

RESPONSE TO RFII JULY 25, 2022

PRESENTED BY

GOLD KEY | PHR

300 32ND STREET, SUITE 500 VIRGINIA BEACH, VA 23451 (757) 491-3000

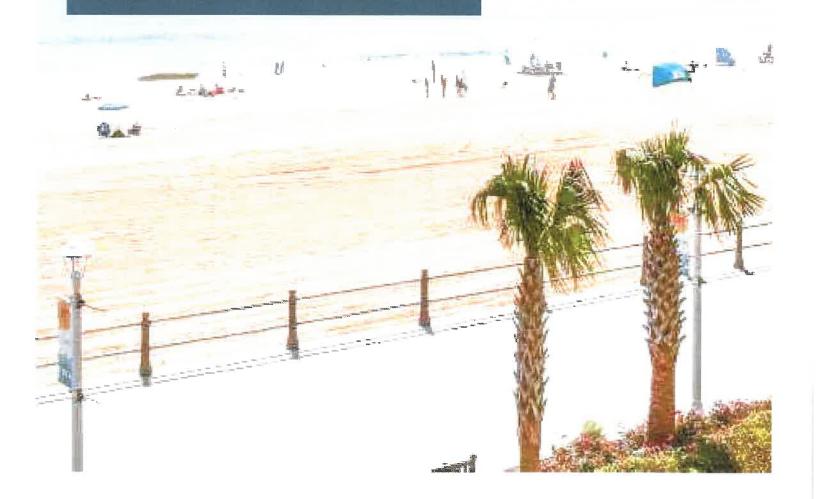


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GOLD KEY PHR

July 25, 2022

City of Virginia Beach Development Authority / Department of Economic Development Taylor Adams, Director 4525 Main Street, Suite 700 Virginia Beach, VA 23462

RE: Rudee Loop Redevelopment – Request for Information and Ideas (RFII)

Dear Mr. Adams:

Thank you for the opportunity to respond and express our interest in the redevelopment of the Rudee Loop property currently owned and under the control of the City of Virginia Beach.

Our redevelopment proposal is based on the notion that Rudee Loop should remain as open space for the use and enjoyment of the resident and visitor. Our plan allows for the entire Rudee Loop to be developed as a community park while providing modest commercial uses on the adjacent properties. The commercial developments of the adjacent properties would help fund the infrastructure improvements needed for the park and pay for land acquired for commercial use. We believe that concentrated and dense development should be encouraged along Atlantic Ave and Pacific Ave, and west on 17th, 19th, 21st and 31st Streets. Rudee Loop provides a unique opportunity to create a real seaside 'sense of place' for the Virginia Beach resort area by celebrating and enhancing the existing uses of surfing and fishing while expanding the vistas of the oceanfront and inlet, and creating new opportunities to be entertained in a meaningful, thoughtful and significant way.

Recognizing that the city has invested in the acquisition of the loop real estate and expressed interest in providing parking and additional amenities at Rudee, we have proposed some limited development which would be low in scale to assist the city in recovering its investment and fund the public parking and a park. We also have proposed a limited concession held by either a non-profit organization or the city to provide funding for Rudee park and Grommet Island maintenance. Our vision includes an active and passive park, a boutique style surf hotel, apartments wrapping the public parking facility, and a small structure to house public restrooms, changing facilities, and a concession for limited food and beverage service for park and beach area patrons.

If traffic and circulation can be solved for dense commercial development at Rudee, then a more intense mix of hotels, condos, restaurants, apartments, and retail will be successful. However, this will dampen the enthusiasm of developers in the resort core that desperately needs revitalization. There are numerous other sites for commercial development throughout the Virginia Beach Resort. The city would be better served to utilize the Rudee Loop property as a public amenity to enhance the resident and visitor experience at the oceanfront, and to further support interest in the Resort Area as a whole. This is a unique setting that should not be over-commercialized which would compromise the benefit it has the potential to offer the resort guests and residents and the overall hospitality industry in Virginia Beach.

Thanks again for allowing us the opportunity to submit this proposal. We look forward to discussing the opportunity with you further and personally sharing our vision for the future of Rudee Loop.

Bruce L. Thompson
Chief Executive Officer

02 DEVELOPMENT TEAM

For over 35 years, Gold Key | PHR has successfully led the development of over \$1 billion in new real estate assets and award-winning projects within the Virginia Beach resort area and throughout the Mid-Atlantic region. With extensive experience and expertise in hospitality, residential, retail, entertainment, and food and beverage, Gold Key | PHR has designed, constructed, and operated some of the most iconic projects in the region. In addition to numerous private developments, Gold Key | PHR has successfully completed several public-private partnerships that have fulfilled the visions of various regional municipalities, transforming under performing real estate into celebrated destinations, and achieving the municipalities' overall goals of delivering a vision, creating jobs, and generating positive investment returns to the tax base.

With \$700 million in asset value and \$140 million in annual revenue, Gold Key | PHR boasts 1,146 hotel keys under Hilton and Marriott flags, multiple award-winning restaurants and is one of the state's largest hospitality employers. Gold Key | PHR now dominates every aspect of the Virginia Beach resort area's hospitality industry: employing the largest workforce in Virginia Beach, investing the most development dollars, and owning and operating some of the most successful restaurants in Virginia.

In addition, Gold Key | PHR has engaged in a strategic partnership with the architectural firms Hanbury and Cooper Carry.

Since 1979, Hanbury has been a voice in the planning, architecture, and interior design professions across the United States and abroad. As a locally based architectural firm with deep connections to the Virginia Beach resort, Hanbury will be responsible for developing our overall concept and master plan for this Rudee Loop proposal.

Founded in 1960, Cooper Carry is a creative collective that believes well-designed places have the power to positively affect people's lives. Cooper Carry is a full-service design firm providing comprehensive design, architecture, and consulting services for projects around the world. Cooper Carry has designed numerous hotels along the Virginia Beach oceanfront and will serve as the hotel architect for the Rudee Loop project.

For any questions on this submittal please contact Mr. Bryan Cuffee at Bryan.Cuffee@goldkeyphr.com.

THE DEVELOPMENT TEAM

GOLD KEYIPHR

GOLD KEYIPHR

(HOSPITALITY, ENTERTAINMENT, RESTAURANT, OFFICE & RESIDENTIAL)

Bruce Thompson
Chief Executive Officer



HANBURY

(ARCHITECTURE, PLANNING, HISTORIC PRESERVATION & INTERIORS)

David Keith
Chief Executive Officer, Design Principal



COOPER CARRY (ARCHITECTURE, BRANDING, PLANNING, INTERIORS, LANDSCAPE ARCHITECTURE)

Rob Uhrin Leadership, Principal



BRUCE L. THOMPSON

CHIEF EXECUTIVE OFFICER
GOLD KEYIPHR HOTELS

Bruce Thompson has been a leader in the travel industry for more than 40 years. His first venture grew to become the largest ski operator on the East Coast. That company evolved into Professional Hospitality Resources (PHR), as Thompson expanded into hotels and restaurants. In 1986, he entered the vacation ownership industry, co-

founding the highly successful Gold Key Resorts. Today, his companies generate annual revenues exceeding \$140 million and employ over 2,400 associates. Thompson's companies own and manage hotels, commercial real estate, and restaurants in Coastal Virginia.



ROBERT M. HOWARD
CPA, CFM, CMA
CHIEF INVESTMENT OFFICER
GOLD KEYIPHR HOTELS

Mr. Howard is a Certified Public Accountant (CPA), Certified Financial Manager (CFM) and Certified Management Accountant (CMA) with over thirty-five years of finance/accounting experience. As Chief Investment Officer of GoldKey|PHR and its affiliated companies, Mr. Howard acts as the chief strategist with the Chief Executive Officer to define company financial performance goals and strategic objectives of the

company. Mr. Howard evaluates and manages the company's various assets and their contributions to the overall financial performance and return on the Company's various investments. He is also responsible for seeking out and evaluating new growth opportunities that will maximize the company's return on investment across its entire portfolio. Mr. Howard has a B.A. in accounting from Washington Jefferson College.



BRYAN D. CUFFEE

VICE PRESIDENT OF DEVELOPMENT
GOLD KEY|PHR HOTELS

Bryan Cuffee serves as Vice President of Development for Gold Key PHR, contributing to job and economic growth throughout the Hampton Roads area. As Vice President of Development, he oversees all new real estate development projects for Gold Key PHR, having developed over \$1 billion in new real estate assets.

Mr. Cuffee earned a Bachelor of Science (BS) degree from Norfolk State University and a Masters in Business Administration (MBA) from Old Dominion University.

He also earned a Certificate in Construction Management from Old Dominion University, and is licensed by the State of Virginia as a Class A building contractor.

03 RELEVANT EXPERIENCE

OVER 1.1 BILLION DEVELOPED AT THE VIRGINIA BEACH OCEANFRONT.

31 OCEAN

LOCATION Virginia Beach, VA

PROJECT HIGHLIGHTS

- Public/Private Partnership with the City of Virginia Beach
- \$175 Million Total Investment
- Created approximately 760 Permanent Jobs
- Increased Real Estate Value by \$154 million
- 300 Room Full-Service Hilton Hotel
- 72,514 SF Class A Office
- 65,318 SF Retail
- 178 Multi-Family Residential Units
- 966 Space Public Parking Garage
- 605 Space Private Parking Garage
- 2 Public Art Installations (King Neptune and The Wave)
- Oceanfront Park with 2 Entertainment Venues





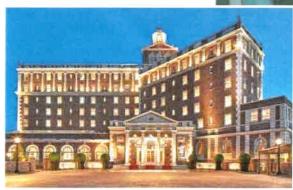
THE CAVALIER RESORT

LOCATION Virginia Beach, VA

PROJECT HIGHLIGHTS

- Public/Private Partnership with the City of Virginia Beach
- \$402 Million Total Investment
- Created approximately 320 Year Round and 620 Seasonal Jobs
- 548 Hotel Rooms under Marriott and Hilton Flags
- 8 Restaurants
- 81 Exclusive Private Residences
- 35 Exquisite Condominiums Units
- 842 Private Garage Parking Spaces
- Roadway Improvements





OCEAN BEACH CLUB RESORT

LOCATION Virginia Beach, VA

PROJECT HIGHLIGHTS

- All Privately Funded
- \$200 Million Total Investment
- 450 Rooms and Suites
- 4 Restaurants / F&B Outlets
- 26,000 Sf of Retail
- 800 Space Parking Garage
- 3 Blocks of Oceanfront Pools and Outdoor Amenities

PARKS & PUBLIC ART

The team at Gold Key PHR has extensive experience creating destination parks and public art at the Virginia Beach Oceanfront. These parks and public art were a catalysts for new and renewed development in the resort area.

PARKS

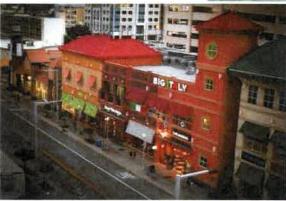
- 31st Street Park & Stage
- · Grommet Island
- 34th Street Stage
- 7th Street Stage

PUBLIC ART

- King Neptune Statue
- Anticipation Statue at 1st Street
- Virginia Beach Law Enforcement Memorial
- Support for "The Wave" at the Laskin Gateway











04 CURRENT PROJECTS

EMBASSY SUITES

Gold Key | PHR is currently completing the last phase of the Cavalier Resort, The Embassy Suites Virginia Beach, an \$83 million dollar all-suites oceanfront hotel which is scheduled to open in the first quarter of 2023. When complete, the hotel will consist of 157 guestrooms, approximately 5,000 square feet of meeting and conference space, a ground floor 3-meal restaurant and bar, fitness center, indoor and outdoor pools, and an outdoor beach side taco bar.

The Embassy Suites oceanfront hotel will serve as the newest member of the Cavalier Resort and mark the successful completion of the Cavalier master plan developed by Gold Key|PHR in 2013. At that time, Gold Key|PHR and its investment partners committed to restoring the iconic historic hotel, returning it to its days of glory and prominence as a prestigious hotel destination. With the completion of the Embassy Suits, Gold Key | PHR will have fulfilled its commitment to the city and community to restore the historic hotel and increase the tax revenue generated from the 21-acre Cavalier property.

ATLANTIC AVENUE ROAD PROJECT

In addition to the Embassy Suites, Gold Key PHR is currently working to complete the Atlantic Avenue road realignment project for the City of Virginia Beach. This road project was privately funded by Gold Key PHR at a cost of \$2.5 Million. The first five phases of the project are complete. The project included new turn lanes, traffic signal, and utility modifications. The final phase of the project includes a new cul-de-sac at the end of Atlantic Avenue which is expected to be complete in the first quarter of 2023.





IN PLANNING

Gold Key | PHR is currently planning a mixed-use project at Dam Neck Rd and General Booth Blvd. This premier 70+ acre site will be branded "The Farm" and will offer a modern twist to Virginia Beach's agricultural history and will include a mixed-use of residential, retail, and commercial uses. Construction of the first phase is scheduled to start in the Fall of 2023.

05 CONCEPT PLAN

Concept Vision

Gold Key | PHR is expressing interest in developing an active and passive public park, surf-style boutique hotel, multifamily residences, public and private parking, and related roadway and infrastructure improvements. Our intent is to create the largest amount of open and recreational space while minimizing any of the commercial elements' impact on the public park and related assets. Our plan recognizes and builds upon the history of the "Loop" as a "Public Venue" supporting recreational activities; specifically: surfing, fishing, the accessible playground, beach events and other activities. Our plan expands upon the current uses and offers an opportunity for community involvement to add features to the open space including lawns, a skate park, a performance venue, staging areas for large south-end events and concerts, public restrooms, a surfing observation deck, changing rooms, and public parking.

To make this vision a reality, our plan anticipates a reduced level of commercial development allowing the city to recover its investment in the Rudee Loop property while still maximizing the scale of the park. Specifically, our plan includes 177 multi-family residences buffering the public parking facility. Additionally, our plan suggests a food and beverage "concession" which could be owned and/or operated by a non-profit to provide funding for the ongoing repair and maintenance of the park. Furthermore, we provide an additional plan option that, if the city were to acquire additional property, includes a convention quality hotel that would support the city's need to better utilize the Convention Center.

While Gold Key | PHR is fully prepared to develop all public and private components, we are offering two options for the concept plans with different location boundaries and scope until the City's and the public's interests are more clearly defined. Gold Key | PHR assumes that the interests will not be known until there is both "public input" and a subsequent RFP released to developers. Accordingly, Gold Key | PHR is offering to bring forward the vision referenced herein under two development options, each of which will offer a unique experience that supports the stated goals articulated in the RFII and offer significant financial support to develop the public amenities as suggested and recommended by various interest groups including the city's Resort Area Advisory Commission (RAC) and the RASAP Steering Committee.



05 | CONCEPT PLAN

The Site

Rudee Loop, located as the capstone for the southern end of Virginia Beach's oceanfront, is a premiere location on the east coast. It is bound by the resort district to the north, a marina to the west, the Atlantic ocean to the east and the Rudee inlet to the south, providing phenomenal views in almost every direction. It is currently "ground zero" for the numerous activities that take place at the southern end of the ocean-front: surfing, fishing, beach concerts, and playground activities. A loop road currently provides circulation for traffic to round the Rudee loop area and head back north along the oceanfront. Encompassing approximately 11 total acres including road and circulation, redevelopment of this area should be studied carefully as a blank canvas to ensure the area is designed properly for this once in a lifetime opportunity.

Currently, the site is used primarily for public parking, and includes several public parking lots. Any redevelopment that occurs will need to take into account not only replacing any public parking that may be disturbed by the redevelopment, but also to provide additional parking as may be needed for the enhanced development and new amenities.

Additionally, Rudee loop is home to Grommet Island Park, a fully accessible beach park and playground, and the area is often used as a staging area for various beach events. Any redevelopment of the Rudee Loop area will need to consider, complement, and enhance these uses rather than negatively impacting them.



The Opportunity

Taking into account all of the considerations above, there are significant opportunities for the redevelopment of the Rudee Loop district. Typically, redevelopment proposals offer ideas that would maximize density and highest use to provide best economic return. An oceanfront site as large as the Rudee Loop site could easily be developed with a mix of hotels, condos/residential, and numerous retail and commercial uses which would create a dense destination that would provide significant economic returns. However, for such a significant piece of city-owned real estate, there is much more to consider.

As stated previously, impacts to current functional uses should be taken into consideration. Development with more density will impact fishing and surfing that currently takes place on the site. Development with more density will also take away from other existing local retail shops and businesses. Further, the premiere scenic views that bound the south end of the Virginia Beach resort strip would be minimized or possibly lost to high-rise construction.

Additionally, public opinion should be considered when evaluating best uses of public property. Based on recent surveys and public feedback, many in the community have voiced their opinions that maintaining a public park at this location would be ideal. A sizable public park at Rudee Loop would be something unique for the Virginia Beach ocean front, and create a scenic destination like no other along the east coast.

As a result, our proposal focuses on the development of a sizable public park as the premier component of any redevelopment in this area. A public park amenity could include uses that compliment the existing Grommet Island park, and also provide functional space that could be used to co-exist with the beach events that occur nearby. A public park could also be designed to accommodate fishing at the inlet, and would provide the landscape appropriate for nearby surfing and beach activities.

The Opportunity, continued

While we love the idea of providing a public park at the Rudee Loop district, we also recognize the need for the city to obtain some level of economic return on its investment in Rudee Loop. From a fiduciary standpoint, it makes sense to provide components to a park plan that will provide an increased tax benefit for the city, but at a moderate amount to avoid creating an overly dense project that would distract from the opportunity of providing a world class park.

As a result, we have provided two unique options for redeveloping the Rudee Loop site to obtain a public park while also providing a moderate amount of tax generating business to ensure an economic return to the city as well. The first option provides a plan that will work based solely on the real estate that the city owns and/or controls today. The second option illustrates the additional opportunities that exist if the city were to continue acquiring property in the area; i.e., to expand the project footprint in an effort to increase its economic benefit while still maintaining a significant public park. Both plans also provide parking solutions to accommodate the parking needs of the area.

Option 1:

The first option consists of a fully accessible public park including public improvements, public restrooms and changing facilities, skate park (and potential BMX park), a small not-for-profit concession to support park management and maintenance, a small entertainment venue, open space and lawns, Rudee Inlet fishing platforms, surfing access, on street and "garage" parking convenient for: fishing, surfing, Grommet Island, beach patrons, and event parking, event staging area, and multi-family residences that wrap the garage. Gold Key PHR would partner with a non-profit organization, likely the Virginia Gentleman Foundation, to help raise money for the park improvements.



The Park

Our plan includes creating the largest oceanfront park along the Virginia Beach resort strip. The park would include both passive and active spaces, attracting a unique mix of visitors and users. The park would include expansive open spaces with tiered seating for relaxation or simply enjoying the view, as well as spacious green areas for an outdoor picnic and soaking in the sun. The park would also include a water spout splash area where children and families will be able to cool off on hot summer days.



Amenities

The park would be designed to include numerous other amenities, serving both functional needs and for public enjoyment. Along the east side of the park, adjacent to the beach, our plan includes a small facility housing spaces for restrooms and changing areas, which could be used by the surfers. Additionally, there would be space within this facility for concessions, which would serve the park patrons and others within this area of the beach. The concession will also serve the purpose of generating revenues that would go towards the ongoing repair and maintenance of the park.

On the east side of the changing area facility, there would be seating facing the ocean that could be used as a viewing. There would also be steps that lead up to the deck above the changing area and concessions, creating a space that could be used as an observation deck for various surf and beach events, or just as a public lookout when there is no formal activity. Additionally, there could be meeting space at the observation deck level, which could be used to support various event operations such as the East Coast Surfing Championship (ECSC).

Additionally, the park would be home to a new skate park, which would create a vibrant, energy-filled area of the park that complements the adjacent surfing action.





Public Art

The park would also include various pieces of public art throughout the plan, including at least one significant piece centered within the park interior. Our current plan includes an anticipated whale feature, which would be designed in structure and materials to allow children to play on the feature.

Additionally, the park plan includes an area dedicated to a Surf Hall of Fame Walk, which would encompass the area where surfers would access the surfing area of the beach. The Surf Hall of Fame Walk would include various monuments and features commemorating prominent surfers in a manner that would also create a sense of arrival to the surfing area of the beach.

Surfing

The park plan includes various components of the park are dedicated to promote the city's rich history and active surfing community. First, the plan includes on-street parking spaces which could be used for early morning surfer access to the beach, similar to the on-street spaces that exist today. As surfers park, they would through the Surf Hall of Fame Walk, and then come upon the restrooms and changing area, where they could prepare to hit the ocean.

For those that want to observe, they would be able to stand on the observation platform and watch the events of the day, from a premier raised observation deck overlooking the ocean. At the end of the day, the surfers would be able to shower in the restroom showers and then head home.



Fishing

Our park plan also is strategically designed to accommodate the local fisherman, with a dedicated fishing area along the Rudee Inlet. The fishing area would travel along the inlet, on a lower level platform separate from the pedestrian walkway and bike paths. Creating a separate fishing area provides a platform for fisherman to enjoy spending the day where they can fish in a safe, dedicated area and have the space and separation needed to cast their lines without impacting other users of the park.

O5 | CONCEPT PLAN

Circulation

Proper circulation is always important to making any plan work efficiently. Our plan has been designed to include serpentine pathways that wrap the perimeter of the park and meander through the park internally. The plan also includes a bike path adjacent to the pedestrian walkway, to allow those functions to coexist naturally. The pedestrian walkway around the park will connect to the city's current boardwalk, and the park bike path would connect with he existing city bike path, to allow for continued circulation and connectivity to the rest of the oceanfront strip.

Additionally, our plan includes an accessible ramp between Rudee Bridge and the park, which would allow direct pedestrian access from the residential areas that use the adjacent bridge overpass, without having to travel all the way north to the bottom of the existing overpass to then have to circle back to access the park.

Parking

In addition to the on-street parking, the proposed concept plan includes a 522-space parking garage, located on the north end of the development site. The addition of the parking garage is a key component to providing additional oceanfront parking, while placement of the garage on the north end of the site maximizes the size of the park while also maintaining the park views and open spaces.

The on-street spaces would also include accessible parking spaces, which would be in close proximity to and serve those with disabilities visiting Grommet Island Park.

Retail and Residential

In an effort to provide an economic return to the city for its investment in the Rudee Loop property, our proposal includes 177 multifamily units on the north end of the site, which would wrap the exterior sides of the parking garage. In addition to providing the economic return, screening the parking garage with residential apartments also improves the aesthetics of the project and views from the park.

Additionally, the first floor of the parking garage along Atlantic Avenue would include retail shops that would also support the development.

In Summary

Private Improvements

- 177 multi-family units
- Private parking spaces

Public Improvements

Park consisting of:

- Whale Sculpture with Water spout splash area
- Outdoor event space
- · Dog Park
- Skate Park
- Surf Hall of Fame Walk
- Viewing Area and Observation Deck
- Restrooms/Showers/Changing Structure
- Walking paths and bike lanes

- Public Parking Garage and On-street Parking
- Infrastructure
- Roads
- Utilities
- Fishing Infrastructure
- Accessible Ramp between Rudee Bridge and Park
- Bathhouse

Site Plan

The above referenced improvements are indicated (subject to public input) on the site plan. The location and scope of all improvements, both public and private, represent our intent but will be better defined after receiving more specific direction and input from the city.





View of pedestrian ramp and children's play area.



View of public art.



View of surfers walk.

05 | CONCEPT PLAN

Option 2:

In an effort to provide additional economic benefit to the city, we studied adding a hotel to the program provided in option 1. We soon discovered that placing a hotel on the Rudee Loop site is not ideal, for several reasons. First, a hotel requires connecting (or close proximity to) parking. With its unique location fronting the marina, inlet and Atlantic ocean, using the southern end of the Rudee Loop site for parking would not be considered a best use of that property. Additionally, a hotel in that location of Rudee Loop would reduce the size of a proposed park, making it less impactful as a public amenity and iconic feature.

While a hotel does not work on the south end of the site, adding a new hotel to the program does make sense economically for the city. As such, if the city were to acquire additional property near the Rudee Loop site to expand its footprint for the project, the addition of a hotel would be the most likely viable option. Option 2 provides a study of how the site could be expanded to include a hotel without impacting or reducing the size of the proposed park.

This concept plan is the same as option 1 except an approximately 250-room Oceanfront Convention Hotel has been added to the plan on the site of the Schooner Inn and parking has been expanded. This hotel will support the cities need to better utilize the Convention Center and would serve as the head quarters hotel for events at the south end of the Virginia Beach Oceanfront such as Sand Soccer, ECSC, concerts, and fishing tournaments. We studied the site and thought putting a hotel anywhere on the existing site was too disruptive to the land required to make a successful park.

This concept would be to fulfill the city's stated objectives to provide public parking at Rudee Loop and create open space and an active/passive park with vistas to the oceanfront. This concept also maximizes open space in accordance with the city's stated objectives all while at the same time allowing the city to further recover its investment in real estate and cost of public parking structure. If the city proceeds with this option, Gold Key|PHR would purchase the land for the hotel from the city.

The concept proposal would be to develop a mid-rise boutique hotel of approximately 250 rooms with a coastal / surf theme to compliment both the surfing and fishing activities that currently exist. This plan also maintains the 177 multifamily residential to wrap the public parking facility. The design of the multifamily will be coastal mid-rise and provide an aesthetic buffer of the garage facility to the public.



Rudez Loop Redevelopment Page 14





View of apartments that wrap public/private parking garage, pedestrian ramp, hotel, and park.



View of skate park.



View of Whale Play Structure and Splash Pad.





Aerial view of Rudee Park, looking east, with new south end head quarters hotel.



Aerial views of Rudee Park, looking north west, with new south end head quarters hotel, performance stage, event lawns, and children's play area.

CONCLUSION

Both of the options presented above are preliminary concepts only; a starting point for beginning to develop the ideal plan for the Rudee Loop site. Both options provide a significant public park, amenities, and public parking, while also providing varying levels of economic returns to the city. If selected in this RFII process, we will work with the city to further develop one of these preferred options based on input from the city and the community.

06 FINANCIAL CAPABILITIES

INTRODUCTION

The principals and the partners of Gold Key | PHR have extensive experience in funding the capital (debt and equity) required for large mixed use projects and commercial and residential real estate; this experience includes the development of numerous public/private projects. Gold Key | PHR has employed sophisticated project development financing in these transactions. This effort will be led by Bob Howard, Chief Investment Officer for Gold Key. Mr. Howard has over 35 years of experience in these types of transactions.

Our approach to the project financing will be to work with the City and the development team to determine the highest and best use for the site and the related components of the development as it relates to retail, residential and entertainment and then determine the capital needs for each component of the project. The capital needs will then be assessed for sources to include debt and equity. On the debt side we will look to potential private and public sources. On equity side Gold Key | PHR will provide the necessary equity for each component of the project to include their own capital which has been more than adequate for the development of approximately \$2.5 Billion of regional real estate development projects and will be more than sufficient for the Rudee Loop project.

PRIVATE (DEVELOPER) FUNDING

Equity

Gold Key | PHR and it's partners are a stable group of equity investors who have participated in numerous projects through a combination of cash contributions and tax credits. Total equity provided by this group since 2000 has been approximately \$500 million.

Debt

Gold Key | PHR and its partners have built a favorable reputation within the financing community. We have established strong relationships with national, regional, state, and local banks including; US Bank, Liberty Bank, National Bank of Arizona, Textron Financial, Towne Bank, Fulton Bank, Atlantic Union, M&T Capital, BB&T Capital, Mercantile Bank, Bank of America, and numerous other local and regional banks. In the residential developments, we have utilized HUD, VHDA and Fannie/Freddie financing. We have a successful history of being able to secure financing for multi-purpose as well as multi-phased projects.

Bonds

This group has raised over \$200 million in bond financing over the last 20 years, including Industrial Revenue Bonds, Revenue Bonds, and asset backed securities offerings. We have been able to secure various types of bonds to maximize the bank debt required.

In the public/private projects, Gold Key | PHR has worked with several cities to utilize EDIP grants, visual easements, tax incentives, Tourism Development Financing Program ("TDFP") and various other forms of financial support for projects.

07 DISCLOSURES

David Keith, Design Principal and Chief Executive Officer of Hanbury, lead the master plan effort for this RFII and is a current member of the Virginia Beach Resort Advisory Commission Planner and Design Review Committee.

08 REFERENCES

MORGAN DAVIS

Chief Executive Officer, TowneBank 6001 Harbour View Blvd Suffolk, VA 23435 (757) 673-1673

Mr. Davis (TowneBank) was responsible for financing several of Gold Key |PHR's development projects, totaling over \$250 Million financed.

WILL SESSOMS

Former Mayor, City of Virginia Beach 6001 Harbour View Blvd Suffolk, VA 23435 (757) 473-2510

Mr. Sessoms was Mayor of the City of Virginia Beach during the time Gold Key|PHR developed numerous projects within the City.

PAUL FRAIM

Former Mayor, City of Norfolk 150 Bousch Street, Suite 601 Norfolk, VA 23510 (757) 227-5900

Mr. Fraim was Mayor of the City of Norfolk during the time Gold Key|PHR developed The Main in downtown Norfolk.