



CITY COUNCIL STAFF REPORT

DATE: JANUARY 16, 2016

CONSENT CALANDAR

SUBJECT: APPROVE DISPOSITION OF THE SUCCESSOR AGENCY-OWNED PROPERTY LOCATED AT 342-344 NORTH PALM CANYON DRIVE, (APN 513-081-017), AND COMMENCE THE PROCESS TO SOLICIT PROPOSALS FROM INTERESTED BUYERS WITH A GOAL TOWARDS MAXIMIZING VALUE WHILE DEVELOPING THE PROPERTY TO ITS HIGHEST AND BEST USE

FROM: David H. Ready, City Manager

BY: Community & Economic Development Department

SUMMARY

This action is to approve disposition of the Cork n Bottle property located at 342-344 N Palm Canyon Drive through a competitive Request for Proposals (RFP) process soliciting offers to purchase the property.

The City and the Oversight Board for the Successor Agency have recently completed the process mandated by the State of California applicable to the disposition and use of Successor Agency owned Property. Having completed the process, the Successor Agency is now capable of conveying the subject property in accordance with State law.

The City desires to dispose of the property in a manner to maximize value while developing the property to its highest and best use with the long term interest of the City, the community, and the taxing entities in mind.

RECOMMENDATION:

1. Direct staff to initiate the RFP process for disposition of the property.
2. Authorize the City Manager or his designee to execute all documents related to the RFP process.

STAFF ANALYSIS:

This action is to direct staff to undertake a Request for Proposals (RFP) process to obtain offers for the Cork n Bottle property located at 342-344 N. Palm Canyon Drive.

The RFP process would also allow for the evaluation of qualifications of potential purchasers to develop the property to its highest and best use and would ultimately result in a Purchase and Sale Agreement between the City, acting as the Successor Agency to the Community Redevelopment Agency of the City of Palm Springs ("Successor Agency"), and the successful proposer. The Cork n Bottle property is a Successor Agency owned property and its disposition is pursuant to the requirements of 34191.5(c) of the Health and Safety Code.

The State-approved value in the Long Range Property Management Plan (LRPMP) for this 2,080 square foot parcel and the Class I historical structure on it is \$339,620. An appraisal of the market value of the property by Larry L. Simon, MAI concluded a property valuation of \$350,000 as of September 4, 2015. The appraisal value of \$350,000 would be the minimum offer that would be considered in the evaluation of proposals, along with the developers' qualifications, proposed use of the property, and plans for improvements. Evaluation criteria would take into consideration the following: developer concept, developer qualifications, architectural and landscape design, economic feasibility, plans for remediation of building code deficiencies, and price.

The sales proceeds collected by the Successor Agency (net of transaction costs) would be transferred later to the county Auditor-Controller for dissemination to each of the affected taxing agencies of the former redevelopment project area. It is expected that the City would receive a 27% share of those proceeds.

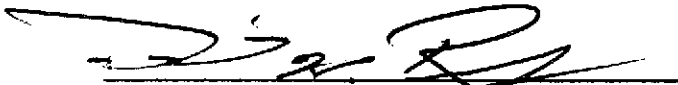
Once proposals are received, staff would evaluate each proposal and bring back a recommendation for Council consideration and approval.

FISCAL IMPACT:

No fiscal impact is associated with issuance of the Request for Proposals. Any sale of property resulting from the RFP will return to the City Council for consideration at a future date.


for Diana Shay, Redevelopment Coordinator


Lauri Aylaian, Director of Community
and Economic Development


David H. Ready, City Manager

Attachments:

1. Draft RFP
2. Appraisal Report dated September 10, 2015



342-344 North Palm Canyon Drive Redevelopment Project Request for Purchase Offers, Qualifications and Conceptual Proposals

I. BACKGROUND

The City of Palm Springs is seeking interested parties to purchase and redevelop the property at 342-344 North Palm Canyon Drive, known as the Cork n Bottle in the Uptown area of Palm Springs, California (see Attachment A with map and legal description). The property is currently owned by the City acting as Successor Agency to the Palm Springs Redevelopment Agency and its disposition is pursuant to the requirements of 34191.5 of the Health and Safety Code. The City and the Oversight Board for the Successor Agency to the Palm Springs Redevelopment Agency have recently completed the process mandated by the State of California applicable to the disposition and use of the Successor Agency Property. Having completed the process, the Successor Agency is now capable of conveying the property in accordance with Section 341191.5(c) of the Health and Safety Code.

The minimum value for disposition of the 2,080 square foot property and the Class I historic structure situated on it approved by the State of California is \$339,620. It is the City's preference to dispose of this property with a view to maximizing long term value. The property is designated as a Class 1 Historic site, thereby limiting future development options. The site is landlocked and has no parking.

The property is located in the Central Business District zone and has a vacant lot to the north, vacant lots to the east and commercial properties to the south. The building is currently leased to a commercial business and is used as a liquor store and smoke shop.

The City review of proposals submitted in response to this RFP will focus on the proposals' fulfillment of three major policy objectives, which can be described as follows:

- To provide a high quality design with a strong aesthetic component along North Palm Canyon Drive;
- To maximize the quality and marketability of the commercial space including remediation of building code deficiencies; and

- To maximize the financial return to the City and to the taxing entities who will benefit from the property disposition.

II. DEVELOPMENT CONCEPT

The City is seeking a developer that will meet the City's objectives stated above and enhance the overall quality of the surrounding neighborhood through quality building design and landscaping.

An appraisal completed in September, 2015 estimated the property to be worth \$350,000.

The City is seeking to complete the sale of the property to a developer at "fair market value" (of at least \$350,000). The City reserves the right to accept or reject any offers received in response to this Request for Proposals.

III. DEVELOPMENT GUIDELINES

The following development guidelines for the property are intended to serve as general parameters for design of the proposed project. The guidelines are also meant to ensure that appropriate amenities are incorporated into the proposed design and to promote the completion of the project while meeting the highest standards for quality.

- The proposed land use and design shall meet the provisions of the City's Zoning Code for the Central Business District standards in the areas of building height, setbacks, lot coverage, parking, and other relevant standards.
- The architectural standards and renovation or construction quality must be commensurate with or higher than the City's established standards.
- Renovation or construction shall be consistent with City building codes. The use of alternative materials and/or construction methods to reduce costs is encouraged, provided there is no reduction in the overall quality of design or construction.

It shall be the sole responsibility of the developer to refine their specific development concept through further research and discussions with City staff (i.e., Planning, Engineering, Building and Safety, and Fire) to ensure full compliance with all applicable State, County and City Codes, while achieving the highest degree of quality development. Development proposals shall be based on current municipal codes, standards and policies and not on the necessity for adjusting existing development standards in order for the development proposal to be viable (with the exception of potentially seeking relief from the General Plan policy requiring commercial frontage on Palm Canyon Drive).

IV. SUBMITTAL REQUIREMENTS

Five (5) copies of the comprehensive proposal shall be submitted to the City for consideration and contain all of the required elements listed below:

A. DEVELOPER QUALIFICATIONS

1. **Development Entity.** Name and address of developer; phone and fax numbers; e-mail address. Identification of all joint venture or limited partners with whom the City would contract for development. Is the developer a subsidiary of, or affiliated with, any other corporation(s) or firms? If yes, list each such corporation or firm by name and address, specify its relationship to the developer and such other corporation or firm.
2. **Development Team.** Identify the role of each development partner in the implementation of the development. Identify and describe role of key individuals in the development team (architects, engineers, project manager, and others). Also identify the party who will be responsible, and has the authority to make decisions for the development team.

Include resume of the developer describing the qualifications of the developer as well as recent development experience. If the proposal is based upon a development team, the resumes of each team member and their respective roles should be submitted.

3. **Developer Experience.** The developer's previous relevant project experience for projects of this type and size: A description of three similar projects (date, location, land uses, size, architectural features, role of development entity in the project, etc.). Include photographs of recently completed projects with information on location and date of the project. Note any projects that involved historically significant sites or structures.
4. **Developer's Financial Capability.** Include a statement of the developer's financial qualification. Proposers should describe their ability to raise equity/debt dollars including current relationships with major lenders, and names and addresses of bank references. Provide information regarding financing and equity arrangements for the three projects listed as developer's relevant experience.

B. DEVELOPMENT PROFORMA

1. Include a detailed development and ten-year operating pro forma outlining the proposed hard, soft, and financing costs associated with the proposed development.
2. Identify all sources of financing, including developer equity, construction and permanent financing, as well as any proposed Agency assistance.
3. Identify all anticipated non-financial assistance such as street, utility, parking or other improvements that the developer would seek to be constructed at the expense of the City or Successor Agency.
4. Identify sales tax, property tax, transient occupancy tax, and any other anticipated revenue to the City or other governmental taxing entities.

C. SITE PLAN

1. Include a basic site plan showing the footprint and layout of all building(s) on the property and, if applicable, the location of any proposed amenities (such as pools, parking, landscaping, courtyards, social gathering areas, etc.) All site plans shall be clearly dimensioned.
2. Identify opportunities for land assembly for use of the property as part of an overall larger development project.

D. PLANNED USE

1. Include a narrative description of the proposed building improvement and overall development if part of a larger assembly.
2. Provide an architectural rendering depicting any proposed exterior modifications to the building. The rendering may be schematic in nature.

E. SUPPORTING TEXT

1. Include a concept summary of the proposed development.
2. Include a proposed construction schedule.
3. Identify any particular constraints or other barriers to developing this project, how the Developer would respond to those barriers, and what the City should be expected to do during the project to address those.

F. SCHEDULE

1. Include a proposed schedule that identifies proposed dates for opening and closing escrow, for obtaining required permits, and for completing all proposed renovation or construction work.

V. EVALUATION CRITERIA

An in-house review committee will review all proposals received by the City and proposals will be evaluated on the basis of the following criteria:

DEVELOPER CONCEPT

A strong development concept for the site, especially one that enhances the historic significance of the site to accommodate the proposed use of the property, is an important consideration in the evaluation of the proposals.

DEVELOPER QUALIFICATION AND EXPERIENCE OF KEY FIRMS AND INDIVIDUALS

The developer must demonstrate sufficient experience and resources to obtain private financing and implement their proposal in an expedient manner. Qualifications and development experience of key personnel will be considered in evaluation.

ARCHITECTURAL AND LANDSCAPE DESIGN

An attractive high quality development is desired for the subject property. The aesthetic character of the proposal and the developer's ability to create attractive finished products, as demonstrated through examples of previous work similar to this proposal, will be given careful consideration. Preservation of the existing historic structure will be included in evaluation, as will the developer's plan for remediating existing seismic, electric, ADA, and other building code deficiencies.

ECONOMIC PRO FORMA

The likelihood of success is an important consideration for each proposal. The economic feasibility of the proposals should be based on the developer obtaining construction and permanent mortgage financing from private sources. Long term revenue generation for the City and other taxing entities will be used in evaluation.

PURCHASE PRICE

The proposed purchase price of the property will be an important consideration. As stated above, the appraised value in September 2015 was \$350,000, which will serve as the minimum acceptable price offer that the City would consider.

SCHEDULE

Preferential consideration will be given to proposals with short escrow durations.

Staff will notify all applicants of the selected proposal within ten (10) days after approval of the City Council. The City retains the right to reject all proposals, and to negotiate with the top-ranked proposer to make minor modifications in their proposal prior to award of Purchase and Sale Agreement or during the escrow period.

VI. SCHEDULE

Request for proposals distributed and available	Tuesday, _____, 2016
Deadline for receipt of proposals	4:00 P.M., Thursday, _____, 2016
Developer short list	Wednesday, _____, 2016
Interviews (if needed)	To be scheduled
Award of Purchase and Sale Agreement.....	Wednesday, _____, 2016

PROPOSAL FORMAT

The requirements of this section are mandatory and failure to comply will deem the proposal as non-responsive. The following criteria shall be observed:

- The proposal should not exceed 20 pages, single sided (8½" by 11") including all site and building plans, staff resumes and references, and cover letter.
- Five (5) original proposals are required. Facsimile (fax) proposals will not be accepted.

- All proposals must be received in the City of Palm Springs, Department of Community and Economic Development, by 4:00 P.M., Thursday, _____, 2016. Proof of receipt before the deadline is a City of Palm Springs, Department of Community and Economic Development date stamp. Proposals must be submitted to:

Diana Shay
Community & Economic Development Department
City of Palm Springs
3200 E. Tahquitz Canyon Way
Palm Springs, CA 92262

- Specific questions regarding this Request for Proposals should be directed to:
Diana Shay
Community & Economic Development Department
City of Palm Springs
(760) 323-8228
diana.shay@palmspringsca.gov

VII. RESPONSIBILITY OF PROPOSER

All Developers shall be responsible for information submitted. If it is found that a Developer is found irresponsible (e.g. has not paid taxes, is not a legal entity, does not have a business license, submitted a proposal without an authorized signature, falsified any information in the proposal package, etc.), the proposal shall be rejected.

VIII. DEVELOPER SELECTION

- Each proposal will be reviewed by an evaluation group to determine if it meets the proposal requirements. Failure to meet the requirements for the Request for Proposals may be cause for rejection of the proposal.
- The evaluation group may ask for formal oral presentations by the selected Developers. The City reserves the right to waive the requirement for formal presentations, and to make final sections determined upon review of the work proposals only.
- A final ranking of the Proposers will be determined following review of all written proposals and/or formal oral presentations. The City Council will be asked to award a Purchase and Sale Agreement to the top-ranked Proposer.

Attachment A - Description of Property

The subject properties are owned by the following:

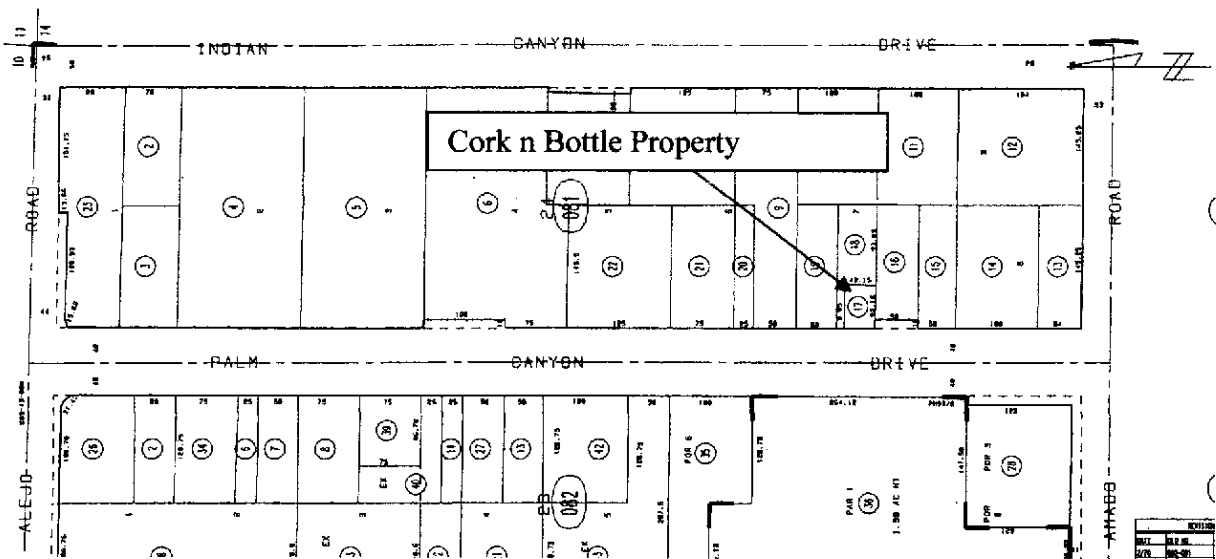
APN 513-081-017 former Community Redevelopment Agency of the City of Palm Springs

Legal Description

Por Lot 7 Blk 24 MB 009/432 SD Map of Palm Springs

Zoning

APN 513 081 017 is zoned Central Business District fronting N. Palm Canyon Dr. with a depth of approximately 53'.



Central Business District Zoning Standards

(Insert Planning and Zoning Standards)

APPRAISAL REPORT

**Two-Unit Storefront Retail Building
Cork'n Bottle Liquor Store
342 North Palm Canyon Drive
Palm Springs, CA 92262**

Effective Date of the Appraisal:

September 4, 2015

Date of the Appraisal Report:

September 10, 2015

Prepared For:

**David H. Ready, Esq., Ph.D., City Manager
City of Palm Springs
3200 East Tahquitz Canyon Way
Palm Springs, CA 92262**

Prepared By:

**Larry L. Simon, MAI
Real Estate Appraiser & Consultant
75153 Spyglass Drive
Indian Wells, CA 92210
(760) 610-1820**

LARRY L. SIMON, MAI
Real Estate Appraiser And Consultant
Member, Appraisal Institute

75153 Spyglass Drive • Indian Wells, CA 92210

(760) 610-1820 • FAX (760) 262-3149 • E-Mail: simon.appraiser@gmail.com

September 10, 2015

David H. Ready, Esq., Ph.D., City Manager
City of Palm Springs
3200 East Tahquitz Canyon Way
Palm Springs, CA 92262

Re: Two-Unit Storefront Retail Building
Cork'n Bottle Liquor Store
342 North Palm Canyon Drive
Palm Springs, CA 92262

Dear Mr. Ready:

In fulfillment of your request and authorization, I am pleased to present the attached report of my appraisal of the fee simple estate in the above-referenced property, as of September 4, 2015. The report sets forth my opinion of the as is market value, along with supporting data and reasoning which form the basis of my opinion.

The value opinion reported is qualified by certain definitions, extraordinary assumptions, general assumptions and limiting conditions, and certification set forth in the report. **I particularly call to your attention the extraordinary assumptions set forth in the report.**

The appraisal was prepared for David H. Ready, City Manager, City of Palm Springs (the "Client"). The intended users of this appraisal are David H. Ready and respective City of Palm Springs officials. The intended use of this appraisal is to assist in the sale of the subject property. The use of this appraisal by anyone other than the stated intended users and for any other use than the stated intended use, is prohibited.

The appraisal assignment has been prepared in conformity with the requirements of the Uniform Standards of Professional Appraisal Practice (USPAP), 2014-2015 edition, and Code of Professional Ethics & Standards of Professional Appraisal Practice of the Appraisal Institute.

The subject property comprises a 1935-built, two-unit, storefront retail building containing a gross building area totaling 1,590 square feet situated on a 2,094 square foot lot. The property is known as "Cork'n Bottle Liquor Store" and is currently 100% tenant-occupied on terms of month-to-month. Adjacent properties to the north, east and south were recently purchased in July and August 2015 for redevelopment of a boutique hotel. Please refer to the assessor's map and aerial image for orientation.

The type of value opinion developed in this appraisal is the as is market value.

Market Value is defined as:

The most probable price that the specified property interest should sell for in a competitive market after a reasonable exposure time, as of a specified date, in cash, or in terms equivalent to cash, under all conditions requisite to a fair sale, with the buyer and seller each acting prudently, knowledgeably, for self-interest, and assuming that neither is under duress.¹

As Is Market Value expands upon the definition of market value and is defined as:

The estimate of the market value of real property in its current physical condition, use, and zoning as of the appraisal date.²

Value Opinion

As a result of my analysis, I have formed an opinion that the as is market value of the fee simple estate in the subject property, subject to the definitions, extraordinary assumptions, general assumptions and limiting conditions, and certification set forth in the attached report, as of September 4, 2015 was:

Three Hundred and Fifty Thousand Dollars

\$350,000

The value opinion pertains only to the real property. No personal property items are included.

¹ The Dictionary of Real Estate Appraisal, 5th ed., page 122, published in 2010 by the Appraisal Institute.

² Ibid. page 12.

Page 3
David H. Ready
September 10, 2015

This letter must remain attached to the report, which contains 39 pages plus related exhibits, in order for the value opinion set forth to be considered valid.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Larry L. Simon". The signature is fluid and cursive, with a large initial "L" and a long horizontal stroke at the end.

Larry L. Simon, MAI
CA State Certification No.: AG004310
Expiration Date: May 26, 2016

TABLE OF CONTENTS

Title Page
Letter of Transmittal
Table of Contents
Certification of Appraiser
Summary of Important Data and Conclusions

PREMISES OF THE APPRAISAL

Appraisal Problem to be Solved	2
Intended Users and Use of the Appraisal	2
Type and Definitions of Value	2
Date of Site Visit	2
Effective Date of the Appraisal	2
Date of the Appraisal Report	3
Property Interest Being Appraised	3
Scope of Work	3
USPAP Competency Rule Compliance	5
Personal Property	6
General Assumptions and Limiting Conditions	6

PRESENTATION OF DATA

Property Identification	10
Sale History	10
Assessor's Map	11
Subject Property Photographs	12
Market Area Description	15
Regional Map	22
Neighborhood Map	23
Land Description	24
Improvement Description	27
Building Sketch	28

ANALYSIS OF DATA AND CONCLUSIONS

Highest and Best Use Analysis	31
Approach to Value	32
Sales Comparison Approach	33
Location Map – Comparable Sale Properties	35
Photographs – Comparable Sale Properties	36
Final Value Conclusion	39

APPRAISER'S QUALIFICATIONS

CERTIFICATION

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.
- 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 is 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 and Standards of Professional Appraisal Practice of the Appraisal Institute.
- The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the Uniform Standards of Professional Appraisal Practice.
- The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.
- I have acted in an independent capacity and the appraisal assignment is not based on a requested minimum valuation, a specific valuation, or the approval of a loan.
- I have made a personal inspection of the property that is the subject of this report.
- No one provided significant real property appraisal assistance to the person signing this certification.
- I am professionally competent to perform and complete this assignment, thereby being in compliance with the Competency Rule of the Uniform Standards of Professional Appraisal Practice.
- As of the date of this report, I have completed the continuing education program of the Appraisal Institute.
- I have performed no services, as an appraiser or in any other capacity, regarding the property that is the subject of this report within the three-year period immediately preceding acceptance of this assignment.



Larry L. Simon, MAI

CA State Certification No.: AG004310

Expiration Date: May 26, 2016

September 10, 2015

SUMMARY OF IMPORTANT DATA AND CONCLUSIONS

Property Type:	Two-Unit Storefront Retail Building
Name:	Cork'n Bottle Liquor Store
Address:	342 North Palm Canyon Drive Palm Springs, CA 92262
County/Map Guide:	Riverside/786-E1
Assessor's Parcel No.:	009-618-576
Alternate Assessor's Parcel No.:	513-081-017
Appraisal Problem to be Solved:	Develop an opinion of the as is market value.
Effective Date of the Appraisal:	September 4, 2015
Date of the Appraisal Report:	September 10, 2015
Property Interest Appraised:	Fee Simple Estate
Lot Area:	2,094 SF
General Plan Land Use:	Central Business District
Zoning:	C-B-D – Central Business District with a Resort Combining Zone Overlay.
Improvement Description:	
Year Built	1935
Construction Type	Class C – Masonry.
Construction Quality	Average
Condition	Fair to average.
Gross Building Area	1,590 SF.
Site Coverage	76%.
On-Site Parking	None
Occupancy:	100% tenant-occupied on terms of month-to-month.
As Is Market Value:	\$350,000

PREMISES OF THE APPRAISAL

APPRAISAL PROBLEM TO BE SOLVED

The problem to be solved in this appraisal assignment is to develop an opinion of the as is market value of the fee simple estate in the subject property.

INTENDED USERS AND USE OF THE APPRAISAL

The intended users of this appraisal are David H. Ready and respective City of Palm Springs officials. The intended use of this appraisal is to assist in the sale of the subject property. The use of this appraisal by anyone other than the stated intended users and for any other use than the stated intended use, is prohibited.

TYPE AND DEFINITIONS OF VALUE

The type of value opinion developed in this appraisal is the as is market value.

Market Value is defined as:

The most probable price that the specified property interest should sell for in a competitive market after a reasonable exposure time, as of a specified date, in cash, or in terms equivalent to cash, under all conditions requisite to a fair sale, with the buyer and seller each acting prudently, knowledgeably, for self-interest, and assuming that neither is under duress.¹

As Is Market Value expands upon the definition of market value and is defined as:

The estimate of the market value of real property in its current physical condition, use, and zoning as of the appraisal date.²

DATE OF SITE VISIT

The subject property and its surroundings were investigated on September 4, 2015.

EFFECTIVE DATE OF THE APPRAISAL

The conclusions and opinions set forth in this appraisal apply only to the effective date of value of September 4, 3015.

¹The Dictionary of Real Estate Appraisal, 5th ed., page 122, published in 2010 by the Appraisal Institute.

²Ibid. page 12.

DATE OF THE APPRAISAL REPORT

The date of this appraisal report is September 10, 2015.

PROPERTY INTEREST BEING APPRAISED

This appraisal pertains to a valuation of the fee simple estate.

Fee Simple Estate is defined as:

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.³

SCOPE OF WORK

The appraisal report is intended to comply with the reporting requirements set forth in the Uniform Standards of Professional Appraisal Practice (USPAP), 2014-2015 edition, and the Code of Professional Ethics & Standards of Professional Appraisal Practice of the Appraisal Institute.

In preparing this appraisal, the appraiser:

- Conducted a customary investigation of the subject property site, the exterior and interior of the improvements and the property's surrounding uses to determine its physical and locational characteristics that are relevant to the valuation assignment.
- Reviewed the following information sources:
 - Assessor's Map;
 - Building Permit File;
 - Flood Map Report;
 - City of Palm Springs General Plan;
 - City of Palm Springs Zoning Ordinance;
 - Various on-line sources; and
 - Market Area Demographics.
- Conducted a search within the subject property's general market area for comparable properties that have recently sold, are under contract, or listed for sale.
- Confirmed all relevant comparable data as could reasonably be obtained.
- Investigated the subject property's market area characteristics and trends.

³ Ibid. page 78.

The resulting data was then analyzed; conclusions were drawn; and utilizing appropriate appraisal methods and techniques, a value opinion was formed. In the valuation of the subject property, the sales comparison approach is the most relevant and was employed exclusively. The cost and income capitalization approaches were omitted based on the opinion that any analysis would provide little relevancy to the primary appraisal method utilized in valuing the subject property.

This appraisal has been made with the following extraordinary assumptions and general assumptions specific to the subject property:

1. No Environmental Site Assessment relating to the existence of hazardous substances or detrimental environmental conditions, including without limitation polychlorinated biphenyl, petroleum leakage, radon/methane/dioxide gases, asbestos, lead-based paint or toxic mold infestation which may or may not be present on the property was provided for review, nor was called to the attention of nor did the appraiser become aware of such during the appraiser's investigation. The use of lead-based paint and asbestos-containing materials were banned in 1978 and 1980, respectively. The subject property improvements were built in 1935. The appraiser has no knowledge of the existence of such materials on or in the property. The appraiser is not trained or experienced in the special field of recognition, detection or measurement of such substances and is beyond the scope of the appraiser's expertise. The presence of such hazardous substances or detrimental environmental conditions may affect the value of the property. **The value opinion developed herein is predicated on the extraordinary assumption that no such hazardous substances or detrimental environmental conditions exist on or in the property or in such proximity thereto, which would cause a loss in value.** No responsibility is assumed for such hazardous substances or detrimental environmental conditions, nor for any expertise or knowledge required to discover them. The Client is urged to retain an expert in this field, if desired.
2. The Americans with Disabilities Act (ADA) became effective January 26, 1992. The appraiser has not made a specific compliance survey and analysis of the property to determine whether or not it is in conformity with the various detailed requirements of the ADA. It is possible that a compliance survey of the property together with a detailed analysis of the requirements of the ADA could reveal that the property is not in compliance with one or more of the requirements of the act. If so, this fact could have a negative effect upon the market value of the property. **The value opinion developed herein is predicated on the extraordinary assumption that readily achievable barrier removals do not exist.**
3. The appraiser has personally investigated the subject property, and except as noted in this report, finds no obvious evidence of structural deficiencies in any improvements located on the subject property. However, the appraiser assumes no responsibility for hidden defects or non-conformity with specific governmental requirements, such as fire, building and safety, earthquake or occupancy codes, unless inspections by qualified independent professionals or governmental agencies were provided to the appraiser. Further, the

appraiser is not a licensed engineer or architect and assumes no responsibility for structural deficiencies not apparent to the appraiser at the time of his inspection.

4. Unless otherwise specifically noted in this report, it is assumed that the roof and exterior are in good condition and free from intrusion by the elements. The appraiser is not an engineer and is not competent to judge matters of an engineering nature and, therefore, makes no representations relative to the condition of improvements. The appraiser inspected less than 100% of the entire interior and exterior portions of the improvements; no problems were brought to the attention of the appraiser by ownership or management; and the appraiser was not furnished any engineering studies by the owners or by the party requesting this appraisal. If questions in these areas are critical to the decision process of the reader, the advice of competent engineering consultants should be obtained and relied upon. It is specifically assumed that any knowledgeable and prudent purchaser would, as a precondition to closing a sale, obtain a satisfactory engineering report relative to the structural integrity of the property and the integrity of building systems. If engineering consultants retained should report negative factors, of a material nature, or if such are later discovered, relative to the condition of improvements, such information could have a substantial negative impact on the conclusions reported in this appraisal. Accordingly, if negative findings are reported by engineering consultants, the appraiser reserves the right to amend the appraisal conclusions reported herein.
5. Building area calculations in this report were prepared by the appraiser and are approximations which may vary from those by another appraiser, architect or engineer. The calculations are considered to be reasonably accurate and within the standards of acceptable appraisal practice. The client should not rely on these calculations in any context other than as approximations. If more precise area calculations are desired, it is the responsibility of the client to engage the services of an architect or civil engineer.
6. No Preliminary Report was provided for review. The appraiser assumes no responsibility for such items of record not disclosed by the appraiser's customary investigation.
7. No termite or pest infestation report was made available to the appraiser. It is assumed that there is no significant termite or pest damage or infestation, unless otherwise stated.
8. No consideration has been given to the value of the property located on-site considered to be personal property, nor has any consideration been given to the cost of moving or relocating any such property; only the real property has been considered in this appraisal.

USPAP COMPETENCY RULE COMPLIANCE

I have both the knowledge and experience relating to the specific property type, market geographic area, and analytical methodology to perform this appraisal service competently, thereby being in compliance with the Competency Rule of USPAP.

PERSONAL PROPERTY

This appraisal pertains only to a valuation of the real property. No personal property items are included.

GENERAL ASSUMPTIONS AND LIMITING CONDITIONS

This appraisal has been made with the following general assumptions:

1. The conclusions and opinions expressed in this report apply to the effective date of value set forth in the letter of transmittal accompanying this report. The dollar amount of any value opinion or conclusion rendered or expressed in this report is based upon the purchasing power of the American dollar existing on the date of the report.
2. The appraiser assumes no responsibility for economic, physical or demographic factors which may affect or alter the opinions in this report if said economic, physical or demographic factors were not present as of the date of the letter of transmittal accompanying this report. The appraiser is not obligated to predict future political, economic or social trends.
3. In preparing this report, the appraiser was required to rely on information furnished by other individuals or found in previously existing records and/or documents. Unless otherwise indicated, such information is presumed to be reliable. However, no warranty, either express or implied, is given by the appraiser for the accuracy of such information and the appraiser assumes no responsibility for information relied upon later found to have been inaccurate. The appraiser reserves the right to make such adjustments to the analyses, opinions and conclusions set forth in this report as may be required by consideration of additional data or more reliable data that may become available.
4. No opinion as to the title of the subject property is rendered. Data related to ownership and legal description was obtained from public sources and is considered reliable. Title is assumed to be marketable and free and clear of all liens, encumbrances, easements and restrictions except those specifically discussed in the report. The property is appraised assuming it to be under responsible ownership and competent management, and available for its highest and best use.
5. The appraiser assumes no responsibility for hidden or unapparent conditions of the property, subsoil, ground water or structures that render the subject property more or less valuable. No responsibility is assumed for arranging for engineering, geologic or environmental studies that may be required to discover such hidden or unapparent conditions.
6. Unless otherwise stated, the subject property is appraised assuming it to be in full compliance with all applicable zoning and land use regulations and restrictions.

7. Unless otherwise noted in the report, it is assumed that no changes in the present zoning ordinances or regulations governing use, density, or shape are being considered.
8. Unless otherwise stated, the property is appraised assuming that all required licenses, permits, certificates, consents or other legislative and/or administrative authority from any local, state or national government or private entity or organization have been or can be obtained or renewed for any use on which the market value opinion contained in this report is based.
9. No engineering survey has been made by the appraiser. Except as specifically stated, data relative to size and area of the subject property was taken from sources considered reliable and no encroachment of the subject property is considered to exist.
10. No opinion is expressed as to the value of subsurface oil, gas or mineral rights or whether the property is subject to surface entry for the exploration or removal of such materials, except as is expressly stated.
11. Maps, plats and exhibits included in this report are for illustration only to serve as an aid in visualizing matters discussed within the report. They should not be considered as surveys or relied upon for any other purpose, nor should they be removed from, reproduced or used apart from the report.
12. No opinion is intended to be expressed for matters which require legal expertise or specialized investigation or knowledge beyond that customarily employed by real estate appraisers.
13. The property is located within a geographic area prone to earthquakes and other seismic disturbances. Except as specifically indicated in the report, no seismic or geologic studies have been provided to the appraiser concerning the geologic and/or seismic condition of the subject property. The appraiser assumes no responsibility for the possible effect on the subject property of seismic activity and/or earthquakes.
14. No soils/geologic study was made available for review and underlying soils, groundwater and/or subsurface conditions are unknown. No deleterious conditions were called to the attention of nor did the appraiser become aware of such during the appraiser's inspection. The appraiser is not qualified to make judgment regarding the content or stability of underlying soils conditions. The presence of such deleterious soils conditions may affect the value of the property. The value opinion provided herein is developed on the assumption that no such deleterious soils and/or underlying conditions exist which would cause a loss in value. No responsibility is assumed for any deleterious soils conditions, nor for any expertise or knowledge required to discover them.

This appraisal has been made with the following limiting conditions:

1. This report may not be duplicated in whole or in part without the specific written consent of the appraiser nor may this report or copies hereof be transmitted to third parties

without said consent, which consent appraiser reserves the right to deny. Exempt from this restriction is duplication for the internal use of the client-addressee and/or transmission to attorneys, accountants, or advisors of the client-addressee. Also exempt from this restriction is transmission of the report to any court, governmental authority, or regulatory agency having jurisdiction over the party/parties for whom this appraisal was prepared, provided that this report and/or its contents shall not be published, in whole or in part, in any public document without the express written consent of appraiser which consent appraiser reserves the right to deny. In addition, this report shall not be advertised to the public or otherwise used to induce a third party to purchase the property or to make a "sale" or "offer for sale" of any "security", as such terms are defined and used in the Securities Act of 1933, as amended. Any third party, not covered by the exemptions herein, who may possess this report, is advised that they should rely on their own independently-secured advice for any decision in connection with this property. The appraiser shall have no accountability or liability to any such a third party.

2. Unless specifically set forth in this report, nothing contained herein shall be construed to represent any direct or indirect recommendation of appraiser to buy, sell, or hold the property at the market value stated. Such decisions involve substantial investment strategy questions and must be specifically addressed in consultation form.
3. Testimony or attendance in court or at any other hearing is not required by reason of rendering this appraisal report, unless such arrangements are made a reasonable time in advance of said hearing. Further, unless otherwise indicated, separate arrangements shall be made concerning compensation for the appraiser's time to prepare for and attend any such hearing.

PRESENTATION OF DATA

PROPERTY IDENTIFICATION

Property Type: Two-Unit Storefront Retail Building

Name: Cork'n Bottle Liquor Store

Address: 342 North Palm Canyon Drive
Palm Springs, CA 92262

County/Map Guide: Riverside/786-E1

Location: Interior lot located on the east side of North Palm Canyon Drive, fifth lot north of Amado Road within the "Downtown" district of Palm Springs.

Legal Description: Not available.

Assessor's Parcel No.: 009-618-576
Alternate Assessor's Parcel No.: 513-081-017

Current Owner of Record: Corn N Bottle

SALE HISTORY

The subject property has not changed hands during the past three years.

THIS MAP WAS PREPARED FOR ASSESSMENT PURPOSES ONLY. NO LIABILITY IS ASSUMED FOR THE ACCURACY OF THE DATA SHOWN. ASSESSOR'S PARCELS MAY NOT COMPLY WITH LOCAL LOT-SPLIT OR BUILDING SITE ORDINANCES.

POR. SEC 15 T. 4S., R. 4E
CITY OF PALM SPRINGS

I.R.A. 011-008 513-08



ASSESSOR'S MAP

Subject Property
 Recent Assemblage for Redevelopment to a Boutique Hotel

W89/432 S.D. PALM SPRINGS
PN 93/6-9 PARCEL MAP 14748

NOV 0 3 1997

Dec 1997

ASSESSOR'S MAP BK. 513 PG. 05
Riverside County, Calif. 236

10

SUBJECT PROPERTY PHOTOGRAPHS



Aerial Image



Aerial Image of Surrounding Uses



Front Elevation



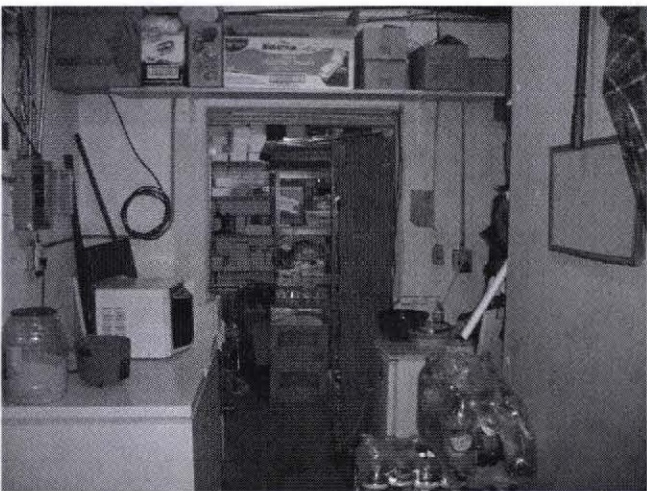
Rear Elevation



Interior Retail Space



Retail Space Ceiling



Interior Rear Storage Space



N. Palm Canyon Dr. Viewing South,
Subject Property is Located to the Left.

MARKET AREA DESCRIPTION

Subject Property Location

The subject property is located in the City of Palm Springs, situated in the northwest corner of Riverside County and within the easterly – Coachella Valley – area of the Inland Empire. Riverside County together with San Bernardino County to the north – encompassing the Riverside-San Bernardino-Ontario Metropolitan Statistical Area – comprise the Inland Empire market area.

Inland Empire Economic Overview

The Inland Empire – prior to the Great Recession – was one of the most robust economies in the United States and was rated in the top tier for various measures of growth from population and job creation to construction and office space absorption over the last decade. As a result of increasing real estate pricing in neighboring Los Angeles County and Orange County, the Inland Empire grew at a rapid pace due to migration from the Los Angeles Basin, as well as internal growth.

The Inland Empire has a diverse economic base (based on the concept of “export” of goods or services). Leading industries by rank are tourism; health services/bio-medicine; wholesale trade & logistics; financial services; and business & professional services. The Inland Empire is also a growing manufacturing center. The largest manufacturing components are fabricated metals products; the textile mills & apparel; transportation equipment; plastics & rubber; and food, beverages and tobacco products. The Inland Empire’s economy also has an international trade aspect, in that it is a major transportation hub for both rail and truck service, has the Ontario International Airport (a UPS hub, both small packages and air freight, and for Asian service), and is a major distribution center for firms moving goods through Southern California’s ports to the rest of the U.S.

According to the Los Angeles County Economic Development Corporation (LAEDC) 2015-2016 Economic Forecast & Industry Outlook – February 2015, job growth in the Inland Empire outpaced the state and the rest of Southern California for the third year in a row in 2014. The Inland Empire suffered a more severe blow during the Great Recession and took longer to turn around so this is a welcome development. Job gains have reduced the unemployment rate and have contributed to rising personal income, which has supported growth in a number of consumer-driven industries.

Wage and salary (nonfarm) jobs in the Inland Empire grew at a rate of 2.6% in 2014, outpacing the state’s 2.2% growth rate during the same year. With 1.26 million jobs in 2014, the region is still shy of the prerecession annual peak of 1.29 million jobs from 2007. It should surpass that threshold in 2015, more than five years after the technical end of the recession.

The unemployment rate in 2014 fell to 8.5%, down from 10.2% a year earlier, and down significantly from the recession-era peak of 14.3% in 2010. Job creation accounted for most of

the decline in the unemployment rate, while the labor force increased marginally (0.2%) from 2013 to 2014.

Most of the job gains in the Inland Empire last year were in a handful of industries. One out of every five jobs created in 2014 was in the health care and social assistance sector. The bulk of the remaining job gains were concentrated in leisure and hospitality, administrative, support and waste services, retail trade, and transportation, warehousing and utilities. Noteworthy increases also occurred in construction and government, the latter finally recovering from the job cuts that were exacted in the wake of the recession when government coffers were severely depleted. While consumer-serving industries such as leisure and hospitality, and retail trade have seen large gains in absolute terms, other business-serving industries (transportation and warehousing, wholesale trade, professional, scientific and technical services) have also added jobs. Meanwhile, nondurable goods manufacturing, financial services, management of companies and enterprises, and other (personal) services lost jobs over the course of the year.

Trends In Major Industries

Goods Movement: The goods movement industry includes transportation and warehousing along with wholesaling. The industry employed nearly 140,000 workers in the Inland Empire in 2014, which accounted for just over 11% of total nonfarm employment. Transportation and warehousing employment increased by 4.6% (or 3,600 jobs) over the year in 2014 to 82,200 jobs. Wholesale trade added 1,700 jobs (up by 3.0%) over the same period, with employment averaging 57,700 jobs in 2014.

The region's goods movement industry has benefited from increased activity at the Ports of Los Angeles and Long Beach during the last two years resulting from the pickup in U.S. economic growth. The number of containers passing through the twin ports was stuck at roughly 14 million from 2010 through 2012, but jumped by 3.4% to 14.6 million in 2013, and by 3.8% to 15.2 million in 2014, in spite of ongoing labor disputes and port congestion. Given the economic fundamentals of the U.S. and its trading partners, container activity has the potential to achieve a new record high in 2015. Such an outcome depends on timely resolution to the pending labor negotiations and clearing the current backlog of vessels and containers as quickly as possible.

Real Estate: Like so much of the region and the U.S., the housing sector in the Inland Empire turned in an uneven performance in 2014. The median price of a home in Riverside County rose to levels not seen since early 2008, with a 2014 median of \$293,000. San Bernardino's median price has also been on the rise, increasing to \$239,000 in 2014, roughly on par with home prices during the middle of 2008. After posting double digit price increases through most of 2014, median price appreciation slowed to single digits towards the end of 2014, long after the other counties of Southern California experienced a similar slowdown.

Rising prices were partly attributable to the limited supply of homes for sale, which in turn resulted in an 8.1% year-to-year decline in sales in 2014. The unsold inventory (supply) of existing homes in Riverside County was just 4.7 months in December while the figure for San Bernardino was 4.4 months. Both readings are less than a month higher than a year ago and inventory levels continue to be somewhat below long-run average levels. On the supply side,

low inventories have constrained sales, while demand has been hindered by declining affordability and tighter-than-normal underwriting standards.

New home construction responded to tight market conditions and higher home prices in 2013 with a 57% increase in new residential permits issued. Uncertainty about the future direction of the market cooled homebuilding activity in 2014 -- new home permits increased by just 2.6%. Pent-up demand is expected to speed up the housing market over the next two years; permits should advance more quickly, with a jump of 33% expected in 2015 followed by a gain of 23.3% in 2016. Even with these large percentage gains, permit levels during the next two to three years will remain well below peak levels of the last decade. About two out of three homes built in 2014 were single-family homes, a pattern that should continue into 2015 with the share of single-family homes rising to 75% in 2016.

The Inland Empire housing market will continue to register gains in 2015. The supply of new and existing homes for sale should increase in response to stronger demand as population grows and as the financial condition of households in the region improves. In turn, both higher prices and sales are expected.

Looking Ahead

While job growth in 2014 did not match the 4.0% growth rate of the previous year, the 2.6% increase was still among the fastest in the state. Jobs should grow by 2.8% in 2015 and 2.5% in 2016, with annual wage and salary employment expected to hit a new high. Over the next two years, nearly all industries will add jobs, with the largest increases expected in health care and construction (one out of every three jobs), followed by leisure and hospitality, administrative, support and waste services, and retail trade. Transportation, warehousing and utilities will continue to grow, while, while construction jobs will accelerate in response to an uptick in new residential and nonresidential building across the region. Job losses will continue in financial and other services.

As the Inland Empire's industries grow over this year and next, the unemployment rate will fall from 8.5% in 2014 to 7.6% this year and 7.1% in 2016, below the 8.8% average since 2002. As the economy moves forward, and population growth accelerates, personal income will grow by 5.0% in 2015 and 5.8% in 2016, and give rise to further gains in taxable sales and continued job growth in population-serving industries.

Coachella Valley Overview

Location

Coachella Valley comprises the easterly fringe of the Inland Empire region, located in the low-desert area surrounded by the San Jacinto, Santa Rosa and Little San Bernardino Mountains. The location is approximately 50 miles east of the City of Riverside, 100 miles east of Orange County, 120 miles east of Los Angeles and 150 miles northwest of San Diego.

Access

Primary access to Coachella Valley is provided by the east-west Interstate 10, traversing and/or bordering portions of the cities and communities. Secondary access is provided by State Highways 62, 74, 86 and 111. Air transportation is provided by the Palm Springs International Airport.

Population

Coachella Valley contains nine incorporated cities: Cathedral City, Coachella, Desert Hot Springs, Indian Wells, Indio, La Quinta, Palm Desert, Palm Springs and Rancho Mirage. Unincorporated communities include Bermuda Dunes, North Palm Springs, Sun City Palm Desert and Thousand Palms. According to the Census 2010, the Coachella Valley incorporated cities contained a population of 344,408. As of January 1, 2015, the Coachella Valley incorporated cities contained a population of 369,596, an increase over the Census 2010 of 25,188 (7.3%) new residents. Being a resort destination, the population swells by 50% plus in peak season.

Economic Profile

The Coachella Valley region is characterized as a destination for national tourism, conventions and off-season living, as well as its potential as a home to aging baby boomers looking to retire in a recreational mecca, plus its agricultural production and medical care. On a long term competitive basis, the Coachella Valley is helped by its low water and natural gas prices and industrial lease rates. It ranks in the middle among key western non-California cities on average labor costs, office lease rates and housing costs (especially in areas where most workers live). Its labor force quality is not good and its competitiveness is badly hurt by the regulatory, tax and electrical rate environment created by California policies and laws.

With 124 golf courses, the Coachella Valley is known as the “golf capital of the world.” Other cultural and sports events offered include the Palm Springs International Film Festival, Kraft Nabisco Championship (LPGA) and Humana Challenge (PGA) golf tournaments, BNP Paribas Open (ATP and WTA) tennis tournament, and two – weekend music juggernauts known as the Coachella Valley Music and Arts Festival and Stagecoach Festival. As the flow of the tourist-oriented people and seasonal second homeowners to the Coachella Valley is heavily dependent upon U.S. discretionary income, the Coachella Valley’s economy has tended to have an exaggerated business cycle: soaring in good times and plunging in bad times.

The region has grown up as an important Southern California and national retirement center. As a result, an important portion of its economy is devoted to providing services to an aging population. This is seen in its health care industry as well as its retail, restaurant and entertainment (includes golf course and tennis clubs) sectors. An economy that evolves based upon providing services to tourists, conventions, seasonal second homeowners and a growing base of retirees is one in which a significant share of the job base is in retailing, consumer services, hotels, amusement and construction. The skills required to work in these sectors often

do not require well-educated workers. The major exception to this fact is the Valley's large health care sector.

The Great Recession has taken its toll on the Coachella Valley region economy. The Coachella Valley's economic base is largely driven by money coming to the area through five sectors. A strong housing sector was the newest ingredient in the region's economy from 2000-2007, however was severely impacted starting in 2008 due to the Great Recession. Tourism has been a major staple of the region, and like the housing sector, was also heavily impacted by the recession. The medical care sector has continued to increase. The agricultural sector has generally fluctuated. Retail sales contribute to the Coachella Valley's economic base in that a significant source of the spending is from money brought to the area by tourists and convention goers. This sector experienced strong growth from 2001-2008, and like the other economic sectors, was severely impacted by the recession. The Coachella Valley's economy peaked in 2004, but hit bottom in mid-2009. The region started to see some improvement beginning in 2012.

According to John Husing, an economist who specifically studies the Inland Empire and the Coachella Valley, at the Coachella Valley Economic Partnership annual event on October 30, 2014, the Coachella Valley sits on the brink of full recovery and is expected to regain the jobs lost in the recession by next year. During the recession, the Valley lost 19,200 jobs over the five years after 2007. Husing estimates that by the end of this year, the desert will have regained 14,600 of those jobs, leaving a shortage of 4,600 positions. Overall, Husing presented an optimistic outlook. The desert has an unemployment rate of 8.5%, lower than 9.2% rate in the county. Tourism continues to drive the desert economy, with record average hotel room rates and increasing hotel occupancies. Husing's outlook for the Valley mirrors the economic trend across Southern California.

According to CoreLogic DataQuick, the median price for a home in Coachella Valley crept up to \$300,000 in April 2015, and inventory dropped for the fourth consecutive month. Over the last 12 months, homes have fetched a median price of \$287,375. New construction homes fetched a median price of \$333,500 in April 2015, one of their lowest levels in the last year. But prices for resale homes diminished to a median of \$320,000, among the highest in the last 12 months.

In conclusion, as Southern California and the Inland Empire's economy recovers from the Great Recession, the Coachella Valley's economy will recover, albeit at a slower or lagging pace due to its more outlying/easterly fringe location.

City of Palm Springs Overview

Location

Palm Springs – encompassing 94.975 square miles – is located at the westerly end of the Coachella Valley at the base of the San Jacinto Mountains. The city is bordered to the north and south by unincorporated territory; to the east by Cathedral City and Rancho Mirage; and to the west by unincorporated territory and San Jacinto Wilderness area.

Access

Primary access is provided by Interstate 10 east-bound (bordering and traversing the northerly portion of Palm Springs) and Palm Canyon Drive (SR-11) from Interstate 10, and Highway 111 west-bound. Several primary arterials provide secondary access.

Population

Palm Springs – incorporated in 1938 – ranks as the fourth most populous city of Coachella Valley’s nine incorporated cities. From 2000-2014, Palm Springs population increased from 42,805 to 46,135, a gain of 3,330 people (7.8%) in 14 years. This is the second lowest gain in new residents among the Coachella Valley’s nine cities. According to the Census 2010, the city contained a population 44,385. As of January 1, 2015, the city contained a population of 46,611, an increase over the Census 2010 of 2,226 (5.0%) new residents.

Economic Profile

Palm Springs is characterized as a mature community that has evolved from a getaway for Hollywood people since the 1930s to a resort and recreation community attracting tourists from around the globe. The city’s economy is tourist-driven and contains more than 40% of all hotel rooms in the Coachella Valley. Leading employment industries are retail (24.0%), health (17.7%), hotel/amusement (13.5%), small sectors (13.1%), other services (10.6%), distribution (7.5%), education (5.8%), construction (4.0%) and business services (3.8%).

Since 2000, Palm Springs’ economy has gone through four periods. In the 2001-2003 period impacted by the dot.com recession, the city’s job growth roughly matched the pace of the surrounding Inland Empire. As the housing boom heated up from 2004-2007, its employment expansion lagged behind the wider region, perhaps because a lack of developable land. As the recession began, Palm Springs added jobs faster than the region in 2007 (2.2% v. 0.2%) and shrank less in 2008 (-0.1% v. -3.6%). This reversed itself in 2009 when the job loss was -0.9% versus -6.8% for the region and again in 2010 (-3.3% v. -0.8%). In the nascent recovery period, the city added 1.4% to its jobs base in 2011 versus the region’s 0.4%. This occurred again in 2012 with the city’s employment up 2.8% compared to the region’s 2.0%.

Palm Springs unemployment rate was 5.1% in April 2015, down from 6.4% in April 2014. Median home price was \$352,500 in April 2015, up 13.7% from \$310,000 in April 2014.

The City of Palm Springs is currently undergoing a downtown revitalization plan that includes a host of innovative community and economic development projects, incentive programs, multi-million dollar hotel renovations and original special events and tourist attractions. The major revitalization project in process is the redevelopment of the former Desert Fashion Plaza, an obsolete 300,000 square foot enclosed shopping center situated on a 13-acre site. The proposed Museum Market Plaza is currently under construction and comprises a mixed-use development to contain a 190-room, four-star, Palomar Hotel by Kimpton Hotels and restaurants, multiplex movie theater and more than 250,000 square feet of restaurant and retail space.

Conclusion

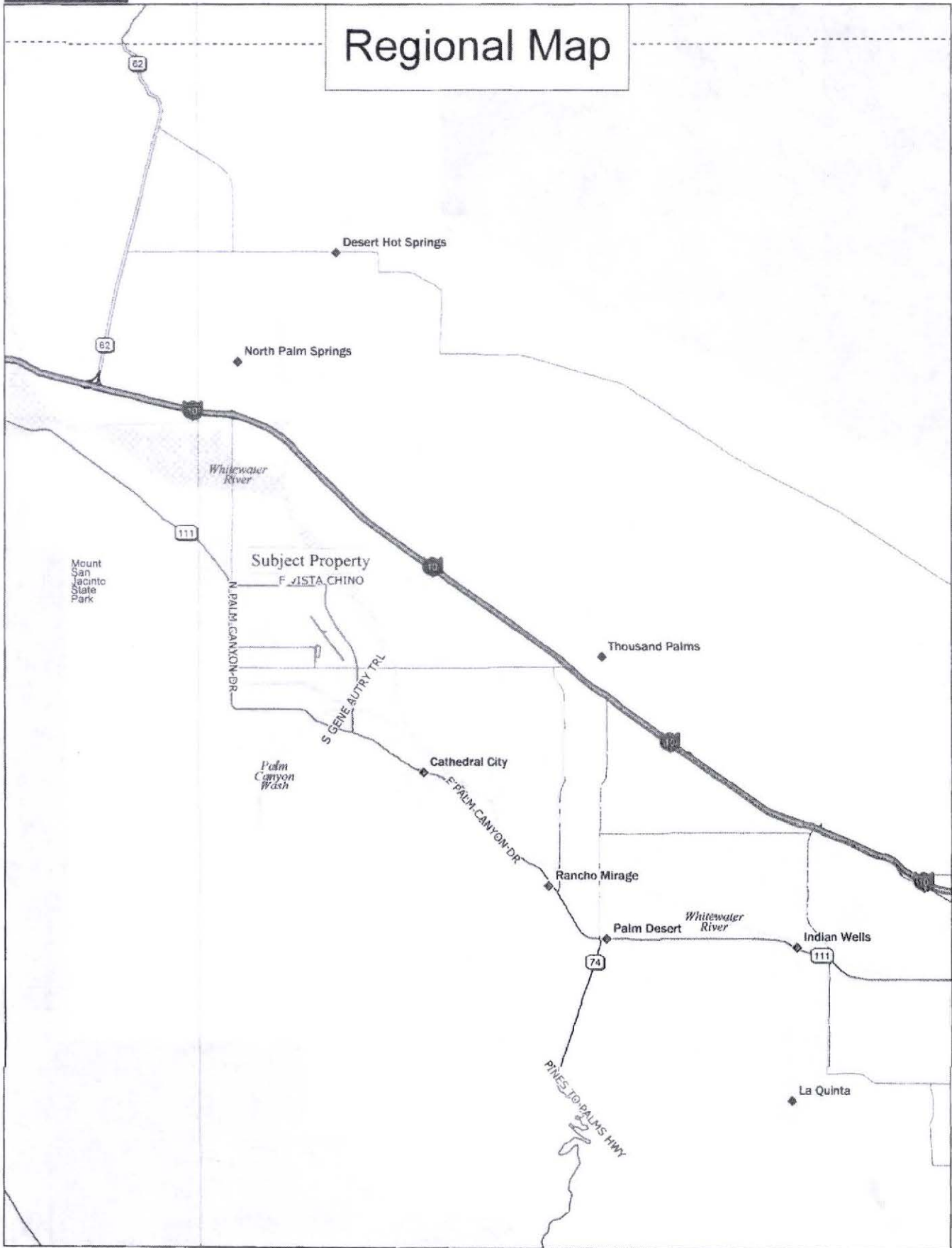
Overall, the long-term outlook for Palm Springs is positive, subject to continued economic recovery.

Subject Property Environs

The subject property is located in the Downtown district of Palm Springs, just north of the Historic Village Center on the east side of North Palm Canyon Drive. Uses along North Palm Canyon Drive within the Downtown district are mixed and include the Museum Market Plaza (under construction), Hyatt Palm Springs hotel, restaurants, boutiques, art galleries, shops, professional services, etc., and is the highest volume vehicle/foot traffic corridor in Palm Springs. In close proximity to the north is the proposed Lawrence Rael project comprising a 150-room hotel and retail complex and in close proximity to the south is the Hyatt Palm Springs hotel and the Museum Market Plaza.

As previously noted, five contiguous parcels located adjacent north, east and south of the subject property totaling 48,244 square feet or 1.11 acres were recently purchased for redevelopment to a boutique hotel. Buyer was North Palm Canyon Drive Development.

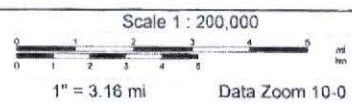
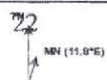
Regional Map



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www.delorme.com



Data Zoom 10-0

LAND DESCRIPTION

Physical Characteristics

Location: Interior lot located on the east side of North Palm Canyon Drive, fifth lot north of Amado Road.

Status: Finished lot.

Shape and Size: According to the assessor's map, the lot is rectangular having 40.15 feet street frontage and a uniform depth of 52.16 feet containing 2,094 square feet.

Topography: Level at street grade curb grade.

Site Utility: 100%.

Exposure: The lot fronts North Palm Canyon Drive, a major arterial providing "high identity" exposure.

Flood Zone: The property does not lie within a Special Flood Hazard area.

Fault-Rupture Hazard Zone: The property does not lie within a defined Alquist-Priolo Earthquake Fault Zone.

Seismic Hazard Zone: The property is located in a "low" liquefaction susceptibility area.

Geologic Hazard Zone: The property does not lie within an earthquake-induced landslide hazard zone.

Wind Hazard Zone: The property is located in a "high" wind hazard zone, i.e., susceptible to erosion.

Blowsand Hazard Zone: The property is located in a blowsand area.

Utilities: All public utilities and services are available. Respective utilities are overhead.

<u>Utility</u>	<u>Provider</u>
Water	Desert Water Agency
Wastewater	City of Palm Springs
Natural Gas	The Gas Company
Electricity	Southern California Edison
Telephone	Verizon California
Cable	Time Warner Cable
Trash Disposal	Palm Springs Disposal Service

Streets and Access: North Palm Canyon Drive is a one-way, south-bound, major arterial providing three travel lanes and non-metered parking. The property has no on-site parking and no street access is provided.

Public Condemnation: There is no known future public condemnation affecting the subject property or properties in close proximity that would have a negative effect on value.

External Elements: No elements were observed adjacent to or in close proximity to the subject property that could be considered detrimental to the development of a legally permitted use.

In conclusion, no adverse physical conditions are apparent or known which would restrict development of a legally permitted use.

Legal Characteristics

General Plan Land Use Designation: Central Business District.

Zoning: C-B-D – Central Business District with a Resort Combining Zone Overlay. The C-B-D zone is intended for the central business district, primarily retail business in character, with related hotels, multi-family dwellings, and service, office, cultural and institutional uses. The central business district is intended to be a compact, lively, active, intensively used area catering to the pedestrian. Planted walkways, covered walks and open plazas that provide for sitting, dining, conversing, gathering and window shopping are permitted and encouraged. The resort combining zone overlay is intended primarily to provide for visitor accommodations and services.

Property Development Standards:

Minimum Lot Area	9,600 SF
Minimum Lot Width	75 Ft.
Minimum Lot Depth	128 Ft.
Maximum Building Height	30 Ft.

Easements: No preliminary title report was provided for review. The value opinion provided herein is predicated on the assumption that there are no easements that would have a material negative affect on value.

Liens: The value opinion provided herein is predicated on the assumption that the subject property is free and clear of all liens.

Economic Characteristics

Bonds: The property is not encumbered by any development or community facility district bonds.

Historic Site Designation: The subject property known as the “Cork’n Bottle Liquor Store” was designated Class 1 on May 1, 1996. The structure was built in 1935 and designated a historic site for its depression era art moderne style building.

IMPROVEMENT DESCRIPTION

The following description of the existing improvements is based upon a physical investigation including building measurements. A building sketch is provided on the following page.

Building Type: Two-Unit Storefront Retail Building

Building Structure

No. of Buildings: One.

No. of Stories: One.

Construction Type: Class C – Masonry.

Year Built: 1935.

Building Area and Specifics

Gross Building Area: 1,590 SF.

Site Coverage: 76%.

Building Features

Foundation: Concrete.

Floor: Concrete slab.

Structural Walls: Masonry.

Exterior Finish: Painted stucco.

Roof Structure and Covering: Wood with built-up covering.

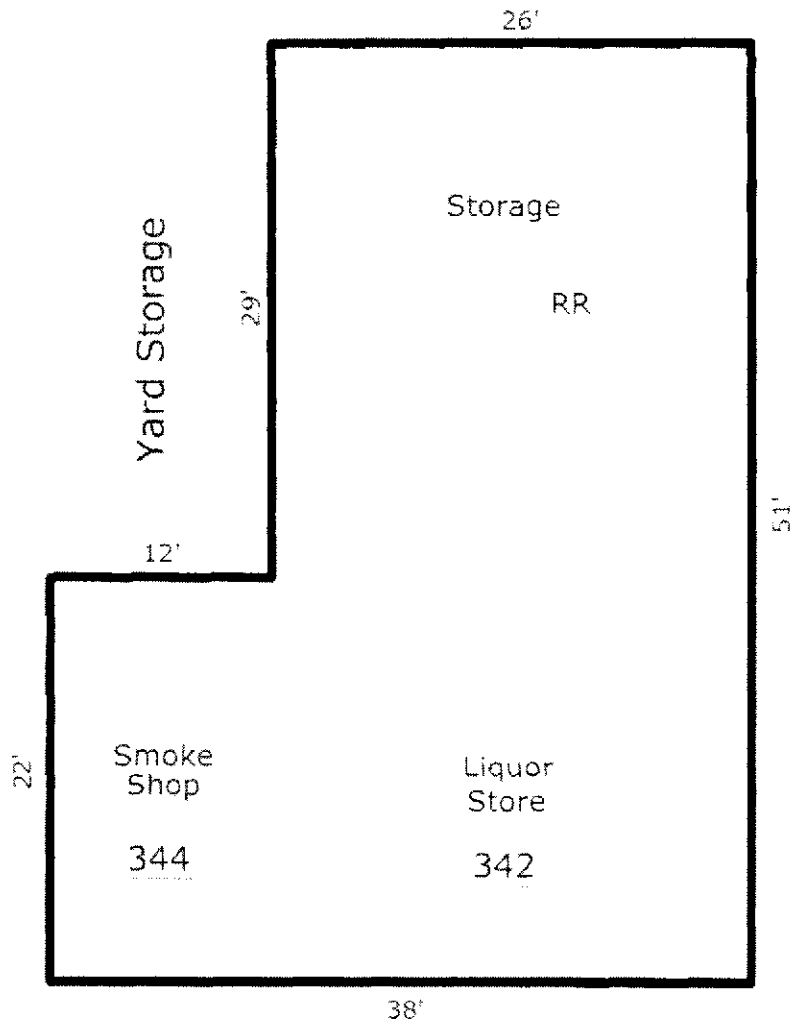
Windows and Doors: Storefront system.

Heating and Cooling: Gas fired ceiling hung heater and rooftop mounted air conditioning units.

Electrical Power: Assumed adequate.

Restrooms: One two-fixture restroom.

BUILDING SKETCH



North Palm Canyon Drive

Interior Finish

Floor: Painted concrete.

Walls: Painted masonry.

Ceiling: Acoustic tiles and particle board.

Lighting: Fluorescent strip fixtures.

On-Site Parking

Spaces Provided: None. Non-metered street parking is available.

Improvement Features Conclusion

Quality and Condition: The building improvements exhibit average quality construction and fair to average condition. Miscellaneous deferred maintenance was observed. The structural integrity of the building is assumed to be sound. The side yard storage area contains a masonry wall and gate.

ANALYSIS OF DATA AND CONCLUSIONS

HIGHEST AND BEST USE ANALYSIS

The concept of highest and best use represents the premise upon which value is based.

Highest and Best Use is defined as:

The reasonably probable and legal use of vacant land or an improved property that is physically possible, appropriately supported, financially feasible, and that results in the highest value. The four criteria the highest and best use must meet are legal permissibility, physical possibility, financial feasibility, and maximum profitability.⁴

This definition is applied specifically to the highest and best use of land. It is recognized that in cases where a site has existing improvements, the concluded highest and best use as if vacant may be different from the highest and best use given the existing improvements (as improved). The existing use will continue, however, until the land value, in its highest and best use, exceeds that total value of the property under its existing use plus the cost of removing or altering the existing structure.

Implied in this definition is a recognition of the contribution of a specific use to the community environment or to the community's development goals, in addition to wealth maximization of individual property owners. Also implied is that the conclusion of highest and best use results from the appraiser's judgment and analytical skill, i.e., that the use determined from the analysis represents an opinion, not a fact to be found.

Highest and Best Use Analysis involves the subject property according to the following four criteria.

Legally Permissible: This criterion relates to the legality of an intended use. A community's development policies or environmental goals may encourage certain uses and preclude others. Other factors impacting a site's legal permissibility include private restrictions, state and national regulations, and other factors.

Physically Possible: This second criterion pertains to physical characteristics impacting the development potential of the site such as size, shape, topography, availability of utilities and soil conditions. The lack of impairment of any of these factors may make certain types of development impossible or impractical.

Financially Feasible: This factor pertains to the notion of economic viability, i.e., is the use profitable? To answer this question, it is usually necessary to present an analysis of the market for the intended use.

Maximally Productive: The fourth test is to assess whether a proposed or existing use produces the greatest net return to the land.

⁴ Ibid. page 93.

The highest and best use analysis of the subject property is not intended to be an exhaustive analysis of every possible use. Rather, it is intended to provide adequate analysis of the most likely and/or the most reasonable alternative use.

The following highest and best use analysis addresses both issues of “as though vacant” and “as improved.”

Highest and Best Use “As Though Vacant”

The C-B-D zone permits a broad range of commercial uses. In respect to the current property development standards, the subject’s small lot area and dimensions represent a non-conforming lot. Considering the subject property’s site-specific location characteristics; the site’s physical characteristics; no apparent or known adverse site conditions; and surrounding uses, the most probable legally permitted use would be for a retail use subject to meeting the off-street parking requirements. In consideration of the recent acquisition of the land assemblage surrounding the subject lot for redevelopment of a boutique hotel, the most probable use would be for assemblage with the adjacent properties and incorporated into the proposed redevelopment project.

Highest and Best Use “As Improved”

The subject property comprises a 2,094 square foot lot improved with a 1935-built storefront retail building containing a gross building area totaling 1,590 square feet. Site coverage is 76%. The existing use represents a legal “grandfathered” conforming use. The physical characteristics of the site are suitable to support the existing use. The property is currently tenant-occupied on terms of month-to-month. The most probable buyer would be the adjacent property owner for inclusion into the land assemblage for redevelopment, subject to approval from the historic site preservation board relating to its historic site designation.

APPROACH TO VALUE

Referencing the Scope of Work, the valuation method is limited to only the sales comparison approach.

The comparison analysis provided in the following approach to value is not intended to be an accurate, scientific process that exactly identifies and quantifies the value attributes of the comparable data and the subject property, but rather they reflect opinions and speculations regarding what I believe to be reasonable explanations for the comparable price variations. Collectively, the comparisons allow the reader to ascertain the appropriateness and logic of the comparisons leading to a reasonable and supported value opinion.

SALES COMPARISON APPROACH

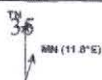
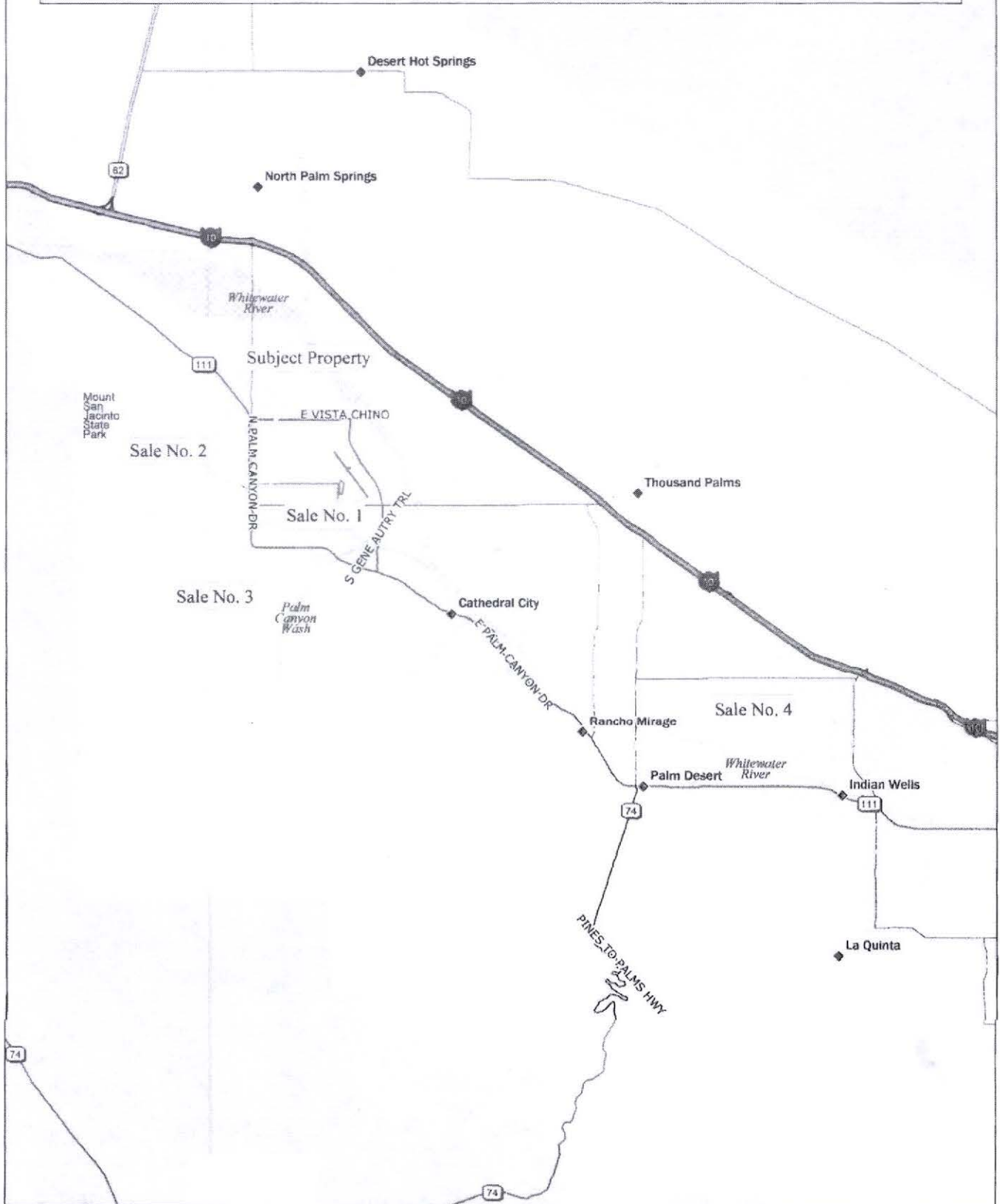
In the sales comparison approach, an opinion of market value is developed by comparing properties similar to the subject property that have recently sold, are under contract, or listed for sale. A major premise of the sales comparison approach is that an opinion of the market value of a property can be supported by studying the market's reaction to comparable and competitive properties.

A search was conducted within the subject property's general market area for comparable properties that have recently sold, are under contract, or listed for sale. Several properties were investigated of which four sales were determined to be most relevant and appropriate in developing a value opinion. These sales are summarized following with accompanying location map and photographs.

Summary - Comparable Sale Properties

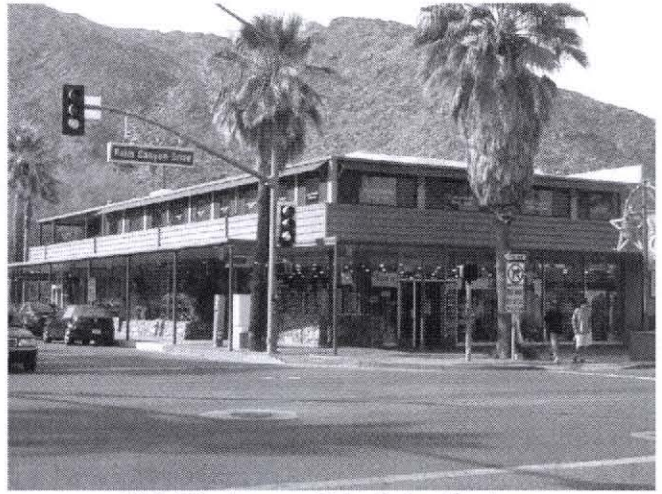
Property	Subject	Sale No. 1	Sale No. 2	Sale No. 3	Sale No. 4
Address	342 N. Palm Canyon Dr. Palm Springs	340 N. Palm Canyon Dr. & 311 N. Indian Canyon Dr. Palm Springs	120 W. Arenas Rd. Palm Springs	190 E. Palm Canyon Dr. Palm Springs	74220 Hwy. 111 Palm Desert
Assessor's Parcel No.	513-081-017	513-081-011 & 016	513-143-006	508-346-011	625-085-006
<u>Property Description</u>					
Property Type	Two-Unit Storefront Retail Building	Two Storefront Retail Buildings	Multi-Tenant Storefront Retail/Office Building	Six-Unit Storefront Retail Building	Single-Tenant Storefront Retail Building
Year Built	1935	1960s	1950	1962	1960s
No. of Stories	One	One & Two	Two	One	One & Part Two
Condition	Fair to Average	Fair to Average	Good	Average	Fair to Average
Gross Building Area	1,590 SF	9,700 SF +/-	7,687 SF	2,145 SF	2,374 SF
Land Area	2,094 SF	21,288 SF	6,440 SF	4,866 SF	6,602 SF
Site Coverage	76%	30% +/-	60%	44%	30%
<u>Sale Information</u>					
Sale Price	N/Ap.	\$1,900,000	\$1,900,000	\$365,000	\$525,000
Recording Date	N/Ap.	8/3/2015	10/30/2013	9/16/2013	10/2/2014
Document No.	N/Ap.	345392	515153	448653	377128
Terms of Sale	Cash To Seller Assumed	Cash To Seller	Cash To Seller	Cash To Seller	Cash To Seller
Property Rights Conveyed	Fee Simple Estate	Leased Fee Interest	Leased Fee Interest	Leased Fee Interest	Fee Simple Estate
Conditions of Sale	None; Arm's-Length	None; Arm's-Length	None; Arm's-Length	None; Arm's-Length	None; Arm's-Length
Buyer Motivation	Owner-User	Developer	Investor	Investor	Owner-User
<u>Sale Indicator</u>					
Price Per SF	N/Ap.	\$195.88	\$247.17	\$170.16	\$221.15
Confirmation Source	—	Seller's Broker & Public Records	Seller's Broker & Public Records	Seller's Broker & Public Records	Seller's Broker & Public Records

Location Map - Comparable Sale Properties





Sale No. 1
340 N. Palm Canyon Dr. &
311 N. Indian Canyon Dr., Palm Springs



120 W. Arenas Rd., Palm Springs



Sale No. 3
190 E. Palm Canyon Dr., Palm Springs



Sale No. 4
74220 Hwy. 111, Palm Desert

Comparable Sale Properties Analysis

In developing an opinion of market value for the subject property, the comparative analysis of the data focuses on the similarities and differences that affect value which include real property rights conveyed, financing terms, conditions of sale, expenditures made immediately after purchase, market conditions, location, physical characteristics, economic characteristics, use of the property and non-realty components of value. Elements of comparison are tested against market evidence to estimate which elements are sensitive to change and how they affect value. The common market unit of comparison is price per square foot of gross building area.

The comparable sales provide unadjusted prices ranging from \$170.16 to \$247.17 per square foot of gross building area. Following is an analysis of the sales.

Real Property Rights Conveyed: Sale Nos. 1-3 involve the conveyance of a leased fee interest. Sale No. 1 was purchased for redevelopment. Sale Nos. 2 and 3 involve investor acquisitions at or near market rent. Sale No. 4 involves the conveyance of a fee simple estate. No adjustment is required.

Financing Terms: All of the sales involve terms of cash to seller and no adjustment is required.

Conditions of Sale: All of the sales were reported to represent arm's-length transactions and no adjustment is required.

Expenditures Made Immediately After Purchase: None of the sales involve known expenditures immediately after purchase that would require adjustment.

Market Conditions: Recording dates range from September 2013 to August 2015, i.e., past 24 month period from the effective date of the appraisal – a period of similar market conditions and no significant adjustment is required.

Location: Sale No. 1 is located adjacent south of the subject property and involves a street-to-street site having frontage on North Palm Canyon Drive, same as the subject property, and extending east having frontage on North Indian Canyon Drive, a less desirable location requiring an upward adjustment. Sale No. 2 is located approximately three blocks south within the Historic Village Center district and pertains to a signalized corner site fronting North Palm Canyon Drive, a more desirable location requiring a downward adjustment. Sale No. 3 is located in South Palm Springs and pertains to an interior site fronting East Palm Canyon Drive, a less desirable location requiring an upward adjustment. Sale No. 4 is located in Palm Desert and pertains to an interior site fronting an access street paralleling Highway 111, a less desirable location requiring an upward adjustment.

Physical Characteristics: This category addresses year built/condition, building size and land area.

Year Built/Condition: The sales year built ranges from 1950 to the 1960s. Sale Nos. 1 and 4 reflect similar condition and no adjustment is required. Sale Nos. 2 and 3 reflect superior condition and tenant appeal requiring a downward adjustment.

Building Size: The building size ranges from 2,145 to 9,700 square feet. Sale No. 1 having the largest building area contains two buildings having 2,100 and 7,600 square feet. Overall, no significant adjustment for building size is considered.

Land Area: Land area ranges from 4,866 to 21,288 square feet, all larger than the subject site containing 2,094 square feet. Considering site utility, no significant adjustment is considered.

Economic Characteristics: All of the sales have similar economic characteristics and no adjustment is required.

Use of the Property: All of the sales involve a similar use and no adjustment is required.

Non-Realty Components: No non-realty components are included in the valuation of the subject property and none are included in the comparable sales.

Based on the preceding analysis, an adjustment grid is provided following.

Element of Comparison	Sale No. 1	Sale No. 2	Sale No. 3	Sale No. 4
Price Per SF	\$195.88	\$247.17	\$170.16	\$221.15
Real Property Rights Conveyed Adjustment	0%	0%	0%	0%
Adjusted Price	\$195.88	\$247.17	\$170.16	\$221.15
Financing Terms Adjustment	0%	0%	0%	0%
Adjusted Price	\$195.88	\$247.17	\$170.16	\$221.15
Conditions of Sale Adjustment	0%	0%	0%	0%
Adjusted Price	\$195.88	\$247.17	\$170.16	\$221.15
Expenditures Made Immediately After Purchase Adjustment	0%	0%	0%	0%
Adjusted Price	\$195.88	\$247.17	\$170.16	\$221.15
Market Conditions Adjustment	0%	0%	0%	0%
Adjusted Price	\$195.88	\$247.17	\$170.16	\$221.15
Location Adjustment	+ 10%	- 5%	+ 30%	+ 5%
Physical Characteristics				
Year Built/Condition Adjustment	0%	- 5%	- 5%	0%
Building Size Adjustment	0%	0%	0%	0%
Land Area Adjustment	0%	0%	0%	0%
Economic Characteristics Adjustment	0%	0%	0%	0%
Use of the Property Adjustment	0%	0%	0%	0%
Non-Realty Components Adjustment	0%	0%	0%	0%
Net Adjustment	+ 10%	- 10%	+ 25%	+ 5%
Adjusted Price	\$215.47	\$222.45	\$212.70	\$232.21
Adjusted Price Range:	\$212.70 To \$232.21			
Mean:	\$220.71			
Median:	\$218.96			

Value Conclusion

After adjustment, the comparable sales provide value indicators ranging from \$212.70 to \$232.21 per square foot. Indicated mean and median are \$220.71 and \$218.96 per square foot, respectively.

Based upon the analysis undertaken, reasonably considering the varying attributes that influence the range in prices in comparison with the subject property, it is my opinion that the subject property's as is market value is \$220.00 per square foot.

Gross Building Area: 1,590 SF @ \$220.00 = \$349,800

Concluded As Is Market Value
by the Sales Comparison Approach: \$350,000

FINAL VALUE CONCLUSION

As a result of my analysis, I have formed an opinion that the as is market value of the fee simple estate in the subject property, subject to the definitions, extraordinary assumptions, general assumptions and limiting conditions, and certification set forth in the report, as of September 4, 2015, was:

Three Hundred and Fifty Thousand Dollars

\$350,000

APPRAISER'S QUALIFICATIONS

LARRY L. SIMON, MAI
Real Estate Appraiser And Consultant
Member, Appraisal Institute

75-153 Spyglass Drive • Indian Wells, California 92210
(760) 610-1820 • FAX (760) 262-3149 • E-Mail: simon.appraiser@gmail.com

QUALIFICATIONS AND EXPERIENCE SUMMARY

- Position:** Real Estate Appraiser and Consultant providing a broad spectrum of valuation and consulting services to financial institutions, government, corporations, developers, title companies, law firms and private entities since 1972.
- Education:** Bachelor of Science degree in Finance, Insurance and Real Estate.
- Professional Membership:** MAI Designation from the Appraisal Institute – Certificate No. 7217.
- State Certification:** Certified General Real Estate Appraiser, State of California ID No. AG004310.

Types of Properties Appraised

- **Residential:** Single Family Homes, Condominium Units, Subdivisions, Condominium/Planned Unit Developments, Apartment Complexes, Mobile Home Parks, Recreational Vehicle Parks and Land.
- **Commercial:** Office (Low to High Rise, Single-and Multi-Tenant), Medical Office, Office Condominiums, Shopping Centers (Neighborhood and Community), Retail (Strip and Free-Standing), Auto-Care Centers, Bank Branches, Motels, Hotels, Bed & Breakfast Facilities and Land.
- **Industrial:** Business Parks, Industrial (Single-and Multi-Tenant), Manufacturing, Warehouses, Distribution, Research & Development, Self-Storage Facilities, Truck Terminals and Land.
- **Special Purpose:** Auto Dealerships, Restaurants, Bowling Alleys, Religious Facilities, Private Schools, Funeral Homes, Tennis/Fitness/Swim Clubs and Private Clubs.

Areas of Specialization

- **Property Type:** General and Medical Office Properties, Retail Properties, all Industrial Properties, Auto Dealerships, Manufactured Housing/Mobile Home/Recreational Vehicle Parks and Ground Leased Properties.
- **Litigation:** General Valuation, Environmental Issues, Bankruptcy, Probate, Mobile Home Park Closure and other valuation matters.

Expert Testimony: Expert witness in the Superior Courts of Orange and San Diego Counties and Arbitration.

Geographic Areas: Counties of Orange, Los Angeles, San Diego, Riverside, San Bernardino, Kern and Ventura.

Representative Clients

- **Financial Institutions:** Bank of America, Bank of Orange County, Bank of the West, The Boston Company, Boston Safe Deposit & Trust Company, Citicorp, California United Bank, City National Bank, First Bank and Trust, First California Bank, First Hawaiian Bank, Hawthorne Savings, Imperial Thrift & Loan Association, Mission Valley Bank, Newport Balboa Savings, Pacific Western Bank, Philadelphia Savings Fund Society, Provident Bank, South Bay Bank, Universal Bank, U.S. Bank and Wells Fargo Bank.
- **Law Firms:** Corbett & Steelman; Gordon & Rees LLP; Katten Muchin Rosenman LLP; Kinley & Styskal; Kolodny & Pressman; Lillick & McHose; Rutan & Tucker; Palmieri, Tyler, Wiener, Wilhelm & Waldron LLP; and Saxon, Alt, Dean, Mason, Brewer & Kincannon.
- **Others:** Claremont University Center/The Claremont Colleges; Palo Verde College and College of the Desert.