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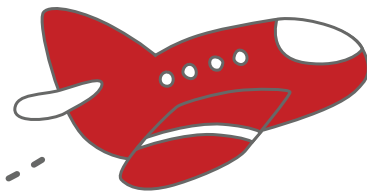


Pretend City[®]

CHILDREN'S MUSEUM

Technical Assistance Panel Report

July 30, 2012





"ULI's mission is to provide leadership in the responsible use of land and in creating and sustaining thriving communities worldwide."



Technical Assistance Panel Report

July 30, 2012

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INTRODUCTION

Pretend City is a children's museum in Irvine, California, that features hands-on learning in a "mini city" which replicates real places in Orange County: the beach, a farm, health center, grocery store, bank, café and post office, among others. The museum is a 501(c)(3) non-profit organization. Pretend City relies on community support in order to provide educational programs and offer free admission for underserved schools and families.

The role of the ULI Technical Assistance Panel (TAP) was to conduct limited research within a three-month timeframe to determine the implications for expanding and/or moving Pretend City. The museum, which opened in August 2009, occupies 28,000 square feet in the Irvine Spectrum business park with limited parking and less-than-ideal geographical visibility. Current objectives include securing a permanent location with a sustainable cost structure, additional parking, outdoor space, better visibility and room to grow.

The TAP initially met with museum administrators and some board members for a tour and discussion on June 11, 2012. Pretend City Executive Director Sandra Bolton expressed a desire for a sustainable business plan and a highly visible location. She added that the Children & Families Commission of Orange County (CFCOC) has offered a \$5.5 million contribution toward a permanent museum facility. This is a 10-year agreement in which Pretend City would provide office space for CFCOC as well as other services, specifically health education programs.

Chad Horning, vice chair of Pretend City, stated that the ideal scenario would be a no-debt, no-rent location, with a lot size of 3.5 to 5 acres. A number of possible sites were discussed, including the Orange County Great Park in Irvine, Calif.; the former Tustin Marine Corps Air Station; the Segerstrom museum complex in Costa Mesa, Calif.; closed Borders stores or other "big box" locations; and available properties within the 405/55/5 freeway triangle.

Donor relationships, naming opportunities and endowments were addressed. Mentioned was the renowned Indianapolis Children's Museum, which receives significant donations from Eli Lilly and Company, AAA Insurance, Coca-Cola, Sodexo and others.

In addition to ongoing philanthropic efforts, sources of additional revenue being considered are expansion of the museum store, adding a quality restaurant on site and hosting events during the evenings such as proms, parties and corporate functions.



Pretend City, courtesy of ULI TAP

EXECUTIVE SUMMARY

Pretend City Board of Directors and administrators are seeking a more sustainable location with a preference toward a permanent, owned site. The intention is to reduce monthly rental costs, improve visibility, and plan for future growth.

The TAP, comprised of seven land use professionals, gathered at Pretend City on July 31, 2012 for an all-day session to complete due diligence and finalize proposals. A presentation was made to a group of board members, administrators, staff and other stakeholders. The key points were:

- **Take action on lease agreement.**

The panel's recommendations were based on the museum's current lease and a review of available real estate in Orange County. Two timelines were proposed based on 1) building a new museum, or 2) remodeling a purchased building. Both scenarios revealed critical time constraints, resulting in the panel's recommendation that Pretend City negotiate an extension of the current lease which expires Jan. 31, 2014.

- **Pursue surplus government properties.**

The TAP proposed that Pretend City investigate and pursue surplus city and county properties that may be available for below-retail cost or for "bargain lease" arrangements. Advantages would be: better value, more favorable zoning, motivated seller and beneficial synergy with municipality. It was strongly recommended that Pretend City engage a third-party real estate broker to more quickly identify available properties, both civic and private.

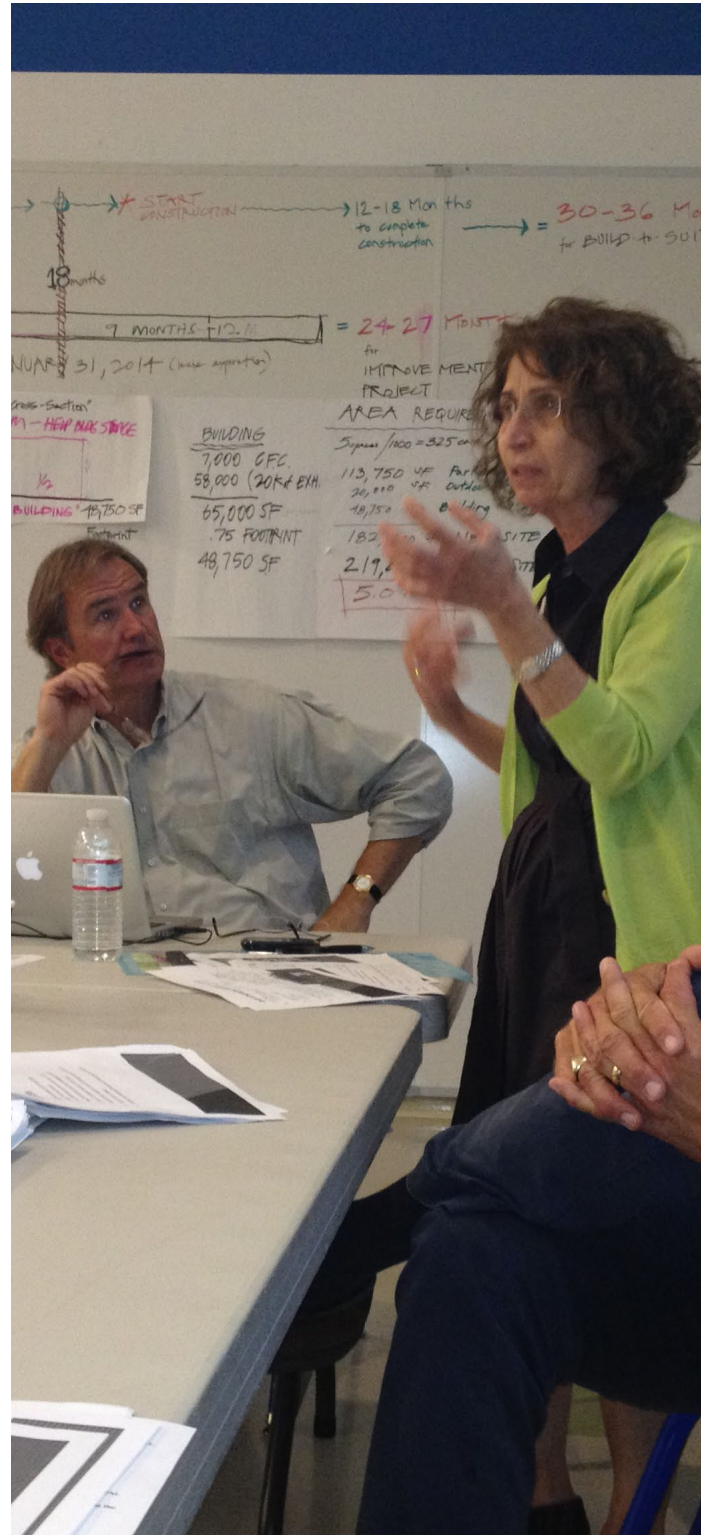
- **Execute a capital campaign.**

A feasibility study revealed estimated costs for land, construction and exhibits based on current market valuations. The total cost estimate was \$24 million. The panelists expressed confidence that a capital campaign targeting local philanthropists would be a winning proposition due to Pretend City's popularity, value to Orange County and overall success in its mission to serve children and families in Southern California.

- **Expand marketing programs.**

To generate additional revenue, the TAP recommended several marketing ideas that could

be started as soon as practical. One proposal was to expand Pretend City's website to include an online museum store, games and activities. It was also suggested that the on-site gift shop be operated in-house rather than outsourced. The panelists praised Pretend City's use of Facebook, Twitter and Pinterest as effective social media.



Pretend City TAP, courtesy of ULI TAP

SCOPE OF WORK

The TAP addressed the following questions:

- What is the ideal size for the museum's new location?
- What areas in Orange County would serve Pretend City well?
- Where is the best location? Visibility versus cost?
- Are there opportunities for free or substantially reduced lease rates (or purchase) due to weakened market conditions and recent vacancies of some big box stores?
- Is there possibility for outdoor space? Auditorium? Natural light? Expanded parking?
- How can the offices of Children & Families Commission of Orange County be accommodated, if they were to be located at Pretend City?
- Are there museum naming opportunities and what are the associated costs?

Assignments were given based on the panelist's area of expertise:

- **Site requirements and needs**
Jon Marchiorlatti, Development & Acquisition Consultant, Shea Properties
- **Market opportunity and availability**
John Shumway, Principal, The Concord Group
- **Design opportunities and challenges**
Dan Heinfeld, Architect, LPA, Inc., and Jeff Mayer, Director of International Planning, Bassenian/Lagoni
- **Financial feasibility**
Peter Denniston, President, Denniston Realty Group
- **Uses generating revenue**
Mary Borgia, President, The Borgia Company, and Sandra Kulli, President, Kulli Marketing



Pretend City - Construction Site Play Area, courtesy of ULI TAP

OPPORTUNITIES

The panelists discussed a number of opportunities available to Pretend City during this time of exploration and planning for future growth. It was determined that the museum may wish to "refresh" not only its facilities and exhibits but also its mission statement, marketing programs, and long-term business plans. Museum administrators expressed a strong desire to meet the learning needs of their patrons as the children get older, known as "scaffolding." Pretend City's brochure states the museum is appropriate for infants to age 10; however, the "ripe zone" currently is ages 2 through 5. These expansion goals should be clarified and included in relocation planning.

Also discussed were shared uses of a new, larger facility, including office space for the Children & Families Commission and possibly other additional tenants. Such arrangements may offer mutual benefits such as financial strength and synergies with other organizations that serve the community. Some ideas were locating Pretend City near health care facilities, a working farm, or a museum complex such as the Segerstrom Center or the Great Park.

CONSTRAINTS

There are limited properties available in Orange County based on the 3.5 to 5 acres needed, even when considering surplus government-owned parcels. The primary challenges are: finding a suitable location, the overall costs of a new facility, time constraints of the existing lease and fundraising difficulties in today's market.

Needs

Based on discussions with key stakeholders, the TAP determined relocation plans should include:

- A sustainable cost structure and operating model
- An easily accessible location in Orange County
- Generous space for both indoor and outdoor exhibits
- Adequate parking, including bus parking for school groups
- Extended time at the current location

Wants

- A larger facility
- More back-of-house space, including storage for props, bulk consumables, seasonal items and party materials
- A more visible location
- Ownership or bargain lease deal



Pretend City - Back of House, courtesy of ULI TAP

- A wish list that includes: auditorium, restaurant, classrooms, flex space, larger gathering areas for school groups, more stroller parking, and bigger art studio. Outdoor wish list includes: space for water activities, farm with milking cow, children's garden, play equipment for large motor skills, and green space.

SITE OPPORTUNITIES & AVAILABILITY

An ideal location for Pretend City would be in the designated target area (see Zip Code map) surrounded by major Orange County freeways near the center of the museum's service area. Cities mentioned were Irvine, Tustin, Costa Mesa and Santa Ana. An analysis of tickets sales showed patrons traveling from as far south as San Clemente and from the northern edges of Orange County. Additionally, some school field trip groups traveled from Los Angeles County.

Panelists reviewed properties with existing buildings ranging in size from 50,000 square feet up to 100,000 square feet. The larger properties were explored because of the possibility of taking down part of a building to make room for parking.

The original search identified 15 properties that were narrowed down to three sites with buildings and a key industrial lot. These are:

- **15771 Red Hill Avenue, Tustin***
One-story building is 79,756 square feet on 5.96 acres. Zoned Class C Flex/Light Manufacturing. Price: \$14 million (\$176 per square foot).
- **1 Morgan, Irvine**
A single-story 59,213-square-foot building on 3.4 acres. Also Class C Flex/Light Manufacturing. Price: \$7.6 million (\$129 per square foot).
- **17392 Daimler Street, Irvine**
One-story building has 44,800 square feet on 1.88 acres. Zoned Class C Manufacturing. Price: not disclosed.
- **25192 Commercentre Drive, Lake Forest***
The site is 5.6 acres zoned Office/Medical. Price: not disclosed.

**Property brochures included in Appendix.*

The TAP strongly recommended that Pretend City pursue available municipal properties, particularly those that had been designated as redevelopment sites. Since the state of California dissolved all Redevelopment Agencies in 2011, affected cities and counties have been directed to audit all such assets this year. In light of current budget shortfalls, these municipalities are highly motivated to sell or lease the properties and retain the proceeds at the local level.

BUILDING & SITE REQUIREMENTS

Taking into consideration Pretend City's expansion goals, the TAP estimated a new facility would require approximately 65,000 square feet of space on a 5-acre parcel. A timeline was provided (see diagram) that offers two scenarios: 1) a build-to-suit project and 2) improvements to an existing building. A build-to-suit facility would take approximately 30 to 36 months to complete, while an improvement project would require an estimated 24 to 27 months.

Both scenarios are based on these approximate physical requirements:

Building – 65,000 square feet in a mezzanine-type building, with half of the facility featuring 2-story-high ceilings of 24 to 26 feet. Other specifications:

- 2-story space – 28,500 sq. ft.
- 1-story space – 35,000 sq. ft.
- Includes 7,000 sq. ft. for Children & Families Commission
- Total building footprint – 48,750 sq. ft.
- Parking – 113,750 sq. ft. of surface parking for 325 cars, or 5 spaces per 1,000 sq. ft. of building space
- Outdoor space – 20,000 sq. ft., about one-half acre
- Land requirement – 5 acres

The 2-story portion of the museum would include approximately:

- 17,000 sq. ft. for exhibits designed for ages 2 through 5
- 4,000 sq. ft. for ages 6 through 10
- 2,500 sq. ft. for a lobby

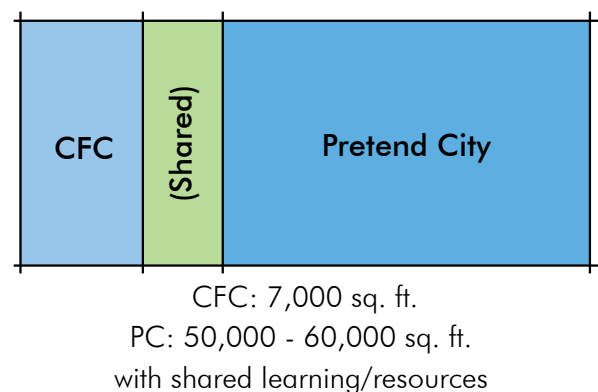
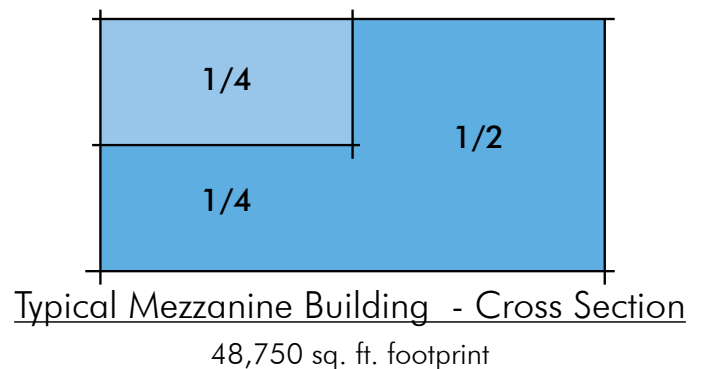
- 5,000 sq. ft. for an auditorium

The 1-story portions of the museum would include approximately:

- 15,000 sq. ft. of public space
- 6,000 sq. ft. of semi-private/office space
- 7,000 sq. ft. back-of-house space
- 7,000 sq. ft. for Children & Families Commission

Note that the original design plans for Pretend City specified 52,000 square feet; however, that was adjusted to 28,000 square feet to conform to the selected location at 29 Hubble in Irvine. The current exhibit floor is 14,000 square feet, not including the lobby, gift store and restrooms.

For a new facility, the panelists recommended that portions of the building be designed as “flex space,” such as an auditorium which could be used as a learning center, gathering place and resource area with shared uses by the museum and CFCOC.



FEASIBILITY

Cost analysis included a review of Pretend City's original building plans, actual costs of improvements at the current facility, and projected costs for a build-to-suit or building improvement project. At the current location, construction and exhibits were completed in 2009 at a cost of \$284 per square foot, for a total of \$8 million.

Estimates for a new facility are:

- Land -- \$5.455 million (\$25 per square foot)
- Construction -- \$5.364 million (\$82.50 per sq. ft.)
- Tenant improvements and exhibits -- \$13 million (\$200 per sq. ft.)
- Total -- \$24 million

These estimates are based on a 5-acre site and a 65,000-square-foot building. The TAP clarified that the \$5.36 million construction estimate is for a basic "tilt-up" structure, not a museum structure, so costs would likely be higher. The estimate for tenant improvements assumes that some existing exhibits and materials would be reused. Also, the total estimate of \$24 million does not include approximately \$200,000 to develop outdoor space.

As previously stated, a build-to-suit project would allow occupancy in 30 to 36 months, while improvements to a purchased building would take 24 to 27 months. The panelists expressed concerns about the existing lease expiration of January 2014, stating that any efforts to rush the project could result in considerable cost overruns. There is an irrevocable lease extension notification period of January to April 2013, with an option to extend the lease up to five years.

It should be noted that when comparing tenant improvement costs based on square footage, today's market estimate is \$200 per square foot versus \$284 spent on the current location. The TAP recommended that Pretend City administrators fine-tune these estimates when preparing a construction budget.

REVENUE GENERATORS

Improving retail sales was viewed by the TAP as an essential way to generate additional ongoing revenue. While Pretend City's gift shop accounts for about 1 percent of the museum's proceeds, other children's museums earn 10 to 15 percent in retail transactions.

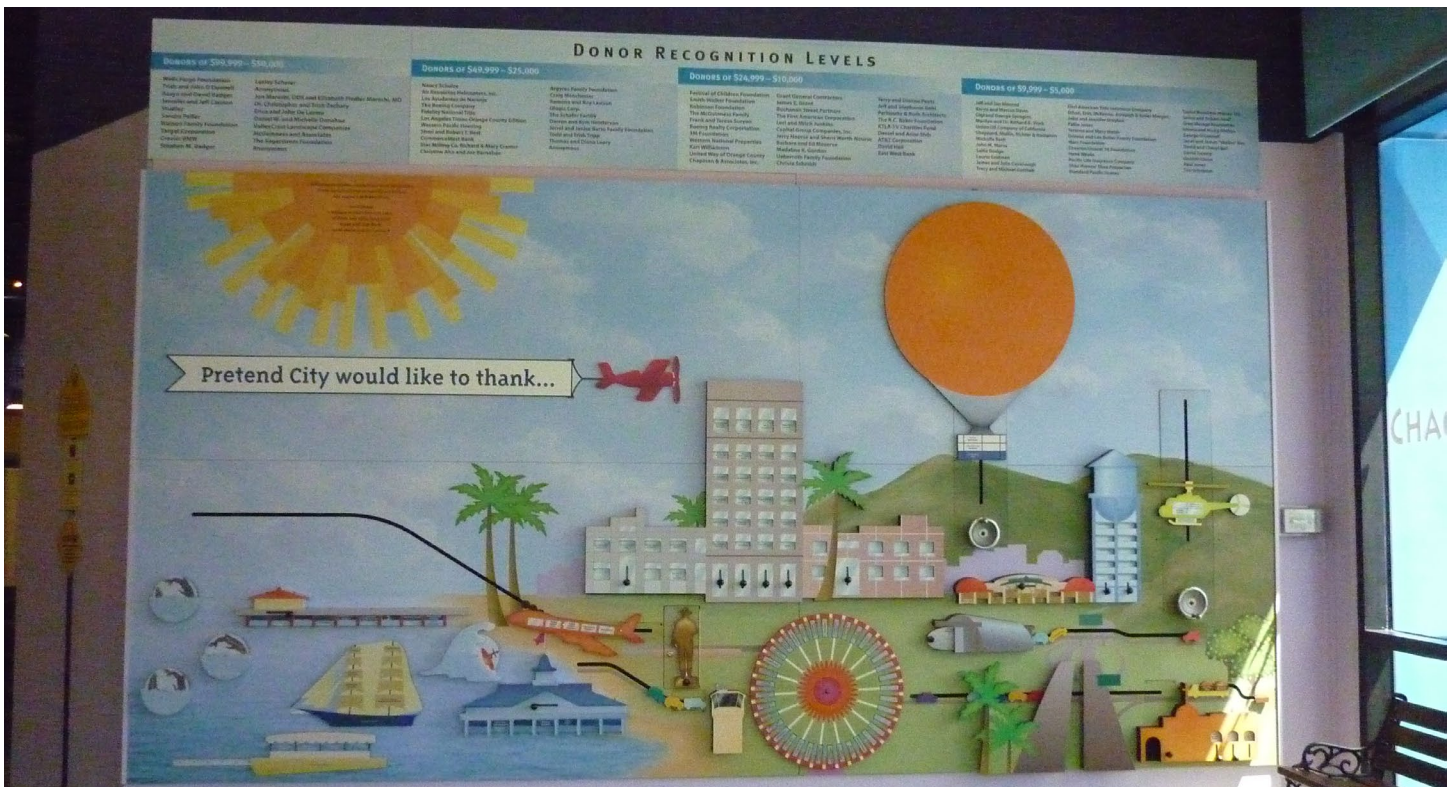
The panelists proposed these ideas:

- Better utilize the website by adding an online gift shop, games and other children's programming. Consider online advertising aimed at adults.
- Reorganize the gift shop and add more Pretend City-branded merchandise.
- Add a quality restaurant on site.
- Promote the availability of Pretend City for innovative off-hour uses including baby showers, proms, overnights, corporate and other social events.
- Update guidelines for promoting corporate and private benefactors.

Many of these ideas can be implemented as soon as possible, especially improvements to the website. Online games should be an extension of the learning activities the children experience at the museum. Corporate sponsorships and online advertising should be limited to the adult audience.



Pretend City - Mini Mall, courtesy of ULI TAP



Pretend City - Donor Recognition, courtesy of ULI TAP

Avoid logo mania

The TAP cautioned that the children should not be overexposed to company logos throughout the museum campus. However, naming rights and sponsorships are crucial to Pretend City's success as a community-supported organization. The museum has guidelines for naming rights that include specific donation amounts for logos and sponsorships. For example, Ralphs market donated a minimum of \$1 million to sponsor the grocery store exhibit. An update of the guidelines may be appropriate to address time limits for naming rights as well as rules for displaying logos versus simply showing company names. Rules should address appropriate signage in all areas of the museum campus, including outdoor space, the auditorium and shared/flex areas. The TAP suggested the museum seek sponsors that share Pretend City's values.

The panelists offered examples of discreet usage of corporate logos in public places. At the privately managed Bryant Park in New York City, a small sign that reads "Southwest Porch" can be seen in an area sponsored by Southwest Airlines. Although the park's managers were reluctant to display the Coca-Cola logo, they agreed to allow the red and white Coke bubbles to decorate the edges of the park's ping-pong tables. It was also noted that, although the Eli Lilly Foundation

is a major benefactor of the Indianapolis Children's Museum, visibility appears limited to the moniker "Lilly Theater."

Pretend City branding

While there was concern about corporate logo mania, the panelists praised the museum's own branding of gift shop items such as Pretend City toy fruits and vegetables complementing the farm exhibit and firefighter costumes for fans of the fire station exhibit. The TAP advocated more Pretend City-branded merchandise and also felt the museum store should be brought in-house rather than outsourced.

The panelists recommended that the gift shop be reorganized to mirror the layout of the museum and feature merchandise that is relevant to each exhibit. This would rectify any inconsistencies; for example, the museum features a beach but currently there are no beach items for sale in the store.

One suggestion for a new museum was to include a store that all patrons would walk through when leaving the building, thus reinforcing the concept of "exit through the gift shop."



Pretend City - The Farm, courtesy of ULI TAP

Healthy eating

The addition of a quality restaurant is a goal of Pretend City administrators, not only to provide healthy food choices but also to increase revenues. Due to limited space at the current location, the panelists suggested a partnership with a healthy catering/food truck and possibly creating a façade that looks somewhat permanent. At a new facility, an exceptional restaurant and even a Starbucks were mentioned as ideas to improve the dining experience for patrons.

Special events programming

As a perk for corporate sponsors and benefactors, it was suggested that Pretend City offer the use of the facility

after hours for special events for employees and their families. The museum could also be leased to schools groups, private concerns and anyone needing a family-friendly location for a special occasion. The panelists suggested that Pretend City tap into organizations that embrace Orange County's historical ties to agriculture, ranching and the military.

Tradition of giving in Orange County

The TAP applauded Pretend City's interactive donor wall as an excellent way to teach children the importance of charitable giving. Orange County has a rich legacy of philanthropy that is being passed down to younger generations. The panelists felt that "Next Gen" philanthropists are especially interested in donating to organizations that support children and families. The TAP agreed that a fundraising goal of \$20 million for a permanent location for Pretend City is achievable.

NEXT STEPS

It is clear that Pretend City board members and administrators have a vision for a new, larger museum at a more visible permanent location. A costly lease with time limitations is the primary motivator for moving the museum. Prudent use of time, comprehensive planning and precise budgeting are vital to the success of this project.

The TAP recommended these next steps:

- ✓ Investigate alternative sites for a new location.
 - ✓ Engage a third party for quicker results.
 - ✓ Pursue redevelopment properties.
- ✓ Finalize facilities plan, budget and programming document.
- ✓ Conduct a cost/benefit analysis of staying vs. moving.
- ✓ Negotiate with landlord to extend lease based on analysis and search.
- ✓ Execute capital campaign.
- ✓ Restructure sponsorship program and activate new revenue generators.

The panelists agreed that finding an existing building or vacant parcel was possible in the next six months, and they suggested selecting a broker to expedite the process. Surplus government property and



Pretend City - Orange Plaza, courtesy of ULI TAP

redevelopment parcels may offer the lowest prices and lease rates along with favorable zoning and beneficial partnerships with targeted cities.

Attendance at Pretend City has grown each year since the museum opened in 2009. Adequate parking is an issue. Although Pretend City appears to be outgrowing its current space, the TAP felt a stay-versus-move analysis would be advantageous for long-term planning. The panelists did not advocate an interim location while planning for a new facility.

The total cost estimate of \$24 million for a new museum will require a major capital campaign directed at corporations, charitable foundations, and individual benefactors. Yet Orange County's legacy of philanthropy, coupled with Pretend City's mission of educating children and serving families, suggests that a \$20 million fundraising goal is attainable. Benefactor guidelines should be reviewed and updated, especially to protect the museum's young patrons from being overexposed to corporate messages.

The TAP recommended that new revenue generators be initiated as soon as possible. Reorganizing the gift shop and adding an online store are priorities, as well as promoting off-hour uses of the facility.

Presentation to the board

The TAP's presentation on July 30, 2012 was attended by key stakeholders, including Michael Ruane, executive director of Children & Families Commission of Orange County; Kim Goll, director of program operations for CFCOC; and the following Pretend City Board members: Darren Henderson, first vice president, Private Banking & Investment Group, Merrill Lynch; Thomas Leary, partner, Manatt; Bill Lyon, president, William Lyon Homes; and Scott Meserve, vice president, The Koll Company.

Representing Pretend City were: Sandra Bolton, executive director; Michele Dickinson, chief financial officer; Linda Hunter, chief operating officer; and Kristin Llorente, director of development. Also attending, from Management Resources, were Jim Higashi, principal; Linda Simos, vice president; and Raymond Giang, senior associate.

Following the presentation, discussion centered on the possibility of Pretend City relocating to the Great Park in Irvine. Although an opportunity to be the anchor museum was viewed favorably, a number of potential barriers were mentioned. The primary obstacle is the lack of infrastructure, and the city of Irvine reportedly does not have funds for this purpose. In addition to the expense, the estimated time needed to get roads and utilities in place was three to five years.

Identifying agencies and donors that might cover infrastructure costs or perhaps donate land or a building was also discussed. Again, the history of charitable giving in Orange County was seen as a reason to set high fundraising goals. The panelists added that Orange County cities are looking to liquidate redevelopment properties, so bargains may be available. The cities favor projects – like Pretend City – that will create jobs, retail sales and tax revenues.

Win-win competition?

Michael Ruane of CFCOC suggested that the museum conduct a competition to get cities excited about being the next home of Pretend City. “I think they all want to host your facility, they just don’t know how to go about it,” Mr. Ruane said. “If agencies see it as a competition, not an RFP, they’ll jump in. No one likes to lose.” He added that maybe the TAP participants would be willing to act as contest judges.

Innovation and forward thinking are certainly trademarks of ULI’s Technical Assistance Panels. Bill Lyon said he appreciated the TAP’s presentation, adding, “We have a better picture of where we’re headed.” He thanked the panelists for their time, effort and enthusiasm.



Pretend City - Marina, courtesy of ULI TAP

PANELIST BIOS

Mary Borgia

Mary Borgia, president of The Borgia Company based in Newport Beach, CA, specializes in forward-thinking advisory services for resort and residential community developments.

With expertise in a wide array of disciplines, Ms. Borgia has been a marketing force behind notable resort and residential communities for more than 35 years. Her portfolio of work includes The Residences at Spanish Bay, Pebble Beach, CA; Tumble Creek and Suncadia, Roslyn, WA; The Terraces at the Vintage Club and The Reserve, Indian Wells, CA; Snowcreek, Mammoth, CA; San Elijo Hills, San Marcos, CA; River Valley Ranch, Carbondale, CO; and Stowe Mountain Lodge, Stowe, VT. She brings a deep understanding of market dynamics, the development process, financial responsibility, and product design to The Borgia Company, founded in 1986.

Ms. Borgia is an active member of the Urban Land Institute and has served as Council Counselor for the four Recreation Development Councils, Chair RDC Red Flight, advisory panels, program committee and many planning groups.

Peter B. Denniston

Peter Denniston has over 35 years of experience in master planned community, mixed use and resort development.

He founded Denniston Realty Group in 1990 to provide real estate development, investment and advisory services to a variety of clients, including the Orange County Great Park Corporation, Starwood Capital Group, Playa Capital Company, Mammoth Mountain Ski Area, and Oaktree Capital Management. Other assignments include repositioning existing and planned resort developments in California, Montana, Baja California Sur and the Caribbean.

Mr. Denniston was formerly CEO and president of Playa Capital Company, president of real estate for Mammoth Mountain Ski area, president of Signal Landmark, and held senior development positions with Homart Development Company and The Irvine Company. He is a member of ULI Orange County/Inland Empire Capital Markets Initiative Council and the ULI Recreation Development Council. He also is chairman of the board of directors of the Orange County Housing Trust.

Dan Heinfeld

Dan Heinfeld, president of LPA, Inc., has been the partner in charge of design for the company since 1986 and is responsible for the overall design direction of the firm.

Mr. Heinfeld is an American Institute of Architects (AIA) Fellow and a LEED AP (Leadership in Energy and Environmental Design – Accredited Professional). He has made sustainable design the focus of his career and the LPA's process in which design excellence and sustainability are directly linked. Since 1986, LPA has been recognized with over 164 awards from the AIA national, state and component chapters, including an unprecedented 26 years of continuous recognition from the AIA Orange County Chapter.

Under Mr. Heinfeld's leadership, LPA is recognized as one of the leading sustainable firms in the country. The company has completed 30 LEED projects in the state of California and is currently working on another 50 projects for K-12 schools, corporate spaces, civic facilities, office buildings and higher education projects that are applying for LEED certification.



Pretend City TAP, courtesy of ULI TAP

Sandra Kulli

Founder of Kulli Marketing, Sandra Kulli creates marketing programs for builders and developers. She has worked with more than 100 companies on 223 communities with sales exceeding \$6 billion throughout the U.S. and Europe, Japan and Mexico.

Ms. Kulli's clients include the Great Park Neighborhoods in Irvine, CA; Playa Vista in Los Angeles; The Pinehills in Plymouth, MA; Forest City's Stapleton community in Denver; Rouzan in Baton Rouge; and Rio Tinto's master planned community, Daybreak, in Salt Lake City.

Active in ULI, Ms. Kulli is on the executive committee of ULI Los Angeles, has served on four national ULI panels, and was one of the authors of the *Ten Principles for Successful Development Around Transit*. She has spoken at the Harvard Graduate School of Design, USC Masters Program in Real Estate Development, ULI and the Presidential Seminar for CEOs. Ms. Kulli formerly taught at inner-city schools in Boston, East Palo Alto and Los Angeles.

Jon Marchiorlatti

Jon Marchiorlatti has been involved in the commercial real estate industry for 33 years as a developer and broker. Currently he is in charge of acquisition and development of commercial office and industrial product in Southern California for Shea Properties. He is engaged in all aspects of the development process including entitlement, construction, leasing and disposition.

Prior to joining Shea, Mr. Marchiorlatti was the senior development manager for the Southern California market for Panattoni Development Company. At Panattoni he completed the purchase and disposition of four major projects totaling over 200 acres of land with 2.5 million square feet of office and industrial space with an estimated build-out value of over \$800 million.

Mr. Marchiorlatti spent 13 years with CB Richard Ellis Commercial Real Estate Group where he worked with developers of commercial office, industrial and R&D product. He is experienced in existing, ground-up and reuse/rehab projects and facilitated the construction of numerous office and Industrial building developments in Southern California.

Jeff Mayer

Director of International Planning at Bassenian Lagoni, Jeff Mayer has experience across multiple market sectors including residential, mixed-use, resort, commercial and entertainment. He has 30 years' experience as a principal at several design firms, including EDAW, KTG and Gensler. He is currently providing urban design and master planning services to clients in China, the Middle East and Africa.

Mr. Mayer has participated on panels at national ULI events, including the Reinventing Retail and Placemaking conferences. He served as chairman of the ULI Orange County/Inland Empire District Council for three years and is currently chair of Mission Advancement.

Project awards include a 2007 Best Community Development Award from the AIA San Fernando Valley for Ritter Ranch. Mr. Mayer's work has been published in *AIA Architect*, *Interior Design*, and *Entertainment Design*. He also is an international board member of the Themed Entertainment Association, which represents creators of compelling places and experiences for his clients such as Disney, Paramount and Universal.

John R. Shumway

John R. Shumway, a principal in the Newport Beach, CA office of The Concord Group, has more than 29 years of experience in market feasibility analysis for both residential and commercial properties. He has managed numerous engagements focused on strategic planning and best use analysis for projects ranging from master-planned communities to mixed-used developments.

Mr. Shumway is a member of the Advisory Board for ULI Orange County/Inland Empire and is the current chair of all TAPs for the council. He was selected by ULI to participate on the panel that initially developed and published the *Ten Principles for Successful Development Around Transit*.

Mr. Shumway is a frequent guest lecturer before professional and academic organizations, including UCLA and University of California, Irvine. He also has spoken overseas, including a recent lecture to key Japanese homebuilders about expanding market penetration in a downsizing economy.

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Pretend City TAP, courtesy of ULI TAP

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Report writer:

Jane DeLorenzo
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RESOURCES

- **Julie Paul, former executive director of Playspace Childrens Museum, Raleigh, NC**
Executive Director, ULI Triangle
Raleigh, NC
919-417-2766
julie.paul@uli.org

Sponsorship guidelines/recognition

- **Ann Arbor Hands On Museum, Ann Arbor, MI**
http://www.aahom.org/giving/exhibit_sponsor/
- **Brooklyn Children's Museum, NY**
<http://www.brooklynkids.org/index.php/supporting/corporatemembership>
- **Children's Museum of Atlanta, GA**
http://www.childrensmuseumatlanta.org/support/sponsorship_opportunities
- **Discovery Center Museum, Rockford, IL**
<http://www.discoverycentermuseum.org/support/corporate.asp>
- **EdVenture Children's Museum, Columbia, SC**
<http://www.edventure.org/corporate-giving.aspx>

Books

- **Edible Schoolyard by Alice Waters**
- **The Experience Economy by Pine and Gilmore**
- **I Love Dirt! by Jennifer Ward**
- **Last Child in the Woods by Richard Louv**
- **Outstanding in the Field by Jim Denevan**

ABOUT ULI TECHNICAL ASSISTANCE PANELS (TAPs)

The Urban Land Institute (ULI) was founded in 1936 as a non-profit institute to conduct research and provide information on all aspects of real estate development and land use policy. ULI has nearly 30,000 public and private sector members comprised of professionals in all aspects of real estate development, policy and regulation located in 95 countries. ULI has 65 district councils in The Americas, Europe, the Middle East and Asia, a worldwide staff of 163, and a \$58 million annual operating budget in FY2013. The ULI has been a leader in smart growth, mixed-use development, urban redevelopment, transportation and affordable housing. ULI Orange County/Inland Empire is among the 10 largest District Councils in the world with nearly 900 individual members.

Since 1947, ULI's Advisory Services Program has been assisting communities by bringing together panels of seasoned real estate, planning, financing, marketing, and development experts to provide unbiased pragmatic advice on complex land use and development issues.

Often these panels meet with the sponsoring government or non-profit entity for five days at a fee of about \$110,000, and typically address issues of a broad and long-range scope. The ULI District Councils provide panel services of one day. A fee is charged for the advisory service, which is used to further the research and educational activities of the District Council. Panel members volunteer their time and are not compensated in any way. To ensure objectivity, panel members cannot be involved in matters pending before or be working for the sponsor and cannot solicit work from the sponsor during the panel's assignment period.

Sponsors request technical assistance services on complex land use issues. The District Council assists the sponsor in refining the scope of the assignment and in organizing the panel efforts. Panels are then formed to provide the expertise to address those issues. At the conclusion of the work period, the panel issues a report with recommendations to the sponsor.

APPENDIX

- Red Hill Property Brochure (provided by CBRE)
- Commercentre Drive Property Brochure (provided by CBRE)



Location: **Airport Area Ind Cluster**
Tustin Ind Submarket
Orange County
Tustin, CA 92780

Building Type: **Class C Flex/Light Manufacturing**
 Status: **Built 1979**
 Tenancy: **Multiple Tenant**

Land Area: **5.96 AC**
 Stories: **1**
 RBA: **79,756 SF**

Total Avail: **79,756 SF**
 % Leased: **100%**

Landlord Rep: **Voit Real Estate Services**
 Management: **-**
 Recorded Owner: **15771 Red Hill, LLC**
 Sales Company: **Voit Real Estate Services: Michael J. Hartel (949) 263-5392**

Ceiling Height: **25'0"**
 Column Spacing: **-**
 Drive Ins: **2 - 10'0" w x 12'0" h**
 Loading Docks: **2 ext**
 Power: **3000a/277-480v 3p/4w**

Crane: **None**
 Rail Line: **None**
 Cross Docks: **None**
 Const Mat: **Masonry**
 Utilities: **Heating**

For Sale: **For Sale at \$14,000,000 (\$175.54/SF) - Active**
 Expenses: **2008 Tax @ \$1.36/sf, 2011 Est Tax @ \$0.93/sf; 2011 Est Ops @ \$2.69/sf**
 Parcel Number: **430-231-04**
 Parking: **300 free Surface Spaces are available; Ratio of 4.00/1,000 SF**
 Amenities: **Corner Lot**

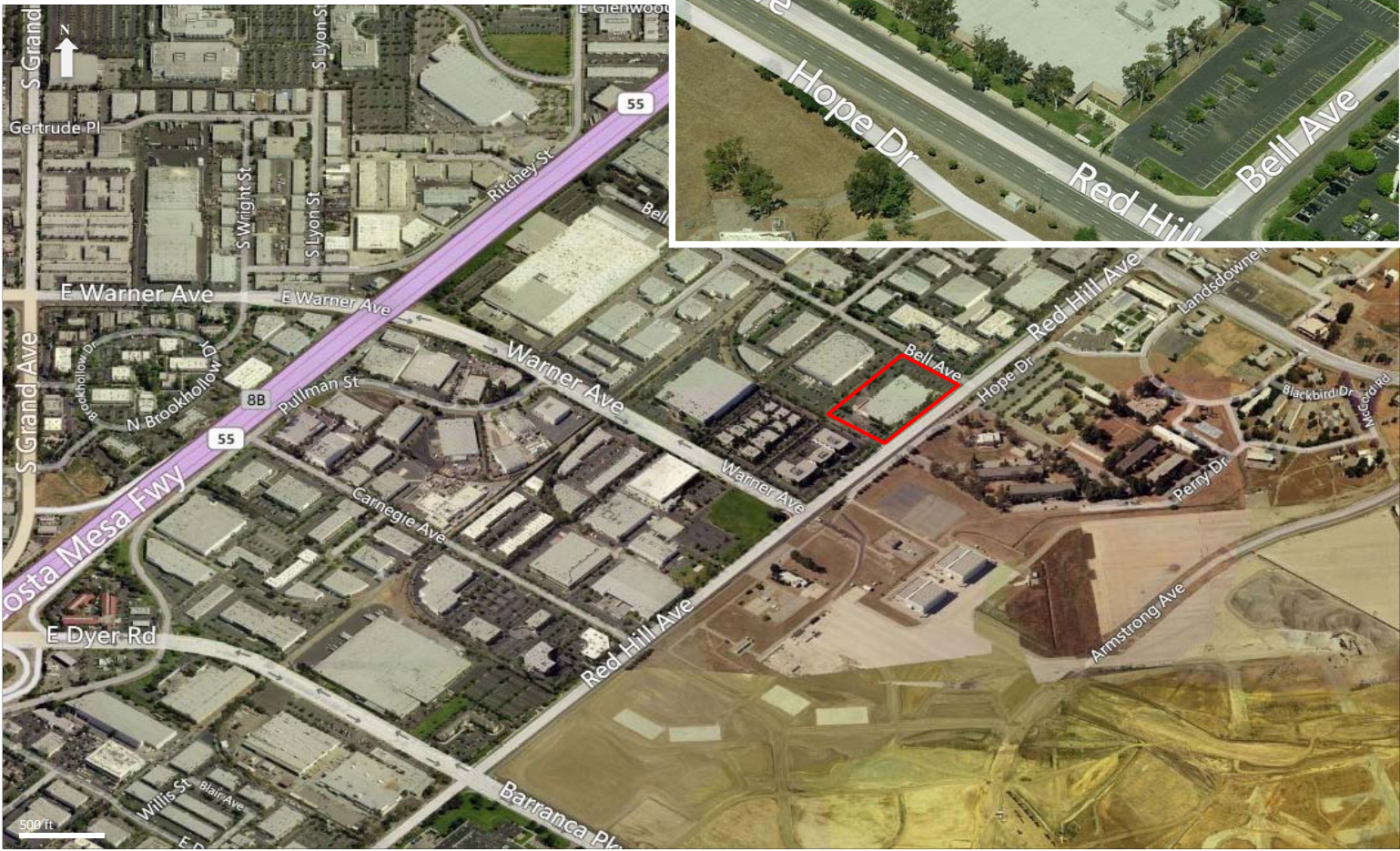
Floor	SF Avail	Bldg Contig	Rent/SF/Yr + Svs	Occupancy	Term	Use/Type
E 1st	79,756/44,847 ofc	79,756	\$13.80/nnn	30 Days	1-5 yrs	Direct
Voit Real Estate Services / Michael J. Hartel (949) 263-5392						

Building Notes

Property features A/C throughout building.

Located on the corner of Bell Avenue.

15771 Red Hill Ave



AVAILABLE

PRIME LOCATION

25192 COMMERCENTRE DRIVE

LAKE FOREST :: CALIFORNIA

**FOR SALE
±5.6 ACRES**

OFFICE / CORPORATE HEADQUARTERS



FOR MORE
INFORMATION
PLEASE CONTACT:

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ERIC SNELL

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SANDI ROCKWOOD

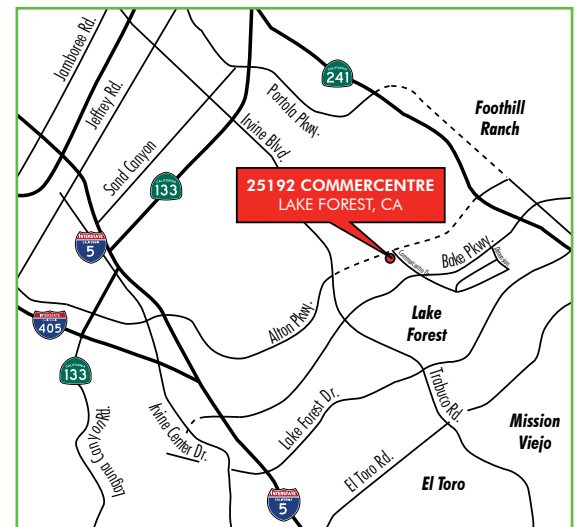
Lic. 01354072

T 949.725.8548

sandra.rockwood@cbre.com

PROPERTY FEATURES

- APN 610-371-02
- Prime Location
- ±5.60 Acres of Land
- Zoned Office/Medical
- Located at the SWC of Commercentre Drive and Alton Parkway
- Spectacular Views
- Unique Land Sale Opportunity



CBRE

3501 Jamboree Rd.

Suite 100

Newport Beach, CA 92660

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CBRE

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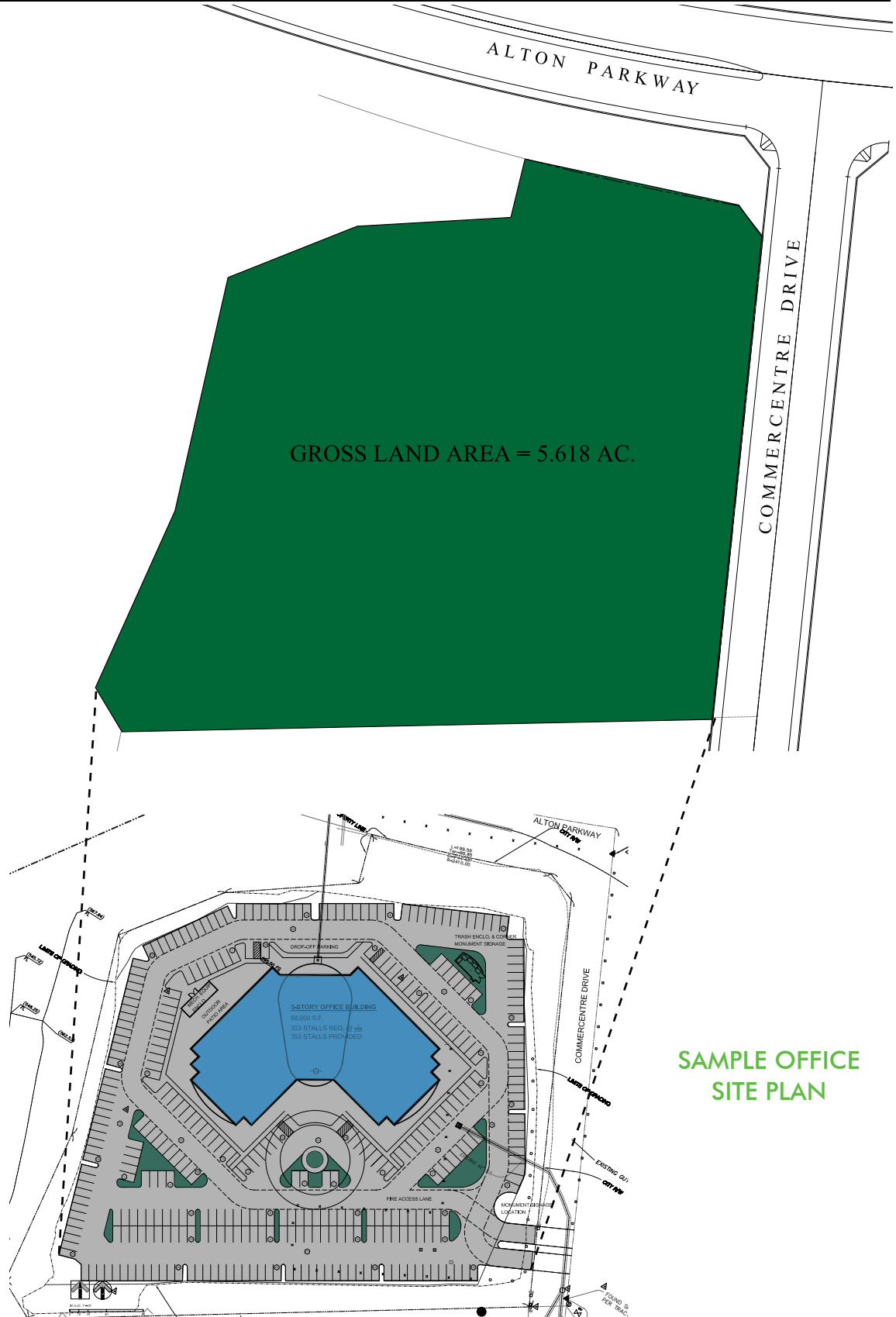
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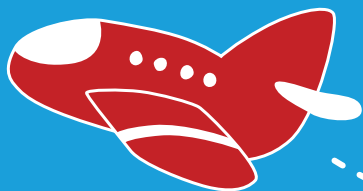
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On behalf of the ULI Orange County/Inland Empire Advisory Board,
thank you for seeking recommendations from our members to address
these complex land use issues for Pretend City Children's Museum.



**Urban Land
Institute**

Orange County/Inland Empire