Attachments to Washington Centinela (Regency) Project

12 & 17. 12403 Washington Boulevard,
12413 Washington Boulevard,
12421 Washington Boulevard,
12423 Washington Boulevard,
4061 Centinela Avenue,
4063 Centinela Avenue.
(Site A)

13 & 18. 4064 Colonial Avenue.
(Site A)

19. 12337 Washington Boulevard.
(Site B)

20. 12343 Washington Boulevard.
(Site B)

CITY OF CULVER CITY

9770 Culver Boulevard, Culver City, California 90232

Sol Blumenfeld
Community Development Director

310 253-5700
310 253-5779 Fax

February 14, 2012

*Via Certified Mail,
Return Receipt Requested*

Mr. John Mehigan
Vice President, Investments
Regency Centers
915 Wilshire Blvd., Suite 2200
Los Angeles, CA 90017

RE: Washington Centinela Market Hall, Culver City, California

Dear Mr. Mehigan:

On behalf of the City of Culver City (the "**City**"), I am pleased to inform you that the City has approved a binding commitment to Regency Centers Acquisition, LLC, a Florida based limited liability company (or an affiliate thereof, subject to the reasonable approval of the City, including the requirement of a parent company guarantee) (the "**Developer**"), working in conjunction with Community Company, LLC, a California limited liability company, for the City's disposition to the Developer of approximately 1.17 acres of land (the "**Property**") and the Developer's redevelopment thereof and of adjacent real property, located at the northwest and northeast corners of Washington Boulevard at Centinela Avenue in Culver City, in connection with the "Washington Centinela Market Hall" project, a proposed high quality, pedestrian oriented place-making market hall development with iconic architecture, uniquely designed with an open floor plan and public plazas. (the "**Project**"), upon the following terms and conditions:

<u>TERMS AND CONDITIONS</u>

1. The Project will consist of: (i) on "Site A", a market hall with high ceiling and/or mezzanine space comprised of approximately 21,250 square feet of building area on a 53,022 square feet parcel (excluding the alley) with public plaza frontage, (ii) on "Site B", additional high ceiling and/or mezzanine market hall or other related retail/restaurant uses comprised of 12,000 square feet of building area on a 19,736 square feet parcel with public plaza frontage, (iii) on a 21,600 square foot portion of "Site A" (which portion will <u>not</u> be a part of the land sale to the Developer) (the "**City Parking Parcel**"), a 3½-level , 217 space semi

subterranean parking structure to be owned and operated by the City (the "**Parking Structure**"), (iv) the undergrounding of aerial utilities on the Property and the City Parking Parcel, and (v) the Developer's completion of certain public improvements on behalf of the City, and as approved by the City; as of the date hereof, such public improvements are anticipated to consist of the following: Curb & Gutter Improvement Work, Sidewalk Improvements, Adjacent Street Resurfacing, Left-hand turn signals N/S on Centinela Ave., Left-hand turn signals E/W on Washington Bl., Pave Colonial Alley adjacent to project area, Resurface Grandview Alley adjacent to project area, Special crosswalk paving at WA/Centinela Intersection, Replace high with low voltage streetlights adjacent to project area, and Traffic Calming Measures.

2. In the Parking Structure, 170 parking spaces will be used to meet code requirements for the Project, and 47 additional spaces will be used for public parking for the commercial area. The City will design, bid, construct, manage and operate the Parking Structure, and the Developer shall provide construction management services for the Parking Structure at no cost to the City and pay its *pro rata* share of ongoing maintenance, operation and capital expenses for the 170 parking spaces dedicated to the Project, and the City will fund the cost of ongoing maintenance, operation and capital expenses for the remaining 47 additional spaces.

3. The Project will be LEED Certified and will comply with the CalGreen requirements, photovoltaic requirements and green building requirements as mandated by the City.

4. The Project shall be developed in strict accordance with the conceptual plans included in the City's November 30, 2011 Request for Proposals (the "**RFP**"), which have been conceptually approved by the City Council. Further, the Project must conform to the RFP; the Developer's January 12, 2012 Response to such RFP confirming conformance to the RFP development program; the Redevelopment Plan for the Culver City Redevelopment Project Area approved and adopted by the City pursuant to Ordinance No. 98-014 on November 23, 1998, as amended pursuant to Ordinance 98-015 on November 23, 1998; and all applicable local, state and federal laws, rules and regulations. Each of the documents described in this paragraph are hereby incorporated herein by this reference.

5. For the purpose of legally separating the City Parking Parcel from the remainder of "Site A" prior to conveyance of the Property to the Developer, the parties anticipate that a parcel map would be prepared and recorded in the Official Records of Los Angeles County, in compliance with Section 1351(e) of

the California Civil Code, concurrently with the closing and prior to commencement of construction of the Project as provided herein, or a similar subdivision process completed by such time. The Project will require a General Plan Amendment and Zone Change for development. "Site A's" alley requires reconfiguration to terminate onto Centinela Avenue, and an irrevocable easement will be required to be recorded upon "Site A" for ingress/egress of the alley.

6. In connection with the City's commitment hereunder the Developer shall submit to the City a good faith deposit in the total amount of $100,000 (the "**Good Faith Deposit**"). The Good Faith Deposit shall be submitted by the Developer to a mutually acceptable escrow company, to be held in an interest-bearing account for the benefit of the Developer, in the form of a certified or cashier's check or wire transfer within 30 days after the date of this letter agreement, pursuant to escrow instructions mutually acceptable to both the City and the Developer

7. The purchase price for the Property is $1,278,950. The Good Faith Deposit, including any interest earned thereon, will be applied at the close of escrow as a credit toward the Developer's purchase price for the Property.

8. The Developer shall be responsible for obtaining all of the funds for, and constructing, the Project, except the Parking Structure on the City Parking Parcel whose design, plan/construction document preparation, bidding and construction (other than construction management to be provided by Developer) will be the responsibility of the City.

9. At closing of the construction financing for the Project, the City will convey the Property (which does <u>not</u> include the City Parking Parcel) to the Developer subject to and conditioned upon the terms and conditions of this letter agreement.

10. At the closing of the construction financing for the Project, certain documents will be recorded against the Property and adjacent properties, as applicable, that will evidence and secure the reciprocal access and easement rights appurtenant to the Property and the City Parking Parcel, and other adjacent properties as necessary. Notwithstanding the foregoing sentence, this letter agreement is not intended to describe all of the requirements, terms, conditions and documents necessary or required therefor; each of the parties hereto shall execute such other and further documents and do such further acts as may be reasonably required to effectuate the intent of the parties hereto and

carry out the terms of this letter agreement. The City Manager or designee is authorized to take such actions on behalf of the City that are consistent with this letter agreement, without further approval from the City Council of the City.

11. The Developer shall comply with State Prevailing Wage and/or Federal Davis-Bacon requirements, if applicable, and shall indemnify and hold harmless the City, its affiliated entities, and their respective representatives in connection therewith.

12. Any transfer of the Developer's interests in the Property or this letter agreement is prohibited, unless the City has granted its prior written consent thereto, which shall not be unreasonably withheld or delayed.

13. Events of default by the Developer will permit the City, after reasonable notice and opportunity to cure, to pursue appropriate remedies, including the City's right to enter and retake the Property, and claim actual damages, subject in the case of actual damages to the following: (i) the City shall have a reasonable duty to mitigate actual damages; and (ii) by way of illustration, in the event there is an uncured default by Developer after City has expended funds for parking design, if City will be moving forward with such parking facilities by itself or with another developer, City's actual parking facility design damages would be limited to redesign costs to accommodate another Developer instead of the entire cost of such design. The parties hereby waive consequential damages. These events of default may include, but are not limited to, failure to complete timely the development of the Project as required by this letter agreement, failure to comply with use restrictions, transfers of interests in the Developer or in the Project without the reasonable prior consent of the City, failure to comply with terms and conditions of covenants, deeds of trust, and similar occurrences.

14. The Developer shall obtain all land use entitlements, approvals and permits necessary for the development of the Project not already obtained and shall pay all fees in connection therewith.

15. The Developer's architect and general contractor shall be subject to the approval of the City Manager or designee. As of the date hereof, the City approved architect is JRDV Architects.

16. Within 60 days following the expiration of the Due Diligence Period referenced below, the Developer shall prepare and submit a Project scope of development for approval by the City. The Scope of Development shall include

satisfactory evidence of the proposed tenant mix for the project, which shall be consistent with the Market Hall concept set forth in the City approved conceptual plans and in the RFP Documents. An anchor tenant shall not be acceptable. The proposed Scope of Development shall be subject to the approval or disapproval of the City. In the event the Developer does not timely submit the proposed Scope of Development, or if the City, in its sole and absolute discretion disapproves the proposed Scope of Development, then the City shall have the right to terminate this Letter Agreement effective immediately upon notice to the Developer without any cost, expense or liability to the City. If the Developer has acted in good faith up to the point of such termination the Good Faith Deposit shall be returned to the Developer. If the Developer is found by the City to not have acted in good faith during such period, then the Good Faith Deposit shall be retained by the City as its property. Once the Scope of Development has been approved by the City, the City Manager or designee shall have the right to review and approve all design drawings and plans for the Project. All plans for the construction of the Project shall be subject to applicable City design review approval procedures, and shall be consistent with and a logical evolution of the scope of development, except as otherwise approved by the City Manager or designee.

17. Within 60 days following the expiration of the Due Diligence Period, the Developer shall prepare and submit a schedule of performance for the Project providing for the timely satisfaction of all conditions precedent to the closing and the timely commencement and completion of utility relocation, offsite improvements and construction, for approval by the City. Except as otherwise approved by the City Manager or designee, failure to comply with the schedule of performance shall be a default under the terms of this letter agreement.

18. At the respective times provided in the schedule of performance to be agreed upon by the parties during the Due Diligence Period, the Developer shall submit for approval by the City Manager or designee evidence of financing consistent herewith and sufficient to completely finance the development of the Project.

19. The Developer shall indemnify and hold the City harmless from and against any costs relating to hazardous materials affecting the Property arising from and after the Closing Date. Prior to the closing, the Developer shall submit to the City a Phase 1 Environmental Site Assessment or confirm in writing that the Phase I environmental report prepared by Secor on June 30, 2006 and Phase II report prepared by Secor on August 23, 2006 and the March 2, 2010 Case Closure Letter issued by the Los Angeles Regional Water Quality Control Board are acceptable to the Developer as-is without further environmental investigations. If not acceptable to the Developer and subject to a right of entry

approved by the City, the Developer shall conduct such additional environmental testing as may be necessary to determine that hazardous materials are not present on the Property, or that any hazardous materials on the Property may be remediated without adversely affecting the feasibility of the Project. The Developer shall execute an environmental indemnity in favor of the City similar to the form of environmental indemnity used in other City or Agency transactions.

20. The Developer shall submit for City approval all corporate and partnership or limited liability formation documents and agreements, and authorizing resolutions, as applicable.

21. The Developer shall obtain and maintain policies of insurance in the form and in the amounts required by the City, not including earthquake insurance, naming the City as an additional insured and meeting the insurance requirements customarily included in disposition and development agreements.

22. Prior to closing, the Developer shall obtain and submit to the City evidence of insurance, evidence of financing commitments, copies of construction loan documents and such other documentation as customarily included in disposition and development agreements.

23. The City reserves its right, in its sole and absolute discretion, to assign this letter agreement and all of the City's rights, title and interest in this letter agreement to an affiliate entity of the City without obtaining the consent or approval of the Developer or any interested party in the Project.

24. Any financial obligation of the City under this letter agreement shall be a special limited obligation, payable solely out of funds received by the City from the Culver City Redevelopment Agency pursuant to a 2011 cooperation agreement, and it is not and shall not be a pledge of or obligation payable through the City's general fund. Accordingly, nothing in this letter agreement shall require or be deemed to require the City to expend or commit to expend monies from its general fund to satisfy any of the obligations set forth in this letter agreement. In the event that the City does not have the funds or property to fulfill any obligation under this letter agreement, it shall not be considered a default under this letter agreement. The City shall have no obligation whatsoever to utilize any other source of funds, other than funds received by the City from the Agency under such cooperation agreement, to make any payments to the Developer required hereunder.

25. The City acknowledges and agrees that the Developer's liability under this letter agreement is subject to the completion of the Developer's feasibility review of the Property and the Project, including without limitation, reviewing the environmental and geotechnical condition of the land. Accordingly, the Developer shall have a "Due Diligence Period" of forty-five (45) days following the date of this letter agreement in which to perform such feasibility review. At the expiration of the 45-day Due Diligence Period, the Developer shall have the right to terminate this letter agreement and receive a refund of the Good Faith Deposit if the Developer determines, in its sole and absolute discretion, that the Property is not suitable for its intended use or is not satisfied with the results of its feasibility review.

26. City agrees upon request by Developer to provide right(s) of entry to Developer for due diligence purposes, subject to and in accordance with Developer's execution of and compliance with a right of entry agreement in the City's customary form, which shall be subject to the reasonable approval of the Developer.

Please acknowledge your consent to the foregoing terms and conditions by signing and returning a copy of this letter agreement to my attention. If you have any questions regarding the matters discussed herein, then please do not hesitate to contact Mr. Sol Blumenfeld, Community Development Director for the City, at 310-253-5700.

Enclosures as described.

Sincerely,

THE CITY OF CULVER CITY,
a public body, corporate and politic

By: ______________________
John M. Nachbar
City Manager

APPROVED AS TO CONTENT:

By: ______________________
Sol Blumenfeld
Community Development Director

APPROVED AS TO FORM:

By: Murray O. Kane
KANE, BALLMER & BERKMAN
City Special Counsel

The Developer hereby acknowledges and agrees to all of the terms and conditions set forth in this letter agreement.

REGENCY CENTERS ACQUISITION, LLC
A Florida Based Liability Company

BY: Regency Centers, L.P.,
a Delaware limited liability partnership,
Its Manager

BY: Regency Centers Corporation,
a Florida corporation,
Its general partner

By: ______________________
Name: JOHN T MEHIGAN
Its: VP INVESTMENTS

Date: 2/16/12

Lea Associates
Property Economics

Affiliated Consultants:
John J. Gobbell, Jr., MAI
Michael Popwell, SR/WA

Robert M. Lea, MAI
Barbara J. Lambe
Jerardo Arciniega
Susan O. Gordon
Mark Laubender

April 30, 2013

Mr. Glenn Heald
Management Analyst
City of Culver City
Community Development Department
Economic Development Division
9770 Culver Boulevard
Culver City, CA 90232

Re: Appraisal Report:
Northeast corner of Washington Boulevard & Centinela Avenue
APNs: 4232-009-900 & 901

Job No. 4672D

Dear Mr. Heald:

In accordance with your request, this writing transmits three copies of our Summary Appraisal report concerning the above-referenced property. The report which follows describes the property, its environs, the work carried out in this assignment, our analyses and supporting data.

This report is intended for use only by the Successor Agency to the Culver City Redevelopment Agency and their representatives. Use of this report by others is not intended by the appraiser. It is the function of this appraisal to provide our opinion of the market value of the subject property in order to assist the Successor Agency to the Culver City Redevelopment Agency in possibly selling the subject property.

Based on our investigations and analyses, it is our opinion that as of April 30, 2013, the subject property has a market value, of:

ONE MILLION NINE HUNDRED EIGHTY THOUSAND DOLLARS

($1,980,000)

Lea Associates, Inc.
Property Economics
1635 Pontius Avenue
Los Angeles, California 90025
Telephone (310) 477-6595
Fax (310) 914-0249
E-mail: info@leaassoc.com

Mr. Glenn Heald
April 30, 2013
Page Two

This report was completed in accordance with the Uniform Standards of Professional Appraisal Practice (USPAP) and in accordance with the Code of Professional Ethics of the Appraisal Institute. The report is prepared in accordance with the reporting requirements set forth under Standards Rule 2-2b of the Uniform Standards of Professional Appraisal Practice.

This report is subject to "Certification and Restriction Upon Disclosure and Use" as well as the "Contingent and Limiting Conditions Upon Which Appraisal Is Made" which follow this letter. In addition, this report is subject to the following specific conditions:

- The subject property is entitled with plans for a retail project. The entitlements include the site across the street at the northwesterly corner of Washington Boulevard and Centinela Avenue. The entitlements include a parking structure located across the street. Per your instructions, we have considered the property as unentitled and have not considered the proposed project. We have examined the highest and best use of the property, without considering the proposed project. We have utilized the hypothetical condition that the property is unentitled. This reduces the potential development size compared to the current entitlements because all parking must be provided onsite. The current entitlements include a parking structure across the street. We have considered this in our analysis.

- We have not reviewed a current title report for the subject property. Visual inspection of the subject revealed no obvious conditions which would negatively impact the property value. Our valuation is subject to review upon receipt of a current title report.

- We have not reviewed the results of any Phase I environmental assessment reports concerning the subject property. Visual inspection reveals no significant conditions onsite for the subject. Our valuation assumes that no environmental problems exist.

Retained in our files are worksheets, field notes, maps, and other data upon which our analysis and conclusions are based. Should you have any questions concerning the contents of this report, feel free to call and we will respond promptly.

Respectfully submitted,

LEA ASSOCIATES, INC.

Jerardo Arciniega
CA# AG042445

Robert M. Lea, MAI
CA #AG003090

CERTIFICATION AND RESTRICTION UPON DISCLOSURE AND USE

I certify that, to the best of my knowledge and belief, . . .

- The statements of fact contained in this report are true and correct.
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, impartial, and unbiased professional analyses, opinions, and conclusions.
- I have no present or prospective interest in the property that is the subject of this report, and no personal interest with respect to the parties involved.
- We have performed an appraisal of this property, dated January 17, 2012 (Lea Job No. 4606). We have performed no other services as appraisers or any other capacity regarding the property that is the subject of this report within the three-year period immediately preceding the acceptance of this assignment.
- I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment.
- My engagement in this assignment was not contingent upon developing or reporting predetermined results.
- My compensation for completing this assignment was not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.
- The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the requirements of the Code of Professional Ethics & Standards of Professional Appraisal Practice of the Appraisal Institute, which includes the Uniform Standards of Professional Appraisal Practice (USPAP) of the Appraisal Foundation.
- Mark Laubender has provided significant real property appraisal assistance to the person(s) signing this certification including sale comparable research.
- The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.
- As of the date of this report, Robert M. Lea, MAI, has completed the continuing education program of the Appraisal Institute.
- As of the date of this report, Robert M. Lea, MAI (No. AG003090) and Jerardo Arciniega (No. AG045445) have satisfied the requirements as Certified General Real Estate Appraisers, licensed by the State of California.
- I have made a personal inspection of the property that is the subject of this report.

CA# AG003090

CA# AG042445

CONTINGENT AND LIMITING CONDITIONS UPON WHICH APPRAISAL IS MADE

This report is made expressly subject to the contingent and limiting conditions, factors and assumptions here with:

1. That the vesting and legal description furnished this appraiser are correct.
2. That measurements and areas furnished by others are correct. No survey has been made for the purpose of this appraisal.
3. That the property is appraised as if free and clear of liens and that the title is good and merchantable.
4. That no guarantee is made as to the correctness of estimates or opinions furnished by others which have been used in making this appraisal.
5. That no liabilities be assumed on account of inaccuracies in such estimates or opinions.
6. That no liability is assumed on account of matters of a legal nature, affecting this property, such as title defects, liens, encroachments, overlapping boundaries, etc.
7. That this appraisal is subject to review upon presentation of data which might be later made available, undisclosed or not available at this writing.
8. That the appraiser herein, by reason of this appraisal, is not required to give testimony or attendance in court or any governmental hearing with reference to the property in question, unless arrangements have previously been made therefore.
9. That the maps and exhibits found in this report are provided for reader reference purposes only. No guarantee as to accuracy is expressed or implied.
10. That no liability is assumed on account of the existence of hazardous material or toxic waste on the subject property.
11. That no liability is assumed for specific compliance with the requirements of the Americans with Disabilities Act (ADA).

INTRODUCTION

SCOPE OF THE APPRAISAL

The purpose of this appraisal report is to provide our opinion of the market value of the subject property. The subject property consists of vacant commercial land. The subject property is entitled for retail uses with a parking structure across the street. The City of Culver City plans to sell the property to a developer. We have analyzed the fee simple interest in the subject property.

This is a summary appraisal report which supports our rationale and reasoning in estimating the value of the subject property. This report is subject to the "Certification and Restriction Upon Disclosure and Use" and "Contingent and Limiting Conditions upon Which this Appraisal is Made." In addition, this report is subject to the special conditions outlined in the transmittal letter. In our valuation analyses, we have considered the applicability of the Cost, Sales Comparison, and Income Capitalization approaches to value.

Our search efforts included a review and confirmation of sale transactions of commercial land sales in the surrounding area. We have completed an analysis of the property using the Sales Comparison Approach. The Sales Comparison Approach benefits from local land sales in the immediate area. Sales ultimately selected for our analysis were reduced to appropriate units of comparison and applied to the subject property after making necessary adjustments.

It is the function of this appraisal to provide our opinion of the market value of the subject property in order to assist the Successor Agency to the Culver City Redevelopment Agency in possibly selling the subject property.

DEFINITION OF MARKET VALUE

The Comptroller of the Currency defines market value as:[1/]

> The most probable price which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller, each acting prudently, knowledgeably and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:
>
> a) Buyer and seller are typically motivated;

1/Also defined under 12 CFR, Part 34, Subpart C-Appraisals, 34.42(f) Definitions.

b) Both parties are well-informed or well-advised, and each acting in what he considers his own best interest;

c) A reasonable time is allowed for exposure in the open market;

d) Payment is made in terms of cash in U.S. dollars or in terms of financial arrangements comparable thereto; and,

e) The price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions granted by anyone associated with the sale.

PROPERTY RIGHTS APPRAISED

The property rights herein appraised consist of the fee simple interest in and to the subject property, excluding mineral rights.

DEFINITION OF FEE SIMPLE ESTATE

"Absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power and escheat."[2]

EXPOSURE TIME

This refers to the estimated length of time the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal; a retrospective estimate based on the analysis of past events assuming a competitive market. In the subject's case, the exposure time was estimated to be four to eight months.

DATE OF VALUE

The date of value is April 30, 2013, generally corresponding to the completion of our current investigations and analyses of relevant data. The report is dated the same.

2/ *The Dictionary of Real Estate Appraisal*, Fifth Edition, the Appraisal Institute, 2010, page 78.

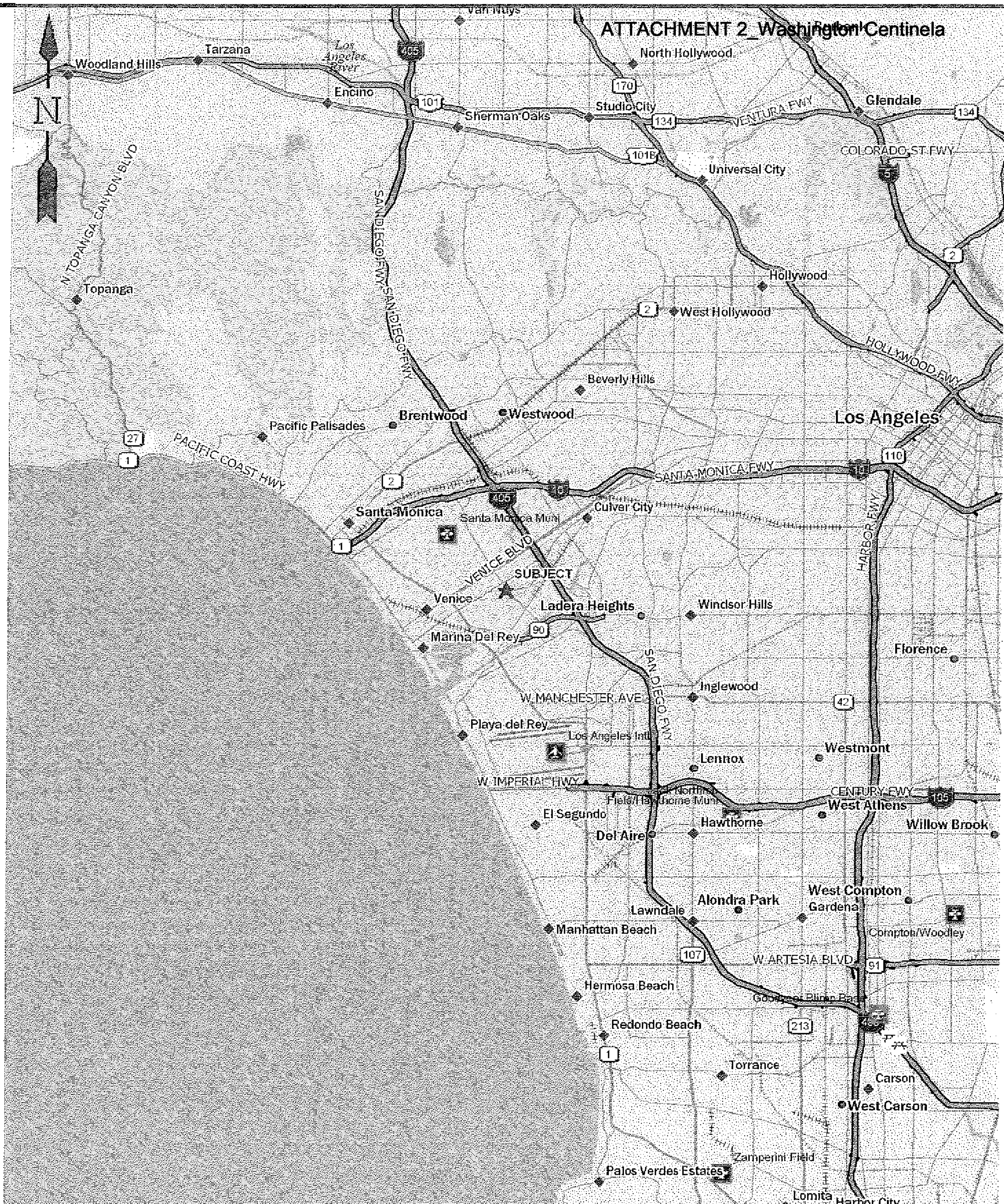


EXHIBIT I
LOCATION MAP
NEC OF WASHINGTON BLVD. & CENTINELA AVE.
CULVER CITY, CALIFORNIA
SCALE: 1" = 3.16± MI.
APRIL 2013

Lea Associates
Property Economics

AREA OF SURROUNDING INFLUENCE

Location

The subject property is located in the city of Culver City, within the county of Los Angeles. Specifically, the subject property is located on the northeasterly corner of Washington Boulevard and Centinela Avenue.

Regional Influences

The county of Los Angeles contains approximately 4,083 square miles. It is bounded on the north by Kern County, on the east by San Bernardino County, on the southeast by Orange County, and on the northwest and west by Ventura County and the Pacific Ocean, respectively. Los Angeles County had a January 1, 2013 population estimate of 9,889,520 reported by the California Department of Finance. Although population growth has slowed over the past several years compared to the previous decade, all indications suggest that the population will continue to grow on an overall albeit slow basis into 2014 and the remainder of the decade.

Los Angeles County has a well-grounded and diversified economic base in industry and agriculture. Historically, major industries have been aerospace/defense, entertainment, and oil. In addition, as trade between the Pacific Rim countries and the United States has increased, the ports of Long Beach and Los Angeles have progressively handled more cargo, and the importing and exporting of raw materials and finished products, along with their distribution, has become an important segment of the local economy. Los Angeles is also recognized as a West Coast financial center.

Evidence of the local economy is reflected in area employment rate figures produced by the Bureau of Labor Statistics of the Unites States Department of Labor.

CIVILIAN LABOR FORCE STATISTICS
LOS ANGELES COUNTY

Year	Labor Force	Employment	Unemployment	Unemployment Rate
2000	4,671,800	4,421,900	249,900	5.3%
2001	4,777,000	4,506,900	270,100	5.7%
2002	4,789,800	4,465,600	324,200	6.8%
2003	4,788,800	4,451,700	337,100	7.0%
2004	4,859,070	4,587,820	291,250	6.0%
2005	4,967,400	4,714,900	252,600	5.1%
2006	4,860,600	4,631,600	229,100	4.7%
2007	4,921,200	4,675,300	245,900	5.0%

2008	4,972,000	4,598,300	373,800	7.5%
2009	4,869,400	4,285,100	584,300	12.0%
2010	4,910,500	4,291,400	619,100	12.6%
2011	4,924,400	4,318,900	605,500	12.3%
2012	4,879,700	4,345,700	534,000	10.9%

Source: California Employment Development Department U.S. Labor Market Information Division

Unemployment increased dramatically in the 2009 year as the United States entered into a recession. It continued to increase in 2010. Data compiled by the U.S. Bureau of Labor Statistics shows that the unemployment rate reached its peak in July 2010 at 13.4%. The unemployment rate began to drop the second half of 2010 and showed an annual average of 12.6%. The unemployment rate has continued a very slow decrease through 2011 and 2012. Home prices have stabilized in most of the county and the high foreclosure rates that caused the inventory of homes for sale to remain high has slowed.

The following summary depicts the trend of total taxable sales in Los Angeles County since 2000. The total taxable sales of a region, is another indicator used in tracking economic activity and measures the purchasing power of the residents in the region.

TAXABLE SALES COUNTY OF LOS ANGELES
2000 - 2011
(in thousands)

Year	Total Taxable Sales	% Change
2000	106,673,534	9.6%
2001	107,426,692	0.7%
2002	108,753,064	1.2%
2003	113,685,422	4.3%
2004	122,533,104	7.8%
2005	130,722,373	6.7%
2006	136,162,552	4.2%
2007	137,820,418	1.2%
2008	131,881,744	-4.3%
2009	112,744,727	-14.5%
2010	116,942,334	3.7%
2011	126,440,737	8.1%

Source: Taxable Sales in County of Los Angeles, California State Board of Equalization

ATTACHMENT 2_Washington Centinela

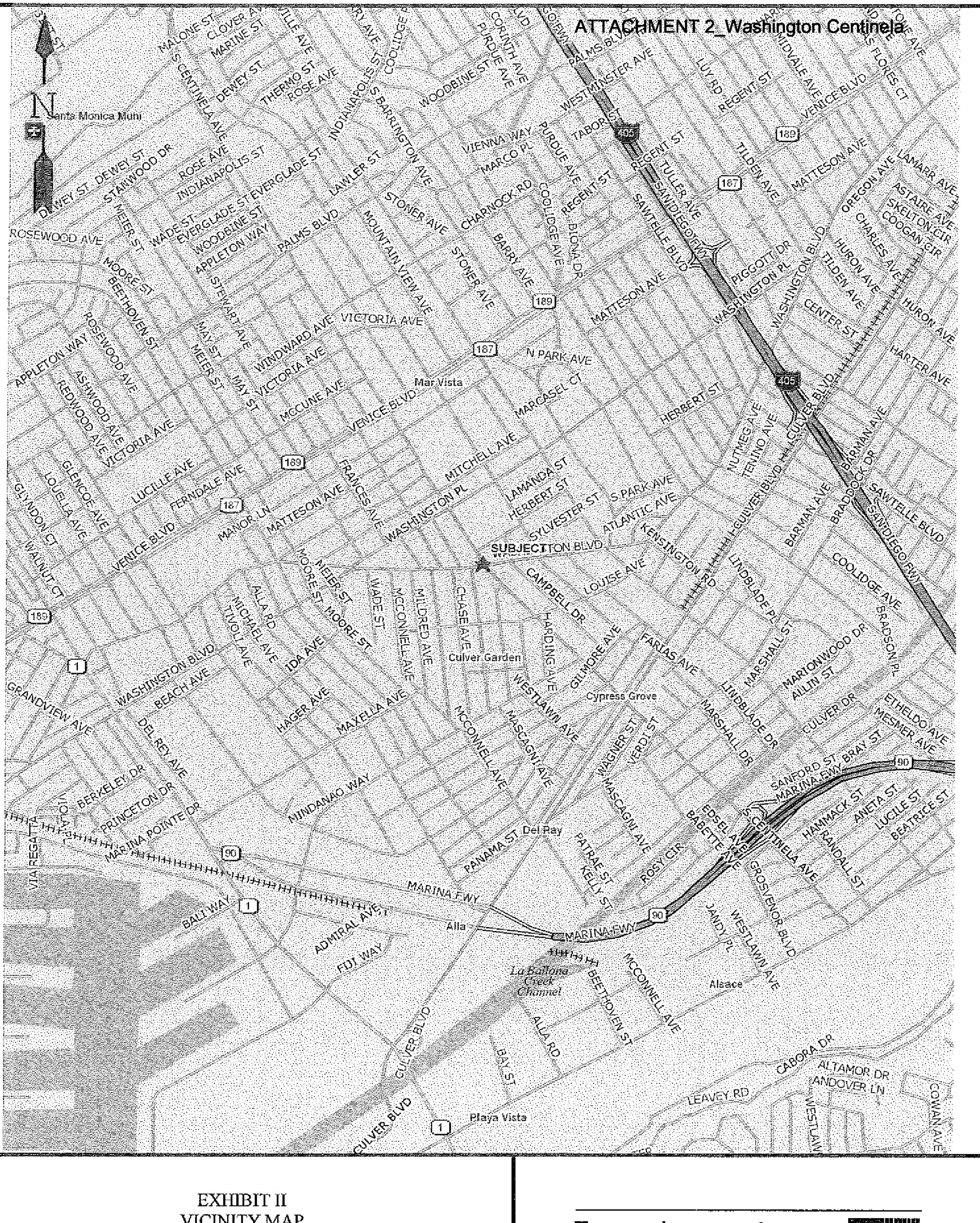


EXHIBIT II
VICINITY MAP
NEC OF WASHINGTON BLVD. & CENTINELA AVE.
CULVER CITY, CALIFORNIA
SCALE: 1" = 0.39± MI.
APRIL 2013

Lea Associates
Property Economics ®

The figures show a steady increase in taxable sales with significant growth from 2003 through 2006. However, taxable sales began declining in 2008 and experienced a large drop in the 2009 year. Taxable sales increased in the 2010 year, a positive sign that the economy may be slowly recovering. The latest data available is taxable sales through 2011. Based on the 2011 results, Los Angeles County sales rose 8.1%.

According to the Board of Equalization (BOE) researchers, more recent statewide data indicate that a recovery in taxable sales continued in the second quarter of 2012. BOE's estimate of statewide taxable sales for the third quarter of 2012, based on cash receipts, shows that sales rose 6.2% over the same period a year earlier.

The City

The City of Culver City was incorporated in 1917 and currently functions under a council-manager type of municipal government. The city contains just less than five square miles and is bordered by the city of Los Angeles to the west, south and east, with Los Angeles County to the southeast. The city is well served by the greater Los Angeles freeway network, with the San Diego Freeway (Interstate 405) forming the westerly boundary, State Route 90 Freeway at the southern extreme and the Santa Monica Freeway (Interstate 10) on the north. This provides convenient access to all parts of West Los Angeles, and Southern California as a whole.

The City of Culver City is essentially fully built up with primarily highest and best use improvements. Hence, population figures show very little change and emphasize stability.

Year	***Population***	***% Change***
1990	38,793	- -
2000	38,816	- -
2001	39,300	1.2%
2002	39,850	1.4%
2003	40,200	0.9%
2004	40,550	0.9%
2005	40,630	0.2%
2006	40,723	0.2%
2007	40,564	-0.4%
2008	40,464	-0.3%
2009	40,507	0.1%
2010	38,911	-3.9%
2011	38,973	0.2%
2012	39,004	0.2%

Source: State of California Department of Finance

Primary arterials within Culver City are Venice Boulevard, Washington Boulevard, Culver Boulevard, and Jefferson Boulevard, aligned in a southwesterly/northeasterly direction. Overland Avenue and Sepulveda Boulevard are the primary northwesterly/southeasterly arterials. Major employers within the city are Sony Pictures Entertainment, the Westfield - Culver City Mall, Brotman Medical Center, Culver City Unified School District, and the City of Culver City.

Surroundings

The subject's surroundings are primarily commercial along Washington Boulevard with both office and retail uses. There are also auto repair uses to the west. The surroundings along Centinela Avenue include a mixture of commercial and multi-family residential uses. The west side of Centinela Avenue, north of the subject property is primarily improved with apartment buildings. The east side of Centinela Avenue also north of the subject property includes a shopping center anchored by Vons supermarket and Rite-Aid.

MARKET OVERVIEW

We have utilized CoStar/Comps, Inc. to gather statistical trend data in the subject's vicinity. We gathered sales data from a radius of ten miles from the subject property (enough for 100 sales in each time period). Improved building sales were used as a proxy to determine a market conditions adjustment as there was not an adequate number of commercial land sales to produce reliable results. The results of the CoStar/Comps, Inc. trend report are shown below:

RETAIL BUILDING SALES
CULVER CITY & VICINITY

	03/01/10-02/28/11	03/01/11-02/28/12	03/01/12-02/28/13
# of Sales	131	123	182
Median Price psf	$324.96	$358.73	$364.00
% Change Per Year	--	10.4%	1.5%
% Change To 2013	12.0%	1.5%	--
Average Capitalization Rate	6.57%	7.12%	5.42%

Source: CoStar/Comps, Inc.

The above data shows price levels have begun to increase over the past two years, after several years of decline. Prices increased approximately 10% between the March 2010/February 2011 year to the March 2011/February 2012 year. However, over the prior year, prices showed a modest 1.5% increase.

We have also reviewed the latest retail market research report prepared by Colliers International. According to their 1st Quarter 2013 Greater Los Angeles Basin Retail Market Report, the vacancy rate in Los Angeles County was 5.7%, down 10 basis points from the previous quarter. In addition, they also report the average asking rates increasing from $2.33 psf in the previous quarter to $2.36 psf.

Overall, it appears the retail market is showing modest gains. Prices have increased slightly over the past year. Vacancy rates are also showing small rates of decline. Finally, asking rents are also increasing slightly.

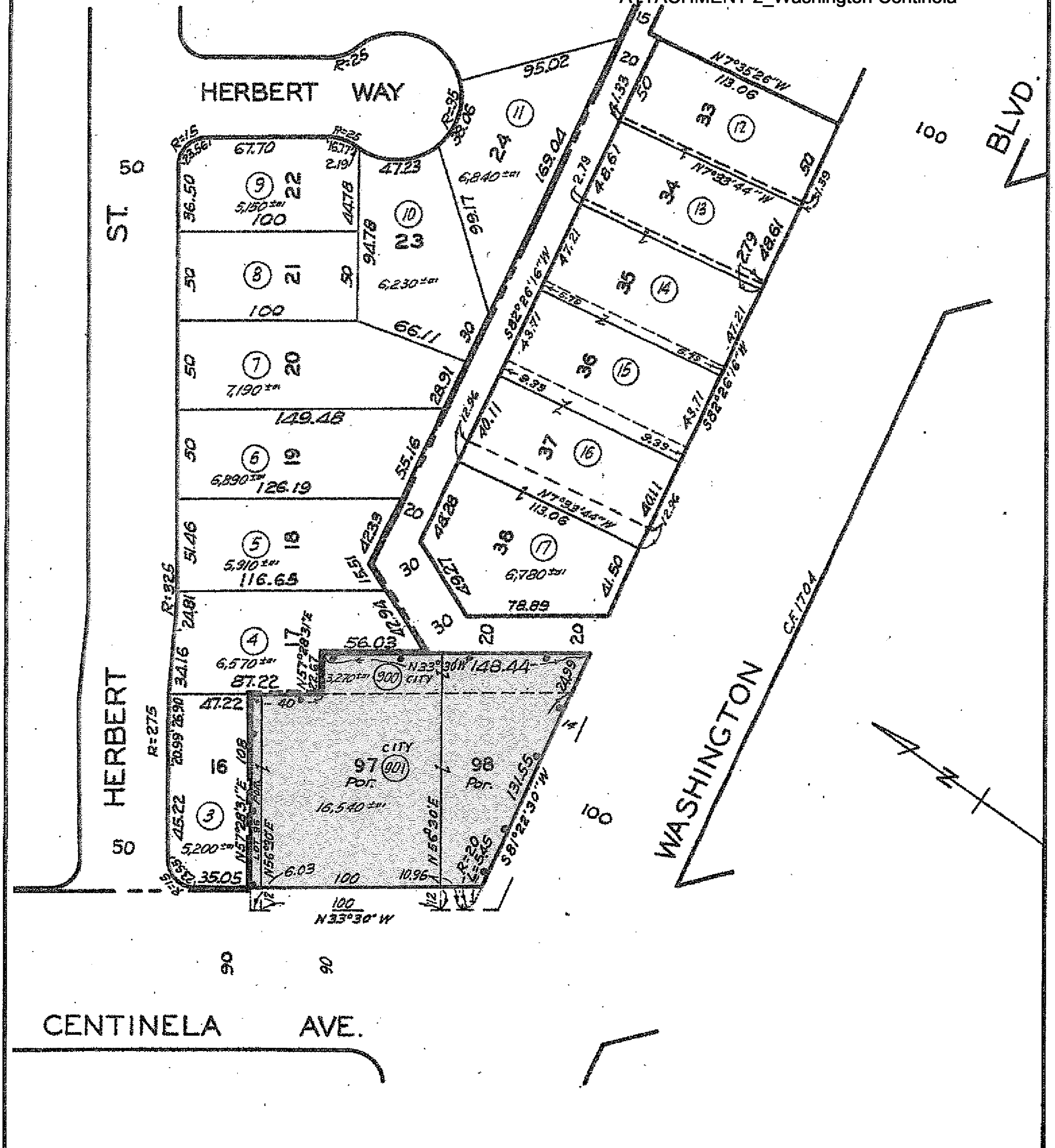


EXHIBIT III
SITE MAP
NEC OF WASHINGTON BLVD & CENTINELA AVE
CULVER CITY, CALIFORNIA
SCALE: 1" = 75± FT.
APRIL 2013

Lea Associates
Property Economics

SUBJECT PROPERTY

OWNER OF RECORD

The subject property show title held by:

The City of Culver City Redevelopment Agency
9770 Culver Boulevard
Culver City, California 90232-2703

The last recorded transaction was recorded on October 10, 2012 as Document No. 1530394. It was a non-arms length transaction between the City of Culver City to the Successor Agency to the Culver City Redevelopment Agency. There have been no market transactions within the last five years. The subject is not currently listed for sale. However, the purpose of this appraisal is to determine our opinion of the market value of the site, in order to assist the Successor Agency to the Culver City Redevelopment Agency in the possible sale of the subject property.

Location

The northeasterly corner of Washington Boulevard and Centinela Avenue has an address of:

12337-12343 Washington Boulevard
Culver City, CA

Legal Description

The legal description for the northeasterly corner of Washington Boulevard and Centinela Avenue is summarized as Lots 96, 97 and 98 in the East Ocean Park Tract, Tract No. 16273, in the City of Culver City, County of Los Angeles, State of California, as per map recorded in Book 6, Pages 82 and 83 of Maps, in the Office of the County Recorder.

Shape:	Irregular
Area:	±19,810 sf (per Assessor's map)
Topography:	Level at street grade;
Soils and Drainage Conditions:	No soil report has been made available, but a visual inspection of the subject and surrounding property and developments revealed no other adverse conditions.
Census Tract No.:	7,028.03

Earthquake Zone:	The subject property is not within a Special Study Zone due to historic earthquake activity (per Flood Data Systems, Inc.). However, all of Southern California is subject to earthquakes as the result of an extensive system of faults.
Hazardous Substances:	Based on our on-site inspection of the subject property we have not observed any hazardous substances that might impact the marketability and/or the value of the subject property. Our appraisal report and its value conclusion are subject to our receipt and review of the environmental assessment report and the following of any clean-up recommendations contained in that report.

ZONE

The subject property is zoned CG, Commercial General. The CG zoning is intended to accommodate small to medium scale commercial uses. This zoning classification allows a wide variety of commercial uses including administrative or professional offices, restaurants, financial institutions, shopping centers, plant nurseries, general retail stores, pet stores, convenience stores, catering services, motels and medical offices. Mixed use and live/work developments are also permitted with a maximum density of 35 units per acre. Maximum building height is 45 to 56 feet, depending on lot depth and whether or not the property is adjacent to multi-family residential zones. The maximum building height is 35 if adjacent to single-family residences.

Parking requirements vary according to use. A sample of the requirements are as follows:

General retail and service uses:	1 space per 350 sf
General or professional offices:	1 space per 350 sf
Convenience stores:	1 space per 225 sf, minimum 8 spaces
Medical or dental offices:	1 space per 350 sf
Banks and financial services:	1 space per 250 sf

ENTITLEMENTS

The subject property is currently entitled. The City of Culver City has named the project Market Hall. The northwesterly corner of Washington and Centinela Avenue (Site A) is entitled for commercial buildings totaling 21,250 square feet and a parking structure.

The northeasterly corner (Site B; the subject property) is entitled for a 12,000 sf retail or restaurant building. Per your instructions, we have used a hypothetical condition that the subject property is unentitled. We have also provided our opinion of highest and best use, without considering the existing entitlements.

ASSESSOR'S DATA

	12337-12343 Washington Blvd
Assessor's Parcel No.:	4232-009-900 & 901
Assessed Values:	2012
Improvements:	$0
Land:	$418,668
Total:	$418,668
Actual Taxes:	Exempt
Tax Code Area:	12463
Tax Rate	$1.088366 per $100 assessed valuation

In accordance with Proposition 13, the subject would be reassessed under sale or other subsequent transfer.

EASEMENTS

We have reviewed various title reports for the subject property. However, we have not reviewed a current title report. They revealed the following easements. The subject property has five easements for road and highway purposes and an easement for conduct water and incidental purposes. Inspection of the subject property revealed no apparent conditions that would negatively impact property value.

UTILITY AVAILABILITY

All of the usual and necessary public utilities are available to the subject property.

ACCESS AND STREET IMPROVEMENTS

The subject property enjoys full pedestrian and vehicular access to Washington Boulevard and Centinela Avenue. Washington Boulevard is a primary arterial dedicated to a width of 100 feet. It is aligned in an east/west direction and allows for three lanes of traffic in each direction with left turn pockets. Curbside parallel parking is permitted along both sides of the street. Centinela Avenue is a main arterial dedicated to a width of 90 feet. It is aligned in a northwest/southeast direction and allows for two lanes of traffic in each direction. All streets are improved with concrete curbs, gutters, and sidewalks at the subject location. Street lighting is provided along both sides of each street.

Improvements

Summary:	The subject property consists of vacant commercial land. Details of the subjects were obtained during our inspection of the property.

OCCUPANCY

The subject property is currently vacant.

HIGHEST AND BEST USE

Highest and Best Use may be defined as:

"The reasonably probable and legal use of vacant land or improved property, which is physically possible, appropriately supported, financially feasible, and that results in the highest value."[13/]

Our analysis of Highest and Best Use includes two studies: Highest and Best Use of land as if vacant, and Highest and Best Use of property as improved. The highest and best use of both land as if vacant and property as improved must meet four criteria. The highest and best use must be physically possible, legally permissible, financially feasible, and maximally productive.

3/ *The Appraisal of Real Estate*, 13th Edition (Appraisal Institute, Chicago, 2008) 277-278.

As Though Vacant

Legally Permissible: The present zoning provides for a variety of commercial related uses. The immediate surrounding land uses are dominated by commercial uses. This would suggest that a development of a similar nature would be consistent with the current land use in the area, as well as the existing zoning.

Physically Possible: The subject site consists of an approximately 20,000 sf lot. The topography of the site is level site at street grade. The property is generally rectangular in shape. These characteristics would be conducive to a wide variety of uses.

Financially Feasible: Those improvement programs that would produce a positive return on the investment required to construct them. Sale prices for improved properties have begun to increase. There are new projects either under construction or recently completed in the subject neighborhood including a completed project at the intersection of Washington Boulevard and Sepulveda Boulevard and a project under construction at the intersection of Washington Boulevard and Hughes/Duquesne Avenue. Commercial developments are felt to be feasible at this time.

Maximally Productive: The maximally productive use is that which results in the highest return to the subject property. In our opinion, economic conditions are conducive for development, as evidenced by the recently constructed project at the southeasterly corner of Washington Boulevard and Sepulveda Boulevard. Therefore, we conclude the maximally productive use for the subject site is for commercial development.

As Improved

Since no structure currently exists on the property, we have not examined the highest and best use of the property as improved.

VALUATION

INTRODUCTION

In theory, there are three approaches to value, the Cost Approach, the Sales Comparison Approach, and the Income Capitalization Approach.

The Cost Approach is based on the principle of substitution under the assumption that an informed buyer would pay no more than the cost of reproducing a substitute property with the same utility as the subject property. This process involves estimating either the reproduction or replacement cost new for the improvements, deducting an estimated dollar amount for accrued depreciation and adding the estimated land value. Land value is usually estimated by the Sales Comparison Approach.

The Sales Comparison Approach is also based on the principle of substitution under the assumption of reasonable market behavior. This approach involves direct comparison of similar properties that have sold to the subject property. The data from these comparables are converted to pertinent units of comparison that are analyzed and adjusted for differences which are considered significant, leading to a value indication for the subject property.

The Income Capitalization Approach is based on the principle of anticipation of future benefits and reflects the present worth of these rights accruing to ownership. These future benefits consist of annual net income that the property can generate during a period of ownership and the reversion of a capital sum at the time the property is sold. Using a market-derived capitalization rate, the stabilized net income is converted to the present value of anticipated cash flows. Provision for the investor's recapture of invested capital, as well as return on capital, is built into this capitalization procedure.

The steps necessary in this process entail estimating gross revenues. Estimated expenses are then deducted to provide a projected net operating income (NOI). This NOI is then capitalized at an appropriate rate to yield an indication of value.

After considering the approaches to value, your appraiser considers the quantity and quality of the data available for examination under each of the approaches utilized, inherent dangers and advantages in each approach, and the relevancy of each to the subject property and the appraisal problem. Under the Reconciliation subheading of this report section, we present an evaluation of each approach and a discussion regarding our final estimate of value.

In our valuation of the subject property, we have utilized the Sales Comparison approach to value. The Cost Approach and Income Approach to value were not deemed appropriate for this assignment because participants in the subject market do not generally utilize these approaches to value in making purchase and sale decisions for properties similar to the subject property.

BACKGROUND AND GENERAL COMMENTS

The subject property is entitled for commercial development with a parking structure on Site A (located across the street from the subject). We have been asked to not consider the project and entitlements. We have been asked to perform an appraisal of the site as though vacant and available for development to its highest and best use. Therefore, we have utilized the hypothetical condition that the subject site is unentitled.

SALES COMPARISON APPROACH - LAND VALUE

The market for commercial land sales in the subject's vicinity was surveyed to obtain sale information for our use in estimating the market value of the subject property. The sources of market data included the Los Angeles County Assessor's and Recorder's data compiled by Real Quest, Co-Star/Comps Inc., LoopNet, the Multiple Listing Service, and interviews with knowledgeable brokers. After the sale data was collected, we verified the details of the transactions with the buyer, seller, or broker, whenever possible.

The market data items were then field inspected and compared and contrasted to the subject property. The sale items uncovered in our investigations are displayed on the preceding Table I, and displayed geographically on the facing Market Data Map. In comparing these transactions to the subject property, we considered the time of sale, general location, including commercial exposure and interior or corner location, entitlement status, development density, site size, zoning, shape, depth and access. The following paragraphs address some of the significant differences and similarities between the comparables and the subjects, as we evaluate this data and use it for deriving an opinion of value for the subject property.

In this analysis and in other similar studies, we observed the price psf of site area to be the most consistent pricing parameter for sites similar to the subject. Accordingly, our comparison analyses between the sale items and the subject property have been conducted with the primary emphasis on price per square foot (psf) of land area. Therefore, any references to superiority or inferiority are on a psf of land area basis and are not necessarily reflective of total property value.

Qualitative adjustments remain for all of the elements of comparison except time or market conditions. We gathered aggregate trend data on commercial properties from Co-Star/Comps Inc., shown earlier in our Market Overview section. All the sales occurred between May 2011 and October

TABLE I
MARKET DATA SUMMARY
EFFECTIVELY VACANT COMMERCIAL LAND SALES
CULVER CITY, CA & VICINITY

ITEM NO.	LOCATION / APN	SALE DATE	ZONE	SITE AREA (± SF/ACRES)	C COUNT	SHAPE	PRICE TOTAL	PRICE Per SF LAND	REMARKS
1	4210 Del Rey Avenue Marina Del Rey 4230-005-009	Sep-11	CM (GM)	41,060 0.94	N/A	Rectangular	$5,200,000	$126.64	Improved with an industrial building at the time of sale.
2	4140 Glencoe Avenue Marina Del Rey 4230-006-006	Dec-11	CM (GM)	41,060 0.94	15,974	Rectangular	$6,800,000	$165.61	Improved with a 1,260± building at the time of sale.
3	NEC Washington Blvd & Marcasel Ave 11957 W Washington Boulevard Culver City 4233-014-028	Jan-12	CG	8,331 0.19	23,708	Rectangular	$800,000	$96.03	
4	SEC Washington & Inglewood Blvds 11924-11960 W Washington Boulevard Culver City 4233-017-007, 010 thru 014, 017, 018	Oct-12	CG, C2 & R3	54,562 1.25	23,708 15,724 39,432	Irregular	$8,050,000	$147.54	Improved with five commercial/office buildings at the time of sale.
5	SEC Sepulveda & Washington Blvds 4114 Sepulveda Boulevard Culver City 4213-014-001, 004, 005, 006, 044, 045	Jul-11	CG	96,398 2.21	26,391 19,300 45,691	Irregular	$7,500,000	$77.80	Entitled at the time of sale.
6	NEC Washington Blvd & Mentone Ave 10451 Washington Boulevard Culver City 4208-007-014	Feb-12	CG	7,800 0.18	30,202	Rectangular	$875,000	$112.18	Purchased to use as a parking lot.
7	East Side of S La Cienega Boulevard Between Alvira & Cullen streets Los Angeles 5065-005-024, 027	May-11	CM	5,000 0.11	42,792	Rectangular	$635,000	$127.00	Parking lot; purchased by an adjacent user; listing broker indicated the buyer paid a slight premium (±5%).
Subject	NEC Washington Blvd/Centinela Ave Culver City 4232-009-900, 901	Apr-13 (D.O.V.)	CG	19,810 0.45	24,781 28,693 53,474	Generally Rectangular			

SOURCE: LEA ASSOCIATES, INC., SURVEY, APRIL 2013

Job No. 4672

ATTACHMENT 2_Washington Centinela

EXHIBIT IV
MARKET DATA MAP - COMMERCIAL LAND SALES
NEC OF WASHINGTON BLVD & CENTINELA AVE
CULVER CITY, CALIFORNIA
SCALE: 1" = 3600± FT.
APRIL 2013

Lea Associates
Property Economics ®

2012. Our trend data indicates little change in the median price psf over this time period. Therefore, we have not applied an adjustment for time.

The seven transactions shown on Table I range in size from roughly 5,000 sf to 95,000 sf. Prices ranged from approximately $80 to $165 psf of land area. The sales range in transaction date from May 2011 to October 2012.

Sale Nos. 1 and 2 are located in Marina Del Rey, approximately one and one-half miles southwesterly of the subject property. The locations were considered to be superior. Both properties were purchased for the construction of multi-story condominium projects. The achievable development densities were also considered to be superior. The rectangular shapes were similar. The lack of a corner location was inferior. Overall, these transactions were considered superior to the subject property.

Sale No. 3 is the sale of a site located on the northeasterly corner of Washington Boulevard and Marcasel Avenue, approximately one-half mile easterly of the subject property. The general location is similar. The corner location is a similar feature. However, the traffic count is inferior. The smaller lot size is superior on a price psf of land area basis. The shape is similar. The zoning is the same. Overall, we would expect the subject to sell for a similar price psf of land area.

Sale No. 4 is the sale of a site located on the southeasterly corner of Washington Boulevard and Inglewood Boulevard, approximately one-half mile easterly of the subject property. The general location is similar. The corner feature is similar. Portions of the property are within the city of Los Angeles. The zoning is superior in allowed density. The property has frontage along three different streets, which is superior to the subject. The larger lot size is inferior on a price psf of land area basis. The traffic count is similar. The shape is inferior. Overall, we would expect the subject to sell for a lower price psf of land area.

Sale No. 5 is the sale of a site located on the southeasterly corner of Washington Boulevard and Sepulveda Boulevard, slightly over one mile northeasterly of the subject property. The general location was considered to be similar. The corner location was a similar feature. The property was purchased to construct two multi-tenant retail buildings. The buildings have now been constructed. The irregular shape is inferior. The larger lot size is also inferior. The traffic count and zoning are similar. Overall, we would expect the subject to sell for a higher price psf of land area.

Sale Nos. 6 and 7 are the sales of two smaller sites which were purchased to be utilized as parking lots. The smaller lot sizes were superior to the subject on a price psf of land area basis. The shapes and zoning were similar. Sale No. 6 was considered to be inferior in terms of traffic count, while Sale No. 7 was superior. The listing broker for Sale No. 7 indicated the buyer paid a slight premium (approximately $7 psf) because they were an adjacent user who paid slightly above market value.

Overall, we would expect the subject to sell for slightly lower price psf than displayed by these transactions.

Overall, Sale Nos. 1, 2 and 4 were considered superior primarily due to location and density. Sale Nos. 6 and 7 were smaller lots that were considered to be superior on a price psf of land area basis. Sale No. 5 was of a much larger site and was considered inferior. Overall Sale No. 3 was considered to be the most similar.

Based on our analysis of the market data, we have concluded that the subject should be valued at a unit rate of $100 psf of land area. This results in the following:

19,810± sf at $100 psf	=	$1,981,000
Rounded	=	$1,980,000

Therefore, the concluded market value of the subject property as of the date of value, based on the Sales Comparison Approach, is:

ONE MILLION NINE HUNDRED EIGHTY THOUSAND DOLLARS

($1,980,000)

RECONCILIATION AND FINAL VALUE ESTIMATE

The subject property has been analyzed using the specified approach to value to provide our opinion of the market value for the subject property. The value derived from this approach is listed below:

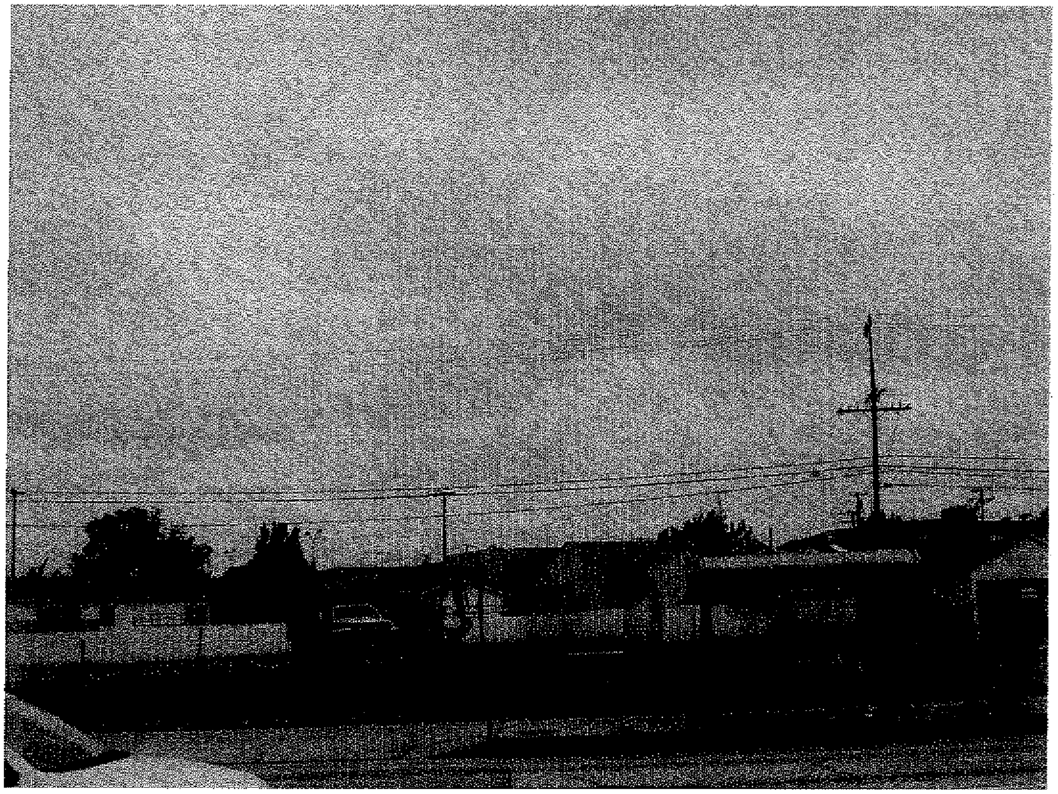
Sales Comparison Approach-Land: $1,980,000

The Sales Comparison-Land value resulted from an analysis of relevant land sales in the area. The strength of this approach is that it directly reflects the attitude of knowledgeable buyers and sellers prevalent in the market place.

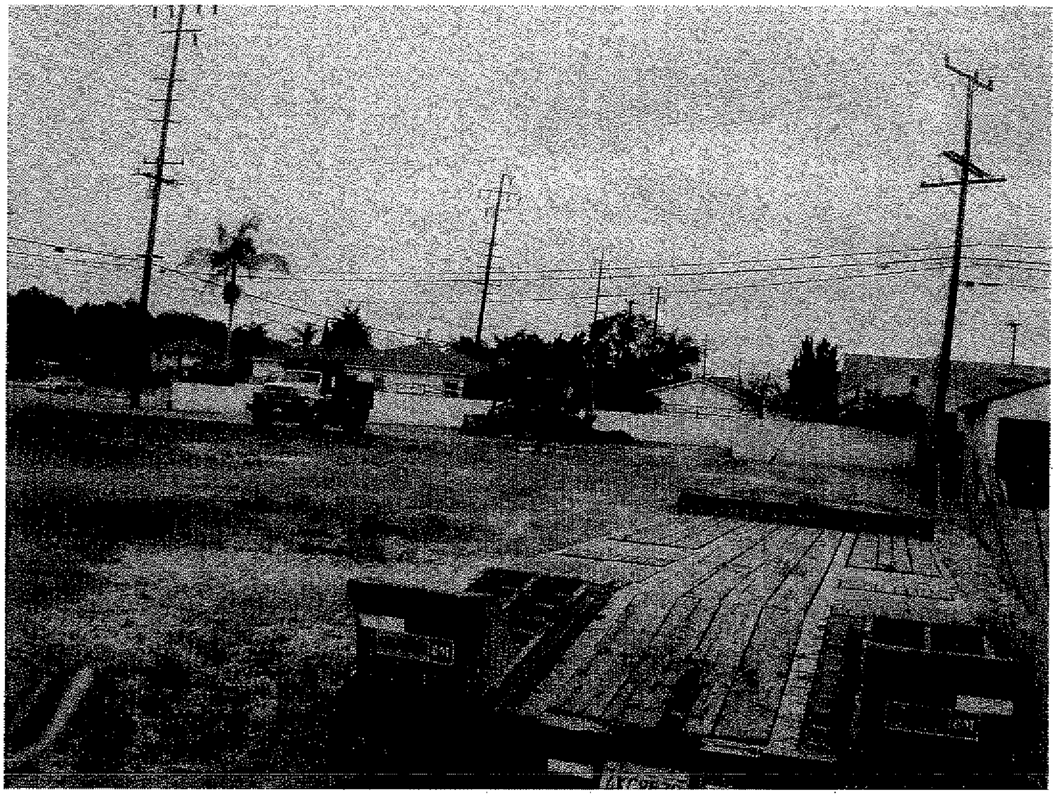
Therefore, it is our opinion the market value of the subject property, as of the effective date of appraisal, is as follows:

ONE MILLION NINE HUNDRED EIGHTY THOUSAND DOLLARS

($1,980,000)

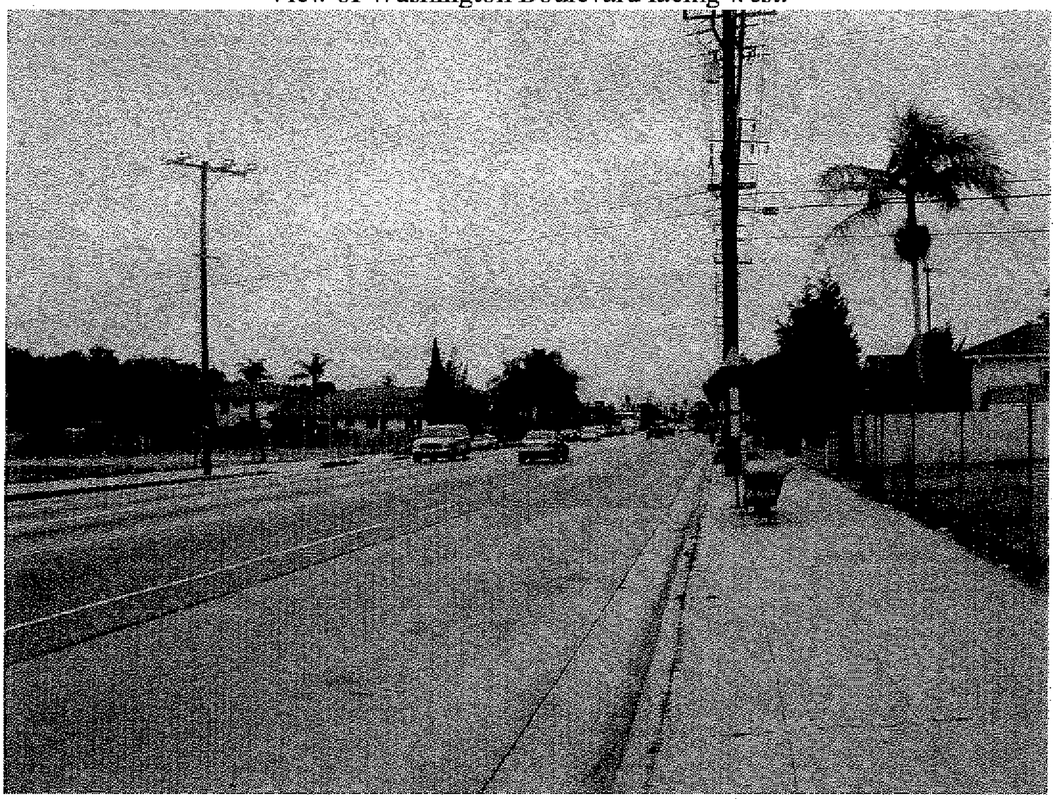


View of subject from Washington Boulevard facing north.



View of subject facing north.

View of Washington Boulevard facing west.



View of Centinela Avenue facing north.

ROBERT M. LEA, MAI

EXPERIENCE

Lea Associates, Inc., 1976 - Present; Chairman of the Board and President of the firm, providing varied services in real estate consulting including appraisal, analysis, market studies, demand and financial feasibility analysis.

Relevant assignments have included the following:

- Multiple appraisals of Hollywood Center Studios, an approximately 300,000 square foot production/office facility.
- Playa Vista adjacent–highest and best use analysis and valuation former U.S. Postal Service facility on Jefferson Boulevard, approximately 350,000 square foot structure on 20+ acre site
- Playa Vista adjacent-valuation of approximately 60,000 square foot flex office/ laboratory building.
- Valuation of multiple commercial sites, Santa Monica Olympic Corridor, adjacent to Lantana.
- Highest and best use analysis and valuation approximately 34 acre site of the West Los Angeles Federal building, Wilshire Boulevard at Veteran Avenue.

Donahue and Company, Inc., 1972-1976; Mr. Lea, a director and officer of the firm, directed operations of the company's regional offices in Inglewood, California. Mr. Lea held the responsibility for the completion of all types of real estate appraisal and analysis assignments and served as a consultant to public and private clients in real estate matters.

El Camino College, 1974 - 1975; Mr. Lea served as an instructor of real estate appraisal at El Camino College, Torrance, California.

R. H. Flavell and Associates, 1965 - 1972; Senior Appraiser completing appraisal assignments on virtually all types of property. Work was undertaken on both company contracts and independent assignments. Purpose of appraisal assignments included: to determine just compensation in eminent domain matters (including full and partial fee takings and various easement takings), to establish purchase or sale price to serve as a basis for financing, to determine market value for taxation purposes, and to assist in the settlement of domestic relations matters, estate distribution, etc. Served in a supervisory or management capacity on numerous large appraisal assignments.

EDUCATION

Continuous participation in classes and seminars in pertinent study areas.

Successfully completed examination for the State of California for Certified General Real Estate Appraiser, January 7, 1992.

Successfully completed examination for the Standards of Professional Practice Course, American Institute of Real Estate Appraisers, 1985, 1991.

University of Southern California, Graduate School of Business Administration, continuing study toward M.B.A. degree, 1977-81.

Successfully completed the Comprehensive Examination of the American Institute of Real Estate Appraisers, 1972.

Successfully completed examination for Course IV of the American Institute of Real Estate Appraisers, 1972.

University of Southern California, Graduate School of Business Administration, completed one year of part-time study toward M.B.A. degree, 1969-1970.

Successfully completed examination for Course I and II of the American Institute of Real Estate Appraisers, 1968.

University of California, Los Angeles, Bachelor of Science Degree in Business Administration with specializations in Real Estate and Finance, 1966.

EXPERT TESTIMONY

Mr. Lea has qualified as an expert witness in real estate matters and testified before:

- Superior Court, Los Angeles County
- Superior Court, Orange County
- Superior Court, Riverside County
- Superior Court, San Bernardino County
- Superior Court, San Diego County
- Superior Court, Ventura County
- United States Bankruptcy Court, Central District of California
- United States District Court, Central District of California
- United States Tax Court
- United States Court of Federal Claims

ASSOCIATIONS

Member of the Appraisal Institute, MAI
Designation Number 4769

Appraisal Institute Posts

National Level

2000-2002	Member, General Appraiser Council
1998	National Screener for Final Experience Review
1995-1998	Member, National Admissions Committee
1993	Chair, General Candidate Guidance Subcommittee
1993	Member, Admissions Committee
1992	Vice Chair, General Candidate Guidance Subcommittee
1989-1990	Member, Government Relations Division, External Affairs Committee
1988-1989	Vice Chairman, National Candidate Guidance Committee
1986-1989	Member, National Candidate Guidance Committee

Regional Level

1995	Member, Regional Nominating Committee
1991-1994	Member, Regional Committee
1987-1989	Member, Regional Committee
1985	Member, Regional Panel, National Ethics and Counseling Committee

Southern California Chapter

2000	Special Advisor to the President
1998	Chair, Nominating Committee
1995	Chair, Nominating Committee
1995	Special Advisor to the Board of Directors
1994	President
1993	Vice President
1992	Secretary/Treasurer
1991	Special Advisor to The President
1988-1991	Director
1987	Assistant Secretary
1986	Chairman, External Affairs Committee
1985	Member, Scholarship Committee
1983-1984	Member, Legislative Committee
1982	Chairman, Research Committee
1980-1985	Member, Admissions Committee
1980-1981	Member, Program Committee
1979-1981	Member, Appraisal Review Committee

Associate Member, Urban Land Institute

Certified General Real Estate Appraiser - AG003090, State of California

PUBLISHED ARTICLES

Appraisal Institute - National

1994 "Subway Tunnel Easements in Metropolitan Areas," *The Appraisal Journal*, April 1994.

Private - Local

1989 "You and the Real Estate Appraiser," *Compensable Business Loss Review*, a publication of Desmond & Marcello, Inc.

Appraisal Institute - National

1987 "Meeting the Experience Requirements," *Candidate Guidance Programs*, American Institute of Real Estate Appraisers.

SPEAKING ENGAGEMENTS

November 2, 2012	International Right of Way Association, Chapter 57, *Pitfalls to Possession* Subject: The Appraisal, Offer, Negotiation and Impasse v. Resolution Process
April 26-27, 2012	International Right of Way Association, Chapter 1, *Annual Valuation Seminar* Subject: Conflicting Mandates & Instructions Between USPAP, Yellow Book & Caltrans Appraisal Guidelines
April 26-27, 2011	International Right of Way Association, Chapter 1, *Annual Valuation Seminar* Subject: Legal Issues of Grade Separation Projects
November 17, 2010	Southern California Chapter of the Appraisal Institute *43rd Annual Litigation Seminar* Subject: The Effective Witness, Best Practices
April 27, 2010	International Right of Way Association, Chapter 1, *Annual Valuation Seminar* Subject: Appraisal of Partial Acquisitions for the Alameda Corridor East Project
August 8-9, 2007	California Redevelopment Association *Legal Issues Symposium* Subject: Issues in Tenant Claims in Eminent Domain

November 18, 2005	Southern California Chapter of the Appraisal Institute *38th Annual Litigation Seminar* Subject: Using the Proper Date of Value for a Pretrial Exchange Appraisal and Related Testimony
June 20-21, 2002	Continuing Legal Education International - Eminent Domain Conference Subject: Real Estate Valuation Issues in Tenant Claims in Eminent Domain
August 10, 2000	California Redevelopment Association's *Legal Issues Symposium* Subject: Impacts of Eminent Domain Law on Real Estate Appraisal
March 18, 1999	California Redevelopment Association Annual Conference and Expo. Subject: Strategic Acquisitions for Downtown Development
April 24, 1998	Chapter One of the International Right of Way Association, 6th Annual Right of Way Valuation Conference Subject: Impact of Case Law on Appraisal Practice - Projecting Potential Project Benefits
October 17, 1996	Marina Recreation Association Subject: Appraisals and Arbitration
March 28, 1996	International Right of Way Association, Fourth Annual Valuation Conference Subject: Appraisal and Acquisition of Telecommunication Sites
October 4, 1995	University of California, Los Angeles - Real Estate Finance and Investment (Management 278A) - Professor S. D. Cauley - Fall 1995 Quarter Subject: The Role of the Appraiser in Real Estate Investment
Sept. 14-15, 1995	Continuing Legal Education International - Regulatory Takings: Government Regulation vs. Private Property Rights Subject: Takings, Partial Takings and the Evaluation of Damages
March 21, 1995	International Right of Way Association - Los Angeles Chapter No. 1 Subject: Subsurface Easements
May 14, 1994	The American Society of Appraisers, Third Annual, Appraisals in Eminent Domain Proceedings Case Reviews and Presentations Business Valuation and Real Property Subject: Subsurface Easements
March 24, 1994	International Right of Way Association, Second Annual Right of Way Valuation Conference Subject: Subway Tunnel Easements with No Right of Surface Entry by the Easement Holder

February 26, 1991 The Association of Real Estate Attorneys
Subject: Recent Developments in the Appraisal Field; Preparing Your Witness

CLIENTELE (partial list)

Public

Agua Caliente Band of Cahuilla Indians
City of Brea
City of Carson
City of Compton
City of Culver City
City of Gardena
City of Glendale
City of Hawthorne
City of Hemet
City of Hermosa Beach
City of Huntington Beach
City of Los Angeles
Community Redevelopment Agency
City of La Puente
City of Lancaster
City of Lancaster Engineering Division
City of Long Beach
City of Lynwood
City of Norco
City of Palmdale
City of Pasadena
City of Redondo Beach
City of Rancho Mirage
City of Riverside
City of Santa Clarita
City of Santa Monica
City of Temecula
City of Thousand Oaks
County of Los Angeles,
Community Development Commission
County of Riverside
Economic Development Agency
County of Riverside, Department of
Facilities Management
General Services Administration
Los Angeles County Metropolitan
Transportation Authority
Los Angeles Department of Water and Power
Los Angeles Harbor College
Los Angeles Unified School District
Metropolitan Water District of Southern California
Puente Hills Landfill Native Habitat Preservation Authority
Santa Monica Community College District
Superior Court, Kern County
Superior Court, Santa Barbara County
United States Department of Justice
United States Navy

Financial Institutions

Bank of America
Coldwell Banker Residential Brokerage
GMAC Commercial Mortgage Corporation
Hanmi Bank
Preferred Bank
The Private Bank of California
TIAA-CREF
Union Bank
Wells Fargo Bank

Corporate

CB Richard Ellis, Inc.
Coldwell Banker Residential Brokerage, Inc.
Epic Land Solutions
Fairchild Industries
Fiesta Development
International Harvester Corporation
Kaiser Foundation Health Plan, Inc.
Kinder Morgan Energy Partners, LP
Lawyers' Title Insurance Company
Lennar Communities
McNelis & Company
Mercy Housing
Meta Housing Corporation
Overland, Pacific & Cutler
Paragon Partners
RBF Consulting
Sanli, Pastore & Hill
Southern Pacific Transportation Company

Texaco, Inc.
The Deutsch Company
TICOR Title Insurance Company
Trammell Crow Company

Attorneys

Berman, Mausner & Resser, Los Angeles
Best, Best & Krieger, Los Angeles, Riverside
Blue, Schoor & Diehl, LLP, Los Angeles
Brown, Winfield & Canzoneri, Abram, Inc. Los Angeles
Burke, Williams & Sorensen, LLP, Los Angeles
Charles Ruben & Associates, Los Angeles
Cox, Castle & Nicholson, LLP, Los Angeles
Cummins & White, LLP, Newport Beach
Demetriou, Del Guercio, Springer & Francis, Los Angeles
Gaims, Weil, West & Epstein, LLP, Los Angeles
Gordon & Holmes, San Diego
Greenberg, Glusker, Fields, Claman & Machtinger, Loa Angeles
Gresham, Savage, Nolan & Tilden, San Bernardino
Gotfredson & Associates, Los Angeles
Hahn & Hahn, LLP, Pasadena
Hanna and Morton, LLP, Los Angeles
Hanger, Steinberg, Shapiro & Ash, ALC, Woodland Hills
Harper & Burn, LLP, Orange
Kane, Ballmer & Berkman, Los Angeles
Keeney, Waite & Stevens, San Diego
Lagerloft Senecal Gosney & Kruse, LLP, Pasadena
Law Offices of Michael D. Berk, Los Angeles
Law Offices of Michael E. Leight, Long Beach
Lewis Brisbois Bisgaard & Smith, LLP, Los Angeles
Lyster, Inc., Woodland Hills
Mermel & Mermel, Los Angeles
Miller, Starr & Regalia, Walnut Creek,
Naumann & Levine, San Diego
O'Melveny & Myers, Los Angeles
Oliver, Sandifer & Murphy, Los Angeles
Palarz & Williams, LLP, Los Angeles
Richards, Watson & Gershon, Los Angeles
Reuben, Raucher & Blum, Los Angeles
Silldorf & Levine, San Clemente
Slaughter & Reagan, LLP, Ventura
SNR Denton, San Francisco
Stradling, Yocca, Carlson & Rauth, Newport Beach, San Francisco
Sullivan, Ballog & Williams, LLP, Santa Ana
Thorsnes, Bartolotta & McGuire, San Diego

Pro Bono

Public Counsel (Southern California Affiliate of the Lawyers' Committee for Civil Rights Under Law)
Boy Scouts of America
Don Bosco Technical Institute

JERARDO ARCINIEGA

EXPERIENCE

Lea Associates, Inc., 2005- Present; Senior Analyst responsible for real estate analysis, data collection and studies, as well as report writing for narrative appraisal assignments concerning all major real estate categories.

Appraisal experience includes a wide variety of existing property types including commercial retail and office, industrial, single-family residential and multiple residential, acreage, and special purpose properties. Primary market is Southern California.

Recent assignments have included the following:

- A valuation assignment of 40 service stations throughout Los Angeles, Orange, Ventura and San Bernardino counties;

- A valuation for the Culver City Redevelopment Agency involving the acquisition of various properties along Venice Boulevard for a light rail project. The properties included an auto repair building, retail buildings, industrial buildings, creative office buildings, and vacant commercial land;

- A valuation for the U.S. Department of Justice in a case involving the acquisition of four sections of land in Imperial County which was leased to the United States and used as part of a bombing range;

- The valuation of the leasehold estate of three properties situated in Marina Del Rey. The analysis included researching rental rates and occupancy rates for boat slips and dry storage lots, as well as researching sales and leases of restaurant, retail, and office space.

- The valuation of a 12-story office building situated in downtown Los Angeles. Lea Associates was asked to provide an opinion of "fair rental value" for the ground floor and basement spaces to prove a basis for rent resetting;

- Lea Associates was retained by CB Richard Ellis in a case involving a 300,000 sf industrial building located in the Los Angeles westside area. The case involved a valuation as of three dates of value. Extensive studies of highest and best use, probability of zoning change and valuation were required;

- Lea Associates was retained by the property owner for the valuation of a scrap metal yard in South Los Angeles. The assignment was to provide a valuation opinion of the fair market value of the site for potential acquisition by the Community Redevelopment Agency of the City of Los Angeles.

JERARDO ARCINIEGA (CONT'D)

EDUCATION

California State University Northridge, Economics, Cum Laude, 2005

Successful completion of the following Appraisal Institute courses and examinations:

- Appraisal Principles (110), Appraisal Institute
- Appraisal Procedures (120), Appraisal Institute
- Residential Market Analysis and Highest and Best Use (200), Appraisal Institute
- Statistics, Modeling, and Finance, Appraisal Institute
- General Appraiser Income Approach (403G), Part I, Appraisal Institute
- General Appraiser Income Approach (404G), Part II, Appraisal Institute
- General Appraiser Sales Comparison Approach, Appraisal Institute
- General Appraiser Site Valuation and Cost Approach, Appraisal Institute
- General Appraiser Report Writing and Case Studies
- General Appraiser Market Analysis and Highest and Best Use
- Real Estate Finance Statistics and Valuation Modeling

ASSOCIATIONS

California State Certified General Real Estate Appraiser, AG042445

CLIENTS (Partial List)

Public

Alameda Corridor - East Construction Authority
City of Culver City Redevelopment Agency
City of Commerce
City of Compton
City of Gardena
City of Lancaster
City of Long Beach
City of Los Angeles
  Community Redevelopment Agency (CRA)
City of Riverside
City of Thousand Oaks
County of Los Angeles,
  Community Development Commission (CDC)
Los Angeles Unified School District (LAUSD)

JERARDO ARCINIEGA (CONT'D)

CLIENT LIST (CONT'D)

Financial Institutions

Hanmi Bank
LaeRoc Funds
Preferred Bank

Corporate

CB Richard Ellis
Meta Housing Corporation
Paragon Partners, Ltd.
Sanli, Pastore & Hill

Attorneys

Blue, Schoor & Diehl, LLP
Charles Ruben & Associates
Cox, Castle & Nicholson, LLP
Harding, Larmore, Mullen, Jakle, Kutcher & Kozal, LLP
Kane, Ballmer & Berkman
Miller Barondess, LLP
Nagler & Associates
Oliver, Sandifer & Murphy
Resch, Polster, Alpert & Berger, LLP
Stradling, Yocca, Carlson & Rauth

Lea Associates, Inc., 1635 Pontius Avenue, Los Angeles, CA 90025
(310) 477-6595 phone (310) 914-0249 facsimile info@leaassoc.com E-mail

Lea Associates
Property Economics

Affiliated Consultants:
John J. Gobbell, Jr., MAI
Michael Popwell, SR/WA

Robert M. Lea, MAI
Barbara J. Lambe
Jerardo Arciniega
Susan O. Gordon
Mark Laubender

April 30, 2013

Mr. Glenn Heald
Management Analyst
City of Culver City
Community Development Department
Economic Development Division
9770 Culver Boulevard
Culver City, CA 90232

Re: Appraisal Report:
Northwest corner of Washington Boulevard & Centinela Avenue
APNs: 4231-002-900 through 909

Job No. 4672E

Dear Mr. Heald:

In accordance with your request, this writing transmits three copies of our Summary Appraisal report concerning the above-referenced property. The report which follows describes the property, its environs, the work carried out in this assignment, our analyses and supporting data.

This report is intended for use only by the Successor Agency to the Culver City Redevelopment Agency and their representatives. Use of this report by others is not intended by the appraiser. It is the function of this appraisal to provide our opinion of the market value of the subject property in order to assist the Successor Agency to the Culver City Redevelopment Agency in possibly selling the subject property.

Based on our investigations and analyses, it is our opinion that as of April 30, 2013, the subject property has a market value, of:

TWO MILLION SIX HUNDRED FIFTEEN THOUSAND DOLLARS

($2,615,000)

Lea Associates, Inc.
Property Economics
1635 Pontius Avenue
Los Angeles, California 90025
Telephone (310) 477-6595
Fax (310) 914-0249
E-mail: info@leaassoc.com

Mr. Glenn Heald
April 30, 2013
Page Two

This report was completed in accordance with the Uniform Standards of Professional Appraisal Practice (USPAP) and in accordance with the Code of Professional Ethics of the Appraisal Institute. The report is prepared in accordance with the reporting requirements set forth under Standards Rule 2-2b of the Uniform Standards of Professional Appraisal Practice.

This report is subject to "Certification and Restriction Upon Disclosure and Use" as well as the "Contingent and Limiting Conditions Upon Which Appraisal Is Made" which follow this letter. In addition, this report is subject to the following specific conditions:

- The subject property is entitled for a retail project with a public parking structure known as Market Hall. The entitlements include the site across the street at the northeasterly corner of Washington Boulevard and Centinela Avenue. Per your instructions, we have considered the property as unentitled and have not considered the proposed project. We have examined the highest and best use of the property, without considering the proposed project. We have utilized the hypothetical condition that the property is unentitled. This includes the fact that the subject property was recently rezoned to public parking facilities. This new zoning restricts the allowable uses on the subject property to parking facilities. We have considered this in our analysis.

- We have not reviewed a current title report for the subject property. Visual inspection of the subject revealed no obvious conditions which would negatively impact the property value. Our valuation is subject to review upon receipt of a current title report.

- We have not reviewed the results of any Phase I environmental assessment reports concerning the subject property. Visual inspection reveals no significant conditions onsite for the subject. Our valuation assumes that no environmental problems exist.

Mr. Glenn Heald
April 30, 2013
Page Three

Retained in our files are worksheets, field notes, maps, and other data upon which our analysis and conclusions are based. Should you have any questions concerning the contents of this report, feel free to call and we will respond promptly.

Respectfully submitted,

LEA ASSOCIATES, INC.

Jerardo Arciniega
CA# AG042445

Robert M. Lea, MAI
CA #AG003090

CERTIFICATION AND RESTRICTION UPON DISCLOSURE AND USE

I certify that, to the best of my knowledge and belief, . . .

- The statements of fact contained in this report are true and correct.
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, impartial, and unbiased professional analyses, opinions, and conclusions.
- I have no present or prospective interest in the property that is the subject of this report, and no personal interest with respect to the parties involved.
- We have performed an appraisal of this property, dated January 17, 2012 (Lea Job No. 4606). We have performed no other services as appraisers or any other capacity regarding the property that is the subject of this report within the three-year period immediately preceding the acceptance of this assignment.
- I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment.
- My engagement in this assignment was not contingent upon developing or reporting predetermined results.
- My compensation for completing this assignment was not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.
- The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the requirements of the Code of Professional Ethics & Standards of Professional Appraisal Practice of the Appraisal Institute, which includes the Uniform Standards of Professional Appraisal Practice (USPAP) of the Appraisal Foundation.
- Mark Laubender has provided significant real property appraisal assistance to the person(s) signing this certification including sale comparable research.
- The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.
- As of the date of this report, Robert M. Lea, MAI, has completed the continuing education program of the Appraisal Institute.
- As of the date of this report, Robert M. Lea, MAI (No. AG003090) and Jerardo Arciniega (No. AG045445) have satisfied the requirements as Certified General Real Estate Appraisers, licensed by the State of California.
- I have made a personal inspection of the property that is the subject of this report.

CA# AG003090

CA# AG042445

CONTINGENT AND LIMITING CONDITIONS UPON WHICH APPRAISAL IS MADE

This report is made expressly subject to the contingent and limiting conditions, factors and assumptions here with:

1. That the vesting and legal description furnished this appraiser are correct.

2. That measurements and areas furnished by others are correct. No survey has been made for the purpose of this appraisal.

3. That the property is appraised as if free and clear of liens and that the title is good and merchantable.

4. That no guarantee is made as to the correctness of estimates or opinions furnished by others which have been used in making this appraisal.

5. That no liabilities be assumed on account of inaccuracies in such estimates or opinions.

6. That no liability is assumed on account of matters of a legal nature, affecting this property, such as title defects, liens, encroachments, overlapping boundaries, etc.

7. That this appraisal is subject to review upon presentation of data which might be later made available, undisclosed or not available at this writing.

8. That the appraiser herein, by reason of this appraisal, is not required to give testimony or attendance in court or any governmental hearing with reference to the property in question, unless arrangements have previously been made therefore.

9. That the maps and exhibits found in this report are provided for reader reference purposes only. No guarantee as to accuracy is expressed or implied.

10. That no liability is assumed on account of the existence of hazardous material or toxic waste on the subject property.

11. That no liability is assumed for specific compliance with the requirements of the Americans with Disabilities Act (ADA).

INTRODUCTION

SCOPE OF THE APPRAISAL

The purpose of this appraisal report is to provide our opinion of the market value of the subject property. The subject property consists of vacant commercial land. The subject property is entitled for retail uses with a parking structure. However, we have been asked to assume the property is unentitled. We have utilized a hypothetical condition that the subject property is unentitled. We have analyzed the fee simple interest in the subject property.

This is a summary appraisal report which supports our rationale and reasoning in estimating the value of the subject property. This report is subject to the "Certification and Restriction Upon Disclosure and Use" and "Contingent and Limiting Conditions upon Which this Appraisal is Made." In addition, this report is subject to the special conditions outlined in the transmittal letter. In our valuation analyses, we have considered the applicability of the Cost, Sales Comparison, and Income Capitalization approaches to value.

Our search efforts included a review and confirmation of sale transactions of commercial land sales in the surrounding area. We have completed an analysis of the property using the Sales Comparison Approach. The Sales Comparison Approach benefits from local land sales in the immediate area. Sales ultimately selected for our analysis were reduced to appropriate units of comparison and applied to the subject property after making necessary adjustments.

It is the function of this appraisal to provide our opinion of the market value of the subject property in order to assist the Successor Agency to the Culver City Redevelopment Agency in possibly selling the subject property.

DEFINITION OF MARKET VALUE

The Comptroller of the Currency defines market value as:[1/]

> The most probable price which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller, each acting prudently, knowledgeably and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

1/Also defined under 12 CFR, Part 34, Subpart C-Appraisals, 34.42(f) Definitions.

a) Buyer and seller are typically motivated;

b) Both parties are well-informed or well-advised, and each acting in what he considers his own best interest;

c) A reasonable time is allowed for exposure in the open market;

d) Payment is made in terms of cash in U.S. dollars or in terms of financial arrangements comparable thereto; and,

e) The price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions granted by anyone associated with the sale.

PROPERTY RIGHTS APPRAISED

The property rights herein appraised consist of the fee simple interest in and to the subject property, excluding mineral rights.

DEFINITION OF FEE SIMPLE ESTATE

"Absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power and escheat."[2]

EXPOSURE TIME

This refers to the estimated length of time the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal; a retrospective estimate based on the analysis of past events assuming a competitive market. In the subject's case, the exposure time was estimated to be four to eight months.

DATE OF VALUE

The date of value is April 30, 2013, generally corresponding to the completion of our current investigations and analyses of relevant data. The report is dated the same.

2/ *The Dictionary of Real Estate Appraisal*, Fifth Edition, the Appraisal Institute, 2010, page 78.

ATTACHMENT 2_Washington Centinela

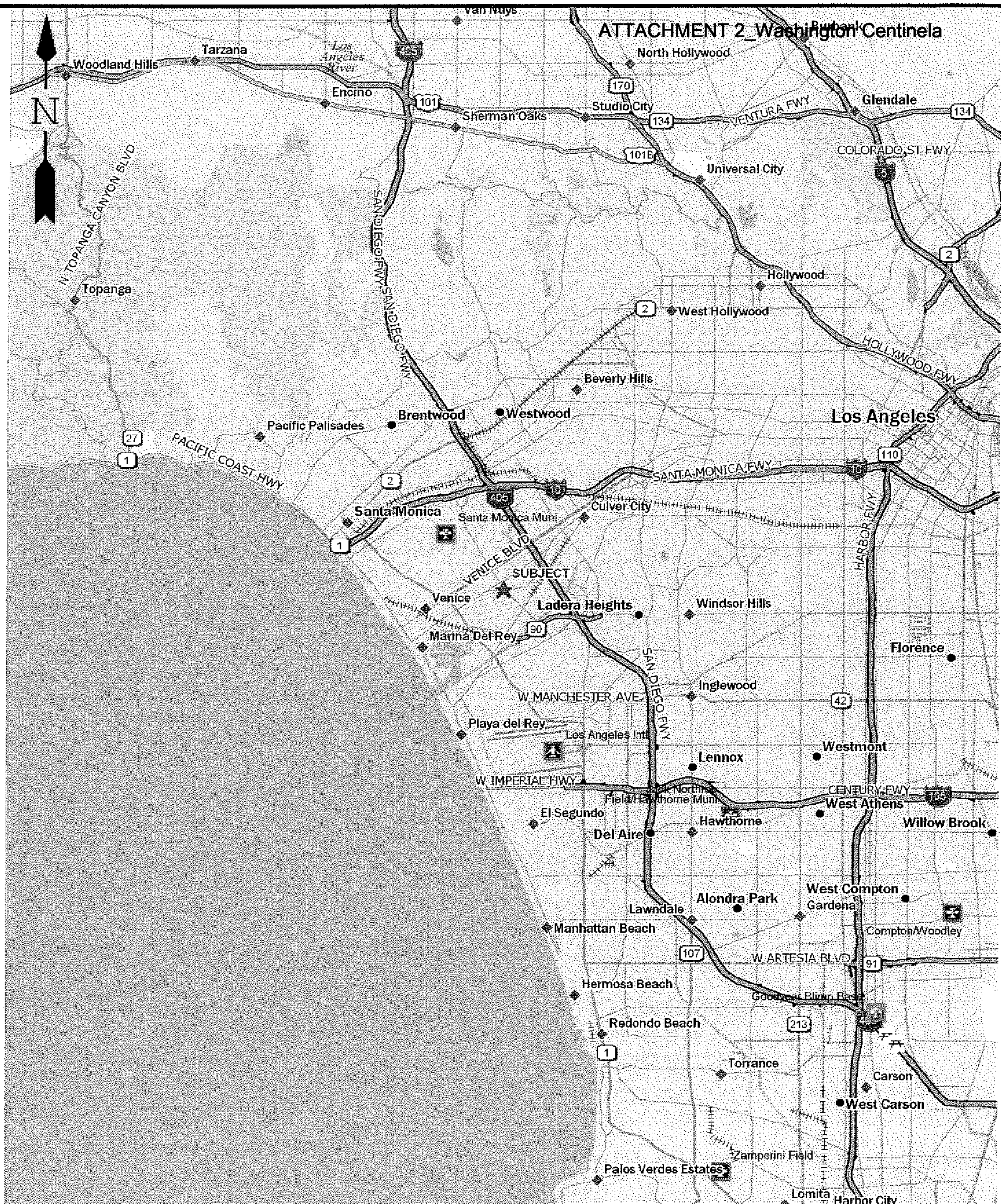


EXHIBIT I
LOCATION MAP
NWC OF WASHINGTON BLVD. & CENTINELA AVE.
CULVER CITY, CALIFORNIA
SCALE: 1" = 3.16± MI.
APRIL 2013

Lea Associates
Property Economics ®

AREA OF SURROUNDING INFLUENCE

Location

The subject property is located in the city of Culver City, within the county of Los Angeles. 5pecifically, the subject property is located on the northwesterly corner of Washington Boulevard and Centinela Avenue.

Regional Influences

The county of Los Angeles contains approximately 4,083 square miles. It is bounded on the north by Kern County, on the east by San Bernardino County, on the southeast by Orange County, and on the northwest and west by Ventura County and the Pacific Ocean, respectively. Los Angeles County had a January 1, 2013 population estimate of 9,889,520 reported by the California Department of Finance. Although population growth has slowed over the past several years compared to the previous decade, all indications suggest that the population will continue to grow on an overall albeit slow basis into 2014 and the remainder of the decade.

Los Angeles County has a well-grounded and diversified economic base in industry and agriculture. Historically, major industries have been aerospace/defense, entertainment, and oil. In addition, as trade between the Pacific Rim countries and the United States has increased, the ports of Long Beach and Los Angeles have progressively handled more cargo, and the importing and exporting of raw materials and finished products, along with their distribution, has become an important segment of the local economy. Los Angeles is also recognized as a West Coast financial center.

Evidence of the local economy is reflected in area employment rate figures produced by the Bureau of Labor Statistics of the Unites States Department of Labor.

CIVILIAN LABOR FORCE STATISTICS
LOS ANGELES COUNTY

Year	Labor Force	Employment	Unemployment	Unemployment Rate
2000	4,671,800	4,421,900	249,900	5.3%
2001	4,777,000	4,506,900	270,100	5.7%
2002	4,789,800	4,465,600	324,200	6.8%
2003	4,788,800	4,451,700	337,100	7.0%
2004	4,859,070	4,587,820	291,250	6.0%
2005	4,967,400	4,714,900	252,600	5.1%
2006	4,860,600	4,631,600	229,100	4.7%
2007	4,921,200	4,675,300	245,900	5.0%

2008	4,972,000	4,598,300	373,800	7.5%
2009	4,869,400	4,285,100	584,300	12.0%
2010	4,910,500	4,291,400	619,100	12.6%
2011	4,924,400	4,318,900	605,500	12.3%
2012	4,879,700	4,345,700	534,000	10.9%

Source: California Employment Development Department U.S. Labor Market Information Division

Unemployment increased dramatically in the 2009 year as the United States entered into a recession. It continued to increase in 2010. Data compiled by the U.S. Bureau of Labor Statistics shows that the unemployment rate reached its peak in July 2010 at 13.4%. The unemployment rate began to drop the second half of 2010 and showed an annual average of 12.6%. The unemployment rate has continued a very slow decrease through 2011 and 2012. Home prices have stabilized in most of the county and the high foreclosure rates that caused the inventory of homes for sale to remain high has slowed.

The following summary depicts the trend of total taxable sales in Los Angeles County since 2000. The total taxable sales of a region, is another indicator used in tracking economic activity and measures the purchasing power of the residents in the region.

TAXABLE SALES COUNTY OF LOS ANGELES
2000 - 2011
(in thousands)

Year	Total Taxable Sales	% Change
2000	106,673,534	9.6%
2001	107,426,692	0.7%
2002	108,753,064	1.2%
2003	113,685,422	4.3%
2004	122,533,104	7.8%
2005	130,722,373	6.7%
2006	136,162,552	4.2%
2007	137,820,418	1.2%
2008	131,881,744	-4.3%
2009	112,744,727	-14.5%
2010	116,942,334	3.7%
2011	126,440,737	8.1%

Source: Taxable Sales in County of Los Angeles, California State Board of Equalization

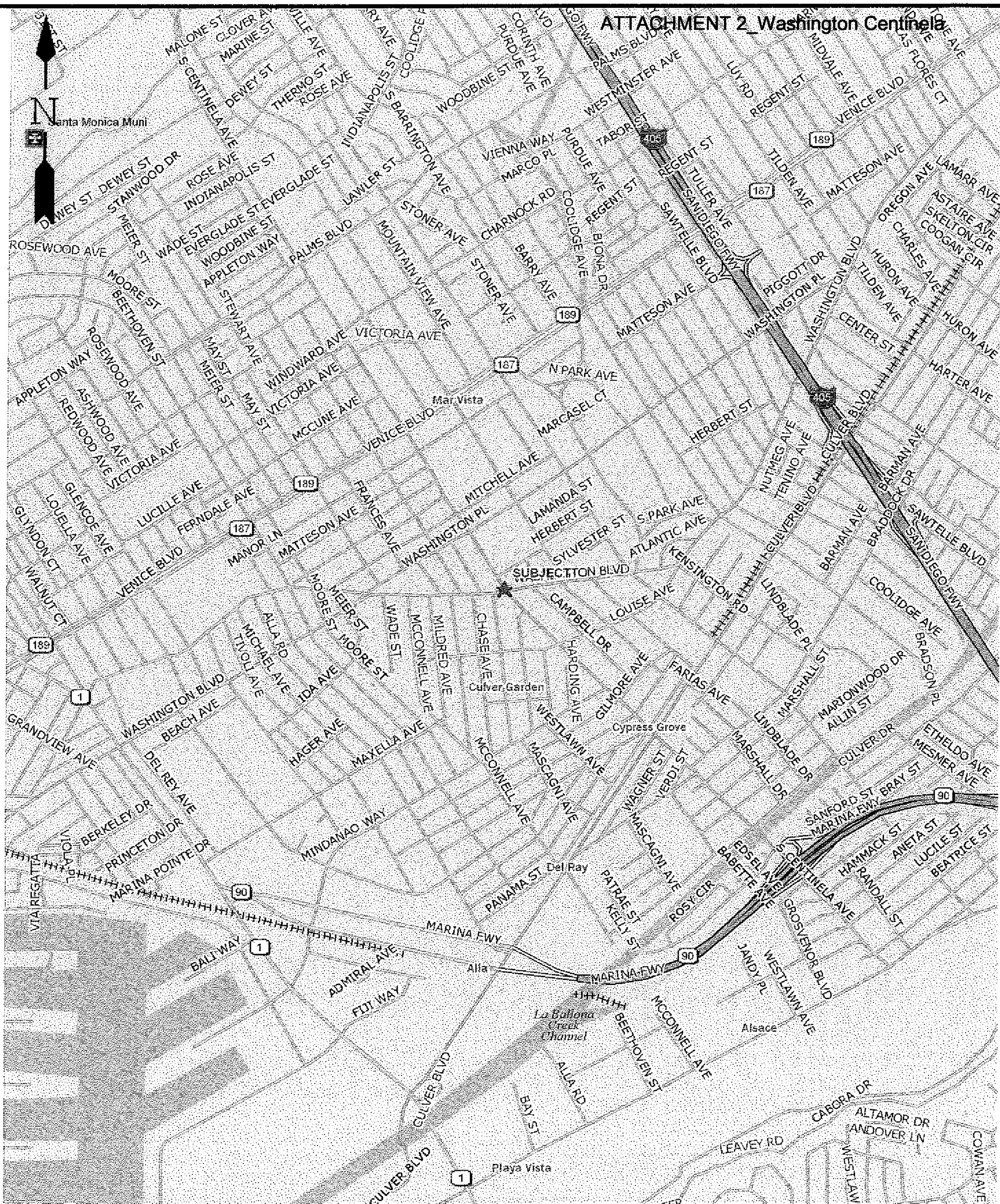


EXHIBIT II
VICINITY MAP
NWC OF WASHINGTON BLVD. & CENTINELA AVE.
CULVER CITY, CALIFORNIA
SCALE: 1" = 0.39± MI.
APRIL 2013

Lea Associates
Property Economics

The figures show a steady increase in taxable sales with significant growth from 2003 through 2006. However, taxable sales began declining in 2008 and experienced a large drop in the 2009 year. Taxable sales increased in the 2010 year, a positive sign that the economy may be slowly recovering. The latest data available is taxable sales through 2011. Based on the 2011 results, Los Angeles County sales rose 8.1%.

According to the Board of Equalization (BOE) researchers, more recent statewide data indicate that a recovery in taxable sales continued in the second quarter of 2012. BOE's estimate of statewide taxable sales for the third quarter of 2012, based on cash receipts, shows that sales rose 6.2% over the same period a year earlier.

The City

The City of Culver City was incorporated in 1917 and currently functions under a council-manager type of municipal government. The city contains just less than five square miles and is bordered by the city of Los Angeles to the west, south and east, with Los Angeles County to the southeast. The city is well served by the greater Los Angeles freeway network, with the San Diego Freeway (Interstate 405) forming the westerly boundary, State Route 90 Freeway at the southern extreme and the Santa Monica Freeway (Interstate 10) on the north. This provides convenient access to all parts of West Los Angeles, and Southern California as a whole.

The City of Culver City is essentially fully built up with primarily highest and best use improvements. Hence, population figures show very little change and emphasize stability.

Year	*Population*	*% Change*
1990	38,793	- -
2000	38,816	- -
2001	39,300	1.2%
2002	39,850	1.4%
2003	40,200	0.9%
2004	40,550	0.9%
2005	40,630	0.2%
2006	40,723	0.2%
2007	40,564	-0.4%
2008	40,464	-0.3%
2009	40,507	0.1%
2010	38,911	-3.9%
2011	38,973	0.2%
2012	39,004	0.2%

Source: State of California Department of Finance

Primary arterials within Culver City are Venice Boulevard, Washington Boulevard, Culver Boulevard, and Jefferson Boulevard, aligned in a southwesterly/northeasterly direction. Overland Avenue and Sepulveda Boulevard are the primary northwesterly/southeasterly arterials. Major employers within the city are Sony Pictures Entertainment, the Westfield - Culver City Mall, Brotman Medical Center, Culver City Unified School District, and the City of Culver City.

Surroundings

The subject's surroundings are primarily commercial along Washington Boulevard with both office and retail uses. There are also auto repair uses to the west. The surroundings along Centinela Avenue include a mixture of commercial and multi-family residential uses. The west side of Centinela Avenue, north of the subject property is primarily improved with apartment buildings. The east side of Centinela Avenue includes a shopping center anchored by Vons supermarket and Rite-Aid. There are single-family residences along Colonial Avenue.

MARKET OVERVIEW

Although the subject property is zoned PPF, Planned Parking Facilities, it is located at a commercial intersection. We have therefore utilized commercial properties in our Market Overview.

We have utilized CoStar/Comps, Inc. to gather statistical trend data in the subject's vicinity. We gathered sales data from a radius of ten miles from the subject property (enough for 100 sales in each time period). Improved building sales were used as a proxy to determine a market conditions adjustment as there was not an adequate number of commercial land sales to produce reliable results. The results of the CoStar/Comps, Inc. trend report are shown below:

RETAIL BUILDING SALES
CULVER CITY & VICINITY

	03/01/10-02/28/11	03/01/11-02/28/12	03/01/12-02/28/13
# of Sales	131	123	182
Median Price psf	$324.96	$358.73	$364.00
% Change Per Year	--	10.4%	1.5%
% Change To 2013	12.0%	1.5%	--

Average Capitalization Rate	6.57%	7.12%	5.42%

Source: CoStar/Comps, Inc.

The above data shows price levels have begun to increase over the past two years, after several years of decline. Prices increased approximately 10% between the March 2010/February 2011 year to the March 2011/February 2012 year. However, over the prior year, prices showed a modest 1.5% increase.

We have also reviewed the latest retail market research report prepared by Colliers International. According to their 1st Quarter 2013 Greater Los Angeles Basin Retail Market Report, the vacancy rate in Los Angeles County was 5.7%, down 10 basis points from the previous quarter. In addition, they also report the average asking rates increasing from $2.33 psf in the previous quarter to $2.36 psf.

Overall, it appears the retail market is showing modest gains. Prices have increased slightly over the past year. Vacancy rates are also showing small rates of decline. Finally, asking rents are also increasing slightly.

ATTACHMENT 2_Washington Centinela

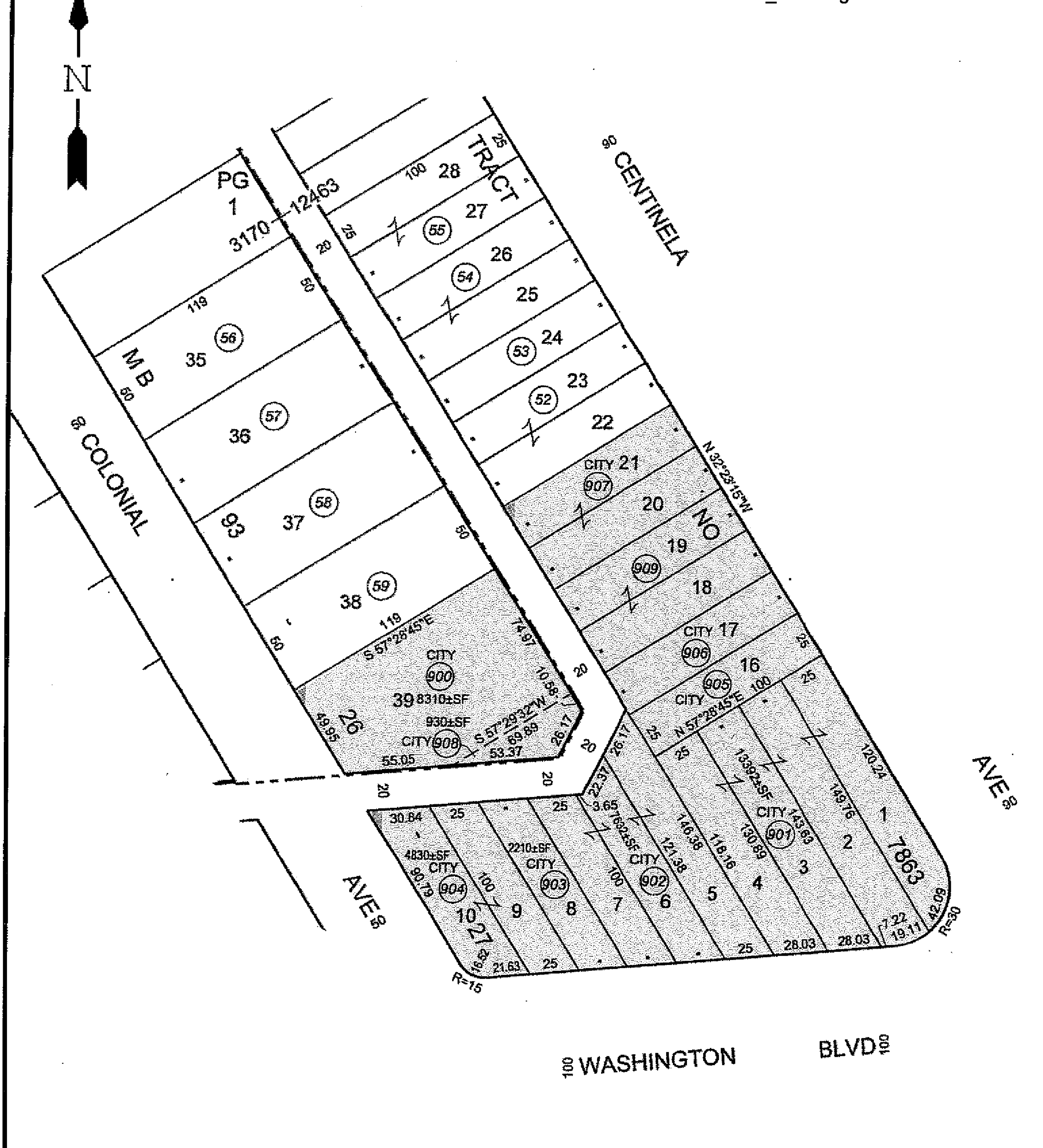


EXHIBIT III
SITE MAP
NWC OF WASHINGTON BLVD & CENTINELA AVE
CULVER CITY, CALIFORNIA
SCALE: 1" = 70± FT.
APRIL 2013

Lea Associates
Property Economics

SUBJECT PROPERTY

OWNER OF RECORD

The subject property show title held by:

The City of Culver City
9770 Culver Boulevard
Culver City, California 90232-2703

The last recorded transaction was recorded on March 14, 2011 as Document No. 388074. It was a non-arms length transaction between the Culver City Redevelopment Agency to the City of Culver City. There have been no market transactions within the last five years. The subject is not currently listed for sale. However, the purpose of this appraisal is to determine our opinion of the market value of the site, in order to assist the Successor Agency to the Culver City Redevelopment Agency in the possible sale of the subject property.

Location

12403-12423 Washington Boulevard
4061-4063 Centinela Avenue &
4064 Colonial Avenue
Culver City, CA

Legal Description

The legal description for the northwesterly corner of Washington Boulevard and Centinela Avenue is summarized as Lots 1 through 10, 16 through 21, and Lot 39, Tract No. 7863, as recorded in Book 93, Pages 26-27 of Maps, in the Office of the Los Angeles County Recorder.

Shape:	Irregular
Area:	52,304± sf (per Assessor's map and our calculations, not including the alley)
Topography:	Level at street grade
Soils and Drainage Conditions:	No soil report has been made available, but a visual inspection of the subject and surrounding property and developments revealed no other adverse conditions.
Census Tract No.:	7028.03

Earthquake Zone:	The subject property is not within a Special Study Zone due to historic earthquake activity (per Flood Data Systems, Inc.). However, all of Southern California is subject to earthquakes as the result of an extensive system of faults.
Hazardous Substances:	Based on our on-site inspection of the subject property we have not observed any hazardous substances that might impact the marketability and/or the value of the subject property. Our appraisal report and its value conclusion are subject to our receipt and review of the environmental assessment report and the following of any clean-up recommendations contained in that report

ZONE

The subject property was formerly zoned CG - Commercial General, R1 – Single Family Residential, and RMD – Medium Density Multiple-Family Residential. However, the subject zoning has been changed to PPF, Public Parking Facility. The entire subject now has this zoning. The PPF zone is intended for parking facilities.

ENTITLEMENTS

The subject property is currently entitled. The City of Culver City has named the project Market Hall. The northwesterly corner of Washington and Centinela Avenue is entitled for commercial buildings totaling 21,250 square feet and a parking structure. However, we have been asked to appraise the property as if it is unentitled. We have utilized a hypothetical condition that the subject property is unentitled.

ASSESSOR'S DATA

	12403-12423 Washington Blvd
Assessor's Parcel No.:	4231-002-900 to 909
Assessed Values:	2011
Improvements:	$0
Land:	$2,903,072

Total:	$2,903,072
Actual Taxes:	Exempt
Tax Code Area:	12463 & 3170
Tax Rate	$1.074229 per $100 assessed valuation for both tax rate areas

In accordance with Proposition 13, the subject would be reassessed under sale or other subsequent transfer.

EASEMENTS

We have reviewed various title reports for the subject property. However, we have not reviewed a current titled report for the subject property. They revealed the following easements. The subject property has six easements for pipes, pole lines, conduits and incidental purposes. Inspection of the subject property revealed no apparent conditions that would negatively impact property value.

UTILITY AVAILABILITY

All of the usual and necessary public utilities are available to the subject property.

ACCESS AND STREET IMPROVEMENTS

The subject property enjoys full pedestrian and vehicular access to Washington Boulevard and Centinela Avenue. Washington Boulevard is a primary arterial dedicated to a width of 100 feet. It is aligned in an east/west direction and allows for three lanes of traffic in each direction with left turn pockets. Curbside parallel parking is permitted along both sides of the street. Centinela Avenue is a main arterial dedicated to a width of 90 feet. It is aligned in a northwest/southeast direction and allows for two lanes of traffic in each direction.

The subject also fronts on Colonial Avenue. It is a secondary street aligned in a northwest/southeast direction. It is dedicated to a width of 50 feet and allows one lane of traffic in each direction. The subject also has access to an alley which intersects with Colonial Avenue. This alley is aligned in a east/west direction and becomes a north/south alley paralleling Centinela Avenue. It is a 20 foot wide alley and is concrete paved providing access to the rear of the site.

All streets are improved with concrete curbs, gutters, and sidewalks at the subject location. Street lighting is provided along both sides of each street.

Improvements

Summary: The subject property consists of vacant commercial land. Details of the subject were obtained during our inspection of the property.

OCCUPANCY

The subject property is currently vacant.

HIGHEST AND BEST USE

Highest and Best Use may be defined as:

"The reasonably probable and legal use of vacant land or improved property, which is physically possible, appropriately supported, financially feasible, and that results in the highest value."[13/]

Our analysis of Highest and Best Use includes two studies: Highest and Best Use of land as if vacant, and Highest and Best Use of property as improved. The highest and best use of both land as if vacant and property as improved must meet four criteria. The highest and best use must be physically possible, legally permissible, financially feasible, and maximally productive.

As Though Vacant

Legally Permissible: The present zoning limits allowable uses to parking facilities. Therefore, only parking facilities would be allowed.

Physically Possible: The subject site consists of approximately 52,000 sf of land. The topography of the sites is level site at street grade. These characteristics would be conducive to a wide variety of uses.

Financially Feasible: Those improvement programs that would produce a positive return on the investment required to construct them. Sale prices for improved properties have begun to increase. There are new projects either under construction or recently completed in the subject

3/ *The Appraisal of Real Estate*, 13th Edition (Appraisal Institute, Chicago, 2008) 277-278.

neighborhood including a completed project at the intersection of Washington Boulevard and Sepulveda Boulevard, and project under construction at the intersection of Washington Boulevard and Hughes/Duquesne Avenue and the easterly adjacent property. Commercial developments are felt to be feasible at this time.

Maximally Productive: The maximally productive use is that which results in the highest return to the subject property. Economic conditions are conducive for development. Therefore, we conclude the maximally productive use for the subject site is to construct a public parking facility.

As Improved

Since no structure currently exists on the property, we have not examined the highest and best use of the property as improved.

VALUATION

INTRODUCTION

In theory, there are three approaches to value, the Cost Approach, the Sales Comparison Approach, and the Income Capitalization Approach.

The Cost Approach is based on the principle of substitution under the assumption that an informed buyer would pay no more than the cost of reproducing a substitute property with the same utility as the subject property. This process involves estimating either the reproduction or replacement cost new for the improvements, deducting an estimated dollar amount for accrued depreciation and adding the estimated land value. Land value is usually estimated by the Sales Comparison Approach.

The Sales Comparison Approach is also based on the principle of substitution under the assumption of reasonable market behavior. This approach involves direct comparison of similar properties that have sold to the subject property. The data from these comparables are converted to pertinent units of comparison that are analyzed and adjusted for differences which are considered significant, leading to a value indication for the subject property.

The Income Capitalization Approach is based on the principle of anticipation of future benefits and reflects the present worth of these rights accruing to ownership. These future benefits consist of annual net income that the property can generate during a period of ownership and the reversion of a capital sum at the time the property is sold. Using a market-derived capitalization rate, the stabilized net income is converted to the present value of anticipated cash flows. Provision for the investor's recapture of invested capital, as well as return on capital, is built into this capitalization procedure.

The steps necessary in this process entail estimating gross revenues. Estimated expenses are then deducted to provide a projected net operating income (NOI). This NOI is then capitalized at an appropriate rate to yield an indication of value.

After considering the approaches to value, your appraiser considers the quantity and quality of the data available for examination under each of the approaches utilized, inherent dangers and advantages in each approach, and the relevancy of each to the subject property and the appraisal problem. Under the Reconciliation subheading of this report section, we present an evaluation of each approach and a discussion regarding our final estimate of value.

In our valuation of the subject property, we have utilized the Sales Comparison approach to value. The Cost Approach and Income Approach to value were not deemed appropriate for this assignment because participants in the subject market do not generally utilize these approaches to value in making purchase and sale decisions for properties similar to the subject property.

BACKGROUND AND GENERAL COMMENTS

The subject property is entitled for commercial development including a parking structure. We have been asked to not consider the project and entitlements. We have been asked to perform an appraisal of the sites as though vacant and available for development to its highest and best use. Therefore, we have utilized the hypothetical condition that the subject site is unentitled.

The subject zoning is public parking facilities. It restricts uses to parking facilities. We have therefore utilized comparable sales which were purchased for parking uses.

SALES COMPARISON APPROACH - LAND VALUE

The market for land sales in the subject's vicinity was surveyed to obtain sale information for our use in estimating the market value of the subject property. The sources of market data included the Los Angeles County Assessor's and Recorder's data compiled by Real Quest, Co-Star/Comps Inc., LoopNet, the Multiple Listing Service, and interviews with knowledgeable brokers. After the sale data was collected, we verified the details of the transactions with the buyer, seller, or broker, whenever possible.

The market data items were then field inspected and compared and contrasted to the subject property. The sale items uncovered in our investigations are displayed on the preceding Table I, and displayed geographically on the facing Market Data Map. In comparing these transactions to the subject property, we considered the time of sale, general location, including commercial exposure and interior or corner location, entitlement status, development density, site size, zoning, shape, depth and access. The following paragraphs address some of the significant differences and similarities between the comparables and the subjects, as we evaluate this data and use it for deriving an opinion of value for the subject property.

In this analysis and in other similar studies, we observed the price psf of site area to be the most consistent pricing parameter for sites similar to the subject. Accordingly, our comparison analyses between the sale items and the subject property have been conducted with the primary emphasis on price per square foot (psf) of land area. Therefore, any references to superiority or inferiority are on a psf of land area basis and are not necessarily reflective of total property value.

Qualitative adjustments remain for all of the elements of comparison except time or market

TABLE I
MARKET DATA SUMMARY
PARKING LOT LAND SALES
CULVER CITY, CA & VICINITY

ITEM NO.	LOCATION / APN	SALE DATE	ZONE	SITE AREA (± SF/ACRES)	SHAPE	PRICE TOTAL	PRICE Per SF LAND	REMARKS
1	4207 Del Rey Avenue Marina Del Rey 4230-001-008	May-11	M2	4,210 0.10	Rectangular	$300,000	$71.26	Purchased for use as a parking lot for an adjacent building.
2	NEC Washington Blvd & Mentone Ave 10451 Washington Boulevard Culver City 4208-007-014	Feb-12	CG	7,800 0.18	Rectangular	$875,000	$112.18	Purchased to use as a parking lot for a nearby property .
3	East Side of S La Cienega Boulevard Between Alvira & Cullen streets Los Angeles 5065-005-024, 027	May-11	CM	5,000 0.11	Rectangular	$635,000	$127.00	Parking lot; purchased by an adjacent user; listing broker indicated the buyer paid a slight premium (±5%).
4	5830 Perry Drive Culver City 4205-002-020	Nov-12	IG	3,860 0.09	Rectangular	$275,000	$71.24	Purchased to construct an industrial building.
Subject	NWC Washington Blvd/Centinela Ave Culver City 4231-002-900 thru 909	Apr-13 (D.O.V.)	PPF	52,304 1.20	Irregular			

SOURCE: LEA ASSOCIATES, INC., SURVEY, APRIL 2013

Job No. 4672

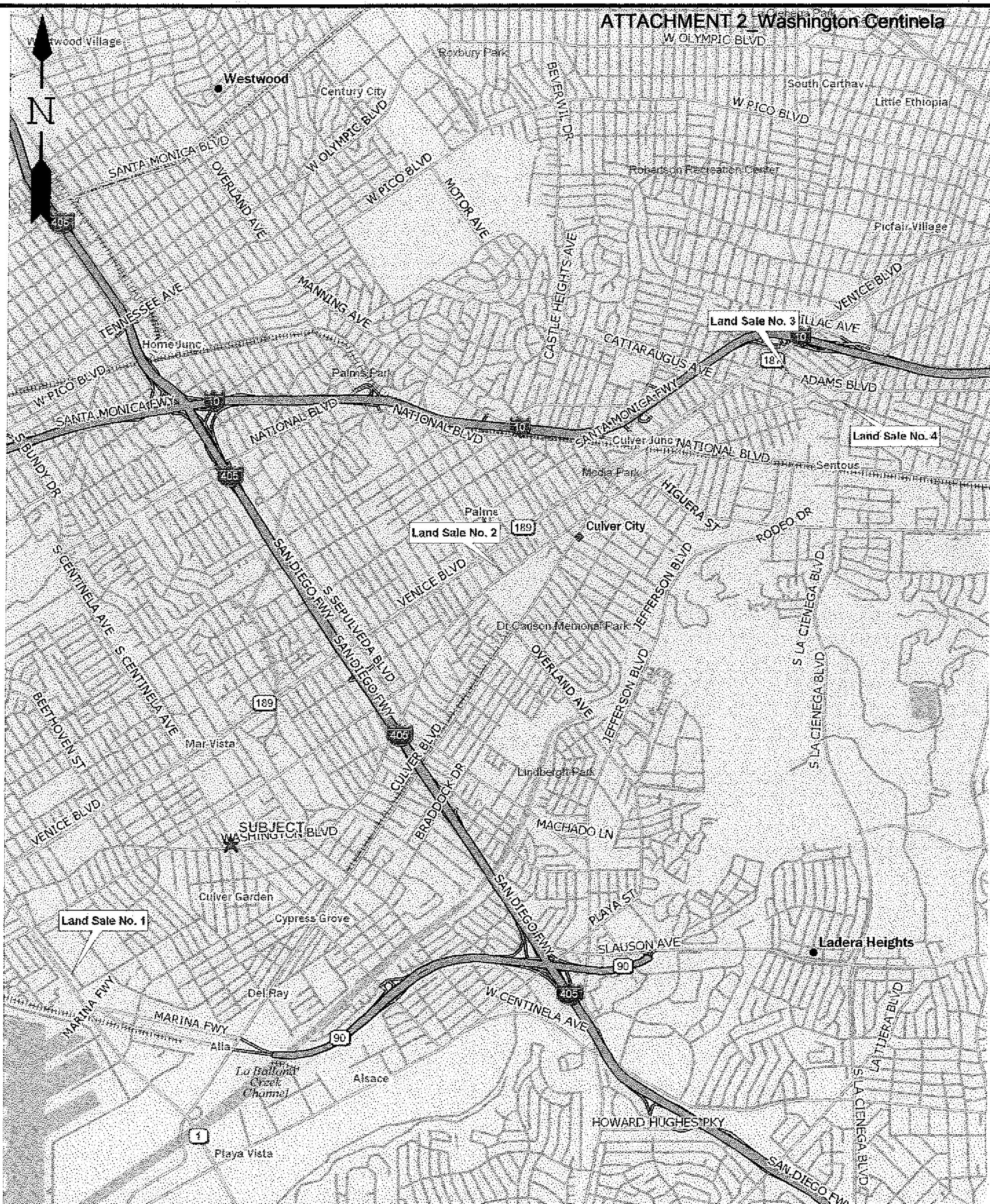


EXHIBIT III
MARKET DATA MAP - PARKING LOT SALES
NWC OF WASHINGTON BLVD & CENTINELA AVE
CULVER CITY, CALIFORNIA
SCALE: 1" = 4000± FT.
APRIL 2013

Lea Associates
Property Economics

conditions. We gathered aggregate trend data on commercial properties from Co-Star/Comps Inc., shown earlier in our Market Overview section. All the sales occurred between May 2011 and October 2012. Our trend data indicates little change in the median price psf over this time period. Therefore, we have not applied an adjustment for time.

The four transactions shown on Table I range in size from roughly 3,800 sf to 8,000 sf. Unit prices ranged from approximately $70 to $130 psf of land area. The sales range in transaction date from May 2011 to February 2013.

Item No. 1 is a May 2011 sale located on Del Rey Avenue, south of Washington Boulevard. The Marina Del Rey location was considered superior to the subject property. The rectangular shape was also considered superior, as well as the site area. The traffic count and interior placement of the property were considered inferior, however. Overall, we would expect the subject to sell for a lower price psf of land area.

Item No. 2 is the February 2012 sale of a corner property located on the northeasterly corner of Washington Boulevard and Mentone Avenue. The general located was considered similar to the subject property. The rectangular shape of the property was considered superior, as well as the site area. The corner placement and traffic count were similar features. Overall, we would expect the subject property to sell for a considerably lower price psf of land area.

Item No. 3 is a May 2011 sale of a property located on the East side of La Cienega Boulevard, in the city of Los Angeles. The location was similar, while the rectangular shape of the property was considered superior to the triangular shape of the subject property. There was a 5% premium paid on the property; a slightly superior feature. Site area was superior, while the interior placement of the property is an inferior feature. The traffic count was similar. Overall, we would expect the subject property to sell for a significantly lower price psf of land area.

Item No. 4 is a February 2013 sale of a site located on Perry drive, in the city of Culver City. The rectangular shape of the property and the site area are superior features. The location is similar, while the traffic count and interior placement are considered inferior features. Overall, we would expect the subject property to sell for a slightly lower price psf of land area.

Overall, all the sale items were considered superior to the subject property. While the sales were purchased to be utilized as parking lots, they were all superior in terms of size on a price psf of land area basis.Based on our analysis of the market data, we have concluded that the subject should be valued at a unit rate of $50 psf of land area. This results in the following:

52,304± sf at $50 psf = $2,615,200

Rounded = $2,615,000

Therefore, the concluded market value of the subject property as of the date of value, based on the Sales Comparison Approach, is:

TWO MILLION SIX HUNDRED FIFTEEN THOUSAND DOLLARS

($2,615,000)

RECONCILIATION AND FINAL VALUE ESTIMATE

The subject property has been analyzed using the specified approach to value to provide our opinion of the market value for the subject property. The value derived from this approach is listed below:

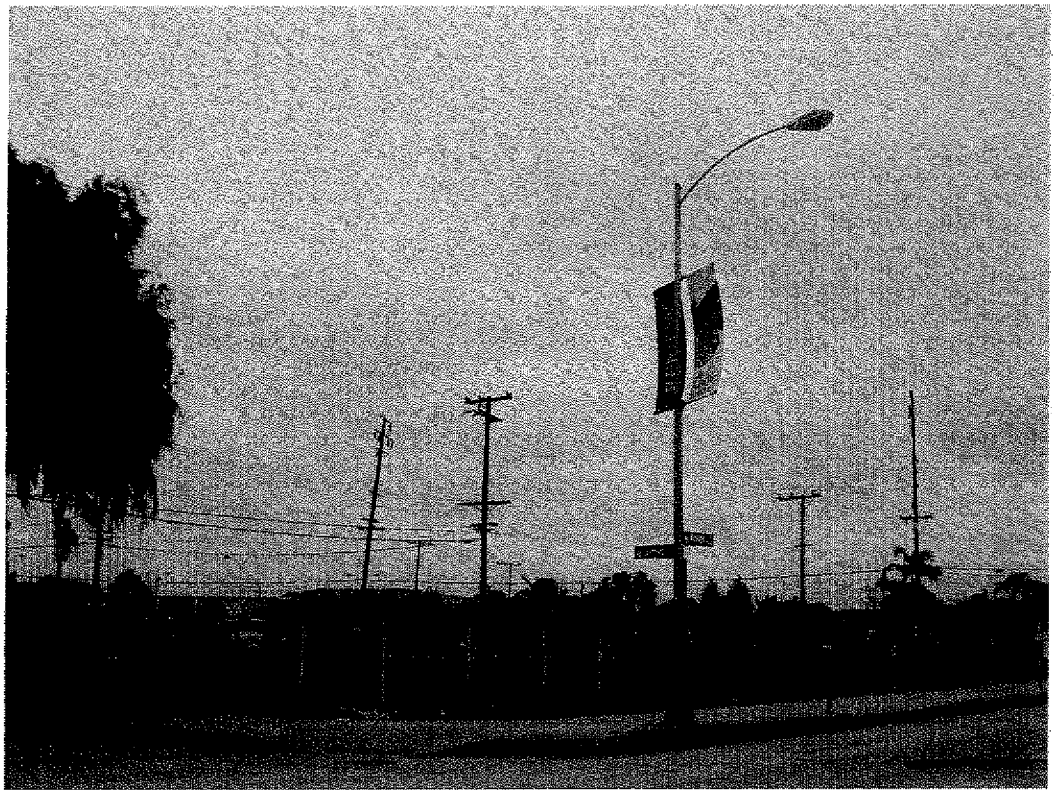
Sales Comparison Approach-Land: $2,615,000

The Sales Comparison-Land value resulted from an analysis of relevant land sales in the area. The strength of this approach is that it directly reflects the attitude of knowledgeable buyers and sellers prevalent in the market place.

Therefore, it is our opinion the market value of the subject property, as of the effective date of appraisal, is as follows:

TWO MILLION SIX HUNDRED FIFTEEN THOUSAND DOLLARS

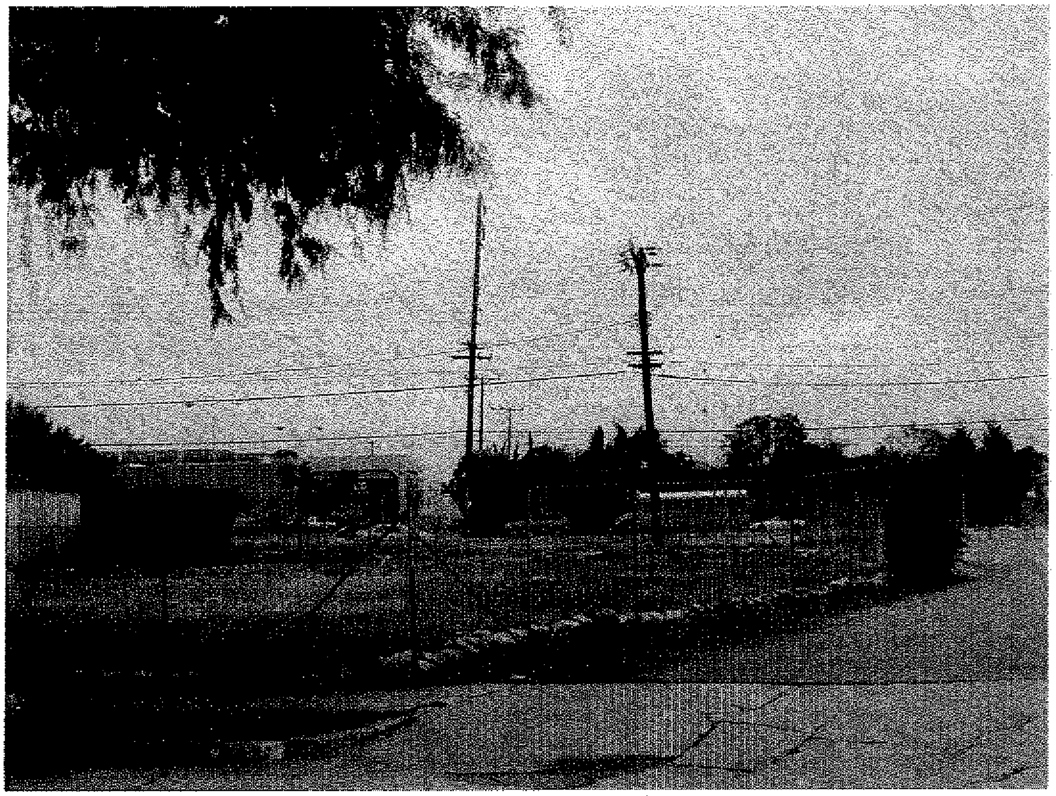
($2,615,000)



View of subject from corner of Washington Boulevard & Colonial avenue.

View of subject facing east.

SUBJECT PROPERTY: NWC WASHINGTON BOULEVARD & CENTINELA AVENUE



View of subject from Colonial Avenue.

View of Colonial Avenue facing Washington Boulevard.

SUBJECT PROPERTY: NWC WASHINGTON BOULEVARD & CENTINELA AVENUE

Northeasterly view of the subject.

Easterly view along Washington Boulevard.

SUBJECT PROPERTY: NWC WASHINGTON BOULEVARD & CENTINELA AVENUE

View of the subject from the intersection of Washington Boulevard and Centinela Avenue.

ROBERT M. LEA, MAI

EXPERIENCE

Lea Associates, Inc., 1976 - Present; Chairman of the Board and President of the firm, providing varied services in real estate consulting including appraisal, analysis, market studies, demand and financial feasibility analysis.

Relevant assignments have included the following:

- Multiple appraisals of Hollywood Center Studios, an approximately 300,000 square foot production/office facility.
- Playa Vista adjacent–highest and best use analysis and valuation former U.S. Postal Service facility on Jefferson Boulevard, approximately 350,000 square foot structure on 20+ acre site
- Playa Vista adjacent-valuation of approximately 60,000 square foot flex office/ laboratory building.
- Valuation of multiple commercial sites, Santa Monica Olympic Corridor, adjacent to Lantana.
- Highest and best use analysis and valuation approximately 34 acre site of the West Los Angeles Federal building, Wilshire Boulevard at Veteran Avenue.

Donahue and Company, Inc., 1972-1976; Mr. Lea, a director and officer of the firm, directed operations of the company's regional offices in Inglewood, California. Mr. Lea held the responsibility for the completion of all types of real estate appraisal and analysis assignments and served as a consultant to public and private clients in real estate matters.

El Camino College, 1974 - 1975; Mr. Lea served as an instructor of real estate appraisal at El Camino College, Torrance, California.

R. H. Flavell and Associates, 1965 - 1972; Senior Appraiser completing appraisal assignments on virtually all types of property. Work was undertaken on both company contracts and independent assignments. Purpose of appraisal assignments included: to determine just compensation in eminent domain matters (including full and partial fee takings and various easement takings), to establish purchase or sale price to serve as a basis for financing, to determine market value for taxation purposes, and to assist in the settlement of domestic relations matters, estate distribution, etc. Served in a supervisory or management capacity on numerous large appraisal assignments.

EDUCATION

Continuous participation in classes and seminars in pertinent study areas.

Successfully completed examination for the State of California for Certified General Real Estate Appraiser, January 7, 1992.

Successfully completed examination for the Standards of Professional Practice Course, American Institute of Real Estate Appraisers, 1985, 1991.

University of Southern California, Graduate School of Business Administration, continuing study toward M.B.A. degree, 1977-81.

Successfully completed the Comprehensive Examination of the American Institute of Real Estate Appraisers, 1972.

Successfully completed examination for Course IV of the American Institute of Real Estate Appraisers, 1972.

University of Southern California, Graduate School of Business Administration, completed one year of part-time study toward M.B.A. degree, 1969-1970.

Successfully completed examination for Course I and II of the American Institute of Real Estate Appraisers, 1968.

University of California, Los Angeles, Bachelor of Science Degree in Business Administration with specializations in Real Estate and Finance, 1966.

EXPERT TESTIMONY

Mr. Lea has qualified as an expert witness in real estate matters and testified before:

- Superior Court, Los Angeles County
- Superior Court, Orange County
- Superior Court, Riverside County
- Superior Court, San Bernardino County
- Superior Court, San Diego County
- Superior Court, Ventura County
- United States Bankruptcy Court, Central District of California
- United States District Court, Central District of California
- United States Tax Court
- United States Court of Federal Claims

ASSOCIATIONS

Member of the Appraisal Institute, MAI
Designation Number 4769

Appraisal Institute Posts

National Level

2000-2002	Member, General Appraiser Council
1998	National Screener for Final Experience Review
1995-1998	Member, National Admissions Committee
1993	Chair, General Candidate Guidance Subcommittee
1993	Member, Admissions Committee
1992	Vice Chair, General Candidate Guidance Subcommittee
1989-1990	Member, Government Relations Division, External Affairs Committee
1988-1989	Vice Chairman, National Candidate Guidance Committee
1986-1989	Member, National Candidate Guidance Committee

Regional Level

1995	Member, Regional Nominating Committee
1991-1994	Member, Regional Committee
1987-1989	Member, Regional Committee
1985	Member, Regional Panel, National Ethics and Counseling Committee

Southern California Chapter

2000	Special Advisor to the President
1998	Chair, Nominating Committee
1995	Chair, Nominating Committee
1995	Special Advisor to the Board of Directors
1994	President
1993	Vice President
1992	Secretary/Treasurer
1991	Special Advisor to The President
1988-1991	Director
1987	Assistant Secretary
1986	Chairman, External Affairs Committee
1985	Member, Scholarship Committee
1983-1984	Member, Legislative Committee
1982	Chairman, Research Committee
1980-1985	Member, Admissions Committee
1980-1981	Member, Program Committee
1979-1981	Member, Appraisal Review Committee

Associate Member, Urban Land Institute

Certified General Real Estate Appraiser - AG003090, State of California

PUBLISHED ARTICLES

Appraisal Institute - National

1994 "Subway Tunnel Easements in Metropolitan Areas," *The Appraisal Journal*, April 1994.

Private - Local

1989 "You and the Real Estate Appraiser," *Compensable Business Loss Review*, a publication of Desmond & Marcello, Inc.

Appraisal Institute - National

1987 "Meeting the Experience Requirements," *Candidate Guidance Programs*, American Institute of Real Estate Appraisers.

SPEAKING ENGAGEMENTS

November 2, 2012	International Right of Way Association, Chapter 57, *Pitfalls to Possession* Subject: The Appraisal, Offer, Negotiation and Impasse v. Resolution Process
April 26-27, 2012	International Right of Way Association, Chapter 1, *Annual Valuation Seminar* Subject: Conflicting Mandates & Instructions Between USPAP, Yellow Book & Caltrans Appraisal Guidelines
April 26-27, 2011	International Right of Way Association, Chapter 1, *Annual Valuation Seminar* Subject: Legal Issues of Grade Separation Projects
November 17, 2010	Southern California Chapter of the Appraisal Institute *43rd Annual Litigation Seminar* Subject: The Effective Witness, Best Practices
April 27, 2010	International Right of Way Association, Chapter 1, *Annual Valuation Seminar* Subject: Appraisal of Partial Acquisitions for the Alameda Corridor East Project
August 8-9, 2007	California Redevelopment Association *Legal Issues Symposium* Subject: Issues in Tenant Claims in Eminent Domain

Lea Associates, Inc., 1635 Pontius Avenue, Los Angeles, CA 90025
(310) 477-6595 phone (310) 914-0249 facsimile rlea@leaassoc.com E-mail

November 18, 2005	Southern California Chapter of the Appraisal Institute *38th Annual Litigation Seminar* Subject: Using the Proper Date of Value for a Pretrial Exchange Appraisal and Related Testimony
June 20-21, 2002	Continuing Legal Education International - Eminent Domain Conference Subject: Real Estate Valuation Issues in Tenant Claims in Eminent Domain
August 10, 2000	California Redevelopment Association's *Legal Issues Symposium* Subject: Impacts of Eminent Domain Law on Real Estate Appraisal
March 18, 1999	California Redevelopment Association Annual Conference and Expo. Subject: Strategic Acquisitions for Downtown Development
April 24, 1998	Chapter One of the International Right of Way Association, 6th Annual Right of Way Valuation Conference Subject: Impact of Case Law on Appraisal Practice - Projecting Potential Project Benefits
October 17, 1996	Marina Recreation Association Subject: Appraisals and Arbitration
March 28, 1996	International Right of Way Association, Fourth Annual Valuation Conference Subject: Appraisal and Acquisition of Telecommunication Sites
October 4, 1995	University of California, Los Angeles - Real Estate Finance and Investment (Management 278A) - Professor S. D. Cauley - Fall 1995 Quarter Subject: The Role of the Appraiser in Real Estate Investment
Sept. 14-15, 1995	Continuing Legal Education International - Regulatory Takings: Government Regulation vs. Private Property Rights Subject: Takings, Partial Takings and the Evaluation of Damages
March 21, 1995	International Right of Way Association - Los Angeles Chapter No. 1 Subject: Subsurface Easements
May 14, 1994	The American Society of Appraisers, Third Annual, Appraisals in Eminent Domain Proceedings Case Reviews and Presentations Business Valuation and Real Property Subject: Subsurface Easements
March 24, 1994	International Right of Way Association, Second Annual Right of Way Valuation Conference Subject: Subway Tunnel Easements with No Right of Surface Entry by the Easement Holder

February 26, 1991 The Association of Real Estate Attorneys
Subject: Recent Developments in the Appraisal Field; Preparing Your Witness

CLIENTELE (partial list)

Public

Agua Caliente Band of Cahuilla Indians
City of Brea
City of Carson
City of Compton
City of Culver City
City of Gardena
City of Glendale
City of Hawthorne
City of Hemet
City of Hermosa Beach
City of Huntington Beach
City of Los Angeles
Community Redevelopment Agency
City of La Puente
City of Lancaster
City of Lancaster Engineering Division
City of Long Beach
City of Lynwood
City of Norco
City of Palmdale
City of Pasadena
City of Redondo Beach
City of Rancho Mirage
City of Riverside
City of Santa Clarita
City of Santa Monica
City of Temecula
City of Thousand Oaks
County of Los Angeles,
Community Development Commission
County of Riverside
Economic Development Agency
County of Riverside, Department of
Facilities Management
General Services Administration
Los Angeles County Metropolitan
Transportation Authority
Los Angeles Department of Water and Power
Los Angeles Harbor College
Los Angeles Unified School District
Metropolitan Water District of Southern California
Puente Hills Landfill Native Habitat Preservation Authority
Santa Monica Community College District
Superior Court, Kern County
Superior Court, Santa Barbara County
United States Department of Justice
United States Navy

Financial Institutions

Bank of America
Coldwell Banker Residential Brokerage
GMAC Commercial Mortgage Corporation
Hanmi Bank
Preferred Bank
The Private Bank of California
TIAA-CREF
Union Bank
Wells Fargo Bank

Corporate

CB Richard Ellis, Inc.
Coldwell Banker Residential Brokerage, Inc.
Epic Land Solutions
Fairchild Industries
Fiesta Development
International Harvester Corporation
Kaiser Foundation Health Plan, Inc.
Kinder Morgan Energy Partners, LP
Lawyers' Title Insurance Company
Lennar Communities
McNelis & Company
Mercy Housing
Meta Housing Corporation
Overland, Pacific & Cutler
Paragon Partners
RBF Consulting
Sanli, Pastore & Hill
Southern Pacific Transportation Company

Texaco, Inc.
The Deutsch Company
TICOR Title Insurance Company
Trammell Crow Company

Attorneys

Berman, Mausner & Resser, Los Angeles
Best, Best & Krieger, Los Angeles, Riverside
Blue, Schoor & Diehl, LLP, Los Angeles
Brown, Winfield & Canzoneri, Abram, Inc. Los Angeles
Burke, Williams & Sorensen, LLP, Los Angeles
Charles Ruben & Associates, Los Angeles
Cox, Castle & Nicholson, LLP, Los Angeles
Cummins & White, LLP, Newport Beach
Demetriou, Del Guercio, Springer & Francis, Los Angeles
Gaims, Weil, West & Epstein, LLP, Los Angeles
Gordon & Holmes, San Diego
Greenberg, Glusker, Fields, Claman & Machtinger, Loa Angeles
Gresham, Savage, Nolan & Tilden, San Bernardino
Gotfredson & Associates, Los Angeles
Hahn & Hahn, LLP, Pasadena
Hanna and Morton, LLP, Los Angeles
Hanger, Steinberg, Shapiro & Ash, ALC, Woodland Hills
Harper & Burn, LLP, Orange
Kane, Ballmer & Berkman, Los Angeles
Keeney, Waite & Stevens, San Diego
Lagerloft Senecal Gosney & Kruse, LLP, Pasadena
Law Offices of Michael D. Berk, Los Angeles
Law Offices of Michael E. Leight, Long Beach
Lewis Brisbois Bisgaard & Smith, LLP, Los Angeles
Lyster, Inc., Woodland Hills
Mermel & Mermel, Los Angeles
Miller, Starr & Regalia, Walnut Creek,
Naumann & Levine, San Diego
O'Melveny & Myers, Los Angeles
Oliver, Sandifer & Murphy, Los Angeles
Palarz & Williams, LLP, Los Angeles
Richards, Watson & Gershon, Los Angeles
Reuben, Raucher & Blum, Los Angeles
Silldorf & Levine, San Clemente
Slaughter & Reagan, LLP, Ventura
SNR Denton, San Francisco
Stradling, Yocca, Carlson & Rauth, Newport Beach, San Francisco
Sullivan, Ballog & Williams, LLP, Santa Ana
Thorsnes, Bartolotta & McGuire, San Diego

Pro Bono

Public Counsel (Southern California Affiliate of the Lawyers' Committee for Civil Rights Under Law)
Boy Scouts of America
Don Bosco Technical Institute

JERARDO ARCINIEGA

EXPERIENCE

Lea Associates, Inc., 2005- Present; Senior Analyst responsible for real estate analysis, data collection and studies, as well as report writing for narrative appraisal assignments concerning all major real estate categories.

Appraisal experience includes a wide variety of existing property types including commercial retail and office, industrial, single-family residential and multiple residential, acreage, and special purpose properties. Primary market is Southern California.

Recent assignments have included the following:

- A valuation assignment of 40 service stations throughout Los Angeles, Orange, Ventura and San Bernardino counties;
- A valuation for the Culver City Redevelopment Agency involving the acquisition of various properties along Venice Boulevard for a light rail project. The properties included an auto repair building, retail buildings, industrial buildings, creative office buildings, and vacant commercial land;
- A valuation for the U.S. Department of Justice in a case involving the acquisition of four sections of land in Imperial County which was leased to the United States and used as part of a bombing range;
- The valuation of the leasehold estate of three properties situated in Marina Del Rey. The analysis included researching rental rates and occupancy rates for boat slips and dry storage lots, as well as researching sales and leases of restaurant, retail, and office space.
- The valuation of a 12-story office building situated in downtown Los Angeles. Lea Associates was asked to provide an opinion of "fair rental value" for the ground floor and basement spaces to prove a basis for rent resetting;
- Lea Associates was retained by CB Richard Ellis in a case involving a 300,000 sf industrial building located in the Los Angeles westside area. The case involved a valuation as of three dates of value. Extensive studies of highest and best use, probability of zoning change and valuation were required;
- Lea Associates was retained by the property owner for the valuation of a scrap metal yard in South Los Angeles. The assignment was to provide a valuation opinion of the fair market value of the site for potential acquisition by the Community Redevelopment Agency of the City of Los Angeles.

JERARDO ARCINIEGA (CONT'D)

EDUCATION

California State University Northridge, Economics, Cum Laude, 2005

Successful completion of the following Appraisal Institute courses and examinations:

- Appraisal Principles (110), Appraisal Institute
- Appraisal Procedures (120), Appraisal Institute
- Residential Market Analysis and Highest and Best Use (200), Appraisal Institute
- Statistics, Modeling, and Finance, Appraisal Institute
- General Appraiser Income Approach (403G), Part I, Appraisal Institute
- General Appraiser Income Approach (404G), Part II, Appraisal Institute
- General Appraiser Sales Comparison Approach, Appraisal Institute
- General Appraiser Site Valuation and Cost Approach, Appraisal Institute
- General Appraiser Report Writing and Case Studies
- General Appraiser Market Analysis and Highest and Best Use
- Real Estate Finance Statistics and Valuation Modeling

ASSOCIATIONS

California State Certified General Real Estate Appraiser, AG042445

CLIENTS (Partial List)

Public

Alameda Corridor - East Construction Authority
City of Culver City Redevelopment Agency
City of Commerce
City of Compton
City of Gardena
City of Lancaster
City of Long Beach
City of Los Angeles
   Community Redevelopment Agency (CRA)
City of Riverside
City of Thousand Oaks
County of Los Angeles,
   Community Development Commission (CDC)
Los Angeles Unified School District (LAUSD)

JERARDO ARCINIEGA (CONT'D)

CLIENT LIST (CONT'D)

Financial Institutions

Hanmi Bank
LaeRoc Funds
Preferred Bank

Corporate

CB Richard Ellis
Meta Housing Corporation
Paragon Partners, Ltd.
Sanli, Pastore & Hill

Attorneys

Blue, Schoor & Diehl, LLP
Charles Ruben & Associates
Cox, Castle & Nicholson, LLP
Harding, Larmore, Mullen, Jakle, Kutcher & Kozal, LLP
Kane, Ballmer & Berkman
Miller Barondess, LLP
Nagler & Associates
Oliver, Sandifer & Murphy
Resch, Polster, Alpert & Berger, LLP
Stradling, Yocca, Carlson & Rauth

Lea Associates, Inc., 1635 Pontius Avenue, Los Angeles, CA 90025
(310) 477-6595 phone (310) 914-0249 facsimile info@leaassoc.com E-mail