

Homebuilding is another important part of our core business. It works in harmony with the overall development process, enhancing the value we offer customers through a selection of award-winning, detail-driven home designs.

Building On The Plan

In building on our own land, we set the bar in terms of quality for all of our partner builders and subsequently enhance the overall value of our communities, an advantage that directly benefits homebuyers.

Building on the land we develop also allows us to better understand the needs of today's homebuyers, and to guide the range and style of homes available in our communities. It's vitally important to us that our communities appeal to a majority of homebuyers, no matter what stage of life they're in or what type of home they're looking for. Brookfield Homes offers exceptional quality residences for every buyer, from first-time purchasers to move-up and estate markets.

Brookfield Homes is active in eight vibrant homebuying markets, including Calgary, Edmonton, Toronto, Los Angeles, San Diego, San Francisco, Denver and the Washington D.C. area. Knowing the municipalities as well as we do eliminates many extraneous concerns in the homebuilding process, and allows us to focus on building the very best homes possible for the best possible price.



It takes an extensive team of talented people to bring a community to life. We choose our partners very carefully, knowing that who we decide to work with ultimately shapes how each community and home comes together. It's imperative that everyone on the team shares the same vision for the development, and has a mutual respect for the corporate values that guide Brookfield Residential every day.

Who We Work With Is As Important As Where We Work **Collaborative Approach**

We have been able to assemble extraordinary teams of homebuilders, architects, landscapers, engineering and planning consultants, contractors and trades in each of the municipalities where we work. To that point, even the cities we choose to work in are carefully considered. They're major partners as well, and their policies and systems toward development can have a significant impact on what we want to achieve. Once all signs say go and the entire team is selected, we bring everyone together and start brainstorming. The collaboration process is tremendous; everyone brings their own perspectives and expertise to the table, and together we come up with a plan that we all are excited to be a part of. We continue to work together through every stage of the process, right through to the final detail.

We know we choose the right partners because the relationships we establish endure, not only through the completion of a single community and construction of homes, but over the long-term as well. Many of our partners have been working with us for decades, and are unofficially considered to be a part of the extended Brookfield Residential family.

Looking Ahead**Moving Forward**

Brookfield Residential will continue to be an industry leader, displaying ingenuity, expertise, and financial prudence in all of our developments. We will be proactive in our work, constantly looking for the next opportunity, and keeping our finger on the pulse of the industry in order to spot emerging trends. Brookfield Residential may be a long-standing company, but we are anything but stagnant.

Environmentally speaking, we will continue to look for new ways to reduce the impact we have on the environment, adopting strategies, practices, and materials that keep our sustainability footprint in check.

We live where we work, and like all citizens, we want our communities to be the best they can possibly be. We have the privilege to be able to contribute in significant ways by fostering leadership initiatives, offering advice and improving communities from the inside out. We will also continue to pursue new ways to volunteer, get involved, and give back through the donation of both time and dollars. We are very excited about what the future holds. Our potential is great, our motivation is strong, and the possibilities for Brookfield Residential truly are endless.





Adrian Foley
COO, Brookfield
Residential, California
President, Brookfield
Homes Southern
California
Adrian.Foley@brookfieldrp.com

As Chief Operating Officer of Brookfield Residential, California, Adrian Foley oversees the entire California business portfolio for Brookfield Residential—one of North America’s largest publicly traded real estate entities, with land development and homebuilding operations in eleven of the most dynamic regions across the United States and Canada. In his major leadership role, Foley is responsible for spearheading strategic planning, maximizing investment opportunities and successfully resolving management issues in California’s premier markets, including the Bay Area, Sacramento, Los Angeles and San Diego. As a key member of the company’s Southern California management team, Foley lends his expert guidance and support to Housing and Land operations throughout the region.

Foley also serves as President of Brookfield Homes Southern California, where he is responsible for strategic planning oversight and management direction for one of Southern California’s most innovative and creative homebuilding teams. His current emphasis is on managing the group’s unique blend of development opportunities; expanding its presence in California’s rapidly growing Los Angeles, Ventura, San Bernardino and Orange County regions; and cultivating the potential of its multitalented individuals.

Foley has been an integral part of the Brookfield Homes Sr. Executive Team since 1996, and previously served as Senior Development Manager for Taylor Woodrow Homes where he was instrumental in the development of numerous award-winning neighborhoods in Orange, San Diego and Los Angeles Counties.

Born and raised in England, Adrian holds a Bachelor of Science degree in Building from the University of Greenwich. He has been married to his wife, Lisa, since 1990, and they have one son, Austin.

References:

- Mike Bonin, 11th District Councilmember
City of Los Angeles
Mikebonin@mikebonin.com
- Curt Pringle, Former Mayor of Anaheim
curt@curtpringle.com
- Dan Young, President
The Irvine Community Development Company
dyoung@irvinecompany.com

**John Ryan**

President
Brookfield Residential
Properties – Bay Area
John.Ryan@brookfieldrp.com

In 1996, John Ryan started the Bay Area operation as both business group President and Partner in Brookfield Bay Area Operations, now headquartered in Danville, CA. Brookfield entitles and develops master planned communities, builds homes and commercial properties in our communities. Prior to 1996, John worked for ten years at KB Homes in Northern California; Paris, France; and Southern California starting as Controller, then Land Acquisitions, Forward Planning, VP/CFO then Sr. Vice President.

Prior to KB Homes he spent seven years with a “Big Eight” accounting firm as an Audit Manager, specializing in Real Estate. John Ryan was born in Boston but moved as a young boy to California where his family settled in the Sonoma County town of Santa Rosa. John attended St. Mary’s College in Moraga, CA, earning a B.A. Degree in Economics and Finance. He is also a Licensed CPA and General Contractor.

John serves on the Board for St. Mary’s College School of Economics and Business Administration (SEBA), serves on the Board for the Green Music Center of Sonoma State University, and is Past Chairman and current Executive Board Member for HomeAid of Northern California, a non-profit organization whose mission is to build and maintain dignified housing where homeless families and individuals can rebuild their lives. John and his wife, Karen, also a CPA by profession, live in Alamo and they have three sons, John, Nick, and Kyle.

References:

- Dave Cortese, Santa Clara County Board of Supervisors District 3, Metropolitan Transportation Commission member and former Vice Mayor of San Jose | (408) 299-5030
- Pam Stafford, City of Rohnert Park Council Member and former Mayor | (707) 584-5892
- Herb Moniz, Former City of San Ramon City Manager | (925) 570-1125

**Kevin Pohlson**

VP Land & Planning
Brookfield Residential
Kevin.Pohlson@brookfieldrp.com

Kevin has been in the residential building industry for thirty years, directing all aspects of Land Acquisition and Project Management including Budgeting, BRE Processing, Entitlement, Agencies’ Permitting, Land Development, and Housing Construction. Throughout his career he has been involved in designing and developing Master Planned Communities, Single-Family Detached and Multi-Family Homes, as well as schools, fire stations, community centers, wetland mitigation areas, and parks.

References:

- Joan Buchanan, California Assembly 16th District and Former San Ramon Valley Unified School District Board of Education Trustee | (925) 328-1515
- Marilyn Ponton, City of Rohnert Park Development Services Director | (707) 588-2231

**Josh Roden**

Vice President of
Land and Planning,
Brookfield Residential,
San Francisco Bay Area
Business Group
Josh.Roden@brookfieldrp.com

As Vice President of Land and Planning in Brookfield Residential's San Francisco Bay Area Business Group, Josh Roden brings a strong understanding of land acquisition and project management as well as a passion to succeed with more than 16 years of commercial and residential experience in the real estate industry. As a key manager in the San Francisco group, Roden is responsible for identifying new opportunities and managing them through the acquisition and planning process, while working together with local and regional jurisdictions and development partners to create what Brookfield believes are the Best Places to Call Home.

Prior to his leadership position at Brookfield Homes, Roden served nine years as the Vice President of Land Acquisition, Northern California at Meritage Homes. Previous experience include Director of Acquisitions, at Urban Housing apartment group as well as Project Manager at Opus, a commercial design-build and development company in Pleasanton, California.

References:

- Jim Frasier, California Assembly 11th District | (925) 250-6831
- Bryan Montgomery, City Manager of Oakley | (925) 625-7007
- Cheryl O'Connor, Executive Director of HomeAid Northern California (925) 906.9139

**Ellen Lehman**

Vice President of
Sales & Marketing,
Brookfield Residential,
Northern California
Ellen.Lehman@brookfieldrp.com

Ellen Lehman, Vice President of Sales and Marketing, has been instrumental in developing and executing the sales and marketing strategy for Brookfield Residential Northern California division since 1996 when she began working with John Ryan to expand the division. Ellen has over 30 years of experience in the industry. Her career started with premier homebuilders in Orange County including Broadmoor Homes, JM Peter's Company and Greystone Homes.

Her creativity, innovative spirit and exceptional leadership skills have allowed her to successfully launch over 30 neighborhoods and master-planned communities in the Bay Area. It is Ellen's vision and expert eye that make Brookfield stand out from the other homebuilders in the region.

References:

- Linda Gunn, Gunn Jerkens, advertising and marketing company (562) 499-6707
- Gary Ryness, The Ryness Company, sales and market research company (925) 820-3432

Description of Project Team (cont.)



Company Overview

Urban Community Partners was founded by Ian C. Gillis and Keith L. McCoy, both seasoned real estate professionals with over 50 years combined experience in planning and developing master planned communities, urban infill, environmentally contaminated sites, military base reuse, mixed use, commercial, industrial and residential projects. Having worked as consultants, developers, asset managers and home builders, Mr. Gillis and Mr. McCoy bring an extensive range of experience to Urban Community Partners and a sincere dedication and enthusiasm to creating beautiful places of enduring value.

Urban Community Partners has been successful in obtaining entitlements for the construction of over 2,900 homes and 385,000 square feet of commercial mixed use space in California and Arizona.

What We Do

Urban Community Partners are Smart Growth developers and consultants. We envision, design, finance, entitle, and provide project management services for mixed use, mixed income, walkable communities. A large part of this work involves finding practical solutions to the creation of new town centers which provide social vibrancy and economic energy to new places. As Developers of Town Centers we mix retail, civic and other uses in a synergistic way resulting in lively attractive places.

Our Process

Urban Community Partners' process to creating innovative communities encourages collaboration amongst all of the stakeholders. Whether acting as lead developer or participating in a multi-disciplinary consulting team, Urban Community Partners believes in strong collaboration and broad community input from the outset. Whether the project is a new large scale master planned community, or a small infill mixed use project, we encourage the use of community based planning practices to foster unique ideas and to create a genuine consensus among all of the stakeholders.

A key to UCP's success is bringing together citizens, key stakeholder groups, architects/planners, developers, and policy makers to build trust and form consensus. Our experience has shown that to create truly authentic and enduring places, the community itself needs to be at the table from the beginning to participate in the planning. It is through a participatory process that great ideas are uncovered, analyzed and agreed upon in an open and transparent way. Often times, the first step involves listening to and understanding the community's we work in. Through local sources we identify and reach out to key stakeholders, community groups, businesses and political leaders in order to establish the "wants and needs" of a community. We engage in interviews and/or public workshops and design charrettes to create a vision and long-term strategy. All plans and ideas are tested to stand up to economic and market realities.

Description of Project Team (cont.)



Base-Reuse Experience

The Principals of Urban Community Partners have been working on military base reuse projects since 1996.

They have acquired land and developed two housing projects at Hamilton Air Force Base in Marin County and have negotiated the disposition, entitlements and construction of East Garrison, a new mixed use, mixed income, walkable master planned community on the former Fort Ord, Monterey County. East Garrison was developed in a Public/Private Partnership with The County of Monterey.

Urban Community Partners is well versed in the complexities necessitated by the base conversion process. The following is a partial list of issues Urban Community Partners has undertaken regarding their Base Reuse projects:

- Negotiated Development & Disposition Agreements
- Negotiated Development Agreements and Property Deeds
- Managed the preparation and processing of Specific Plans and Design Guidelines
- Obtained Historic Preservation Permits
- Managed Environmental cleanup plans
- Obtained Endangered Species Permits
- Obtained Water allocation permits
- Developed and maintained Master Schedules and Budgets
- Developed Phasing Plans, Proformas and long-term financial strategies
- Managed preparation of Infrastructure Plans and Permits
- Created Master Sales and Marketing plans
- Coordinated Public Outreach and obtained community consensus
- Coordinated and negotiated inter-agency agreements: Memoranda of Understanding, Land Use Options, School Use Agreements, Annexations, Community Facility District set up procedures and manuals, Affordable Housing Agreements, and a multitude of other initiatives and documents.

Smart Growth Leaders

Urban Community Partners has become a recognized leader in the planning and development of "Smart Growth" communities. Beginning with the largest redevelopment project in Monterey County, East Garrison was accepted into the first LEED Neighborhood Development rating pilot program. East Garrison has won numerous planning awards and local praise for its many smart growth elements.

The principals of Urban Community Partners have been invited speakers at National and International conferences including the Congress for New Urbanism (CNU), a leading organization which promotes Smart Growth, The Seaside Institute, American Planning Association, Pacific Coast Builders Conference, Urban Land Institute and others.

Description of Project Team (cont.)



Ian Gillis

President

ian.gillis@
urbancommunity
partners.com

"As a real estate professional with international experience and outlook, I am excited about creating neighborhoods and communities with vision and tradition; enduring environments which will provide future generations with remarkable places in which to live."

Ian C. Gillis is President and a principal of Urban Community Partners, LLC. With more than 35 years in the real estate industry, both in the United States and the United Kingdom, Ian has a broad range of experience in land acquisition and entitlement, community planning, development, asset management and disposition.

Ian has held senior management positions with international development companies and has established new development operations in Southern California, Hawaii and Northern California, having bottom-line financial responsibility for major commercial and residential projects.

Ian co-founded Urban Community Partners in 2001, to focus on walkable, smart growth Traditional Neighborhood Design projects. Since that time, Ian has carried out consulting engagements in the United States and the UK and has been engaged as a partner and development lead in the East Garrison, a 244 acre, 1400 unit, public-private partnership, military base re-use project on the former Fort Ord in Monterey County, California which is now under construction. Ian has also been acting as a development consultant for Laurel, a 1000 unit Traditional Neighborhood Design project; incorporating an organic farm, in Yuma Arizona.

Ian serves on the boards of several nonprofit organizations including; The National Town Builders Association, committed to the successful development of smart growth neighborhoods that are economically, socially and environmentally sustainable.

Ian has been a speaker at national conferences including; the Urban Land Institute, Pacific Coast Builders Conference, The California Redevelopment Association, The National Appraisal Institute, The Association of Defense Communities, The Congress for New Urbanism and the Seaside Institute.

Ian is a graduate of the University of Greenwich in London, and is a Professional Member of the Royal Institution of Chartered Surveyors, the United Kingdom's premier real estate professional organization. He is also a Professional Member of the Prince's Foundation for the Built Environment and a member of the Congress for New Urbanism.

References:

- Stephen Lawton, Economic Development Director
City of Hercules
srlawton@gmail.com; 510-815-1807
- Alana Knaster, Deputy Director, Resource Management Agency
Monterey County, California
knastera@co.monterey.ca.us
831-755-5322

Description of Project Team (cont.)



Keith L. McCoy
Principal and Vice
President
keith.mccoy@urbancommunitypartners.com

"As a student of Social Ecology, I studied how our cities and environments shape us. As an Urban Planner, I learned how to shape environments into places people enjoy. As a developer, I am dedicated to building places that stand the test of time."

Keith L. McCoy is Vice President and a principal of Urban Community Partners. With more than 25 years in the real estate development industry, Keith is experienced in the fields of land acquisition, community planning, multi-agency negotiations, public charrettes and consensus building, product development, financial analysis, asset management and property disposition. Keith has achieved entitlements for large scale (2,000+ acres) master planned communities; commercial, industrial, mixed use, smart growth, mixed income, redevelopment, brown field, infill and military base reuse projects throughout the western United States.

In 2001, Keith Co-founded Urban Community Partners to focus on Smart Growth Traditional Neighborhood Developments. Since forming Urban Community Partners, Keith has successfully directed the entitlements for East Garrison, a 244 acre, 1400 home, mixed use, public/private partnership on the former Fort Ord Army Base in Monterey County, CA, and has also achieved approvals of a 250 acre 1,000 unit mixed use New Urbanist community in Yuma, AZ. Keith is currently managing the entitlements for a 15 acre 400 unit senior oriented/mixed use/ Town Center with 30,000 sf retail in Foster City, CA.

Keith is a graduate of the University of California at Irvine, with a degree in Social Ecology and Urban Planning. Keith currently serves on the Board of Directors of the Alameda Point Collaborative, a supportive housing and social services provider. Keith has been an invited speaker at numerous national conferences including the Congress for New Urbanism, Urban Land Institute, American Planning Association, Pacific Coast Builders conference and the Seaside-Pienza Institute. Keith is also an active member of the Prince's Foundation for the Built Environment in the UK, Congress for New Urbanism and the Seaside Pienza Institute.

References:

- Michael Houlemard Jr., Executive Director
Fort Ord Re-Use Authority
michael@fora.org
831-883-3672
- Dave Potter, Supervisor, District 5
Monterey County California
district5@co.monterey.ca.us
831-6477755

Description of Project Team (cont.)

Main Street Property Services includes the following in its scope of municipality consulting services to insure the highest level of success for retail tenants:

- Application of shopping center business principles and practices to retail streets and districts.
- Education of property owners, government officials, retailers, and restaurants on the benefits of adhering to a retail business plan.
- Development of a merchandising plan and prospective tenant list specific to each project/trade area's potential and position.
- Recruitment of restaurants and retailers appropriate for the project/trade area's location and status.
- Coordination of all forms of project/trade area marketing; including consumer marketing to enforce the image and perception established for the project.

Company Overview

Founded in 1997, Main Street Property Services, Inc. of Lafayette, California is a premier retail real estate services company, providing the highest level of specialized leasing, project positioning, remerchandising, development, and tenant representation services for retail property owners, investors, tenants, and municipalities throughout Northern California.

Main Street's objective is to achieve maximum value for our clients by providing superior long-term solutions to retail projects through creative leasing strategies. We are a hands-on company that involves itself in every aspect of a project from entitlement to completion of leasing. By responding to the needs of developers, owners, investors, and retailers, Main Street Property Services, Inc. provides a full-range of services and has established itself as a leader in leasing downtown shopping districts and retail projects throughout Northern California.

Our primary focus at Main Street Property Services, Inc. is on the remerchandising and leasing of downtown retail shopping districts as well as community, neighborhood, and lifestyle centers. We pay special attention to every detail of the projects we represent. Main Street Property Services, Inc. works to establish the best possible merchandise mix for each project creating a selection of retailers that will result in maximum sales volumes project-wide.

By focusing exclusively on retail, Main Street Property Services, Inc. provides clients with a competitive edge by supplying first-hand knowledge of activities and transactions throughout the retail real estate industry.

Retail Consulting

In addition to its traditional leasing, management, and redevelopment activities, Main Street Property Services also provides specialized consulting services to municipalities. These services are focused on upgrading underperforming retail trade areas that lack a critical mass of quality retail. This is done through the creation of a new project or trade area identity while being sure to maintain the City's objectives and best interests in mind. This new identity is then used to attract the highest quality retail tenants possible. Through project positioning, aggressive marketing campaigns, public relations, and proper tenant evaluation, Main Street Property Services has developed a successful track record in attracting quality retailers that ensure a project or trade area's long-term success.

Main Street Property Services has provided some or all of the above services to the City of Emeryville and the City of Fremont. These types of services frequently act as the revitalization catalyst to improve the quality of retail tenancy, not only in the subject project/trade area, but also in surrounding retail properties. The result is typically enhanced retail property values throughout the subject area together with a noticeable increase in citywide retail sales and corresponding tax revenue.

Description of Project Team (cont.)



Stephen Lawton
Retail Consultant
stephen@msspsinc.com

Stephen Lawton has ten years of experience in government administration and economic development, in addition to twenty years of experience in private sector management consulting and business development. Mr. Lawton offers expertise in smart-growth planning, economic development, technology, marketing, and finance.

Mr. Lawton's recent experience includes overseeing large land entitlements, rezonings and redevelopment agreements; the retail leasing of a mixed-use building; the conception and delivery of a festival marketplace; major public works construction; advance land-use and transportation planning; and complex property transactions. Mr. Lawton led the effort that created the first form-based zoning code to be adopted into the law of a California city, and helped change state law to allow similar smart-growth innovations.

Mr. Lawton maintains relationships within local public agencies and the Bay Area urban property development community. His extensive corporate and public sector experience enables Main Street to provide practical, institutional-quality consulting and leasing services across its client base. His previous private-sector consulting engagements include clients at Goldman Sachs, Federal Express, Bank of America, HongkongBank, United States Postal Service and Burlington Northern Railroad. He is the co-inventor of an electronic commerce system, US Patent 5832100.

Mr. Lawton served as the Public Sector Chair of the International Council of Shopping Centers (ICSC), and is a founder and former President of the Northern California Chapter of the Congress for the New Urbanism. He chairs an advisory committee to the Contra Costa County Board of Supervisors, and is an active member of the East Bay program committee of the Urban Land Institute. Mr. Lawton earned a BA degree in Economics from the University of California, Berkeley. He is licensed California real estate broker.

References:

- Steve Toler, Assistant City Manager
City of Foster City | (650) 286-3220
- Denise Pinkston, Partner
TMG Partners | (415) 772-5900
- Steve Falk, City Manager
City of Lafayette | (925) 284-1968
- Pamela Ott, Economic Development Manager
City of Pleasanton | (925) 931-5040



Craig Semmelmeier
Founder & CEO
craig@mspsinc.com

Craig Semmelmeier acts as development partner and leasing agent on downtown properties and shopping centers throughout the San Francisco Bay Area. Property owners, developers, investors, and retailers alike seek his ability to provide retail solutions that respond to the marketplace and the needs of the communities they serve.

In addition to providing leasing strategies to property owners and developers, Mr. Semmelmeier consults on the development and remerchandising of retail projects for institutional clients, developers, municipalities, and development partners. Some of the projects that Mr. Semmelmeier has worked on include: Oakland City Center; The Marketplace at San Ramon; Ygnacio Plaza, Walnut Creek; Tassajara Crossing, Danville; Downtown Pleasant Hill; Lakeshore Plaza, San Francisco; Bel Aire Plaza, Napa; The Lafayette Mercantile; La Fiesta Square, Lafayette; Pacheco Plaza, Novato; Salvio Pacheco Square; and The Shops at Todos Santos Plaza in Downtown Concord.

In his capacity as principal of Main Street Property Services, Mr. Semmelmeier directs all company development efforts and is a partner in Main Street Pleasanton, LLC. This company successfully rebuilt and remerchandised two city blocks in Downtown Pleasanton. As a partner in the company, Mr. Semmelmeier's responsibilities included acquisition and entitlement of new and redeveloped properties, coordination with architectural and construction contractors, merchandising, leasing, and property management.

Prior to founding Main Street Property Services in 1997, Mr. Semmelmeier was a retail leasing specialist in the San Francisco headquarters of Terranomics Retail Services and TRI/McMasters & Westland Commercial Real Estate, Inc. in Walnut Creek. Mr. Semmelmeier is an active member of the International Council of Shopping Centers (ICSC) and has also served as a member of the Northern California Program Committee for ICSC. Mr. Semmelmeier is a licensed California real estate broker.

References:

- Steve Toler, Assistant City Manager
City of Foster City | (650) 286-3220
- Denise Pinkston, Partner
TMG Partners | (415) 772-5900
- Steve Falk, City Manager
City of Lafayette | (925) 284-1968
- Wana Sims, Commercial Portfolio Manager – Investments
Equity Residential | (949) 544-3605

Description of Project Team (cont.)

URBAN DESIGN ASSOCIATES



Company Overview

Urban Design Associates (UDA) was founded in 1964. UDA is a multidisciplinary urban design and architecture practice headquartered in Pittsburgh, Pennsylvania. We develop Master Plans, Pattern Books, and Architecture for clients in North America and abroad. Our design process features dynamic, three-dimensional graphics that allow everyone involved to visualize the scale and character of what is being proposed. This process creates consensus among stakeholders, development teams, political leaders, and the general public.



Respect for Tradition and Local Heritage

UDA establishes the character of new places through our research into the distinct patterns that have evolved in a region over time. Each place has its own DNA. These enduring qualities spring from the environment, culture, and heritage. By documenting these qualities and establishing design vocabularies that grow out of great places, new development can continue the sense of place into the future. This method makes it possible to design a rich and diverse environment that is sustainable and flexible for many different market sectors and uses over time.

Sustainable Design

History provides many examples of sustainable development patterns. The best towns and cities evolved over time as compact, mixed-use environments, designed for walking, transit, a wide range of choices and prices, and a supportive network of civic amenities. The rich interplay of streets, public spaces, and architecture provided beautiful settings for an entire range of daily activities. With the introduction of new building technologies, LEED® standards, new techniques for the disposal of waste, energy generation, and stormwater management, the environmental costs of urban development are further mitigated. UDA integrates these techniques and expertise into our multidisciplinary approach to urban design. We work collaboratively in teams of urban designers, ecologists, engineers, architects, and economists to design state-of-the-art environments in both urban and rural contexts.

Description of Project Team (cont.)

URBAN DESIGN ASSOCIATES

Cities, Neighborhoods, and Architecture

Over the past 30 years, cities are finding renewed life as both the civic and cultural core of regions and as 24-hour centers with residential, cultural, entertainment, retail, business, civic, and educational uses. UDA has been working with existing cities for over 40 years to create new investment opportunities and attractive urban infill developments to capture emerging markets. Our work has featured successful developments aided by UDA Pattern Books® and form-based codes, revolutionary implementation tools that ensures high quality standards throughout the life of the project. Our approach also assimilates green infrastructure design, mixed-use centers, walkable neighborhoods, and a variety of parks and open space systems.

Our architecture studio is committed to building designs that evolve from regional traditions with new technology and market requirements. UDA designs a variety of key buildings for many of our urban design and master plans to create the essential character and image. Our team includes LEED® accredited professionals for each project to complete the cycle of sustainable design from the city scale to the human scale. Our illustration studio has received national awards for both traditional illustrations such as watercolor as well as digital and hybrid illustration techniques.



Projects and Services

Our work is focused on urban projects that fall in one of the five categories: mixed-use urban infill; new towns and villages; Pattern Books and codes; urban neighborhoods; and architecture.



Awards

UDA has received over 100 awards for its work in urban design and architecture. These have included the Presidential Award for the transformation of a public housing project, two Progressive Architecture Awards for neighborhoods, four National AIA Honor Awards, three ULI Awards for Excellence, five Charter Awards for the Congress for the New Urbanism, and three national HUD Awards for Downtown and neighborhood projects. Our work is published regularly in professional journals and magazines. Norton Books published The Urban Design Handbook and The Architectural Pattern Book, both by Urban Design Associates.

Description of Project Team (cont.)

U R B A N D E S I G N A S S O C I A T E S



Barry Long Jr., AIA, LEED AP

President & CEO

barry.long@urbandesignassociates.com

Mixed-Use Urban Infill

- » SoBro Strategic Master Plan, Nashville, TN
- » Northshore, Pittsburgh, PA
- » South Lake Union, Seattle, WA
- » Central Riverfront, Cincinnati, OH
- » Historic Mills, Minneapolis, MN
- » Main Street/Civic Center, Salinas, CA
- » Civic Center Master Plan, Alameda, CA

New Towns & Villages

- » Laurel, Yuma, AZ
- » Ellis, Tracy, CA,
- » East Garrison, Monterey County, CA
- » Rancho Cañada, Monterey County, CA
- » Yellowstone Preserve, Livingston, MT

Urban Neighborhoods

- » Recovery Plan, Galveston, TX
- » West Park, Tulsa, OK,
- » Legends Park, Memphis, TN
- » Crawford Square, Pittsburgh, PA

As President and CEO, Barry oversees the finance, operations, marketing and personnel functions of the firm. Under his leadership, UDA has fine tuned its organizational structure, enhancing the quality and delivery of its full spectrum of services while, at the same time, expanding its staff, and office space. In his dual capacity as Managing Principal, Barry's expertise enables UDA's design teams to respond quickly and effectively to the most complex political and physical challenges of Master Plan, Pattern Book, and Architecture projects. An effective listener and an artful facilitator, Barry has assisted numerous clients to negotiate the challenges of competing stakeholder aspirations to arrive at Master Plans that successfully garner broad-based community support. He is also adept at managing the development of specialized, multi-faceted proposed project documentation that goes beyond the scope of typical master plans when circumstances require that (e.g., for clients who must submit comprehensive, highly detailed Specific Plans in order to receive approval and permitting for development projects).

Professional Affiliations and Service

Barry is a member of the Urban Land Institute, the Pennsylvania Society of Architects, and the Congress for the New Urbanism. He is past Chairman of the Mt. Lebanon Planning Board and a past member of the Mt. Lebanon Economic Development Committee. Barry also serves on a number of ad hoc committees including the Port Authority Air Rights Study Committee, and the Neighborhood Traffic Calming Committee.

Education

Barry earned Bachelor and Master of Architecture degrees from Montana State University.

References:

- Convention Center Authority
Contact: Larry A. Atema, Senior Project & Development Manager
Project: SOBRO Strategic Master Plan
Phone: (615) 880-1451 Email: Larry.Atema@nashvillemcc.com
413 Fifth Avenue South, Nashville, TN 37203
- McCormack Baron Salazar, Inc.
Contact: Richard Baron
Project: Various Projects
Phone: (314)621-3400 Email: richard.baron@mccormackbaron.com
720 Olive Street, Suite 2500, St. Louis, MO 63101

Description of Project Team (cont.)

U R B A N D E S I G N A S S O C I A T E S



**Joseph Nickol,
AICP**

Associate Principal and
Project Manager

[joseph.nickol@urban
designassociates.com](mailto:joseph.nickol@urban
designassociates.com)

Downtowns & Waterfronts

- » SoBro, Nashville, TN
- » PlanPGH, Pittsburgh, PA
- » Calgary TOD ,
Calgary, Canada
- » Virginia Beach Resort
Area, Virginia Beach,
Virginia
- » Al Bateen Marina, Abu
Dhabi, UAE
- » Roche Harbor,
Washington
- » Detroit Riverfront, MI
- » Mixed-Use Districts
- » Daybreak Town Center,
South Jordan, Utah
- » Winbrook, White
Plains, New York
- » East Liberty Station,
Pittsburgh, Pennsylvania
- » Currie Barracks High
Street, Calgary

Urban Neighborhoods

- » Winbrook, White
Plains, New York
- » Seaboard Square,
Portsmouth, Virginia
- » Legends Park,
Memphis, Tennessee
- » Craylands, Basildon,
England

Joe is a leader in urban design, planning and real estate development projects in North America and abroad. His focus is on the regeneration of our towns, cities, and neighborhoods and using the lessons of those places to inform the design of new districts and towns that are inherently highly adaptable and resilient. At Urban Design Associates, Joe has directed design and implementation for dozens of projects ranging from small to over a million dollars in design fees. He leads teams of two to ten designers as well as multi-disciplinary teams of economists, ecologists, engineers, artists, architects, and planners. His active clients include both public entities and developers with projects in over twenty states and seven countries.

Education and Professional Affiliations

In 2010, Joe co-founded www.Street-Sense.org, a web-based platform dedicated to helping our towns, cities, and neighborhoods adapt, grow, and prosper. His work has been syndicated in publications such as Planning Magazine, Better! Cities and Towns, Planetizen, and the Congress for New Urbanism. He has presented and lectured at the University of Notre Dame and at the Congress for New Urbanism and has juried design competitions for Pittsburgh's Young Preservation Association and the Pittsburgh History and Landmarks Foundation.

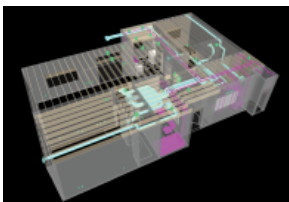
Joe graduated summa cum laude from the University of Notre Dame, earning a Bachelors degree in Architecture. During this time, he contributed to the writing of *Becoming an Architect: A Guide to Careers in Design* by Lee W. Waldrep (NY: John Wiley & Sons, 2006) and *Como: la Modernit della Tradizione*, edited by Samir Youn s and Ettore Maria Mazzola (Roma: Gangemi, 2003). He served as the Notre Dame chapter president of the A.I.A.S. and was the recipient of numerous awards for design and leadership.

References:

- City of Virginia Beach, VA
Contact: Jim Spore
Project: Various Virginia Beach Projects
Phone: (757)385-4242 Email: JSpore@vbgov.com
Municipal Center - Building 1, 2401 Courthouse Drive, Virginia Beach, VA 23456
- Convention Center Authority
Contact: Larry A. Atema, Senior Project & Development Manager
Project: SOBRO Strategic Master Plan
Phone: (615) 880-1451 Email: Larry.Atema@nashvillemcc.com
413 Fifth Avenue South, Nashville, TN 37203

Description of Project Team (cont.)

It is our mission to provide outstanding work product and service for our Clients. In achieving this goal, we strive to bring creativity, enthusiasm, technology and experience to the process.



Company Overview

MVE & Partners (MVE) is one of the country's most innovative and respected architectural firms, encompassing an experienced team of facility programmers, planners, architects, computer graphic specialists, and interior designers. With 40 years of industry experience, MVE provides an extensive variety of key architectural, planning, interiors, and graphic design services to sophisticated clients, having established a successful reputation based on its expertise, strength, and diversity of work.

The 100-person firm is recognized for our award-winning architecture for large-scale office buildings, multi-family residential communities, mixed-use developments, institutional facilities, entertainment complexes, and resort master plans. The firm's expertise lies in its demonstrated abilities to implement highly attractive and functional architecture, creating unique environments where people want to live, learn, work, and play. Our success in providing quality results is evidenced by an excellent repeat clientele and by prestigious awards based on creativity and teamwork.

MVE has developed an impressive portfolio of exciting large-scale projects and master plans. We understand complex and dense urban fabrics, and how to strengthen and build new projects which provide value, enhance cities, and create a sense of place that citizens and visitors will return to again and again.

Commitment to BIM

MVE made a commitment to Building Information Modeling (BIM) as our primary architectural document delivery method in 2005. Having assessed the many benefits resulting from the successful completion of our pilot projects, MVE set a goal to design and document all new projects in BIM.

MVE has successfully completed numerous projects utilizing Revit / BIM software. We believe our firm's expertise with BIM has placed MVE at the forefront of this technology. While many firms are still in the "experimental stages" of BIM and Revit, MVE has demonstrated its practical application for a variety of building types and we have developed innovations to improve our overall documentation process and expertise. It is important to note that most of our Revit trained staff are on their 6th or 5th projects employing this software.

MVE has demonstrated its practical application for a variety of building types and we have developed innovations to improve our overall documentation process. Our research shows that a project documented with BIM will provide a higher level of information resulting in a reduced number of RFI's and questions from the field during construction. In addition, we have experience in the 4D and 5D components of the BIM delivery process.



Richard Emsiek,
AIA, NCARB

President

remsiek@

mve-architects.com

"MVE & Partners is mindful of limited natural resources and our role as designers to create sustainable environments that will inspire."

Education

Bachelor of
Architecture
California State
Polytechnic University,
Pomona

Registered Architect

California, Alabama,
Arizona, Nevada,
Hawaii

Professional

Memberships

American Institute of
Architects

Mr. Emsiek joined McLarand Vasquez & Partners in 1985, was named the firm's Director of Design in 1992, and a Partner in 1993. In January 2000, the firm officially changed its name to McLarand Vasquez Emsiek & Partners, Inc. Mr. Emsiek's key architectural strength is demonstrated through his ability to design and manage a wide variety of architectural products ranging from high-end resorts to single-family residences, high-rise office and residential complexes, and mixed-use buildings.

Mixed-Use Project Experience

- PLAYA VISTA, Los Angeles, CA - This 2,800-unit planning effort has entailed converting high density condominium land uses to either rental product or on-grade for-sale typologies, park and amenity re-distribution, integration of a mixed use village center into the community and exploration of new residential prototypes.
- MB360, San Francisco, CA - MB360, San Francisco, CA – Blocks 5 & 11 are two individual Type I and III urban mixed-use apartment projects. Block 5 features 170 units with 18,000 sq.ft. of retail while Block 11 includes 190 units and 5,000 sq.ft. of common space and retail.
- BAY MEADOWS RES 4, San Mateo, CA – Blocks 5 & 11 are two individual Type I and III urban mixed-use apartment projects. Block 5 features 170 units with 18,000 sq.ft. of retail while Block 11 includes 190 units and 5,000 sq.ft. of common space and retail.
- CRESCENT VILLAGE, San Jose, CA – This project sits on a 39-acre site historically occupied by the Sony headquarters campus and features 1,750 apartment units comprised of several architecturally identifiable neighborhoods.
- 8500, Los Angeles, CA – Located at the gateway to Beverly Hills, this eight-story, luxury mixed-use apartment project features 87 units over street-level retail, a rooftop pool, and street-level retail.
- THE PARK AT IRVINE SPECTRUM, Irvine, CA – This urban apartment community sits on a 28.5-acre site and features 1,450 units in several four-story buildings, with leasing office and amenities situated around a 2.5-acre central park.
- THE VILLAGE AT IRVINE SPECTRUM, Irvine, CA – This 1,550 mixed-use apartment complex includes 4-story townhomes and flats above two-level subterranean garages and features street-level amenities such as a coffee shop, corner market, post office and lounge.

References:

- Mark Janda, Vice President, Development
AvalonBay Communities, Inc.
T: 949.955.6223 | mark_janda@avalonbay.com
- John Eudy, Executive Vice President, Development
Essex Property Trust
T: 650.849.1640 | jeudy@essexpropertytrust.com
- David Williams, Executive Vice President
Caruso Affiliated
T: 323.900.8176 | dwilliams@carusoaffiliated.com

Description of Project Team (cont.)



Kenneth Nilmeier

Principal

[knilmeier@](mailto:knilmeier@mve-architects.com)

mve-architects.com

"Each community is unique and deserves a contextual planning solution that influences positive change and quality of life improvements for residents and visitors alike."

Education

Bachelor of Science in City and Regional Planning, with Honors
California Polytechnic State University,
San Luis Obispo

As Director of Planning at MVE, Ken has more than 25 years of experience and has overseen the firm's key master planning projects including specific plans, brownfield redevelopments, feasibility studies, and large-scale urban master plans. His range of expertise includes planning for residential and mixed-use communities, commercial developments, educational campuses, and luxury resorts.

Mixed-Use Project Experience

- **PLAYA VISTA**, Los Angeles, CA - This 2,800-unit planning effort has entailed converting high density condominium land uses to either rental product or on-grade for-sale typologies, park and amenity re-distribution, integration of a mixed use village center into the community and exploration of new residential prototypes.
- **UPTOWN NEWPORT**, Newport Beach, CA – This project will include redevelopment of the 25-acre property into a high-density mixed use residential project. Up to 1,244 residential units, 11,500 square feet of retail, and 2 acres of park space are planned.
- **ATOWN**, Anaheim, CA – MVE is re-planning Lennar's 41-acre A-Town site to reposition the parcels for flexibility and long-term residential development. Our team is generating a series of options incorporating retail and investigating ways to preserve the existing infrastructure built to date.
- **PACIFIC CITY**, Huntington Beach, CA - The goal of this 31-acre master plan is to transform a former oil field into a vibrant urban village comprised of The City Center, a 10-acre commercial and retail center, and The Village, 17 acres of high density residential neighborhoods.
- **HOWARD HUGHES CENTER**, Los Angeles, CA – A 70-acre master plan site development including over 2.7 million sq.ft. of planned office space, a health club, and 250,000 sq.ft. of retail and entertainment.
- **THE PARK AT IRVINE SPECTRUM**, Irvine, CA – This urban apartment community sits on a 28.5-acre site and features 1,450 units in several four-story buildings, with leasing office and amenities situated around a 2.5-acre central park.
- **THE VILLAGE AT IRVINE SPECTRUM**, Irvine, CA – This 1,550 mixed-use apartment complex includes 4-story townhomes and flats above two-level subterranean garages and features street-level amenities such as a coffee shop, corner market, post office and lounge.

References:

- William Shopoff, President
The Shopoff Group
T: 949.417.1397 | bshopoff@shopoff.com
- Donna Kelly, Vice President
Lennar
T: 949.349.8155 | donna.kelly@lennar.com
- Lawrence Webb, President
The New Home Company
T: 949.382.7800 | lwebb@thenewhomecompany.com



**Darin
Schoolmeester,
AIA, NCARB, LEED
AP**

Principal
dschool@
mve-architects.com

"Our firm respects the unique challenges of each urban site, addressing the regional context and the ultimate goals of the community."

Education

Bachelor of
Architecture, Cum
Laude, California
Polytechnic State
University,
San Luis Obispo

Registered Architect
California (C-26924),
Arizona, Nevada

Professional

Memberships

- » American Institute of Architects
- » National Council of Architectural Registration Boards
- » US Green Building Council

Since he joined MVE in 1994, Mr. Schoolmeester has participated on an extensive variety of architectural projects ranging from luxury resort, single-family housing to condominiums, apartments and mixed-use/retail and community centers. His experience encompasses the complete design process from conceptual land planning to full building design/development. Mr. Schoolmeester was named a Principal in 2004.

Mixed-Use Project Experience

- PLAYA VISTA, Los Angeles, CA - This 2,800-unit planning effort has entailed converting high density condominium land uses to either rental product or on-grade for-sale typologies, park and amenity re-distribution, integration of a mixed use village center into the community and exploration of new residential prototypes.
- MB360, San Francisco, CA - MB360, San Francisco, CA – Blocks 5 & 11 are two individual Type I and III urban mixed-use apartment projects. Block 5 features 170 units with 18,000 sq.ft. of retail while Block 11 includes 190 units and 5,000 sq.ft. of common space and retail.
- BAY MEADOWS RES 4, San Mateo, CA – Blocks 5 & 11 are two individual Type I and III urban mixed-use apartment projects. Block 5 features 170 units with 18,000 sq.ft. of retail while Block 11 includes 190 units and 5,000 sq.ft. of common space and retail.
- CRESCENT VILLAGE, San Jose, CA – This project sits on a 39-acre site historically occupied by the Sony headquarters campus and features 1,750 apartment units comprised of several architecturally identifiable neighborhoods.
- BAY MEADOWS RES 7, San Mateo, CA – This project sits on a 39-acre site historically occupied by the Sony headquarters campus and features 1,750 apartment units comprised of several architecturally identifiable neighborhoods.
- WALNUT CREEK TRANSIT VILLAGE, Walnut Creek, CA – This project will transform existing surface parking lots into a viable mixed-use transit-oriented development and will incorporate 599 units, 18,500 sq.ft. of retail and restaurant uses and 30,000 sq.ft. of commercial/office space.
- THE UPTOWN, Oakland, CA – A 14-acre urban renewal project including 60,000 sq.ft. of retail/commercial space, 1,200 mixed-income apartments, 400-units of off-campus graduate housing and 900 market rate condominiums.

References:

- Donna Kelly, Vice President
Lennar
T: 949.349.8155 | donna.kelly@lennar.com
- John Eudy, Executive Vice President, Development
Essex Property Trust
T: 650.849.1640 | jeudy@essexpropertytrust.com
- Marco Sessa, Sr. Vice President
Sudberry Properties
T: 858.546.3000 | marco@sudprop.com

Description of Project Team (cont.)

Company Overview

For over five decades, SWA has been recognized as one of the nation's design leaders in the fields of landscape architecture, planning and urban design. We have received over 700 awards and have worked in 50 states and more than 60 countries. Our principals are among the industry's most talented and experienced designers and planners. Emerging in 1959 as the West Coast office of Sasaki, Walker and Associates, the firm first assumed the SWA Group name in 1975. In 2005 SWA received the ASLA Firm Award, the highest honor the American Society of Landscape Architects can bestow on a landscape architecture firm.

Our work is fueled by a deep appreciation for nature and the beauty of natural systems. We are also inspired by the complexity of human-made systems and the human interactions they influence. Our projects have become recognized for their visionary aesthetics, exceptional functionality, and keen understanding of social design, as well as their emphasis on environmental sustainability. At SWA's core is a passion for imaginative, solution- oriented design that adds value to land, buildings, cities, regions, and people's lives.

Planning

We produce comprehensive land plans and master plans for large land areas. Because our work is land-based, we're able to create plans that sensitively make the best use of terrain, landform, natural systems, landscape, and urban spaces, and integrate those elements with the required infrastructure, buildings, and other improvements. We apply these same skills to projects involving the use and restoration of natural systems.

Landscape Architecture

We provide complete landscape architectural services, including site planning, concept design, schematic design, design development, construction documentation and construction observation. We often provide our clients with continuing landscape design consultation after construction completion and can provide landscape management plans for their use.

Urban Design

We offer master planning, preparation of design guidelines, and full design services for urban projects. These urban design and planning services can be applied to entire districts, as well as street systems, city blocks, public parks and plaza spaces, waterfronts, and the smallest of urban areas. We are skilled at addressing both the redevelopment of an urban area, including infill development and land use changes, as well as the design of new urban environments.



Description of Project Team (cont.)



Joe Runco, ASLA

Principal

jrunco@swagroup.com

Education

Master of Landscape Architecture, 1981, Harvard University Graduate School of Design

Bachelor of Science in Landscape Architecture, 1978, Oregon State University

Registration

Registered Landscape Architect: California, Oregon, Texas, Florida

Professional Memberships

- » Member, ASLA
- » Member, American Planning Association
- » Associate Member, Urban Land Institute

Awards of Note

- Buchanan Field, ASLA Northern California Chapter Honor Award, Analysis, Research, Planning and Communication, 2006
- American Society of Civil Engineers (ASCE) Outstanding Project of the Year Award, Mountain House, 2004
- Gold Achievement Award - NAHB / National Council of Senior Housing, Rotary Valley Senior Housing, 1999
- ASLA New England Chapter (BSLA), Merit Award, Weston Planned Community, 1990

Selected Project Experience

- Angwin EcoVillage, Angwin, California
- Applied Materials, Arques Campus, Sunnyvale, California
- Buchanan Field, Concord, California
- The Cannery, Davis, California
- Cargill Coyote Tract Master Plan, Fremont, California
- CEMEX Davenport Property, Santa Cruz County, California
- Concord Technology Center, Concord, California
- Cowell Ranch, Contra Costa County, California
- Estádio Itaquera SCCP - Itaquera Corinthian Stadium, Sao Paulo, Brazil
- Foster City Civic Center 15, Foster City, California
- Golden Gate Fields Master Plan, Albany, California
- Mantri Agara Mixed Use Development, Bangalore, India
- Mountain House New Community Plan, Mountain House, California
- Mountain View Cemetery, Oakland, California
- Napa Airport Industrial Park Specific Plan, Napa County, California
- Napa River Oxbow Preserve, Napa, California
- NASA-Ames Research Park, Mountain View, California
- North Livermore Specific Plan, Livermore, California
- Oak Knoll Landscape Master Plan, Oakland, California
- Pacific Union College Campus Plan, Angwin, California
- Palo Alto VA Hospital SCI Expansion, Palo Alto, California
- Park Ranch Master Plan & Specific Plan, Minden/Garderville, Nevada
- Redmond Eco-Center Development, Redmond, Oregon
- San Rafael Rock Quarry, San Rafael, California
- Sargent Ranch - Villages at Riverpark, Santa Clara County, California
- Sony Site Landscape Master Plan, San Jose, California
- Sky Valley Specific Plan, Benicia, California

References:

- Brian Olin, Senior Vice President Land & Planning
The New Home Company
(925) 244-0700

Description of Project Team (cont.)



Marco Esposito

Principal

[mesposito@](mailto:mesposito@swagroup.com)

swagroup.com

Education

BA Landscape
Architecture, with
High Honors, 1984,
University of California,
Berkeley

Registration

Registered Landscape
Architect, California

Professional

Memberships

- » Member, Urban Land Institute
- » Member, American Society of Landscape Architects
- » Member, San Francisco Planning and Urban Research Association

Awards of Note

- AIA Top Ten Green Projects, Sacred Heart Preparatory, 2010
- ASLA NCC Merit Award, Mayfield Neighborhood, 2007
- Gold Nugget Grand Award, Best on the Boards Site Plan, Riverfront Neighborhood, 2006
- Gold Nugget Merit Award, Best Community Site Plan, Mayfield Neighborhood, 2006
- ASLA NCC Merit Award, University of the Pacific McGeorge School of Law Campus Plan, 2006
- International Award for Livable Communities Gold Award, Hawana, 2005
- Stockton Beautiful Special President's Award, University of the Pacific, 2003
- ASLA Student Honor Award

Selected Project Experience

- Alpensia Sports Park - 2018 Winter Olympics, PyeongChang, Gangwon Province, Korea
- Angwin EcoVillage, Angwin, California
- Beijing Secret Garden / Gohtong Highlands Resort, Chongli, China
- Campus Bay Business Park, Richmond, California
- Cobalt, San Jose, California
- Cornell University - East Hill Village, Ithaca, New York
- Dalian BEST City, Dalian, China
- El Tamarindo, Jalisco State, Mexico
- Gale Ranch - Phase 4, San Ramon, California
- Hawana, Guangdong Province, China
- Hummingbird Place, Fremont, California
- Kaiser Permanente Vacaville Medical Center, Vacaville, California
- Kings Beach Commercial Core, Kings Beach, Lake Tahoe, California
- Mare Island - Azuar Drive and the Residential Parkway, Vallejo, California
- Mare Island - Urban Design, Vallejo, California
- Pacific Heights, Port Moresby, Papua New Guinea
- Raycom City, Hefei, Anhui, China
- Rochester of Technology Global Village, Rochester, New York
- San Francisco Piers 27-31 Recreational Mixed-Use Development, San Francisco, California
- Santana Row, San Jose, California
- Sonoma Mountain Village, Rohnert Park, California
- South Mingzhu Eco Park (Eco Park Conceptual Master Plan), Dalian, China

Reference:

- Seth Bland
Federal Realty Investment Trust
408.551.4600

Description of Project Team (cont.)



Nancy Coulter,
ASLA

[ncoulter@](mailto:ncoulter@swagroup.com)

swagroup.com

Education

Master of Landscape
Architecture, 2005,
University of Virginia
Bachelor of Arts in
Human Studies, 1997,
Warren Wilson College

Professional

Memberships

- » Member, ASLA
- » Member, American
Planning Association
- » Associate Member,
Urban Land Institute

Awards of Note

- Pacific Coast Builders Conference Gold Nugget Merit Award - Infill, Redevelopment or Rehabilitation Site Plan, Hummingbird Place, 2011
- Pacific Coast Builders Conference Gold Nugget Merit Award - Infill, Redevelopment or Rehabilitation Site Plan, Mission Estates, 2011
- Pacific Coast Builders Conference Gold Nugget Merit Award, Encanto / Campbell Avenue, 2008
- Pacific Coast Builders Conference Gold Nugget Merit Award, Encanto / Campbell Avenue, 2007
- San Francisco Flower & Garden Show, Gold Medal, Fence, 2007
- The Pacific Horticulture Magazine Award, Fence, 2007

Selected Project Experience

- 475 Eccles Road, South San Francisco, California
- Apple Store Guotai Plaza, Chongqing, China
- Apple Store Yitian Holiday Plaza, Shenzhen, China
- Arcadia, Fremont, California
- Bella Vista / Villa Felice, Los Gatos, California
- Castilleja, Fremont, California
- Disney GC3 Phase 2 (Grand Central Creative Campus), Glendale, California
- Encanto / Campbell Avenue, San Jose, California
- Eastside San Ramon Specific Plan, San Ramon, California
- Ferme Orn  (New Farm), Tassajara Valley, San Ramon, California
- Gera IQ Business Park, Kharaki (Pune), India
- Golden Gate Fields Master Plan, Albany, California
- Guthrie Green and Brady District Streetscape, Tulsa, Oklahoma
- Halsey Lane Residence, Bridgehampton, Long Island, New York
- Hato Montana Master Plan, La Chorrera, Panama
- Hollywood Palladium, Los Angeles, California
- Hummingbird Place, Fremont, California
- Mission Estates, Fremont, California
- Ningbo Eco-Corridor Design Development, Ningbo, China
- Ohlone College Master Plan, Fremont, California
- Ohlone College District Facilities Master Plan, Fremont, California
- Oma Village and Homeward Bound Orchard, Novato, California
- Solano County Fairgrounds Specific Plan (Solano 360), Vallejo, California

Reference:

- Jeff Inabnit, Project Manager
The New Home Company
925-627-3969
jinabnit@nwhm.com

Description of Project Team (cont.)



Zach Davis

Associate

zdavis@swagroup.com

Education

Bachelor of Landscape Architecture, 2000, Pennsylvania State University

Professional Activities

- » Edgewood Learning Garden - Pro-bono design effort to establish a community garden on Edgewood's Learning Center in San Francisco, 2011.
- » Fence permanent installation, Cornerstone Gardens, Sonoma, CA, 2008.

Awards of Note

- American Council of Engineer Companies (ACEC) Silver Award, Social / Economic Value, Wusong Riverfront, 2012
- ASLA Honor Award in Analysis and Planning, Wusong Riverfront, 2012
- Nathaniel A. Owings Award for Environmental Excellence, California Academy of Sciences, 2012
- ASLA Northern California Chapter Honor Award - Analysis, Research, Planning and Communication, Wusong Riverfront, 2010
- Green Good Design Award (European Centre for Architecture Art Design and Urban Studies and the Chicago Athenaeum), California Academy of Sciences, 2010
- ASLA National Honor Award, California Academy of Sciences, 2009
- ASLA Northern California Chapter Honor Award, California Academy of Sciences, 2009
- NAHB Best of 50+, Best Large CCRC Gold Award, Sun City Tsukaguchi-Itami, 2009
- NAHB Best of 50+, Judge's Special Innovation Award, Sun City Tsukaguchi-Itami, 2009
- ULI Award for Excellence: The Americas Competition, California Academy

Selected Project Experience

- Alpensia Sports Park - 2018 Winter Olympics, PyeongChang, Gangwon Province, Korea
- Bryant Square, San Francisco, California
- Caldwell Neighborhood, Los Gatos, California
- California Academy of Sciences, San Francisco, California
- Cargill Bayfront Property Studies, Redwood City, California
- China World Trade Center, Phase III, Beijing, China
- Cornell University, East Hill Village, Ithaca, New York
- Dalian BEST City Central Park, Dalian, China
- Edgewood Learning Garden, San Francisco, California
- Ghirardelli Square Rehabilitation, San Francisco, California
- Lennar Mare Island, Vallejo, California
- Los Coches, Milpitas, California
- Mayfield Neighborhood, Fremont, California
- Menlo Park Redevelopment Projects, Menlo Park, California
- Palm Avenue Neighborhood, Fremont, California
- Raycom City, Hefei, Anhui, China
- Rochester Institute of Technology (RIT) Global Village, Rochester, New York
- Ronald McDonald House at Stanford, Palo Alto, California

Reference:

- Christopher Dinno, Associate Vice-President for Administration and Finance, Facilities Operations and Planning
Sonoma State University
707.664.2870

Overview

Alameda Point is the most significant waterfront development site in the San Francisco Bay Area and Site A, when activated, will be it's beating heart. This 68-acre area is composed of the eastern section of the Waterfront Town Center (WTC), also known as the Town Center Core, Atlantic Entry, and a portion of North Waterfront as identified in the Precise Plan.



The Development Team will work in collaboration with the City to implement the vision, translating it into a built outcome that creates a vibrant 24/7 neighborly destination. True to the Community's vision, this new place will be a transit-oriented, sustainable, mixed-use district, which includes 800 housing units, approximately 100,000 to 200,000 square feet of commercial development, pedestrian- and bike-friendly streets, and inviting parks, open space, and trails. The project will be consistent with the City's final and draft planning documents for the area, including the Town Center Plan and MIP and TDM. These documents establish a crystal clear vision and way forward. When complete the district will be known as an exemplar of high-quality design/construction, sustainability, and transit-oriented development gathering place for Alameda.



Framework

The Specific Plan establishes a pragmatic framework based on a consensus vision and guiding principles that build on long-term planning efforts. Seaplane Lagoon is the "centerpiece" of this framework and Ralph Appezatto Memorial Parkway (RAMP) is the "gateway". A network of complete streets and gracious open space set the stage for diverse mixed-use infill development.

Existing Conditions

Alameda Point has a rich and historically significant past. Although the 68-acres is planned for new development, the same is not true of all adjacent sites and communities. The project design will be sensitive to the surrounding context, ensuring that new development respects historic buildings and established neighborhoods. Architectural design will be targeted at developing a friendly dialogue with neighboring structures.



Access and Mobility

A cornerstone of transit-oriented development is maximizing creative transit options while minimizing friction in terms of access and mobility. This takes on added importance in the Town Center Core as successful commercial development relies on all roads and modes of transportation leading to “Main Street”. The Development Team fully

embraces expanding transportation options at Alameda Point and aggressively promoting walking, cycling, and public transit use over automobile dependency. A Bike Parking/Rental Kiosk will be provided in the Seaplane Plaza as a central amenity. The project will also include a public parking facility in proximity to the commercial core, supporting intermodal functionality and meeting the parameters of the City’s proposed Parking Management Plan.



Open Space, Landscape and Sustainability

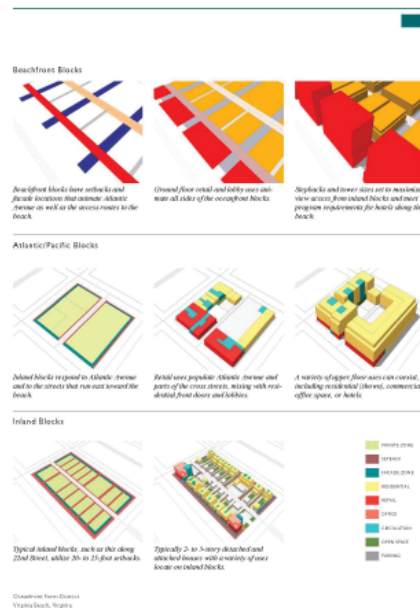
It has been said that water is magical. If this is true then Seaplane Lagoon is like the Magic Kingdom. It will act as a dramatic central focal point surrounded by a unique waterfront park system. Seaplane Plaza will be the open space hub of the Seaplane Lagoon network. Located at the 100% corner, the plaza will pull the waterfront address deep into the Town Center Core. As envisioned it will provide flexible space for gatherings, events, markets and indoor/outdoor food and beverage uses. A subordinate paseo aligned with the Terminal 77 Museum offers additional retail opportunities and flexible event space. Site A will also include a large central neighborhood park as a complement to Seaplane Plaza. Green streets will connect these amenities and wire the entire area together as part of the complete streets network.

Sustainability is part of the Development team’s ethos. Measured against financial feasibility, it will be part of every aspect of the project.

Land Use and Development Regulation Guidelines

The plan for the 68-acres creates an exciting transit-, bike-, and pedestrian-oriented place, reinforcing maritime activity with commercial mixed-use and residential areas centered on civic space. Based on market conditions, the Development Team intends to take full advantage of the extensive menu of permitted land uses to script an experience that is at once fascinating and logical. In addition to residential units, food and beverage, retail, hotels, and office development are all highly desirable. Care will be taken to differentiate commercial uses at Alameda Point from Webster and Park Streets to avoid cannibalizing existing successful places.

The Development Plan will follow the Pedestrian-Oriented Design Standards and guidelines for streetwall, setbacks, required ground floor uses, building height, and Town Center Core concept. The strategy will be like “urban acupuncture” to establish an urban moment that is seamlessly integrated into the broader Alameda Point context. Building types will be intentionally differentiated to create an authentic feel. To signal arrival at the Lagoon, massing will build as development approaches Seaplane Plaza.



Phasing and Implementation

Phasing will be influenced by access to existing infrastructure and ongoing clean up activities adjacent to Appezato Parkway. The Development Team supports the idea of early phase development south of RAMP, utilizing both existing buildings and open spaces that exist in this location today. Temporary pop-up commercial,

entertainment, and sports venues have a proven track record of generating a buzz and establishing a use pattern before permanent structures are built. At Alameda Point this could be a far more effective approach to marketing than traditional advertising alone. As with successful parks, the key to successful pop-up places is thoughtful consistent programming. Seeding activity will be a central focus in Phase Zero at Alameda Point.

Infrastructure

The infrastructure at Alameda Point, including Site A, is aging and beyond its service life. Based on the Master Infrastructure Plan (MIP) specific backbone infrastructure improvements to Site A will be required to be constructed as part of the project. These include demolition and grading, flood protection measures, backbone utilities, and park improvements, including the neighborhood park and portions of waterfront trails and promenades. Additionally, a new network of complete streets will be constructed that promotes all modes of transportation.

Conclusion

This residential mixed-use project represents a one-time opportunity to create a distinctive gathering place for the citizens of Alameda and visitors to the island. The vision and guidelines are set. All that remains is engaging the best development team to implement the big ideas. We are that team.

Please Note: Members of the Development Team attended the June 9th Planning Board meeting. At that meeting the PB recommended changing the name “Town Center Core” to “Neighborhood Center” along with suggested modifications to other acronyms (“RAMP” and “WTC”). We understand and support the name changes proposed, but for the purpose of the RFQ response have used the names in the draft entitlement documents to avoid confusion.



The following Project Matrix represents the Brookfield Residential Team's collective project experience in residential and mixed-use developments relevant to Alameda Point. Further information on featured projects is included in the following section.

	Entitlements	Community Outreach	Infrastructure Development	Phasing	Mixed-Use	Multi-Family	Affordable Housing	Town Center Retail	Waterfront Development	Infill/Brownfield	Public/Private Financing	Transportation Strategies	Local Project	BR Team Collaboration
Playa Vista*	X	X	X	X	X	X	X	X	X	X	X	X	X	X
Seton*	X	X	X	X	X	X	X	X	X	X	X	X		
Windemere*	X	X	X	X	X	X	X				X			
Colony Park*	X	X	X	X		X	X			X				X
University Park*	X	X	X	X	X	X	X	X			X			
East Garrison*	X	X	X	X	X	X	X	X	X	X	X	X		X
Alameda Civic Center*		X		X	X	X		X					X	
Uptown Oakland*	X	X	X	X	X	X	X	X		X	X			
Avalon Walnut Creek*	X	X	X	X	X	X	X	X		X	X			
Alameda Landing*			X	X	X	X	X	X	X	X			X	X
Foster Square*					X	X	X							X
Jack London Sq. II*					X			X	X	X	X	X		
Santana Row*					X	X		X		X				
SoBro Strategic MP	X	X		X	X	X		X	X	X	X	X	X	
NorthShore*	X	X		X	X	X		X	X		X	X		
South Lake Union	X	X		X	X	X	X	X	X	X	X	X		
Cincinnati Riverfront*	X	X		X	X	X		X	X	X	X	X		
DT Norfolk Revitalization*	X	X		X	X	X	X	X	X	X		X	X	
Moscow Expansion	X	X		X	X	X		X	X		X	X		
Uptown Newport	X	X	X	X	X	X	X	X		X				
Bay Meadows	X		X	X	X	X				X				
Village/Park at Spectrum	X	X	X	X	X	X		X						
MB360	X	X	X	X	X	X	X			X	X			
Brooklyn Basin		X	X		X	X	X	X	X	X				
Walnut Creek TOD	X	X	X	X	X	X	X	X		X	X	X		
Park & Webster Streets								X					X	
East Bay Pop-Up Retail								X					X	

*Featured Project

Team

Brookfield Residential
Developer
MVE & Partners
Architect & Planner

Community Website

www.playavista.com

Approved Entitlements

- » Residential: 6,046 units
- » Retail: 230,875 sf
- » Office: 3,291,950 sf
- » Community Serving: 160,000 sf
- » Gross Acres: 460
- » Revenue Acres: 230

Financial Information

- » Community Revenue - \$1.5+ Billion
- » Infrastructure Costs - \$140 Million
- » Source of Capital – Brookfield Internally Financed
- » CFD for public improvements and maintenance

Project Description

Playa Vista is a well located, high profile, mixed-use asset on more than 65 acres of land. A fun and engaging community on the Westside of Los Angeles, Playa Vista is located on property once occupied by Howard Hughes' runway and hangars. The community is a walkable mix of new homes, creative offices, retail and parks, making it a great place to live, work and play.

Brookfield Residential acquired the Playa Capital Company LLC, which owned approximately 2,250 units on more than 65 acres of land at Playa Vista. The purchase included the remaining residential units in Playa Vista, other ancillary assets, as well as additional infrastructure details. Already home to over 6,500 people and 3,000 homes, and now in its final phase, Playa Vista will continue to offer convenience, lifestyle and Brookfield quality.



Entitlements Brookfield is managing since purchasing Playa Vista

Since acquiring Playa Capital Company, LLC, Brookfield has assumed the role of Master Developer of the Playa Vista community. Upon buildout, Playa Vista will include 5,846 residential homes and apartments, approximately 3.3 million square feet of office/studio/production support space, about 230,000 square feet of retail uses, 200 assisted living units and over 47 acres of parks.

As Master Developer, Brookfield is currently overseeing the development of 2,600 residential homes comprised of 3 different single-family communities, 2 condominium communities, 3 market-rate apartment communities, a senior affordable apartment community, as well as a 195,875 square foot mixed-use retail center, and several new creative office and corporate headquarter buildings.

Project Reference

Mr. Dan Scott
Principal Planner
City of Los Angeles
200 North Spring
Street, Room 621
Los Angeles, CA
90012
213-978-1182
Dan.scott@lacity.org

Sustainable Design

The First Phase of Playa Vista was conceived prior to any of the current sustainable development standards, such as LEED or Cal Green; because of this, we developed our own Sustainable Development Guidelines, so we were doing sustainable development before there were any standards. Now that there are standards, our pioneering efforts make it easy for builders within Playa Vista to achieve LEED goals, as a result of the many community-wide sustainable features that they can take advantage of. We now have several LEED-certified buildings within Playa Vista, including a City of Los Angeles Fire Station, a LEED-Platinum condominium project, and several LEED-Gold office buildings. All of the residential communities within Phase 2 are being built to LEED standards.

Brownfield and Environmental Issues

The Playa Vista project is sited on the former Hughes Aircraft Company/McDonnell Douglas Helicopter Company facility. Aerospace-related industrial activities occurred from 1940 to 1995, which resulted in some soil and groundwater contamination. Remedial activities, including Phase I and Phase II Environmental Site Assessments (or their equivalents) began in the early 1980s. Soil and groundwater remediation has occurred. Most of the site now has “no further action” (NFA) designations for soil and, in some areas, NFA designations for groundwater. Groundwater remediation, using various technologies, continues in other areas of the site. The California Regional Water Quality Control Board – Los Angeles Region has been the lead agency since the beginning, although other agencies, including the Department of Toxic Substances Control, Office of Environmental Health Hazard Assessment, and US EPA have also been involved.

Sensitivity to Environmental Protection and Permitting

Playa Vista is one of the most environmentally sensitive projects ever conceived. The centerpiece of that effort is the Freshwater Wetland System, a 51.1-acre natural stormwater treatment system that collects stormwater from a watershed of over 1,000 acres (more than half of which is outside of Playa Vista) and cleanses it before it is discharged to the Santa Monica Bay. This system also exceeds the Low Impact Development requirements adopted in recent years by the City of Los Angeles. In addition to providing water quality benefits and flood protection, the system serves as valuable habitat for over 200 species of birds, including 31 nesting species and several species of concern. This system was constructed pursuant to permits issued by the City of Los Angeles, California Coastal Commission, U.S. Army Corps of Engineers, California Department of Fish and Game (now known as the Department of Fish and Wildlife), and the State Water Resources Control Board. Playa Vista also incorporates numerous environmental protection measures within the development, such as utilizing reclaimed water for all landscaping irrigation and commercial office toilet flushing, an emphasis on native or drought-tolerant landscaping throughout the community, the previously mentioned Sustainable Development Guidelines, and a community-wide recycling effort achieving over a 90% diversion rate of construction waste.





Unique Transportation Strategies

Playa Vista is implementing a \$125 million traffic mitigation program which includes improvements to several of the local corridors, numerous physical intersection improvements, computerized signal system improvements, and transit enhancements. Focusing on the transit enhancements, Playa Vista funded the purchase of 5 buses for Santa Monica Big Blue Bus to initiate their Rapid 3 service on Lincoln Blvd., including a Transit Priority System which gives extra “green time” at signals as buses are approaching to enable them to move up and down the corridor faster. Playa Vista also has funded 5 buses for Culver City Bus. In addition, we will be implementing a local shuttle program with CNG-powered vehicles which will circulate within the Playa Vista community, as well as nearby destinations, so that residents, employees, and visitors to Playa Vista can get around the community without having to get in their cars.

Transportation Demand Management

All commercial office tenants are required to participate in a Transportation Demand Management program at Playa Vista, with the goals of not exceeding a “trip cap” that was placed on the commercial office development in our conditions of approval, as well as achieving an average vehicle ridership of 1.5 persons per vehicle. As required by our Transportation Demand Management plan, we conduct trip counts and surveys each fall to measure how we are doing in relation to these goals. The counts indicate that trip rates and overall trip generation are substantially below the trip cap.

Project Labor Agreements

Playa Capital Company initiated a Project Labor Agreement as an outreach to organized labor to mitigate and control certain aspects of the bidding and labor management process. The agreement, signed by the Building Trades Council and the Carpenters Union, allows the market to drive the cost of the work using both union and non-union labor, giving union contractors a 7-day “last look” to meet or beat a non-union shop price. The unions are afforded access to the open shop contractor to discuss a voluntary one-time, project-specific agreement with unions to allow their members to work for the open shop contractor while not fully becoming signatory to the union. In addition to allowing the market to establish the pricing for jobs within Playa Vista, the PLA includes benefits the developers within Playa Vista as well as organized labor, regulating picketing and other organized labor tactics, allowing the unions the opportunity to compete for all jobs, and giving the unions access to subcontractors for recruiting purposes.

Local Hire Program

All builders and contractors at Playa Vista are required to participate in the Playa Vista Job Opportunities and Business Services (PVJOBS) program, an onsite job referral/job training program to identify and hire local at-risk youth, adults, veterans and students in career-track employment in the construction industries. Ten percent of all jobs in connection with the construction of buildings at Playa Vista are required to be through this program.

Lessons Learned

For a discussion on the lessons learned from Playa Vista, please see the additional information included in the **Appendix**.

Currently under construction, the 100-acre Phase 2 of Playa Vista consists of 2,800 residential units in an array of products and typologies, an approximate 200,000 square foot mixed use village center with Whole Foods market, movie theatres, shops, restaurants and offices, a resident-serving clubhouse and recreation center, and over twelve acres of parks, greenbelts and paseos. The plan responds to the emerging economy by transferring available residential unit allocations into upscale rental neighborhoods and aggregates available land for small lot single family detached homes and moderate-density luxury condominiums.



Team

Brookfield Residential
Developer/Builder

Community Website

www.setonurbandistrict.com/
setonurbandistrict.com/index.php/vision/tour-seton/

Financial Information

- » Community Revenue - \$850 Million
- » Infrastructure Costs - \$130 Million
- » Source of Capital – Brookfield Internally Financed

A new urban centre for south Calgary.

Brookfield Residential's vision for Seton is to offer an authentic urban lifestyle in south Calgary. Seton's aspiration is to become Calgary's true urban district outside of downtown.

Life in Seton is about easy access to everything – work, shopping, home, entertainment, education, health and fitness all in one place. And, with the South Health Campus, this is a place that anchors life in Calgary's south. Seton is about creating a synergy where people are immersed in a

Seton is located in one of the fastest growing areas of Calgary and our vision is to create a true urban district outside of the downtown core. The master plan encourages an eclectic, higher-density development by aligning all the necessary elements and setting the stage for smart growth in the future. This 365-acre mixed-use development is one of the largest and most exciting opportunities of its kind in North America. The plan includes over 2.5 million square feet of office and retail space, a 16-acre regional park, public library, schools, 1,300 multi-family residences, an active main street, Calgary's new South Health Campus, a hotel and recreation centre – all serviced by the future southeast LRT.

**The Seton Urban District**

Seton is a 365-acre multi-faceted urban development unique in Calgary. One of the most comprehensive mixed-use developments in North America, Seton's plan includes over two-and-a-half-million square feet of office and retail space, a 16-acre regional park, public library, schools, 1300 multi-family residences, an active main street, Calgary's new South Health Campus as well as the recently announced regional recreation centre – all serviced by the future southeast LRT. Our master plan is to encourage an eclectic, higher-density development by aligning all the necessary elements, and setting the stage for smart growth in the future.



The Regional Retail District, 600,000 sf

Situated on Seton's western edge, the regional retail district will focus on medium to larger format retailers ranging from general merchandise to banks/financial institutions, grocery stores and restaurants.

The Design District, 100,000 sf

Connected to the Regional Retail District, the Design District will offer stylish home décor and fashion boutiques alongside restaurants and related services.

Market Street, 175,000 sf

At the heart of Seton is Market Street, which will bring the urban experience to life through its eclectic mix of speciality shops, boutiques, cafés and other service oriented services.

Well connected with the rest of Calgary.

Easy access to work, shopping, entertainment, healthcare and education is a crucial component of the Seton experience. Seton is located adjacent to key transportation corridors; the Deerfoot Trail, Calgary's new ring road, 52nd Street, and the future LRT line, making this urban environment accessible to the rest of Calgary. Seton will also provide plenty of parking throughout the area, making the trip to/from and within Seton easy and convenient.

There are two LRT stations that stop at the South Health Campus/Market Street area and in the business district. In addition to both stations, the extensive pathway network will connect visitors and residents to all that Seton has to offer. Calgary Transit has created a great system for the public to access the South Health Campus from all areas of the City. [Click here to access the Calgary Transit South Health Campus Rider's Guide.](#)

Plenty of things to do in Seton

Play is essential for a balanced life, and opportunities abound in Seton. Seton will feature a multi-use recreation centre and public library, as well as a 16-acre regional park with sports fields to run, catch, chase, stretch or simply clear your mind. Rich with green spaces, an urban existence doesn't mean the absence of nature. Anyone working, living or visiting the area will enjoy how easy it is to slip in and out of the urban setting. Seton's network of pathways will offer the environment for running, biking and walking convenient for residents and those who live nearby.

Seton offers access to a diverse array of retailers, shops and services. Shopping plays an important role in everyday life in Seton. Our goal is to provide a rich, diverse urban experience with an eclectic mix of shops and services. Surrounded by Calgary's fastest growing quadrant and with excellent access from the Deerfoot Trail, the Calgary ring road or convenient transit connections, including two future LRT stations, people who live, work or visit here have a new one-stop shopping destination in Seton.

With three distinct areas, each with its own unique shopping experience, Seton offers approximately 875,000 square feet of dedicated retail space.



Team

Brookfield Residential
Developer/Builder
MVE & Partners
Architect for Harmony
at Colony Park

Community Website

<http://brookfieldsocal.com/downloads/colony-park.pdf>

Financial Information

- » Community Revenue - \$290 Million
- » Infrastructure Costs - \$48 Million
- » Source of Capital – Brookfield Internally Financed
- » No Public Financing

Life should be enjoyed to the fullest, with friends, fun places to experience and above all, a great place to call home. Colony Park brings it all together — a welcoming sense of community and a vibrant location near The New Anaheim where trendy boutiques, cafes and art museums dot the landscape of this revived location. The comfort of home and the dynamic, convenient lifestyle you want are all right here
The New Anaheim

Location is everything and Colony Park has it. The Historic Colony District of Anaheim is undergoing a Renaissance and it's all about moving forward. Life here is filled with limitless possibility and promise, one that brings incredible convenience to everyday activity, from the fun of walking to the Farmer's Market for fresh flowers or meeting a friend for dinner at the Packing House. At Colony Park and the New Anaheim, it's about energy and experiencing the life you want in your very own neighborhood. From The Shops At Anaheim Garden Walk to The Muzeo and Center Street Promenade, opportunities for culture, leisure and socializing await. It's all about connection, and Colony Park pays homage to the legacy of Anaheim, while connecting you to an exciting future.

Paying tribute to the City's arts and civic programs as well as desire to renew the downtown's historic center, the central public park (known literally "Colony Park" by the City of Anaheim) is the home of Anaheim's newest Art in Public Places, extending the art walk in the southerly direction and serving as its 25th attraction. The art walk plays a significant role in helping create a unique sense of place, offering individuality and local history to the City's revitalization efforts. Making the beautiful landscape a true work of art, the park offers multiple areas for children's play, including a watercourse telling the story of Anaheim's relationship to water while also inviting residents to cool down on a hot summer day.



Harmony at Colony Park

- Centrally located infill community on former underutilized land that maintains and relates to the historical characteristics of the surrounding neighborhood
- Employed principles of new urbanism to create a pedestrian-friendly community with extensive open-space and recreational amenities
- Appropriately scaled row townhomes, stacked flats and carriage units characterized by California and French Normandy-inspired architecture



Team

Brookfield Residential
Joint Developer/Builder

Project Details

- » 5,170 Residential Units, of which Brookfield constructed 1,400 homes
- » 2,300 acres total
- » 12.5 miles of trails
- » 1,150 acres of open space
- » 4 new SRVU Schools
- » 1 community college extension campus
- » 6 new magnet parks
- » 90 acres of planned parklands
- » 11,600 square foot library
- » Community Center, Fire Station and Child Care Centers

Financial Information

- » Community Revenue - \$3+ Billion
- » Infrastructure Costs - \$450 Million
- » Source of Capital – Brookfield, Centex & Lennar Joint Venture with Internal Equity
- » CFD and GHAD financing for public improvements and public infrastructure maintenance

Project Reference

Debbie Chamberlain,
Planning Director at
City of San Ramon
(925) 973-2560

The master-planned community of Windemere in San Ramon is one of the Bay Area's premier lifestyle opportunities. It features a dazzling array of amenities including state-of-the-art schools, acres of parks, miles of trails, a new community center and library, lots of dedicated open space and much more. Windemere also currently presents an expansive selection of new homes to meet the needs and budgets of area homebuyers.

The community began as the vision of Windemere BLC, a consortium of three of the Bay Area's finest builders, Brookfield Homes, Lennar Homes and Centex Homes. Since home construction started in 2002, the builders have completed 24 new home neighborhoods –more than 2,700 homes– providing a variety of residences from distinctive condominiums and townhomes to large, luxurious estate-size homes. What sets this master-planned community apart is the extensive planning and attention to detail.

"The scope of the Windemere master plan is amazing," stated Ellen Lehman, Vice President of Marketing for Brookfield Homes. "When completed it will contain around 5,000 households that enjoy a long list of amenities and many additional new home neighborhoods. Taken as a whole, Windemere is certainly one of the Bay Area's best places to live, learn and play."



Team

Brookfield Residential
Developer/Builder

Community Website

<http://livebrookfield.ca/livebrookfield/index.php/communities/mckenzie-towne/home/>

As Small Towne in the City

With its pedestrian friendly design, classic small town architecture, landmark community buildings and a thriving main street business centre, McKenzie Towne in southeast Calgary has been called a pioneer of new urbanism. Recognized by the Urban Land Institute as one of 26 exceptionally planned communities world-wide, McKenzie Towne uses time-honoured urban planning techniques in a new world suburban development. An eclectic mix of housing, tree-lined boulevards, back lane garages and wide front porches are just a few of the community's small-town inspired touches.

The Small Town Charm with The Big City Conveniences

McKenzie Towne has all of the amenities of an established neighbourhood, paired with the modern day charm of a small town. Featuring High Street with quaint shops and services, local schools, a private residents' club, abundant pathways and green spaces, McKenzie Towne makes day to day living simply beautiful.

**High Street**

Reminiscent of a small town main street, High Street is the centre of activity in McKenzie Towne. It features dozens of local conveniences, all just minutes from your door. There's a cozy neighbourhood pub and modern coffee shop where you can stop by on a Saturday afternoon, a grocery store where you can do all your shopping, as well as banking institutions, choose from a number of different restaurants to dine out at. Leave the traffic behind and take a stroll down to High Street.



Elgin Hill

Elgin Hill is the central feature of Elgin Village that residents can enjoy all year round. Elgin Hill comprises approximately 6-acres and is extensively landscaped featuring a play area, picnic tables and lots of park space to enjoy during the summer months. And when the snow flies, families can enjoy an afternoon of tobogganing on the biggest toboggan run in the area. The total length of the toboggan run stretches 295 feet.



From the top of Elgin Hill, which is over 30 feet up, residents can relax on benches strategically placed to take in the panoramic view of McKenzie Towne. The top of the hill is crowned with soft landscaping and highlighted by three hand-carved tindlestone arches, which are reminiscent of medieval castle ruins. Boulders are placed along the western slope of the hill to appear as if they tumbled down from the castle ruins hundreds of years ago. Residents are sure to enjoy this wonderful community park in the centre of Elgin Village.



The Pond at Elgin Village

The Pond is a remarkable amenity for the residents of Elgin Village. Connected to Elgin Village via the Pathways at Elgin Hill, all homeowners and guests can enjoy the recreational opportunities that the pond and its adjacent park provide. Although the storm-pond is manmade, it has developed into a natural environment that promotes the growth of bulrushes and cattails and attracts ducks, geese and other waterfowl.



The pond encompasses 30-acres – including 20-acres of water surface and 10-acres of adjacent landscaping. The shoreline has been finished with a “hard rock” edge treatment and the shallow edges of the pond are decorated with pond lilies and shaded by strategically planted trees. A 10-acre, landscaped park surrounds the pond and a pathway system winds its way past benches and other lookouts along the pond’s edge. The pathway system is an ideal setting for numerous scenic outdoor activities such as cycling, jogging, walking, rollerblading, bird-watching and photography.



MacKenzie Towne Hall

McKenzie Towne Hall offers a wonderful recreational space for programmed activities, community meetings and club events. The 15,600 sq. ft. building contains a gymnasium – perfect for floor hockey, basketball and community events. The building also has several multi-purpose rooms for such things as programmed activities like yoga and aerobics, parent & tot classes or booking your own special occasion. Residents can also enjoy outdoor play areas and patio and deck space that provides wonderful panoramic views of the community and mountains. Located at the traffic circle, McKenzie Towne Hall is a central amenity that all residents can enjoy.



Team

Brookfield Residential
Developer/Builder

Development Summary

- » 1,454 Units
- » 15% Affordable –
218 Apartment Units
- » 100,000+ Square
Feet Commercial /
Retail On 7 Acres
- » 60 Acres Of Onsite
Open Space
- » 13 Acres At Two
Onsite Public Parks
- » 3 Miles Of Onsite
Trails Linking
University Park To The
Existing City, Sonoma
State University,
Rancho Cotate High
School, Middle
School And Green
Music Center
- » 4 Land Development
Phases With 12
Neighborhoods

Financial Information

- » Community Revenue
- \$650 Million
- » Infrastructure Costs -
\$ 140 Million
- » Source of Capital –
Brookfield Internally
Financed
- » CFD for public
improvements and
maintenance

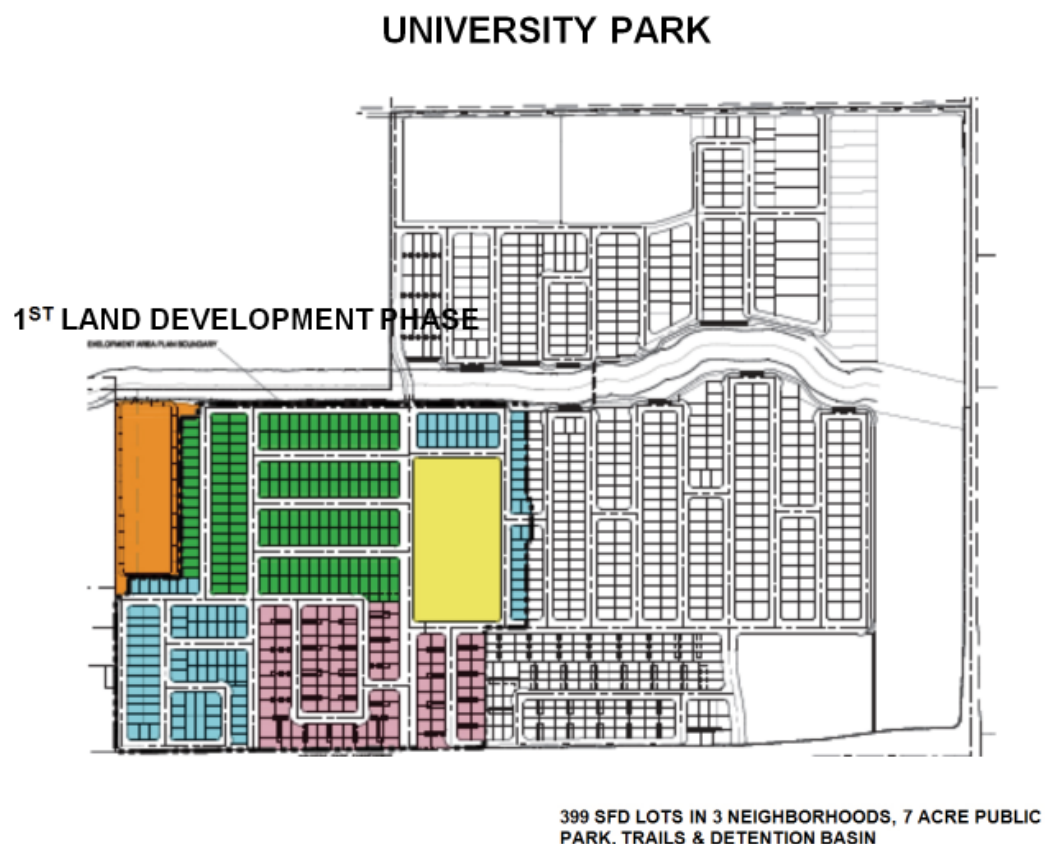
Project Reference

Marilyn Ponton,
Development Services
Director
Rohnert Park
(707) 588-2231

University Park is located in the easterly portion of the City of Rohnert Park, approximately 50 miles north of San Francisco. This “family friendly town” has many amenities including parks, open space, creeks, schools, neighborhood shopping centers, community center, as well as the Graton Rancheria Casino located nearby to the City.

University Park is a 260 acre pedestrian oriented master planned community with 1,236 single family homes and 218 affordable apartments located within walking distance to Sonoma State University, Green Music Center, Ranch Cotate High School, Lawrence Jones Middle School, Spreckels Community Center, and the nearby Medical Village.

The City has a majority of its residents commuting to jobs within 30 minutes, while increased business growth and employment is anticipated to continue in Sonoma County. Regional transportation has been improved significantly in this area, with the widening of Highway 101 and the proposed SMART Train extension that will connect Rohnert Park to the Bay, allowing transit by ferry to San Francisco.



Team

Urban Community Partners

Project lead for vision, entitlements, project management

Urban Design Associates

Urban Planners, Specific Plan, Pattern Book, Architecture

Project Type

Master Planned Community, Public/Private Partnership

Description

- » Mixed-Use
- » Mixed Income
- » Military Base Reuse Traditional
- » Neighborhood Development
- » New Urbanist Design

Size/Details

- » 244 Acres
- » 1470 Residential units
- » 105,000 sf mixed-use town center
- » 65,000 sf Historic Arts District
- » Fire Station
- » Library
- » Parks & Recreational

Development Cost

\$120 Million (infrastructure)



Team

Urban Community Partners

Project lead for vision, entitlements, project management

Development Cost:

\$40 Million



EAST GARRISON TOWN CENTER-COMMERCIAL VISION



©2011 conceptual rendering. Developed for the right to build (preliminary) - shared as is only.

Team**Urban Design Associates**

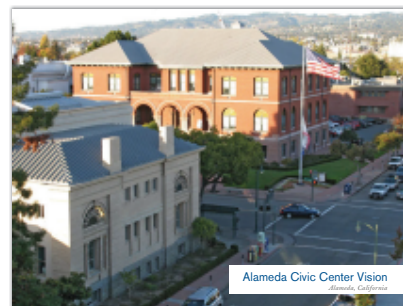
Planning & Urban Design

Urban Community**Partners**Development and
Implementation Advice**Project Description**

The City of Alameda, in collaboration with UDA and UCP, facilitated three planning processes to create contextual planning and improvement visions for the Civic Center, Webster Street, and Encinal Terminals. In all cases we were charged with using the results of previous planning efforts as the departure point for creating an updated vision. Our process featured digital models and perspective drawings that allowed everyone involved to visualize the scale and character of recommendations.

Reference

Andrew Thomas, AICP,
Planning Services
Manager, Planning and
Building Department,
athomas@ci.alameda.
ca.us



Team**Urban Design****Associates**

Planning & Urban Design

Project Description

UDA prepared a master plan and district guidelines for the North Shore, an area directly across the Allegheny River from downtown Pittsburgh designated as the site for two new major league stadiums (for the Steelers and the Pirates) and related economic development. Implemented features of the North Shore Master Plan and Design Guidelines include: a new urban street grid, two stadiums, several parking garages, two hotels, new headquarters office buildings for Del Monte Foods and Equitable Resources, a \$30 million riverfront park, a light rail station, an amphitheater, and retail uses. Housing is anticipated as a future phase.

Reference

Arthur J. Rooney II,
President
Pittsburgh Steelers Sports,
Inc.
(412)432-7809
lowed@steelers.nfl.com

Implemented features of the North Shore Master Plan include: a new urban street grid; two stadiums; two parking garages; three hotels; light rail stations; an amphitheater; retail uses; new headquarters buildings for Del Monte Foods and Equitable Resources; and a \$30 million riverfront park. Future phases include additional office buildings and multi-family housing. A new 70-acre award winning riverfront park extends a ½-mile along the river's edge and has transformed the face of downtown Pittsburgh. Since the inception of the plan in 2001, the North Shore has become a bustling area complete with restaurants, entertainment, hotels, and new office space all with unparalleled access to a reinvented riverfront.



Team**Urban Design****Associates**

Planning & Urban Design

Project Description

UDA was commissioned to prepare a master plan for the waterfront. The primary program was a new mixed-use district anchored by two new sports stadiums. The objective was to generate maximum economic benefit for the downtown and to revitalize the central Ohio River riverfront. During a design charrette and a series of public forums, urban design principles were developed to guide future redevelopment and growth. The design creates a new riverfront park and includes the National Underground Railroad Museum, a mixed-use district (now under construction), a transit center, and a restructured downsized urban highway. The riverfront (now complete) is restored as the “front door” of the city, once again a hub of activity and a place that connects people to the urban environment.

Reference

Roxanne Qualls
(513)404-7263
roxanne.qualls@gmail.com

The UDA Master Plan set the location and urban design metrics for two stadiums, the reconstruction of Fort Washington Way, the new Riverfront Transit Center, and cultural amenities such as the Freedom Center. Phase 1 of The Banks, a new mixed use district, will add to the vibrancy of the riverfront. Construction of the project has or will generate 3,600 construction jobs and \$600 million in economic activity. The ongoing effects of the project will annually be associated with approximately 2,400 jobs and \$275 million in economic activity. The private public partnerships that were formed to develop infrastructure, in addition to the previous ten-years of riverfront construction that preceded this development, have been a critical component of The Banks development. Together, these public and private investments in construction and the ongoing operations of businesses are projected to produce \$3 billion of economic impact for the City of Cincinnati and Hamilton County.



Team**Urban Design****Associates**

Planning & Urban Design

Project Description

UDA has served as urban design consultant for the City of Norfolk since 1989, when we developed the Downtown 2000 Master Plan. Initial interventions like the Tidewater Community College downtown campus and the Granby Street improvements catalyzed an entire revitalization of Norfolk's city center. UDA has since updated this plan twice and continues to inform drastic transformations to the downtown fabric including entertainment, retail, urban residential, true mixed-use (instead of multi-use), and civic interventions. All of our plans continue to create framework for development in which individual projects, coordinated with public investment, rebuild the downtown as a 24-hours, 7-days-a-week center for the region.

Reference

The Honorable Paul Fraim
City of Norfolk
(757)664-4679
paul.fraim@norfolk.gov

To date, the City's tax revenues have increased by nearly two billion dollars, making Downtown Norfolk one of the most successful transformation stories in the United States. Once seriously decayed, unsafe, and deserted at night, Downtown Norfolk has been revitalized by the "economic flypaper" that strong planning provides, creating a vibrant, 24x7x365 live/work/play cosmopolitan heart to this metropolitan region in eastern Virginia.



Team

MVE & Partners, Inc.
Architect & Planner

Project Highlights

- » City of Oakland's first LEED Silver certified multi-family project
- » A transit-oriented community that revitalizes an existing BART station and bus lines
- » Unique amenities and gathering spaces for socially active urban professionals

Development Costs

\$187 million

Reference

Ignacio De La Fuente,
Former Oakland City
Council Member
510-238-7247

Project Description

The Uptown apartment project is a key component of a 14-acre revitalization plan in the heart of Downtown Oakland, providing much-needed mixed-income housing conveniently located near BART transit stations and job centers, as well as a thriving arts and entertainment district. Achieving industry recognition as an exemplary urban renewal project, The Uptown has successfully transformed a dilapidated parking structure on a brownfield site into a vibrant mixed-use community resulting in an influx of new residents to the area and a resurgence of economic development.

The Uptown features three architecturally distinct buildings – The William, The Telegraph, and The Thomas Berkley – each designed with a unique combination of brick, concrete, metal, and glass that complements the surrounding historic fabric and creates a seamless streetscape that appears to have evolved over decades. Common resident amenities include spacious lobbies and lounges, a game room, theater and fitness center. Cohesively blending old and new, The Uptown is authentically urban, culturally diverse, and represents the future of sustainable, metropolitan living.



Team

MVE & Partners, Inc.
Architect & Planner

Project Highlights

- » Adaptive reuse of surface parking into an active mixed-use community
- » Market-rate apartments situated near a prime BART transit station
- » A LEED certified community with walkable streetscapes and neighboring hiking trails
- » 18 acres Mixed Use;
- » 45,000 sq.ft. Retail
- » 290,000 sq.ft. Commercial Office

Development Costs

\$107 million

Reference

Jeff White,
Development Manager
AvalonBay
Communities
(415) 601-9512
jeff_white@avalonbay.com

Project Description

Contra Costa Centre Transit Village's development plan is the culmination of almost 10 years of planning by the Contra Costa County Redevelopment Agency, Bay Area Rapid Transit (BART) Officials and the Pleasant Hill community. Land that is primarily surface parking for the 1,500 BART patrons, will now accommodate this new transit village. The site plan is based on principles of new urbanism community planning. It integrates a highly complex network of vehicular, bicycle and pedestrian circulation, existing site features, diverse street sections and current building codes to reach a density level that can sustain a community mixed-use development with a retail component.

Working closely with the development team, city agencies and community, MVE developed a plan which transforms the transit center site into a vibrant mixed-use town center. At the heart of the plan is a Town Square adjacent to the BART station gates offering a public gathering and place-making opportunity. Civic functions will be located in this prominent area. Opposite the town square, is a 12-story office building (290,000 sq.ft.) with conference facilities (20,000 sq.ft.) complementing existing mid-rise office buildings adjacent to the site. The proximity to the transit station encourages employees to use public transportation. A replacement parking structure for 1,550 BART patron cars is situated nearby.



Team**SWA**

Master planning and landscape architectural services designed to LEED-ND specifications

MVE & Partners, Inc.

Retained by Catellus to assist them in conceptual land planning efforts for their Alameda Landing property

Project Description

Alameda Landing is a mixed-use waterfront project including retail, office and residential. Waterfront usage is currently industrial. Expansive views on the waterfront are diverse, moving west from the San Francisco skyline to heavy industry and ending east with a view towards Jack London Square and Oakland. Project emphasis is placed on preservation of the unique character of the waterfront through reuse of existing site materials throughout the landscape, while office buildings and parking structures will reuse existing warehouses. Bioswales and a retention basin are to be used throughout the 105-acre site. Landscape interventions will be minimal to preserve the existing character and to acknowledge the limited capabilities of an industrial site.



Team

SWA

Concept Design
Design Development
Construction Drawings

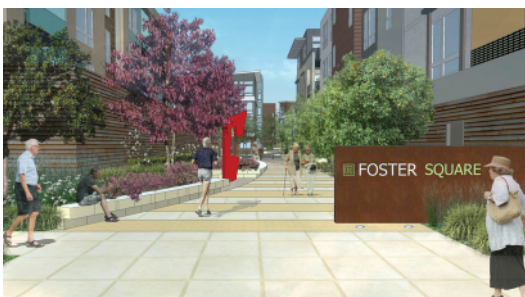
Urban Community Partners

Original Visioning &
RFQ/P preparation
Project Management/
Entitlements
Development services/
proformas,
Retail strategy and
implementation
Profit participation

Project Description

Foster Square is a senior housing development in Foster City accommodating 160 units of assisted living, 66 affordable senior homes, 30,000 SF of commercial space, a public plaza, and a park. The landscape design reinforces the neighborhood's urban design framework of an interconnected, pedestrian-scale network of streets, landscaped paseos, gardens, activity nodes and public gathering spaces. A major goal is to link residents and visitors via tree-lined pedestrian ways and streets to the civic center. Plant materials emphasize native, water-conserving species well-adapted to the unique micro-climatic and soils conditions of Fremont.

Urban Community Partners assembled a team of developers and consultants to respond to the City sponsored RFQ/RFP process. The Foster City Community Partner team was awarded the project and entitlements were approved November 2013. Construction is anticipated to commence Spring 2014. The goal is to create a mixed use Town Center with 35,000 sf of commercial, public spaces and 400 units of senior oriented housing including market rate, affordable and assisted living.



Team**SWA**

Master Planning
Landscape Architecture

Project Description

One of the US' newest urban-waterfront plazas is also the Bay Area's oldest, Jack London Square in Oakland. Located across the Bay from San Francisco, Jack London Square is a transformation of a former working waterfront into 6 square blocks of offices, shops, cafes, boat marinas - and now public spaces which have brought it all together, creating an engaging plaza/ greenspace that is attracting both steady day-and evening pedestrians as well as large public gatherings.

The public space design connects Jack London's varied uses with large plazas, linear spaces and visual elements. The plan extends the city to the waterfront by creating public waterfront spaces which can support a variety of programmatic uses. Palm trees give these spaces vertical scale and concrete seat walls and hedges break up the spaces to create more intimate areas.



Team

SWA

Landscape Architecture

Project Description

SWA provided full landscape architectural services for Santana Row, a 40-acre neotraditional town center near downtown San Jose. The new development artfully weaves together a variety of design styles, building elevations, and landscape elements, with the intention of creating an area that gives the impression of having evolved over time. Evoking an urban village, Santana Row offers a place for locals to “escape” without having to sacrifice urban amenities.

The international restaurants and upscale retail stores on Santana Row’s European-style main street are topped with housing and a boutique hotel. The site contains 680,000 square feet of retail space, including 200 luxury hotel rooms, 15 restaurants, an art-house movie theater, and additional entertainment facilities - all in a setting of richly landscaped parks, plazas, and streetscapes.



Financial Summary

The Financial Summary for Brookfield Residential is included in the following section. For a comprehensive review of the company performance, you can view Brookfield Residential's 2013 Annual Report and Q1 Quarterly Report at <http://www.brookfieldrp.com/investor-relations/financials>.



FINANCIAL PROFILE

SELECTED FINANCIAL INFORMATION

<i>(millions, except per unit activity, percentages and per share amounts)</i>	THREE MONTHS ENDED MARCH 31	
	2014	2013
RESULTS FROM OPERATIONS		
Total revenue	\$ 208	\$ 171
Land revenue	44	52
Housing revenue	164	119
Gross margin (\$)	59	51
Gross margin (%)	28%	30%
Income before income taxes	35	7
Income tax expense	(8)	(3)
Net income attributable to Brookfield Residential	25	4
Basic income per share	\$ 0.21	\$ 0.04
Diluted income per share	\$ 0.21	\$ 0.04

SELECTED FINANCIAL INFORMATION (CONTINUED)

THREE MONTHS ENDED MARCH 31

(millions, except unit activity and average selling price)

	2014	2013
OPERATING DATA		
Lot closings for Brookfield Residential (single family units)	324	354
Lot closings for unconsolidated entities (single family units)	122	16
Acre closings for Brookfield Residential (multi-family, industrial and commercial parcels)	4	-
Acre closings for unconsolidated entities (multi-family, industrial and commercial parcels)	2	-
Acre closings for Brookfield Residential (raw and partially finished parcels)	2	-
Average lot selling price for Brookfield Residential (single family units)	\$ 127,000	\$ 146,000
Average lot selling price for unconsolidated entities (single family units)	\$ 57,000	\$ 239,000
Average per acre selling price for Brookfield Residential (multi-family, industrial and commercial parcels)	\$ 836,000	\$ -
Average per acre selling price for unconsolidated entities (multi-family, industrial and commercial parcels)	\$ 188,000	\$ -
Average per acre selling price for Brookfield Residential (raw and partially finished parcels)	\$ 211,000	\$ -
Home closings for Brookfield Residential (units)	346	294
Home closings for unconsolidated entities (units)	4	2
Average home selling price for Brookfield Residential (per unit)	\$ 473,000	\$ 406,000
Average home selling price for unconsolidated entities (per unit)	\$ 576,000	\$ 922,000
Net new home orders for Brookfield Residential (units)	655	657
Net new home orders for unconsolidated entities (units)	29	18
Backlog for Brookfield Residential (units at end of period)	1,211	1,180
Backlog for unconsolidated entities (units at end of period)	38	33
Backlog value for Brookfield Residential	\$ 609	\$ 519
Backlog value for unconsolidated entities	\$ 17	\$ 16

QUARTERLY FINANCIAL INFORMATION

	2014	2013				2012		
(millions, except per unit activity and per share amounts)	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Lots closings (single family units)	324	1,177	463	408	354	1,019	386	463
Acre closings (multi-family, industrial and commercial parcels)	4	8	13	6	-	79	2	22
Acre closings (raw and partially finished parcels)	2	2	1	216	-	1	-	438
Home closings (units)	346	856	606	460	294	725	477	355
Revenue	\$ 208	\$ 555	\$ 333	\$ 298	\$ 171	\$ 715	\$ 245	\$ 248
Direct cost of sales	(149)	(407)	(234)	(221)	(120)	(603)	(176)	(175)
Gross margin	59	148	99	77	51	112	69	73
Gain on commercial assets held for sale	33	-	-	-	-	-	-	-
Selling, general and administrative expense	(45)	(52)	(42)	(40)	(36)	(41)	(32)	(30)
Interest expense	(16)	(15)	(15)	(11)	(11)	(10)	(11)	(10)
Other income / (expense)	4	9	2	4	3	4	(1)	1
Income before income taxes	35	90	44	30	7	65	25	34
Income tax expense	(8)	(7)	(8)	(5)	(3)	(9)	(11)	(12)
Net income	27	83	36	25	4	56	14	22
Net (income) / loss attributable to non-controlling interest and other interests in consolidated subsidiaries	(2)	(4)	(1)	(1)	-	-	1	-
Net income attributable to Brookfield Residential	\$ 25	\$ 79	\$ 35	\$ 24	\$ 4	\$ 56	\$ 15	\$ 22
Foreign currency translation	(29)	(23)	14	(23)	(19)	(4)	6	(3)
Comprehensive (loss) / income	\$ (4)	\$ 56	\$ 49	\$ 1	\$ (15)	\$ 52	\$ 21	\$ 19
Earnings per common share attributable to Brookfield Residential								
Basic	\$ 0.21	\$ 0.67	\$ 0.30	\$ 0.21	\$ 0.04	\$ 0.52	\$ 0.15	\$ 0.22
Diluted	\$ 0.21	\$ 0.67	\$ 0.29	\$ 0.21	\$ 0.04	\$ 0.52	\$ 0.15	\$ 0.22
Weighted average common shares outstanding (in thousands)								
Basic	117,031	117,026	116,856	116,455	116,316	107,160	99,819	99,812
Diluted	118,273	118,009	117,784	117,556	117,269	107,759	100,335	100,200

CONDENSED CONSOLIDATED BALANCE SHEETS

	MAR 31	DEC 31	SEPT 30	JUNE 30	MAR 31
<i>(thousands, except percentages)</i>	2014	2013	2013	2013	2013
ASSETS					
Land and housing inventory	\$2,452,698	\$2,399,242	\$2,529,686	\$2,465,187	\$2,351,835
Investments in unconsolidated entities	222,734	206,198	200,468	187,803	162,425
Commercial properties	-	-	46,101	14,863	15,013
Commercial assets held for sale	-	47,733	-	-	-
Receivables and other assets	297,548	341,090	342,705	309,348	317,170
Restricted cash	6,704	8,169	25,230	19,550	12,140
Cash and cash equivalents	237,581	319,735	250,060	274,438	30,270
Deferred income tax assets	12,012	21,594	-	-	6,604
	\$3,229,277	\$3,343,761	\$3,394,250	\$3,271,189	\$2,895,457
LIABILITIES					
Notes payable	\$1,100,000	\$1,100,000	\$1,100,000	\$1,100,000	\$ 600,000
Bank indebtedness and other financings	267,400	348,853	460,829	444,272	602,559
Total financings	1,367,400	1,448,853	1,560,829	1,544,272	1,202,559
Accounts payable and other liabilities	386,968	418,410	413,199	371,016	364,805
Deferred income tax liabilities	-	-	5,973	11	-
Total liabilities	1,754,368	1,867,263	1,980,001	1,915,299	1,567,364
Other interests in consolidated subsidiaries	38,512	36,641	32,017	30,412	33,515
EQUITY	1,436,397	1,439,857	1,382,232	1,325,478	1,294,578
	\$3,229,277	\$3,343,761	\$3,394,250	\$3,271,189	\$2,895,457
Net Debt to Total Capitalization	43%	43%	48%	48%	47%

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

<i>(thousands, except per share amounts)</i>	THREE MONTHS ENDED MARCH 31	
	2014	2013
REVENUE		
Land	\$ 44,705	\$ 51,713
Housing	163,674	119,309
	208,379	171,022
DIRECT COSTS OF SALES		
Land	(24,087)	(23,239)
Housing	(125,405)	(96,704)
	58,887	51,079
Gain on commercial assets held for sale	32,927	-
Selling, general and administrative expense	(44,837)	(36,252)
Interest expense	(16,104)	(10,506)
Equity in earnings from unconsolidated entities	2,651	1,794
Other income	2,322	1,852
Depreciation	(1,149)	(999)
Income before incomes taxes	34,697	6,968
Current income tax (expense) / recovery	(36)	60
Deferred income tax expense	(8,065)	(2,632)
NET INCOME	26,596	4,396
Net income attributable to non-controlling interest and other interests in consolidated subsidiaries	(1,747)	(120)
NET INCOME ATTRIBUTABLE TO BROOKFIELD RESIDENTIAL	\$ 24,849	\$ 4,276
OTHER COMPREHENSIVE INCOME		
Unrealized foreign exchange loss on translation of the net investment in Canadian subsidiaries	(29,446)	(19,186)
COMPREHENSIVE LOSS ATTRIBUTABLE TO BROOKFIELD RESIDENTIAL	\$ (4,597)	\$ (14,910)
COMMON SHAREHOLDERS EARNINGS PER SHARE		
Basic	\$ 0.21	\$ 0.04
Diluted	\$ 0.21	\$ 0.04
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING <i>(in thousands)</i>		
Basic	117,031	116,316
Diluted	118,273	117,269

SELECTED OPERATING INFORMATION – LAND

	THREE MONTHS ENDED MARCH 31			
	2014		2013	
	UNITS	\$	UNITS	\$
<i>(millions, except per unit activity)</i>				
LOT CLOSINGS (SINGLE FAMILY UNITS)				
Canada	215	\$ 34	302	\$ 48
California	-	-	-	-
Central and Eastern U.S.	109	6	52	4
Subtotal	324	40	354	52
Unconsolidated Entities	122	7	16	4
Total	446	\$ 47	370	\$ 56
ACRE CLOSINGS (MULTI-FAMILY, INDUSTRIAL AND COMMERCIAL PARCELS)				
Canada	4	\$ 3	-	\$ -
California	-	-	-	-
Central and Eastern U.S.	-	-	-	-
Subtotal	4	3	-	-
Unconsolidated Entities	2	1	-	-
Total	6	\$ 4	-	\$ -
ACRE CLOSINGS (RAW AND PARTIALLY FINISHED PARCELS)				
Canada	2	\$ 1	-	\$ -
California	-	-	-	-
Central and Eastern U.S.	-	-	-	-
Subtotal	2	1	-	-
Unconsolidated Entities	-	-	-	-
Total	2	\$ 1	-	\$ -

SELECTED OPERATING INFORMATION – LAND (CONTINUED)

	THREE MONTHS ENDED MARCH 31	
	2014	2013
AVERAGE LOT SELLING PRICE (SINGLE FAMILY UNITS)		
Canada	\$ 162,000	\$ 157,000
California	-	-
Central and Eastern U.S.	58,000	80,000
	127,000	146,000
Unconsolidated Entities	57,000	239,000
Average selling price	\$ 108,000	\$ 150,000
AVERAGE PER ACRE SELLING PRICE (MULTI-FAMILY, INDUSTRIAL AND COMMERCIAL PARCELS)		
Canada	\$ 836,000	\$ -
California	-	-
Central and Eastern U.S.	-	-
	836,000	-
Unconsolidated Entities	188,000	-
Average selling price	\$ 569,000	\$ -
AVERAGE PER ACRE SELLING PRICE (RAW AND PARTIALLY FINISHED PARCELS)		
Canada	\$ 211,000	\$ -
California	-	-
Central and Eastern U.S.	-	-
	211,000	-
Unconsolidated Entities	-	-
Average selling price	\$ 211,000	\$ -
ACTIVE LAND COMMUNITIES		
	FOR THE PERIOD ENDED MARCH 31	
	2014	2013
Canada	11	11
California	4	2
Central and Eastern U.S.	8	7
	23	20
Unconsolidated Entities	1	1
Total	24	21

SELECTED OPERATING INFORMATION – HOUSING

<i>(millions, except per unit activity and average selling price)</i>	THREE MONTHS ENDED MARCH 31			
	2014		2013	
	UNITS	\$	UNITS	\$
HOME CLOSINGS				
Canada	221	\$ 75	181	\$ 58
California	80	68	71	42
Central and Eastern U.S.	45	21	42	19
	346	164	294	119
Unconsolidated Entities	4	2	2	1
Total	350	\$ 166	296	\$ 120

AVERAGE HOME SELLING PRICE	THREE MONTHS ENDED MARCH 31	
	2014	2013
Canada	\$ 337,000	\$ 323,000
California	849,000	598,000
Central and Eastern U.S.	470,000	440,000
	473,000	406,000
Unconsolidated Entities	576,000	922,000
Average selling price	\$ 474,000	\$ 408,000

NET NEW HOME ORDERS (UNITS)		
Canada	446	380
California	127	171
Central and Eastern U.S.	82	106
	655	657
Unconsolidated Entities	29	18
Total	684	675

SELECTED OPERATING INFORMATION – HOUSING (CONTINUED)

(millions, except active housing communities and per unit activity)

	FOR THE PERIOD ENDED MARCH 31	
ACTIVE HOUSING COMMUNITIES	2014	2013
Canada	21	16
California	16	9
Central and Eastern U.S.	14	10
	51	35
Unconsolidated Entities	2	2
Total	53	37

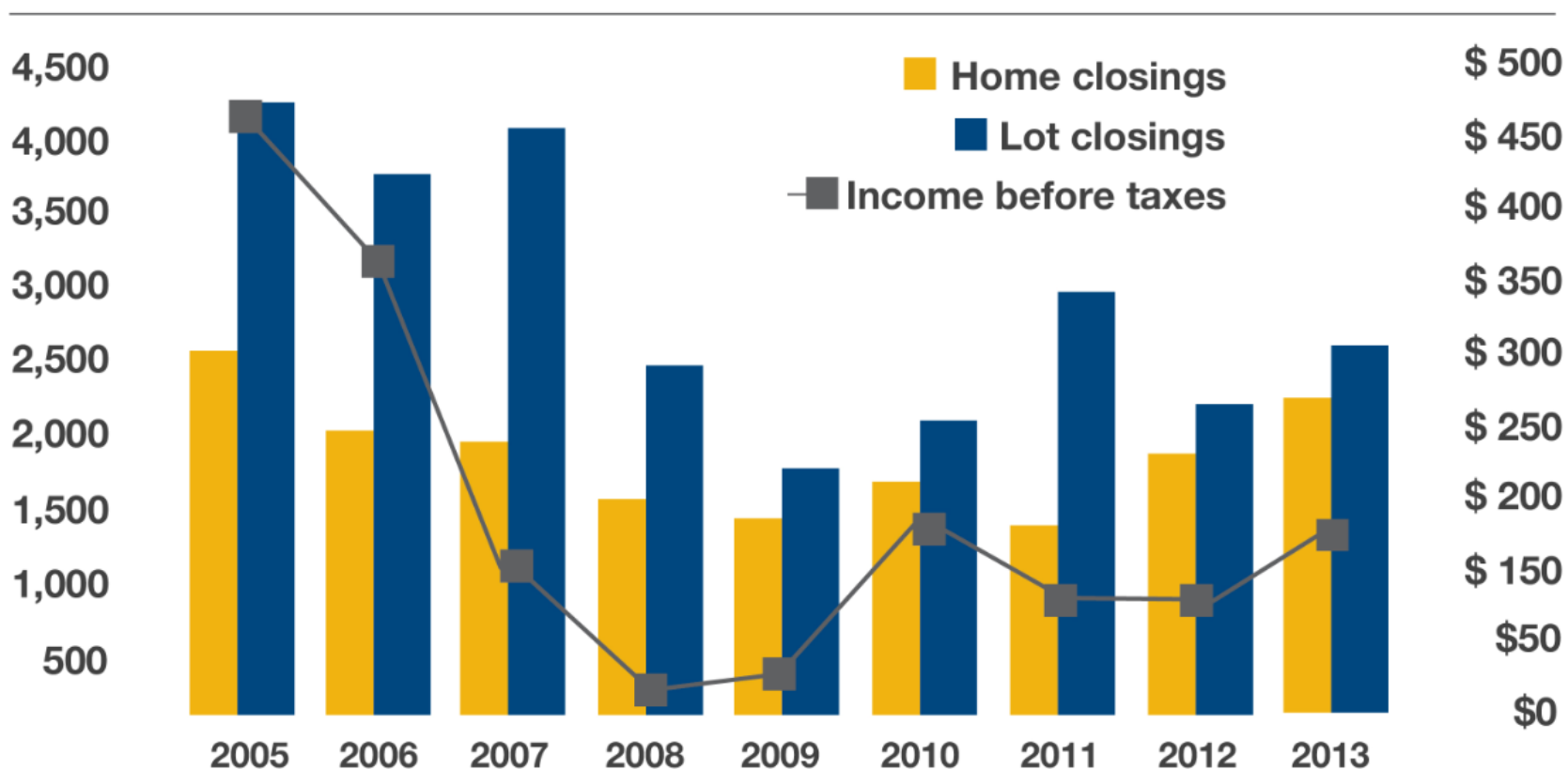
	FOR THE PERIOD ENDED MARCH 31			
BACKLOG AT END OF PERIOD	2014		2013	
	Units	Value	Units	Value
Canada	887	\$ 351	818	\$ 318
California	173	177	218	127
Central and Eastern U.S.	151	81	144	74
	1,211	609	1,180	519
Unconsolidated Entities	38	17	33	16
Total	1,249	\$ 626	1,213	\$ 535

SELECTED OPERATING INFORMATION – GROSS MARGIN

(millions, except percentages)	THREE MONTHS ENDED MARCH 31			
	2014		2013	
	\$	%	\$	%
LAND GROSS MARGIN				
Canada	\$ 20	53%	\$ 29	60%
California	-	-	-	-
Central and Eastern U.S.	1	17%	(1)	-25%
Total	\$ 21	48%	\$ 28	54%
HOUSING GROSS MARGIN				
Canada	\$ 18	24%	\$ 12	21%
California	17	25%	8	19%
Central and Eastern U.S.	3	14%	3	16%
Total	\$ 38	23%	\$ 23	19%
TOTAL GROSS MARGIN				
Canada	\$ 38	34%	\$ 41	39%
California	17	25%	8	19%
Central and Eastern U.S.	4	15%	2	9%
Total	\$ 59	28%	\$ 51	30%

CONSISTENT PROFITABILITY

Profitable throughout downturn



HISTORICAL PROFORMA FINANCIAL INFORMATION

BROOKFIELD RESIDENTIAL PROPERTIES

(millions, except unit activity)

YEAR ENDED DECEMBER 31

	2013	2012	2011	2010	2009	2008	2007	2006	2005
Home Closings (units)	2,216	1,808	1,295	1,600	1,347	1,490	1,875	1,977	2,529
Lot Closings (single family units)	2,402	2,142	2,912	2,017	1,682	2,422	4,050	3,716	4,243
Acre Closings	247	543	94	68	412	342	85	63	44
Revenue									
Land	\$ 373	\$ 622	\$ 524	\$ 355	\$ 263	\$ 389	\$ 420	\$ 318	\$ 284
Housing	983	718	484	599	491	638	837	957	1,251
Total Revenues	1,356	1,340	1,008	954	754	1,027	1,257	1,275	1,535
Direct cost of sales	(981)	(1,048)	(740)	(687)	(604)	(739)	(913)	(909)	(1,059)
Impairment of land inventory	-	-	-	-	(41)	(118)	(88)	(10)	-
Gross margin	375	292	268	267	109	170	256	356	476
Selling, general and administrative	(170)	(128)	(101)	(99)	(79)	(106)	(106)	(83)	(107)
Equity in earnings of unconsolidated entities	9	10	4	-	3	4	15	61	66
Impairment of unconsolidated entities	-	-	-	-	(13)	(38)	(15)	-	-
Other income / (expense)	(42)	(45)	(41)	21	16	(10)	4	18	26
Income before income taxes	\$ 172	\$ 129	\$ 130	\$ 189	\$ 36	\$ 20	\$ 154	\$ 352	\$ 461

* Prior to January 1, 2011, the Company's business practice in Alberta was to not transfer title on its lots sold to the homebuilder who built the home and ultimately sold the home to the consumer, but to wait and transfer title of the lot to the ultimate homebuyer at the time of the home closing. As a result of the change in business practice, 2011 revenue was higher when compared to previous and future periods. In 2011, there were non-recurring revenues and direct costs of sales due to the change in business practice. Single-family lots of 1,043 and Multi-family acres of 19 were non-recurring. This equates to \$189 million of revenues, \$140 million of direct costs of sales and \$49 million of gross margin.

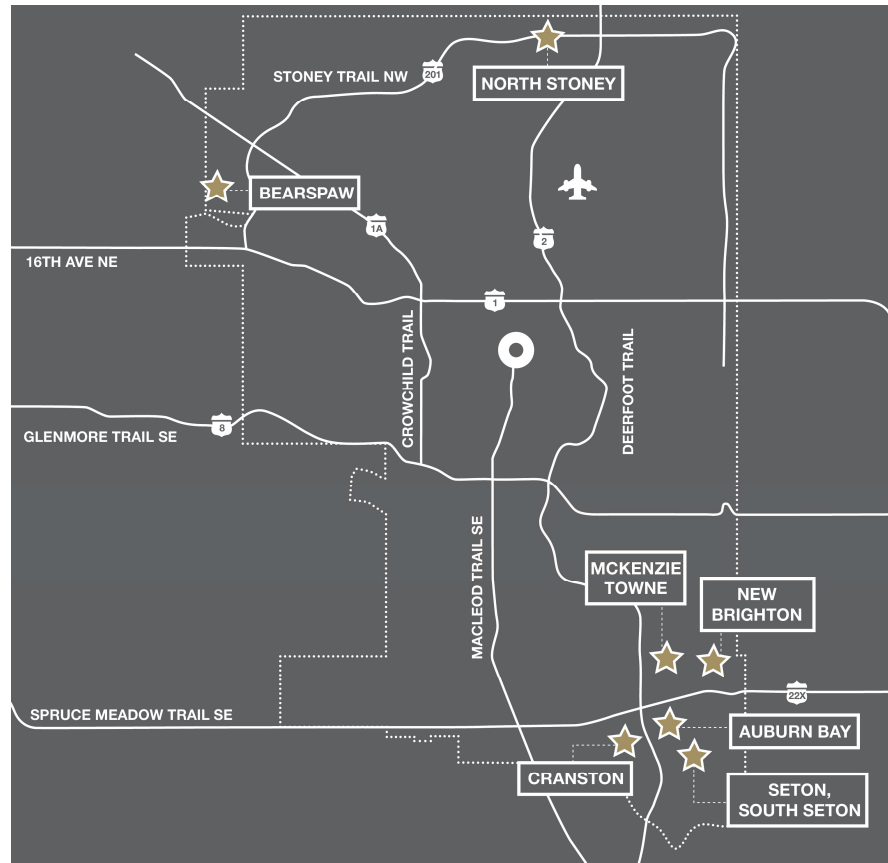
HISTORICAL PROFORMA FINANCIAL INFORMATION

(millions, except unit activity)	YEAR ENDED DECEMBER 31				
	2009	2008	2007	2006	2005
<u>BPO RESIDENTIAL</u>					
Home Closings (units)	648	745	1,050	818	947
Lot Closings (single family units)	1,213	1,806	2,722	2,882	3,001
Acre Closings	412	342	85	63	44
Revenue					
Land	\$ 227	\$ 355	\$ 378	\$ 230	\$ 144
Housing	151	223	296	173	177
Total Revenues	378	578	674	403	321
Direct cost of sales	(250)	(323)	(432)	(292)	(244)
Impairment of land inventory	(17)	(3)	-	-	-
Gross margin	111	252	242	111	77
Selling, general and administrative	(27)	(37)	(37)	(24)	(17)
Equity in earnings of unconsolidated entities	2	1	2	3	1
Impairment of unconsolidated entities	-	-	-	-	-
Other income / (expense)	3	8	10	9	9
Income before income taxes	\$ 89	\$ 224	\$ 217	\$ 99	\$ 70
<u>BROOKFIELD HOMES CORPORATION</u>					
Home Closings (units)	699	745	825	1,159	1,582
Lot Closings (single family units)	469	616	1,328	834	1,242
Acre Closings	-	-	-	-	-
Revenue					
Land	\$ 36	\$ 34	\$ 42	\$ 88	\$ 140
Housing	340	415	541	784	1,074
Total Revenues	376	449	583	872	1,214
Direct cost of sales	(354)	(416)	(481)	(617)	(815)
Impairment of land inventory	(24)	(115)	(88)	(10)	-
Gross margin	(2)	(82)	14	245	399
Selling, general and administrative	(52)	(69)	(69)	(59)	(90)
Equity in earnings of unconsolidated entities	1	3	13	58	65
Impairment of unconsolidated entities	(13)	(38)	(15)	-	-
Other income / (expense)	13	(18)	(6)	9	17
Income / (Loss) before income taxes	\$ (53)	\$ (204)	\$ (63)	\$ 253	\$ 391

OUR MARKETS

NOTE: Multi-family, industrial and commercial parcels under development have been disclosed using acres. Single family units and land held for development remain classified as lots and lot equivalents.

CALGARY, ALBERTA



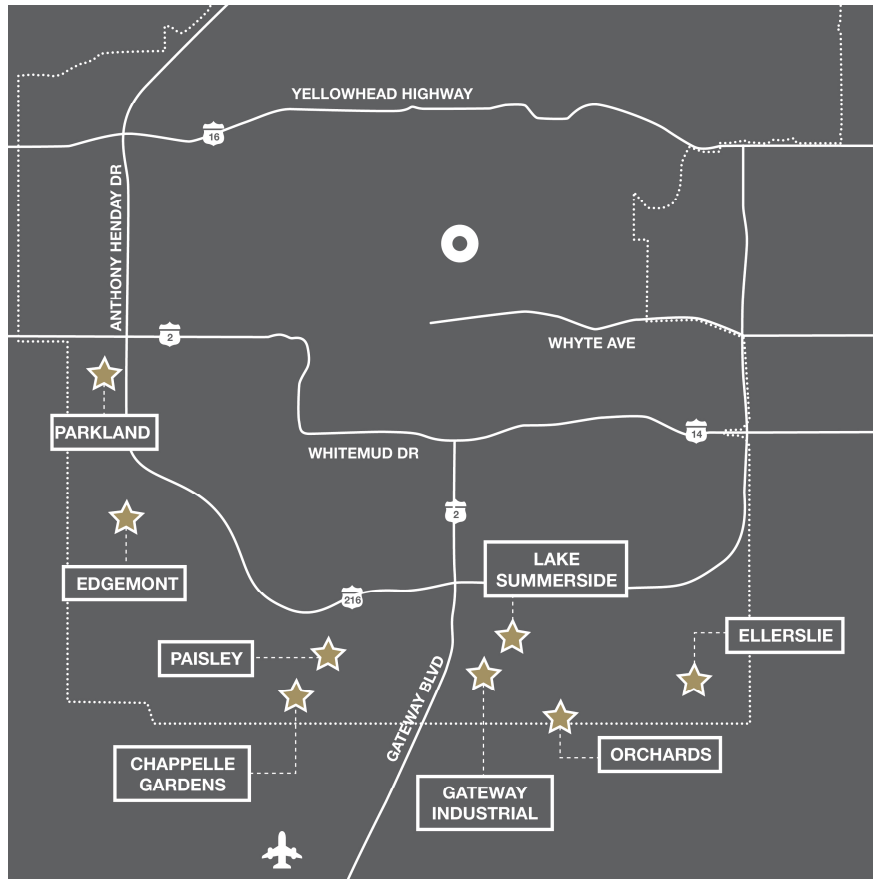
28,237 LOTS

66 ACRES (MULTI-FAMILY,
INDUSTRIAL AND
COMMERCIAL PARCELS)

- 5,001 entitled
- 23,236 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Auburn Bay	1,164	1,164	–	8
Bearspaw	1,295	–	1,295	–
Cranston	1,910	1,910	–	3
McKenzie Towne	48	48	–	–
New Brighton	235	235	–	–
North Stoney	12,926	–	12,926	–
Seton	1,090	1,090	–	47
South Seton	6,395	–	6,395	–
Other	3,174	554	2,620	8

EDMONTON, ALBERTA

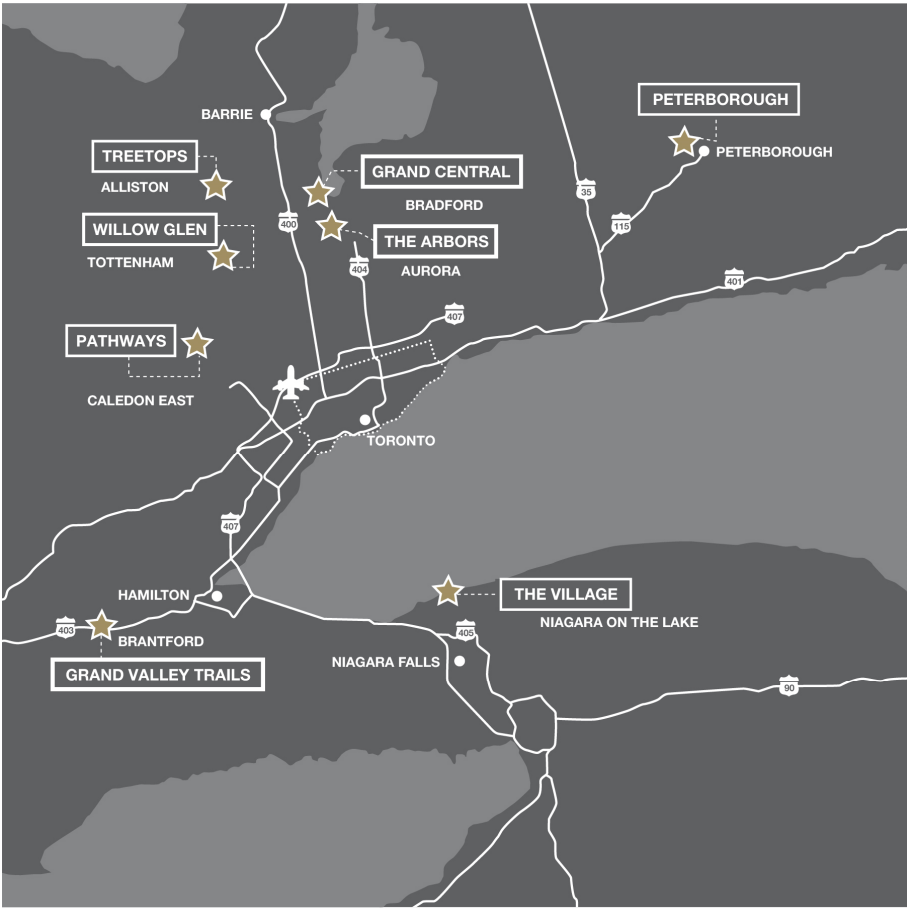


16,474 LOTS
46 ACRES (MULTI-FAMILY,
INDUSTRIAL AND
COMMERCIAL PARCELS)

- 9,462 entitled
- 7,012 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Chappelle Gardens	2,587	2,587	–	9
Edgemont	707	707	–	–
Ellerslie	7,012	–	7,012	–
Gateway Industrial	134	134	–	24
Lake Summerside	976	976	–	–
Orchards	2,702	2,702	–	–
Paisley	878	878	–	–
Parkland	84	84	–	–
Other	1,394	1,394	–	13

ONTARIO

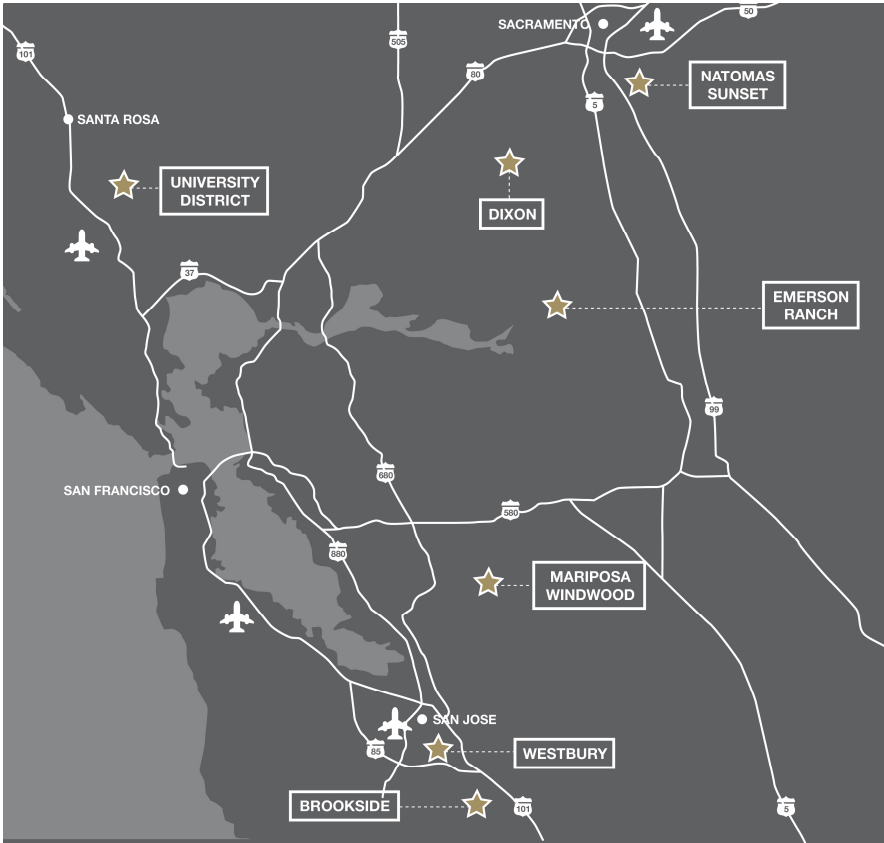


10,537 LOTS
4 ACRES (MULTI-FAMILY,
INDUSTRIAL AND
COMMERCIAL PARCELS)

- 1,967 entitled
- 8,570 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Grand Central	162	162	—	—
Grand Valley Trails	5	5	—	—
Pathways	36	36	—	4
Peterborough	7,768	—	7,768	—
The Arbors	504	504	—	—
The Village	105	105	—	—
Treetops	83	83	—	—
Willow Glen	494	494	—	—
Other	1,380	578	802	—

NORTHERN CALIFORNIA



8,893 LOTS

- 2,743 entitled
- 6,150 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS
Brookside	57	57	–
Dixon	851	401	450
Emerson Ranch	567	567	–
Mariposa Windwood	66	66	–
Westbury	6	6	–
Natomas, Sunset	5,700	–	5,700
University District	1,454	1,454	–
Other	192	192	–

SOUTHERN CALIFORNIA



12,585 LOTS

- 6,684 entitled
- 5,901 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS
Audie Murphy, Spencer's Crossing	2,631	2,631	–
Colony Park	15	15	–
Edenglen	165	165	–
Lake Forest	147	147	–
New Model Colony	2,762	–	2,762
Palo Verde	103	103	–
Playa Vista	488	488	–
Rosedale	110	110	–
Seaside Ridge	9	9	–
Sentinels	46	46	–
Other	6,109	2,970	3,139

DENVER, COLORADO



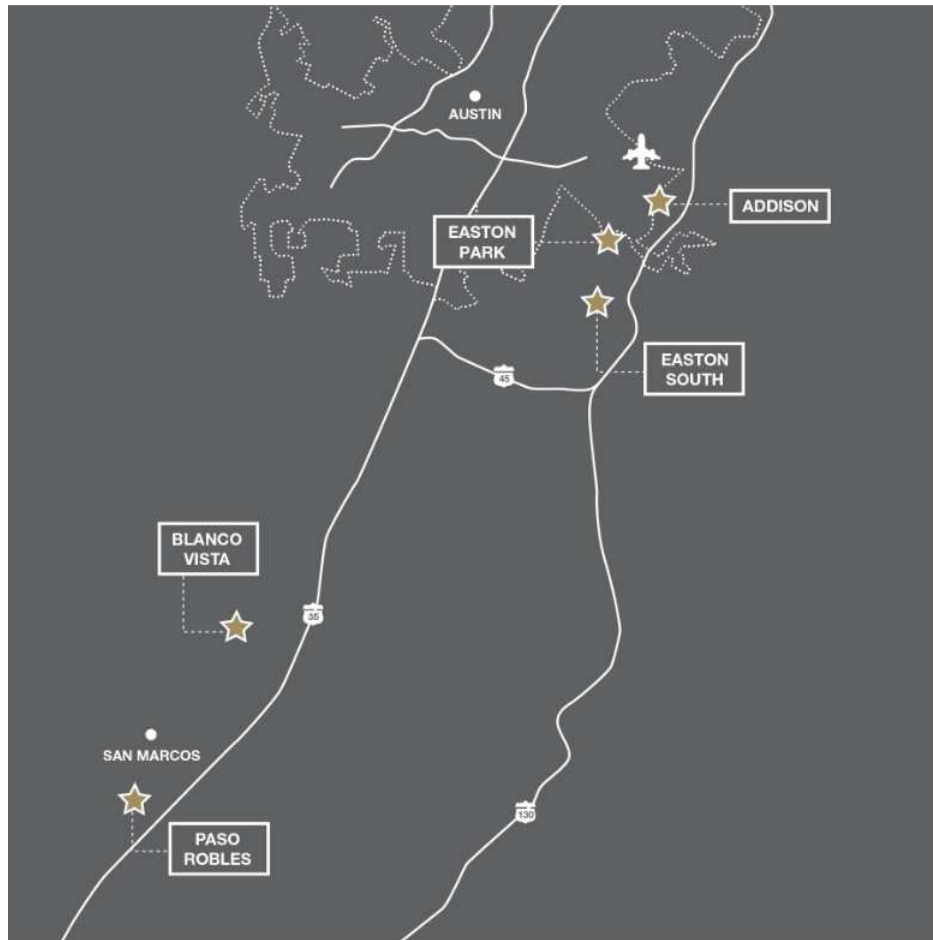
9,863 LOTS

10 ACRES (MULTI-FAMILY,
INDUSTRIAL AND COMMERCIAL
PARCELS)

- 9,863 entitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Barefoot Lakes	4,053	4,053	–	–
Brighton Crossing	2,376	2,376	–	10
Midtown	509	509	–	–
Solterra	517	517	–	–
Tallyn's Reach	46	46	–	–
Other	2,362	2,362	–	–

AUSTIN, TEXAS



13,297 LOTS

- 5,277 entitled
- 8,020 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS
Addison	641	132	509
Blanco Vista	1,487	1,487	–
Easton Park	5,298	–	5,298
Easton South	2,213	–	2,213
Paso Robles	3,658	3,658	–

WASHINGTON, D.C. AREA

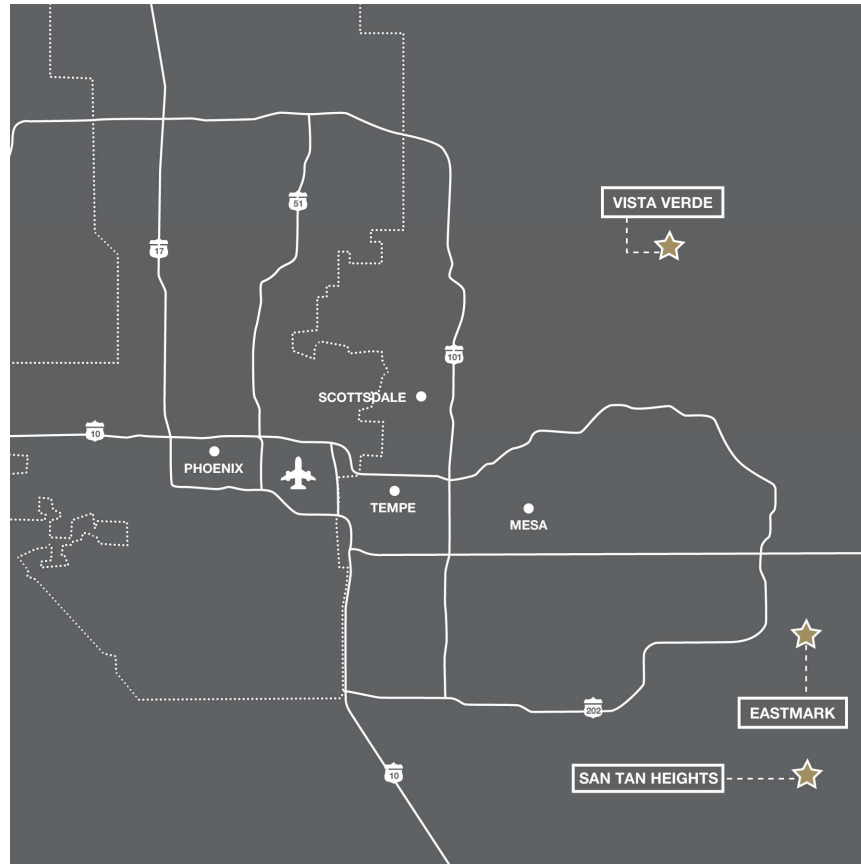


4,401 LOTS
18 ACRES (MULTI-FAMILY,
INDUSTRIAL AND
COMMERCIAL PARCELS)

- 4,364 entitled
- 37 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Avendale	277	277	—	—
Brookside, Saranac	23	23	—	—
Heritage Shores	1,411	1,411	—	—
Goose Creek Preserve	175	175	—	—
Snowden Bridge	1,004	1,004	—	—
Swan Point	765	765	—	—
Waterford Manor	32	32	—	—
Woodstream	106	106	—	—
Other	608	571	37	18

PHOENIX, ARIZONA



5,301 LOTS

103 ACRES (MULTI-FAMILY,
INDUSTRIAL AND
COMMERCIAL PARCELS)

- 5,015 entitled
- 286 unentitled

PROJECT NAME	TOTAL LOTS	ENTITLED LOTS	UNENTITLED LOTS	DEVELOPED ACRES
Eastmark	4,003	4,003	—	103
San Tan Heights	690	404	286	—
Vista Verde	608	608	—	—

BROOKFIELD RESIDENTIAL – SHARE INFORMATION

BROOKFIELD RESIDENTIAL TRADING STATISTICS - NEW YORK STOCK EXCHANGE		FOR THE THREE MONTHS ENDED				
Source: NYSE		31-MAR-14	31-DEC-13	30-SEP-13	30-JUN-13	31-MAR-13
Share Price						
High	\$	24.36	\$	24.50	\$	24.34
Low	\$	20.00	\$	19.29	\$	18.99
Close	\$	20.97	\$	24.19	\$	23.02
Total Volume		7,385,248	8,335,066	11,012,504	16,737,738	12,742,927
BROOKFIELD RESIDENTIAL TRADING STATISTICS - TORONTO STOCK EXCHANGE		FOR THE THREE MONTHS ENDED				
Source: TSX		31-MAR-14	31-DEC-13	30-SEP-13	30-JUN-13	31-MAR-13
Share Price						
High	\$	26.00	\$	26.06	\$	24.74
Low	\$	22.17	\$	20.22	\$	19.63
Close	\$	23.21	\$	25.72	\$	23.85
Total Volume		555,053	773,965	929,254	1,703,446	1,406,462
COMMON SHARES ISSUED		AS AT				
		31-MAR-14	31-DEC-13	30-SEP-13	30-JUN-13	31-MAR-13
Common shares issued		119,032,693	119,026,076	119,026,076	118,825,803	118,374,703
Unexercised options		4,357,112	3,720,988	3,720,988	3,920,988	4,369,127
Total common shares issued		123,389,805	122,747,064	122,747,064	122,746,791	122,743,830
CONVERTIBLE PREFERRED SHARES ISSUED AND OUTSTANDING		AS AT				
		31-MAR-14	31-DEC-13	30-SEP-13	30-JUN-13	31-MAR-13
Convertible preferred shares outstanding		61,638	64,061	64,061	64,161	65,246
Common share equivalent at a conversion rate of 2.731787607		168,382	175,001	175,001	175,274	178,238

BROOKFIELD RESIDENTIAL

ANNOUNCEMENT OF RESULTS

2014 quarterly results are expected to be announced as noted below:

Second Quarter: August 2014

Third Quarter: November 2014

Fourth Quarter: February 2015

Brookfield Residential's press releases, unaudited interim reports and audited annual report are filed on EDGAR and SEDAR and can also be found on the Company's website at: www.brookfieldrp.com. Hard copies of the interim and annual reports can be obtained free of charge upon request.

For all Brookfield Residential investor inquiries, please call 1.855.235.8362 or email investor.relations@brookfieldrp.com.

CONTACTS

Alan Norris

President & CEO

403.231.8905

alan.norris@brookfieldrp.com

Craig Laurie

Executive Vice President & CFO

212.417.7040

craig.laurie@brookfieldrp.com

Nicole French

Investor Relations & Communications

403.231.8952

nicole.french@brookfieldrp.com

Thomas Lui

Corporate Controller

403.231.8938

thomas.lui@brookfieldrp.com

Exhibit 12

**Acceptance of Conditions
Certification Form**

**Statement of Qualifications for
Developers for Residential/Mix-Use Project (Site A)
At Alameda Point**

Proposer's Certification

I have carefully examined the Request for Qualifications and any other documents accompanying or made a part of the Request for Qualifications.

I have agreed to abide by all conditions of this proposal, unless specified on the attached page.

I certify that all information contained in this proposal is truthful to the best of my knowledge and belief. I further certify that I am duly authorized to submit this proposal on behalf of the vendor/contractor as its act and deed and that the vendor/contractor is ready, willing, and able to perform if awarded the contract.

I further certify that this proposal is made without prior understanding, agreement, connection, discussion, or collusion with any other person, firm or corporation submitting Statements of Qualification for the same product or service; no officer, employee or agent of the City of Alameda or of any other proposer interested in said proposal; and that the undersigned executed this Proposer's Certification with full knowledge and understanding of the matters therein contained and was duly authorized to do so.

SIGNATURE



NAME OF BUSINESS, TYPED OR PRINTED

Brookfield Residential

NAME & TITLE

Adrian Foley, President & COO, California

ADDRESS

18500 Von Karman Avenue

CITY/STATE/ZIP CODE

Irvine, CA 92612

PHONE

714.200.1509



PLAYA VISTA

Lessons Learned Over The Last Twenty Years



Regional Context



Vicinity of Playa Vista



Original Playa Vista Site Plan From 1990

Playa Vista is located on the Westside of Los Angeles and is positioned as the first new community on the Westside in the last fifty years. The original vision was to provide a dramatic counterpoint to urban sprawl by incorporating into the community housing, shops, work places, schools, parks and other civic facilities essential to everyday living that are within walking distance of each other. The community will have a diversity of housing product to support residents and office employees from a wide range of household income levels, age groups and lifestyles.



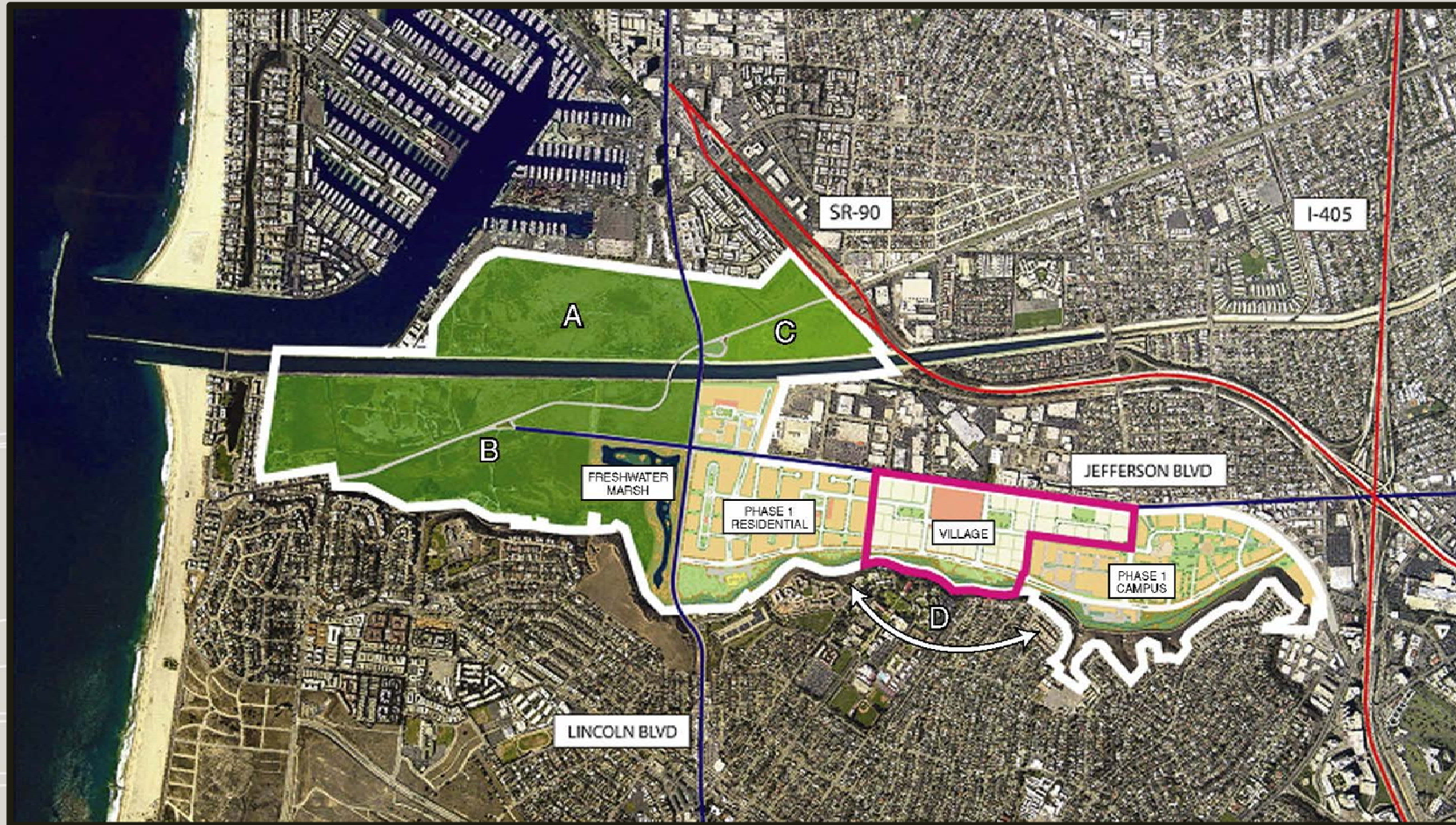
Total Proposed Entitlements

- | | |
|---------------------|------------------|
| • Residential | 13,086 units |
| • Retail | 595,000 usf |
| • Office | 5,025,000 usf |
| • Hotel | 1,050 Rooms |
| • Community Serving | 579,000 sf |
| • Marina | > 700 Boat Slips |

Gross Acres	1,087
Revenue Acres	358



Playa Vista Site Plan 2011



Approved Entitlements

• Residential	6,046 units*
• Retail	230,875 usf
• Office	3,291,950 usf
• Hotel	0 Rooms
• Community Serving	160,000 sf

Gross Acres 460

Revenue Acres 230

*includes conversion of assisted living

1998 Business Plan

	Land Development	Per Revenue Acre	Vertical
Land	\$120,900,000	\$337,709	
Infrastructure	\$738,374,000	\$2,062,497	
Softs Costs	\$178,540,000	\$498,715	
Vertical Construction			\$251,418,000
Total Costs	\$1,037,814,000	\$2,898,921	
Infrastructure Reimbursed By Mello-Roos or Other Funding Mechanisms	\$(417,516,000)	\$(1,166,246)	
Net Costs	\$620,298,000	\$1,732,675	
Lot Sales	\$706,475,000	\$1,973,394	
Vertical Construction Process			\$352,167,000
Cash Generated	\$86,177,000	\$240,719	\$100,749,000
Peak Capital	\$202,000,000		
Projected IRR	18%		
Projected Development Timeline	1998-2007		

Planning

- After five years, streetscape dominates architecture, less is really more
- Active open space should ideally be located away from residential; interspersing pocket parks throughout the development is costly, but adds to view premiums and softens density
- Streets should form a road system where there is a hierarchy between regional arterials, collector streets and side streets
- The interface between where a building stoop, first floor balcony or porch meets the street determines the character of the street. Playa Vista used a 15 ft. setback for the front of the building and a 10 ft. setback for the sides
- Higher density urban infill sizing for for-sale housing solutions within Type V should be no larger than 80 units total, unless the project can be phased
- Include Mixed-Use Center in Phase I or the initial development so the “here” in the community is already “there”



Entitlements



- The entitlement process for large projects takes at least three years on average, but Playa Vista was not average
- The EIR alone can take over a year to prepare and once circulated, can take another year to respond to comments before going through the necessary steps at City Council for certification
- Once the EIR is approved, project opponents will bring forward a CEQA lawsuit and you are probably looking at a four to five year process before you know with any certainty you have a viable project
- Large urban infill projects, where there is not widespread political support, take far too long to get approved. Perhaps if SB375 and AB900 are ever effected, that will change
- The most powerful advocates for a project are the community's residents, not lobbyists
- Playa Vista has been involved in over 23 different lawsuits, many of which are fronted by the same group of opponents
- Playa Vista has lost two lawsuits and spent a large amount to reimburse the plaintiffs' attorneys; when Playa Vista wins, we only recoup court costs
- CEQA is used as a blocking tool by project opponents to delay and financially wound projects

Infrastructure

- In keeping with project vision, hire the best architects, engineers, landscape architects and necessary consultants who support the vision and work as a team
- Measure just in time delivery versus just get it in the ground
- Only start work with fully approved plans
- Capital is precious, work hard with the municipality to ensure that rogue inspectors adhere to permitted plans

- ❑ \$125 million traffic improvement plan
- ❑ 104 intersections improved
- ❑ Public transit expanded
- ❑ Major corridors widened
- ❑ PV Beach Shuttle



Marketing

- The “boom” period of 2002-2007 was characterized more by demand management than hard selling and marketing. Today’s sales efforts need to be more focused and compelling, selling value and lifestyle
- The master marketing or umbrella marketing program used to be heavily focused on interest list management and print advertising; it will now focus on engagement with the community, a personalized sales experience and shift more heavily toward online advertising and social media
- During the boom, add-on fees for Mello-Roos, coupled with Master Association and Sub-Association dues, were not heavily factored into a buying decision; now these add-on fees are an area of large objection and lead to heavily discounted overall values to mitigate the impact of the fees
- Product Segmentation – Playa Vista made a decision not to repeat any of the Phase I product in our next phase. The market realities dictate added bedroom count, single-level living where possible, and fewer podium projects
- Ensure there is adequate spacing between products so each builder is not bumping into the builder/product above or below it



SINGLE-FAMILY HOMES • TOWNHOUSES • LOFTS • CONDOMINIUMS



DO DOGS IN PLAYA VISTA REALLY RENDEZVOUS AT THE COFFEE SHOP?

With refreshing water and tasty treats, the local coffee shop is one of many stops for Playa Vista's four-legged residents and their two-legged companions. There's the putting green, where people can work on their short game. The library, where they can relax with a best seller. The dog park, where fetch is the popular pastime. And it's all within walking distance. Just another reason life in Playa Vista is better for dogs and the people they let share their homes.

Come see for yourself.
PLAYA VISTA

PRICED FROM THE HIGH \$500,000s TO THE HIGH \$1,000,000s



Marketing

Phase I Product Segmentation

P100

79 du/a

Crescent Walk (116 homes) – The Olson Company – Sold Out 2004
Contemporary-styled condominiums for active executive households
Avg. Sq. Ft. 1,166 Sq. Ft. Avg. Price \$392,000



P200

54 du/a

Catalina (66 homes) – Warmington Homes – Sold Out 2004
Townhome and single-level plans featuring Italianate architecture
Avg. Sq. Ft. 1,144 Sq. Ft. Avg. Price \$458,000



P300

54 du/a

The Lofts (63 homes) – KB Home – Sold Out 2005
A metropolitan living experience for the non-conformist household
Avg. Sq. Ft. 1,253 Sq. Ft. Avg. Price \$620,000



P325

54 du/a

Concerto Lofts (89 homes) – Warmington Homes – Sold Out 2009
Contemporary single- and two-story loft-style residences
Avg. Sq. Ft. 1,307 Sq. Ft. Avg. Price \$584,000



P525

41 du/a

Carabela (99 homes) – Standard Pacific – Sold Out 2005
Single-level and townhome designs in a Mediterranean architectural style
Avg. Sq. Ft. 1,638 Sq. Ft. Avg. Price \$647,000



P550

20 du/a

Bridgeway Mills (80 homes) – West Millennium – Sold Out 2007
Post-industrial multi-level urban townhomes
Avg. Sq. Ft. 1,791 Sq. Ft. Avg. Price \$807,000



P650

44 du/a

Primera Terra (52 homes) – KB Home – Now Selling
Modern, eco-friendly designed single-level condominiums with open floor plans
Avg. Sq. Ft. 1,247 Sq. Ft. Avg. Price \$593,000



Marketing

Phase I Product Segmentation (cont'd)

P700

39 du/a

Villa d'Este (39 homes) – Warmington Homes – Sold Out 2005
A mansion-inspired residential concept reminiscent of past eras in Los Angeles
Avg. Sq. Ft. 1,510 Sq. Ft. Avg. Price \$564,000



P800

36 du/a

Paraiso (81 homes) – Shea Homes – Sold Out 2004
Exciting, uniquely configured townhomes in distinctive, but complementary, architectural styles
Avg. Sq. Ft. 2,020 Sq. Ft. Avg. Price \$686,000



P900

19 du/a

Tapestry II (50 homes) – John Laing Homes – Sold Out 2006
These homes' flourishes include turrets and Craftsman-style entrances
Avg. Sq. Ft. 2,096 Sq. Ft. Avg. Price \$850,000



P1000

33 du/a

The Dorian (45 homes) – Standard Pacific – Sold Out 2010
Classical-style architecture graces these large and luxurious single-level home designs
Avg. Sq. Ft. 2,118 Sq. Ft. Avg. Price \$822,000



P1225

16 du/a

Capri Court (51 homes) – Lee Homes/Brookfield Homes – Sold Out 2003
These single-family homes take inspiration from 1940s West LA architecture
Avg. Sq. Ft. 2,485 Sq. Ft. Avg. Price \$897,000



P1300

10 du/a

Icon (28 homes) – Laing Luxury – Sold Out 2007
This premier enclave of luxury single-family homes presents distinctive modern architecture
Avg. Sq. Ft. 3,554 Sq. Ft. Avg. Price \$1,745,000



Marketing

Phase II Product Segmentation

P125

78 du/a

Controlled Price Unit Flats

1-2 Bedrooms 1-2 Baths

\$324,000-\$375,000

772-954 Sq. Ft.



P350

65 du/a

Entry Level Flats

1-3 Bedrooms 1-2 Baths

\$325,000-\$540,000

684-1449 Sq. Ft.



P425

45 du/a

Moderate Level Flats

2-3 Bedrooms 2 Baths

\$485,000-\$605,000

1128-1504 Sq. Ft.



P725

26 du/a

Tri-Plexes

3 Bedrooms 2-2.5 Baths

\$615,000-\$700,000

1451-1853 Sq. Ft.



P775

20 du/a

Super Tri-Plexes

3 Bedrooms 3-4.5 Baths

\$720,000-\$830,000

1868-2419 Sq. Ft.



P1215

17 du/a

Entry Level Single Family Detached

2-3 Bedrooms 2.5-4 Baths

\$645,000-\$870,000

1373-2327 Sq. Ft.



P1250

13 du/a

High End Single Family Detached

3-4 Bedrooms 3.5-4.5 Baths

\$860,000-\$1,010,000

2150-2826 Sq. Ft.



P1350

9 du/a

Ultra Luxury Single Family Detached

3-5 Bedrooms 3-5 Baths

\$1,150,000-\$1,340,000

3159-4026 Sq. Ft.



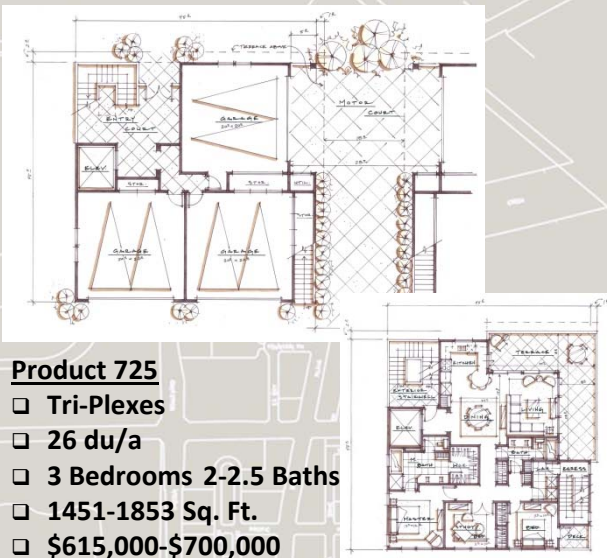
Residential

- Podium for-sale projects must have an effective parking solution, tandem parking should be minimized; direct access for the first floor units will deliver premiums. For luxury projects, consider an enclosed garage within a garage
- Single-level living is preferred over two or three level townhome living. A case in point would be a new product that Barry Berkus designed called Tri-Plexes, meant to replace tuck-under townhomes. The Tri-Plexes are achieving densities up to 26/du per acre versus 19 for townhomes
- Phase I included 487 income-restricted units (one-third very low, one-third low and one-third moderate) and 325 price-controlled units targeted to teachers, policemen, firefighters and other civic positions that worked within five to seven miles from Playa Vista, had household incomes under \$100K and were first-time homeowners. Together, these two forms of housing represented 25% of the total units constructed
- The jury is out on homebuyers paying more for a LEED designated project, but they do expect it
- Virtually every podium product is involved in construction defect litigation. Very rarely do these cases ever go to trial. Settlements range from \$10,000/unit to \$40,000/unit
- Structure your field superintendent's compensation to include a bonus payable upon successfully avoiding construction defects, unfortunately, this is ten years after the last closing



Residential

Tri-Plex Proforma Site 1B (1.3 acres)



	Plan 1	Plan 2	Plan 3	Total	Average per Home	% of Loss Sales Revenue
Square Feet	1,451	1,633	1,853			
Plan Mix	10	10	10	49,370	1,645	
Base Price	615,000	655,000	700,000	19,700,000	656,667	100.0%
Due Diligence on Land	2,500	2,500	2,500	75,000	2,500	0.4%
Site Development Cost	35,000	35,000	35,000	1,050,000	35,000	5.3%
Total Fees & Permits	19,000	19,600	19,800	584,000	19,467	3.0%
Finished Home Site without Land	56,500	57,100	57,300	1,709,000	56,967	8.7%
Sticks & Bricks @ 90 psf	130,590	146,970	166,770	4,443,300	148,110	22.6%
Field Supervision	12,667	12,667	12,667	380,010	12,667	1.9%
A&E	16,833	16,833	16,833	505,000	16,833	2.6%
Sales/Marketing/Models	43,050	45,850	49,000	1,379,000	45,967	7.0%
Warranty	6,150	6,550	7,000	197,000	6,567	1.0%
Property Tax/Insurance/Legal	20,514	20,194	21,178	618,860	20,629	3.1%
G&A @ 4%	24,600	26,200	28,000	788,000	26,267	4.0%
Financing	24,800	26,100	27,800	787,000	26,233	4.0%
Builder Profit @ 8%	49,200	52,400	56,000	1,576,000	52,533	8.0%
Total Costs before Land	384,904	410,864	442,548	12,383,160	412,772	62.9%
Land Value	230,096	244,136	257,452	7,316,840	243,895	37.1%
FINISHED HOME SITE	286,596	301,236	314,752	9,025,840	300,861	45.8%

Environmental/Historical



- Playa Vista is the former home of Howard Hughes' aerospace operations and where he built the famed Spruce Goose. The hangar that housed the "Goose" still stands today and is used for movie and television productions, as well as special events
- Where you have an ability to influence whether a particular building should receive a historical designation, think long and hard whether the historical tax credits are worth it
- Eleven of the 22 buildings are preserved contributing buildings in the Hughes Industrial Historic District. The underlying entitlements for the historic buildings are for production support or sound stages. Playa Vista has rented the Spruce Goose building since 1994 and over 50 feature films have utilized the space
- Playa Vista was utilized by Howard Hughes as an airport along with manufacturing, engineering and R&D uses housed in over two million square feet in 22 buildings that were constructed between 1941 and 1953. The site has a Cleanup and Abatement Order from the Los Angeles Regional Water Quality Control Board ("LA RWQCB")
- Generally, we need to obtain a No Further Action ("NFA") letter related to soils from the LA RWQCB before the City will issue a building permit.

Governance/Soft Infrastructure

- The Master Association should be controlled by the Master Developer, as long as possible
- However the common amenities, such as parks, community center, and streetscape, appear at their completion, make it a goal for them to look better each subsequent year
- We formed a community services organization to keep the dues down for the Master Association and to provide a funding mechanism to pay for social programming, environmental, wetlands conservation and the community intranet
- There is a separate association for the commercial property owners which currently funds \$3 Million annually (\$1.11 per square foot of entitlements) to pay for park maintenance, streetscape, their portion of transportation, freshwater marsh, events and other expenses
- Current Master Association fee is \$216 per month; apartments are assessed at one-third the rate of for-sale. Included in the \$216 is \$56 for cable and internet access and \$8 for access control



Financing

- Playa Vista was fortunate to have an ownership group totally committed to executing our business plan goals even after incurring substantial delays due to litigation
- Assume there is little or no debt available to fund infrastructure, solve for peak cash flow
- Mello-Roos financing can be effected through construction districts, but many municipalities are more comfortable with acquisition districts.
- Evaluate other funding mechanisms that are potentially available for each piece of infrastructure



