MIDWAY RISING

A MIDWAY FOR ALL

OFFER TO LEASE SURPLUS PROPERTY

3500, 3250, 3220 and 3240 Sports Arena Blvd San Diego, CA 92110

December 2, 2021

CHELSEA INVESTMENT CORPORATION | ZEPHYR | AECOM | SAFDIE RABINES ARCHITECTS

City of San Diego Department of Real Estate and Airport Management
1200 Third Avenue, Suite 1700
San Diego CA 92101

December 2, 2021

RE: Sports Arena Notice of Availability Response

In response to the issuance of the Sports Arena Notice of Availability (NOA) on October 4, 2021, the local development team Midway Rising, LLC has developed this comprehensive multi-use proposal for consideration by the City of San Diego and community stakeholders. Our proposal for this urban infill site, Midway Rising, is a collaboration of local housing developers, businesses and community organizations to revitalize San Diego's Midway neighborhood. Midway Rising will create a vibrant and inclusive community with affordable housing, good jobs, neighborhood parks and entertainment, arts and culture for all San Diego families.

Midway Rising is designed to include 4,000 residential units with a goal of designating 50% of the total units (2,000 units) for very low and low income restricted units at 30% to 60% area median income, subject to land lease terms, land use, regulatory and entitlement approvals, infrastructure costs, gap financing availability, financial feasibility, legal validity of the increased height limit initiative and successful resolution of any litigation filed against the project approvals . In no event will the number of units for very low and low income housing be less than 30% of the project's total residential units. Within the 30% to 60% AMI range, the project will include allocations for families, seniors, veterans, and supportive homeless housing for a 50% AMI average for the project's affordable units.

OUR GUIDING PRINCIPLES:

1. AFFORDABLE HOUSING FIRST
Tackle the housing crisis with affordable homes for San Diegans of all backgrounds.

2. LEAVE NO COMMUNITY BEHIND
Champion a bold vision for community benefits to lift up Midway and San Diego's underserved.

3. NEW MODERN ARENA
Deliver a new Arena with the finest guest experience for America's Finest City.

4. EMBRACE TRANSIT
Build a transit-oriented Arena resituated at the heart of a transit-oriented community.

5. CLEAN, GREEN & HEALTHY
Advance health and sustainability with parks, open space, and climate-resilient development.

PROJECT SUMMARY:

- **4,000 total housing units**
- **50% very low and low income restricted affordable housing**
- **20+ acres of community parks**
- **250,000 SF of commercial and retail space**
- **200 key hotel**
- **New 15,000 to 16,000-seat arena**

COMMUNITY BENEFITS:

- Housing for at-risk San Diegans
- Local employment program
- New public parks and community amenities
- Union built and operated
- Pedestrian and traffic improvements
- Broadband for all
- On-site childcare and health clinic
- Hospitality career and skills center
- Youth and LGBTQ+ programming
- Homelessness solutions

Midway Rising is an inclusive community with 2,000 affordable homes that promotes social equity and opportunity through new housing, career training, community services, public parks, and employment opportunities.

Sincerely,
Midway Rising, LLC

James J. Schmid, Chelsea

Shervin Mirhashemi, Legends

Brad Termini, Zephyr

Eric Schreiner, AECOM

MIDWAY RISING
A MIDWAY FOR ALL

MIDWAYRISING.INFO

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MIDWAY RISING

A MIDWAY FOR ALL

TABLE OF CONTENTS

SEC. A | MIDWAY RISING OVERVIEW

SEC. B | TEAM PROFILE

SEC. C | PROJECT DESCRIPTION AND OPERATING PLAN

SEC. D | ECONOMIC IMPACT ANALYSIS

SEC. E | LAND USE, PLANNING, AND COMMUNITY PLAN

SEC. F | COMMUNITY ENGAGEMENT & DIVERSITY INCLUSION

SEC. G | FINANCIAL CAPABILITY

SEC. H | APPENDIX

MIDWAY RISING

A MIDWAY FOR ALL

A MIDWAY RISING OVERVIEW


SAFDIE RABINES ARCHITECTS

DEVELOPMENT CONCEPT



A SUSTAINABLE AND INTERCONNECTED VILLAGE WHICH TRANSFORMS COMMUNITY, ENTERTAINMENT, AND MOBILITY TO UPLIFT THE MIDWAY COMMUNITY.

PROJECT SUMMARY

RESIDENTIAL:

- 4,000 total housing units
- 50% very low and low income restricted affordable housing

PUBLIC PARKS & FEATURES:

- 20+ acres of community parks
- Transit Mobility Hub and new MTS station

ARENA & ENTERTAINMENT:

- 250,000 SF of commercial and retail space
- 200 key hotel
- New 15,000-16,000-seat arena


2,000
AFFORDABLE
HOMES
NEW
MODERN
ARENA
20+ ACRES
OF PUBLIC
PARKS
NEW MOBILITY
HUB & TRANSIT
CONNECTIONS

DEVELOPMENT CONCEPT



AN INCLUSIVE, AFFORDABLE, HEALTHY AND ECONOMICALLY VIBRANT COMMUNITY FOR SAN DIEGO. A MIDWAY FOR ALL.

In order to implement goals and objectives of the community plan, the Pechanga Arena will be removed and a new modern arena will be built in a different location on the site. The strategic relocation of the arena has multiple benefits that will maximize the footprint for new residential development and ensure connectivity to the future Grand Central Station.

NEW ARENA LOCATION:

- Closer to Grand Central Station
- Opens directly onto Sport Arena Blvd and animates the street
- Links to a commercial linear plaza along Sports Arena Blvd that connects to the river
- Pechanga Arena can remain in use until the new one is completed
- Separated from the housing to allow for a quieter residential neighborhood
- Open and accessible to the surrounding community
- Allows for a more efficient utilization of land allowing for more opportunity for residential units

OUR VALUES. OUR VISION.

AFFORDABLE HOUSING FIRST
Tackle the housing crisis with affordable homes for San Diegans of all backgrounds.

A SPECIAL PLACE
Create a unique, welcoming community for Midway that reflects San Diego's spirit & history.

LEAVE NO COMMUNITY BEHIND
Champion a bold vision for community benefits to lift up Midway and San Diego's underserved community.

NEW ARENA
Deliver a new Arena with the finest guest experience for America's Finest City.

EMBRACE TRANSIT
Build a transit-oriented Arena located at the heart of a transit-oriented community.

GOOD UNION JOBS
Create thousands of high-quality jobs with local hire, apprenticeships and living wages.

CLEAN, GREEN & HEALTHY
Advance health and sustainability with parks, open space, and climate-resilient development.

COMMUNITY COLLABORATION
Partner at every step with the community and City to help Midway rise and thrive.

ROOTED IN SAN DIEGO
We're a team unlike any other - local to San Diego, driven by values and vision, and deeply committed to the community we call home.



COMMUNITY ENGAGEMENT & DIVERSITY INCLUSION

COLLABORATIVE PARTNERS:

CASA FAMILIAR

"We're excited to be part of an effort that aims to lift up the Midway area and truly benefit the entire community, especially those often left behind. Providing housing for San Diegans of all backgrounds along with job opportunities, career training, and child care is key to helping this community, and all of San Diego, rise to its full potential." - CASA FAMILIAR

SERVING SENIORS

"Chelsea's commitment to providing quality housing for seniors paired with our proven track record of successfully developing projects together in San Diego gives us assurance that this project will help struggling seniors live healthy and fulfilling lives. Additionally, this project will make an enormous impact on the lives of over 8,000 clients currently serviced by Serving Seniors in San Diego County." - SERVING SENIORS

Father Joe's Villages

"Father Joe's Village strongly supports the proposal Chelsea Investment Corporation is submitting for the City of San Diego, Midway District NOA site... The project will help change the lives of some of the more than 7,600 people who are experiencing homelessness every night in San Diego by providing what they need most: safe, stable, and quality affordable housing." - FATHER JOE'S VILLAGE

VVSD

"Veterans Village of San Diego proudly supports Chelsea Investment Corporation's proposed development for the Midway Notice of Availability to the City of San Diego. This presents a significant opportunity to provide desperately needed affordable housing for veterans and their families." - VETERANS VILLAGE OF SAN DIEGO

San Diego Regional Center

"I write in strong support of the proposal Chelsea Investment Corporation is submitting for the City of San Diego, Midway District RFP site. Chelsea's dedication to providing quality housing and the proven track record of successfully developing projects across San Diego Imperial, Orange, and Riverside counties give us assurance that this project will promote social inclusion and allow our residents with special needs to integrate with the larger community. Additionally, the project will make an enormous impact on the lives of more than 35,000 clients currently served by the San Diego Regional Center (SDRC)." - SAN DIEGO REGIONAL CENTER

"Southern California Housing Collaborative is pleased to provide this Letter of Support for Chelsea Investment Corporation proposal to develop affordable housing for the Midway Notice of Availability released by the City of San Diego... We are excited to help bring some much-needed housing to the Midway District and are pleased that the City of San Diego is focused on reaching these sensitivities populations." - SOUTHERN CALIFORNIA HOUSING COLLABORATIVE

COMMUNITY-WEALTH.ORG

"We fully support your proposal to respond to the City of San Diego's Notice of Availability for the Midway Site. We are a dedicated partner providing quality affordable housing and those services that enhance the quality of the life for the residents who live there." - PACIFIC SOUTHWEST COMMUNITY DEVELOPMENT COPORATION

COMMUNITY BENEFITS:

- HOUSING FOR AT-RISK SAN DIEGANS
- LOCAL EMPLOYMENT PROGRAM
- UNION BUILT & OPERATED
- HOSPITALITY CAREER & SKILLS CENTER
- ON-SITE CHILDCARE & HEALTH CLINIC
- 20+ ACRES OF NEW PUBLIC PARKS
- COMMUNITY RECREATIONAL FACILITIES
- PEDESTRIAN & TRAFFIC IMPROVEMENTS
- BROADBAND FOR ALL
- YOUTH AND LGBTQ+ PROGRAMMING
- HOMELESSNESS SOLUTIONS

Please see further details about our Community Benefits Framework developed with the Center Policy Initiatives on page 65.

COMMUNITY PRINCIPLES



IN ACHIEVING OUR VISION OF A SUSTAINABLE, ECONOMICALLY VIBRANT AND INTERCONNECTED FUTURE, MIDWAY RISING PROMOTES THREE IMPORTANT PRINCIPLES: INCLUSIVE COMMUNITY, SUSTAINABLE SOLUTIONS, AND ECONOMIC IMPACTS

INCLUSIVE COMMUNITY:

- Provide varied housing choices and deliver programming to uplift residents socially and economically.
- Promote social equity and environmental justice through new housing and employment opportunities.
- Enhance and sustain the community through well-designed and professionally managed housing.
- Include a mobility hub that is the beating heart of modern connectivity for transportation options that are easily accessible from housing, the new arena and retail.
- Use architecture, landscaping, and public amenities to encourage social interaction and active lifestyles.

SUSTAINABLE SOLUTIONS:

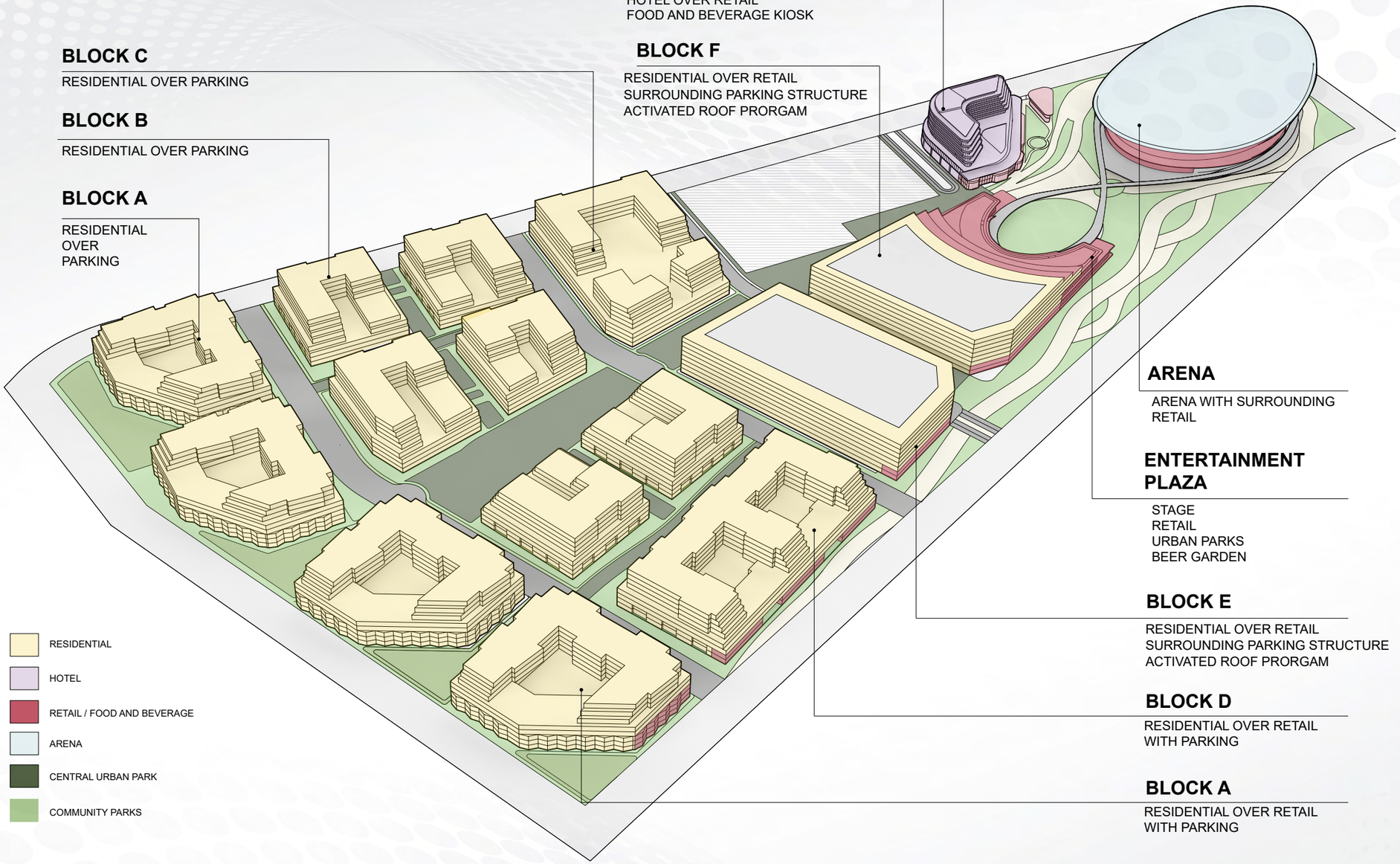
- LEED certification for renewable energy and carbon emissions reductions along with sustainable and energy efficient building design and management.
- Conserve natural resources, reduce water consumption and utilize renewable and innovative materials to minimize the carbon footprint.
- Promote wellness through ample interconnected open and recreational spaces.
- Enhance walkability and access through generous public spaces featuring enhanced amenities and a robust tree canopy.
- Minimize project-level green house gas emissions.

ECONOMIC IMPACTS:

- Estimated to create 2,200 annual and 6,400 construction jobs while establishing a living wage in employment opportunities.
- Create new business opportunities that provide tax revenue to support the City's budget and enhance services.
- Include significant investments in new green infrastructure including parks, sidewalks, bike lanes and transit.
- Align the development's affordable housing strategy with regional housing need goals that are focused on addressing affordable housing shortages.
- Develop a 200-key hotel that will serve not only the new village and arena, but the region and will contribute significant ongoing annual revenue to the City's transient occupancy tax (TOT) fund.


INTERSTATE
8
HANCOCK ST
KURTZ ST
CAMINO DEL RIO W
SPORTS ARENA BLVD
SAFDIE RABINES ARCHITECTS

PROGRAM



HOTEL

HOTEL OVER RETAIL
FOOD AND BEVERAGE KIOSK

BLOCK C

RESIDENTIAL OVER PARKING

BLOCK F

RESIDENTIAL OVER RETAIL
SURROUNDING PARKING STRUCTURE
ACTIVATED ROOF PRORGAM

BLOCK B

RESIDENTIAL OVER PARKING

BLOCK A

RESIDENTIAL
OVER
PARKING

ARENA

ARENA WITH SURROUNDING
RETAIL

ENTERTAINMENT PLAZA

STAGE
RETAIL
URBAN PARKS
BEER GARDEN

BLOCK E

RESIDENTIAL OVER RETAIL
SURROUNDING PARKING STRUCTURE
ACTIVATED ROOF PRORGAM

BLOCK D

RESIDENTIAL OVER RETAIL
WITH PARKING

BLOCK A

RESIDENTIAL OVER RETAIL
WITH PARKING

- RESIDENTIAL
- HOTEL
- RETAIL / FOOD AND BEVERAGE
- ARENA
- CENTRAL URBAN PARK
- COMMUNITY PARKS

HOUSING FOR ALL

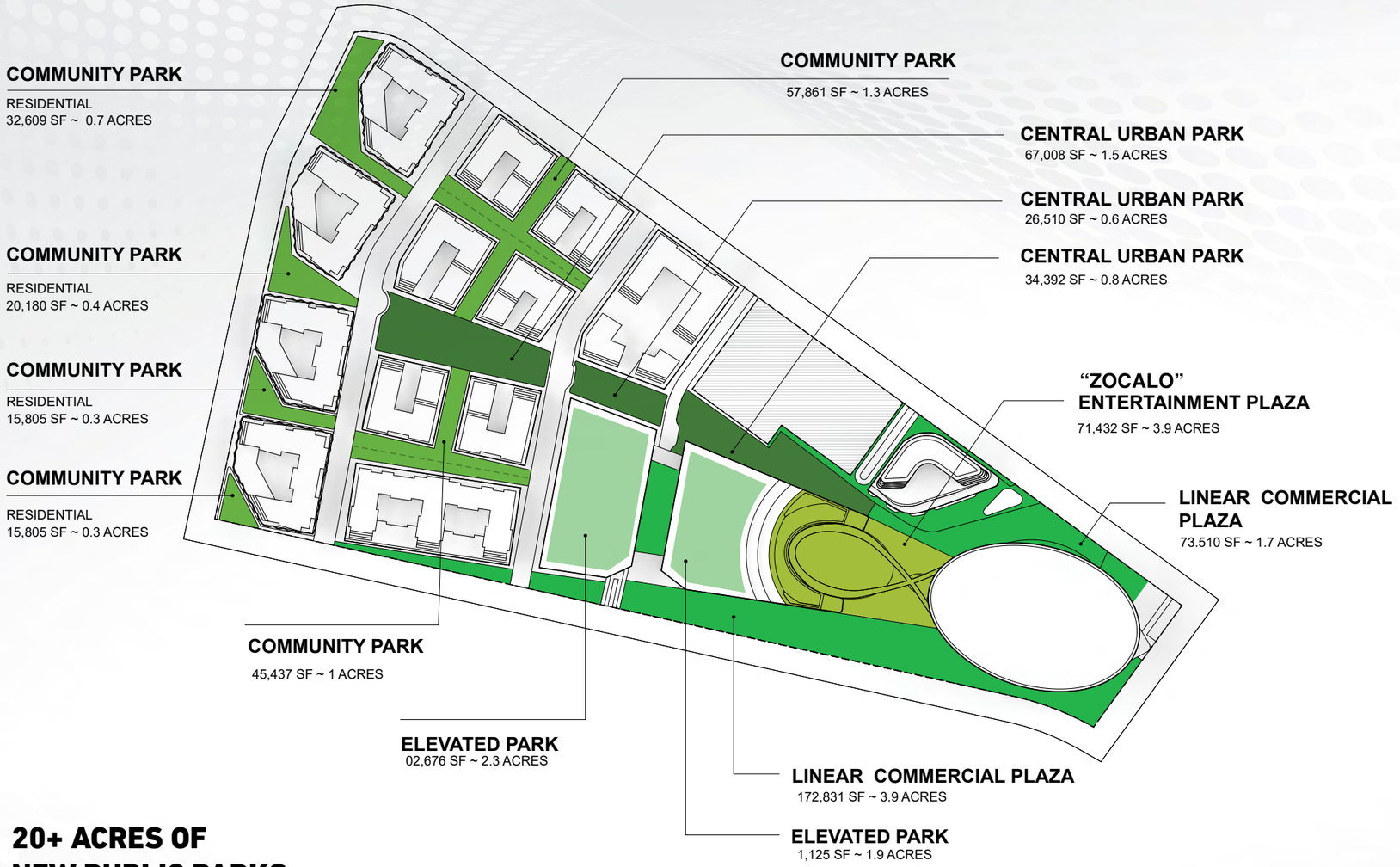


2,000 AFFORDABLE UNITS WILL BE DISPERSED THROUGHOUT THE COMMUNITY PROMOTING AN URBAN-STYLE OF LIVING SEAMLESSLY INTEGRATED WITH THE MARKET-RATE RESIDENTIAL AND COMMERCIAL USES.

HOUSING GOALS

- Develop affordable housing opportunities at various income levels to create a balanced community and restrict over 50% for very low and low income qualifying residents.
- Align the development's affordable housing strategy with regional housing needs goals that are focused on addressing affordable housing shortages.
- **Proposed allocation of affordable units by target population:**
  - **Families: 60%**
  - **Seniors: 15%**
  - **Veterans: 15%**
  - **Homeless: 10%**

PUBLIC PARKS & OPEN SPACE



20+ ACRES OF NEW PUBLIC PARKS



CENTRAL URBAN PARK
(27,911 SF ~ 2.9 ACRES)



COMMUNITY PARKS
(177,887 SF ~ 4.1 ACRES)



ELEVATED PARKS
(183,802 SF ~ 4.2 ACRES)



LINEAR COMMERICAL PLAZA
(236,907 SF ~ 5.5 ACRES)



ENTERTAINMENT PLAZA
(171,432 SF ~ 3.9 ACRES)

RECREATION AND OPEN SPACE GOALS:

- Maintain and enhance over 20 acres of passive and active recreational spaces that implement the Community Plan's goals.
- Enhance and incorporate outdoor places for gathering, collaboration, meeting, and entertainment that offers residents and visitors the opportunity to interact around active living, entertainment and employment.
- Incorporate resiliency into open space and recreational planning through implementation of conservation and landscaping management strategies that address climate change and sea level rise.
- Emphasize the importance of community open spaces that form a balance with the built environment and offer positive benefits to health and wellbeing.

PUBLIC PARKS & OPEN SPACE - ELEVATED PARK













ELEVATED PARK:

- 4.2 acre public park on top of the parking garages
- Fitness course and amenities
- Recreation center
- Children's play areas
- Multi-purpose turf areas
- Picnic areas
- Comfort stations
- Micro retail and food vendors targeted for a diverse user group
- Outdoor beer garden

PUBLIC PARKS & OPEN SPACE - COMMUNITY PARKS













SPORTS ARENA BLVD LINEAR PARK:

- 3.9 acre public park along Sports Arena Blvd
- Walking and jogging trails
- Bicycle lanes
- Children's play areas
- Public art displays
- Picnic areas
- Drought tolerant landscaping

SPORTS ARENA SQUARE "THE ZOCALO":

- Central public plaza
- Surrounded by restaurants, retail, and the new sports arena
- Adjacent to new mobility hub and MTS station
- Multi-purpose outdoor event space
- Programming for cultural and community events
- Viewing screens for shows and events from outside the arena

CENTRAL URBAN PARK:

- Public park through the full site connecting all housing units to the Zocalo and new arena
- Centralized promenade with shade producing trees
- Farmer's market
- Dog parks
- Community events and amenities

NEW ENTERTAINMENT CENTER



MIDWAY RISING WILL RELOCATE AND DEVELOP A NEW STATE-OF-THE-ART 16,000-SEAT SPORTS ARENA, ADJACENT TO 250,000 SQUARE FEET OF COMMERCIAL AND RETAIL SPACES FEATURING LOCAL RESTAURANTS, A WEEKLY LOCAL FARMERS MARKET, COMMUNITY-ORIENTED SHOPS, AND A 200-KEY HOTEL.

The new entertainment center will offer the citizens of San Diego a state of the art venue to watch a variety of events and attractions. The venue will bring new events and impacts to the local community.

ECONOMIC DEVELOPMENT GOALS:

- Develop a new modern sports arena that is interconnected to the region
- Develop a 200-key hotel that will serve not only the new village and arena, but the region and will contribute significant ongoing annual revenue to the City's transient occupancy tax (TOT) fund

ENTERTAINMENT CENTER CONTENT VISION



















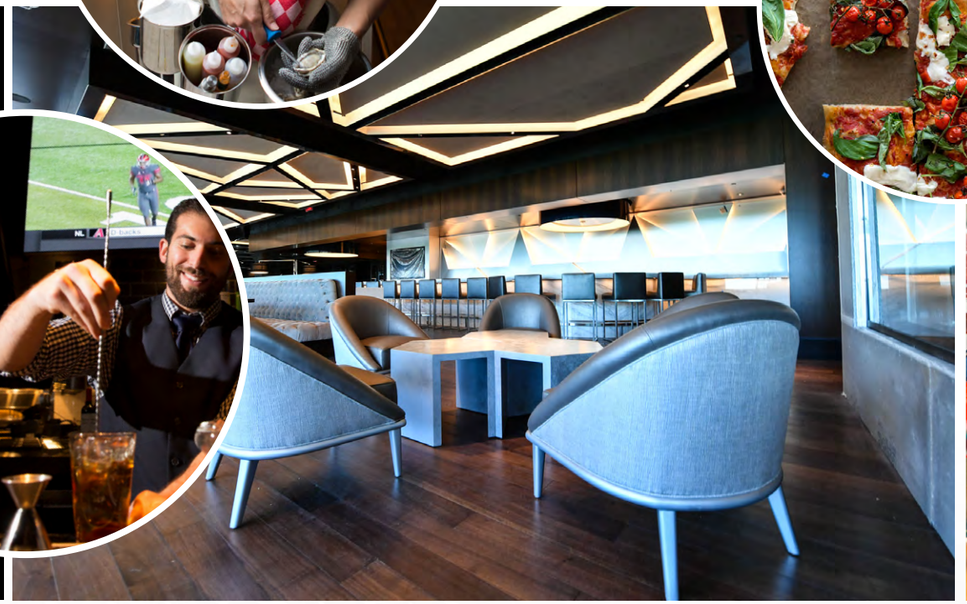
ENTERTAINMENT CENTER PREMIUM SPACES VISION













ENTERTAINMENT CENTER PREMIUM SPACES & SPONSORSHIPS VISION

















DISTRICT ATTRACTION VISION

















RETAIL & ENTERTAINMENT DISTRICT

Included as a key feature and attraction will be the 3.9-acre Sports Arena Square known as the Zocalo. This public plaza will be surrounded by new community-serving retail and commercial spaces that are open to the public and a space to host outdoor concerts, shows, events, and more. This area will feature locally sourced restaurants and shops that cater not only to the new village community, but to all San Diegans.




3.9-ACRE
PUBLIC PLAZA
(ZOCALO)
OUTDOOR EVENT
SPACE
BEER GARDEN
JEFF & MO'S BREWERY
FANCLUB
VINYL CO
KAT'S KORNER
SALO'S PUB

COMMUNITY PLAN COMPATABILITY



MIDWAY RISING WILL SIGNIFICANTLY ASSIST THE CITY IN MEETING ITS RHNA TARGETS BY PRODUCING A A TOTAL OF 4,000 TOTAL UNITS, WITH 50% OF THE TOTAL UNITS RESTRICTED FOR VERY LOW AND LOW INCOME FAMILIES WITH AREA MEDIAN INCOMES (AMI) CAPPED BETWEEN 30% AND 60% AMI.

This new sustainably designed and constructed community will be connected through a system of complete streets that feature enhanced pedestrian- and bicycle-oriented infrastructure with ample shade-producing tree canopies that link to over 20 acres of open space and parks within the community.

The project will include a central mobility hub that is served by the Metropolitan Transit System's (MTS) bus rapid transit system to increase transit ridership and ultimately reduce the reliance on single occupancy vehicle trips.

The project anticipates including green roofs, solar panels, EV charging stations, transportation demand management (TDM) strategies, dedicated recycling programs and an anerobic food composter as part of the Sports Arena. It will also feature sustainable transit that is centralized in the Mobility Hub.

SUSTAINABILITY AND CONSERVATION GOALS:

- Ensure that future development is consistent with General Plan and Community Plan sustainability policies and support implementation of the CAP and Climate Resilient SD by reducing development project-level greenhouse gas emissions to acceptable levels.
- Include LEED Certification in the overall project planning
- Exceed Climate Equity Index goals and objectives
- Plant a significant urban forest canopy to reduce the heat island affect currently affecting this area

TRANSIT & MOBILITY



TRANSIT & MOBILITY



BICYCLE SHARING



CAR SHARING


BICYCLE LANES



ELECTRIC BUSES



NEW BRT STATION


PEDESTRIAN IMPROVEMENTS

MIDWAY RISING WILL FEATURE A NEW MOBILITY HUB ALONG SPORTS ARENA BLVD, WHICH WILL CONNECT RESIDENTS TO THE METROPOLITAN TRANSIT SYSTEM (MTS) BUS RAPID TRANSIT (BRT). THE MOBILITY HUB WILL INCLUDE A CENTRALIZED BIKE AND CAR SHARING FACILITY AS WELL AS A COMMON AREA WORKSPACE. THE PROJECT WILL ALSO FEATURE OTHER TRANSIT AND MOBILITY OPTIONS SUCH AS ELECTRIC BUSES, AS WELL AS IMPROVED PEDESTRIAN PATHS AND BICYCLE LANES.

The new BRT station will be centrally located in the Midway community and will provide the necessary transportation options to reduce reliance of single car trips for residents and visitors. The intent is to promote active transportation and rapid transit systems to help preserve and improve accessibility for vulnerable groups, including children, the elderly, people with disabilities, and the economically-disadvantaged.

TRANSPORTATION AND MOBILITY GOALS:

- Help resolve issues with transit ridership by constructing infrastructure and adding programs to address first/last mile ridership issues.
- Establish collaborative partnerships with local transit and government agencies to enhance and effectively coordinate services provided to the community.
- Collaborate and partner with the City of San Diego and SANDAG to improve bicycle and pedestrian infrastructure outside of the Sports Arena leasehold.
- Implement the Bay to Bay link to create walking and bicycle opportunities through continued infrastructure improvements and implementation of supporting programs and policies.
- Improve safety by reducing conflicts between vehicles, bicycles, and pedestrians through thoughtful design and clarity in circulation.
- Design buildings to enhance pedestrian connections to adjacent sites and provide appropriate bicycle connections and infrastructure.
- Further “complete streets” principles, improve intersection and roadways to increase accessibility, repurpose right- of-way, and improve bicycle and pedestrian access.
- Link high frequency transit along Rapid Bus routes with access to trolley service identified in the San Diego Regional Plan in addition to strengthening bicycle and pedestrian linkages throughout the community.
- Include Transportation Demand Strategies (TDM) to provide residents and visitors with multifaceted transportation opportunities.

GONDOLA CONCEPT







OUR TEAM IS ALSO PRESENTING A POTENTIAL GONDOLA CONCEPT THAT WOULD CONNECT THE NEW GRAND CENTRAL STATION TO SEAWORLD WITH A STOP AT MIDWAY RISING IN BETWEEN.

- Dodger Stadium in Los Angeles is currently going through an EIR process for a new gondola system that will move up to 5,500 people per hour to the stadium. Construction is expected to begin in 2025.
- The team believes that this site would benefit from a gondola system, reducing traffic and allowing the SeaWorld parking lot to be redeveloped in the future.







GONDOLA CONCEPT







MIDWAY RISING

A MIDWAY FOR ALL

B TEAM PROFILE

CHELSEA



CHELSEA INVESTMENT CORPORATION IS A LEADER IN THE FINANCING AND DEVELOPMENT OF AFFORDABLE HOUSING. WE PROVIDE FINANCIAL ENGINEERING, DEVELOPMENT SERVICES, AND ASSET MANAGEMENT TO OUR PARTNERS AND CLIENTS. OUR EXPERIENCED TEAM OF PROFESSIONALS IDENTIFY AND IMPLEMENT TIMELY AND COST-EFFECTIVE SOLUTIONS TO THE MANY CHALLENGES OF AFFORDABLE HOUSING.

Chelsea Investment Corporation is focused on creating and preserving high quality affordable rental homes. We take special pride in our ability to structure creative financing solutions that result in the development of award-winning housing that complements the surrounding neighborhood. Our highly experienced team of professionals consider each project's unique attributes and identify and implement timely and cost-effective solutions to the many challenges of this market niche. From site selection through feasibility analysis, to construction and re-syndication, our services are available on a targeted or turnkey basis.

We have developed over 120 affordable communities at a cost in excess of $3 billion. Included are special needs housing, senior housing, rural housing, and mixed-use developments.

Our portfolio includes nearly 3,500 inclusionary units in Southern California, developed at a cost of over $800 million.

Our homebuilder clients include: Beazer, Brookfield, CalAtlantic, Centex, Lennar, McMillin, Pardee, Shea, Cornerstone Communities, Integral, Meridian, TriPointe, Sudberry Properties, and more.

Our nonprofit partners include: Serving Seniors, St. Vincent de Paul/Father Joe's Villages, Veteran's Village of San Diego, Alpha Project, Prince Philanthropies, Housing Development Partners, Southern California Housing Collaborative, Weingart Center Association, Pacific Southwest Community Development Corporation, United Cerebral Palsy, and others.

Our spotless record of completing projects on time, on budget, and in line with each client's requirements demonstrates our commitment to providing superior solutions for affordable housing.

LEGENDS

WE ARE TRUSTED, RELIABLE, LEADERS.

A PREMIUM EXPERIENCES COMPANY, CONFIDENT IN OUR EXPERTISE AND HUMBLED BY THE ICONIC BRANDS WE SERVE.

DELIVERING DATA FUELED HOLISTIC SOLUTIONS FOR LEGENDARY BRANDS.

Founded in 2008, Legends, a joint venture derived from the New York Yankees and Dallas Cowboys ownership teams, is a premium experience company that specializes in delivering holistic solutions for legendary brands. Recently Sixth Street Partners took a majority investment position to expand and deepen our offerings for long-term growth. With our North American based acumen that has grown into a truly global company, we approach each project with our Data & Insights driven 360-degree service solution platform. Our global, multi-disciplinary service solutions collaborate on every project to ensure success across each of our divisions. With offices in New York City, Dallas, Los Angeles, Liverpool, London, Madrid and Hamburg, Legends consists of six divisions: Global Planning, Global Sales, Global Partnerships, Global Merchandise, Hospitality and Global Technology Solutions - while working collaboratively to deliver for our business verticals in sports, events, entertainment venues, visitors attractions, conventions centers and mixed-use real estate developments amongst others. We provide our partners with a holistic approach and innovative solutions to their business creating an atmosphere that is unique to each event, ultimately leading to an enhanced guest experience and increased revenues.

At Legends, we operate under the guidelines of a TRUE PARTNERSHIP, fundamentally based on the notion of working hand-in-hand with our partners every day. Through this approach we become STEWARDS OF YOUR BRAND. As many of our executives and partnership experts have sat in similar seats in their past careers, we understand the importance of upholding your core beliefs, values and cultures and will work tirelessly to deliver BEST IN CLASS in everything that we do.



TRUE PARTNERSHIP



BEST IN CLASS



BRAND STEWARDS

AS TRUE PARTNERS, LEGENDS WILL PROVIDE BEST-IN-CLASS DATA & INSIGHTS DRIVEN 360° SOLUTION PLATFORM THAT SPECIALIZES IN PLANNING, SALES, PARTNERSHIPS, HOSPITALITY, RETAIL AND TECHNOLOGY SOLUTIONS.

OUR WORLD CLASS END-TO-END SOLUTION IS UNIQUELY POSITIONED FOR THE UEFA PLATFORM'S OPTIMIZATION.

WITH OUR SERVICES, WE WILL DELIVER INNOVATIVE, IMPACTFUL, AND BRAND ALIGNED EXPERIENCES FOR THE OVERALL PARTNERSHIP.



ZEPHYR









WE'RE IN THE BUSINESS OF BUILDING BRIGHT FUTURES—PLACES AND SPACES WHERE MODERN LIFE CAN TRULY FLOURISH. DYNAMIC, INTEGRATED ENVIRONMENTS THAT CREATE MEANING AND VALUE WHILE CONNECTING MORE DEEPLY TO LOCAL CULTURE AND COMMUNITY.

Zephyr redefines the rules of real estate and development through its variety of high-end residential, mixed-use, hospitality communities and industrial facilities throughout California.

The company is a local development firm based in Encinitas, with an office in Los Angeles, Zephyr manages projects from concept to completion, with creative approaches that meet a multitude of community needs.

Co-founded by Brad Termini in 2008, Zephyr has successfully acquired, entitled, developed, built and sold more than $1 billion worth of mixed-use developments. Current projects include The Park at Bankers Hill, a 14-story midrise with 60 luxury residences located adjacent to Balboa Park; South Cove, a mixed-use development in Dana Point which features a community park with public art and 168 residences; Solana 101, a mixed-use development with 25 residences, creative office space, retail, and restaurant.

AECOM









AT AECOM, WE BELIEVE INFRASTRUCTURE CREATES OPPORTUNITY FOR EVERYONE – UPLIFTING COMMUNITIES, IMPROVING ACCESS AND SUSTAINING OUR PLANET.

We're committed to managing our business with the utmost responsibility and to always strive for better — be that reducing emissions, creating social value or diversifying our senior leadership and workforce. We're leading the change towards a more sustainable and equitable future, partnering with those who want to make a positive difference in the world. Thinking without limits is what keeps us at the vanguard. Ideas have no borders, and this ethos is embedded in our culture.

DESIGN CONSULTING SERVICES

CONSTRUCTION MANAGEMENT

AECOM BY THE NUMBERS

47K
People

Featured on Fortune's **"World's Most Admired Companies"** seven years in a row

7
Continents

#4
Domestic Building Contractor as ranked by Engineering-News Record

Received a perfect score for three years in a row on the **Human Rights Campaign Foundation's Corporate Equality** Index

Named one of 2021 **World's Most Ethical Companies** for its commitment to integrity and making a positive impact by Ethisphere

$13.2B
FY 2020 revenue

#163
Fortune 500

SAFDIE RABINES ARCHITECTS











Safdie Rabines Architects (SRA) is an interdisciplinary and collaborative practice whose work exemplifies comprehensive, community-based, and service-driven architecture and urban design.

Established in San Diego in 1993 by Taal Safdie and Ricardo Rabines, SRA's team includes 40+ architects, urban designers, project managers, and interior designers—all based out of our Mission Hills office. Our work encompasses a diverse range of project scopes, scales, and sectors including academic, civic, commercial, institutional, and infrastructure—and broadens the conventional perspective of structure and context to include community, compatibility, sustainability, and growth. We provide extensive local experience, insights, and values to impart a sense of pride, care, and stewardship over our city's public realm.

Our vision to create vibrant structures and social spaces that engage with surrounding sites and communities is best portrayed in our portfolio of mixed-use developments, encompassing market-rate multi-family housing, affordable housing, student housing, and commercial/retail spaces. SRA's ability to deeply immerse while maintaining a high level of communication and service are critical components to the success of our planning endeavors. Outcomes of these values include the development of North City in San Marcos, previously a college community devoid of urban vitality and now a thriving, 200-acre downtown core; the recently completed North Torrey Pines Living and Learning Neighborhood, a pioneering, 10-acre, interdisciplinary community on the campus of UC San Diego; and the revitalization of Seaport Village, leveraging the beauty of San Diego's harbor to enact a multifaceted development combining hospitality, education, and recreation.

Having worked closely with the City of San Diego on several completed projects and current projects in-the-works, Safdie Rabines is steeped in the culture and character so vital to the process of ensuring that San Diego is an exceptional home for its residents. We deeply appreciate our relationship with the City of San Diego and believe that our shared values of collaboration and responsibility to our city lead to innovative design solutions that perpetuate the betterment or our region.

DAVID E. WATSON

Duane Morris®

DAVID E. WATSON is a partner at the Duane Morris law firm, specializing in land use and real estate development. Mr. Watson represents land developers and homebuilders, as well as clients in the education and tourism and hospitality industries. He has served as counsel in the development and approval of master plans for some of San Diego's major universities, tourism attractions, professional sports facilities and research institutions. He also served on the Board of Directors of the San Diego County Fair from 2011 to 2020, one of the five largest fairs in North America, appointed by California Governor Jerry Brown.

Mr. Watson's experience includes planning and zoning law, the California Environmental Quality Act, the National Environmental Protection Act, the federal and state Endangered Species Acts, the Coastal Act, the federal Clean Water Act and the California Porter-Cologne water statutes. He has represented clients in numerous matters involving federal, state and local regulations and approvals. His matters have involved discretionary approvals for general plans, community plans, specific plans, master planned communities, zoning, use permits, subdivisions and annexation. His environmental and planning experience involves work with the U.S. Fish and Wildlife Service, the Army Corps of Engineers, California Department of Fish and Game, regional water quality control boards, the California Coastal Commission, local agency formation commissions, as well as several city and county governments and agencies.

Critical issues in Mr. Watson's practice involve climate change or global warming, water supply analysis, infrastructure financing, transportation management and biological impacts and mitigation.

In addition, Mr. Watson's practice includes vested rights, development agreements, dedications, exactions, special taxes and fees, affordable housing, infrastructure financing mechanisms such as Mello-Roos, and redevelopment.

Mr. Watson is a 1988 graduate of William and Mary Law School, where he was executive editor of the William and Mary Law Review and a member of the Order of the Coif, and a summa cum laude graduate of the University of Southern California.

MIDWAY RISING

A MIDWAY FOR ALL

C PROJECT DESCRIPTION AND OPERATING PLAN

MIDWAY RISING OVERVIEW

MORE THAN ONE HUNDRED DISTINCT AND DIVERSE NEIGHBORHOODS COMPRISE SAN DIEGO, CREATING ITS REPUTATION AS AMERICA'S FINEST CITY. OUR TEAM IS PROUD TO PRESENT SAN DIEGO'S NEWEST NEIGHBORHOOD: **MIDWAY RISING.**



Midway Rising is a vibrant, innovative proposal with an affordable housing component that envisions 50 percent of the total future homes permanently allocated for very low and low income affordable housing. These homes will serve families with between 30% and 60% area median income and an array of populations throughout the entire site.

Throughout Midway Rising neighborhoods, multiple affordable housing villages will be seamlessly integrated within the residential communities as well as commercial and entertainment uses. These affordable housing villages will consist of multiple individual communities designed for the specific tenant populations. Midway Rising intends for the affordable housing villages to provide housing for a myriad of households - **families, seniors, homeless, veterans, students, developmentally disabled, LGBTQ, artist, and the workforce** – all of which help keep San Diego exceptional and unique.

Midway Rising will become the new mixed-use heart of the Midway Community where balanced residential, commercial, employment, and civic uses are all present and integrated. It will be characterized by its inviting, accessible universally designed and attractive streets and public spaces. The public spaces will consist of more than 20 acres of well-designed public parks and plazas, including a large plaza known as "the Zocalo" that will bring people of all ages together. This project is intended to have a significant impact on the entire region and is much larger in terms of economic and social impacts than just its 48 acres. **When completed, Midway Rising will transform this underutilized City-owned property and make it a regional catalyst for new sustainable housing, entertainment and economic development opportunities.**

MIDWAY RISING OVERVIEW CONT.

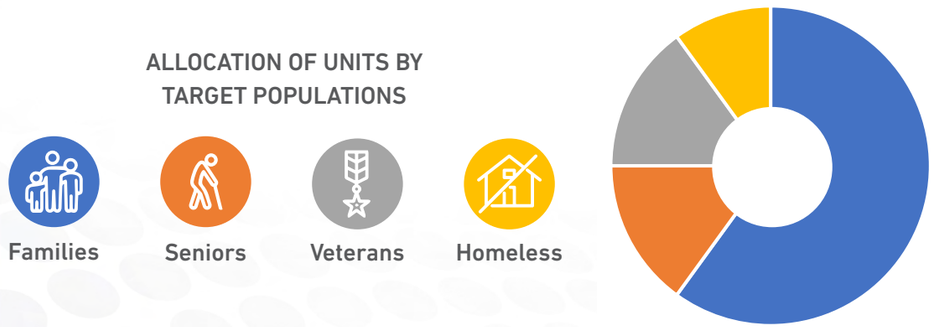
SUMMARY

In response to the issuance of the Sports Arena Notice of Availability on October 4, 2021, our team has prepared this comprehensive multi-use plan for consideration by the City of San Diego and community stakeholders. By developing the site's mostly impervious parking lots into a pristine new interconnected village envisioned by the City's General Plan and the community's Midway-Pacific Highway Community Plan, Midway Rising is envisioned to connect by bus rapid transit and trolley from UTC all the way to the border and east to SDSU and beyond. **Midway Rising will usher in a new era of sustainable and responsible development that will benefit the entire region.**

HOUSING

The proposal sets forth, first and foremost, the development of a multi-faceted residential development project that will significantly assist the City in meeting its Regional Housing Needs Assessment (RHNA) targets by producing a variety of one, two and three bedroom homes for all age, income, and social groups for a **total of 4,000 total units, with 2,000 units restricted for very low and low income families with area median incomes (AMI) capped between 30% and 60% AMI.** The proposed inclusion of the new restricted affordable homes exceeds the Surplus Lands Act's 25% affordable housing requirement as well as the City's Inclusionary Housing regulations that require 10% of a development to be restricted at 60% area's median income (AMI). The overall goal is to provide a significant number of new, sustainably-designed and constructed housing units to meet not only the City's RHNA obligations but to create a village that truly balances the needs of existing and future San Diegans. The housing is proposed in a variety of innovative configurations that combine affordable and market rate housing into a seamless development project in order to implement the City's balanced communities policies.

ALLOCATION OF UNITS BY TARGET POPULATIONS: Chelsea has worked in collaboration with all the service providers listed to provide over 65 projects in San Diego County and over 120 affordable communities in our portfolio and we envision the following allocation of units by targeted population.



FAMILY: Chelsea envisions roughly 60% of the affordable units to be targeted for families because families represent the highest need for affordable housing in San Diego. The average household size is 2.7 persons in the City of San Diego which is above the national average suggesting a higher need for two and three bedroom units. Additionally, the largest sum of financing available for affordable housing is set aside for projects targeting families. The family unit mix will include approximately 25% one-bedroom units, 50% two-bedroom units and 25% three-bedroom units.

Within the affordable units targeted for the family population there will be units set aside specifically for certain special needs populations. These special needs populations will include individuals with developmental disabilities as well as families with a developmentally disabled family member. Chelsea has strong track record of success working with the San Diego Regional Centers and the Southern California Housing Collaborative to develop units for the developmentally disabled population. Due to the proximity of military bases, we assume that veterans and active military families will also live in the family apartments throughout Midway Rising.

While the age classification for seniors is 55 years or older, the tax credit financing for seniors requires tenants to be 62 years or older. For this reason, 55-year-old to 61-year-old individuals and their families would live in the family units. This is another reason why the portion of family units will outweigh the portion of senior units.

SENIORS: Chelsea is planning to target seniors with 15% of the affordable units. Chelsea's strong relationship with Serving Seniors and their knowledge of the San Diego Market, indicate there is exceeding demand for creating a specific set aside of units for this population. In Serving Seniors' needs assessment report issued in September of 2021, Serving Seniors identified that one out of every four unsheltered San Diego County residents in 2020 was age 55 or older and more than 40% of those surveyed are experiencing homelessness for the first time in their lives. By truly understanding and identifying the needs of this population, Serving Seniors in collaboration with Chelsea can continue to make a large impact to combat homelessness among older adults in San Diego.

MIDWAY RISING OVERVIEW CONT.

VETERANS: Chelsea is estimating 15% of the units will target Veterans. San Diego has deep military roots and as a result, we are proud to boast a higher-than-average population of Veterans in our community. Approximately 86,000 veterans currently reside in the City of San Diego according to US Census data, many of which qualify for affordable housing. Our non-profit partners, Veterans Village, will provide targeted services for these residents. VVSD provides a wide array of services to over 3,000 veterans in San Diego County. Those services can include financial assistance through the Supportive Service for Veteran Families program, intervention, and comprehensive case management, as well as bridge, transitional and rapid rehousing services. These crucial services partnered with affordable housing in the Midway District, will make a lifesaving impact for our veterans in San Diego.

HOMELESS: The project will be targeting roughly 10% of the affordable units towards individuals experiencing homelessness. Transitional Age Youth (TYA) or young adults ages 18-24 who are experiencing homelessness and are unable to rely on familial support, make up about 12% of the unsheltered homeless population in San Diego County according to SD Youth Services. There are several factors according to the Congressional Research Service, that increase a youth's risk of becoming homeless which include family conflict, sexual orientation and transition out of foster care. This proposal will include units specifically set aside for Transitional Age Youth population, including LGBTQI and their family members, and youth considered at risk of becoming homeless.

Chelsea has partnered with Father Joe's Villages over the last 20 years to develop 9 projects totaling over one thousand units for homeless San Diegans and $375 million in total investments. Father Joe's Village has served nearly 3,200 families and close to 7,000 children by providing programs and services to this vulnerable population as well as those at risk of becoming homeless. Father Joe's Villages will be our partner to provide affordable housing and services for homeless San Diegans with Midway Rising. In addition to having a set aside for TYA, we will also serve individuals at-risk of becoming homelessness by targeting extremely low 30% AMI levels.

Chelsea's most recent project partnering with Father Joe's Villages is our project known as St. Teresa of Calcutta Villa, that is under construction in downtown San Diego. This 14-story mixed-use development that will provide 407 affordable apartments, including 270 permanent supportive housing apartments, as well as supportive services to people struggling with homelessness in downtown San Diego. Additionally, there will be units for individuals at-risk of homelessness and a specific set aside for Vets including homeless Vets. Construction began in January 2020 and the design includes 13,700 SF of related commercial space for amenities and services. Services will be provided by Father Joe's Villages, the largest homeless services provider in San Diego County.

RESIDENTIAL ARCHITECTURAL, SITING AND COMMUNITY FEATURES

In relation to the individual residential buildings, the project will use architecture, landscaping, and lifestyle amenities such as fitness equipment, wellness rooms and areas designed for dogs to encourage social interaction and active lifestyles. Residential components will include space with rooftop gardens and common gathering areas that include swimming amenities, WIFI-enabled decks and distinct fitness areas in order to bring tenants what they want, which is a healthy, connected environment and a shared sense of community. **The multifamily areas are designed to be highly interconnected with paseos that promote physical activity, interaction with nature and connection with the community beyond the property line.**

Each community will feature in-home and outdoor amenities designed for the specific populations that will live and thrive there. These amenities will include a community recreation building that may include a computer lab, library, and community kitchen for tenants to host gatherings. **Other community amenities may include but are not limited to: childcare, senior centers, co-working space, mental health workspace, remote workspaces, high speed internet, outdoor recreational and gathering space.** Services may include but not limited to after school homework club, adult education and financial literacy career training, shuttle to transit and transit passes and high-speed internet. The service provider will survey and meet with the residents to design a service program to meet the needs and desires of the residents.

In addition to community benefits, **the team is committed to providing state of the art buildings that feature sustainability and beauty in design;** the affordable housing will be enduring assets in which people will be proud to call home and the community will point to as models of success. Chelsea is a long-term owner and operator of their affordable housing assets and will maintain these communities to the highest standards.

GROSS SQUARE FOOTAGE/HEIGHT/CONSTRUCTION BY EACH TYPE OF USE PROPOSED

The affordable villages will be dispersed throughout the community promoting an urban-style of living seamlessly integrated with the market rate residential and commercial uses. The team will engage award-winning, local architects and anticipate the affordable housing to be comprised of multiple podium buildings - four to five levels of wood frame over one to three levels of concrete parking. The streetscapes will be activated by retail, service providers, leasing offices, community rooms and other resident gathering spaces. The anticipated height of the building will range from sixty-five to eighty-five feet in height, no buildings are expected to exceed ninety feet. If Measure E is successfully appealed and the height limit is rezoned back to a maximum of 30 feet, our team is prepared to work with the City to make the project compliant.

MIDWAY RISING OVERVIEW CONT.

APPROACH TO PARKING

Our team will engage highly skilled and experienced design professionals to optimize the programming for the various affordable villages, giving extensive thought to the unit mix, unit count and targeted population for each affordable village, focusing on encouraging walkability within the Arena development and surrounding San Diego community to minimize the need for vehicular transportation. Our team is committed to doing its part to help move San Diego and California towards meeting its Climate Action Goals.

SANDAG plans to develop a primary transportation center for the region, connecting all rail and bus lines with a people mover to the airport. This central mobility hub is commonly referred to as San Diego's "Grand Central Station," and due to the increased access to public transit that will result from this Grand Central Station, we anticipate the need for parking in the distant future to decrease. With this understanding, we are also proposing that the podium parking areas will be designed to accommodate conversion from parking into additional affordable residential units. **In addition to the parking being flexible for future use, we will optimize multimodal transportation options.** SANDAG's transit hub allows the creation of a true Live, Work, Play community.

The parking for all housing units will be in above ground podium structures and will make use of shared parking efficiencies with other land uses. The parking structures will be lined with active uses to shield the parking and to maximize the human scale and urban walkability. This will result in enhanced mobility, connectivity and increased use of the different transportation options. Our team will capitalize on the Transit Oriented Development (TOD) nature of the site and leverage the Old Town Train Station and its connectivity throughout the San Diego region. Fewer cars mean less traffic and improved site circulation which is a community benefit that carries significant value.

GROUND LEASE TERMS

Midway Rising, LLC will enter into market-rate ground lease terms with the City, subject to regulatory and entitlement approvals, infrastructure costs, gap financing availability, financial feasibility, legal validity of the increased height limit initiative and successful resolution of any litigation filed against the project approvals.

OPEN SPACE AND RECREATION AMENITIES

Midway Rising proposes to honor the area that was once part of the San Diego River Delta by incorporating two significant green corridors. **Known as the Greenway, this 4.6 acre central green will meander through the center of the project and will include a substantial urban tree canopy, drought-tolerant landscaping, ample pedestrian-oriented lighting, unique parklets, dog parks, way finding signage, a separate bike path as well as other enhanced sidewalk amenities. The second 3.9-acre green linear park will be included along Sports Arena Boulevard with the intent of implementing the Bay to Bay link that has been in the planning stages for decades.** This new linear park will be an important piece to creating the open space link from the San Diego River to the San Diego Bay inlet located next to Liberty Station. The new link is envisioned to enhance active transportation for the entire Midway District and provide for safe routes for all modes of transportation.

In relation to open spaces and recreation, the proposal plans to construct multiple large park spaces to conform with the Community Plan's Recreation Element. A central part of the plan, is to include the "Zocalo" as part of the overall project. **The 3.9-acre Zocalo, also known as a public square, will be surrounded by mixed use retail, office and commercial uses to ensure that the space remains an activated area where local artists can convene as well as host live music, a farmers market, swap meet and an event space for businesses.**

A prominent parks feature known as the **Sports Arena Green is envisioned to be an elevated 4.2-acre sports park that will include a variety of amenities to serve the public featuring a fitness course and recreation center, children's play areas, multi-purpose turf areas, site furniture, picnic areas, comfort station, walkways, and drought tolerant landscaping.** Green building technology, that includes incorporating active park uses on rooftops not only allow for the development of additional affordable housing on the overall site, but it also helps achieve the City's CAP goals by providing a cool roof to help address the heat island effect. This new roof top public park will seek to incorporate the community's input into the proposed amenities prior to finalizing project details.

Finally, each of the residential areas will have dedicated open space and recreational and wellness areas totaling more than 3.8 acres and will include such amenities as swimming pools, fitness equipment and wellness rooms.

SUSTAINABLE DEVELOPMENT, SMART CITY TECHNOLOGY AND HEALTHY HOMES:

Midway Rising will be a Climate Action Planned Community designed to meet federal standards for renewable energy and carbon emissions reductions. Included in each of the residential structures, will be standard rooftop solar panels which will help reduce reliance on fossil fuels as well as reduce utility bills for residential tenants. The goal is to achieve net-zero energy consumption as part of this project.

MIDWAY RISING OVERVIEW CONT.

The entire new community will be fully integrated with 5G in each household. Each home will be equipped with technology that will provide for ideal work from home conditions, centralized wireless controls to manage utilities, appliances, entertain and security. To ensure that residents have clean air, advanced filtration and monitoring technology will be included in each unit to purify air and water to remove toxins and allergins.

INTERMODAL TRANSIT LINKS AND MOBILITY HUB

The mobility hub, which will connect residents to the Metropolitan Transit System (MTS) Bus Rapid Transit (BRT), will include a centralized bike and car sharing facility as well as a common area workspace. The project will construct the BRT station along Sports Arena Boulevard and it will be centrally located in the district that will provide the necessary transportation options to reduce reliance of single car trips for residents. The intent is to promote active transportation and rapid transit systems to help preserve and improve accessibility for vulnerable groups, including children, the elderly, people with disabilities, and the economically-disadvantaged. A transportation demand management plan will be adopted and overseen by a full time TDM coordinator for both the residential and commercial aspects of the development.

CLIMATE ACTION PLAN AND EQUITY INDEX REPORT

According to the City's Climate Equity Index Report, the Midway district is identified as a Community of Concern with the City's Climate Action Plan. This area meets the CalEnviroscreen top 30% category which means that it is considered an area that has issues associated with pollution burden and the effects on the environment, socioeconomics of the area as well as sensitive populations. Critical to addressing this factor and resolving the rating for the Midway community, will be creating a diversity of housing and well-paying employment opportunities as well as active transportation and access to quality health care and transit. The proposed project has taken the City's Equity Index into account as part of the initial planning for the site. It is vital to the future vitality of our entire region, that this project become a model of how to implement the Climate Action Plan and Climate Equity Index.

Employment and Job Sectors: Per the Climate Action Plan, this project will foster programs to create well-paying jobs. Implementation of the CAP will lead to an increased demand for workers in high-growth "green" industries. This will lead to greater opportunities for new and existing workers to flourish in these innovative sectors.

SEA LEVEL RISE AND STORMWATER INFRASTRUCTURE IMPROVEMENTS

Planning for sea level rise can no longer be deferred until a later point in time as evidenced in the City of San Diego's recently released Climate Resilient SD plan. The challenges of addressing climate change and sea level rise are here in the present and will take significant regional coordination to ensure that future development projects do the most that they can to protect assets and infrastructure from rising ocean levels and groundwater inundation. As such, this project proposes to reduce parking to a minimum and avoid subterranean parking structures. Rather, this project will seek partnerships with surrounding property owners to construct above-grade shared parking structures to meet the needs of the community.

TRAFFIC INFRASTRUCTURE IMPROVEMENTS

As part of Midway Rising, new street linkages will be incorporated to break up the existing super block and provide for a more humane public realm that still accommodates automobile traffic. The dense and extensive network of on-site pedestrian facilities would also provide new connections parallel to the high-stress Sports Arena Boulevard environment that will enhance pedestrian accessibility adjacent to and within the site for area resident, employees and visitors. **Midway Rising would include walking paths and biking paths connected to active and passive recreation opportunities and open space for use by the public, including enhanced pedestrian connections to the mobility hub and bus rapid transit system.** Within the site itself, all roadways will include wide sidewalks and path to create a complete street and pedestrian path grid system.

NEW MARKET TAX CREDITS

The redevelopment of the Sports Arena will have a major impact on the local economy. Through our New Market Tax Credit ("NMTC") affiliate, Border Communities Capital Company ("BCCC"), Chelsea has participated in large scale redevelopment of functionally obsolete sites in the City of San Diego in the past, most notably our involvement in the Liberty Station project. Through our NMTC affiliate, we were able to finance $30 million of the nearly $55 million of construction and capital expenditures necessary to transform this formerly blighted area into an economic development hub. The NMTC program is designed to stimulate economic and community development and job creation in the nation's low-income communities by attracting investment capital from the private sector.

The Liberty Station project (Liberty Station) consists of the construction and rehabilitation of 128,804 square feet of retail space and 30,210 square feet of office space. Liberty Station was part of a much larger redevelopment area in San Diego. The City of San Diego Reuse Planning Committee wrote that the overall project was created to "anchor revitalization of the North Bay region. It will also support education, training, and research and development programs that attract new industries to San Diego and strengthen the region's performance in international trade."

Additionally, Chelsea has utilized NMTC to finance grocery and retail shopping in conjunction with affordable housing, in the redevelopment of Barrio Logan. NMTC was also used to finance community facilities, a day care center, a job acceleration facility, senior centers, medical clinics, and others. Chelsea is uniquely experienced in the use of NMTC and will be a significant benefit for Midway Rising.

MIDWAY RISING OVERVIEW CONT.

Midway Rising is located in a NMTC-qualified census tract, thus allowing for the potential use of this financing mechanism to deliver certain aspects of our development vision. Chelsea's NMTC affiliate, Border Communities Capital Company (BCCC), was recently awarded a $40 million allocation of New Market Tax Credits, bringing its total allocation to $195 million. These funds are deployed to fund infrastructure improvements, such as the Indio Campus of the College of the Desert, the UC San Diego Workforce Development Accelerator and Community Arts & Culture Innovation Center, the One World Beef meat processing plant in Brawley, the Ysleta Del Sur Pueblo Health and Wellness Healthcare Clinic, and the Medical Center of the Americas.

The proposed uses that benefit the greater public--the community center, workforce training initiatives, and childcare services--are all aspects of our project vision that can be funded using our NMTC allocations.

COLLABORATIVE PARTNERS

SERVING SENIORS https://servingseniors.org/

Serving Seniors (formerly Senior Community Centers) is transforming the aging experience for low income seniors in San Diego with our highly successful and innovative programs that help seniors live independently for as long as possible.

Since 1970, Serving Seniors has been the leading provider of services that meet the basic needs of the low-income, at-risk seniors living in San Diego's urban core and the only organization in San Diego, and one of the few in the country, providing such a broad base of vital services to this vulnerable senior population. We are considered a national model because of our innovative programs, and focus on building multi-disciplinary collaborations to enhance the services offered by our staff.

Through their continuum of care model, we provide health education, social services, case management, affordable supportive housing, and lifelong learning opportunities. Each program plays a critical role in our mission of helping seniors in poverty live healthy and fulfilling lives.

FATHER JOE'S VILLAGES https://my.neighbor.org/

Father Joe's Villages has helped nearly 11,500 people achieve permanent housing in the last 10 years alone. At least 7,600 people are experiencing homelessness every night in San Diego. Of those, nearly 4,000 men, women and children lie down to sleep each night on sidewalks, in doorways, canyons and alleys. They live without regular access to food or water, and no place to use the bathroom, wash their hands, bathe or do laundry. 50% of San Diegans can't find rental housing they can afford. Father Joe's Villages' Turning the Key initiative will address San Diego's affordable housing shortage by building 2,000 new units of affordable housing.

Established in 1950 to serve San Diegans experiencing homelessness and poverty, Father Joe's Villages has grown to include a comprehensive campus and scattered-site programs that house over 2,000 people nightly. It all began with a small chapel in downtown San Diego.

VETERANS VILLAGE OF SAN DIEGO https://vvsd.net/

Veterans Village of San Diego Serves America's Veterans in overcoming homelessness and related challenges. Veterans Village of San Diego (VVSD) has served all veterans since 1981 and is dedicated to "Leave No One Behind." VVSD is the only program of its kind in the United States and is nationally recognized as the leader in serving homeless military veterans. Each year VVSD provides services to more than 3,000 military veterans throughout San Diego County. This includes care for substance use, PTS, and TBI with a full range of comprehensive and innovative services for military veterans.

Veterans Village of San Diego (VVSD) offers housing options to eligible veterans who are homeless or at imminent risk of becoming homeless. From their Shelter in Point Loma for homeless veterans to affordable housing based on income, there are many options. Housing on their main campus provides fully furnished rooms with laundry facilities on site and supportive services. VVSD's permanent housing complex in Escondido offers 1, 2, and 3 bedroom units.

SAN DIEGO REGIONAL CENTERS (SDRC) https://www.sdrc.org/

Persons with developmental disabilities will live productive and satisfying lives as valued members of their communities. Their mission is to serve and empower persons with developmental disabilities and their families to achieve their goals with community partners. The San Diego Regional Center is committed to providing the highest quality services to our community. Those services include: Case finding and intake; Assessment, diagnosis, evaluation and counseling; Monitoring and evaluation; Development of an Individual Program Plan (IPP) or Individual Family Service Plan (IFSP), and coordination of services; Purchase of services to meet IPP/IFSP objectives; Advocacy for the protection of legal, civil and service rights; Resource development, program evaluation and community education; Public information and training; Information, referral, and linkage to other services and supports under age 3, the Individualized Family Service Plan (IFSP). The Regional Center may purchase services only when no other private or public funding source is available. Purchase of Service (POS) standards have been developed which are used in reviewing funding requests.

MIDWAY RISING OVERVIEW CONT.

SOUTHERN CALIFORNIA HOUSING COLLABORATIVE (SCHC)

https://socalhc.org

Southern California Housing Collaborative works to create affordable housing opportunities on behalf of the more than 20,000 consumers of the San Diego Regional Center who live in both San Diego and Imperial Counties.

In 2007, the Foundation for Developmental Disabilities surveyed the adult consumers of the San Diego Regional Center to gather information on what they struggled with the most. The answers were very consistently affordable housing, employment, and transportation.

With that in mind, SCHC was established in 2008 to address these consumers, and our primary mission is to locate and secure affordable housing opportunities for low-income individuals with developmental disabilities. They have developed relationships with for-profit and nonprofit entities that have special expertise in developing and operating affordable housing projects.

SCHC takes pride in fulfilling its objections depending on each individual's disability. Proximity to important amenities such as public transportation, grocery stores, and employment are taken into consideration while searching for housing alternatives.

PACIFIC SOUTHWEST COMMUNITY DEVELOPMENT CORPORATION (PSCDC)

https://community-wealth.org/content/pacific-southwest-community-development-corporation

Based in San Diego, Pacific Southwest Community Development Corporation (PSCDC) aims to develop high quality affordable housing and provide educational and community services that empower residents to achieve economic and social stability. Their nonprofit's portfolio includes 70 apartment properties in California and Arizona. Resident-focused programming includes computer training, financial education, free farmers markets, tutoring, job readiness support, and other health, wellness, and educational services. On a monthly basis, PSCDC organizes nearly 600 classes and events engaging over 6,000 residents.

ENTERTAINMENT CENTER OVERVIEW

SAN DIEGO ENTERTAINMENT CENTER OPERATING PLAN/VISION

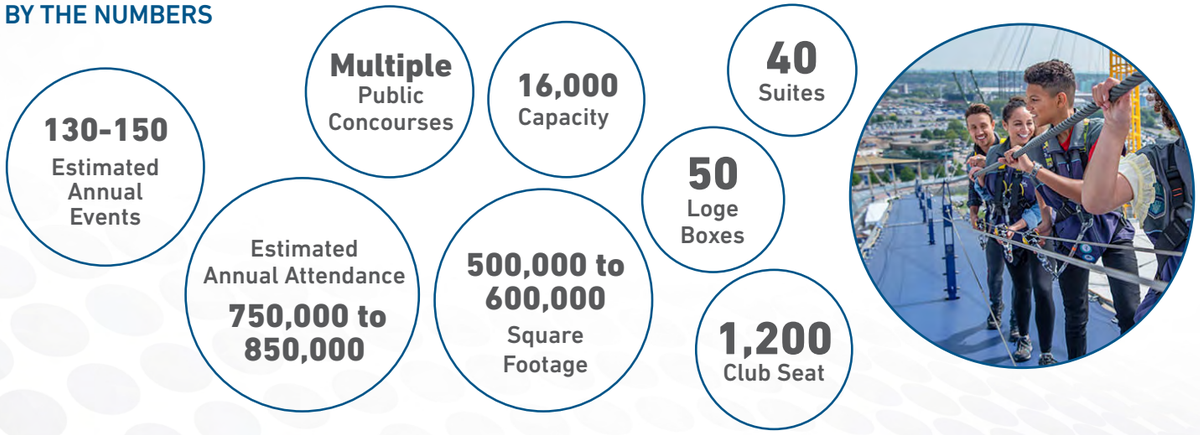
The new 16,000 seat Entertainment Center will be a state-of-the art multi-purpose arena that offers year-round events including concerts, family shows, touring acts, and sporting events. The new Entertainment Center will replace Pechanga Arena and become the home to the San Diego Gulls, Sockers and Seals.

Our Team's goals are to deliver the best entertainment in the country 130 nights or more each year, deliver superior back of house operations and amenities that will make the arena a "must play" for every artist and promoter and deliver the highest level guest experience. The new arena will be developed to offer activities and entertainment options 365 days a year. Options to be explored include thrill type attractions like a sky walk on the exterior of the arena as well as serving as a venue for major corporate catered events.

The Entertainment Center will be a flexible and multipurpose venue, capable of accommodating a variety of events while also providing for future expansion opportunities for the National Basketball Association ("NBA") or National Hockey League ("NHL"). Our team has worked on similar sized arenas that have this capability. Retractable seating will allow for larger floor space and convertibility between shows / events will be included. Additional locker rooms will be developed as well as sports lighting to accommodate both NBA and NHL.

The Entertainment Center will provide a major impact to the community and will support the needs of the local community. Project Labor Agreements will be used to ensure labor policies and rates will be entered into with the unions. Additionally, the inclusion of minority/women owned businesses will be required and set to exceed the goals set by the City. Contractors and consultants working on the project will be required to meet these goals and implement programs for training, hiring and tracking of these programs.

BY THE NUMBERS



NEW ARENA BENEFITS

Sports and entertainment facility design and operations have evolved drastically since the mid-1960's in terms of efficiency, technology, artist amenities, patron experience, and revenue-generating capabilities. While aging facilities maintain the ability to physically stage events, many times they are obsolete from an operational and artist standpoint, resulting in the inability to drive the necessary revenues to compete with their modern counterparts.

As competition for top-tier content continues to intensify, venues are required to provide high-quality amenities, which serve to attract and retain talent year-over-year, as well as present revenue-sharing proposals that increasingly benefit the artist. These competitive pressures underscore the need for modern venues that offer patron amenities, operating efficiencies, advanced technology, and other elements to help drive revenues and reduce expenses to support the business model. Benefits of modern, state-of-the art venues include, but are not limited to:

- High-quality green rooms to house artists;
- Multiple loading docks to ease truck access during load-in/out;
- Maximum rigging capacity;
- High-quality sound capabilities;
- State-of-the-art DAS systems for maximum connectivity;
- Mobile ticketing and enhanced security technology to reduce venue entry time;
- Wide concourses and maximum wayfinding signage to enhance patron circulation;
- Full ADA compliance to ensure safety and accessibility for all patrons;
- Ample points of sale, mobile ordering, and cashless payment to minimize food and beverage wait time;
- In-venue bars and other social gathering spaces to enhance general patron satisfaction and realize incremental food and beverage spend;
- Multiple in-venue kitchens with cooking capabilities to maximize food quality;
- Seating rake that brings patrons closer to the action and enhances the event day atmosphere;
- Increased tread depth and seat width to maximize patron comfort;
- Maximum lower bowl capacity to drive third-party event activity and ticket sales;

ENTERTAINMENT CENTER OVERVIEW CONT.

- Segmented premium seat offerings located in prime areas of the venue to maximize revenue;
- Flexible premium and public spaces that can be configured to host a variety of activity (i.e. meetings, banquets, receptions, etc.) on non-event days; and,
- Strategically positioned LED and static signage to maximize sponsorship revenue.

ARENA SUSTAINABILITY

Sustainability in arena design and construction has become the standard in recent modern new arenas. The new Entertainment Center will also provide these same benefits thru the construction and operations. Options that will be considered during the design of our arena will include:

- LEED Certification, either Gold or Platinum
- Building Electrification with no natural gas
- The use of reclaimed water
- Concrete Carbon Capture
- Solar Power with Photovoltaic Panels and batter storage
- Greenhouse Gas Emission Mitigation and Reduction Plan for construction activities
- Purchase of Carbon Emission Credits to offset greenhouse gas emissions
- Addition of electric vehicle charging stations
- Composting and Recycling Programs and the use of compostable packaging for food and beverage

CONSTRUCTION TIMELINE

A 16,000 seat new arena is normally a 27 to 30 month construction build with two years of design. Average skilled and non-skilled job creation is in the neighborhood of 3,500 new jobs created. Actual employment is bell curved with some positions having near full employment for the entire length closer to 30 months for electrical / plumbing, and most others having lengthy periods for their respective contributions.



ENTERTAINMENT CENTER CONTENT VISION







Legends takes an approach to third party event booking with a focus on building relationships and feasibility. Overarching philosophy on bookings such as the types of events, the number of events and the deal structure for each will be dictated by ownership and their desire to take risk for potential upside or reduce risk and rent the facility. Initial plans and budgets would be put together based off the preferred structure on financials. Our opinion is flexibility generates higher success both in the buildings ability to attract shows, but also the financial upside invested in the different events. If flexible, there will be a process of reviewing different financial models for different types of events and evaluating the risk and upside for each.

Once budgets and deal structures are outlined for the venue, our team would begin to reach out to third party promoters at our national level relationships to discuss the facility. This would include selling them why they should pick the new arean when playing in and around the market which our team would be well versed on all competition, where these events are currently playing, what the market sustains from ticket sales standpoint etc. In addition, we would utilize feedback and data Legends has collected thus far on the project to have real information on the types of events the market is looking for.

Lastly, we would partner with the community and local event promoters to build relationships. Third party events are complex especially when both sides are invested in the financial structure, and both have partners they want to protect. We have found that having good relationships with promoters where both sides enjoy working together even through issues and hard situations puts any facility in the best position to win the business. Nowadays there is a lot of competition and everyone is going for the same dollars, so if you can build good relationships at the promoter level where they will call you to tell you they are getting offered a better deal an hour away so they are going to go to that market, then the ownership group will have much more say in the events they want to host vs. ones they might pass on for the building.

ENTERTAINMENT CENTER FOOD & HOSPITALITY VISION



The Legends Culinary and Innovation teams would create a program centered around the food trends and diverse culture of San Diego. With a food culture heavily influenced by its neighbor Baja California, tacos and seafood dishes are plentiful in the area. The Cali burrito and carne asada fries are said to be born here.

Chefs are flocking to the area. Food groups such as Consortium Holding and SDCM are bringing excitement to the dining scene. San Diego has drawn chefs from all over the country to live and cook in its amazing bounty (Richard Blaise, William Bradley, Travis Swikard, and Eric Bost) and has cultivated hometown favorites like Brian Malarkey, JoJo Ruiz, Trey Foshee, and Carl Schroeder. We would identify the best local partners to collaborate with when building a food program to ensure that the menus are true to the local market, similar to the approach we took at SoFi Stadium. San Diego is an extremely unique self-contained culinary area – from the avocado orchards in Fallbrook, to the Imperial Valley where the majority of the country's produce is grown, to seafood off the coast, to some of the best ranched beef in the western United States at Brandt Beef. From the numerous farmers in the area, there are a few that have put San Diego on the map. One highlight is Chino Farm, made famous by Alice Waters and Wolfgang Puck, where amazing quality produce is grown year-round. Another is Cooks Pigs, where an ethos of sustainability and whole animal use drives the production of pasture-raised and family-crafted meats. We would look to target seventy five percent of the products used in the arena being locally sourced, meaning grown within a 150-mile radius.

The Beverage Development team would lean heavily on the programming that has made the Live Nation sector so successful. Programming would change based on the genre of the event/concert. Locations would have the ability to change product categories out based on the demographic. Working with a nationally acclaimed mixologist, we would develop a specially crafted cocktail program with signature drinks and packaging.

SAN DIEGO HOSPITALITY EDUCATION CENTER

MISSION

The mission of the San Diego Hospitality Education Center is to provide fast-paced, short-term, skills-based education that equips graduates with work-ready skills to enable them to obtain entry-level employment in the culinary and hospitality industries. We welcome qualified applicants at every stage in their career, from recent high school graduates to adult learners and other non-traditional students. Our goal is to provide an interactive, hands-on learning environment that fosters the development of work-oriented analytical and critical thinking skills, as well as a commitment to professionalism, integrity, and safety in the workplace.

OBJECTIVES

1. Provide fast-paced, short-term, skills-based education enabling graduates to obtain entry level employment in the culinary and hospitality industries with opportunities for growth.
2. Offer programs with relevant learning outcomes taught by experienced industry craftsmen and subject matter experts.
3. Provide hand's-on education with low student to teacher ratios allowing for an exceptional learning experience in state-of-the-industry kitchens, dining room, concessions, bar, and lounge laboratories.
4. Enable graduates to obtain important industry recognized credentials in the areas of sanitation and safety and alcohol awareness.
5. Allow students to learn and practice on up-to-date technology, including popular point of sales systems with integrated hand-held devices, inventory management programs, mobile ordering applications, and nutritional data calculators.
6. Seek to develop preferred employment opportunities at nearby hospitality businesses.

FACILITIES

The SDHEC will feature: Fully equipped teaching kitchens, a Service lab, a Beverage lab, Academic classrooms, and a Learning resource center. The campus will feature universal design.

CURRICULA

The six-month Culinary Arts program prepares graduates for a variety of careers in the food service industry. This preparation is accomplished through practical experiences in simulated commercial kitchens, including simulated situations with real-world production applications.

The program presents a broad introduction to the many aspects of the food service industry using a learner-centered approach to culinary education. Food production skills are complemented by courses transferring essential knowledge such as Sanitation and Safety, Nutrition, Menu and Recipe Costing, and Environmental Sustainability.

The three-month Professional Food & Beverage Service Program prepares graduates for a variety of careers in the food service industry. This preparation is accomplished through practical experiences in a simulated dining environment. The program presents a broad introduction to the many aspects of the food service industry using a learner-centered approach to food service education. Professional service skills are complemented by courses transferring essential knowledge such as Exemplary Customer Service, Responsible Alcohol Service and Transactions, Reconciliations, and Point-of-Sale Systems.

The three-month Professional Beverage Service Certificate Program prepares graduates for a variety of careers in the food service industry. This preparation is accomplished through practical experiences in a simulated bar and lounge environment. The program presents a broad introduction to the many aspects of the food service industry using a learner-centered approach to food service education. Professional bar back, bartender, or mixologist skills are complemented by courses transferring essential knowledge such as Wines, Spirits, and Malted Beverages, Responsible Alcohol Service and Transactions, Reconciliations, and Point-Of-Sale Systems.

LICENSURE

Legends will apply for SDHEC's approval to operate from the California Bureau for Private Postsecondary Education following the same process utilized for the fully licensed Los Angeles Hospitality Education Center (LAHEC). LAHEC is currently undergoing the application process for nationally accredited status through a USDE recognized agency.



MIDWAY RISING

A MIDWAY FOR ALL

D ECONOMIC IMPACT ANALYSIS

ECONOMIC IMPACT ANALYSIS

OVERVIEW

The construction and annual operations of a new Arena, its tenants, and a surrounding mixed-use development in San Diego could provide significant quantifiable benefits to the local economy. Typically, quantifiable effects are characterized in terms of economic impacts and fiscal impacts. Economic impacts are conveyed through measures of direct spending, total output, personal earnings, and employment, while fiscal impacts denote changes in tax revenues. Quantifiable measurements of the effects that the proposed development could have on the local economy are summarized over the following pages.

DIRECT SPENDING

Direct Spending represents the initial primary spending that would occur as a result of the construction and operations of the proposed development. Direct spending occurs in the following ways:

CONSTRUCTION SPENDING – Construction materials, supplies, labor, professional fees, and other soft cost spending will be generated during the planning and construction of the proposed development.

OPERATIONS SPENDING – Direct spending will be generated as patrons spend money to attend events at new venues or purchase goods and services throughout the development. The operations of the venues and businesses will also generate direct spending through expenditures on salaries, wages, and benefits, marketing, and other such sources.

ANCILLARY COMMUNITY SPENDING – Direct spending will also be generated off-site but within the local area by Arena attendees, event personnel, patrons and residents within the mixed-use development, and others. Ancillary community spending will likely include spending on lodging, food and beverages, retail, entertainment, transportation, and other items in connection with visitation to the development.

DIRECT SPENDING SOURCES






CONSTRUCTION SPENDING

CONSTRUCTION SPENDING:

- Materials
- Supplies
- Labor
- Professional Fees

OPERATION SPENDING

IN-ARENA SPENDING:

- Ticket Sales
- Premium Seats
- Concessions
- Merchandise
- Sponsorship
- Parking
- Fees
- Other

MIXED-USE DEVELOPMENT SPENDING:

- Restaurants
- Bars
- Lodging
- Retail
- Residential
- Parking
- Other

ANCILLARY COMMUNITY SPENDING:

- Lodging
- Bars
- Service
- Retail
- Entertainment
- Transit
- Other

ECONOMIC IMPACT ANALYSIS CONT.

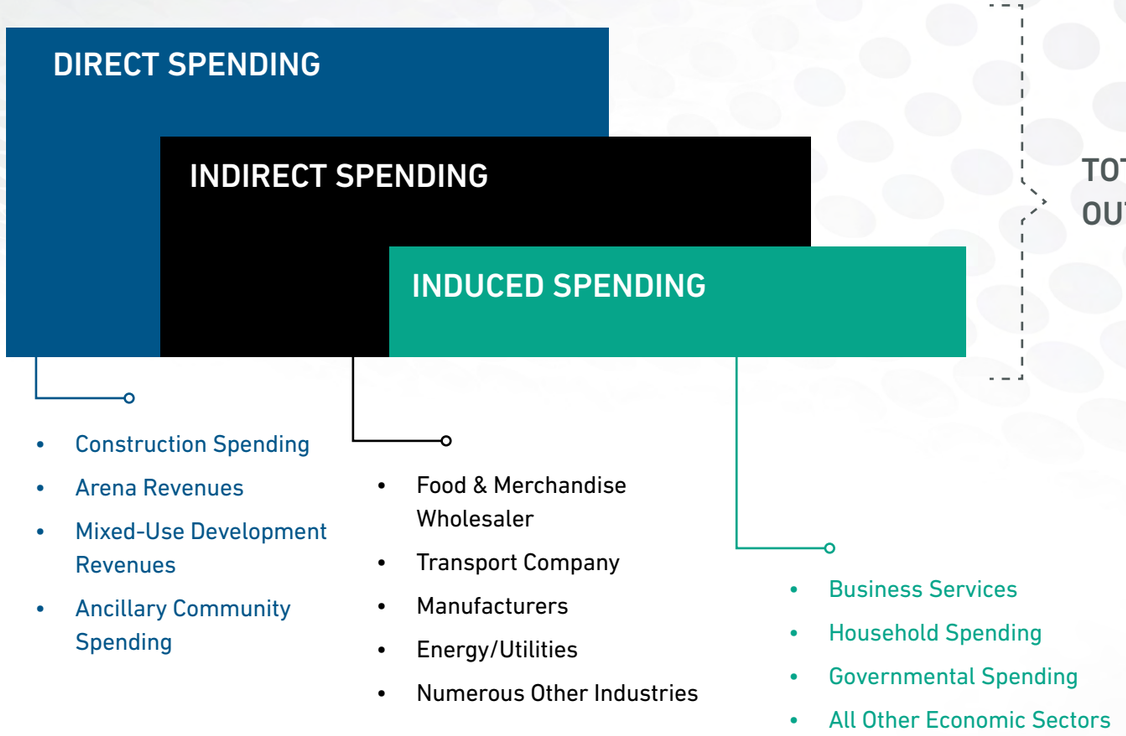
Economic impacts are further increased through re-spending of direct spending. The total impact is estimated by applying an economic multiplier to initial direct spending to account for the total economic impact. The total output multiplier is used to estimate the aggregate total spending that takes place beginning with direct spending and continuing through each successive round of re-spending. Successive rounds of re-spending are generally discussed in terms of their indirect and induced effects on the area economy, as follows:

INDIRECT SPENDING consist of the re-spending of the initial or direct expenditures. These indirect impacts extend further as the dollars constituting the direct expenditures continue to change hands. This process, in principle, could continue indefinitely. However, recipients of these expenditures may spend all or part of it on goods and services outside the market area, put part of these earnings into savings or pay taxes. This spending halts the process of subsequent expenditure flows and does not generate additional spending or impact within the community after a period of time. Indirect impacts occur in a number of industries, including the following:

- the wholesale industry, as purchases of food and merchandise products are made;
- the transportation industry, as products are shipped from purchaser to buyer;
- the manufacturing industry, as products used to service the venue, vendors, and others are produced;
- the utility industry, as the power to produce goods and services is consumed; and,
- other such industries.

INDUCED EFFECTS consist of the positive changes in spending, employment, earnings, and tax collections generated by personal income associated with the operations of the proposed development. Specifically, as the economic impact process continues, wages and salaries are earned, increased employment is generated, and spending occurs in virtually all business sectors. This represents the induced spending impacts generated by direct expenditures.

The following graphic illustrates the flow of direct spending through the successive rounds of re-spending, including the indirect and induced effects.



MULTIPLIER EFFECT

Indirect and induced effects are calculated by applying the appropriate multipliers to the direct spending estimates. The appropriate multipliers to be used are dependent upon certain regional characteristics and also the nature of the expenditure. Generally, an area which is capable of producing a wide range of goods and services within its borders will have high multipliers, a positive correlation existing between the self-sufficiency of an area's economy and the higher probability of re-spending occurring within the region. If a high proportion of the expenditures must be imported from another geographical region, lower multipliers will result.

ECONOMIC IMPACT ANALYSIS CONT.

The multiplier estimates used in this analysis are based on the RIMS II system, which is a regional economic model developed by the Bureau of Economic Analysis that is used by investors, planners, and elected officials across the country to accurately assess economic impact, and are specific to the County of San Diego, CA. The specific multipliers used in this analysis are show in the chart below.

ECONOMIC MULTIPLIERS			
	Total Output	Employment (FTE)	Personal Earnings
Commercial Sports	1.99	14.45	0.84
Construction	1.83	11.87	0.71
Entertainment	1.86	16.51	0.57
Food and Beverage	1.91	22.69	0.73
Lodging	1.76	11.37	0.52
Multifamily	1.01	6.82	0.30
Office	2.01	16.00	0.78
Other	1.93	23.27	0.79
Parking	1.78	22.33	0.58
Retail	1.87	17.35	0.66
Transportation	1.78	22.33	0.58

Note: Total Output and Personal Earnings multipliers are applied one-to-one to dollars, whereas Employment multipliers are applied one-to-one to millions of dollars. Source: RIMS II.

Multipliers are applied to direct spending to calculate the following measures of economic impact:

- **TOTAL OUTPUT** represents the total direct, indirect, and induced spending effects generated by the proposed development. Total output is calculated by multiplying the appropriate total output multiplier by the estimated direct spending within each industry.
- **EMPLOYMENT** is expressed in terms of total full-time equivalent (FTE) jobs and includes both full- and part-time jobs. Employment is calculated by dividing the appropriate employment multiplier by one million, and then multiplying by the estimated direct spending within each industry.
- **PERSONAL EARNINGS** represent the wages and salaries earned by employees of businesses impacted by the proposed development. Personal earnings are calculated by multiplying the appropriate personal earnings multiplier by the estimated direct spending within each industry.

ECONOMIC & FISCAL IMPACT SUMMARY

The following table summarizes the estimated economic impacts of the proposed development to the local economy by the construction and ongoing operations of a new Arena, its tenants, and a surrounding mixed-use development in San Diego.

ECONOMIC & FISCAL IMPACT SUMMARY Construction + 30-Year Operations	
	Proposed Development
Construction Impacts	
Direct Spending	$2.5 B
Total Output	$4.6 B
Jobs (FTEs)	6,421
Earnings	$1.8 B
Tax Revenues	$94.8 M
Annual Impacts	
Direct Spending	$164.7 M
Total Output	$285.3 M
Jobs (FTEs)	2,150
Earnings	$108.9M
Tax Revenue	**$27.5 M**
32-Year NPV Impacts	
Direct Spending	$7.9 B
Total Output	$12.4 B
Jobs (FTEs)	8,572
Earnings	$4.5 B
Tax Revenue	**$838 M**

ECONOMIC IMPACT ANALYSIS CONT.

- The one-time economic impacts estimated to be associated with the construction of the proposed development include approximately $2.5 billion in direct spending, $4.6 billion in total output, approximately 6,400 full and part-time jobs, $1.8 billion in personal earnings, and $94.8 million in taxes.
- Impacts from annual operations of the proposed development are estimated to generate $164.7 million in direct spending, $285.3 million in total output, approximately 2,150 full and part-time jobs, $108.9 million in earnings, and $27.5 million in taxes.
- Over a 32-year period (construction period plus 30 years of operations), the net present value of one-time construction and annual operations of the proposed development is estimated to provide the following impacts to the local economy: $7.9 billion in total direct spending, $12.4 billion in total output, approximately 8,600 annual full and part-time jobs, $4.5 billion in personal earnings, and $838.1 million in taxes.

NON-QUANTIFIABLE BENEFITS

In addition to the quantifiable benefits generated from the construction and operations of the proposed development, some benefits cannot be quantitatively measured. Potential qualitative benefits, among others, for the local area could include:



Expanding San Diego's ability to accommodate and attract various sports, entertainment, and other events



Enhancing community pride, self-image, exposure, and reputation



Opportunities for private commercial and real estate development



New residential units (including some affordable housing units) to accommodate an expanding population base



Ability to participate in community-wide events and festivals



Additional opportunities for charitable endeavors by local businesses



New premium seat offerings for area corporations to entertain clients and reward employees



Additional entertainment options for local and regional residents



New advertising opportunities for local businesses

MIDWAY RISING

A MIDWAY FOR ALL

E LAND USE, PLANNING, AND COMMUNITY PLAN

CONFORMANCE WITH THE CITY'S GENERAL PLAN, CLIMATE ACTION PLAN, CEQA AND THE MIDWAY-PACIFIC HIGHWAY COMMUNITY PLAN

OVERVIEW

In response to the Sports Arena Notice of Availability on October 4, 2021, the local development team has designed a comprehensive multi-use plan ("Midway Rising") for City and community stakeholder consideration.

Midway Rising transforms the site's mostly impervious parking lots into a pristine interconnected village envisioned by the City's General Plan and Midway-Pacific Highway Community Plan (Community Plan). Midway Rising will be connected by bus rapid transit and trolley from University City to the border with Mexico; east to San Diego State and beyond. Midway Rising will usher in a new era of sustainable and responsible development benefitting the entire region.

The General Plan and the Community Plan contain goals and policies encouraging development of compact, urban villages consistent with the General Plan's "City of Villages." In addition, the City of San Diego 2015 Climate Action Plan (CAP) helps comply with the State of California's mandates for Greenhouse Gas (GHG) emission reductions through local action to the benefit of San Diego's environment and economy. The CAP works cohesively with the General Plan and the Community Plan, to achieve GHG emissions reduction through redevelopment of underdeveloped parcels, such as the Sports Arena site, into compact high density multi-use urban villages.

Based on the 48.5-acre site's CC-3-6 zoning, the Sports Arena Village District could be developed with up to 2,113 residential dwelling units. However, the achievable residential densities could be significantly higher and could potentially achieve upwards of 5,300 residential units under the City's Complete Communities program. In furtherance of the policies in the General Plan, Community Plan and the CAP, the project proposes 4,000 units of studio, one, two and three bedroom affordable and market rate housing to materially assist in addressing the City's dire affordable housing crisis and contribute to meet the City's Regional Housing Needs Assessment (RHNA) numbers.

Furthermore, Midway Rising will relocate and develop a new state of the art 16,000 seat sports arena, 250,000 square feet of commercial and retail spaces featuring local restaurants, a weekly local farmers market, community-oriented shops, and a 200-key hotel. This new sustainably designed and constructed community will be connected through a system of complete streets that feature enhanced pedestrian- and bicycle-oriented infrastructure with ample shade-producing tree canopies that link to more than 20 acres of open space and parks within the community and to the recreational and entertainment amenities at Mission Bay, the San Diego River, and San Diego Bay. **The project will include a central mobility hub that is served by the Metropolitan Transit System's (MTS) bus rapid transit system** to increase transit ridership and ultimately reduce reliance on single occupancy vehicle trips. The project addresses connectivity through enhanced first and last mile infrastructure improvements as part of the overall design.

The Community Plan policies provide land use direction for a 30-year planning horizon. These long-term projections provide a reasonable assessment of Midway - Pacific Highway's development potential. For the purposes of calculating the future household population, the Community Plan assumes 2.46 persons reside in each household, and a 95 percent occupancy rate. The persons per household and vacancy rate are assumptions for calculating the residential population at the community plan horizon year. As stipulated in Table 3.4-1 of the Community Plan's Final Program Environmental Impact Report (EIR), the City anticipates the following net increases in development levels under the Community Plan by 2050 which is compared to the proposed project:

	Housing Units	Population	NonRes SF	Employment
Midway EIR	11,185	26,140	10,264,720	4,370
Proposed Project	4,000	8,610	900K	2,150

As such, the proposed project is within the allowable number of residential units evaluated in the Community Plan EIR. CEQA analysis for Midway Rising would be able to tier off of the certified Midway-Pacific Highway EIR as well as the Climate Action Plan EIR. In addition, this site is located within a transit priority area and is zoned to allow for more than 20 dwelling units per acre. As a result, the Sports Arena Village site may utilize the City's Complete Communities 2.5 floor area ratio (FAR) density bonus regulations. The project may also tier off of the Complete Communities EIR.

As discussed below and illustrated in Appendices A and B, Midway Rising is consistent with the Community Plan and would not require a community plan or general plan amendment.

Community Plan Elements and CPIOZ Conformance

The following narrative provides additional project details to illustrate how the overall development implements Community Plan goals and policies in relation to:

1. Housing
2. Economic Development: Sports Arena, Hotel and Commercial Revitalization
3. Sustainability and Conservation and Addressing Sea Level Rise
4. Recreation and Active Lifestyles

CONFORMANCE WITH THE CITY'S GENERAL PLAN, CLIMATE ACTION PLAN, CEQA AND THE MIDWAY-PACIFIC HIGHWAY COMMUNITY PLAN CONT.

5. Multi-Modal Mobility
6. Strategic Placement of the New Arena
7. Community Plan Implementation Overlay Zones
    a. Sports Arena Community Village CPIOZ Type A
    b. Sports Arena Community Village CPIOZ Type B

1. HOUSING

As stated in the City's 2020 Annual Housing Inventory report, the City's share of the RHNA target for the 2021-2029 Housing Element period is 108,036 units. To meet this target, approximately 13,500 new housing units will need to be produced annually. **With a current average of approximately 4,100 units produced in a year, annual housing production will need to triple to meet this RHNA target.** The RHNA allocation for very low income units is 21,977, low income is 16,703 units and for moderate is 15,462 units, respectively. The project will significantly assist the City in meeting its RHNA targets by producing a variety of one, two and three bedroom homes for all age, income, and social groups for a total of 4,000 units, with 30% to 50% of the units restricted for very low and low income families with area median incomes (AMI) capped between 30% and 60% AMI.

Affordable units will be dispersed throughout the Midway Rising community promoting an urban-style of living seamlessly integrated with the market rate residential and commercial uses. The overall goal is to provide a significant number of new, innovative housing configurations, sustainably-designed and constructed to meet not only the City's RHNA obligations but to create a village that truly balances the needs of existing and future San Diegans.

With the designs of award-winning local architects, the project will include affordable housing comprising multiple podium buildings - four to five levels of wood frame over one to three levels of concrete parking. The anticipated heights range from sixty-five to eighty-five feet. Individual residential buildings will feature unique architecture, landscaping, and lifestyle amenities such as fitness equipment and areas designed for dogs to encourage social interaction and active lifestyles. **Streetscapes will be activated by retail, service providers, leasing offices, community rooms and other resident gathering spaces. Residential components will include space with rooftop gardens and common gathering areas, WIFI-enabled decks and distinct fitness areas** in order to bring tenants what they want, which is a healthy, connected environment and a shared sense of community. The multifamily areas are designed to be highly interconnected with paseos that promote physical activity, interaction with nature and connection with the community beyond the property line.

2. ECONOMIC DEVELOPMENT – SPORTS ARENA, HOTEL AND COMMERCIAL REVITALIZATION

The policies in the General Plan and Community Plan provide a framework to encourage economic development with an emphasis on the provision of well-paying jobs and new "green employment opportunities". The project will ensure that jobs and opportunities to expand a "green" workforce are included. In particular, the development of a new arena will create well-paying construction jobs. **The arena is expected to cost $400M to construct and will be a significant source of tax and lease revenue for the City.** A key feature will be the 3.9-acre Sports Arena Square known as the Zocalo. This public open space plaza will be surrounded by new community-serving retail and commercial spaces open to the public. Not only will it serve as a public open space but the plaza will host outdoor concerts, shows, events, and more. This area will feature locally sourced restaurants and shops that cater not only to the new village community, but to all San Diegans. This will become the central gathering space for the overall development plan that connects the last-mile transit from the Old Town Transit Center and the future Grand Central Station to the Mobility Hub, and then through the activated green spine/pathway that flows through the middle of the site. While the Arena is a focal point, this central square is a significant aspect of the economic development strategy and is vital to the overall success of the project.

Additional hotel and visitor commercial uses on Midway-Pacific Highway because of the community's location close to the airport, freeways, transit, beaches, military installations, Sea World, Old Town, and Downtown. The project incorporates a 200-key hotel into the overall schematic plans to serve the village, Arena and region as well as contribute ongoing annual transient occupancy tax revenue.

3. SUSTAINABILITY, CONSERVATION AND ADDRESSING SEA LEVEL RISE

Midway Rising is consistent with General Plan and Community Plan sustainability policies and supports implementation of the CAP by reducing development project-level greenhouse gas emissions to acceptable levels. This will occur by incorporating sustainable building and development practices, applying site-specific mitigation measures, and adhering to specific strategies and actions outlined in the CAP. The project anticipates including green roofs, solar panels, EV charging stations, transportation demand management (TDM) strategies, dedicated recycling programs and an anerobic food composter as part of the Sports Arena. It will also feature sustainable transit centralized in the Mobility Hub. LEED certification will help achieve the requisite environmental benefits for the community. This new village will be a Climate Action Planned community that highlights sustainable development and design focused on connecting residents via mobility choices to employment and entertainment centers. Please reference the CAP Memo for specific project details and conformance with the checklist.

CONFORMANCE WITH THE CITY'S GENERAL PLAN, CLIMATE ACTION PLAN, CEQA AND THE MIDWAY-PACIFIC HIGHWAY COMMUNITY PLAN CONT.

New affordable housing is a primary project objective. However, of utmost importance to this project and the community overall is the need to address the potential future impacts associated with sea level rise. Every aspect of design and engineering will consider the potential effect of sea level rise on the community's infrastructure and built environment. Located on former tidal wetlands and adjacent to the San Diego River and San Diego Bay, the Sports Arena village site has a high-water table and experiences periodic flooding during storms and unusually high tides. The possibility of a rise in the water table due to sea level rise also poses risks. Concerns related to a rising water table include the structural integrity of surface infrastructure, maintenance of buried infrastructure, and groundwater infiltration into buried pipes. Subsurface structures could experience flooding from groundwater, creating a potential need for dewatering facilities. Therefore, the project is not proposing any subsurface parking to help reduce the cost of parking and address the issues associated with a high-water table. **The project will design and engineer buildings to consider the significant vulnerabilities and necessary infrastructure projects necessary to be well-positioned for the potential for future sea level rise and to also implement the City's recently released Climate Resilient SD plan.**

4. RECREATION AND ACTIVE LIFESTYLES

Midway Rising includes a wide variety of public plazas, urban greens, linear parks, dog parks, and other park and recreational amenities such as an outdoor market and space for gardening, for both the residents and visitors to enjoy. These amenities create a healthy environment and address the CalEnviroscreen criteria. **The project will include a 3.9-acre central square as a focal point for the village known as the Zocalo which will be highly programmed as it will be surrounded by commercial and retail storefronts to ensure it remains an active part of the development.** As called for in the Recreation Element, the following park improvements are included in the project:

- Sports Arena Linear Park: Is envisioned as a 3.9 acre linear park, approximately 30 feet wide, along Sports Arena Boulevard located on city owned property. Design and construction of a group picnic area, shade structure, plaza and amphitheater, a jogging trail and bike path separated from the primary pedestrian sidewalk, comfort station, children's play area, site furniture, fitness stations, game tables, art elements, drinking fountains, interpretive signage, and drought tolerant landscaping.
- Sports Arena Green: Is envisioned to be an elevated 4.2-acre sports park that will include a variety of amenities to serve the public featuring a fitness course and recreation center, children's play areas, multi-purpose turf areas, site furniture, picnic areas, comfort station, walkways, and drought tolerant landscaping.
- Sports Arena Square: Also known as the Zocalo, this will be included as the 3.9-acre central plaza open to the public focusing on activating the space around the new arena and the high retail activity centers that will include the Mobility Hub. The Zocalo square will include programming and opportunities for cultural and community events.
- Sports Arena Greenway: A large 4.6-acre linear park that will be the spine that connects the new housing to the Zocalo will be designed through the middle of the project and will feature a promenade with shade producing street trees, an area for farmer markets and other community events as well as dog parks, ample seating and other amenities to be determined by community stakeholders.
- Dedicated Residential Areas: Each residential area will have open space and recreational areas totaling 3.8 acres that will include active recreation and swimming facilities.

5. MULTI-MODAL MOBILITY

In conformance with the Community Plan, the project takes a multi-modal approach to improve circulation and access through and within the community. The project will promote a more balanced mobility network that facilitates shifting trips to transit, walking, and bicycling, while also accommodating vehicle traffic and minimizing conflicts between travel modes. **The planned mobility improvements included in the project will promote "complete streets" principles, improve intersection and roadways to increase accessibility, repurpose right- of-way, and improve bicycle and pedestrian access. The planned infrastructure improvements as well as the interconnection of the transit, bicycle, and pedestrian facilities will support the residential and employment capacity with less increase in per capita vehicle emissions.**

The Transportation Demand Management (TDM) program, which will apply to the proposed project's residential, retail and sports arena uses, will consist of the following CAP strategies: new bicycle facilities, dedicated land for bicycle linkages, bicycle parking, showers and lockers for employment areas, increased intersection density, traffic calming, car share service accommodations, and an enhanced pedestrian network. The project will also include unbundled residential parking as well as a parking cash out program, metered on street parking and an overall reduced parking supply. In relation to commute trip reduction services, the overall development will have a TDM program and marketing coordinator.

The Community Plan's land use strategy emphasizes villages linked by high frequency transit along Rapid Bus routes and with access to trolley service identified in the San Diego Regional Plan in addition to

CONFORMANCE WITH THE CITY'S GENERAL PLAN, CLIMATE ACTION PLAN, CEQA AND THE MIDWAY-PACIFIC HIGHWAY COMMUNITY PLAN CONT.

strengthening bicycle and pedestrian linkages throughout the community. This strategy intends to promote commuter use of transit by providing important first mile/last mile connections to transit through improved pedestrian and bicycle connections within and between the villages and to the Old Town Transit Center. For example, this project will embody the efforts being planned by MTS, SANDAG and also envisioned in the City's plans.

There are a number of options that the project will consider for the first/last mile strategy to/from the future Grand Central Station. Options include a robust bus rapid transit system that is operated by MTS, bike and EV car sharing stemming from the Mobility Hub and branching out via separated bike lanes, as well as a new Gondola-system connecting the Arena village with the new Grand Central Station and Mission Bay.

6. STRATEGIC PLACEMENT OF THE NEW ARENA

In order to implement goals and objectives of the community plan, the Pechanga Arena will be removed and relocated as part of a phased operation so the existing arena can remain in place until the new arena is completed. The strategic relocation of the arena has multiple benefits that will maximize the footprint for new residential development and ensure that appropriate noise and light buffers are in place so as to allow for quieter residential neighborhoods. **The relocation will allow for the new arena to be closer to the future Grand Central Station to provide people the ability to use transit thereby reducing automobile use.** Furthermore, the proposed relocation will benefit the grand open boulevard and commercial linear plaza, that will connect to the San Diego river and beyond that is being proposed along Sport Arena Boulevard. This stellar design will not only provide a more humane environment for people but will also animate the street by providing open and accessible spaces and places for the surrounding community.

7. COMMUNITY PLAN IMPLEMENTATION OVERLAY ZONES

The Community Plan Implementation Overlay Zone (CPIOZ) is applied within the boundaries of the Plan per Chapter 13, Article 2, Division 14 of the Municipal Code, to provide supplemental development regulations that are tailored to implement the vision and policies of the Plan. The matrix included as Appendix B illustrates how the project will specifically conform with CPIOZ A and B regulations.

A. SPORTS ARENA COMMUNITY VILLAGE CPIOZ TYPE A

The intent of the Sports Arena Boulevard Streetscape CPIOZ - Type A is to create a streetscape along Sports Arena Boulevard that reflects its importance as part of the long envisioned Bay-to-Bay connection and provides continuity between planned linear parks in the Sports Arena and Dutch Flats villages. The supplemental development regulations below either apply to a development's front yard or street side yard, depending on its orientation to Sports Arena Boulevard.

Per CPIOZ-A, the project will provide 20 feet of public right-of-way from the curb to the property line. Within the 20 feet of public right-of-way, the project will provide a multi-use path with a minimum width of 12 feet and, between the curb and the multi-use path, a parkway/furnishing area with a minimum width of 8 feet that incorporates tree wells. This new project will provide shade-producing street trees in the tree wells within the public right-of-way consistent with the Community Plan's street tree palette for Sports Arena Boulevard. The project will observe the setbacks along Sports Arena Boulevard. Finally, to be in conformance with CPIOZ -Type A, the project will provide a pedestrian path from the sidewalk on Sports Arena Boulevard to building entrances.

B. SPORTS ARENA COMMUNITY VILLAGE CPIOZ TYPE B

The intent of the Sports Arena Community Village CPIOZ - Type B is to require the preparation of a comprehensive specific plan or master plan for the City-owned parcels in the Sports Arena Community Village prior to significant new development within the village. This is required to implement the Community Plan's vision, and to allow maximum permitted development density and/or floor area to be calculated based on site area before dedication of the right-of-way for planned new streets and/or area for new linear parks, parks, and other park equivalencies. The CPIOZ also addresses greenhouse gas emissions from new development in the village by prohibiting the incorporation of wood and gas fireplaces in new dwelling units. As such, the project proposes to create a specific plan that will be guided by significant community and stakeholder input to ensure that the community's needs are being met and concerns are addressed. Furthermore, the project will not include any wood or gas burning fireplaces.

Attachments: Appendix A: Sports Arena Village Land Use Policy Project Conformance
Appendix B: Community Plan Implementation Overlay Zone A and B Compliance

MIDWAY RISING CLIMATE ACTION PLAN PRELIMINARY CONFORMANCE

The City of San Diego's Climate Action Plan (CAP) preliminary conformance evaluation has been prepared in response to the City of San Diego's October 4, 2021 Notice of Availability (NOA) in conformance with the State of California's Surplus Lands Act. This serves as a high-level evaluation as to whether the Midway Rising proposal to redevelop the City of San Diego's Sports Arena leasehold (proposed project), as illustrated in the Site Plan (Attachment A) would conflict with the CAP, as contemplated by Section VIII, item b) of Appendix G of the State of California's Environmental Quality Act (CEQA) guidelines.

Since this is a conceptual proposal, the following analysis cites sustainability measures that would be committed to as part of the proposed project to ensure that the project would not conflict with the City's five CAP strategies and the CAP checklist that are outlined below. Further, the project would incorporate multiple design features and strategies into the required specific plan and development that would be consistent with those identified by the City for attainment of its GHG reduction goals.

PROJECT LOCATION AND DESCRIPTION

The Midway-Pacific Highway Community Plan (Community Plan) area encompasses roughly 1,324 acres of relatively flat area. The Community Plan area is located in west-central San Diego, to the north of San Diego International Airport (SDIA), and south of Mission Bay. Interstate-5 forms the eastern boundary of the Community Plan area. The San Diego River functions as the northern boundary of the Community Plan area. The Community Plan area was historically an area of tidal marshes and flats where the San Diego River flowed alternately into San Diego Bay and Mission Bay. The San Diego River mouth was channelized to flow into the Pacific Ocean between the two bays. Development of the area was based largely around regional transportation improvements including railways and highways, military development, and aviation. The Sports Arena opened in 1966 and is surrounded by a large parking lot that is regularly utilized by a swap meet. Other parcels included in this proposal include a construction store and materials yard, as well as a mix of other commercial and retail uses.

PROPOSED PROJECT

The proposed project entails the lease, construction, and operation of a new multi-use village that includes 4,000 units of housing, a new sports arena, open space, parks, recreation, a mobility hub, hotel. Specifically, the proposed project would include:

- approximately 4,000 residential homes including 2,000 very low and low income restricted affordable homes, within a vibrant, transit-oriented village setting;
- approximately 20 acres of parks, recreation, and open space, including a Bay to Bay link, which shall be constructed by this project team that also includes community active and passive parks and recreation fields and open space, and pedestrian and biking linkages;
- construction of a new, multipurpose 16,000-capacity Sports Arena and the corresponding demolition of the existing Pechanga Sports Arena;
- approximately 200 hotel keys to support the San Diego region as well as sports arena-related events;
- approximately 250,000 square feet of community-serving commercial and retail space to support the entire Midway District, sports arena, and related facilities;
- construction of an interconnected mobility hub to address mobility needs of residents and visitors through bike and electric vehicle car sharing and enhanced EV shuttles to connect to the existing Metropolitan Transit System (MTS) Old Town transit station and future Grand Central Station, thereby, minimizing vehicular traffic use; and associated on-site and off-site infrastructure, utilities, facilities, and other amenities.

ADOPTED COMMUNITY PLAN CAP IMPLEMENTATION STRATEGIES

New land use designations and policies that were adopted in 2018 as part of the Community Plan have been designed to reflect and implement recommendations of the General Plan for creating new urban villages that will produce far less GHG emissions than what has been produced in the past. Specifically, the Community Plan includes updated Land Use, Villages and Districts; Mobility; and Conservation Elements that include multiple policies aimed at reducing GHG emissions from target emission sources and adapting to climate change. The policies refine existing General Plan policies with site-specific recommendations applicable to the Midway-Pacific Highway community. See Attachment B, Land Use Map.

CLIMATE ACTION PLAN STRATEGIES

The CAP establishes five primary strategies for achieving citywide goals for GHG reductions:

- **STRATEGY 1** (Energy & Water Efficient Buildings) includes goals, actions, and targets with the aim of reducing building energy consumption.
- **STRATEGY 2** (Clean & Renewable Energy), includes policies to encourage development that incorporates renewable energy, such as photo-voltaic panels on roof tops. As well as the use of sustainable building techniques for construction and operation of buildings that could include solar energy installations, electric vehicle charging stations, and solar water heating.

MIDWAY RISING CLIMATE ACTION PLAN PRELIMINARY CONFORMANCE CONT.

- **STRATEGY 3** (Bicycling, Walking, Transit & Land Use) has goals that relate to land use and planning. Action 3.1 in Strategy 3 of the CAP calls for implementation of the General Plan's Mobility Element and the City of Villages strategy in Transit Priority Areas (TPAs) to increase the use of transit by supporting intelligent transportation systems to improve roadway and parking efficiency, congestion, and install roundabouts where needed and feasible to reduce vehicle fuel consumption. Specific policies include, but are not limited to, coordinating with MTS and SANDAG to implement transit priority measures, encouraging the implementation of Rapid Bus to serve the areas of future residential and employment uses, and coordinating with MTS, SANDAG, and adjacent property owners to improve accessibility and the environment at transit stops.
- **STRATEGY 4** (Zero Waste – Gas & Waste Management) includes diversion of solid waste and the capture of landfill methane gas emissions.
- **STRATEGY 5** (Climate Resiliency) of the CAP calls for further analysis of the resiliency issues that face the various areas of the City. Resiliency is addressed by focusing on reducing water usage, energy efficiency, and sustainable development practices. Also included strategies supporting and encouraging green roofs and rooftop gardens, as well as an increase in the tree canopy within the community to reduce summer heat temperatures, increase absorption of pollutants and carbon dioxide, and contribute to more inviting business districts for pedestrians.

EVALUATION OF THE CITY OF SAN DIEGO'S CLIMATE ACTION PLAN

As described in the proposed project section of this memorandum, the project includes the development of a new multi-use village district within the Midway-Pacific Highway Community Plan area. The CAP outlines the actions that City will undertake to achieve its proportional share of statewide GHG emission reductions in accordance with CEQA Guidelines Section 15183.5.

The CAP Consistency Checklist includes three steps:

1. Evaluate the project to determine whether:
   a) a project is consistent with the existing General Plan, Community Plan, and zoning designations for the site, and if not, whether the project would
   b) include a land use plan and/or zoning designation amendment that would result in an increased density within a Transit Priority Area (TPA) and implement CAP Strategy 3 actions, as determined in Step 3 to the satisfaction of the Development Services Department?
   c) include a land use plan and/or zoning designation amendment that would result in an equivalent or less GHG-intensive project when compared to the existing designations.
2. Evaluate the project to includes an explanation as to how a project would implement the required measures delineated in the checklist under Step 2.
3. Evaluate the project's consistency with the CAP's transportation strategy.

STEP 1: LAND USE CONSISTENCY

Projects that do not require a change in land use or zoning designation are generally considered to be consistent with Step 1 because the CAP's emissions were based on build-out assumptions of the existing land use designations at the time of the CAP's development. The Community Plan provides a land use framework that is generally consistent with and permits the land use densities and intensities contemplated by the proposed project. Therefore, the proposed project is consistent with Option A under Step 1. Furthermore the proposed project is sited within a TPA (Attachment C) and would implement CAP Strategy 3 actions. Therefore, the project as proposed is consistent with Step 1.

STEP 2: CLIMATE ACTION PLAN STRATEGIES CONSISTENCY

The second step of the CAP consistency review is to review and evaluate a project's consistency with the applicable strategies and actions of the CAP. Since this is only a proposal and would need to be developed through a Specific Plan as required by the Community Plan's Community Plan Implementation Overlay Zone Supplemental regulations, the following are tools that the development is proposing to include in its design and execution. The proposed project would incorporate the following strategies:

STRATEGY 1:

Energy and Water Efficient Buildings by including cool and/or green roofs as well as residential and non-residential plumbing fixtures (Kitchen faucets, standard and compact dishwashers and clothes washers) and fittings that do not exceed maximum flow rates established by the California Green Building Standards Code.

STRATEGY 2: Bicycling, Walking, Transit and Land Use

- Electric Vehicle Charging for multiple family projects of more than 17 dwelling units as well as non-residential structures. The project commits to being equipped with 10% of the total residential parking spaces and 6% of total nonresidential parking spaces with appropriate electric supply equipment to allow for the future installation of electric vehicle (EV) chargers (i.e., "EV ready"). Of these "EV ready" spaces, 50% would be equipped with EV charging stations.

MIDWAY RISING CLIMATE ACTION PLAN PRELIMINARY CONFORMANCE CONT.

- Bicycle Parking Spaces: the project commits to providing more short- and long-term bicycle parking spaces than required in the City's Municipal Code (Chapter 14, Article 2, Division 5). Residential units would include secure bicycle parking per City of San Diego standards (up to 0.6 spaces per dwelling unit anticipated based on units containing up to three bedrooms). Similarly, short-term (racks) and long-term spaces (rooms, enclosures, or lockers) would also be provided for nonresidential uses per City of San Diego standards (0.1 short-term spaces per 1,000 square feet and 5% of nonresidential automobile parking provided in long-term spaces). The proposed project would also include a network of bicycle lanes on key streets such as Sports Arena Boulevard and connections to existing off- site facilities.
- Shower Facilities: the project would commit to including changing/shower facilities in accordance with the voluntary measures under the California Green Building Standards Code.
- Designated Parking Spaces: As part of the nonresidential use in the TPA, the project would provide designated parking for a combination of low-emitting, fuel-efficient, and carpool-vanpool vehicles.
- Transportation Demand Management Program: Since the project would accommodate over 50 tenant-occupants (employees), the project would commit to including a transportation demand management program that would be applicable to existing tenants and future tenants that could include the following:

At least one of the following components:

- Parking cash out program
- Parking management plan that includes charging employees market-rate for single-occupancy vehicle parking and providing reserved, discounted, or free spaces for registered carpools or vanpools
- Unbundled parking whereby parking spaces would be leased or sold separately from the rental or purchase fees for the development for the life of the development

And at least three of the following components:

- Commitment to maintaining an employer network in the SANDAG iCommute program and promoting its RideMatcher service to tenants/employees
- Onsite carsharing vehicle(s) or bikesharing
- Flexible or alternative work hours
- Telework program
- Transit, carpool, and vanpool subsidies
- Pre-tax deduction for transit or vanpool fares and bicycle commute costs
- Access to services that reduce the need to drive, such as cafes, commercial stores, banks, post offices, restaurants, gyms, or childcare, either onsite or within 1,320 feet (1/4 mile) of the structure/use

The TDM Program, which applies to the proposed project's residential and retail uses, would also consist of the following strategies:

- Land Use Diversity
- Neighborhood Site Enhancement: New Bicycle Facilities; Dedicated Land for Bicycle linkages; Bicycle Parking; Showers and Lockers in Employment Areas; Increased Intersection Density; Traffic Calming; Car Share Service Accommodations; and Enhanced Pedestrian Network.
- Parking Policy and Pricing: Unbundled Residential Parking: Parking Cash-Out Program for Office Use: Metered On-Street Parking: and Reduced Parking Supply.
- Commute Trip Reduction Services: TDM Program Coordinator and Marketing; Electric Bike-Share Accommodations; Ridesharing Support; School Pool; Hotel Shuttle Service; and Transit Pass Programs.

STEP 3: CLIMATE ACTION PLAN CONFORMANCE EVALUATION

The purpose of Step 3 is to determine whether a project is located in a TPA and includes a land use plan and/or zoning designation amendment that is consistent with the assumptions in the CAP because it would implement CAP Strategy 3 actions. As described in the Project Description, the proposed project would be consistent with the Community Plan land use and zoning designations (Option A) and would not be required to complete Step 3.

CONCLUSION

The project would be consistent with the CAP steps for consistency with land use and CAP Strategies (Attachment D). The project does not propose any land use or zoning changes from the underlying land use designation or CC-3-6 zone and is within a TPA and has been evaluated as part of the Midway-Pacific Heights Programmatic Environmental Impact Report as well as the Climate Action Plan Environmental Impact Report.

MIDWAY RISING CLIMATE ACTION PLAN PRELIMINARY CONFORMANCE CONT.

As outlined in this memorandum, the project that is proposed would implement all of the Community Plan's goals and objectives that implement all of the five primary CAP strategies goals and policies related to the CAP and would therefore be consistent with the adopted CAP. It is concluded that the project would be consistent with each of the CAP strategies by:

- Increasing the number of residential units and commercial development within the Transit Priority Areas (TPAs) within the community to support transit;
- Implementing transportation demand management strategies and programs;
- Promoting multi-modal improvements;
- Encouraging the use of passive or zero net energy strategies;
- Supporting waste reduction, recovery, and recycling;
- Encouraging the planting of native and drought-tolerant landscaping; and
- Increasing the tree canopy.

ATTACHMENTS:

A. Sports Arena Leasehold Map

B. Midway-Pacific Highway Land Use Map

C. SB 743 Transit Priority Area Map

D. Climate Action Plan Consistency Checklist

ADJACENT PROPERTIES ANALYSIS

There are two properties outside of the city-owned 48-acres that would be accretive to Midway Rising's long-term community goals and the team plans to discuss acquiring or partnering with the owners if the Midway Rising team is selected to move forward with the City.

The first property are three parcels along Kurtz St ("Property #1") and the parcels are not included in our base case master plan. Property 1 would be the ideal location for a future housing site with a mix of market-rate and affordable housing. There are currently 1 and 2-story commercial buildings located on Property #1 and it is estimated that Property #1 could yield approximately 400 housing units in the future. Redeveloping Property #1 would complete the project's revitalization of the street frontage along Kurtz St and be a catalyst for future community reinvestment in the surrounding area.

Additionally, the shopping center which includes a Home Depot, Ralph's, and Target along Sports Arena Blvd ("Property 2") could present an opportunity for additional parking spaces during events, shows, and concerts hosted by the new Arena. While Midway Rising does have adequate parking for each of the project's components, a partnership with Property 2 would reduce traffic congestion during events with a high-volume attendance. In tandem with the proposed mobility hub along Sports Arena Blvd within the Midway Rising site, the team is focused on providing transportation options to reduce the reliance on single modes of transit.

1. POTENTIAL FUTURE ACQUISITION OR PARTNERSHIP #1

- Addresses: 3495, 3487, and 3467 Kurtz St, San Diego CA 92110
- APNs: 441-330-01, -12, -11

2. POTENTIAL FUTURE ACQUISITION OR PARTNERSHIP #2

- Addresses: 3231-3245 Sports Arena Blvd, San Diego CA 92110
- APNs: 441-650-16, -17, -18, -14, -08, -15, -13



MIDWAY RISING

A MIDWAY FOR ALL

F

COMMUNITY ENGAGEMENT & DIVERSITY INCLUSION

COMMUNITY BENEFITS FRAMEWORK

Developed in Consultation with the Center On Policy Initiatives (CPI)

INTRODUCTION

Unlocking the Midway District's full potential requires robust, long-lasting community benefits that ensure workers, local residents, and future tenants share in the project's positive impacts.

That's Midway Rising's commitment – to truly lift up the Midway District and ensure San Diegans benefit directly from this revitalization project for years to come.

We consulted with the Center on Policy Initiatives to develop this community benefits framework laying out a roadmap for community benefits on healthcare, good jobs, career training, family services, sustainability and more.

Our aim is advancing high road development in Midway Rising's plans and ensure its positive impacts ripple across the San Diego community.

KEY STRATEGIES FOR HIGH ROAD DEVELOPMENT & COMMUNITY BENEFITS

1. Implement high road employment practices both in the development phases and beyond in the process of securing business tenants.
2. Develop spaces that help meet community needs.
3. Provide amenities and services that meet the needs of tenants and the surrounding community.
4. Center sustainability in development plans.
5. Actively prevent displacement.

Center on Policy Initiatives (CPI) is a nonprofit research and action institute dedicated to creating economic prosperity, sustainable communities, and a healthy environment for all.

CPI serves a unique role in the San Diego region, providing the analysis, policy solutions, education, and alliances that advance social and economic justice for working people and diverse communities.

CPI
CENTER ON POLICY INITIATIVES

GUIDING PRINCIPLES

1. Conduct a community engagement process to create goals that can inform which high road development strategies the developer will implement. This engagement should involve residents in the surrounding area, low-income residents who will benefit from affordable housing development plans, community-based organizations with knowledge of community needs, potential business tenants, and workers or unions employed on the project.
2. Make development goals identified from the community engagement process public. Release details on how the developer will implement high road development strategies to meet development goals.
3. Release clear timelines detailing when the developer will provide or implement each development strategy so residents can plan to utilize said benefits. Clear timelines also foster transparency and accountability so community members and the local government can ensure that the developer delivers on community promises.

CREATING LASTING CHANGE

The following section provides high road development strategies to address community needs in the Midway District/Sports Arena revitalization project.

This list is not exhaustive, but offers a host of solutions and areas of focus to meet goals identified through community engagement and create a positive and lasting impact for San Diego communities, workers and families.

Implement high road employment practices both in the development phases and beyond in the process of securing business tenants.

1. *Commit to collective bargaining and labor harmony on both construction and operations so workers have a voice on the job and can freely choose to organize unions.*
   Strong unions built the American middle class and are essential to ensuring workers share in the prosperity they create. Working collaboratively with unions ensures high wages, worker protections and quality healthcare and retirement. Workers' right to organize should not only be protected, but encouraged.

2. *Require the developer, contractors, and subcontractors to pay workers at least a living wage.*
   Ensuring workers are paid a living wage enables workers to thrive despite the rising cost of living, reduces incidents of wage theft, and boosts the local economy when workers spend their additional wages. In addition, paying a living wage increases worker morale, worker health, and improved quality of service. It also lowers turnover rates, saving money for employers.

COMMUNITY BENEFITS ROADMAP CONT.

3. *Create a targeted local hire program.*
   A local and targeted hiring program requires or incentivizes businesses to hire from targeted populations in the community and local workers. Programs can also include local hire goals that stipulate a percentage of the total workforce that should come from certain areas/socioeconomic groups/other underemployed populations. Programs help job seekers overcome racial discrimination and other barriers to employment, thus improving employment outcomes in communities with high unemployment. They also help the developer/contractor/subcontractor secure reliable, local workers. Targeted local hire programs should prioritize individuals whose jobs may be displaced by the development, residents in surrounding areas, low-income individuals, and individuals referred by local, community-based job training organizations.

DEVELOP SPACES THAT HELP MEET COMMUNITY NEEDS

1. *Create a Child Care and After School Care Center.*
   Developers can provide favorable lease terms for child care provider tenants to ensure these spaces remain affordable. There is currently not enough child care available in San Diego to meet families' needs. Current licensed early childhood education capacity only supports 14% of the population 0-14 years old[1]. In addition, the early childhood education industry is a top source of low labor standards, including low pay, long hours, and limited benefits. By pairing favorable lease terms for providers and requiring high road commitments from lessees, the development can help families gain access to child care spaces while also helping address labor standards.

   Developers can provide further benefits to families by helping to subsidize child care slots for affordable housing residents and ensure they receive priority for enrollment. The cost of child care is often out of reach for many families at an average of $17,604 per month for children 0-2[2]. By receiving subsidies, families can better afford child care, help reduce poverty levels, and provide short and long-term benefits to children's success.

2. *Include retail space for affordable healthy food options.*
   There are approximately 441,037 people who experience nutrition insecurity in the City of San Diego[3]. By ensuring there is space in the development for people to access healthy food at an affordable price, more people will have healthy and nutritious food access.

3. *Develop park space.*
   San Diego neighborhoods with the highest concentrations of poverty have limited access to park spaces[4]. Furthermore, where parks are available, they are often not accessible due to safety concerns, limited walkability, lack of transportation, and lack of cultural inclusion. Access to parks and green spaces has many positive benefits, including health benefits, improved mental health, and increased opportunity for social connection, among many others. Park space in the development will also help improve water and air quality, reducing congestion and protecting wildlife.

4. *Create recreational facilities and opportunities accessible to the broader community, including community meeting spaces, affordable and accessible group exercise, youth programming, and other community programming.*
   A 2021 City audit found significant inequities in recreation opportunities in low-income communities in San Diego[5]. Recreation opportunities are also limited for those with limited English proficiency. Developing spaces that can be used for recreation opportunities provides similar benefits to those of parks, including social connection, improved mental health, and improved overall health of those using programs and services.

5. *Include a Health Clinic to support the health and wellness of development residents and the local community.*
   Everyone needs healthcare services wherever they live and work. These needs span income levels, ages, and demographics. Including an affordable clinic in the development, can help increase access to care while also bringing increased traffic to development shops and businesses.

PROVIDE AMENITIES AND SERVICES THAT MEET THE NEEDS OF TENANTS AND THE SURROUNDING COMMUNITY.

1. *Provide free internet in shared spaces and free or subsidized internet for low-income residents.*
   Access to the internet is essential in our everyday lives. However, 1 in 5 lower income households in the central San Diego region do not have access to internet service at home[6]. Providing free or subsidized internet access can help close this digital divide providing increased access to education and work opportunities for residents and community members.

2. *Provide computer labs for tenants.*
   Low-income individuals experience a technology gap in addition to lacking internet access. Computer labs also provide additional amenities such as larger computers, more program options, and printers to help meet educational, work, and personal use needs.

3. *Subsidize transit for low-income residents.*
   San Diego needs to make aggressive changes to meet air pollution reduction, traffic congestion, and mobility goals. By helping to encourage transit use, developers can promote mode shifts for those not currently taking transit, help support those who are transit-dependent, and help the City achieve these environmental goals.

COMMUNITY BENEFITS ROADMAP CONT.

4. *Create job training programs.*
   Job training programs can help bring more people into the skilled workforce and help reduce unemployment. Furthermore, job training programs can help decrease the youth disconnection rate, which is the percentage of youth 16-24 who are not in school or working.

CENTER SUSTAINABILITY IN DEVELOPMENT PLANS.

1. *Ensure all development spaces have all-electric appliances.*
   Residential gas consumption is currently dominated by appliance use. By utilizing all-electric appliances, the development can bring cleaner air, benefit resident health, reduce energy consumption, and reduce construction costs.

2. *Align with Climate Action Plan goals of 35% tree canopy cover in public areas.*
   As of Fall 2021, the City of San Diego only has an average of 13% urban tree canopy, while climate action goals are set at 35%[7]. Adding ample tree cover to development plans can help meet these goals, help reduce summer peak temperatures, and decrease air pollution.

3. *Commit to a zero carbon or net-zero development and include commitments to zero carbon in retail/ office tenant leases.*
   Zero carbon and net zero carbon commitments can limit the development's carbon footprint and contribute to achieving climate goals. Only credible, ethical carbon offsets should be used when zero carbon is not immediately feasible.

4. *Provide electric vehicle charging infrastructure for residents and retail customers.*
   Providing EV charging infrastructure can incentivize and support the transition to electric vehicles while helping achieve city climate goals to reduce air pollution.

ACTIVELY PREVENT DISPLACEMENT.

1. *Ensure no less than 30% of housing units are affordable with limits on rent increase for affordable housing units.*
   San Diego is experiencing a housing crisis, with rental prices skyrocketing. Securing affordable housing can help address this crisis and prevent displacement. Furthermore, displacement often occurs when rents become unaffordable for tenants. Affordable housing units can become unaffordable after a few years of rent increases and push tenants out. By ensuring enforceable limits on rents and rent increase in affordable units, we can help keep people housed and prevent this displacement. The developer can also ensure affordable housing remains accessible to those who need it most by committing to accepting housing vouchers.

2. *Fund legal assistance for low-income tenants who will live in the development.*
   By contributing to legal assistance funds for residents, the developer can help ensure residents can assert their rights by enforcing habitability requirements and preventing unjust evictions.

3. *Provide relocation assistance for any surrounding tenants affected by construction to prevent housing insecurity.*
   Relocation assistance can help prevent displacement, helping those who may have to move during construction stay within the neighborhood. In addition to providing cash assistance, developers can help affected families find new housing.

4. *Create a process for tenants to weigh in on the selection of property management companies*
   Property management companies dictate much of the tenant experience, including habitability, maintenance, and other issues. Providing tenants with the opportunity to choose the management company can help secure a responsive and trusted property manager that supports a positive housing experience for tenants.

[1] San diego YMCA Child Care Supply Map
[2] Voice of San Diego Child Care Cost
[3] San Diego Hunger Coalition. (2021). Estimated Nutrition Insecurity in San Diego County by City. Jan. 2021
[4] Parks for California San Diego Park Access Data
[5] City of san Diego Equity in Recreation Programming Audit
[6] SANDAG Digital Divide Report
[7] EHC Start Here, Start Now - Environmental Justice Assessment of the City of San Diego Climate Action Plan

COMMUNITY PARTNERSHIPS & LETTERS OF SUPPORT



Father Joe's Villages

Deacon Jim F. Vargas, OFS
President & CEO

p. 619.446.2151
f. 619.446.2129
DeaconJim@neighbor.org

November 16, 2021

James Schmid, Chief Executive Officer
Chelsea Investment Corporation
6339 Paseo Del Lago
Carlsbad, CA 92011

Dear Jim,

Father Joe's Villages strongly supports the proposal Chelsea Investment Corporation is submitting for the City of San Diego, Midway District NOA site. Father Joe's Villages has been working in partnership with Chelsea Investment Corporation for 27 years and together we have developed nine projects totaling over one thousand units of affordable housing for individuals experiencing homelessness in San Diego. We look forward to expanding our partnership under this latest proposal for the subject site.

This project will help change the lives of some of the more than 7,600 people who are experiencing homelessness every night in San Diego by providing what they need most: safe, stable, and quality affordable housing.

For over 70 years, Father Joe's Villages has been serving San Diegans experiencing homelessness and poverty. The organization has grown to include a comprehensive campus and a scattered-site program that houses as many as 2,500 people nightly. Additionally, Father Joe's Villages offers services such as public meals, therapeutic childcare services, medical, dental, and behavioral health care, and employment education and vocational training programs.

We are thrilled to be a part of this proposal and to provide this letter of support for housing and services for the most fragile members of the San Diego community, including those experiencing homelessness, as part of Chelsea's proposed project in the Midway District.

Please contact me if you have any questions or concerns.

Sincerely,

Deacon Jim F. Vargas
President & Chief Executive Officer
3350 E Street
San Diego, CA 92102
neighbor.org

PACIFICSOUTHWEST
Community Development Corporation

November 9, 2021

James Schmid, Chief Executive Officer
Chelsea Investment Corporation
6339 Paseo Del Lago
Carlsbad, CA 92011

Dear Jim,

Pacific Southwest Community Development Corporation (PSCDC) is committed to proving superior on-site services to the residents of Chelsea Projects across California. We fully support your proposal to respond to the City of San Diego's Notice of Availability for the Midway Site.

PSCDC has been the non-profit partner and service provider for Chelsea Investment Corporation for over twenty years. We have jointly developed over seventy projects and incorporated services that benefit specific populations within each community. We are a dedicated partner providing quality affordable housing and those services that enhance the quality of the life for the residents who live there.

PSCDC provides on-site services at no charge to the residents of our communities starting within 6 months of the project's placed-in-service date. The services are typically provided for a minimum period of 15 years. The total annual value of the services provided by PSCDC will be determined once awarded the NOA.

PSCDC will provide adult educational and skill building classes to include computer literacy, ESL and art classes, job counseling, financial literacy, health and wellness workshops and a food distribution program. These classes and workshops will provide 60 hours of instruction each year on-site at no charge to the residents.

PSCDC will also offer an After-School Program for children that will provide a minimum of 10 hours of service per week during the school year. This program will include tutoring, mentoring, arts & crafts, computer skills and other educational enrichment activities at no cost to the residents.

Please contact me if you have any questions.

Sincerely,

Robert W Laing
President

16935 W. Bernardo Drive, Suite 238,
San Diego, CA 92127
Tel: 858 675 0506 Fax: 858 675 0702
www.pswcdc.org

San Diego Regional Center

Serving Individuals with Developmental Disabilities in San Diego and Imperial Counties

4355 Ruffin Road, San Diego, California 92123 • (858) 576-2996 • www.sdrc.org

November 10, 2021

James Schmid, Chief Executive Officer
Chelsea Investment Corporation
6339 Paseo Del Lago
Carlsbad, CA 92011

Dear Jim,

I write in strong support of the proposal Chelsea Investment Corporation is submitting for the City of San Diego, Midway District RFP site. The San Diego Regional Center has been working in partnership with Chelsea Investment Corporation and Southern California Housing Collaborative for more than a decade to provide homes for SDRC clients.

Chelsea's dedication to providing quality housing and the proven track record of successfully developing projects across San Diego, Imperial, Orange, and Riverside counties give us assurance that this project will promote social inclusion and allow our residents with special needs to integrate with the larger community. Additionally, this project will make an enormous impact on the lives of more than 35,000 clients currently served by the San Diego Regional Center (SDRC).

SDRC is prepared to provide services to support residents with an intellectual or developmental disability.

SDRC is a service of the San Diego – Imperial Counties Developmental Services, Inc. SDRC is a focal point in the community for services and information for persons with developmental disabilities living in San Diego and Imperial counties. We are a non-profit 501 (c) (3) organization that contracts with the State of California to provide the services outlined in the Lanterman Developmental Disabilities Services Act (Welfare & Institutions Code, Section 4500, et seq.)

To ensure that the provision of services is consistent with the Lanterman Developmental Disabilities Act and each client's Individual Program Plan (IPP), SDRC will, to the fullest extent possible, appropriately, and effectively use funds in the purchase of services for all clients. Decisions regarding purchase of services are made in the context of the Planning team. The IPP developed by the team describes the client's individual service needs and the various agency resources that are necessary to meet those needs. There are various options available to help clients achieve their goals and objectives.

Southern California Housing Collaborative

To locate and secure affordable housing opportunities for persons with developmental disabilities.

November 10, 2021

Cheri Hoffman, President
Chelsea Investment Corporation
6339 Paseo Del Lago
Carlsbad, CA 92011

Dear Ms. Hoffman,

Southern California Housing Collaborative is pleased to provide this Letter of Support for Chelsea Investment Corporation proposal to develop affordable housing for the Midway Notice of Availability released by the City of San Diego. Southern California Housing Collaborative has worked in partnership with Chelsea Investments for more than a decade to provide housing for individuals with developmental disabilities.

SCHS was established in 2008 to address locating and securing safe, accessible, and affordable housing opportunities for low-income individuals with developmental disabilities. SCHC has successfully completed six projects with Chelsea Investment Corporation totaling over 80 units with several in the pipeline reserved for the developmentally disabled community in collaboration with the San Diego Regional Center.

SCHC is a non-profit (c) (3) organization that partners to serve over 35,000 clients across San Diego and Imperial County. Individuals with Developmental Disabilities can include intellectual disabilities, cerebral paisy, epilepsy, and autism. SCHC works in collaboration with the San Diego Regional Center to find housing and coordinate with different vendors based on the Individual Program Plan (IPP) of each resident within these communities.

We are excited to help bring some much-needed housing to the Midway District and are pleased that the City of San Diego is focused on reaching these sensitive populations.

Please contact me if you have any questions or concerns.

Sincerely,

Nathan Schmid
Executive Director

2400 Fenton St Ste #206
Chula Vista, CA 91914

Phone - (619) 271-3535
www.socalhc.org

SERVING SENIORS

November 10, 2021

James Schmid, Chief Executive Officer
Chelsea Investment Corporation
6339 Paseo Del Lago
Carlsbad, CA 92011

Dear Jim,

Serving Seniors strongly supports the proposal Chelsea Investment Corporation is submitting for the City of San Diego, Midway District NOA site. Serving Seniors has been working in partnership with Chelsea Investment Corporation for more than 20 years to provide affordable housing for seniors in San Diego County.

Chelsea's commitment to providing quality housing for seniors paired with our proven track record of successfully developing projects together in San Diego gives us assurance that this project will help struggling seniors live healthy and fulfilling lives. Additionally, this project will make an enormous impact on the lives of over 8,000 clients currently served by Serving Seniors in San Diego County.

Serving Seniors is transforming the aging experience for low-income seniors in San Diego with our highly successful and innovative programs that help seniors live independently for as long as possible.

Since 1970, Serving Seniors has been the leading provider of services that meet the basic needs of the low-income, at-risk seniors living in San Diego's urban core and the only organization in San Diego, and one of the few in the country, providing such a broad base of vital services to this vulnerable population. We are considered a national model because of our innovative programs and focus on building multi-disciplinary collaborations to enhance the services offered by our staff.

Through our continuum of care model, we provide health education, social services, case management, affordable supportive housing, and lifelong learning opportunities. Each program plays a critical role in our mission of helping seniors in poverty live healthy and fulfilling lives.

The seniors we serve are one of the lowest income and most vulnerable populations in San Diego County. All are over the age of 60, and most are single with no familial support and live alone in nearby apartments, single room occupancy hotels, or on the street.

More than three-quarters of the seniors who rely on assistance from Serving Seniors have incomes well below the poverty level, averaging just $950 per month. Our clients represent an increasingly culturally diverse population throughout San Diego County.

Executive Committee:
Board Chair
Rob Borthwick
Finance Chair
Bobby LaCour
Governance Chair
Simon Silva
Philanthropy Chair
Mary Gendron
Member-at-Large
Jim Sikora
Past Board Chair
Lina Ericsson
Board of Directors:
Joy L. Delman
Dale Goldman
Ted Lange
Deborah Linggi
Joni Low
Arlene Prator
Matthew Strauss
Nancy L. Vaughan
President and CEO
Paul Downey

525 14th Street, Suite 200 | San Diego, CA 92101
619-235-6572
www.servingseniors.org | Tax ID #95-2850121

40 YEARS | VETERANS VILLAGE OF SAN DIEGO

Akilah Templeton
President &
Chief Executive Officer

John Laidlaw
Executive Vice-President &
Chief Operations Officer

John Kohl
Chief Financial Officer

Alyce Fernebok
Chair, Board of Directors

Veterans Village of San Diego serves America's veterans in overcoming homelessness and related challenges

November 10, 2021

Cheri Hoffman, President
Chelsea Investment Corporation
6339 Paseo Del Lago
Carlsbad, CA 92011

Dear Ms. Hoffman,

Veterans Village of San Diego proudly supports Chelsea Investment Corporation's proposed development for the Midway Notice of Availability to the City of San Diego. This presents a significant opportunity to provide desperately needed affordable housing for veterans and their families.

Veterans Village of San Diego (VVSD) has been a leading provider of supportive services to Veterans in San Diego County since 1981. Our programs extend assistance to veterans and their families beyond the basic food, clothing, and shelter to help Veterans enrolled in our programs to reach the highest level of independence. We offer an array of housing options to eligible homeless Veterans or at imminent risk of becoming homeless, including bridge housing, transitional housing, and rapid rehousing services.

VVSD is also a leader in the community as a provider for life-saving services such as financial assistance, intervention, and comprehensive case management for Veterans struggling with health issues, homelessness, and unexpected crises. Each year VVSD serves more than 3,000 veterans throughout San Diego County.

We are eager to partner with Chelsea Investment Corporation on this exciting proposal that will help provide relief to the Veterans of San Diego County, with much needed affordable housing in the newly envisioned Midway District.

Please contact me if you have any questions or concerns.

Sincerely,
Akilah Templeton
President & CEO

Founders of STAND DOWN for Homeless Veterans
Vietnam Veterans of San Diego, dba Veterans Village of San Diego
4141 Pacific Highway, San Diego, California 92110 • 619-393-2000 • fax 619-497-0263
VVSD is a nonprofit charitable 501C(3) corporation EIN #95-3649525
www.vvsd.net

MIDWAY RISING

A MIDWAY FOR ALL

G FINANCIAL CAPABILITY

TEAM & FINANCIAL CAPABILITY

Chelsea Investment Corporation is a leader in the financing and development of affordable housing. We provide financial engineering, development services, and asset management to our partners and clients. Our experienced team of professional identify and implement timely and cost-effective solutions to the many challenges of affordable housing. Chelsea is a prively-held company and is majority-owned and controlled by Jim Schmid and his wife, Lynn, who are residents of San Diego County.

https://www.chelseainvestco.com

Founded in 2008 by the Jones family of the Dallas Cowboys and the Steinbrenner family of the New York Yankees, Legends is a privately-held premium experience company that specializes in delivering holistic solutions for legendary brands. Major shareholders include one of the world's largest private equity firms Sixth Street Capital.

https://www.legends.net

Zephyr is a local development firm based in Encinitas, with an office in Los Angeles, and manages projects from concept to completion, with creative approaches that meet a multitude of community needs. Zephyr is a privately held company majority owned and controlled by Brad Termini, a resident of San Diego County.

https://builtbyzephyr.com

At AECOM, we believe infrastructure creates opportunity for everyone – uplifting communities, improving access and sustaining our planet. We're committed to managing our business with the upmost responsibility and to always strive for better — be that reducing emissions, creating social value or diversifying our senior leadership and workforce. AECOM is a publicly-traded company. Enclosed on the following pages are the 2021 financial statements.

https://aecom.com

All trade secrets shown on this page, including company ownership structure, financial information, proprietary information, and real estate negotiation documents shall be exempt from public disclosure.

AECOM

Consolidated Balance Sheets
(in thousands, except share data)

	September 30, 2021	September 30, 2020
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 1,120,790	$ 1,599,688
Cash in consolidated joint ventures	108,406	108,644
Total cash and cash equivalents	1,229,196	1,708,332
Accounts receivable—net	2,619,491	2,920,730
Contract assets	1,369,031	1,611,525
Prepaid expenses and other current assets	739,044	691,707
Current assets held for sale	139,426	562,435
Income taxes receivable	77,355	35,637
TOTAL CURRENT ASSETS	6,173,543	7,530,366
PROPERTY AND EQUIPMENT—NET	398,876	381,672
DEFERRED TAX ASSETS—NET	360,260	361,675
INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES	328,906	297,595
GOODWILL	3,502,499	3,484,221
INTANGIBLE ASSETS—NET	54,867	76,917
OTHER NON-CURRENT ASSETS	307,927	160,036
OPERATING LEASE RIGHT-OF-USE ASSETS	607,076	652,115
NON-CURRENT ASSETS HELD FOR SALE	—	54,354
TOTAL ASSETS	$ 11,733,954	$ 12,998,951
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Short-term debt	$ 4,369	$ 223
Accounts payable	2,090,479	2,358,228
Accrued expenses and other current liabilities	2,174,201	2,249,704
Income taxes payable	50,511	47,103
Contract liabilities	1,058,643	996,922
Current liabilities held for sale	94,043	417,623
Current portion of long-term debt	49,469	20,651
TOTAL CURRENT LIABILITIES	5,521,715	6,090,454
OTHER LONG-TERM LIABILITIES	145,444	162,784
OPERATING LEASE LIABILITIES, NON-CURRENT	679,059	745,287
LONG-TERM LIABILITIES HELD FOR SALE	11,095	79,254
DEFERRED TAX LIABILITY-NET	5,420	3,491
PENSION BENEFIT OBLIGATIONS	383,904	463,001
LONG-TERM DEBT	2,157,740	2,041,136
TOTAL LIABILITIES	8,904,377	9,585,407
COMMITMENTS AND CONTINGENCIES (Note 18)		
AECOM STOCKHOLDERS' EQUITY:		
Common stock—authorized, 300,000,000 shares of $0.01 par value as of September 30, 2021 and 2020; issued and outstanding 143,168,815 and 157,044,687 shares as of September 30, 2021 and 2020, respectively	1,432	1,570
Additional paid-in capital	4,115,541	4,035,414
Accumulated other comprehensive loss	(900,377)	(918,674)
(Accumulated deficits) / Retained earnings	(504,126)	174,248
TOTAL AECOM STOCKHOLDERS' EQUITY	2,712,470	3,292,558
Noncontrolling interests	117,107	120,986
TOTAL STOCKHOLDERS' EQUITY	2,829,577	3,413,544
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 11,733,954	$ 12,998,951

See accompanying Notes to Consolidated Financial Statements.

AECOM

Consolidated Statements of Operations
(in thousands, except per share data)

	Fiscal Year Ended		
	September 30, 2021	September 30, 2020	September 30, 2019
Revenue	$ 13,340,852	$ 13,239,976	$ 13,642,455
Cost of revenue	12,542,431	12,530,416	13,030,800
Gross profit	798,421	709,560	611,655
Equity in earnings of joint ventures	35,044	48,781	49,320
General and administrative expenses	(155,072)	(188,535)	(148,123)
Restructuring costs	(48,840)	(188,345)	(95,446)
Gain on disposal activities	—	—	3,590
Impairment of long-lived assets	—	—	(24,900)
Income from operations	629,553	381,461	396,096
Other income	17,603	11,056	14,556
Interest expense	(238,352)	(159,914)	(161,482)
Income from continuing operations before taxes	408,804	232,603	249,170
Income tax expense for continuing operations	89,011	45,753	13,498
Net income from continuing operations	319,793	186,850	235,672
Net loss from discontinued operations	(116,813)	(340,591)	(419,662)
Net income (loss)	202,980	(153,741)	(183,990)
Net income attributable to noncontrolling interests from continuing operations	(25,109)	(16,398)	(24,710)
Net income attributable to noncontrolling interests from discontinued operations	(4,686)	(16,231)	(52,350)
Net income attributable to noncontrolling interests	(29,795)	(32,629)	(77,060)
Net income attributable to AECOM from continuing operations	294,684	170,452	210,962
Net loss attributable to AECOM from discontinued operations	(121,499)	(356,822)	(472,012)
Net income (loss) attributable to AECOM	$ 173,185	$ (186,370)	$ (261,050)
Net income (loss) attributable to AECOM per share:			
Basic continuing operations per share	$ 2.00	$ 1.07	$ 1.34
Basic discontinued operations per share	$ (0.82)	$ (2.24)	$ (3.00)
Basic earnings per share	$ 1.18	$ (1.17)	$ (1.66)
Diluted continuing operations per share	$ 1.97	$ 1.06	$ 1.32
Diluted discontinued operations per share	$ (0.81)	$ (2.22)	$ (2.95)
Diluted earnings per share	$ 1.16	$ (1.16)	$ (1.63)
Weighted average shares outstanding:			
Basic	147,279	159,005	157,044
Diluted	149,676	161,292	159,684

See accompanying Notes to Consolidated Financial Statements.

All trade secrets shown on this page, including company ownership structure, financial information, proprietary information, and real estate negotiation documents shall be exempt from public disclosure.

AECOM

Consolidated Statements of Comprehensive Income (Loss)
(in thousands)

	Fiscal Year Ended		
	September 30, 2021	September 30, 2020	September 30, 2019
Net income (loss)	$ 202,980	$ (153,741)	$ (183,990)
Other comprehensive loss, net of tax:			
Net unrealized gain (loss) on derivatives, net of tax	4,541	4,094	(13,972)
Foreign currency translation adjustments	(12,601)	(18,206)	(46,628)
Pension adjustments, net of tax	26,591	(40,051)	(100,367)
Other comprehensive income (loss), net of tax	18,531	(54,163)	(160,967)
Comprehensive income (loss), net of tax	221,511	(207,904)	(344,957)
Noncontrolling interests in comprehensive income of consolidated subsidiaries, net of tax	(30,029)	(32,943)	(76,960)
Comprehensive income (loss) attributable to AECOM, net of tax	$ 191,482	$ (240,847)	$ (421,917)

See accompanying Notes to Consolidated Financial Statements.

AECOM

Consolidated Statements of Stockholders' Equity
(in thousands)

	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings (Deficits)	Total AECOM Stockholders' Equity	Non-Controlling Interests	Total Stockholder's Equity
BALANCE AT SEPTEMBER 30, 2018	$ 1,570	$ 3,846,392	$ (703,330)	$ 948,148	$ 4,092,780	$ 185,594	$ 4,278,374
Net loss	—	—	—	(261,050)	(261,050)	77,060	(183,990)
Cumulative effect of accounting standard adoption	—	—	—	(12,452)	(12,452)	—	(12,452)
Other comprehensive loss	—	—	(160,867)	—	(160,867)	(100)	(160,967)
Issuance of stock	44	66,517	—	—	66,561	—	66,561
Repurchases of stock	(39)	(23,071)	—	(75,098)	(98,208)	—	(98,208)
Stock based compensation	—	63,812	—	—	63,812	—	63,812
Other transactions with noncontrolling interests	—	—	—	—	—	16,208	16,208
Contributions from noncontrolling interests	—	—	—	—	—	5,069	5,069
Distributions to noncontrolling interests	—	—	—	—	—	(75,057)	(75,057)
BALANCE AT SEPTEMBER 30, 2019	1,575	3,953,650	(864,197)	599,548	3,690,576	208,774	3,899,350
Net loss	—	—	—	(186,370)	(186,370)	32,629	(153,741)
Cumulative effect of accounting standard adoption	—	—	—	(87,787)	(87,787)	—	(87,787)
Other comprehensive loss	—	—	(54,477)	—	(54,477)	314	(54,163)
Issuance of stock	43	63,297	—	—	63,340	—	63,340
Repurchases of stock	(48)	(35,762)	—	(151,143)	(186,953)	—	(186,953)
Stock based compensation	—	54,229	—	—	54,229	—	54,229
Disposal of noncontrolling interest of business sold	—	—	—	—	—	(60,089)	(60,089)
Contributions from noncontrolling interests	—	—	—	—	—	9,917	9,917
Distributions to noncontrolling interests	—	—	—	—	—	(70,559)	(70,559)
BALANCE AT SEPTEMBER 30, 2020	1,570	4,035,414	(918,674)	174,248	3,292,558	120,986	3,413,544
Net income	—	—	—	173,185	173,185	29,795	202,980
Cumulative effect of accounting standard adoption	—	—	—	(7,979)	(7,979)	—	(7,979)
Other comprehensive income	—	—	18,297	—	18,297	234	18,531
Issuance of stock	25	58,733	—	—	58,758	—	58,758
Repurchases of stock	(163)	(23,348)	—	(843,580)	(867,091)	—	(867,091)
Stock based compensation	—	44,742	—	—	44,742	—	44,742
Other transactions with noncontrolling interests	—	—	—	—	—	405	405
Disposal of noncontrolling interest of business sold	—	—	—	—	—	(24,039)	(24,039)
Contributions from noncontrolling interests	—	—	—	—	—	271	271
Distributions to noncontrolling interests	—	—	—	—	—	(10,545)	(10,545)
BALANCE AT SEPTEMBER 30, 2021	$ 1,432	$ 4,115,541	$ (900,377)	$ (504,126)	$ 2,712,470	$ 117,107	$ 2,829,577

See accompanying Notes to Consolidated Financial Statements.

All trade secrets shown on this page, including company ownership structure, financial information, proprietary information, and real estate negotiation documents shall be exempt from public disclosure.

AECOM

Consolidated Statements of Cash Flows
(in thousands)

	Fiscal Year Ended		
	September 30, 2021	September 30, 2020	September 30, 2019
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income (loss)	$ 202,980	$ (153,741)	$ (183,990)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	176,400	237,376	261,185
Equity in earnings of unconsolidated joint ventures	(39,104)	(23,279)	(80,990)
Distribution of earnings from unconsolidated joint ventures	46,358	90,158	65,954
Non-cash stock compensation	44,742	54,229	63,812
Prepayment premium on redemption of unsecured senior notes	117,500	16,986	—
Impairment of long-lived assets, including goodwill	105,194	336,472	615,400
Loss on disposal activities	—	—	10,381
Loss (gain) on sale of discontinued operations	52,532	(161,900)	—
Foreign currency translation	(42,728)	(31,919)	(19,099)
Deferred income tax (benefit) expense	(48,265)	11,130	(98,015)
Other	16,063	32,028	5,899
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable and contract assets	533,006	(136,955)	(316,487)
Prepaid expenses and other assets	(100,526)	(31,815)	(16,576)
Accounts payable	(250,142)	(192,980)	251,410
Accrued expenses and other current liabilities	(84,073)	118,441	259,572
Contract liabilities	103,999	128,312	7,559
Other long-term liabilities	(129,266)	37,079	(48,399)
Net cash provided by operating activities	704,670	329,622	777,616
CASH FLOWS FROM INVESTING ACTIVITIES:			
(Payment for) proceeds from sale of discontinued operations, net of cash disposed	(265,876)	2,218,866	—
Proceeds from disposal of businesses, net of cash disposed	—	—	46,490
Investment in unconsolidated joint ventures	(57,388)	(111,077)	(141,769)
Return of investment in unconsolidated joint ventures	8,110	28,047	22,750
Proceeds from sale of investments	15,507	12,392	12,365
Payments for purchase of investments	—	—	(3,223)
Proceeds from disposal of property and equipment	14,822	3,800	17,291
Payments for capital expenditures	(136,262)	(114,591)	(100,664)
Net cash (used in) provided by investing activities	(421,087)	2,037,437	(146,760)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from borrowings under credit agreements	3,638,916	4,452,078	7,700,774
Repayments of borrowings under credit agreements	(2,726,347)	(5,568,320)	(7,984,624)
Redemption of unsecured senior notes	(797,252)	(248,522)	—
Prepayment premium on redemption of unsecured senior notes	(117,500)	(16,986)	—
Cash paid for debt issuance costs	(11,280)	(4,228)	—
Proceeds from issuance of common stock	25,686	26,388	30,448
Proceeds from exercise of stock options	4,038	—	—
Payments to repurchase common stock	(867,091)	(186,953)	(98,208)
Net distributions to noncontrolling interests	(10,274)	(60,642)	(69,988)
Other financing activities	(11,429)	(20,785)	(11,681)
Net cash used in financing activities	(872,533)	(1,627,970)	(433,279)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	5,493	(1,194)	(3,956)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(583,457)	737,895	193,621
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	1,818,249	1,080,354	886,733
CASH AND CASH EQUIVALENTS AT END OF YEAR	1,234,792	1,818,249	1,080,354
LESS: CASH AND CASH EQUIVALENTS INCLUDED IN CURRENT ASSETS HELD FOR SALE	(5,596)	(109,917)	(194,715)
CASH AND CASH EQUIVALENTS OF CONTINUING OPERATIONS AT END OF YEAR	$ 1,229,196	$ 1,708,332	$ 885,639
SUPPLEMENTAL CASH FLOW INFORMATION:			
Interest paid	$ (255,679)	$ (201,402)	$ (222,263)
Net income taxes (paid) refund received	$ (114,464)	$ (71,031)	$ 2,500

See accompanying Notes to Consolidated Financial Statements.

All trade secrets shown on this page, including company ownership structure, financial information, proprietary information, and real estate negotiation documents shall be exempt from public disclosure.

MIDWAY RISING

A MIDWAY FOR ALL

H APPENDIX

SAN DIEGO SPORTS ARENA LABOR HARMONY AGREEMENT

SAN DIEGO SPORTS ARENA LABOR HARMONY AGREEMENT

This San Diego Sports Arena Labor Harmony Agreement (this "**Agreement**") is made this 2nd day of December 2021 by and among Midway Rising, LLC ("**Developer**"), UNITE HERE Local 30 ("**UNITE HERE**"), Service Employees International Union USWW ("**SEIU**"), International Union of Operating Engineers Local 501 ("**IUOE**"), Teamsters Local 481 ("**Teamsters**"), and IATSE Local 122 ("**IATSE**"). UNITE HERE, SEIU, IUOE, Teamsters, and IATSE are sometimes referred to herein collectively as the "**Unions**," and each is sometimes individually referred to herein as a "**Union**."

1. (a) Project. Developer seeks to become the master developer of the redevelopment and lease of the San Diego Sports Arena (formerly known as the "**Pechanga Arena**"), a multi-purpose entertainment and sports arena in the Midway District in San Diego, California, and further retail, commercial, and residential development of the approximately 48-acre site surrounding the San Diego Sports Arena (the "**Project**"). The Project will include a redeveloped sports and entertainment arena, including hospitality and support functions (the "**Arena**"), as well as food and beverage concessions, restaurants, bars, and/or cafes inside the Arena (the "**Arena Food & Beverage**"). The Project may also include one or more hotels (the "**Hotel(s)**"), and a dedicated entertainment zone which may include restaurants and retail space located outside the Arena (the "**Entertainment Zone**").

(b) Jobs. The Project will include permanent jobs for employees, including food and beverage, program vendors, novelty vendors, property maintenance and service, security, hospitality and hotel service, stage and theatrical, entertainment, audiovisual, and ticket sales and checking.

(c) Applicability. This Agreement shall become operative upon the City of San Diego's final selection of Developer as a developer of the Project, provided that subsection 3(a) and sections 5 and 7 shall become effective immediately upon the full execution of this Agreement. If Developer is not selected by the City of San Diego as a developer of the Project, no provision of this Agreement shall have any further force or effect. This Agreement shall have no applicability to any location other than the Project.

(d) Additional Definitions. In addition to the terms defined above and in subsections 3(e), (g), and (h) below, the following terms used in this Agreement, including Exhibit A, shall have the following meanings or supplemental meanings:

"**Developer**" shall be deemed to include any person, firm, partnership, corporation, joint venture, or other legal entity substantially under the control of the Developer covered by this Agreement, or one or more principal(s) of the Developer covered by this Agreement or a subsidiary of the Developer covered by this Agreement, or any person, firm, partnership, corporation, joint venture, or other legal entity which substantially controls the Developer covered by this Agreement.

"**Employees**" means all persons employed by an Operator in a Unit made up of the classifications described in Exhibit A, or in classifications called by different names when performing similar duties, but shall not include any Excluded Persons.

"**Excluded Persons**" means all persons employed by an Operator in any of the following positions: (i) administrative, clerical, or office employee; (ii) supervisor, managerial employee, or professional employee; or (iii) guard, as defined in the National Labor Relations Act.

"**Operation(s)**" means, collectively or individually, the Arena, Arena Food & Beverage, and Hotel(s), or any part of the Arena, Arena Food & Beverage, or Hotel(s).

"**Operator**" means any person, firm, proprietorship, partnership, corporation, joint venture, or other form of business organization which has acquired or acquires any right to operate an Operation, including the Developer itself if it operates an Operation.

"**Unit**" means one of the six units of Employees set forth in Exhibit A, which all parties agree are appropriate units for purposes of collective bargaining.

2. Labor Peace. In consideration for Developer's covenants made herein to establish conditions favorable for employees of the Operator(s) to choose whether to be represented by labor organizations in an atmosphere without delay, intimidation, or labor-management conflict, the Unions promise and covenant for themselves and on behalf of their members that they will not engage in any strike, picketing, or boycott with respect to the Project or any Operation, provided that this promise shall terminate immediately and without notice with respect to Operation upon the recognition of any labor organization, including any Union, as the exclusive collective bargaining representative for the Employees in a Unit or any portion thereof.

3. (a) Operators. Developer shall retain all rights to select the Operator(s) for the Project. Developer shall give the Unions written notice of its intent to solicit bids or proposals from any potential Operator(s) at the time of the solicitation, and it shall inform the Unions in writing of the identity and contact information of any Operator that is selected. Developer represents to the Unions that at the time of entering into this Agreement no Operator has been solicited or selected for any part of the Operation. Developer shall incorporate the entirety of subsections 3(b), (c), (d), (e), (f), (g), and (h) of this Agreement in any existing or future purchase and sale contract, lease, sublease, management agreement, operating agreement, franchise agreement or any other agreement or instrument disposing any interest in the Project. Further, Developer shall obligate any person who has taken or takes such interest, and all successors and assigns of such person, to in turn incorporate said subsections in any further purchase and sale contract, lease, sublease, operating agreement, franchise agreement or any other agreement or instrument disposing any interest in the Project. Developer shall enforce such provisions, or at its option, assign its rights to do so, to the Union. The applicable terms, such as "Operator," "Operation," and "Project," shall be modified in each such agreement or instrument to conform to the terminology in such agreement or instrument but retain the same meaning as in this Agreement. The Developer shall provide to the Unions, upon request, copies of those portions of any such agreement or instrument showing the parties thereto and that it has been duly executed, the effective date(s) and term(s), and that the provisions required by this Agreement have been

included therein. If Developer functions as an Operator, it shall conform its conduct to the terms of this Agreement governing Operators.

(b) Organizing. Union representatives seeking to communicate with Employees shall, after giving notice to the Operator, be permitted to enter upon the premises of the Operation for that purpose, provided that such representatives shall only communicate with Employees during Employees' non-work time and in non-work areas of the Operation, and shall not interfere with the orderly operations conducted by the Operator.

(c) Employee Information. Within ten (10) days following receipt of written notice from the applicable Union of intent to organize a Unit of an Operator's Employees, the Operator shall furnish that Union with a complete list of Employees in the Unit, including both full- and part-time Employees, showing their place of employment, job classification, departments, home addresses, and any phone numbers and email addresses in the Operator's possession. Thereafter, the Operator shall provide updated complete lists monthly.

(d) Positive Approach. The Operator will take a positive approach to the unionization of Employees. The Operator shall not take any action or make any statement that will directly or indirectly state or imply the Operator's opposition to or support for the selection by Employees of a collective bargaining representative, or preference for or opposition to any labor organization or Union as a bargaining agent. Union representatives shall not engage in a campaign of disparagement against any Operator or the Developer in efforts to organize Employees.

(e) Card-Check. If the Union requests recognition as the exclusive collective bargaining agent for Employees in a Unit, the arbitrator identified in subsection 3(g), or another person mutually acceptable to the Operator and the Union, will conduct a review of Employees' authorization cards submitted by the Union in support of its claim to represent a majority of such Employees. If that review establishes that a majority of such Employees has designated the Union as their exclusive collective bargaining representative, the Operator will recognize the Union as such representative of such Employees. The Operator will not file a petition with the National Labor Relations Board ("**NLRB**") for any election in connection with any demands for recognition provided for in this Agreement or file a notice of voluntary recognition with the NLRB, so that the decision of when and whether to provide such notice is within the sole discretion of the Union. If a Union notifies the NLRB of recognition pursuant to this Agreement, the Operator shall post the NLRB notice of recognition in accordance with the instructions from the NLRB immediately upon receipt of the notice. The Union and the Operator agree that if any other person or entity petitions the NLRB for any election as a result of or despite recognition of the Union pursuant to this subsection 3(e), **(i)** the Operator and the Union will each request that the NLRB dismiss the petition on grounds of recognition bar or, if they have agreed to a collective bargaining agreement covering Employees at the time the petition is filed, on grounds of contract bar, **(ii)** if the petition is not dismissed, the Operator and the Union shall agree to a full consent election agreement under Section 102.62(c) of the NLRB's Rules and Regulations, and **(iii)** the Operator and the Union shall at all times abide by the provisions of this Agreement except that the Union may file unfair labor practice charges. Except as provided above, the Union and the Operator will not file any charges with the NLRB in connection with any act or omission occurring within the context of this

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SAN DIEGO SPORTS ARENA LABOR HARMONY AGREEMENT CONT.

Agreement, including any action taken by a party pursuant to the terms of this Agreement; arbitration under subsection 3(g) shall be the exclusive remedy.

(f) Bargaining. If a Union is recognized as the exclusive collective bargaining representative, the Union and the Operator shall commence negotiations for a collective bargaining agreement immediately and such negotiations shall be conducted diligently and in good faith to the end of reaching agreement expeditiously.

(g) Arbitration. The parties agree that any disputes over the interpretation or application of this Agreement shall be submitted to expedited and binding arbitration, with Frederic Horowitz serving as the arbitrator. If he is unavailable to serve within thirty (30) calendar days of notification then Juan Carlos Gonzalez, or another mutually acceptable person, shall be the arbitrator. If neither is available within sixty (60) calendar days, and the parties cannot agree on an alternate within an additional seven (7) calendar days, the arbitrator shall be selected by requesting from the Federal Mediation and Conciliation Service a list of five (5) arbitrators that are members of the National Academy of Arbitrators and who reside or maintain their principal office in the State of California. The parties shall select the arbitrator by alternately striking names from the list. The first party to strike shall be determined by a coin toss. Each party shall bear its respective costs. The costs of the arbitrator, room, court reporter, and case administration (if any) shall be borne equally by the parties. The arbitrator's decision shall be final and binding on the parties. The arbitrator shall also have the authority to order the non-compliant party to comply with this Agreement. Either party may file a motion to vacate, modify, or correct an arbitration award in accordance with Section 301 of the Labor Management Relations Act, 29 U.S.C. § 185, in the United States District Court for the Southern District of California (the "**Court**"), which shall have exclusive jurisdiction for any action concerning arbitration under this Agreement. Any party that does not prevail on such motion shall be liable for the other party's reasonable attorneys' fees. During such an action, the Court and arbitrator shall have the authority to order the non-compliant party to comply with this Agreement, and the arbitration award shall be implemented pending a decision of the Court. The arbitrator shall have the authority to determine the arbitration procedures to be followed. The parties hereto agree to comply with any order of the arbitrator, which shall be final and binding. Notwithstanding this subsection 3(g), the Developer and/or Operator(s) may seek equitable relief before the NLRB or in any court of competent jurisdiction solely to enforce the no-strike/no picketing provisions contained within section 2 of this Agreement. The parties have consulted with counsel prior to entering into this Agreement and no party shall challenge the legality of any provision of this Agreement, nor assist anyone else in so doing, and breach of such promise shall result without limitation in an award of attorneys' fees among other remedies. No party has provided any consideration for this Agreement other than that set forth in this Agreement.

(h) Former Pechanga Arena Employees. The parties agree that maintaining a core group of experienced Employees is critical to the success of the Arena. To further this common interest, Employees who worked at the former Pechanga Arena in Unit C, Unit D, Unit E, and Unit F during the six-month period prior to closure of the Pechanga Arena (the "**Displaced Employees**") shall have priority for hiring by an Arena Operator. All such Displaced Employees will be placed by the relevant Union on a master list. Each Arena Operator shall inform SEIU, IUOE, Teamsters, and IATSE, as applicable, of its staffing requirements no later than 30 days

prior to the opening of the Arena Operation, and shall make offers of employment to Displaced Employees from this master list, in order of seniority within job classification, prior to hiring Employees from elsewhere. If the new Arena opens before or simultaneous with the Pechanga Arena closing and the Arena Operator qualifies as a *Burns* successor for a former Pechanga Arena Unit after the Operator hires a substantial and representative complement of Employees, the Operator shall immediately recognize the Union as representative of Employees in the Unit and assume the terms and conditions of any collective bargaining agreement covering the applicable Unit, notwithstanding any other provision of this Agreement. If the conditions in the previous sentence are not met, the Union shall utilize the procedure set forth in subsection 3(e).

(i) Former Pechanga Arena Liability and Agreements. All parties recognize that **(A)** there is likely to be a multi-year passage of time from the signing of this Agreement until the closing of Pechanga Arena and opening of the new Arena, **(B)** Developer and Arena Operator are not able to conduct any due diligence concerning Pechanga Arena's collective bargaining agreements and the Displaced Employees prior to signing this Agreement, and **(C)** Pechanga Arena and Developer/Arena Operator have competing and potentially adverse interests. Accordingly, and notwithstanding anything in this Agreement to the contrary:

(X) To incentivize Developer to enter into this Agreement and to pursue the Project, SEIU, IUOE, Teamsters, and IATSE represent and agree that neither Developer nor an Arena Operator shall assume any past liability or obligations of Pechanga Arena to these labor organizations, their respective members, and their respective trust funds as a successor employer or otherwise. For the avoidance of doubt, SEIU, IUOE, Teamsters, and IATSE represent and agree that neither Developer nor an Arena Operator shall have any type of successor liability pursuant to *Golden State Bottling Co. v. NLRB*, 414 U.S. 168 (1973), *Resilient Floor Covering Pension Trust Fund Bd. of Trs. v. Michael's Floor Covering, Inc*., 801 F.3d 1079 (9th Cir. 2015), *Heavenly Hana LLC v. Hotel Union & Hotel Indus. of Haw. Pension Plan*, 891 F.3d 839 (9th Cir. 2018), or other legal precedent.

(Y) An Arena Operator shall have the right to condition offers of employment pursuant to subsection 3(h) on a Displaced Employee passing a background check and submitting proof of eligibility to work in the United States, provided that the Arena Operator subjects non-Unit employees to the same conditions.

(Z) If an Arena Operator in its exercise of business judgment and discretion determines that any Pechanga Arena collective bargaining agreement contains terms and conditions of employment that are uncompetitive and/or retaliatory, the Arena Operator shall be permitted to establish new terms and conditions of employment prior to completing the hiring of Employees, pursuant to *Spruce Up Corp*., 209 NLRB 194 (1974) and its progeny. Regardless of whether the Arena Operator hires all Displaced Employees for a Unit in which such new terms and conditions of employment are established, no party shall challenge the new terms and conditions of employment on the grounds that Arena Operator had a perfectly clear plan to retain the Displaced Employees. If an Arena Operator elects to establish new terms and conditions of employment pursuant to this subsection 3(i)(Z), then notwithstanding subsection 3(f), the following procedures for reaching a collective bargaining agreement shall apply:

(I) The Arena Operator and the Union shall commence negotiations for a collective bargaining agreement immediately and such negotiations shall be conducted diligently and in good faith to the end of reaching agreement expeditiously.

(II) If the Arena Operator and a Union are unable to reach agreement on a collective bargaining agreement within six (6) months after the Union is recognized, all unresolved issues between them shall be submitted for resolution to final and binding baseball-style arbitration, in which the arbitrator must select one party's final offer on each unresolved issue. The arbitrator identified in subsection 3(g), above, shall be the arbitrator unless another arbitrator is mutually agreed to by the parties. The arbitrator shall be guided by the following considerations among others: **(1)** the Arena Operator's financial ability, if the Arena Operator puts the same at issue; **(2)** size, type, and nature of the Operations; **(3)** cost of living as it affects the Arena Operator's employees; **(4)** the ability of the employees, through the combination of wages, hours and benefits, to earn a living wage to sustain themselves and their families; **(5)** employees' productivity; **(6)** maintenance of industry and/or brand standards; **(7)** waivers of any local ordinances and/or statutes found in other collective bargaining agreements to which the Union is a party; **(8)** wages, hours, and other terms and conditions of employment of the Arena's competitors in the local market and/or that of other arena operations in similar cities in the United States; and **(9)** historical and projected changes in the San Diego Area Consumer Price Index.

4. Term. This Agreement shall be in full force and effect with respect to each Operation from the date it is fully executed on behalf of the Developer and each of the Unions until four years from the full public opening of each Operation.

5. Successors. In the event that the Developer sells, transfers, or assigns all or any part of its right, title, or interest in the Project or substantially all of the assets used in the operation of the Project, or in the event there is a change in the form of ownership of the Developer, the Developer shall give the Unions reasonable advance notice thereof in writing, and the Developer further agrees that as a condition to any such sale, assignment, or transfer, the Developer will obtain from its successor or successors in interest a written assumption of this Agreement and furnish a copy thereof to the Unions, in which event the assignor shall be relieved of its obligations hereunder to the extent that the assignor has fully transferred its right, title, or interest.

6. Modification. The provisions of subsections 3(b)-(h) of this Agreement may be modified in a bona fide agreement between an Operator and a Union, but only if the modification is explicitly set forth in such agreement in clear and unambiguous terms.

7. Dispute Resolution. Any disputes over the interpretation or application of this Agreement shall be submitted to expedited and binding arbitration pursuant to the procedure in subsection 3(g).

All trade secrets shown on this page, including company ownership structure, financial information, proprietary information, and real estate negotiation documents shall be exempt from public disclosure.

SAN DIEGO SPORTS ARENA LABOR HARMONY AGREEMENT CONT.

8. Savings Clause. If any provision of this Agreement should be rendered invalid by applicable legislation or be declared invalid by any court or regulatory agency of competent jurisdiction, such action shall not invalidate the entire Agreement, it being the express intention of the parties hereto that all other provisions not rendered invalid shall remain in full force and effect. All parties agree that the subject matter of any provision found to be invalid shall be renegotiated for the purpose of replacing the invalidated provision with a valid substitute which most nearly achieves the same objective. In the even the parties are unable to agree on a substitute, the matter shall be submitted to arbitration as provided in subsection 3(g); the arbitrator shall choose or formulate a substitute provision which accomplishes the purposes of the preceding sentence.

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SPORTS ARENA LAND USE POLICIES CHECKLIST

Sports Arena Village Land Use Policy Project Conformance
Appendix A

#	Policy Category	Policy	Project Conformance
1	Vision	Establish a pedestrian- and transit-oriented landmark entertainment destination.	The project will incorporate a mix of entertainment, office, retail, residential, public, and park uses. The Sports Arena Boulevard streetscape will be improved to create an inviting gateway to the village that features a linear park and pedestrian and bicycle multi-use path. A rapid bus station that is done in coordination with the Metropolitan Transit System (MTS) and the San Diego Association of Governments (SANDAG) will be integrated into the overall project design to create a strong transit connection to serve employees, residents, and visitors. Commercial and entertainment uses intermixed with 4,000 units of residential will provide activity and vitality to the village. New uses will also be integrated around the new modern arena and the 3.9 acre primary village square known as the Zocalo.
2	Uses	Identify a mix of entertainment, office, retail, residential, recreational, public, and park uses.	The project will include 4,000 new residential units and will relocate and develop a new state of the art sports arena to the southern end of the leasehold. The project plans to include 250,000 square feet of commercial and retail spaces featuring local restaurants, a weekly local farmers market, community-oriented shops, and a 200-key hotel. This new community will be connected through a system of complete streets that feature enhanced pedestrian- and bicycle-oriented infrastructure that link to parks within the community and to the recreational and entertainment amenities at Mission Bay, the San Diego River, and San Diego Bay. The project will include a central mobility hub that is served by MTS's bus rapid transit system to increase transit ridership and ultimately reduce the reliance on single occupancy vehicle trips. First/last mile solutions to connect

Sports Arena Village Land Use Policy Project Conformance
Appendix A

			residents and visitors to/from the existing Old Town transit station as well as the proposed Grand Central Station to the Arena village will be a key element of the proposed project.
3	Uses	Include an entertainment venue which could consist of the existing Sports Arena building, a new arena, or another entertainment facility.	The project includes a new state of the art sports arena building as part of the overall development proposal.
4	Uses	Encourage on-site affordable housing	The project includes 2,000 units of affordable housing that will range between 30% AMI and 60% AMI. The restricted units will be a mix of studios, one, two and three bedroom units, totaling nearly 1.6 Million gross square feet.
5	Uses	Support the continuation of existing retail uses in the village, including a swap meet or other outdoor retail market use	The project will include an active and vibrant outdoor retail market use that will be located as part of the development's 3.9-acre Zocalo plaza that will be directly adjacent to the new sports arena. This area will create a retail/commercial entertainment area that is open to the public and surrounding community. Not only will this new entrainment district serve as an public open space but will also host outdoor concerts, shows, events, etc. The open plaza will be activated by F&B, shops, restaurants and more. This is the central gathering space for the development that connects the last-mile transit from Grand Central Station to the Mobility Hub, and then through the activated green spine/pathway in the middle of the site.
6	Mobility	Incorporate a new street, pedestrian, and bicycle network within the superblock to create a walkable scale for new development and improve public north- south access.	The project will incorporate a new pedestrian-oriented street grid that will reestablish connections between Sports Arena Boulevard and Kurtz Street. The super blocks will be broken up with plazas and paseos as well as dog parks.

SPORTS ARENA LAND USE POLICIES CHECKLIST CONT.

Sports Arena Village Land Use Policy Project Conformance
Appendix A

7	Mobility	Provide pedestrian paths that create connections between adjacent developments and/or properties.	The project will be connected through a system of complete streets and park/open space that feature enhanced pedestrian- and bicycle-oriented infrastructure that link to parks within the community and to the recreational and entertainment amenities at Mission Bay, the San Diego River, and San Diego Bay. The street network will include new infrastructure realize the Bay to Bay connection and to complete the first and last mile connection to the existing Old Town Transit Station as well as the future Grand Central Station.
8	Mobility	Coordinate with SANDAG and MTS to incorporate a future Rapid Bus station with a mobility hub into the village to create a strong transit connection.	The project team will work closely with SANDAG and MTS staff to ensure that a future Rapid Bus station with a centralized mobility hub is included in the project to create a strong transit connection. The new sports arena will be sited on the southern tip of the project site in order to reduce the distance between the site and the future Grand Central Station so people can feel more comfortable walking or taking transit. This will be a catalyst for solving the first and last mile issues commonly affecting transit ridership and walkability.
9	Mobility	Encourage the use of shared structured parking serving multiple uses to efficiently meet parking needs.	The project incorporates shared parking strategies along with a centralized mobility hub that will connect residents and visitors to the regional transit network as well as provide bike and Electric Vehicle car sharing options. Residential parking will be in above ground podium structures and will make use of shared parking efficiencies with other land uses. The parking structures will be lined with active uses to shield the parking and to maximize the human scale and urban walkability. This will result in enhanced mobility, connectivity and increased use of the different transportation options. The

Sports Arena Village Land Use Policy Project Conformance
Appendix A

			project will capitalize on the Transit Oriented Development (TOD) nature of the site and leverage the Old Town Transit Station and its connectivity throughout the San Diego region. Fewer cars mean less traffic and improved site circulation which is a community benefit that carries significant value. San Diego Association of Governments plan to develop a primary transportation center for the region, connecting all rail and bus lines with a people mover to the airport. This central mobility hub is commonly referred to as San Diego's "Grand Central Station," and due to the increased access to public transit that will result from this Grand Central Station, we anticipate the need for parking in the distant future to decrease. With this understanding, we are also proposing that the podium parking areas will be designed to accommodate conversion from parking into additional affordable residential units. In addition to the parking being flexible for future use, we will optimize multimodal transportation options. San Diego Association of Governments' transit hub allows the creation of a true Live, Work, Play community.
10	Parks	Identify the type, size, and location of a mix of parks and/or park equivalencies that meet the population-based park needs of residential uses located within the village, which can include plazas, urban greens, linear parks, and other park and recreational amenities as addressed in the Recreation Element.	The project will include over 20 acres of new parks and open space. Please see site plan for location of park and open space. The areas will be broken out into the following: a. Central Urban Park space = 2.9 acres b. Community Park space = 4.1 acres c. Elevated Park Space = 4.2 acres d. Linear Park Space = 5.7 acres e. Entertainment Plaza aka The Zocalo = 3.9 acres

SPORTS ARENA LAND USE POLICIES CHECKLIST CONT.

Sports Arena Village Land Use Policy Project Conformance
Appendix A

		Include a central green or square as a focal point for the village.	Total acreage: 20.8 acres
11	Parks	Create a multi-use urban path and linear park along Sports Arena Boulevard and the extension of Kemper Street, to enhance the public realm and provide a pedestrian and bicycle link to a future connection across I-8 as part of the Bay-to-Bay Link.	The Sports Arena Linear Park that will celebrate the Bay to Bay link and will include 3.9 acres of open space that will be planned to include a group picnic area, shade structure, plaza and amphitheater, a jogging trail and bike path separated from the primary pedestrian sidewalk, comfort station, children's play area and/or a skateboard area, site furniture, fitness stations, game tables, art elements, drinking fountains, interpretive signage, and drought tolerant landscaping.
12	Urban Design & Public Realm	Incorporate a main street with pedestrian-oriented retail uses.	The project will incorporate a variety of pedestrian-oriented uses with over 250,000 square feet of new retail that will be located throughout the project site and connect the housing to the vibrant entertainment plaza known as the Zocalo. The team will work with the businesses, residents, and stake holders for the project site to create a vibrant new neighborhood for the Midway District. Understanding the past, present and future for the site is crucial and inviting collaboration including Koby Swap Meet, Phil's and the community Stakeholders will shape the Midway District to be diverse, equitable and inclusive.
13	Urban Design & Public Realm	Provide active ground-floor uses in buildings with frontages along streets, public spaces, and parks.	The project incorporates over 250,000 square feet of new active community-oriented retail and commercial uses.
14	Urban Design & Public Realm	Incorporate space for an outdoor market, which can be on public right-of-way along main streets or at another public space.	A weekly outdoor market will be included in the 3.9-acre Zocalo Plaza. This will be a retail/commercial entertainment area that is open to the public and surrounding community. Not only will the area serve as a public open space but it is anticipated to host outdoor concerts, shows, events, and more. The open area will be activated

Sports Arena Village Land Use Policy Project Conformance
Appendix A

			by local restaurants and bars and other community serving venues. This is the central gathering space for the development that connects the last-mile transit from Grand Central Station to the Mobility Hub, and then through the activated green spine/pathway in the middle of the site. While the Arena is a focal point, this central square is a significant aspect of the proposed development.
15	Urban Design & Public Realm	Improve Sports Arena Boulevard as the gateway to the village with a multi-use urban path and linear park.	Significant gateway features and enhanced drought tolerant landscaping with shade-producing street trees will be included as part of the overall design of the project.
16	Urban Design & Public Realm	Consider raising the grade of new development to reduce the potential for future flooding.	The project will raise the grade of the overall development to reduce the potential for future flooding. Complete information will be provided once engineering surveys are completed.
17	Coastal Access	Provide a pedestrian and bicycle connection to the San Diego River Park and the Coastal Zone where feasible.	The project will provide an extensive "Complete Boulevard" that implements the Bay to Bay linkage along Sports Arena Boulevard that will connect to the San Diego River.
18	Implementation	Provide a development phasing and implementation program that considers the existing long-term city property leases and addresses the implementation of public facilities, including on-site parks to serve residential uses.	The project includes a development phasing and implementation program

SPORTS ARENA CPIOZ CHECKLIST

Community Plan Implementation Overlay Zone A and B Compliance
Appendix B

#	Policy Category	Policy	Project Proposal
SDR-1	Requirement	For any development within the boundaries of the Sports Arena Community Village CPIOZ that proposes an increase in floor area or the development of residential use(s), a specific plan or a development plan with a Master Planned Development Permit (PDP) shall be required. The decision of which type of plan is required (specific plan or development plan with a Master PDP) shall be made by the Development Services Director. For a specific plan, a community plan amendment initiation is not required if the proposed scope or objectives are consistent with the Community Plan's vision regarding village development, mobility, parks, and urban design.	The project will create a specific plan with ample community engagement.
SDR-2	Requirement	Wood and gas fireplaces shall not be permitted in any new dwelling unit within the boundaries of the Sports Arena Community Village CPIOZ. Gas fireplaces are permitted in common amenity spaces.	The project will not include wood or gas fireplaces in any new dwelling unit.
SDR-3	Incentive	Allow development on properties within the Sports Arena Community Village CPIOZ to calculate maximum allowable residential density and/or floor area based on the entire parcel area including the public right-of-way provided for new streets and the area provided for new parks, linear parks, and other park equivalencies.	The project will comply with the CPIOZ-A requirements and will therefore be eligible for this incentive.
SDR-4	Requirement	Development shall provide 20 feet of public right-of-way from the curb to the property line. Within the 20 feet of public right-of-way, development shall	The project design will comply with this requirement.

Community Plan Implementation Overlay Zone A and B Compliance
Appendix B

		provide a multi-use path with a minimum width of 12 feet and, between the curb and the multi-use path, a parkway / furnishing area with a minimum width of 8 feet that incorporates tree wells.	
SDR-5	Requirement	Development shall provide street trees in the tree wells within the public right-of-way consistent with the Community Plan's street tree palette for Sports Arena Boulevard (refer to Appendix A).	The project will comply with this require and will propose the street tree palette outlined in Appendix A.
SDR-6A and 6B	Requirement	Development shall observe a minimum front setback or street side setback of 10 feet and a maximum front setback or street side setback of 25 feet along Sports Arena Boulevard (see Figure 2-17). **A.** Within the front yard or street side yard along Sports Arena Boulevard, development shall provide a row of trees parallel to the multi-use path, equal in number to the required street trees; and consistent with the street tree palette for Sports Arena Boulevard in Appendix A; and landscaping. **B.** Within the front yard or street side yard between the minimum setback and the maximum setback (if applicable), development may provide publicly accessible, privately owned pedestrian path(s), plaza space, and/or landscaping.	The project will comply with the setback requirements.

SPORTS ARENA CPIOZ CHECKLIST CONT.

Community Plan Implementation Overlay Zone A and B Compliance
Appendix B

SDR-7	Requirement	Development shall provide a pedestrian path from the sidewalk on Sports Arena Boulevard to the building entrance.	The project will comply with the pedestrian path requirement along Sports Arena Boulevard.
SDR-8	Incentive	Allow development on properties within the Sports Arena Boulevard Streetscape CPIOZ to calculate maximum allowable residential density and/or floor area based on the entire parcel area including the public right-of-way provided for the enhanced streetscape	The project will comply with the CPIOZ-B requirements and will therefore be eligible for this incentive.

SPORTS ARENA LEASEHOLD MAP (ATTACHMENT A)



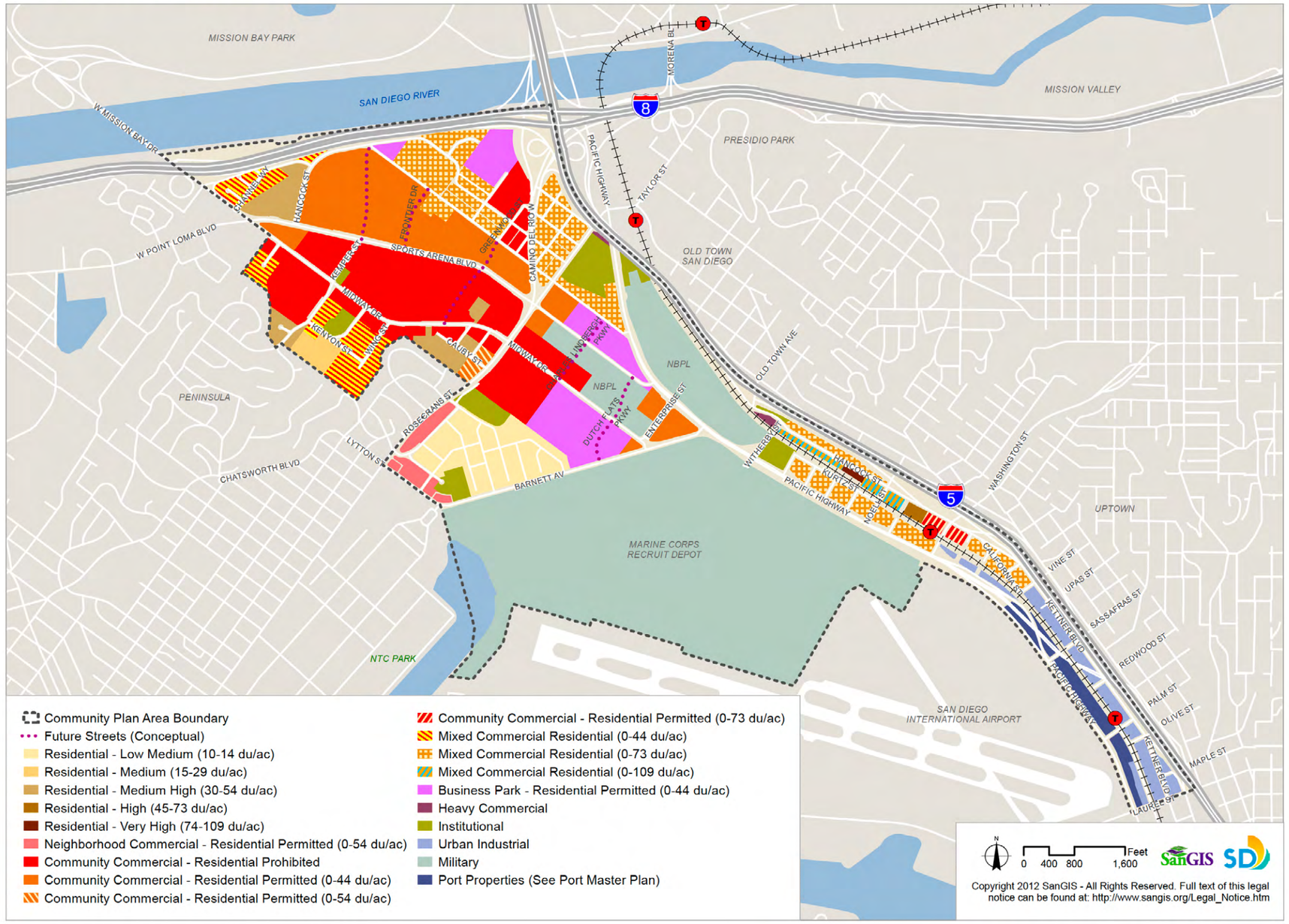
A - Stonewood Garden Apartments
8.36 acres, expires 03-31-2057
B - Orchard II
5.59 acres, expires 03-01-2036
C - ST Associates
5.01 acres, expires 06-20-2032
D - Sports Arena Village
17.61 acres, expires 01-01-2029
E - Hancock Partners
0.61 acre, expires 08-31-2035
F - AEG Management (Sports Arena)
33.58 acres. expires 05-31-2020
G - Heritage Group Mgmt. Agmt. for Sports Arena Square
5.00 acres, expires 05-31-2020
H - Probuild Company (Dixieline Lumber)
3.80 acres, expires 05-31-2020
I - Victor J. Schulman Trust
0.59 acre, expires 05-31-2020
J - Pier 1 Imports
0.623 acres, expired 05-31-2018
K - MCS Sports Arena Business Park
1.75 acres, expires 10-24-2033
L - AEG Management (Retail Pads)
4.92 acres, expires 04-03-2032

N

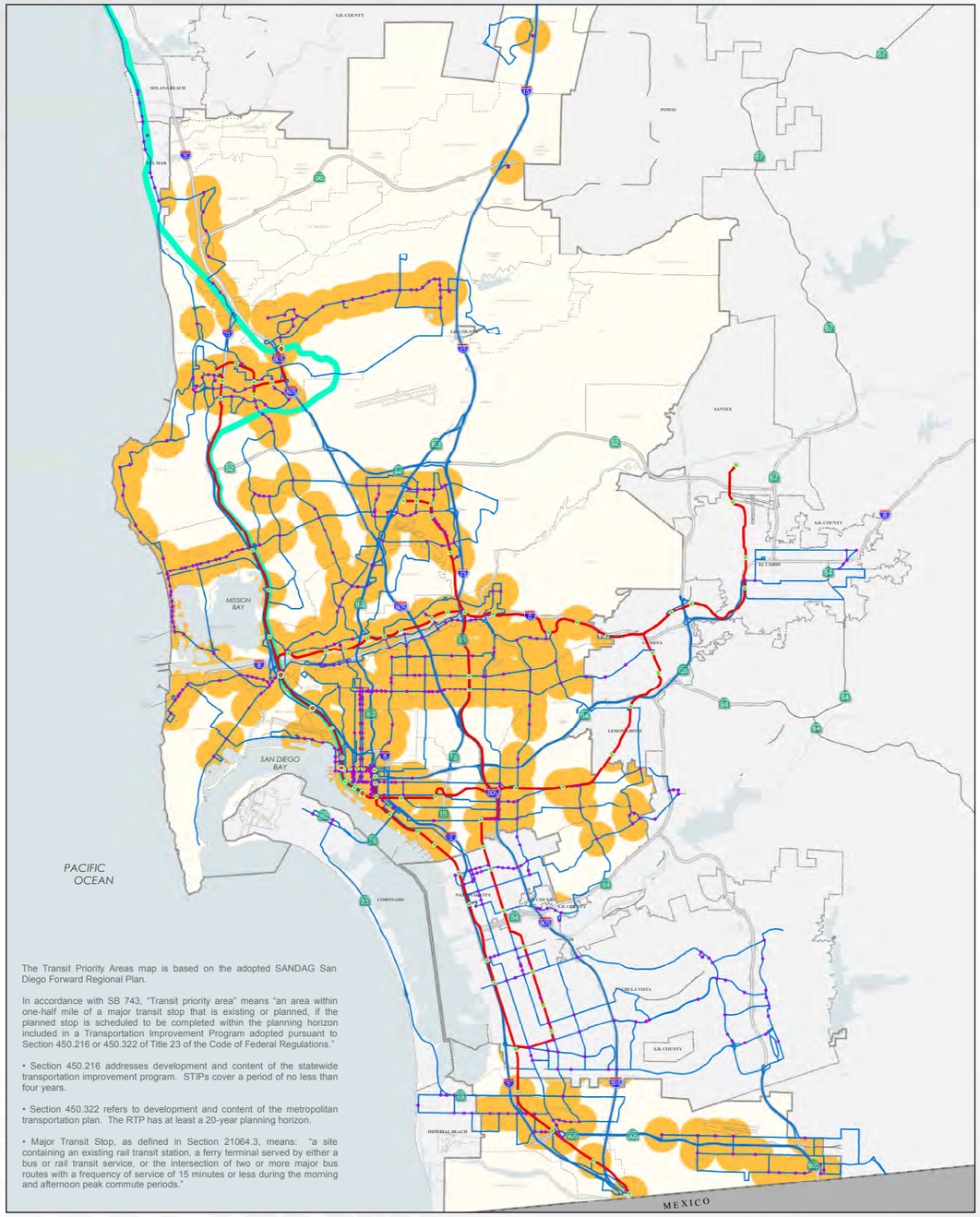
Revised 01/29/18

SanGIS

MIDWAY - PACIFIC HIGHWAY LAND USE MAP (ATTACHMENT B)



SB 743 TRANSIT PRIORITY AREA MAP (ATTACHMENT C)



ATTACHMENT D

CLIMATE ACTION PLAN CONSISTENCY CHECKLIST INTRODUCTION

In December 2015, the City adopted a Climate Action Plan (CAP) that outlines the actions that City will undertake to achieve its proportional share of State greenhouse gas (GHG) emission reductions. The purpose of the Climate Action Plan Consistency Checklist (Checklist) is to, in conjunction with the CAP, provide a streamlined review process for proposed new development projects that are subject to discretionary review and trigger environmental review pursuant to the California Environmental Quality Act (CEQA).[1]

Analysis of GHG emissions and potential climate change impacts from new development is required under CEQA. The CAP is a plan for the reduction of GHG emissions in accordance with CEQA Guidelines Section 15183.5. Pursuant to CEQA Guidelines Sections 15064(h)(3), 15130(d), and 15183(b), a project's incremental contribution to a cumulative GHG emissions effect may be determined not to be cumulatively considerable if it complies with the requirements of the CAP.

This Checklist is part of the CAP and contains measures that are required to be implemented on a project-by-project basis to ensure that the specified emissions targets identified in the CAP are achieved. Implementation of these measures would ensure that new development is consistent with the CAP's assumptions for relevant CAP strategies toward achieving the identified GHG reduction targets. Projects that are consistent with the CAP as determined through the use of this Checklist may rely on the CAP for the cumulative impacts analysis of GHG emissions. Projects that are not consistent with the CAP must prepare a comprehensive project-specific analysis of GHG emissions, including quantification of existing and projected GHG emissions and incorporation of the measures in this Checklist to the extent feasible. Cumulative GHG impacts would be significant for any project that is not consistent with the CAP.

The Checklist may be updated to incorporate new GHG reduction techniques or to comply with later amendments to the CAP or local, State, or federal law.

[1] Certain projects seeking ministerial approval may be required to complete the Checklist. For example, projects in a Community Plan Implementation Overlay Zone may be required to use the Checklist to qualify for ministerial level review. See Supplemental Development Regulations in the project's community plan to determine applicability.

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CLIMATE ACTION PLAN CONSISTENCY CHECKLIST CONT.

CAP CONSISTENCY CHECKLIST SUBMITTAL APPLICATION

- The Checklist is required only for projects subject to CEQA review.[2]
- If required, the Checklist must be included in the project submittal package. Application submittal procedures can be found in Chapter 11: Land Development Procedures of the City's Municipal Code.
- The requirements in the Checklist will be included in the project's conditions of approval.
- The applicant must provide an explanation of how the proposed project will implement the requirements described herein to the satisfaction of the Planning Department.

Application Information	
Contact Information	
Project No./Name:	City of San Diego 48.5 Acre Sports Arena Redevelopment Proposal
Property Address:	3500 Sports Arena Boulevard San Diego CA 92110
Applicant Name/Co.:	
Contact Phone:	Contact Email:
Was a consultant retained to complete this checklist?	☒ Yes ☐ No If Yes, complete the following
Consultant Name:	Contact Phone:
Company Name:	Contact Email:
Project Information	
1. What is the size of the project (acres)?	48.5 acres
2. Identify all applicable proposed land uses:	
☐ Residential (indicate # of single-family units):	
☒ Residential (indicate # of multi-family units):	4,000
☒ Commercial (total square footage):	250,000
☐ Industrial (total square footage):	
☒ Other (describe):	Sports Arena
3. Is the project or a portion of the project located in a Transit Priority Area?	☒ Yes ☐ No
4. Provide a brief description of the project proposed:	See project description included as part of the CAP memorandum that describes the proposed project which will entail the lease, construction, and operation of a new multi-use village that includes 4,000 units of housing, a new sports arena, open space, parks, recreation, a mobility hub, and a 200-key hotel.

[2] Certain projects seeking ministerial approval may be required to complete the Checklist. For example, projects in a Community Plan Implementation Overlay Zone may be required to use the Checklist to qualify for ministerial level review. See Supplemental Development Regulations in the project's community plan to determine applicability.

CAP CONSISTENCY CHECKLIST QUESTIONS

Step 1: Land Use Consistency

The first step in determining CAP consistency for discretionary development projects is to assess the project's consistency with the growth projections used in the development of the CAP. This section allows the City to determine a project's consistency with the land use assumptions used in the CAP.

Step 1: Land Use Consistency		
Checklist Item (Check the appropriate box and provide explanation and supporting documentation for your answer)	Yes	No
A. Is the proposed project consistent with the existing General Plan and Community Plan land use and zoning designations?;[3] OR,		
B. If the proposed project is not consistent with the existing land use plan and zoning designations, and includes a land use plan and/or zoning designation amendment, would the proposed amendment result in an increased density within a Transit Priority Area (TPA)[4] and implement CAP Strategy 3 actions, as determined in Step 3 to the satisfaction of the Development Services Department?; OR,	☒	☐
C. If the proposed project is not consistent with the existing land use plan and zoning designations, does the project include a land use plan and/or zoning designation amendment that would result in an equivalent or less GHG-intensive project when compared to the existing designations?		

If "***Yes***," proceed to Step 2 of the Checklist. For question B above, complete Step 3. For question C above, provide estimated project emissions under both existing and proposed designation(s) for comparison. Compare the maximum buildout of the existing designation and the maximum buildout of the proposed designation.

If "***No***," in accordance with the City's Significance Determination Thresholds, the project's GHG impact is significant. The project must nonetheless incorporate each of the measures identified in Step 2 to mitigate cumulative GHG emissions impacts unless the decision maker finds that a measure is infeasible in accordance with CEQA Guidelines Section 15091. Proceed and complete Step 2 of the Checklist.

[3] This question may also be answered in the affirmative if the project is consistent with SANDAG Series 12 growth projections, which were used to determine the CAP projections, as determined by the Planning Department.

[4] This category applies to all projects that answered in the affirmative to question 3 on the previous page: Is the project or a portion of the project located in a transit priority area.

CLIMATE ACTION PLAN CONSISTENCY CHECKLIST CONT.

Step 2: CAP Strategies Consistency

The second step of the CAP consistency review is to review and evaluate a project's consistency with the applicable strategies and actions of the CAP. Step 2 only applies to development projects that involve permits that would require a certificate of occupancy from the Building Official or projects comprised of one and two family dwellings or townhouses as defined in the California Residential Code and their accessory structures.[5] All other development projects that would not require a certificate of occupancy from the Building Official shall implement Best Management Practices for construction activities as set forth in the Greenbook (for public projects).

Step 2: CAP Strategies Consistency			
Checklist Item (Check the appropriate box and provide explanation for your answer)	Yes	No	N/A
Strategy 1: Energy & Water Efficient Buildings			
1. *Cool/Green Roofs.* • Would the project include roofing materials with a minimum 3-year aged solar reflection and thermal emittance or solar reflection index equal to or greater than the values specified in the voluntary measures under California Green Building Standards Code (Attachment A)?; OR • Would the project roof construction have a thermal mass over the roof membrane, including areas of vegetated (green) roofs, weighing at least 25 pounds per square foot as specified in the voluntary measures under California Green Building Standards Code?; OR • Would the project include a combination of the above two options? Check "N/A" only if the project does not include a roof component.	☐	☐	☐
2. *Plumbing fixtures and fittings* With respect to plumbing fixtures or fittings provided as part of the project, would those low-flow fixtures/appliances be consistent with each of the following: Residential buildings: • Kitchen faucets: maximum flow rate not to exceed 1.5 gallons per minute at 60 psi; • Standard dishwashers: 4.25 gallons per cycle; • Compact dishwashers: 3.5 gallons per cycle; and • Clothes washers: water factor of 6 gallons per cubic feet of drum capacity? Nonresidential buildings: • Plumbing fixtures and fittings that do not exceed the maximum flow rate specified in Table A5.303.2.3.1 (voluntary measures) of the California Green Building Standards Code (See Attachment A); and • Appliances and fixtures for commercial applications that meet the provisions of Section A5.303.3 (voluntary measures) of the California Green Building Standards Code (See Attachment A)? Check "N/A" only if the project does not include any plumbing fixtures or fittings.	☐	☐	☐

[5] Actions that are not subject to Step 2 would include, for example: 1) discretionary map actions that do not propose specific development, 2) permits allowing wireless communication facilities, 3) special events permits, 4) use permits or other permits that do not result in the expansion or enlargement of a building (e.g., decks, garages, etc.), and 5) non-building infrastructure projects such as roads and pipelines. Because such actions would not result in new occupancy buildings from which GHG emissions reductions could be achieved, the items contained in Step 2 would not be applicable.

CLIMATE ACTION PLAN CONSISTENCY CHECKLIST CONT.

Strategy 3: Bicycling, Walking, Transit & Land Use			
3. *Electric Vehicle Charging* • Multiple-family projects of 17 dwelling units or less: Would 3% of the total parking spaces required, or a minimum of one space, whichever is greater, be provided with a listed cabinet, box or enclosure connected to a conduit linking the parking spaces with the electrical service, in a manner approved by the building and safety official, to allow for the future installation of electric vehicle supply equipment to provide electric vehicle charging stations at such time as it is needed for use by residents? • Multiple-family projects of more than 17 dwelling units: Of the total required listed cabinets, boxes or enclosures, would 50% have the necessary electric vehicle supply equipment installed to provide active electric vehicle charging stations ready for use by residents? • Non-residential projects: Of the total required listed cabinets, boxes or enclosures, would 50% have the necessary electric vehicle supply equipment installed to provide active electric vehicle charging stations ready for use? Check "N/A" only if the project is a single-family project or would not require the provision of listed cabinets, boxes, or enclosures connected to a conduit linking the parking spaces with electrical service, e.g., projects requiring fewer than 10 parking spaces.	☐	☐	☐

Strategy 3: Bicycling, Walking, Transit & Land Use (Complete this section if project includes non-residential or mixed uses)			
4. *Bicycle Parking Spaces* Would the project provide more short- and long-term bicycle parking spaces than required in the City's Municipal Code (Chapter 14, Article 2, Division 5)?[6] Check "N/A" only if the project is a residential project.	☐	☐	☐

[6] Non-portable bicycle corrals within 600 feet of project frontage can be counted towards the project's bicycle parking requirements.

5. *Shower facilities* If the project includes nonresidential development that would accommodate over 10 tenant occupants (employees), would the project include changing/shower facilities in accordance with the voluntary measures under the California Green Building Standards Code as shown in the table below?	☐	☐	☐

Number of Tenant Occupants (Employees)	Shower/Changing Facilities Required	Two-Tier (12" X 15" X 72") Personal Effects Lockers Required
0-10	0	0
11-50	1 shower stall	2
51-100	1 shower stall	3
101-200	1 shower stall	4
Over 200	1 shower stall plus 1 additional shower stall for each 200 additional tenant-occupants	1 two-tier locker plus 1 two-tier locker for each 50 additional tenant-occupants

Check "N/A" only if the project is a residential project, or if it does not include nonresidential development that would accommodate over 10 tenant occupants (employees).

CLIMATE ACTION PLAN CONSISTENCY CHECKLIST CONT.

6. *Designated Parking Spaces*

If the project includes a nonresidential use in a TPA, would the project provide designated parking for a combination of low-emitting, fuel-efficient, and carpool/vanpool vehicles in accordance with the following table?

Number of Required Parking Spaces	Number of Designated Parking Spaces
0-9	0
10-25	2
26-50	4
51-75	6
76-100	9
101-150	11
151-200	18
201 and over	At least 10% of total

This measure does not cover electric vehicles. See Question 4 for electric vehicle parking requirements.

Note: Vehicles bearing Clean Air Vehicle stickers from expired HOV lane programs may be considered eligible for designated parking spaces. The required designated parking spaces are to be provided within the overall minimum parking requirement, not in addition to it.

Check "N/A" only if the project is a residential project, or if it does not include nonresidential use in a TPA.

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7. *Transportation Demand Management Program*

If the project would accommodate over 50 tenant-occupants (employees), would it include a transportation demand management program that would be applicable to existing tenants and future tenants that includes:

At least one of the following components:

- Parking cash out program
- Parking management plan that includes charging employees market-rate for single-occupancy vehicle parking and providing reserved, discounted, or free spaces for registered carpools or vanpools
- Unbundled parking whereby parking spaces would be leased or sold separately from the rental or purchase fees for the development for the life of the development

And at least three of the following components:

- Commitment to maintaining an employer network in the SANDAG iCommute program and promoting its RideMatcher service to tenants/employees
- On-site carsharing vehicle(s) or bikesharing
- Flexible or alternative work hours
- Telework program
- Transit, carpool, and vanpool subsidies
- Pre-tax deduction for transit or vanpool fares and bicycle commute costs
- Access to services that reduce the need to drive, such as cafes, commercial stores, banks, post offices, restaurants, gyms, or childcare, either onsite or within 1,320 feet (1/4 mile) of the structure/use?

Check "N/A" only if the project is a residential project or if it would not accommodate over 50 tenant-occupants (employees).

☐ ☐ ☐

Step 3: Project CAP Conformance Evaluation (if applicable)

The third step of the CAP consistency review only applies if Step 1 is answered in the affirmative under option B. The purpose of this step is to determine whether a project that is located in a TPA but that includes a land use plan and/or zoning designation amendment is nevertheless consistent with the assumptions in the CAP because it would implement CAP Strategy 3 actions. In general, a project that would result in a reduction in density inside a TPA would not be consistent with Strategy 3.The following questions must each be answered in the affirmative and fully explained.

1. **Would the proposed project implement the General Plan's City of Villages strategy in an identified Transit Priority Area (TPA) that will result in an increase in the capacity for transit-supportive residential and/or employment densities?**
   Considerations for this question:
   - Does the proposed land use and zoning designation associated with the project provide capacity for transit-supportive residential densities within the TPA?
   - Is the project site suitable to accommodate mixed-use village development, as defined in the General Plan, within the TPA?
   - Does the land use and zoning associated with the project increase the capacity for transit-supportive employment intensities within the TPA?

2. **Would the proposed project implement the General Plan's Mobility Element in Transit Priority Areas to increase the use of transit?**
   Considerations for this question:
   - Does the proposed project support/incorporate identified transit routes and stops/stations?
   - Does the project include transit priority measures?

3. **Would the proposed project implement pedestrian improvements in Transit Priority Areas to increase walking opportunities?**
   Considerations for this question:
   - Does the proposed project circulation system provide multiple and direct pedestrian connections and accessibility to local activity centers (such as transit stations, schools, shopping centers, and libraries)?
   - Does the proposed project urban design include features for walkability to promote a transit supportive environment?

4. **Would the proposed project implement the City of San Diego's Bicycle Master Plan to increase bicycling opportunities?**
   Considerations for this question:
   - Does the proposed project circulation system include bicycle improvements consistent with the Bicycle Master Plan?
   - Does the overall project circulation system provide a balanced, multimodal, "complete streets" approach to accommodate mobility needs of all users?

5. **Would the proposed project incorporate implementation mechanisms that support Transit Oriented Development?**
   Considerations for this question:
   - Does the proposed project include new or expanded urban public spaces such as plazas, pocket parks, or urban greens in the TPA?
   - Does the land use and zoning associated with the proposed project increase the potential for jobs within the TPA?
   - Do the zoning/implementing regulations associated with the proposed project support the efficient use of parking through mechanisms such as: shared parking, parking districts, unbundled parking, reduced parking, paid or time-limited parking, etc.?

6. **Would the proposed project implement the Urban Forest Management Plan to increase urban tree canopy coverage?**
   Considerations for this question:
   - Does the proposed project provide at least three different species for the primary, secondary and accent trees in order to accommodate varying parkway widths?
   - Does the proposed project include policies or strategies for preserving existing trees?
   - Does the proposed project incorporate tree planting that will contribute to the City's 20% urban canopy tree coverage goal?

CLIMATE ACTION PLAN CONSISTENCY CHECKLIST ATTACHMENT A

This attachment provides performance standards for applicable Climate Action Pan (CAP) Consistency Checklist measures.

Table 1 Roof Design Values for Question 1: Cool/Green Roofs supporting Strategy 1: Energy & Water Efficient Buildings of the Climate Action Plan

Land Use Type	Roof Slope	Minimum 3-Year Aged Solar Reflectance	Thermal Emittance	Solar Reflective Index
Low-Rise Residential	≤ 2:12	0.55	0.75	64
	> 2:12	0.20	0.75	16
High-Rise Residential Buildings, Hotels and Motels	≤ 2:12	0.55	0.75	64
	> 2:12	0.20	0.75	16
Non-Residential	≤ 2:12	0.55	0.75	64
	> 2:12	0.20	0.75	16

Source: Adapted from the California Green Building Standards Code (CALGreen) Tier 1 residential and non-residential voluntary measures shown in Tables A4.106.5.1 and A5.106.11.2.2, respectively. Roof installation and verification shall occur in accordance with the CALGreen Code.

CALGreen does not include recommended values for low-rise residential buildings with roof slopes of ≤ 2:12 for San Diego's climate zones (7 and 10). Therefore, the values for climate zone 15 that covers Imperial County are adapted here.

Solar Reflectance Index (SRI) equal to or greater than the values specified in this table may be used as an alternative to compliance with the aged solar reflectance values and thermal emittance.

CLIMATE ACTION PLAN CONSISTENCY CHECKLIST CONT.

Table 2 Fixture Flow Rates for Non-Residential Buildings related to Question 2: Plumbing Fixtures and Fittings supporting Strategy 1: Energy & Water Efficient Buildings of the Climate Action Plan

Fixture Type	Maximum Flow Rate
Showerheads	1.8 gpm @ 80 psi
Lavatory Faucets	0.35 gpm @60 psi
Kitchen Faucets	1.6 gpm @ 60 psi
Wash Fountains	1.6 [rim space(in.)/20 gpm @ 60 psi]
Metering Faucets	0.18 gallons/cycle
Metering Faucets for Wash Fountains	0.18 [rim space(in.)/20 gpm @ 60 psi]
Gravity Tank-type Water Closets	1.12 gallons/flush
Flushometer Tank Water Closets	1.12 gallons/flush
Flushometer Valve Water Closets	1.12 gallons/flush
Electromechanical Hydraulic Water Closets	1.12 gallons/flush
Urinals	0.5 gallons/flush

Source: Adapted from the California Green Building Standards Code (CALGreen) Tier 1 non-residential voluntary measures shown in Tables A5.303.2.3.1 and A5.106.11.2.2, respectively. See the California Plumbing Code for definitions of each fixture type.

Where complying faucets are unavailable, aerators rated at 0.35 gpm or other means may be used to achieve reduction.

Acronyms:
gpm = gallons per minute
psi = pounds per square inch (unit of pressure)
in. = inch

Table 3 Standards for Appliances and Fixtures for Commercial Application related to Question 2: Plumbing Fixtures and Fittings supporting Strategy 1: Energy & Water Efficient Buildings of the Climate Action Plan

Appliance/Fixture Type	Standard	
Clothes Washers	Maximum Water Factor (WF) that will reduce the use of water by 10 percent below the California Energy Commissions' WF standards for commercial clothes washers located in Title 20 of the *California Code of Regulations*.	
Conveyor-type Dishwashers	0.70 maximum gallons per rack (2.6 L) (High-Temperature)	0.62 maximum gallons per rack (4.4 L) (Chemical)
Door-type Dishwashers	0.95 maximum gallons per rack (3.6 L) (High-Temperature)	1.16 maximum gallons per rack (2.6 L) (Chemical)
Undercounter-type Dishwashers	0.90 maximum gallons per rack (3.4 L) (High-Temperature)	0.98 maximum gallons per rack (3.7 L) (Chemical)
Combination Ovens	Consume no more than 10 gallons per hour (38 L/h) in the full operational mode.	
Commercial Pre-rinse Spray Valves (manufactured on or after January 1, 2006)	Function at equal to or less than 1.6 gallons per minute (0.10 L/s) at 60 psi (414 kPa) and • Be capable of cleaning 60 plates in an average time of not more than 30 seconds per plate. • Be equipped with an integral automatic shutoff. • Operate at static pressure of at least 30 psi (207 kPa) when designed for a flow rate of 1.3 gallons per minute (0.08 L/s) or less.	

Source: Adapted from the California Green Building Standards Code (CALGreen) Tier 1 non-residential voluntary measures shown in Section A5.303.3. See the California Plumbing Code for definitions of each appliance/fixture type.

Acronyms:
L = liter
L/h = liters per hour
L/s = liters per second
psi = pounds per square inch (unit of pressure)
kPa = kilopascal (unit of pressure)

MIDWAY

RISING

A MIDWAY FOR ALL