Ojai Unified School District

RFP Response

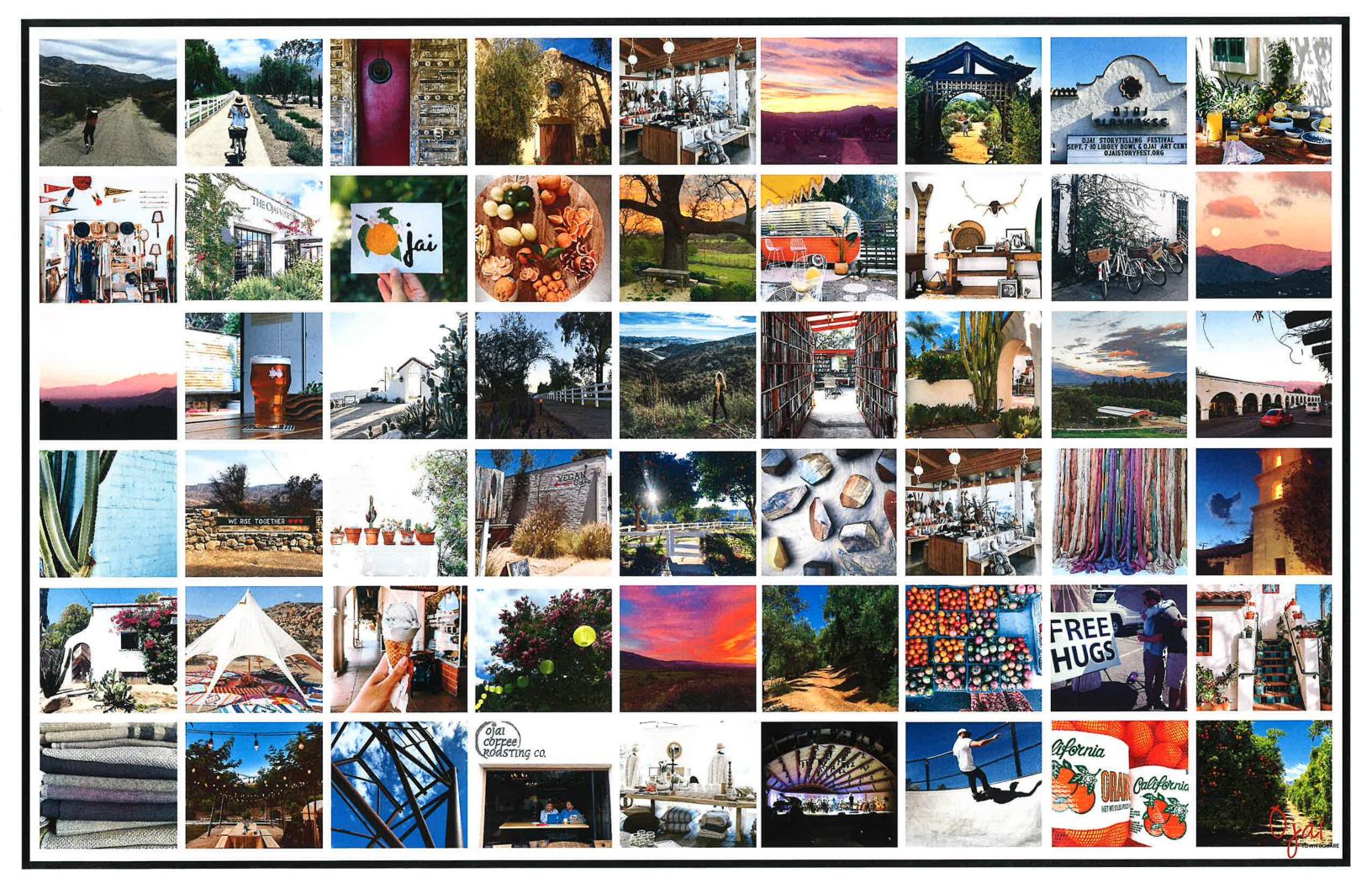
March 1, 2019



We design, develop and build beautiful spaces and create immersive, community-centric experiences that drive value for all of our stakeholders.











interdisciplinary by design

We believe design and development works best when many disciplines are fully integrated. Our team is composed of real estate developers, architects, artists, designers and financial analysts. The common thread that unites us is a belief in the power of storytelling through place.



WHO WE ARE



Brian Veit

Brian Veit is a real estate developer and investor with over 20 years of real estate experience. He founded Seal Rock Investments LLC serving as an operating general partner ("GP") to connect debt and equity investors with opportunities.

Prior to Seal Rock Investments LLC, Brian was a partner at Brooks Street, overseeing a staff of fifteen in all aspects of land development, through all stages of the life cycle from acquisition, entitlement, development, asset management, financing, and disposition. Working for Farallon Capital Management in the real estate private equity group, he helped to invest over \$300 million in equity, generated more than \$500 million in sales, and financed another \$500 million of retail, hotel, and land investments.

Prior to Farallon, Brian was sole proprietor of a consulting civil engineering firm based in South Lake Tahoe and San Francisco, California. During this time he served on the El Dorado County Planning commission, in the process ushering in a new general plan and learning the political side of land development. In 1997 he transitioned to real estate development and thence to private equity investment in 2000. Brian combines financial analysis with a flair for communication and applies a structural engineer's discipline to structuring financial transactions. He brings a comprehensive and broad depth of experience and passion to the goal of successful real estate investment. Brian studied civil engineering at Stanford University and earned a Masters degree from the University of California at Berkeley.



kristine schnell

kristine is the creative director and partner at playground. With expertise in architecture, interiors, branding and placemaking, kristine is a sought after resource, consulting on large scale redevelopments, as well as boutique projects. With a classical education in art, architecture and design, kristine is know for her encyclopedic library of visual knowledge, blending classical styles with an equal sense of restraint and irreverence.

A working artist, writer and serial entrepreneur, kristine has been creating and running successful businesses from a young age and is passionate about the role of business in creating a better world and as a powerful tool for social change and the wellbeing of our planet. kristine will received her WELL certification for healthy building practices in this spring. A former ballerina, she loves the arts, yoga and making the world a more beautiful place through the arts.



Bradley Schnell

Bradley Schnell is a founding partner and principal of playground agency, an award-winning design and concept firm based in southern California. He also serves as the principal for playground creative capital, a group focused on redeveloping under-utilized assets to create exceptional community spaces. With extensive experience in public/private partnerships, as well as the coastal re-development process, Bradley is well-versed in creating plans that serve a wide-range of constituents.

Bradley holds a degree in Art and Graphic Design from Cal State Channel Islands, a Masters in Architecture from the University of Pennsylvania, as well as a degree from Toronto's prestigious Institute Without Boundaries, created by Bruce Mau. With a design sensibility defined by his bi-coastal aesthetic, his work ranges from radical modernism to more classical styles.

Before earning his Masters in Architecture, Bradley worked on some of the nation's best known advertising and branding campaigns in LA. Bradley founded playground with an understanding that design functions best when it is highly collaborative and interdisciplinary, merging branding and graphic design with building and interiors to create cohesive, seamless experiences.



Paul Gherini

Paul specializes in acquisitions, finance, and development. He is a graduate of the Urban Studies and Planning program at the University of California, San Diego. Paul maintains advisory and partner positions for multiple firms and investment vehicles. He played a critical role in the RFP of the redevelopment of Seaport Village in San Diego. He maintains active consultation on the redevelopment and on other large scale mixed-use development projects.

Paul has been directly involved in the acquisition and financing of over US \$2.0B in commercial projects. With a deep understanding of financial analysis and experience in executing complex deals, public private partnerships, and joint ventures in all product types, he is adept at finding creative solutions to complex challenges. Born and raised in the foothills of Santa Barbara, Paul has fond memories of playing golf at the Ojai Valley Inn and playing sports against Nordoff, Villanova, and Thatcher.



playground offers a unique value proposition for this project as our firm is not only able to deliver on all creative fronts, but also has a strong understanding of implementing big ideas. We are uniquely positioned to take on public/private partnerships that deliver on strong financial returns, as well as community-centered design solution that are beloved by locals and visitors alike. With an expertise in creating human-centric environments, our passion lies in creating remarkable experiences that serve as an inspiring backdrop to daily life.

We also have the ability to activate spaces quickly, beginning to generate viable revenue streams and creating financial value quickly. Our proven experience at short-term and pop-up activations makes us a unique choice for this project, as our team is capitalized and able to move quickly on activations. This has a dual benefit in also creating new centers for community and outreach that help to ensure strong community involvement and open communication throughout the larger scale re-development process.

We love working on historic projects and are uniquely positioned with our breadth of significant experience in public-private partnerships. From three of southern California's largest public/private partnership deals (see cases studies) to expertise in restoring, renovating and re-imagining historic structures that speak to the fabric of a community, our team is able to fulfill the creative aspects of the project, as well as the financial, historical and public/private nature of this unique opportunity.

Our track record of successful projects is more than just a series of financial returns—they are actual spaces that you can go see, enjoy and experience.





Name & Contact Information

Playground Design LLC. [hello@playgroundagency.com]

Seal Rock Investments LLC. [veit@seal-rock.com]

Statement of Financial Qualifications

- [a] Seal Rock has a few different affiliates, all of which operate in CA. Namely these are:
 - 1. LA JOLLA COVE SUITES LLC (and affiliates), owner of an oceanfront hotel (lajollacove.com) in La Jolla, CA.
 - 2. 2690 GRT HWY LLC, IRV LLC, R&M SHADETREE LLC & OB LLC, all of which are multifamily apartment owners in San Francisco, CA.
- [b] Name and Address of three financial references, including. primary bank:
 - 1. Alison Schweitzer, First Republic Bank Managing Director: aschweitzer@firstrepublic.com | 949.255.2702
 - 2. Pat Shea: patshea@me.com | 619.300.3177
 - 3. John Garrett: johnwgarrett@gmail.com | 415.652.8431
- [c] None of these applicants has any bankruptcies of any sort.
- [d] No pending litigation.
- [e] Financial Statements are attached as CONFIDENTIAL EXHIBIT {01}, Audits will be provided as necessary if selected.
- [f] Credit Reports are attached as CONFIDENTIAL EXHIBIT {02}.
- [g] Other documents addressing our financial standing and ability are attached as CONFIDENTIAL EXHIBIT {03}.

GENERAL QUALIFICATIONS

Playground Design LLC and Seal Rock Investments LLC are pleased to present this proposal to lease the former District Administrative office, also referred to as the Chaparral High School Property, consisting of 7.54 acres at 414 E. Ojai Avenue, Ojai, CA 93023, APN 022-140-01.



LEASE TERMS PROPOSAL

1 Lease Proposal

TERMS - GROUND LEASE

- 1. Rent: 4% of Gross
- 2. Type: Ground Lease. Plan keeps some of the current buildings and envisions new ground-up construction for the rest. Property and all buildings and appurtenances to be demolished or returned at the end of the lease term at the District's discretion.
- 3. Term: 99 Years
- 4. Due Diligence Period: 120 days
- **5. Earnest Money:** \$200,000.00*
- **6.Closing:** 60 days thereafter

7 The Project

- 1. Anticipated Use. A planned development mixed use project consisting of:
 - a. Hotel, 180 keys
 - b. Retail and Office, 14,000 sf
 - c. Residential Units and Townhomes, 52 units
 - d. Community Facilities (performance, art and community spaces)
 - e. Recreational Facilities (rock walls, picnic areas, etc.)
- **2. Reviews and Approvals.** We envision a conditional use permit, with City as the lead agency on an EIR. Applicant confirms that it will be solely responsible for obtaining any necessary approval for the Respondent's intended use of the Property.

3 Impacts to Surrounding Properties

Project will be designed so as to minimize the impacts on the surrounding property and to enhance the community of Ojai. The project will not require additional parcels and will be adequately parked.

4 Insurance & Other Terms

- 1. Applicant agrees to indemnify the District and all District employees from any claim, harm, damage or demand arising from any work performed on the Property at applicant's request. Work requested from the District will be approval of the specific plan and consultation as necessary at the District's discretion.
- 2. Applicant will carry customary property and casualty insurance with coverage commensurate to cover buildings and also a ten million dollar liability umbrella. Proposed insurance coverage is outlined below.
- 3. Typical subletting rights, with consent of district. Applicant confirms that it will remain solely liable for all financial obligations established by the Lease Agreement in the event of a sublet.
- 4. School District's Fee Interest not to be subordinated.

HOTEL: \$80M BUILDING VALUE, \$500K BUSINESS INCOME, \$500K BUSINESS PROPERTY, \$1M LIABILITY PER OCCURRENCE, \$2M LIABILITY PER GENERAL AGGREGATE.

TOWNHOMES: \$20M BLDG VALUE, \$250K BUSINESS INCOME, \$80K BUSINESS PROPERTY, \$1M LIABILITY PER OCCURRENCE, \$2M LIABILITY PER GENERAL AGGREGATE.

RETAIL: \$5M BLDG VALUE, \$250K BUSINESS INCOME, \$0K BUSINESS PROPERTY, \$1M LIABILITY PER OCCURRENCE, \$2M LIABILITY PER GENERAL AGGREGATE.

PLUS A \$10M LIABILITY UMBRELLA COVERING THE ENTIRE SITE. OJAI UNIFIED SCHOOL DISTRICTS AND ANY OTHER NECESSARY ADDITIONAL INSUREDS, ETC. TO BE INCLUDED.

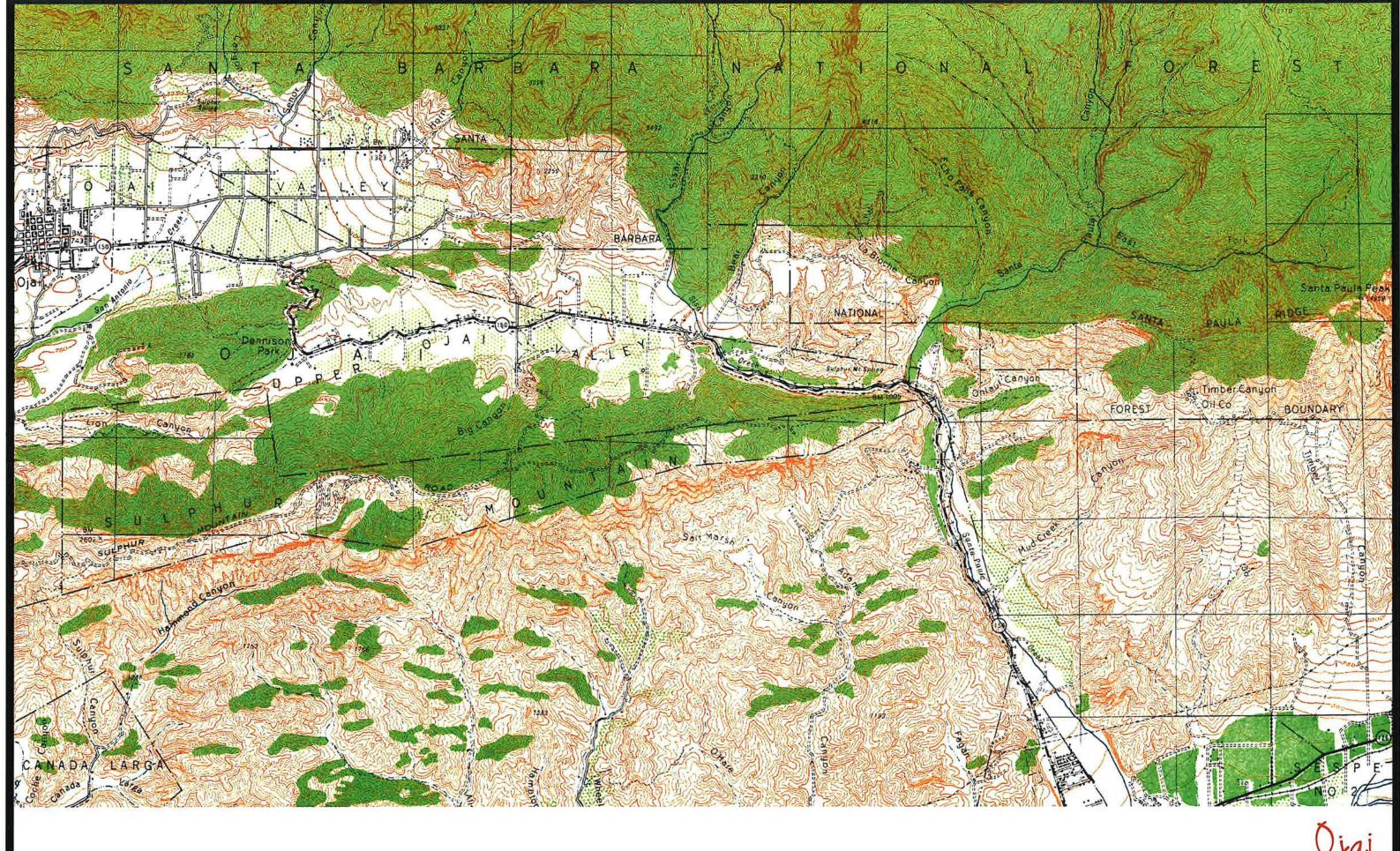


^{*} Within five (5) business days after execution of a Binding Agreement signifying the close and selection of the Request for Proposal, the Proposer shall an Earnest Deposit of Two Hundred Thousand Dollars (\$200,000) into Escrow. The Earnest Deposit shall be refundable to Proposer until the expiration of the Contingency Period and shall be applicable to the Project subject to the terms and conditions of the Binding Agreement. The Earnest Deposit shall be credited to the Project upon the Close of Escrow or, if applicable, shall be retained by the Seller as non-refundable liquidated damages if the Proposer fails to acquire the Property after expiration of the Contingency Period solely due to a default of the Proposer under the Binding Agreement.

ROOTED IN HISTORY







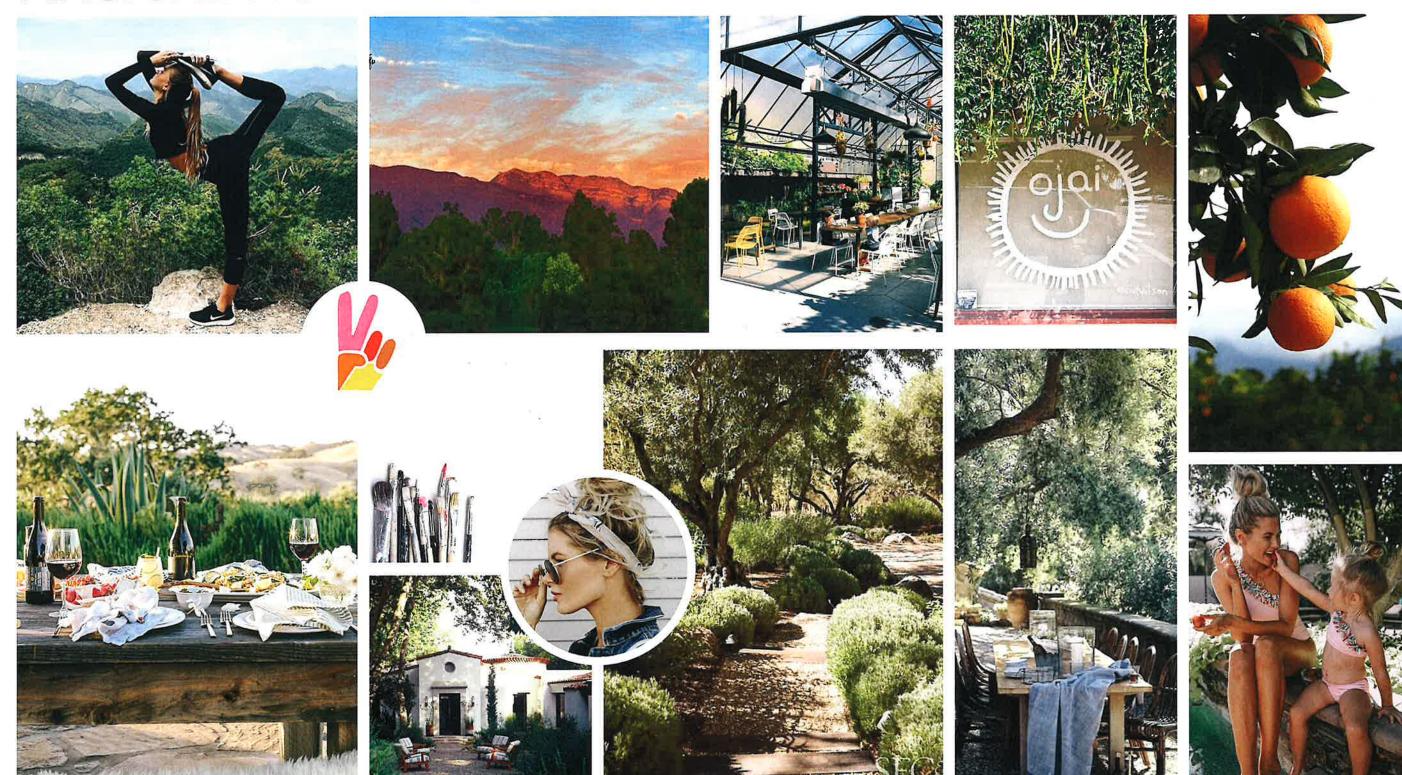


MAGICAL MOMENTS

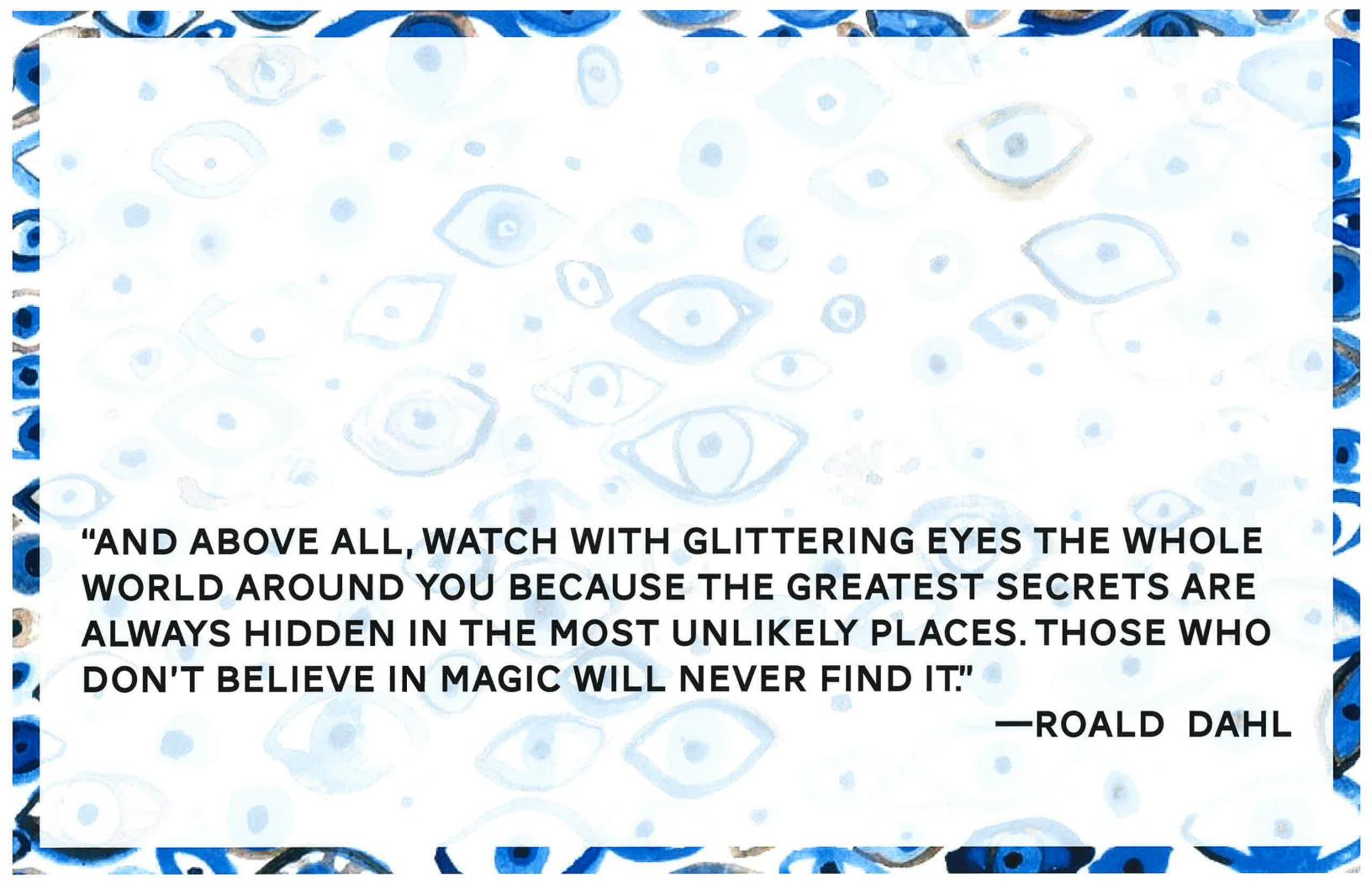




MAGICAL MOMENTS



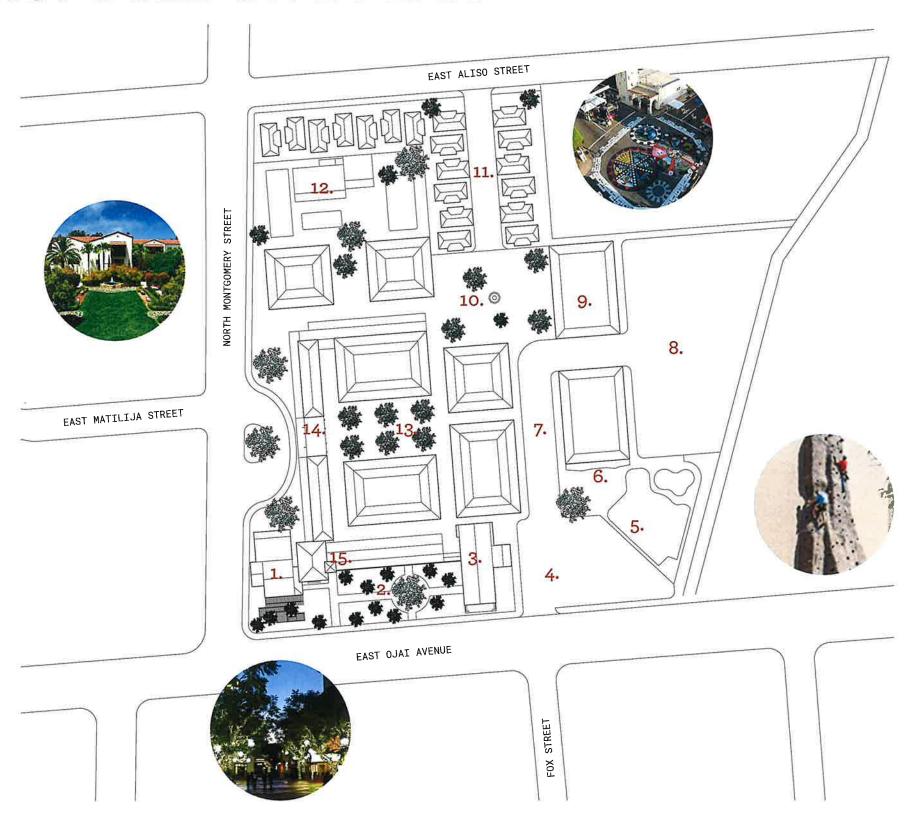








PROPOSED SITE PLAN



Program

- 1. Restaurant and Cafe
- 2. Ojai Avenue Retail Plaza
- 3. Community and Event Center
- 4. Park and Ride
- 5. Skate Park
- 6. Activity Center and Rock Wall
- 7. Fox Street Promenade
- 8. Parking
- 9. Mixed Use
- 10. Ojai Town Square
- 11. Residential Townhomes
- 12. Hotel Spa
- 13. Hotel Courtyard
- 14. Hotel Entrance
- 15. Restored Historic Bell Tower



FINANCIAL PROJECTIONS

Project Summary	
Retail (SF)	9,000
Community Event Hall (SF)	3,000
Recreational Facilities (SF)	3,000
Office (SF)	5,000
Residential (Units)	52
Residential (SF)	47,035
Hotel (SF)	90,000
Hotel (Keys)	180
Approximate Site Area (SF)	328,442
FAR	0.48
Total Building Square Feet	157,035
Year 10 NOI	9,682,226
Trended Yield on Cost	8.38%
Development Cost	Total Cost
Acquisition	220,000
Hard Cost	90,982,328
Soft Cost	18,511,022
Predevelopment Costs	4,116,459
Leasing Costs	1,673,205
TOTAL COST	115,503,015

Projected Lease Payment Schedule	
Year 1	0
Year 2	0
Year 3	0
Year 4	0
Year 5	775,851
Year 6	822,802
Year 7	871,972
Year 8	927,787
Year 9	947,856
Year 10	968,371
Year 99	5,642,312
Sum of Total Lease	243,685,607
Payments During Term	
Assumes 2% annual inflation after year 10 for estimation purposes	

Financial Assumptions

- 1. Percentage rent of 4% of gross operating income.
- 2. Lease term is 99 Years.
- 3. Office SF intended use for Ojai Unified School District administration.
- 4. Ground Lease assumes no payments until certificate of occupancy.
- 5. Residential Units expect a portion to be reservered for median income affordable residents.
- 6. Parking requirements assumed to meet or exceed existing minimums C-1 General Commercial zoning as outlined in Ojai Municipal Code.
- 7. Full financial analysis is available upon request and under confidentiality agreement.



La Jolla Cove Suites

Hotel & Retail Mixed Use Project

La Jolla, CA

Purchased a 120 key hotel, residential, and retail mixed use project in downtown La

Jolla with local investors. Renovation currently in process.

420 Taylor Street

80,000 sf Office building on Union Square, Downtown San Francisco, CA
GP. Purchased in September 2013 as an investment with a pension fund out of Luxembourg. Sold for a 2.0 multiple and a net promoted IRR to the LP of 26% in 2016.

200 West Center Promenade
200,000 sf Office building, Downtown
Anaheim, CA
GP. Purchased for \$20m in Jan 2014 as
an investment with a private equity fund.
Re-tenanted the property with Saint Joseph's Medical, and sold for \$60m.

Apartments:

2690 Great Hwy: Oceanfront 21 Unit Apt Building, San Francisco, CA, 2442 Great Hwy 4326 – 4336 Irving Street GP. Various Apartment buildings, purchased as an investment with friends and family money.

Orinda Wilder

245 Homes on 1,600 acres in Orinda, CA Entitlements: interfaced directly with City Council, Mayor, City Manager, and Planning Director, and Staff. Without an operating partner, negotiated key development documents (Development Agreement, Annexation, and Reciprocal Easements) with the City of Orinda and other local authorities such as the East Bay Regional Parks District and EBMUD. Obtained permits from various State and Federal Agencies (US Army Corp 404 permit, California Department of Fish and Game, California Regional Water Quality Control Board 401, etc.) Obtained new \$180m A&D loan from Merrill Lynch. Oversaw team of engineers, architects, lawyers, marketing support, and various consultants on a \$170m construction budget.

Pima

Light industrial mixed use development of 209 acres in Scottsdale, AZ
Complicated and unique ground lease with Native American landowners. Built and sold two light industrial buildings and two office buildings with our operating partner. Optioned most of the remaining land to Opus.

RELEVANT TRANSACTION EXPERIENCE

We have been fortunate to have several opportunities to create real impact on projects that benefit the communities they serve, while also generating sustained financial value for our stakeholders.



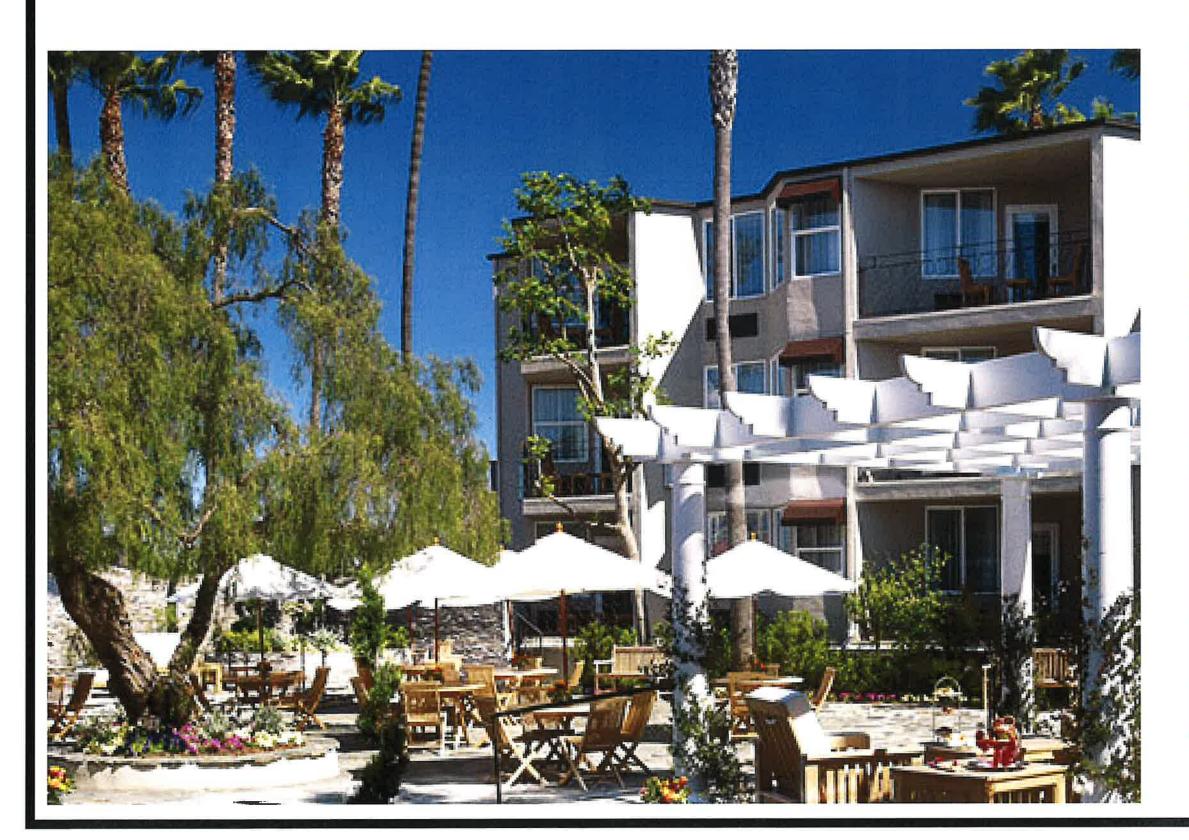
endlessly inspired by

CHANGE THE POWER OF STORY **CREATIVE CONFLICT EARLY MORNINGS** COLOR MEDITATIVE PRACTICE **CITRUS GROVES ABUNDANT SUNSHINE** LIBRARIES AND MANY BOOKS **HISTORY OBJECTS MADE BY HAND AUTHENTIC MATERIALITY** TIME IN NATURE **GARDENS OF ALL SORTS CALIFORNIA CULTURE** TRAVEL **TEXTILES AND PATTERN JUXTAPOSITION CRAFTSMANSHIP**



CASE STUDIES

LARKSPUR HOTELS







STATUS: COMPLETED
16 LOCATIONS IN THE WESTERN US
INDUSTRY: HOSPITALITY

ACQUISITION: ACQUIRED ELEVEN "COLLECTION" HOTELS, MANAGING THE DUE DILIGENCE PROCESS (MARKET SUPPLY AND DEMAND ANALYSIS, CASH FLOW PROJECTIONS, MANAGEMENT ASSUMPTIONS, TITLE/LEGAL/SURVEY) AND THE PURCHASING PROCESS. COORDINATED ATTORNEYS, NEGOTIATED DIRECTLY WITH SELLERS. FINANCED OVER \$250M IN DEBT, OVERSAW DESIGN, ENTITLEMENTS, AND MARKET SEGMENT UPGRADES; ANALYZED FINANCIALS ON A DAILY BASIS. DISPOSITION: SOLD 16 HOTELS AND RETAINED MANAGEMENT.



SKI RUN MARINA







STATUS: COMPLETED
LOCATION: LAKE TAHOE CALIFORNIA
INDUSTRY: RECREATION / HOSPITALITY

COMPLETE STRUCTURAL DESIGN AND PREPARATION OF AN ENTIRE SET OF PLAN DOCUMENTS, FROM ENTITLEMENT TO CONSTRUCTION TO AS-BUILT.



SEAPORT VILLAGE







STATUS: IN PROCESS
LOCATION: SAN DIEGO, CALIFORNIA
INDUSTRY: WATERFRONT REDEVELOPMENT;
RETAIL / MIXED-USE / RESIDENTIAL / RESTAURANT / HOSPITALITY / COMMUNITY EVENTS
SPACE

SEAPORT IS A MASTER PLANNED WATER-FRONT REDEVELOPMENT LOCATED IN DOWN-TOWN SAN DIEGO. THE \$2 BILLION PROJECT IS A GROUND LEASE PUBLIC-PRIVATE PART-NERSHIP WITH THE PORT OF SAN DIEGO AND CONTAINS OVER 2 MILLION SQUARE FEET OF ATTRACTIONS, ENTERTAINMENT, HOSPITALITY, RETAIL, OFFICE, EDUCATION, MARINAS, AND PUBLIC OPEN SPACE.



Case Study No. 004 ORINDA WILDER







STATUS: COMPLETED 245 HOMES ON 1,600 ACRES IN ORINDA, CA

ENTITLEMENTS: INTERFACED DIRECTLY WITH CITY COUNCIL, MAYOR, CITY MANAGER, AND PLANNING DIRECTOR, AND STAFF. NEGOTIATED KEY DEVELOPMENT DOCUMENTS WITH THE CITY OF ORINDA AND OTHER LOCAL

AUTHORITIES SUCH AS THE EAST BAY REGIONAL PARKS DISTRICT AND EBMUD. OBTAINED PERMITS FROM VARIOUS STATE AND FEDERAL AGENCIES. OBTAINED NEW \$180M A&D LOAN FROM MERRILL LYNCH.

OVERSAW TEAM OF ENGINEERS, ARCHITECTS, LAWYERS, MARKETING SUPPORT, AND VARIOUS CONSULTANTS ON A \$170M CONSTRUCTION BUDGET OVER \$30M OF WHICH WAS FINANCED WITH MELLO-ROOS BONDS. THE PROJECT ALSO INCLUDED COMMUNITY FACILITIES WITH 5 BALL FIELDS, A COMMUNITY PARK, A PUBLIC ART AND GARDEN CENTER, AND WAS 80% PERMANENT OPEN SPACE.



Case Study No. 005 SHORELINE MISSION BAY





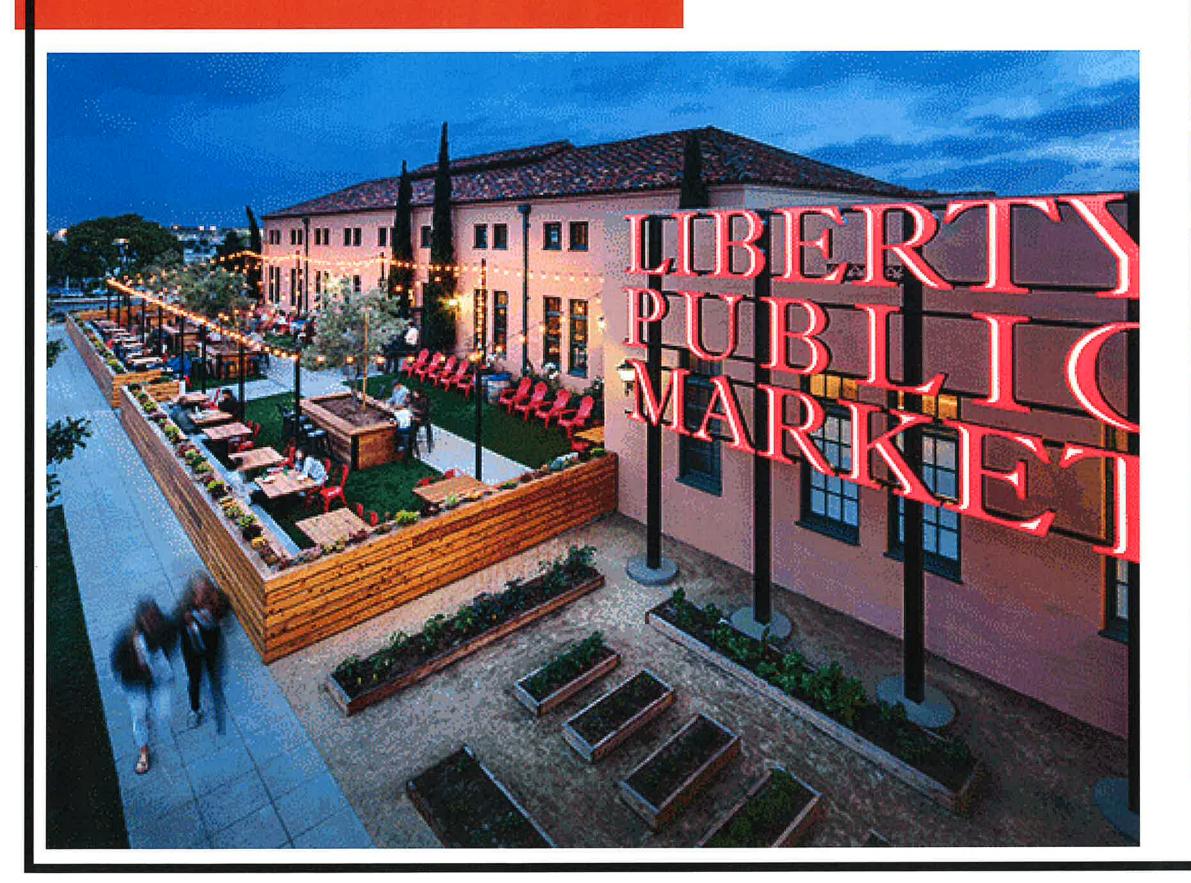


STATUS: IN PROCESS
LOCATION: SAN DIEGO, CA
INDUSTRY: RESTAURANT / COMMUNITY EVENTS
CENTER / RETAIL

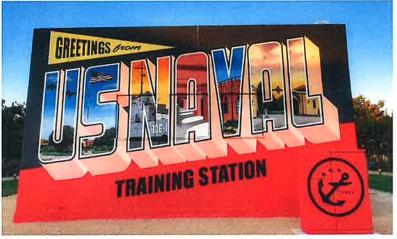
THE MISSION BAY VISITOR INFORMATION CENTER IS A WATERFRONT PROPERTY CURRENTLY IN DEVELOPMENT VIA A PUBLIC/PRIVATE PARTNERSHIP WITH THE CITY OF SAN DIEGO. THE BUILDING AND SURROUNDING ACREAGE HAVE BEEN VACANT FOR NEARLY A DECADE. THE DEVELOPMENT TEAM WILL BE RESTORING THE BUILDING AND REVITALIZING THE SURROUNDING PARKLAND FOR LOCALS AND VISITORS TO ENJOY. THE SPACE WILL INCLUDE FOOD AND BEVERAGE SERVICE, WATER SPORTS AND BEACH ACTIVITIES, AS WELL AS A COMMUNITY AND SPECIAL EVENTS CENTER. THERE WILL ALSO BE A SMALL RETAIL COMPONENT SHOWCASING LOCAL SAN DIEGO BRANDS AND MAKERS.



LIBERTY STATION





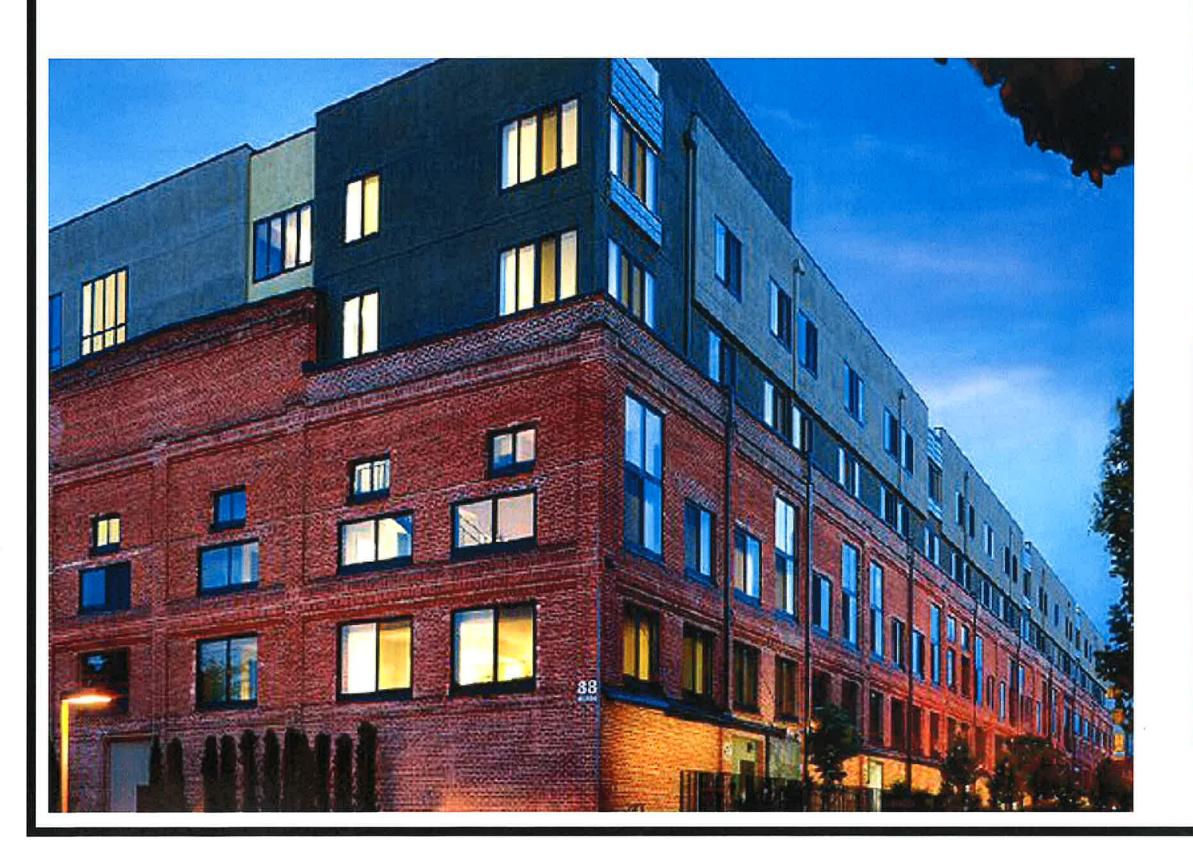


STATUS: COMPLETED / IN PROCESS LOCATION: SAN DIEGO, CALIFORNIA INDUSTRY: HOSPITALITY / COMMUNITY SPACE / RETAIL / ARTS & CULTURE

THE FORMER US NAVAL TRAINING CENTER, LIBERTY STATION IS ONE OF THE MOST AMBITIOUS AND CELEBRATED REDEVELOPMENTS IN SAN DIEGO. BELOVED BY THE COMMUNITY, RESIDENTS AND GUESTS, THIS LANDMARK HAS BECOME SAN DIEGO'S WALKABLE HUB FOR RETAIL, RECREATION, HOSPITALITY, DINING AND THE ARTS. OUR TEAM HAS BEEN FORTUNATE TO BE INVOLVED IN CONSULTING ON DESIGN AND DEVELOPMENT FOR SEVERAL AREAS OF THIS LARGE-SCALE PROJECT, PARTS OF WHICH, INCLUDING THE HOTEL, ARE STILL IN PROCESS.



PLANT 51 CONDOS







STATUS: COMPLETED LOCATION: SAN JOSE, CALIFORNIA INDUSTRY: MIXED USE / RESIDENTIAL

65 HOMES IN AN OLD DEL MONTE CANNERY IN DOWNTOWN SAN JOSE, CA

PURCHASED AS PART OF A PORTFOLIO OF LOTS FROM CENTEX. OVERSAW HORIZONTAL AND VERTICAL INFRASTRUCTURE ON A \$90M COMPLETION BUDGET TO TURN AN OLD BRICK CANNING FACTORY INTO STATEOF-THE-ART RESIDENCES. THIS WAS INFILL, REUSE, TRANSIT-ORIENTED DEVELOPMENT ADJACENT TO THE DIRIDON TRAIN STATION. IT SOLD AS THE FASTEST SELLING PROJECT IN SAN JOSE DURING THIS TIME.



HOW WE WORK

01. community first

The creative process begins here. We love working directly with communities and diverse audiences to truly understand the best direction for a project that is of service to the community. We believe that to be a community resource, you actually need to listen to what your community—your neighbors—want. Our practice is to present design and development plans in accessible formats and invite true collaboration to come up with the very best solutions for each particular space. This has enabled us to create some truly beloved local landmarks, thanks to an active, involved community effort.

02. site-specific design

Site specific design is a strong trademark of our work, with projects that range from waterfront parks to large-scale historic redevelopment projects. We believe design functions best when it takes into account the history of the place, the bones of the existing buildings and the fabric of the neighborhood that surrounds it. We also look to the natural world for further contextualizing of the space, scale and color palettes. We frequently find nature to be the best form of inspiration.

03. strong financial returns

A passion for design and place-making is at the forefront of all of our projects, but is supported by a long track record of strong investments and sustainable year-over-year financial returns for our stakeholders.

04. locally driven

We're all about highlighting and attracting local talent, artisans and resources—not only is this something we personally love (especially in Ojai), but it's also good business. Let's just say, we're not strip mall people.

05. reinvestment

We believe in the power of continued reinvestment, not only in the properties entrusted to us, but also in giving back to the community. Reinvestment differs depending on the particular site and needs, but is a core value we hold as a guiding principle of how we do business.

06. long-term commitment

We're committed to creating lasting value in Ojai, as well as actively contributing to the fabric of this very special community, participating in all aspects of the process and being readily available every step of the way. Our team is deliberate in taking on select projects of which we can have a big impact, allowing us more time, energy and resources than other firms.

07. a joyful process

We're committed to the radical idea of creating joyful design and development processes. We see development and design as one of the most fun, engaging, and at times challenging, activities on the planet and we're grateful to be able to do this community-building work that we feel called to do. When you work in partnership with our team, you can expect a positive approach in all things, as well as desire to see all parties involved win.



PROGRAM ELEMENTS



hospitality

A hotel offering that gives people more choice of where to stay in the center of Ojai and is built with sustainability and wellness in mind.



town center

With the prominent location, we envision a town square that could be used for various local events, from farmer's and craft markets to art festivals and celebrations. We also envision a piazza that invites you to sit and stay a while.



$special\ events$

A space that is able to accommodate groups both big and small—from a weddings to birthdays, book signings and everything in between.



restaurants & cafes

A food and beverage concept that is focused on local and seasonal offerings that are just as healthy as they are delicious.



residential

Thoughtful, contextual and appropriately scaled multi-family residential to meet growing area housing demands.



community gardens

A large garden area to highlight Ojai's unique agricultural history and also serve as an educational resource for the community.



OJA ISTHE PLACE OF DREAMS AND LEGEND.

let's create something magical together.



thank you.

4. July Surveit