



**COUNTY OF LOS ANGELES
DEPARTMENT OF BEACHES AND HARBORS**



STAN WISNIEWSKI
DIRECTOR

KERRY GOTTLIEB
CHIEF DEPUTY

April 15, 2003

The Honorable Board of Supervisors
County of Los Angeles
383 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012

Dear Supervisors:

**APPROVE THE RELEASE OF REQUEST FOR PROPOSALS FOR DEVELOPMENT
OF HOTEL AND/OR OTHER USES ON PARCELS GR, IR AND NR
IN MARINA DEL REY
(4th DISTRICT)
(3 VOTES)**

IT IS RECOMMENDED THAT YOUR BOARD:

Approve and authorize the release of the attached Request for Proposals for Development of Hotel and/or Other Uses on Parcels GR, IR and NR.

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTION

The proposed Request for Proposals (RFP) is intended to seek competitive proposals for development and operation of hotel and other uses on Parcels GR, IR and NR. The solicitation described in the RFP is primarily intended to encourage the realization of hotel and other visitor-serving projects in the resort-themed second "catalytic project" area surrounding Marina Beach described in the Marina del Rey Asset Management Strategy (AMS) adopted by your Board on April 15, 1997. Additionally, the County will consider other uses on Parcel NR that may also include residential elements on the upper levels of projects in combination with ground level visitor-serving uses, resulting in a mixed-use retail/residential project on Parcel NR. It is also anticipated that those who respond may also incorporate one or more currently leased Marina parcels in conjunction with the RFP parcels offered as part of a proposed project.

The Honorable Board of Supervisors
April 15, 2003
Page 2

In furtherance of the goals of the second-generation development contemplated in AMS, the Department has issued several previous development solicitations for the second generation of development in Marina del Rey. The development opportunity for the three County-owned parcels that are the subject of this RFP is the construction and operation of hotel and other uses, including mixed-use retail/residential, that pursue development of the second of two County-sponsored catalytic project areas that anchor the implementation of AMS. As envisioned in AMS, projects that should result from this solicitation consist of development of facilities with a relaxed and resort appeal in the Marina Beach area of Marina del Rey.

In order to highlight and clarify the purpose and scope of the proposed solicitation, the RFP provides a preamble as follows:

“Special Note:

The overriding objective of this RFP is to initiate development that will establish Marina del Rey as a prime destination resort area with modern and attractive hotels reflecting the full range of hotel types now in the market. While the emphasis of this effort is clearly on new hotels, the County also recognizes the need to expand associated retail and dining facilities to create a fully balanced resort destination. Recognizing the importance of Marina Beach as a recreational asset to the general population, the County will not consider any proposals that will reduce the convenience and accessibility of the beach in the interests of resort development. Among other requirements, the County will require that, as a condition for developing any parcel currently used as a parking lot, any accepted proposal must replace all current public parking prior to closing any existing parking lot. The County will also require development of an attractive beachfront promenade to accommodate a wide range of leisure activities and preservation of primary views of the beach from the Admiralty Way/Via Marina intersection. The creation of an active and viable community is also enlivened by a rich mix of populated attractions and uses. To this end, and in recognition of the general desirability of mixed used development, the County will consider residential development on the upper

The Honorable Board of Supervisors
April 15, 2003
Page 3

levels of a project for Parcel NR provided the street level uses are visitor - serving."

Implementation of Strategic Plan Goals

The proposed action promotes and furthers the Board-approved Strategic Plan Goal of Service Excellence, in that it seeks to obtain the development of new, visitor-serving and other complementary uses that incorporate a pedestrian-friendly, waterfront-oriented ambiance for the public and provide expanded opportunities for public use and enjoyment of the Marina del Rey waterfront.

FISCAL IMPACT/FINANCING

This is a solicitation effort to obtain proposals that will both accomplish the planning of Marina del Rey improvements in the subject area and maximize County revenues. A full financial analysis will accompany any subsequent project recommended to your Board. Other than budgeted consultant costs to evaluate responses to the RFP, no County funds are presently contemplated to finance any costs associated with this request.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS

Since additional development entitlements currently provided for in the amended Local Coastal Program (LCP) adopted in 1996 are not generally committed to individual parcels but rather allocated to Development Zones (DZs), competition for unused entitlements among existing lessees and developers of County parcels may well occur. In the interest of maximizing the County's benefit from the existing area entitlements, as well as encouraging cohesive planning of area-wide development, the RFP seeks proposals for developments including hotels, mixed-use retail/residential and other uses on Parcels GR, IR and NR. The RFP also seeks to provide open space on a portion of Parcel IR to provide an enhanced view corridor from the Via Marina/Admiralty Way intersection to the waterfront. Proposals resulting from this RFP may be in the form of combined proposals submitted in conjunction with a lease extension proposal by an existing lessee. Note that any use of Parcels GR, IR and NR - all currently utilized as County parking lots - must provide for replacement of all public parking either on-site or in the vicinity.

Entitlement Aggregation

The economics of development suggest that full scale redevelopment will only occur where significant new entitlements are available, i.e., there may be a need to aggregate large numbers of existing entitlements to allow and economically justify construction of new improvements to create financially viable and attractive projects. The RFP, therefore, provides for consideration of proposals that require the transfer of entitlements across DZ lines. In this regard, development within the Marina, as well as within each DZ, was primarily regulated by the allocation of p.m. peak hour traffic trips attributable to the additional entitled development. Preliminary discussions with the staff of the Regional Planning Department indicate that projects requiring the interchange or movement of entitlements from adjacent DZs may not present the same problem in achieving California Coastal Commission approval as more drastic changes. Nevertheless, the County, in issuing the RFP, will make no representation that any such modification will, in fact, be obtained or that, in obtaining entitlements, the developer(s) may not be subject to a wide range of conditions and requirements not now provided in the LCP.

Relocation/Replacement of Public Parking

One of the prominent development policies enunciated in AMS is the reorganization and relocation of public parking both to redevelop key waterfront sites that can accomplish better visitor-serving public uses and to encourage pedestrian and other non-automotive forms of travel within Marina del Rey. The policy recognizes that the use of waterfront areas for parking preempts opportunities for greater access to the water for visitor-serving purposes and, thus, seeks convenient replacement parking linked to the waterfront. To this end, the County has made arrangements with the lessee of an adjoining parcel (Parcel 21) to provide up to 260 spaces of replacement parking to be made available to proposers for projects on the RFP parcels in exchange for a pro-rata contribution to the costs of such parking. This additional parking is meant to provide nearby off-site replacement public parking that may increase the utility of the RFP parcels for visitor-serving uses. As indicated in the RFP and in the parcel descriptions detailed below, to the extent that a use is proposed for a parcel currently containing public parking, existing

The Honorable Board of Supervisors
April 15, 2003
Page 5

parking must be retained or replaced in the vicinity of the existing parking if capacity is lost due to the use of all or part of the parcel for other purposes.

Affordable Housing

To the extent that any proposal in response to the proposed RFP includes residential housing elements, proposers will be required to include an affordable housing element in conformity with the County's adopted Affordable Housing Policy.

RFP Parcels

The unleased County parcels that are the subject of this RFP are as follows:

- **Parcel GR** is an asphalt-paved rectangular site at the northeast corner of Via Marina and Panay Way, currently used as a 264-space parking lot serving primarily the Marina Beach area as well as overflow parking for the Cheesecake Factory Restaurant. Dimensions are approximately 150' X 697" (104,047 sq. ft. or 2.39 acres). Existing parking capacity on the parcel must be retained or replaced in the vicinity if capacity is lost due to use of all or part of the parcel for other purposes.
- **Parcel IR** is an irregularly-shaped 105,485 sq. ft. (2.42 acres) site located at the intersection of Via Marina and Admiralty Way, just east of Parcel JS (Edgington Park). The lot currently contains 216 parking spaces, serving primarily the Marina Beach area. Existing parking capacity on the parcel must be retained or replaced in the vicinity if capacity is lost due to the use of all or part of the parcel for other purposes.
- **Parcel NR** is a paved rectangular site located on Palawan Way, just south of Admiralty Way, currently used as a 191-space parking lot. Dimensions are approximately 150" X 507" (75,049 sq. ft. or 1.72 acres). Existing parking capacity on the parcel must be retained or replaced in the vicinity if capacity is lost due to the use of all or part of the parcel for other purposes.

The Honorable Board of Supervisors
April 15, 2003
Page 6

At its meeting held on April 9, 2003, the Small Craft Harbor Commission unanimously endorsed the Director's recommendations to your Board to approve and authorize the release of the attached RFP. The solicitation has been approved as to form by County Counsel.

ENVIRONMENTAL DOCUMENTATION

This development solicitation does not authorize any development of the involved County property, let alone the development of a particular project. The County is not committed to approving any new development through the release of this solicitation. In the event the solicitation yields a proposed development plan, the appropriate environmental documentation will be prepared when sufficient information regarding the proposed project is known in conjunction with the County's land use entitlement process. Any selected developer will be required to apply for and obtain all necessary land use and coastal development permits.

CONTRACTING PROCESS

An evaluation committee, selected by the Director of the Department, will review proposals submitted in response to the RFP and recommend to the Director a developer or developers with whom to pursue exclusive negotiations in the event it determines a proposal or more than one is worthy of pursuit. The Director will then request your Board to authorize exclusive negotiations with a recommended developer or developers for a lease or lease option to design, finance, develop and operate the project(s).

IMPACT ON CURRENT SERVICES (OR PROJECTS)

There is no current impact on other projects and services due to the issuance of the RFP.

The Honorable Board of Supervisors
April 15, 2003
Page 7

CONCLUSION

Approve and authorize release of the attached RFP and forward one adopted copy of this Board letter to the Department.

Respectfully submitted,



Stan Wisniewski, Director

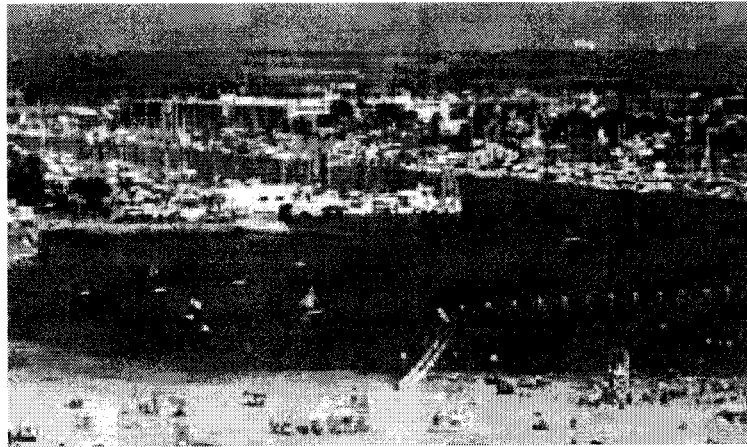
Attachments (1)

c: Chief Administrative Officer
County Counsel
Executive Officer, Board of Supervisors
Auditor-Controller

SW:rm

REQUEST FOR PROPOSALS

**FOR DEVELOPMENT OF
HOTEL AND/OR OTHER USES
ON PARCELS GR, IR AND NR
IN MARINA DEL REY**



MARINA BEACH RESORT

**ISSUED BY COUNTY OF LOS ANGELES
DEPARTMENT OF BEACHES AND HARBORS
MARINA DEL REY, CALIFORNIA
APRIL 2003**

EXECUTIVE SUMMARY

SPECIAL NOTE The overriding objective of this RFP is to initiate development that will establish Marina del Rey as a prime destination resort area with modern and attractive hotels reflecting the full range of hotel types now in the market. While the emphasis of this effort is clearly on new hotels, the County also recognizes the need to expand associated retail and dining facilities to create a fully balanced resort destination. Recognizing the importance of Marina Beach as a recreational asset to the general population, the County will not consider any proposals that will reduce the convenience and accessibility of the beach in the interests of resort development. Among other requirements, the County will require that, as a condition for developing any parcel currently used as a parking lot, any accepted proposal must replace all current public parking prior to closing any existing parking lot. The County will also require development of an attractive beachfront promenade to accommodate a wide range of leisure activities and preservation of primary views of the beach from the Admiralty Way/Via Marina intersection. The creation of an active and viable community is also enlivened by a rich mix of populated attractions and uses. To this end, and in recognition of the general desirability of mixed used development, the County will consider residential development on the upper levels of a project for Parcel NR provided the street level uses are visitor serving.

**COUNTY
OBJECTIVES**

The County of Los Angeles seeks proposals for long-term ground lease and development of new hotel and/or other uses on Parcels GR, IR and NR, Marina del Rey.

The primary objective of this project is development of new resort-themed, visitor-serving projects incorporating a pedestrian-friendly, waterfront-oriented design. The provision of new hotel and/or other uses is intended to enable implementation of the County's long-term vision for strong, urban waterfront development with a relaxed, resort atmosphere at Marina del Rey's Marina Beach. The placement of water-oriented recreational and leisure accommodations with pedestrian connections and attractive design quality are anticipated to draw visitors to Marina del Rey on a regional basis.

While the preferred projects will be hotel uses, the County will also consider proposals that include a mix of non-visitor-serving uses, such as a mixed-use project with ground level retail uses in conjunction with upper floor residential uses on Parcel NR. The County also seeks proposals that supply a public open space on the central portion of Parcel IR that will provide an enhanced view corridor and pedestrian connections to the Marina Beach waterfront. Vehicular parking will also be required to service these uses.

Information about this Request for Proposals ("RFP") may be obtained from the Los Angeles County Department of Beaches and Harbor at <http://beaches.co.la.ca.us>

SITE DESCRIPTION Respondents may submit proposals for any or all of the offered parcels. The “RFP Parcels,” which consist of Parcels GR, IR and NR, are ideally located within Marina del Rey for waterfront-oriented leisure and recreational use, and are conveniently situated adjacent to Marina Beach at the foot of Basin D in the western portion of Marina del Rey (the “Project Site”). Comprised of three noncontiguous parcels with over 6.5 acres of land area, the street frontage of two of the RFP Parcels are located along Admiralty Way near the intersection of Via Marina, just one block from Washington Boulevard. An aerial photograph of the Project Site is incorporated as Figure 1. A diagram of the RFP Parcels follows this Executive Summary and is incorporated as Figure 2.

All three RFP Parcels are situated adjacent to Marina Beach, and together include over 1,300 feet of direct water and beach frontage. While none of the parcels include water area, each parcel possesses the direct views of Marina Beach and surrounding boat docks that help make Marina del Rey a picturesque setting.

Each of the RFP Parcels is currently utilized for County Parking Lots. The successful proposer will assume responsibility for on-site replacement or relocation of existing parking in the vicinity. To this end, the County has secured the rights to replacement parking for 260 cars on Parcel 21, located immediately adjacent to the eastern border of Parcel GR. The successful proposer will be responsible for contributing to funding the construction of the replacement parking facility, as described in more detail in the Appendix.

DEVELOPMENT OPPORTUNITY The Project Site, located in the vicinity of Marina Beach in Marina del Rey, is situated amid a number of development projects in the area and over 20 other projects Marina-wide. The Department has also recently issued RFPs for an entertainment/retail center and boat storage facilities on the Marina’s east side.

The selection of primarily hotel projects for the Project Site allows for the addition of accommodations that will ultimately constitute sufficient “critical mass” to provide a dynamic, vital set of land use components on the Marina’s west side. These components are intended to work together with existing hotels, restaurants, commercial operations and residences to create an important gathering place in the greater Marina community for complimentary pedestrian-oriented leisure and recreational uses. To help activate these components to the greatest extent, the County will consider proposals that include a mix of non-visitor-serving uses on Parcel NR that provide attractive designs of the highest quality.

Proposals for hotel development should be aware that the County will require that proposed hotel owners, operators or franchisees be affiliated with a national hotel chain and reservation system and will prefer that such national hotel chains have an equity participation in the hotel.

Proposals utilizing Parcel IR will be required to provide open space at the center portion of the parcel that will provide an enhanced view corridor and pedestrian connections to the Marina Beach waterfront. The central location of this public amenity on Parcel IR will serve as a focal point for the creation of additional pedestrian connections to and along Parcels GR and NR by means of a waterfront promenade. By linking these amenities together and integrating each into the design of the proposed developments, each of the RFP Parcels benefit from the resulting "boardwalk" feel along the Marina Beach waterfront.

Parcel NR, which enjoys Marina Beach frontage along Palawan Way, offers the successful proposer an opportunity to mix non-visitor-serving uses on a parcel flanked by existing residential units. Contemporary planning objectives suggest, and the Marina del Rey Asset Management Strategy encourages, "a varied, high quality residential environment" and a "mix of uses." To this end, the County will consider proposals for mixed-use development on Parcel NR that includes both a residential component on the upper floor(s) and retail or other visitor-serving uses at ground level, while providing attractive designs of the highest quality.

Proposers are advised that California Law calls for the provision of affordable housing in new development projects constructed within the Coastal Zone. The County has adopted an Affordable Housing Policy for Marina del Rey and, to the extent that a proposal calls for the construction of new residential housing, such project must adhere to the provisions of County policy and state law relating to affordable housing.

Available entitlements for the Development Zones ("DZs") in which the Project Site is located are set forth in Appendix E. The County estimates that sufficient entitlements exist to enable appropriately sized hotel and/or mixed-use development. The County will also consider proposals that combining existing entitlements with entitlements transferred from adjacent DZs as deemed necessary to achieve hotel and other projects of a size that exceeds the existing zoned capacity of the RFP Parcels.

The development of projects on the RFP Parcels will require an amendment to the Marina del Rey Local Coastal Program to change existing land use designations.

This RFP offering also provides the opportunity for a "Combined Project" which may include lease extensions for parcels adjacent to or near the RFP Parcels.

TRANSACTION STRUCTURE Unsubordinated ground lease with minimum rents and percentage rents.

SUBMISSION SCHEDULE AND FORMAT The proposer shall prepare one original and nine copies (excepting large-scale drawings and exhibits if included in the package) of a Proposal Package in 8.5" x 11" format. Proposals must be organized following the Submission Requirements section and must include at least the requested information. Responses must be submitted not later than 5:00 p.m. on Monday, August 11, 2003.

PROPOSER'S CONFERENCE Monday, June 9, 2003 at 10:00 a.m.

Burton W. Chace Park Community Building
13650 Mindanao Way
Marina del Rey, California

Attendance is not mandatory for proposers, however questions regarding this Request for Proposals and the overall project will only be addressed at this meeting or for a limited time afterward in follow-up correspondence that will be shared with all proposers on record. An information packet containing additional background materials is available for purchase from the Los Angeles County Department of Beaches and Harbors.

PARCELS INCLUDED IN RFP: PARCELS GR, IR AND NR

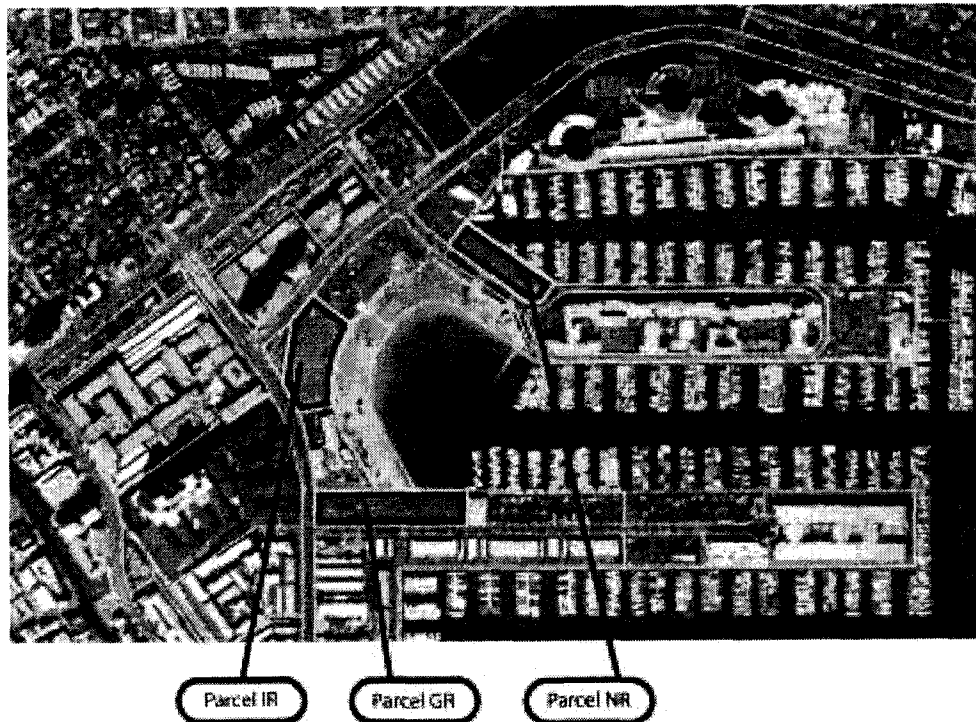


TABLE OF CONTENTS

EXECUTIVE SUMMARY

	Special Note	ii
	County Objectives.....	ii
	Site Description	iii
	Development Opportunity	iii
	Transaction Structure.....	v
	Submission Schedule and Format.....	v
	Proposer's Conference.....	v
	Parcels Included in RFP: Parcels GR, IR and NR	v
1.	PROJECT OVERVIEW	
1.1	The Development Opportunity.....	1
1.2	Project Site	1
1.3	Proposal Evaluation and Selection	2
1.4	Project Considerations	3
1.5	Transaction Structure	4
1.6	Submission Schedule, Format and County Contact	4
2.	BACKGROUND AND CONTEXT	
2.1	General Background.....	5
2.2	Ongoing Redevelopment Efforts.....	5
2.3	Overview of Marina del Rey	6
2.4	Asset Management Strategy (AMS).....	6
2.5	Local Coastal Program Overview: Introduction to Marina Entitlements.....	7
2.6	Recent Private Investment in the Marina.....	7
2.7	Marina Governance.....	8
2.8	Marina Capital Projects	8
3.	PROJECT DESCRIPTION	
3.1	Ultimate Aim of the Marina Beach Resort Project	9
3.2	Provision of Land Area Available for Replacement Parking.....	9
3.3	Marina Beach Resort Project Buildout.....	10
3.4	Site Descriptions of Marina Beach Resort RFP Parcels.....	11
3.5	List of Parcels in Vicinity / Adjacent and Nearby Parcel Uses	12
3.6	Possible Modification of Existing Parcel Boundaries.....	13
3.7	Site Utilization.....	13
3.8	Suggested Guiding Principles for Marina Beach Resort Project Design	13
3.9	Availability of Project Entitlements.....	13
3.10	Potential LCP Amendment	14
3.11	No Availability of Public Financing	14
3.12	Proposals that Include Parcels Requiring Lease Extensions.....	14
3.13	Confidentiality	14

4.	OVERVIEW OF TERMS	
4.1	Rent.....	15
4.2	Additional Lease Terms.....	16
4.3	Proposer's Responsibilities	16
4.4	Property Condition	17
4.5	Entitlement Issues.....	17
4.6	Application Process	18
5.	PROPOSAL SUBMISSION AND REVIEW	
5.1	Developer's Orientation Conference.....	19
5.2	Proposal Package	19
5.3	Conditions and Limitations.....	19
5.4	Development Components.....	20
5.5	Submittal of Alternate Proposals	20
5.6	Overview of Contents of Proposal	20
5.7	Evaluation Committee	20
5.8	Evaluation Criteria.....	20
5.9	Evaluation Process.....	21
5.10	Final Award by Board of Supervisors.....	21
	EXHIBITS	
	Figure 1 – Marina Beach Resort Project Site.....	1
	Figure 2 – Parcels Included in RFP: Parcels GR, IR and NR	2
	Figure 3 – Vicinity of Marina Beach Resort Project Site	3
	Figure 4 – Location of Marina del Rey.....	5
	Figure 5 – Marina Beach Resort Project Buildout.....	11
	Figure 6 – Examples of Percentage Rents by Use Category for Properties in Marina del Rey.....	15
	APPENDIXES	
	Appendix A – Policy Statement: Leasehold Term Extension – Marina del Rey	22
	Appendix B – Process for Managing Lease Extension Proposals	28
	Appendix C – Coordination with Lease Extension Proposals	31
	Appendix D – Asset Management Strategy (AMS) Map	33
	Appendix E – Entitlement Matters	34
	Appendix F – Aerial Photograph of Marina del Rey.....	41
	Appendix G – Contents of Proposal	42
	Appendix H – Selected County Contract Terms and Conditions.....	46
	Appendix I – Financial Information Release Authorization	48
	Appendix J – CBE Forms	49
	Appendix K – Notice to Proposers Regarding the California Public Records Act	52
	Appendix L – Project Summary Form	53
	Appendix M – Financial Worksheet Formats	54

1. PROJECT OVERVIEW

1.1 THE DEVELOPMENT OPPORTUNITY

The County of Los Angeles (the "County"), through its Department of Beaches and Harbors ("DBH"), seeks a development team that will provide the expertise, experience and financial ability to plan, construct and operate new resort-themed hotel and mixed-use projects incorporating a pedestrian-friendly, waterfront-oriented design. The new projects, collectively referred to by the working name "Marina Beach Resort," are to be developed as a regional draw serving greater Los Angeles, the citizens of Marina del Rey and the visitor-serving public.

The County seeks proposals for the long-term ground lease and development of new hotel uses together with replacement parking. The County will also consider proposals that include a mix of visitor-serving and non-visitor-serving uses on Parcel NR. Proposals that seek to utilize Parcel IR will be required to include open space in the central portion of Parcel IR that will provide an enhanced view corridor and pedestrian connections to the Marina Beach waterfront. These new facilities are intended to make possible innovative services for the community that will complement significant new development planned on nearby parcels designed for visitor-serving, residential, retail and public uses.

The County envisions the following main components on each RFP Parcel: the proposed improvements; an ADA-accessible waterfront promenade; strong pedestrian connections to other parcels; on-site amenities designed to serve the needs of both the users of the facility and visitors to the area; and both replacement and site-specific parking, implemented through a combination of convenient valet parking and limited onsite parking. The County believes that such uses, together with competent and experienced operational management, will assure the long-term viability of each proposed project.

1.2 PROJECT SITE

Respondents may present proposals for any or all of the three noncontiguous parcels that comprise the Project Site and which consist of a total of over 6.5 acres of land area, as described in the Appendix. Proposers that can demonstrate control of adjacent parcels may expand any of the parcels that comprise the Project Site to include such parcel(s). An aerial photograph the Marina Beach Resort Project Site is set forth in Figure 1, and a diagram illustrating the parcels that are the subject of this Request for Proposals ("RFP") is included as Figure 2. The RFP Parcels are located in the northwest quarter of Marina del Rey, in an area that contains a mix of uses including hotels/motels, restaurants, apartments, commercial operations and anchorages.



Figure 1. Marina Beach
Resort Project Site

1.3 PROPOSAL EVALUATIONS AND SELECTION

The County will consider all proposals against the standards generally set out in this RFP and, to the extent competing proposals are submitted, will judge proposals against each other. Proposers are expected to set forth a plan that fully utilizes one or more of each of the RFP Parcels comprising the Project Site in order to achieve the maximum possible buildout while at the same time also providing the required public amenities as set forth in Section 3. The County, in its evaluation of proposed projects, will favor project plans that take advantage of and benefit from proximity to the adjacent Marina Beach, located on Parcel H, and generate significant, meaningful use of the proposed facilities.

Respondents are further encouraged to submit multiple proposals if they have more than one possible development solution. The County will also entertain proposals that incorporate parcel(s) adjacent to the Project Site, provided the proposer can demonstrate control of such parcel(s). While respondents are encouraged to propose a level of development that is most suited to the success of the overall project, priority consideration will be given to plans that both maximize buildout and implement the required public amenities. The County will enter into negotiations for a ground lease with the selected developer wherein the County will provide the Project Site in exchange for the opportunity for its development.

Proposals for hotel development should be aware that the County will require that proposed hotel owners, operators or franchisees be affiliated with a national hotel chain and reservation system and will prefer that such national hotel chains have an equity participation.

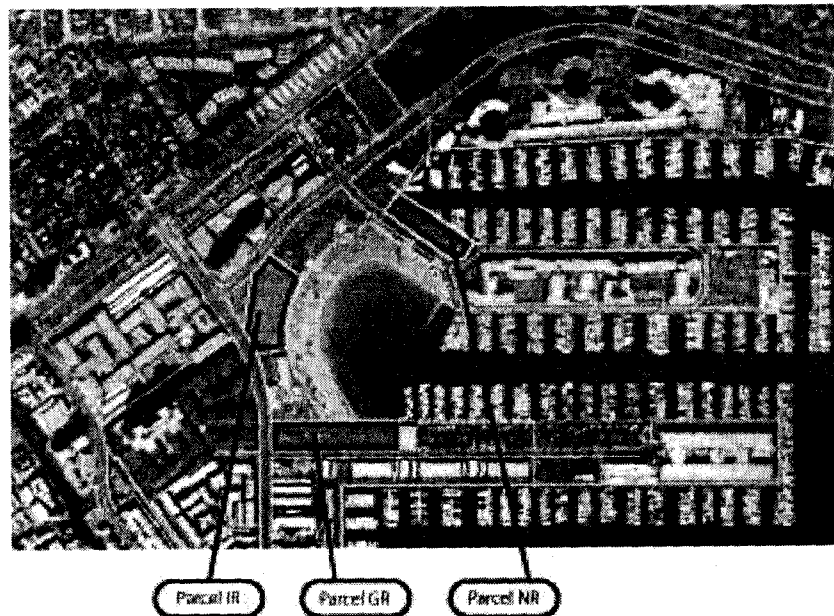


Figure 2. Parcels Included in RFP: Parcels GR, IR and NR

1.5 TRANSACTION STRUCTURE

Unsubordinated ground lease with minimum rents and percentage rents. The County will not subordinate its fee interest or ground rental payments.

1.6 SUBMISSION SCHEDULE, FORMAT AND COUNTY CONTACT

Responses are due no later than 5:00 p.m. Pacific Time on Monday, August 11, 2003. The application process and the contents of the application are discussed herein, principally in Sections 3 and 4 and the Appendix.

Submissions are to be delivered to the County Contact:

Delivery Address:

County of Los Angeles
Department of Beaches and Harbors
Attn: Mr. Alexander E. Kalamaros, CCIM
13837 Fiji Way
Marina del Rey, CA 90292

Contact Information:

Phone: 310.577.7961
Fax: 310.821.6345
Email: akalamar@dbh.co.la.ca.us
Internet: <http://beaches.co.la.ca.us>

2. BACKGROUND AND CONTEXT

2.1 GENERAL BACKGROUND

Marina del Rey is located at the Pacific coast of metropolitan Los Angeles (Figure 4). The County of Los Angeles owns the land and water area that comprises Marina del Rey proper. Marina del Rey is situated in an unincorporated area of the County. In the late 1950s, the Marina was dredged, and in the 1960s landside and water developments were created. Most of this land and water area has been developed under ground leases administered by DBH.

Development in the Marina is governed by the LCP, which was certified by the Coastal Commission in 1996. The County's Board of Supervisors adopted its AMS in 1997 to reflect the County's objectives and goals in seeking to maintain and enhance the Marina's reputation as a premier recreational boating harbor with attractive residential, shopping and dining facilities and overnight accommodations. In 2001, the County established the Marina del Rey Convention and Visitors Bureau to promote the general guidelines and programs for achieving the visitor-serving objectives of the LCP.

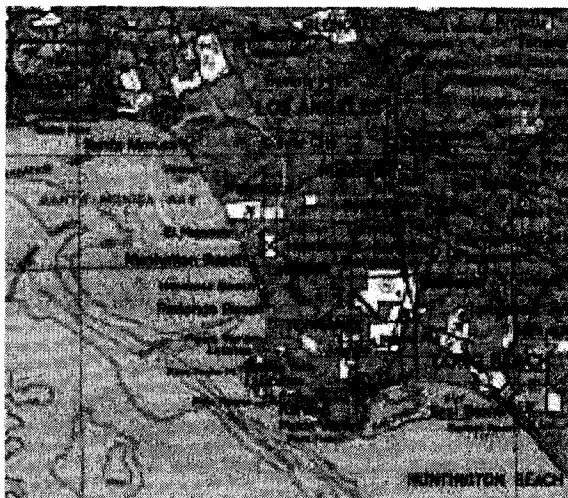


Figure 4. Location of Marina del Rey

2.2 ONGOING REDEVELOPMENT EFFORTS

DBH has previously issued three other solicitations in connection with the first phase of Marina redevelopment. These solicitations have resulted in negotiations for over twenty new development and renovation projects with a value approaching one billion dollars that collectively total 3,577 apartments, over 600 hotel rooms and 1,544 boat slips. Of the total 3,577 new apartments, 1,656 units will replace thirty-year-old apartments and the remaining 1,921 units will constitute new additions to existing parcels. The 1,544 new boat slips will replace 2,052 thirty-year-old slips and will utilize the same water area but provide larger slips and improved boater amenities. Additionally, a limited amount of new retail, office and specialty storage space, restaurant seats and specialty storage has been proposed, together with a new 2+ acre park on the Marina's west side.

In addition to general invitations for Marina redevelopment, the County has also worked for the past five years to implement a set of two strategically located projects: a retail project on the east side and a cluster of hotel projects near on the west side. Altogether, the County is considering a number of related development proposals on the Marina's east side:

- Potential retail center on the Marina's east side
- Negotiation for a new hotel on Parcel 44U
- Conversion of Parcel 48R to a joint use facility
- Expansion of Chace Park through the conversion of Parcel 47U
- Development of new marine commercial and replacement yacht club facilities on Parcels UR&41
- New boating facilities on Parcels 52/GG

Altogether, these improvements, which are in various stages of planning and negotiation, could result in well over \$250 million in new development on the Marina's east side alone. Together with development existing, planned or currently in negotiation, total Marina development is expected to exceed \$750 million and may reach as high as one billion or more.

2.3 OVERVIEW OF MARINA DEL REY

Marina del Rey is one of the largest small craft harbors under unified management in the United States. Of the total 800 acres within the Marina, there are approximately 150 acres of water area and 253 acres of land area under long-term unsubordinated ground leases. Marina del Rey has over 50 major commercial leaseholds and over 300 subleases. Major components of Marina del Rey include the following:

- Approximately 5,300 boat slips;
- Approximately 6,000 rental apartment units;
- 600 luxury condominiums;
- Six hotels with a total of 1,040 rooms; and
- Approximately one million square feet of commercial space divided among office, conventional retail and restaurants.

2.4 ASSET MANAGEMENT STRATEGY (AMS)

In the AMS adopted in 1997 for Marina del Rey, the County addressed some of the critical issues for preserving and enhancing the location's prestigious identity, dealing with second-generation development, and ensuring that when the majority of the existing Marina leaseholds recycle, the Marina will be a viable, exciting area still capable of producing substantial revenues for the County, while serving the needs of both the recreational boater and community at large for water-oriented recreation.

The four main elements of AMS are:

- A long-term vision for Marina del Rey, which establishes the area as a strong urban waterfront development;
- Catalytic development projects that will draw people on a regional basis, spur further leasehold development and set a standard for design quality;
- Development mechanisms to encourage leasehold redevelopment proposals consistent with the long-term vision; and
- Other mechanisms to encourage refurbishment and ensure quality maintenance of those leaseholds that will not be redeveloped during the remaining terms of their leases.

Five characteristics common to successful waterfront developments that the County wishes to achieve in Marina del Rey are:

- A powerful sense of place;
- An accessible waterfront, both physically and visually;
- An exciting mix of inter-connected uses that relate strongly to the water;
- A multi-modal transportation system that facilitates walking and other non-automotive forms of travel; and
- A varied, high-quality residential environment.

Two of the important policies set forth above – increased waterfront access and visitor-serving environment – are two of the major objectives of this RFP.

2.5 LOCAL COASTAL PROGRAM OVERVIEW: INTRODUCTION TO MARINA ENTITLEMENTS

The Marina del Rey LCP governs development in Marina del Rey. The LCP was adopted by the Los Angeles County Board of Supervisors and effectively certified by the California Coastal Commission in 1996. The last comprehensive amendment to the LCP established the potential for a limited amount of additional development within the Marina based on the capacity of local transportation arteries to handle additional traffic. For planning purposes, this additional development potential is allocated among fourteen Development Zones (“DZs”) rather than to individual parcels. Aggregate development in the Marina, as well as development within each DZ, is regulated by the allocation of evening (p.m.) peak hour traffic trips.

Information regarding entitlements as set forth in the LCP is presented here for informational purposes. The LCP specifies maximum buildout, open space requirements, viewshed protection, parking requirements, traffic limitations and other types of entitlement issues. The LCP is available for review at the Marina del Rey Public Library, the DBH office or the Los Angeles County Regional Planning Department (“DRP”) and is available for purchase at the DBH office. The LCP may be viewed online at: <http://beaches.co.la.ca.us/bandh/marina/development.htm>

A brief overview of the LCP/Regional Planning/Coastal Commission requirements is set forth in the Appendix. While an LCP amendment will likely be required to implement the Marina Beach Resort project, the availability of entitlements is not expected to pose a significant obstacle to project completion.

2.6 RECENT PRIVATE INVESTMENT IN THE MARINA

There has been a significant amount of recent investment in the redevelopment of leased properties located in the Marina. Since 1990, this has included the following:

- Construction of the Ritz-Carlton Hotel;
- Remodel of existing guest rooms at the Marina Marriott Hotel;
- Remodel of Dolphin Marina apartments and replacement of anchorage facility;
- Construction of 128 new Panay Way apartment units;
- Remodel of the Del Rey Yacht Club facilities;
- Replacement of 150 existing slips at the California Yacht Club;
- Remodel of existing Bay Club apartments;
- Remodel of the Red Onion Restaurant into FantaSea Yacht Charters;
- Remodel of Charley Brown’s Restaurant into Tony P’s Dockside Grill;

- Remodel of Reuben's Restaurant into Harbor House Restaurant;
- Remodel and expansion of Shanghai Red's Restaurant;
- Remodel of The Boat Yard to add ships chandlery;
- Construction of a new boathouse for Loyola Marymount University; and
- Remodel of interiors, exterior and landscaping of Oakwood Apartments.

2.7 MARINA GOVERNANCE

Marina del Rey is situated in an unincorporated portion of Los Angeles County and therefore is under the direct jurisdiction of the County Board of Supervisors ("Board"). When the Marina was developed, the Board created the Small Craft Harbor Commission ("SCHC") to oversee activities and recommend leases and policy matters to the Board. The SCHC consists of five members appointed by the Board. The SCHC recommends actions regarding Marina del Rey to the Board, which has the power to make decisions and direct activity.

Ongoing administration is the responsibility of DBH, which oversees all County-owned or controlled beaches as well as all land and water area encompassed by Marina del Rey. Within the Marina, the DBH manages and administers over 50 ground leases covering hotel, restaurant, office, residential, retail, harbor, anchorage, parking and concession uses. The Department's scope of activities entails significant asset management responsibility due to the size and complexity of the leasehold and concession interests that it manages. The County's powers and rights in its governmental capacity are not affected by its leasing to proposers or developers in its proprietary capacity.

2.8 MARINA CAPITAL PROJECTS

The County and various other agencies responsible for ongoing administration and improvement of the Marina provide capital improvements to the area's infrastructure. These recent and planned investments provide a significant level of support for new development and include the following:

- The U.S. Army Corps of Engineers has jurisdiction over the construction of shoreline structures and other activities in the water areas of Marina del Rey. Between 1994 and 1996 the Corps and the County spent \$5.5 million to dredge nearly 300,000 cubic yards of material to maintain the Marina's entrances.
- An additional 700,000 cubic yards of waterway dredging began in 1998 and was completed in 2000 (total projected cost of \$7.7 million).
- A \$23.5 million project to reinforce all 758 panels of the Marina seawall was completed in 2000.
- The County is currently in the process of planning to implement Phase I of a Marina wide landscape and lighting redesign of roadway medians and two entry parcels.
- The County is currently planning for the widening of Admiralty Way from four to five lanes between Fiji Way and just west of Bali Way and six lanes from just west of Bali Way to Via Marina.
- The County, along with state and regional traffic authorities, is working on plans to extend the Marina Freeway (State Route 90) from its current terminus at Lincoln Boulevard to a point on Admiralty Way near the public library.
- Planned expansion of Chace Park.

3. PROJECT DESCRIPTION

3.1 ULTIMATE AIM OF THE MARINA BEACH RESORT PROJECT

The ultimate aim of the Marina Beach Resort project is the provision of hotel accommodations and other uses that will ultimately constitute sufficient "critical mass" to provide a dynamic, vital set of land use components on the Marina's west side. These components are intended to work together with existing hotels, restaurants, commercial operations and residences to create an important gathering place in the greater Marina community for complimentary pedestrian-oriented leisure and recreational uses.

Through the provision of additional hotels and retail operations on the RFP Parcels, visitors to Marina Beach will enjoy the addition of expanded waterfront-oriented leisure and recreational opportunities. To help activate these components to the greatest extent, the County will consider proposals that include a mix of visitor-serving and residential uses on Parcel NR that provide attractive designs of the highest quality. Accomplishment of these goals will allow for the improved integration of the Marina's recreational and commercial areas in furtherance of the AMS goals of creating an exciting, user-friendly attraction to Southern California residents and visitors. Successful Marina Beach Resort proposals will make effective use of existing transportation infrastructure and available entitlements. By maximizing connections to the surrounding area, projects that are responsive to the vision of an urban resort atmosphere at Marina Beach Resort are expected to benefit from synergies that will be available to all of the leaseholds in the area.

3.2 PROVISION OF LAND AREA AVAILABLE FOR REPLACEMENT PARKING

An essential element of achieving the desired outcomes of the Marina Beach Resort project is the provision of parking solutions for each of the RFP Parcels and for the project as a whole. To this end, the County has made arrangements for the proposed construction of replacement parking for as many as 260 cars on Parcel 21, located immediately adjacent to the eastern border of Parcel GR, and within comfortable walking distance of Parcels IR and NR. The location of the replacement parking on Parcel 21 has the potential to assure a steady flow of visitors to and along the Marina Beach waterfront.

The County's provision of replacement parking on Parcel 21 consists of an agreement with the lessee to provide land area on Parcel 21 for replacement parking in exchange for other development the lessee is undertaking in the Marina. Proposers that wish to take advantage of this replacement parking arrangement will be responsible to pay a pro-rata share of the development cost of the parking. For purposes of completing the pro forma development worksheet, each proposer should assume a standard per-space structured parking costs for any replacement spaces proposed for Parcel 21 replacement parking. While proposers are invited and encouraged to take advantage of this arrangement in the course of preparing site plans in response to this RFP, as explained in the Appendix, a certain amount of existing parking will need to be retained on site and proposers may elect to locate all required replacement parking on the parcel itself ("self-contained replacement parking").

3.3 MARINA BEACH RESORT PROJECT BUILDOUT

Project Buildout for each of the RFP Parcels is shown in Figure 5. Because the height limit for the RFP Parcels is limited to 45 feet, as set forth in the LCP, it may be necessary to provide a combination of onsite parking management that includes both convenient valet parking and limited onsite parking. Through the replacement of a portion of existing public parking on Parcel 21 as previously described, it may be possible to achieve a maximum buildout on each parcel without requiring the need to construct parking garages on the RFP Parcels.

Figure 5. Marina Beach Resort Project Buildout

<i>Required</i>	<i>Recommended</i>
<ul style="list-style-type: none"> ▪ Proposed improvements ▪ ADA-accessible waterfront promenade ▪ Replacement and site specific parking, likely implemented through a combination of convenient valet parking and limited onsite parking 	<ul style="list-style-type: none"> ▪ Strong pedestrian connections to other parcels and on-site amenities designed to serve the needs of both the users of the facility and visitors to the area

Parcel NR, which enjoys Marina Beach frontage along Palawan Way, offers the successful proposer an opportunity to mix non-visitor-serving uses on a parcel flanked by existing residential units. Contemporary planning objectives suggest, and the Marina del Rey Asset Management Strategy encourages, “a varied, high quality residential environment” and a “mix of uses.” To this end, the County will consider proposals for mixed-use development on Parcel NR that include both a residential component on the upper floor(s) and visitor-serving at ground level uses while providing attractive designs of the highest quality.

Proposers for Parcel IR will be required to provide open space on the central portion of Parcel IR that will provide an enhanced view corridor and pedestrian connections to the Marina Beach waterfront. The central location of this view corridor/open space on Parcel IR is intended to serve as a focal point for the creation of additional pedestrian connections to and along Parcels GR and NR by means of a pedestrian promenade. By linking these amenities together and integrating each into the design of the proposed developments, each of the RFP Parcels would benefit from the resulting “boardwalk” feel along the Marina Beach waterfront.

3.4 SITE DESCRIPTIONS OF MARINA BEACH RESORT RFP PARCELS

A table summarizing the parcels included in this RFP is shown in the Appendix. The County is prepared to lease any or all of these three parcels for the Marina Beach Resort project. Descriptions of the individual parcels are as follows:

- **Parcel GR** is an asphalt paved rectangular site at the northeast corner of Via Marina and Panay Way, currently used as a parking lot serving primarily the Marina Beach area as well as the Cheesecake Factory. Dimensions are approximately 150' x 697' (104,047 s.f. or 2.39 acres). Existing parking capacity of 264 spaces on the parcel must be retained on-site or replaced in the immediate vicinity if all or part of the parcel is used for other purposes.
- **Parcel IR** is an irregularly shaped 105,697 s.f. (2.42 acres) site located at the intersection of Via Marina and Admiralty Way, just east of parcel JS. The lot currently contains 225 parking spaces, serving primarily the Marina Beach area. Existing parking capacity on the parcel must be retained on-site or replaced in the immediate vicinity if all or part of the parcel is used for other purposes, and a substantial view corridor to the waterfront must be provided from the Admiralty Way/Via Marina intersection.
- **Parcel NR** is a paved rectangular site located on Palawan Way, just south of Admiralty Way, currently used as a 191-space parking lot. Dimensions are approximately 150' by 507' (75,049 s.f., or 1.72 acres). Existing parking capacity on the parcel must be retained on-site or replaced in the immediate vicinity if all or part of the parcel is used for other purposes.

3.5 LIST OF PARCELS IN VICINITY / ADJACENT AND NEARBY PARCEL USES

- Parcel H: Marina Beach.
- Parcel 18: Dolphin Marina.
- Parcel 20: Panay Way Marina.
- Parcel 21: Holiday Harbor Marina.
- Parcel 22: Foghorn Hotel/Cheesecake Factory.
- Parcel JS: Edgington Park.
- Parcel 27: Best Western/Jamaica Bay Inn.
- Parcel 33: Harbor House/Edie's.
- Parcel 28: Mariner's Bay Apartments.
- Parcel 30: Del Rey Yacht Club.
- Parcel 125-I: Marina City Club.
- Parcel P: Oxford Flood Control Basin.
- Parcel OT: County Parking Lot.
- Parcel 145: Marina International Hotel.
- Parcel 140: Admiralty Apartments.
- Parcel 141: Marina Beach Marriott.

3.6 POSSIBLE MODIFICATION OF EXISTING PARCEL BOUNDARIES

In conjunction with requirements set forth in the LCP, potential future development in the vicinity of the Marina may require the planning and construction of improvements to particular intersections and various roadway projects designed to improve traffic circulation. In particular, two specific projects may potentially impinge on the leasehold interests of lessees on the Marina's eastside: (1) the widening of Admiralty Way, which may include the reconfiguration of the Admiralty Way/Via Marina intersection; and (2) the extension of Route 90 to Admiralty Way. The need for these projects is described in the *Marina del Rey Land Use Plan*, Chapter 11, "Circulation," and the *Marina del Rey Local Implementation Program*, Appendix G, "Transportation Improvement Program." These projects have not yet been fully defined, approved or scheduled, however, Proposers are advised to seek the advice of the County's Department of Public Works in regard to any proposed improvements that may be proposed alongside current roadways, intersections or parcel boundaries.

3.7 SITE UTILIZATION

The primary land use regulations for Marina del Rey are contained in the LCP, which is comprised of the *Marina del Rey Land Use Plan* and the *Marina del Rey Local Implementation Program*. In 1996, the California Coastal Commission and the County of Los Angeles approved a comprehensive amendment to the LCP. Currently, the LCP permits principal uses on the subject Parcels shown in the Appendix.

3.8 SUGGESTED GUIDING PRINCIPLES FOR MARINA BEACH RESORT PROJECT DESIGN

Based on the information previously described, including the LCP and the AMS, and a strong desire to create the best possible project, the following principles are suggested for the Marina Beach Resort project design:

- Vision consistent with AMS and LCP
- Facilities that encourage project use by public visitors and lodgers
- Emphasis on physical environmental quality
- Secure and comfortable spaces
- Facility and operation evokes a sense of quality and value
- Water-oriented, visitor-serving auxiliary uses
- Appropriate transportation linkages

In addition to these examples of guiding principles, respondents are advised to review Section 5 of this RFP, which includes a brief explanation of the criteria on which proposals will be judged.

3.9 AVAILABILITY OF PROJECT ENTITLEMENTS

Entitlements for the Marina Beach Resort project are expected to be available by virtue of the priority given to visitor-serving commercial uses in Marina del Rey. Nonetheless, a change in land use designation will require an LCP amendment and may require the allocation of additional trips, depending on the size of the successful project and the extent to which auxiliary uses are included in the project plan.

3.10 POTENTIAL LCP AMENDMENT

Due to the necessity, as above recounted, of certain amendments to the LCP and the requirements for regulatory approvals by the Marina Design Control Board, the County Department of Regional Planning, and the California Coastal Commission, as well as recommendation by the SCHC and approval of the Board of Supervisors, respondents are advised to consult with the Department of Regional Planning to assess the complexity, scope and length of time it may take to achieve the approvals needed to complete the Marina Beach Resort project. Respondents should consider a time estimate in accordance with requirements of the various regulatory bodies including the DCB, SCHC, DRP, Board and Coastal Commission.

3.11 NO AVAILABILITY OF PUBLIC FINANCING

While some form of public-private partnership is anticipated, the County may reject proposals that require public financial participation. Respondents should clearly specify any projected contingency, need or desire for public financing related to submitted proposals.

3.12 PROPOSALS THAT INCLUDE PARCELS REQUIRING LEASE EXTENSIONS

In cases where a respondent chooses to submit a proposal that includes one or more existing leaseholds, additional requirements will apply. These requirements are covered in detail in the Appendix.

3.13 CONFIDENTIALITY

Details of the proposals submitted in response to this RFP will remain confidential and will not be released to others prior to the Director's recommendations being presented to the Small Craft Harbor Commission. To preserve confidentiality, some information may be marked "CONFIDENTIAL" or "PROPRIETARY" and the County will recognize such designation to the extent permitted under the Public Records Act (see the Notice to Proposers Regarding the Public Records Act" set forth fully in Appendix).

4. OVERVIEW OF TERMS

The County will only accept proposals for a long-term, unsubordinated ground lease. Following are terms and conditions, which should be incorporated in the proposals.

4.1 RENT

Base minimum rent shall be generally equivalent to 75% of projected rent generated from the higher of the minimum or percentage rent. Percentage rents shall be based on gross revenue per a schedule established in each ground lease, subject to adjustment over the term of the lease. In the following Figure 6, examples of percentage rents by use category are presented.

Figure 6.
Examples of Percentage Rents by Use Category for Properties in Marina del Rey

<i>Use Category</i>	<i>Range</i>		<i>Prevailing Rate</i>
	<i>Low</i>	<i>High</i>	
Boat Storage (landside)	10.0%	10.0%	10.0%
Hotel/Motel Rooms	7.5%	8.0%	7.5%
Restaurant (Average of Food & Beverage)	3.0%	5.0%	3.5%
Apartment	7.5%	12.5%	10.5%
Slips	20.0%	33.0%	25.0%
Retail	1.0%	2.0%	2.0%
Office	7.5%	12.5%	11.0%
Car Rental/Service Enterprises Commissions	5.0%	10.0%	5.0%
Vending/Telephone Commissions	25.0%	25.0%	25.0%
Cocktail Lounge	10.0%	10.0%	10.0%
Commissions - Service Enterprises	20.0%	20.0%	20.0%
Entertainment Admissions	5.0%	5.0%	5.0%
Valet Parking Fees	7.5%	7.5%	7.5%
Parking Fees	20.0%	20.0%	20.0%
Miscellaneous	1.0%	7.0%	5.0%

4.2 ADDITIONAL LEASE TERMS

The County will require that the following additional terms, among others, be incorporated into any ground lease:

- Participation by the County in the proceeds from the transfer/sale of the leasehold interest based upon the higher of: (a) a fixed percentage of the sale price, or (b) a fixed percentage of net profit from the sale;
- Participation by the County in proceeds from the refinancing of the leasehold interest based upon a fixed percentage of refinance proceeds not reinvested in the leasehold or used to retire existing financing;
- Late payment charges for any type of rent or payment due to the County including a fixed percentage of the amount due plus interest;
- Provisions for County assignment consent and recapture rights;
- Periodic adjustment of minimum and percentage rents to market levels;
- Disclosure of beneficial ownership;
- Maintenance standards and liquidated damages for failure to adhere to these standards;
- General liability insurance coverage and periodic insurance requirement readjustment;
- Security deposit;
- Waterfront/Beachfront Promenade to be constructed and maintained.
- Fund for removal of improvements at termination of lease.

4.3 PROPOSER'S RESPONSIBILITIES

The selected development team will be responsible for payment of all costs and expenses in connection with the project including, but not limited to: costs associated with securing necessary entitlements and environmental documentation; ground clearing, site preparation and construction of new buildings; maintenance; underground utilities; insurance and taxes; permits and inspection fees; costs and mitigation fees associated with the development; and architectural, environmental, engineering and other related work. Developer will be responsible for all brokerage fees, if any. The County will not pay any broker's fees or finder's fees.

The selected developer or development team will be required to:

- Select the multi-disciplinary team;
- Obtain all necessary entitlements and permits;

- Coordinate, manage and facilitate the review of the project by the DCB, the Regional Planning Commission, the County's Board of Supervisors, the California Coastal Commission and the local community, as well as assist DBH in responding to community issues or concerns that may arise;
- Manage the work effort of the entire development team, the architect, the general contractor, and construction manager (if any) during construction;
- Subsequent to completion, manage the daily operations of the commercial facilities in a professional manner to maintain high standards of operational quality, including contractual agreements with experienced operators if necessary to do so; and
- Market the development.

In summary, the selected development team will be required to address the multitude of issues and complete the multitude of tasks required to develop and operate the proposed development.

4.4 PROPERTY CONDITION

Environmental investigations, tests, reports or remediation through various governmental agencies may be required for redevelopment of the Project Site. A due diligence period, if necessary, will be provided during negotiations between the County and the selected developer. All costs of any such investigation will be borne by the selected developer. Rights of review and approval of the results of such investigations, if required, will be given to the selected developer. If the selected developer, acting in good faith, disapproves the results of such investigation, negotiations with the County may be terminated prior to the end of the due diligence period. If not terminated, the responsibility for clean-up of contamination or toxic materials will rest with the selected developer and will not be the responsibility of the County.

4.5 ENTITLEMENT ISSUES

A major element in the application and development process will be treatment of entitlement issues, since modification of existing entitlements through an LCP amendment will be required. A brief overview of LCP/Regional Planning/Coastal Commission Requirements is set forth in Appendix E.

Respondents should be aware that respondents might be subject to a wide range of conditions not contemplated in this RFP in connection with obtaining entitlements for a proposed project. As circumstances dictate, DBH will participate in DCB, LCP, Regional Planning and other necessary regulatory proceedings, however, while the County is a necessary co-applicant, sponsoring and obtaining LCP amendments and/or other regulatory approvals is the sole responsibility of the successful proposer.

4.6 APPLICATION PROCESS

4.6.1 Detailed Response Information

Proposers must submit by 5:00 p.m. Pacific Time on Monday, August 11, 2003, in the form set forth in Appendix H, "Contents of Proposal."

The proposal should be sent to the County Contact as described in Section 1, to the following address:

County of Los Angeles Department of Beaches and Harbors
Attn: Alexander E. Kalamaros, CCIM
13837 Fiji Way
Marina del Rey, CA 90292

4.6.2 Response Schedule

Release of RFP	April 29, 2003
Developer's Orientation (10:00 AM at Burton W. Chace Park Community Building, Marina del Rey)	June 9, 2003
Proposals Due	August 11, 2003
County schedules interviews	To be determined
Evaluation Committee issues recommendation to Director	To be determined
Director recommends selection of entity with which to negotiate exclusively	To be determined
Small Craft Harbor Commission reviews Director's recommendation	To be determined
Board of Supervisors selects entity with which to negotiate exclusively	To be determined

5. PROPOSAL SUBMISSION AND REVIEW

5.1 DEVELOPER'S ORIENTATION CONFERENCE

Prior to submitting a proposal in response to this RFP, interested potential respondents should attend the Developer's Orientation Conference. At this meeting, DBH staff will provide an overview of this RFP. DBH's economic and legal consultants, as well as representatives from the Regional Planning Department and the Department of Public Works will be invited to answer questions regarding this RFP. If the applicant chooses to proceed with a project, the proposal submittal process outlined in Sections 4 and 5 and the Appendix should be followed.

5.2 PROPOSAL PACKAGE

Proposers must submit 10 copies, in 8.5" x 11" three-ring loose-leaf binders with up to five graphic exhibits in 11" x 17" format, folded to fit within the 8.5" x 11" three-ring format. **All pages must be numbered.** The sealed envelope must state "Marina Beach Resort RFP Submittal." Proposals submitted by electronic mail or facsimile will not be accepted. Proposals are due by 5:00 p.m. Pacific Time on Monday, August 11, 2003 to the County Contact as described in Section 1. DBH reserves the right to request additional information during the RFP review period.

5.3 CONDITIONS AND LIMITATIONS

Notwithstanding a recommendation of a department, agency, individual, or other entity, the Board of Supervisors retains the right to exercise its judgment concerning the selection of a proposal and the terms of any resultant agreement, and to determine the proposals, if any, which best serve the interests of the County. The Board is the ultimate decision-making body and makes the final determinations necessary to arrive at a decision to award, or not award, a new lease or lease extension.

This RFP does not represent an offer or commitment by the County of Los Angeles to enter into an agreement with a proposer or to pay any costs incurred in the preparation of a response to this request. The responses and any information made as part of the responses will not be returned to proposers. This RFP and the selected proposer's response to this RFP, may, by reference, become a part of any formal agreement between the proposer and the County resulting from this solicitation.

The proposer shall not collude in any manner or engage in any practices with any other proposer(s) that may restrict or eliminate competition or otherwise restrain trade. Violation of this instruction will cause the proposer's submittal to be rejected by the County. The prohibition is not intended to preclude joint ventures or subcontracts that are identified in the proposal.

All proposals submitted must be the original work product of the proposer. The copying, paraphrasing, or otherwise using of substantial portions of the work product of another proposer is not permitted. Failure to adhere to this instruction will cause the proposal to be rejected.

The County has sole discretion and reserves the right to reject any and all proposals received with respect to this Request for Proposals and to cancel the Request for Proposals at any time prior to entering into a formal lease agreement.

The County reserves the right to request clarification of the RFP or additional data without changing the terms of the RFP.

5.4 DEVELOPMENT COMPONENTS

Please identify each of the major components of the proposed development, *e.g.* hotel, restaurant, parking, etc. Proposals must include detailed, parallel information for each of these components.

5.5 SUBMITTAL OF ALTERNATE PROPOSALS

Respondents may desire that alternative RFP proposals on a given parcel(s) receive consideration in the event their primary proposal is rejected. The County will consider such provided the respondent's alternate proposal is submitted in a separate document and is labeled with the subtitle "ALTERNATE PROPOSAL." Alternate Proposals:

- Must be completely self contained;
- May not include references to any outside documents; and
- Must be turned in on the same submission schedule as all other proposals.

5.6 OVERVIEW OF CONTENTS OF PROPOSAL

In general, all proposals will have nine required sections as shown below and in the order as set forth in the Appendix. The sections are set forth here in summary format.

- SECTION 1 - DEVELOPMENT CONCEPT
- SECTION 2 - PROJECT TIMETABLE AND CRITICAL ENTITLEMENT ISSUES
- SECTION 3 - COST ESTIMATE
- SECTION 4 - FINANCIAL PROPOSAL AND PROJECTIONS
- SECTION 5 - DEVELOPMENT TEAM INFORMATION, PAST EXPERIENCE (FOR EACH COMPONENT) AND FINANCIAL INFORMATION
- SECTION 6 - STATEMENT OF FINANCIAL QUALIFICATIONS AND RESPONSIBILITY OF DEVELOPER
- SECTION 7 - DISCLOSURE OF BENEFICIAL OWNERSHIP
- SECTION 8 - OTHER REQUIRED FORMS
- SECTION 9 - ADDITIONAL REQUIREMENTS FOR PROPOSALS WHICH INCLUDE LEASE EXTENSIONS

5.7 EVALUATION COMMITTEE

The evaluation of the proposal responses will be conducted by an "Evaluation Committee" selected by the Director of Department of Beaches and Harbors. The Evaluation Committee may include DBH staff members, representatives of other County agencies and departments and/or non-County personnel who may have demonstrated expertise in pertinent development fields.

The Evaluation Committee will rank and recommend proposals to the Director who will, in turn, make his recommendations to the Small Craft Harbor Commission ("SCHC") and to the Board of Supervisors. Neither the Director, nor the SCHC, nor the Board is bound by the recommendations of the Evaluation Committee. The Los Angeles County Board of Supervisors has the ultimate authority and responsibility for the selection of a developer, if any, for proposed development on the Project Site and any related parcels.

5.8 EVALUATION CRITERIA

The County's primary evaluation criteria are: (1) revenue enhancement, (2) implementability, (3) implementation of AMS, including consideration of impact on and/or enhancement of usability by

public visitors and lodgers (4) upgrading the east side of the Marina, and (5) creativity. The objective is to enhance the Marina as a desirable location and provide a cohesive theme for new private development and public facilities as well as to improve the County's revenue flow. Implementability means that the County must be satisfied that the responding development team can and will actually complete the development. The County will consider:

- Entitlement risk;
- Financial risk;
- Creativity and quality;
- Design and construction capability;
- Project management capability;
- Property management capability;
- Successful marketing and operating experience of the developer and, if applicable, the operator of the project;
- The marketing image, financial strength and management systems of, if applicable, the operator of the project;
- Extent to which existing lessee has complied with all terms and conditions of its lease;
- Compatibility with the goals and objectives of the Marina del Rey Asset Management Strategy, including boater and water orientation and visitor-serving objectives, and related non-monetary public benefits; and
- Experience in public/private projects.

5.9 EVALUATION PROCESS

The initial review will compare all proposals for compliance with the submission requirements. Any proposals with significant omissions may be rejected and the proposers will be notified of their failure to comply with the requirements of the RFP process. The County reserves the right to request that proposers bring their submissions into compliance within a very short time period after notification.

A detailed, point-by-point comparison will be made of all complete proposals. Requests for clarification may be sent to certain proposers. Proposers may be asked to attend an interview by the Evaluation Committee.

Based on the evaluation criteria, the proposals will be rated by the Evaluation Committee, which will recommend the selected proposer to the Director, who will in turn make his recommendations to the SCHC and the Board of Supervisors.

5.10 FINAL AWARD BY BOARD OF SUPERVISORS

Notwithstanding a recommendation of a department, agency, commission, individual, or other person, the Board of Supervisors retains the right to exercise its judgment concerning the selection of a proposal and the terms of any resultant agreement, and to determine which proposal, if any, best serves the interests of the County. The Board is the ultimate decision-making body and makes the final determinations necessary to arrive at a decision. The Board reserves the right to reject any and all proposals.

APPENDIX A

DEPARTMENT OF BEACHES AND HARBORS

POLICY STATEMENT**Leasehold Term Extension - Marina del Rey**

The County's policies and official goals/objectives with regard to granting lease extensions to Marina del Rey leaseholders are:

1. Redevelopment and making the properties economically and physically competitive (e.g., competitive with the new hotels, condominiums, slips and retail buildings in the new Playa Vista project and other new Westside projects). Redevelopment will be rigidly defined to differentiate it from deferred maintenance, refurbishing or extensive redecoration.
2. Redevelopment of leasehold uses to ensure long-term economic viability of the improvements, increased County revenue, and enhancement of public facilities.
3. It is understood that the Local Coastal Plan (LCP) restricts some leaseholds from redeveloping to higher density, or modifying existing land use. The County will consider sponsoring, in concert with the affected leaseholders, an amendment to the LCP when:
 - The proposed project and amendment will trigger redevelopment.
 - Redevelopment may be an upgrade of facilities such as providing larger units, not just higher density.
 - The proposed redevelopment will enhance the County's revenue stream and create public facilities.
 - All proposed leasehold LCP amendments have been sufficiently reviewed and processed appropriately which will include public hearings. The County is desirous of combining all LCP amendments into one planning amendment and environmental assessment, but at appropriate intervals may consider sponsoring additional amendments when they will ensure leasehold viability and increased County rent.
4. Receipt of fair consideration by the County for the extension (in addition to fair market rent).
 - The County will require a lease extension fee equal to the value of granting the extension.
 - The County will require a guarantee that redevelopment will commence promptly and within a specific, prescribed time frame.
 - Redevelopment of a leasehold interest satisfactory to the County will entitle the lessee to a rent credit of part of the lease extension fee for a limited, prescribed period of time. Assurance of the County's continuity of annual rental income flow will be paramount in determining the timing of the partial credit.

- The purpose of the extension fee and redevelopment requirements is to provide each lessee with an incentive to redevelop.
 - Only where redevelopment is not physically or legally possible, will the County consider alternative requirements for lease extension if the leasehold's current use meets the objectives and permitted uses of regulatory agencies and, in the County's judgment, the facilities meet appropriate building codes and economic and physical viability is ensured during the extended lease term.
5. Ensuring payment of fair market rents commensurate with the new value of the lease including its extension.
 6. Securing County financial participation in sale, assignment or refinancing of leasehold interests.
 7. Payment for County administrative costs associated with lease extension and other lease related costs.
 8. Staging of rental arrangements and physical redevelopment to ensure continuity of County rental income flow.
 9. Retention of 50 percent of the additional funds resulting from lease extension to upgrade physical infrastructure of the Marina.
 10. Processing a master LCP amendment covering as many parcels as possible.

The department understands that if a lease term extension is granted, certain property or possessory interest taxes may be increased due to reassessment of the leasehold. The role of the department is to act as a traditional landlord and it will only take into account fair economic rent and the direct rental revenue paid to the County. The County will not adjust rent or in any way agitate or modify future rent adjustments due to higher property or possessory interest taxes that may result from a lease extension.

Certain regulatory procedures (i.e., LCP requirements) must be resolved prior to entering into a binding agreement for lease extension containing higher leasehold land use density or leasehold land use modifications.

BASIS FOR POLICY STATEMENT

1. Purpose

The purpose of this Policy Statement is to provide a standard basis for discussing lease term extensions and to ensure that the County will receive fair economic value for such extension and for its leased property within Marina del Rey.

It is anticipated that lease term discussions on Marina del Rey leaseholds will be requested by various lessees as the remaining term in the original lease declines. These requests may arise because of the lessees' desire to refinance, sell, assign, or redevelop the leasehold. In some cases there may be an insufficient remaining term of the lease to maximize these desires.

Redevelopment is considered by the County to be the primary justification for a lease term extension.

2. Basic Assumptions

2.1 Policy Assumptions

- Redevelopment of the leaseholds should be coupled with any lease extension commitments.
- Environmental assessment may be required.
- The County is not obligated to agree to lease extensions for any or all lessees.
- No redevelopment increasing leasehold land use density or leasehold land use modifications will occur without mitigating traffic options such as a bypass.
- Lease extension discussions will be expensive and time consuming to the County.
- A preponderance of leaseholds will not be able to significantly intensify use or density under the land use provisions of the current LCP.
- The Assessor will reassess the property with an extension.

3. Prerequisite for Lease Extension

2.2 The lease term extension must be tied to a commitment acceptable to the Director and Board of Supervisors to redevelop the property. A major purpose of this policy is to ensure that the improvements will be modernized and of sufficient quality to remain attractive, competitive, and physically and economically viable during the extended term of the lease.

- County must conclude that redevelopment is feasible under existing regulatory control on a case-by-case basis or that land use modification can be accomplished through an amendment of the LCP. In either case, the County will require fair consideration for a lease extension.
- Redevelopment must enhance the County's income stream, and public facilities.

2.3 No long term extension containing the higher leasehold land use density or leasehold land use modifications will be offered until the Marina del Rey bypass or other traffic mitigation measures are approved by the appropriate regulatory agencies.

4. Amendment to the Local Coastal Plan (LCP)

4.1 The County will consider sponsoring an amendment to the LCP.

If the County is successful in its attempts to amend the LCP, part of the lease extension fee paid by the lessee may be credited against future rent when redevelopment occurs.

5. Conditional Parcels

These policies may be withheld or modified with respect to those parcels for which other policies or lease extension amendments have been executed, those properties which have recently been redeveloped and meet appropriate building codes and quality standards which ensure viability of the facilities or meet objectives of regulatory agencies.

CRITERIA CONTEMPLATED FOR INCLUSION IN REQUESTING LEASE
EXTENSION

MARINA DEL REY

1. All requests for lease term extension are to be submitted in writing to the Director of the department and shall include documents describing the lessee's existing financial statement and condition, value of the property, purpose for lease term extension, construction scheduling for redevelopment, and total construction costs and economic projections.

2. Application Fee

Upon application for the lease extension, in addition to any other compensation payable such as retroactive rent, increases in base rent, etc., the lessee shall pay to the County a single application fee for its administrative costs, associated with review of the project for economic feasibility, environmental assessment and legal assistance as well as County staff time.

3. Economic Terms

3.1 Minimum Rent

Minimum rent shall be adjusted periodically based on prior total annual rent paid to the County.

3.2 Fair Market Rental Rates

A revision of all percentage and minimum rent to reflect fair market value as of date the extension is granted. Where applicable, the payment of retroactive rent will be made by the lessee based on the new fair market rental rate percentages. The newly adopted arbitration clause clarifying dispute resolution mechanisms will be added to those leases not already including it.

3.3 Lease Extension Fee

The County will receive an extension fee commensurate with the value of granting the extension.

3.4 Participation in Sale or Transfer of the Leasehold

The County will participate in the proceeds from the sale or transfer of leasehold interest so as to: 1) assure adequate compensation for administrative costs incurred by the department; and 2) share in profits from these leasehold sales or transfers.

3.5 Participation in Refinancing

The County will receive an appropriate share of proceeds from refinancing which is not used for leasehold improvements in the Marina.

3.6 Administrative Costs

In addition to the above economic terms, the lessee shall agree to pay for various offsetting or special administrative costs including, but not limited to:

3.61 Environmental studies.

3.62 Late rental payment penalties, including audit deficiencies.

3.63 Increased security deposits.

3.64 Increased minimum rental payments.

3.65 Increased County insurance requirements, including business interruption insurance.

3.66 Costs for County lease assignment reviews.

4. Time Frame for Lease Extension

Will be tied to resolving transportation requirements established in the LCP.

APPENDIX B

Adopted 3/21/95

PROCESS FOR MANAGING LEASE EXTENSION PROPOSALS

The Board of Supervisors of the County of Los Angeles (Board) has approved an amendment to the Marina del Rey Local Coastal Plan (Amended Plan) allowing for an increase in development density in Marina del Rey. The Amended Plan divides the Marina into 14 Development Zones (DZs), each containing several leaseholds, with development potential being allotted by DZs, rather than by individual parcels. The Amended Plan must be reviewed and approved by the California Coastal Commission (CCC) to become effective.

In order to encourage timely redevelopment during this process, the Department of Beaches and Harbors (Department) is willing to enter into negotiations for extending the terms of current ground leases with interested lessees and/or other interested parties, but will not submit a "Memorandum of Understanding for Lease Extension" (MOU) to the Board until after the CCC's adoption of the Amended Plan. Two or more lessees may compete for development potential within a given DZ.

All lease extension negotiations will require the payment of an application fee to fully cover the Department's costs to analyze the applicant's proposal. Once general agreement is reached, an MOU will be prepared for submission to the Small Craft Harbor Commission (SCHC) for review and to the Board for approval. The MOU will outline the basic terms to be further negotiated as a part of a lease extension amendment (Lease Extension Amendment).

Upon Board approval of this MOU, the lessee will pursue a Coastal Development Permit (CDP) and other entitlements through the Department of Regional Planning (DRP). Once these entitlements are issued, the Department will enter into good faith negotiations with the lessee for a Lease Extension Amendment that will be based upon the terms set forth in the MOU.

In order to provide an opportunity for all interested parties, the Department will require each applicant to abide by the following process:

PROCESS

Informal Meeting

Prior to submitting a formal proposal, the lessee should request meetings with the Department and the DRP's "One-Stop" processing center. The Department will outline the County's financial/planning goals for Marina del Rey, and the DRP will clarify whether or not the proposed project is within the parameters of the Amended Plan and will help the lessee understand the various steps and procedures required by the permit process. No fees will be assessed by either department for these initial meetings.

Proposal Submission

If the lessee chooses to proceed with the Project, ten copies of a proposal shall be submitted to the Department. The proposal shall be responsive to the Board-approved Marina del Rey Lease Term Extension Policy (Attachment 2). In addition, the applicant shall submit:

- A. A description of the proposed project.
- B. A description of the entitlements required to complete the project. If the required entitlements are in excess of the development potential for the DZ, the applicant shall detail its plan for securing increased entitlements. It should be noted that if an applicant's proposal requires further substantial amendments to the Amended Plan, an MOU will not be forwarded to the Board prior to approval of these additional amendments to the CCC.
- C. The basis for leasehold valuation.
- D. Evidence of financial and physical feasibility of the proposed project.
- E. The Department's initial fee of \$10,000 as a deposit against its costs of reviewing, negotiating and preparing the MOU and Lease Extension Amendment documents. This fee is payable upon submission of a proposal. Additional funds may be required to ensure that all of the Department's costs are recovered. Any unexpended funds will be refunded to the applicant.

MOU Negotiation

Once the proposal is received, the Department will review the proposal and coordinate the appropriate meeting(s) between the lessee and County staff and/or its consultants to clarify the terms of the proposal – primarily its financial, planning, and legal aspects. Upon clarification, the Department will negotiate in good faith to reach agreement on an MOU that the Department can recommend to the SCHC and the Board.

Notice to Other Lessees

Upon receipt of any proposal requesting development potential permitted under the Amended Plan, the Department will notify all other lessees in the affected DZs that such a proposal for use of that potential has been received. If any other lessee has an interest in submitting a competing proposal, the Department should be notified in writing within 30 days so that the Department can schedule initial meetings with the interested party.

It is the intent of the Department to select the best proposal for use of the development potential within each DZ. Therefore, the Department may negotiate simultaneously with two or more lessees seeking the same entitlement within the same DZ, but only one MOU will result from such negotiations.

Rejected Proposals

If the Department rejects a proposal, it will forward its comments to the Board by memorandum, with copies going to the SCHC and the applicant. The applicant's proposal and a summary of analyses performed by staff or outside consultants will be attached to the memorandum.

Process After MOU Execution By the Board

After the Board and applicant have executed an MOU, the applicant should secure a CDP and all required entitlements. Once all permits and entitlements are secured, the Department will enter into good faith negotiations on a Lease Extension Amendment based on the MOU. The proposed Lease Extension Amendment will be forwarded to the SCHC for its review and to the Board for its consideration. If the Department and lessee cannot agree upon the terms of the Lease Extension Amendment, or if the Board rejects such Lease Extension Amendment, the Department may reopen negotiations with other interested parties.

Parcels Not Currently Under Long Term Leases

After the Amended Plan is approved by the CCC, the Department will seek lessees for development of certain Marina del Rey parcels not currently under long-term leases. If the same development potential within a DZ is sought by a prospective as well as a current lessee, the Department will recommend an MOU to the SCHC and the Board with the party which it determines offers the best overall proposal to the County.

APPENDIX C

Coordination with Lease Extension Proposals

DEFINITION OF A "COMBINED PROJECT"

Certain proposals may include plans for combining RFP parcels and existing leaseholds into a single development project. Such a project is termed a "Combined Project." A Combined Project is a project that aggregates one or more RFP parcels together with one or more other parcels with existing leases into a single, unified development project. In order to clearly distinguish proposals that contain a Combined Project, all respondents submitting a Combined Project must label any response document with the subtitle "COMBINED PROJECT."

ADDITIONAL REQUIREMENTS FOR PROPOSALS THAT INCLUDE LEASE EXTENSIONS

If applicable, please provide the following information for proposals that include development on parcels for which a lease extension is requested.

- Proposed extension fee, which should be calculated in accordance with current County policy. For further explanation, please refer to Item 4 of the document titled POLICY STATEMENT: Leasehold Term Extension - Marina del Rey, incorporated as Appendix A.
- Detailed plan for any existing structures that are to remain or are to be rehabilitated, including assurances that the leasehold will maintain a strong competitive position in the market for these existing or rehabilitated facilities for the duration of any extended lease.
- Lease extensions and associated new leases must have a common expiration date.
- Rent structure on retained or reconstructed improvements, if any.
- Evidence of site control: if proposing entity is in any way different from current lessee, even if lessee is a partial owner, please provide a copy of any contractual arrangement as well as the amount and character of consideration to current lessee.
- County Recovery of Lease Extension Costs

The County will recover its processing costs and costs of any required appraisal in accordance with the provisions of AMS and its adopted lease extension policies. For further explanation, please refer to the document titled Process for Managing Lease Extension Proposals, dated 3/21/95 and incorporated as Appendix B.

SINGLE, UNIFIED PROPOSALS MUST INCLUDE BOTH RFP AND RELATED LEASE EXTENSION DATA

Respondents submitting a Combined Project are not required to submit separate RFP and lease extension proposals and should file a single, unified proposal.

While respondents should submit a single, unified proposal for their Combined Project and thereby eliminate duplicating information that overlaps in the RFP and lease extension proposal, respondents must assure that all necessary project and financial data are included.

The following checklist identifies key sections in the RFP document and related lease extension information that will assist the respondent in assembling the required information.

- Appendix A, Policy Statement: Leasehold Term Extension – Marina del Rey
- Appendix B, Process for Managing Lease Extension Proposals
- Appendix C, Coordination with Lease Extension Proposals
- Related lease extension information, namely:
 - a) Identification of leased properties
 - b) Proposed ownership and operation
 - c) Lease extension terms proposed
 - d) Summary of key elements in associated response to RFP

RESPONSIBILITY FOR LEASE EXTENSION DOCUMENTATION

While an effort has been made in this document to identify the major technical elements needed in the response to this RFP, all lease extension respondents should read all applicable documents in their entirety and are responsible for meeting all requirements set forth in the County Lease Extension Policy, which is included as an attachment to this RFP.

TIMING OF LEASE EXTENSION EXPIRATION

Lease extensions and associated new leases must have a common expiration date.

TREATMENT OF RETAINED LEASEHOLD IMPROVEMENTS

As a general rule, the County expects full redevelopment of all leaseholds for which lease extensions are granted or development proposals are awarded. Neither existing land nor water improvements are to be retained. All existing improvements, whether situated on parcels subject to this RFP or on adjacent or nearby parcels as a part of a Combined Project response to this RFP, should be completely replaced with new or fully reconstructed improvements.

However, if any existing structures are to remain, the respondent must provide the same detailed information for each class of retained improvements. Any proposal to retain leasehold improvements must explain how the respondent plans to assure the County that these structures will remain competitive for the full duration of the lease term.

SUBMITTAL OF ALTERNATE PROPOSALS

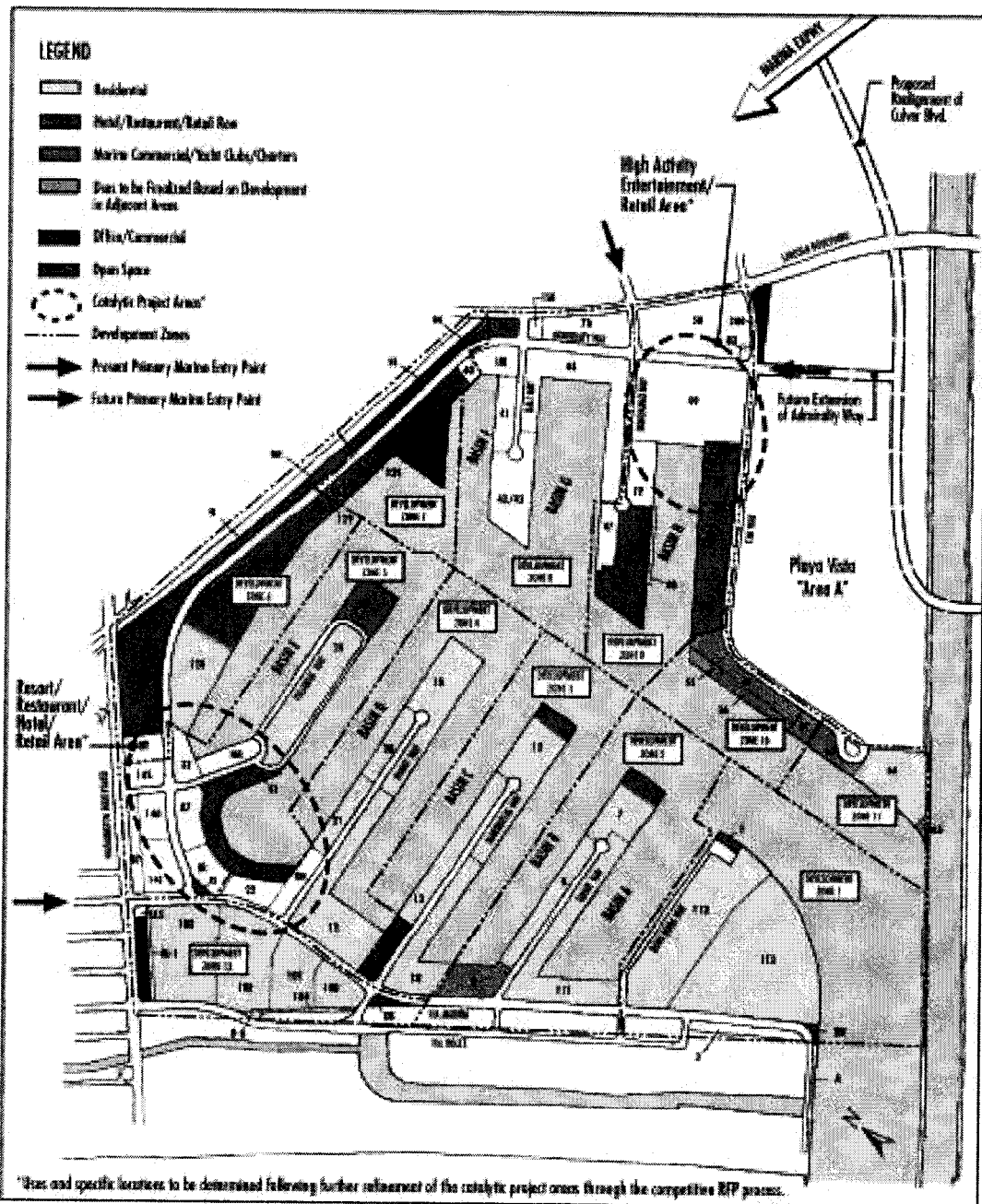
Respondents may desire that alternative RFP proposals on a given parcel(s) receive consideration in the event their Combined Project is rejected. The County will consider such provided the respondent's alternate proposal is submitted in a separate document and is labeled with the subtitle "ALTERNATE PROPOSAL." Alternate Proposals:

- Must be completely self contained;
- May not include references to any outside documents; and
- Must be turned in on the same submission schedule as all other proposals.

APPENDIX D

Asset Management Strategy (AMS) Map

**Marina del Rey Asset Management Strategy
Land Use Designations and Development Zones**



Note: Per the Local Coastal Program, all new projects located on waterfront parcels shall provide public pedestrian promenades adjacent to bulkheads. Development Zone 13 contains only the parkway along Fiji Way. Development Zone 14 contains parcels 51 and 200. Development Zones 13 and 14 are not diagrammed above. 00/13/01

APPENDIX E

Entitlement Matters

Overview of Marina del Rey Entitlements

A major element in the application and development process will be treatment of entitlement issues, since modification of existing entitlements through an LCP amendment will likely be required. A brief overview of LCP/Regional Planning/Coastal Commission Requirements is thus set forth below.

Respondents should be aware that respondents might be subject to a wide range of conditions not contemplated in this RFP in connection with obtaining entitlements for a proposed project. As circumstances dictate, DBH will participate in LCP, Regional Planning and other necessary regulatory proceedings, however, while the County is a necessary co-applicant, sponsoring and obtaining LCP amendments and/or other regulatory approvals is the sole responsibility of the successful proposer.

The March 1996 LCP Amendment for Marina del Rey marked several changes in the land use regulation of the Marina. Broadly speaking, these changes addressed four critical issues. They are as follows:

- (1) Height limitation zones were established to limit development on individual parcels;
- (2) View corridor requirements were established so that views of the water would be preserved;
- (3) Entitlements for additional development were, with only a few exceptions, allocated among a series of 12 Development Zones (DZs) rather than assigned to individual parcels; and,
- (4) Aggregate development in the Marina as well as development within each DZ was regulated by the allocation of p.m. peak hour traffic trips with a total of 2,750 such traffic trips being allocated to all additional development within the Marina. The allocation of trips and traffic planning was the primary factor in using DZs as a device for allocating additional entitlements.

Prospective Entitlement Processing

Proposals that are fully consistent with the existing designations and regulations contained in the LCP will require review by the Design Control Board for design features, as well as issuance of a Coastal Development Permit and all other normal ministerial and other reviews and approvals associated with obtaining a building permit and other code compliance. However, depending on the specific nature of the proposal, other discretionary land use entitlements, such as a Conditional Use Permit, may be required. Any project that requires a change in the LCP will require an LCP amendment. Prior discussions with representatives of the Los Angeles County Regional Planning Department familiar with the LCP indicate that projects requiring the interchange or movement of entitlements from adjacent DZs may not present the same challenge in achieving approvals as may be required for more extensive changes. Land use changes to marine commercial uses, which are likely the emphasis of any changes involved in the

project, are likely to be viewed favorably in light of Coastal Commission policies so long as high priority uses (e.g. boating, public parking, etc.) are protected or relocated. The process by which such amendments would be processed is outlined below and involves approval by both the California Coastal Commission and the County of Los Angeles.

Outline of General Entitlement Process

- Review by DBH Design Control Board
- Prepare Application(s) for Entitlements including Coastal Development Permit
- Submit to Los Angeles County Regional Planning Department
- Environmental and Permit Review Process
- Public Hearings at Los Angeles County Regional Planning Commission
- Planning Commission Decision
- Additional Public Hearing/Board of Supervisors Decision
- Additional Public Hearing/Coastal Commission Decision
- Additional Review by DBH Design Control Board

County Role in Seeking Modifications to Zoning or LCP

Selected applicants with proposal concepts that require amendments to current zoning and/or the LCP will have the responsibility for obtaining such amendments. The County, in issuing this RFP, makes no representations that such modifications will in fact be obtained or that, in obtaining them, the developer may not be subject to a wide range of conditions and requirements not described in the LCP.

DBH will make available its best understanding of the origins of the policies embodied in the current LCP and zoning and prior interpretations of these policies in connection with earlier entitlement processing, and will, to the extent that DBH does not see any conflict with its long term asset management growth objectives, consent to and support the required applications in the entitlement process. In addition, DBH will identify key staff members with whom to consult at both the California Coastal Commission and the Los Angeles County Regional Planning Department.

Any assistance provided by the County in its proprietary capacity shall be without prejudice to exercising its powers and rights in its governmental capacity.

LCP/Regional Planning/Coastal Commission Requirements

The RFP references the requirements regarding entitlements imposed by the LCP, including the required reviews by the County's Design Control Board, Regional Planning Department, reviews associated with code compliance and building permit issuance and the involvement and review by the California Coastal Commission in appropriate circumstances.

The RFP makes it clear that applicants are responsible for obtaining all necessary entitlements and permits from appropriate County and/or state agencies and that any proposal that requires an LCP amendment should be discussed with a representative of the Regional Planning Department familiar with the LCP.

The provisions of the LCP regarding allocation of entitlements, view corridor requirements, building height limitations and limitations on both aggregate development in the Marina and development within each DZ are also discussed and an outline of the general entitlement process is presented.

In addition, applicants should be aware that the LCP, planning agencies and other state, regional and/or local authorities might impose a variety of other conditions and/or fees related to proposed development projects. In appropriate cases, these matters may include, but are not limited to the following:

- Traffic impact fees
- School impact fees to Los Angeles County Unified School District
- Fish & Game Department fees
- Mitigation monitoring fees
- Sewer impact fees
- Park impact fees
- Hostel impact fees (hotel/motel development)

The LCP also imposes an "Improvement Phasing Schedule for Internal Category 1 Improvements" which provides that certain specified road improvements must occur in phases coinciding with new development so that no new development is occupied before construction of improvements which would mitigate the same amount of impact such development has on traffic within Marina del Rey.

In addition, the LCP imposes an "Improvement Planning Schedule for certain Sub-regional Traffic (Category 3) Improvements". In general, these provisions require that if the traffic trips generated by new or intensified Marina development, along with other previously approved development, exceed 50% of the total anticipated additional external trips to be generated by new or intensified Marina development, additional development that generates external trips shall not occur until certain traffic improvements which mitigate those trips has been approved and funded by the appropriate agencies.

To date, only minimal new development has been fully approved. However a number of new development proposals are either in negotiation and/or have entered the entitlement process. If a substantial number of the projects currently in negotiation are eventually granted entitlements at their maximum requested levels, the 50% limit may be attained and any new projects that may generate additional external trips will not be permitted to move forward until the above reference traffic improvements have been approved and funded.

The requirements discussed in the preceding two paragraphs relating to required Category 1 and Category 3 traffic improvements are independent of other LCP requirements and all new developments, regardless of their status relating to the 50% threshold or other traffic improvement or phasing requirements, are still subject to all provisions regarding payment of traffic impact fees and other appropriate conditions and/or fees relating to proposed projects.

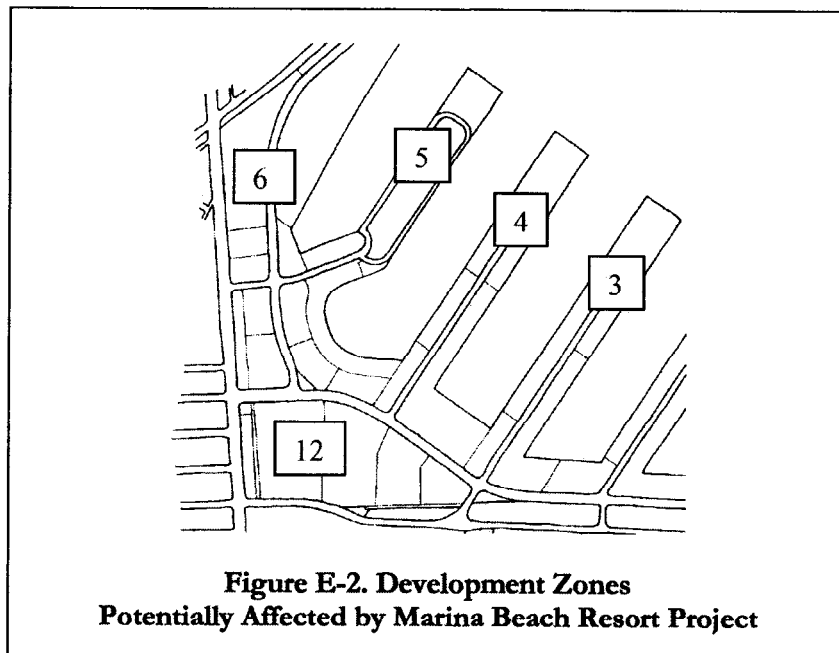
Potential proposers are advised to consult with Regional Planning Department representatives familiar with the LCP in order to assess the terms and conditions which may be imposed upon construction and occupancy of proposed development and for advice regarding any permits, fees or other requirements which may impact their projects.

Development Zones Affected by the Project

Depending on the proposed development program, the amount of entitlements necessary to complete a proposed project may vary. As shown in Figures E-1 and E-2 below, two or more development zones may be impacted by the Marina Beach Resort project.

Figure E-1

<i>Parcel</i>	<i>Development Zones Affected</i>
GR	DZ-4
IR, NR	DZ-5
Nearby parcels	Possibly DZs-3, 6 and 12
Other parcels	Possibly DZs-1-14



Parcel Area and Height Limits

As shown in Figure E-3 below, the total project area consists of land area of over 6.5 acres, with no water area, although each parcel does include beach and/or water frontage. Site-specific land use restrictions on each of the three RFP Parcels limit construction to 45-foot in height, while requiring provision of a 20 percent view corridor.

**Figure E-3. Land Area, Frontage, Height Limits and View Corridor
of Marina Beach Resort Project Parcels**

<i>Parcel</i>	<i>Land Area</i>	<i>Water Area</i>	<i>Water Frontage</i>	<i>Beach Frontage</i>	<i>Height Limit – Base Case (20 percent view corridor)</i>	<i>View Corridor Bonus Available?</i>
GR	2.39 acres	None	230 feet	186 feet	45 feet	No
IR	2.42 acres	None	None	390 feet	45 feet	No
NR	1.72 acres	None	530 feet	None	45 feet	No

Land Use Designation and Entitlement Matters Relating to Each Parcel

As shown in Figure E-4 below, the existing land use designation on each RFP parcel is Parking. To illustrate the existing mix of uses in the vicinity, the land use designation of each contiguous parcel is also shown.

**Figure E-4. Existing Land Use Designation (Zoning)
of Marina Beach Resort RFP Parcels**

<i>RFP Parcel</i>	<i>RFP Parcel Land Use Designation</i>	<i>Land Use Designation of Contiguous Parcels</i>
GR	Parking	21: Marine Commercial, Water, Waterfront Overlay Zone 22: Hotel, Waterfront Overlay Zone
IR	Parking	22: Hotel, Waterfront Overlay Zone 27: Hotel, Waterfront Overlay Zone
NR	Parking	28: Residential III, Water, Waterfront Overlay Zone 33: Visitor-serving Commercial, Water, Waterfront Overlay Zone

In order to accommodate the proposed Marina Beach Resort project uses, the current zoning for each parcel will likely have to be changed through an LCP Amendment to add the designation “Waterfront Overlay Zone” or, if residential mixed use is proposed on Parcel NR, “Mixed Use Overlay Zone.”

Public Amenities

Since attracting visitors is an important goal of this RFP, it is expected that each proposal will include plans for a new waterfront promenade. Moreover, the LCP requires that a 28-foot wide pedestrian promenade be provided and maintained along the bulkhead. More specific design recommendations for a promenade can be found in draft design guidelines, “The Marina Walk,” which is contained in the information packet available for purchase from DBH.

The County envisions facilities that provide public amenities designed to serve the needs of both the users of the facility and visitors to the Marina. Examples of such facilities include public restrooms, seating areas, waterfront viewing areas, pedestrian walkways to parking facilities, pedestrian connections to Marina Beach and neighboring parcels, security kiosks, night lighting, wading pools for small children, electronically controlled water features, public bus stops, taxi loading areas, charter bus drop-off stations, bicycle racks and sidewalks, which serve the additional purpose of encouraging non-vehicular transportation as contemplated in the LCP. Accommodations for disabled persons will be required as a matter of conformance to the Americans with Disabilities Act, thereby encouraging the use of the facility by the most diverse population possible. The County considers these important features to help activate public access to the waterfront and stimulate connections to other Marina public facilities and leaseholds. Proposers are urged to consider creative solutions take advantage of the unique features of each RFP Parcel. For instance, the slope of Parcel NR will likely require a multi-level architectural solution that integrates ADA-compliant access at the street level with similar access along the waterfront promenade.

Public Parking

The conversion of waterfront parking lots into Marina redevelopment projects is a stated matter of policy. In order to increase the efficiency of replacement parking, the County has made arrangement for a replacement parking structure to be located on Parcel 21. As shown in Figure E-5, each parcel contains a number of existing public parking spaces that must either be retained onsite or relocated nearby, as described in the LCP.

Figure E-5. Existing Public Parking on Marina Beach Resort RFP Parcels

<i>RFP Parcel</i>	<i>Public Parking Spaces</i>
GR	264
IR	216
NR	191

In the course of planning for the replacement of existing parking spaces, proposers are advised to consider creative solutions to implementing onsite parking that will further the goals and ultimate aim of this RFP. Examples of such creative solutions include the placement of underground parking lots beneath existing facilities (to the extent allowed by engineering standards), or the placement of small commercial operations along the street level of proposed parking structures.

Available Entitlements

Availability of entitlements for additional new development in Marina del Rey are subject to an ordered process of receipt that grants early respondents to County development solicitations priority over proposals that are received subsequently. The County has issued several sets of redevelopment solicitations since 1998 and has received authorization for exclusive negotiations with a number of successful proposers. As shown below in Figure E-6, per the 1996 amendment to the LCP, the County has a limited amount of available entitlements in the two development zones in which the RFP Parcels are located.

Figure E-6. Entitlements Available by Development Zone*

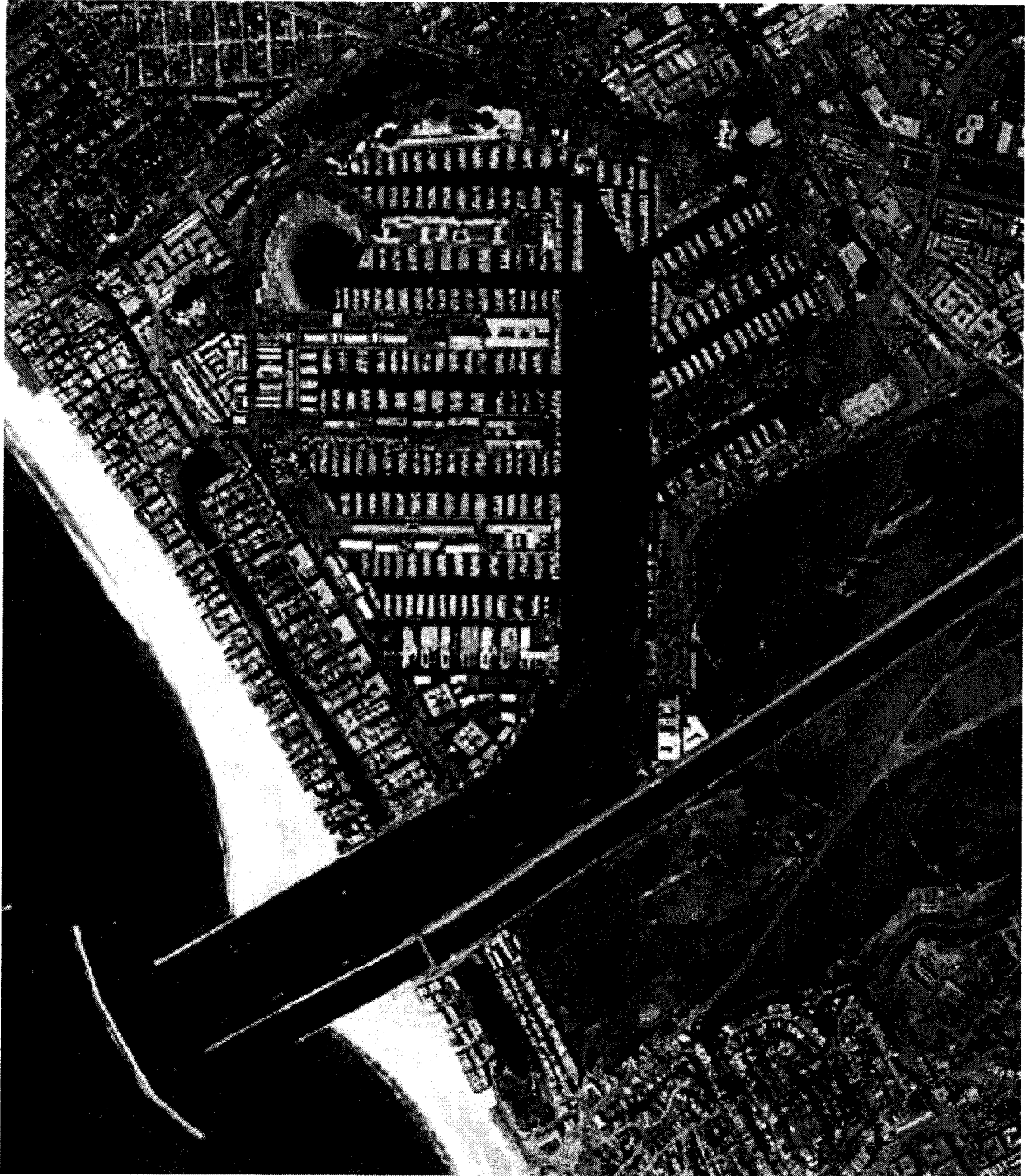
<i>Development Zones</i>	DZ 4 Panay Way	DZ 5 Palawan/Beach
<i>Residential units</i>	182 dwelling units 15 congregate care units	180 dwelling units
<i>Hotel Rooms</i>	None	200 hotel rooms or motel units
<i>Visitor-serving Commercial</i>	10,000 s.f. retail	42,000 s.f. retail and 410 restaurant seats
<i>Total Trips Available (after conversion)</i>	89 trips, less approved projects	443 trips, less approved projects

*Source: *Marina del Rey Land Use Plan*, Certified by the California Coastal Commission February 8, 1996, pages 8-15 ff.

Since the date of the compilation of the above table, the County has entered into negotiations for projects that, if completed, will utilize a number of the available hotel, residential, retail and other entitlements in DZs 4 and 5. However, additional entitlements in adjacent and nearby DZs remain available and the County will join with selected proposers in seeking an amendment to the LCP should it become necessary to aggregate trip allocations from neighboring development zones to allow for the proposed development. As the actual mix of retail and restaurant space may vary with individual project plans, the table represents a simplified representation of available entitlements and proposers are advised to consult the LCP and appropriate County officials for more precise information on available entitlements.

APPENDIX F

Aerial Photograph of Marina del Rey



APPENDIX G

Contents of Proposal

SECTION 1 - DEVELOPMENT CONCEPT

a) Overall Approach

Please submit a brief (one page maximum) narrative description of your vision and approach to the development of the proposed Marina Beach Resort project. The description should include summary statements of the key design features, operational strategies, target markets and financial assumptions needed to successfully construct and operate the Marina Beach Resort project.

b) Design Description

Please submit a summary building program and description of the improvements to the Marina Beach Resort Project Site. Development teams should submit an narrative description of the buildings and other uses on the site, the locations of the building(s) and other uses, the estimated square footage devoted to each building and the approximate building footprints.

c) Preliminary Site Plan

Please submit a preliminary site plan that visually illustrates the Design Description as described above. While a detailed and precise completed site plan is not required at this time, a preliminary site plan is necessary to properly evaluate each proposal.

d) Design Graphic

Please submit at least one graphic image, in color, of the exterior of the proposed Marina Beach Resort facility. The graphic may be in the form of a draft perspective, elevation, or other form of pictorial rendering that will demonstrate the visual character of the design and the resulting building mass. While a detailed and precise completed elevation is not required at this time, a preliminary design graphic is necessary to properly evaluate each proposal.

SECTION 2 - PROJECT TIMETABLE AND CRITICAL ENTITLEMENT ISSUES

The proposal should include a general, but complete development timetable showing the various planning and entitlement steps, construction duration, estimated starting period and any future phases contemplated. A general outline of the entitlement process is provided in the Appendix. As to acquiring the entitlements necessary for execution of the proposed development plan, please provide a narrative description of the issues the proposer has identified as critical. Also, please be sure that the timetable of approximate dates for obtaining these entitlements is realistic – in requesting both the narrative and timetable, the goal of the County is to assess the proposer's understanding of the entitlement process rather than solicit an impossibly tight schedule for this process.

SECTION 3 - COST ESTIMATE

For each component of the proposed development, please include an estimate of development costs and a consolidated cost estimate.

SECTION 4 - FINANCIAL PROPOSAL AND PROJECTIONS

Please provide a description of proposed lease terms including a suggested minimum and percentage rents for the entire project and the basis for periodic adjustments of minimum rents and percentage rents. Also provide preliminary development pro formas and estimates of the operating and projected County revenues for the first 10 years of project operation. Please submit this information in the format specified in the Appendix, which is also available online. Developers may use Microsoft Excel or a similar program to model their financial projections. The County appreciates receiving both financial projections and cost estimates on disk (or by email) in addition to the hard copy format submitted with the proposal.

SECTION 5 - DEVELOPMENT TEAM INFORMATION, PAST EXPERIENCE (FOR EACH COMPONENT) AND FINANCIAL INFORMATION**a) Identification of Development Team**

As more specifically described below, the name, address, and principal contact for the development team should be provided. Should your proposal include a joint venture, similar information should be submitted for other key members of your development team, including financial partners and other team members. Please include an organizational chart reflecting the roles and responsibilities of the Development Team. Resumes of key team members, any relevant brochures describing your company and its operation, history and projects, as well as and other relevant information for the key members of your team, should also be included in your submission.

Specifically, your submission should include the following information:

Lead Development Team

Provide an overview of your firm including the number of years you have been in business, the firm's development focus, parent company relationship, the number of professionals and location offices in the Los Angeles region for the County's project, and the identity of key members of the lead development firm.

In addition, you should illustrate the organization of the lead development firm for your proposed team and provide resumes of managing partner and project manager for the County's project and a description of the role of the top three members of your firm.

Describe in detail the level of commitment the proposed executive in charge and project manager for the County's project. It is imperative that all respondents identify the executive in charge and project manager for this project and specify the duration of the development and predevelopment phases.

The Proposed Multi-Disciplinary Team

The County does not require the lead developer to formalize its relationship with each team member, but to provide one to three alternatives that your firm is likely to contract with if selected. This includes at a minimum:

- Architect and Construction Company or Design/Build Firm
- Facility Operator

Optional team members may include:

- Civil Engineer
- Traffic Planner
- Landscape Architect
- Financial Consultant
- Property Manager

b) Experience with developments similar to the project proposed

Please indicate the following information for three recent projects with which the lead developer has been involved:

- Project name;
- Location;
- Size and configuration (e.g., number of hotel units, amenities and parking, etc.);
- Approximate cost;
- Date opened;
- Approximate current market value, occupancy rate and average monthly storage rental rate;
- Ownership pattern (e.g., build and hold; build and sell; develop only; etc.);
- Financing structure; and
- References for private and public sector parties involved in the project, including phone numbers.

To the extent that the lead developer expects the County to rely on the credentials of any certain team member other than the prime developer, please provide the information requested above for those team members. The specific project references should preferably be ones on which the team member worked with the lead developer.

The proposer may wish to mark some information, such as financial statements, as "CONFIDENTIAL" or "PROPRIETARY." As such, it will be treated by the County in accordance with the California Public Records Act, as detailed in the Appendix.

SECTION 6 - STATEMENT OF FINANCIAL QUALIFICATIONS AND RESPONSIBILITY OF DEVELOPER

Please indicate the following information:

- Name, address, telephone and fax numbers of the responsible party;
- Is the developer a subsidiary of, or affiliated with, any other corporation, corporations, partnerships or firms? If so, please specify. If the developer is a subsidiary, please indicate the extent to which the parent entity will guarantee performance by the subsidiary;
- Names and addresses of three financial references, including a primary bank;
- Has the developer entity or its officers, principal members, shareholders or investors, or any of its parent, subsidiary or affiliated entities or other interested parties been adjudged bankrupt, either voluntary or involuntarily, within the past ten years? If so, explain; and
- Is there pending litigation against the developer entity or its officers, principal members, shareholders or investors, or any parent, subsidiary or affiliated entities or other interested parties other than minor personal injury suits involving claims under \$250,000? If so, explain.
- Financial statements for the previous three years for the proposed entity with whom the County will contract.

SECTION 7 - DISCLOSURE OF BENEFICIAL OWNERSHIP

The developer must indicate the names of all beneficial owners of 5% or more of the proposed lessee entity; corporate names will not suffice.

SECTION 8 - OTHER REQUIRED FORMS

Proposer must complete a Financial Information Release Authorization form, a Firm/Organization Information form and a CBE Sanctions form as provided in the Appendix.

SECTION 9 - ADDITIONAL REQUIREMENTS FOR PROPOSALS WHICH INCLUDE LEASE EXTENSIONS

Respondents wishing to submit proposals that include existing Marina del Rey leaseholds must provide an additional, separate section that includes information as described in Appendix C, "Coordination with Lease Extension Proposals."

APPENDIX H

Selected County Contract Terms and Conditions

ASSURANCE OF COMPLIANCE WITH CIVIL RIGHTS LAWS

Proposers will assure they will comply with subchapter VI of the Civil Rights Act of 1964, 42 USC Section 2000a through 2000e (17), to the end that no person shall, on the grounds of race, religion, color, sex, age, physical disability, marital status, political affiliation or national origin be excluded from participation in, be denied the benefits of, nor be otherwise subjected to discrimination under any contract granted by the County nor any project, program or activity supported by any such contract.

COMPLIANCE WITH COUNTY LOBBYING REQUIREMENTS

Each County lobbyist or County lobbying firm, as defined in Los Angeles County Code Section 2.160.010 retained by any Proposer hereunder, shall full comply with the County Lobbyist Ordinance, Los Angeles County Code Chapter 2.160.

GRATUITIES

It is improper for any County officer, employee or agent to solicit consideration, in any form, from a Proposer with the implication, suggestion or statement that the Proposer's provision or the consideration may secure more favorable treatment for the Proposer in the award of a contract or that the Proposer's failure to provide such consideration may negatively affect the County's consideration of the Proposer's submission. A Proposer shall not give, either directly or indirectly or through an intermediary, consideration, in any form, to a County officer, employee or agent for the purpose of securing favorable treatment with respect to the award of a contract.

A Proposer shall immediately report any attempt by a County officer, employee or agent to solicit such improper consideration. The report shall be made either to the County manager charged with the supervision of the employee or to the County Auditor-Controller's Employee Fraud Hotline at (213) 974-0914 or (800) 544-6861. Failure to report such a solicitation may result in the Proposer's submission being eliminated from consideration.

Among other items, such improper consideration may take the form of cash, discounts, service, the provision of travel or entertainment, or tangible gifts.

CONSIDERATION OF GAIN PROGRAM PARTICIPANTS FOR EMPLOYMENT

Should Contractor require additional or replacement personnel after the effective date of this Agreement, Contractor shall give consideration for any such employment openings to participants in the County's Department of Public Social Services' Greater Avenues for Independence (GAIN) Program who meet Contractor's minimum qualifications for the open position. The County will refer GAIN participants by job category to the Contractor.

CONSIDERATION OF GAIN PROGRAM PARTICIPANTS FOR EMPLOYMENT

Should Contractor require additional or replacement personnel after the effective date of this Agreement, Contractor shall give consideration for any such employment openings to participants in the County's Department of Public Social Services' Greater Avenues for Independence (GAIN) Program who meet Contractor's minimum qualifications for the open position. The County will refer GAIN participants by job category to the Contractor.

CONSIDERATION OF HIRING COUNTY EMPLOYEES TARGETED FOR LAYOFFS

Should Contractor require additional or replacement personnel after the effective date of the Contract to perform the services set forth herein, Contractor shall give first consideration for such employment openings to qualified permanent County employees who are targeted for layoff after the effective date of this Contract.

LOBBYISTS

Each County Lobbyist or County lobbying firm as defined in Los Angeles County Code Section 2.160.010, shall fully comply with County Lobbyist Ordinance, Los Angeles County Code 2.160. Failure on the part of any County Lobbyist or County lobbying firm to fully comply with the County Lobbyist Ordinance shall constitute a material breach of this Agreement upon which County may immediately terminate or suspend this Agreement.

APPENDIX I

Financial Information Release Authorization

Contact Person
Financial Institution
Address

Dear _____,

(Proposer's or appropriate name) has submitted a proposal to the County of Los Angeles to enter into an option and or ground lease for the purpose of development of certain real property in Marina del Rey, California. As part of the screening process, the County may need to contact you about our banking relationship. I (we) authorize you to provide the County or its consultants with the information they require, with the understanding that all information provided will be kept confidential to the extent permitted by law.

Sincerely,

APPENDIX J

CBE Forms

(attached)

LOS ANGELES COUNTY COMMUNITY BUSINESS ENTERPRISE (CBE) PROGRAM

FIRM/ORGANIZATION INFORMATION

INSTRUCTIONS: All proposers responding to this solicitation must return this form for proper consideration of the proposal. The information requested below is for statistical purposes only. On final analysis and consideration of award, contractor/vendor will be selected without regard to gender, race, creed, or color. Categories listed below are based on those described in 49 CFR ' 23.5.

I. TYPE OF BUSINESS STRUCTURE: _____ (Non-profit Corporation, Partnership, Sole Proprietorship, etc.)

If you are a non profit, please skip sections II thru V and fill in the name of the firm and sign on page 2.

II. TOTAL NUMBER OF EMPLOYEES IN FIRM (including owners): _____

III. RACE/ETHNIC COMPOSITION OF FIRM (Partners, Associate Partners, Managers, Staff, etc.). Please break down the above total number of employees into the following categories:

	OWNERS/PARTNERS/ ASSOCIATE PARTNERS		MANAGERS	STAFF
	Male	Female		
Black/African American				
Hispanic/Latino				
Asian or Pacific Islander				
American Indian/Alaskan Native				
Filipino American				
White				

IV. PERCENTAGE OF OWNERSHIP IN FIRM Please indicate by percentage (%) how ownership of the firm is distributed.

	Black/African American	Hispanic/Latino	Asian or Pacific Islander	American Indian/Alaskan Native	Filipino American	White
Men	%	%	%	%	%	%
Women	%	%	%	%	%	%

V. CERTIFICATION AS MINORITY, WOMEN, DISADVANTAGED, AND DISABLED VETERAN BUSINESS ENTERPRISES Is your firm currently certified as a minority, women-owned, disadvantaged or disabled veteran business enterprise by a public agency? (If yes, complete the following and attach a copy of your proof of certification.)

M W D DV

Agency _____ Expiration Date _____

Agency _____ Expiration Date _____

Agency _____ Expiration Date _____

LEGEND: M = Minority; W = Women; D = Disadvantaged; DV = Disabled Veterans

CBE SANCTIONS

It's the policy of the County of Los Angeles Board of Supervisors that it is unlawful for any person to knowingly submit fraudulent information with the intent of receiving CBE certification and its concurrent benefits for which they are not entitled.

1. A person or business shall not:
 - a. Knowingly and with the intent to defraud, fraudulently obtain, retain, attempt to obtain or retain, or aid another in fraudulently obtaining or retaining or attempting to obtain or retain, acceptance or certification as a minority or women business enterprise, or both, for the purposes of this article.
 - b. Willfully and knowingly make a false statement with the intent to defraud, whether by affidavit, report, or other representation, to a County official or employee for the purpose of influencing the acceptance or certification or denial of acceptance or certification of any entity as a minority or women business enterprise, or both.
 - c. Willfully and knowingly obstruct, impede, or attempt to obstruct or impede, any county official or employee who is investigating the qualifications of a business entity which has requested acceptance or certification as a minority or women business enterprise, or both.
 - d. Knowingly and with intent to defraud, fraudulently obtain, attempt or obtain, or aid another person or business in fraudulently obtaining or attempting to obtain, public moneys to which the person or business is not entitled under this article.
2. Any person or business who violates paragraph (1) shall be suspended from bidding on, or participating as contractor, subcontractor, or supplies in, any county contract or project for a period of three years.
3. No County agency with the powers to award contracts shall enter into any contract with any person or business suspended for violating this section during the period of the person=s or business= suspension. No awarding department shall award a contract to any contractor utilizing the services of any person or business as a subcontractor suspended for violating this section during the period of the person=s or business suspension.

I acknowledge, that the undersigned, on behalf of himself or herself individually and on behalf of his or her business or organization, if any, is fully aware of the above policy of the County of Los Angeles and I declare under penalty of perjury that the foregoing Firm/Organization Information is true and correct.

Name of Firm _____

Signature _____

Title: _____ Date: _____

APPENDIX K**Notice to Proposers Regarding
The California Public Records Act****RESPONSES TO BECOME PUBLIC RECORDS**

Responses to this RFP become the exclusive property of the County of Los Angeles. At such time as the Department recommends a proposer to the Board of Supervisors and such recommendation appears on the Board agenda, all materials submitted in response to this RFP become a matter of public record and shall be regarded as public record except as indicated below.

DESIGNATION OF CONFIDENTIAL INFORMATION

The County will recognize as confidential only those elements in each proposal which are trade secrets as that term is defined in the law of California and which are clearly marked as "TRADE SECRET", "CONFIDENTIAL," or "PROPRIETARY." Vague designations and blanket statements regarding entire pages or documents are insufficient and shall not bind the County to protect the designated matter from disclosure.

COUNTY NOT LIABLE FOR REQUIRED DISCLOSURE

The County shall not in any way be liable or responsible for the disclosure of any records if they are not plainly marked "TRADE SECRET," "CONFIDENTIAL," OR "PROPRIETARY," or if disclosure is required by the California Public Records Act or by an order of any court of competent jurisdiction.

APPENDIX L**Project Summary Form**

(attached)

In reviewing proposals submitted in response to this RFP, Department staff and Consultants will prepare a comparison chart summarizing the proposals. This form is intended as an aid to the Department in completing such a chart. Final wording in the comparison chart will be that of the Department and its consultants.

The following worksheets are provided to illustrate the format that respondents will be required to submit with their completed proposals. The Department will provide a set of completed worksheets at the Proposer's Conference. Current electronic versions of these forms will be available for download at the Department's web site at:

<http://beaches.co.la.ca.us>

Completed electronic files must be submitted to the County on disk as well as in hard copy format.

Project Summary Form - Marina Beach Resort RFP

	Response Information	References to Page Numbers in Proposal
APPLICANT IDENTIFICATION (a) Proposal Cover Name (b) Applicant (c) Contact Name, Address, Phone (d) Developer (e) Lease Holder (f) Property Manager (g) Financial Partner (h) Architect (i) Hotel Operator (j) Type of Response (Hotel / Retail & Apt. / etc.)		
1. Development Concept 1.1 Parcel Use 1.1.1 Parcel ____ (Specify) 1.1.2 Parcel ____ (Specify) 1.1.3 Parcel ____ (Specify) 1.1.4 Parcel Number for Current Leasehold 1.1.5 Use for Current Leasehold Parcel 1.1.6 Structured Parking (# of Spaces) 1.1.7 Surface Parking (# of Spaces) 1.1.8 % of Project Area for Open Space 1.1.9 Public Use Elements		
1.2 Description of Proposed Hotel 1.2.1 Hotel Type and Projected Rating 1.2.2 Total Rooms (Keys) 1.2.3 Average Room Size (S.F.) 1.2.4 Average Daily Room Rate 1.2.5 Banquet and Meeting Space (S.F.) 1.2.6 Total Building Size (S.F.) 1.2.7 Interior and Exterior Amenities		
1.3 Description of Proposed Apartments 1.3.1 Total Units 1.3.2 Unit Mix 1.3.3 Average Unit Size (S.F.) 1.3.4 Average Monthly Rent 1.3.5 Average Monthly Rent per S.F. 1.3.6 Interior and Exterior Amenities		
1.4 Description of Proposed Retail / Restaurant 1.4.1 Total Square Footage - Retail 1.4.2 Total Square Footage - Restaurant 1.4.3 Anchor Tenants - Retail 1.4.4 Tenant Mix - Retail (Boutique / Anchor) 1.4.5 Tenant Mix - Restaurant (Fast Food / Sit-Down) 1.4.6 Average Monthly Rent per S.F. - Retail 1.4.7 Average Monthly Rent per S.F. - Restaurant 1.4.8 Interior and Exterior Amenities		

Project Summary Form - Marina Beach Resort RFP

Please See Instructions at End
of Document

	Response Information	References to Page Numbers in Proposal
2. Timetable and Entitlement Issues 2.1 Timetable 2.1.1 Building Permits Issued 2.1.2 Construction Starts 2.1.3 Construction Ends 2.1.4 Date of First Occupancy 2.1.5 Date 100% Occupied 2.1.6 Phase I Begin/End (If Phased) 2.1.7 Phase II Begin/End (If Phased) 2.2 Required Changes to LCP 2.2.1 Transfer of entitlements from other DZ's 2.2.2 Change in Use of Parcel GR 2.2.3 Change in Use of Parcel IR 2.2.4 Change in Use of Parcel NR 2.2.5 Change in Use of Parcel JS 2.2.6 Change in Use of Leasehold Parcel 2.2.7 Change in Use of Leasehold Parcel 2.2.8 Change in Use of Leasehold Parcel 2.3 Timetable and Special Considerations 2.3.1 Estimated Date of Filing with LARPC 2.3.2 Estimated LARPC Approval Date 2.3.3 Estimated Date of Coastal Comm. Filing 2.3.4 Estimated Coastal Comm. Approval Date 2.3.5 Special Considerations or Issues 2.3.6 Consultants, Attorneys Used (If known)		
3. Cost Estimate for Each Component 3.1 Hotel 3.1.1 Hard Cost of Construction (Total) 3.1.2 Hard Cost of Construction (Per s.f.) 3.1.3 FF & E (Total) 3.1.4 FF & E (Per Room) 3.1.5 Soft Costs 3.1.6 Total Costs 3.1.7 Total Costs Per Room		
3.2 Apartments 3.2.1 Hard Cost of Construction (Total) 3.2.2 Hard Cost of Construction (Per s.f.) 3.2.3 Soft Costs 3.2.4 Total Costs 3.2.5 Total Costs Per Unit		
3.3 Retail / Restaurant 3.2.1 Retail T.I.'s 3.2.2 Fast Food T.I.'s 3.2.3 Restaurant T.I.'s 3.2.4 Hard Cost of Construction (Total) 3.2.5 Hard Cost of Construction (Per s.f.) 3.2.6 Soft Costs 3.2.7 Total Costs 3.2.8 Total Costs Per S.F.		
3.5 Consolidated 3.5.1 Hard Costs including Hotel FF&E 3.5.2 Soft Costs 3.5.3 Total Costs		

Please See Instructions at End
of Document**Project Summary Form - Marina Beach Resort RFP**

	Response Information	References to Page Numbers in Proposal
4. Financial Terms of Proposal Detailed information on all aspects of the financial proposal will be filled in by County staff or consultants from the financial pro forma analysis submitted in the standard format.		
5. Special Req's. for Lease Extensions 5.1 Extension Fee 5.2 Existing Improvements (if any retained) 5.2.1 Plans for rehabilitation 5.2.2 Guarantee of future performance 5.3 Term of Lease / Date of Termination 5.4 Existing Lease - Current Expiration Date 5.5 Existing Lease - Extended Expiration Date 5.6 Changes in Structure of Ownership of Existing Leasehold (if any)		
6. Development Team 6.1 Experience w/ Comparable Projects 6.1.1 COMPARABLE PROJECT #1 6.1.1.1 Project Name 6.1.1.2 Location 6.1.1.3 Size and Configuration 6.1.1.4 Approximate Cost 6.1.1.5 Completion Date 6.1.1.6 Approximate Market Value 6.1.1.7 Occupancy Rate 6.1.1.8 ADR / Mo. Rent 6.1.1.9 Ownership Pattern 6.1.1.10 Financing Structure 6.1.1.11 Current Ownership 6.1.1.12 Track Record 6.1.1.13 Reference: Public Sector Party 6.1.1.14 Reference: Private Sector Party		
6.1.2 COMPARABLE PROJECT #2 6.1.2.1 Project Name 6.1.2.2 Location 6.1.2.3 Size and Configuration 6.1.2.4 Approximate Cost 6.1.2.5 Completion Date 6.1.2.6 Approximate Market Value 6.1.2.7 Occupancy Rate 6.1.2.8 ADR / Mo. Rent 6.1.2.9 Ownership Pattern 6.1.2.10 Financing Structure 6.1.2.11 Current Ownership 6.1.2.12 Track Record 6.1.2.13 Reference: Public Sector Party 6.1.2.14 Reference: Private Sector Party		

Please See Instructions at End
of Document**Project Summary Form - Marina Beach Resort RFP**

	Response Information	References to Page Numbers in Proposal
6.1.3 COMPARABLE PROJECT #3 6.1.3.1 Project Name 6.1.3.2 Location 6.1.3.3 Size and Configuration 6.1.3.4 Approximate Cost 6.1.3.5 Completion Date 6.1.3.6 Approximate Market Value 6.1.3.7 Occupancy Rate 6.1.3.8 ADR / Mo. Rent 6.1.3.9 Ownership Pattern 6.1.3.10 Financing Structure 6.1.3.11 Current Ownership 6.1.3.12 Track Record 6.1.3.13 Reference: Public Sector Party 6.1.3.14 Reference: Private Sector Party		
6.2 Credentials & References 6.2.1 Narrative on general size & borrowings 6.2.2 Financial Reference # 1 6.2.3 Financial Reference # 2 6.2.4 Financial Reference # 3		
7. Statement of Qualifications & Financial Responsibility 7.1 Is developer a subsidiary of another firm? 7.2 Has developer or affiliate ever declared bankruptcy? 7.3 Is there any pending litigation against developer or affiliates?		
8. Beneficial Ownership 8.1 Beneficial Ownership of Lessee Entity		

Note: In reviewing proposals submitted in response to the RFP, Department staff and consultants will prepare a comparison chart summarizing the proposals. This form is intended as an aid to the Department in completing such a chart. Final wording in the comparison chart will be that of the Department and consultants.

Instructions: Please respond in both the "Response Information" and "Reference to Page Numbers" columns above. Responses will be abbreviated, as approximate column width must be maintained. Only row heights should be expanded. All entries will be reviewed against the proposal itself--be sure to cite the appropriate page number in the proposal.

APPENDIX M**Financial Worksheet Formats**

(attached)

The following pro forma financial worksheets are provided to illustrate the format that proposers will be required to submit with their completed proposals. The Department will provide a set of completed worksheets at the Proposer's Conference. Current electronic versions of these forms will be available for download at the Department's web site at:

<http://beaches.co.la.ca.us>

Completed electronic files must be submitted to the County on disk as well as in hard copy format.

DEVELOPER INPUT SCHEDULE - APARTMENT

ASSUMPTIONS - FOR STABILIZED YEAR

- 1 Land Square Footage
- 2 Water Square Footage
- 3 Stabilization Year

Apartment Income:

	# of Units	Sq. Ft. Per Unit	Total S.F.	Avg. Mo. Rent Per Unit	Total Mo. Rent	Total Annual Rent
4 Studios						
5 1BD/1BA						
6 2BD/1BA						
7 2BD/2BA						
8 3BD/2BA						
9 TOTAL						

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Thereafter
10 Annual % Increase										
11 Annual Vacancy										
12 Non-Refundable Fees / Laundry / Other Revenue										

Operating Expenses:

- 13 Estimated Property Tax @ Stabilization
- 14 Operating Insurance
- 15 Property Management
- 16 Property Operations and Maintenance
- 17 Telephone
- 18 Energy Costs
- 19 Other Utilities
- 20 Marketing
- 21 Reserve for Replacement
- 22 Landscaping
- 23 Other Expenses
- 24 Expense Inflation / Factor (Excludes Prop. Taxes)

County Lease Terms:

- 24 Proposed Term of Land/Water Lease
- 25 Proposed Percentage Rent
- Proposed Minimum Rent
- 26 Scheduled Minimum Rent Before Stabilization
- 27 Minimum Rent - Stabilized Year
- 28 1st Automatic Adjustment Year
- 29 Subsequent Periodic Adjustments, Years
- 30 Increase Amount, % of 3 Prior Years' Avg Total Rent

Financing Parameters:

- 31 Permanent Financing Year Funded
- 32 Amount Funded
- 33 Interest Rate
- 34 Amortization Term

DEVELOPER OUTPUT SCHEDULE - APARTMENT

CASH FLOW PROJECTION												
	Total Income All Years	Discounted Value All Years	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Thereafter
Apartment Income:												
Studios												
1BD/1BA												
2BD/1BA												
2BD/2BA												
3BD/2BA												
Gross Scheduled Revenues:												
Less Vacancy												
Effective Revenues:												
Non-Refundable Fees / Laundry / Other Revenue												
Gross Operating Income:												
Operating Expenses:												
Estimated Property Tax @ Stabilization												
Operating Insurance												
Property Management												
Property Operations and Maintenance												
Telephone												
Energy Costs												
Other Utilities												
Marketing												
Reserve for Replacement												
Landscaping												
Other Expenses												
Expense Inflation												
County Minimum Rent												
County Percentage Rent												
Total Operating Expenses												
Net Operating Income After Ground Rent												
NOI as % of Total Development Costs												
(-) Development Costs												
(-) Debt Service												
Net Cash Flow to Master Developer												

DEVELOPER CONSTRUCTION COSTS - APARTMENTS

COST COMPONENT	PER UNIT	# UNITS	MEASURE	TOTAL	NOTES
Hard Costs:					
1 Demolition			Per Apartment	\$	
2 Unit Construction Costs			Per Apartment		
2 Finishes (Fixtures, Plumbing, Drapes, Carpet)			Per Apartment	\$	
3 Common Area Costs			Per S.F.	\$	
4 Elevators			Per Apartment	\$	
5 Parking Construction - Surface Lot			Per Space	\$	
6 Parking Construction - Structure			Per Space	\$	
7 Landscaping			Per Apartment	\$	
8 Off-Site Costs (Identify)			Per Apartment	\$	
9 Other Hard Costs 1 (Identify)				\$	
10 Other Hard Costs 2 (Identify)				\$	
11 Contingency				\$	
12 TOTAL HARD COSTS				\$	
Soft Costs					
13 Model Unit Costs			Allowance	\$	
14 Leasing Fees			Allowance	\$	
15 Architecture / Engineering			% of Hard Costs	\$	
16 Permits and Fees			Allowance	\$	
17 Legal, Accounting, Insurance			% of Hard Costs	\$	
18 Other Professional Services			% of Hard Costs	\$	
19 Developer / OH / Project Management			% of Hard Costs	\$	
20 Advertising and Promotion			Allowance	\$	
21 Working Capital			Allowance	\$	
22 Mitigation Costs (Identify)			Allowance	\$	
23 Loan Fees (Identify % Rate)			Calculated	\$	
24 Appraisal and Closing Costs			Calculated	\$	
25 Construction Loan Interest (Identify % Rate)			Calculated	\$	
26 Property Taxes During Construction			Calculated	\$	
27 Other Soft Costs 1 (Identify)			Calculated	\$	
28 Other Soft Costs 2 (Identify)			Calculated	\$	
29 Contingency			% of Hard Costs	\$	
30 TOTAL SOFT COSTS				\$	
31 TOTAL DEVELOPMENT COSTS (Rounded)				\$	

DEVELOPER INPUT SCHEDULE - RETAIL & RESTAURANT

ASSUMPTIONS

1 Land Square Footage	
2 Water Square Footage	
3 Stabilization Year	

	Leasable Area (S.F.)	Min. Rent Per S.F. (Stab. Yr.)	Sales Per S.F. (Stab. Yr.)	Total Annual Income	Total Annual Sales	% Rent Charged Subtenant	Break Point
Retail/Restaurant Income - NNN							
4 Retail Stores							
5 Restaurants - Food and Beverage							
6 Restaurants - Alcohol							
7 Miscellaneous Income							
8 Other (Specify)							
9 Total				\$0	\$0	\$0	

Operating Expenses:	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Thereafter
10 Vacancy & Collection Allowance										
11 Sales Growth Rate										
12 Rental Growth Rate										
13 Estimated Property Tax @ Stabilization										
14 Utilities (\$/Yr)										
15 Maintenance & Reserves, (% of Rev.)										
16 Management Fee, (% of Rev.)										
17 Other Expenses, (\$/L.F.)										
18 Expense Inflation / Factor (Excludes Property Tax)										

County Lease Terms:	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Thereafter
19 Proposed Initial Term of Land/Water Lease										
20 Total Term of Land/Water Lease Incl. Extensions										
Proposed Percentage Rent										
21 Retail										
22 Restaurant - Food and Beverage										
23 Restaurant - Alcohol										
24 Miscellaneous Income										
25 Other (Specify)										
Proposed Minimum Rent										
26 Scheduled Minimum Rent Before Stabilization										
27 Minimum Rent - Stabilized Year										
28 1st Automatic Adjustment Year										
29 Subsequent Periodic Adjustments, years										
30 Increase Amount, % of 3 Prior Years' Avg Total Rent										

Financing Parameters:	
31 Year Permanent Financing Funded	
32 Amount Funded	
33 Interest Rate	
34 Amortization Term	

DEVELOPER OUTPUT SCHEDULE - RETAIL & RESTAURANT

CASH FLOW PROJECTION

	Total Income All Years	Discounted Value All Years	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Thereafter
Retail Income												
Restaurant - Food and Beverage												
Restaurant - Alcohol												
Miscellaneous Income												
Other Income (Specify)												
Gross Scheduled Revenues												
Operating Expenses:												
Vacancy & Collection												
Property Tax												
Utilities												
Maintenance & Reserves												
Management Fee												
Other Expenses												
Expense Inflation												
Minimum Rent												
Percentage Rent												
Total Operating Expenses												
Net Operating Income After Ground Rent NOI as % of Total Development Costs												
(-) Development Costs												
(-) Debt Service												
Net Cash Flow to Master Developer												

DEVELOPER CONSTRUCTION COSTS - RETAIL & RESTAURANT

COST COMPONENT	PER UNIT	# UNITS	MEASURE	TOTAL	NOTES
Hard Costs					
1 Demolition			Per S.F.	\$	
2 Shell			Per S.F.	\$	
7 Retail T.I.'s			Per S.F.	\$	
8 Fast Food T.I.'s			Per S.F.	\$	
9 Restaurant T.I.'s			Per S.F.	\$	
10 Landscaping			Per S.F.	\$	
4 Parking Construction - Surface Lot			Per Space	\$	
5 Parking Construction - Structure			Per Space	\$	
6 Landscaping			Per S.F.	\$	
11 Off-Site Costs (Identify)				\$	
12 Other Hard Costs 1 (Identify)				\$	
13 Other Hard Costs 2 (Identify)				\$	
14 Contingency				\$	
15 TOTAL HARD COSTS				\$	
Soft Costs					
12 Architecture / Engineering			% of Hard Costs	\$	
13 Permits and Fees			Allowance	\$	
14 Legal, Accounting, Insurance			% of Hard Costs	\$	
15 Other Professional Services			% of Hard Costs	\$	
16 Developer / OH / Project Management			% of Hard Costs	\$	
17 Advertising and Promotion			Allowance	\$	
18 Working Capital			Allowance	\$	
19 Mitigation Costs (Identify)			Allowance	\$	
20 Loan Fees (Identify % Rate)			Calculated	\$	
21 Appraisal and Closing Costs			Calculated	\$	
22 Construction Loan Interest (Identify % Rate)			Calculated	\$	
23 Property Taxes During Construction			Calculated	\$	
24 Other Soft Costs 1 (Identify)				\$	
25 Other Soft Costs 2 (Identify)				\$	
26 Contingency			% of Hard Costs	\$	
27 TOTAL SOFT COSTS				\$	
28 TOTAL DEVELOPMENT COSTS (Rounded)				\$	

DEVELOPER INPUT SCHEDULE - HOTEL

ASSUMPTIONS - FOR STABILIZED YEAR

- 1 Land Square Footage
- 2 Water Square Footage
- 3 Stabilization Year

Hotel Income:

- 4 Number of Rooms
- 5 Occupancy
- 6 Average Daily Room Rate (ADR)
- 7 Growth Rate of ADR
- 8 Additional Income (% of Room Revenue)
- 9 Food & Beverage
- 10 Telephone
- 11 Merchandise
- 12 Meeting Rooms, Equipment Rentals & Other

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Thereafter

Operating Expenses:

- 13 Estimated Property Tax @ Stabilization
- 14 Rooms Expense
- 15 Food & Beverage
- 16 Telephone
- 17 Other
- 18 Admin. & General
- 19 Marketing
- 20 Energy Costs
- 21 Property Operations & Maintenance
- 22 Reserve for Replacement
- 23 Operating Insurance
- 24 Basic Management Fee
- 25 Building Insurance
- 26 Park Maintenance (If Applicable)
- 27 Other Expenses
- 28 Expense Inflation / Factor (Excludes Prop. Taxes)

County Lease Terms:

- Proposed Percentage Rent (% of Rev.)
- 28 Rooms
- 29 Food & Beverage
- 30 Telephone
- 31 Merchandise
- 32 Meeting Rooms, Equipment Rentals & Other
- Proposed Minimum Rent
- 33 Scheduled Minimum Rent Before Stabilization
- 34 Minimum Rent - Stabilized Year
- 35 1st Automatic Adjustment Year
- 36 Subsequent Periodic Adjustments, years
- 37 Increase Amount, % of 3 Prior Years' Avg Total Rent

Financing Parameters:

- 38 Permanent Financing Year Funded
- 39 Amount Funded
- 40 Interest Rate
- 41 Amortization Term

DEVELOPER OUTPUT SCHEDULE - HOTEL

CASH FLOW PROJECTION

	Total Income All Years	Discounted Value All Years	Year 1		Year 2		Year 3		Year 4		Year 5		Year 6		Year 7		Year 8		Year 9		Thereafter	
			\$	%	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%	\$	%
AVERAGE DAILY ROOM RATE																						
OCCUPANCY RATE																						
Hotel Income:																						
Rooms																						
Food & Beverage																						
Telephone																						
Merchandise																						
Rentals & Other																						
Gross Scheduled Revenues																						
Departmental Expenses:																						
Rooms																						
Food & Beverage																						
Telephone																						
Rentals & Other																						
Subtotal Departmental Expenses																						
Deductions From Income:																						
Admin. & General																						
Marketing																						
Energy Costs / Inflation Factor																						
Property Operations & Maintenance																						
Park Maintenance																						
Subtotal Deductions																						
Other Expenses:																						
Reserve for Replacement																						
Operating Insurance																						
Basic Management Fee																						
Building Insurance																						
Other Expenses																						
Expense Inflation																						
Subtotal Other Expenses																						
County Minimum Rent																						
County Percentage Rent																						
Total Operating Expenses																						
Net Operating Income After Ground Rent																						
NOI as % of Total Development Costs																						
(-) Development Costs																						
(-) Debt Service																						
Net Cash Flow to Master Developer																						

DEVELOPER CONSTRUCTION COSTS - HOTEL

COST COMPONENT	PER UNIT	# UNITS	MEASURE	TOTAL	NOTES
Hard Costs:					
1 Demolition			Per Room	\$	
2 Room Construction Costs			Per Room	\$	
3 FF&E			Per Room	\$	
4 Common Area Costs (Lobby, Halls, Stairs)			Per S.F.	\$	
5 Elevators			Per Room	\$	
6 Park Development			Per Acre	\$	
7 Parking Construction - Surface Lot			Per Space	\$	
8 Parking Construction - Structure			Per Space	\$	
9 Landscaping			Per Room	\$	
10 Off-Site Costs (Identify)			Per Room	\$	
11 Other Hard Costs 1 (Identify)				\$	
12 Other Hard Costs 2 (Identify)				\$	
13 Contingency				\$	
14 TOTAL HARD COSTS				\$	
Soft Costs					
15 Architecture / Engineering			% of Hard Costs	\$	
16 Permits and Fees			Allowance	\$	
17 Legal, Accounting, Insurance			% of Hard Costs	\$	
18 Other Professional Services			% of Hard Costs	\$	
19 Developer / OH / Project Management			% of Hard Costs	\$	
20 Advertising and Promotion			Allowance	\$	
21 Working Capital			Allowance	\$	
22 Mitigation Costs (Identify)			Allowance	\$	
23 Loan Fees (Identify % Rate)			Calculated	\$	
24 Appraisal and Closing Costs			Calculated	\$	
25 Construction Loan Interest (Identify % Rate)			Calculated	\$	
26 Property Taxes During Construction			Calculated	\$	
27 Other Soft Costs 1 (Identify)			Calculated	\$	
28 Other Soft Costs 2 (Identify)			Calculated	\$	
29 Contingency			% of Hard Costs	\$	
30 TOTAL SOFT COSTS				\$	
31 TOTAL DEVELOPMENT COSTS (Rounded)				\$	

PARCEL(S) PROJECT - CONSOLIDATED (000's)

Physical Parameters	Total Sq. Ft.	Total Acres
Total Land Square Footage		
Total Water Square Footage		

	Total Income All Years	Discounted Value All Years	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Thereafter
Gross Revenues												
Net Operating Income												
Apartments												
Retail / Restaurant												
Hotel												
Total Net Operating Income												
Combined Debt Service												
Net Cash Flow to Master Developer												
Unleveraged Return on Costs(ROC)												
Leveraged Return on Equity (ROE)												
County Rent												
Minimum Rents - Total												
Combined Percentage Rent												
Apartments												
Retail / Restaurant												
Hotel												
Total County Rent												
County Total Rent as a % of Gross Income												
County Total Rent as a % of NOI												

DEVELOPER CONSTRUCTION COSTS - CONSOLIDATED

COST COMPONENT	PER UNIT # UNITS	MEASURE	TOTAL	NOTES
Hard Costs:				
1 Demolition			\$	
2 Hotel Construction		Per Room	\$	
2 Apartment Construction		Per Apartment	\$	
3 Retail/Restaurant Construction		Per Square Foot	\$	
4 Parking Construction - Surface Lot		Per Space	\$	
5 Parking Construction - Structure		Per Space	\$	
6 Landscaping			\$	
7 Off-Site Costs (Identify)			\$	
8 Other Hard Costs 1 (Identify)			\$	
9 Other Hard Costs 2 (Identify)			\$	
10 Contingency		% of Hard Costs	\$	
11 TOTAL DIRECT DEVELOPMENT COSTS			\$	
Soft Costs				
12 Architecture / Engineering		% of Hard Costs	\$	
13 Permits and Fees		Allowance	\$	
14 Legal, Accounting, Insurance		% of Hard Costs	\$	
15 Other Professional Services		% of Hard Costs	\$	
16 Developer / OH / Project Management		% of Hard Costs	\$	
17 Advertising and Promotion		Allowance	\$	
18 Working Capital		Allowance	\$	
19 Mitigation Costs (Identify)		Allowance	\$	
20 Loan Fees (Identify % Rate)		Calculated	\$	
21 Appraisal and Closing Costs		Calculated	\$	
22 Construction Loan Interest (Identify % Rate)		Calculated	\$	
23 Property Taxes During Construction		Calculated	\$	
24 Other Soft Costs 1 (Identify)		Calculated	\$	
25 Other Soft Costs 2 (Identify)		Calculated	\$	
26 Contingency		% of Hard Costs	\$	
27 TOTAL INDIRECT DEVELOPMENT COSTS			\$	
28 TOTAL DEVELOPMENT COSTS (Rounded)			\$	