

RESPONSE TO REQUEST FOR PROPOSAL: SOLANO 360



Submitted by

Lewis Planned Communities

A Member of the Lewis Group of Companies

9216 Kiefer Boulevard, Suite 4 Sacramento, CA 95826 | (916) 363-2617

September 16, 2020

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September 16, 2020

Clerk of the Board

County of Solano

675 West Texas Street, Suite 6500

Fairfield, CA 94533

Attn: James Bezek, Assistant Director, General Services

Re: Solano 360: Response to Request for Proposal (RFP)

Dear Mr. Bezek,

Lewis Planned Communities is pleased to present our response to the Request for Proposals for Solano 360. We have reviewed the Submittal Requirements and hereby acknowledge our understanding of the terms set forth by the Committee. In addition to the materials provided within our proposal, we have submitted confidential materials in a separate envelope, with all confidential documents clearly labeled as instructed. Our company very much appreciates being included in this limited distribution for proposals for Solano 360.

We have provided extensive details regarding our vision for Solano 360, and have sought to maximize our use of much of the tremendous previous efforts to procure the original entitlements for Solano 360. Our proposed deviations from the original plan place the focus on 'community', with the introduction of high-density, urban residential components as a part of our plan. The definition of housing has been greatly expanded to include in-home businesses and remote offices. Solano 360 can embrace this concept by including a modernized approach to provide places for people to both live and work, while creatively including lifestyle-oriented retail and neighborhood services in a pedestrian-friendly setting. We believe this can be achieved through both "for rent" and "for sale" housing which will offer a variety of choices and options for housing. We believe a "for sale" housing component will help maintain that sense of ownership for Solano 360, and will enhance the preservation of quality and sustainability within the plan.

With a successful regional destination in Six Flags as a neighbor, we seek to complement the amusement park with family and adult themed entertainment retail and combined with outdoor recreation and multi-use space. With some of the best weather around, prioritizing open air and outdoor recreation is central to our vision for Solano 360. In addition, the proximity to Lake Chabot simply encourages the extension of this water feature and waterfront-oriented themes shall be highlighted within Solano 360. Our field and aquatic recreation concepts celebrate the concept of promoting community activities and engagement in an outdoor setting and in a safe and healthy environment. In addition, we seek to utilize connective walking / bicycling trail networks to locally eliminate the need for automobiles. A successful packaging of these concepts will attract locals and regional visitors alike to this destination.

While our proposal depicts an attractive and successful approach to achieving the goals of creating an urban, destination-oriented master planned community, there are limitless other options to consider. Collaboration is of the utmost importance to achieving the mutual goals for Solano 360, and Lewis Planned Communities has proven itself as a trusted partner and long-standing member of Solano County and the City of Vallejo. We recognize there will be many imaginative and creative ideas from both public and private sectors for this project, and we want to explore all of the options together. Selecting a developer for Solano 360 requires a partnership approach where both sides operate with an open mind, full transparency, and flexibility to allow different ideas to be evaluated and explored throughout the life of the project. The right developer-partner for Solano 360 should be a candidate that has a proven track-record of local ground-up projects, has established local government and community relationships, is highly experienced with City and County policies and procedures, and has real-time examples of local commitments and recent investment into both Solano County and the City of Vallejo. Lewis Planned Communities is the right choice. We have been developing in Solano County since 1972 and are the most active developer in the entire County.

We have had a 21 year relationship with the Los Angeles County Fair (Fairplex-Pomona) Miguel Santana can verify and provide references. He is the President and CEO. His contact information is Santana@Fairplex.com, phone number (909) 865-4201.

We look forward to your reply and are readily available to meet or discuss our response at your convenience. We appreciate your consideration of our proposal.

Sincerely,

Jeb Elmore
Vice President, Acquisitions

Summary of Responses to Evaluation Criteria - RFQ For Solano 360

SELECTION PROCESS – EVALUATION CRITERIA

Proposals will be evaluated by the Agencies based upon the following criteria: **Lewis responses in BOLD**

1. Land Use Concept, Marketplace and Project Timeline (0 – 30 points)

- *Will the proposed land use concept achieve the objectives and guiding principles of the Solano 360 Specific Plan?* **Yes, and the evolution of the plan will be done in close collaboration with the City and County**
- *What is the likelihood of success, and how long will it take to achieve success?* **Likely for the following reasons;**
 - ◇ **Lewis has been actively developing projects in the cities of Solano County since 1972.**
 - ◇ **Most active Developer in the County with over \$2,000,000,000 in market value of developing projects**
 - ◇ **Familiarity with City/County staff and a proven track record of successful projects. Currently active in Dixon, Vacaville, Fairfield (largest master plan community in the County). Currently active in two projects in the City of Vallejo involving the relation of Costco to a new location to Lewis' Fairview at Northgate project.**
 - ◇ **The Fairview at Northgate project is over-subscribed with retail and business tenants who are prospective candidates for Solano 360.**
 - ◇ **Regional offices northern California for nearly 50 years and a local office located in Fairfield.**

2. Proposed Business Terms (0 – 30 points)

- *Proposed lease rates, escalations and term.* **Lease rates, terms and escalations shall be at a level that brings the maximum amount of value to the property based upon prevailing market conditions.**
- *Proposed public agency financial participation.* **While we would look to take advantage of any federal, state and local participation available to assist in infrastructure funding, we would not seek any direct subsidies from either the County or City.**
- *Proposed public agency conduit financing.* **See above.**

3. Development Financing (0 – 30 points)

- *Overall financial capability.* **Financial disclosure information demonstrates Lewis' ability to finance development of the project without any third-party financing.**
- *Evidence of debt and equity commitments.* **None required**
- *Project proforma.* **Lewis has a highly sophisticated proprietary proforma modeling system. Financial models for the project will be prepared and shared with the City/County upon the establishment of more detailed information on revenues and costs prepared as part of the due diligence process.**

4. Employment and Local Business Impact (0 – 10 points)

- *Employment impacts and quality of jobs.* **Anticipated to be significant at a variety of income levels. Lewis plans a strong focus on local employment in the following ways.**
 - ◇ **Strong relationship with local labor organizations**
 - ◇ **Will hold a minimum of 3 local job fairs**
 - ◇ **Will commit \$300,000 to a mentoring/apprentice program and partnerships with local schools and Solano College**
 - ◇ **Create housing programs for City/County employees**
- *Local business construction purchasing impacts.* **Lewis will offer preference to local businesses, contractors and suppliers.**

2. Statement of Qualifications - Lewis Introduction

Lewis Planned Communities, as a part of the Lewis Group of Companies, shall be the master developer for Solano 360. The Lewis Group of Companies was founded in 1955 and has been in business for 65 continuous years. The Company has built over 57,000 homes, 11,000 apartments, 51 shopping centers and in excess of 19,000,000 square feet of retail, office, and industrial space. The company has additionally developed over 75,000 residential lots in California and Nevada. The Lewis Group of Companies currently has more than 40,000 residential lots under entitlement or development.

Our Company has extensive experience with planning and developing iconic mixed-use projects that include opportunities for creation of sales taxes, transient occupancy taxes, employment, recreation, and housing. We have highlighted a few of our successful examples within our response. Recent developments that we have done from which we will borrow ideas for the Solano 360 Specific Plan include Victoria Gardens in Rancho Cucamonga, a 1,300,000 square foot regional mall in a mixed-use setting combined with housing, The Resort in Rancho Cucamonga, a 3,500 home mixed-use development, and Villages of Fairfield in Fairfield, a 2,500 home mixed-use development which will include commercial and multi-family components.

Lewis Planned Communities is one of the most active developers in the County of Solano. With our ongoing 3,500 home development at The Villages of Fairfield master planned community. We are also in the early stages of development on a 13-acre development in the City of Dixon for a mixed-use Project that will also include commercial and high-density housing. Additionally, we are currently working on 2 projects in the City of Vallejo, a 50-acre mixed use Project including 170,000+- square feet of retail and 180 new homes named Fairview at Northgate, as well as another 90+- acre planned community and new golf course at the existing Blue Rock Springs Golf Course(s). Also, just outside of Solano County, we are currently developing Sycamore Crossing, a 13-acre mixed use Project, including a hotel, in the City of Hercules near Interstate 80. We have built approximately 2,000 homes, a 230 unit apartment community, 50 duplexes, and a neighborhood shopping center in Vacaville. We are long term investors in Vacaville. We have owned the shopping center, Regency Plaza, for 30 plus years and the Sycamores apartments and 50 duplexes for more than 35 years.

Our Company has focused on nurturing positive relationships with both local and regional stakeholders in both the public and private sectors through our efforts for our specific projects and regional objectives. We believe our positive working relationships at all levels will greatly support a successful outcome on Solano 360 beyond the County and City and will extend to all outside public entities including federal and state resource agencies. Our ongoing presence in the region has allowed us to maintain a positive reputation and standing within Vallejo as a trusted and respected member of the community. We are also members of the Vallejo and Fairfield Chamber of Commerce and support local events that seek to enhance and improve the City of Vallejo and County of Solano.



Firm Information and Development Qualifications

COMPANY LEGAL NAME	Lewis Land Developers, LLC
COMPANY LEGAL STATUS	a Delaware Limited Liability Company
BUSINESS CONTACT INFO	1156 North Mountain Avenue, Upland, California 91786 www.lewismc.com 909-946-7510 909-946-6799 Richard.Lewis@lewismc.com
DATE ORGANIZATION ESTABLISHED	1955
CONTACT PERSON	Jeb Elmore, VP Land Acquisition 916-363-2617 phone 916-363-6819 fax Jeb.Elmore@lewismc.com
LEGAL AUTHORITY	Persons with authority to represent and bind the company as follows: Richard A. Lewis - President of California Robert E. Lewis - President of Nevada Randall W. Lewis - Executive Vice President, Director of Marketing Roger G. Lewis - Executive Vice President John M. Goodman - Senior Vice President, Chief Executive Officer, Chief Financial Officer David L. Linden - Vice President, Director of Asset Management
OWNERSHIP	Below are the owners of the company. Lewis has no intentions of partnering with another company for the entitlement, development, nor disposition of the property: Richard A. Lewis Robert E. Lewis Randall W. Lewis Roger G. Lewis John M. Goodman

Developer Experience and Past Projects

Victoria Gardens (Rancho Cucamonga, CA)

Status: 1,300,000 square feet of commercial and approximately 300 homes



In late 1999, the city issued a Request for Qualifications (RFQ) seeking qualified shopping center developers to develop a mall. A joint venture between the Lewis Group of Companies and Forest City was selected to be the developer. The vision was to create a new heart for the City, where its residents could stroll wide sidewalks, window shop from store to store, and visit civic and cultural amenities like a library and live children's theater. A place where people could enjoy the lush landscaping and wonderful gardens, large plazas with outdoor restaurants, and shop-lined paseos. Nothing like it had ever been done anywhere else in the country. It would need to be built on a street grid system and accommodate both pedestrians and vehicular traffic. It would have to provide a mixture of uses including regional and neighborhood serving retail, restaurants

and entertainment, approximately 300 houses, professional offices, civic and cultural uses, and parking.

Victoria Gardens is designed as an approximately 147-acre, open air center, laid out on a traditional street grid system. It provides for two main streets that form the boundaries around a large main square or central plaza, which faces a new city library and adjoining 560-seat Lewis Family Playhouse, and has breathtaking views of the nearby San Gabriel Mountains. The main streets are organized into shopping, entertainment and restaurant districts. Storefronts line the streets where shoppers can stroll from one store to another. Major anchor tenants include national department stores (Macy's and J.C. Penney) and a state-of-the-art cinema which are located at various key points within the new downtown.

The exterior design of the buildings in Victoria Gardens provides for a wide variety of architecture. In order to achieve this effect, a team of four nationally renowned architectural firms were assembled. Each firm was given the task to design a series of buildings dispersed throughout the new downtown. Some of the designs are reflective of more historic looking buildings while others appear to be modern. In this way, Victoria Gardens has the feel of evolving and growing over time along with the City.

In May of 2006, Victoria Gardens was one of ten projects awarded the "Award of Excellence" from the Urban Land Institute for North and South America. The criteria for the awards include leadership, contribution to the community, innovations, public/private partnership, environment protection and enhancement, response to societal needs, and financial success.

Victoria Gardens also was honored as the recipient of the Innovative Design and Development of a New Project (over 500,000 square feet of GLA) by The International Council of Shopping Centers, ICSC, in 2006. ICSC honors innovative architecture with International Design and Development Awards.



Renaissance (Rialto, CA)

Status: Project is fully approved, and 400,000 square feet of regional shopping is going vertical with over 250,000 square feet open and operating, including a 14 screen Cinemark movie theater.

The Renaissance plan incorporates retail centers and office complexes along the 210 Freeway corridors. The corporate office center is envisioned as an intense office center, reinforcing the business corridor gateway into Rialto, maximizing freeway visibility, and strengthening the surrounding commercial uses. These commercial uses are connected and integrated with the residential community by pedestrian and vehicular linkages. Residential units are situated within a quarter mile of shopping, employment, educational, and recreational uses to facilitate walking, bicycle riding, offer the opportunity to live and work in the community, reduce vehicular trips, and contribute to an improved level of health and wellness. The array of housing types envisioned within the residential enclave accommodates a range of lifestyles. This multitude of residential products serves a wide segment of the market, from singles, young couples, first-time homebuyers, and move-up buyers.



The Resort (Rancho Cucamonga, CA)

Status: Entitlement of up to 3,450 homes was completed in 2016 of the former 160-acre, 18-hole Empire Lakes Golf Course. Grading began in September 2017 and first phase of for-sale housing is under development.

The Resort is a 160-acre mixed use master planned community located in the southern portion of the City of Rancho Cucamonga which integrates a variety of residential, commercial, office and open space and parks adjacent to the Metrolink train station. The Resort consists of the following major components: Up to 3,450 for-sale and rental homes with an overall net density range of 16 - 80 du/acre. Up to 3,450 for-sale and rental homes with an overall net density range of 16 - 80 du/acre. Up to 220,000 square feet of commercial and office space. Community Open space and Recreation areas for residents to enjoy.



Villages of Fairfield (Fairfield, CA)

Status: Development of 1,960 homes and 12.5 acres of commercial/retail development

Villages of Fairfield is a 415-acre master planned community located in the northeastern part of the City of Fairfield. Final project entitlements were approved by the Fairfield City Council in April, 2011. Development of major backbone infrastructure including the extension of Manual Campos Parkway began earlier this year as well as the construction of the initial phase of residential construction for 330 single family residential lots. Villages of Fairfield consists of the following major components: Over \$90,000,000 of planned public infrastructure of which \$30,000,000 in public infrastructure was completed in the Spring of 2018. 1,960 planned residential units consisting of single family and multiple family dwellings in both detached and attached homes. 12.5 acres / 110,000 square feet of future retail space

Public – Private Partnerships Experience

We work closely with cities, counties and public agencies:

CLAREMONT UNIFIED SCHOOL DISTRICT

Purchase and exchange of office building for vacant school site

IRVINE RANCH WATER DISTRICT

150 homes in Mission Viejo, CA 608 homes in Lake Forest, CA

MARCH JOINT POWERS AUTHORITY

New development around March Air Force Base in Riverside, CA

MERIDIAN BUSINESS PARK

1,000 acre development of approximately 8,000,000 sq. ft. with March Joint Powers Authority at former March Air Force Base in Riverside, CA

SACRAMENTO COUNTY

Development of 998 acres into approximately 3,500 homes at Mather Air Force Base and the redevelopment of 1,271 homes at Mather Air Force Base

ORANGE COUNTY FLOOD CONTROL DISTRICT

Entitling 1,658 acres, including 3,600 homes in Highland, CA

UPLAND UNIFIED SCHOOL DISTRICT

Construction of bus facility in exchange for development site

REDEVELOPMENT/ECONOMIC DEVELOPMENT AGENCIES IN CALIFORNIA

- Azusa
- Baldwin Park
- Cathedral City
- Claremont
- Covina
- Loma Linda
- Los Angeles County
- Norwalk
- Ontario
- Fairfield
- Vallejo
- Pomona
- Rancho Cucamonga
- Rialto
- San Bernardino
- San Bernardino County
- Sacramento
- Victorville



Community Outreach and Public Participation

Lewis Planned Communities has extensive experience in conducting community outreach through the course of our rich development history. We firmly believe engaging the community in the beginning of any conceptual planning effort is a critical step to properly receive and respond to community input and concerns and allow every opportunity to incorporate this input as best as reasonably possible to effectively make the community a part of the stakeholder group. We fully understand that our vision will require immediate outreach and multiple sessions with key stakeholders, surrounding neighbors, and the larger community accordingly. Our intention would be to hold community outreach sessions at the Fairgrounds, City Hall, and the City Library.

Our primary focus would be to immediately engage the Solano360 Committee, a joint County-City-Fair Associate group comprised of representatives from the County Board of Supervisors, Vallejo City Council, and the Solano County Fair Association Board, to better understand the existing and future vision and goals for portion of the property that will persist as active fairgrounds. We recognize this group has the deepest appreciation and understanding of the existing facilities and ideas related to potential improvements, faults, and guidance to assist us in solving any immediate deficiencies within the fairgrounds property.

Our second priority will be to engage key public stakeholders which interact with the fairgrounds property both directly and indirectly, from everything from complementary recreation, environment, view sheds, aesthetics, general scenic enjoyment, water quality, to traffic. These public stakeholders will include, but not be limited to, the Solano County, City of Vallejo, Solano County Fair Association, Vallejo Watershed Alliance, Solano County Resource Conservation District, and Greater Vallejo Recreation District. Our intention is to meet with each organization independently to learn more about the goals of each organization. Next, we would seek to meet with the organizations as a whole to discuss the priorities of each organization and identify collective priorities as a group.



Of equal importance will be consideration of the spectacular theme park adjacent west of Solano 360, Six Flags Discovery Kingdom. Recognized as the iconic gateway into the City of Vallejo, it is important to ensure any development on Solano 360 complements and enhances the overall experience for local residents and visitors to promote multiple-day stays by expanding entertainment, recreation, and hospitality options within Solano 360. We would also be excited to entertain any interest in expanding the existing Six Flags Discovery Kingdom, or, consider their sister waterpark, Six Flags Hurricane Harbor, as recently opened in the nearby City of Concord.

In addition, we understand our vision for this property may bring interest from the region, and not just adjacent neighboring communities and operations. We are very accustomed to holding planning workshops in private and/or public settings, whether it be widely publicly noticed community meetings or workshops at Planning Commission and/or City Council hearings. We shall seek to engage input from a wide range of sources such that we can assess and prioritize community interests and needs. We shall continue our public outreach efforts all the way through the construction of Solano 360 to ensure a strong connection to the community.

Over the past three years, we have held a half-dozen or so community meetings in the City of Vallejo for our two ongoing projects. Our meetings were attended by 50-100 people and were received very positively by the community and attendees. In each of these sessions, members of the community were allowed to convey their thoughts and ideas in detail, and in turn hold one on one dialogue during and after each meeting. Community input has been successfully implemented into our planned projects where reasonable, and no ideas were dismissed or rejected without a thorough discussion and understanding. In addition, we have and continue to offer private email or meeting correspondence for community members who want to share their thoughts but aren't comfortable in a group setting. These various channels of outreach provide ample opportunities for everyone's voices to be heard and presents a safe and comfortable setting for all.



Project Team

SilverLakes

SilverLakes is the new model for elite youth sports, family entertainment and community integration. Events from Silverlakes in Norco have attracted athletic teams from all over the Western region, the country and the world. We provide a competitive platform for players to be seen and evaluated at the highest level of play. We are the home for Cal South sanctioned tournaments and leagues such as Cal South's State Cup, USYS FarWest President's Cup, California Regional League, SilverLakes Sports Signature Events and more. SilverLakes provides quality fields, ample stadium/parking capacity, and experienced staff to accommodate for the largest of events including MLS/NWSL/College friendly matches, pre-season camps, National Soccer Events, and more. Other athletic events may include baseball, softball, rugby, lacrosse, flag football, ultimate frisbee, and equestrian events and tournaments.



Entertainment and recreation options extend well beyond athletic events, including a restaurant and bar, designed to serve the thousands of athletes and families who visit SilverLakes on a regular basis. We envision a modern and attractive facility which shall boast an additional 4,000 sq. ft. on the second floor for private banquets and events. The restaurant will be open weekdays for dinner and open for lunch and dinner during tournament weekends. The banquet hall features shall feature wide open spaces with large windows and garage-door openings that let the breeze in on a perfect day, that shall serve for weddings and other special events. Planned events with up to 10,000 guests in a very attractive setting with water features and thematically landscaped gathering areas that keeps couples and their guests sheltered from the elements while providing all the benefits of the outdoors. Inside, couples would find an open-floor plan banquet hall with an exposed ceiling, breathtaking windows, and a built-in dance floor. This dance floor would sit just in front of one of the venue's garage door walls, which can be opened to add space and fresh air to the wedding celebration. SilverLakes welcomes couples for bridal showers, engagement parties, elopements, and rehearsal dinners. The banquet hall provides all-inclusive packages that help put couples' minds at ease. With the staff taking care of bar and catering services, event planning, set up and clean up, and lighting and sound, couples can rest assured no detail is forgotten. There is also liability insurance and getting-ready rooms for further wedding-day relaxation. Couples are welcome to use outside vendors, and they are even welcome to invite



their pets to this pet-friendly retreat. Guests can take advantage of onsite wifi, parking, and valet parking services.

SilverLakes provides a unique and flexible setting which can hold limitless non-athletic events and options for expanded Fair of the Future events, public gatherings, light shows, fireworks displays, concerts, banquets, antique shows, wine and beer tasting events, outdoor movies, and many other local and regional events. For example, the existing SilverLakes in Norco has offered the venue for the recent holiday-themed Amaze Light Festival, and will be hosting this years 2020 Oktoberfest beer and music event, and also has hosted the Muddfest Music Concert featuring Puddle of Mudd along with Saliva, Trapt, Saving Abel and Tantric. SilverLakes in Norco also hosted the 2019 National Night Out, an annual community-building campaign that promotes strong law enforcement-community partnerships and neighborhood camaraderie to make our neighborhoods safer, more caring places to live, work and play. National Night Out enhances the relationship between neighbors and law enforcement while bringing back a true sense of community. Furthermore, it provides a great opportunity to bring police, neighbors, non-profit organizations and businesses together under positive circumstances. Every year, the cities of Norco, Eastvale and Jurupa Valley alternate hosting National Night Out for our combined communities, which are all serviced by the Riverside County Sheriff's Department. SilverLakes fully anticipates holding similar community events, and much more, for the Solano 360 Project in Vallejo

GIVING YOUTH ATHLETES A CHANCE TO SHINE

SilverLakes Norco

SilverLakes in Norco, California, set out to create a world-class sports facility for youth athletes. The athletic complex includes 24 full-size fields, including four state-of-the-art synthetic turf fields that provide athletes with the highest quality experience for soccer, flag football and sports performance training. These fields stand up to heavy use that begins in the early morning and extends well past sunset.

The facilities team set a high bar for the four synthetic fields: uncompromising durability, safety and performance. That's why they selected AstroTurf's NRG turf field system. NRG uses the highest quality synthetic turf fibers, along with a special infill made from Nike Grind that helps reduce spray, migration and compaction. With its high-tech design and construction, the NRG turf system offers superior traction, reduced torque, predictable footing and optimal drainage. It all comes together to help make SilverLakes a place where athletes can achieve their highest potential



"I've been to a lot of events and have never been treated so well. This is an excellent facility. The level of the playing surfaces are fantastic. SilverLakes really makes things easy for college scouts and for U.S. scouts in terms of accessibility."

April Kater
U14 Girls National Team
Head Coach



The Greg Norman Company



Shark Wake Park, a wholly-owned subsidiary of Greg Norman Company, is pleased to join the Lewis Group of Companies in delivering a unique and iconic water-based entertainment recreational component to the Solano 360 Project in the City of Vallejo. This active recreation water amenity (ARWA) would be shaped after a focused review of local and regional visitor interests, and is intended to include a wake-boarding park, wake-boarding cable tow, an aquatic adventure park, and provide opportunities for other water-based activities. The ARWA can be easily incorporated into other entertainment recreation components and would complement both the proposed SilverLakes sports complex as well as Six Flags with a uniquely different form of recreation for Vallejo, and beyond.

The Greg Norman Company was formed and is still nurtured by its' President and CEO, Greg Norman. His business ethics stem directly from his golf career, which led him to be the number one ranked golfer in the world for 331 weeks; a record only beaten by Tiger Woods. As a legendary hall of fame golfer and successful entrepreneur, Greg Norman's life philosophy is to "Attack Life" wherever passions and opportunities lie. Stemming off of the international growth of the Greg Norman Company, Shark Wake Park will continue to grow the name brand throughout the world. Greg Norman's son, Greg, JR is a chip of the block with his own highly successful athletic and business career. As President of Shark Wake Park, and a world renowned professional Kiteboarder and Wakeboarder, as well as a graduate of the University of Miami Business School, Greg JR created the Shark Wake Park branch in order to fulfill his need to bridge the gap between work ethics and the discipline acquired between his athletic and business passions. His action sports career began back in 2004, when he turned professional in both kiteboarding and cable wakeboarding. Greg JR. is a professional athlete for kiteboarding and wakeboarding, part of his role as an ambassador to is look for any and all opportunities to grow his beloved sports. This search extends across the globe during his participating in tournaments and events in destinations such as the Philippines and Australia. Greg JR travels and experiences allowed him to train and work with the best cable wake parks on the planet. With such extensive knowledge and education in the sport he loves, Greg JR decided to write his thesis on cable wake parks. Upon its completion, he realized certain factors, which have led him to dedicate the last few years of his life to the business of creating world-renowned public water sports parks.

The Shark Wake Park Team is prepared to create and deliver the best ARWA facility at Solano 360, in the City of Vallejo. Shark Wake Park's goal is to develop a high-class water sports and recreational facility for families to enjoy whether they are Northern California residents or visitors. No matter if you are a beginner or an advanced rider, friendly professional coaches will make sure customers advance their skills in a safe environment. The operation will provide wakeboarding, waterskiing, knee boarding and an inflatable aqua park (floating obstacle course) for all ages. Summer camps are offered along with special designed weekly training programs for younger kids and disabled patrons. The combinations of a cable park, ropes course and aqua park provide a very good likelihood of a year-round, busy facility. Shark Wake Park operates with an aggressive marketing strategy as well as a safety plan and employee handbook. All employees will be trained in



dealing with emergencies and will be required to maintain current CPR and First aid certifications. Partners like Rhonix, Hyperlite and Liquid Force will ensure that we provide the best equipment for rent or for sale in the wake board and water sports world. We will also hold many wakeboarding events on a local grassroots level up to a worldwide professional level. JR will offer many days throughout the year where kids can ride with professional wake boarders.

Shark Wake Park is an active outdoor recreational destination for all ages and groups. The AWRA may include a ten to fifteen acre state of the art Full-Size Cable waterski/wakeboard park, two-tower beginner cable waterski/wakeboard park, a top of the line Wibit Adventure Aqua Park. Holland based, ALTA Cable Ski will be the manufacturer used the design, manufacturing, and installation for the full-size and two tower systems. Shark Wake Park has used ALTA Cable Ski at existing locations in both South Carolina, at Park 843 in Myrtle Beach, and Florida, at Park 561 in Palm Beach. Germany based, Wibit is the world leader in Adventure Aqua Parks. Shark Wake Park has also used Wibit products at the existing South Carolina and Florida locations. Cable ski starting docks are designed, manufactured and installed by Alta as well. Shark Wake Park has used these Docks at our South Carolina and Florida locations. Alongside the lake, Shark Wake Park will construct the Shark Shack. The Shark Shack will offer a walk-up Concessions for Food and Beverage/Beer and Wine to allowing refreshments right on the water edge showcasing the waterskiing and wakeboarding front and center for all to enjoy. The ProShop allows for ticketing, sales of soft and hard goods, and a meeting place. Parking for all activities will be included in Shark Wake Park's development.



These facilities open up wake boarding to a vast new demographic who are financially incapable of ever learning boat driven watersports. The large financial investment of watersports, coupled with everyday cost of fuel and maintenance, creates an impossible barrier for an extremely large percentage of the population, which effectively hinders the growth of this sport. The cable wake park reduces the cost of entry to a fraction of the boat method and that allows everyone to participate. Greg JR is passionate about cable wake parks because it gives back to the local community and the sport he loves, while creating a sustainable business model that stimulates the economy by providing jobs to local resources. Shark Wake Park has worked hard to develop one of the most recognizable brands in the industry. Greg Norman Company is a world leader in branding and sports marketing. Shark Wake Park will leverage the assets,

team, and global outreach that Greg Norman Company has developed over 30+ years. Marketing efforts to promote the Shark Wake Park brand and new location in Vallejo will be extensive thus carrying Solano 360, the City of Vallejo, and the County of Solano, along with the campaigns.



Over 40 years of creating great places

PlaceWorks takes an integrated and holistic approach to comprehensive planning projects. The breadth of our experience includes general plans, zoning codes, community profiles, and other long-term planning and policy documents. As our name suggests, we're all about places and how they work-geographically, environmentally, functionally, aesthetically, and culturally-but we're also passionate about how we work collaboratively with our clients.

Founded in 1953, MacKay & Somps provides civil engineering, land surveying and land planning services. Chris Ragan, Assistant Operations Manager, has over 20 years of civil engineering consulting experience and has successfully managed Infrastructure Projects; Master Planned Communities; Industrial Parks, Mixed Use In Fill and Redevelopment projects; and Residential Subdivisions. MacKay & Somps has successfully completed thousands of engineering, planning and surveying projects for clients throughout Northern California and the Central Valley.



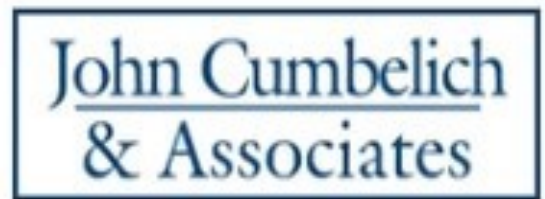
Real Estate
Finance/Economics
Development
Entitlements

Kosmont Companies is a full-service local government, economics and real estate advisory firm with a 33-year track record of working with cities and public agencies on economic development, downtown retail market analyses, and evaluating real estate projects, as well as public finance transactions exceeding \$10 billion. In the past few years, Kosmont has performed economic analyses and development strategies for dozens of cities across the State, including tourism-based communities such as

Santa Barbara and St. Helena, and currently Sausalito and Solvang. Kosmont public and private clients in northern California include those from areas such as Vallejo, Daly City, Richmond, Benicia, Pittsburg, Capitola, Folsom, Manteca, the County of Sacramento, and the County of Solano. Kosmont is well-acquainted with the local and regional economic context.

John Cumbelich & Associates provides commercial real estate services to Fortune 500 retailers, and select Investors, Owners and Developers specializing in retail commercial properties throughout Northern California. The firm has an excellent track record of sourcing new development sites throughout Northern California for select clients. Examples of development projects sourced by our firm include:

the 34-acre East Washington Place in Petaluma; the 19-acre, Target anchored Plaza San Jose; the 28-acre Jones Ranch in Concord, and The Corners in downtown Walnut Creek anchored by Apple and Tiffany & Co.



Archer & Ficklin, Inc
Serving Northern California since 1965

Archer is a seasoned real estate broker specializing in land, farms, ranches and commercial real estate transactions since 1981. The client profile includes representation of domestic as well as international clients, financial institutions, investment buyers and sellers, regional farmers and orchardists as well as governmental and governmental-related entities (by example, Solano County Water Agency and Solano Land Trust). Archer has successful working relationships with law firms, individual clients, not-for profit organizations as well as governmental agencies; he has prepared numerous offers for raw and commercial land, including subdivision and pre-subdivision properties.

3. Land Use Concept - Vision and Summary

Vision: A Place for People

Solano360 is a place for people. People walking, working, playing, learning in all areas of the New Community. Once the site of the Vallejo Fair Grounds, used only sporadically for a county fair, now the site will be repurposed and planned as a 24-7 New Community. Highly visible from Interstate 80 and SR 37 freeways this Community will establish itself as a walking community of trails, waterways, sports fields and parks. It will be organized south of the Exposition Halls, the “Fair of the Future”, into Districts and will be comprised of Lakes, Boulevards of shops, offices buildings, midrise apartments and Row Towns, and anchored by a regional active recreational complex. This vision will implement the Vallejo 360 Specific Plan.

Place of Growth: Design Principles

1. Establish development opportunities for the Vallejo Community Region
2. Create a visual sense of place from the freeways and surrounding communities
3. Provide economic vitality and new opportunities for businesses, residents and visitors
4. Develop a healthy community of activities and experiences
5. Encourage a variety of safe and efficient travel choices



The Design Principles implemented in the proposed Master Plan will meet the objectives set forth by the City and County for the Project Site. Those objectives as outlined in the RFP are:

- Create jobs, generate revenues and ensure long-term economic sustainability for Solano County and the City of Vallejo.
- Establish a unique place with an unmistakable identity that serves as an economic hub as well as a pedestrian-friendly, community gathering place. Explore a mix of complementary land uses, including retail, commercial, hospitality, recreational, high-density residential, family and youth oriented, educational and civic uses
- Explore increased physical connectivity and synergy that is compatible with surrounding uses and existing commercial operations
- Provide pedestrian bicycle, vehicular and transit facilities that foster access to, from and within the site
- Incorporate sustainable and green principles in all aspects of the development



Integrated Development: Plan Summary

The Concept Plan represents 111.7-acre project as a Master Plan within the 149.1 acres of the Solano360 Specific Plan. The proposed Master Plan conforms to the Specific Plan by holding the boundaries of the “Fair of the Future”, and major water elements, with minor modifications to roadways and land use boundaries. The land uses have been modified into a series of districts to most efficiently fit the uses within the property and complement the Future revitalized County Fair Grounds, “Fair of the Future”. Roads within the plan have been realigned to serve the use and character of the project connecting the districts by a main street concept and anchored by the Visitor Serving District to the north and the Regional Commercial on the south. Contained within the proposed 111.7-acre Master Plan are 25.1 acres Visitor Serving (Mixed Use), 24.0 acres of Regional Sports Complex (Soccer and Ballfield park), 23.9 acres of Open Space Water Feature, 32.8-acre Boulevard (Residential/mixed use), and a 8.1 acre Regional Serving Commercial anchor. Access and Egress to the site have been respected to hold existing intersections and infrastructure in place along the project edge.

Community: Collection of Districts

The Future Community has been organized into five distinct Districts creating a thriving Town Center. Each District is unique in character and builds on one another to provide a balanced community that complements the surrounding future and existing uses. Each of the land uses have been selected to create an all seasons, 24/7 destination, with an iconic Regional Sports Complex, visitor serving uses of hotels and restaurants, high density residential living with safe and friendly streets to provide walkable neighborhoods of niche retail.



1. Visitor Serving, west of the “Fair of the Future”, retail, restaurants, hotel, office, mixed use Designed to augment the Six Flags and Fair Grounds experience, providing a retail destination at a pedestrian scale, named “the crawl”. The Crawl is a walking promenade through the mixed-use retail core that will create a unique commercial atmosphere comprised of restaurant venues, small retail shops, and urban public open spaces. The district will offer a new boutique Hotel experience anchored on the lake waterfront at the end of “the Crawl”, overlooking the state of art Regional Sports Complex. With a wide range of retail, restaurants and hospitality, the Visitor Serving district will provide many employment opportunities. Through offering more entertainment and retail options complementary to Six Flags and the “Fair of the Future” visitors will extend their time spent at Solano 360.

2. Lakefront, hotel site, restaurants, retail, office, strolling trail Acting as the interface between the Visitor Serving and the Boulevard Districts, the Lakefront is envisioned to have restaurants and retail venues located along a boardwalk on the north, with a strolling water walk along the Boulevards to the south, tying together with access to the Regional Sports Complex and Fairgrounds. Lakefront will create a unique regional destination and community hub filled with activity along the water’s edge for both those living in Solano360 and those visiting.

3. The Boulevards, Apartments and Row Town Homes with community recreation A series of boulevards will make up the mixed-use residential district, showcasing a variety of living and residential experiences. Comprised of apartments, row towns, rooftop casitas, garden rooftops, artist flats, live work and retail venues. Residents of Solano360 will enjoy ease of access to adjacent retail and restaurant experience, providing a vibrant place to live and work.

4. Sports Park, buffering interstate 80, Active Sports Complex A new state of the art sports complex is proposed along the eastern boundary off interstate 80 showcasing a wide range of competitive organized sports and recreation. Providing a regional draw for clubs and individual users, based on the conceptual design, with 7 soccer fields, 4 baseball fields, sports courts, and a sports center building with rentable facilities for sport users and the community.

5. Regional commercial, At the apex of the property, in a prominent visible location from interstate 80, will be home to a regional commercial flex parcel. The regional commercial will provide jobs, and long-term ground leasing. Serving the immediate community and surrounding regions, operating as a regional opportunity for point of sales.

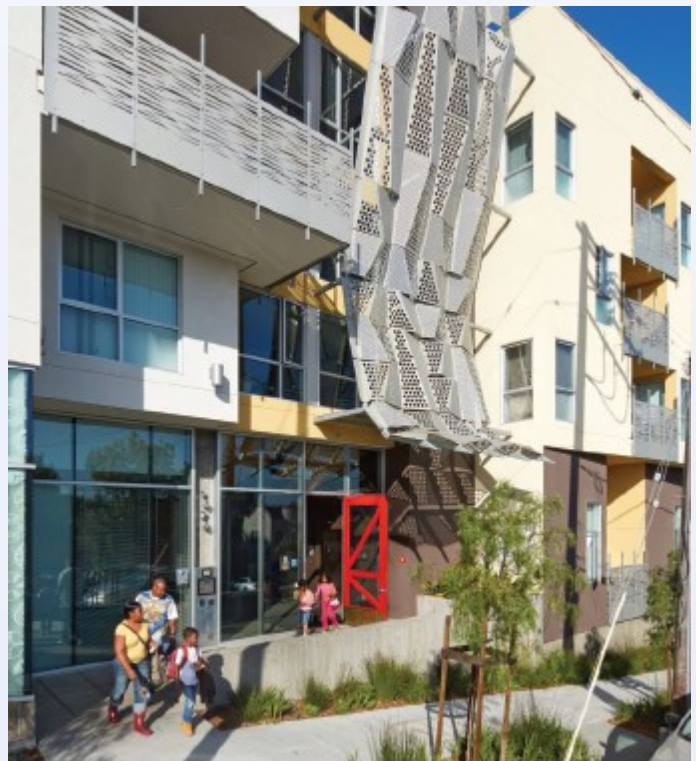
Neighborhood	Total Area	Recreation	Commercial	Office	Residential
Visitor Serving	25.1		X	X	X
Lake Front	6.0	X	X	X	
Boulevard	32.8		X		X
Sports Park	24.0	X	X		
Regional Com	8.1		X		

Destination Oriented:

The community proximity to 6 Flags and the Fair of the Future establish a need for a unique retail and living experience at Solano360. With Six Flags and the Fair of the Future often operating seasonally. Solano360 will be the third component that energizes the node by providing other complimentary uses that can be experienced year-round. This will ensure a stable tax base annually that is additive to the existing and future revenue generators by creating fulltime neighborhood support and users. A location that intended to provide for longer visitation.

Green Community: Place for Nature

Inter-connected waterways, plazas, urban niches, gardens, parks, play structures, complete streets, river walk, and boardwalks will all tie the community together through an urban greening strategy. This will enhance the quality of life and visual quality, both from within and outside corridors. The design will encourage walking over the use of automobile, through a multi-model structure. With the inclusion of a transit center, boulevards, pedestrian paseos, foot bridges and separated bike lanes the automobile will be the second choice.



Land Use Areas

SP: LUP 2013 (AC)

Proposed Concept 1/24 (AC)

PUBLIC AREAS

Fairgrounds

<i>New Exposition Hall</i>	3.2	3.2
<i>New Outdoor Arena/Venues</i>	16	16
<i>New Fair Parking/Rds.</i>	6.2	6.2
<i>Existing Fair Facilities</i>	5.3	5.3
<i>Existing Fair Parking/Rds.</i>	4.5	4.5
Subtotal	35.2	35.2

Transit/North Parking

<i>Bus Docking</i>	1.1	1.1
<i>Parking Structure</i>	1.1	1.1
Subtotal	2.2	2.2

Shared Public Parking Site

<i>Parking Structure</i>	5	
<i>Surface Parking</i>	19.7	
Subtotal	24.7	

***Sports Facility**

<i>Amenities</i>		
<i>-Soccer Fields</i>		
<i>-Baseball Fields</i>		
<i>-Lawn Bowl</i>		
<i>-Other Sports Courts</i>		
<i>-Water features</i>		
<i>-Building Amenity</i>		
Subtotal		24.0

***Anchor/Retail**

Subtotal		8.1
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Major Rds. (ROW)

Subtotal	14.3	
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Open Space

<i>Fairgrounds Channel/ Drainage</i>	17.9	17.9
<i>Creek Park</i>	6.0	6.0
Subtotal	23.9	23.9

PUBLIC SUBTOTAL AREAS

	100.3	93.4
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PRIVATE AREAS

Entertainment-Mixed Use (0.2 FAR)

Subtotal	18.8	22.9
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Entertainment - Commercial

<i>-Venue Area</i>	24	
<i>-Surface Parking Area</i>	6	
Subtotal	30.0	

***Residential - Commercial**

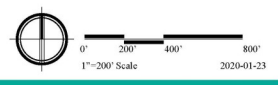
Subtotal		32.8
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PRIVATE SUBTOTAL AREAS

	48.8	55.7
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TOTAL

	149.1	149.1
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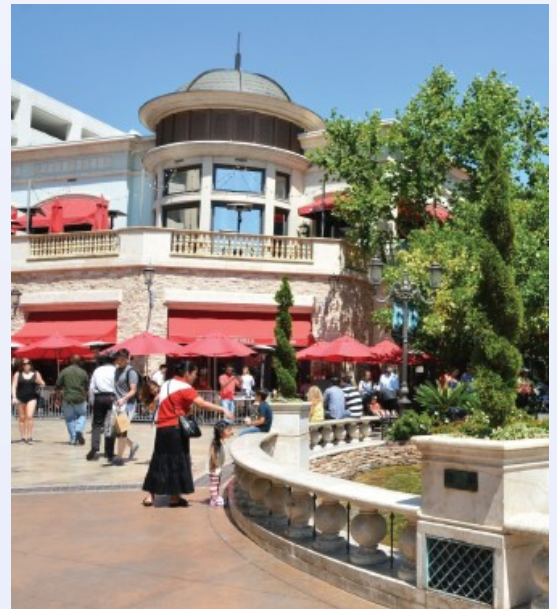


CONCEPTUAL PLAN
SOLANO 360 | VALLEJO, CA



CONCEPTUAL IMAGES - VISITOR SERVING

KEY MAP



CONCEPTUAL IMAGES - BOULEVARD

KEY MAP



CONCEPTUAL IMAGES - SPORTS PARK

KEY MAP



CONCEPTUAL IMAGES - LAKE FRONT

KEY MAP



CONCEPTUAL IMAGES - REGIONAL COMMERCIAL

KEY MAP



Specific Plan Implementation and Overview

As detailed in our conceptual land use vision for the Project, we embraced many of the concepts and land uses depicted in the 2013 Solano 360 Specific Plan. We observed and appreciated the tremendous efforts and collaboration the County and City conducted to create the approved Specific Plan, therefore one of our goals was to preserve as much as the previously completed work as reasonably possible. With that stated, we also recognize the Specific Plan was designed now almost 8 years ago and has not been updated to meet current market demands. We attempted to strike a balance with what was approved while implementing new concepts that offer sustainable marketability and community value.

Housing

The only deviation from the 2013 Specific Plan is our proposal for high-density housing in an urban, mixed-use setting, to be included within Solano 360. Our plan identifies where we feel housing is most suitable as a stand-alone high-density residential community, or set above retail/commercial spaces in a vertical mixed-use arrangement. We feel housing is a necessary and desirable addition to the Specific Plan to ensure financial viability and sustainability, while focusing upon the critical importance of “community”. In addition, the City of Vallejo is required to respond to Regional Housing Needs Allocations (RHNA) by providing new housing in order to receive desperately needed regional transportation funding. Currently the City does not have the necessary units in the planning pipeline to fulfill these important goals. While fulfilling regional and local goals, housing concepts for Solano 360 will meld seamlessly with our adjacent entertainment, mixed-use, and commercial components.



“The Specific Plan provides a flexible guide for land use for a long-term, phased revitalization over the next 25 years”

(Solano 360 Specific Plan)

When we consider land uses that will survive rapidly changing market demands over a 25-year period, there one particular use that will remain sustainable over any duration; housing. In 2013, housing was simply considered a place for people to live. Now in 2020, housing includes in-home thriving businesses and remote offices, in addition to living space. While the definition of housing has evolved, the basic structures and architectural approaches persist, and are simply modified internally to adapt to market demands. Non-residential spaces can become quickly dated and unsuitable over time, and are often razed entirely, or, replaced with a less desirable use/user (i.e. storage) due to construction/replacement cost burdens.



“Establish a unique place with an unmistakable identity that serves as a destination for visitors as well as a pedestrian-friendly, community gathering place w/ amplified focus on pedestrians” (Solano 360 Specific Plan)

When placing an amplified focus on a pedestrian-friendly setting, the first step is to ensure that pedestrians are actively experiencing and visiting Solano 360. As currently planned, every visitor relies solely upon the use of an automobile to access the site. Automobiles fill our streets up with traffic, and burn important carbon-based fuels that impact the environment. While we absolutely desire to promote regional visitors to Solano 360, housing within the project provides Vallejo Citizens with an easy path towards experiencing the destination. Regional visitation drives the need for additional infrastructure and parking, whereas housing within the project will promote multi-modal accessibility to minimize the needs for oversized infrastructure and parking. In addition, retail and entertainment business thrive when intermixed with housing in a walkable setting, which provides for sustainable business and recreation activity during the week, as opposed to strictly positioned around the weekends.

Fair & Transit

As with our housing, the Fair and Transit facilities have been completely integrated within our site plan to promote interest and visitation to the Fair for special events. Our thoughtful approach includes free-flowing accessibility throughout Solano 360, while also avoiding overlap by confining circulation elements to the Fair. While we have not detailed the infrastructure needs of the Fair operations, we will work closely with the Fair to provide and will implement such as we best determine the optimal infrastructure phasing and development of the project. We understand much of the dated and inadequate infrastructure will require new and upgraded services, as warranted, to the Fair and Solano 360 alike. We are happy to work with the County and Fair to determine short-term and long-term needs and demands, as well as identify options that offer new technologies to ensure the Fair remains, “of the Future”.

Six Flags Overflow Parking

Our correspondence with Six Flags reaffirms the critical need to maintain sufficient parking to support the iconic Discovery Kingdom Amusement Park. We are aware of the Parking Management Agreement dated April 22, 2014, which obligates Solano 360 to provide for 11+- acres / 1,400+- parking spaces for primary overflow parking, and in turn, to the extent available, 23+- acres / 2,000 parking spaces for secondary overflow parking, and in turn, the County is compensated annually. We also understand this Agreement expires in March, 2024, assuming the 3-year option is extended by Six Flags.



Our conceptual vision contemplates the optimum setting whereby a structure parking garage replaces the surface parking to alleviate the burden of dedicating 11+- acres to unattractive surface parking. Six Flags does not represent interest in financing any portion of a parking garage, so therefore the burden is likely to be placed upon Solano 360 to provide such. Clearly parking arrangements can be fully revisited in four years, however, we assume Six Flags will remain and their corresponding parking needs to maintain a successful amusement park will persist. Our understanding is that a parking garage is estimated to cost \$25,000 - \$30,000 per parking space, which for the Primary Overflow Parking would amount to a \$38,000,000 cost to construct. While there are tremendous benefits to condensing surface parking area into a parking garage, at this time we feel that approach could place an insurmountable burden on the initial phases of the project, and that the 11+- acre land area continue to be set aside until 2024, or when the Parking Agreement is re-visited. A more appropriate plan will be to temporarily incorporate the existing (or slightly modified) surface parking lot to allow for future phases of development to be easily expanded into areas currently preserved for surface parking, if in the event a parking structure is deemed financially viable in the future.

4. Marketplace Overview: Marketing Strategy

AIM HIGH

We believe that Solano 360 has unique and attractive attributes that will be marketable to a wide array of retail, lifestyle, and entertainment opportunities to create a special place. The Vallejo retail market is presently populated by redundant, formulaic big box retail centers. None have successfully created a successful and inviting sense of place to differentiate themselves from the competition. None have effectively been able to capture BOTH the surrounding Vallejo marketplace and the extended trade area that reaches north, south and west along the I-80 and Highway 37 corridors.

The scale, location and timing of the Solano 360 site present the opportunity to secure the special uses that have been missing from the Vallejo retail trade area. Given the benefit of time to pre-market the opportunity, our recommendation is to spend the initial 6-12 months in pursuit of the aspirational brands the market is currently lacking. We can, after that time, reassess the interest level and proposals received, but there's no reason not to shoot for the moon at this stage.

Shoot the Moon Super-Regional Anchors:

The correct marketing approach for a site so strategically positioned at the intersection of two major freeways is to leverage the reach of that location to Super-Regional brands that would otherwise struggle to find a location that can serve the Solano, Marin and Contra Costa counties. Examples of this kind of user include: IKEA, Bass Pro, Cabelas, and Scheels.

Entertainment:

While the COVID paradigm has blunted the expansion plans of many entertainment retailers, the market for entertainment will eventually rebound. When it does, it may take the form of dine in theatres (Studio Movie Grill), Golf concepts (Top Golf, Drive Shack) and other concepts. Entertainment brands best succeed in markets that can combine a dense local population with freeway locations that extend the trading area into neighboring sub-markets. The Solano 360 site meets these criteria perfectly.

Hotel:

The Vallejo market is under-represented among the major hotel flags, including Hilton, Marriott and Hyatt, among others. Two key reasons for this paucity of hotel brands are the lack of freeway visible sites and the absence of surrounding retail and dining amenities to help create a pleasant stay for hotel patrons. The Solano 360 site will satisfy both of the prerequisites and offer the scale to accommodate multiple hotel brands.

Restaurants:

The COVID crisis is accelerating change in the restaurant space and sorting out winners and losers at an unprecedented pace. Brands are re-imagining their restaurant offerings by seeking new locations that can offer dedicated parking for mobile order pickup, or delivery services such as DoorDash and Uber Eats. Meanwhile old-model, large format restaurants are being replaced by healthy quick service restaurants, such as Sweetgreens, Amy's and Mendocino Farms.



The Solano 360 site is a blank slate that can offer the drive thru, dedicated parking requirements and outdoor dining areas that consumers are increasingly demanding, and unlikely to find in most of the existing retail centers in Vallejo.

Other Retail Uses:

The regionality of the strategic Solano 360 location creates the opportunity to attract other regional serving brands, such as CarMax and Carvana, as well as the many emerging electric car companies such as Lucid, Neo and Tesla.

MARKETING APPROACH

Our marketing approach will be two pronged, with one focus on national tenants, and another on local/regional operators that we hope will comprise the majority of the tenant mix.

National Tenants:

Online marketing via national platforms (Crexi, Loopnet, etc) as well as our firm's website (www.cumbelich.com).
Email Blast the project the firm's proprietary database of retailers and active regional brokers.
Tour with prospective tenants and their local representatives.
Arrange meetings for ICSC events (Monterey, Vegas, LA, local)

Regional and Local Tenants:

In addition to everything under the "national" category:
Give a presentation to each major brokerage house in the bay area.
Compile a list of winning regional/local retailers in Solano, Napa, Sonoma and Marin Counties, and the East Bay.
Compile a list of local restaurant operators we want to target for the project.

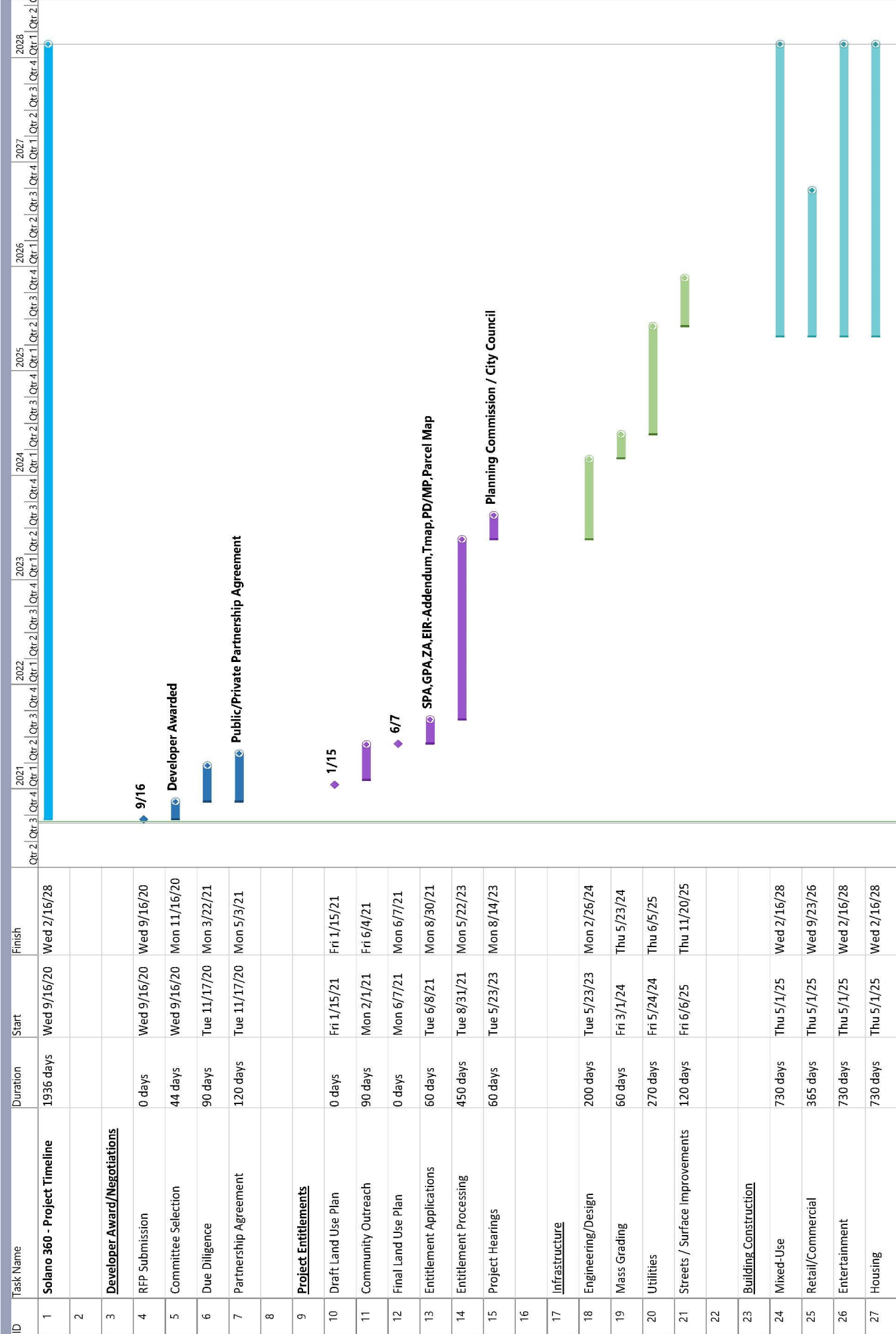
Specific Interest and Commitments – End Users/Tenants:

As recommended above, a formal and complete marketing outreach effort is fully intended from the outset of the Project Timeline once the Committee has awarded the Project to a specific developer. Our combined market outreach includes connections through the extensive retail network of the Lewis Company with our many local and regional commercial projects. Cumbelich and Associates and Archer Ficklin also have tremendous reputations and records of local success in procuring end users and/or tenants in retail and commercial spaces for Lewis Projects with local, national, and international brands. We are confident that the aforementioned Project attributes combined with a prominent and highly reputable developer and brokerage team that Solano 360 will attract many unique and interesting candidates.

Securing end user and/or tenant interest in the form of a written commitment is a daunting task without having a formal commitment from the underlying owner of the real estate. While we have engaged numerous interested tenants, we must preserve their confidentiality and internal negotiations at this time to preserve our relationship and confidence that Lewis can execute upon their interest level. In addition, we appreciate that tenants are willing to express their non-committal interest in properties in general, but we know that is without any substance and is purely wishful speculation until the project is under a reasonable level of formal control. In addition, the economic and financial disposition of Solano 360 may dictate the types of end users and/or tenants that may be considered for the Project.



5. Project Timeline



6. Business Terms

(Proposed Lease/Purchase Terms submitted separately under confidentiality)

Proposed Business Terms

An appropriate financing and funding approach for future Solano360 development could include at least three primary components:

1. Mello-Roos Community Facilities District (CFD)
2. Tax Increment Financing (TIF)
3. Grant Funding

There are a variety of other public-private tools available as outlined herein, and it would be the goal of the development team to collaborate closely with the public agency team to structure a beneficial partnership for all parties. Any structure proposed by the development team would be based on new revenues to be generated by the proposed new development (no existing City resources or revenues), such as new CFD special taxes generated by the project components (funding capacity benefits from inclusion of a residential component), or new property tax increment generated by the private sector investment in the project. Such special district strategies would also improve the project's ability to attract grant funding from multiple potential grant sources, as special district partnerships have proven to increase eligibility in competitive grant ranking, as well as address the local match requirement specific to each grant program. Where applicable, the developer would serve as joint applicant with the City for grant programs that require private sector cooperation (e.g. IIG or AHSC grants).

I. Potential Financing Mechanisms

Mechanism	Description
Mello-Roos Community Facilities District (CFD)	<ul style="list-style-type: none"> • Additional special tax on property tax bill • City serves as "conduit" issuer • Can fund certain enumerated services (e.g. police, fire, recreation, maintenance) and construction of infrastructure (CFD bonds) • Formation and bond issuance require 2/3 voter approval (landowners)
Parking District / Parking Authority	<ul style="list-style-type: none"> • Commission-led local government entity (law enacted in 1949) • Manages parking operations and revenue • May be used to acquire property and fund new parking facilities • Landlord for parking leases and concession agreements
Enhanced Infrastructure Financing Districts (EIFD)	<ul style="list-style-type: none"> • Tax increment financing mechanism that can leverage property tax (or possessory interest tax) increment from participating taxing entities (e.g. cities, counties, special districts, but not schools) • Can finance construction and maintenance of regional infrastructure, affordable housing, transit priority projects, projects that implement a Sustainable Communities Strategy, and other projects of communitywide significance

	<ul style="list-style-type: none"> • Governed by a Public Financing Authority (PFA) composed of participating governments and members of the public • Formation and debt issuance does NOT require voter approval; however, there is a majority protest opportunity for landowners and registered voters • Can utilize property tax increment in tandem with a variety of other funding sources, such as property tax in lieu of vehicle license fees (VLF) and property tax distributions from the Redevelopment Property Tax Trust Fund (RPTTF)
Tourism Improvement Districts (TID)	<ul style="list-style-type: none"> • Funds raised through an assessment on lodging stays • Provides services directly benefitting businesses within district, such as marketing and promotion of events • Over 50 local tourism improvement districts in California
Business Improvement District (BID)	<ul style="list-style-type: none"> • Surcharge on business license taxes • Fund business marketing, promotions/events, parking improvements • Benefit assessment fee independent of business license taxes
Property-Based Business Improvement District (PBID)	<ul style="list-style-type: none"> • Additional assessment on property tax bill • Setup for 5 years at a time (renewable in 10 year increments) • Fund clean and safe programs, capital improvements, management • 100 plus PBIDs created around the State • Requires 50.1% weighted owner ballot approval • Can assess vacant land, buildings, government properties, public utility properties, churches, non- profits, but not residentially zoned properties
Site Specific Tax Revenue Pledge (SSTR)	<ul style="list-style-type: none"> • New tax revenues (e.g. sales tax, hotel/TOT) generated by a specific project can be re-invested by a city to reduce a financial feasibility gap • Revenue amounts are calculated and contributed each year based on actual increment of public revenues produced that year by the project



II. Potential Grant Funding Sources

Grant Name / Agency	Description
<i>Infrastructure & Economic Development</i>	
Economic Development Administration – CARES Act Economic Adjustment Assistance Program	<ul style="list-style-type: none"> • \$1.467 billion funded through the 2020 CARES Act for economic injury from coronavirus pandemic “special need”: <ul style="list-style-type: none"> ◊ Economic recovery planning ◊ Preparing technical assistance strategies to address economic dislocations caused by the pandemic ◊ Preparing, developing, or updating pandemic recovery and resilience strategies, including industry supply chain, cluster analyses, econometric analyses, diversification efforts, and travel and tourism- related marketing campaigns. ◊ Implementing entrepreneurial support programs to diversify economies, including through Revolving Loan Funds or innovation grants ◊ Constructing infrastructure, public works, or facilities that will support economic recovery, including the deployment of broadband for purposes including supporting telehealth and remote learning for job skills • State and local governments, non-profits, higher education eligible – no need to demonstrate additional economic distress; requires consistency with local Comprehensive Economic Development Strategy • Awards from \$100,000 to \$30 million; 80% Federal cost share but may go up to 100% • Funds available until September 2022
<i>Environment & Open Space</i>	
CA Department of Toxic Substances Control – Brownfield and Clean Up Grants	<ul style="list-style-type: none"> • Brownfield Revolving Loan Fund and Cleanup Loans Environmental Assistance to Neighborhoods (CLEAN) programs for hazardous substance release or petroleum site clean up to facilitate redevelopment • Grants and low interest loans up to \$2.5mm • Developers and businesses eligible for loans; schools and local governments eligible for up to \$200,000 additional grants; only parties not responsible for cleanup are eligible • Timeline – ongoing application process
Federal Emergency Management Agency – Flood Mitigation Assistance Grant Program	<ul style="list-style-type: none"> • Funds projects that reduce or eliminate claims under the National Flood Insurance Program – community flood mitigation projects, including natural floodplain restoration and improvements to NFIP-insured properties • Local governments with an adopted hazard mitigation plan are eligible for FEMA non-emergency funds • \$90 million available for projects in prior fiscal year • Timeline – annual appropriation; NOFA posted in August and applications due in January
CA Department of Water Resources – Flood Control Subventions Program	<ul style="list-style-type: none"> • Propositions 1E and 84 funding to improve flood protection for urban areas – cost-share on design, real estate, and construction activities • Covers local flood control agency cost share of Federally-authorized projects • Timeline – ongoing applications

CA Dept of Parks & Recreation <i>– Prop 68 Grants</i>	<ul style="list-style-type: none"> • Various funding programs for acquisition, development, expansion, or renovation of parks and open space • Statewide Park Development and Community Revitalization Program (SPP), Community Access Program (CAP), Regional Parks Program, • Timeline – applications due in August for SPP; CAP and Regional Park program guidelines currently being reviewed
<i>Transportation Infrastructure</i>	
CalTrans – Active Transportation Program	<ul style="list-style-type: none"> • Biking and walking infrastructure and programs – community wide plans, active transportation projects with GHG reduction, safety enhancements, reduce childhood obesity, Safe Routes to Schools Program • City, County, transportation commissions, Regional transportation planning agencies, MPOs, school districts, and transit districts eligible • \$250,000 + grants, no local match required, Disadvantaged community preference • Timeline – Cycle 6 TBD
CA State Transportation Agency/Caltrans <i>– Highway Safety Improvement Program (HSIP)</i>	<ul style="list-style-type: none"> • Federal aid program under FAST (2015) to reduce fatalities and serious injuries on all public roads – any public road or publicly owned bicycle or pedestrian pathway or trail • Local HSIP projects must be identified on the basis of crash experience, crash potential, crash rate, or other data-supported means • Cities and Counties that can receive federal-aid highway funds are eligible • Awards of \$100,000 to \$10 million; 90% Federal cost share • Cycle 10 application deadline September 4, 2020
<i>Housing & Transit Oriented Development (TOD)</i>	
CA Housing & Community Development <i>– Infill Infrastructure Grant Program (Prop 1C)</i>	<ul style="list-style-type: none"> • Gap funding for infrastructure improvements supporting residential or mixed-use infill development. Development or rehab of parks, open space, water, sewer, utilities, streets, roads, parking, transit linkages, shelters, traffic mitigation, sidewalks, streetscape improvements • Developers eligible – non-profit and for profit; some focus on Opportunity Zones • Up to \$5 million grants - Round 7 TBD: http://hcd.ca.gov/grants-funding/active-funding/iigp.shtml
Strategic Growth Council – Affordable Housing & Sustainable Communities	<ul style="list-style-type: none"> • Investments in projects that increase accessibility of housing, employment centers, and key destinations – affordable housing and transportation infrastructure • Disadvantaged Community preference • Local governments, non-profit and for-profit developers eligible to apply • Timeline—Applications generally due in February; Round 5 timeline TBD
Strategic Growth Council – Transformative Climate Communities	<ul style="list-style-type: none"> • Development and infrastructure projects that achieve major environmental, health, and economic benefits – affordable/sustainable housing, water/energy efficiency, urban greening, health and well-being • Disadvantaged Community preference • Timeline –Applications generally due in October; Round 4 timeline TBD
<i>Other</i>	
CA Infrastructure and Economic Development Bank (iBank) – Low Interest Loans & Debt Assistance	<ul style="list-style-type: none"> • Low cost loans up to \$25 million, including Industrial Development Bonds, Exempt Facility Bonds, and Infrastructure State Revolving Fund

7. Development Financing - Financial Qualification, Capability, and Litigation History

PROFIT/LOSS STATEMENTS (3 YEARS)

To be provided confidentially under a separate cover / submission.

EVIDENCE OF FINANCING/ SECURED FUNDING SOURCES

Lewis Land Developers, LLC, self-finances all acquisitions, entitlements, development and construction on development projects and does not seek or utilize outside sources of capital, capital partners, bank loans, or private development loans. Under a separate cover we shall show that our average cash balances for the past five years, which will unequivocally reflect our ability to fund this development internally and with no dependence on outside financing.

BANKRUPTCY FILINGS WITHIN PAST 5 YEARS

Lewis Land Developers, LLC has had no bankruptcy filings within the past five (5) years. In fact, no Lewis entity has filed bankruptcy in the entire 62 years of company operations.

EVIDENCE OF ABILITY TO OBTAIN AND MAINTAIN INSURANCE

Lewis Land Developers, LLC, has remained in business for over 50 years and is accustomed to providing land owners and public agencies with insurance policies from highly accredited and recognized insurance companies. We are happy to provide any specific evidence of our ability to insure and/or provide example policies upon request.

DEVELOPER EXPERIENCE - LITIGATION HISTORY (PAST 5 YEARS)

Lewis Land Developers, LLC, has not been a plaintiff or defendant in any litigation within the past five (5) years.

PROJECT PROFORMA

To be provided confidentially under a separate cover / submission.

8. Employment and Local Business Impact

Based on review of the development team's proposed project concept, Kosmont has prepared an order-of-magnitude estimate of the potential job creation impacts from construction and ongoing operation.

A. Estimated Economic Impacts from Project Construction (Temporary):

Impact Type	Jobs	Labor Income	Output
Direct	2,130	\$191,474,898	\$373,500,000
Indirect	457	\$32,797,959	\$82,702,693
Induced	828	\$48,164,945	\$139,843,789
Total	3,415	\$272,437,802	\$596,046,481

- 3,415 job-years of employment (one job-year is defined as one year of employment for one employee; e.g. 3,415 job-years over approx. 3 years of construction yields approx. 1,138 average annual temporary jobs) from direct, indirect, and induced economic activity
- Approx. \$272 million in temporary wages over the construction period from direct, indirect, and induced economic activity
- Approx. \$596 million in total economic output over the construction period from direct, indirect, and induced economic activity

B. Estimated Economic Impacts from Ongoing Project Operation (Permanent):

Impact Type	Jobs	Labor Income	Output
Direct	773	\$28,979,117	\$60,540,412
Indirect	116	\$7,603,865	\$20,907,500
Induced	137	\$7,974,196	\$23,148,003
Total	1,027	\$44,557,178	\$104,595,915

- Approx. 773 permanent, on-site employees, characterized mostly as retail, hospitality, and recreation-related occupations
- Additional approx. 254 indirect and induced jobs throughout the County for a total of approx. 1,027 direct, indirect, and induced jobs
- Approx. \$45 million in annual wages from ongoing operation from direct, indirect, and induced economic activity
- Approx. \$105 million in annual economic output from ongoing operation from direct, indirect, and induced economic activity.

Local Business Impact

In effort to further promote the sense of community within Solano 360, it is imperative to include the Community in the planning, development, construction, and ongoing operations of Solano 360. This extends well beyond public outreach as we would seek to maintain ongoing engagement with local businesses, trades, and many other private and public organizations in effort to provide periodic updates during each phase of the development such that local organizations could maintain attachment to the project to promote interest and understanding to support local businesses opportunities to become involve with the project. Promoting local employment through job fairs, websites, and community meetings is an absolute component to making Solano 360 a “project for and by the community”. As a Vallejo Chamber of Commerce Member, we also maintain positive relationships through our Chamber activities and networking, which will be a solid source of local options and opportunities as well.

Lewis Planned Communities is extremely mindful of the need to promote local hiring and employment benefits for the communities we work within. Working with local employment organizations maintains a strong attachment to the community and seeks to promote highly experienced workmanship and fair wages. As with all projects, it is critical to maintain a balance of hiring both local and regional workforce to preserve each project’s financial viability. The benefits and rewards of working with local partners are only realized if the project infrastructure and building construction proceeds forth.

As one of the largest and most active developers in Solano County, we have deep relationships with important local trade partners who have and continue to assist us with strong “hire local” strategies and outcomes on our projects. Quality of workmanship is a critical component to preserve long-term sustainability of both horizontal and vertical development. When designing and building infrastructure, we will seek to continue to hire Operating Engineers Local 3 members and companies for our engineering and site development efforts. In addition, as we construct buildings and homes on the property, we will extend our current partnerships with the Sheet Metal Workers Local 104, Plumbers and Steamfitters Local 343, Sprinkler Fitters Local 483, and International Brotherhood of Electrical Workers 180. We would not be in position to successfully complete our projects without the efforts and dedication of these hard-working contractors who produce the highest quality of work. We are very open to including other local trade partners and will seek to incorporate more organizations as possible. In working with our local trade partners, we anticipate having direct access to local material suppliers as well.

