

**Subject:** Re: Site C  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Tue, 4 Jan 2011 17:30:24 -0000  
**To:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**CC:** Greg Blodgett <>

I've sent to our Arch...I'll get comments.

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: [matthew.reid.ca](https://www.skype.com/user/matthew.reid.ca)

On Jan 4, 2011, at 9:24 AM, Paul Guerrero <paulg@ci.garden-grove.ca.us> wrote:

Hello Matt,  
Greg and I wanted to update you on your site layout for Site C. We shared your layout with the Planning Department, based on their comments, we sketched out an alternative layout. Please review and call Greg with any comments.  
Thanks  
Paul

<Site C Concept Layout 01.04.2011.pdf>

**Subject:** Meeting tomorrow  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Thu, 27 Jan 2011 17:29:06 -0800  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

I was mistaken....my meeting in GG isn't until 2pm tomorrow...can we meet at noon? How about a quick lunch?

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

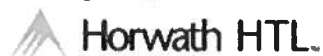
Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** Proforma for Garden Grove Land & Design Hotel Project  
**From:** "Florida Booth" <FBooth@HorwathHTL.com>  
**Date:** Mon, 7 Feb 2011 09:10:43 -0800  
**To:** <matt.reid@landanddesign.com>  
**CC:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Matt - I am working with Garden Grove on projections and the 33433. Have you compiled a financial proforma for the project? If so, can you forward? Thanks a bunch. Call if you have questions.

Best regards, Florida



*Hotel, Tourism and Leisure*

Florida T Booth, MAI, CCIM  
Managing Director  
Horwath Hospitality & Leisure  
1050 Northgate Dr, Suite 440  
San Rafael, CA 94903  
415.925.8800 Main xt 3  
415.446.4100 Direct  
415.925-8804 Fax  
415.902.7567 Cell

[FBooth@HorwathHTL.com](mailto:FBooth@HorwathHTL.com)  
<http://www.HorwathHTL.US>  
Please Note our New Address

Florida T Booth, MAI, CCIM <[FBooth@HorwathHTL.com](mailto:FBooth@HorwathHTL.com)>  
Managing Director  
Horwath Hospitality & Leisure LLC

**Subject:** RE: Proforma for Garden Grove Land & Design Hotel Project  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Mon, 7 Feb 2011 09:59:35 -0800  
**To:** "Florida Booth" <FBooth@HorwathHTL.com>  
**CC:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Would you like the excel spreadsheet like before?

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

---

**From:** Florida Booth [mailto:FBooth@HorwathHTL.com]  
**Sent:** Monday, February 07, 2011 9:11 AM  
**To:** matt.reid@landanddesign.com  
**Cc:** Greg Blodgett  
**Subject:** Proforma for Garden Grove Land & Design Hotel Project

Matt - I am working with Garden Grove on projections and the 33433. Have you compiled a financial proforma for the project? If so, can you forward? Thanks a bunch. Call if you have questions.

Best regards, Florida



*Hotel, Tourism and Leisure*

Florida T Booth, MAI, CCIM  
Managing Director  
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415.902.7567 Cell

[FBooth@HorwathHTL.com](mailto:FBooth@HorwathHTL.com)

<http://www.HorwathHTL.US>

Please Note our New Address

Matt Reid has shared 'Offering 2011\_01\_18.pdf' with you using Dropbox

**Subject:** Matt Reid has shared 'Offering 2011\_01\_18.pdf' with you using Dropbox

**From:** Matthew Reid <matt.reid@landanddesign.com>

**Date:** Tue, 8 Feb 2011 08:36:06 -0800

**To:** Greg Blodgett <Greg1@ci.garden-grove.ca.us>

Greg,

Is this what you were looking for? Or are you looking for the complete doc with financial information?

Here's a link to '[Offering 2011\\_01\\_18.pdf](#)' in my [Dropbox](#).

Sent from my iPhone

Matthew Reid

619.335.5896 Google voice

Skype: [matthew.reid.ca](#)

**Subject:** Fwd: Matt Reid has shared '2011\_01\_24 complete offering1.pdf' with you using Dropbox  
**From:** Greg Blodgett <greg1@ci.garden-grove.ca.us>  
**Date:** Tue, 8 Feb 2011 10:38:41 -0800 (PST)  
**To:** Paul Guerrero <paulg@ci.garden-grove.ca.us>

----- Forwarded Message -----

From: "Matthew Reid" <matt.reid@landanddesign.com>  
To: "Greg Blodgett" <Greg1@ci.garden-grove.ca.us>  
Sent: Tuesday, February 8, 2011 9:03:44 AM  
Subject: Matt Reid has shared '2011\_01\_24 complete offering1.pdf' with you using Dropbox

Here you go. I have a call at 9 and can call you after that.

Here's a link to ' 2011\_01\_24 complete offering1.pdf ' in my Dropbox .

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

stuck on a conf call

**Subject:** stuck on a conf call  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Tue, 8 Feb 2011 16:19:15 -0800  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>  
**CC:** "Paul Guerrero" <paulg@ci.garden-grove.ca.us>

I am stuck on a conf call.....and have to run to a dinner meeting at 4.45pm. I'm sorry, can we talk tomorrow?

***Matthew W. Reid***

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** Hotel Market Study

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Mon, 14 Feb 2011 08:27:10 -0800

**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Greg,

How is the study coming? Do you have a draft I could review? I can give you feedback to be sure it is focused on what is important for this project....

Did you say HVS was doing it? Amanda?

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com



**Subject:** List of requirements  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Thu, 17 Feb 2011 14:47:29 -0800  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Greg,

Forward me the list of requirements for the entitlement process. I'll forward to Gene Fong for pricing.

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

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619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** FW: Garden Grove  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Fri, 18 Feb 2011 07:48:27 -0800  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Our working drawings.....not to be shared at this point.....

**Matthew W. Reid**  
**LAND & DESIGN, Inc.**  
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[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
matt.reid@landanddesign.com

---

**From:** MJL [mailto:mjlgfa@gmail.com]  
**Sent:** Wednesday, February 16, 2011 12:33 AM  
**To:** Matt Reid  
**Subject:** Garden Grove

Matt

For your review, new scheme 1 layout

Full service hotel tower to rotate 90  
parking structure to maintain position  
Meeting and ballroom will front parking structure.

please review each page with notes, need some comments

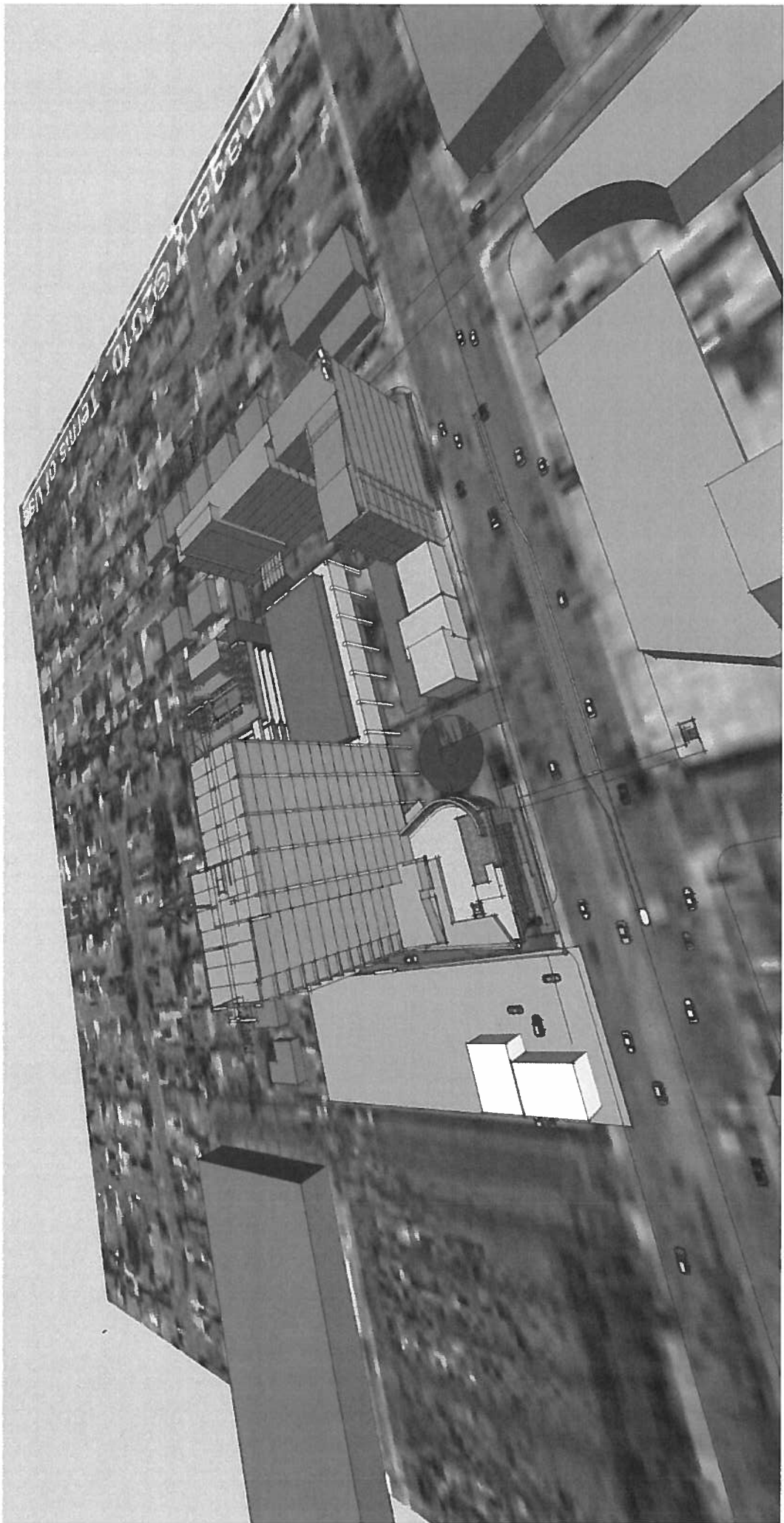
need your feed back for north property

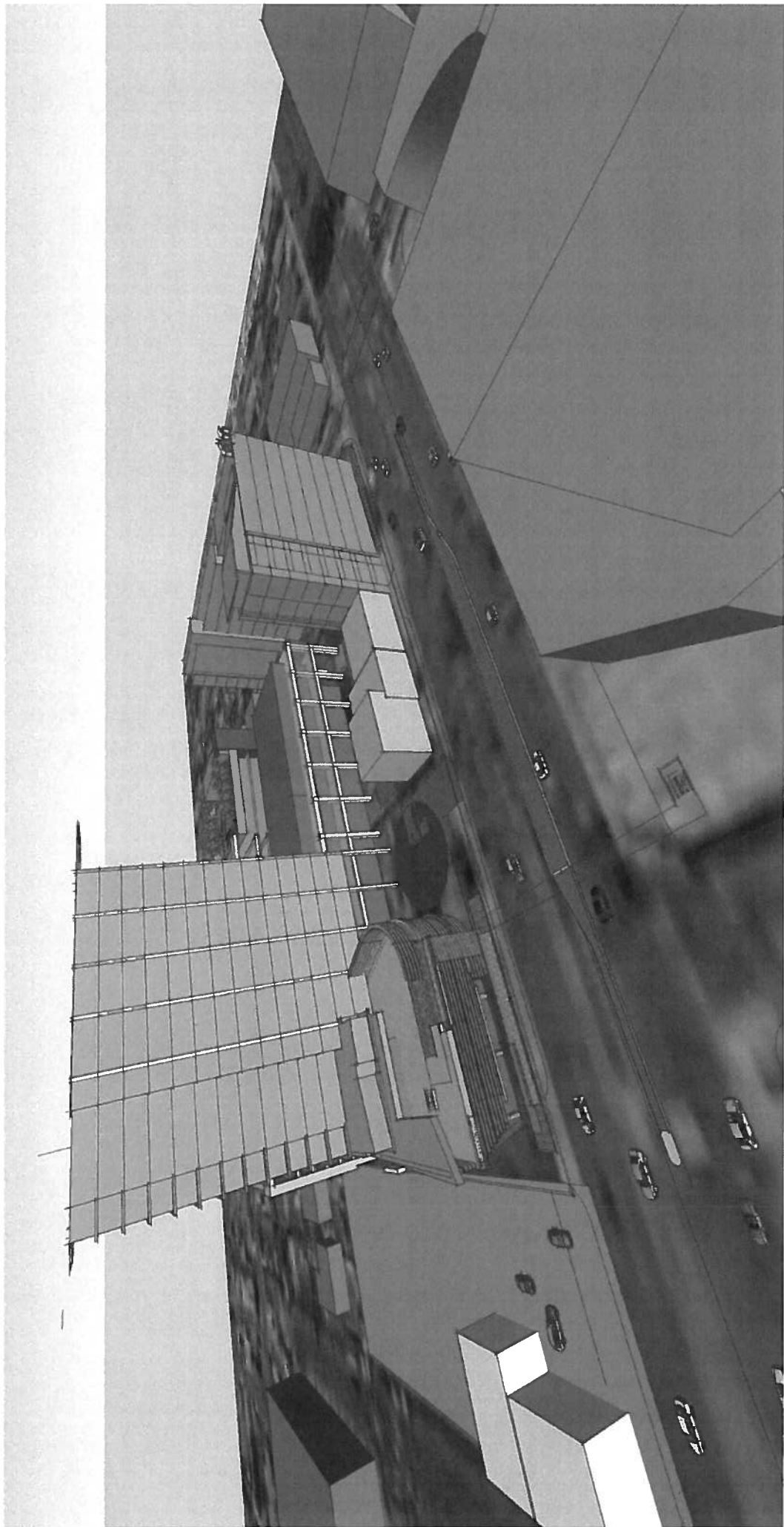
give me a call to discuss. layout.

Thanks

<b>GARDEN GROVE SCHEME 1 11 0217.pdf</b>	<b>Content-Type:</b> application/pdf <b>Content-Encoding:</b> base64
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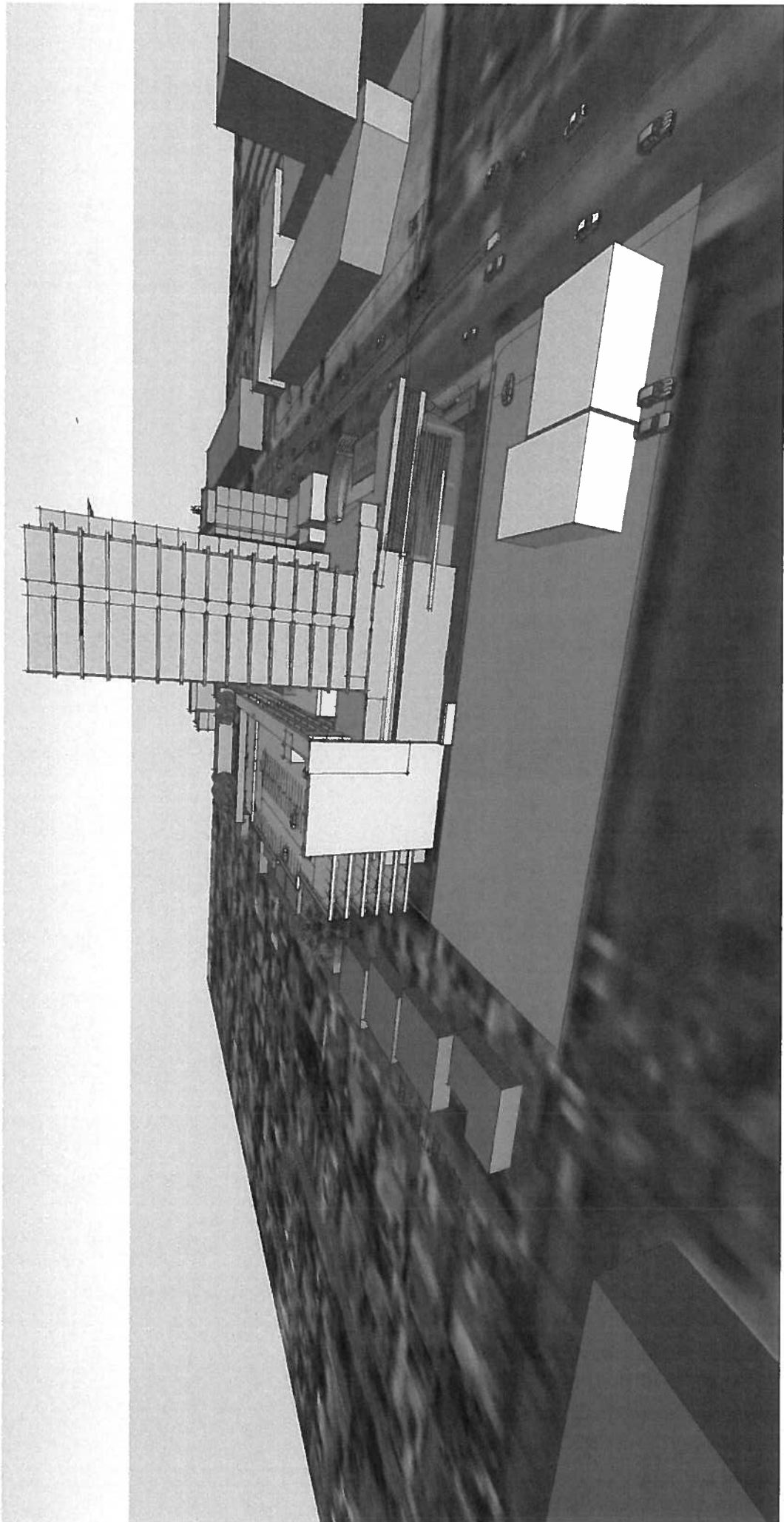


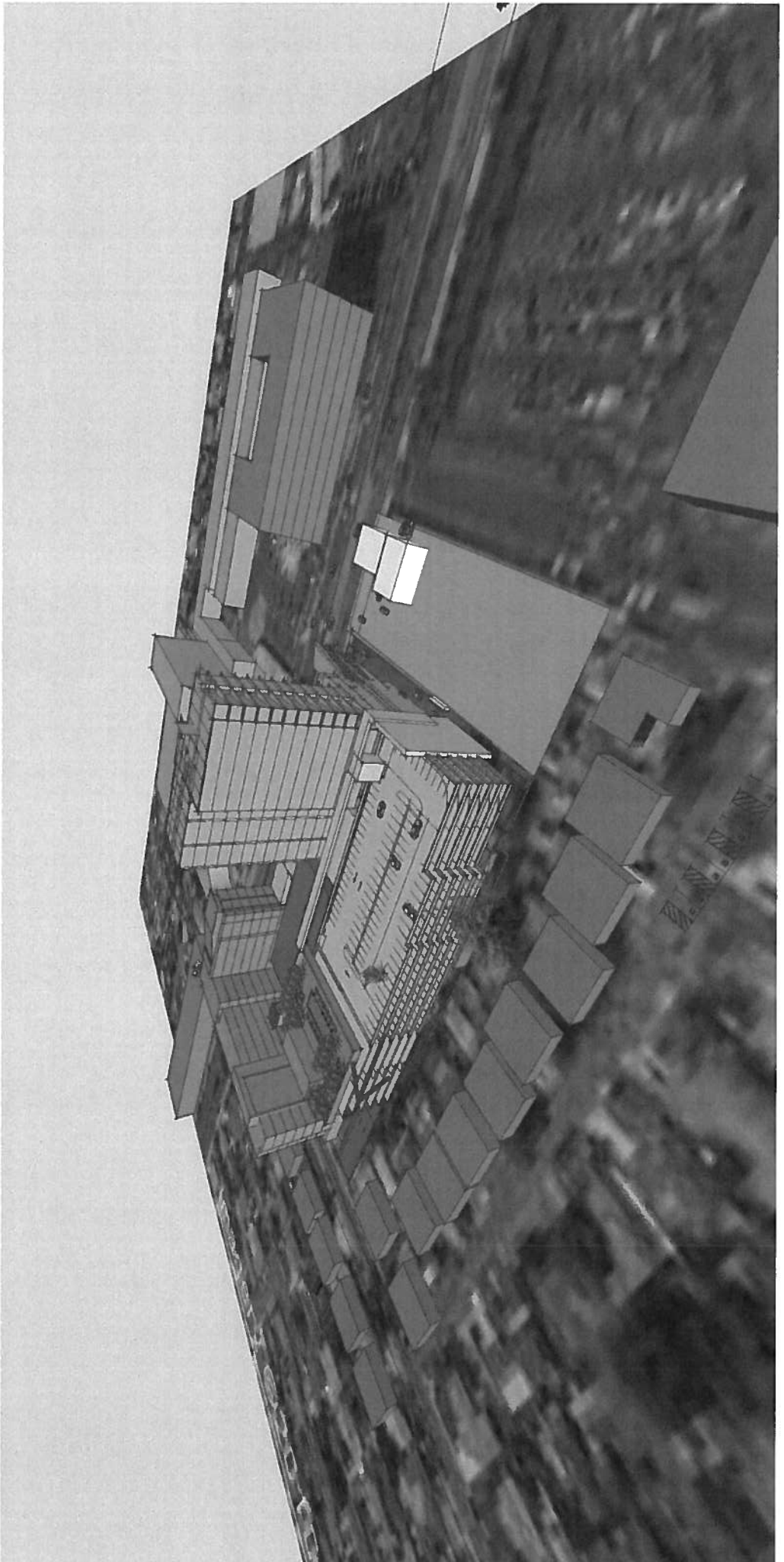




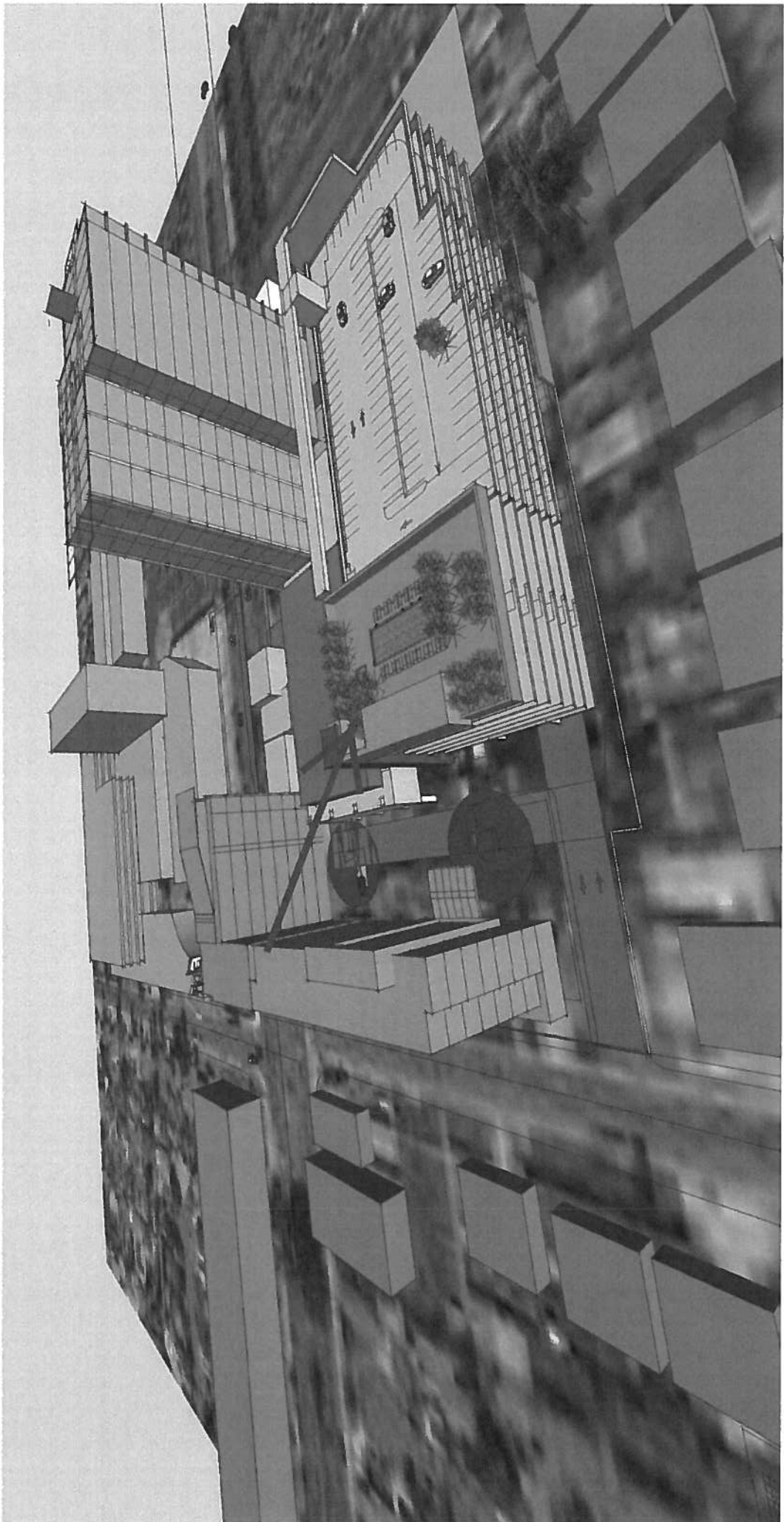














**Subject:** Horwath  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Fri, 18 Feb 2011 16:47:23 -0800  
**To:** Greg Blodgett <Greg1@ci.garden-grove.ca.us>

Anything on the study yet?

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

**Subject:** Market Study

**From:** Matthew Reid <matt.reid@landanddesign.com>

**Date:** Sun, 20 Feb 2011 14:29:46 -0800

**To:** Greg Blodgett <Greg1@ci.garden-grove.ca.us>

Greg,

We have an important meeting with potential partner/investor Thurs. Any chance you can push Florida for a draft of the study?

Thanks!

Sent from my iPhone

Matthew Reid

619.335.5896 Google voice

Skype: matthew.reid.ca

**Subject:** Market Study

**From:** Matthew Reid <matt.reid@landanddesign.com>

**Date:** Sun, 20 Feb 2011 14:29:46 -0800

**To:** Greg Blodgett <Greg1@ci.garden-grove.ca.us>

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Thanks!

Sent from my iPhone

Matthew Reid

619.335.5896 Google voice

Skype: matthew.reid.ca

**Subject:** FW: Garden Grove Update  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Tue, 22 Feb 2011 13:38:36 -0800  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

AGAIN THESE ARE NOT TO BE SHARED WITH ANYONE OTHER THAN YOU, PAUL OR MATT.

We are still not happy with the Limited Service layouts....and have lot of work to do yet on making all of the uses work. But we are really happy to put the Full Service Hotel further north as shown.

We hope to have something closer to final by Friday for you.

\*\*\*PER OUR CONVERSATION, PLEASE ADD THE DEAL POINT THAT WE WILL RECEIVE THE PROPERTY FREE FROM ENCUMBRANCES, LIENS, EASEMENTS, ENVIRONMENTAL ISSUES, AND CLEAR OF STRUCUTRES.

Thanks.

*Matthew W. Reid*  
**LAND & DESIGN, Inc.**  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
matt.reid@landanddesign.com

---

**From:** Michael Labasan [mailto:mlabasan@GFAARCHITECTS.com]  
**Sent:** Monday, February 21, 2011 4:22 PM  
**To:** Matthew Reid; drose3@charter.net  
**Cc:** mjlgfa@gmail.com  
**Subject:** Garden Grove Update

Matt

Base on our conversation.. please find attached the updated scheme 1.1 in surrounding context.

I will updated the parking counts, and project summary, base on the revise limited pool location, and limited tower configuration..

Matt and Dave fyi

Meeting all day tomorrow starting at 1030.

If we can talk today or tomorrow much appreciate.

What will you like to show the city thrus? Drop me an email on the deliverables.

Thanks

Michael J Labasan  
Director of Design  
[mlabasan@gfaarchitects.com](mailto:mlabasan@gfaarchitects.com)

**GENE FONG ASSOCIATES** | [www.gene-fong.com](http://www.gene-fong.com) | 1130 Westwood Blvd. Los Angeles, CA 90024 | T.310.209.7520 | F.310.209.7516

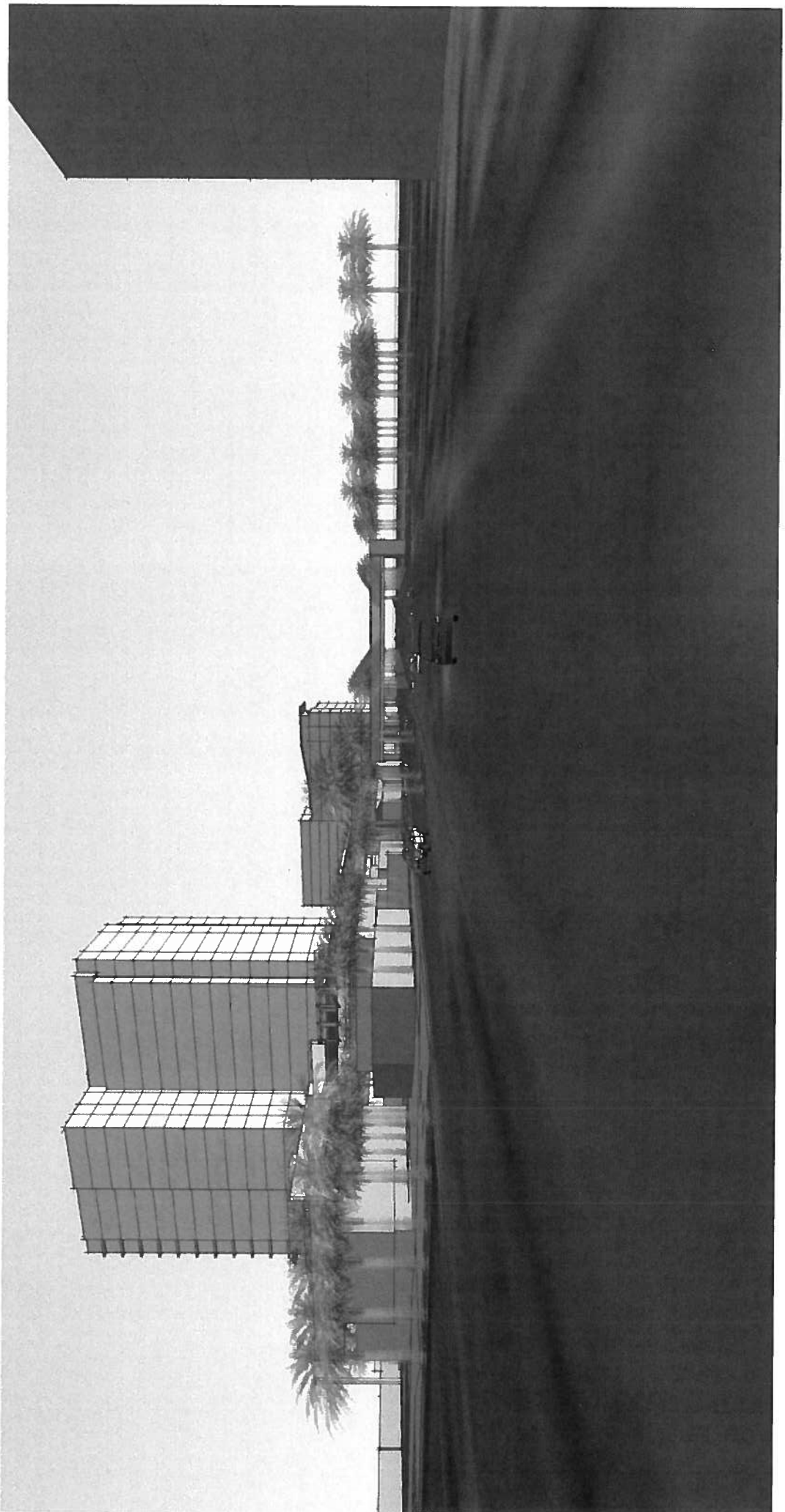
<b>harbor view south.pdf</b>	<b>Content-Type:</b> application/octet-stream <b>Content-Encoding:</b> base64
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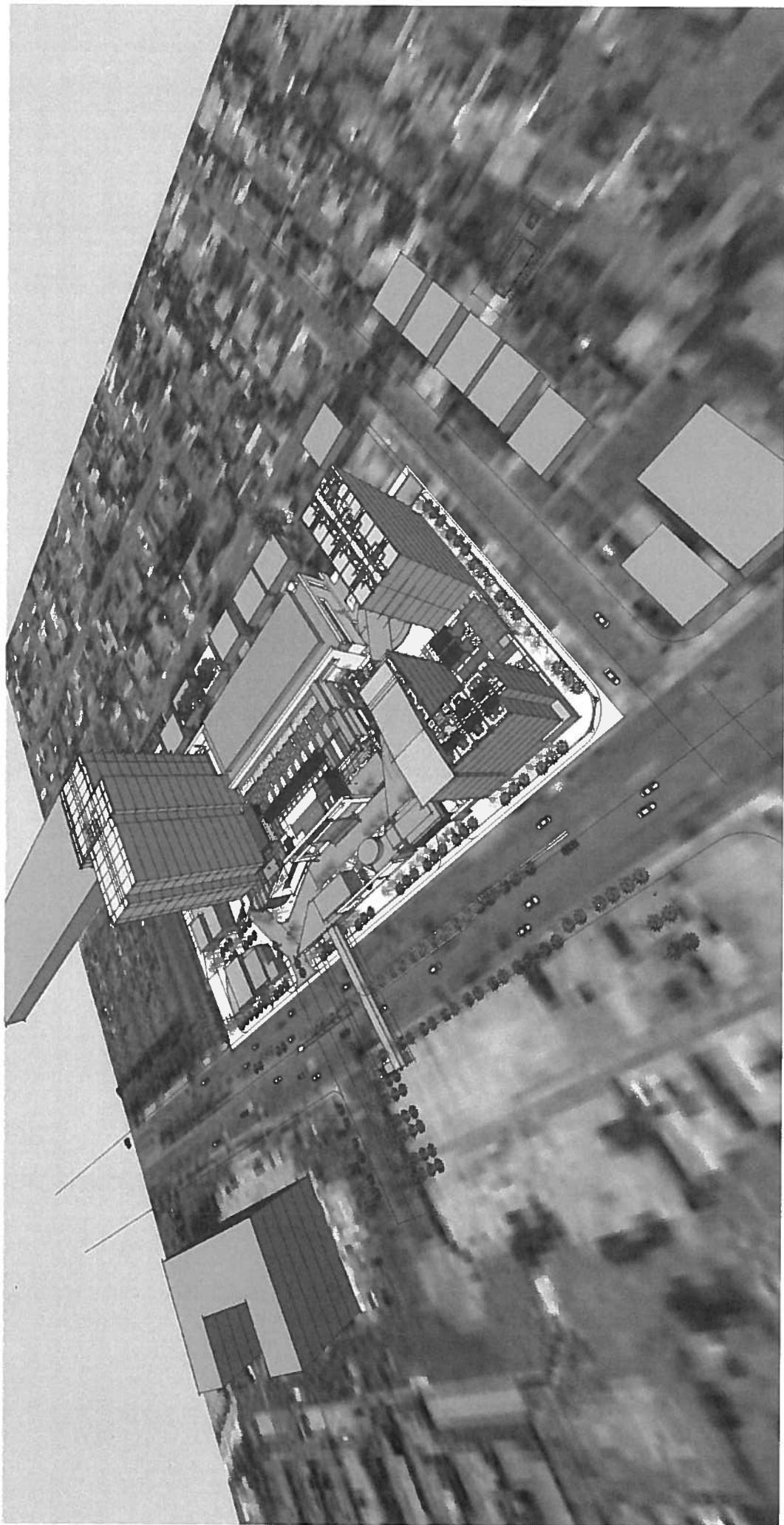
<b>scheme 1.1 view 1.pdf</b>	<b>Content-Type:</b> application/octet-stream <b>Content-Encoding:</b> base64
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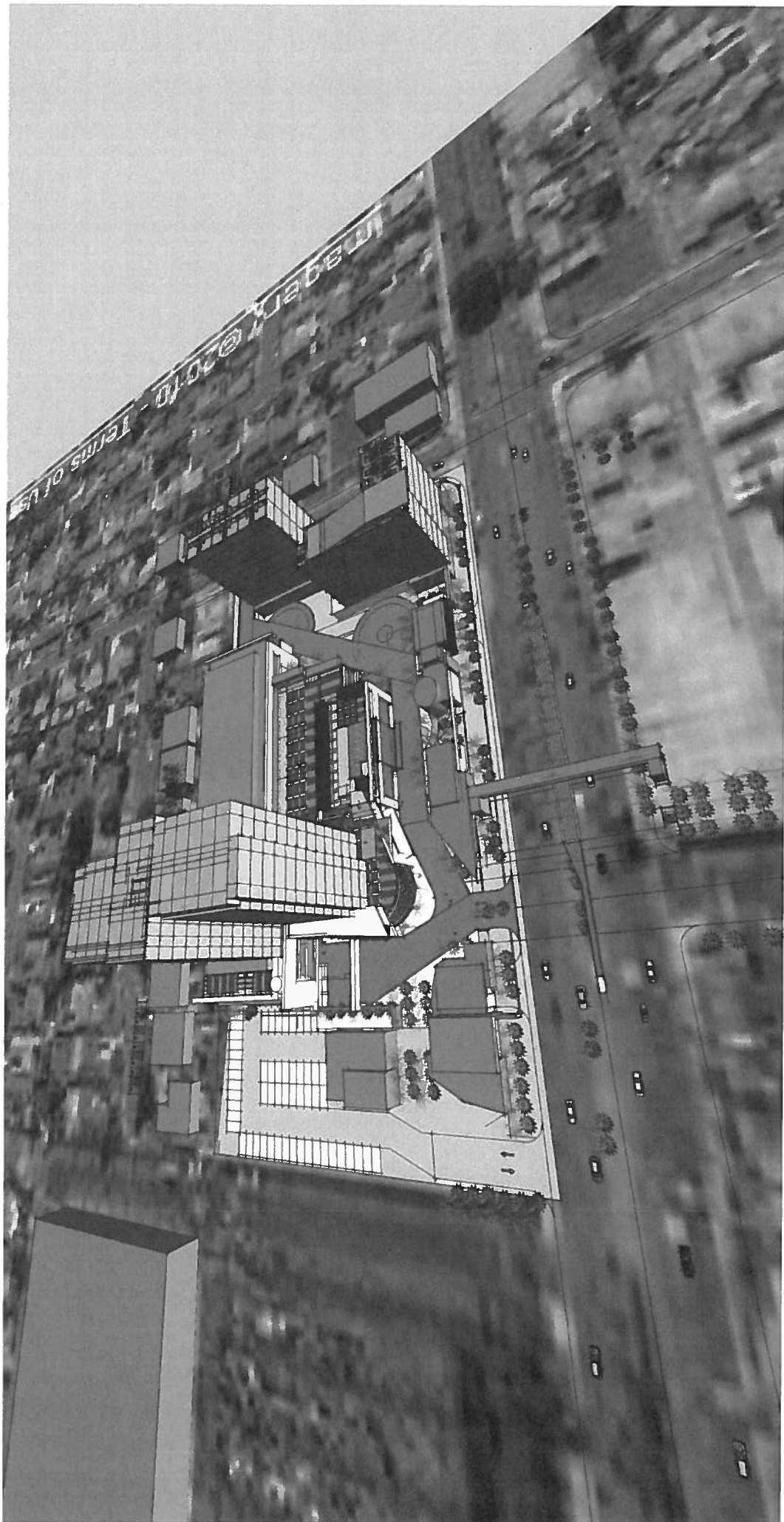
scheme 1.1 view2.pdf

<b>scheme 1.1 view2.pdf</b>	<b>Content-Type:</b> application/octet-stream <b>Content-Encoding:</b> base64
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**Subject:** Re: Market Study  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Wed, 23 Feb 2011 15:38:17 -0800  
**To:** Greg Blodgett <gregl@ci.garden-grove.ca.us>

Need her phone number...

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

On Feb 23, 2011, at 12:29 PM, Greg Blodgett <gregl@ci.garden-grove.ca.us> wrote:

Can you call florida re her study and the proforma

Greg Blodgett  
SR Project Manger  
(714) 309-1328

----- Forwarded Message -----

From: "Florida Booth" <FBooth@HorwathHTL.com>  
To: "Greg Blodgett" <gregl@ci.garden-grove.ca.us>  
Sent: Wednesday, February 23, 2011 12:25:57 PM  
Subject: Re: Market Study

Greg - I noticed on Matt's model that he is calculating 75% of the hotel TOT only (not 75% of the 1% F&B revenues and property taxes) - is that correct? McWhinney had a share of total revenues..... BTW - I have not heard from Matt yet.

Best regards, Florida

----- Original Message -----

From: "Greg Blodgett" <gregl@ci.garden-grove.ca.us>  
To: "Florida Booth" <fbooth@horwathhtl.com>  
Sent: Sunday, February 20, 2011 5:07 PM  
Subject: Fwd: Market Study

Greg Blodgett  
SR Project Manger  
(714) 309-1328

----- Forwarded Message -----

From: "Matthew Reid" <matt.reid@landanddesign.com>  
To: "Greg Blodgett" <Gregl@ci.garden-grove.ca.us>  
Sent: Sunday, February 20, 2011 2:29:46 PM  
Subject: Market Study

Greg,  
We have an important meeting with potential partner/investor Thurs. Any chance you can push Florida for a draft of the study?

Thanks!

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

-----

No virus found in this message.

Checked by AVG - [www.avg.com](http://www.avg.com)

Version: 10.0.1204 / Virus Database: 1435/3457 - Release Date: 02/21/11

**Subject:** Re: Market Study  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Wed, 23 Feb 2011 15:41:20 -0800  
**To:** Greg Blodgett <gregl@ci.garden-grove.ca.us>

Are you available for a phone call with Gene Fong Architects ? He has questions regarding the proposal...

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

On Feb 23, 2011, at 12:29 PM, Greg Blodgett <gregl@ci.garden-grove.ca.us> wrote:

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Best regards, Florida

----- Original Message -----

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To: "Florida Booth" <fbooth@horwathhtl.com>  
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Subject: Fwd: Market Study

Greg Blodgett  
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To: "Greg Blodgett" <Gregl@ci.garden-grove.ca.us>  
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Thanks!

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

-----

No virus found in this message.

Checked by AVG - [www.avg.com](http://www.avg.com)

Version: 10.0.1204 / Virus Database: 1435/3457 - Release Date: 02/21/11

**Subject:** TOT run

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Tue, 1 Mar 2011 13:11:13 -0800

**To:** "Paul Guerrero" <paulg@ci.garden-grove.ca.us>, "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Paul and/or Greg,

Would you forward to me the last iteration of TOT/TIF rebates you ran for our project?

I can't seem to find my copy.

Also, there are many deal points that don't seem to be on the list of items sent over the other day. We should compile a complete and comprehensive list of discussion points if we are getting close to seeing the draft DDA. Let me know if you have something that addresses all the deal points, including some of the more recent ones.

Thanks.

***Matthew W. Reid***

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** Re: Development cost  
**From:** "Florida Booth" <FBooth@HorwathHTL.com>  
**Date:** Thu, 3 Mar 2011 09:26:34 -0800  
**To:** "Matthew Reid" <matt.reid@landanddesign.com>  
**CC:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Matt - I just sent the final to Greg - since they are my client, you will need to get it from them. Sorry to be a stickler - just a policy, though I know Greg will forward it to you. I have copied him on this email, but you should probably call or email him to follow up.

Best regards, Florida

----- Original Message -----

**From:** Matthew Reid  
**To:** 'Florida Booth'  
**Sent:** Thursday, March 03, 2011 9:16 AM  
**Subject:** RE: Development cost

You bet. I need to send Starwood a draft this morning....any chance of getting that in the next few minutes?....sorry to rush you.....

*Matthew W. Reid*  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
619.335.5896 Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
matt.reid@landanddesign.com

---

**From:** Florida Booth [mailto:FBooth@HorwathHTL.com]  
**Sent:** Thursday, March 03, 2011 9:09 AM  
**To:** Matthew Reid  
**Subject:** Re: Development cost

You are right - should be \$197. I will make that change for the final - thanks for catching it!

Best regards, Florida

----- Original Message -----

**From:** Matthew Reid  
**To:** 'Florida Booth'  
**Sent:** Thursday, March 03, 2011 8:56 AM  
**Subject:** RE: Development cost

Florida,  
On page 35 of your report, your inflated ADR jumps from \$191 to \$297 then back down to \$203? Is the \$297 a typo? Should it be \$207?

*Matthew W. Reid*  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942



[619.335.5896](tel:619.335.5896) Google voice | [619.462.4144](tel:619.462.4144) f  
Skype - [matthew.reid.ca](mailto:matthew.reid.ca)  
[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

---

**From:** Florida Booth [<mailto:FBooth@HorwathHTL.com>]  
**Sent:** Thursday, March 03, 2011 8:37 AM  
**To:** Matthew Reid  
**Subject:** Re: Development cost

Matt - Thanks!

Best regards, Florida

----- Original Message -----

**From:** [Matthew Reid](mailto:Matthew Reid)  
**To:** 'Florida Booth'  
**Sent:** Thursday, March 03, 2011 7:57 AM  
**Subject:** RE: Development cost

See below

*Matthew W. Reid*  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
[619.335.5896](tel:619.335.5896) Google voice | [619.462.4144](tel:619.462.4144) f  
Skype - [matthew.reid.ca](mailto:matthew.reid.ca)  
[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

---

**From:** Florida Booth [<mailto:FBooth@HorwathHTL.com>]  
**Sent:** Wednesday, March 02, 2011 2:59 PM  
**To:** Matthew Reid  
**Subject:** Re: Development cost

Matt - I have a couple of questions to ask. On the ADRs that you projected for the properties, were you estimating them in inflated dollars, or were these 2011 value dollars? In other words, when you projected that the Ltd Service 1 property would have a \$125 ADR in 2013, does that mean that it would be about \$118 if it opened in 2011 (assuming 3% inflation)? YES

Also, Greg wanted me to ask you about the casitas - did you have any of their income considered in the financial proforma that you provided? Just wanted to verify because I didn't see it - or maybe they are in a later phase? NO. WE'RE NOT SURE IF THE CASITAS ARE GOING TO WORK AND HAVE NOT INCLUDED COST OR INCOME FROM THEM. WE NEED TO STUDY THIS MORE TO FULLY UNDERSTAND IF THERE IS A MARKET FOR THEM.

Best regards, Florida

----- Original Message -----

**From:** [Matthew Reid](mailto:Matthew Reid)  
**To:** 'Florida Booth'  
**Sent:** Thursday, February 24, 2011 9:41 PM  
**Subject:** RE: Development cost

The \$81.4 was a very early number....probably too aggressive. We've spent quite a bit of time on the proforma and have asked our development partner, Hensel Phelps Development for their analysis. They concur with our new assumption that the upper upscale budget should be at \$99.2 million. I'm happy to share their numbers with you as well. Please use that number.

**Matthew W. Reid**

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

---

**From:** Florida Booth [mailto:FBooth@HorwathHTL.com]

**Sent:** Thursday, February 24, 2011 2:14 PM

**To:** matt.reid@landanddesign.com

**Subject:** Development cost

Matt - I have a quick question for you. I noticed that your proforma schedule for the cost to construct the upper upscale hotel shows \$99.2 million. On another model Garden Grove sent me, someone put in \$81.4 million - Greg told me to ask you about the difference. Which should I use? Thanks a bunch.

Best regards, Florida



*Hotel, Tourism and Leisure*

Florida T Booth, MAI, CCIM

Managing Director

Horwath Hospitality & Leisure

1050 Northgate Dr, Suite 440

San Rafael, CA 94903

415.925.8800 Main xt 3

415.925-8804 Fax

415.902.7567 Cell

[FBooth@HorwathHTL.com](mailto:FBooth@HorwathHTL.com)

<http://www.HorwathHTL.US>

Please Note our New Address

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No virus found in this message.

Checked by AVG - [www.avg.com](http://www.avg.com)

Version: 10.0.1204 / Virus Database: 1435/3467 - Release Date: 02/25/11

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Version: 10.0.1204 / Virus Database: 1435/3479 - Release Date: 03/03/11

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Checked by AVG - [www.avg.com](http://www.avg.com)

Version: 10.0.1204 / Virus Database: 1435/3479 - Release Date: 03/03/11

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No virus found in this message.

Checked by AVG - [www.avg.com](http://www.avg.com)

Version: 10.0.1204 / Virus Database: 1435/3479 - Release Date: 03/03/11

RE: Development cost

**Subject:** RE: Development cost  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Thu, 3 Mar 2011 10:14:32 -0800  
**To:** "Florida Booth" <FBooth@HorwathHTL.com>  
**CC:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

No problem..just received from Greg (a.k.a...."Johnny-on-the-spot" Blodgett). ;-)

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Go gle voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

---

**From:** Florida Booth [mailto:FBooth@HorwathHTL.com]  
**Sent:** Thursday, March 03, 2011 9:27 AM  
**To:** Matthew Reid  
**Cc:** Greg Blodgett  
**Subject:** Re: Development cost

Matt - I just sent the final to Greg - since they are my client, you will need to get it from them. Sorry to be a stickler - just a policy, though I know Greg will forward it to you. I have copied him on this email, but you should probably call or email him to follow up.

Best regards, Florida

----- Original Message -----

**From:** Matthew Reid  
**To:** 'Florida Booth'  
**Sent:** Thursday, March 03, 2011 9:16 AM  
**Subject:** RE: Development cost

You bet. I need to send Starwood a draft this morning....any chance of getting that in the next few minutes?....sorry to rush you.....

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Go gle voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

---

**From:** Florida Booth [mailto:FBooth@HorwathHTL.com]  
**Sent:** Thursday, March 03, 2011 9:09 AM  
**To:** Matthew Reid  
**Subject:** Re: Development cost

You are right - should be \$197. I will make that change for the final - thanks for catching it!

Best regards, Florida

----- Original Message -----

**From:** [Matthew Reid](#)

**To:** 'Florida Booth'

**Sent:** Thursday, March 03, 2011 8:56 AM

**Subject:** RE: Development cost

Florida,

On page 35 of your report, your inflated ADR jumps from \$191 to \$297 then back down to \$203? Is the \$297 a typo? Should it be \$207?

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

---

**From:** Florida Booth [<mailto:FBooth@HorwathHTL.com>]

**Sent:** Thursday, March 03, 2011 8:37 AM

**To:** Matthew Reid

**Subject:** Re: Development cost

Matt - Thanks!

Best regards, Florida

----- Original Message -----

**From:** [Matthew Reid](#)

**To:** 'Florida Booth'

**Sent:** Thursday, March 03, 2011 7:57 AM

**Subject:** RE: Development cost

See below

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

---

**From:** Florida Booth [<mailto:FBooth@HorwathHTL.com>]

**Sent:** Wednesday, March 02, 2011 2:59 PM

**To:** Matthew Reid

**Subject:** Re: Development cost

Matt - I have a couple of questions to ask. On the ADRs that you projected for the properties, were you estimating them in inflated dollars, or were these 2011 value dollars? In other words, when you projected

that the Ltd Service 1 property would have a \$125 ADR in 2013, does that mean that it would be about \$118 if it opened in 2011 (assuming 3% inflation)? YES

Also, Greg wanted me to ask you about the casitas - did you have any of their income considered in the financial proforma that you provided? Just wanted to verify because I didn't see it - or maybe they are in a later phase? NO. WE'RE NOT SURE IF THE CASITAS ARE GOING TO WORK AND HAVE NOT INCLUDED COST OR INCOME FROM THEM. WE NEED TO STUDY THIS MORE TO FULLY UNDERSTAND IF THERE IS A MARKET FOR THEM.

Best regards, Florida

----- Original Message -----

**From:** Matthew Reid

**To:** 'Florida Booth'

**Sent:** Thursday, February 24, 2011 9:41 PM

**Subject:** RE: Development cost

The \$81.4 was a very early number....probably too aggressive. We've spent quite a bit of time on the proforma and have asked our development partner, Hensel Phelps Development for their analysis. They concur with our new assumption that the upper upscale budget should be at \$99.2 million. I'm happy to share their numbers with you as well. Please use that number.

*Matthew W. Reid*

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Go g/e voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

---

**From:** Florida Booth [<mailto:FBooth@HorwathHTL.com>]

**Sent:** Thursday, February 24, 2011 2:14 PM

**To:** [matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** Development cost

Matt - I have a quick question for you. I noticed that your proforma schedule for the cost to construct the upper upscale hotel shows \$99.2 million. On another model Garden Grove sent me, someone put in \$81.4 million - Greg told me to ask you about the difference. Which should I use? Thanks a bunch.

Best regards, Florida



*Hotel, Tourism and Leisure*

Florida T Booth, MAI, CCIM

Managing Director

Horwath Hospitality & Leisure

1050 Northgate Dr, Suite 440

San Rafael, CA 94903

415.925.8800 Main xt 3

415.925-8804 Fax

415.902.7567 Cell

[FBooth@HorwathHTL.com](mailto:FBooth@HorwathHTL.com)

<http://www.HorwathHTL.US>

Please Note our New Address

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No virus found in this message.

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No virus found in this message.

Checked by AVG - [www.avg.com](http://www.avg.com)

Version: 10.0.1204 / Virus Database: 1435/3479 - Release Date: 03/03/11

**Subject:** One more deal item

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Thu, 3 Mar 2011 12:43:55 -0800

**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

**CC:** <drose3@charter.net>

Greg,

Please add this deal point to the list sent previously.

- CITY, AGENCY or other controlling authority agree and acknowledge that the land parcels identified above, known as the PROPERTY, are crucial to planned development project as described herein by LANDDESIGN. That being known and agreed upon, all agreements between CITY, AGENCY or other controlling entity and LANDDESIGN shall toll until such time when all such property is available and/or has been secured by the CITY, AGENCY or other authority. LANDDESIGN shall not suffer any penalty whatsoever as a result of CITY, AGENCY or other authority not securing and/or controlling PROPERTY as defined. LANDDESIGN, at its sole and absolute discretion shall be allowed, during the tolling period, to proceed with portions of the project without delay and/or penalty from CITY, AGENCY or other controlling authority.

Thank you.

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Go gle voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com



**Subject:** Meeting Wed

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Tue, 8 Mar 2011 07:10:45 -0800

**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

You were going to arrange for a meeting with Matt on Wednesday so we can talk about these deal points as well as give him an update.

Can you see if he is available around 10am?

Thanks.

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** RE: Meeting Wed  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Tue, 8 Mar 2011 08:16:30 -0800  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Actually, later in the day is better. Sorry didn't look at my calendar.

**Matthew W. Reid**  
**LAND & DESIGN, Inc.**  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
matt.reid@landanddesign.com

---

**From:** Matthew Reid [mailto:matt.reid@landanddesign.com]  
**Sent:** Tuesday, March 08, 2011 7:11 AM  
**To:** 'Greg Blodgett'  
**Subject:** Meeting Wed

You were going to arrange for a meeting with Matt on Wednesday so we can talk about these deal points as well as give him an update.

Can you see if he is available around 10am?

Thanks.

**Matthew W. Reid**  
**LAND & DESIGN, Inc.**  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
matt.reid@landanddesign.com

**Subject:** International West Hotel  
**From:** "Gene Fong" <gfong@GFAARCHITECTS.com>  
**Date:** Tue, 8 Mar 2011 16:22:17 -0800  
**To:** <greg1@ci.garden-grove.ca.us>  
**CC:** "Matthew Reid" <matthew.reid.ca@gmail.com>

Greg,

Per Matt Reid suggestion and recommendation. Gene Fong Associates (GFA) is please to submit our proposal for architectural design consultation services to develop required design studies as part of the IS/MND scope of work. Please let us know should you have any questions.

Regards,

Gene Fong, AIA  
President  
[gfong@gfaarchitects.com](mailto:gfong@gfaarchitects.com)

---

**GENE FONG ASSOCIATES** | 1130 Westwood Blvd. Los Angeles, CA 90024 | T.310.209.7520 | F.310.209.7516

<b>G Blodgett 110303 psl VIA EMAIL.pdf</b>	<b>Content-Description:</b> G Blodgett 110303 psl VIA EMAIL.pdf <b>Content-Type:</b> application/octet-stream <b>Content-Encoding:</b> base64
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GENE FONG  
ASSOCIATES

ARCHITECTURE  
PLANNING  
INTERIORS

March 3, 2011

Mr. Greg Blodgett  
City of Garden Grove  
Community Development  
11222 Acacia Parkway,  
Garden Grove, CA 92840

**Re: International West Hotel Project – City of Garden Grove  
GFA Project No.: 1127P**

Greg,

We are pleased to submit our proposal for Conceptual Design Services for the City of Garden Grove's International West Hotel project site. The project site is located in the city of Garden Grove, California, on the northeast corner of Harbor Boulevard and Twintree Avenue. The main parcel for development is approximately 4.11 acres in size and is bordered by Twintree Avenue on the south, Harbor Boulevard on the west, and existing residential on the east. An adjacent parcel directly north of the main parcel is approximately 0.9 acres in size and is bordered by Harbor Boulevard on the west, existing retail development on the north and existing residential on the east. The combined area of both parcels is approximately 5 acres.

The development program of the main parcel (4.11 ac) consists of:

- Full service hotel, 350 keys, 18 story
  - 19 casitas with private patio and common amenity deck
  - 30,000 SF ballroom and meeting room area
  - 7,000 SF Three Meal restaurant & bar
  - 5,000 SF all day restaurant
  - Fantasy pool deck with bar/ restaurant/ lounge.
  - Spa deck
- Dual hotels:
  - limited service hotel #1, 150 keys, 10 story
  - limited service hotel #2, 150 keys, 10 story
  - 2,000 SF shared meeting room area
  - Shared pool and fitness areas

1130 WESTWOOD BLVD.  
LOS ANGELES, CA 90024  
310 • 209 • 7520  
310 • 209 • 7516 FAX

- 5,000 SF restaurant #1
- 5,000 SF restaurant #2
- Parking structure, 1,150 spaces, ±575,000 SF
  - Basement 1 – 450 spaces
  - Basement 2 – 450 spaces
  - Ground floor – 50 spaces
  - Second floor – 100 spaces
  - Third Floor – 100 spaces

The development program of the adjacent parcel (0.9 ac) consists of:

- 3,500 SF lease pad #1
- 3,500 SF lease pad #2

**SCOPE OF SERVICES**

Our scope of work for this initial conceptual design as per the City's Initial Study/Mitigated Negative Declaration (IS/MND) for the International West Hotel-Harbor East, is as follows:

- Shade / shadow studies (16)
- SketchUp Photo renderings (6)
- Site plan
- Diagrammatic Sections
- 3D massing model
- Project Summary

**PROFESSIONAL FEES**

Gene Fong Associates propose to develop the above scope of services for this project based on the following lump sum fee:

<b>Preliminary Concept Design Services: .....</b>	<b>\$ 24,685.00</b>
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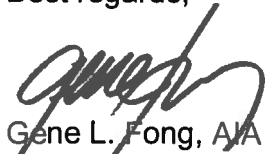
In addition to the fees described above, reimbursable expenses incurred directly in the execution of this project will be invoiced at 1.15 times the direct cost. These reimbursable expenses include:

- CADD Paper Plots..... \$ 2.50/ s.f.
- CADD Paper Plots: presentation bond ..... \$ 3.50/ s.f.

- Mileage..... \$ 0.55/ mile
- Blueprints and Reproduction ..... Direct Cost
- Shipping Rates – standard shipping rates based upon weight and size for overnight or other delivery.

We thank you for this opportunity to work with the City of Garden Grove on this very exciting project. If you have any questions, please feel free to contact our office.

Best regards,



Gene L. Fong, AIA  
President

\_\_\_\_\_  
Authorized Signature

\_\_\_\_\_  
Date

**Subject:** Fwd: 12202 Harbor Bl. counter offer  
**From:** Greg Blodgett <greg1@ci.garden-grove.ca.us>  
**Date:** Wed, 9 Mar 2011 11:07:59 -0800 (PST)  
**To:** Matthew Reid <matt.reid@landanddesign.com>  
**CC:** Paul Guerrero <paulg@ci.garden-grove.ca.us>

Greg Blodgett  
SR Project Manager  
City of Garden Grove  
Economic Development

----- Forwarded Message -----

From: "Greg Brown" <gbrown@ci.garden-grove.ca.us>  
To: "Matt Fertal" <mattf@postrat.ci.garden-grove.ca.us>  
Cc: "Greg Blodgett" <greg1@ci.garden-grove.ca.us>  
Sent: Tuesday, March 8, 2011 2:18:57 PM  
Subject: Fwd: 12202 Harbor Bl. counter offer

Greg Brown  
Real Property Manager  
City of Garden Grove  
Economic Development Department, Third Floor  
Garden Grove, CA 92842  
(714) 741-5147 (Office)  
(714) 741-5136 (Facsimile)

----- Forwarded Message -----

From: "Daniel Samulski" <Dan.Samulski@grubb-ellis.com>  
To: "Greg Brown" <gbrown@ci.garden-grove.ca.us>  
Sent: Tuesday, March 8, 2011 2:07:39 PM  
Subject: 12202 Harbor Bl. counter offer

Greg, here is Sunbelt's latest counter offer. I think we should be real close on this at this point. I believe the agency meets tonight so let me know how it goes. Below is confirmation from Steve Lewis on the rent adjustments. Thanks.

Dan Samulski  
Senior Vice President  
Retail Group  
Grubb & Ellis Company  
4675 MacArthur Court, Suite 1600  
Newport Beach, CA 92660

(949) 608-2080 Direct  
(949) 608-2003 Facsimile

[www.dansamulski.com](http://www.dansamulski.com)

CA License # 01251771

From: Steve Lewis [mailto:SLewis@sunbeltinv.com]  
Sent: Tuesday, March 08, 2011 1:10 PM  
To: Samulski, Daniel  
Cc: Robert E. Griffin  
Subject: RE: Counter Offer - Garden Grove 08-Mar 11.doc

Dan,

I have made the changes to mine and attached it so please send this LOI and explain in the e-mail that the rent does adjust at 10% every five years after and between the 20th and 40th market adjustment years.[]

Stephen D Lewis

Sunbelt Investment Holdings Inc.

8095 Othello Avenue

San Diego , CA 92111

Direct Line: (858) 495-4904

Main Line : (858) 495-4900

Facsimile: (858) 278-8397

[slewis@sunbeltinv.com](mailto:slewis@sunbeltinv.com)

<b>Counter Offer - Garden Grove 08-Mar 11.doc</b>	<b>Content-Description:</b> Counter Offer - Garden Grove 08-Mar 11.doc <b>Content-Type:</b> application/msword <b>Content-Encoding:</b> base64
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# GRUBB & ELLIS

From Insight to Results

March 8, 2011

Greg Brown  
CITY OF GARDEN GROVE  
11222 Acacia Parkway  
Garden Grove, CA. 92842

**DAN SAMULSKI**  
Grubb & Ellis Company  
4675 MacArthur Court, Suite 1600  
Newport Beach, CA 92660

949.608.2000 main  
949.608.2003 fax  
[www.grubb-ellis.com](http://www.grubb-ellis.com)

CA License # 00812184

**RE: COUNTER OFFER  
12202 HARBOR BOULEVARD  
GARDEN GROVE, CALIFORNIA**

Dear Greg:

Thank you for your Offer to Lease dated February 25, 2011, outlining the City of Garden Grove's continued interest in the above-referenced property. After having an opportunity to discuss your interest with Steve Lewis from Sunbelt Investments, I have been authorized to outline below the acceptable terms and conditions upon which they would be willing to proceed towards ground lease documentation with you for the subject property.

- 1. **LANDLORD:** Mann Enterprises Inc.
- 2. **TENANT:** City of Garden Grove Agency for Community Development.
- 3. **GUARANTOR OF LEASE:** City of Garden Grove; for payment and performance.
- 4. **PREMISES:** A parcel of land consisting of approximately 36,000 square feet as shown on the attached Site Plan. The Tenant agrees that there shall be no easement created between the subject property and the adjacent shopping center owned by Landlord.
- 5. **TYPE OF TRANSACTION:** Unsubordinated Ground Lease.
- 6. **LEASE TERM:** Fifty (50) years.
- 7. **OPTIONS TO EXTEND TERM:** Provided Tenant is not in breach or default of the Lease, Tenant shall have the option to extend the Lease Term for one (1) additional period of twenty (20) years("Extended Term") upon the same terms and conditions as the original Lease Term with the exception that the Minimum Annual Rent shall be adjusted to the then prevailing market rent based on an appraisal of the Premises. To exercise the option to extend the term of the Lease, Tenant shall serve written notice to the Landlord not less than twenty four months prior to the expiration of the then current Term of the Lease, indicating its intention to exercise the option to extend.
- 8. **PERMITTED USE / OPERATION:** The Premises shall be used for any lawful purpose that is consistent with the current zoning for the property.
- 9. **MINIMUM RENT:** Lease Year 1-5: \$125,000.00 per year

Tenant's Minimum Rent during the primary Term, and Options to Extend, if exercised, shall be adjusted every five (5) years by a fixed ten (10%) percent over the previous year's Minimum Rent except at the 20<sup>th</sup> and the 40<sup>th</sup> years of the primary term the Minimum Rent shall be adjusted to the then prevailing market rent based on an appraisal of the Premises. The above-stated Minimum Rent shall be paid in equal monthly installments, on an absolute NNN basis.

- 10. MINIMUM RENT COMMENCEMENT:** Tenant's Minimum Rent, and obligation to commence payment of Additional Rental Expenses, shall commence one hundred eighty (180) days from Lease Execution. The Tenant may elect to pay the Minimum Rent monthly or annually (in both instances in advance) with written notice to the Landlord.
- 11. TAXES:** The Tenant shall be responsible for the payment of the real estate taxes for the Premises.
- 12. LANDLORD'S SITE WORK OBLIGATIONS:** None. Tenant is accepting the property in its "AS-IS," "WHERE-IS," condition.
- 13. ASSIGNMENT / SUBLETTING:** Tenant shall have the right to assign this Lease with Landlord's consent which shall not be unreasonably withheld or delayed. ***In no event shall the Tenant or Guarantor be released in the event of any assignment or sublease.*** The exact language regarding this provision shall be mutually agreed upon by the parties in the Lease Agreement.
- 14. BROKER:** Landlord and Tenant acknowledge Grubb & Ellis Company represents both parties in this transaction. The parties acknowledge that they know of no other broker(s) or agent(s) entitled to a commission in connection with this transaction. Landlord shall be responsible for the payment of a leasing commission to Grubb & Ellis Company per its Exclusive Leasing Listing Agreement, with Sunbelt Investments.
- 15. CONDITIONS:** This proposal, and the resultant Lease, shall be conditioned upon:
- A. A mutually-acceptable Lease Agreement.
  - B. Tenant's ability to obtain the necessary approvals from the Agency Community Development in Garden Grove within thirty (30) days of acceptance of this Counter Offer
  - C. Landlord's receipt and acceptance of Tenant's and Guarantor's current financial statement.

[AGREED AND ACCEPTED ON NEXT PAGE]

Nothing in this letter is intended to be contractual in nature and neither party shall be bound by the terms and conditions above provided unless and until a lease agreement and all other appropriate documentation has been signed and delivered by both parties. Until a written Lease Agreement is mutually executed and delivered between the parties, Landlord is not prohibited from showing the Premises to another prospective Tenant and entering into a written Lease Agreement. Further, Broker makes no warranties nor representations that mutual execution of this letter of intent will guarantee the execution of a lease between the parties. This letter shall expire if not agreed to and accepted on or before **March 10, 2011**. A final lease document shall incorporate the provisions contained in this proposal and any other provisions upon which the Landlord and Tenant may mutually agree.

Sincerely,

**GRUBB & ELLIS COMPANY  
COMMERCIAL REAL ESTATE SERVICES**



**Dan Samulski**  
*Senior Vice President*  
949.608.2080 direct  
[dan.samulski@grubb-ellis.com](mailto:dan.samulski@grubb-ellis.com)  
CA License #01251771

DS/jtn

**AGREED AND ACCEPTED:**

**TENANT: CITY OF GARDEN GROVE AGENCY FOR  
COMMUNITY DEVELOPMENT**

**LANDLORD: MANN ENTERPRISES INC.**

By: \_\_\_\_\_

By: \_\_\_\_\_

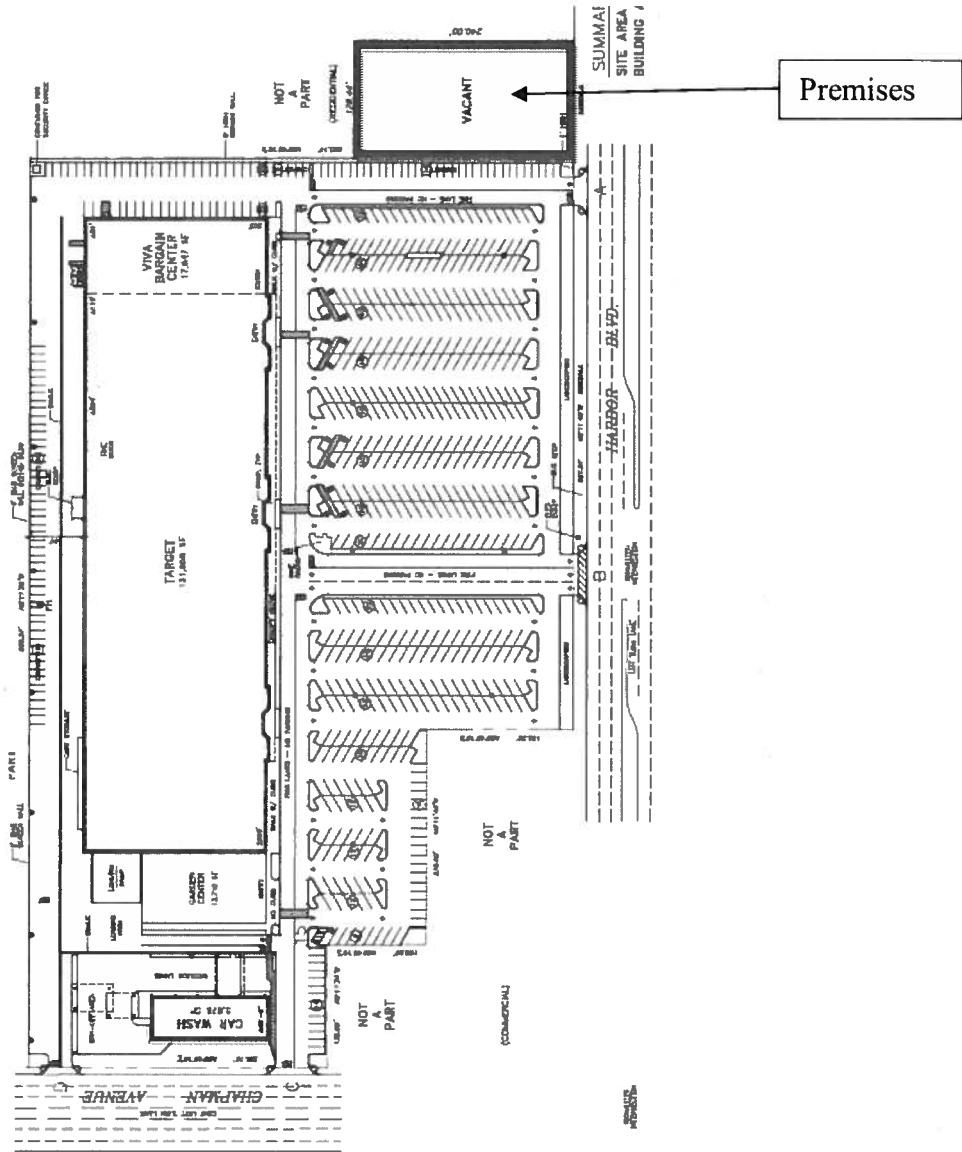
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Date: \_\_\_\_\_

Date: \_\_\_\_\_

### EXHIBIT A – SITE PLAN





**CALIFORNIA SALE/LEASE AMERICANS WITH DISABILITIES ACT,  
HAZARDOUS MATERIALS AND TAX DISCLOSURE**

The Americans With Disabilities Act is intended to make many business establishments equally accessible to persons with a variety of disabilities; modifications to real property may be required. State and local laws also may mandate changes. The real estate brokers in this transaction are not qualified to advise you as to what, if any, changes may be required now, or in the future. Owners and tenants should consult the attorneys and qualified design professionals of their choice for information regarding these matters. Real estate brokers cannot determine which attorneys or design professionals have the appropriate expertise in this area.

Various construction materials may contain items that have been or may in the future be determined to be hazardous (toxic) or undesirable and may need to be specifically treated/handled or removed. For example, some transformers and other electrical components contain PCBs, and asbestos has been used in components such as fire-proofing, heating and cooling systems, air duct insulation, spray-on and tile acoustical materials, linoleum, floor tiles, roofing, dry wall and plaster. Due to prior or current uses of the Property or in the area, the Property may have hazardous or undesirable metals (including lead-based paint), minerals, chemicals, hydrocarbons, or biological hazards (including, but not limited to, mold) or radioactive items (including electrical and magnetic fields) in soils, water, building components, above or below-ground containers or elsewhere in areas that may or may not be accessible or noticeable. Such items may leak or otherwise be released. Real estate agents have no expertise in the detection or correction of hazardous or undesirable items. Expert inspections are necessary. Current or future laws may require clean up by past, present and/or future owners and/or operators. It is the responsibility of the Seller/Lessor and Buyer/Tenant to retain qualified experts to detect and correct such matters and to consult with legal counsel of their choice to determine what provisions, if any, they may include in transaction documents regarding the Property.

Sellers/Lessors are required under California Health and Safety Code Section 25915 et seq. to disclose reports and surveys regarding asbestos to certain persons, including their employees, contractors, co-owners, purchasers and tenants. Buyers/Tenants have similar disclosure obligations. Sellers/Lessors and Buyers/Tenants have additional hazardous materials disclosure responsibilities to each other under California Health and Safety Code Section 25359.7 and other California laws. Consult your attorney regarding this matter, and make proper disclosures. Grubb & Ellis Company is not qualified to assist you in this matter or provide you with other legal or tax advice.

Sale, lease and other transactions can have local, state and federal tax consequences for the seller/lessor and/or buyer/tenant. In the event of a sale, Internal Revenue Code Section 1445 requires that all buyers of an interest in any real property located in the United States must withhold and pay over to the Internal Revenue Service (IRS) an amount equal to ten percent (10%) of the gross sales price within ten (10) days of the date of the sale unless the buyer can adequately establish that the seller was not a foreigner, generally by having the seller sign a Non-Foreign Seller Certificate. Note that depending upon the structure of the transaction, the tax withholding liability could exceed the net cash proceeds to be paid to the seller at closing. California poses an additional withholding requirement equal to three and one-third percent (3 1/3%) of the gross sales price not only on foreign sellers but also out-of-state sellers and sellers leaving the state if the sale price exceeds \$100,000. Generally, withholding is required if the sales proceeds are disbursed outside of California, if the last known address of the seller is outside of California or if a financial intermediary is used. Consult your tax and legal advisor. Real estate brokers are not qualified to give legal or tax advice or to determine whether any other person is properly qualified to provide legal or tax advice.

**SELLER/LESSOR**

**BUYER/TENANT**

By: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Date: \_\_\_\_\_

**Subject:** word format

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Wed, 9 Mar 2011 14:21:24 -0800

**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

***Matthew W. Reid***

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**2011\_03\_01 deal points CLEAN.doc**

**Content-Type:** application/msword

**Content-Encoding:** base64

# LAND & DESIGN, INC.

Construction and Real Estate Advisors.

## SAN DIEGO

8130 La Mesa Blvd, #808  
La Mesa, CA 91942  
619.462.4060 o  
619.462.4144 f

## ENCINITAS

1042 N El Camino Real  
Suite B-310  
Encinitas, CA 92024  
858.735.1858

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## Garden Grove, CA Full Service Hotel and Limited Service Hotel Deal Point Outline March 3, 2011

The following includes, however shall not be limited to, the salient deal points and is the beginning of an understanding of the basis of a future agreement and DDA between Land and Design, Inc., E-Ticket Hospitality (LANDDESIGN), or its assigned, and The City of Garden Grove (CITY) and/or its development agency (AGENCY).

- For a period of not less than two (2) years, LANDDESIGN agrees to break ground to develop and construct up to three (3) hotels; one (1) approximately 325 - 400 room upper upscale, full service type Hotel and up to two (2) approximately 125 - 300 room Limited Service/Select Service/Focus Service/Extended Stay/Suites type Hotel on the property currently known as "Hotel - Site "C" of approximately 3.83 acres located on the North East corner of Harbor Blvd and Twintree Ave. The site must also include, in addition to above, the vacant parcel immediately North (also known as the Sunbelt Property) and two residential parcels at South East corner (of approximately .33 acres). The hotel room count is approximate and may be adjusted to a maximum of 700 total keys with AGENCY approval. See attached Exhibit A for reference.
- With respect to Sunbelt Property mentioned above, terms of a land lease payment to CITY and/or AGENCY shall be subject to future negotiations.
- CITY or AGENCY shall convey to LANDDESIGN fee title to the Property, which Property also includes all (i) improvements, structures and fixtures located thereon, (ii) all entitlements, necessary to develop and build such a project, (iii) easements, appurtenances, rights and privileges pertaining thereto, and (iv) intangible personal property now or hereafter owned by CITY or AGENCY and used in the ownership, use or operation of such real property and/or improvements. The conveyance shall occur for the sum of one dollar (\$1.00).
- Subject to a "flag" franchise agreement and franchise approval, the description of the Hotel shall consist of approximately the following:

### HOTEL 1 (Upper Upscale Hotel)

- Approximately 14-story hotel
- Approx 325 - 400 rooms including suites
- At Developers option, VOR (Vacation Ownership Resort) units may be added.
- Approximately 15,000 Conference and meeting space
- Sit down restaurant/bar, full service type restaurant.
- One outdoor pool and whirlpool spa
- Fitness Center
- Approximately 20,000 gsf of inline entertainment retail/restaurants along Harbor Blvd.

### HOTEL 2 (Limited/Focus/Select Service /Extended Stay/Suites Hotel)

- Approximately 4 - 7 story Hotel

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- 
- Approximately 125 - 300 rooms including suites.
  - At LANDDESIGN option, VOR (Vacation Ownership Resort) units may be added a top parking structure
  - One outdoor pool and whirlpool spa.
  - Fitness Center
  - This hotel or portions of this hotel shall be constructed on top of the parking structure(s).
  - Hotel(s) may be single structure “co-branded” hotel or at developers option one (1) Limited/Select/Focus Service / Extended Stay/Suites Hotel.
- VOR-Vacation Ownership Resort Units are subject to Transient Occupancy Tax. All vacation ownership resort units shall be subject to the payment of the transient occupancy tax (Transient Occupancy Tax). No vacation ownership resort shall be established as a conditional use unless the property owner/developer establishes and implements a method of ownership acceptable to the city which guarantees the city’s collection of Transient Occupancy Tax for all vacation ownership units as if they were hotel rooms.
  - LANDDESIGN intends to and will actively pursue a 3<sup>rd</sup> party partner(s)/take out buyer that could assume property ownership (or portions of property ownership) at some point during or after the construction completion of the project. LANDDESIGN in it’s sole and absolute discretion, shall select this 3<sup>rd</sup> party(s) and shall disclose the identity of this entity to the City.
  - Upon completion and execution of a DDA with LANDDESIGN and AGENCY and/or CITY, LANDDESIGN shall deposit with CITY all working product including proformas, studies, plans, drawings, specifications, etc....to be used as a good faith deposit. In the event the project does not move forward, all said documents shall be retained by CITY and/or AGENCY, subject to AGENCY abolishment mentioned below.
  - The CITY and AGENCY recognize the project of this size, quality and scale requires significant CITY and/or AGENCY subsidy. The following economic incentives will be provided by CITY and/or AGENCY:
    - CITY or AGENCY shall make annual contributions of TOT, TIF and F&B Taxes in accordance with the attached revenue sharing agreement. The revenue sharing shall be calculated utilizing the attached spreadsheet and the values shown in the attached document are for example only. Calculations of actual revenue sharing shall be based upon actual revenues of the actual hotel(s).
    - CITY and/or AGENCY agree that if two (2) Upper Upscale Full Service Hotels, or one Upper Upscale Hotel in excess of 400 keys is built on the property, the larger subsidy (i.e. upper upscale subsidy at 75%) shall be applied to ALL Hotels.
    - Upon LANDDESIGN establishing the public need and use of a parking structure, CITY and/or AGENCY shall establish a CFD for public parking structures to be built onsite.
    - At LANDDESIGN option, City permits and fees shall be paid over five (5) year period starting at project completion.
  - CITY and/or AGENCY shall be responsible for completing or paying for the completion of all off-site (i.e., not located on the Project site) improvements required by any applicable governmental authority as a condition to approval of the Project and/or the issuance of any permits required in connection therewith. All such offsite improvements shall be completed in accordance with the scheduled opening of the first hotel. These improvements include but are not limited to:



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- 
- Roadway / Boulevard improvements to Harbor Drive in accordance with the redevelopment plans to Garden Grove Blvd including intersections, traffic signals, traffic signage, landscape improvements, hardscaping, sidewalks, street lighting, and others required.
  - Signalized intersections allowing for full ingress and egress of the hotel site must be completed prior to the first hotel being open.
  - Required utilities brought and stubbed onto site to serve the proposed size of project.
  - All demolition of existing structures or requirements on site.
  - All required zero lot line variances necessary along North and East property lines.
  - A pedestrian bridge linking the "Hotel Site" and the West side of Harbor Blvd located within 200' of the Upper Upscale Hotel front door. CITY and/or AGENCY shall assist LANDDESIGN in locating funding (including TID funds) for this amenity
  - 
  - Parking for Hotel property and other public areas of the property shall be structured parking . Upon LANDDESIGN providing proof of public need, CITY or AGENCY shall establish a CFD for the financing and construction of the required parking for the project. All parking structures shall be constructed by LANDDESIGN. Structured parking shall only be required with the construction of an Upper Upscale Hotel.
  - CITY and AGENCY recognize that in order for an upper upscale Hotel to be successful, immediately adjacent development and within the area must be of similar quality in its rating among its trade. Therefore, zoning and/or planning of adjacent development needs to be secure prior to closing and construction of this Hotel project.
  - If CITY is required or forced to remove or abolish the AGENCY and cannot find other sources of subsidy required for the project as described above, LANDDESIGN at its sole discretion shall be allowed to (i) cancel any and all agreements with CITY and /or AGENCY without penalty, (ii) receive any deposit (work product) back from CITY (iii) at its option proceed to develop up to two (2) Limited/Select/Focus Service/Extended Stay/Suite type Hotels without an upper upscale hotel requirement, surface parked (iv) extend the DDA, without deposit or penalty for a period of 2 years or length of time an AGENCY can be re-established under new CA legislation or direction.
  - Comensurate with breaking ground on an Upper Upscale Hotel(s), CITY and/or AGENCY shall cause freeway signage at Rte 22 and Harbor Blvd to be constructed for the benefit of International West and the project completed by LANDDESIGN.
  -

**Subject:** Conf Call at 3.30pm

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Wed, 9 Mar 2011 14:48:00 -0800

**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>, "Paul Guerrero" <paulg@ci.garden-grove.ca.us>

**CC:** <drose3@charter.net>

Here is the call-in information for our 3.30pm conf call today.

**Conference Dial-in Number:** (712) 775-7300

**Participant Access Code:** 764078#

Greg, please forward to Matt.

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** RE: Conf Call at 3.30pm  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 9 Mar 2011 15:12:34 -0800  
**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>

Use the call in number, yes 4pm is fine.

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Go g|e voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

---

**From:** Greg Blodgett [mailto:greg1@zimbra.ci.garden-grove.ca.us]  
**Sent:** Wednesday, March 09, 2011 3:10 PM  
**To:** Matthew Reid  
**Subject:** Re: Conf Call at 3.30pm

We are runing late in mtg can we call u at 4

Sent from my iPhone

On Mar 9, 2011, at 2:46 PM, "Matthew Reid" <matt.reid@landanddesign.com> wrote:

Here is the call-in information for our 3.30pm conf call today.

Conference Dial-in Number: (712) 775-7300

Participant Access Code: 764078#

Greg, please forward to Matt.

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

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619.335.5896 Go g|e voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** Site C Deal Points

**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>

**Date:** Wed, 9 Mar 2011 15:31:59 -0800

**To:** "matt.reid" <matt.reid@landanddesign.com>

**CC:** Greg Blodgett <greg1@ci.garden-grove.ca.us>, Matt Fertal <mattf@postrat.ci.garden-grove.ca.us>

Matt,

Attached are the comments to today's deal point discussion.

Paul

2011\_03\_01 deal points CLEAN Discussed Deal Points 03.09.2011.doc

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Suite B-310  
Encinitas, CA 92024  
858.735.1858

## Garden Grove, CA Full Service Hotel and Limited Service Hotel Deal Point Outline

**March 3, 2011**

March 9, 2011 (telephone call w/ L/D @ 11:45a)

### Legend:

- [ ] Agency comments to L/D deal points.
- ( ) Discussed deal points March 9, 2011.

The following includes, however shall not be limited to, the salient deal points and is the beginning of an understanding of the basis of a future agreement and DDA between Land and Design, Inc., E-Ticket Hospitality (LANDDESIGN), or it's assigned, and The City of Garden Grove (CITY) and/or it's development agency (AGENCY).

[ Describe project as multi-phased development]

*(Okay)*

- 1. For a period of not less than two (2) years, LANDDESIGN agrees to break ground to develop and construct up to three (3) hotels; one (1) approximately 325 - 400 room upper upscale, full service type Hotel and up to two (2) approximately 125 - 300 room Limited Service/Select Service/Focus Service/Extended Stay/Suites type Hotel on the property currently known as "Hotel - Site "C" of approximately 3.83 acres located on the North East corner of Harbor Blvd and Twintree Ave. The site must also include, in addition to above, the vacant parcel immediately North (also known as the Sunbelt Property) and two residential parcels at South East corner (of approximately .33 acres). The hotel room count is approximate and may be adjusted to a maximum of 700 total keys with AGENCY approval. See attached Exhibit A for reference.

[Min. 300 to max. 700 rooms]

*(One (1) Upper Upscale, min. 325 to max. 400 rooms)*

*(Two (2) Select Service, min 125 to max. 150 rooms each)*

- 2. With respect to Sunbelt Property mentioned above, terms of a land lease payment to CITY and/or AGENCY shall be subject to future negotiations.

[See attached Term Sheet - Agency Direction - have developer assume lease with no Agency expense]

*(L/D can't assume lease in 6 months)*

- 3. CITY or AGENCY shall convey to LANDDESIGN fee title to the Property, which Property also includes all (i) improvements, structures and fixtures located thereon, (ii) all entitlements, necessary to develop and build such a project, (iii) easements, appurtenances, rights and privileges pertaining thereto, and (iv) intangible personal property now or hereafter owned by CITY or AGENCY and used in the ownership, use or operation of such real property and/or improvements. The conveyance shall occur for the sum of one dollar (\$1.00).

[Needs clarification, City conveys land free and clear]

*(Okay with land free and clear)*

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## ENCINITAS

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Suite B-310  
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858.735.1858

- 4. Subject to a “flag” franchise agreement and franchise approval, the description of the Hotel shall consist of approximately the following:

### A. HOTEL 1 (Upper Upscale Hotel)

- o Approximately 14-story hotel
- o Approx 325 - 400 rooms including suites
- o At Developers option, VOR (Vacation Ownership Resort) units may be added.
- o Approximately 15,000 Conference and meeting space
- o Sit down restaurant/bar, full service type restaurant.
- o One outdoor pool and whirlpool spa
- o Fitness Center
- o Approximately 20,000 gsf of inline entertainment retail/restaurants along Harbor Blvd.  
[Upper Upscale, what is the min. rooms?]  
(min. 325 to max. 400 rooms)

[Conference min. sf]  
(min. 15,000 sf to max 20,000 sf)

[Restaurant min. sf]  
(min. 5,000 sf)

[Retail min. sf]  
(min. 5,000 sf to max. 30,000 sf)

### B. HOTEL 2 (Limited/Focus/Select Service /Extended Stay/Suites Hotel)

- o Approximately 4 - 7 story Hotel
- o Approximately 125 - 300 rooms including suites.
- o At LANDDESIGN option, VOR (Vacation Ownership Resort) units may be added a top parking structure
- o One outdoor pool and whirlpool spa.
- o Fitness Center
- o This hotel or portions of this hotel shall be constructed on top of the parking structure(s).
- o Hotel(s) may be single structure “co-branded” hotel or at developers option one (1) Limited/Select/Focus Service / Extended Stay/Suites Hotel.  
[Select Service, min. 6 to 7 stories - Stick built does not warrant level of assistance]  
(min. 5 stories)

- 5. VOR-Vacation Ownership Resort Units are subject to Transient Occupancy Tax. All vacation ownership resort units shall be subject to the payment of the transient occupancy tax (Transient Occupancy Tax). No vacation ownership resort shall be established as a conditional use unless the property owner/developer establishes and implements a method of ownership acceptable to the city which guarantees the city’s collection of Transient Occupancy Tax for all vacation ownership units as if they were hotel rooms.

(0.5%)

- 6. LANDDESIGN intends to and will actively pursue a 3<sup>rd</sup> party partner(s)/take out buyer that could assume property ownership (or portions of property ownership) at some point during or after the construction completion of the project. LANDDESIGN in its sole and absolute discretion, shall select this 3<sup>rd</sup> party(s) and shall disclose the identity of this entity to the City.

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858.735.1858

[Subject to Agency approval]

*(Reasonable approval)*

- 7. Upon completion and execution of a DDA with LANDDESIGN and AGENCY and/or CITY, LANDDESIGN shall deposit with CITY all working product including proformas, studies, plans, drawings, specifications, etc....to be used as a good faith deposit. In the event the project does not move forward, all said documents shall be retained by CITY and/or AGENCY, subject to AGENCY abolishment mentioned below.  
[Need a min. of \$50,000 w/in 30 days of approved DDA]  
*(Okay)*
- 8. The CITY and AGENCY recognize the project of this size, quality and scale requires significant CITY and/or AGENCY subsidy. The following economic incentives will be provided by CITY and/or AGENCY:
  - A. CITY or AGENCY shall make annual contributions of TOT, TIF and F&B Taxes in accordance with the attached revenue sharing agreement. The revenue sharing shall be calculated utilizing the attached spreadsheet and the values shown in the attached document are for example only. Calculations of actual revenue sharing shall be based upon actual revenues of the actual hotel(s).  
*(Okay)*
  - B. CITY and/or AGENCY agree that if two (2) Upper Upscale Full Service Hotels, or one Upper Upscale Hotel in excess of 400 keys is built on the property, the larger subsidy (i.e. upper upscale subsidy at 75%) shall be applied to ALL Hotels.  
[Clarification, Upper Upscale 75% and Select Service 50%]  
*(any Upper Upscale gets 75%)*
  - C. Upon LANDDESIGN establishing the public need and use of a parking structure, CITY and/or AGENCY shall establish a CFD for public parking structures to be built onsite.  
[Agency supports CFD, L/D is responsible to analyze and incur all cost in forming CFD]  
*(L/D is responsible in analyzing and for all cost related to forming the CFD)*
  - D. At LANDDESIGN option, City permits and fees shall be paid over five (5) year period starting at project completion.  
[City can defer the Impact Fee, Traffic Mitigation, and Public Safety]  
*(Five equal installments from pulling of permits for each phase, at not interest cost)*
- 9. CITY and/or AGENCY shall be responsible for completing or paying for the completion of all off-site (i.e., not located on the Project site) improvements required by any applicable governmental authority as a condition to approval of the Project and/or the issuance of any permits required in connection therewith. All such offsite improvements shall be completed in accordance with the scheduled opening of the first hotel. These improvements include but are not limited to:
  - A. Roadway / Boulevard improvements to Harbor Drive in accordance with the redevelopment plans to Garden Grove Blvd including intersections, traffic signals, traffic signage, landscape improvements, hardscaping, sidewalks, street lighting, and others required.  
[Developer responsible for offsites from back of curb and beyond, City back of curb to street]

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*(Suggestion, perhaps TID can fund portion of offsites from back of curb – open item – L/D suggestion.  
L/D will do best landscape if Agency agrees to explore funding pedestrian bridge with TID)*

- B. Signalized intersections allowing for full ingress and egress of the hotel site must be completed prior to the first hotel being open.  
*(Agency agrees to pay for signal lights – speak with City Engineer)*
- C. Required utilities brought and stubbed onto site to serve the proposed size of project.  
[Utilities to curb]  
*(will research point of connection)*
- D. All demolition of existing structures or requirements on site.  
*(Okay)*
- E. All required zero lot line variances necessary along North and East property lines.  
*(Per L/D, delete)*
- A pedestrian bridge linking the “Hotel Site” and the West side of Harbor Blvd located within 200’ of the Upper Upscale Hotel front door. CITY and/or AGENCY shall assist LANDDESIGN in locating funding (including TID funds) for this amenity  
[Agency will not be responsible for the pedestrian bridge]  
*(Agency will explore funding pedestrian bridge with TID)*
- 
- 10. Parking for Hotel property and other public areas of the property shall be structured parking . Upon LANDDESIGN providing proof of public need, CITY or AGENCY shall establish a CFD for the financing and construction of the required parking for the project. All parking structures shall be constructed by LANDDESIGN. Structured parking shall only be required with the construction of an Upper Upscale Hotel  
*(Developer responsible for CFD):*
- 11. CITY and AGENCY recognize that in order for an upper upscale Hotel to be successful, immediately adjacent development and within the area must be of similar quality in its rating among its trade. Therefore, zoning and/or planning of adjacent development needs to be secure prior to closing and construction of this Hotel project.  
[Clarification]  
*(Zoning set for resort district – Okay)*
- 12. If CITY is required or forced to remove or abolish the AGENCY and cannot find other sources of subsidy required for the project as described above, LANDDESIGN at its sole discretion shall be allowed to (i) cancel any and all agreements with CITY and /or AGENCY without penalty, (ii) receive any deposit (work product) back from CITY (iii) at its option proceed to develop up to two (2) Limited/Select/Focus Service/Extended Stay/Suite type Hotels without an upper upscale hotel requirement, surface parked (iv) extend the DDA, without deposit or penalty for a period of 2 years or length of time an AGENCY can be re-established under new CA legislation or direction.  
[i is and it is Okay] [iii no]  
*(How does the L/D move forward if Agency is eliminated? Open for discussion)*



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---

- 13. Comensurate with breaking ground on an Upper Upscale Hotel(s), CITY and/or AGENCY shall cause freeway signage at Rte 22 and Harbor Blvd to be constructed for the benefit of International West and the project completed by LANDDESIGN.  
[Not a new freeway sign]  
(Agency can place a copy face (one panel) on the City's existing freeway sign. Agency will pay for panel).
-

Call?

**Subject:** Call?

**From:** Matthew Reid <matt.reid@landanddesign.com>

**Date:** Wed, 9 Mar 2011 17:04:33 -0800

**To:** Greg Blodgett <greg1@zimbra.ci.garden-grove.ca.us>

???

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

**Subject:** 2011\_03\_01 deal points REDLINE Discussed Deal Points 03 09 2011

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Wed, 9 Mar 2011 21:30:51 -0800

**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>, "Paul Guerrero" <paulg@ci.garden-grove.ca.us>, "Matt Fertal" <mattf@postrat.ci.garden-grove.ca.us>

**CC:** <drose3@charter.net>

Here are a few comments on your redlines....  
We can discuss further early next week.

**Matthew W. Reid**

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

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## Garden Grove, CA Full Service Hotel and Limited Service Hotel Deal Point Outline

March 3, 2011

March 9, 2011 (telephone call w/ L/D @ 11:45a)

### Legend:

[ ] Agency comments to L/D deal points.

( ) Discussed deal points March 9, 2011.

The following includes, however shall not be limited to, the salient deal points and is the beginning of an understanding of the basis of a future agreement and DDA between Land and Design, Inc., E-Ticket Hospitality (LANDDESIGN), or it's assigned, and The City of Garden Grove (CITY) and/or it's development agency (AGENCY).

[ Describe project as multi-phased development]

*(Ok)*

- 1. For a period of not less than two (2) years, LANDDESIGN agrees to break ground to develop and construct up to three (3) hotels; one (1) approximately 325 - 400 room upper upscale, full service type Hotel and up to two (2) approximately 125 - 300 room Limited Service/Select Service/Focus Service/Extended Stay/Suites type Hotel on the property currently known as "Hotel - Site "C" of approximately 3.83 acres located on the North East corner of Harbor Blvd and Twintree Ave. The site must also include, in addition to above, the vacant parcel immediately North (also known as the Sunbelt Property) and two residential parcels at South East corner (of approximately .33 acres). The hotel room count is approximate and may be adjusted to a maximum of 700 total keys with AGENCY approval. See attached Exhibit A for reference.

[Min. 300 to max. 700 rooms]

*(One (1) Upper Upscale, min. 325 to max. 400 rooms)*

*(Two (2) Select Service, min 125 to max. 150 rooms each) max 300 rooms*

*(will all property be assembled in time, subject to tolling period)*

- 2. With respect to Sunbelt Property mentioned above, terms of a land lease payment to CITY and/or AGENCY shall be subject to future negotiations.

[See attached Term Sheet - Agency Direction - have developer assume lease with no Agency expense]...L/D cannot assume this lease as written...too expensive

*(L/D can't assume lease in 6 months)*

- 3. CITY or AGENCY shall convey to LANDDESIGN fee title to the Property, which Property also includes all (i) improvements, structures and fixtures located thereon, (ii) all entitlements, necessary to develop and build such a project, (iii) easements, appurtenances, rights and privileges pertaining thereto, and (iv) intangible personal property now or hereafter owned by CITY or AGENCY and used in the ownership, use or operation of such real property and/or improvements. The conveyance shall occur for the sum of one dollar (\$1.00).

[Needs clarification, City conveys land free and clear]

*(Ok w/ land free and clear)*

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619.462.4060 o  
619.462.4144 f

## ENCINITAS

1042 N El Camino Real  
Suite B-310  
Encinitas, CA 92024  
858.735.1858

- 4. Subject to a “flag” franchise agreement and franchise approval, the description of the Hotel shall consist of approximately the following:

### A. HOTEL 1 (Upper Upscale Hotel)

- Approximately 14-story hotel
- Approx 325 - 400 rooms including suites
- At Developers option, VOR (Vacation Ownership Resort) units may be added.
- Approximately 15,000 Conference and meeting space
- Sit down restaurant/bar, full service type restaurant.
- One outdoor pool and whirlpool spa
- Fitness Center
- Approximately 20,000 gsf of inline entertainment retail/restaurants along Harbor Blvd.  
[Upper Upscale, what is the min. rooms?]  
(min. 325 to max. 400 rooms)

[Conference/Ballroom/Jr. Ballroom/meeting/pre-function min. sf]  
(min. 15,000 sf to max 520,000 sf)

[Restaurant min. sf]  
(min. 5,000 sf)

[Retail/Restaraunt min. sf]  
(min. 5,000 sf to max. 30,000 sf)

### B. HOTEL 2 (Limited/Focus/Select Service /Extended Stay/Suites Hotel)

- Approximately 4 - 7 story Hotel
- Approximately 125 - 300 rooms including suites.
- At LANDDESIGN option, VOR (Vacation Ownership Resort) units may be added a top parking structure
- One outdoor pool and whirlpool spa.
- Fitness Center
- This hotel or portions of this hotel shall be constructed on top of the parking structure(s).
- Hotel(s) may be single structure “co-branded” hotel or at developers option one (1) Limited/Select/Focus Service / Extended Stay/Suites Hotel.  
[Select Service, min. 56 to 7 stories - Stick built does not warrant level of assistance]  
(min. 5 stories)

- 5. VOR-Vacation Ownership Resort Units are subject to Transient Occupancy Tax. All vacation ownership resort units shall be subject to the payment of the transient occupancy tax (Transient Occupancy Tax). No vacation ownership resort shall be established as a conditional use unless the property owner/developer establishes and implements a method of ownership acceptable to the city which guarantees the city’s collection of Transient Occupancy Tax for all vacation ownership units as if they were hotel rooms.

(Ok:q)

- 6. LANDDESIGN intends to and will actively pursue a 3<sup>rd</sup> party partner(s)/take out buyer that could assume property ownership (or portions of property ownership) at some point during or after the construction completion of the project. LANDDESIGN in it’s sole and absolute discretion, shall select this 3<sup>rd</sup> party(s) and shall disclose the identity of this entity to the City.

# LAND & DESIGN, INC.

Construction and Real Estate Advisors.

## SAN DIEGO

8130 La Mesa Blvd, #808  
La Mesa, CA 91942  
619.462.4060 o  
619.462.4144 f

## ENCINITAS

1042 N El Camino Real  
Suite B-310  
Encinitas, CA 92024  
858.735.1858

[Subject to Agency approval]  
(Reasonable approval)

- 7. Upon completion and execution of a DDA with LANDDESIGN and AGENCY and/or CITY, LANDDESIGN shall deposit with CITY all working product including proformas, studies, plans, drawings, specifications, etc....to be used as a good faith deposit. In the event the project does not move forward, all said documents shall be retained by CITY and/or AGENCY, subject to AGENCY abolishment mentioned below.  
[Need a min. of \$50,000 w/in 30 days of approved DDA]  
(Okay)
- 8. The CITY and AGENCY recognize the project of this size, quality and scale requires significant CITY and/or AGENCY subsidy. The following economic incentives will be provided by CITY and/or AGENCY:
  - A. CITY or AGENCY shall make annual contributions of TOT, TIF and F&B Taxes in accordance with the attached revenue sharing agreement. The revenue sharing shall be calculated utilizing the attached spreadsheet and the values shown in the attached document are for example only. Calculations of actual revenue sharing shall be based upon actual revenues of the actual hotel(s).  
(Okay)
  - B. CITY and/or AGENCY agree that if two (2) Upper Upscale Full Service Hotels, or one Upper Upscale Hotel in excess of 400 keys is built on the property, the larger subsidy (i.e. upper upscale subsidy at 75%) shall be applied to ALL Hotels.  
[Clarification, Upper Upscale 75% and Select Service 50%]  
(any Upper Upscale gets 75%)
  - C. Upon LANDDESIGN establishing the public need and use of a parking structure, CITY and/or AGENCY shall establish a CFD for public parking structures to be built onsite.  
[Agency supports CFD, L/D is responsible to analyze and incur all cost in forming CFD]  
(L/D is responsible in analyzing and for all cost related to forming the CFD)
  - D. At LANDDESIGN option, City permits and fees shall be paid over five (5) year period starting at project completion.  
[City can defer the Impact Fee, Traffic Mitigation, and Public Safety]  
(Five equal installments from pulling of permits for each phase, at not interest cost)
- 9. CITY and/or AGENCY shall be responsible for completing or paying for the completion of all off-site (i.e., not located on the Project site) improvements required by any applicable governmental authority as a condition to approval of the Project and/or the issuance of any permits required in connection therewith. All such offsite improvements shall be completed in accordance with the scheduled opening of the first hotel. These improvements include but are not limited to:
  - A. Roadway / Boulevard improvements to Harbor Drive in accordance with the redevelopment plans to Garden Grove Blvd including intersections, traffic signals, traffic signage, landscape improvements, hardscaping, sidewalks, street lighting, and others required.  
[Developer responsible for offsites from back of curb and beyond, City back of curb to street]

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*(Suggestion, perhaps TID can fund portion of offsites from back of curb – open item – L/D suggestion.  
L/D will do best landscape if Agency agrees to explore funding pedestrian bridge with TID)  
Original deal was all offsite contributed by City and/or Agency...*

- B. Signalized intersections allowing for full ingress and egress of the hotel site must be completed prior to the first hotel being open.  
*(Agency agrees to pay for signal lights – speak with City Engineer)*
- C. Required utilities brought and stubbed onto site to serve the proposed size of project.  
[Utilities to curb]  
*(will research point of connection)*
- D. All demolition of existing structures or requirements on site.  
*(Okay) Environmentally clear.*
- E. All required zero lot line variances necessary along North and East property lines.  
*(Per L/D, delete)*
- A pedestrian bridge linking the “Hotel Site” and the West side of Harbor Blvd located within 200’ of the Upper Upscale Hotel front door. CITY and/or AGENCY shall assist LANDDESIGN in locating funding (including TID funds) for this amenity  
[Agency will not be responsible for the pedestrian bridge]  
*(Agency will explore funding pedestrian bridge with TID)... If city cannot fund, not required to be apart of project.*
- 
- 10. Parking for Hotel property and other public areas of the property shall be structured parking . Upon LANDDESIGN providing proof of public need, CITY or AGENCY shall establish a CFD for the financing and construction of the required parking for the project. All parking structures shall be constructed by LANDDESIGN. Structured parking shall only be required with the construction of an Upper Upscale Hotel  
*(Developer responsible for CFD);*
- 11. CITY and AGENCY recognize that in order for an upper upscale Hotel to be successful, immediately adjacent development and within the area must be of similar quality in its rating among its trade. Therefore, zoning and/or planning of adjacent development needs to be secure prior to closing and construction of this Hotel project.  
[Clarification]  
*(Zoning set for resort district – Okay) Zoning for back properties....*
- 12. If CITY is required or forced to remove or abolish the AGENCY and cannot find other sources of subsidy required for the project as described above, LANDDESIGN at its sole discretion shall be allowed to (i) cancel any and all agreements with CITY and /or AGENCY without penalty, (ii) receive any deposit (work product) back from CITY (iii) at its option proceed to develop up to two (2) Limited/Select/Focus Service/Extended Stay/Suite type Hotels without an upper upscale hotel requirement, surface parked (iv) extend the DDA, without deposit or penalty for a period of 2 years or length of time an AGENCY can be re-established under new CA legislation or direction.  
[i is and ii is Okay] [iii no]...needs discussion.  
*(How does the L/D move forward if Agency is eliminated? Open for discussion)*

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- 
- 13. Comensurate with breaking ground on an Upper Upscale Hotel(s), CITY and/or AGENCY shall cause freeway signage at Rte 22 and Harbor Blvd to be constructed for the benefit of International West and the project completed by LANDDESIGN.  
[Not a new freeway sign]???? Need to discuss, INTERNATIONAL WEST needs more advertising (Agency can place a copy face (one panel) on the City's existing freeway sign. Agency will pay for panel).
  - CITY, AGENCY or other controlling authority agree and acknowledge that the land parcels identified above, known as the PROPERTY, are crucial to planned development project as described herein by LANDDESIGN. That being known and agreed upon, all agreements between CITY, AGENCY or other controlling entity and LANDDESIGN shall toll until such time when all such property is available and/or has been secured by the CITY, AGENCY or other authority. LANDDESIGN shall not suffer any penalty whatsoever as a result of CITY, AGENCY or other authority not securing and/or controlling PROPERTY as defined. LANDDESIGN, at its sole and absolute discretion shall be allowed, during the tolling period, to proceed with portions of the project without delay and/or penalty from CITY, AGENCY or other controlling authority.
  - Discussion was had regarding timeline of hotels and milestones that need to be achieved.



**Subject:** RE: meeting Thursday at 2 SYCR  
**From:** "Matthew Reid" <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)>  
**Date:** Mon, 14 Mar 2011 07:53:34 -0700  
**To:** "Greg Blodgett" <[gregl@ci.garden-grove.ca.us](mailto:gregl@ci.garden-grove.ca.us)>

Yes, We'll be there. Newport Beach correct?

Matthew W. Reid  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
619.335.5896 Google voice | 619.462.4144 f  
Skype -  
[matthew.reid.ca](mailto:matthew.reid.ca)  
[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

-----Original Message-----

From: Greg Blodgett [<mailto:gregl@ci.garden-grove.ca.us>]  
Sent: Saturday, March 12, 2011 8:41 AM  
To: Matthew Reid  
Subject: meeting thursday at 2 SYCR

1. Can you meet to discuss the dda with our attorney thursday at 2:00 at our attorneys office

He also would like to see a proposed schedule for the project, See attached schedule . He is concerned with the Multi phase hotel and how we would convey the land. If in developed in phases we may need to convey in phases.

Greg Blodgett  
SR Project Manager  
City of Garden Grove  
Economic Development

Tom Clarks Contact Information  
Orange County Office  
660 Newport Center Drive Suite 1600  
Newport Beach, CA 92660  
Phone (949) 725-4000  
[tclark@syocr.com](mailto:tclark@syocr.com)

Education BIO

J.D., University of Missouri-Kansas City School of Law 1973 B.A., University of Notre Dame 1965 Experience Thomas P. Clark, Jr. practices in municipal law, representing both public and privately held entities with a special focus on real estate and finance, particularly in the areas of community development/redevelopment, land use, and municipal finance. He has considerable experience in real estate transactions involving local, state and federal governments, with special emphasis on urban and suburban redevelopment.

Mr. Clark received his J.D. degree with honors from the University of Missouri, Kansas City, School of Law in 1973 and his B.A. degree from the University of Notre Dame in 1965.

Special Honors and Memberships

Mr. Clark is a member of the State Bar of California. He has written numerous articles for law journals regarding redevelopment, land use and public finance and has served as editor-in-chief of The Urban Lawyer, official publication of the Local Government Law Section of the American Bar Association. Mr. Clark is an active member of the California Redevelopment Association and serves as a member of the organization's legal advisory committee and as a lecturer for the Redevelopment Institute.----- Original Message -----

From: "Matthew Reid" <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)>  
To: "Greg Blodgett" <[gregl@ci.garden-grove.ca.us](mailto:gregl@ci.garden-grove.ca.us)>, "Paul Guerrero" <[paulq@ci.garden-grove.ca.us](mailto:paulq@ci.garden-grove.ca.us)>  
Cc: [drose3@charter.net](mailto:drose3@charter.net)  
Sent: Wednesday, March 9, 2011 2:48:00 PM  
Subject: Conf Call at 3.30pm

Here is the call-in information for our 3.30pm conf call today.

Conference Dial-in Number: (712) 775-7300

Participant Access Code: 764078#

Greg, please forward to Matt.

Matthew W. Reid

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 G o o g l e voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** Gene Fong Architects

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Tue, 15 Mar 2011 23:33:48 -0700

**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>

How did Gene's proposal look?

***Matthew W. Reid***

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** Followup on items

**From:** "Matthew Reid" <matt.reid@landanddesign.com>

**Date:** Thu, 17 Mar 2011 21:48:29 -0700

**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>

Greg,

You were going to send me the following:

1. McWhinney's DDA
2. Howath reports on limited Service hotels.
3. Soils and environmental information on the site.

Email is best if you can.

Also, I see your email addressed has changed a bit. What email should I use?

Thanks.

***Matthew W. Reid***

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8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Go gle voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** Re: Letter to GG 3\_18\_2011  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Sun, 20 Mar 2011 19:58:14 -0700  
**To:** Greg Blodgett <greg1@ci.garden-grove.ca.us>

Yes

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

On Mar 20, 2011, at 7:50 PM, Greg Blodgett <greg1@ci.garden-grove.ca.us> wrote:

Thanks I am working on the power point for closed session  
do you want us to list CHINA EXIM BANK as a potential funding source

Greg Blodgett  
SR Project Manager  
City of Garden Grove  
Economic Development

----- Original Message -----

From: "Matthew Reid" <matt.reid@landanddesign.com>  
To: "Matt Fertal" <mattf@postrat.ci.garden-grove.ca.us>  
Cc: "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>, tclark@sycr.com,  
drose3@charter.net, "John Wong" <jwong@hfsc4.com>  
Sent: Sunday, March 20, 2011 6:22:21 PM  
Subject: Letter to GG 3\_18\_2011

Mr. Fertal,

Attached is our letter and package to you regarding our meeting the milestones set forth in our Letter Agreement dated November 1, 2010 (Effective Dec 1, 2010).

Tomorrow, mid day, I will be hand delivering the letter, bound packet and six (6) CD's containing the information for you and the City Council.

If there is anything else you need or clarification, please call me.

Thank you.

Matthew W. Reid  
LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 G o o g l e voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** Re: Letter to GG 3\_18\_2011  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Sun, 20 Mar 2011 19:58:14 -0700  
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Sent from my iPhone

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Greg Blodgett  
SR Project Manager  
City of Garden Grove  
Economic Development

----- Original Message -----

From: "Matthew Reid" <matt.reid@landanddesign.com>  
To: "Matt Fertal" <mattf@postrat.ci.garden-grove.ca.us>  
Cc: "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>, tclark@sycr.com,  
drose3@charter.net, "John Wong" <jwong@hfsc4.com>  
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Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)



**Subject:** Re: Letter to GG 3\_18\_2011  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Sun, 20 Mar 2011 19:59:01 -0700  
**To:** Greg Blodgett <greg1@ci.garden-grove.ca.us>

Do you need some of the new plans, layouts and images?

Sent from my iPhone.

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

On Mar 20, 2011, at 7:50 PM, Greg Blodgett <greg1@ci.garden-grove.ca.us> wrote:

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do you want us to list CHINA EXIM BANK as a potential funding source

Greg Blodgett  
SR Project Manager  
City of Garden Grove  
Economic Development

----- Original Message -----

From: "Matthew Reid" <matt.reid@landanddesign.com>  
To: "Matt Fertal" <mattf@postrat.ci.garden-grove.ca.us>  
Cc: "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>, tclark@sycr.com,  
drose3@charter.net, "John Wong" <jwong@hfsc4.com>  
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Thank you.

Matthew W. Reid  
LAND & DESIGN, Inc.

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619.335.5896 G o o g l e voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

Re: Followup on items

**Subject:** Re: Followup on items

**From:** Matthew Reid <matt.reid@landanddesign.com>

**Date:** Thu, 24 Mar 2011 20:30:27 -0700

**To:** Greg Blodgett <greg1@ci.garden-grove.ca.us>, Greg Blodgett <greg1@zimbra.ci.garden-grove.ca.us>

Are these coming?

Sent from my iPhone

Matthew Reid

619.335.5896 Google voice

Skype: [matthew.reid.ca](https://www.skype.com/user/matthew.reid.ca)

On Mar 17, 2011, at 9:48 PM, "Matthew Reid" <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)> wrote:

Greg,

You were going to send me the following:

McWhinney's DDA

Howath reports on limited Service hotels.

Soils and environmental information on the site.

Email is best if you can.

Also, I see your email address has changed a bit. What email should I use?

Thanks.

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | [619.462.4144](tel:619.462.4144) f

Re: Followup on items

Skype - [matthew.reid.ca](https://matthew.reid.ca)

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** Re: Revenues Sharing Concept and DDA Example  
**From:** "Matt Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 30 Mar 2011 07:32:48 -0700  
**To:** "Paul Guerrero" <paulg@ci.garden-grove.ca.us>  
**CC:** Greg1@ci.garden-grove.ca.us

Is this our draft?  
Please send in word format so we can make comments.

*Sent from my Motorola ATRIX™ 4G on AT&T*

**Matthew Reid**  
**LAND & DESIGN, INC.**  
**619.335.5896 direct**  
**matt.reid@landanddesign.com**

-----Original message-----

**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**To:** "matt.reid" <matt.reid@landanddesign.com>  
**Cc:** Greg Blodgett <greg1@ci.garden-grove.ca.us>  
**Sent:** Wed, Mar 30, 2011 13:31:34 GMT+00:00  
**Subject:** Revenues Sharing Concept and DDA Example

Matt,  
Please find attached the Excel spreadsheet with the last discussed revenue sharing concept and an example of a DDA.  
Thanks  
Paul

matt.reid@landanddesign.com

**Subject:** Re: Revenues Sharing Concept and DDA Example  
**From:** "Matt Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 30 Mar 2011 10:14:36 -0700  
**To:** "Paul Guerrero" <paulg@ci.garden-grove.ca.us>  
**CC:** Greg1@ci.garden-grove.ca.us

Is this our draft? Please send in word format so we can redline.

*Sent from my Motorola ATRIX™ 4G on AT&T*

**Matthew Reid**  
**LAND & DESIGN, INC.**  
**619.335.5896 direct**  
**matt.reid@landanddesign.com**

-----Original message-----

**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**To:** "matt.reid" <matt.reid@landanddesign.com>  
**Cc:** Greg Blodgett <greg1@ci.garden-grove.ca.us>  
**Sent:** Wed, Mar 30, 2011 13:31:34 GMT+00:00  
**Subject:** Revenues Sharing Concept and DDA Example

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Thanks  
Paul

matt.reid@landanddesign.com

**Subject:** RE: Revenues Sharing Concept and DDA Example  
**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**Date:** Wed, 30 Mar 2011 10:27:50 -0700  
**To:** "matt.reid" <matt.reid@landanddesign.com>, paulg <paulg@ci.garden-grove.ca.us>  
**CC:** Greg Blodgett <Greg1@ci.garden-grove.ca.us>

Matt,  
Tom Clark should have a draft DDA for Site C by Thursday. What we sent you was an DDA example.  
Thanks  
Paul

-----Original Message-----

**From:** Matt Reid [mailto:matt.reid@landanddesign.com]  
**Sent:** Wednesday, March 30, 2011 10:15 AM  
**To:** Paul Guerrero  
**Cc:** Greg Blodgett  
**Subject:** Re: Revenues Sharing Concept and DDA Example

Is this our draft? Please send in word format so we can redline.

*Sent from my Motorola ATRIX™ 4G on AT&T*

**Matthew Reid**  
**LAND & DESIGN, INC.**  
**619.335.5896 direct**  
**[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)**

-----Original message-----

**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**To:** "matt.reid" <matt.reid@landanddesign.com>  
**Cc:** Greg Blodgett <greg1@ci.garden-grove.ca.us>  
**Sent:** Wed, Mar 30, 2011 13:31:34 GMT+00:00  
**Subject:** Revenues Sharing Concept and DDA Example

Matt,  
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Thanks  
Paul

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** RE: Revenues Sharing Concept and DDA Example  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 30 Mar 2011 10:58:01 -0700  
**To:** "'Paul Guerrero'" <paulg@ci.garden-grove.ca.us>  
**CC:** "'Greg Blodgett'" <Greg1@ci.garden-grove.ca.us>

Ok. Paul, would you resend both emails sent this morning. For some reason the emails only were received on my phone and not my PC.  
Thanks.

**Matthew W. Reid**  
**LAND & DESIGN, Inc.**  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
matt.reid@landanddesign.com

---

**From:** Paul Guerrero [mailto:paulg@ci.garden-grove.ca.us]  
**Sent:** Wednesday, March 30, 2011 10:28 AM  
**To:** matt.reid; paulg  
**Cc:** Greg Blodgett  
**Subject:** RE: Revenues Sharing Concept and DDA Example

Matt,  
Tom Clark should have a draft DDA for Site C by Thursday. What we sent you was an DDA example.  
Thanks  
Paul

-----Original Message-----

**From:** Matt Reid [mailto:matt.reid@landanddesign.com]  
**Sent:** Wednesday, March 30, 2011 10:15 AM  
**To:** Paul Guerrero  
**Cc:** Greg Blodgett  
**Subject:** Re: Revenues Sharing Concept and DDA Example

Is this our draft? Please send in word format so we can redline.

*Sent from my Motorola ATRIX™ 4G on AT&T*

**Matthew Reid**  
**LAND & DESIGN, INC.**  
**619.335.5896 direct**  
**[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)**

-----Original message-----

**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**To:** "matt.reid" <matt.reid@landanddesign.com>  
**Cc:** Greg Blodgett <greg1@ci.garden-grove.ca.us>  
**Sent:** Wed, Mar 30, 2011 13:31:34 GMT+00:00  
**Subject:** Revenues Sharing Concept and DDA Example

Matt,



Please find attached the Excel spreadsheet with the last discussed revenue sharing concept and an example of a DDA.

Thanks

Paul

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

**Subject:** DDA  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Mon, 4 Apr 2011 10:55:42 -0700  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Are we getting the DDA soon? We had a phone call with MetLife this morning and they are looking for a copy of our agreement...

***Matthew W. Reid***

LAND & DESIGN, Inc.

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** Rev Sharing  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 6 Apr 2011 18:37:16 -0700  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>  
**CC:** "Paul Guerrero" <paulg@ci.garden-grove.ca.us>

Greg,  
Would you forward me the most recent rev sharing spreadsheet you have.....  
Thanks.

**Matthew W. Reid**  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

Tuesday meeting

**Subject:** Tuesday meeting  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Thu, 7 Apr 2011 10:58:43 -0700  
**To:** Greg Blodgett <greg1@ci.garden-grove.ca.us>

Confirming our meeting for Tuesday at 12.45pm your office.

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

RE:

**Subject:** RE:

**From:** "Matthew Reid" <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)>

**Date:** Thu, 7 Apr 2011 14:13:41 -0700

**To:** "Greg Blodgett" <[gregl@ci.garden-grove.ca.us](mailto:gregl@ci.garden-grove.ca.us)>

I'll send this to them. Any word on the draft DDA? It's been 3 weeks....

Matthew W. Reid  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
619.335.5896 Google voice | 619.462.4144 f  
Skype -  
[matthew.reid.ca](mailto:matthew.reid.ca)  
[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

-----Original Message-----

From: Greg Blodgett [<mailto:gregl@ci.garden-grove.ca.us>]

Sent: Thursday, April 07, 2011 10:50 AM

To: Matthew Reid

Subject:

KMA will provide the agency an analysis of the proposed restaurants but they will need clarification on parking required for the restaurants.

Paul Marra  
Keyser Marston

Location:  
Contacts  
Email: [pmarra@keysermarston.com](mailto:pmarra@keysermarston.com)  
Other: (619) 718-9500

Greg Blodgett  
SR Project Manager  
City of Garden Grove  
Economic Development

Re: RE:

**Subject:** Re: RE:  
**From:** Matthew Reid <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)>  
**Date:** Mon, 11 Apr 2011 10:43:03 -0700  
**To:** Greg Blodgett <[greg1@ci.garden-grove.ca.us](mailto:greg1@ci.garden-grove.ca.us)>

Do you have a timeline on the DDA?

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

On Apr 7, 2011, at 2:13 PM, "Matthew Reid" <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)> wrote:

I'll send this to them. Any word on the draft DDA? It's been 3 weeks....

Matthew W. Reid  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
619.335.5896 Google voice | 619.462.4144 f  
Skype - matthew.reid.ca  
[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

-----Original Message-----

From: Greg Blodgett [<mailto:greg1@ci.garden-grove.ca.us>]  
Sent: Thursday, April 07, 2011 10:50 AM  
To: Matthew Reid  
Subject:

KMA will provide the agency an analysis of the proposed restaurants but they will need clarification on parking required for the restaurants.

Paul Marra  
Keyser Marston

Location:  
Contacts  
Email: [pmarra@keysermarston.com](mailto:pmarra@keysermarston.com) Other: (619)  
718-9500

Greg Blodgett  
SR Project Manager  
City of Garden Grove  
Economic Development

**Subject:** Fwd: Garden Grove hotel development - scheme 3.2 - 110405  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Tue, 12 Apr 2011 17:25:11 -0700  
**To:** Greg Blodgett <gregl@zimbra.ci.garden-grove.ca.us>

Site plan....not for public use.

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: [matthew.reid.ca](https://www.skype.com/user/matthew.reid.ca)

Begin forwarded message:

**From:** "Michael Labasan" <[mlabasan@GFAARCHITECTS.com](mailto:mlabasan@GFAARCHITECTS.com)>  
**Date:** April 5, 2011 3:24:46 PM PDT  
**To:** "Matthew W. Reid" <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)>  
**Subject:** FW: Garden Grove hotel development - scheme 3.2 - 110405

HELLO

Sorry for being late, I finally was able to grab someone to revise the drawing.

Give me a call if you have a question. If everything is ok, will revise the sketchup model.

Michael J Labasan

Director of Design

[mlabasan@gfaarchitects.com](mailto:mlabasan@gfaarchitects.com)

**GENE FONG ASSOCIATES** | [1130 Westwood Blvd. Los Angeles, CA 90024](http://www.gfaarchitects.com) | T.310.209.7520 | F.310.209.7516

---

**From:** Jeremy Grant  
**Sent:** Tuesday, April 05, 2011 2:59 PM  
**To:** Michael Labasan  
**Subject:** Garden Grove hotel development - scheme 3.2 - 110405

Please see scheme 3.2 attached.

**Jeremy Grant**

Associate AIA, LEED AP  
Project Designer  
jgrant@gfaarchitects.com

---

**GENE FONG ASSOCIATES** | 1130 Westwood Blvd. Los Angeles, CA 90024 | T.310.209.7520 | F.310.209.7516 |  
<http://www.gfaarchitects.com>

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<b>1043P - Garden Grove Hotel Projects - SITE PLAN - SCHEME 3.2.pdf</b>	<b>Content-Type:</b> application/pdf <b>Content-Encoding:</b> base64
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Part 1.1.3

<b>Part 1.1.3</b>	<b>Content-Type:</b> text/html <b>Content-Encoding:</b> 7bit
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**E-TICKET HOSPITALITY, LLC**

**WESTIN HOTEL**  
 19 STORIES  
 350 KEYS  
 22 ROOMS/FLOOR  
 -20 CASITAS W/ PRIVATE PATIO & POOL DECK  
 -FANTASY POOL DECK W/BAR  
 -SPA DECK  
 -3 MEAL RESTAURANT & BAR  
 5,000 S.F.  
 -ALL DAY RESTAURANT, 5,000 S.F.  
 352 PARKING SPACES REQUIRED

**CONFERENCE CENTER**  
 BALLROOM AND MEETING ROOMS  
 36,000 S.F.  
 1,086 PARKING SPACES REQUIRED

**SUMMERFIELD SUITES**  
 11 STORIES  
 150 KEYS  
 15 ROOMS/FLOOR  
 -MEETING ROOMS, 1,000 S.F.  
 -SHARED POOL DECK  
 152 PARKING SPACES REQUIRED

**HYATT PLACE**  
 10 STORIES  
 150 KEYS  
 17 ROOMS/FLOOR  
 -MEETING ROOMS, 1,000 S.F.  
 -SHARED POOL DECK  
 152 PARKING SPACES REQUIRED

**RESTAURANTS / RETAIL**  
 -RESTAURANT #1 3,700 SF  
 -RESTAURANT #2 5,000 SF  
 -RESTAURANT #3 5,000 SF  
 -LEASE PAD #1 3,700 SF  
 -LEASE PAD #2 3,700 SF  
 106 PARKING SPACES REQUIRED

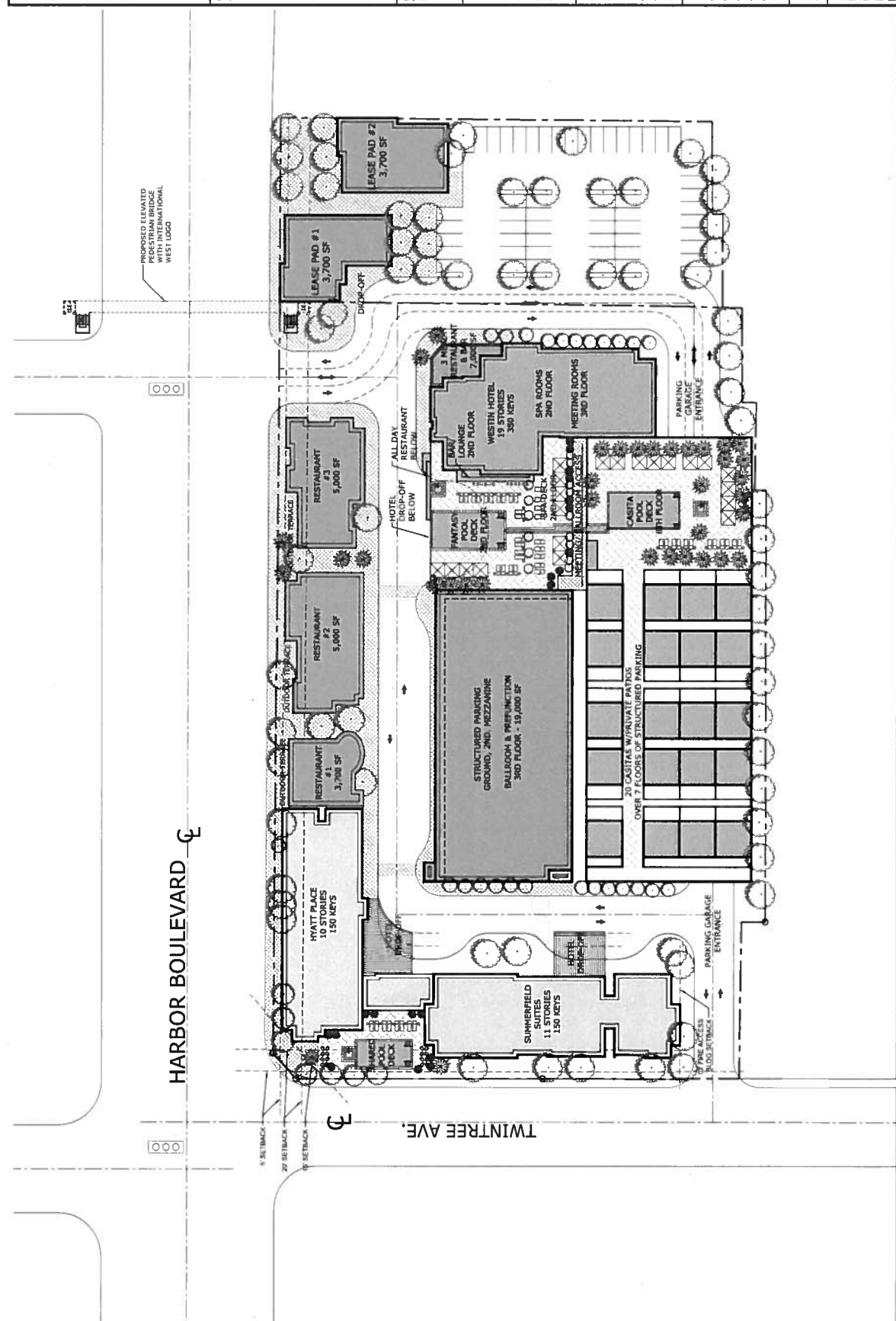
**PARKING REQUIRED**  
 1,848 PARKING SPACES REQUIRED

**PARKING PROVIDED**  
 B-1 = 160 SPACES  
 G = 180 SPACES  
 P2 - P3 = 250 SPACES  
 P4 - P7 = 240 SPACES  
**TOTAL = 830 SPACES**

**GENEFONG ASSOCIATES**  
 1130 WESTWOOD BLVD.  
 LOS ANGELES, CA 90024

HARBOR BOULEVARD

TWINTREE AVE.



**International WEST**  
 GARDEN GROVE • CALIFORNIA

**SITE PLAN - SCHEME 3.2**  
 SCALE: 1/64"=1'-0"

04.05.11  
 JOB # 1043P

Disclaimer: Hotel and restaurant brands shown are for informational purposes only. Actual brands to be used are a combination of brands shown or different brands altogether.

**Subject:** City Atty  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 13 Apr 2011 10:33:46 -0700  
**To:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>  
**CC:** <tcrosbie@allenmatkins.com>

Greg,

Please forward contact information for City Atty to ours.....Mr. Tom Crosbie @ Allen Matkins.  
cc me as well.

Thanks.

***Matthew W. Reid***

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Go gle voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

**Subject:** Re: new Site "C" DDA schedule 04.14.2011  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Thu, 14 Apr 2011 17:27:18 -0700  
**To:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**CC:** Greg Blodgett <greg1@ci.garden-grove.ca.us>, TCLARK <TCLARK@sycr.com>, Paul Guerrero <paulg@postrat.ci.garden-grove.ca.us>

Thanks Paul. We have yet to provide comments to this...

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: [matthew.reid.ca](https://www.skype.com/user/matthew.reid.ca)

On Apr 14, 2011, at 3:38 PM, Paul Guerrero <paulg@ci.garden-grove.ca.us> wrote:

Tom and Matt,  
Please find attached new Site "C" DDA schedule.  
Thanks  
Paul

<Site C DDA Schedule 04.14.2011.pdf>

**Subject:** City Council  
**From:** Matthew Reid <matt.reid@landanddesign.com>  
**Date:** Fri, 15 Apr 2011 06:21:31 -0700  
**To:** Greg Blodgett <greg1@ci.garden-grove.ca.us>

We heard a city council member resigned Tuesday? Do you think this is going to affect our approval in June?

Give me a call this morning.

Sent from my iPhone

Matthew Reid  
619.335.5896 Google voice  
Skype: matthew.reid.ca

**Subject:** RE: City Council  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Fri, 15 Apr 2011 06:50:45 -0700  
**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>

Thanks....

Matthew W. Reid  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
619.335.5896 Google voice | 619.462.4144 f  
Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

-----Original Message-----

From: Greg Blodgett [<mailto:greg1@zimbra.ci.garden-grove.ca.us>]  
Sent: Friday, April 15, 2011 6:49 AM  
To: Matthew Reid  
Subject: Re: City Council

We have support from the four members today

Sent from my iPhone

On Apr 15, 2011, at 6:21 AM, Matthew Reid <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)> wrote:

| We heard a city council member resigned Tuesday? Do you think this is going to affect our approval in June?

| Give me a call this morning.

| Sent from my iPhone

| Matthew Reid  
| 619.335.5896 Google voice  
| Skype: matthew.reid.ca

**Subject:** Revised Revenue Sharing Spreadsheet  
**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**Date:** Tue, 19 Apr 2011 15:25:04 -0700  
**To:** "matt.reid" <matt.reid@landanddesign.com>  
**CC:** Greg Blodgett <greg1@ci.garden-grove.ca.us>

Matt,  
Attached is the revised revenue sharing spreadsheet for your review. Tomorrow will send you our comments to the DDA.  
Thanks,  
Paul

<b>For Matt Ried Revised 30 Years Revenue Sharing 04.18.2011.pdf</b>	<b>Content-Type:</b> application/pdf <b>Content-Encoding:</b> base64
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SITE C

LAND & DESIGN, INC. PROPOSAL

REVENUE SHARE FOR (4 STARS) UPPER UPSCALE FULL-SERVICE HOTEL FOR 12 YEARS

Years 1 through 7: 40% TOT Developer Share, 50:50 Split of Remainder Revenues, and Land Payback in 7 Years  
Years 8 through 12: 50:50 Revenue Split  
Years 13 through 30: 40% TOT Developer Share Remaining Balance to City

Table with 8 columns: Occupancy, Rooms, \$180, \$180, Development Value, 350, Total Land Cost, \$15,800,000, 70%, Land Payback (\$7 years), \$9,480,000, 60% of Site, Land Cost is for, \$15,800,000, 40% of Site, Total Land Cost, \$6,320,000, 40% of Site.

Table with 2 columns: Occupancy, Rooms, \$180, \$180, Development Value, 350, Total Land Cost, \$15,800,000, 70%, Land Payback (\$7 years), \$9,480,000, 60% of Site, Land Cost is for, \$15,800,000, 40% of Site, Total Land Cost, \$6,320,000, 40% of Site.

Table with 4 columns: Total TOT Revenue, Total Tax Increment, Total Development Value, Total Land Cost.

Main revenue table for 12 years. Columns include: Year, Total TOT Revenue (1.03), Total Tax Increment (1.02), Total Development Value (1.02), Land Payback (\$7 years), 50:50 Split of Remainder Revenue, Total City Revenue, Total Developer Revenue, Grand Total Revenue (TOT + TI + F+B), Remainder of Grand Total Revenue, 50:50 Split of Remainder Revenue, Total City Revenue, Total Developer Revenue, Grand Total Revenue (TOT + TI + F+B), Total Land Cost, Land Payback (40% TOT), Developer Payback (50% TOT), Total Land Cost is for, 40% of Site, Total Land Cost, 40% of Site.

Summary table for 12 years. Columns include: NPV, Total City Revenue, Total Developer Revenue, Grand Total Revenue.

REVENUE SHARE FOR (3.5 STARS) SUITES ORIENTED HOTEL FOR 10 YEARS

Years 1 through 10: 50% TOT Developer Share, 50:50 Split of Remainder Revenues and Land Payback in 7 Years

Table with 8 columns: Occupancy, Rooms, \$120, \$120, Development Value, 300, Total Land Cost, \$15,800,000, 70%, Land Payback (\$7 years), \$9,480,000, 60% of Site, Land Cost is for, \$15,800,000, 40% of Site, Total Land Cost, \$6,320,000, 40% of Site.

Table with 2 columns: Occupancy, Rooms, \$120, \$120, Development Value, 300, Total Land Cost, \$15,800,000, 70%, Land Payback (\$7 years), \$9,480,000, 60% of Site, Land Cost is for, \$15,800,000, 40% of Site, Total Land Cost, \$6,320,000, 40% of Site.

Table with 4 columns: Total TOT Revenue, Total Tax Increment, Total Development Value, Total Land Cost.

Main revenue table for 10 years. Columns include: Year, Total TOT Revenue (1.03), Total Tax Increment (1.02), Total Development Value (1.02), Land Payback (\$7 years), 50:50 Split of Remainder Revenue, Total City Revenue, Total Developer Revenue, Grand Total Revenue (TOT + TI + F+B), Remainder of Grand Total Revenue, 50:50 Split of Remainder Revenue, Total City Revenue, Total Developer Revenue, Grand Total Revenue (TOT + TI + F+B), Total Land Cost, Land Payback (40% TOT), Developer Payback (50% TOT), Total Land Cost is for, 40% of Site, Total Land Cost, 40% of Site.

Summary table for 10 years. Columns include: NPV, Total City Revenue, Total Developer Revenue, Grand Total Revenue.

Revised Print

11-Apr-11

**Subject:** RE: Revised Revenue Sharing Spreadsheet  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 20 Apr 2011 18:07:28 -0700  
**To:** "Paul Guerrero" <paulg@ci.garden-grove.ca.us>  
**CC:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

I don't see any difference than what we proposed? What am I missing?

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

---

**From:** Paul Guerrero [mailto:paulg@ci.garden-grove.ca.us]  
**Sent:** Tuesday, April 19, 2011 3:25 PM  
**To:** matt.reid  
**Cc:** Greg Blodgett  
**Subject:** Revised Revenue Sharing Spreadsheet

Matt,

Attached is the revised revenue sharing spreadsheet for your review. Tomorrow will send you our comments to the DDA.

Thanks,

Paul



**Subject:** RE: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 20 Apr 2011 20:51:54 -0700  
**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>

Here is 3.2...

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - matthew.reid.ca

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

---

**From:** Greg Blodgett [mailto:greg1@zimbra.ci.garden-grove.ca.us]  
**Sent:** Wednesday, April 20, 2011 8:09 PM  
**To:** Matthew Reid  
**Subject:** Re: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101

Not sure I will send 3.2 can you forward a PDF

Sent from my iPhone

On Apr 20, 2011, at 6:27 PM, "Matthew Reid" <[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)> wrote:

What version of site plan are they looking at? I think many of these concerns would go away if they had ver 3.2.

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

[619.335.5896](tel:619.335.5896) Google voice | 619.462.4144 f

Skype - [matthew.reid.ca](mailto:matthew.reid.ca)

[matt.reid@landanddesign.com](mailto:matt.reid@landanddesign.com)

---

**From:** Greg Blodgett [mailto:greg1@zimbra.ci.garden-grove.ca.us]  
**Sent:** Wednesday, April 20, 2011 5:26 PM  
**To:** Matthew Reid  
**Subject:** Fwd: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101

Can you help answer these questions

Sent from my iPhone

Begin forwarded message:

**From:** "Morgan, Jayna" <[Jayna.Morgan@aecom.com](mailto:Jayna.Morgan@aecom.com)>

**Date:** April 20, 2011 5:22:54 PM PDT

**To:** Rogier Goedecke <[rg@rkengineer.com](mailto:rg@rkengineer.com)>

**Cc:** "Yang, Wendy" <[Wendy.Yang@aecom.com](mailto:Wendy.Yang@aecom.com)>, <[greg1@garden-grove.org](mailto:greg1@garden-grove.org)>, <[paulg@ci.garden-grove.ca.us](mailto:paulg@ci.garden-grove.ca.us)>, "Smith, Don (Irvine)" <[Don.E.Smith@aecom.com](mailto:Don.E.Smith@aecom.com)>

**Subject:** RE: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101

Thanks Roger!

I have forwarded it onto the Economic Development contacts as I do not have direct contact with the developer.

I appreciate you keeping me in the loop!

**Jayna Morgan**  
AECOM  
T. 949.660.8044

---

**From:** Rogier Goedecke [mailto:rg@rkengineer.com]  
**Sent:** Wednesday, April 20, 2011 2:06 PM  
**To:** Morgan, Jayna  
**Subject:** The Garden Grove Site "C" Hotel and Restaurant TIS #07621101

Hi Jayna,

We have sent this e-mail for the traffic impact study to the City Traffic Engineer today. You may want to share this e-mail with the developer. We have made a number of recommendations to the site plan (Exhibit B) see attached)).

Here are the comments regarding the scoping agreement and Exhibit B...

- Harbor Boulevard at Project Access #1:
  - Close proximity to Target access (approx 40 feet) and both would be right turns in/out only.
  - Inbound may stack-up with valet proximity. We should look at this closely.
  - We are assuming that this restaurant area will have access to the parking structure. Otherwise, I do not believe we would meet the parking requirements.
- Harbor Boulevard at Project Access #2/Sheraton:
  - Proposed to have a traffic signal. The lane configurations must line-up which means the Sheraton access would require the current lane configuration (2 inbound and 1 outbound which is right turns out only) to be reconfigured (as shown on Exhibit B) with the installation of a traffic signal.
  - Issues that may arise:
    - Throat lengths
    - May need 2 lanes entering project site.
- Project Access at Twintree Lane is approximately 205 feet from Choisser Road and both would be full access with cross street stop.
- Harbor Boulevard at Twintree Lane is a EW cross street stop and will more than likely will fail.
- Proximity of traffic signals along Harbor Boulevard would be as follows:
  - From Chapman Avenue to Target is approximately 585 feet.
  - From Target to Proposed Project Access #2 is approximately 675 feet.
  - From Proposed Project Access #2 to Lampson is approximately 1350 feet.
- Buses, shuttles, taxi cabs...how is the project going to accommodate these?
- We may want to look closer at the on-site circulation...

I believe that is all for now. Thank you for all of your assistance!

Kind regards,

**Rogier Goedecke**

Vice President Operations

<image001.jpg>

transportation planning / traffic engineering & design  
acoustical engineering / community traffic calming

4000 Westerly Place, Suite 280  
Newport Beach, CA 92660  
tel. 949.474.0809  
fax 949.474.0902

[www.rkengineer.com](http://www.rkengineer.com)

<b>1043P - Garden Grove Hotel Projects - SITE PLAN - SCHEME 3 2.pdf</b>	<b>Content-Type:</b> application/pdf <b>Content-Encoding:</b> base64
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**E-TICKET HOSPITALITY, LLC**  
**FULL SERVICE HOTEL**

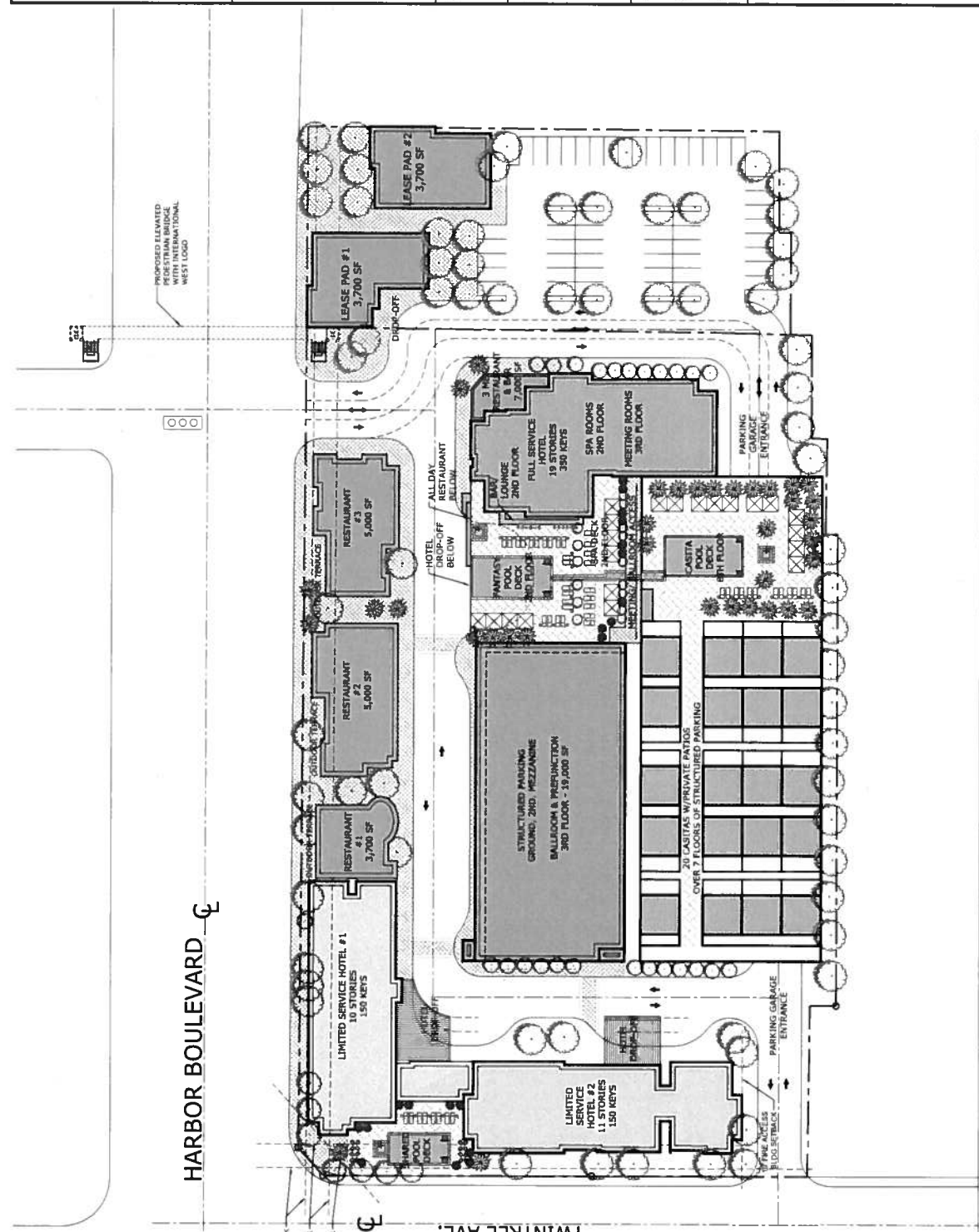
- 19 STORIES
- 350 KEYS
- 22 ROOMS/FLOOR
- 20 CASITAS W/ PRIVATE PATIO & POOL DECK
- FANTASY POOL DECK W/BAR
- SPA DECK
- 3 MEAL RESTAURANT & BAR
- 5,000 S.F.
- ALL DAY RESTAURANT, 5,000 S.F.

**CONFERENCE CENTER**  
 BALLROOM AND MEETING ROOMS  
 38,000 S.F.

**LIMITED SERVICE HOTEL #1**  
 10 STORIES  
 150 KEYS  
 15 ROOMS/FLOOR  
 -MEETING ROOMS, 1,000 S.F.  
 -SHARED POOL DECK

**LIMITED SERVICE HOTEL #2**  
 11 STORIES  
 150 KEYS  
 17 ROOMS/FLOOR  
 -MEETING ROOMS, 1,000 S.F.  
 -SHARED POOL DECK

**RESTAURANTS / RETAIL**  
 -RESTAURANT #1 3,700 SF  
 -RESTAURANT #2 5,000 SF  
 -RESTAURANT #3 5,000 SF  
 -LEASE PAD #1 3,700 SF  
 -LEASE PAD #2 3,700 SF



04.05.11  
 JOB # 1043P  
 NORTH  
 Disclaimer: Hotel and restaurant brands shown are for informational purposes only. Actual project may include a combination of brands shown or different brands altogether.

**SITE PLAN - SCHEME 3.2**  
 SCALE: 1/64"=1'-0"



**Subject:** RE: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Wed, 20 Apr 2011 20:52:26 -0700  
**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>

Also, what is the "zimbra.ci.garden-grove.ca.us" address on your email? Did your email change?

*Matthew W. Reid*

**LAND & DESIGN, Inc.**

8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942

619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

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**From:** Greg Blodgett [mailto:greg1@zimbra.ci.garden-grove.ca.us]  
**Sent:** Wednesday, April 20, 2011 8:09 PM  
**To:** Matthew Reid  
**Subject:** Re: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101

Not sure I will send 3.2 can you forward a PDF

Sent from my iPhone

On Apr 20, 2011, at 6:27 PM, "Matthew Reid" <matt.reid@landanddesign.com> wrote:

What version of site plan are they looking at? I think many of these concerns would go away if they had ver 3.2.

*Matthew W. Reid*

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matt.reid@landanddesign.com

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**From:** Greg Blodgett [mailto:greg1@zimbra.ci.garden-grove.ca.us]  
**Sent:** Wednesday, April 20, 2011 5:26 PM  
**To:** Matthew Reid  
**Subject:** Fwd: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101

Can you help answer these questions

Sent from my iPhone

Begin forwarded message:

**From:** "Morgan, Jayna" <Jayna.Morgan@aecom.com>  
**Date:** April 20, 2011 5:22:54 PM PDT  
**To:** Rogier Goedecke <rg@rkengineer.com>

**Cc:** "Yang, Wendy" <Wendy.Yang@aecom.com>, <greg1@garden-grove.org>, <paulg@ci.garden-grove.ca.us>, "Smith, Don (Irvine)" <Don.E.Smith@aecom.com>

**Subject: RE: The Garden Grove Site "C" Hotel and Restaurant TIS #07621101**

Thanks Roger!

I have forwarded it onto the Economic Development contacts as I do not have direct contact with the developer.

I appreciate you keeping me in the loop!

Jayna Morgan  
AECOM  
T. 949.660.8044

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**From:** Rogier Goedecke [mailto:rg@rkengineer.com]  
**Sent:** Wednesday, April 20, 2011 2:06 PM  
**To:** Morgan, Jayna  
**Subject:** The Garden Grove Site "C" Hotel and Restaurant TIS #07621101

Hi Jayna,

We have sent this e-mail for the traffic impact study to the City Traffic Engineer today. You may want to share this e-mail with the developer. We have made a number of recommendations to the site plan (Exhibit B see attached)).

Here are the comments regarding the scoping agreement and Exhibit B...

- Harbor Boulevard at Project Access #1:
  - Close proximity to Target access (approx 40 feet) and both would be right turns in/out only.
  - Inbound may stack-up with valet proximity. We should look at this closely.
  - We are assuming that this restaurant area will have access to the parking structure. Otherwise, I do not believe we would meet the parking requirements.
  
- Harbor Boulevard at Project Access #2/Sheraton:
  - Proposed to have a traffic signal. The lane configurations must line-up which means the Sheraton access would require the current lane configuration (2 inbound and 1 outbound which is right turns out only) to be reconfigured (as shown on Exhibit B) with the installation of a traffic signal.
  - Issues that may arise:
    - Throat lengths
    - May need 2 lanes entering project site.

- Project Access at Twintree Lane is approximately 205 feet from Choisser Road and both would be full access with cross street stop.
- Harbor Boulevard at Twintree Lane is a EW cross street stop and will more than likely will fail.
- Proximity of traffic signals along Harbor Boulevard would be as follows:
  - From Chapman Avenue to Target is approximately 585 feet.
  - From Target to Proposed Project Access #2 is approximately 675 feet.
  - From Proposed Project Access #2 to Lampson is approximately 1350 feet.
- Buses, shuttles, taxi cabs...how is the project going to accommodate these?
- We may want to look closer at the on-site circulation...

I believe that is all for now. Thank you for all of your assistance!

Kind regards,

**Rogier Goedecke**

Vice President Operations

<image001.jpg>

transportation planning / traffic engineering & design  
acoustical engineering / community traffic calming

4000 Westerly Place, Suite 280  
Newport Beach, CA 92660  
tel. 949.474.0809  
fax 949.474.0902

[www.rkengineer.com](http://www.rkengineer.com)

**Subject:** DDA  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Tue, 26 Apr 2011 07:27:22 -0700  
**To:** "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>

Greg,

We are having a conf call with our atty about a few comments he has made at 4pm today. I hope to have something for you tomorrow or Thurs.

***Matthew W. Reid***

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matt.reid@landanddesign.com



**Subject:** RE: Revised Revenue Sharing Spreadsheet  
**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Thu, 28 Apr 2011 08:52:11 -0700  
**To:** "Paul Guerrero" <paulg@ci.garden-grove.ca.us>  
**CC:** "Greg Blodgett" <greg1@ci.garden-grove.ca.us>

Paul,  
Would you send me your excel version of this please.  
Thanks.

*Matthew W. Reid*

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619.335.5896 Google voice | 619.462.4144 f

Skype - matthew.reid.ca

matt.reid@landanddesign.com

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**From:** Paul Guerrero [mailto:paulg@ci.garden-grove.ca.us]  
**Sent:** Tuesday, April 19, 2011 3:25 PM  
**To:** matt.reid  
**Cc:** Greg Blodgett  
**Subject:** Revised Revenue Sharing Spreadsheet

Matt,  
Attached is the revised revenue sharing spreadsheet for your review. Tomorrow will send you our comments to the DDA.  
Thanks,  
Paul

**Subject:** RE: Revised Revenue Sharing Spreadsheet  
**From:** Paul Guerrero <paulg@ci.garden-grove.ca.us>  
**Date:** Thu, 28 Apr 2011 13:48:06 -0700  
**To:** "matt.reid" <matt.reid@landanddesign.com>, paulg <paulg@ci.garden-grove.ca.us>  
**CC:** "Greg Blodgett" <gregl@ci.garden-grove.ca.us>

Matt,  
Attached is the excel spreadsheet.  
Paul

-----Original Message-----

**From:** Matthew Reid [mailto:matt.reid@landanddesign.com]  
**Sent:** Thursday, April 28, 2011 8:52 AM  
**To:** 'Paul Guerrero'  
**Cc:** Greg Blodgett  
**Subject:** RE: Revised Revenue Sharing Spreadsheet

Paul,  
Would you send me your excel version of this please.  
Thanks.

*Matthew W. Reid*  
LAND & DESIGN, Inc.  
8130 La Mesa Blvd | Suite 808 | La Mesa, CA 91942  
619.335.5896 Go g'e voice | 619.462.4144 f  
Skype - matthew.reid.ca  
matt.reid@landanddesign.com

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**From:** Paul Guerrero [mailto:paulg@ci.garden-grove.ca.us]  
**Sent:** Tuesday, April 19, 2011 3:25 PM  
**To:** matt.reid  
**Cc:** Greg Blodgett  
**Subject:** Revised Revenue Sharing Spreadsheet

Matt,  
Attached is the revised revenue sharing spreadsheet for your review. Tomorrow will send you our comments to the DDA.  
Thanks,  
Paul

<b>FOR MATT RIED REVISED 30 years Revenue Sharing Land Design Inc 04.18.2010.xls</b>	<b>Content-Type:</b> application/vnd.ms-excel <b>Content-Encoding:</b> base64
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**Subject:** Re: DDA comments  
**From:** drose3@charter.net  
**Date:** Sat, 30 Apr 2011 20:09:19 +0000  
**To:** "Matthew Reid" <matt.reid@landanddesign.com>, "Greg Blodgett" <greg1@zimbra.ci.garden-grove.ca.us>  
**CC:** "Crosbie, Tom" <TCrosbie@allenmatkins.com>

I can chat, but only before 3.

Dave

Sent via BlackBerry by AT&T

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**From:** "Matthew Reid" <matt.reid@landanddesign.com>  
**Date:** Sat, 30 Apr 2011 07:29:28 -0700  
**To:** 'Greg Blodgett' <greg1@zimbra.ci.garden-grove.ca.us>  
**Cc:** <drose3@charter.net>; 'Crosbie, Tom' <TCrosbie@allenmatkins.com>  
**Subject:** DDA comments

Greg,

Here are our comments on the proposed DDA. Per our conversation, lets get on a phone call Monday afternoon (3pm?). I'm traveling to Chicago Monday morning and should be on the ground by then. Both BLUE and RED text are our comments/additions/edits.

I'm proposing a conf call without attorneys....we can get let them talk later.

Greg, as you know there were MANY leftover deal points and language from what appears to be previous and/or other Garden Grove deals in this document. It needed a lot of basic editing to remove those. Because of this, we need to reserve the right to make additional changes/revisions as needed.

If you want to have a discussion over the weekend, please call.

**Matthew W. Reid**

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