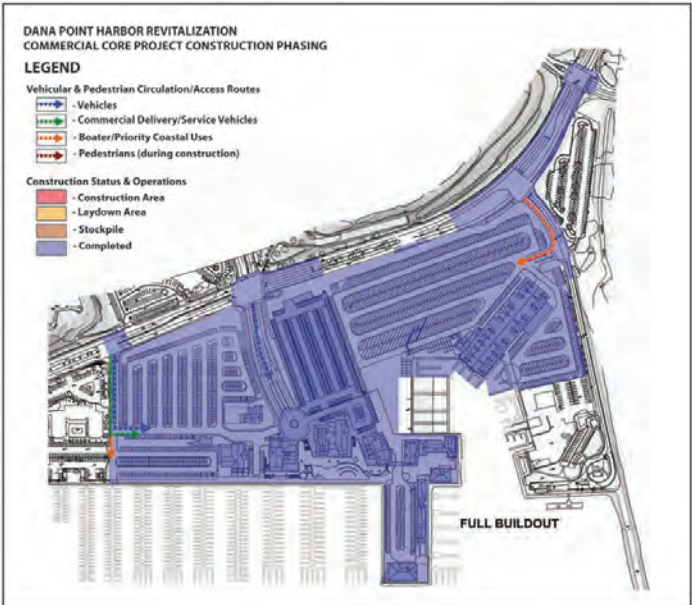
Phase 4G includes the construction of the North Parking Lot, the Street of the Golden Lantern / Dana Point Harbor Drive Intersection and the section of the Street of the Golden Lantern south of Dana Point Harbor Drive. Phase 4G will also include new paving, hardscape, lighting, signage, utilities, landscaping and irrigation.

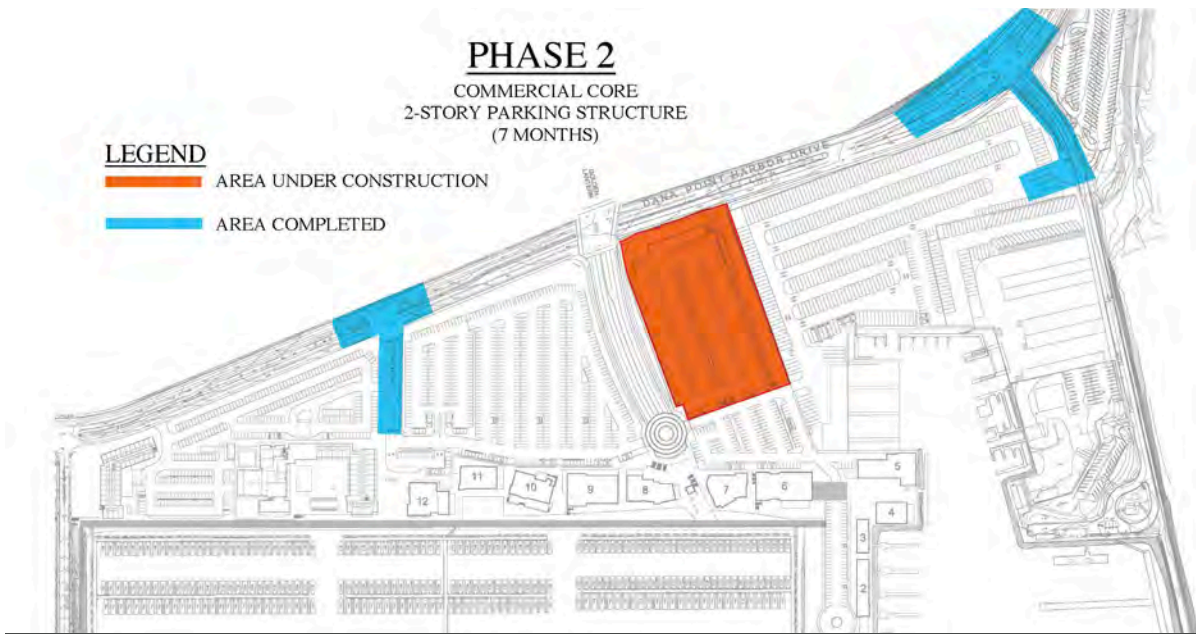
Phase 4G will require the demolition the three (3) remaining Mariner’s Village Buildings and demolition of the interim parking deck access ramp (west side of the ramp) from existing Street of the Golden Lantern to the lower level of the ramp.

Phase 4G will begin after the completion of Phase 4F and is anticipated to be completed within 9 months. At the completion of Phase 4G, 390 boats will be moved into the Drystack Boat Storage Building and 105 dry boat storage spaces will be provided in the surface dry boat storage area for a total of 495 dry boat storage spaces in Planning Area 1 in compliance with the policies and requirements of the Harbor LCP.



Construction Completion - Dry Boat Storage Building and Docks, all Commercial Core Project improvements.

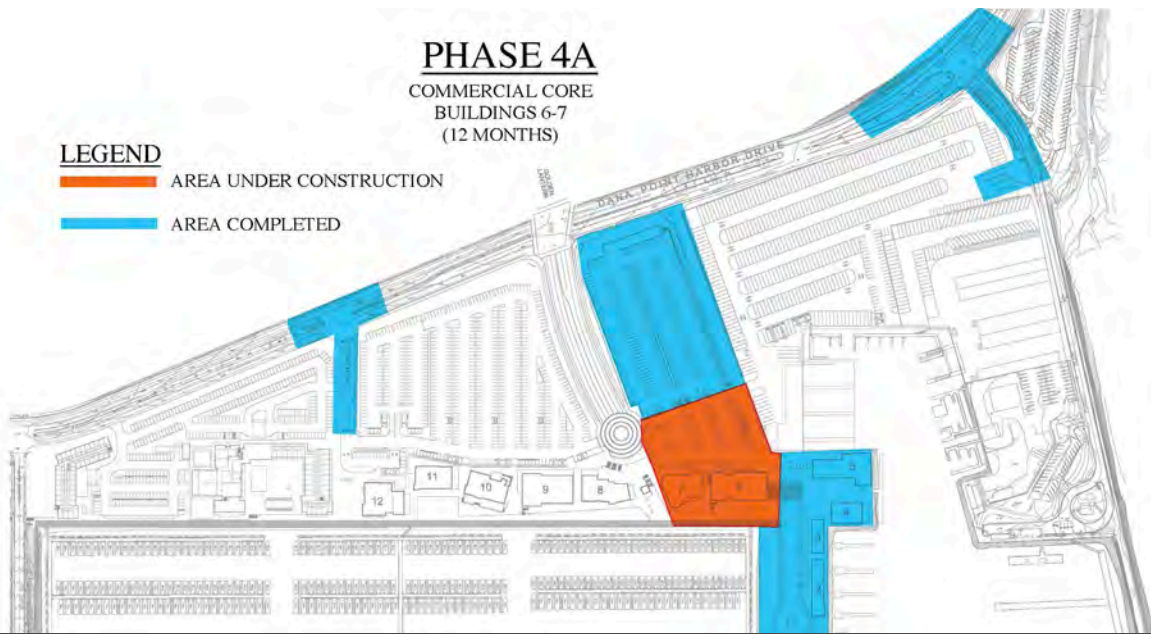




DP Phasing 2: For a full-size 11x17 version, please refer to supplemental page 8.



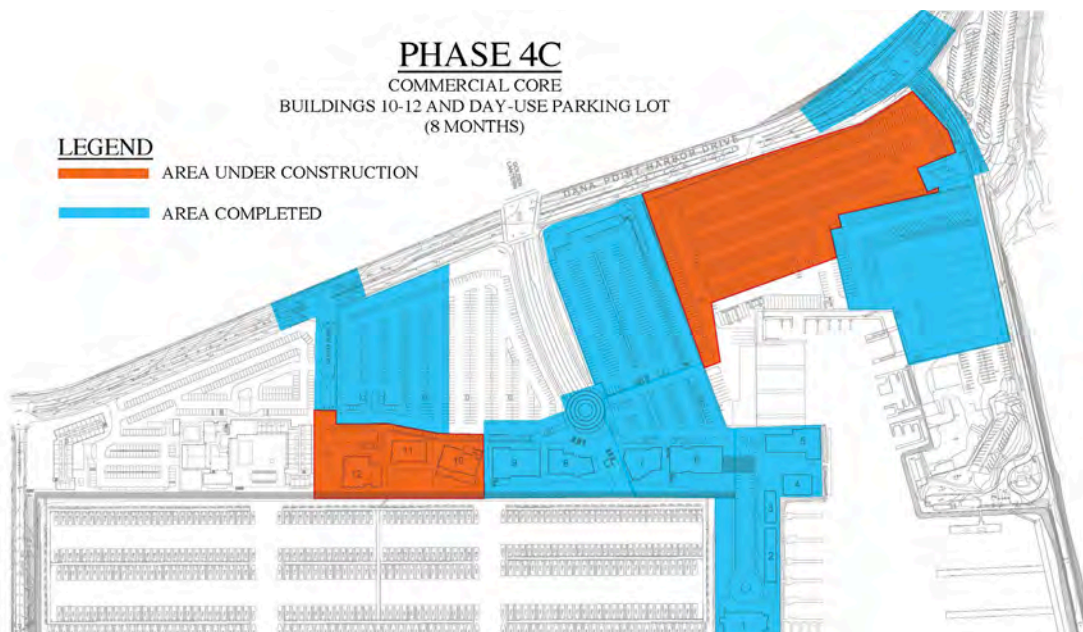
DP Phasing 3: For a full-size 11x17 version, please refer to supplemental page 9.



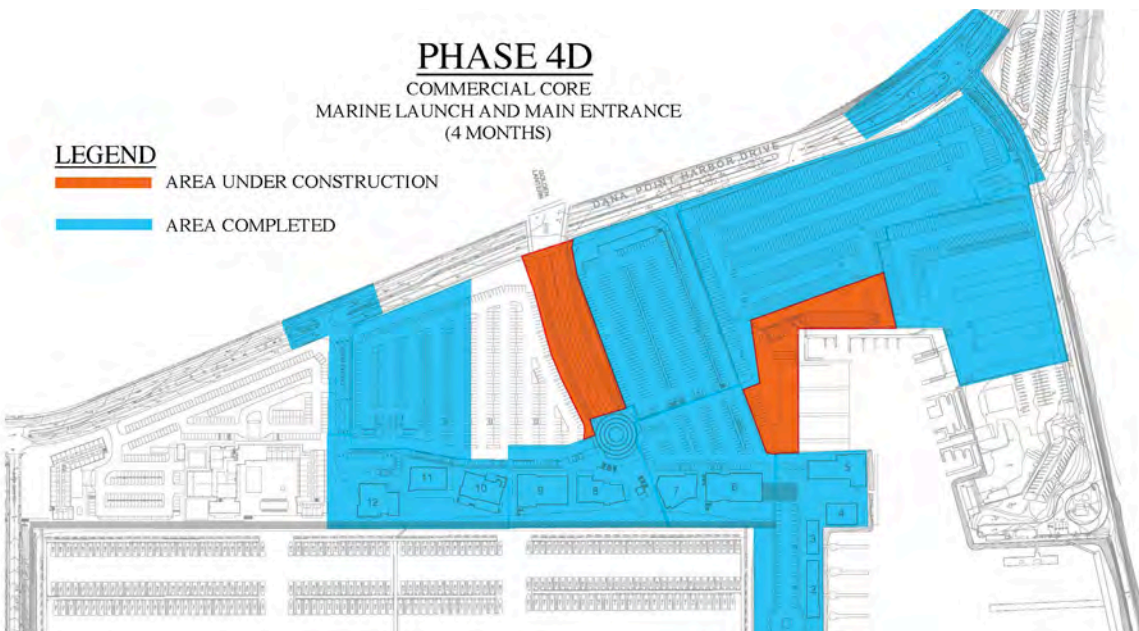
DP Phasing 4: For a full-size 11x17 version, please refer to supplemental page 10.



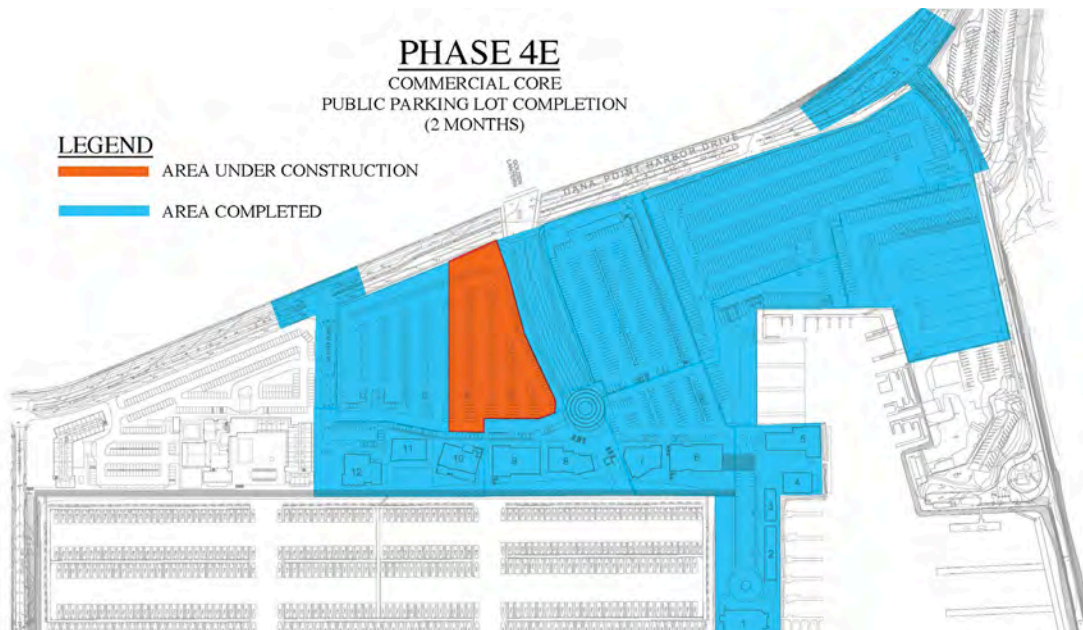
DP Phasing 4B: For a full-size 11x17 version, please refer to supplemental page 11.



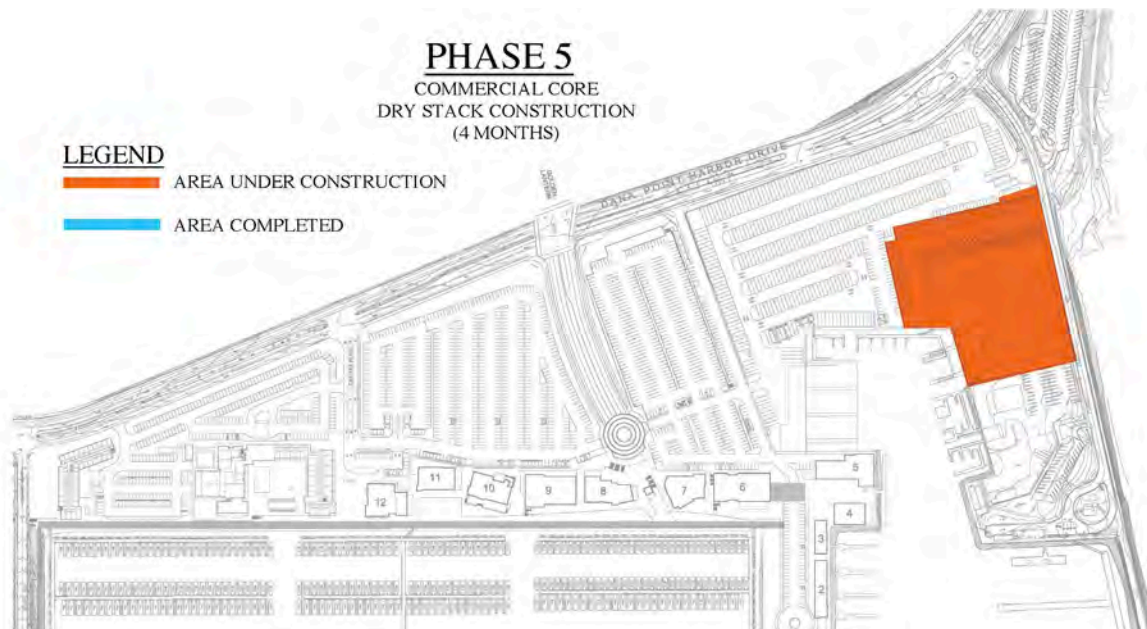
DP Phasing 4C: For a full-size 11x17 version, please refer to supplemental page 12.



DP Phasing 4D: For a full-size 11x17 version, please refer to supplemental page 13.



DP Phasing 4E: For a full-size 11x17 version, please refer to supplemental page 14.

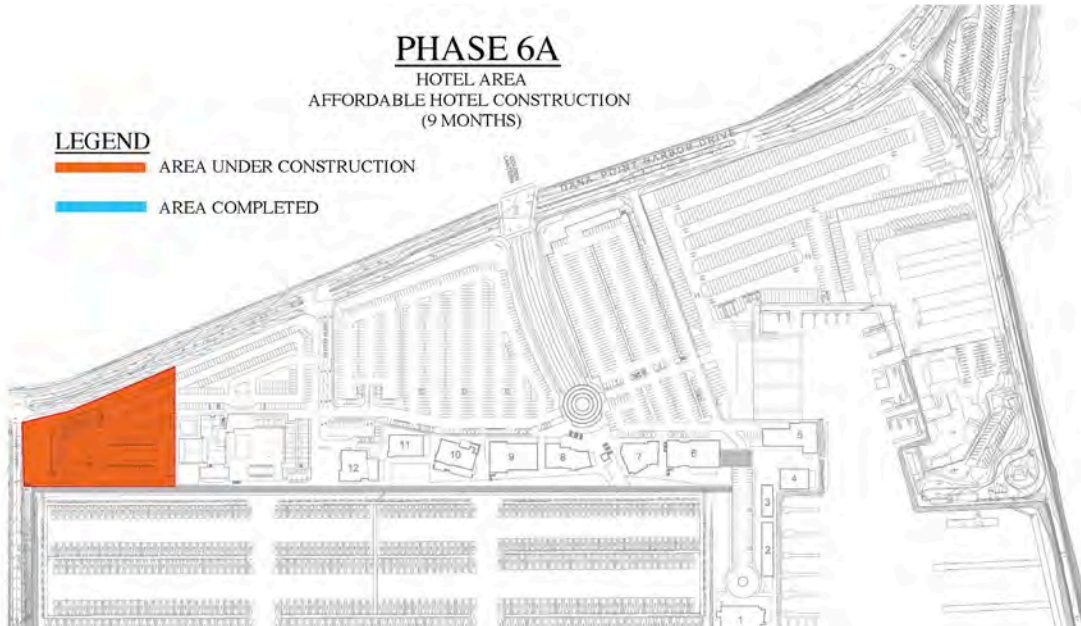


DP Phasing 5: For a full-size 11x17 version, please refer to supplemental page 15.

PHASE 6A
HOTEL AREA
AFFORDABLE HOTEL CONSTRUCTION
(9 MONTHS)

LEGEND

- AREA UNDER CONSTRUCTION
- AREA COMPLETED



DP Phasing 6A: For a full-size 11x17 version, please refer to supplemental page 17.

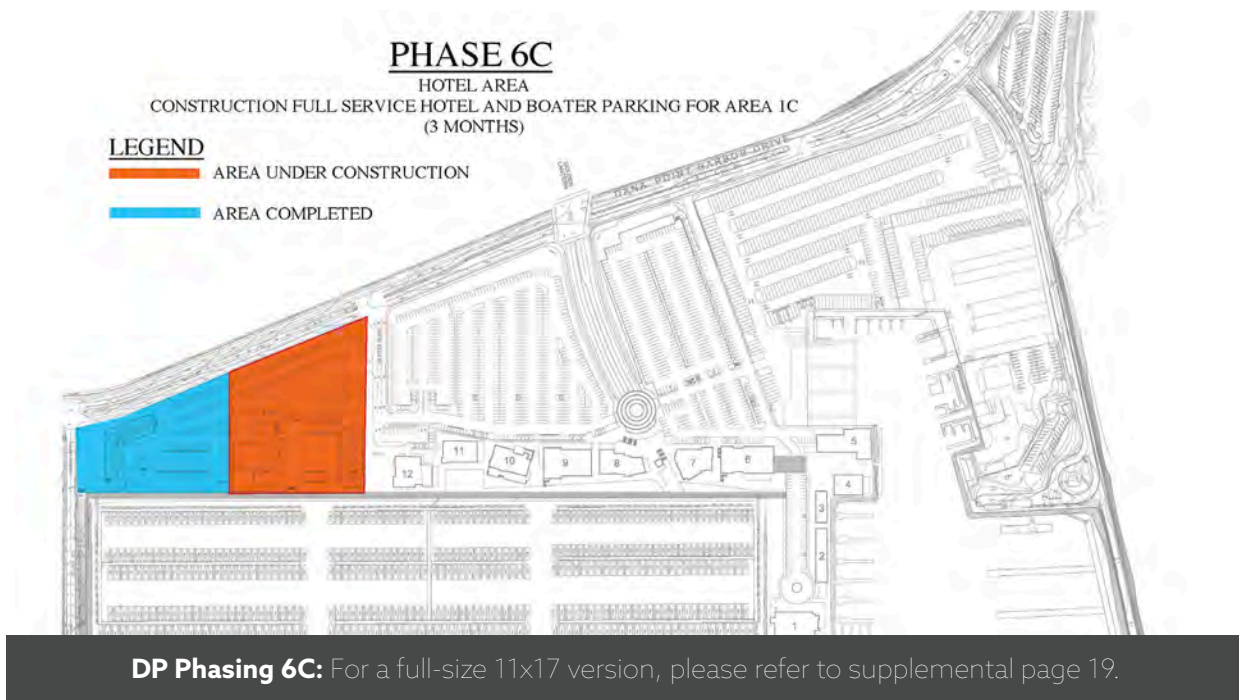
PHASE 6B
HOTEL AREA
DEMOLITION OF EXISTING HOTELS
(3 MONTHS)

LEGEND

- AREA UNDER CONSTRUCTION
- AREA COMPLETED



DP Phasing 6B: For a full-size 11x17 version, please refer to supplemental page 18.



Finance Plan including leasing for each Development Component

Provided under separate cover attached to this RFP.

Project Marketing and Leasing Plan

Commercial core

BWP will lead the marketing and leasing program for the commercial core. We always seek to energize our projects with innovative and authentic tenant concepts that are unique to the community's needs. At BWP, we take special care to "curate" our projects, not "lease" them. We carefully select and sometimes recruit the newest and innovative concepts into our projects. Doing so enhances the customer experience and ensures the projects long-term social, political and economic viability and sustainability. We are proposing a project size and tenant mix that is consistent with the County approved CDP totaling approximately 116,727 square feet (note: The County has also provided 113,876 for approved square feet). Approximately 30,000 sq ft of this building area is located on the area known as the wharf which includes buildings proposed to be refurbished. The balance of the project will be new construction located within the new commercial core. The plan will be predominantly food focused with 77,178 SF of restaurant space (66%), 31,949 SqFt of Retail space (27.4%), 2,000 sq ft of marine related retail (1.7%) and 5,600 square feet of office (4.8%). One of the primary reason for our reconfiguration of the buildings and the tenant spaces is the increased leaseability of the spaces themselves. Typically water front retail projects can me challenging to lease because half of your demographic is fish and fish don't shop. That is why it becomes critical to create such a strong sense of place and why our hands-on and local ownerships & management will be so vital to this project. We have assembled top PR, marketing and culinary teams which we will utilize on this project. Our PR team does over 450 million in circulation for our tenants/projects. That is how many people/readers we touch through on line/tv/print placements each month. Additionally, we produce over 20 events each month at our local projects including, private parties, charity and nonprofit events, food and wine events & festivals, music events, art shows, book signings, , holiday events, cooking demonstrations etc.

This type of sustainable active engagement will be essential to keep all the retail viable not just on weekends but all week long. The result is driving greater traffic to the retail center and harbor in general for the benefit of our retailers and restaurants which means more revenue to the county. This is also why we have structured our ownership how we did. It requires significant financial resources to provide this level of advertising and tenant/project support and most landlords either maintain modest budgets or leave it up to their tenants to sink or swim on their own. We don't.

In terms of tenancy, we have an established track record with food concepts. We have placed over 30 food concepts in our projects over the past few years alone including national, regional and local brands. We have also discovered and helped incubate some of the most well-known local and chef driven concepts in the county many of which have grown to be nationally and even globally recognized. We have created one of the county first food hall concepts in the OC Mix and are in process of building a second one from ground up. In fact, we are proposing a food hall at Dana point which we are branding MarketPort and which will feature over 15 artisanal food purveyors under one roof. MarketPort promises to be one of the coolest foodie hangouts in the county and one of the only in south orange county. The attached site plan highlights the proposed mix and disbursement of uses (retail vs restaurant) in the project.



BWP
BURNHAM | WARD
PLANNERS

Dana Point Harbor Revitalization
Dana Point, California

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Dana Point Harbor Revitalization
Dana Point, California

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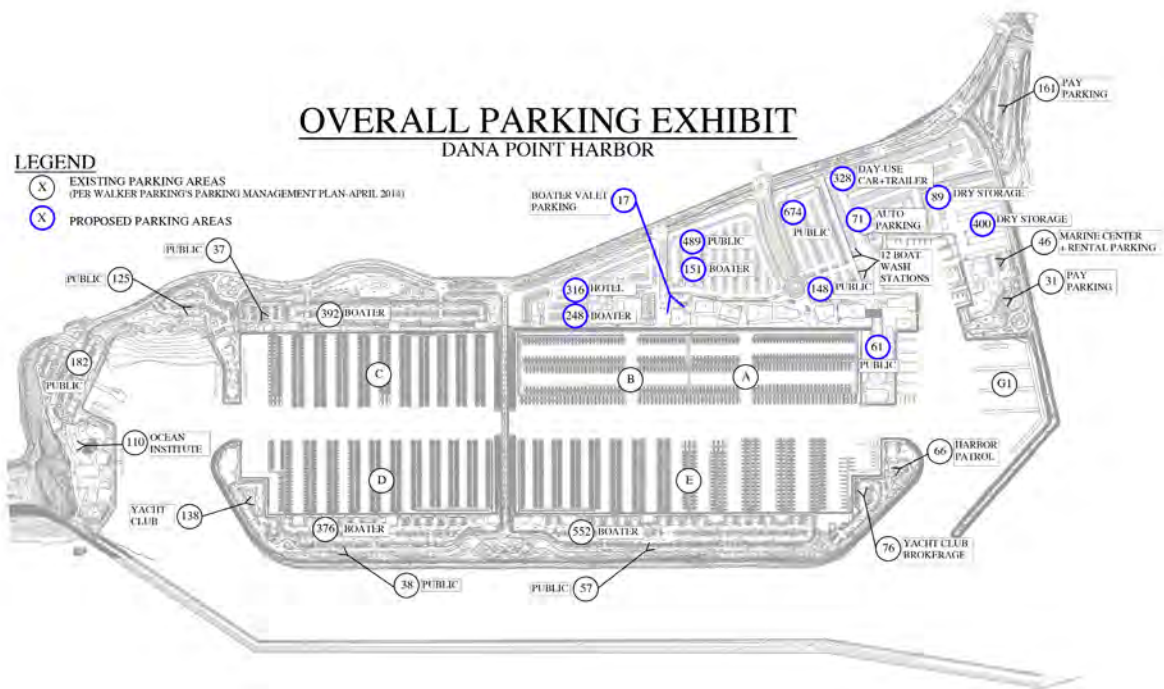
BWP
BURNHAM | WARD
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Dana Point Harbor Revitalization
Dana Point, California

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An important part of our leasing and marketing strategy is our vision for activating common areas with art, sculptures, historical artifacts, signage, graphics, etc. In creating this sense of place we are planning to pay homage to Dana Point history especially, its role in the innovating surfing, sailing, boating, stand up paddle boarding and water sports in general. We mentioned our intention with Surfing Heritage Museum in the Public Benefit section, we have also been in discussions with Quiksilver to assist them in establishing a new location for their latest retail concept, Boardrider. Launched in Europe and with 16 locations worldwide, Boardrider is more than just a store, it is an experiential gathering place featuring interactive exhibits, a surfboard shaping studio, art displays, soft seating areas, a wine and coffee bar, a collection of the world top surfboard shapers displaying their boards on revolving carousel throughout the store. Because of its stature as a hallmark corporate store, there are only a few planned for California and these stores promise to be special and will drive significant traffic. We have shared our vision and retail design for Dana Point Harbor and they have committed to enter into discussions with us should be chosen as the successful bidder (see attached letter). We have also approached the world Surfing league (WSL) which is the only sanctioned world surfing league. WSL hold one of their largest tournaments in nearby Trestles at San Onofe State Beach and also co-produces the Ohana music festival held annually in Dana Point Harbor. WSL also supports our vision and if chosen would like to partner with us to increase their footprint in our project in a variety of ways. These are just examples of what we are going to accomplish in terms of creating a unique sense of place that will bring prestige, personality and relevancy to the local community and drive traffic year round, seven days a week.

Parking and Circulation Plan: Commercial Core



Management and Operations Plan

DPHP will provide property and operation management at various levels for both the greater project as well as the individual component pieces all of which will require specialized expertise.

Master Project

It is the intent of DPHP to provide on-site management staff for the entire harbor area. We will have a full time person that will hold the title as Harbor Director/Manager and they will oversee the greater Harbor operations and activities on a day to day basis. This individual will be an employee of and shall report directly to DPHP and shall also act as a support person to each of the specialty property managers. Among this person's duties and responsibilities shall include: management and enforcement of the overall Parking Management Plan, construction oversight as it relates to temporary parking and circulation issues, specialty and safety related matters, management of the emergency response plan, management of the project engineering staff, management of all CC&R's and Rules & Regulations, management the parking attendant staff & valets, on-site transportation and shuttle services, oversight of greater project marketing, branding and PR team, manage and coordinate all project wide events, manage project circulation plans, manage and coordinate all common areas, janitorial and trash collection, public utility and engineering contracts, signage maintenance and updating, customer complaints, day to day tenant needs, etc. Although we have not yet chosen this person, they will be required to have extensive property management experience and a hospitality background.

We will also have a full time Harbor CFO that will employed by DPHP and be responsible for day to day accounting for all the component pieces of the Harbor. Each month all individual product specialty property managers shall provide their reporting and financials to the CFO and that person will be responsible for creating the financial reports to the county along with the calculation and payment of percentage rent.

The partners shall conduct monthly executive management meeting with both the Director and CFO to ensure all matters and operations are running smoothly. Appointments of these positions will also provide the county single points of contact for all property management and financial related matters.

Commercial/Retail

All BWP properties are professionally managed by its affiliate, Burnham USA Equities. The principals at BWP take an active role in understanding the day-to-day activities of its assets and work hand in hand with the property management staff to maximize tenant retention, property operations, continual upgrades and project enhancements. Our projects are never completed and "put on a shelf." Rather they are cared for and undergo continual curation so that they remain viable and sustainable.

Therese Hotvedt and Deana Morgan together have over 50 years combined property management experience will provide property management oversight of the Retail/commercial Core. The Burnham team shall work closely with Bellwether who will be managing the Drystack and Wet Slip portions. Resumes on Therese and Deana are provided in the Team Resume section.

Hotel Component

R.D. Olson Development is a seasoned hotel developer and owner with 20 years of experience as owners overseeing third party managers who operate R.D. Olson owned hotels day to day. During the entitlement and design process R.D. Olson Development will determine the most suitable hotel business plan strategy which will dictate branding decisions, interior design, etc. The Dana Point Harbor hotels will be managed by institutional quality third party management companies with significant experience operating similar type hotels in similar markets. Leading up to opening of the hotels R.D. Olson Development will conduct a selection process to determine the right operator based upon what specific hospitality business plan had been chosen at commencement of construction. Once the hotel is opened and turned over to the management company, R.D. Olson continues to be highly involved day to day as lead owner and asset manager representing the interests of the investors in the hotel and ensuring acceptable property operation, guest satisfaction, management level hiring decisions, sales strategies, marketing strategies, financial decisions, etc. R.D. Olson has internal dedicated personnel that focus on the asset management aspect of the business with years of experience on the hotel management/sales side of the industry.

Dana Point Harbor Marina- Wet Slips

The BMI team's substantial experience in designing and rebuilding marinas allows us to offer a responsive, cost-effective, full service project approach to the Dana Point Harbor Marina. All team members are experts at understanding the needs of marina operators and recreational boaters, especially on the west coast of the United States and Mexico.

Through successful completion of many rebuild projects, our approach has been fine-tuned to meet the specific needs of the marina. Tenants need to be taken into account, and the ongoing business must be maintained with minimal interruption during the project. Done right, the marina can project its revenue stream and continue to provide quality services to its customers.

BMI's project management of rebuilds includes the development of an efficient transition plan. The transition plan includes identification of impact on the marina's services and tenants with the primary goals being to keep tenant relocations to a minimum, to limit disruptions to daily operations and to keep water, power and other services available at temporary locations.

In addition, BMI's project management approach includes the following elements:

- Providing a thorough and professional level of project administration
- Preparing design drawings and submittals in a coordinated, step-by-step process
- Manufacturing dock systems in our own quality approved facilities
- Controlling the construction site to ensure safety, efficiency, and adherence to the intended design of the engineer-of-record
- Adherence to modern scheduling techniques
- Ensuring accurate and timely control of project costs
- Establishing a cooperative, "team first" approach to the project between all parties involved in the project.

Financial offer to the County

Provided under separate cover attached to this RFP.

C. DEVELOPMENT PROGRAM AND DEVELOPMENT PLANS

1. Goals for Development Program: Commercial Core/Retail | Burnham-Ward Properties

Maximize marketability of Harbor Tenants

As its role of developer and operator of the Retail, BWP has taken a hands on approach to ensure the financial success and marketability of the existing Marina merchant and well as to position the new project Tom attract best in class retailers and restaurants to the new Harbor. Meetings with key stakeholders including Marina Boaters, marina merchants, city personnel and others key stakeholders have given BWP a clear understanding of the what is important to each stakeholder and how to address their concerns in our new Development Plan for the Harbor. We recognize that in order to ensure success of the entire project, a proper balance must be struck for all of the harbors tenants and stakeholders while maintaining a strong customer experience with customers and visitors.

We feel that many of the existing merchant needs will be addressed within our remodel and reconstruction including our improved circulation, parking distribution and architecture and marketing and promotional strategy for the new Harbor. A detailed summary of our new design for the retail project area and specifically the changes we will be making to the County approved plan are addressed in earlier sections of the proposal. Combined, these features will improve the level of retailing and restaurant tenant that will be attracted to the Harbor and allow the relocated existing merchants to enjoy more upgraded facilities and leave behind functionally obsolete spaces in order to drive more revenue.

Minimize Environmental Impact (focus on water quality)

BWP has developed a plan that will promote the Harbor and minimize environmental impacts. It is BWP's intent to pursue a LEED certification on all new construction for the Retail Commercial Core.

Improve long-term overall performance of premises through rehab & redevelopment

Our plan is to perform extensive building exterior and interior of renovation for Retail buildings # 1-5 along the Wharf area and to perform these improvements in a multi phased manner that allows all existing business to remain operational during the construction period. Specifically, improvements will include new facades, new storefronts, enhanced window penetrations to allow more natural light into tenant spaces, reconfigured parking areas to facilitate valet drop off points, enlarged green belt areas, and outdoor people areas to create more of a pedestrian experience. All of the non-wharf building shall be demolished making way for new construction with large patios overlooking the water, enhanced landscaping, and large courtyard areas allowing people to congregate and enjoy the water or stage community events.



1. Goals for Development Program: Hotel | R.D. Olson Development

Maximize marketability of Harbor Tenants

R.D. Olson Development has taken a hands-on approach to ensure the financial success and marketability of the hotel component of Dana Point Harbor, which will contribute to the overall success of the Dana Point Harbor revitalization. Meetings with key stakeholders have given R.D. Olson Development a clear understanding of what is important to each group.

We recognize that for the entire project to be successful, the needs of each community stakeholder must be addressed and a level of balance maintained across sectors. To maximize marketability, the site must be functional and have a strong emphasis on user experience. R.D. Olson Development will develop two hotel components that will provide an experience based around hospitality.

The first will be a new 130-room upscale, full service hotel which will include meeting space, outdoor events lawn, and outdoor courtyard space.

The second will be a 136-room select-service, affordable hotel that will include several shared bunk rooms, game room, outdoor pool and patio area and communal kitchen. Between the two hotels there will truly be something for everyone.

Improve long-term overall performance of premises through rehab & redevelopment

Our proposal calls for a complete redevelopment and intensification of the existing Marina Inn hotel and improvements, which will be replaced with a professionally designed and constructed modern facility. These new hotels will last for another 100 years compared to the current improvements, which are already physically and functionally obsolete.

Improved water access, community outreach, events lawn and meeting spaces will improve long-term overall performance of the hotel and the harbor. The redeveloped and new hotels will have something for everyone and maximize the full potential of the city's waterfront.

The improvement project will better position Dana Point Harbor to be enjoyed by all segments of the community, bring new people to boating/water activities, and promote other harbor use activities.

The existing hotel is in need of replacement in order to maintain operations in the extended future.

Minimize Environmental Impact

The hotel component is being designed and developed per California Green Building Code, which is equivalent in many ways to LEED certification. Given that Dana Point is a destination where the entire experience is the natural surroundings, our site planning, building massing, materials, appliances, and architecture all revolve around minimizing the impact during construction and for the long term once the hotel is open for business.

Resource efficient, high performing facilities

The hotel component will have a large emphasis on energy savings. It will focus on maximizing natural light and air through good design and will feature the latest in materials, technology and appliances, making it sustainable and efficient.

Minimize Short and Long Term Maintenance & Energy Costs

As real estate and business owners we are highly incentivized to save energy costs and to keep long term maintenance expenses low. Modern appliances and systems that we install in our hotels also help promote lower operating expenses and aid in longevity of the asset.

Minimize duration of initial reconstruction and future renovations

Strategies to Minimize Duration of Initial Reconstruction:

R.D. Olson Development has the experience and resources needed to meet condensed schedules and tight timelines. In addition, R.D. Olson Development has the experience and professional network required to rebuild and redevelop the hotel portion of the harbor in such a way that it will create value while adhering to tight schedules. We also have extensive experience with the complexities involved in dealing with coastal land-use permitting agencies.

Strategies to Minimize Future Renovations:

The hotel component was developed with the future in mind. The hotels are set up from the beginning for access and phasing abilities for future renovations. As an owner, we are highly incentivized to move quickly on renovations so there is minimal interruption to the business and inconvenience to our hotel guests.

Demonstrate the best life cycle solutions

The owners are the developer. R.D. Olson Development will maintain the hotel component to ensure it exceeds the expected life cycle.

Accommodate periodic renovation, expansion, realignment of services with minimal interruption or interference to operations

Planned renovations will occur in the hotel approximately every 6 years ranging from minor replacement of furniture and equipment to major capital improvements.

Plan, maintain, and manage project portfolio life cycle costs for long-terms results

The hotel component proposed by R.D. Olson Development is a product that when properly maintained, is anticipated to last beyond the length of the lease term. This is the maximum possible life cycle solution.

Quantifiable & verifiable metrics to demonstrate performance, utilization & operational efficiencies

Occupancy, average daily rate, and revenue per available room will be the primary metrics use to measure performance and operational efficiencies.



1. Goals for Development Program: Marina | Bellwether Financial Group

Maximize marketability of Harbor Tenants

Bellwether has taken a hands-on approach to ensure the financial success and marketability of the marina and the harbor's tenants. Meetings with key stakeholders including development team partners, potential harbor tenants, local boaters and county personnel have given Bellwether a clear understanding of what is important to each group.

We recognize that in order for the entire project to be successful, the needs of each group must be addressed and a level of balance maintained across sectors.

In order to maximize marketability, the site must be functional for its many tenants and have a strong emphasis on user experience.

There will be many different types of tenants and people utilizing the marina space. Each has access and use requirements. Development of the harbor will have an emphasis on all components and constituents including but not limited to slip tenants, boat storage users, paddle boarder enthusiasts, guest boaters, and in visitors accessing charter activities.

This emphasis will include modifications to docks and other marina infrastructure to support recreational activities for non-boaters. The Bellwether team will utilize its experience gained from building and operating mix-used harbor projects around the world to ensure the best experience for boaters and non-boaters alike.

Improve long-term overall performance of premises through rehab & redevelopment

Improved water access, community outreach and grow boating programs will improve long-term overall performance of the harbor. The redeveloped harbor will have something for everyone and maximize the full potential of the city's waterfront.

The improvement project will better position Dana Point Harbor to be enjoyed by all segments of the community, bring new people to boating and promote other harbor use activities.

The existing marina infrastructure is in need of replacement in order to maintain operations in the extended future. Current utility services are undersized and the docks are beyond their useful life and in a state of disrepair.

Minimize Environmental Impact (focus on water quality)

Bellwether has developed a plan that will promote the Harbor as a strong environmental steward and minimize the environmental impact of the marina and drystack operations.

It is Bellwether's intent to follow California's green building codes for the marina and drystack. We will also seek designation as a Certified Clean Marina.

Water Quality & Biodiversity

Measures to promote water quality and biodiversity.

- No treated wood used in the construction of overwater structures.
- Use of concrete docks in the construction of the marina.
- Marina trash skimmers installed in strategic locations in the harbor.
- Sewage pumpouts at the slip for boats over 30' and on public docks for smaller vessels and visitors.
- A water collection system incorporated on the upland property.

The dock system proposed by our team includes no treated wood. An advanced FRP product will be used in the construction of the docks in lieu of a traditional treated wood waler. This feature will eliminate any concern about the possibility of copper-based preservatives entering the aquatic environment from the marina's docks.

The docks will be concrete floating docks. Several studies have been done on the impact of floating concrete docks on water quality and surrounding marine life. The results are uplifting.

Marinas made of carbonates (aka concrete docks) are artificial reefs. Overtime, bivalves, tunicates and other filter feeders colonize the docks. The filter feeders work to remove particulates and pollutants from the water allowing more sunlight to penetrate the water column and promoting plant growth. Several environmental studies have been conducted on the impacts of concrete docks on water quality and biodiversity, we'd be happy to provide a copy at supervisor's request.

Several Marina Trash Skimmers will be installed in strategic locations in the harbor. The skimmers support the team's long-range goals of reducing the amount of marine debris entering the harbor, increasing the recreational and commercial value of the waterfront, and promoting environmental stewardship.

Easy access to wastewater pumpouts is another critical piece of the team's water quality program. In-slip sewer pumpouts will be provided slips over 30 ft. and at key locations throughout the marina. It's proven that by making pumpout activities convenient the tendency for boaters to dump their tanks in open water is greatly reduced.

A water collection system will be incorporated on the upland property. Rainwater as well as water from wash down areas will be collected to ensure no pollutants or particulate matter reaches the marina basin.

Bellwether's has experience in the implementation of water collections systems. The company has successfully adopted wastewater management systems at several of its portfolio properties including Newport Harbor Shipyard. We know what options are available, what's feasible and what's required from an operational standpoint.

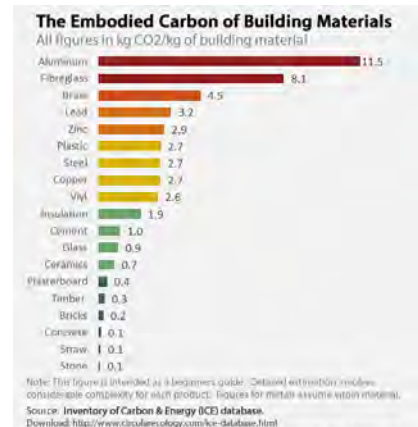
Climate Change and Carbon Footprint

Every structure has a positive carbon footprint. The manufacturing process, the operational life and end life all play into the overall carbon footprint of something.

Concrete docks have one of the smallest carbon footprints. The manufacturing of concrete requires less total energy, less fossil fuel, and less water than the other common types of building materials.

Other features of concrete further minimizes its carbon footprint and makes it the greenest option for a dock system.

- Concrete has a long service life, thereby increasing the period between reconstruction, repair and maintenance and reducing the associated environmental impact.
- Concrete can incorporate recycled industrial byproducts such as fly ash, slag and silica fume which helps reduce embodied energy, carbon footprint and quantity of landfilled materials.
- Concrete is resource efficient and the ingredients require little processing.
- Concrete absorbs CO₂ throughout its lifetime through a process called carbonation, helping reduce its carbon footprint.



Aesthetically pleasing architecture

The marina will be integrated into the harbor's overall architectural theme.

On the waterside, the dock's clean, simple lines and natural color palate mesh well with the modern architectural style envisioned by the development group for the upland properties.

Custom concrete finishes, rounded finger ends, custom gangways and entry gates, and use of custom lighting fixtures are other architectural features the team is considering for bringing the character of the upland spaces down into the marina.

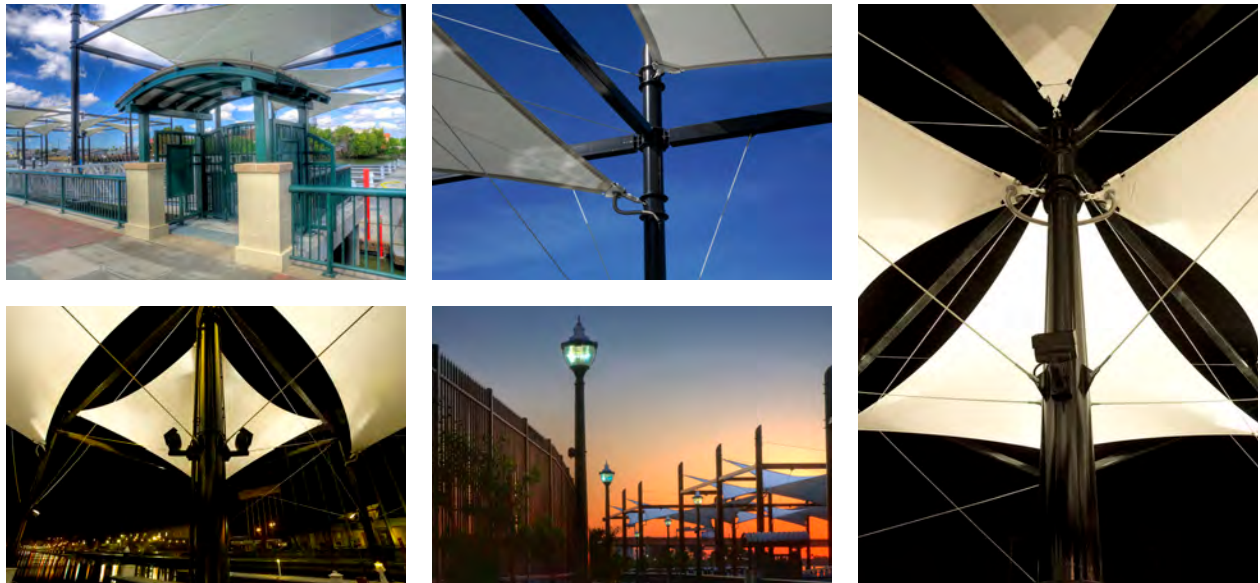


Anchorage 47 - Marina

The architectural style envisioned for the drystack facility reflects an appreciation for the desires of the local community, an understanding of parking and access constraints. With these parameters in mind, our team has proposed an open rack structure.

The open rack design is widely accepted by the boaters and local community. It maintains open space and visibility of the waterfront. It also allows for better parking, better access for operations and more flexibility for boaters. The open rack structures lends itself to quick launch times and the use of two or three lifts.

The team is looking at adding architectural style to the open racks by incorporating a cable supported fabric roof.



Stockton - Tented Roof Structure

Resource efficient, high performing facilities

The marina's electrical system (including upland offices, drystack operations and power on the docks) will have a large emphasis on energy savings. Electrical systems will be custom designed to be efficient and to minimize use of wire and other equipment.

Lighting in the marina and drystack facilities will be LED lighting.

Water and power usage will be metered and charged per use. Metering is a proven way to lower usage.

High efficiency substations will be used on the docks. In addition to the unit's high efficiency rating, they are lighter and are smaller, so less dock space and less flotation is required for support.

Minimize Short and Long Term Maintenance & Energy Costs

Strategies to Minimize Energy Costs:

Energy requirements for the drystack and upland support buildings for the marina will be minimal. The open rack design of our team's proposed drystack offers a tremendous reduction in energy requirements compared to that of an enclosed space.

The marina's upland buildings will be designed to maximize use of natural lighting and minimize energy consumption.

The marina's utility systems will include electrical substations that operate with approximately 50% less power and have about 1/8th of the typical load losses of standard industry transformers.

Strategies to Minimize Maintenance Costs:

The Unifloat concrete dock system with FRP walers, single piece fingers and FRP thru rods is the lowest maintenance dock system available in the market.

With a design life anticipated to match or exceed the length of the lease, The Unifloat concrete dock system offers the best value and life cycle cost possible for the project.

Minimize duration of initial reconstruction and future renovations

Strategies to Minimize Duration of Initial Reconstruction:

Bellwether has the experience and resources needed to meet condensed schedules and tight timelines. With sole responsibility for design, manufacturing and construction Bellwether can execute multiple phases of the project simultaneously.

In addition, Bellwether's long standing relationship with Redpoint Structures, the dock system engineer, is another source of efficiencies and cost savings. What traditionally requires an engineer hours of work to produce in specifications and many other details, Redpoint has already established with Bellingham Marine.

Strategies to Minimize Future Renovations:

The marina layout and drystack rack mix was developed with the future in mind. The design of both components reflects trends in the local market, drystack demand, conditions of the RFP, and anticipated future needs.

The drystack will be constructed in phases to ensure that it will meet market demand.

Should the market shift unexpectedly and impact the marketability of the Harbor's wet slips, the Unifloat system's modular design provides great flexibility. Fingers piers can be moved, slips can be made wider and cleats repositioned without a major disruption to surrounding areas.

With an anticipated life span of 60+ years, it is the belief of the development team that with a proper maintenance program there is no reason that the waterside infrastructure should not last beyond the 66-year lease term.

Demonstrate the best life cycle solutions

The owners are the builder. Bellingham Marine will maintain this facility to ensure it exceeds the expected life cycle.

Accommodate periodic renovation, expansion, realignment of services with minimal interruption or interference to operations

The new docks will be modular. The modular design offers tremendous flexibility to expand, reconfigure or replace single sections if needed.

Plan, maintain, and manage project portfolio life cycle costs for long-terms results

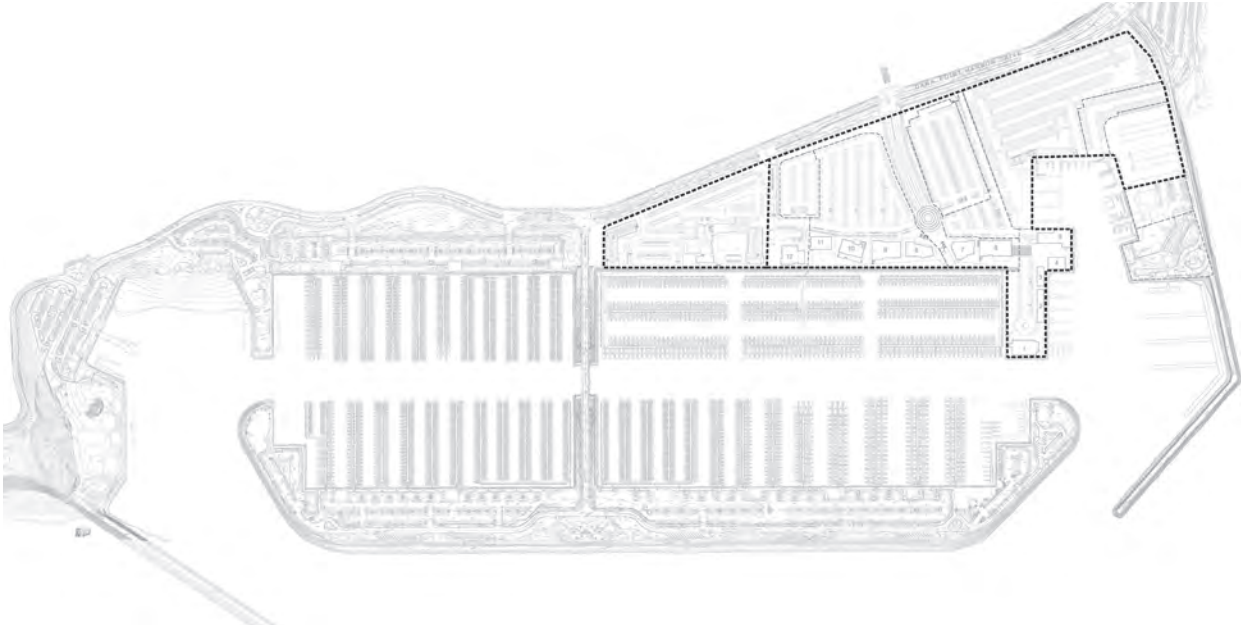
The dock system proposed by Bellwether is a product that when properly maintained is anticipated to last beyond the length of the lease term. This is the maximum possible life-cycle solution.

Quantifiable and verifiable metrics to demonstrate performance, utilization and operational efficiencies

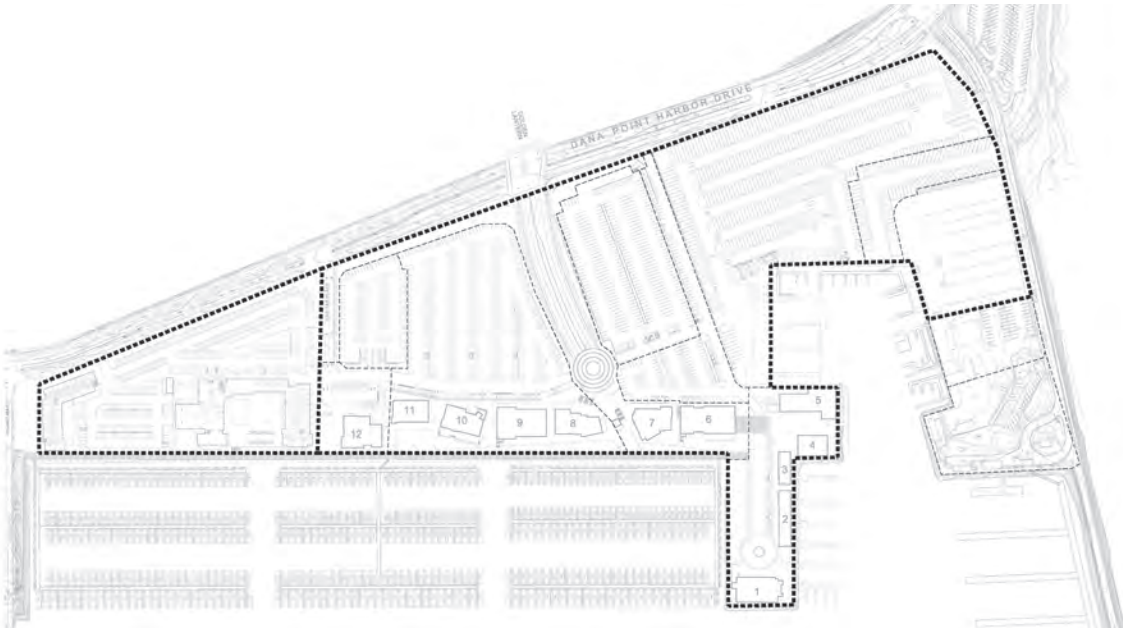
Occupancy, rates and profit margin will be the primary metrics use to measure performance and operational efficiencies.

C. DEVELOPMENT PROGRAM AND DEVELOPMENT PLANS

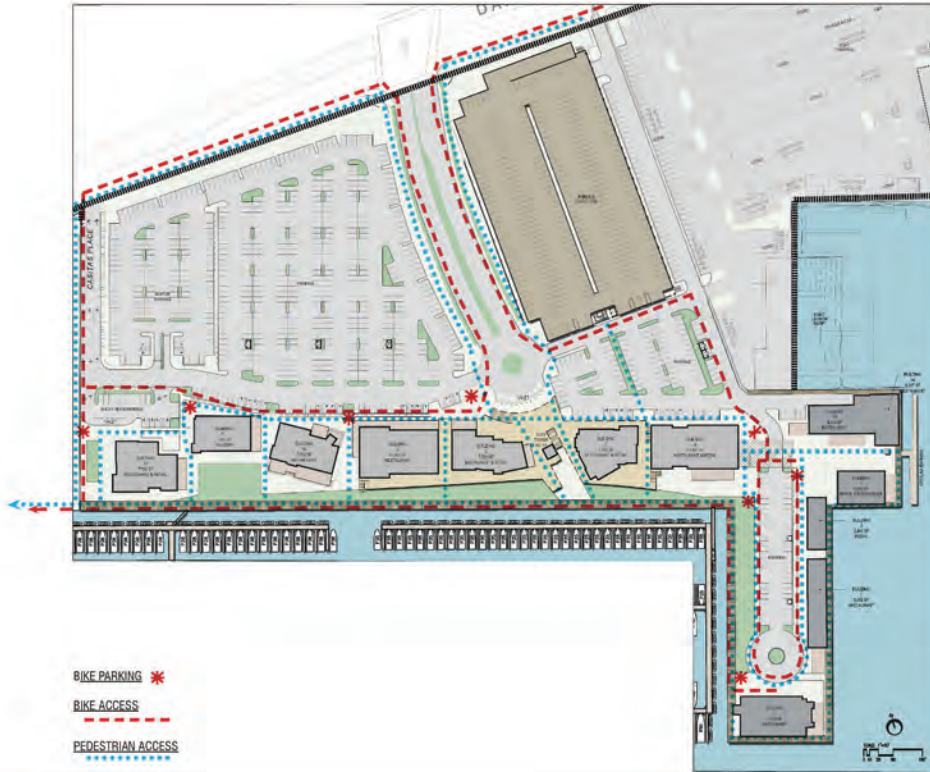
2. Site Plans, Architectural Drawings and Renderings



Site Plan Overall: For a full-size 11x17 version, please refer to supplemental page 20.



Site Plan Commercial & Hotel: For a full-size 11x17 version, please refer to supplemental page 21.



Retail Pedestrian Access and Circulation Plan:
 For a full-size 11x17 version, please refer to supplemental page 26.



BOATERS PLAZA



FESTIVAL PLAZA



MARINERS PLAZA

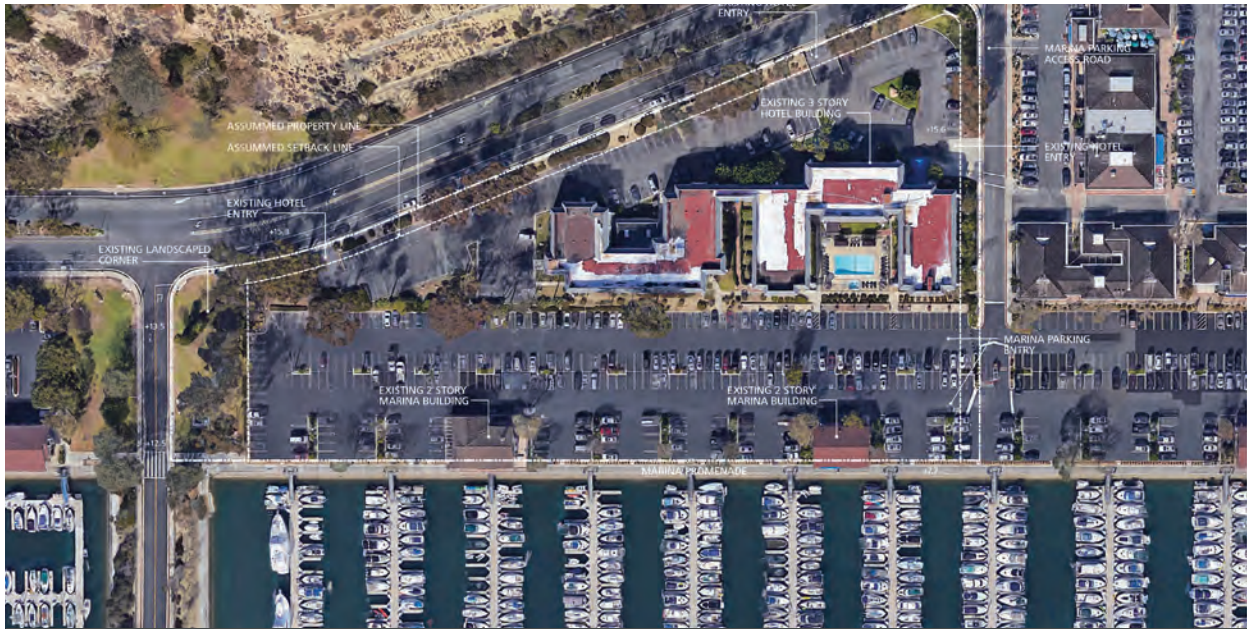


SURFERS SQUARE



MARINERS PARK

Retail Site Plan Event Spaces and Pedestrian Circulation:
 For a full-size 11x17 version, please refer to supplemental page 27.



Hotel Component - Existing Site: For a full-size 11x17 version, please refer to supplemental page 28.



Hotel Component - Site/Roof Plan: For a full-size 11x17 version, please refer to supplemental page 29.



Hotel Component - Level 1 Plan: For a full-size 11x17 version, please refer to supplemental page 30.



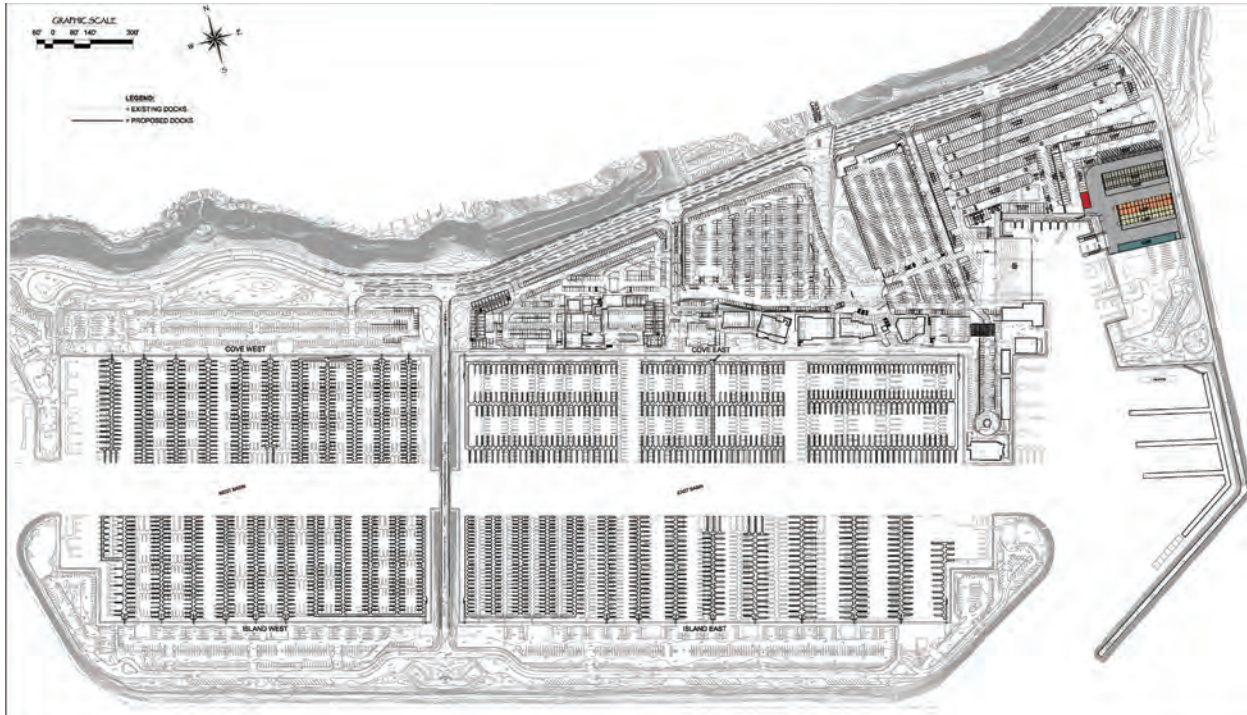
Hotel Component - Level 2 Plan: For a full-size 11x17 version, please refer to supplemental page 31.



Hotel Component - Level 3 Plan: For a full-size 11x17 version, please refer to supplemental page 32.

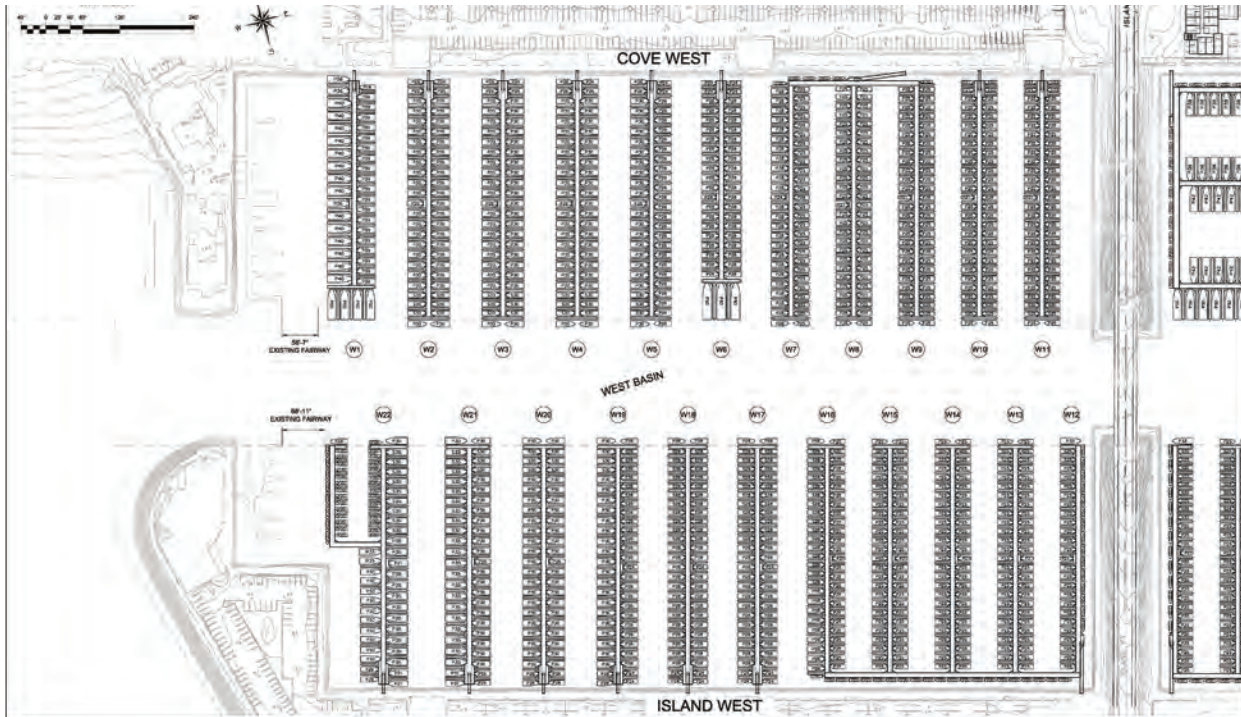


Hotel Component - Level 4 Plan: For a full-size 11x17 version, please refer to supplemental page 33.

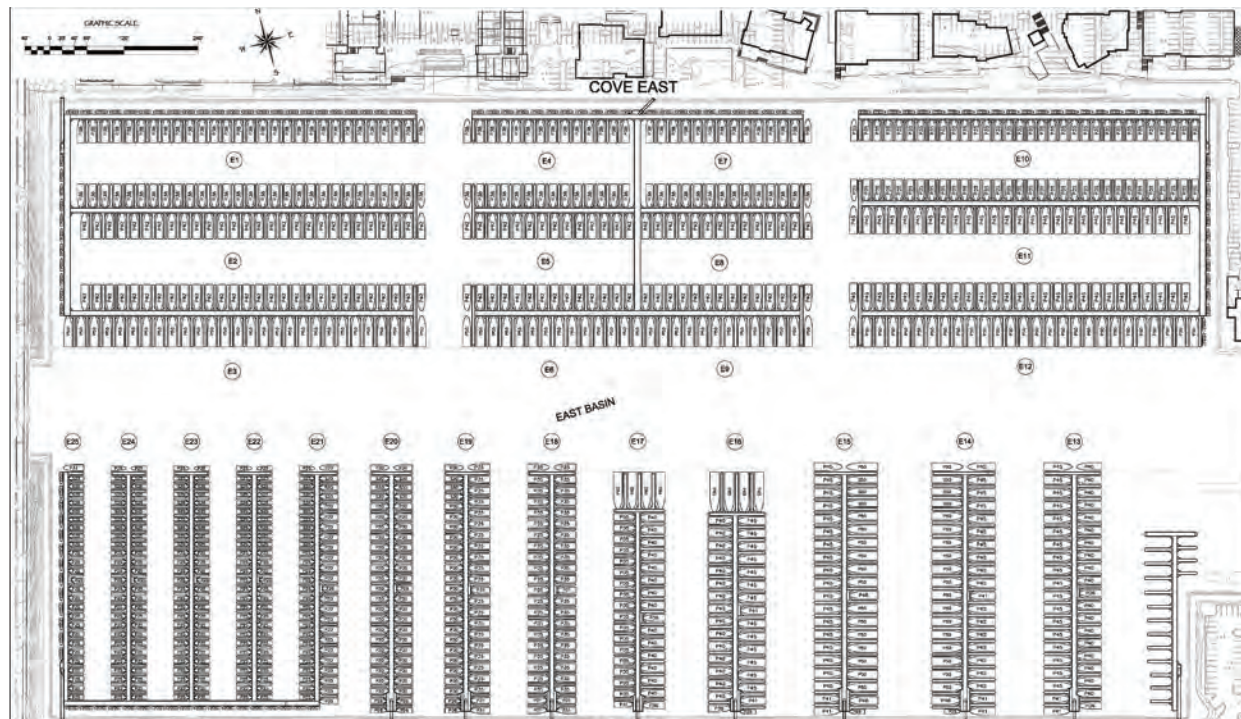


Dana Point Marina Overall Site Plan Existing and New Overlay:

For a full-size 11x17 version, please refer to supplemental page 36.



Cove West Slip Configuration: For a full-size 11x17 version, please refer to supplemental page 37.



Cove East Slip Configuration: For a full-size 11x17 version, please refer to supplemental page 38.

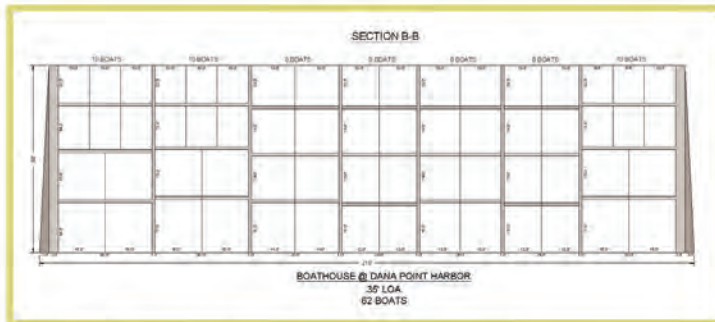
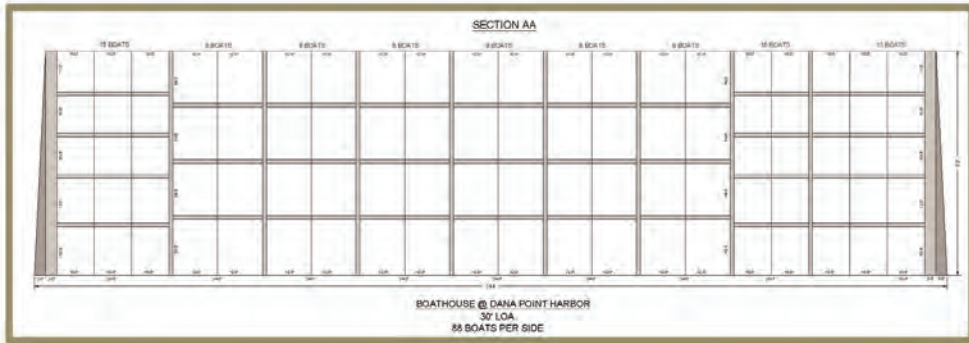


Drystack Site Plan and Dayboat Parking :

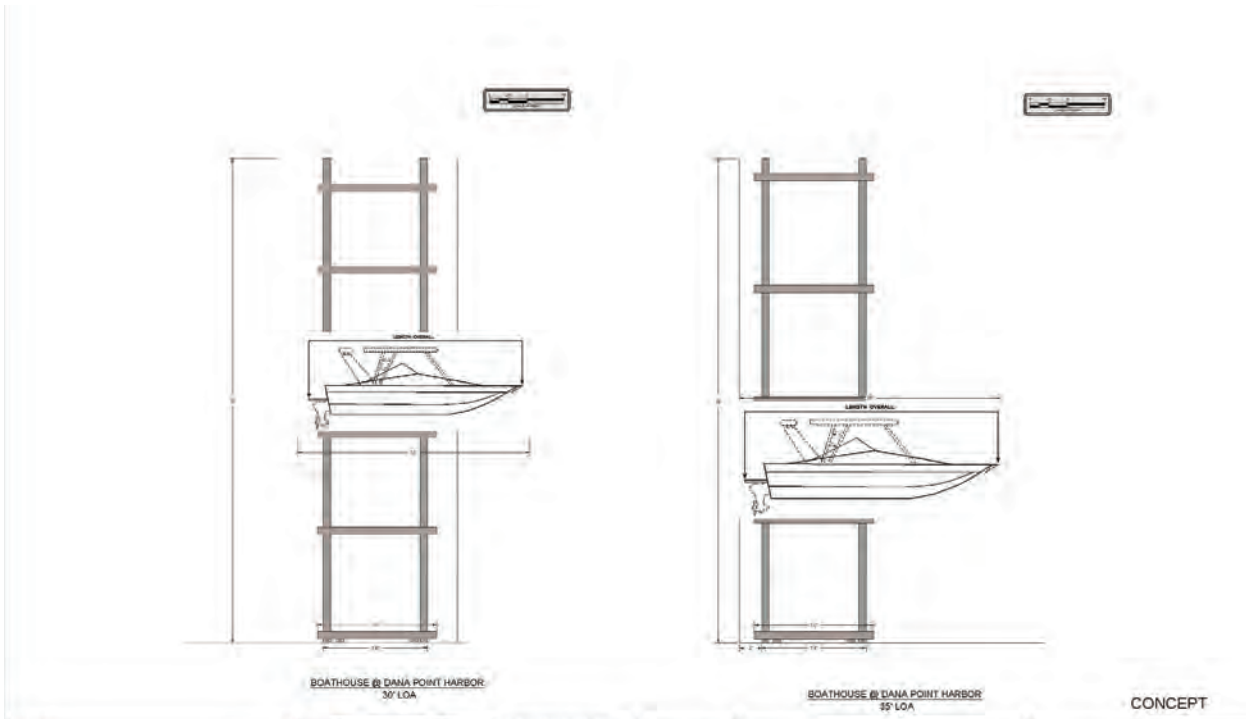
For a full-size 11x17 version, please refer to supplemental page 39.



Drystack Building Floorplan: For a full-size 11x17 version, please refer to supplemental page 40.



Drystack Sections: For a full-size 11x17 version, please refer to supplemental page 41.



Drystack Rack Configuration: For a full-size 11x17 version, please refer to supplemental page 42.

**Dana Point Harbor H & Dry
Guidelines for Storing Boats in Dry Storage Slips**

LENGTH: The length of each storage slip represents the capacity of the slip to store the overall length of the boat. Overall boat length includes the entire platform, not above, upturned transoms, bows, bow pulpit with protruding anchor, and any other accessory that is affixed to the bow or back of the boat. Generally, there is some leeway on the overall boat length measurement up to but not to exceed twelve (12) inches. Boat measurement practices require the measurement of the overall boat length measurement to be taken to a point without measuring over the DRYSLIP or transom and stern beam from the opposite side of the DRYSLIP side.

WIDTH: The width of each storage slip represents the actual overall width of the slip. The industry standard for safe handling of boats in and out of dry storage slips is six (6) inches of clearance on each side. If it results in 30 inch space on each side of a boat with 17 feet, 17 inch space can safely handle a boat with a 17 foot. In some instances, there may be a width leeway of one (1) to three (3) inches, depending on the location of the slip within the building and the type of vessel.

HEIGHT: The height of each storage slip represents the actual air space between the top and bottom structural beams. In the case of a ground floor storage slip, this is the space between the top structural beam and the floor. The industry standard for safe handling of boats in and out of dry storage slips provides for twelve (12) inches of clearance above a boat when occupying a rack. The rack on which a boat is placed reduces the available space by approximately eight (8) inches. In the case of a ground floor space, the ground must not only reduce the available space by six inches on transoms (20 inches). Overall boat height is the distance from the bottom of the hull to the highest fixed point on the boat, including 7'30", maximum folded down, fixed lights, solar antennas, windblades, folded boat tops, or any other protrusion in the "stowed down" position.

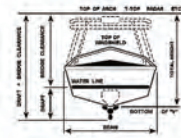
FITTING: All vessels are subject to a final fitting prior to storage. The staff will fill the boat, make necessary head adjustments and check that the boat satisfies the manufacturer's storage guidelines.

OTHER:

Customized hulled boats and Jet Skis require a special hullform and special boat rack that is placed in the dry slip. This special boat rack occupies additional space on the length because a critical factor. The cost of this special rack is the responsibility of the purchaser. Customized hulled boats and Jet Skis require special attention to ensure an appropriate fit.

Protrusions such as transoms, Reynolds, and motor mounts may be in locations that can be damaged by the DRYSLIP structure. Damage may be the DRYSLIP operator. The staff handles protrusions through the hull or transom of the boat are the responsibility of the vessel owner.

**Dana Point Harbor H & Dry
Dimensioning Guidelines for Storing Boats**



**Dana Point Harbor H & Dry
Dry Storage Worksheet**

Date: _____

Owner's Name: _____ Boat Name: _____

Make: _____ Model: _____

Engines: 1 2 3 Prop. Id. (H I) J (K L) Etc. (Check if you have spares)

Boat Dimensions and Specifications (see drawing for proper dimensioning guidelines)

Length Overall: ft in

(Include all attachments, bow pulpit, bow stanchion, and other protrusions)

Beam: ft in

Height: ft in

(Transom to highest point including 7'30" transom, mastings, Center console, and all other non-removable protrusions)

Depth: ft in

(Transom to lowest point including 1' top transom, Mastings, Center console, and all other non-removable protrusions)

Overall Weight (list in lbs, fuel tank, gal, H/H tank, gal)

Outboard power (list in hp, other add-on, gal)

Load lbs. No weight lbs. Load H/H Weight lbs.

Owner's e-mail (print name) _____ e-mail (print name) _____

Insurance: You are required to provide a Certificate of Insurance naming the Dana Point Harbor H & Dry as Additional Insured and file it with the DRYSLIP Office.

Other pertinent information _____

(A minimum 2000-amp capacity must be supplied with a boat the equivalent of three times the battery amp-hour rating.)

Make _____ Size of Slip Required _____

Model _____ Slip size feet _____

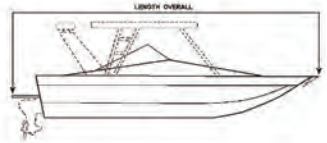
Width _____ Slip size feet _____

Length Overall _____ Slip size feet _____

Assigned Slip Number _____

Please Note: The above formulae should be used to determine the correct size of dry storage slip your boat. All preliminary calculations that are done at the Salt Office are estimates and do not represent an appropriate price range for this equipment. It will be necessary for all customers to obtain exact measurements prior to purchasing a slip. It is necessary to add one (1) foot to height and width for the handles to safely maneuver the boat into the dry slip. With respect to length of the slip, a boat with 11'5" equal to the slip to account for transom and stern conditions one (1) foot may need to be added to the 11'5" to fit the boat into the proper dry slip.

Boat Owner: _____ DPH/BA/D



Drystack Rack Specification: For a full-size 11x17 version, please refer to supplemental page 43.

Dana Point Harbor Parking Demands

In the development of the project's Commercial Core uses, the affordable and full serve hotels and the boater marina facilities the project required that the entire harbor provide 4500 parking spaces for automobiles as well as satisfy the individual demands for commercial retail, restaurants, office space, hotels, boaters. The Boater parking demand was further broken down to marina boat slip parking (0.6 spaces per slip) dry storage auto parking (0.25 spaces per stored boat) and day-use Boating parking spaces based on a typical size of 10' by 40' for an automobile and trailer. Additional parking was also required for existing harbor related services and facilities that are to remain in operation.

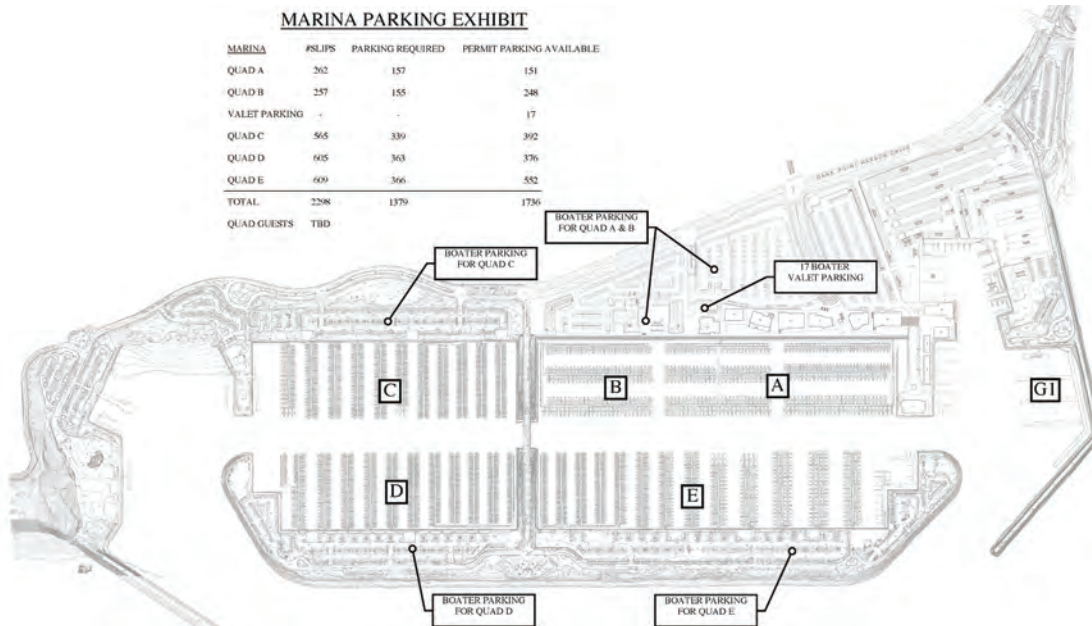
The County RFP requirements for Day-Use auto & trailer parking (334 spaces) and Dry Storage (493 boats) have not been fully satisfied due to site constraints for circulation. For Day-Use parking the Site Plan reflects 328 parking spaces ranging in size from 10' by 40' to 10' by 60' and provides 4 accessible parking stalls and adjacent accessible parking spaces and loading zones for additional boater vehicles (car or van). In addition, twelve 10' by 40' boat wash stations are provided adjacent to the boat launch ramps. During final design additional analysis will be undertaken to try to satisfy the RFP required 334 day-use parking spaces.

For Dry storage the boat storage requirement of 493 is partially satisfied. Per the Site Plan the Drystack Storage will satisfy the County RFP requirement of 400 boat spaces. However, for Dry Storage surface parking of boats the Site Plan only provides 89 spaces in its proposed configuration to accommodate angle parking for larger boat/trailers (10' by 40' spaces). An additional four spaces could easily be accommodated if the angle parking is converted into perpendicular parking. The minimum surface dry storage space is 10' by 30'.

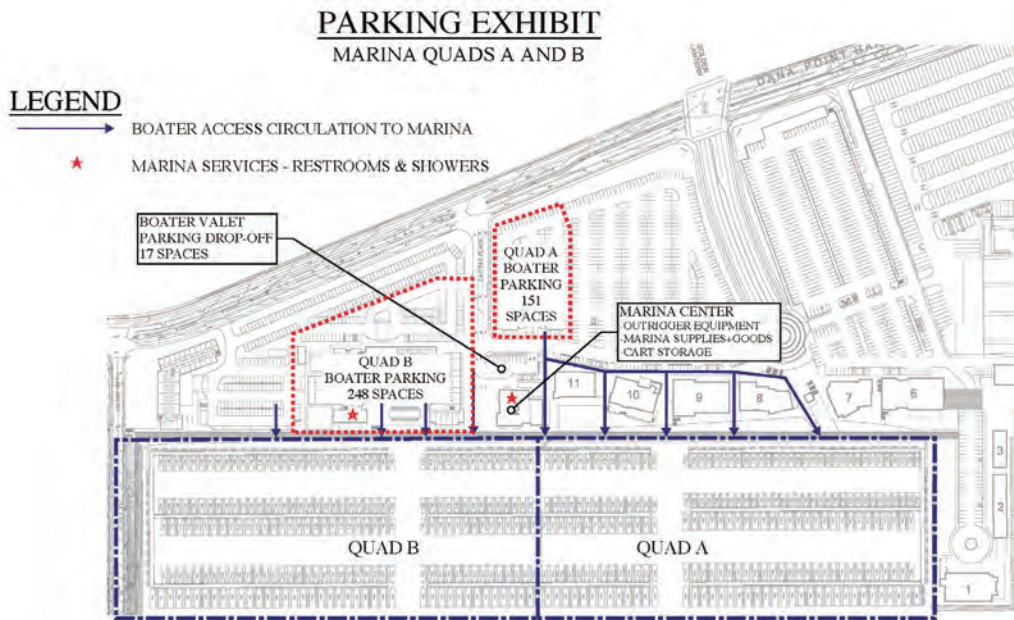
Automobile parking for Dry Storage is based on 0.25 spaces per stored boat. A total of 124 automobile parking spaces are required for 493 dry-storage boat spaces. Sixty-seven of these parking spaces are satisfied by parking provided adjacent to the Dry-storage area, with 2 of these spaces set aside for accessible parking with a van loading zone. The remaining 57 spaces will be provided in the proposed 2-level parking structure by establishing permit parking spaces within the parking structure.

For Marina slip boater automobile parking six automobile parking areas have been defined to accommodate the proposed 2298 boat slips to be constructed within the east and west marina basins. Based on providing 0.6 parking spaces per boat slip a total of 1380 parking spaces are required. The two boater designated existing parking lots on the harbor island will provide a minimum of 729 parking spaces to serve 1214 boat slips. The existing boater designated parking lot on the land side of the harbor west of the existing hotel will provide a minimum of 392 parking spaces for 565 boat slips. The remaining 519 boat slip adjacent to the Commercial Core and Hotel Area will be satisfied by three boater designated parking areas located within the Commercial core and Hotel complex as well as a 17-space boater valet parking located at the Marina Service building located between the commercial core and hotel complex. Boater automobile Valet Service will be available for all marina boaters.

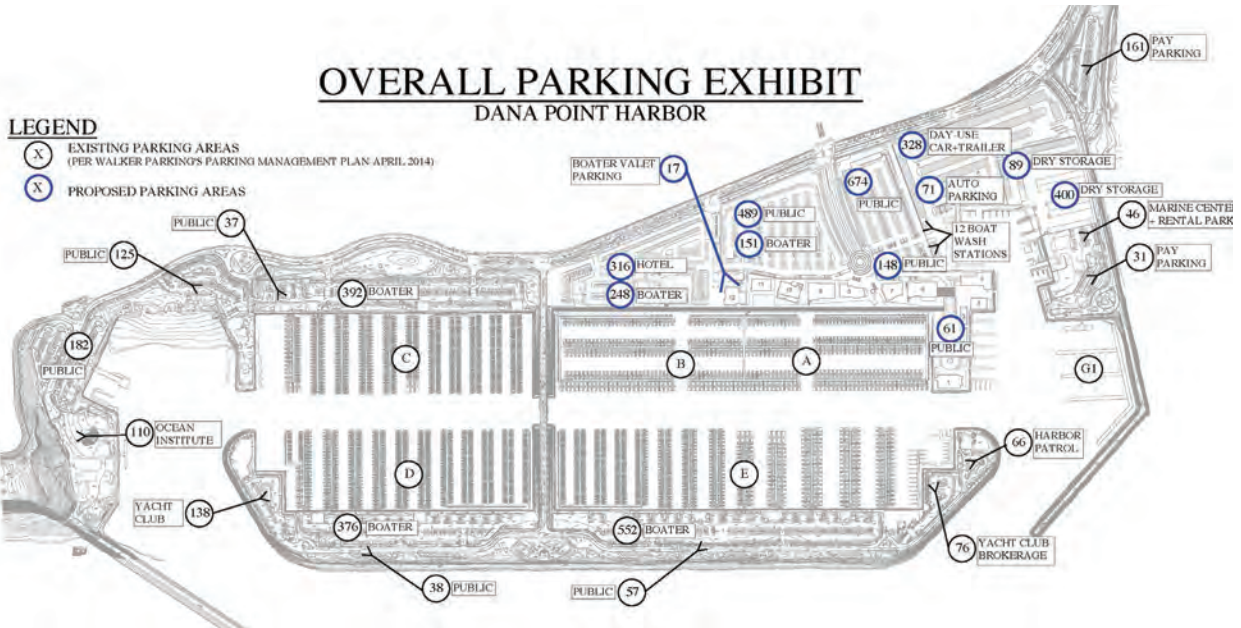
Based on the Parking Summary Tables and Parking Exhibits, the automobile parking demand for the Commercial Core, Hotels and boater Marina Slips, day-use auto & trailer and dry storage auto parking have been satisfied. Based on the remaining existing uses and existing parking lots and the proposed uses the available parking will exceed the county RFP-required total parking by over 350 spaces.



Marina Parking Exhibit 1: For a full-size 11x17 version, please refer to supplemental page 44.



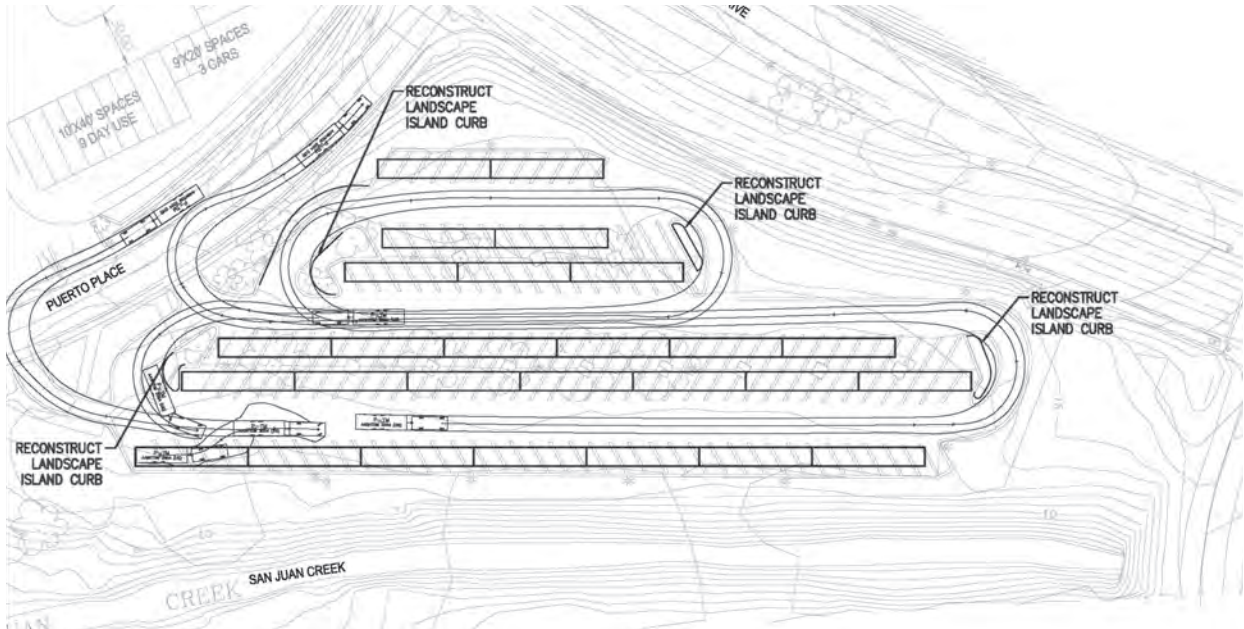
Marina Parking Exhibit 2: For a full-size 11x17 version, please refer to supplemental page 45.



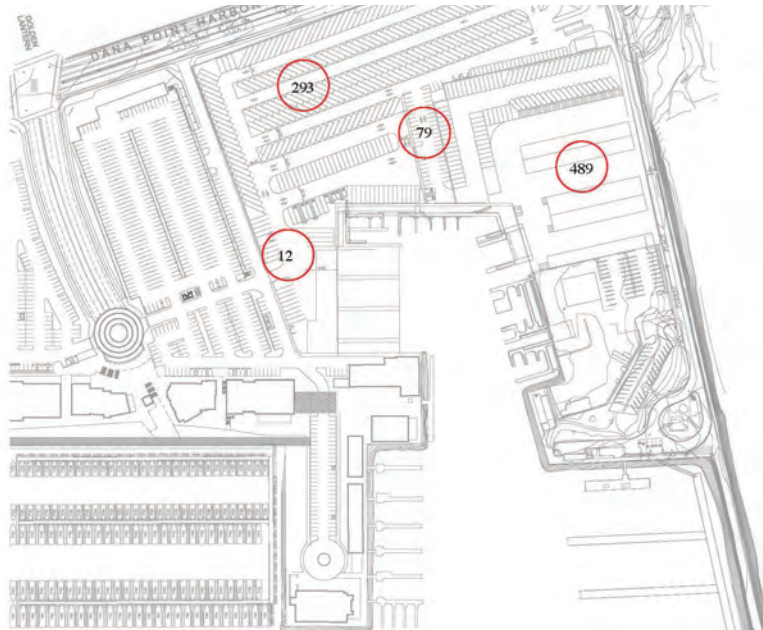
Marina Parking Exhibit 3: For a full-size 11x17 version, please refer to supplemental page 46.



Marina Parking Exhibit 4: For a full-size 11x17 version, please refer to supplemental page 47.



Parking Study - Temporary Day Use Parking Lot:
 For a full-size 11x17 version, please refer to supplemental page 48.

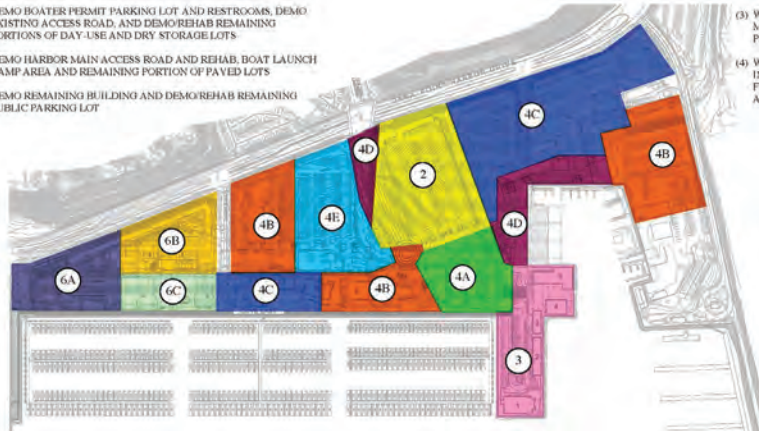


Alternative Day Use Parking Plan: For a full-size 11x17 version, please refer to supplemental page 49.

COMMERCIAL CORE DEMOLITION

- PHASE 1 COUNTY STREET IMPROVEMENTS
- PHASE 2 DEMO EXISTING PARKING LOT AND PORTION OF DAY-USE BOATER LOT
- PHASE 3 RENOVATE EXISTING WHARF BUILDINGS AND DEMO/REHAB THE EXISTING PARKING LOT
- PHASE 4A DEMO EXISTING PARKING LOT
- PHASE 4B DEMO SIX EXISTING BUILDINGS AND ADJACENT PARKING LOT. DEMO A PORTION OF THE EXISTING DRY STORAGE LOT.
- PHASE 4C DEMO BOATER PERMIT PARKING LOT AND RESTROOMS. DEMO EXISTING ACCESS ROAD, AND DEMO/REHAB REMAINING PORTIONS OF DAY-USE AND DRY STORAGE LOTS.
- PHASE 4D DEMO HARBOR MAIN ACCESS ROAD AND REHAB. BOAT LAUNCH RAMP AREA AND REMAINING PORTION OF PAVED LOTS
- PHASE 4E DEMO REMAINING BUILDING AND DEMO/REHAB REMAINING PUBLIC PARKING LOT

**DEMOLITION PLAN
COMMERCIAL CORE AND HOTEL AREA**



CONSTRUCTION DEMOLITION PHASING NOTES

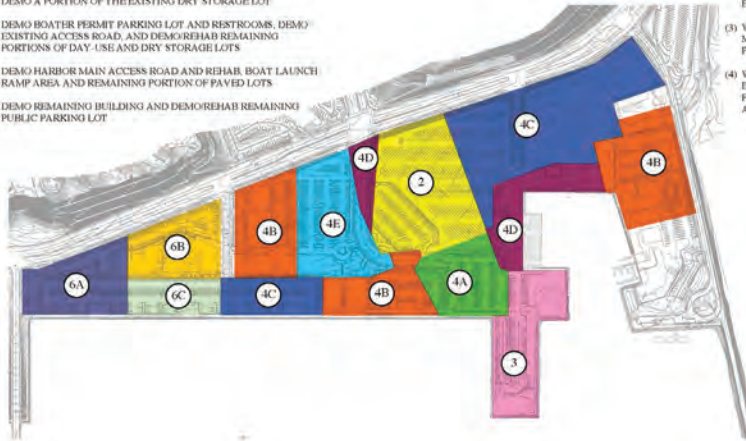
- (1) DEMOLITION OF BOATER DAY USE AND DRY STORAGE PARKING LOTS WILL BE SCHEDULED TO MAINTAIN AREAS WHILE CONSTRUCTION OCCURS IN EACH PHASE OF CONSTRUCTION.
- (2) SITE ACCESS SHALL BE PROVIDED DURING DEMOLITION WORK VIA TEMPORARY ACCESS ROADWAYS COORDINATED WITH THE CONSTRUCTION EFFORTS.
- (3) WHERE POSSIBLE, EXISTING PAVEMENT MAY BE MAINTAINED AND REHABILITATED FOR REUSE AS PART OF THE CONSTRUCTION.
- (4) WITH THE COMPLETION OF THE PARKING STRUCTURE IN CONSTRUCTION PHASE 2, A NEW ACCESS ROAD FROM DANA POINT HARBOR DRIVE WILL BECOME AVAILABLE FOR SITE ACCESS.

Commercial Core Demo_Combo: For a full-size 11x17 version, please refer to supplemental page 50.

COMMERCIAL CORE DEMOLITION

- PHASE 1 COUNTY STREET IMPROVEMENTS
- PHASE 2 DEMO EXISTING PARKING LOT AND PORTION OF DAY-USE BOATER LOT
- PHASE 3 RENOVATE EXISTING WHARF BUILDINGS AND DEMO/REHAB THE EXISTING PARKING LOT
- PHASE 4A DEMO EXISTING PARKING LOT
- PHASE 4B DEMO SIX EXISTING BUILDINGS AND ADJACENT PARKING LOT. DEMO A PORTION OF THE EXISTING DRY STORAGE LOT.
- PHASE 4C DEMO BOATER PERMIT PARKING LOT AND RESTROOMS. DEMO EXISTING ACCESS ROAD, AND DEMO/REHAB REMAINING PORTIONS OF DAY-USE AND DRY STORAGE LOTS.
- PHASE 4D DEMO HARBOR MAIN ACCESS ROAD AND REHAB. BOAT LAUNCH RAMP AREA AND REMAINING PORTION OF PAVED LOTS
- PHASE 4E DEMO REMAINING BUILDING AND DEMO/REHAB REMAINING PUBLIC PARKING LOT

**DEMOLITION PLAN
COMMERCIAL CORE AND HOTEL AREA**



CONSTRUCTION DEMOLITION PHASING NOTES

- (1) DEMOLITION OF BOATER DAY USE AND DRY STORAGE PARKING LOTS WILL BE SCHEDULED TO MAINTAIN AREAS WHILE CONSTRUCTION OCCURS IN EACH PHASE OF CONSTRUCTION.
- (2) SITE ACCESS SHALL BE PROVIDED DURING DEMOLITION WORK VIA TEMPORARY ACCESS ROADWAYS COORDINATED WITH THE CONSTRUCTION EFFORTS.
- (3) WHERE POSSIBLE, EXISTING PAVEMENT MAY BE MAINTAINED AND REHABILITATED FOR REUSE AS PART OF THE CONSTRUCTION.
- (4) WITH THE COMPLETION OF THE PARKING STRUCTURE IN CONSTRUCTION PHASE 2, A NEW ACCESS ROAD FROM DANA POINT HARBOR DRIVE WILL BECOME AVAILABLE FOR SITE ACCESS.

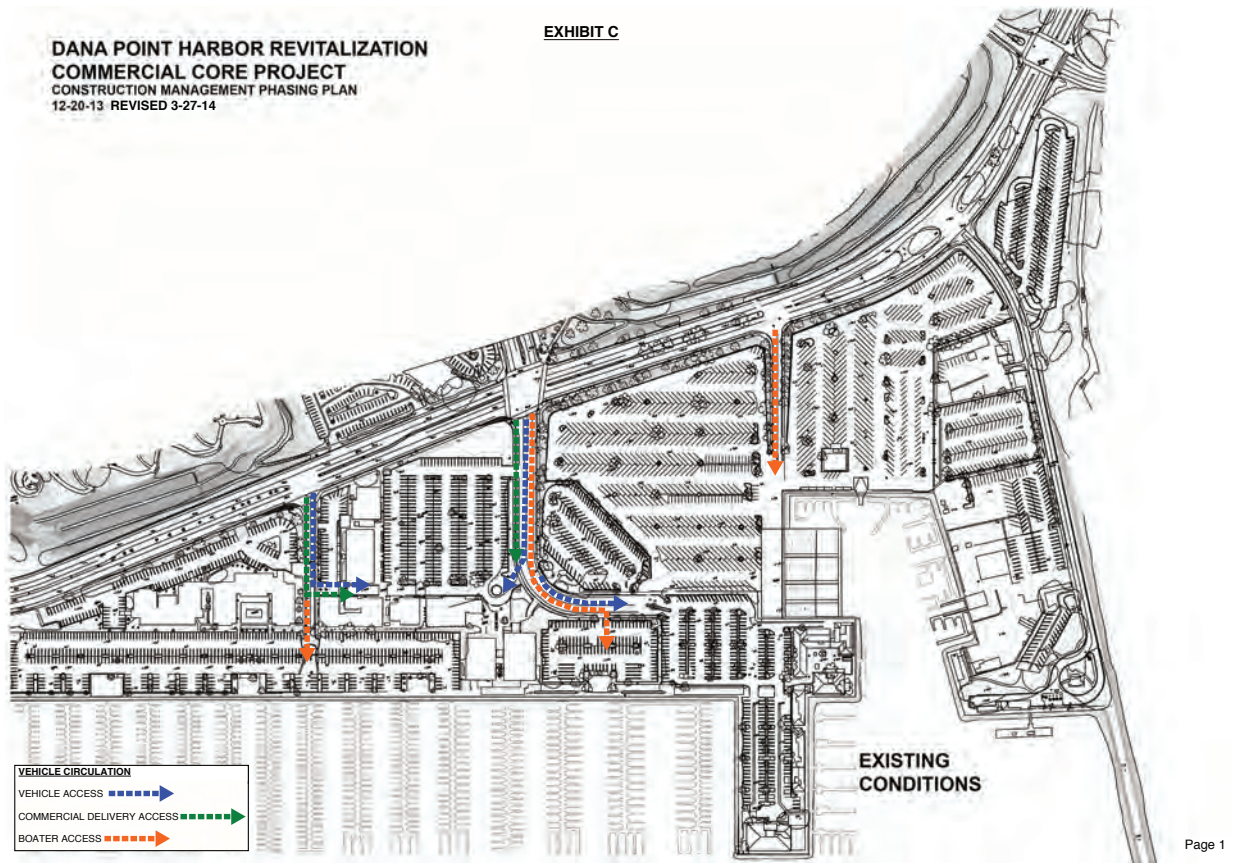
Commercial Core Demo_Existing: For a full-size 11x17 version, please refer to supplemental page 51.

Commercial Core Implementation Phasing - Amended Plan

It is the intent of DPHP to assume with as little modification as possible the County Approved Implementation Phasing for the Commercial Core. Outlined below is a brief narrative explaining the adjustments, albeit minor, DPHP will be seeking to the County approved Commercial Core Implementation phasing plan. The biggest modification stems from our proposed modification to the building site plan within the boater parking area between the hotel and the retail, all of which has been explained in section B under Project Vision. Attached to this narrative is the County approved implementation phasing document for CDP13-0018(1). Following this document are revised exhibit tracking our proposed modifications.

Existing Conditions – Dana Point Harbor

No change. However, we have set forth a 3 year construction schedule rather than the 5 year schedule proposed.





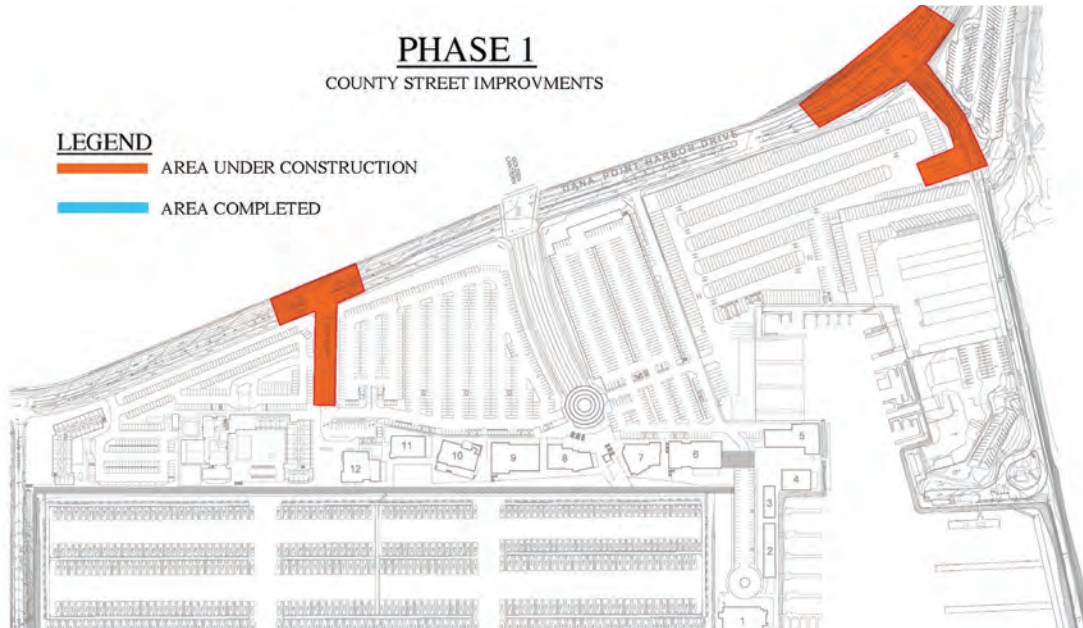
Commercial Core - Construction Management Phasing Plan 1:

For a full-size 11x17 version, please refer to supplemental page 52.

PHASE 1
COUNTY STREET IMPROVEMENTS

LEGEND

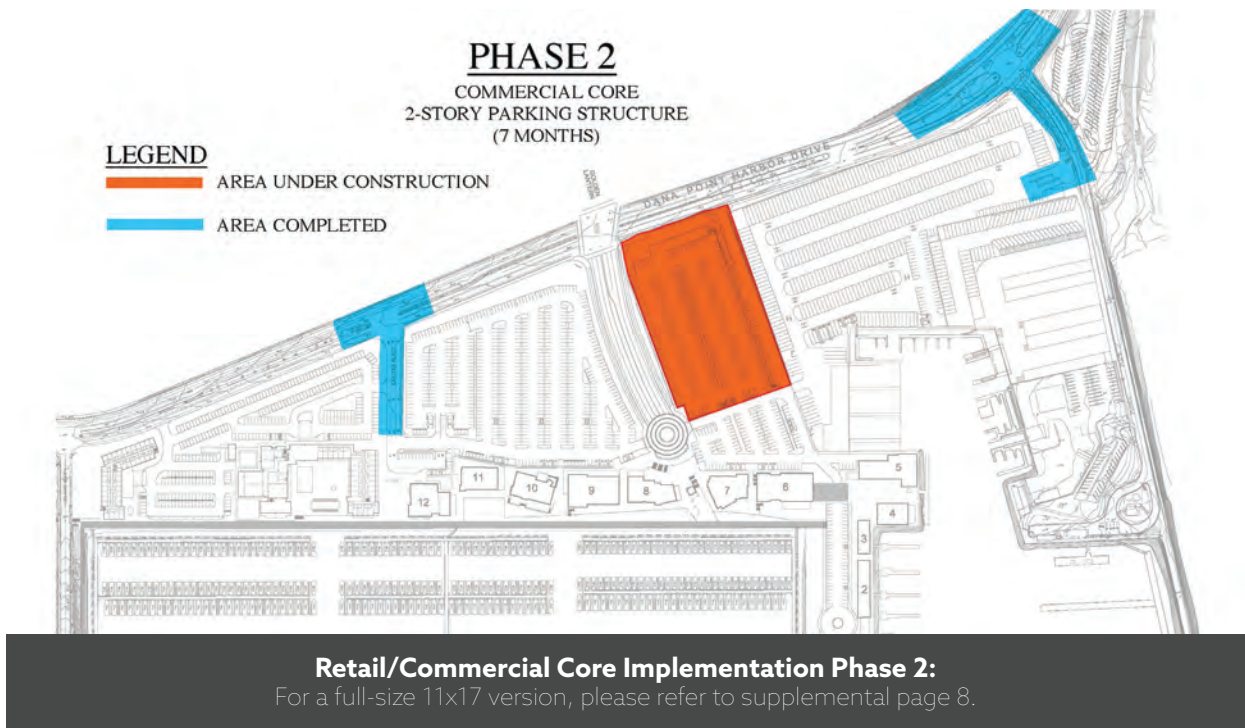
-  AREA UNDER CONSTRUCTION
-  AREA COMPLETED



Retail/Commercial Core Implementation Phase 1:

For a full-size 11x17 version, please refer to supplemental page 7.

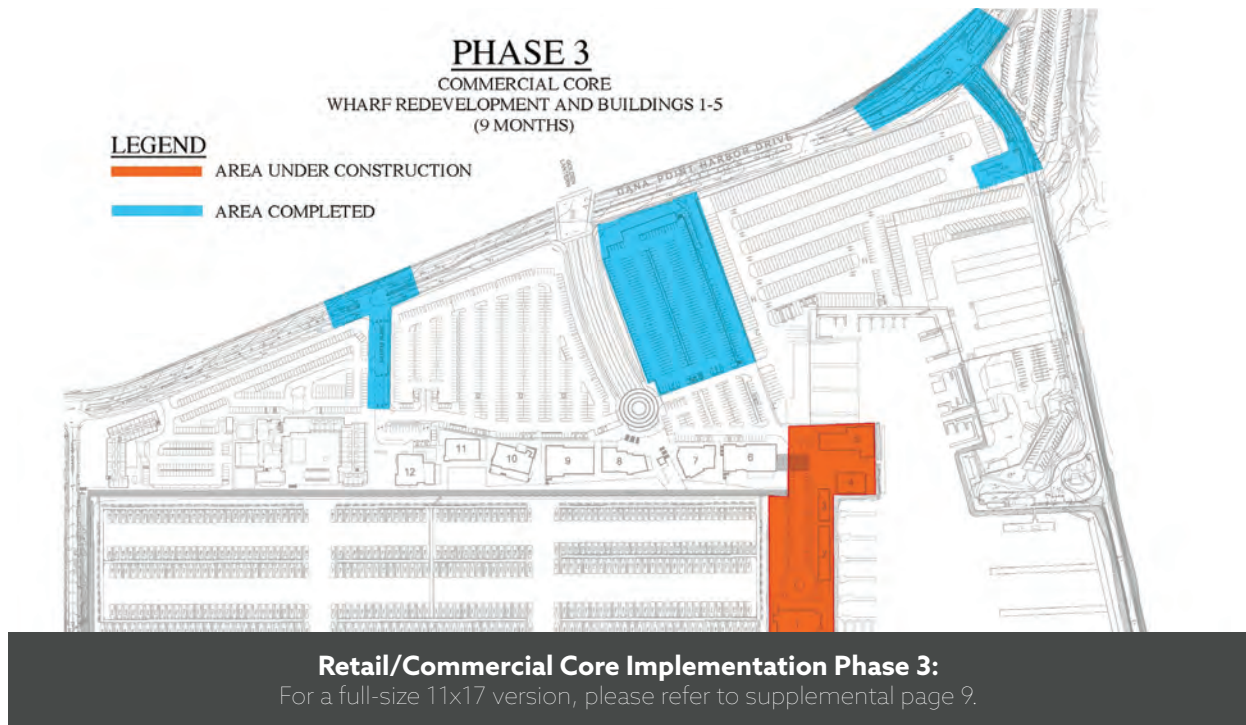
Phase 1 – Dana Point Harbor Drive and Puerto place intersection improvements, Dana Point Drive and Casitas Place Intersection Improvements and Marine Service Area Entrance Construction. We understand many of the improvements referenced in this section either have been completed or are under construction through an existing County construction contract with third parties. It is our understanding that the existing contract shall be completed by County.



Phase 2 – Parking Deck and Dana Wharf Revitalization

We offer no changes to this Phase 2.

As indicated on the attached DPHP Phase 2 Exhibit, this would mark the initial phase of our takeover of the work assuming the County elects to complete the items listed in their Phase 1 many of which are underway. As indicated on the County plan, it would be our intent to construct the 2-level parking deck first. Unlike the County Schedule allowing for 12 months, it would be our intent to complete this work in approximately 7 months.

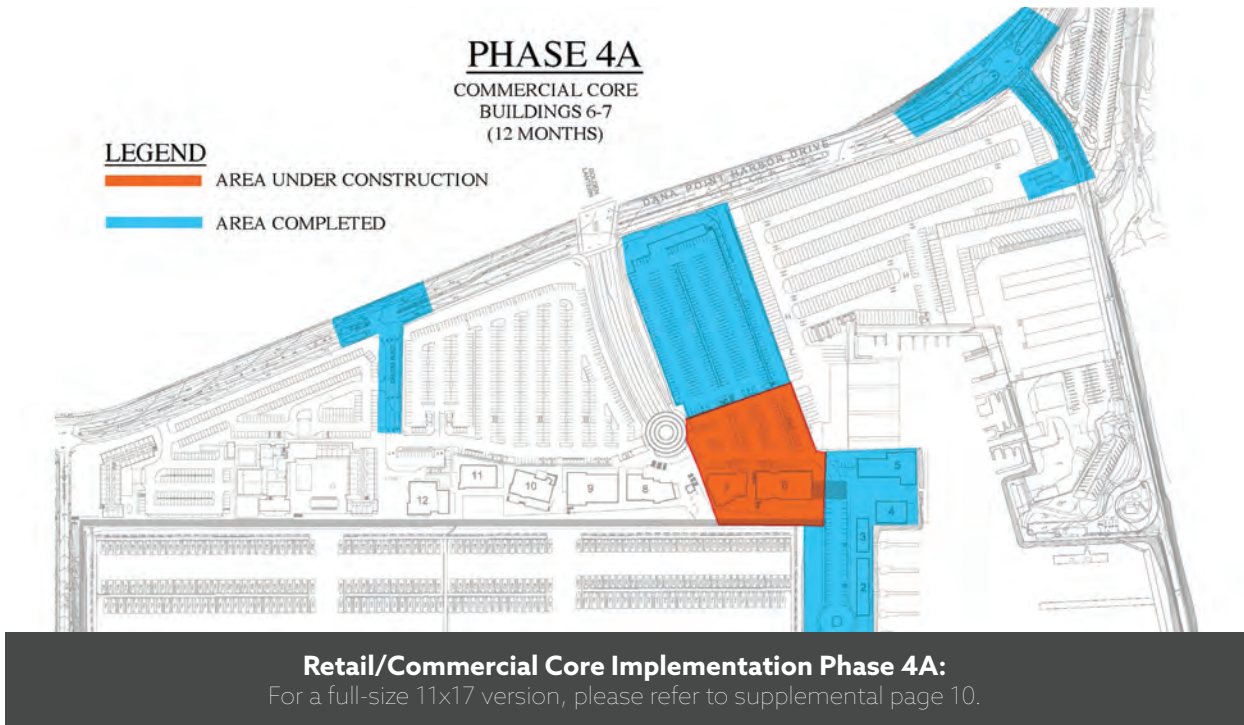


Phase 3 – Dana Wharf Renovation

We offer no changes on this Phase 3 (A&B). For simplicity and because we propose to complete the parking structure in advance of starting this work, we show this as a single phase 3 in our Exhibit.

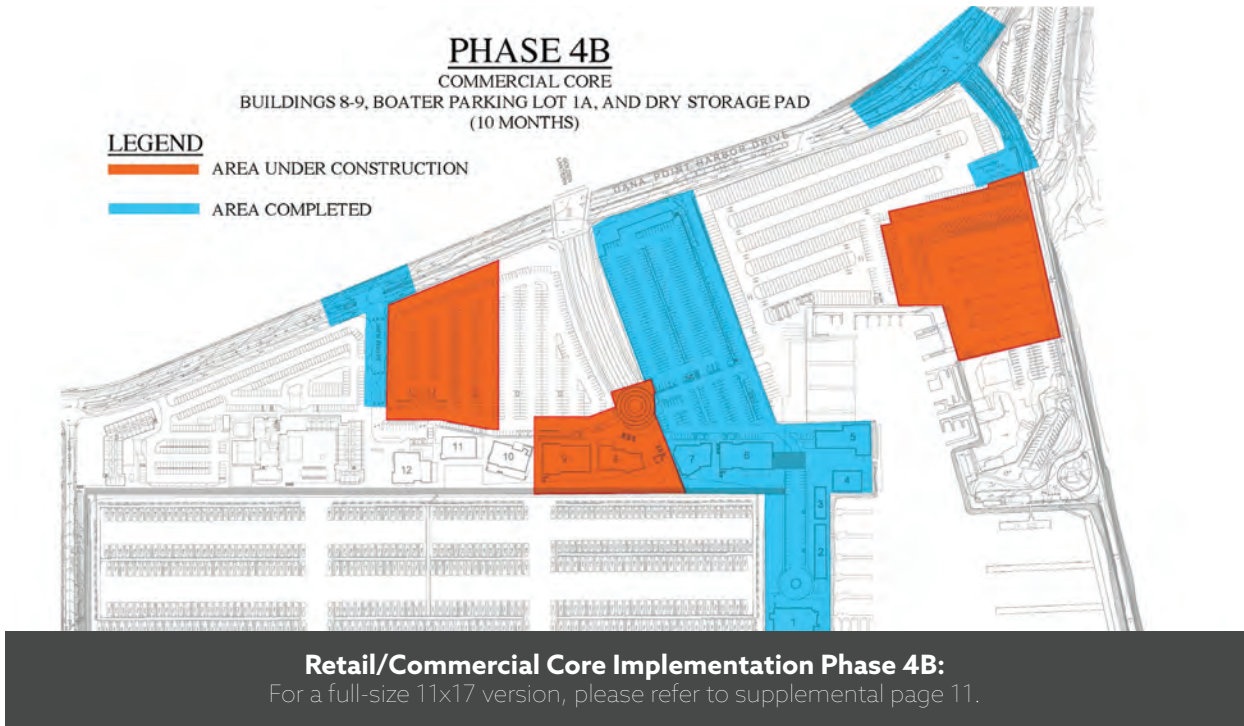
However, unlike the County Plan which allows for construction to start in advance of completion of the parking structure, we will delay the start of any wharf renovation work until the parking structure is fully operational. However, since we anticipate completing Phase 2 in seven (7) months vs. the County proposed 12 months, we save 3 months and more importantly only start and complete phase 3 at roughly the same time. It should be noted that it is our intent to take all precautionary steps to keep all wharf business fully operations during this phase. Additionally, we will post attendants to direct traffic and likely offer valet service for added customer convenience.

We are in agreement with the county’s proposed time period for completion of phase 3 in nine (9) months.



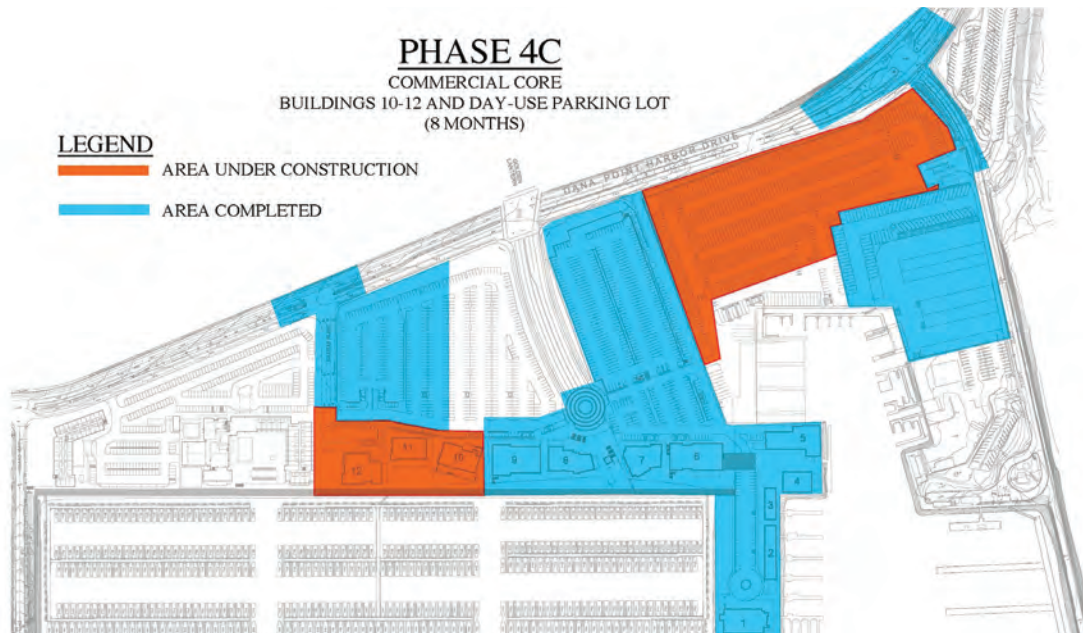
Phase 4A – Commercial Core Revitalization

To accommodate the existing restaurants without interruption to their business, we have broken down the construction of our new buildings 6, 7, 8 and 9, all of which fall in this area, into 2 separate phases. By doing this we are able to not only construct all shell and site work but perform all Tenant Improvements finishes so that tenants can move into their new buildings 6 and 7 spaces before we demo their current spaces. Due to the complexities of coordinating both interior and exterior work we provide for a 12 month period for this 4A phase (Bldgs 6 and 7).



Phase 4B – includes demolition of newly vacated buildings and construction of our new buildings 8 and 9. In addition, just as the county plan contemplates we will finish out main commercial core section and begin construction on the Drystack parking/building slab areas. In addition to the slightly reconfigured proposed Drystack building pad, we will also be starting the parking lot improvements for our newly configured boater parking lot during this phase.

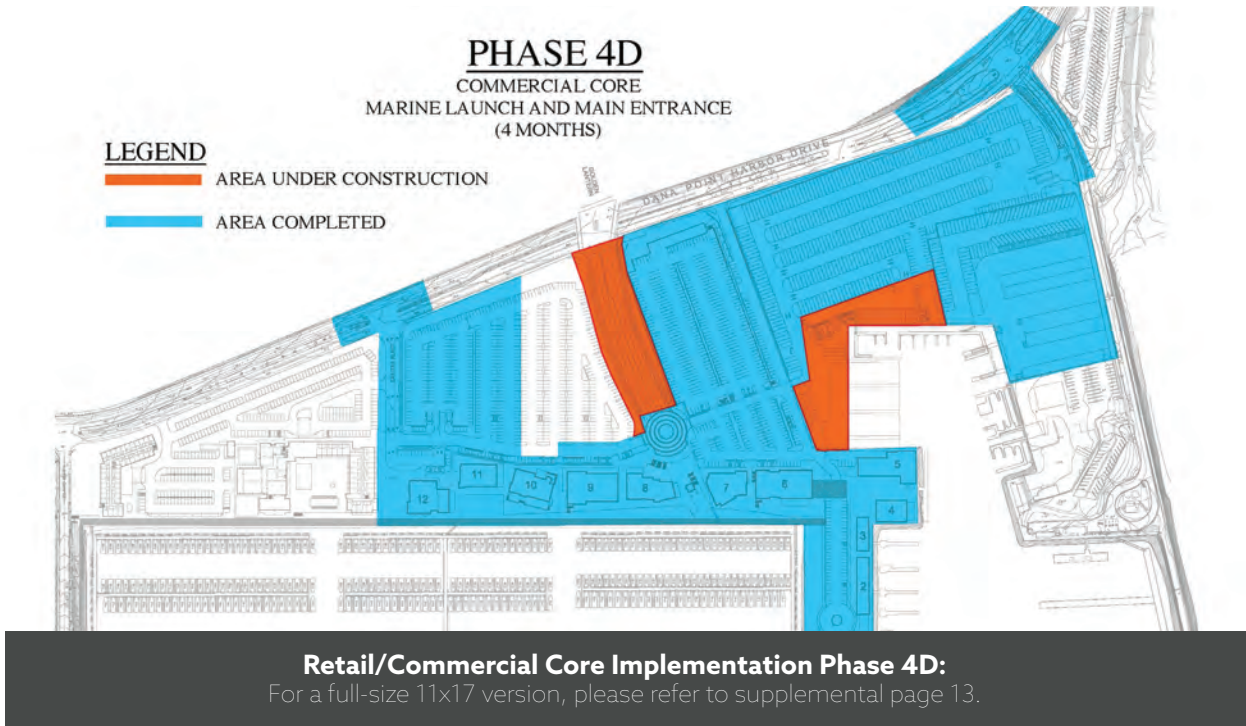
All displaced overnight storage boats will require accommodation in offsite parking areas or within a portion of the day boater parking area during this phase. All additional scope outlined in the county plan will be observed. We anticipate construction period for this phase to be approx. 10 months.



Retail/Commercial Core Implementation Phase 4C:
For a full-size 11x17 version, please refer to supplemental page 12.

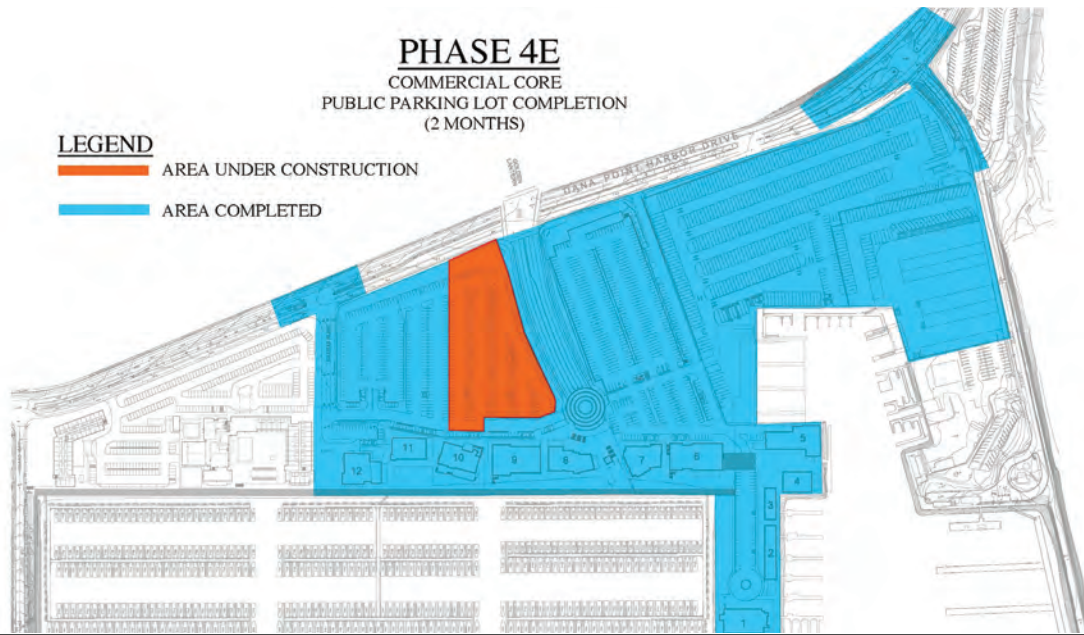
Phase 4C – includes the demolition and new construction of our remaining 3 retail boardwalk buildings and the west side of the day boater parking lot. Day boater parking will need to be accommodated in a portion of the dry storage boats parking lot or accommodated off site. This phase includes the creation of a boater valet/drop off area centrally located at the terminus of Casitas place between the new hotel and retail that will feature boater exclusive restrooms, showers, push cart storage receptacles and optional golf cart service to/from their cars to their boats.

In addition, this area will include a boater’s concierge service and convenience store for provisions and boater supplies. This phase is estimated to take approx. 8 months to complete. All other scope on the county plan will be observed.



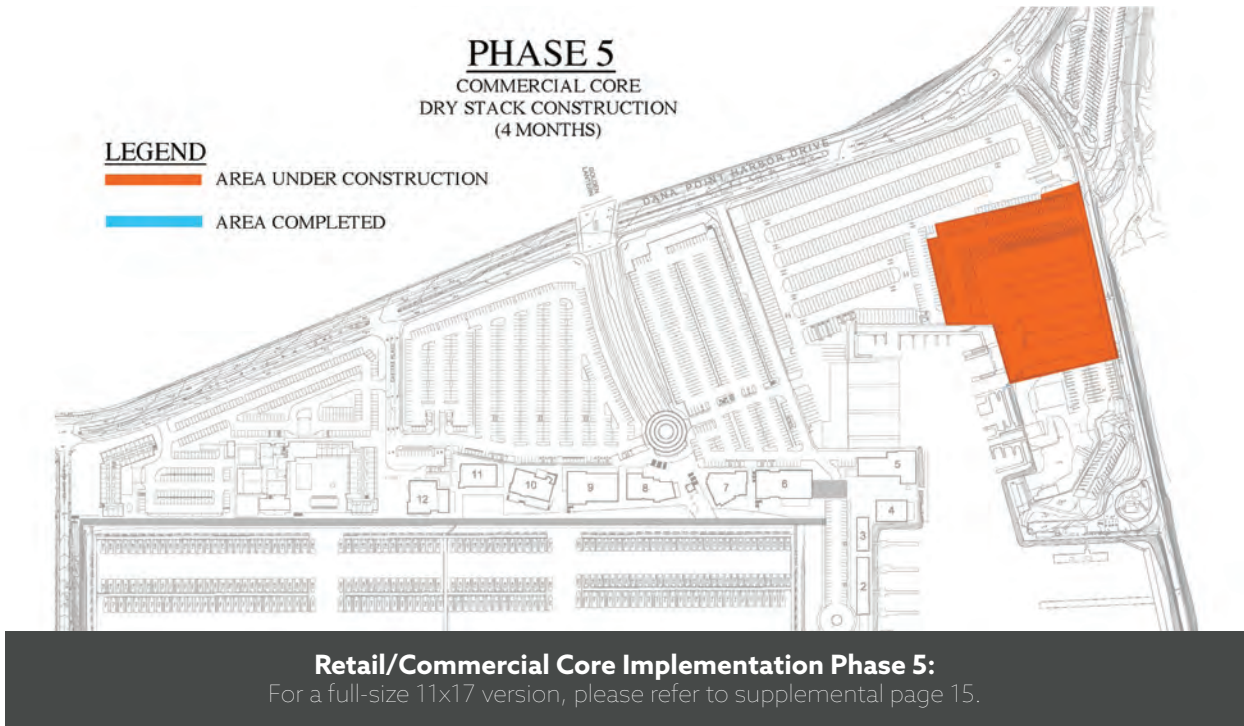
Phase 4D – includes the demolition and new construction of the North and South launch ramp in sub-phases to allow for continued boater use/access during construction.

In addition, construction of the majority of main Golden lantern entrance shall be completed with actual access continuing to be facilitated via the original entrance configuration as well as all alternative points of ingress and egress as outlined on the county approved plan.



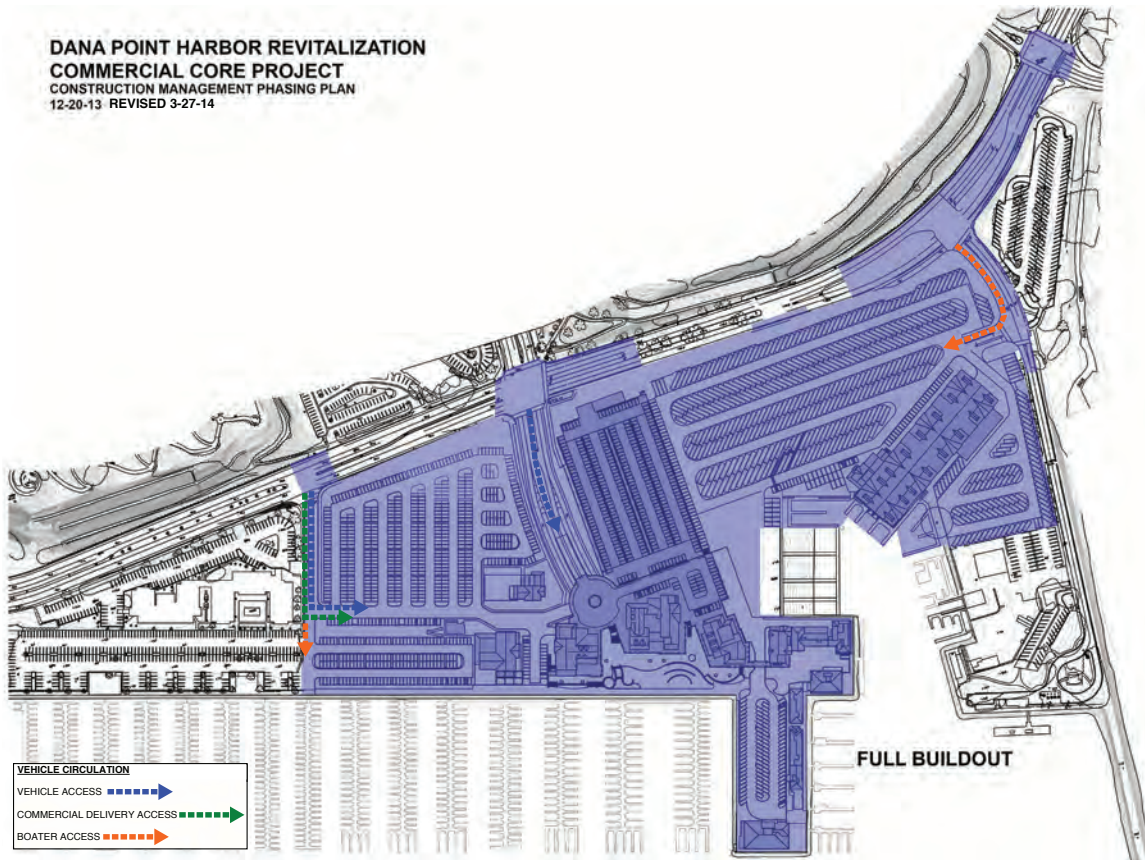
Retail/Commercial Core Implementation Phase 4E:
 For a full-size 11x17 version, please refer to supplemental page 14.

Phase 4E – includes the final phase of the Commercial Core Retail area with the completion of the main westerly surface parking lot and connection of the reconfigured main Golden Lantern entrance. This phase is anticipated to take approx. 2 months.



Phase 5 – includes the actual construction of new Drystack Building and related improvements. Our design for the Drystack anticipates accommodating up to 388 boats and a parking lot will accommodate an additional 105 boats on trailers (total of 493). This phase can start at the completion of our phase 4E and is subject to a separate approval process by the California Coastal Commission. With issuance of discretionary approvals, construction is scheduled for completion within 4 months.

**DANA POINT HARBOR REVITALIZATION
COMMERCIAL CORE PROJECT
CONSTRUCTION MANAGEMENT PHASING PLAN
12-20-13 REVISED 3-27-14**



Page 15

Commercial Core - Construction Management Phasing Plan 15:

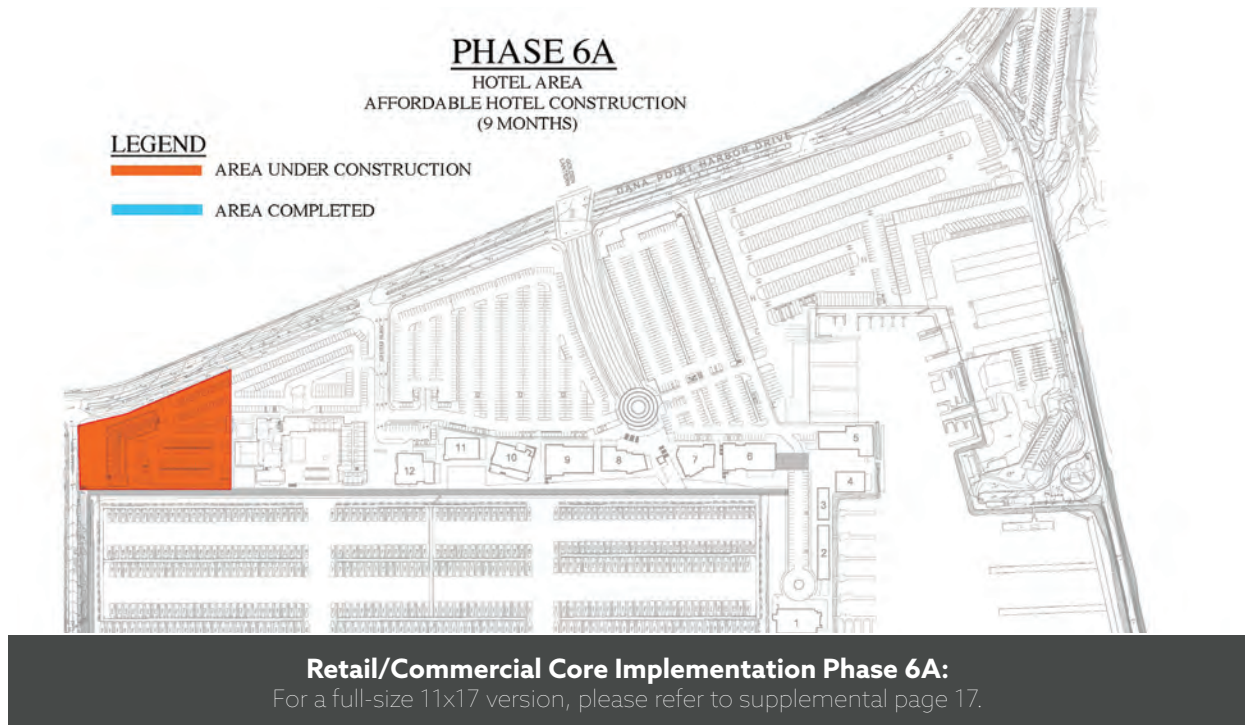
For a full-size 11x17 version, please refer to supplemental page 16.

Construction and Completion – As with the county plan, the completion of the Commercial Core will be marked by the completion of the Drystack building. The County's proposed schedule included a 5-year schedule. But for the Drystack Bldg., which is subject to approvals out of our control, we are confident that a CDP can be obtained in short order resulting in a construction start date in middle to late 2018.

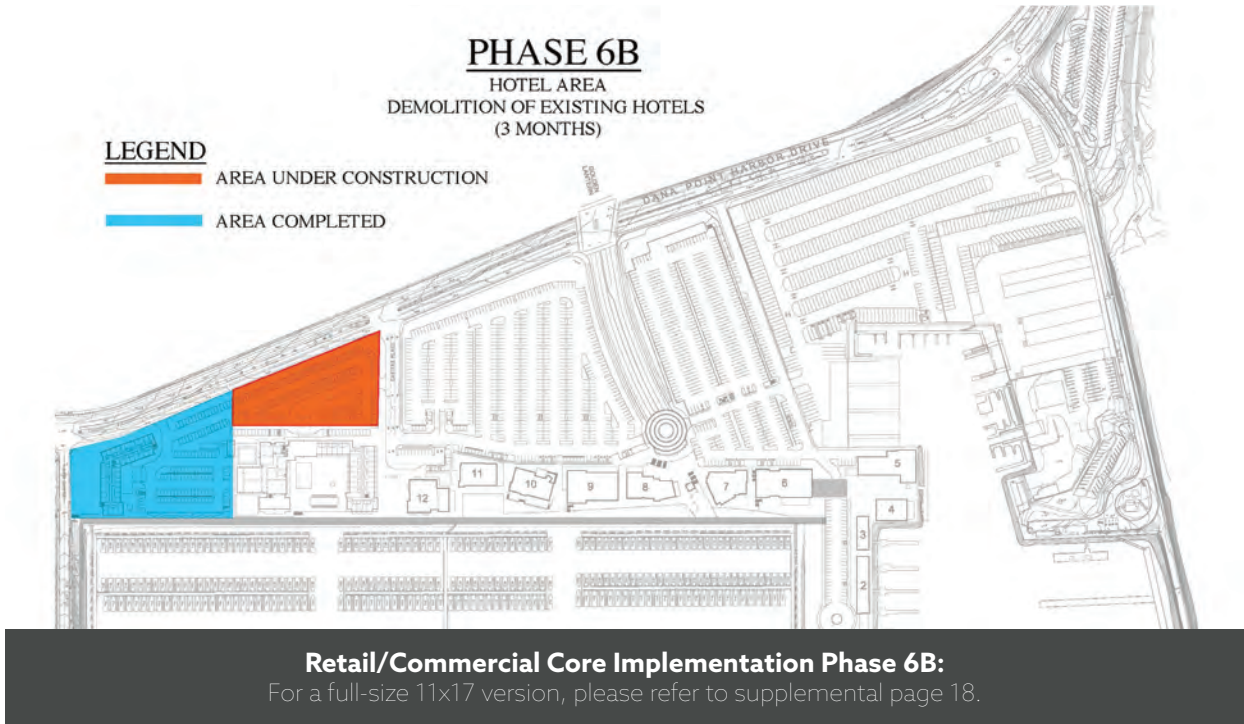
This of course, also assumes a relatively accelerated lease negotiation process with the county so that plans can be initiated and completed immediately. For simplicity sake, we have set our attached overall construction schedule for a start date of January 2019. However, regardless of the start time, we believe the entire Commercial Core improvements contemplated above can be completed over a 3-year time (See overall schedule).

Hotel Implementation Phasing

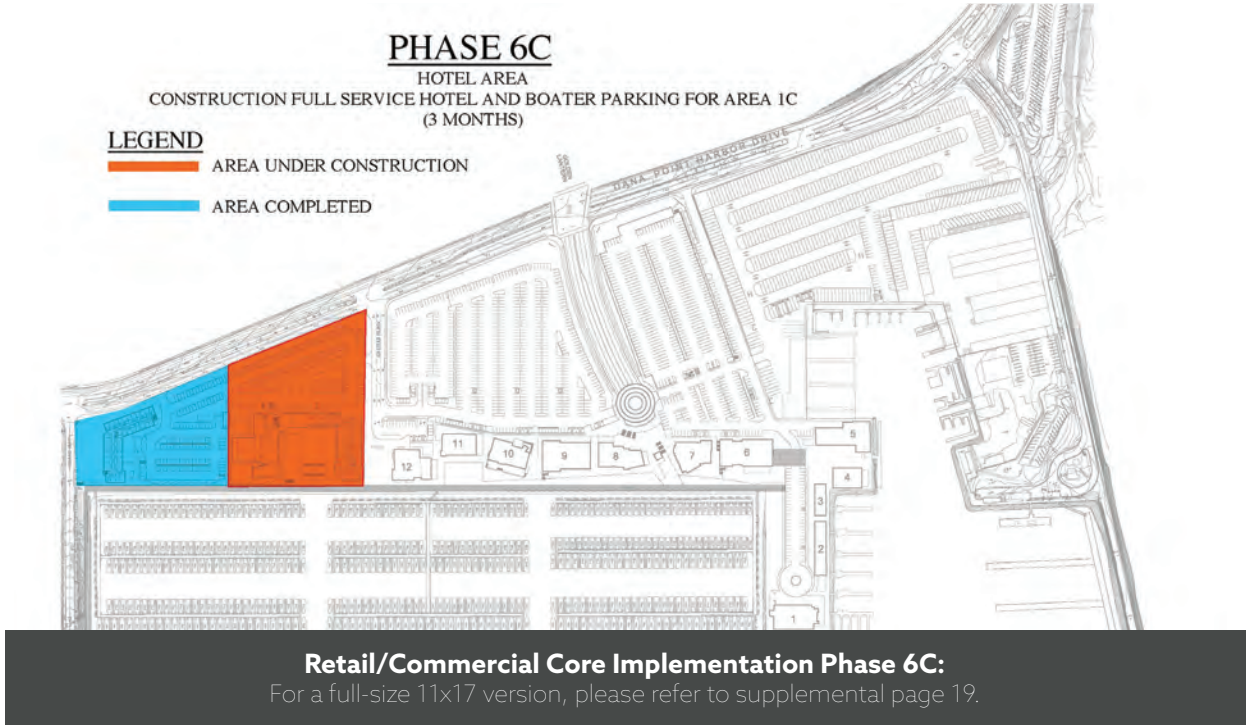
Construction of the Hotel will occur in 3 phases which we are targeting to commence concurrent with the completion of the Phase 4 C Commercial Core Improvements approx. 36 months from start date. As stated in prior sections the hotel site will feature 2 hotels, an affordable concept to replace the 136 room existing affordable hotel and a boutiques full service experience hotel.



Phase 6 A - The first phase will feature construction of the affordable hotel on the westerly portion of the site. This would include approx. 2.5 acres of the total 6.23 acre hotel property. This phasing will allow the existing hotel to operate during construction and provide boater parking in the current boater parking lot. The quadrant of slips adjacent to the hotel site is 190 slips and by applying the County parking code of .60 spaces/slip equates to a required 120 parking stalls. This will be the minimum parking spaces provided during this phase of construction. The existing sewer line will be relocated during this phase. The duration of this phase is estimated to be approx. 9 months.



Phase 6 B – includes the demolition of the existing hotel which will occur concurrent with opening of the new hotel. Maximizing the availability of affordable rooms in the marina will be an important issue with the California Coastal Commission and critical for obtaining entitlements for the boutique hotel. During this phase, boater parking will continue to remain unchanged on the current boater parcel. Total construction of the new hotel is estimated to be approx 18 months. However, it is our plan to complete construction of the podium and 1st floor parking area within 6 months of construction start so that the parking can be utilized in advance of formal building completion. In the interim boater parking will be available from the affordable hotel surface lot and the adjacent boater lot on the retail site.



Phase 6 C - include the construction of the new boutique hotel. Design will feature a podium structure providing for boater parking on the 1st floor which will be at grade with the boardwalk. Essentially configuration of the boater parking will remain unchanged in terms of accessibility and count with the exception that the parking will now be covered.

Bellwether Phasing

Perhaps the most important factor of managing this project will be coordinating the multiple tasks and construction order of the project. We recognize the challenges associated with phasing plans and have the project control expertise to keep the project on schedule while managing the sequence of construction. This critical effort will minimize delays to the marina project and will reduce the disruption for the boat owners. Coordinating construction activities with the marina management team is a specialty for the BMI team. By working together to determine the necessary sequence, number and size of slips per phase, and a deployment plan, the marina can be constructed while minimizing disruption to business operations.

Our initial plan is to construct the wet slips in 14 phases. The order of these phases can be adjusted early in the planning process to accommodate the landside development schedule if needed.

Phase 1: Drystack accommodating up to 400 vessels. If it were possible to build the Drystack early in the process, it would be advantageous to move boats from the water into the building to create space for waterside construction.

Phase 2: The new outer harbor slips would create necessary berthing docks to move vessels from the inner harbor marina to create space for construction.

Phases 3-14: The process becomes repetitive until completion. A typical replacement sequence for a particular dock would be as follows:

- Relocation of boats to new outer harbor docks or other areas of marina.
- Lock off existing electrical, mechanical, and gate systems
- Demolition of existing dock. Tow to a nearby site for removal and disposal. Removal of existing pile.
- Installation of assembled main-walkway docks and pile-driving.
- Utility teams pull wire and install plumbing on main-walk
- Assembly crew installs fingers
- Utility crew performs mechanical hookups and electrical splices and connections
- Punch list crew performs any remaining work to accomplish safe substantial completion
- Boats return to new slips
- Punch list crew completes any final non-essential items.

Site demo and removal plan including utility elements that to be demolished

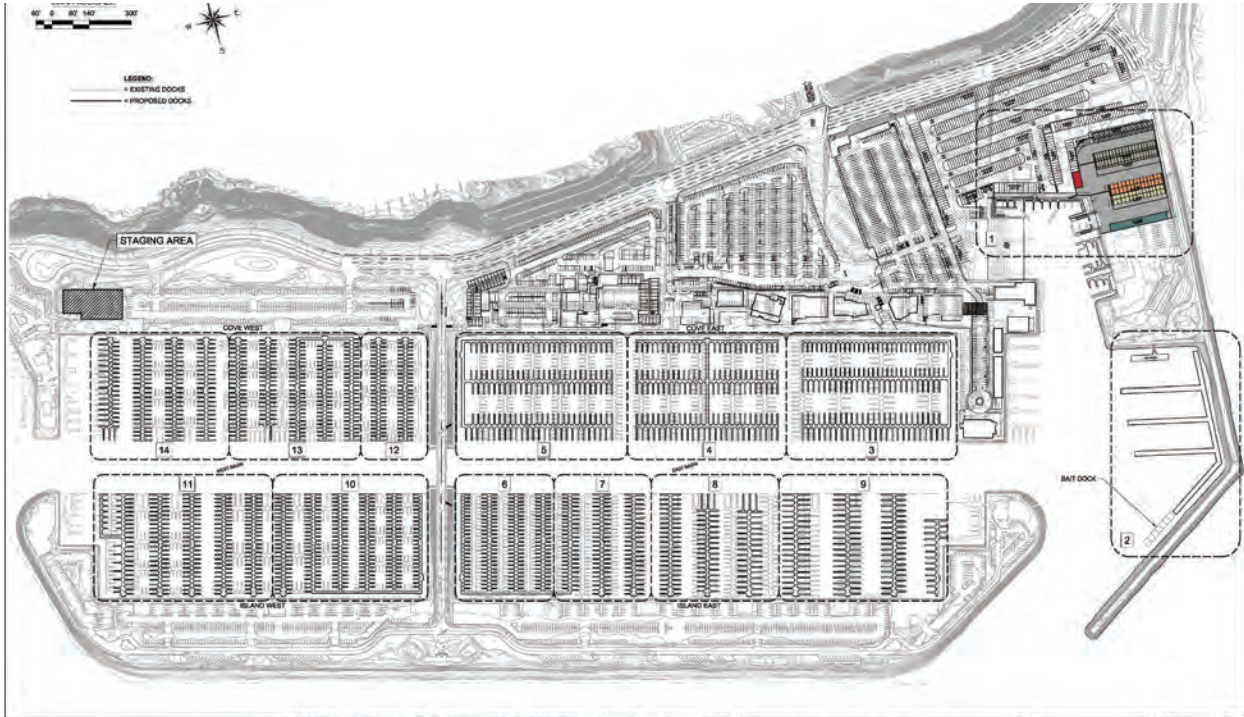
Bellwether’s demo and removal plan will include:

- A demolition phasing plan. Docks will be demolished and rebuilt in sections to maximize the ability to maintain day-to-day operations during construction and minimize disruption to the boaters.
- A utility removal plan. Utilities will be disconnected and removed in conjunction with dock removal.
- Identification of a designated removal area. A designated removal area will help contain floating debris, minimize the impact of demo activities (both environmentally and to marina operations), and help streamline the entire process for improved efficiency.
- A disposal plan for dock components. The plan will reflect an emphasis on recycling and environmental responsibility. Any materials that can be feasibly recycled will be.

The number of slips to be demolished and rebuilt by each phase are as follows:

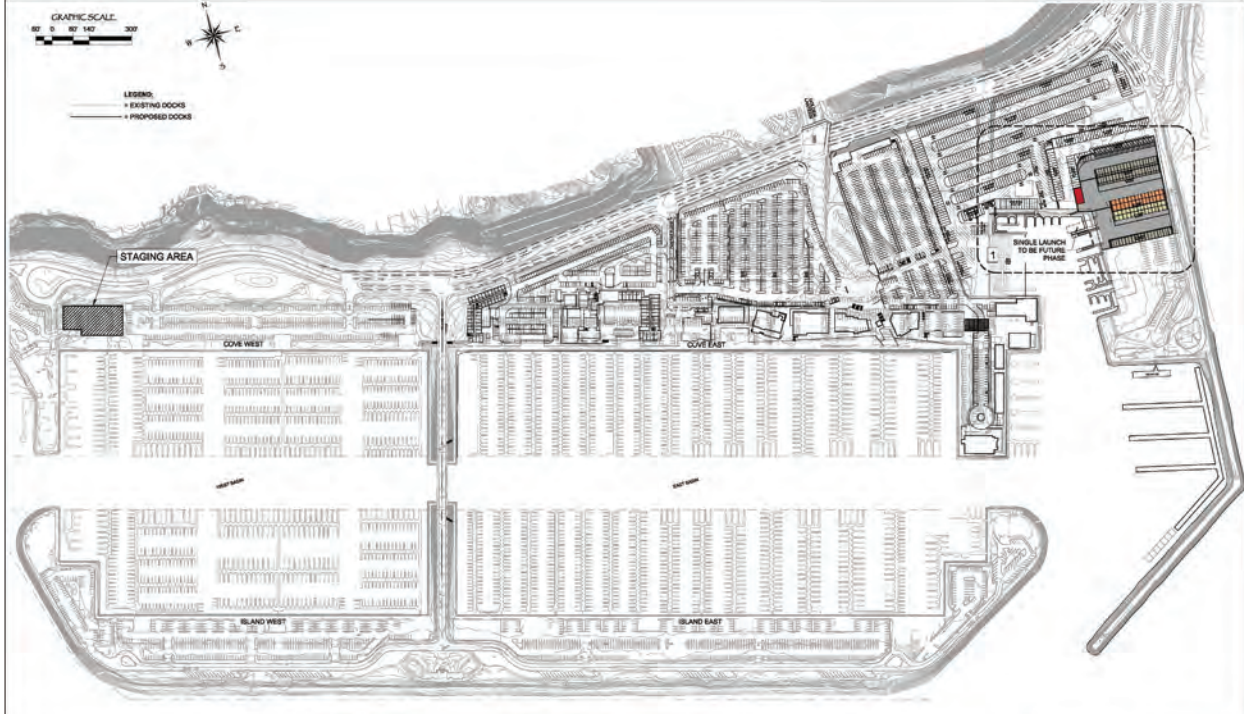
PHASE	NEW	EXISTING	PHASE	NEW	EXISTING
Phase 1	400	0	Phase 8	123	188
Phase 2	Up to 100	0	Phase 9	120	127
Phase 3	181	164	Phase 10	324	280
Phase 4	161	251	Phase 11	281	189
Phase 5	177	308	Phase 12	112	135
Phase 6	216	193	Phase 13	260	235
Phase 7	152	191	Phase 14	191	187

In order to accommodate this phasing plan, we are anticipating approximately 46 months of construction duration for the marina rebuild.



Dana Point Marina Construction Implementation Phasing Plan:

For a full-size 11x17 version, please refer to supplemental page 53.



Dana Point Marina Construction Implementation Phasing - Phase 1

For a full-size 11x17 version, please refer to supplemental page 54.



Dana Point Harbor Overall Landscape Plan:
 For a full-size 11x17 version, please refer to supplemental page 68.



Hotel Overall Landscape Plan (concept):
 For a full-size 11x17 version, please refer to supplemental page 69.

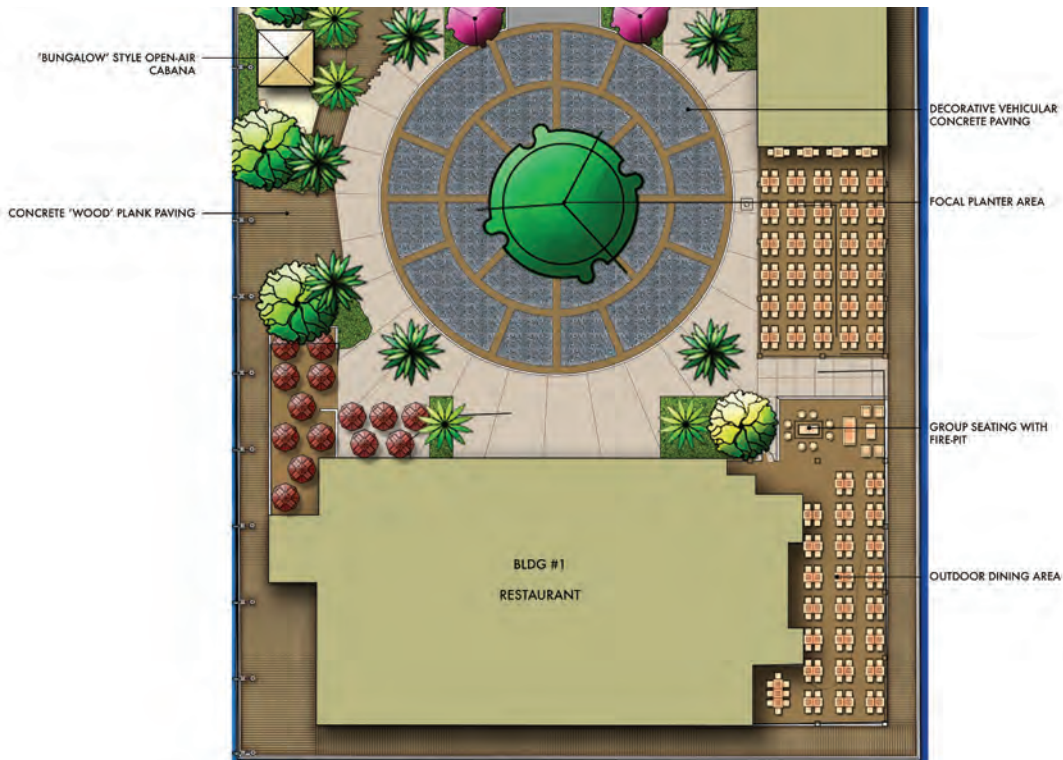
TREES		PALMS	
	ARBUS UNEDO 'MARINA' STRAWBERRY TREE		HOWEA FORSTERIANA KENTIA PALM
	ALICE BAINESII TREE ALOE		PHOENIX DACTYLIFERA 'MED. JOOI'
	AGONIS FLEXUOSA PEPPERMINT TREE		ROYSTONIA REGIA ROYAL PALM
	FICUS RUBIGINOSA RUSTY LEAF FICUS		ARCHONTOPHOENIX CUNNINGHAMIANA KING PALM
	METROSIDEROS EXCELSA NEW ZEALAND CHRISTMAS TREE		
	PINUS TORREYANA TORREY PINE		
	PLATANUS ACERIFOLIA PLANE TREE		
	SPATHODEA CAMPANULATA AFRICAN TULIP TREE		
	CASSIA LEPTOPHYLLA CASSIA		
	ERYTHRINA CORALLOIDES CORAL TREE		
	FICUS BINNENDIJKII 'ALII' FICUS ALII		
	FICUS RETUSA HEDGE FICUS		
	MELALEUCA LEUCADENDRA CAJEPUT		
	ALOE TONGAENSIS MEDUSA ALOE		
	CYCAS CIRINALIS QUEEN SAGO		
	DRACAENA DRACO DRAGON TREE		
	SPECIMEN TREE		
	EXISTING TREE		



Dana Point Harbor Tree Planting Plan:
For a full-size 11x17 version, please refer to supplemental page 70.

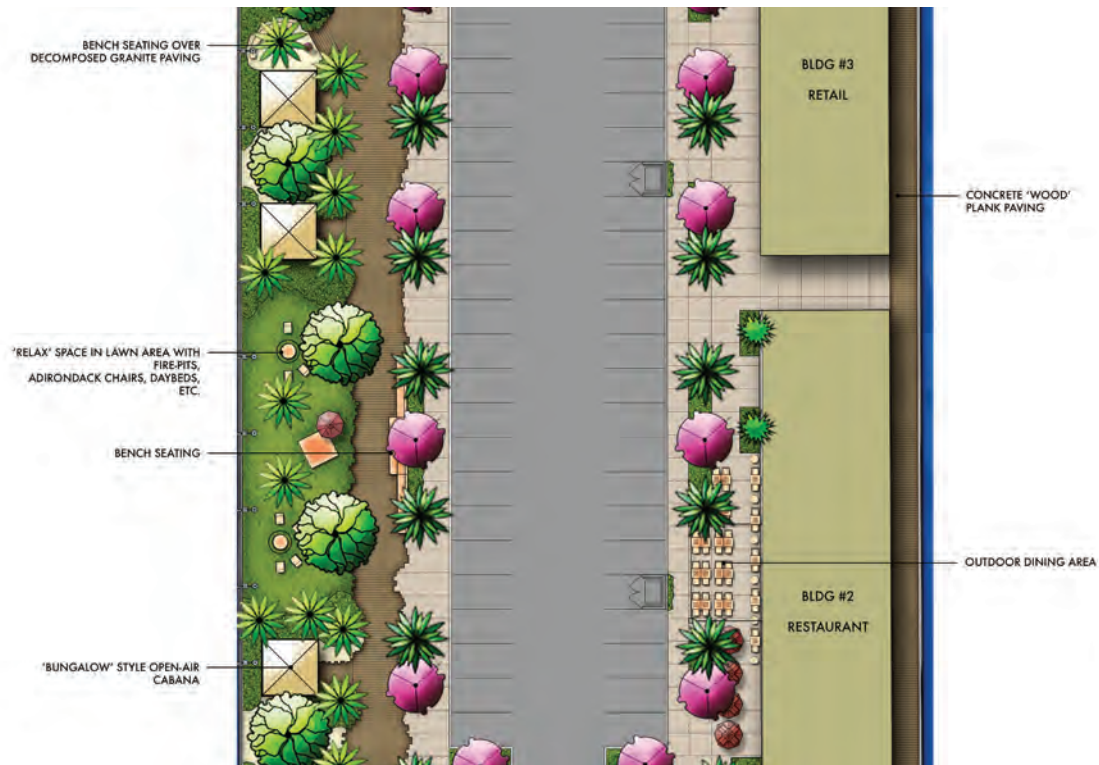


Dana Point Harbor Tree Planting Plan:
For a full-size 11x17 version, please refer to supplemental page 71.



Retail/Commercial Core - Wharf Building 1 Landscape Plan:

For a full-size 11x17 version, please refer to supplemental page 72.



Retail/Commercial Core - Wharf Buildings 2 & 3 Landscape Plan:

For a full-size 11x17 version, please refer to supplemental page 73.



Retail/Commercial Core - Wharf Buildings 3-5 Landscape Plan:

For a full-size 11x17 version, please refer to supplemental page 74.



Retail/Commercial Core - Building 6 Landscape:

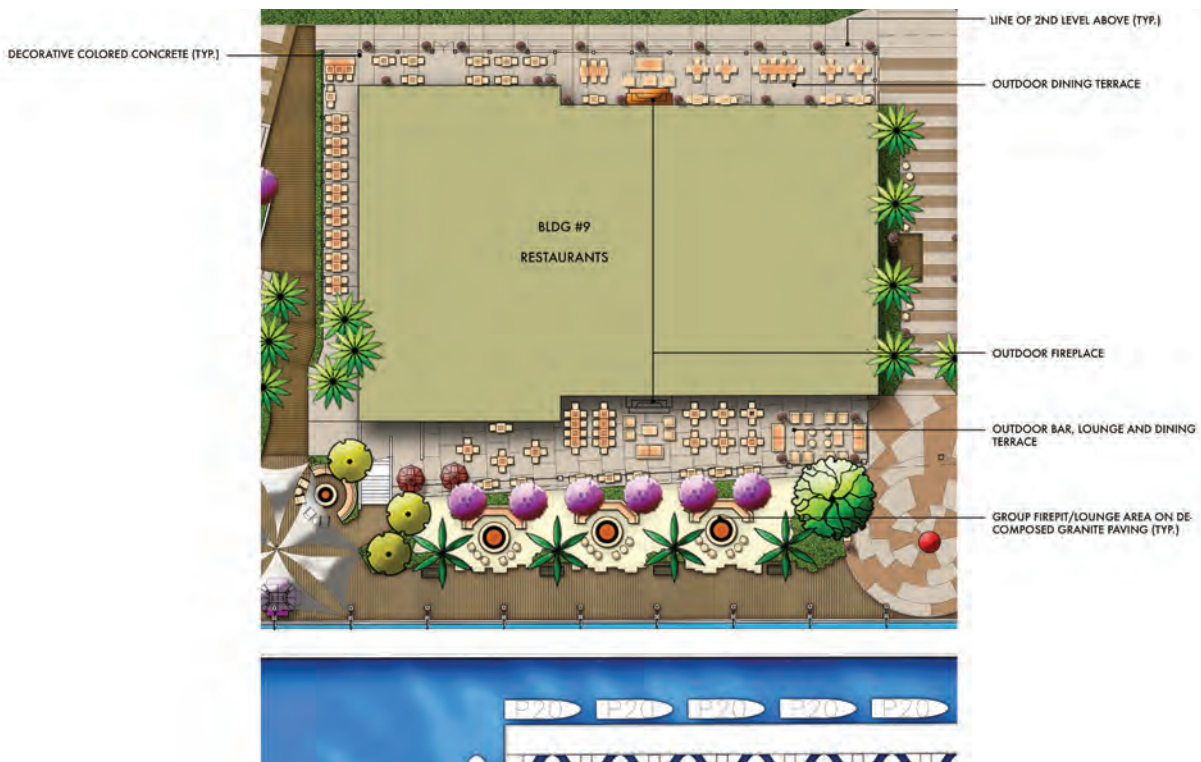
For a full-size 11x17 version, please refer to supplemental page 75.



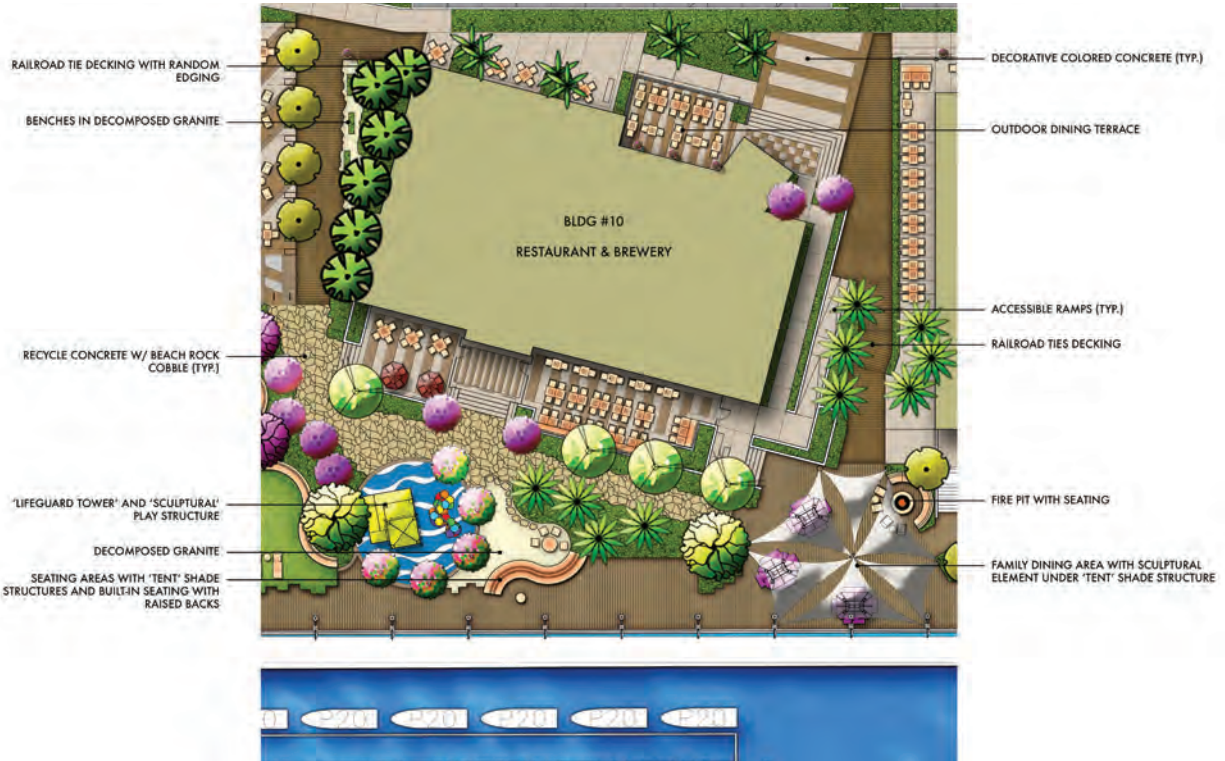
Retail/Commercial Core - Building 7 Landscape:
 For a full-size 11x17 version, please refer to supplemental page 76.



Retail/Commercial Core - Building 8 Landscape:
 For a full-size 11x17 version, please refer to supplemental page 77.



Retail/Commercial Core - Building 9 Landscape:
 For a full-size 11x17 version, please refer to supplemental page 78.



Retail/Commercial Core - Building 10 Landscape:
 For a full-size 11x17 version, please refer to supplemental page 79.



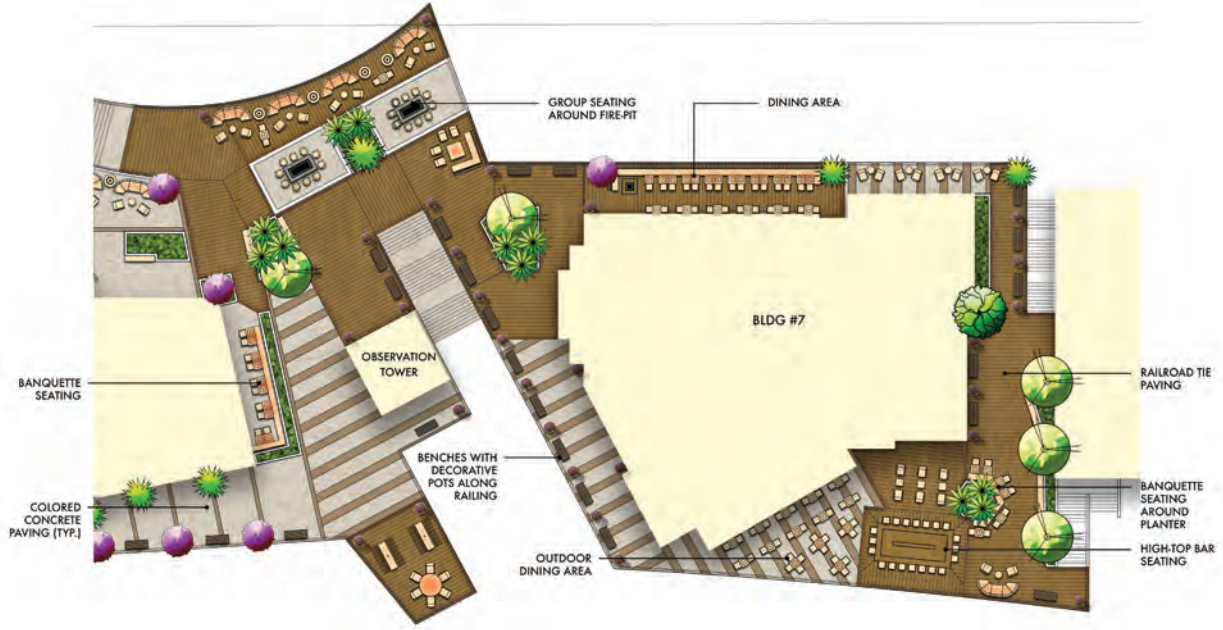
Retail/Commercial Core - Building 11 & 12 Landscape:

For a full-size 11x17 version, please refer to supplemental page 80.



Retail/Commercial Core - Building 13 Landscape:

For a full-size 11x17 version, please refer to supplemental page 81.



Retail/Commercial Core - Main Waterside Entry Building 7 Landscape Plan:

For a full-size 11x17 version, please refer to supplemental page 82.



Retail/Commercial Core - Buildings 8 & 9 Landscape Plan:

For a full-size 11x17 version, please refer to supplemental page 83.

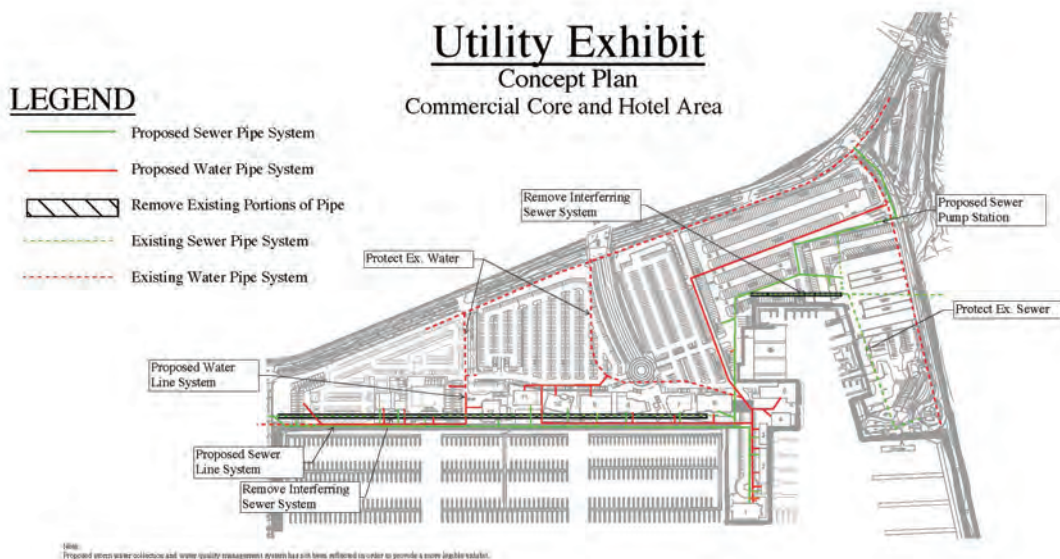
Dana Point Harbor Utility Infrastructure

As part of the redevelopment of the Dana Point Harbor Commercial Core and Hotel area new wet and dry utilities will be installed to serve the new site improvements and well as the renovated buildings along the wharf where it is determined that the existing facilities (constructed in 1969) are no long sufficient to serve the improved facilities.

A Concept Plan for new wet utilities has been provided in this proposal and will serve as an earlier planning guideline for redevelopment of the commercial and hotel areas. The Concept Plan will help identify corridors to be preserved for the new sewer and water services. These same corridors could also be used by dry utility service providers in areas where new services are required for Buildings 6-12 and the new hotels.

As part of the Dana Point Harbor Commercial Core and Hotel area redevelopment utility infrastructure improvements the previously proposed relocation of the South Coast Water District sewer Lift Station No. 11 is assumed to be completed in the first Phase of the harbor's revitalization project. The new location of the sewer lift station will require new sewer lines to be constructed to serve the commercial core and possibly the new hotels. The existing on-site existing sewer system will be abandoned and removed if in conflict with the new construction. South Coast Water District also provides domestic water service to the Harbor. Where possible three existing domestic water lines that extend into the project area from an existing 12-inch water line in Dana Point Harbor Drive will be retained. A new looped public water line system will be installed to provide water services to the new commercial buildings and hotels and will extend along the boardwalk to also provide domestic water services to the marina and to the restaurants and retail tenants that will remain on the Dana Point Harbor Wharf.

New dry utility services will also be installed to service the revitalized Commercial Core and hotel areas when the existing facilities are no longer adequate to service the new tenant requirements. It is anticipated that the existing dry utility services for the renovated restaurants and retail tenants on the wharf will be adequate.



Utility Exhibit 1: For a full-size 11x17 version, please refer to supplemental page 84.

Dana Point Harbor Stormwater Water Quality Program

The existing Dana Point Harbor is currently considered as an impaired water body per the San Diego Regional Water Quality Board due to the presence of bacteria indicators and pathogens, metals and toxic organic compounds. The Commercial Core and hotel projects for Dana Point Harbor project will include new landscape areas, several large parking lot, a 2-level parking structure, boat day-use and dry storage areas (where possible boat maintenance may occur), and public gathering areas. These activities are similar to those that exist today. However, with the redevelopment of the commercial core and hotel area current water quality measures to address stormwater runoff must be implemented. The activities conducted within the proposed redevelopment area per the proposed land uses are expected to generate the following pollutants: suspended solid and sediments, nutrients (nitrogen and phosphorus), heavy metals, pathogens such as bacteria and viruses, pesticides, oil and grease, toxic organic compounds and trash debris.

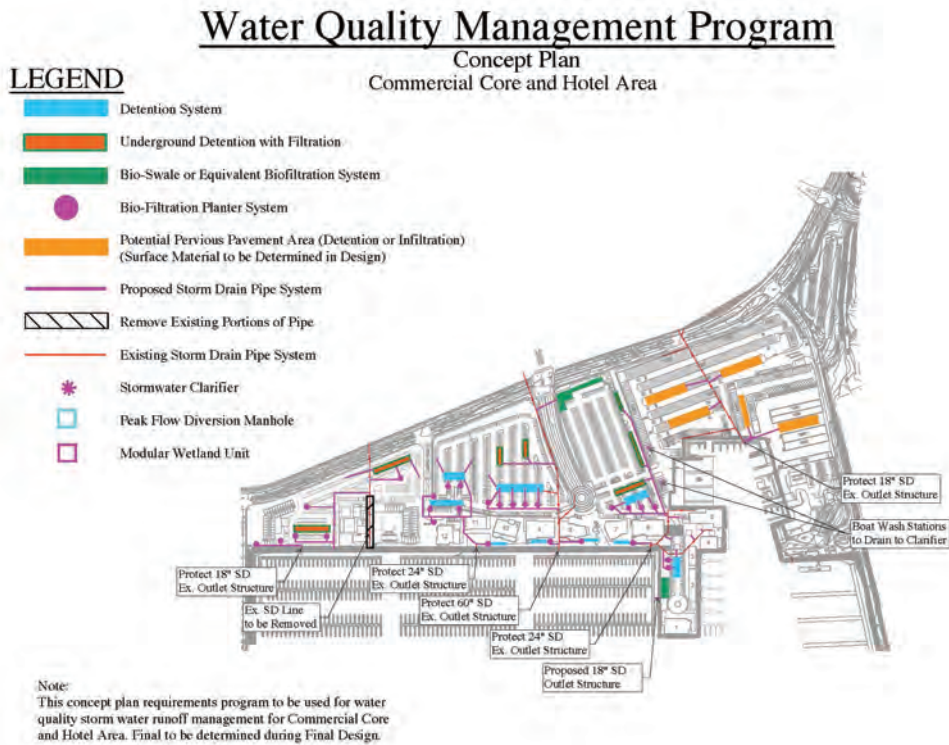
Per the County's RFP requirements the project improvements will include Storm Water runoff water quality management LID solutions and Best Management Practices (BMP) to satisfy State, County, and City requirements. A Water Quality Management Concept Plan for the proposed commercial core and Hotel area is provided in this proposal. This Concept Plan identifies potential water quality solutions that will be investigated and implemented as part of the Commercial Core and Hotel area's Water Quality Management Plan (WQMP). The WQMP will be based on the final improvements for the harbor redevelopment and will be developed to insure compliance with the San Diego Regional Water Quality Board NPDES permits for the project area.

BMP Solutions to be considered during final design include infiltration and Biofiltration. Opportunities for rain harvesting and evapotranspiration are limited due to the Harbor's large parking requirements which limits landscaping surface area within the redevelopment areas. Per the South Orange County Hydromodification Management Plan (HMP) the harbor is exempt from the requirement to implement hydromodification control BMPs.

Potential non-structural BMPs may include:

- Educational training of harbor staff and commercial uses
 - Street and parking lot sweeping on a regular bases (weekly)
 - Common are landscape management programs
 - Spill contingency management in dry-storage areas
 - Training and implementation of good housekeeping practices in storage and loading docks areas
 - Common area catch basin inspection
 - Minimize any outdoor storage areas
 - Design trash collection areas to reduce pollution introduction into stormwater (including installation of roofs over trash enclosures and adding sewer drains)
 - Efficient irrigation systems and landscape design
 - Restrictions on boat wash down areas
 - Restriction of food preparation areas to provide waste water controls
- Potential structural BMPs to address water quality treatment for the storm water Design Capture Volume (DCV) may include:
- Construction of vegetated strips or swales, where possible
 - Construction of pervious pavement solutions for underground stormwater detention and/or infiltration where feasible
 - Installation of proprietary underground storage chambers for stormwater detention and/or infiltration where feasible

- Construction of biofiltration systems such as planter boxes and biofiltration swales or basins
- Installation of proprietary storm water treatment systems such as clarifiers and modular wetlands
- Install media filtration systems in areas where site conditions may not accommodate other solutions
- Installation of roof down drain filters
- Installation of trash rack on catch basin openings
- Provide pet waste stations throughout the redevelopment area



Water Quality Management: For a full-size 11x17 version, please refer to supplemental page 85.



Retail/Commercial Core Boater Valet and Dropoff Streetside:
 For a full-size 11x17 version, please refer to supplemental page 86.



Retail/Commercial Core Main Entry: For a full-size 11x17 version, please refer to supplemental page 87.



Retail/Commercial Core Surf Museum and Plaza:

For a full-size 11x17 version, please refer to supplemental page 88.



Retail/Commercial Core Streetside View:

For a full-size 11x17 version, please refer to supplemental page 89.



Retail/Commercial Core Wharf Remodel View 1:

For a full-size 11x17 version, please refer to supplemental page 90.



Retail/Commercial Core Wharf Remodel View 1:

For a full-size 11x17 version, please refer to supplemental page 91.



Retail/Commercial Core Viewing Tower, Main Entry Plaza:
For a full-size 11x17 version, please refer to supplemental page 92.



Retail/Commercial Core MarketPort Food Hall:
For a full-size 11x17 version, please refer to supplemental page 93.



Building 11 - Surf Museum Rendering:

For a full-size 11x17 version, please refer to supplemental page 94.



Retail Building 12 Rendering:

For a full-size 11x17 version, please refer to supplemental page 95.



Retail Building 12 Rendering - Boardrider:

For a full-size 11x17 version, please refer to supplemental page 96.



Retail - Surf Museum Plaza:

For a full-size 11x17 version, please refer to supplemental page 97.



Retail Building 12 Rendering:

For a full-size 11x17 version, please refer to supplemental page 98.



Retail/Commercial Core Wharf Plaza Rendering 1:

For a full-size 11x17 version, please refer to supplemental page 99.



Retail/Commercial Core Wharf Plaza Rendering 2:

For a full-size 11x17 version, please refer to supplemental page 100.



Hotel Component - Perspective View: For a full-size 11x17 version, please refer to supplemental page 101.



Hotel Component - Boardwalk Perspective View:
For a full-size 11x17 version, please refer to supplemental page 102.



Hotel Component - Full-service Hotel Pool View:

For a full-size 11x17 version, please refer to supplemental page 103.



Hotel Component - Affordable Hotel Porte-Cochere View:

For a full-size 11x17 version, please refer to supplemental page 104.



Hotel Component - Affordable Hotel Boardwalk Perspective:
For a full-size 11x17 version, please refer to supplemental page 105.



Hotel Component - Affordable Hotel Pool Patio View:
For a full-size 11x17 version, please refer to supplemental page 106.



Hotel Component - Affordable Hotel Porte-Cochere View 2:
 For a full-size 11x17 version, please refer to supplemental page 107.



LIDO HOUSE SCALE



GARDEN TERRACE



BOARD AND BATTEN SIDING



Hotel Component - Full Service Imagery 1:
 For a full-size 11x17 version, please refer to supplemental page 108.



Hotel Component - Full Service Imagery 2:

For a full-size 11x17 version, please refer to supplemental page 109.



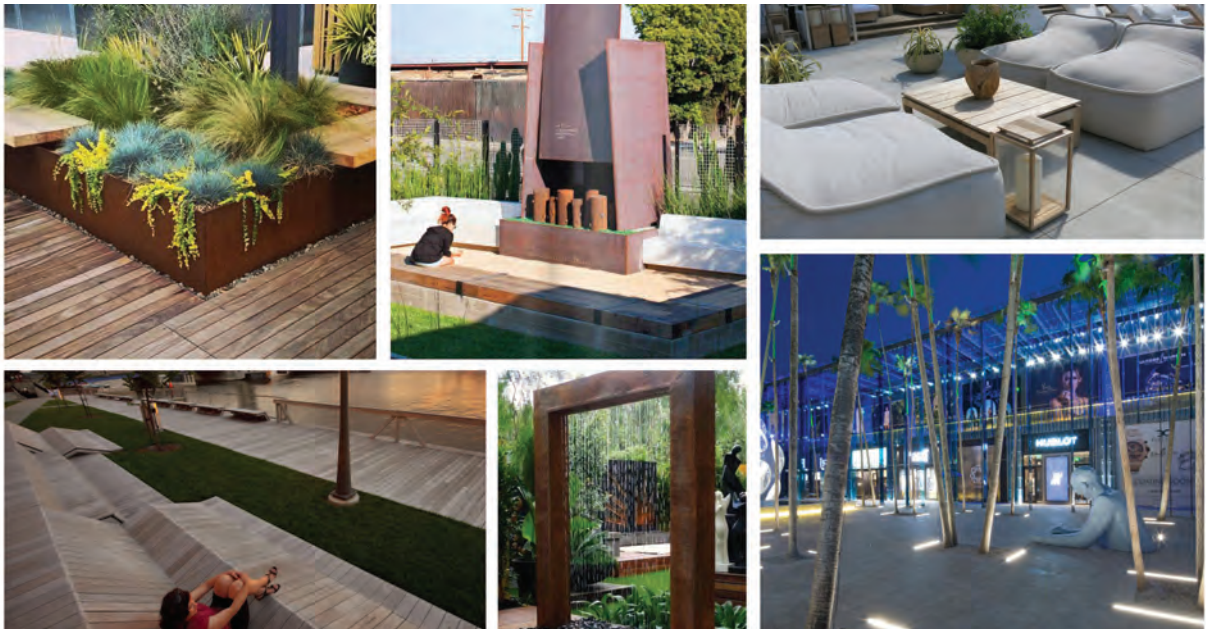
Hotel Component - Full Service Landscape Imagery:

For a full-size 11x17 version, please refer to supplemental page 110.



Hotel Component - Affordable Hotel Imagery:

For a full-size 11x17 version, please refer to supplemental page 111.



Hotel Component - Affordable Hotel Landscape Imagery:

For a full-size 11x17 version, please refer to supplemental page 112.

Dana Point Canoe Club





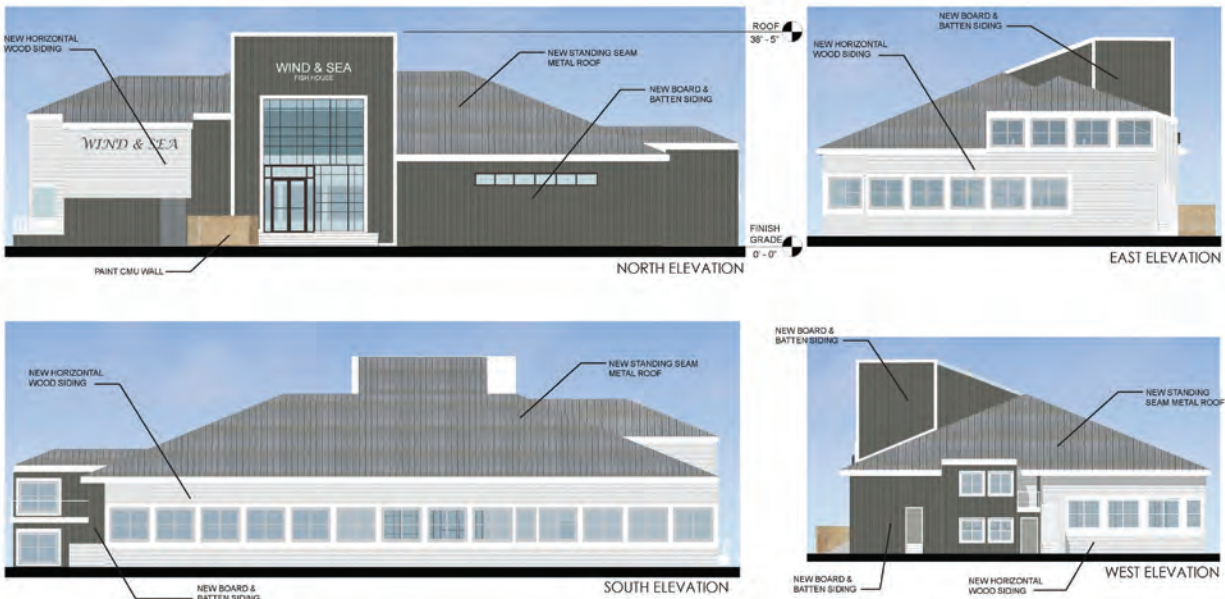
Retail/Commercial Core Elevation 1, Waterfront View:
 For a full-size 11x17 version, please refer to supplemental page 114.



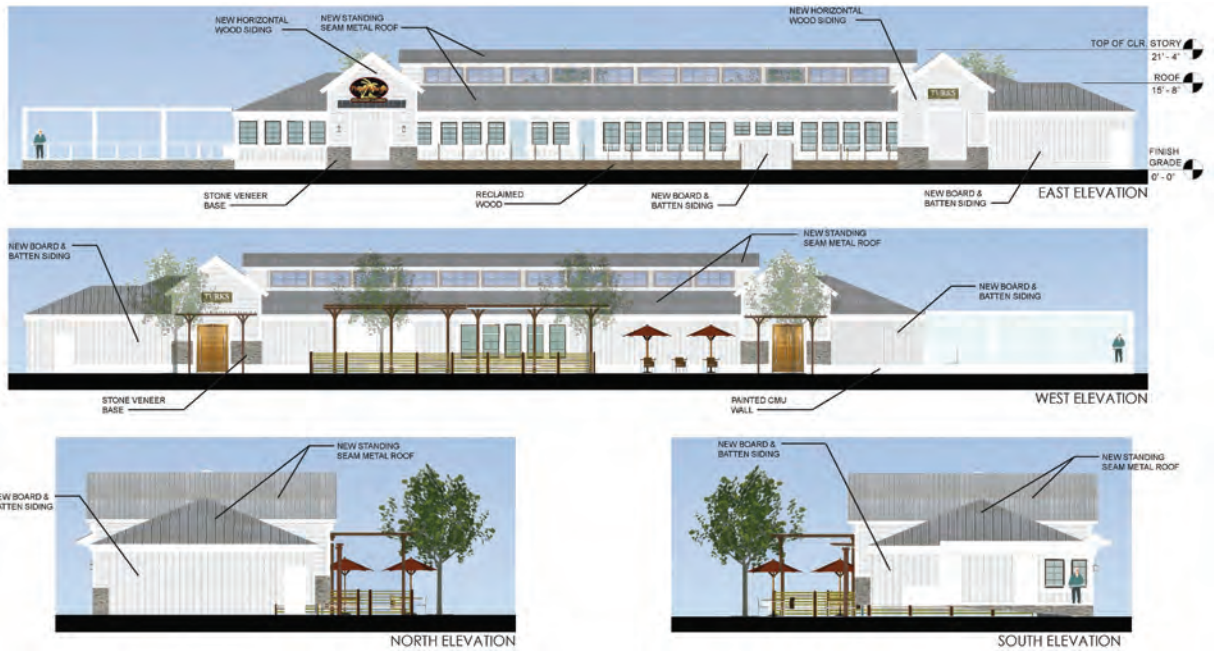
Retail/Commercial Core Elevation 1, Streetside View:
 For a full-size 11x17 version, please refer to supplemental page 115.



Retail/Commercial Core Elevation 1 Night:
 For a full-size 11x17 version, please refer to supplemental page 116.

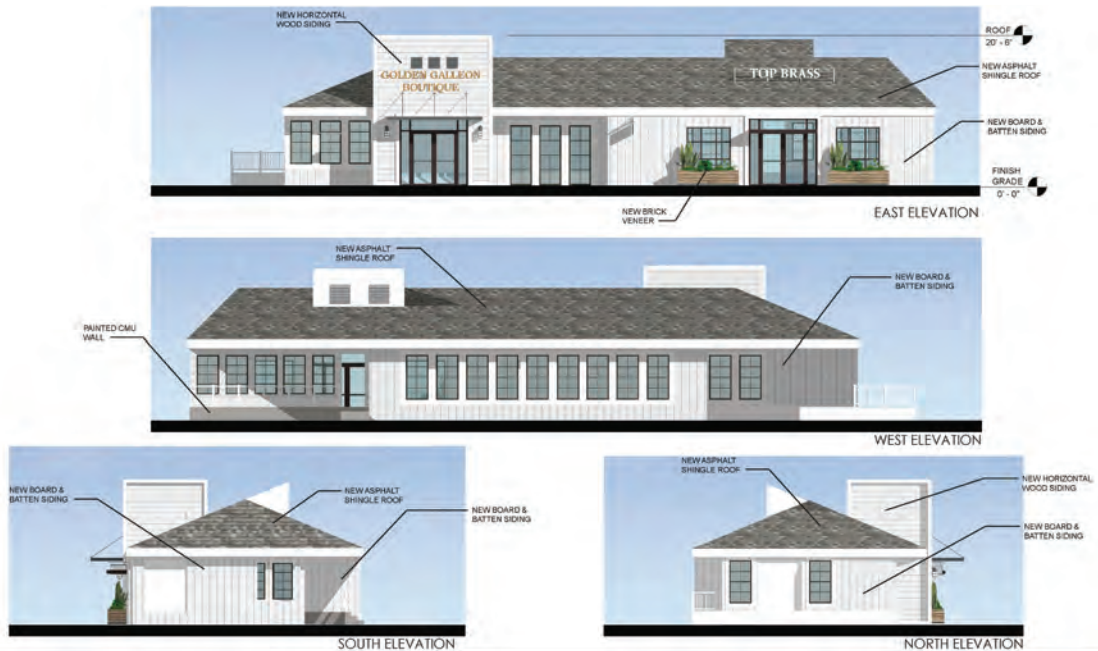


Retail/Commercial Core Elevation Wharf Building 1:
 For a full-size 11x17 version, please refer to supplemental page 117.



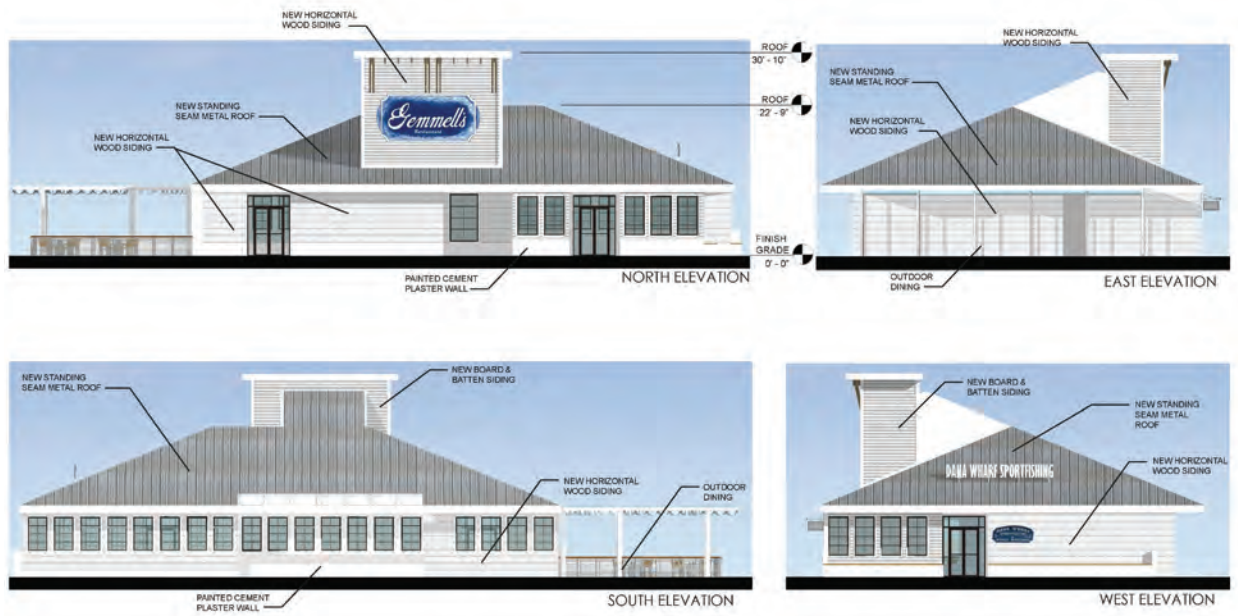
Retail/Commercial Core Elevation Wharf Building 2:

For a full-size 11x17 version, please refer to supplemental page 118.

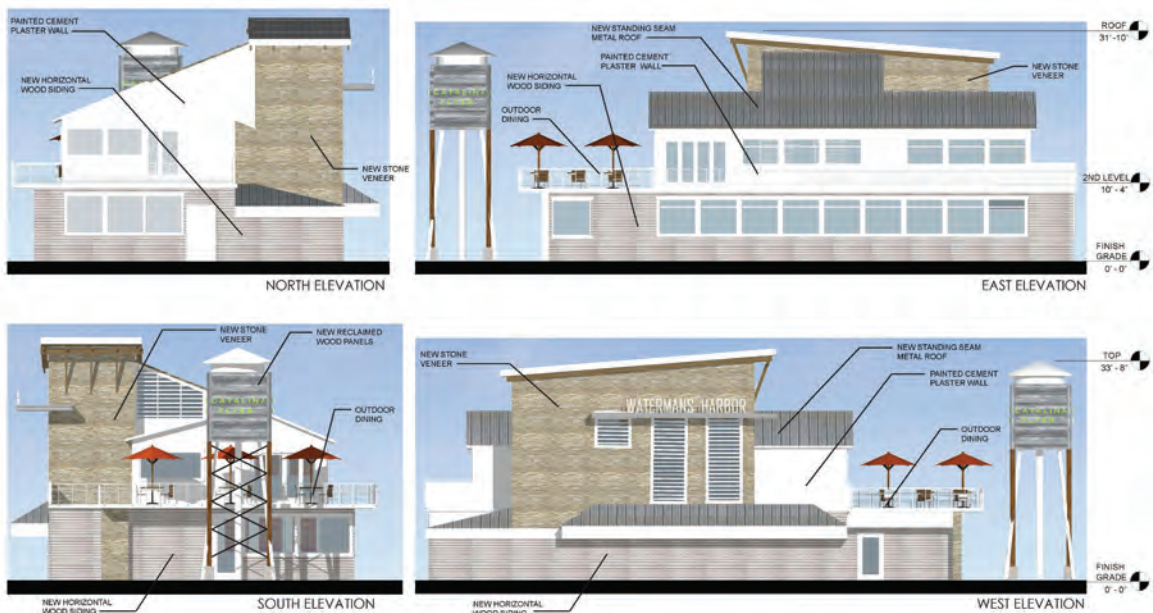


Retail/Commercial Core Elevation Wharf Building 3:

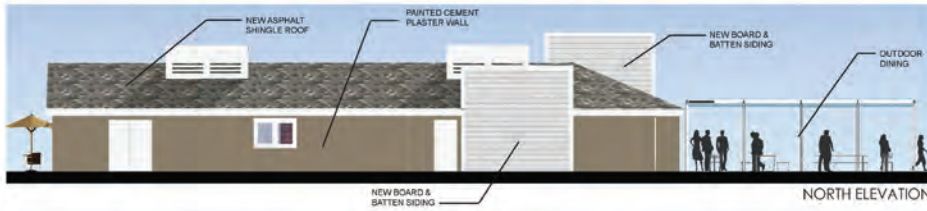
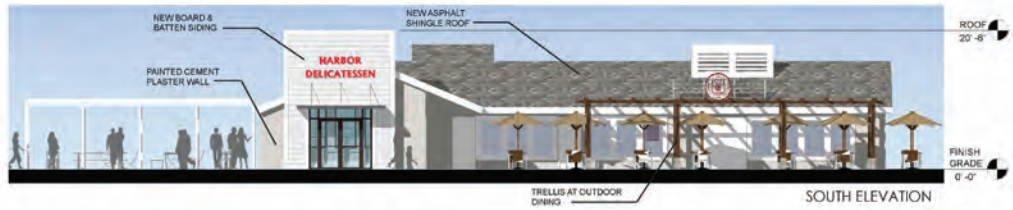
For a full-size 11x17 version, please refer to supplemental page 119.



Retail/Commercial Core Elevation Wharf Building 4:
 For a full-size 11x17 version, please refer to supplemental page 120.

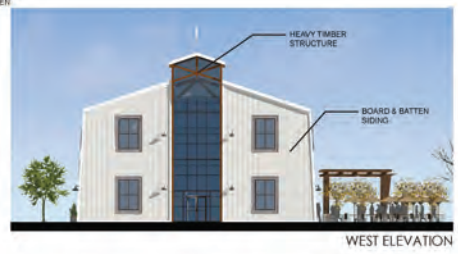
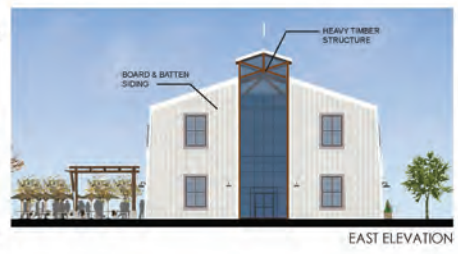


Retail/Commercial Core Elevation Wharf Building 5A:
 For a full-size 11x17 version, please refer to supplemental page 121.



Retail/Commercial Core Elevation Wharf Building 5B:

For a full-size 11x17 version, please refer to supplemental page 122.

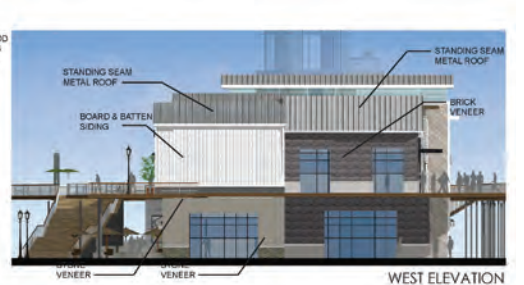


Retail/Commercial Core Elevation Building 6:

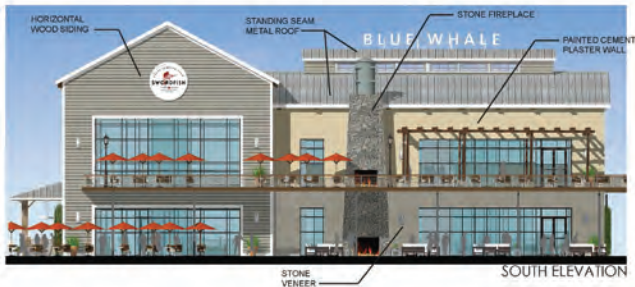
For a full-size 11x17 version, please refer to supplemental page 123.



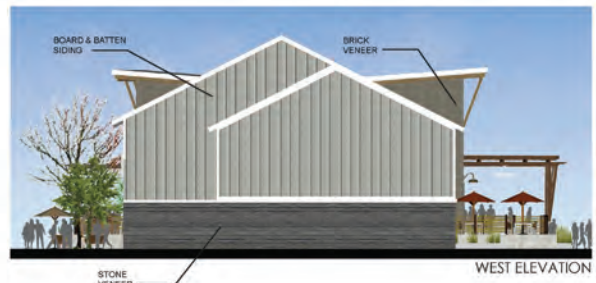
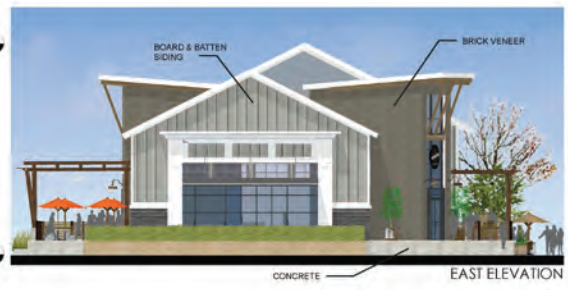
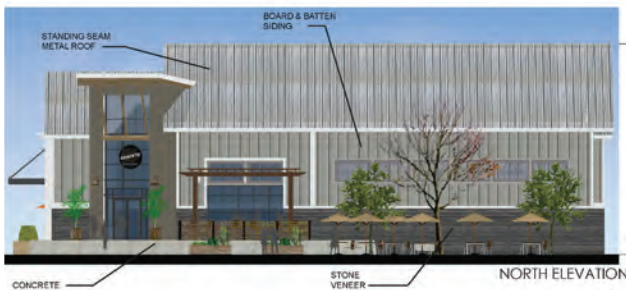
Retail/Commercial Core Elevation Building 7:
 For a full-size 11x17 version, please refer to supplemental page 124.



Retail/Commercial Core Elevation Building 8:
 For a full-size 11x17 version, please refer to supplemental page 125.



Retail/Commercial Core Elevation Building 9:
 For a full-size 11x17 version, please refer to supplemental page 126.



Retail/Commercial Core Elevation Building 10:
 For a full-size 11x17 version, please refer to supplemental page 127.



Retail/Commercial Core Elevation Building 11:
 For a full-size 11x17 version, please refer to supplemental page 128.



Retail/Commercial Core Elevation Building 12:
 For a full-size 11x17 version, please refer to supplemental page 129.



SOUTH - MARINA SIDE



NORTH - STREET SIDE



WEST



EAST

0 8' 32' 100'

Hotel Component - Elevations 1: For a full-size 11x17 version, please refer to supplemental page 130.



EAST



NORTH

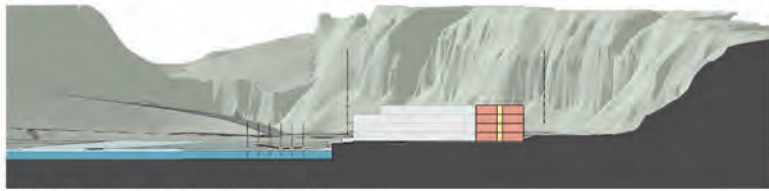


WEST



SOUTH - PROMENADE

Hotel Component - Elevations 2: For a full-size 11x17 version, please refer to supplemental page 131.

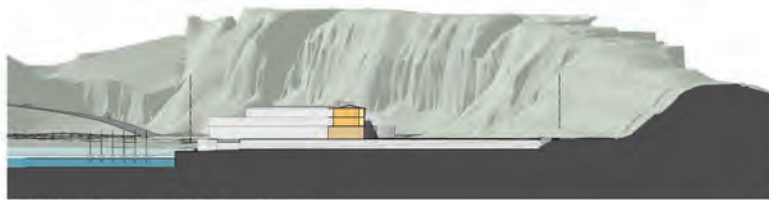


SITE SECTION THROUGH AFFORDABLE HOTEL



ENLARGED SECTION THROUGH AFFORDABLE HOTEL AT PROMENADE

0' 8' 32' 100'
1/16" = 1'



SITE SECTION THROUGH FULL SERVICE HOTEL



ENLARGED SECTION THROUGH FULL SERVICE HOTEL AT PROMENADE

0' 8' 32' 100'
1/16" = 1'

Hotel Component - Sections: For a full-size 11x17 version, please refer to supplemental page 132.

C. DEVELOPMENT PROGRAM AND DEVELOPMENT PLANS

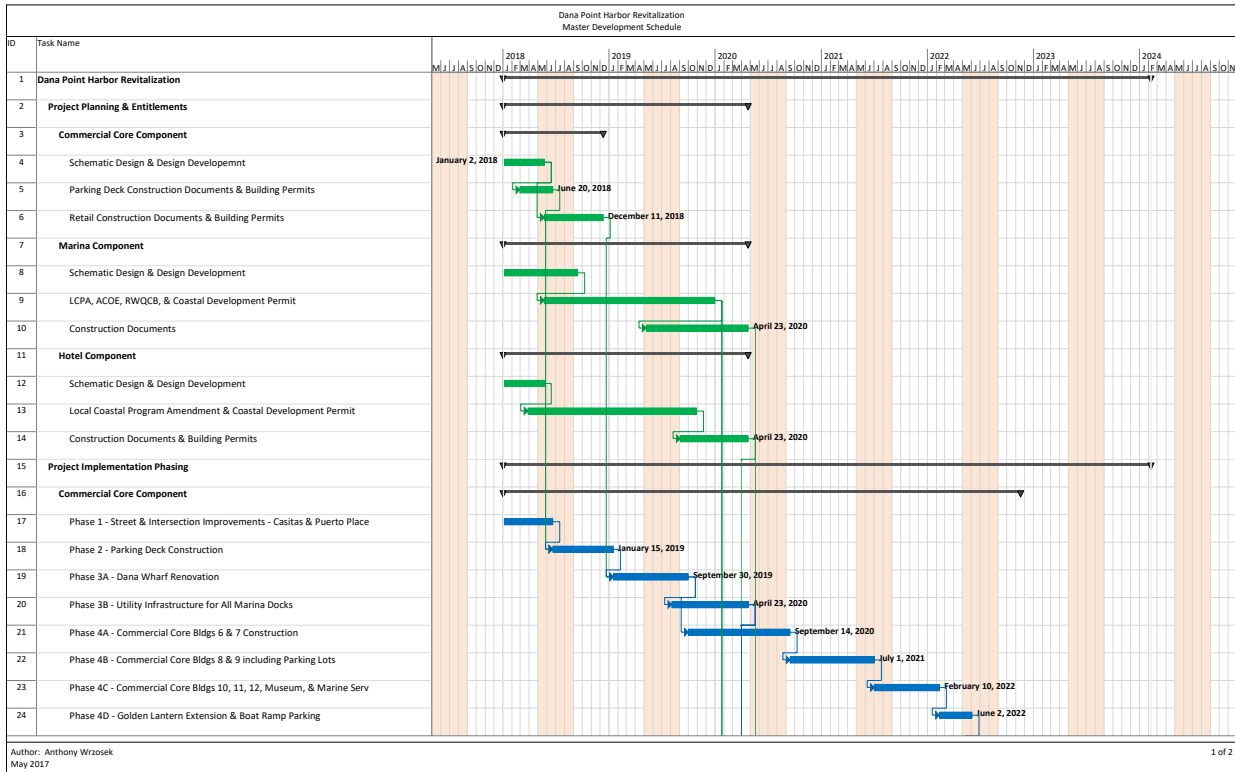
3. Budgets

- **Detailed description of Proposers Finance Plan**
Included under separate cover attached to this RFP
- **Pre-Development Sources and Uses Budget**
Included under separate cover attached to this RFP
- **Development Budget for Direct and Indirect Costs and financing expenses**
Included under separate cover attached to this RFP

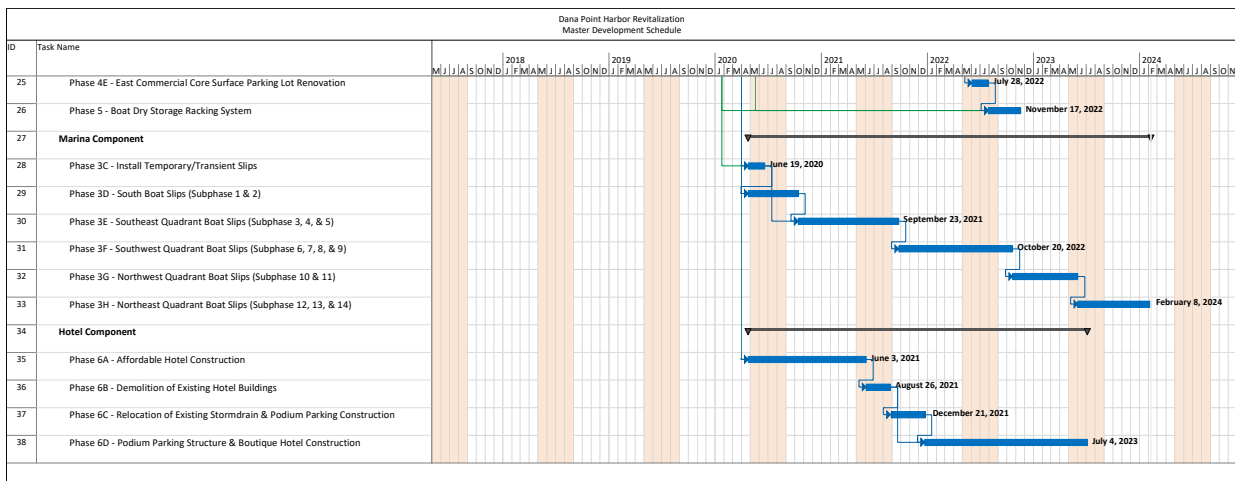
C. DEVELOPMENT PROGRAM AND DEVELOPMENT PLANS

4. Schedule

Master Development Schedule



Master Development Schedule 1: For a full-size 11x17 version, please refer to supplemental page 133.



Master Development Schedule 2: For a full-size 11x17 version, please refer to supplemental page 134.

Qualification, assumption, etc. to justify schedule

Bellwether will obtain and/or modify regulatory approvals from the U.S. Army Corps of Engineers, Regional Water Quality Control Board, and the California Coastal Commission, among others.

While there are several permits and approvals in place, accommodating project changes and updates will be key to facilitating a smooth transition from the design to construction phase.

In our experience, early and frequent coordination with the agencies is key to the success of waterfront development projects. Additionally, with our team's solid relationships and close coordination with the regulators, we have been successful in working "alongside regulators" to solve challenges during the permit process.

Obtaining regulatory approvals often takes a long time, and given the size of the project will likely take over a year to obtain or update all permits and approvals. If the California Environmental Quality Act (CEQA) lead agency determines that an addendum to the existing CEQA document is needed, then the overall permit and entitlement timeline will be even longer.

In addition to coordinating early and often – as described above – initiating the regulatory process based on a conceptual level design can save significant time rather than waiting until the design is more fully developed. Close coordination is key to ensuring that the more developed design is maintained within the permitted design, as feasible.

The regulatory permit process identifies Best Management Practices (BMPs) that either offset or minimize impacts resulting from construction and operation. Often the regulatory agencies – or project team – can present some BMPs that are beyond what's needed to mitigate any adverse impact, or that would be cost-prohibitive to implement. We would work closely with the design team and our biologists to review any BMPs to ensure adequacy and legitimacy to incorporate as part of the construction compliance monitoring.

In our experience, the agencies have allowed construction to be conducted year round in Dana Point Harbor without any closures or windows as it pertains to pile-driving. In some harbors, there are closures due to the breeding season of the California Least Tern. The US Fish and Wildlife resources do not show any nesting sites near Dana Point, so we feel this assumption is reasonable. This is a key factor in developing a schedule for the redevelopment of the marina.

Critical path items

In redeveloping the marina portion of the project, the critical path items are as follows:

- Phases: If the marina could be rebuilt in a single phase, the schedule would be much faster. Obviously, that is not desirable or feasible, but it is important to note that the more work that can be accomplished in a single phase will accelerate the schedule. A carefully reviewed phasing plan is a critical path item that will need to balance the construction progress with the needs of the boaters and operator.
- Manufacturing of the Floating Docks: The time required for the proper, quality, manufacturing of the floating dock system is a critical path item. The capacity for a manufacturing firm necessary for a job of this size is an important factor. BMI has sufficient capacity to remove the manufacturing components from the critical path of the project.
- Regulatory Permitting and Local Permitting: The time to advance the project through the regulatory process and local building department is a variable that is unknown, and based on historical information and experience.

C. DEVELOPMENT PROGRAM AND DEVELOPMENT PLANS

5. Entitlements and Permitting

Dana Point Harbor: Entitlement Summary

DPHP's proposed revitalization of the Dana Point Harbor includes three key components: (1) the development of the Commercial Core, (2) the demolition of the existing Marina Inn and the development of that site with two hotels, and (3) the construction of dry-stack boat storage within the Commercial Core. The entitlements necessary for each of those three components are outlined below, along with the anticipated California Environmental Quality Act ("CEQA") review process for each.

1. Commercial Core

DPHP proposes to develop and revitalize the Commercial Core consistent with the floor area, height, and use standards of the Dana Point Harbor Revitalization Plan & District Regulations ("LCP"). Minor revisions to the CDP 13-0018 development plan are proposed for the initial phase of the Commercial Core improvements in order to modify the approved building footprints and elevations.

Construction of the initial phase of DPHP's Commercial Core project would require approval of an amendment to CDP 13-0018 by the City's Director of Community Planning, consistent with LCP Policy 16.9 and CDP 13-0018 Condition No. 4. Subsequent Commercial Core improvements would proceed following certification of the LCP amendment required by the hotel, and discussed below. An addendum to FEIR 591 should be appropriate for the CDP and LCP amendments under CEQA.

2. Hotel

DPHP proposes to demolish the existing Marina Inn, and redevelop that property with a 136-room affordable hotel and a 130-room market-rate hotel. The 136-room affordable hotel would replace the Marina Inn and include a larger percentage of guest rooms with ocean views. The 130-room market-rate hotel will be a uniquely-branded independent boutique hotel that would feature an inspired design that reflects the history and culture of the California Coast.

This aspect of DPHP's project would require an amendment to the LCP (LCP Policy 5.2.1-2), which amendment would require approval by the City of Dana Point and certification by the California Coastal Commission. Following certification of the LCP amendment, a CDP would be required from the City of Dana Point to permit the actual development of the proposed hotel. Because the expansion of the existing Marina Inn was evaluated at a programmatic level in FEIR 591, an addendum to that FEIR should be appropriate for this LCP amendment under CEQA.

3. Boat Storage

DPHP would construct the 388-space Drystack boat storage within the Commercial Core in a form that is substantially consistent with the design that was previously approved-in-concept by the City of Dana Point. Modifications have been made in order to reduce environmental impacts by, for example, reducing view obstructions and overwater shading. DPHP would also undertake the phased reconstruction of 2,296 wet slips in the marina.

The Coastal Commission is required to approve CDPs for both the dry-stack boat storage and marina renovations. The proposed dry-stack boat storage was analyzed at a project-level in Final EIR 591 and the Addendum to Final EIR 591, therefore no additional environmental review should be necessary. An addendum should be appropriate for the proposed marina reconfiguration, which was evaluated at a programmatic level in the Final Subsequent EIR for the Dana Point Harbor Marina Improvement Project, which was certified by the County in 2012.

Entitlement Processing

DPHP believes that it would take approximately 18 months to obtain all of the approvals identified above, with the first phase of the Commercial Core (3 to 6 months) and boat storage (8 to 12 months) preceding the hotel redevelopment. DPHP is aware that the public review process has inherent risks. As a team of seasoned developers, DPHP has learned how to successfully navigate those risks. DPHP understands the importance of public outreach, working with stakeholders, and addressing citizen concerns, and the valuable impact that such activities can have on the approval process. The recent approval of the Lido House hotel by DPHP team member R.D. Olson, and the approval of a subsequent LCP amendment in connection with that project, illustrates the level of sophistication and professionalism that DPHP will bring to the redevelopment of the Dana Point Harbor.

C. DEVELOPMENT PROGRAM AND DEVELOPMENT PLANS

6. Marketing and Leasing

Letters of Interest



Boardriders, Inc.
5600 Argosy Circle, Bldg. 100
Huntington Beach, CA 92649

April 24, 2017

Bryon C. Ward
President
Burnham-Ward Properties
1100 Newport Center Drive, Suite 200
Newport Beach, CA 92660

Re.: Dana Point Harbor project

Dear Bryon:

We have reviewed your proposed rendering ideas to have Boardriders establish a location in your Dana Point Harbor project adjacent to the Surf Museum and Cultural Center.

We are very excited about your vision for this project and the emphasis and creative ideas to bringing education and awareness to the city's historical surf past. We would welcome the opportunity to take the next steps to study the plans and concepts and the chance to be involved with the project.

Please feel free to contact me at 714.889.2208 or greg.healy@quiksilver.com.

Best regards,

A handwritten signature in black ink, appearing to read "Greg Healy", written over a light blue circular stamp.

Greg Healy
Global President
Boardriders, Inc.

www.quiksilver.com
www.roxy.com
www.dcshoes.com

Letters of Interest



April 26, 2017

Mr. Bryon Ward
Dana Point Harbor Partners

Dear Bryon,

On behalf of the Dana Point Merchant's Association I would like to thank you as well as Scott Burnham, Joe Ueberroth and Robert Olson for reaching out to members of our organization to introduce your development team. Your team's record of retail property, marina and hotel management has been impressive and innovative, creating exciting opportunities for retail, hotel and food service operators.

As you know, the Dana Point Harbor Revitalization project has been in the planning stages for nearly 20 years and is clearly a complex redevelopment project. In 1998 the Board of Supervisors unanimously approved the 12 Guiding Principles to guide the revitalization project. We were pleased to hear of your commitment to embrace these Principles in your development plans. Throughout our meetings we were most impressed with your team's willingness to listen to our member's concerns, provide feedback to our ideas and understand our sense of urgency to complete the project in a most timely manor.

Thank you, again, Bryon and your team for taking the time to seek out our member's thoughts on the redevelopment process. It is clear we have a shared interest in seeing the Harbor revitalization project succeed. Should our association members have the opportunity to work together with your development team, we are sure an exciting successful project is certain. We wish you good fortune in the County's selection process.

Sincerely,

Jim Miller
President
Dana Point Harbor Association

DPH Association
P.O. Box 701
Dana Point, CA 92629
Rec. info 949-923-2255
Direct 949-488-3008
DanaPointHarbor.com
info@danapointharbor.com

Letters of Interest



Post Office Box 461, Dana Point, California 92629 ~ (949) 485-5656

April 28, 2017

Dana Point Harbor Partners
c/o Burnham Ward Properties
1100 Newport Center Drive, Suite 200
Newport Beach, CA 92660

The Dana Point Boaters Association would like to offer our gratitude to your team for your outreach to us – and by extension the Dana Point boating community – in your due diligence and preparation for your proposal to the County of Orange to be the developer and operator of Dana Point Harbor in response to their request for proposals for the Harbor Revitalization Plan.

During our time together, you demonstrated clearly your group’s credibility and capability to undertake this complex and sensitive project. You have assembled an impressive team, with the appropriate niche skills to develop and operate the disparate and sometimes competing corners of our harbor. There is no doubt you have a capable and committed team.

We have been especially pleased by how your team has sought input from so many of our harbor stakeholders, including boaters, as you prepare your plans. You displayed genuine interest in gathering information from those who know this harbor best, and incorporating our ideas into your plans for renovation and operations. In your short time as a team, you have earned a solid reputation in the harbor community for striving to do right by us. Thank you.

Equally important, we were pleased by your faith to the 12 Guiding Principles, the foundation for all we’ve worked towards these past 20 years. We were also relieved to hear that you don’t intend to seek amendments to the Local Coastal Plan, or stray far from the Coastal Development Permits already issued by the City of Dana Point. As you know, enormous work and countless hours went into achieving what we have so far. And it seems you have ideas to build and improve upon the work already accomplished by this dedicated community. We applaud and embrace this. We are excited by your vision to retain the character and charm of Dana Point Harbor, yet revitalize this aging treasure with fresh and innovative ideas.

The County of Orange would do well by choosing your group to guide our Dana Point Harbor into the near and distant future. You have our support. Please continue to rely on us for local knowledge and guidance.

Sincerely,

Board of Directors
Dana Point Boaters Association

Letters of Interest



Surfing Heritage and Culture Center

110 Calle Iglesia
San Clemente, Ca 92672
(949) 388-0313
www.surfingheritage.org

April 25, 2017

Bryon C. Ward
President
Burnham-Ward Properties
1100 Newport Center Drive, Suite 200
Newport Beach, CA 92660

Dear Bryon,

This letter is to express our formal interest in exclusively partnering with Burnham-Ward Properties and your Dana Point Harbor Partners team to relocate our Surfing Heritage Museum and Cultural Center to your proposed project should you be selected by the County of Orange to redevelop the Harbor. We have shared a long-term relationship with your firm and we are appreciative of the support you have shown SHACC in the past. We are also excited about your plans for the Harbor and especially your vision to celebrate Orange County's rich surfing history. As you know, I am especially excited to see this project become a reality given my personal relationship and history in the city of Dana Point. I am also impressed with the other surfing personalities and entities you have solicited for this project. I have no doubt that with your creative vision, commitment and the stature of your team, this will become a world-class destination and vital educational, cultural, and public benefit attraction not only for the County of Orange, but for the entire Country. I am excited to be a part of your team. Please let me know what else I can do to assist in your efforts in order to take the next steps.

In the Spirit of Aloha,

Dick Metz
Founder
Surfing Heritage and Culture Center
110 Calle Iglesia, San Clemente, CA 92672
dickmetz@surfingheritage.org
949-388-0313



Surfing Heritage & Culture Center
110 Calle Iglesia, San Clemente, California 92672
Ph. 949.388.0313

Letters of Interest

Los Angeles



147 Bay Street
Santa Monica
CA 90405

Terrance Hardy
Owner
World Surf League
147 Bay Street
Santa Monica, CA 90405

April 21st, 2017

Bryon C. Ward
President
Burnham-Ward Properties
1100 Newport Center Drive, Suite 200
Newport Beach, CA 92660

Dear Bryon,

This letter is to express our formal interest in partnering with Burnham-Ward Properties to establish a World Surf League (WSL) footprint in your plans for the Dana Point Harbor revitalization. As you know, we hold one of our most significant world championship competitions in nearby Trestles at San Onofre State Beach and we also are a co-producer of the annual Ohana music festival at Dana Point Harbor.

We appreciate you sharing your plans with us for establishing a surf museum and cultural center and specially for celebrating Orange County's vital role as an influencer and world leader in the surf industry and surf culture in general. We welcome the opportunity to also involve some of our strategic industry partners and resources to help make this a reality. As discussed, we could collaborate with you on things like establishing interactive and educational WSL branded exhibits within the museum and cultural center including a possible exhibit featuring one of our owners and world renowned surfer, Kelly Slater.

We have no doubt that with your creative vision, this very important public benefit for the County of Orange would become a reality and a significant attraction for not only Orange County but for California and the entire Country. Please let us know what the next steps may be. We are also available to speak to the County Board of Supervisors regarding our endorsement and support of the Burnham-Ward Properties team in this very important effort.

Thank you again for including us.

Best Regards,

A handwritten signature in blue ink, appearing to read "Terry", is positioned above the typed name.

Terrance Hardy
(310) 450-0060
Terry@SunkaEnt.com

Project Marketing and Leasing Plan

The Commercial Core of Dana Point Harbor will comprise of a healthy mix of new and existing retail, dining and experiential shopping tenants ranging from 600 to 9,000 square feet. Our vision is to carefully select a new dynamic mix of contemporary and vibrant retail and food concepts, and relocate existing tenants as appropriate to accommodate the public demand for entertainment, and indoor and outdoor dining experiences. Prior to conceiving a projects design and tenant make-up we conduct extensive research and develop an understanding of the communities needs and work to tailor a program that exceeds the expectations of the community stakeholders. We are accustomed to conducting significant public outreach and engage strategic partnerships with local planning agencies and city government. Through proper education and open dialogue, we ensure community and city buy-in to ensure a successful outcome. We also seek to energize our projects with innovative and authentic tenant concepts that are unique to the community's needs. At BWP, we take special care to "curate" our projects, not "lease" them. We carefully select and sometimes recruit the newest and innovative concepts into our projects. Doing so enhances the customer experience and ensures the projects long-term social, political, and economic viability and sustainability.

When we approach a new project, we imagine leaving something better than the way we found it. We engage local residents, business, government and others to find out what they care about. We develop an understanding of what exists elsewhere and what could be. We consider aesthetics, function, positive synergies and thoughtfully designed projects that exceed expectations and are innovative, aesthetic, vibrant and extraordinary. At BWP, we consider our tenants our partners. We collaborate with them at the early stages of their design build-out.

We work closely with them and their architects and designers to ensure their concepts will meet the local community's tastes and expectations and also suggest sustainable building practices whenever possible. We assist in financing and offer flexible terms to aid in the process when it's appropriate to do so. We invest ourselves in their success, recognizing that their viability and sustainability is critical to the project's sustainability. Our deep tenant relationships and active involvement in their businesses sets us apart from most other landlords.



Retail Tenant Merchandising Plan:

For a full-size 11x17 version, please refer to supplemental page 25.

Marina market overview. Identify competing marinas and drystack demand.

Primary competing harbors are Newport Beach and Huntington Beach. A market rate study revealed most marinas in the area are near or at capacity. The average slip rates in these competing harbors are well above current rates at Dana Point Harbor.

There is one drystack in the region, which is operated by BellPort under the Bellwether umbrella. It has over 200 racks and is at 100% occupancy with a waiting list.

The planned Dana Point Harbor drystack will have a significant number of racks above 30', which we believe will accommodate a portion of the boats currently on the waiting list at Dana Point Harbor.

Marketing Plan for marina component.

Strategic marketing plan for marina district:

- Accommodate existing boating base.
- Accommodate boaters on waiting list.
- Continue to promote Dana Point Harbor in local and regional publications
- Increase day boat traffic as well as transient visitors
- Partner with marinas, publications and yacht clubs up and down California's coast to increase visiting boaters
- Attract new boaters looking for full-service, out-of-water storage for their boats
- Provide out-of-water storage for boats up to 40'.

D. CAPITAL STRUCTURE, FINANCIAL CAPABILITY AND FEASIBILITY

1. Capital Structure and Financial Capability

To be submitted under separate cover attached to this RFP.

Letter from Bank of the Pacific



March 30, 2017

RE: Reference to Bellingham Marine Industries / Bellwether Marine Acquisition / Joe Ueberroth

To whom it may concern:

Bellwether Marine Acquisition, Bellingham Marine Industries and Joe Ueberroth have a long standing and highly valued relationship with Bank of the Pacific. I've had the pleasure of working with Joe Ueberroth during his acquisition of Bellingham Marine through today. Joe is well versed in this industry and the company has flourished under his leadership.

We have high regard for the management of Bellingham Marine. Bellingham Marine has demonstrated superior performance in its industry and is among the strongest clients in our portfolio. They have always managed every aspect of their banking relationship with a high degree of competency. All accounts have been handled as agreed and management is careful to keep us aware of performance and developments as they unfold.

We very much value our relationship with Bellingham Marine and Joe Ueberroth. If I can provide additional information, please feel free to call me at 360-756-9172 or email to gmarsh@bankofthepacific.com.

Sincerely,

Glen Marsh
Senior Vice President
Commercial Banking Manager

Bellingham Regional Office

100 Grand Avenue | P.O. Box 1038 | Bellingham, WA 98227
Tel: 360.734.0544 or 888.855.8267 | Fax: 360.734.9794 | BankofthePacific.com

Letter from Farmers and Merchants Bank



March 29, 2017

RE: Reference for Bellwether Financial Group/Bellingham Marine

To whom it may concern:

Bellwether Financial Group & Bellingham Marine are not only customers of Farmers and Merchants but companies I'm personally familiar with. Bellingham Marine under the guidance of Joe Ueberroth is a top rated customer of Farmers & Merchants Bank. Further, I can speak to the commitment the company has to building quality harbors all over the world and including my home town of Long Beach, California where they have replaced significant amount of docks and the quality of their product is "first class"! At the Long Beach Yacht Club where I'm an honorary member, the membership is very pleased with the new product. At Farmers & Merchants Bank, we look forward to continuing to do business with Joe Ueberroth and his companies.

If you should wish to speak to me personally, I would welcome your call to my direct line at 562-499-4824 or email to henry.walker@fmb.com

Sincerely,

A handwritten signature in blue ink that reads 'W. Henry Walker'.

W. Henry Walker
President
Farmers & Merchants Bank of Long Beach

cc: Joe Ueberroth

302 Pine Avenue
Long Beach, California 90802
Tel: (562) 437-0011
Fax: (562) 590-6306

Letter from PNC Real Estate



REAL ESTATE BANKING

April 5, 2017

Mr. Blake Evans
Vice President of Finance
RD Olson Development
520 Newport Center Drive, Suite 600
Newport Beach, CA 92660

RE: PNC Bank Reference Letter for RD Olson Development

To Whom It May Concern,

RD Olson Development ("RDOD") has been a valued client of PNC Bank since 2004. Over the 13 year relationship, PNC has extended credit to RD Olson Development and its affiliates in the aggregate of approximately \$225 million. Credit facilities include CMBS financing, multiple project construction financings, and term financing for total loan terms of up to 10 years.

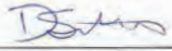
PNC Capital Markets has partnered with RDOD in arranging syndicated construction facilities with PNC and other lenders. PNC Capital Markets has also worked with RDOD in establishing interest rate protection products and services. PNC Treasury Management currently manages a portion of RDOD's banking account relationship.

Please note that this information is given in strict confidence and for reference only as an accommodation, without any responsibility, liability or guaranty on PNC's behalf. PNC understands and agrees, however, that the Company may provide a copy of this letter for information only to potential counterparties of the Company at the request of such counterparties and only on a confidential basis. No person or entity may obtain any rights under or rely or claim reliance on, this letter against PNC.

In all capacities over the duration of the relationship, RDOD has performed as agreed and is a valued client of PNC. We continue to enjoy our existing relationship with RDOD and expect to evaluate additional opportunities to work together in the future. Please feel free to reach out to me with any questions at 949-200-4614.

Sincerely,

PNC Bank, National Association

By: 

Name: Damon Smith

Title: Vice President, PNC Real Estate Banking

Letter from Grandpoint Bank

Grandpoint.

BANK of TUCSON REGENTS BANK THE BILTMORE BANK
DIVISIONS OF GRANDPOINT BANK

2600 Michelson Drive
Suite 1450
Irvine, CA 92612
t. 949-483 8388
f. 949 777-0125
www.grandpointbank.com

March 31, 2017

RE: Robert Olson / RD Olson Development / R.D. Olson Construction

To Whom It May Concern:

I have had the pleasure of working with Robert Olson and members of his staff at both RD Olson Development and R.D. Olson Construction, Inc. since 2013 when Grandpoint provided construction and permanent loan financing for their Residence Inn by Marriott, Pasadena Old Town project. Bob and his team demonstrated their talent and professionalism throughout the development process as challenges with unforeseen conditions and permitting delays could have negatively impacted the overall project. Instead they methodically worked through each issue with skill, creativity and attention to detail, and ultimately developed once of the most successful projects this bank has financed.

We continue to be involved with them on additional projects, having recently closed a construction and permanent loan for another Residence Inn by Marriott project they are building in Northern California.

I highly recommend Robert Olson as a bank customer in general and specifically as a very competent and knowledgeable developer.

Sincerely,



Karen McGuire
Executive Vice President

D. CAPITAL STRUCTURE, FINANCIAL CAPABILITY AND FEASIBILITY

2. Financial Feasibility

Included under separate cover attached to this RFP

D. CAPITAL STRUCTURE, FINANCIAL CAPABILITY AND FEASIBILITY

3. References

Burnham-Ward Properties

Name: Robert Garcia
Title: Mayor, Council Member
Company: City of Long Beach
Phone: (619) 238-2827
Email: emayor@longbeach.gov

Name: Kevin Jennings
Title: Senior Vice President – Marriott Manager
Company: Bank of America, Commercial RE Banking
Phone: (949) 749-7139
Email: kevin.Jennings@baml.com

Name: Dean Parsons
Title: Senior Vice President
Company: Bank of America, Commercial RE Banking
Phone: (949) 794-7133
Email: dean.parsons@baml.com

Name: Kim Thompson
Company: Rutan & Tucker
611 Anton, Suite 1400
Costa Mesa, CA 92626
Phone: (714) 641-5100
Email: kthompson@rutan.com

Name: Joel Mayer
Title: Managing Director, Retail
Company: Rockwood Capital
Phone: (310) 228-6258
Email: jmayer@rockwoodcap.com

Name: Kimberly Brandt
Title: Director Community Development
Company: City of Newport Beach
Phone: (949) 644-3228
Email: kbrandt@newportbeachca.gov

Name: Katrina Foley
Title: Mayor, Council Member
Company: City of Costa Mesa
Phone: (714) 754-5285
Email: katrina.foley@costamesaca.gov

Name: Jim Righeimer
Title: Council Member
Company: City of Costa Mesa
Phone: (949) 274-9909
Email: jim.righeimer@costamesaca.gov

Name: Stacy Mungo
Title: Council Member
Company: City of Long Beach
Phone: (562) 570-5555
Email: district5@longbeach.gov

Name: Amy Bodek
Title: Director, Development Services
Company: City of Long Beach
Phone: (562) 570-6428
Email: amy.bodek@longbeach.gov

Bellwether Financial Group

Name: Henry Walker
Title: President
Company: Farmers & Merchants Bank
Phone: (562) 437-0011
Email: henry.walker@fmb.com

Name: Glenn Marsh
Title: Senior Vice President
Company: Bank of the Pacific
Phone: (360) 756-9172
Email: gmarsh@bankofthepacific.com

Name: John L. Curci
Title: Principal
Company: Lido Peninsula Company
Phone: (949) 673-1060
Email: johnl@curcicompanies.com

Name: Ralph Grippo
Title: President – Resort Properties
Company: The Irvine Company
Phone: (949) 720-2974
Email: rgrippo@irvinecompany.com

Name: Todd Pickup
Title: CEO
Company: International Bay Clubs
Phone: (949) 7250-1020
Email: todd@plusfourmgmt.com

R.D. Olson Development

Name: Mr. Eric Jacobs
Title: Chief Development Officer, North America
Company: Marriott International, Inc.
10400 Fernwood Road, Dept. 51/514.01
Bethesda, MD 20817
Phone: (301) 380-3000
Email: eric.jacobs@marriott.com

Name: Mr. Doug Holte
Title: President, Office Properties
Company: Irvine Company
111 Innovation Drive
Irvine, CA 92617
Phone: (949) 720-2645
Email: dholte@irvinecompany.com

Name: Mr. Paul Hallin
Title: Executive Vice President
Company: Alexander & Baldwin Company
822 Bishop Street
Honolulu, HI 96813
Phone: (808) 525-8461
Email: phallin@abprop.com

Name: Mr. Stephen Choi
Title: Mayor of Irvine
Company: City of Irvine
One Civic Center Plaza, PO Box 19575
Irvine, CA 92623-9575
Phone: (949) 724-6233
Email: schoi@cityofirvine.org

Name: Mrs. Kim Brandt
Title: Community Development Director
Company: City of Newport Beach
100 Civic Center Drive
Newport Beach, CA 92660
Phone: (949) 644-3226
Email: kbrandt@newportbeachca.gov

Name: Damon Smith
Title: Vice President
Company: PNC Bank NA
620 Newport Center Dr., 11th Floor
Newport Beach, CA 92660
Phone: (949) 200-4614
Email: damon.smith@pnc.com

E. FINANCIAL OFFER

Included under separate cover attached to this RFP

F. MANAGEMENT AND OPERATIONS

1. Methodology for Operation of Premises

Safety and Security Plan - A comprehensive security plan would be put in place prior to the opening of the project. The plan would include the following:

- A contract with a reputable security patrol company will be in place. Security will include a guard on premises at all times during normal business hours and security patrol throughout the evenings. We currently have strong relationships with several regional security companies that service Orange County.
- All businesses would be provided with procedures of how to handle any security issues which would include phone numbers for the local police in addition to the contracted security company.

A comprehensive safety plan will be put in place prior to the opening of the project. The plan would include:

- Posting of signage throughout the Project showing emergency exit routes.
- The project will be equipped with the most up to date fire life safety systems. All renovated buildings will have fire sprinklers and fire monitoring in place. All fire life safety systems shall be maintained through quarterly inspections of the system and annual fire sprinkler inspections.
- Providing all businesses with an emergency preparedness booklet which would include procedures for various emergency situations (i.e. fire, earthquake, gas leak, electrical hazard, etc.). The booklet will include contacts and phone numbers for the following: Paramedic/Ambulance, Local Police, OC Sheriff Harbor Patrol, Utility companies, Health and Public Health Services (Local hospital, Poison Control Center), property management and others, as appropriate.

Parking Management Strategy - Various parking procedures will be put in place during the development process to ensure that the project operates smoothly from a parking standpoint. The programs procedures will include but not be limited to:

- The construction of a parking structure to increase the amount of parking for patrons. The parking structure would show how many stalls are currently available. This will limit patrons from entering and circling in the event that the structure is full and will assist to create a less stressful experience for the visitor.
- An employee parking program that would require employees to park in designated areas.
- All restaurants will be required to have valet services in place during peak hours. Certain areas of the parking lot will be blocked off for valet services only.
- Short term parking stalls will be established closest to the shop spaces to assist with pick up and drop off traffic.
- Prohibit overnight parking in all areas that service retail.
- Remain current with all ADA compliance through the parking stall and properly identifying all handicapped area.
- High intensity uses such as Catalina Express and Dana Wharf Fishing and Whale Watching customers will be required to park in designated areas and, if required, shall be shuttled to the point of embarkation.
- Boater drop off areas and valet parking will be provided to ensure optimal use of available spaces.
- Window stickers and designated employee parking areas shall be established.
- Parking management technology shall be instituted in parking structure to efficiently direct patrons to available spaces.

Dana Point Harbor Parking Demands

In the development of the project's Commercial Core uses, the affordable and full serve hotels and the boater marina facilities the project required that the entire harbor provide 4500 parking spaces for automobiles as well as satisfy the individual demands for commercial retail, restaurants, office space, hotels, boaters. The Boater parking demand was further broken down to marina boat slip parking (0.6 spaces per slip) dry storage auto parking (0.25 spaces per stored boat) and day-use Boating parking spaces based on a typical size of 10' by 40' for an automobile and trailer. Additional parking was also required for existing harbor related services and facilities that are to remain in operation.

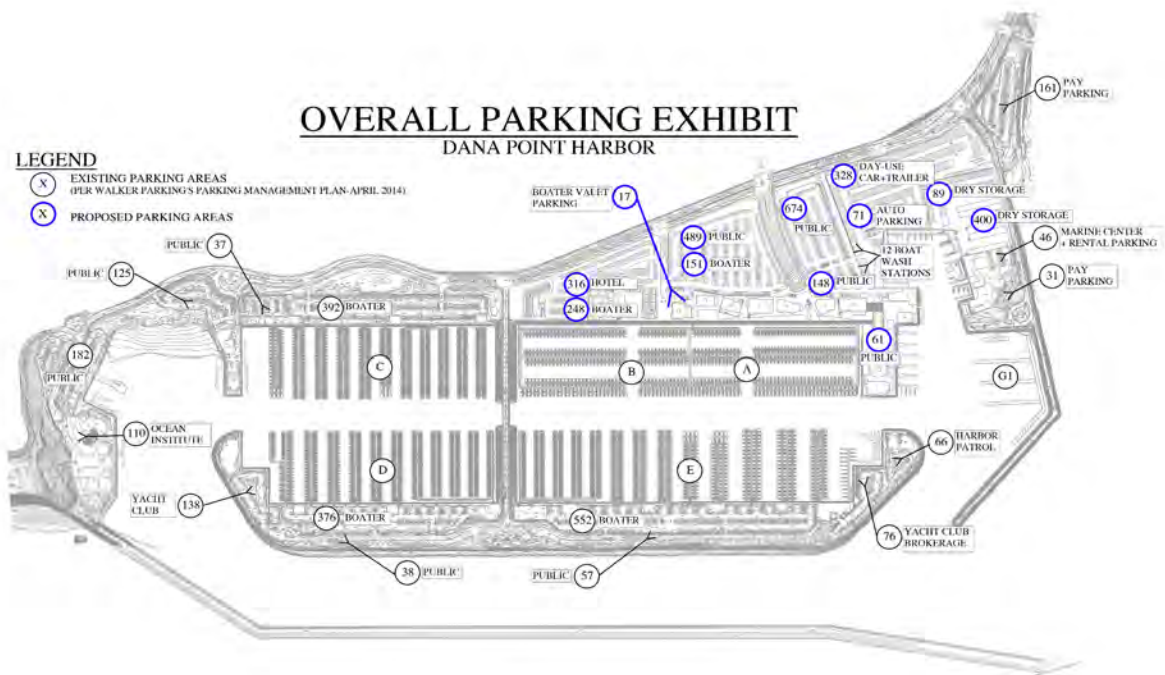
The County RFP requirements for Day-Use auto & trailer parking (334 spaces) and Dry-storage (493 boats) have not been fully satisfied due to site constraints for circulation. For Day-Use parking the Site Plan reflects 328 parking spaces ranging in size from 10' by 40' to 10' by 60' and provides 4 accessible parking stalls and adjacent accessible parking spaces and loading zones for additional boater vehicles (car or van). In addition, twelve 10' by 40' boat wash stations are provided adjacent to the boat launch ramps. During final design additional analysis will be undertaken to try to satisfy the RFP required 334 day-use parking spaces.

For Dry-storage the boat storage requirement of 493 is partially satisfied. Per the Site Plan the Drystack Storage will satisfy the County RFP requirement of 400 boat spaces. However, for Dry-storage surface parking of boats the Site Plan only provides 89 spaces in its proposed configuration to accommodate angle parking for larger boats/trailers (1' by 40' spaces). An additional four spaces could easily be accommodated if the angle parking is converted into perpendicular parking. The minimum surface dry storage space is 10' by 30'.

Automobile parking for Dry-storage is based on 0.25 spaces per stored boat. A total of 124 automobile parking spaces are required for 493 dry-storage boat spaces. Sixty-seven of these parking spaces are satisfied by parking provided adjacent to the Dry-storage area, with 2 of these spaces set aside for accessible parking with a van loading zone. The remaining 57 spaces will be provided in the proposed 2-level parking structure by establishing permit parking spaces within the parking structure.

For Marina slip boater automobile parking six automobile parking areas have been defined to accommodate the proposed 2298 boat slips to be constructed within the east and west marina basins. Based on providing 0.6 parking spaces per boat slip a total of 1380 parking spaces are required. The two boater designated existing parking lots on the harbor island will provide a minimum of 729 parking spaces to serve 1214 boat slips. The existing boater designated parking lot on the land side of the harbor west of the existing hotel will provide a minimum of 392 parking spaces for 565 boat slips. The remaining 519 boat slip adjacent to the Commercial Core and Hotel Area will be satisfied by three boater designated parking areas located within the Commercial core and Hotel complex as well as a 17-space boater valet parking located at the Marina Service building located between the commercial core and hotel complex. Boater automobile Valet Service will be available for all marina boaters.

Based on the Parking Summary Tables and Parking Exhibits, the automobile parking demand for the Commercial Core, Hotels and boater Marina Slips, day-use auto and trailer and dry storage auto parking have been satisfied. Based on the remaining existing uses and existing parking lots and the proposed uses the available parking will exceed the county RFP-required total parking by over 350 spaces.



Dana Point Harbor Parking Summary - Existing Parking Count

Uses	Existing Spaces
Boater Parking Quad C	392
Boater Parking Quad D	376
Boater Parking Quad E	552
Public Parking (Island Areas)	95
Harbor Patrol	66
Yacht Brokerage	76
Yacht Club	138
Ocean Institute	110
Public Parking (West Side Harbor)	334
Pay Parking	192
Marine Center + Rentals	46
Total Existing Parking	2377

Existing Space Count per Walker Parking's April 2014 Parking Management Plan

Proposed Parking Hotel and Commercial Core

USES	Required Parking Spaces	Available Parking Spaces
<u>Hotels</u>		
Affordable (136 keys)	136	136
Full Service (130 keys)	130	130
Meeting/Conference Room	50	50
<u>Commercial - Retail/Restaurant/Office</u>		
Retail	158	-
Restaurants	875	-
Office Space	23	-
Marine Related Retail	10	-
Surf Museum	18	-
<u>Permit Parking</u>		
Marina Quad A+B	312	416
Day-Use Car and Trailers	334	328
Catalina Flyer	100	100
Wharf Fishing Excursions	120	120
Dry Storage Auto Spaces	124	71
Dry Storage Auto in Parking Str.	0	53
<u>Public Parking</u>		
In Parking Structure	-	401
Surface Parking Lots (3)	-	698
<hr/>		
Totals for Commercial Core and Hotel Parking	2390	2503

Totals Harbor Parking Space Summary

Minimum Required Parking	4500 Spaces	
	# SPACES	# SPACES
Existing Harbor Parking To Remain	2377	2377
Required Commercial Core and Hotel Parking	2390	
Proposed Commercial Core and Hotel Parking		2503
<hr/>		
Total Harbor Required Parking (Existing + Proposed)	4767	
Total Harbor Available Parking (Existing and Proposed)		4880

Dana Point Harbor Marina Boater Parking Matrix

Marina	# SLIPS	Required Parking Spaces	Available Parking Spaces
Quad A (East Cove)	262	157	151
Quad B (East Cove)	257	155	248
Valet Parking (Commercial Core)	0	0	17
Total Quad A & B (East Cove)	519	312	416
Quad C (West Cove)	565	339	392
Quad D (West Island)	605	363	376
Quad E (East Island)	609	366	552
Marina Totals	2298	1380	1736
		Surplus Parking Spaces Available	356

Parking Analysis

The Project team Parking has developed a parking plan for the Proposed Dana Point Harbor Revitalization Project. This parking plan is consistent with the basic requirements set forth in the approved Dana Point Harbor Coastal Development Permit for the Project. The parking facilities included in the Project Parking Plan have been refined to reflect the parking needs of the proposed plan land uses.

The current development program for the proposed Dana Point Harbor Revitalization Project is summarized in Table X along with the required parking and parking provided in the Proposed Plan. The parking requirements and parking provisions for the Approved Coastal Development Permit are also provided for comparison purposes.

Parking Supply-Demand Analysis

This parking analysis for the Proposed Dana Point Harbor Revitalization Project involves determining the projected parking needs, based on the size and type of proposed development components and comparing this to the planned parking supply. For this project, there are two methods that can be used to estimate the proposed development's parking demands. These methods include:

- Application of Dana Point Harbor District Off-Street Parking Standards and Regulations (which typically treat each use in the commercial core as a "stand alone" use at maximum demand); and
- Application of shared parking usage patterns by time-of-day (which recognizes that the parking demand for each land use component varies by time of day, day of week, and/or month of year).

The shared parking methodology is certainly applicable to a development such as the Dana Point Harbor Revitalization Project, as the individual land uses (i.e., retail, restaurant, hotel, etc.) experience peak demands at different times of the day and weekday versus weekend.

Dana Point Harbor District Off-Street Parking Standards and Regulations

The parking demand analysis evaluates the Proposed Dana Point Harbor Revitalization Project parking requirements based on the Dana Point Harbor District Off-Street Parking Standards and Regulations and the ITE Parking Generation Manual – 4th Edition. The Dana Point Harbor District Regulations specify the following parking requirements for the tenant uses included in the proposed Plan:

- Retail: One (1) parking space per 250 SF (5 per 1,000 SF) of gross floor area.
- Restaurant: One (1) parking space per 100 SF (10 per 1,000 SF) up to 4,000 SF plus 1 parking space per 80 SF (12.5 per 1,000 SF) of gross floor area above 4,000 SF.
- Office: One (1) parking space per 250 SF (4 per 1,000 SF) of gross floor area.
- Museum: 2.0 parking spaces per 1,000 SF. (This rate is rounded up from 1.79 reported in the ITE Parking Generation Manual – 4th Edition)
- Hotel: 1.0 spaces per guest room use.
- Meeting/Banquet: 1 person per 30 square feet assumed for space occupancy and average vehicle occupancy of 2.5 persons per vehicle with a 75% factor for non-hotel guests ($1/30 \times 1/2.5 \times 75\% = 10$ per 1,000 SF). (It should be noted that Dana Point Harbor District Regulations, Orange County Code of Ordinance, and ITE do not have a specific parking requirement for this use classification).
- Recreational Boats: 0.60 parking spaces per boat slip
- Drystack/Storage: 0.25 parking spaces per boat
- Catalina Flyer & Wharf Fishing Excursions: 220 parking spaces required per CDP

Table X summarizes the parking requirements for the proposed mix of tenants along with the parking provided in the Parking Plan. The Proposed Parking Plan has a total parking requirement of 2,390 spaces for the Commercial Core and Hotel area and provides 2,503 parking spaces. Note that an additional 2,377 existing parking spaces are provided in other Dana Point Harbor areas which will essentially remain unchanged.

The parking provided for the Commercial and Hotel subarea is 1,415 spaces or 15 spaces in excess of the 900 space requirement. The noted Commercial Core Marina areas provide 1,088 permit parking spaces or 98 spaces in excess of the requirement. Total parking provided in the proposed plan is 4,880 spaces. The Coastal Development Permit requires a minimum 4,521 parking spaces.

Shared Parking Analysis

The shared parking analysis applies methodology outlined in Urban Land Institute's (ULI) Shared Parking 2nd Edition and includes references to parking rate and time of day parking needs for museums from the ITE Parking Generation Manual – 4th Edition. Based on the mix of tenant uses proposed for the Commercial Core of the Dana Point Harbor Revitalization Project, the parking demand can be calculated using shared parking criteria as established by the ULI which has developed a calculation spreadsheet for calculating the project's realistic parking needs.

Shared Parking Rationale

Accumulated survey experience in parking demand characteristics indicates that a mixing of land uses results in an overall parking need that is less than the sum of the individual peak requirements for each land use. Shared parking calculations recognize that different uses often experience individual peak parking demands at different times of day, or days of the week. When uses share a common parking supply, the total number of spaces needed to support the collective whole is determined by adding parking profiles (by time of day or day of week), rather than individual peak ratios as represented in the Dana Point Harbor District Off-Street Parking

Regulation. It is important to note that the Dana Point Parking Management Plan prepared by Walker Parking Consultants (April 2014) included a shared parking analysis that applied the same basic methodology.

Shared parking calculations for the Commercial Core and Hotel portion of the Proposed Dana Point Harbor Revitalization Project utilize peak parking ratios and hourly parking accumulations developed from field studies of single developments in free-standing settings, where travel by private auto is maximized. These characteristics permit the means for calculating peak parking needs when land use types are combined.

Shared Parking Time Profiles

The hourly parking demand profiles (expressed in percent of peak demand) utilized in this analysis and applied to the Commercial Core and Hotel portion of the Proposed Dana Point Harbor Revitalization Project are based on time profiles developed by the ULI and published in *Shared Parking, Second Edition*. The ULI publication presents hourly parking demand profiles for seven general land uses: office, retail, restaurant, cinema, residential (Central Business District: CBD and non-CBD), hotel (consisting of separate factors for guest rooms, restaurant/lounge, conference room, and convention area). These factors present a profile of parking demand over time and have been used directly, by land use type, in the analysis of this project.

It is important to note that there is a significant opportunity for internal capture within the commercial core development. This synergy between the proposed land-use types results in the same visitors patronizing several commercial tenants and recreational activities during their visit to the Dana Point Harbor. While it can be rationalized that this internal capture may reduce the parking space requirement, the internal capture effect also extends the length of time that the visitor's car is parked in one of the available parking spaces.

In the case of the Hotel complex, there are several proposed uses (i.e. hotel restaurant, lobby retail, and fitness room) which are considered incidental uses that will be primarily utilized by hotel guests. These incidental uses do not require additional parking. The proposed hotel meeting/banquet facility will be comprised of 5,000 square feet. While this cannot be considered a major conference/banquet facility that would draw large groups of attendees from outside Dana Point Harbor, the parking analysis conservatively assumes that 75 percent of the seating capacity would be non-guests of the hotel and arrive by personal autos that would require parking.

Shared Parking Analysis Results

Tables Y and Z present the weekday and weekend parking demand, respectively, for the Commercial Core and Hotel portion of the Proposed Dana Point Harbor Revitalization Project based on the shared parking methodology. Note that although the Commercial Core Marina facilities permit parking areas are included in the table, the assigned Marina parking is required to be reserved for boaters and is not assumed to be shared in the final parking space requirement calculation. However, the table does show the typical times that Marina boater parking is more heavily and less heavily utilized.

Table Y shows that the peak-parking requirement for the Commercial Core project during a weekday occurs at 7:00 PM and totals 925 spaces. On a weekend day, the peak parking demand also occurs at 7:00 PM, when a somewhat higher parking demand of 1,104 spaces is forecast.

The Marina uses included in the table show a weekday parking demand of 171 spaces at 7:00 pm. The peak weekday Marina parking demand occurs at between 1:00 pm and 5:00 pm when 235 spaces are needed. On a weekend day, the Marina uses included in the table show a weekday

parking demand of 425 spaces at 7:00 pm. The peak weekend Marina parking demand occurs at 3:00 pm when 770 spaces are needed.

As shown in Table Y, the proposed total Commercial Core parking supply of 1,415 parking spaces provides a minimum parking surplus of 490 spaces during the weekday peak parking accumulation time at 7:00 PM. The total Marina parking supply of 1080 parking spaces provides a minimum parking surplus of 853 spaces during the weekday peak parking accumulation time between 1:00 pm and 5:00 pm. As shown in Table Z, the proposed total Commercial Core parking supply of 1,415 parking spaces provides a minimum parking surplus of 311 spaces during the weekend peak parking time at 7:00 PM. The total Marina parking supply of 1,080 parking spaces provides a minimum parking surplus of 318 spaces during the weekend peak parking accumulation time at 3:00 pm.

Proposed DPHP Parking Summary

Land Use		Intensity	Parking Rate	Parking Required	Parking Provided
Retail		33.5 KSF	5 /KSF	168	1,058
Restaurant	Amount ≤ 4.0 KSF	36.0 KSF	10 /KSF	360	
	Amount > 4.0 KSF	41.2 KSF	12.5 /KSF	515	
Office		5.6 KSF	4 /KSF	23	23
Museum		9.0 KSF	2.0 /KSF	18	18
Hotel	Rooms	266 rooms	1.0 room	266	266
	Meeting / Banquet	5 KSF	10.0 /KSF	50	50
Total Commercial & Hotel Parking				1,400	1,415
Marina	Wetslip	520 slips	0.6 /slip	312	416
	Drystack	493 slips	0.25 /slip	124	124
	Day Boat	334 boats	1.00 /boat	334	328
	Catalina Flyer & Wharf Fishing Excursions	Required per CDP		220	220
Total Marina Permit Parking				990	1,088
Subtotal Commercial Core & Hotel				2,390	2,503
Other Existing Parking to Remain				2,377	2,377
Net Total Parking				4,767	4,880

Approved CDP Parking Summary

Land Use		Intensity	Parking Rate	Parking Required	Parking Provided
Retail		30.0 KSF	5 /KSF	150	4,521
Restaurant	Amount ≤ 4.0 KSF	36.0 KSF	10 /KSF	360	
	Amount > 4.0 KSF	43.9 KSF	12.5 /KSF	549	
Office		6.7 KSF	4 /KSF	27	
Museum		9.0 KSF	2.0 /KSF	18	
Hotel	Rooms	220 rooms	1 room	220	
	Meeting / Banquet	12 KSF	10.0 /KSF	120	
Total Commercial & Hotel Parking				1,444	
Marina	Wetslip	2,409 slips	0.6 /slip	1,446	
	Drystack	493 slips	0.25 /slip	124	
	Day Boat	334 boats	1.00 boat	334	
Total Marina Parking				1,904	
Other Existing Parking to Remain				1,067	
Net Total Parking				4,415	4,521

Weekend Shared Parking Demand Analysis

Land Use	Restaurant			Office	Museum	Hotel		Subtotal Commercial & Hotel Parking Required	Subtotal Commercial & Hotel Parking Provided	Marina Permit Parking				Total Marina Permit Parking Required	Total Marina Permit Parking Provided	Net Total Commercial Core & Hotel Parking Required	Net Total Commercial Core & Hotel Parking Provided
	Retail	< 4.0 KSF	> 4.0 KSF			Rooms	Meeting / Banquet			Wetslip	Drystack	Day Boat (Boat Launch Ramp)	Catalina Flyer & Wharf Fishing Excursions				
Intensity	33.5 KSF	36.0 KSF	41.2 KSF	5.6 KSF	9.0 KSF	266 Rooms	5.0 KSF			520 slips	493 slips	334 Boats					
Parking Rate ⁽¹⁾	5 /KSF	10 /KSF	13 /KSF	4 /KSF	2.0 /KSF	1.00 /room	10.0 /KSF ⁽²⁾	1,400	1,415	1 /slip	0 /slip	1.00 /boat					
Parking Required	168	360	515	23	18	266	50			312	124	334	220	990	1,088	2,390	2,503
Time of Day	(1)	(1)	(1)	(1)	(2)	(1)	(1)	Shared Demand	Surplus / Deficiency					Hourly Demand	Surplus / Deficiency		
6:00 AM	5	32	46	0	0	209	1	293	1,122	156	62	167	1	385	703		
7:00 AM	12	70	100	1	0	215	2	400	1,015	156	62	167	6	385	703		
8:00 AM	27	110	158	2	2	219	17	535	880	156	62	167	70	385	703		
9:00 AM	66	160	228	2	2	197	29	684	731	156	62	167	122	385	703		
10:00 AM	96	200	286	3	6	178	30	799	616	172	69	184	124	425	663		
11:00 AM	120	221	315	3	11	178	30	878	537	250	100	268	124	618	470		
12:00 PM	142	286	408	3	14	167	32	1,052	363	266	106	284	132	656	432		
1:00 PM	155	267	382	2	15	167	32	1,020	395	281	112	301	132	694	394		
2:00 PM	168	220	314	2	17	178	78	977	438	281	112	301	132	694	394		
3:00 PM	168	170	243	1	18	178	32	810	605	312	124	334	132	770	318		
4:00 PM	162	179	255	1	15	186	31	829	586	281	112	301	130	694	394		
5:00 PM	153	237	338	1	10	193	45	977	438	234	93	251	187	578	510		
6:00 PM	137	295	421	1	0	201	44	1,099	316	203	81	218	181	502	586		
7:00 PM	128	302	431	0	0	199	44	1,104	311	172	69	184	178	425	663		
8:00 PM	113	300	429	0	0	210	44	1,096	319	172	69	184	178	425	663		
9:00 PM	90	223	319	0	0	221	44	897	518	172	69	184	178	425	663		
10:00 PM	63	210	300	0	0	219	23	815	600	172	69	184	91	425	663		
11:00 PM	26	190	271	0	0	230	3	720	695	172	69	184	2	425	663		
12:00 AM	0	109	155	0	0	226	2	492	923	172	69	184	1	425	663		

⁽¹⁾ Time of Day Distribution taken from: Urban Land Institute- "Shared Parking", Second Edition (2005)

⁽²⁾ Time of Day Distribution taken from: Institute of Transportation Engineers- "Parking Generation", Fourth Edition (2010)

⁽³⁾ Parking Rates taken from Dana Point Harbor District Off-Street Parking Standards and Regulations

⁽⁴⁾ Parking Rate based 1 person per 30 SF at 2.5 persons per vehicle and 75% factor for non-hotel guests

Weekend Shared Parking Demand Analysis:

For a full-size 11x17 version, please refer to supplemental page 137.

Service Plan

Daily Maintenance: We will be contracting with a maintenance company who provides on-site general maintenance services. This personnel will be on-site during normal business hours, seven days per week. In the event that the repairs exceed the capabilities of the maintenance porter, they will have access to our extensive list of preferred vendors (plumbers, electricians, HVAC mechanical companies, contractors, etc.) who would be available to assist with such repairs accordingly.

Financial Management Plan

Comprehensive annual budgets are prepared and approved prior to the commencement of each calendar year by property management. The budget will forecast all recurring costs to maintain the project in addition to any additional repairs and maintenance items needed during each calendar year. All tenants who participate in reimbursing for common area maintenance, taxes, and insurance are provided with this budget at the commencement of the calendar year. The budget includes a detailed analysis of all costs involved in running the project in addition to all income that is received and calculate the property's N.O.I.

F. MANAGEMENT AND OPERATIONS

2. Methodology for Maintaining the Premises

Plan for daily housekeeping, cleaning, trash disposal, litter removal and extermination

Housekeeping, cleaning, trash disposal, litter removal: We will be contracting with a licensed and insured maintenance company to perform daily janitorial service throughout the Project such as Performance Building Services, CAM Services or Lot Management. This shall include litter cleanup, trash removal, regular cleaning of common areas, and general policing of the parking lot. Contracts will also be established for regular trash pickup. A recycling program will be put in place and all businesses will be strongly encouraged to participate.

Extermination: The grounds will be treated on an as needed basis, but no less than monthly, by a professional pest control company. Services will include insect, rodent treatment, bee/wasp removal and other miscellaneous pests when needed.

Preventative Maintenance Program

Preventative Maintenance (HVAC and Roof maintenance): Retail tenants who occupy buildings where they are able to perform their own maintenance will be required to have preventative maintenance contracts established for all HVAC equipment. For multi-tenant buildings this will be contracted directly through building management. Annual roof inspections shall also be established which shall include general clean up, inspection of gutters, necessary repairs, and roof drains. Backflow prevention devices are also inspected annually by a licensed plumber. Additionally, the property will serve all storm drains per the established WQMP.

Grounds Maintenance Program

Landscape and grounds: A contract will be in place with a licensed and insured landscape maintenance company under the condition that a full time crew will be dedicated to the maintenance of the Dana Point Harbor project. Other grounds maintenance will include: regular sweeping of all parking lots, regular pressure washing / steam cleaning of all sidewalks and patio areas, and exterior window cleaning. We have longstanding relationships with multiple companies that provide these services throughout our portfolio and provide first class services.

Dana Point Harbor Stormwater Water Quality Program

The existing Dana Point Harbor is currently considered as an impaired water body per the San Diego Regional Water Quality Board due to the presence of bacteria indicators and pathogens, metals and toxic organic compounds. The Commercial Core and hotel projects for Dana Point Harbor project will include new landscape areas, several large parking lot, a 2-level parking structure, boat day-use and dry storage areas (where possible boat maintenance may occur), and public gathering areas. These activities are similar to those that exist today. However, with the redevelopment of the commercial core and hotel area current water quality measures to address stormwater runoff must be implemented. The activities conducted within the proposed redevelopment area per the proposed land uses are expected to generate the following pollutants: suspended solid and sediments, nutrients (nitrogen and phosphorus), heavy metals, pathogens such as bacteria and viruses, pesticides, oil and grease, toxic organic compounds and trash debris.

Per the County's RFP requirements the project improvements will include Storm Water runoff water quality management LID solutions and Best Management Practices (BMP) to satisfy State, County, and City requirements. A Water Quality Management Concept Plan for the proposed commercial core and Hotel area is provided in this proposal. This Concept Plan identifies potential water quality solutions that will be investigated and implemented as part of the Commercial Core and Hotel area's Water Quality Management Plan (WQMP). The WQMP will be based on the final improvements for the harbor redevelopment and will be developed to insure compliance with the San Diego Regional Water Quality Board NPDES permits for the project area.

BMP Solutions to be considered during final design include infiltration and Biofiltration. Opportunities for rain harvesting and evapotranspiration are limited due to the Harbor's large parking requirements which limits landscaping surface area within the redevelopment areas. Per the South Orange County Hydromodification Management Plan (HMP) the harbor is exempt from the requirement to implement hydromodification control BMPs.

Potential non-structural BMPs may include:

- Educational training of harbor staff and commercial uses
 - Street and parking lot sweeping on a regular bases (weekly)
 - Common are landscape management programs
 - Spill contingency management in dry-storage areas
 - Training and implementation of good housekeeping practices in storage and loading docks areas
 - Common area catch basin inspection
 - Minimize any outdoor storage areas
 - Design trash collection areas to reduce pollution introduction into stormwater (including installation of roofs over trash enclosures and adding sewer drains)
 - Efficient irrigation systems and landscape design
 - Restrictions on boat wash down areas
 - Restriction of food preparation areas to provide waste water controls
- Potential structural BMPs to address water quality treatment for the storm water Design Capture Volume (DCV) may include:
- Construction of vegetated strips or swales, where possible
 - Construction of pervious pavement solutions for underground stormwater detention and/or infiltration where feasible
 - Installation of proprietary underground storage chambers for stormwater detention and/or infiltration where feasible
 - Construction of biofiltration systems such as planter boxes and biofiltration swales or basins
 - Installation of proprietary storm water treatment systems such as clarifiers and modular wetlands
 - Install media filtration systems in areas where site conditions may not accommodate other solutions
 - Installation of roof down drain filters
 - Installation of trash rack on catch basin openings
 - Provide pet waste stations throughout the redevelopment area

F. MANAGEMENT AND OPERATIONS

3. Facilities Management Plan including approach for:

Emergency situations and response

All businesses shall be provided with an emergency preparedness booklet which would include procedures for various emergency situations (i.e. fire, earthquake, gas leak, electrical hazard, etc.). The booklet will include contacts and phone numbers for the following: Paramedic/Ambulance, Local Police, OC Sheriff Harbor Patrol, Utility companies, Health and Public Health Services (Local hospital, Poison Control Center), and others, as appropriate. Signage shall also be posted throughout the project to make sure all harbor exit routes are clearly identified.

Furniture, fixtures, and equipment

Exterior furniture, trash receptacles, and fire extinguishers, will be placed throughout the project to create a pleasant and inviting, and safe atmosphere to visitors. This will be maintained and cleaned regularly. Fire extinguishers will be serviced annual and all other fixtures and receptacles will be replaced on an as needed basis.

Utilities, energy and plant management

Given that this project will be a new development, all building systems will be in compliance with the most up to date energy and sustainability requirements. This shall include but not be limited to HVAC equipment, plumbing fixtures, light fixtures, electrical equipment, landscape plant material, and irrigation. All items will be Title 24 compliant.

Environmental compliance and pollution prevention

All businesses will be provided with the Water Quality Management Plan (WQMP) in addition to information regarding recycling programs.

F. MANAGEMENT AND OPERATIONS

4. Plan for Funding Ongoing Maintenance and Future Capital Replacement and/or Renovations

Plan for structural maintenance, preventative and predictive maintenance, routine repairs and replacement

As part of the budgeting process, reserve accounts will be put in place. Property management will be very involved in meeting with vendors regularly to anticipate any large capital expenditures such as parking lot and sidewalk repairs and/or replacement, roof replacement, any potential structural issues, landscape and tree maintenance, etc.

Plan for future capital improvements, expansions, renovations, modernizations and refurbishments

N/A – All buildings are new

G. PUBLIC BENEFIT

1. Public Benefit

The DPHP concept of the revitalization of the Dana Point Harbor was driven by our desire to best serve the residents and guests of Dana Point and Orange County as a whole. The revitalization plan appeals to vacationers, locals, and groups of all varieties. There are many community benefits of our proposal.

- Revitalization of Dana Point Harbor into a World Class Marina.
 - Not only will the Dana Point Harbor provide access and education for boating and sailing, it will also bring in new marina customers. We are proposing a dry dock, and due to the lack of dry docks in Orange County we expect boaters to relocate their vessels to the harbor.
- The Dana Point Harbor will become an attraction, providing an experience based around hospitality.
 - With our proposed revitalization plan, we will turn the harbor into a hospitality based experience that will create a regional draw. From the variety of shops and restaurants, the proposed hotel, and the ability to see up close and personal how the dry dock works while enjoying a drink at the bar, visitors with a feeling of excitement and anticipation to return.
- Improved boater parking and facilities
 - This proposal will provide for new parking and boater services facilities for an even better experience including maintaining great access to the Marina and docks and an expanded offering which shall include a large dry stack boat storage facility that will offer interested customers dry storage for their boat with a menu of services to be offered. Additionally, for an enhanced experienced this proposal will offer valet parking for boaters as well.
- New affordable lodging
 - A key component to our proposal is the preservation of affordable lodging on site with a brand-new hotel dedicated to offering affordable lodging. The existing 136 room Marina Inn Hotel is considered affordable lodging and meets an important need for travelers to this region seeking more affordable accommodations. We are proposing to demolish the existing Marina Inn Hotel and replicate the same 136 room count with a brand new modern hotel facility including a mix of typical transient hotel rooms and high occupancy "bunk rooms" to provide the ultimate affordable hospitality option. This hotel will feature its own amenities including a fitness center, pool/spa, and communal kitchen.
- Surfing Heritage Museum & Culture Center
 - Our proposed plan for revitalization includes moving the Surfing Heritage & Culture Center from its current tucked away location in the San Clemente Business Park to the harbor where it will see a vast increase in foot traffic. We have created a specific site for them with a large outdoor courtyard that can accommodate community events such as movie nights, community or private events, non-profit events, surfing culture festivals, live music, art shows, speaking engagements, and special exhibits. The museum and cultural center features the largest and most significant collection of surf memorabilia in the world. Not only will it stand as a celebration of the surf culture in Dana Point and Orange County, it will also draw in a multitude of visitors and customers.

-
- Improved access in activating the Dana Point water front.
 - One of the primary goals of this development is to make Dana Point Harbor a true regional destination for all of Orange County and beyond. Expanded parks and a reconfigured retail core along with a more thoughtful layout and management of parking facilities will open the waterfront to more people. We are also proposing a new Outrigger canoe facility that will be available to the public, and well as various custom designed launch areas for Stand up Paddle boards available for public use. There will be a variety of reasons for visitors to come to the Harbor whether they are coming for a leisure boat outing, surfing or stand up paddle boarding, visiting the Surf Heritage Museum, staying as an overnight guest, or seeking an upscale dining experience; we want our guests to experience true Orange County Coastal hospitality.
 - Public Market
 - A portion of the proposed retail is the Marketport Food Hall. This hall will feature over 15 small and artisanal food purveyors housed in the indoor farmer's market-like setting. This gathering place promises to be a hot spot for locals as well as visitors.
 - Sustainability
 - The Dana Point Harbor project is being designed and developed according to California Green Building Code, which is equal to LEED certification. This is a mixed use environment with shared uses where guests park their car or arrive via alternative modes of transportation and then can experience every component of the project without the need for a car. From the efficient site plan with a variety of uses in close proximity to new buildings featuring the latest in materials, technology and appliances, not to mention maximizing natural light and air through good design, this destination truly sustainable.
 - Improved visitor experience
 - This proposal provides for an improved visitor experience through more amenities and reasons to visit the harbor while still being adjacent to Doheny State Beach, Baby Beach, and the Dana Point Ocean Research Institute. This masterplan is designed around a high-quality visitor experience, convenient parking, increased shade and activated open spaces, improved pedestrian connectivity, easier access to the water including services, and a plethora of alternative and cutting edge food and beverage Offerings.
 - Economic Benefit to the Community
 - The revitalization of the harbor will ultimately long term stable income for the County of Orange, City of Dana Point, and will create hundreds of jobs. It will also create synergy with existing area businesses and bring more visitation to existing staple tenants such as The Ocean Institute, and businesses on the Pacific Coast Highway and downtown Dana Point.
 - Family Friendly
 - At the Dana Point Harbor we are striving to create a place for everyone Each segment of our county's population will feel comfortable visiting, whether it is to dine, take a whale watching tour, grab a coffee or ice cream, shop, partake in a sailing or Stand Up Paddle lesson, or just to stroll and people watch.

-
- Exercise & Recreation
 - The harbor has and will continue to be a hot spot for health and fitness. Whether it is walking, running, paddle boarding, kayaking, or yoga that visitors are seeking, we will have it all. We will be putting a bike sharing program into place, where visitors and locals of all ages can enjoy a leisurely ride. Beach volleyball courts will also be an added amenity that we are sure will bring much enjoyment.
 - Resource Protection and Preservation
 - Dana Point is known for its resource protection and preservation, and we intend to keep it that way by educating our visitors, reinvesting in the waterfront for the long-term, and ensuring that the Harbor will remain a viable and profitable redevelopment project that can sustain itself into perpetuity.
 - Outdoor community events available to the public
 - Our project has been specially designed for the pedestrian experience and features numerous areas for public gatherings and community events. Working with renowned landscape team, Lifescapes, we are incorporating an abundance of outdoor areas and richly landscaped pedestrian walkways linking the entire project from a branding and experiential standpoint. Our plan features new walking trails that will feature public art, sculptures, benches for relaxation and contemplation, plaques and other found objects celebrating the harbor and its historical past.
 - New viewing tower and observation deck
 - Without extending beyond the current approved height limit we will create a tower reminiscent of a contemporary lighthouse that will house historical photos, art and memorabilia commemorating and celebrating Historical Dana Point harbor and the personality of the area.

Stakeholder Engagement

The implementation plan for the Dana Point Harbor is founded on context, culture and community; a rich historical and architectural context, a strong cultural connection to seaside living, surfing and boating, and a diverse and eclectic community with a passionate commitment to the future of the harbor. Engaging the key stakeholders and the community early in the process is critical to earning their trust and support. The end result will be a well-conceived project that incorporates the needs of the community and requirements of various approvals agencies while meeting the long term goals of the development.

Community support will be vital to the successful revitalization of the Dana Point Harbor. Throughout the entire process, DPHP will engage area businesses, residents, community organizations and government entities both throughout formal and informal public forums, roundtable meetings with important stakeholder groups, and meetings with relevant homeowner associations and coordination with County officials. Engaging in a dialogue about the scope of the proposed developments, from massing and initial design concepts to the mix of public serving uses, will enable us to identify important issues and then address those issues as responsibly as possible. Understanding and creating the right mix of tenants at the outset and a complementary architectural design and connectivity plan will ensure the project fits seamlessly within the existing context of the area and bring new customers to the Dana Point Harbor and to the surrounding businesses.

The DPHP has already met and plans to continue to meet with the local stakeholders including The Dana Point Boaters Association, existing business owners at Dana Point Harbor, local hotel owners and operators, community groups, business improvement districts, home owner associations, chamber of commerce, and "Visit Dana Point" to name a few. These meetings have been and will continue to be of great benefit to our team, helping us to understand various important aspects of the revitalization plan in addition to providing invaluable input when shaping the development and programming of the harbor property. Our team intends to continue the outreach which includes but is not necessarily limited to existing nearby businesses, the Dana Point Chamber of Commerce, neighborhood groups, and area civic and business organizations. This will provide the foundation of a comprehensive contact list of all the organizations and stakeholders to be pursued for a broad communications program throughout the term of the project.

The plan also includes a mail and email communications program, creation of a website, one-on-one meetings with key stakeholders and other communication tools. There will be a social media campaign as well, in which stakeholders and the community are invited to join our Facebook page where we will be posting frequent updates. We have done this in the past with immense success. For example, R.D. Olson Development's Facebook page for Lido House Hotel in Newport Beach garnered nearly 1000 followers in the beginning stages of the planning and development process. This use of organic social media outreach brought members of the community to public hearings and conveyed a sense of inclusion, which we recognize is crucial in a revitalization project of this magnitude. Through these many communication channels the team will provide updates on the development's progress, respond to community comments, and report on important milestones from the start of the project's planning through to the ground breaking and ultimately to the harbor's grand opening.

The county will be advised of all community meetings and briefed on the outcomes. DPHP will designate a community liaison to be the primary point of contact for the County, residents and local businesses.

Methods to be employed to attract customers:

The DPDP team recognizes that it's not enough to just rely on the names of our three respected partners, outstanding popularity of the Dana Point Harbor, and an inventive renovation design. For a project so vital to Orange County and the city of Dana Point, a genuine and community driven approach must be of upmost importance. The DPHP envision a partnership with Visit Dana Point and the Dana Point Chamber of Commerce as well as other local and integral businesses. Partnerships and strong relationships with the community will be a top priority in our process.

Dana Point has seen a recent increase in local events with new music festivals such as the Ohana Fest, Driftwood Country & Craft Brew Fest, and Sabroso Craft Beer, Taco & Music Festival. These festivals bring in thousands of locals and visitors alike and have put Doheny Beach and Dana Point on the map as an event venue. There are also several long standing and quintessential Dana Point events that attract visitors such as the Festival of Whales, Doheny Blues Festival, the Dana Point Grand Prix, the Tall Ship Festival, and the Dana Point Boat Parade. Sponsorships and partnerships throughout these events, as well as hosting supplementary events at the harbor during these times of increased visitor traffic will draw in business and bring an economical benefit not only to the harbor, but also to local downtown businesses.

The Dana Point Harbor will be a prime location for group events and educational experiences. We envision partnerships with Boy Scouts of America, Dana Point Harbor Youth Foundation, among other like-minded programs, to introduce the importance of marine preservation and boating & sailing.

We will also employ all channels of social media to attract customers. With individuals of all ages and demographics on smart phones and various social channels, utilizing these methods of outreach will be essential in attracting visitors to the harbor.

H. OPTION AGREEMENT AND MASTER GROUND LEASE AGREEMENT

To be submitted under separate cover.