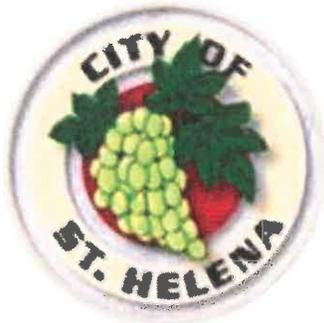


THE VILLAGE
AT
ST. HELENA

A Mixed Use Development Proposal

Submitted to:
City of St. Helena
1480 Main Street
St. Helena, CA 94574



Prepared By:

HMS Development Partners, LLC
80070 Via Valerosa
LaQuinta, CA 92253

The Village at St. Helena:

Work, live, shop and play in the heart of Napa Valley





The Village at St. Helena

TABLE OF CONTENTS

Executive Project Summary.....	1
Estimated Tax Revenue.....	3
Project Development Team.....	3
Planning, Development and Construction Information.....	5
Preliminary Site Plan & Project Rendering narrative summary.....	6
Financial Information narrative.....	6
Development Pro Forma & Construction Cost Estimate.....	Appendix A
Preliminary GANTT Chart of Project Timeline	Appendix B
Development Team Resumes.....	Appendix C
Colored Project Site Plan.....	Appendix D
Project Bird's Eye Colored Rendering.....	Appendix E

EXECUTIVE PROJECT SUMMARY

The Village at St. Helena is designed as an elegant and upscale mixed use commercial and residential project consisting of the following:

First Class Office Building

- Class A office building – 3 tiered stories - 24,000 square feet
- City Hall & Police station - 1st & 2nd floor - 15,000 square feet
- Available “for lease” 3rd floor Class A offices – 6,000 square feet
- Reserved underground parking for tenants
- Inviting and open first floor lobby
- On grade parking for office clients & visitors

Five Star Boutique Hotel

- 75 luxury suites
- Full service Spa and workout facilities for hotel guests/public
- Heated Outdoor swimming pool/Jacuzzi, lounge and patio
- Underground parking for hotel guests

World Class Event Center

- Complete wedding event facility capable of entertaining 500 guests
- Business conference accommodations for up to 500 attendees
- Honeymoon bungalow for the wedding party complete with master suite, multiple bedrooms, complete kitchen and patio overlooking the hotel, pool, gardens and the David Fulton Vineyards. The bungalow will be available to hotel guests and conference VIPs when not utilized by wedding parties
- The Event Center consists of 10,000 square feet of indoor area, with patios overlooking the David Fulton Vineyards and surrounding mountains of the valley
- The building will be available for community group events when not reserved for weddings or conferences at no cost

Specialty Retail Shops

- Retail shop space provides street visible frontage for boutique shops, with a mix of high and casual dining restaurants with patios, serving breakfast, lunch and dinner
- On grade and underground parking for customers and tenants

Luxury Apartments

- 44 studio apartments
- 19 one bedroom apartments
- 7 two bedroom apartments
- Underground reserved parking – 1 space/unit
- All units have either ground floor patio or balcony on 2nd & 3rd floor units
- 20% of *all* units will be at *below market rents*
- Dramatic views of The Village at St. Helena plaza, surrounding vineyards and mountains

The Plaza

- Over 1 ½ acres of inviting open air plaza with hardscape pavers, water conserving trees, plant materials and water features
- Elevated stage for outdoor concerts, theater and other seasonal events

**“The Village at St. Helena: work, live, shop and play
in the heart of Napa Valley”**

HMS Development Partners, LLC (“HMS”) will also improve and complete the connection between Adams Street and Starr Avenue including installation of all underground utilities, paving, lighting etc. as part of their development budget.

In keeping with the ambiance and unique character of the city, HMS will utilize brick, stone and stucco for the exterior of all structures to reflect the picturesque quality of St. Helena, while maintaining the charm that Napa Valley enjoys world-wide.

HMS proposes either an outright purchase for \$10,000,000 or would entertain a subordinated ground lease with a minimum term of 79 years at a yearly rental rate to be negotiated during the development/permitting process with the City.

ESTIMATED TAX REVENUE CALCULATIONS

HMS estimates the following potential income to the City/County/State as a result of The Village at St. Helena:

Tax Rates: 14% (Hotel)
8% (Retail shops & Restaurants)

Projected Revenue:

Hotel	\$1,140,169
Restaurants	\$ 600,000
Event Center	\$ 120,000
Bungalow	\$ 53,655
Specialty Retail	<u>\$ 391,680</u>

Total **\$2,305,504**

DEVELOPMENT TEAM (information/resumes on each are included in this package)

Developer: HMS Development Partners, LLC – a California LLC specifically formed for this project proposal. Ownership is split in thirds between Edson Hutchinson, Michael Shinn and Sidney Montague.

Lead Architect: RKAA Architects, Inc.
2223 E. Thomas Road
Phoenix, AZ 85016

Hotel/Apartment Architect:
A. David Gibson, Architect, LLC (NCARB certified)
203 ½ Onyx Road
Newport Beach, CA 92662

Contractor: Dck California Construction, Inc.
One PPG Place, 27th Floor
Pittsburgh, PA 15222

Structural Engineer: Miller Pacific Engineering Group
135 Camino Dorado, Suite 3
Napa, CA 94558

Civil Engineer: Delta Consulting & Engineering
1104 Adams Street, Suite 203
St. Helena, CA 94574

Retail Planning: Southwest Retail Group, Inc.
7527 E. 1st Street
Scottsdale, AZ 85251

Office/Apartment: Hope Development Partners
7527 E. 1st Street
Scottsdale, AZ 85251

Legal: Ken Cohen
JRA Law Partners, LP
450 Pacific Avenue, Suite 200
San Francisco, CA 94133

Environmental Consulting: Analytical Environmental Services
1801 7th Street, Suite 100
Sacramento, CA 95811

Traffic Consulting: Y & C Transportation Consultants, Inc.
3250 Ramos Circle
Sacramento, CA 95827

PLANNING, DEVELOPMENT AND CONSTRUCTION INFORMATION

Attached is a preliminary GANNT chart delineating the estimated timeline from planning through construction completion. This timeline assumes that the City of St. Helena has completed the General Plan Amendment and rezoned the subject site for commercial uses by September 30, 2016. HMS contemplates beginning the formal process on October 1, 2016, assuming it is the successful candidate approved by the City.

Preliminary Project Schematics	October, 2016
Working Drawings	November, 2016 – January 2017
Planning, Impact Studies, Building Permit	November, 2016 – April 2018
Construction	May, 2018 – April 2020

The entire project will be constructed in one phase. The site will be excavated to a maximum depth of 12 feet, and will be designed per California codes for earthquake remediation. In addition, the assumption is that during each year, the water table for this site will be at grade level, and thus, the structures are built upon a waterproof substructure. The 3 story office building will be a steel structure, with brick, stucco, stone accents and glass comprising the exterior skin. The hotel, apartments, retail, event center and bungalow will be constructed with wood framing with the same exterior skin components as the office building. The Hotel/Apartment structure at the north end of the property is three stories in height. The Retail/Apartment structure fronting Adams Street is two stories in height, with retail on the first floor, and apartments on the 2nd floor.

The apartments will have one space/unit of reserved and separately secured underground parking, accessed by elevator and stairs. Elevators accessing the underground parking are dispersed throughout the project to provide direct access for City Hall, Police Department and commercial offices, hotel, event center and retail.

There will be over 1 ½ acres of open area plaza space throughout the project, designed with water conservation enhancements and tasteful hardscape accents that provide a serene, beautiful and inviting pedestrian experience. An elevated stage is also part of the plaza experience for outdoor concerts and related activities. The Village at St. Helena is truly a place where you can live, work, shop and dine.

PRELIMINARY SITE PLAN & PROJECT RENDERING

HMS and Dck California Construction, Inc. have spent over a year developing and refining the plans and specifications for The Village at St. Helena, the fruit of which are the attached preliminary site plan for The Village at St. Helena and a rendering of the exterior illustrating the character and ambiance of the project. Also shown is the layout of the underground parking component of the project. The lead architect has provided the enclosed site area ratio information for each of the structures on site. In addition, a preliminary development and construction budget outlining the major cost components of this upscale mixed use project is included.

FINANCIAL INFORMATION

HMS and Dck California Construction, Inc. are jointly in discussion with several major investment groups to provide the equity for this project, and with major financial institutions to provide construction and long term takeout for the project. As an aside, dck is the contractor in charge of construction for the Four Seasons Resort in Calistoga, CA. Assuming HMS is the Designated Developer for this site, detailed financial information will be provided to the City for both the equity investor and construction/long term lender. HMS will provide course of construction and builders risk insurance to assure the City that the project will be completed on schedule and within budget. HMS partners have a combined net worth in excess of \$20,000,000 and will be able to provide the necessary funds required by the City if chosen as the Designated Developer.

APPENDIX A

Development Pro Forma

**Property: The Village at St. Helena
Adams Street & Library Lane
St. Helena, CA 94574**

**Prepared For: The City of St. Helena
1480 Main Street
St. Helena, CA 94574**

**Prepared By: HMS Development Partners, LLC
80070 Via Valerosa
LaQuinta, CA 92253**

Date: August 16, 2016

Project Summary

Project Location: The Village at St. Helena
Adams Street & Library Lane
St. Helena, CA 94574

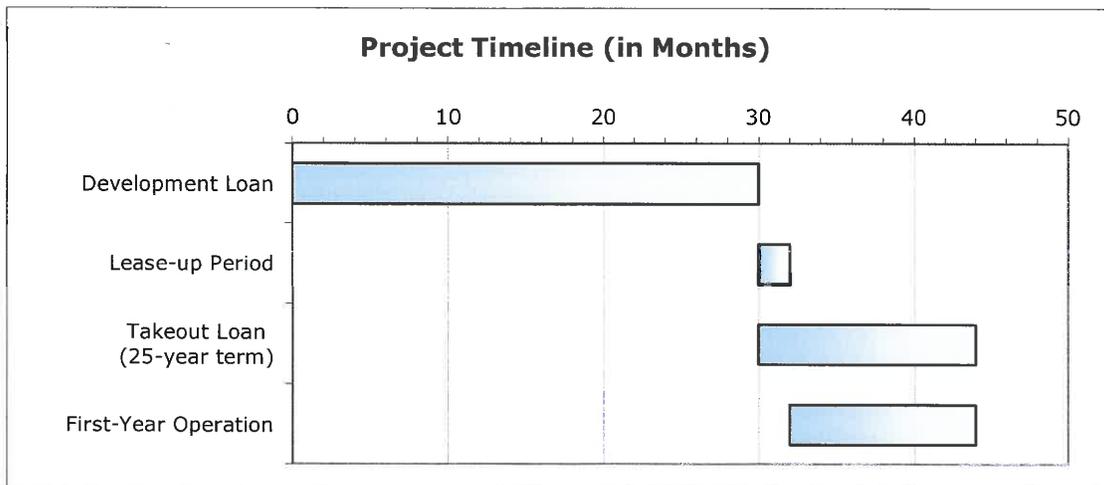
Type of Property: Mixed Use commercial
172,019 SF, Gross Building Area
SF, Rentable Area

Date of this Report: August 16, 2016

Purpose: The following pro forma summarizes the various hard and soft development costs, and the proposed financing for this project.

For the sake of the analysis, certain assumptions have been made concerning development costs, financing terms, revenue rates and operating expenses.

Those assumptions and the potential economic benefits of this project are presented in the following pages.



Project Overview

**Project: The Village at St. Helena
Adams Street & Library Lane
St. Helena, CA 94574**

Property type: Mixed Use commercial
Architect: RKAAs Architects, Inc.
Lender: enter here
Contractor: Dck California Constuction, Inc.
Construction manager: Dck California Constuction, Inc.
Leasing agent: enter here
Attorney(s): JRA Law Partners, LP
Buyer: enter here

Developer: HMS Devlopment Partners, LLC
80070 Via Valerosa
LaQuinta, CA 92253

Zoning: Commercial
Construction type: Steel & Wood Frame, Brick, Stucco
Gross Building Area: 172,019 SF
Usable Area: 0 SF
Loss Ratio: 100.00%

Number of suites or units: 0
Number of parking spaces: 0

Total rentable square feet: 0 SF

Floor Area Ratio (FAR): 0.71

Lot Size: 5.60 acres

Map or block number: 009-150-006
Lot or building number: enter here

Funding**TOTAL EQUITY**

Developer's cash equity, including net lease-up cost or income:	\$ 13,877,567
Total Amount:	\$ 13,877,567

DEVELOPMENT LOAN

Amount:	\$ 55,510,500
Interest rate:	5.000%
Term:	30 months
Points:	1.500
Average balance outstanding:	55.000%

TAKEOUT FINANCING

Amount:	\$ 55,510,500
Interest rate:	4.250%
Term:	25 years
Points:	1.500
Debt Coverage Ratio (actual):	3.16
Mortgage Constant:	6.501%
Loan amount per square foot:	\$ 322.70
Loan to total project cost:	79.53%
Loan to final resale value:	25.57%

Lease-Up

LEASE-UP TIME AFTER DEVELOPMENT	2 months
LEASE-UP INCOME AND COSTS	
LEASE-UP PERIOD INCOME	\$ 1,615,276
LEASE COMMISSION	
Total Lease Commission Costs	\$ 600,000
MISCELLANEOUS LEASING COSTS	\$ 0
OTHER LEASE-UP-PERIOD COSTS	
Taxes for lease-up period	0
Insurance for lease-up period	0
Maintenance for lease-up period	0
Loan payments for lease-up period	601,443
TOTAL OTHER COSTS	\$ 601,443
TOTAL NET LEASE-UP PERIOD INCOME	\$ 413,833

Project Soft Costs**ARCHITECTURAL AND ENGINEERING**

General architectural & engineering costs	1,027,822
Blueprints	50,000
Other architectural & engineering costs	40000

TOTAL A & E **\$ 1,117,822**

Development loan fees (points)	832,658
Takeout loan fees (points)	832,658
Development loan interest	3,816,347
Appraisal fee	10,000
Course-of-construction insurance	625,000

TOTAL FINANCING COSTS **\$ 6,116,662**

Legal	150,000
Feasibility	25,000
Impact Fees/Permits	5,150,000
Environmental Coordination	626,000
Travel	60,000
Development fee	2,200,000

TOTAL DEVELOPMENT COSTS **\$ 8,211,000**

Project Hard Costs

CONSTRUCTION COSTS

<i>Site Work</i>	Offsite - Adams Street Improvements	1,680,000
	Site Work	3,360,870
<i>Parking Structure</i>	Total Parking Structure	6,358,240
<i>Retail</i>	Total Retail Costs	3,880,687
<i>Event Center/Bungalow</i>	Total Event Center/Bungalow Costs	4,239,500
<i>Office & Retail Buildings</i>	Total Office & Retail	6,826,600
<i>Hotel</i>	Total Hotel Costs	9,648,367
<i>Apartments</i>	Total Apartment Costs	8,362,200
	TOTAL HARD COSTS	44,356,464
		\$ 257.86 per SF

Total Project Cost

LAND COST	\$ 10,000,000	##### per acre
SOFT COSTS	\$ 15,445,484	89.79 per SF
OVERHEAD AND CONSTRUCTION PROFIT	\$ 0	0.00 per SF
HARD COSTS	\$ 44,356,464	257.86 per SF
CONSTRUCTION CONTINGENCY	\$ 0	0.00 per SF
<hr/>		
TOTAL PROJECT COST		
before lease-up period costs or income	\$ 69,801,948	405.78 per SF
Net Lease-up Period Income	\$ 413,833	2.41 per SF
<hr/>		
TOTAL COST OVERALL (rounded, including lease-up period income and)	\$ 69,388,100	403.37 per SF
<hr/>		
LOANS REQUESTED		
Development Loan	\$ 55,510,500	322.70 per SF
Total Loans	\$ 55,510,500	322.70 per SF
<hr/>		
EQUITY		
Developer's cash equity excluding net lease-up income or cost	\$ 14,291,400	
Minus net lease-up period income	\$ 413,833	
Total development equity (rounded)	\$ 13,877,600	80.67 per SF
% of Total Cost Overall		20.00%
Cap Rate (Expected First Year NOI / Total Cost Overall)		16.43%

THE INFORMATION, PROJECTIONS, AND CALCULATIONS PRESENTED IN THIS DOCUMENT ARE BELIEVED TO BE ACCURATE AND CORRECT BUT ARE NOT GUARANTEED.

Build & Hold Pro Forma

EQUITY POSITION

Total Project Costs Overall (including land)	69,388,100
Financing at @ 4.25%, 25 years	55,510,500
Equity Investment	\$ 13,877,600

POTENTIAL RESALE based on 5.25% cap rate

Estimated market value	217,093,000
Less costs of sale	6,512,790
Less outstanding debt	55,510,500
Potential Proceeds	\$ 155,069,710

STABILIZED PRO FORMA OPERATING STATEMENT

GROSS ANNUAL INCOME

Gross scheduled rent income	12,114,573
NOTE: INCOME IS NET OF OPERATING EXPE	0
Total Gross Income	\$ 12,114,573
Less 2.00% Vacancy & Credit Loss Allowance	242,291
Gross Operating Income	\$ 11,872,282

OPERATING EXPENSES

Taxes	0
Insurance	0
Maintenance	0
Management fee at 4.00% of GOI	474,891
Other expenses	0
Total Operating Expenses	\$ 474,891

NET OPERATING INCOME (before debt service) \$ 11,397,391

ANNUAL DEBT SERVICE \$ 3,608,658

CASH FLOW

Cash flow (after debt service)	7,788,732
Cash flow (vacancy & management excluded)	8,505,915

Cap Rate based on total cost: 16.43%	Debt Coverage Ratio: 3.16	Cash on Cash Return: 56.12%
---	------------------------------	--------------------------------

THE INFORMATION, PROJECTIONS, AND CALCULATIONS PRESENTED IN THIS DOCUMENT ARE BELIEVED TO BE ACCURATE AND CORRECT BUT ARE NOT GUARANTEED.



PROGRAM ESTIMATE

PROJ :	The Village at Saint Helena			Project SF Data:		
DATE:	September 14, 2015			Site Area SF	243,936	
LOC:	Saint Helena, CA			Garage	99,038	1 Level Below Grade (261 sp)
BLDG:	172,019	NRSF		Retail	27,054	
SITE:	5.60	ACRES		Events Center	10,000	Single Story
				Bungalow	2,500	2-Story
				Office/Retail Bldg.	36,000	3-Story Office & Retail
				Hotel	50,265	75 Keys
				Apartments	46,200	70 Units
				Total Bldg Area	271,057	Building & Garage

DESCRIPTION	QTY	UNIT	UNIT PRICE	TOTAL	COMMENTS
OFFSITE WORK					
Library Lane	0	LF	\$ -	\$ -	
Adams Street Improvements	0	LF	\$ -	\$ 1,680,000	
Traffic Signals	0	EA	\$ -	\$ -	
Street Lights	0	EA	\$ -	\$ -	
U/G Power Lines	0	LF	\$ -	\$ -	
TOTAL OFFSITE WORK				\$ 1,680,000	NIC
SITE WORK					
General Conditions	243,936	SF	\$ 0.75	\$ 182,952	
Demolition - Site	1	LS	\$ 50,000.00	\$ 50,000	Allowance
Earthwork/Mass Excavation	243,936	SF	\$ 2.00	\$ 487,872	
Wet Utilities	243,936	SF	\$ 2.25	\$ 548,856	
Dry Utilities	243,936	SF	\$ 0.65	\$ 158,558	
Landscape & Irrigation	243,936	SF	\$ 1.75	\$ 426,888	
Hardscape	243,936	SF	\$ 3.00	\$ 731,808	
Site Lighting	243,936	SF	\$ 1.00	\$ 243,936	
Pool/Spa/Deck	900	SF	\$ 200.00	\$ 180,000	
Water Feature	1	LS	\$ 150,000.00	\$ 150,000	
Stage/Amphitheater	1	LS	\$ 200,000.00	\$ 200,000	
TOTAL SITEWORK				\$ 3,360,870	
PARKING					
General Conditions	99,038	SF	\$ 3.00	\$ 297,114	
Garage Below Grade Level - 1	99,038	SF	\$ 61.20	\$ 6,061,126	
Central Ramp/Stair	0	LS	\$ -	\$ -	NIC
TOTAL PARKING				\$ 6,358,240	

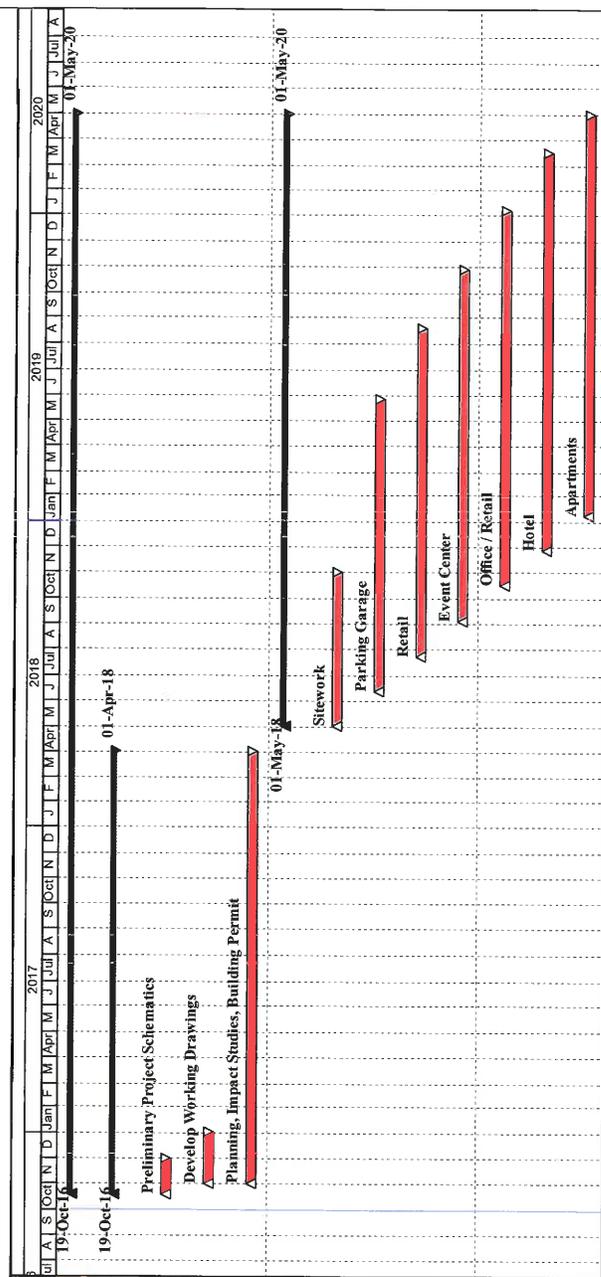
RETAIL							
General Conditions	27,054	SF	\$	10.00	\$	270,540	
Structure	27,054	SF	\$	52.50	\$	1,420,335	1-Story Podium(Apts Above)
Exterior Skin	27,054	SF	\$	19.54	\$	528,635	
Interior Finishes	0	SF	\$	5.00	\$	-	N/A
Interior Finishes	27,054	SF	\$	12.50	\$	338,175	14,400 sf Vanilla Shell
Specialties	27,054	SF	\$	-	\$	-	None
Conveying Systems	27,054	SF	\$	-	\$	-	None
Special Construction	14,400	SF	\$	0.50	\$	7,200	
Mechanical - Retail	0	SF	\$	21.50	\$	-	N/A
Mechanical - Retail	27,054	SF	\$	28.50	\$	771,039	14,400 sf Vanilla Shell
Grease Traps	2	EA	\$	18,750.00	\$	37,500	
Electrical - Retail	0	SF	\$	8.75	\$	-	N/A
Electrical - Retail	27,054	SF	\$	18.75	\$	507,263	14,400 sf Vanilla Shell
TOTAL RETAIL						\$ 3,880,687	
EVENTS CENTER/BUNGALOW							
General Conditions	12,500	SF	\$	18.00	\$	225,000	
Basement/Storage	10,000	SF	\$	76.70	\$	767,000	
Structure	12,500	SF	\$	66.00	\$	825,000	
Exterior Skin	12,500	SF	\$	48.50	\$	606,250	
Interior Finishes	12,500	SF	\$	47.00	\$	587,500	
Specialties	12,500	SF	\$	22.80	\$	285,000	
Conveying Systems							N/A
Special Construction	0	SF	\$	-	\$	-	N/A
Mechanical	12,500	SF	\$	42.00	\$	525,000	
Electrical	12,500	SF	\$	33.50	\$	418,750	
TOTAL EVENTS CENTER/BUNGALOW						\$ 4,239,500	
OFFICE/RETAIL BUILDING							
General Conditions	36,000	SF	\$	11.50	\$	414,000	
Basement/Storage	4,000	SF	\$	80.20	\$	320,800	
Structure	36,000	SF	\$	50.00	\$	1,800,000	3-Story Steel
Exterior Skin	36,000	SF	\$	35.70	\$	1,285,200	
Interior Finishes	27,600	SF	\$	21.50	\$	593,400	Core/Lobby Only
Interior Finishes - Retail	8,400	SF	\$	29.00	\$	243,600	Vanilla Shell
Specialties	36,000	SF	\$	6.50	\$	234,000	
Conveying Systems	36,000	SF	\$	7.50	\$	270,000	Elevator
Special Construction - Retail Onl	8,400	SF	\$	0.50	\$	4,200	N/A
Mechanical - Office	27,600	SF	\$	23.00	\$	634,800	Gray Shell
Mechanical - Retail	8,400	SF	\$	28.50	\$	239,400	Vanilla Shell
Electrical - Office	27,600	SF	\$	20.70	\$	571,320	Gray Shell
Electrical - Retail	8,400	SF	\$	25.70	\$	215,880	Vanilla Shell
TOTAL OFFICE BUILDING						\$ 6,826,600	
HOTEL							
General Conditions	50,265	SF	\$	12.00	\$	603,180	
Structure - Hotel Core	50,265	SF	\$	45.40	\$	2,282,031	Wood Frame - Type V
Exterior Skin	50,265	SF	\$	14.00	\$	703,710	
Interior Finishes	50,265	SF	\$	34.00	\$	1,709,010	
Specialties/Furnishings	50,265	SF	\$	15.20	\$	764,028	
Conveying Systems	50,265	SF	\$	7.50	\$	376,988	
Special Construction	0	SF	\$	-	\$	-	N/A
FF&E/OS&E - Hotel	0	EA	\$	-	\$	-	NIC
Mechanical - Hotel	50,265	SF	\$	37.35	\$	1,877,398	
Electrical - Hotel	50,265	SF	\$	26.50	\$	1,332,023	
TOTAL HOTEL						\$ 9,648,367	

APARTMENTS						
General Conditions	46,200	SF	\$	12.50	\$	577,500
Structure	46,200	SF	\$	45.40	\$	2,097,480 Wood Frame - Type V
Exterior Skin	46,200	SF	\$	19.35	\$	893,970
Interior Finishes	46,200	SF	\$	32.50	\$	1,501,500
Specialties/Equipment	46,200	SF	\$	9.50	\$	438,900
Conveying Systems	46,200	SF	\$	5.00	\$	231,000
Special Construction	0	SF	\$	-	\$	- N/A
FF&E/OS&E - Residences	0	EA	\$	-	\$	- NIC
Mechanical - Apartments	46,200	SF	\$	33.00	\$	1,524,600
Electrical - Apartments	46,200	SF	\$	23.75	\$	1,097,250
TOTAL APARTMENTS					\$	8,362,200
SOFT COSTS						
Architectural & Engineering	0	LS	\$	-	\$	525,622
Soils & Survey	0	LS	\$	-	\$	40,000
Civil, Geotech, Landscape	0	LS	\$	-	\$	502,200
Legal	0	LS	\$	-	\$	150,000
Feasibility Study	0	LS	\$	-	\$	25,000
Impact Fees/Permits	0	LS	\$	-	\$	5,150,000
Environmental Coord	0	LS	\$	-	\$	626,000
Blueprints	0	LS	\$	-	\$	50,000
TOTAL SOFT COSTS					\$	7,068,822
MISCELLANEOUS						
Developer Fee, G&A, Travel	0	LS	\$	-	\$	2,260,000
	0	LS	\$	-	\$	-
	0	LS	\$	-	\$	-
	0	LS	\$	-	\$	-
	0	LS	\$	-	\$	-
	0	LS	\$	-	\$	-
TOTAL MISCELLANEOUS					\$	2,260,000
CONSTRUCTION COST RECAP				TOTALS		
OFFSITE WORK			\$	1,680,000		
SITE WORK			\$	3,360,870		
PARKING GARAGE			\$	6,358,240		
RETAIL			\$	3,880,687		
EVENTS CENTER/BUNGALOW			\$	4,239,500		
OFFICE/RETAIL BUILDING			\$	6,826,600		
HOTEL			\$	9,648,367		
APARTMENTS			\$	8,362,200		
SOFT COSTS			\$	7,068,822		
MISCELLANEOUS			\$	2,260,000		
SUBTOTAL CONSTRUCTION COSTS			\$	53,685,285		
INSURANCES			\$	585,170		
SUBGUARD			\$	738,173		
CONTRACTOR OVERHEAD & PROFIT			\$	4,211,387		
SALES TAX (BY TRADES)			\$	-		
CONTINGENCY & ESCALATION			\$	5,848,184		
TOTAL CONSTRUCTION COST w/ CONTINGENCY			\$	65,068,199		
COST PER BUILDING SF			\$	378.26		

APPENDIX B

The Villages at St. Helena

Activity ID	Activity Name	Start	Finish
The Villages at St. Helena			
Preconstruction / Design			
001010	Preliminary Project Schematics	19-Oct-16	01-Dec-16*
001020	Develop Working Drawings	01-Nov-16*	01-Jan-17
001030	Planning, Impact Studies, Building Permit	01-Nov-16*	01-Apr-18
Construction			
002010	Sitework	01-May-18*	01-Nov-18
002020	Parking Garage	12-Jun-18	27-May-19
002030	Retail	24-Jul-18	19-Aug-19
002040	Event Center	04-Sep-18	28-Oct-19
002050	Office / Retail	16-Oct-18	06-Jan-20
002060	Hotel	27-Nov-18	16-Mar-20
002070	Apartments	08-Jan-19	01-May-20



■ Actual Level of Effort
■ Actual Work
■ Remaining Work
■ Critical Remaining Work
◆ Milestone

Initial Proposal Schedule

APPENDIX C

RESUME

EDSON B. HUTCHINSON

150 Cleo. St. # 6

Laguna Beach, CA. 92651

12 Greenway Plaza Suite 1100

Houston, TX. 77046

Email: e2ebkh@gmail.com

TEXAS PACIFIC, LLC. Managing Member

Private Equity/Consultants/Integration/Service and Support

Investments in Software, Mobile Messaging and Applications and Public/Private Integration in
Emergency Preparedness Platforms for Local, State and Federal Agencies

ACCESS U2 MOBILE SOLUTIONS, INC. Majority Member

US PATENT: 7,643,821 ACCESSU2IP.COM

Currently integrating Access U2's patent approved process for SMS mobile content applications into
communication platforms for national disaster recovery and disaster preparedness platforms being
directed by the National Emergency Communications Organization Network Inc. (NECON), a nonprofit
501c (3) public benefit organization.

INDOOR ENTERTAINMENT GROUP: Managing Member

Nationwide Carousel Owner and Operators: IEGCAROUSELS.COM

Regional Malls: WESTFIELD, CBL, STARWOOD, CENTENNIAL, GLIMCHER

MALAGA,LLC/EBH, LLC, Managing Member

Ownership/Development, Renovation of 5 Hotels totaling over 800 rooms

Brands: Marriott Residence Inn, Orange; Radisson Hotel Denver Southeast; Ramada Denver Downtown;
Ramada Colorado Springs; Irwin Street Inn, Hanford, CA.

WLM HOSPITALTY MANAGEMENT/HRV, Managing Member

Boutique Hospitality Management: Managed over 30 Hotels ranging in size from 30 to 480 rooms

Sample of properties managed and/or asset managed by WLM/HRV:

. Ritz Carlton, Westchester, NY (asset management)

- . Dana Hotel Chicago (asset management)
- . Radisson Hotel Denver Southeast
- . Sheraton Lakewood
- . Holiday Inn Denver Downtown
- . Holiday Inn Foster City, CA.
- . Fairfield Inn Pagosa Springs
- . Quality Inn Lakewood
- . Ramada Denver Downtown
- . Ramada Colorado Springs
- . Ramada Inn Tucson
- . Silver Creek (Granby Ranch) Resort
- . Irwin Street Inn, Hanford, CA.

LIGHTHOUSE HOTELS, LLC, Managing Member

New Hospitality Development/Glamping Outdoor Destination Locations

ALPINE AGENCY/HUTCHINSON FAMILY PARTNERSHIPS (HFP), Managing Member

Custom Home Building, Office and Retail/Shopping Development:

Construction and Development Interests starting in 1975 were in the Markets of Denver, Cherry Creek, Vail, Beaver Creek, San Diego, Orange County and Honolulu. Total Acquisition/ Construction/Sale Dollar Volume was in excess of \$90,000,000.

Sidney J. Montague

- EDUCATION:** MIDLAND LUTHERAN COLLEGE, Fremont, NE
- Bachelor of Administration, Economics, 1972
- UNIVERSITY OF ARIZONA, Tucson, AZ
- Bachelor of Science, Nursing, 2005
- LICENSES:** Licensed Arizona Real Estate Broker
- EXPERIENCE:**
- 01/05 to Present: HMS DEVELOPMENT PARTNERS, LLC; HOPE REAL ESTATE VENTURES, LLC; SOUTHWEST RETAIL GROUP, INC; RESCON PROPERTIES, LLC
Partner; Consultant; Managing Member
- Acquisition & management of a 12 unit luxury downtown townhome project, and 16 unit downtown apartment complex
 - Hands on management, accounting and development analysis for retail, office and residential properties in Arizona and Texas
- 03/03 To 12/04: FARRMONT REALTY GROUP, Inc., Phoenix, AZ
Broker
- Commercial leasing and sales
- 11/01 to 06/02 EVERGREEN DEVCO, INC., Phoenix, AZ
Project Manager
- Site acquisition, development and sale/leaseback of Walgreens stores in Arizona & California
 - Completed several re-plats, parcel and tract maps, both in Arizona and California
- 06/96 to 10/01 ORSETT PROPERTIES ARIZONA, LTD, Phoenix, AZ
Senior Vice President
- Development over 1,200,000 square feet of office, medical/dental, industrial and retail projects over six year period
 - Responsible for all phases of development on each project, from land acquisition, entitlement processing, project analysis and design assistance, construction financing and actual construction, leasing and long term financing at stabilization
- 1994 To 1996 FARRMONT REALTY GROUP, INC, Phoenix, AZ
Owner/Partner
- From start-up, property management grew to over 500,000 s.f. under contract.
 - Developed a 40,000 square foot medical/dental complex, Mountain Park Professional Plaza, completed and fully leased 6 months after C of O.

1987 To
1994

PERINI LAND & DEVELOPMENT COMPANY, San Francisco
Vice President & Regional Manager

- Completed entitlements for 281 lot residential subdivision in Corte Madera, CA
- Completed development of The Resort at Squaw Creek at the base of Squaw Valley ski area in California
- Management & leasing of Golden Gateway Commons and Rincon Center in downtown San Francisco
- Responsible for the development, leasing and management of Ahwatukee Palms Shopping Center
- Developed The Reserve at Squaw Pass, a 108 unit luxury apartment complex

1985 To
1987

THE WRITER CORPORATION, Denver, CO
Vice President

- Directed the development Riverfront Festival Center and Willow Creek Shopping Center
- Responsible for establishing the company's commercial division and directed the management of the company's non-residential assets

1979 To
1985

BUELL DEVELOPMENT CORPORATION, Denver, CO
Executive Vice President

- Responsible for all management and development operations of this privately held \$100 million company
- Commenced redevelopment of Cherry Creek Shopping Center from a 440,000 square foot community center to a 1,200,000 square feet regional mall

1972 To
1979

FIRST OF DENVER (now part of Wells Fargo), Denver, Co
Loan Officer – Natural Resources

- Solely responsible for a \$360,000,000 Mineral Resources loan/deposit portfolio

SUMMARY: Over 40 years of development, financing, leasing, management and disposition experience. Developed, leased, managed and sold over 4,500,000 square feet of residential and commercial properties in Arizona, California, Colorado and Texas.

Michael Shinn & Associates, Inc.

Since the early seventies, Michael Shinn & Associates, Inc. has achieved national prominence in many areas of real estate investment, development, and brokerage.

Michael Shinn's progressive outlook has created a track record of one accomplishment after another. He built, and then owned for over ten years the nation's largest franchise in the Century 21 system, employing over 400 full-time sales agents in ten offices. Following that, Mr. Shinn successfully owned and operated a nine state region for Red Carpet Corporation of America. At one point, over 100 commercial and residential properties were owned and managed by Michael Shinn or his companies. He created Insurance World Corporation, which sold within two years of its inception for ten million dollars to a major insurance company. Several public stock companies have been built with Mr. Shinn's guidance and leadership.



Success leads to success. Michael Shinn & Associates, Inc., a Hawaii based real estate development firm, has evolved into one of the state's premiere developers specializing in luxury custom homes for the most discriminating buyer. In collaboration with master craftsmen, visionary architects, and innovative partnerships, Michael Shinn & Associates, Inc. has achieved a signature of quality, distinct from the rest. It represents a variety of interests including investors, partners, and financiers who bond together to create only the finest properties that will enrich the lives of all who use them. Each home is a marvel of visual elegance and composition, designed for living, and catering to national and international clientele.

As a new generation of home design takes place, Michael Shinn & Associates, Inc. maintains a solid foundation of quality and excellence in the areas of investment, development, architectural design, and marketing.



MICHAEL L. SHINN

Since the early 1970's Michael Shinn has achieved national prominence in the development and operation of numerous companies.

Michael received a Bachelor of Science in business administration from the University of Montana in 1969 and completed post graduate studies toward an MBA at the University of Arizona in 1970.

In 1971, he founded Century 21 Michael Shinn & Associates as a franchisee of the Century 21 Corporation, and as president and CEO he managed the growth of that franchise from one office with three employees in 1974, to ten offices with over 400 associates in 1981. This made Michael Shinn & Associates the largest Century 21 franchise in North America of the 7,000 total offices. At one point, over 100 commercial and residential properties were owned and managed by Michael and his companies.

In 1981, Michael transferred his Century 21 franchise to the Red Carpet Real Estate Network by purchasing a nine state master franchise from the Red Carpet Corporation of America. He served as chairman of the board and CEO of Red Carpet of Midwest America for five years.

In 1980, Michael created Insurance World Corporation as a franchisor for independent agents. This company sold within two years of inception for ten million dollars to a major insurance company. This event proved to be one of the major franchise success stories of 1982.

During the next several years, Michael founded and served as chairman of the board for two other corporations. Technology 2000 Corporation was a large privately held company marketing consumer oriented high technology products. Under Michael's guidance, World of Computers, Inc. successfully completed a public offering in late 1983, and later became a leader in the nationwide franchising of retail computer stores. During the 1970's and 80's Michael was instrumental in the development of several other publicly and privately held companies.

In 1986, Michel moved to Hawaii with thoughts of retiring, however he rapidly evolved into one of the state's premier developers specializing in high-end custom homes. From 1986 through 1993 he completed twelve estates with a total value of over forty-four million dollars. In 1992 his efforts were recognized with the ultimate design award given by the American Institute of Architects. His Kahala estate was voted best single family residence built in all of Hawaii for that year.

Michael gained international recognition in 1993 when he was featured on "Lifestyles of the Rich and Famous". His entrepreneurial and building achievements have been displayed in over 100 publications in the course of the past twenty years.



ARCHITECTS, INC

PROJECT ASSIGNMENT

Principal in Charge

YEARS OF EXPERIENCE

Over 40 yrs.

REGISTRATION

Registered in 40 States

EDUCATION

Bachelor of Architecture
University of Arizona 1970

PROFESSIONAL AFFILIATIONS

Member – *American Institute of Architects (AIA)*

Certificate Holder – *National Council of Architectural Registration Boards (NCARB) 1987*

Member – *International Council of Shopping Centers (ICSC)*

ROBERT WARREN KUBICEK AIA, NCARB

BRIEF BIO

- Robert Kubicek is the founding Partner of RKA and has over 40 years of experience with many national retail tenants including JCPenney, Sears, Kroger, Walgreen's, K-mart, Burlington Coat Factory, Safeway, Albertson's, LA Fitness, Ross, UPS, Fed-Ex, Chase Bank, and UA Theaters.
- Robert Kubicek was one of the first architects to receive the City of Phoenix Self-Certifications. The certification allows the holder to bypass much of the city's building review process.



EXPERIENCE

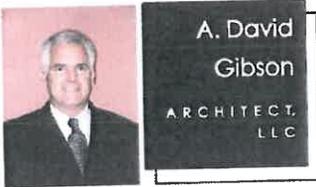
- Project Design and programming
- Land planning, zoning and Governmental processing
- Code Compliance
- ADA

COMMUNITY INVOLVEMENT

- Arizona Institute of Architects
- Arizona Food Marketing Institute
- International Council of Shopping Centers
- Lambda Alpha International
- The Construction Specifications Institute
- Valley Partnership

WORK EXPERIENCE

- Malls, specialties and power centers throughout the USA.
- Corporate and medical offices
- Multi-family and single family residential



A. DAVID GIBSON, ARCHITECT, NCARB
A. David Gibson, Architect, LLC

203 ½ Onyx Ave.
Newport Beach, CA 92662
480-330-7192
david@adgibsonarchitects.com

REGISTERED ARCHITECT/SENIOR DESIGNER/PROJECT MANAGER

Licensed in California, Arizona & Nevada

National Certification (NCARB)

David is a forward thinking architect/designer/project manager, with a proven track record of over 35 years for designing and managing multiple award winning projects. His expansive variety of projects include; commercial, educational, churches, high density multi-family residential, retail, hospitality, health care, single family custom and production homes in multiple states.

He has founded three different Architectural Firms spanning 20 years and has worked for world class international architectural firms, developers and construction companies producing award winning projects while utilizing cost saving design standardization and efficient value engineering skills.

He has served as the Regional Vice President of Architecture, for Pulte Homes and Del Webb, in charge of all new design in Arizona and Nevada. He had also served on the Design Review Board in Gilbert, Arizona for 16 years.



company overview

dck worldwide is a global construction company specializing in developing, managing, and building highly complex projects.

- Design-build, program and construction management, and general construction for public and private sector clients
- Headquartered in Pittsburgh, PA, with regional offices in CA, AZ, HI, FL, and Guam
- Operates throughout North America, Caribbean, Pacific, and Asia
- A construction leader – backed by 90+ years of history
- More than 1,000 professional and craft employees
- Consistently ranked in Top 100 in ENR's Top 400 Contractors List

dck's Global Footprint



dck's Core Markets

- Hospitality
- Healthcare
- Commercial
- Federal / Military
- Corrections
- Energy
- Sports
- Retail

Exceptional Safety Program

Education & Training

- Advanced Safety Education of Local Contractors & Workforce
- 10-Hour OSHA Outreach Training Program
- Compliance Training to U.S. & International Safety Standards
- Supervisory Training in Accident Reduction Techniques -- S.T.A.R.T.

Best Practices

- Pre-Planning Work Sessions
- Incentive and Reward Programs
- Certification Requirements
- Project Assessments – Culture & Compliance

Project Start-Up

- Accident Prevention Plans
- Activity Hazard Analyses
- Identify and Plan for High-Hazard Situations
- Employee Buy-In



dck's Safety Program

- Education & Training
- Subcontractor Controls
- Best Practices
- Top-Down Commitment

dck's Safety Awards

- More than 42 national and local construction safety awards since 2005
- Corporate member of Voluntary Protection Programs Participants' Association (VPPPA)
- OSHA VPP Star Status:
 - Howard M. Metzzenbaum U.S. Courthouse
 - Clifford Hollow Bridge
 - Clay Center for the Arts & Sciences
 - PNC Firstside Center
 - Mall of San Juan
- Over four years worked in Guam with more than 2.5 million manhours without a lost time injury

Safety is first at dck!

Industry Average	dck 2012	dck 2013	dck 2014	
LWDR	1.30	0.40	0.36	0.17
DART	1.90	2.19	1.26	1.04
RIR	3.30	3.38	1.81	1.39
EMR	1.00	0.74	0.73	0.82

* Statistics from U.S. Bureau of Labor; the most current statistics published are for the current year.
 OSHA Lost Work Day Rate (LWDR) is an industry standard rate of lost work day cases per 200,000 man hours worked. OSHA Days Away from Work (DART) is an industry standard rate of days away from work cases per 200,000 man hours worked. OSHA Recordable Incident Rate (RIR) is an industry standard rate of recordable cases per 200,000 man hours worked. ** Experience Modification Rating (EMR) is a multiplier to determine Workers Compensation Insurance Premiums calculated upon previous losses by the National Council on Compensation Insurance. dck's EMR is well below the national average.



Passavent Retirement Center, Phoenix, AZ

building solutions with construction services

Ability to complete projects through expedited delivery and flexibility:

- Multiple contract formats: Design-Build, Design-Bid-Build, Design-Assist, Construction Manager at Risk, Construction Manager as Constructor, Program Manager
- Engineer – Procure – Construct (EPC)
- Global supply chain management
- Labor sourcing and management

Keys to success:

- Client-focused solutions
- Partnering – Clients and other stakeholders
- Constructability analysis
- Project controls & scheduling
- Integrated management information systems
- Self performance capability
- Zero accident safety philosophy
- Global network of labor and materials suppliers
- Conceptual and detailed estimating
- Subcontractor/vendor relationships across all regions



F-35 Aircraft Maintenance Hangars, MCAS Yuma, AZ

General Construction

dck worldwide employees have an extensive knowledge of construction practices and project management best practices, as well as a dedication to completing high quality, on-time and safe projects with the goal of "Zero Accidents" for every project. We have successfully completed projects in diverse markets such as military and government facilities, commercial buildings, hospitality, healthcare, industrial, and transportation.

At **dck**, we assemble a select team of professionals to create and execute customized construction plans to meet our clients' objectives and intent for their projects.

We have expertise in disciplines such as:

- Project management
- Site work
- Foundations
- Concrete structures
- Steel erection
- Equipment installation
- Architectural finishes

Novato • Petaluma • Napa
www.millerpac.com

Miller Pacific
ENGINEERING GROUP

Complete Geotechnical, Geologic and Geo-Civil Engineering Services



Geotechnical and Geologic Services

Miller Pacific Engineering Group has been serving public and private sector clients, primarily in northern California, for over 20 years. Our experience enables us to provide clients with cost-effective solutions to achieve overall project goals.

Geotechnical Feasibility

- is the basis for a well thought-out project
- avoids environmentally sensitive or geologic hazard areas
- identifies the geotechnical opportunities and constraints
- develops conceptual solutions for site specific conditions
- aids in conceptual design, project planning and cost estimating

Geotechnical Planning



Geotechnical and Geologic Hazards Analysis

- evaluates site specific conditions for hazards
- determines earthquake and fault movement potential
- estimates seismic ground motion for design
- checks potential for liquefaction, lurching and seismic settlement
- evaluates slope stability, erosion, settlement and soil expansion

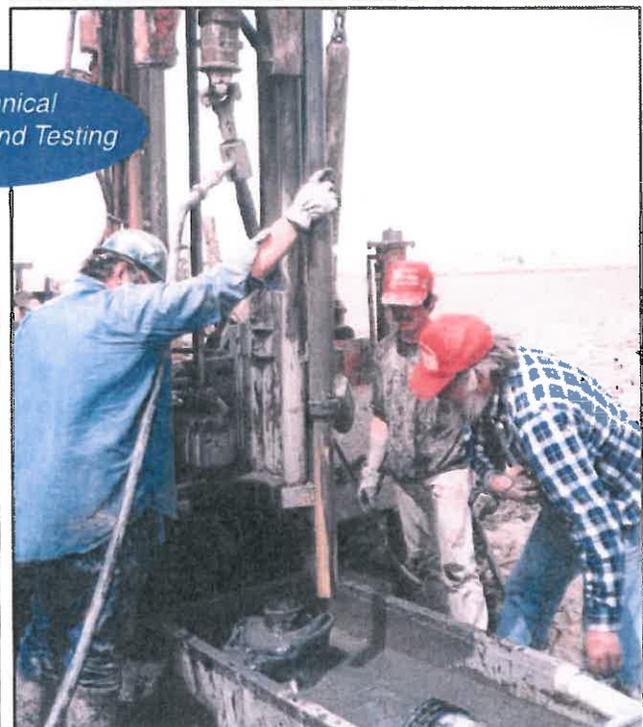
Seismic Review and Evaluation



Geotechnical Exploration and Testing

- exploration drilling and undisturbed soil sampling
- cone penetration testing
- seismic refraction surveys
- slope inclinometers and ground water monitoring
- rock coring
- laboratory testing for physical properties

Geotechnical Exploration and Testing



Engineering

- site grading recommendations
- evaluation of foundation and retaining wall alternatives
- design criteria for foundations and walls
- settlement analysis
- slope stability analysis
- seismic response analysis
- subsurface drainage recommendations

Foundation Design



Geo-Civil Engineering and Construction Services

For Geotechnical projects, Miller Pacific Engineering Group offers complete Geo-Civil Engineering services. We provide a single source of engineering, from initial site evaluation through project completion. Our services include site investigation, engineering evaluation, design plans, specifications, cost estimates, bidding and construction management.

Geo-Civil Engineering

- retaining structures
- landslide reconstruction
- foundation repair
- levee and reinforced earth construction
- soil stabilization
- shoreline protection
- synthetic turf field design

Construction Services

- plan reviews
- geotechnical submittal reviews
- QA/QC laboratory testing
- earthwork inspection and compaction testing
- pile driving inspection
- drilled pier inspection and confirmation of subsurface conditions
- foundation excavation inspection and earth reinforcement monitoring
- subdrain design and verification
- concrete sampling and testing
- summary reports and/or as-built plans

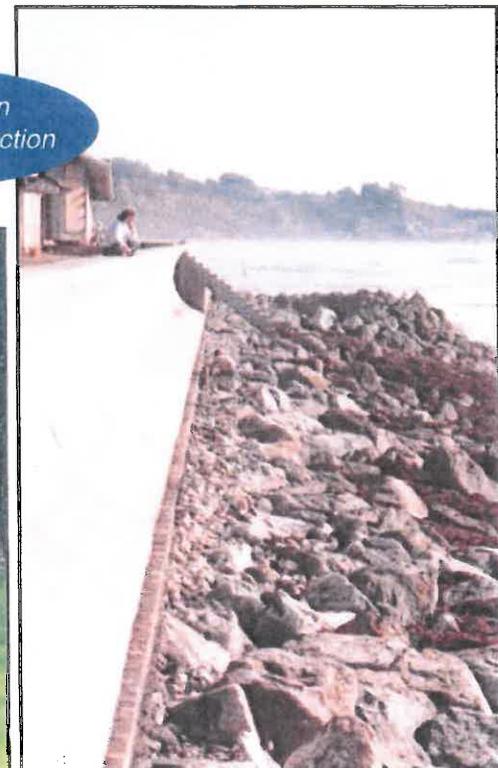
*Pedestrian and
Vehicular Bridges*



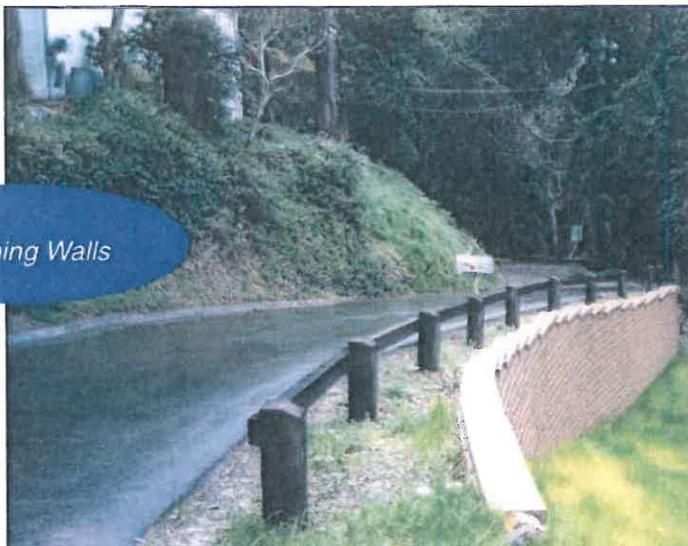
*Landslide
Reconstruction*



*Levee Design
and Shore Protection*



Retaining Walls



504 Redwood Blvd.
Suite 220
NOVATO, California 94947
T 415 / 382-3444
F 415 / 382-3450

1333 No. McDowell Blvd.
Suite C
PETALUMA, California 94954
T 707 / 765-6140
F 707 / 765-6222

135 Camino Dorado
Suite 3
NAPA, California 94558
T 707 / 265-7936
F 707 / 265-7982

Miller Pacific
ENGINEERING GROUP

We appreciate the confidence of the clients and co-professionals we have recently served:

Amerifund Lending Group
A-N West
Anchor Engineering
Applied Water Resources
Artesian Environmental
Athenian School
Axt & Mitchell Architects
Balance Hydrologics
Barker Pacific Group
Basin Street Properties
Baycor Builders
Beals Alliance
Bellecci & Associates, Inc.
Beresford Corporation
Biggs Cardosa Associates
BioMarin Pharmaceutical
BKF Engineers
Bolas Fire Protection District
Brelje & Race Consulting
Brookfield Homes
Brown and Caldwell
Buck Institute for Age Research
CA Board for Professional Eng.
California Quartet
California State Parks and Rec.
California Water Company
California Wine Tours
Callander Associates
Carducci & Associates, Inc.
Carille Macy
Catholic Diocese of Santa Rosa
Cedars of Marin
Central Marin Sanitation Agency
CH2M/Hill
Channel Properties
Christopherson Homes
City of Belvedere
City of Berkeley
City of Cloverdale
City of Cotati
City of Fairfield
City of Larkspur
City of Mill Valley
City of Napa
City of Novato
City of Petaluma
City of Piedmont
City of San Anselmo
City of San Rafael
City of Sausalito
City of Santa Rosa
City of Vacaville
City of Vallejo
Clover-Stornetta Dairies
College of Marin
Colvin Group
Congregation Shomrei Torah
Contra Costa College
Conversion Management Assoc.
Cotati Unified School District
County of Lake

County of Marin
County of Napa
County of Sonoma
Covello Group
Craiker Architects & Planners Inc
CSW/Stuber Stroeh
Dashiell Corporation
De La Salle High School
Dillon Beach
Domaine Chandon Winery
Dome Construction Corporation
Dominican University
Dry Creek Band of Pomo Indians
Dutra Materials
EDAW, Inc. Env. Planners
Emerald Bay Development
ESA
FieldTurf International, Inc.
Firemans Fund Insurance Co.
Fitzgerald & Associates
Forell Elseesser Engineers
Form4 Architecture
Freitas Law Firm
Gannett Fleming
Gates & Associates
George Hills Company
Ghilotti Construction Company
Ghirardelli Associates
Glass Architects
Golden Gate Bridge Transport.
Gravenstein School District
Great Western Holdings
Guide Dogs for the Blind
Hanson Aggregates
Hanson Bridgett
Harris & Associates
HartMarin
Hayward Park District
HCV Pacific Investors VI
HDR Engineering
Healdsburg USD
Horizon Management Group
Hudson Management Company
Insurance Consulting Associates
J.A.M.S. Endispute
Jones & Stokes
Kamman Hydrology & Eng.
Kendall-Jackson
Kennedy Jenks Consultants
Kenwood Inn & Spa
Kitchell, CEM
King & Gordon Attorneys at Law
KPA Group
Knox Ricksen
La Terra Trifoglio
Larkspur Capital Partners
Larkspur School District
Las Gallinas Valley Sanitary Dist.
Law Offices of Alan Mayer
Law Offices of Ann Rankin
Law Offices of David F. Beach

Law Offices Frederick Peterson
Law Offices Newton DalPoggetto
La-Z Boy Retail Showroom
Leana Investments
Ledcor Construction
Leonard Charles & Associates
LSA Associates
Lunny Grading and Paving
Maggiola & Ghilotti Inc.
Marin Academy
Marin City Affordable Housing
Marin Coast Ranch
Marin Country Day School
Marin County Office of Education
Marin Municipal Water District
Marshall / Lee Inc. Architects
Meadow Club
Mendocino County Office Ed
Millsap, Degnan and Associates
Monahan Pacific Development
Mortalvan Enterprises
Morrison & Foerster
Mt. Tamalpais School
Napa County Office of Education
Napa Resort Partners
Napa Valley Unified School
Napa Valley Wine Train
National Park Service
North Bay Construction
North Marin Water District
Notre Dame de Namur University
Novato Community Development
Novato Unified School District
Novato Sanitary District
Nute Engineering
Oakford Vineyards
Oberkamper & Associates
ODoul Group
Olive Construction Management
Orinda Union School District
Osterweis Capital Management
Pacific Municipal Consultants
Pandell Law Firm
Paradise Hotels and Resorts
Park Day School
Petaluma City Schools
Petaluma Ecumenical Properties
Petaluma Golf and Country Club
Petaluma Parks & Recreation
Powar Management
Presidio Trust
Presley of No. California
Principal Builders
Quattrocchi Kwok Architects
Questa Engineers
Ragghianti - Freitas
Redhorse Constructors, Inc.
Richardson Bay Sanitary District
Rincon Valley Union Schools
River Rock Casino
RMC Water and Environment

Roger. Scott & Helmer
Ross Stores
Ross Valley Sanitary District
Royston Hanamoto Alley & Abey
RWR Construction
Salinas High School
Salvation Army Petaluma Corps
San Francisco Seminary
San Rafael Sanitation District
Sanitary District No. 1
Santa Rosa City Schools
Santa Rosa Junior College
Sara Lee Bakery Group
Sausalito Marin City Schools
Seascape Homeowners Assoc.
Sewerage Agency of S Marin
SFE Design, Inc.
Shasta Enterprises
Sharp Property Services
Shoreline Unified School District
Slide Ranch
Smith & Hawken
Smith and Walsh
Solano County Transportation
Solt Interest Groups
Sonoma County Hospital
Sonoma Union High School
Spud Point Crab Company
St Munson Construction
St. Vincent de Paul Church
Starkweather Bondy
Stetson Engineers
Stone Tree Golf Course
Sutter Health / Novato Hospital
Tamalpais Bank
Tamalpais Union High School
Tanaka Design Group
Tatum Builders
Team Ghilotti
Tiburon Peninsula Club
Torom Group
Town of Corte Madera
Town of Danville
Town of Fairfax
Town of Moraga
Town of Ross
Town of San Anselmo
Town of Tiburon
TST Holdings
Tudor Engineering
Turner Construction
U.S. Army Corps of Engineers-SF
Ukiah Utilities
Vali Cooper & Associates
Village Builders
Waste Management
Wiseman Company Martin Plaza
Winzler & Kelly. Civil Engineers
ZFA. Structural Engineers



Registration

Geotechnical Engineer
No. 2541, CA, 2001

Civil Engineer
No. 55908, CA, 1996

Education

MSCE, Geotechnical
Engineering
U.C. Davis
Davis, CA, 1995

BSCE, Civil
Engineering, California
Polytechnic San Luis
Obispo, CA, 1992

Memberships

California Polytechnic,
Industrial Advisory
Board

ASCE, American
Society of Civil
Engineers

ASFE, Professional
Firms Practicing in the
Geosciences

ACEC of California,
American Council of
Engineering
Companies
(Past Chapter
President)

Experience Summary

Mr. Morisoli is Managing Engineer for the firm's Napa/Solano office and serves as the Senior Project Manager for numerous and varied Geotechnical and Geo-Civil projects throughout the San Francisco Bay Area. His geotechnical investigations range from schools, commercial developments, and residential structures, to landslide causation, and distressed structural foundations. His projects have included sites underlain with deep bay mud deposits, sites underlain by expansive soils, and sites with questionable slope stability.

Mike's experience in the Napa/Napa County area includes successful completion of nearly 250 projects with the County and about 50 projects within the Napa City limits. These projects include sites near the Napa River that required significant liquefaction mitigation measures and expansive soil sites that exist through the Napa Valley. Heavily-loaded pavements or high traffic loads have been considered in many of the projects, including "on-call" projects for Napa County including repaving of portions of the Silverado Trail to the design of the new Devlin Road and bridge near Napa Airport.

One major project included providing a broad range of services for a major over crossing of Highway 101 north of Novato. Services included a geologic study, geotechnical investigation, asbestos, lead and pavement evaluation, and construction services. Foundations and materials reports were prepared in Caltrans format. Miller Pacific provided geotechnical consultation, inspection and testing during construction.



Mike's "local" projects include the following:

- Napa River Restoration, including geotechnical design for Reaches 1-4 and construction testing from 2010 to 2013.
- LBRID 2014 Wastewater Storage and Disposal Expansion Project, includes construction testing of three new ponds and ancillary work.
- Napa College Bond Projects. Seven new buildings, including a large new performing arts center, pavement repairs and other infrastructure improvements.
- Napa County Devlin Road Segments "C" and "E". Design work and construction testing for a new roadway and bridge to alleviate some traffic loads on Highway 29 near the Napa Airport
- Napa Riverfront, four stories of above ground retail and residential space and two floors of underground parking immediately adjacent to the Napa River.
- Winery and vineyard development projects, including Marciano, Dalla Valle, Kendall Jackson, Artesa, Amizetta, Palmaz, Greer, Vine Hill and others.
- Napa Vine Trail, a 6+ mile long multi-use pathway with bridge spans up to 140 feet.
- New buildings, pavement repairs and other improvements for Napa Valley Unified School District and St. Helena Unified School District.
- Pavement recycling/repair and utility underground projects for the Town of Yountville and City of American Canyon.
- Napa County on-call, including a wide range of landslide, roadway, airport and culvert repair/replacement projects, including Las Amigas Road, Oakville Grade, Stag's Leap, Old Howell Mountain, Tower Road and Mt. Veeder Road.



RÉSUMÉ



Andrew Simpson, P.E.
President



Education:
University of California, Davis
Bachelor of Science
College of Engineering (Civil Engineering)
June 1997

University of Illinois, Urbana-Champaign
Bachelor of Arts
College of Liberal Arts and Sciences (Political Science)
December 1986

Professional Registration:
Registered Civil Engineer - California - R.C.E. 62537

Professional Experience:

September 2001 - Present
Delta Consulting & Engineering, St. Helena, CA
President

- Established firm to provide attention to detail and practical solutions for small commercial and single family home developments, small winery designs and use permit processing, vineyard development and design, lot line adjustment processing, and to perform property due diligence in Napa Valley.

July 2000 - September 2001
Napa Valley Vineyard Engineering, St. Helena, CA
Project Manager

- Responsible for vineyard development and erosion control plans including the preparation of hydrology and hydraulic analysis, vineyard layout, access roads, soil loss estimations, coordination with surveyors, registered foresters, vineyard managers, and clients. Mr. Simpson worked with County of Napa staff to seek approval of plans.

August 1997 - July 2000
Riechers Spence & Associates, Napa, CA
Project Engineer

- Prepared engineered improvement plans for residential, commercial and agricultural development including site design, water systems, sewage collection and disposal systems, storm drainage, roadway design and flood protection. Processed and prepared highway improvement plans. Extensive background in vineyard development and design, winery use permit processing, winery design, lot line adjustments, large grading projects, hillside single family home design and erosion control, subdivisions, large commercial development, and property due diligence.

Representative Projects

The French Laundry, Yountville, California
Mr. Simpson was the engineer in charge of the civil improvement plans for the remodeling of the existing restaurant and construction of the new office/wine storage building, locker rooms, parking lot, and landscape drainage system. Project challenges included a strict timeline and limited size of the parcel. Mr. Simpson designed an innovative and cost effective drainage system to solve the on-going (to date)

stormwater problems encountered on the site. Mr. Simpson worked closely with the architect, surveyor, landscape architect, contractor, and owner to meet the project timeline and respond to any field emergencies which occurred during construction.

Caldwell Winery, Napa, CA

Mr. Simpson managed the civil design of a 25,000 gallon winery, which included coordination with the client, architect, winemaker, and contractor. The work included use permit exhibits and consulting, the preparation of the civil improvement plans for the access road, grading, drainage, and utility plans, and erosion control plan for the winery. Mr. Simpson also prepared a water use study in response to the water constraints caused by the Miliken-Sarco-Toulocay water deficient basin which the parcel lies within. Mr. Simpson met with neighbor's legal representatives and negotiated an agreement for the use of the common access drive to the subject parcel. To avoid unnecessary removal of native trees and excessive earthwork, Mr. Simpson applied for and obtained a road exception with the County of Napa.

Judd's Hill Winery, Napa, CA

Mr. Simpson was the engineer in charge of the 25,000 gallon winery civil design which included coordination with the owner's use permit consultant and preparation of a septic feasibility and water studies, and exhibits; preparation of the civil improvement plans for the winery site and access road including grading, drainage, utility, erosion control, and hardscape plans.

Two Rocks Winery, St. Helena, CA

Mr. Simpson was the engineer responsible for the civil design of a 20,000 gallon winery; which included coordination with the owner's use permit consultant and preparation of a septic feasibility and water studies, and exhibits; preparation of the civil improvement plans for the winery site and access road including grading, drainage, utility, erosion control, and hardscape plans. The project included the coordination with the client, surveyor, architect, and contractor.

Pride Mountain Vineyards, St. Helena, CA

Mr. Simpson was the engineer in charge of the civil design and preparation of the civil improvement plans for new winery tasting room. Plans included a new access road, septic lift station, extensive grading and retaining walls; coordination with the project architect, owner, contractor, and landscape architect. The plans included site demolition, regrading for the building and new access road, relocation of existing utilities, detailed grading plan due to the sloping nature of the site.

Hundred Acre Winery, St. Helena, CA

Mr. Simpson designed and prepared the civil improvement plans for a 15,000 gallon winery; which included septic system design and erosion control plan for the cave contractor to winterize the site. Mr. Simpson provided use permit processing assistance and consulting. In addition, Mr. Simpson coordinated with other consultants, including surveyors, mechanical engineers, electrical engineers and contractors. Mr. Simpson acted as a liaison between the client and Napa County officials to address the sensitivity in proximity to a blue line creek.

William Cole Winery, St. Helena, CA

Mr. Simpson provided use permit processing assistance and consulting for a 20,000 gallon winery in the historic Weinberger Winery (1876). Mr. Simpson designed a onsite septic system and assisted with design of civil improvements

Harrison Winery, St. Helena, CA

In response to a condition of approval on the approved use permit, Mr. Simpson prepared plans for a left-hand turn lane on State Highway 128 (Cal-Trans Project). This project involved numerous correspondences with Cal-Trans and various meetings at the site. Mr. Simpson worked diligently with the client to identify constraints and recommend solutions to meet Cal-Trans requirements. In addition to civil improvement plans, Mr. Simpson prepared exhibits for the client representative and meetings with the County of Napa.

Whiting's Nursery, St. Helena, CA

Mr. Simpson provided grading, drainage, utility, and erosion control plan preparation for the relocated nursery. The project posed numerous challenges including extremely flat contours and no obvious location for stormwater outfall. Mr. Simpson worked with neighboring property owners to obtain permission to discharge the stormwater in vineyards via an at-grade swale. Mr. Simpson's prompt response to the

challenges reduced costs to the client and allowed the project to progress in a timely manner.

Masked Man Winery, Calistoga, CA

Mr. Simpson supplied use permit assistance and consulting for a new 20,000 gallon per year winery. Mr. Simpson prepared septic and water feasibility studies and engineered septic plans.

Napa National Bank, Napa, CA

Mr. Simpson prepared grading, drainage, utility, and erosion control plans for the new bank building. Mr. Simpson was involved in extensive negotiations with the City of Napa Public Works Department regarding storm drainage, access to site from existing street, and the future extension of Big Ranch Road to Soscol Avenue.

SWRG

SWRG has assembled a dynamic group of talented professionals who have experience in all facets of commercial real estate. As times change, diverse experience is key, allowing Southwest Retail Group the ability to provide complete real estate assistance. We strive to acquire, develop, market, manage, lease, and sell today's most sought after real estate in the commercial arena. Southwest Retail Group's success in these areas is result of a strong foundation of affiliate lending institutions, commercial brokers, private investors, restaurant and retail tenants.

At Southwest Retail Group, Inc., we understand the fluctuating commercial market and position ourselves to maintain strategic advantages over our competition. Our track record during multiple market downturns over the past 27 years has proven our ability to remain agile.



Since its inception, Southwest Retail Group has developed and/or managed traditional neighborhoods, power center, specialty mixed-use and office projects. Recent projects include: High Street in North Scottsdale, the redevelopment of the Old Town Scottsdale District, the historic Tempe Flour Mill, Historical Main Street in Park City, Utah, and Brickyard on Mill Ave in Tempe. A recurring and important theme in each of our projects is the quality of their build-outs and their locations within highly sought after destinations throughout the Valley of the Sun and the Southwest. As an example, CityNorth, a Thomas J. Klutznick/Related Company development, is a mixed use project with over 8 million square feet of retail, office, hotel, and restaurant space developed and/or entitled for future phases.

Southwest Retail Group has led the redevelopment of many projects, notably affluent market boutique shopping centers that have been highly successful. Southwest Retail Group has been responsible for leasing several million square feet of retail over a 27-year history and continues to honor its tradition of intelligent planning, aggressive leasing, and a passion to achieve success for all involved.

Expertise

Sales & Leasing

SWRG is a full service real estate brokerage firm. In managing a property, we gain an added edge of knowing all the moving parts therein. For this reason we are very capable of offering our leasing services. Having a one stop shop for commercial real estate care is truly the answer to protecting your investment. Our market experience can assist you in finding the right tenant for any vacancy that may occur. Southwest Retail Group, Inc. has proven to be incredibly successful at generating and negotiating transactions for all types of commercial properties.

Construction Management

In today's highly volatile and costly commercial construction market, the resources and creative ideas we provide turn conceptual ideas into finished products. From pro forma's to contractor referrals, we can bridge any gap that our clients may experience in today in the commercial construction market. The most important aspect of our services is our experience in knowing how to "Maximize Retail." Southwest Retail Group, Inc. knows what today's tenant is demanding and knows how to achieve the highest rents.

Property Management

Property management is the cornerstone of our company. We establish a harmony between clients, tenants, and vendors to provide a seamless, smooth running operation. Through experience, dedication, and advanced technology, we know what it takes to make retail perform. Services include monthly status reports, routine maintenance, legal services, marketing and advertising, digital billing, accounting services, and much more. We have serviced the Valley for over 25 years and are currently managing over one million square feet.

Asset Management

Southwest Retail Group, Inc. primary concern in asset management is to create wealth, all our clients. Though wise investing in commercial real estate, our clients enjoy long term financial stability and growth. SWRG excels in increasing value, reduce operating expenses, and maximize net income.

Clientele



5th & Wine	AJ's Fine Foods	Albertsons	America's Taco Shop
Arby's	ATL Wings	AZ 88	Baja Fresh
Bandera	Barrel Grill	Blue Adobe	Blue Burrito
Blue Martini	Blue Moose	Boston Market	Buca Di Bepo
Buffalo Wild Wings	Calistro Bistro	Canteen	Caraba
Carlucci's	Celsius Sushi	Chipotle	Claim Jumper
Coffee Bean	Coffee Plantation	Cold Stone	Corbins
Cranberries	Delux	Denny's	Dicks Hideaway
Dirty Drummer	Distro	Eddies House	Einstein Bagels
Firehouse Subs	Flanders	Flat Top Grill	Flemings
Fry's	Furio	Gelato Spot	Grimaldis
Heirloom	How Do You Roll?	Humble Pie	IHOP
Il Bosco Pizza	Jamba Juice	Julio G's	Keegan's
KFC	Kona Grill	Krispy Kreme	La Boca
LGO Marketplace	Ling & Louise	Little Woodies	Lush Burger
M Culinary	McDonalds	Mellow Mushroom	Michaels
North	NYPD Pizza	Ocean Prime	Oregano's
Outback Steakhouse	Over Easy	Pane Bianco	Papa Johns
Paradise Bakery	Pei Way	Phillies Famous	Phoenix City Grille
Pies N More	Pita Jungle	Pizza Hut	Pizzeria Bianco
Pomo	Postino's	Potbelly	Prime 16
Prime Pizza	Quiznos	Ra Sushi	Richardson's
Roy's	Rula Bula	Sack's	Salty Señorita
SmashBurger	Starbucks	Subway	The Attic
The Arcadia Tavern	The Vig	Toby Keiths Bar	Z-Tejas



1st National Bank	99 Cent Store	Accuquest Hearing Center	Alamo Drafthouse Cinema's
AMC Theaters	AMF Lanes	Animal Hospital of Laveen	Aspen Hills Cabinetry
Auto Equity Loans	AutoZone	Bank of America	Barnes and Noble
Bayshore Dental Group	Bed Bath and Beyond	Best Buy	BevMo
Blockbuster	Brook's Brother's	C & F Countertops	Cactus Crossfit
Camelback Mountain Med	Carousel Cleaners	Chase Bank	Buckeye Checking
Cigar Smok'em	Circle K	Citi Financial	City of Phoenix
Cool Cutz 4 Kids	Costco	CVS	Danny's Car Wash
DCI Biological	Discount Tire Co.	Dolce Salon and Spa	Eastern Art Academy
European Wax	First Bank	Geico	GG&D Financial
Goodwill	Goodyear Tire	Harkins Theaters	Hi-Health
Hillshire Brands	Home Depot	Joann's	KinderCare
La Petite Academy	Lazy Boy	Liberty Tax	Linens & Things
Lowe's	Lucky Strike	Mac Media	Make a Wish Foundation
Max it Pawn	Michaels	Mid First Bank	Office Depot
Office Max	Old Navy	Oscro Drug	Petco
Photo Mart	Pier 1	Pima Medical	Polar Ice
Primp & Blow	Pruitts	R & S Mattress	Ross
Sam's Club	Savers	Say It In Signs	Shade at Desert Ridge
Sports Clips	Sprouts Marketplace	Staples	Target
The Joint	The Pharm	TJ Maxx	T-Mobile
Town Wine & Spirits	Trader Joe's	Tutor Time	Union Market
United Artist Theater	US Bank	Verizon	V's Barbershop
Walgreens	Walmart	Weave Bar of ATL	Wells Fargo
White House Black Market	Xerox	YouFit	Z Gallery

PHIL HOPE BIO

Phil Hope is Managing Partner of Hope Development Partners, a real estate development firm active in Phoenix, Arizona and Granbury, Texas.

Phil's commercial real estate career began in the Beverly Hills, California office of Grubb & Ellis Company before eventually moving into management in the Torrance/South Bay office of the firm. After five years in Southern California an opportunity arose to become the marketing partner for Houston-based Hines Industrial's office in Tulsa, Oklahoma. Charged with responsibility for business development, project leasing and new markets, under Phil's guidance a number of major office and retail projects were completed successfully in Tulsa, Oklahoma City and Albuquerque.

Relocating to Phoenix in 1985, Phil and several former associates from Hines formed Barker/Mashburn-Hope, Ltd., building office and retail centers in Phoenix and Scottsdale. The firm is best known for developing regional headquarters for Cigna Healthcare and Southwest Gas Corporation, plus the award winning retail venue, The Courtyard Shops. Subsequently, Mashburn-Hope, Ltd. conceived and created what would become The Scottsdale Waterfront, a 1.2 million square-foot mixed-use office, retail and residential project in downtown Scottsdale, Arizona.

In 2000 Phil organized his own company, Hope Development Partners. The firm is active in Arizona and in the Granbury, Texas market. Current development includes **DeCordova Ranch**, a 185 acre master planned residential community; **Stonegate on Lake Granbury**, a 40 unit luxury town home community; and **Cobblestone Court**, a mid-priced garden home subdivision.

Over the years Phil has played a major role in the development, construction, management, marketing and leasing of more than 1,500,000 s.f. of commercial, residential and retail projects. His portfolio of corporate and retail clients include Cigna Healthcare, Liberty Mutual, Southwest Gas Corporation, GMAC Credit, Aetna Life & Casualty, Mitsubishi Corp., Wells Fargo Credit, Mass. Mutual, Borders Books, TGI Friday's, Cheesecake Factory, Tommy Bahama, etc.

Phil is a member of the International Council of Shopping Centers, Urban Land Institute, and is a graduate of the University of Oklahoma. He resides in Phoenix, Arizona.

Kenneth J. Cohen
JRA Law Partners, LLP
450 Pacific Avenue, Suite 200
San Francisco, California 94133

Law School: Stanford University (Order of the Coif)
Undergraduate: Pomona College (Honors)
Admitted to Bar: 1982

Ken Cohen's practice focuses on real estate law, with an emphasis on real property transactions, land use and development. As counsel to a variety of real estate asset managers, owners and developers, he has advised clients in acquiring, operating and developing projects throughout California, as well as in other Western states. His experience includes a broad array of real property development properties and transactions, including purchase and option transactions, acquisition, development and sale of all types of property (raw or entitled land; resort properties; residential developments; office buildings; retail properties), and formation of investment entities.

Representative Properties and Projects:

Rincon Center, San Francisco

Montalcino at Napa Valley Resort, Napa County

Westin Verasa Napa, Napa

222 Kearny Street, San Francisco

530 Bush Street, San Francisco

Sacramento Hyatt Regency, Sacramento

Crown Plaza Hotel, Ventura, California

The Resort at Squaw Creek, Placer County

Port Ludlow Resort, Olympic Peninsula, Washington

Madera del Presidio, Corte Madera, California

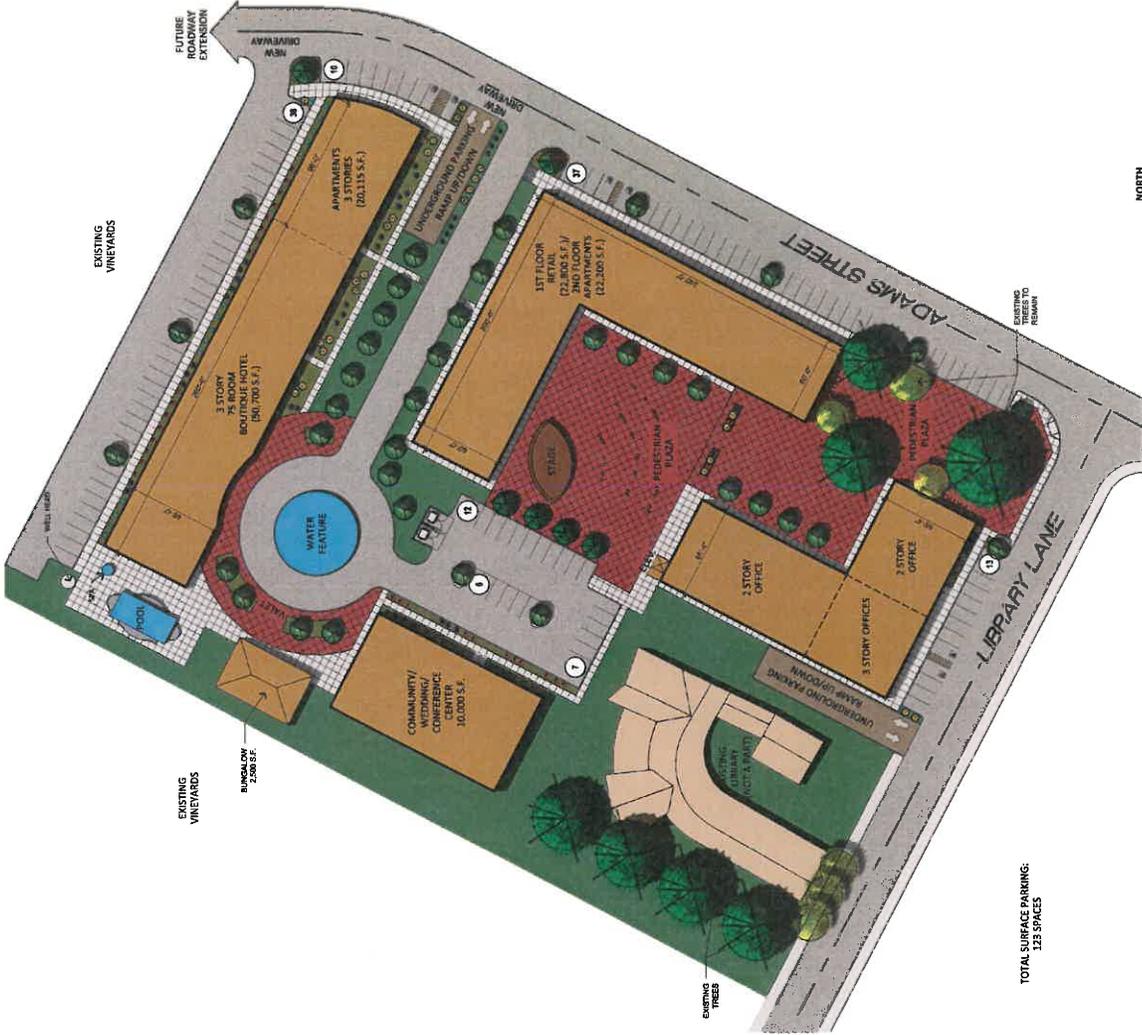
The Preserve at Tiburon

Wiedemann Ranch Residential Community, Contra Costa County

APPENDIX D

SITE COVERAGE

NET SITE AREA:	5.6 ACRES (243,936 SF)
APARTMENTS:	2.7%
HOTEL:	2.0%
RETAIL:	13.8%
OFFICE:	4.7%
BUNGALOW:	1.0%
CONFERENCE CENTER:	4.1%
TOTAL SITE COVERAGE:	30.3%



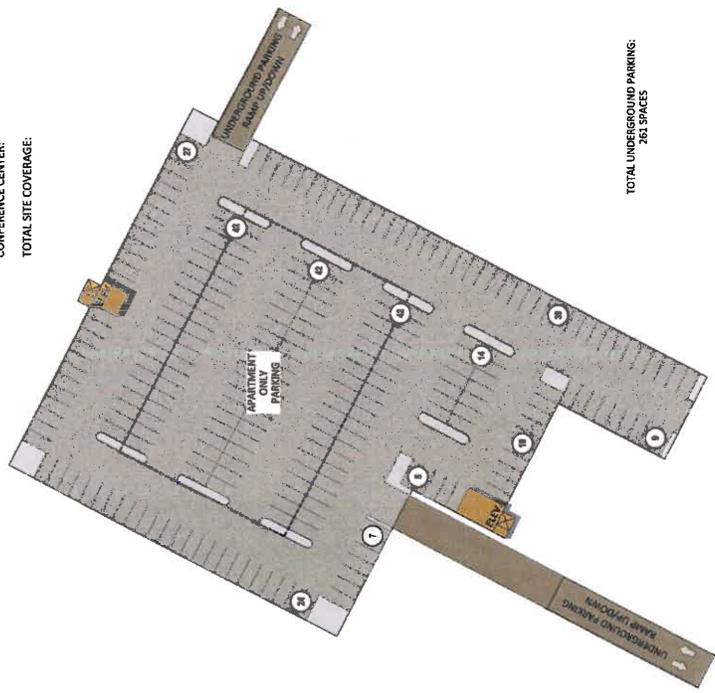
TOTAL SURFACE PARKING:
323 SPACES

CONCEPT SITE PLAN (ON GRADE)
SCALE: 1" = 40'-0"



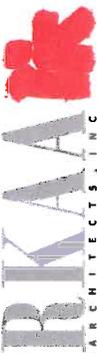
THE VILLAGE AT SAINT HELENA
NWC ADAMS STREET AND LIBRARY LANE
ST. HELENA, CA
DATE: 08-15-2016 (PRELIMINARY)

THIS PLAN SHALL BE VALID FOR THE PERIOD OF 180 DAYS FROM THE DATE OF ISSUANCE. ANY CHANGES TO THE PLAN SHALL BE THE RESPONSIBILITY OF THE CLIENT. THE ARCHITECT ASSUMES NO LIABILITY FOR THE ACCURACY OF THE INFORMATION PROVIDED BY THE CLIENT.



TOTAL UNDERGROUND PARKING:
261 SPACES

CONCEPT SITE PLAN (UNDERGROUND)
SCALE: 1" = 40'-0"



SP-1
#15197.50

ROSE, B.A.A.
ARCHITECTS, INC.
1000 CALIFORNIA STREET, SUITE 100
SAN FRANCISCO, CA 94109
TEL: 415.774.8800
WWW.RKAAARCHITECTS.COM
COURTESY: JAMES W. HARRIS
CIVIL ENGINEER
CIVIL ENGINEER

APPENDIX E



THE VILLAGE AT ST. HELENA
NWV ADAMS STREET AND LIBRARY LANE
ST. HELENA, CA
DATE: 08-15-2016 (PRELIMINARY)

EL-1
RCAA# 15157.50

