



COPY

City of Gainesville RE: RFP NO. ECOD 150026-FB

Mixed-use Development for City Parking Lot # 10

City of Gainesville General Government Purchasing
200 East University Avenue, Room 339
Gainesville, Florida 32601

RFP due date: 12/17/14



proposed by: Bedford Lodging, LLC. - Developer

Pillar Hotels & Resorts - Hotel Management
6031 Connection Dr. Suite 500, Irving TX 75039
Phone: (972) 830-7100



subconsultants: CHW and Overcash & Demmit Architects (ODA)

table of contents



**Bedford
Lodging**



table of contents

letter of interest page 3

qualifications

tab 1

development team qualifications

team summary page 7

key personnel roles/experience page 8

architect letter of intent page 14

Marriott letter of intent page 15

technical proposal

tab 2

design / development program

project design summary page 17

design program / 3d rendering page 20

floorplans page 21

green design practices page 23

stormwater page 25

scheduling page 26

economic development impact analysis page 27

detailed proforma page 28

financial analysis and capacity

tab 3

financial summary statement page 31

bank references page 32

past performance/experience page 33

price proposal

tab 4

business terms page 42

preconstruction estimate page 43

appendix

tab 5

signed addenda page 45



Bedford Lodging

Bedford Lodging, LLC is a Texas Limited-Liability Company filed on September 13, 2013. The company's filing status is listed as Active and its File Number is 0801849715.

RE: City of Gainesville RE: RFP NO. ECOD 150026-FB Mixed-use Development for City Parking Lot # 10

December 17, 2014

City of Gainesville
200 East University Avenue, Room 339
Gainesville, Florida 32601

RE: RFP No. ECOD 150026-FB Mixed Use Development for City Parking Lot #10

Dear Selection Committee:

The management and executive team of Bedford Lodging, LLC and Pillar Hotels and Resorts are pleased to present our Statement of Qualifications to develop a 132-room AC Hotel by Marriott on City Parking Lot #10 in Gainesville, Florida. Our objective in submitting this RFP is to demonstrate our long-standing and esteemed position in the lodging industry as well as our professional acumen and capability to complete the project. It is Bedford Lodging's intention to create a first-class hotel and development on this highly important location in downtown Gainesville.

As you'll see in the supporting documents, Bedford Lodging and Pillar Hotels have an interesting and well-rounded skill set. Bedford Lodging and its founding member, Jeff Blackman, have twenty years of experience in the hotel business developing over 150 hotels. Pillar Hotels and Resorts, of which Jeff Blackman is a financial partner, is one of the five largest hotel management companies in the United States. Pillar manages 222 hotels in 18 brands distributed among 43 states. Most importantly, the affiliated companies have excellent reputations with Marriott and Hilton Hotel companies, which we consider the premier hotel franchise companies in the United States.

Our proposed mixed-use hotel program calls for 132 rooms, 685 square feet of meeting space, and retail shop space on the street to support pedestrian activity around the hotel. We feel that activating the downtown neighborhood with pedestrian activity relative to the hotel and its intended users will energize and enhance key landmarks and developing projects such as the iDistrict and other projects the City currently has under development.

Bedford Lodging's experience in development in the past eight years has been focused on Marriott and Hilton branded hotels. We believe these brands have the highest quality assurance standards, the best guest profile demographics, and the best reservation and guest affinity programs in the industry. And, for these reasons, locating Marriott franchises is significantly more difficult, therefore it's integral to the use for Lot #10 and downtown revitalization.



Most importantly, Bedford Lodging and Pillar Hotels and Resorts have unblemished reputations in the lodging industry and will deliver a first class hotel. We consider each hotel an opportunity to represent our beliefs in giving good service, adding to our communities, and providing an atmosphere for our associates to thrive and advance their professional careers.

We expect the project to cost approximately \$20 million dollars and take 18 months to fully develop. Given our recent experience in construction and hotel financing activity, it is an ideal time to begin a project with hotel market fundamentals at record levels. Our relationships with Marriott and general contractors to execute our design and development plan will provide the City of Gainesville with an excellent source of job creation, occupancy tax, property tax, and sales tax fee streams.

The AC by Marriott hotel will be an excellent amenity to a thriving downtown. We've found, through our hotel projects over the years, that hotels usually initiate and stimulate economic growth. Restaurants, retail and other support facilities appreciate having 100-200 daily guests within walking distance of their establishments.

We look forward to the opportunity to present our credentials and leadership team to further communicate our development history and operational expertise in person. We will bring a well-capitalized development plan to this project and look forward to establishing a long lasting relationship with the City of Gainesville.

Sincerely,



Jeff Blackman
President
Bedford Lodging, LLC



Press Release - September 23, 2014

Jeff Blackman of Dallas-Based Bedford Lodging Acquires Minority Interest In Pillar Hotels & Resorts

DALLAS, TX (September 23, 2014) – Jeff Blackman, President of Bedford Lodging has acquired minority interest in Pillar Hotels & Resorts. Pillar Hotels and Resorts and InterMountain Management LLC merged into common ownership in 2011.

"Bedford Lodging's investment in Pillar's operating platform reflects our expectation for the relationship to both support Bedford's development pipeline and help expand an already diverse and scalable company," noted Mr. Blackman. "Pillar's scale and InterMountain's track record and development expertise should prove to be an exceptionally powerful team for the hospitality industry."

Dewey Weaver, majority owner of Pillar Hotels and InterMountain Management adds "We are incredibly excited to have Mr. Blackman on board as a partner. We look forward to doing great things together and already have some exciting plans for the short term."

Jeff Blackman has been involved in all facets of the hotel business for nearly 20 years. He began his career in Wichita, Kansas with Jack DeBoer, the founder of the extended stay hotel segment and has worked in executive positions for Candlewood Hotel Company, Wyndham International, Ashford Hospitality Trust, Marriott International, Western International, and Texas Western Hospitality.



About Bedford Lodging

Jeff Blackman formed Bedford Lodging in 2013 to leverage his long-standing industry relationships and expertise in all facets of the lodging business including development, management, asset management, acquisition, due diligence assistance, and advisory services. The company was created to strategically develop and acquire select service hotel assets and currently has one hotel under construction in El Paso, TX and four projects in various stages of pre-development.

About Pillar Hotels and Resorts

Established in 2004, Pillar Hotels and Resorts is one of the largest independent management companies in the United States with over 226 select service, extended stay and full-service hotels. Pillar represents well-respected brands including Marriott, Hilton, Hyatt and IHG. The company offers hotel management, back office solutions, revenue management and a full-service construction company specializing in renovations, repositioning and new construction. Based in Irving, Texas, the company employs more than 7,000 associates. www.pillarhotels.com.

About InterMountain Management LLC

Founded in 1982 by Dewey Weaver Jr., InterMountain Management develops, owns and operates premium brand hotel properties located in 23 states nationwide. Based in Monroe, LA, InterMountain currently owns and/or manages 73 hotels, including more than 7,400 rooms across the country. www.intermtn.biz.

Press Contact:
 Jane Coloccia
 JC Communications, LLC
 (310) 456-4631
Jane@JCcommunicationsllc.com

Development Team Qualifications



**Bedford
Lodging**



PRIME FIRM SUBMITTING

Developer Name:

Bedford Lodging, LLC.

6031 Connection Dr. Suite 500, Irving TX 75039

Principal Contact:

Jeff Blackman, President

phone: (241) 557-0465 / email: jeff@bedfordlodging.com

Representative Name(s):

Pillar Hotels and Resorts - Hotel Operator

Principal contact: Chris Russell, CEO

TC Hospitality Advisors - Construction/Development Administration

Principal Contact: Ted Carter, President

About Bedford Lodging

Bedford Lodging, LLC is a Texas Limited-Liability Company filed on September 13, 2013. The company's filing status is listed as Active and its File Number is 0801849715. The Registered Agent on file for this company is Jeffrey T Blackman.

Jeff Blackman formed Bedford Lodging in 2013 to leverage his long-standing industry relationships and expertise in all facets of the lodging business including development, management, asset management, acquisition, due diligence assistance, and advisory services. The company was created to strategically develop and acquire select service hotel assets and currently has one hotel under construction in El Paso, TX and four projects in various stages of pre-development.

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About TC Hospitality Advisors

TC Hospitality Advisors offers development, project programing and construction management services to owners and lenders within the hospitality industry. With 35+ years of professional experience in hotel development and construction management TC Hospitality has formed the basis of leadership skills and extensive knowledge of the design, pre-construction and construction processes.

CONSULTANTS

Planning, Surveying, Engineering & Construction Administration

CHW

132 NW 76th Drive, Gainesville, Florida 32607

Gerry Dedenbach, AICP, LEED AP

phone: (352) 331-1976 / email: gerryd@chw-inc.com

Architecture

Overcash Demmitt Architects (ODA)

2010 S. Tryon St. Suite 1a, Charlotte, NC 28203

phone: (704) 332-1615





Bedford Lodging



PARTICIPATION

Bedford Lodging Involvement Roles & Responsibilities

Bedford Lodging is serving as the **project developer** for this project. company platform focuses on ground up development, third party development and advisory services. Bedford Lodging’s growth is primarily focused on two areas: in-house development of company-owned projects and providing third-party hotel management support.

Pillar Hotels and Resorts (PHR) Involvement Roles & Responsibilities

Pillar Hotels will be serving as **hotel management** for this project. Pillar Hotels & Resorts is one of the largest hotel management companies in the United States with an expansive portfolio of well-respected hotel brands including Marriott, Hilton, Hyatt and IHG. Founded in 2004, Pillar manages operations for select-service, extended-stay, and full-service hotels across the country. Pillar operates over 220 hotels.

TC Hospitality Advisors Involvement Roles & Responsibilities

TC Hospitality will serve as Bedford’s representative for **construction/development administration**.

DESIGN

CHW’s Involvement Roles & Responsibilities

CHW is serving as the local leader in land development and client representation for Bedford Lodging. CHW’s involvement revolves around our versed knowledge of the Lot #10 project site and the City of Gainesville’s zoning, permitting and regulatory process as well as community understanding and involvement. CHW will be the local client information representative.

ODA’s Involvement Roles & Responsibilities

ODA is a firm of fun, creative architects, interior designers and graphic artists. ODA provides FUNomenal Design. ODA is an industry leader in hotel design. We have consulted throughout the US and Canada, in Asia, the Caribbean, and the Middle East, while assisting Marriott International, Hilton Worldwide, Hyatt, Choice Hotels International, and Intercontinental Hotels Group (IHG).

| Key Personnel Involved | ROLE / FIRM | RESPONSIBILITIES |
|--|------------------------------------|--|
| PRIME / DEVELOPER / OPERATIONS / CONSTRUCTION | | |
| Jeff Blackman | Developer / Bedford Lodging | Project Developer |
| Chris Russell | CEO / Pillar Hotels & Resorts | Hotel Management / Operations |
| Ted Carter | Developer / TC Hospitality | Construction Development / Administration |
| Jesse Blair | Director / Pillar Hotels & Resorts | Hotel Management / Operations |
| DESIGN | | |
| Gerry Dedenbach, AICP, LEED AP | Planning / CHW | Principal in Charge / Public Facilitation |
| Monique Heathcock, PE, LEED AP | Planning / Engineering / CHW | Director of Engineering & Planning / Site Development and Permitting |
| Tim Demmitt, RA, LEED AP | Architecture / ODA | Principal In Charge / Architect / Quality Control |
| Stephen Overcash, RA, NCARB, LEED AP | Architecture / ODA | Design Principal / Master Planning / Design / Green Building Practices |



JEFF BLACKMAN



Bedford Lodging

ROLE: President, Bedford Lodging, LLC.

Jeff Blackman has been involved in all facets of the hotel business for almost twenty years. Jeff understands every facet of the lodging business, having been involved in ground up development for over 150 hotels, financing for multiple portfolios, single asset loans, and CMBS executions, asset Management formation and oversight for REITs, Property Management, Risk management, Property Tax appeals, Appraisals and Valuation analysis, and Market Feasibility.

He began his career in his hometown of Wichita, KS with Jack DeBoer, the founder of the extended stay hotel segment. In 1994, Mr. DeBoer founded Candlewood Suites, a mid-scale extended stay brand to capitalize on his success with both Residence Inn (created and sold to Marriott) and Summerfield Suites. Between 1995 and 2001, Jeff oversaw the Development Planning and Market Feasibility department for Candlewood Hotel Company that supported the rapid growth to over 100 hotels across the U.S.

Jeff continued his career in Dallas, working in Development, Real Estate, and Dispositions for Wyndham International. In 2003, Jeff joined Ashford Hospitality Trust after their successful IPO. In two years, Jeff handled acquisitions and due diligence for the company, acquiring over \$2Billion of hotel assets and originating \$500MM in mezzanine loans. Jeff also was instrumental in forming the Asset Management capabilities of the company to support the rapid expansion.

In 2005, Jeff joined Marriott International as Vice President of Development for the Central Region. Jeff quickly grew the franchise business of it's select service and extended stay brands, executing over 100 development deals in two years.

In 2007, Jeff joined Western International as a partner of the one of the largest owner/operator/developers in the U.S. After one year with the company, Jeff took over the operating company, Texas Western Hospitality, which manages over 55 select and full-service hotels in nine different brands and six different states. As Executive Vice President of Operations, Jeff re-organized the company through the downturn of 2009, and developed a culture within the company that is now recognized as an award winning Management Company for Hilton and Marriott hotels. In his five-year tenure, Texas Western won numerous awards for guest service, profitability, and market share performance, including the two prestigious "Connie Awards", for the Hilton hotel of the year (2010 and 2012).

Bedford Lodging was formed in 2013 to take advantage of Jeff's long-standing industry relationships and knowledge and will leverage his experience in participating in all facets of the lodging business: Development, Management, Asset Management, Acquisition, Due Diligence assistance, and Advisory services.

Bedford Lodging currently has (5) five projects under development.

Jeff is a past member of the Franchise Advisory Committee for Towneplace Suites by Marriott.



CHRIS RUSSELL



ROLE: Chief Executive Officer, Pillar Hotels & Resorts (PHR)

The initial founding member of Pillar, Chris and his team started the in-house property management company for Archon Group L.P., a subsidiary of Goldman Sachs. In addition to leading the growth of the management company, the business also supported the investment and asset management team at Archon in the acquisition, disposition and strategic growth of the hotel platform. Prior to joining Pillar, Chris was a partner and Chief Operating Officer of Dallas-based Prism Hotels where he led the growth of the management business. He has also held various leadership positions in operations, sales, and food and beverage at Bristol Hotels and Resorts, Four Seasons, and AIRCOA.

Originally from New York, Chris holds a degree from the Culinary Institute of America and is former owner of an off-premise catering business. He is an active supporter of Texas Special Olympics and Texas Scottish Rite Hospital for Children, as well as past Vice-Chair of the Tuberosus Sclerosis Alliance.



JESSE BLAIR



ROLE: Director of Capital Management, Pillar Hotels & Resorts (PHR)

Jesse joined PHR in 2012 and serves as the Director of Capital Development. Most Recently, Jesse worked for RNC Genter Capital Management, a \$4 Billion, Los Angeles based Money Manager. After receiving various promotions in his tenure, he was promoted to Vice President and Director in the firm's Institutional Division, aiding in the firm's fund-raising efforts, where he collectively raised roughly \$800 million in new assets. Jesse will work towards growing the PHR footprint through strategic partnerships.





TED CARTER

ROLE: President, TC Hospitality Advisors, LLC

Mr. Carter offers development, project programming and construction management services to owners and lenders within the hospitality industry. Mr. Carter's 35+ years of professional experience in hotel development and construction management has formed the basis of his leadership skills and extensive knowledge of the design, pre-construction and construction processes. Providing leadership and construction management skills, from conception to delivery, on new developments or major renovation/reposition projects, while successfully delivering the project on time and on budget is Mr. Carter's hallmark.

Mr. Carter's experience has provided him the opportunity to work with some of the leading hotel/resort development and construction companies in the nation. Ted has personally overseen the ground up development and construction of over 20 hotel projects nationwide, and an additional 50+ hotel renovations in his career, totaling in excess of \$525 million. Ted continues to gain valuable experience in his field by orchestrating all aspects of development projects in a variety of markets. He is a creative problem solver when it comes to the critical issues of project development. Ted is guided by the principles of trust and effective collaboration to order to minimize the Owner's risk. His dedication to quality, integrity and accountability make Ted Carter an indispensable part of one's project team. He holds a Bachelor of Science from Texas A&M University.



GERRY DEDENBACH, AICP, LEED AP



ROLE: Community Outreach and Public Facilitation / Principal

YEARS OF EXPERIENCE: 24

EDUCATION: B.S., Bachelor of Science in Landscape Architecture / University of Florida

ACTIVE REGISTRATIONS/AFFILIATIONS:

American Institute of Certified Planners – #017024, 2001

LEED Accredited Professional

EXPERIENCE:

Mr. Dedenbach is Vice President at Causseaux, Hewett, and Walpole, Inc. and has over 24 years extensive professional planning, community outreach, public facilitation, urban planning, market analysis, and community redevelopment experience. Gerry specializes in urban form and community redevelopment with an emphasis on neighborhood preservation and place-making. Mr. Dedenbach works with large- and small-scale commercial property owners, local governments, the general public, and stakeholders to promote economic growth through community reinvestment. He has overseen projects throughout Gainesville/Alachua County, and has extensive experience working with federal, state, and local agencies, including the State of Florida Department of Economic Opportunity, County and City governments, the Florida Department of Transportation (FDOT), and the Florida Department of Environmental Protection (FDEP).





MONIQUE M. HEATHCOCK, PE, LEED AP



ROLE: Director of Engineering & Planning

YEARS OF EXPERIENCE: 20

EDUCATION: B.S., Bachelor of Science in Civil Engineering
 Penn State University, College of Engineering

ACTIVE REGISTRATIONS/AFFILIATIONS:
 Professional Engineer – Florida 54352, 1999
 LEED Accredited Professional

EXPERIENCE:

Ms. Heathcock has over 20 years civil engineering design expertise in the areas of site development, roadways, maintenance of traffic, and water and wastewater distribution. Her project permitting experience includes local County and City governments, the FDOT, the Florida Department of Environmental Protection, and St. Johns and Suwannee River Water Management Districts. Ms. Heathcock manages projects from inception through construction for clients including City of Gainesville, University of Florida, Alachua County Public Works, Alachua County Public Schools, as well as private clients with projects including single-family, multi-family, commercial/retail, and multi-use tenants.



CRAIG BRASHIER, AICP



ROLE: Planning Project Manager

YEARS OF EXPERIENCE: 12

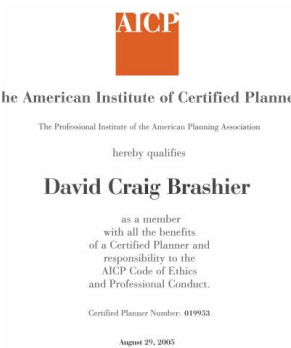
EDUCATION: M.S., Master of Science Degree in Planning
 University of Tennessee
 B.A., Bachelor of Arts University of Memphis

ACTIVE REGISTRATIONS/AFFILIATIONS:

American Institute of Certified Planners (AICP) #159493, 2005
 American Planning Association – Florida Chapter, San Felasco Section (2005-present)

EXPERIENCE

Mr. Brashier is American Institute of Certified Planner (AICP) accredited and CHW Planning Project Manager with over 12 years of experience in project management. Mr. Brashier focuses on comprehensive land use planning and regulatory implementation. Mr. Brashier's breadth of experience ranges from advising local governments on Comprehensive Plan amendments to large planning efforts with extra-jurisdictional and regional impacts. He has spent a substantial portion of his career working directly in the City of Gainesville / Alachua County jurisdiction.



Overcash Demmitt Architects

Hotel Experience in Florida:



AC, by Marriott
Orlando, FL - convention

Courtyard, by Marriott
Coral Gables, FL
Key West, FL
Cocoa Beach, FL

Residence Inn
Ruby Lake, FL
Orlando, FL - convention
Orlando, FL - airport

Springhill Suites
Orlando, FL - airport

TownePlace Suites
The Villages, FL
Orlando, FL - SeaWorld



Tim Demmitt, Architect, LEED AP

Principal-in-Charge tdemmitt@oda.us.com

Bachelor of Art in Architecture, University of North Carolina at Charlotte, 1980

- Tim will be responsible for any project-critical issues that arise
- Tim is responsible for the firm's overall project delivery, technical innovation, budgets, schedules, quality control, and risk management

Stephen Overcash, Architect, NCARB, LEED AP

Design Principal sovercash@oda.us.com

Bachelor of Architecture, Mississippi State University, 1979

- Stephen is responsible for the overall design quality.
- Stephen will be involved with all aspects of the design process for this project from Master Planning through final design details.



Hyatt Place: Estero, FL. One of the first new Hyatt Place prototypes to be built, design elements utilizing a colorful Spanish vernacular help incorporate the brand into the local resort area. 108 Guestrooms.



Embassy Suites: This downtown Charlotte location has street level retail spaces and has accommodations for large meetings and banquets. With 250 rooms and three street facing facades, this **urban infill project anchors the corner of the 1/2 block lot. 292,000 sf.**



Red Ventures: LEED Certified campus in Fort Mill, SC includes 3 buildings. A mix of contemporary and warm materials along with playful use of color and space make this corporate headquarters **a fun and vibrant place for more than 1,500 employees. 220,000 sf.**



Providence Plaza: in Charlotte, NC. This multi-story office and retail mixed-use development combines highly activated retail spaces with large office components that **anchor the corner in a rich urban fabric. 100,000 sf**



December 15, 2014

City of Gainesville
200 East University Avenue
Room 339
Gainesville, FL 32601

Attn: Fran Boynton, Senior Buyer

Re: RFP No. ECOD 150026-FB Mixed Use Development for City Parking Lot #10

Dear Ms. Boynton,

Overcash Demmitt Architects is excited to be the architectural firm for one of the teams that is responding to the RFP referenced above. Our firm has extensive experience planning urban mixed use projects throughout the eastern U.S. Many of these projects have been completed in Florida.

As one of the principals and owners at Overcash Demmitt Architects I will be the architectural representative for the team.

Our team looks forward to being further considered to design and develop this prime urban site in Gainesville.

Sincerely,

A handwritten signature in black ink, appearing to read "Stephen Overcash".

Stephen Overcash, RA
Principal, Florida License #AR0011952



Marriott International, Inc.
Central Region
Lodging Development

8403 South Park Circle
Suite 600
Orlando, FL 32819

Tim Sponsler
Area Vice President
Phone: 407/903-6101
Fax: 407/903-6362

December 12, 2014

Mr. Jeff Blackman
President
Bedford Lodging
3837 Southwestern Boulevard
Dallas, TX 75225

Dear Jeff:

Marriott International has a very strong relationship with Bedford Lodging and your operating company, Pillar Hotels & Resorts. We're pleased with the high quality of standards that you've maintained in developing and operating hotel brands.

I would be supportive of your company developing the AC Hotels by Marriott brand in downtown Gainesville. The sleek, sophisticated European-inspired aesthetics of this design-led brand would have excellent synergy with the culture of downtown Gainesville and the planned Innovation Square community.

Please keep in mind that formal approval for the hotel project will require the submission of a franchise application and review by Marriott's Development Committee. However, I don't anticipate any issues with obtaining the approval.

We greatly appreciate your consideration of the AC Hotels by Marriott brand for this project. If you or anyone related to this proposed project has any questions, please don't hesitate to contact me at 407/903-6101.

Sincerely,

Tim Sponsler
Vice President, Lodging Development

Design / Development Program

URBAN REDEVELOPMENT GOALS

The proposed mixed-use development consisting of a hotel, restaurant, lounge, and retail space are aligned with and accomplish many of the stated goals, objectives, policies, and initiatives of the City of Gainesville Comprehensive Plan, Land Development Code, and Downtown Redevelopment Plan. The proposed infill project will redevelop an under-utilized, City-owned parking lot into a vibrant mixed-use facility that brings new businesses and vibrancy into Gainesville, provides new employment opportunities, and increases the local tax base.

CITY GOALS, OBJECTIVES, POLICIES, & INITIATIVES ACCOMPLISHED BY THIS PROJECT

- **Redevelopment & Reinvestment**
- **Economic Development**
- **Commercial & Business Activity**
- **Urban Form**
- **Sustainability**
- **Sense of Community**
- **Mixed-Use Development**



The mixed-use redevelopment project is perfectly located and serves as a cohesive link to connect downtown with the nearby Innovation Square and the University of Florida while providing uses that support these two important components of Gainesville's current and future economic and social fabric.

Bedford Lodging is proposing to invest approximately \$20,000,000 into developing a mixed-use project in the heart of Downtown Gainesville. This project offers the City of Gainesville an ideal opportunity to capitalize

on a public / private partnership to make this project a reality. Economic development and redevelopment through public / private partnerships is a stated goal and objective of both the City's Comprehensive Plan and the CRA's Downtown Redevelopment Area Plan. This project also achieves City and CRA sustainability goals by incorporating green development techniques. While these green techniques are described in greater detail elsewhere in this document, they include sustainable site design, water efficiency, energy conservation, and use of sustainable materials and resources.



LAND USE

HIGHEST & BEST USE

With little remaining vacant land within the City's central business district, it is important to maximize use of these properties and get the greatest economy of scale. The City's own appraisal identifies the highest and best use as a "multi-story mixed-use development consisting of retail, office, and residential uses." Consistent with the appraisal's defined highest and best use, the proposed infill redevelopment project includes a five story hotel with 132 rooms, a restaurant, lounge, and ±3,500 square feet of retail space. **All uses have sidewalk access and serve to interact with the pedestrian realm along the street front.**

The proposed mixed-use development will complement the surrounding office, retail, and entertainment uses in Downtown Gainesville. The site's central location makes other downtown Gainesville destinations easily accessible by walking, biking, or public transportation.

Whether developed under the current Central City Zoning District / Traditional City Special Area Plan or the proposed T-6 Transect Zone, the proposed mixed-use building will develop consistent with the City's development standards. The team knows these are in place to enhance the users experience and create a pedestrian-scaled environment, i.e. landscape zones, sidewalk zones, building frontage zones, glazing, and street edge alignment. The proposed loggia along SW 1st Avenue is one example of how the mixed-use building will create a pedestrian friendly, human-scaled environment.



City of Gainesville Future Land Use - MUH



City of Gainesville Zoning - Central City District

PERMITTED USES IN TRANSECT ZONES

Buildings and properties in each Transect Zone shall conform to the uses listed in the table below. Those uses listed with a "P" are permitted by right; those listed with an "S" are permitted only by special use permit; those listed with a "-" are not permitted. The "See section" column refers to section numbers where specific regulations may apply to a permitted use.

| | See section | T-3 | T-4 | | | | T-5 | T-6 |
|--|-------------|-----|-----|----|---|----|-----|-----|
| | | R | OR | M1 | C | M2 | | |
| NON-RESIDENTIAL | | | | | | | | |
| Alcoholic beverage establishment | 30-6.3 | - | - | - | - | P | P | P |
| Assisted living facility | | - | - | P | P | P | P | P |
| Bed & Breakfast establishments | 30-6.4 | - | S | P | P | P | P | P |
| Business services | | - | - | P | P | P | P | P |
| Car wash facilities | 30-6.5 | - | - | - | - | P | P | - |
| Civic, social & fraternal organizations | | S | P | P | P | P | P | P |
| Day care center | 30-6.7 | - | S | P | P | P | P | P |
| Drive-through facility | 30-6.9 | - | - | - | - | P | P | P |
| Emergency shelter | | - | - | - | - | P | P | P |
| Equipment rental and leasing, light | | - | - | - | - | P | P | P |
| Farmers market | 30-6.11 | - | - | - | P | P | P | P |
| Food distribution for the needy | 30-6.12 | - | - | - | - | - | S | S |
| Funeral homes and crematories | 30-6.13 | - | - | - | - | - | P | P |
| Gasoline/alternative fuel station | 30-6.14 | - | - | - | - | P | P | - |
| Hotel | | - | - | - | - | P | P | P |
| Research development & testing facilities | | - | - | - | - | P | P | P |
| Residences for destitute people | 30-6.24 | - | - | - | - | - | S | S |
| Restaurant | | - | - | S | P | P | P | P |
| Retail sales | | - | - | - | P | P | P | P |
| School, elementary, middle & high (public & private) | 30-6.26 | S | S | P | P | P | P | P |
| Scooter and electric golf cart sales | 30-6.27 | - | - | - | - | P | P | - |
| Social service facilities | 30-6.30 | - | - | - | - | - | P | P |
| Skilled nursing facility | | - | - | - | - | P | P | P |
| Vehicle sales and rental (no outdoor display) | 30-6.32 | - | - | - | - | P | P | P |
| Vehicle services | 30-6.33 | - | - | - | - | P | P | - |
| Vehicle repair | 30-6.33 | - | - | - | - | P | - | - |
| Veterinary services | 30-6.34 | - | - | - | S | P | P | P |
| Vocational/Trade school | | - | - | - | S | P | P | P |

DEVELOPMENT DATA

The infill redevelopment site is located in the heart of Downtown Gainesville. The sites' existing Future Land Use (FLU) is Mixed-Use High Intensity and the Zoning is Central City District (CCD) with the Traditional City Special Area Plan overlay. This site is also included in the City's proposed Form Based Code area. The proposed FLU designation under the Form Based Code would be Urban Core and the zoning would be T-6, the most intense urban use contained in the plan.

The proposed mixed-use building with hotel, restaurant, lounge, and retail uses is permitted under both the current and proposed FLU designations and zoning districts. The proposed building is also consistent with the dimensional requirements, maximum building heights, and setback / build-to lines for either regulatory scenario.



PROPOSED FACILITY

loggja sidewalk view

URBAN DESIGN CONCEPT, SITE PLAN FLOW, STREET FRONTAGES, ORIENTATION CONCEPTS, & PEDESTRIAN SCALE AMENITIES

The proposed hotel mixed-use redevelopment project will utilize an entire City block in downtown Gainesville. This is an ideal location for the proposed infill project as numerous visitors travel to the City each year for cultural events, work, sporting events, and graduations. The site is also conveniently located near rapidly developing Innovation Square which is attracting and growing businesses that will bring travelers to Gainesville. The proposed mixed-use hotel, dining and retail development will contribute to the existing synergy.

The building's main facade will be along SW 1st Avenue. The mixed-use building will maximize frontage along SW 1st Street as well as SW 1st Avenue. Pedestrians will have access to the hotel, restaurant, lounge, and retail space from SW 1st Avenue. This will appropriately complement the other restaurant, office, and entertainment uses along this portion of SW 1st Avenue which already attracts a number of pedestrians along this corridor. The mixed-use project will also have a presence along SW 2nd Street with access to other retail spaces.

The Hotel's grand entrance at the corner of SW 1st Avenue and SW 1st Street. This will serve as a natural focal point for pedestrians and motorists seeking lodging, retail and entertainment options along SW 1st Avenue, and those heading south from University Avenue on the one-way SW 1st Street. The retail spaces are strategically placed at the northwest and southwest corners of the building to maximize exposure and simplify access for pedestrians along SW 1st Avenue, SW 2nd Street, and SW 2nd Avenue sidewalks.



SW 2nd Street and SW 2nd Avenue view

The quality of a lodging facility's physical improvements has a direct influence on marketability, attainable occupancy, and average room rate. The design and functionality of the structure can also affect operating efficiency and overall profitability. The Proposed AC Hotel by Marriott Gainesville will be a select-service lodging facility containing 153 rentable units.

ARCHITECTURAL STYLE/HOTEL BRAND

Founded in 1998 by Antonio Catalán, AC Hotels has nearly 80 properties located in Spain, Italy, France and Portugal. AC Hotels and Marriott formed a joint venture in 2011, leveraging the unique style and design of these upscale urban-inspired hotels with the portfolio power and distribution of Marriott International.

AC Hotels by Marriott provides innovative spaces of freedom and comfort, with a style that defines the most contemporary hospitality – the unmistakable AC style. This brand targets travelers searching for a design-led hotel in a great location. Sleek, sophisticated European inspired aesthetics bring the culture of the location alive to support our guests' experience. The public space in AC Hotels by Marriott has a crisp, linear design, and features carefully curated museum-quality artifacts. The AC Lounge creates a dynamic atmosphere, offering evening cocktails, quality wines, beverages and "small plate" food offerings. The signature AC Guestroom boasts sleek European-inspired design with sophisticated furnishings and dramatic retail-inspired lighting. Each hotel has a minimum of one medium-sized meeting room for business and social events.

AC
HOTELS

AC Hotels By Marriott, gainesville, fl

MARRIOTT



design program



Site Area: Approx. 39,500 sf (.91 acres)

Brand: AC Hotels by Marriott

Total Stories: 5 Stories

Guestrooms: 132 total (33 Keys per Floor)

Total Area: 82,220 HSF

Hotel: 78,570 HSF

Retail: 3,650 HSF

Parking: On Street & Adjacent Public Parking Structure



HOTEL DATA

5 Stories
 132 Guestrooms (33 Keys per floor)

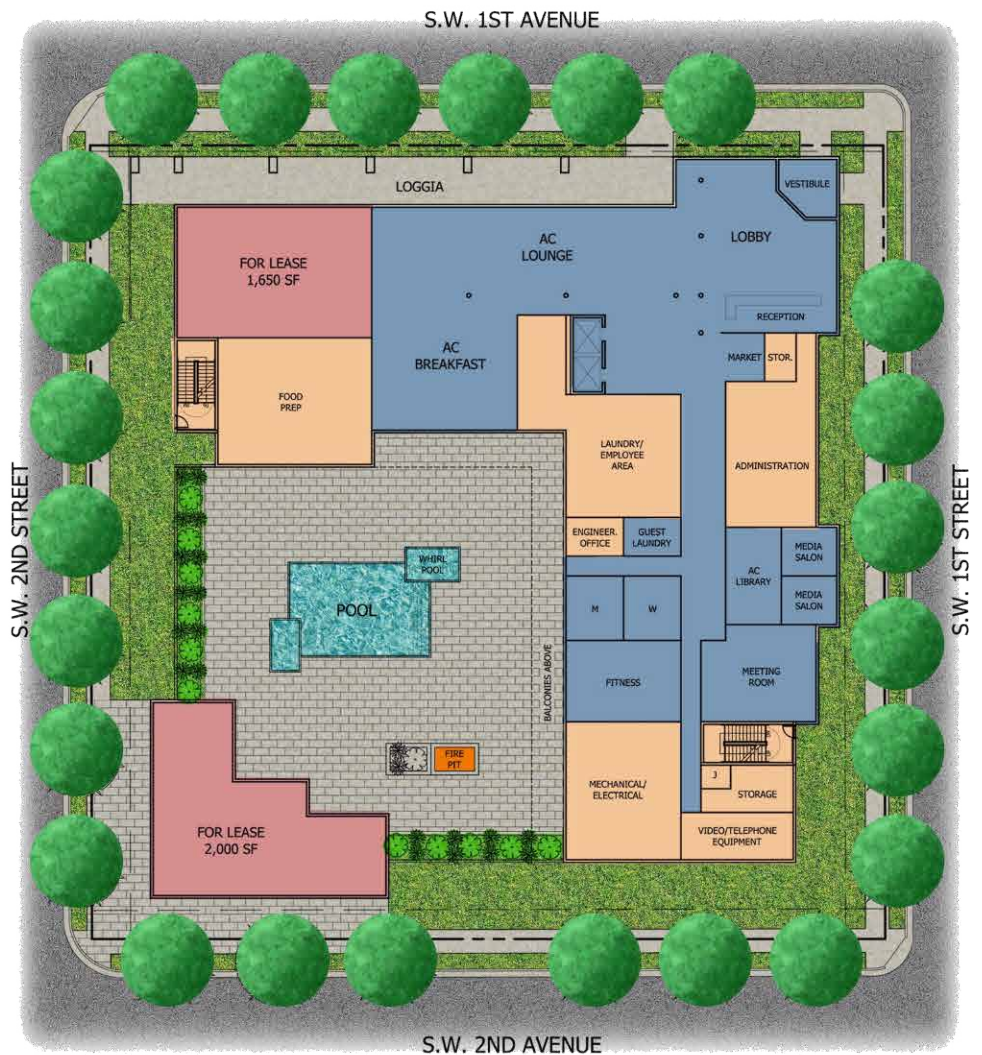
First Floor Area:
 19,700 sf (includes leasable space)

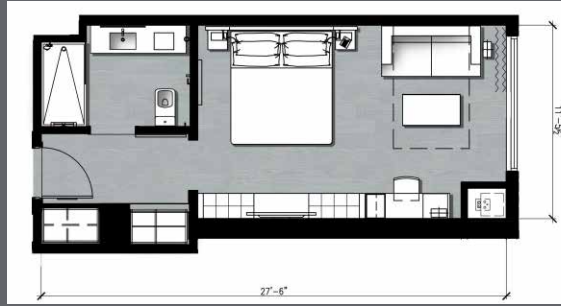
Typical Floor Area: 15,630 sf

Heated SF Totals:

Hotel: 78,570 hsf
 Retail: 3,650 hsf
 TOTAL: 82,220 hsf

AC Hotel Gainesville
 Gainesville, Florida





HOTEL DATA

- 5 Stories
- 132 Guestrooms (33 Keys per floor)
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- Typical Floor Area: 15,630 sf
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 TOTAL: 82,220 hsf

AC Hotel Gainesville
 Gainesville, Florida





SUSTAINABLE DESIGN

Causeaux, Hewett, & Walpole (CHW), and proposed subconsultants have impeccable credentials in sustainable design; we are committed to these goals. CHW has provided site design for over **30** LEED certified buildings. *These include some of the City's of Gainesville's first LEED and Green Globe certified projects, such as the School Board of Alachua County's Meadowbrook Elementary School and RTS Bus Fleet Maintenance Administration Building.*

Below are just a few Sustainable Design Projects we have participated in.



RTS Administration Bldg



Innovation HUB at UF



Mercedes Benz of GNV



Kangaroo Express 1416

| Project Name | Owner | Level | Services Provided |
|---|-------------|-----------|----------------------------------|
| RTS Administration Building | City of GNV | Silver | Engineering, Surveying, CEI |
| IFAS Biological & Agricultural | UF | Certified | Engineering |
| Law School, Legal information Center | UF | Certified | Engineering |
| Mary Ann Cofrin-Harn Pavilion | UF | Certified | Engineering |
| McGuire Center for Lepidoptera Research | UF | Certified | Engineering, Surveying |
| NIMET Nanoscale Research Facility | UF | Certified | Engineering, Surveying |
| Brooks College of Health | UNF | Certified | Engineering |
| Hazardous Material Storage building | UCF | Certified | Engineering |
| Counseling & Wellness Center | UF | Gold | Engineering, Surveying |
| Physical Sciences | UCF | Gold | Engineering |
| Chemical Engineering Addition | UF | Gold | Engineering, Surveying, CEI |
| Elementary School H (Meadowbrook) | ACPS | Gold | Engineering, Surveying |
| UF EH&S Expansion | UF | Gold | Engineering, Surveying, CEI |
| Florida Innovation Hub | UF | Gold | Engineering, Surveying, CEI |
| IFAS Conference Center | UF | Gold | Engineering, Surveying, CEI |
| Physical Sciences Phase 2 | UCF | Gold | Engineering |
| Public Safety | UCF | Gold | Engineering |
| Patel Center | USF | Gold | Engineering, Surveying |
| Alachua County Fire Station No. 10 | AC | Silver | Engineering, Surveying |
| FSU MRB (Materials Research Bldg) | FSU | Silver | Engineering |
| Graham Center at Pugh Hall | UF | Silver | Engineering, Surveying |
| Library West Additions | UF | Silver | Engineering, Surveying |
| Mercedes Benz of Gainesville | Scot Mcrae | Silver | Engineering, Surveying, Planning |
| Westwood Middle School | ACPS | Silver | Engineering, Surveying |
| Campus USA | C. USA | Silver | Engineering, Surveying, CEI |
| GRACE One-stop | CoG | Silver | Engineering, Planning |
| Alachua County Fire Station No. 17 | AC | Silver | Engineering, Surveying |
| Aero Propulsion Building | FSU | Silver | Engineering, CEI |
| Free Electron Laser Building | FSU | Silver | Engineering, Surveying |
| Oak Hall Media Center | Oak Hall | Silver | Engineering, Surveying, CEI |
| Gator Sports Shop | UF | Gold | Engineering, Surveying, CEI |
| Tennis Practice Facility | UF | Gold | Engineering, Surveying, CEI |
| Auxiliary Library and High Density Storage Facility | UF | Gold | Engineering, Surveying, CEI |
| Kangaroo 1416 | The Pantry | Certified | Engineering, Surveying |

The Kangaroo Express Station on the corner of 16th and Main Street is the first LEED Certified Gas Station in the State of Florida.

BUILDING DESIGN PRACTICES

Green building occupants are healthier and more productive; they provide better indoor air quality and lighting; and enhance the community and the people that work in and utilize them. Green buildings help reduce capital and operating costs, as well as reduce energy and water consumption.



FUNCTIONALITY Multifunctional, **flexible**.

Designed for efficiency and a streamlined service model. The bar is the focal point of the space. Seating areas are distinct and can be **cross utilized**, accommodating B&F operations throughout the day. The Back of House kitchen can easily service all B&F spaces.

LIGHTING Natural morning light fades to a **warm**

and **vibrant** evening scene. An integrated lighting systems creates **unique zones** and captures textural features throughout the space, appropriate for those reading in the Library, savoring nibbles in the lounge, or chilling in the lobby.

MUSIC The **progressive** music scene is eclectic

and invigorating. Break beats and a modern inspired playlist dominate the night scene as socialites gather for hob knobbing and nightly revelry.



Marriott Confidential and Proprietary Information

PUBLIC/PRIVATE PARTNERSHIP OPPORTUNITIES

The proposed project will maximize use of the site by developing a ±82,000 sq. ft. building on the ±0.91 acre site. To make best-use of the site, Bedford Lodging proposes to enter into an agreement with the City of Gainesville to provide parking in the adjacent parking garage and utilize existing capacity in the City's SW 5th Avenue stormwater basin. Additionally, the proposed infill redevelopment project will remove property from City ownership and add it to the City's tax roll. The intensity of the development proposed will help maximize the City's tax return on this property.

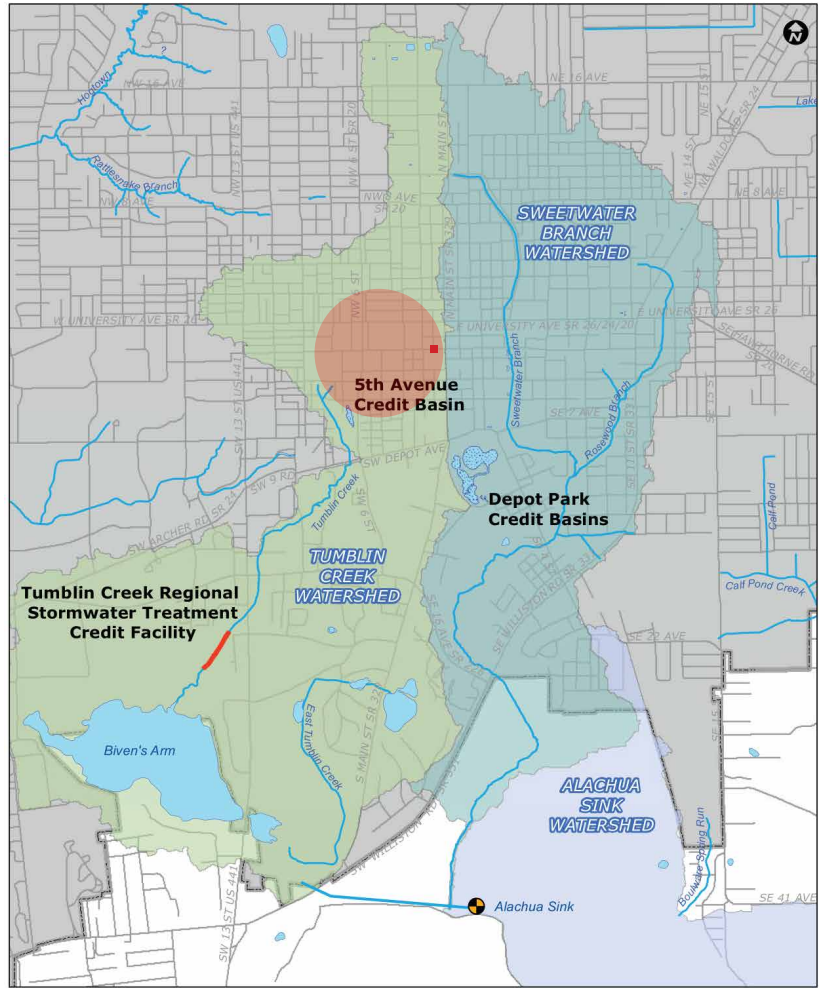
PARKING

Bedford Lodging intends to enter into an agreement with the City of Gainesville to reserve 160 parking spaces in the City's adjacent Southwest Downtown Parking Garage. It is also intended that hotel patrons will utilize existing on-street parking spaces during check-in activities before receiving a parking pass for the garage.

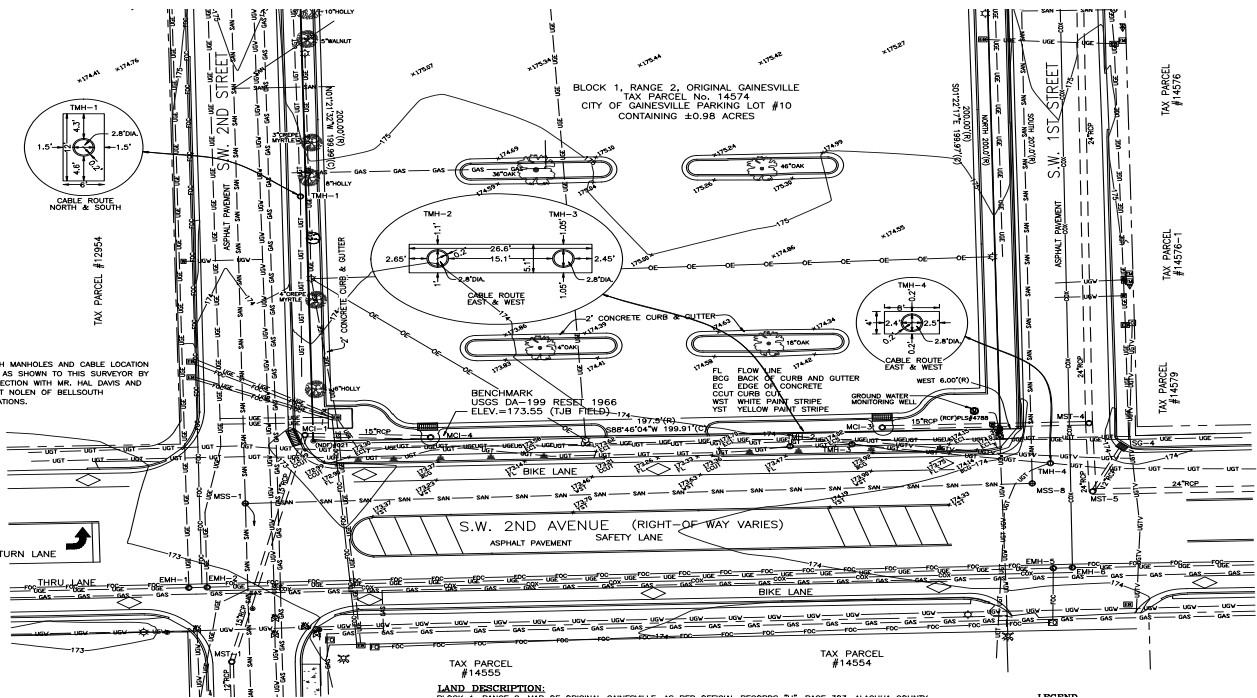


STORMWATER

Bedford Lodging intends to enter into an agreement with the City of Gainesville to reserve capacity in the **City's SW 5th Avenue Master Basin**. Based on current stormwater pollutant loads for this basin, adequate capacity exists to handle 100% of the water quality treatment for a high-intensity commercial use on a ±1 acre site. Since the site is currently nearly 100% paved, the proposed development plan will not increase the site's stormwater run-off. In fact, it will likely reduce the amount of impervious surface and the site's stormwater run-off. Therefore, minimal or no on-site stormwater retention is anticipated to meet stormwater quantity standards.



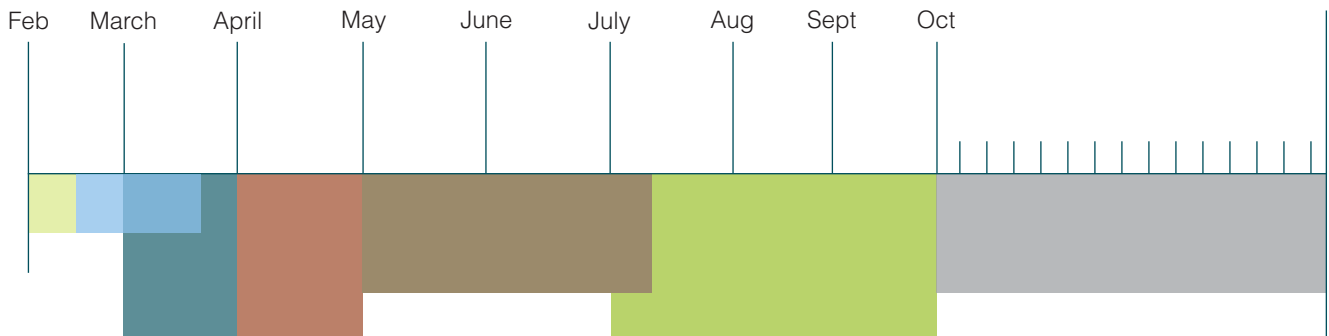
SW 5th Avenue Credit Basin
 Projects supported include University Corners (left), West University Lofts (center), and University of Florida Innovation Hub (right).



SCHEDULE OF WORK

Throughout the process, our team will function as an extension of your staff, accessible and ready to respond to the stakeholders and Masterplan effort. And, throughout the project, we will create a thoroughly documented process that allows continued support as projects are implemented.

| | | | |
|--|---------------|---|-------------------|
| | February 2015 | Preliminary Design / Site Planning Refinement | 2 week duration |
| | March 2015 | Marriott Franchise Approval | 4 week duration |
| | April 2015 | Schematic Design / Marriott 30% Submittal | 4 week duration |
| | May 2015 | Design Development (DD's) | 4 week duration |
| | June 2015 | Construction Documents (CD's) | 9 week duration |
| | July 2015 | Permitting (SJRWMD, FDEP, GRU, City) | 36 week duration |
| | Oct 2015 | Break Ground / Construction | 14 month duration |



REGULATORY APPROVAL PROCESS

CHW is a key project team member because they are ingrained and well versed with the City of Gainesville's Comprehensive Plan, Land Development Code, and regulatory approval process. CHW will provide leadership to guide the development team preparing development plans, coordinating with the City's Planning, Building, Public Works, GRU, the CRA, and presenting the final product to the City's Development Review Board (DRB) for approval.

Regulatory Approval Timeline

| Task | Estimated Date |
|--|-----------------------------|
| Site Design / Development Plan Preparation | February 2015 to April 2015 |
| First-Step Meeting | March 2015 |
| Neighborhood Workshop | March 2015 |
| Development Plan Submittal / Permitting | April 2015 |
| Development Review Board Public Hearing | July 2015 |
| Development Order Issued | August 2015 |
| Construction Begins | September 2015 |

ECONOMIC DEVELOPMENT IMPACT ANALYSIS

The effect of the tourism and hospitality trades within an urban downtown are unparalleled. In 2012, the State of Florida received nearly \$75 Billion dollars in spending, with \$11 Billion in tax receipts. This revenue created 811,329 jobs alone within our State. **Financial impacts from the destination Marketing Association International show that direct spending in over \$375 dollars for each stay, in addition to the \$300 job creation portion.**

Consideration of the highest and best use for Lot 10 must focus on not only who can bring the project to fruition, but who can deliver the best project yielding the City's highest and best. The City has requested a mixed-use building upon the nearly one-acre site. Establishing an anchor for Gainesville's guests and visitors does more than merely create a place for lodging. While offices close at 5:00, a hotel keeps a City alive.



Revenue generated from the real property value, combined with the tourist tax is a small portion of the community's reward. For each visitor to Gainesville multiple meals will be purchased within the community, in addition to souvenirs, mementos, supplies for recreation, fuel, etc. And, that's just on their first visit. Tourist invest their dollars in our restaurants, shops, attractions, and overall economy.

Creation of a destination for visitors is the catalyst for generating an economic return on investment beyond property tax. The destination reinforces the economic strength of the entire downtown and City.

ESTIMATED ECONOMIC IMPACT OF 132 ROOM AC BY MARRIOTT GAINESVILLE DOWNTOWN

Please note that all statements and estimates below are based on projections of economic impact of construction and operations of downtown hotels.

- Total direct hotel investment for design and construction is estimated to be \$20 Million.
- Hotel construction is estimated to generate 200 jobs and construction expenditures are estimated to generate 250 jobs.
- Construction is estimated to generate direct household earnings of \$8 Million and is estimated to generate indirect household earnings of \$7 Million.
- Once open, the hotel's annual operating expenditures are estimated to be \$4 Million.
- The hotel is estimated to have a staff of 60 full and part-time employees.
- Once open, the hotel's annual operating expenditures are estimated to generate direct household earnings of \$1.7 Million over a 10 year period of time anticipated \$18.4 million in payroll.
- Total sales over a 10 year period of time is \$68 million.
- Once open, the hotel is estimated to generate, on average over the first 10 years, \$1,140,000 per year in taxes. This estimate comes from \$380,000 per year in Bed Tax, \$500,000 per year in Sales Tax, \$200,000 per year in Property Tax, and \$60,000 per year in Tangible Tax. \$10,000,000 in taxes over a 10 year period.
- Total estimated impact over a 10 year period of time including construction and operation in access of \$90 million.



PROFORMA

PROFORMA STATEMENT (\$ in 000s)

AC - Gainesville, FL

Based on Desk Top UW

| |
|------------------|
| Fiscal Year: |
| Days in Year: |
| Number of Rooms: |
| Rooms Available: |
| Occupied Rooms: |

| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
|------------------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| | 2016/2017 | 2017/2018 | 2018/2019 | 2019/2020 | 2020/2021 | 2021/2022 | 2022/2023 | 2023/2024 | 2024/2025 | 2025/2026 |
| Days in Year: | 366 | 365 | 365 | 365 | 366 | 365 | 365 | 365 | 366 | 365 |
| Number of Rooms: | 132 | 132 | 132 | 132 | 132 | 132 | 132 | 132 | 132 | 132 |
| Rooms Available: | 48,312 | 48,180 | 48,180 | 48,180 | 48,312 | 48,180 | 48,180 | 48,180 | 48,312 | 48,180 |
| Occupied Rooms: | 31,383 | 35,147 | 36,149 | 36,151 | 36,250 | 36,151 | 36,151 | 36,149 | 36,248 | 36,149 |

| |
|---------------|
| Occupancy: |
| Average Rate: |
| RevPAR: |

| | | | | | | | | | | | | | | | | | | | | |
|---------------|-----------|-----|-----------|-------|-----------|------|-----------|------|-----------|------|-----------|------|-----------|------|-----------|------|-----------|------|-----------|------|
| Occupancy: | 65.0% | N/A | 73.0% | 12.3% | 75.0% | 2.8% | 75.0% | 0.0% | 75.0% | 0.0% | 75.0% | 0.0% | 75.0% | 0.0% | 75.0% | 0.0% | 75.0% | 0.0% | 75.0% | 0.0% |
| Average Rate: | \$ 146.77 | N/A | \$ 158.37 | 7.9% | \$ 163.12 | 3.0% | \$ 168.01 | 3.0% | \$ 173.05 | 3.0% | \$ 178.24 | 3.0% | \$ 183.59 | 3.0% | \$ 189.10 | 3.0% | \$ 194.77 | 3.0% | \$ 200.61 | 3.0% |
| RevPAR: | \$ 95.34 | N/A | \$ 115.53 | 21.2% | \$ 122.39 | 5.9% | \$ 126.06 | 3.0% | \$ 129.85 | 3.0% | \$ 133.74 | 3.0% | \$ 137.75 | 3.0% | \$ 141.88 | 3.0% | \$ 146.13 | 3.0% | \$ 150.52 | 3.0% |

Revenue

| |
|-------------------------------|
| Rooms |
| Food & Beverage |
| Telephone |
| Minor Operating Departments |
| Rentals & Other |
| Total Revenue |
| Departmental Expenses |
| Rooms |
| Food & Beverage |
| Telephone |
| Minor Operating Departments |
| Rentals & Other |
| Total Dept. Expenses |
| Gross Operating Income |
| Deductions From Income |
| Administrative & General |
| Sales & Marketing |
| Utilities |
| Franchise Fees |
| Repairs & Maintenance |
| Total Undist. Op. Exp. |
| Gross Operating Profit |
| Fixed Expenses |
| Taxes |
| Insurance |
| Management Fee |
| FF&E Reserve |
| Leases |
| Total Fixed |
| NOI |

| | Amount | % of Total | Amount | % of Total | Amount | % of Total | Amount | % of Total | Amount | % of Total | Amount | % of Total | Amount | % of Total | Amount | % of Total | Amount | % of Total | Amount | % of Total | | |
|-------------------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|-------------------|--------------|
| Rooms | \$ 4,606 | 90.8% | \$ 5,566 | 91.5% | \$ 5,897 | 91.6% | \$ 6,074 | 91.6% | \$ 6,273 | 91.6% | \$ 6,444 | 91.6% | \$ 6,637 | 91.6% | \$ 6,836 | 91.6% | \$ 7,060 | 91.6% | \$ 7,252 | 91.6% | | |
| Food & Beverage | 312 | 6.2% | 351 | 5.8% | 369 | 5.7% | 381 | 5.7% | 392 | 5.7% | 404 | 5.7% | 416 | 5.7% | 428 | 5.7% | 441 | 5.7% | 454 | 5.7% | 454 | 5.7% |
| Telephone | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% |
| Minor Operating Departments | 155 | 3.1% | 165 | 2.7% | 172 | 2.7% | 177 | 2.7% | 183 | 2.7% | 188 | 2.7% | 194 | 2.7% | 199 | 2.7% | 206 | 2.7% | 212 | 2.7% | 212 | 2.7% |
| Rentals & Other | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% |
| Total Revenue | 5,073 | 100.0% | 6,083 | 100.0% | 6,438 | 100.0% | 6,631 | 100.0% | 6,848 | 100.0% | 7,035 | 100.0% | 7,246 | 100.0% | 7,463 | 100.0% | 7,707 | 100.0% | 7,918 | 100.0% | | |
| Departmental Expenses | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | % of Dept | |
| Rooms | 883 | 19.2% | 973 | 17.5% | 1,015 | 17.2% | 1,045 | 17.2% | 1,079 | 17.2% | 1,109 | 17.2% | 1,142 | 17.2% | 1,176 | 17.2% | 1,215 | 17.2% | 1,248 | 17.2% | 1,248 | 17.2% |
| Food & Beverage | 257 | 82.3% | 277 | 79.0% | 285 | 77.1% | 293 | 77.1% | 302 | 77.1% | 311 | 77.1% | 320 | 77.1% | 330 | 77.1% | 340 | 77.1% | 350 | 77.1% | 350 | 77.1% |
| Telephone | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% |
| Minor Operating Departments | 101 | 64.8% | 105 | 63.2% | 108 | 62.8% | 111 | 62.8% | 115 | 62.8% | 118 | 62.8% | 122 | 62.8% | 125 | 62.8% | 129 | 62.8% | 133 | 62.8% | 133 | 62.8% |
| Rentals & Other | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% |
| Total Dept. Expenses | 1,240 | 24.4% | 1,354 | 22.3% | 1,407 | 21.9% | 1,450 | 21.9% | 1,497 | 21.9% | 1,538 | 21.9% | 1,584 | 21.9% | 1,631 | 21.9% | 1,684 | 21.9% | 1,731 | 21.9% | 1,731 | 21.9% |
| Gross Operating Income | 3,833 | 75.6% | 4,728 | 77.7% | 5,031 | 78.1% | 5,182 | 78.1% | 5,351 | 78.1% | 5,497 | 78.1% | 5,662 | 78.1% | 5,832 | 78.1% | 6,023 | 78.1% | 6,187 | 78.1% | 6,187 | 78.1% |
| Deductions From Income | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | |
| Administrative & General | 503 | 9.9% | 543 | 8.9% | 565 | 8.8% | 582 | 8.8% | 601 | 8.8% | 617 | 8.8% | 636 | 8.8% | 655 | 8.8% | 677 | 8.8% | 695 | 8.8% | 695 | 8.8% |
| Sales & Marketing | 322 | 6.3% | 348 | 5.7% | 362 | 5.6% | 373 | 5.6% | 385 | 5.6% | 395 | 5.6% | 407 | 5.6% | 419 | 5.6% | 433 | 5.6% | 445 | 5.6% | 445 | 5.6% |
| Utilities | 213 | 4.2% | 222 | 3.7% | 230 | 3.6% | 237 | 3.6% | 244 | 3.6% | 251 | 3.6% | 259 | 3.6% | 266 | 3.6% | 275 | 3.6% | 283 | 3.6% | 283 | 3.6% |
| Franchise Fees | 368 | 8.0% | 440 | 7.9% | 466 | 7.9% | 480 | 7.9% | 496 | 7.9% | 509 | 7.9% | 524 | 7.9% | 540 | 7.9% | 558 | 7.9% | 573 | 7.9% | 573 | 7.9% |
| Repairs & Maintenance | 215 | 4.2% | 232 | 3.8% | 246 | 3.8% | 258 | 3.9% | 267 | 3.9% | 274 | 3.9% | 282 | 3.9% | 290 | 3.9% | 300 | 3.9% | 308 | 3.9% | 308 | 3.9% |
| Total Undist. Op. Exp. | 1,621 | 31.9% | 1,786 | 29.4% | 1,868 | 29.0% | 1,929 | 29.1% | 1,992 | 29.1% | 2,047 | 29.1% | 2,108 | 29.1% | 2,171 | 29.1% | 2,242 | 29.1% | 2,303 | 29.1% | 2,303 | 29.1% |
| Gross Operating Profit | 2,212 | 43.6% | 2,943 | 48.4% | 3,163 | 49.1% | 3,253 | 49.1% | 3,359 | 49.1% | 3,451 | 49.1% | 3,554 | 49.1% | 3,661 | 49.0% | 3,780 | 49.1% | 3,884 | 49.0% | 3,884 | 49.0% |
| Fixed Expenses | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | % of Total | |
| Taxes | 170 | 3.3% | 175 | 2.9% | 180 | 2.8% | 185 | 2.8% | 191 | 2.8% | 196 | 2.8% | 202 | 2.8% | 208 | 2.8% | 215 | 2.8% | 221 | 2.8% | 221 | 2.8% |
| Insurance | 73 | 1.4% | 75 | 1.2% | 77 | 1.2% | 79 | 1.2% | 82 | 1.2% | 84 | 1.2% | 87 | 1.2% | 89 | 1.2% | 92 | 1.2% | 95 | 1.2% | 95 | 1.2% |
| Management Fee | 152 | 3.0% | 182 | 3.0% | 193 | 3.0% | 199 | 3.0% | 205 | 3.0% | 211 | 3.0% | 217 | 3.0% | 224 | 3.0% | 231 | 3.0% | 238 | 3.0% | 238 | 3.0% |
| FF&E Reserve | 254 | 5.0% | 304 | 5.0% | 322 | 5.0% | 332 | 5.0% | 342 | 5.0% | 352 | 5.0% | 362 | 5.0% | 373 | 5.0% | 385 | 5.0% | 396 | 5.0% | 396 | 5.0% |
| Leases | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% | 0 | 0.0% |
| Total Fixed | 649 | 12.8% | 736 | 12.1% | 772 | 12.0% | 795 | 12.0% | 821 | 12.0% | 843 | 12.0% | 869 | 12.0% | 895 | 12.0% | 924 | 12.0% | 949 | 12.0% | 949 | 12.0% |
| NOI | \$ 1,564 | 30.8% | \$ 2,207 | 36.3% | \$ 2,391 | 37.1% | \$ 2,458 | 37.1% | \$ 2,538 | 37.1% | \$ 2,607 | 37.1% | \$ 2,686 | 37.1% | \$ 2,766 | 37.1% | \$ 2,856 | 37.1% | \$ 2,934 | 37.1% | \$ 2,934 | 37.1% |



PROFORMA

| IRR - Proforma | | | | | | | | | | | | |
|------------------------|--------------------|----------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Cap Rate | 9.0% | | Int Rate | 5.0% | | | | | | | | |
| YR | 10 | | Term yrs | 25 | | | | | | | | |
| Type of Debt Payment | 25 Yr Amortization | | Closing Costs | 3.0% | | | | | | | | |
| | | Per key: | | | | | | | | | | |
| Unlever Value | \$20,128 | 152.0 | | | | | | | | | | |
| LTV | 70.0% | | | | | | | | | | | |
| Loan | \$14,090 | | | | | | | | | | | |
| | | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 |
| | | | 2016/2017 | 2017/2018 | 2018/2019 | 2019/2020 | 2020/2021 | 2021/2022 | 2022/2023 | 2023/2024 | 2024/2025 | 2025/2026 |
| Cashflow | | | 1,564 | 2,207 | 2,391 | 2,458 | 2,538 | 2,607 | 2,686 | 2,766 | 2,856 | 2,934 |
| Disposition | | | - | - | - | - | - | - | - | - | - | 32,604 |
| Debt Payment | | | 988 | 988 | 988 | 988 | 988 | 988 | 988 | 988 | 988 | 988 |
| Interest Payment | | | 704 | 690 | 675 | 660 | 643 | 626 | 608 | 589 | 569 | 548 |
| Principal Payment | | | 284 | 298 | 313 | 329 | 345 | 362 | 380 | 399 | 419 | 440 |
| Capital Work | | | - | - | - | - | - | - | - | - | - | - |
| Payoff | | | - | - | - | - | - | - | - | - | - | 10,519 |
| Closing Costs | | | - | - | - | - | - | - | - | - | - | 316 |
| Total | (6,038) | | 575 | 1,218 | 1,402 | 1,469 | 1,550 | 1,619 | 1,697 | 1,778 | 1,868 | 23,716 |
| Cash on Cash | | | 9.5% | 20.2% | 23.2% | 24.3% | 25.7% | 26.8% | 28.1% | 29.4% | 30.9% | 32.2% |
| Leveraged IRR | 34.1% | | | | | | | | | | | |
| Unleveraged IRR | 16.5% | | | | | | | | | | | |

Financial Analysis and Capacity



STATEMENT OF FACT

I, Jeffrey Blackman, on behalf of Bedford Hospitality, LLC and under penalty or perjury, do certify that the following statements of fact and information provided herein are true and correct to the best of my knowledge and belief:

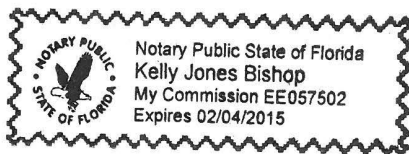
1. Bedford Lodging, LLC and its founding member, Jeffrey Blackman, and other investment partners have three development projects totaling \$55MM under construction and under development. The projects will be funded through equity investments and first mortgage financing.
2. Bedford Lodging, LLC currently has investment partners with net assets in excess of \$500MM and strong lending relationships as stated in the supporting letter from Texas Capital Bank in Dallas, TX.
3. Western International, a Dallas based private hotel Development Company, which Jeffrey Blackman was previously a partner and Executive Vice President, developed and/or owned over 25 hotels in his tenure with the company, ultimately disposing of a portfolio of assets for over \$200 mm. The portfolio sale generated economic returns to the investors a return of over 30% on invested capital.
4. Bedford Lodging, LLC welcomes the City of Gainesville to access the inspection of any and all financial statements, tax returns, and qualifications in order for the City to have a level of comfort moving forward with this project. Bedford Lodging will at all times attempt to get any requests for information to the City in a prompt and timely manner.

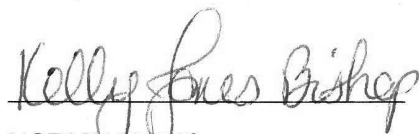
BEDFORD LODGING, LLC
 By: 
 Jeffrey Blackman, President/Managing Member

STATE OF FLORIDA
 COUNTY OF ALACHUA

I hereby certify that the foregoing Statements of Fact was acknowledged before me this 17th day of December, 2014 by Jeffrey Blackman, who is personally known to me or () has produced _____ identification.

(AFFIX NOTARY STAMP)




 NOTARY PUBLIC

My commission expires: 2/4/15



December 15, 2014

To Whom It May Concern:

This letter confirms that Bedford Lodging LLC and its partners and affiliates are customers of Texas Capital Bank with capacity to fund the development of multiple hotels.

Texas Capital Bank would give serious consideration to providing first mortgage financing for a project sponsored by Bedford Lodging and its affiliates. Texas Capital has had a long, mutually beneficial relationship with Jeff Blackman during his tenure with Western International and Bedford Lodging and looks forward to financing additional projects in the future.

Should you require verification or wish to discuss, please contact me at 214-932-6897.

Sincerely,

TEXAS CAPITAL BANK, N.A.



Tim A. Harrigan
Executive Vice President



**Bedford
Lodging**

Bedford Lodging Development Pipeline

| | | |
|--|-----------|--|
| 1. Fairfield Inn & Suites-El Paso, TX | 124 Rooms | Under construction, to open 4/2015 |
| 2. Residence Inn by Marriott-Austin, TX | 120 Rooms | Estimated construction start-4/2015 |
| 3. Towneplace Suites by Marriott-Austin, TX | 120 Rooms | Estimated construction start-5/2015 |
| 4. Fairfield Inn & Suites by Marriott-Superior, CO | 110 Rooms | Estimated construction start-9/2015 |
| 5. Residence Inn by Marriott-Pompano Beach, FL | 112 Rooms | Estimated construction start-5/2015 (development services agreement) |
| 6. Residence Inn by Marriott-Oakland Park, FL | 117 Rooms | Estimated construction start-7/2015 (development services agreement) |
| 7. Waterwalk Hotel & Apartments - Houston, TX | 130 Rooms | Estimated construction start-10/2015 |



FRONT ELEVATION



Overview



Pillar Hotels & Resorts

Third Party Management. First Class Expertise.

Pillar Hotels & Resorts is one of the largest hotel management companies in the United States with an expansive portfolio of well-respected hotel brands including Marriott, Hilton, Hyatt and IHG. Founded in 2004, Pillar manages operations for select-service, extended-stay, and full-service hotels across the country.

Owner-ready information technology, scalability, and operational and organizational integrity make Pillar a best-in-class company that consistently delivers exceptional results. We provide highly competent and professional management services and are committed to staffing our hotels with outstanding service personnel.

Pillar at-a-Glance

5,500+

employees

226

properties

21,801

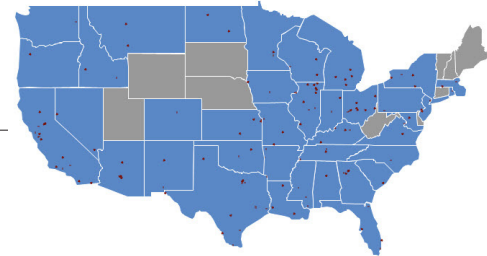
guest rooms

38

states

25

average years



View interactive map online at pillarhotels.com

Our Ranking



2014 HOTEL MANAGEMENT SURVEY

TOP THIRD-PARTY MANAGEMENT COMPANIES

| 2104 rank | 2013 rank | Company name Website | Contact Contact email | Guestrooms third-party managed in the U.S. as of 12/31/13 | Properties third-party managed in the U.S. as of 12/31/13 | Total revenue in dollars for third-party-managed properties in the U.S. for 2013 | Guestrooms third-party managed in the U.S. as of 12/31/12 | Properties third-party managed in the U.S. as of 12/31/12 |
|-----------|-----------|---|--|---|---|--|---|---|
| 1 | 1 | Interstate Hotels & Resorts www.interstatehotels.com | Leslie Ng leslie.ng@interstatehotels.com | 58,134 | 291 | 2,600,000,000 | 61,205 | 337 |
| 2 | 4 | White Lodging Services Corp. www.whitelodging.com | Christine Misiry cmisiry@whitelodging.com | 22,383 | 155 | 869,796,220 | 20,780 | 147 |
| 3 | - | Pillar Hotels & Resorts www.pillarhotels.com | Lauren Aiken lauren.aiken@pillarhotels.com | 21,074 | 222 | 577,588,587 | 20,701 | 213 |
| 4 | 3 | GF Management www.gfhotels.com | Jeffrey Kolessar kolessar@gfhotels.com | 19,911 | 130 | 520,000,000 | 21,971 | 126 |
| 5 | 7 | Crescent Hotels & Resorts | Ariel Sanett | 18,652 | 74 | 720,000,000 | 18,652 | 74 |



Pillar Hotels & Resorts was included in **HOTELS' magazine** as the 55th largest hotel company in the world for 2013, ranked among other management companies and well-known international hotel chains. Pillar was also included in HOTELS' ranking of the Top 50 Hotel Companies based on number of properties.

Fairfield Inn by Marriott



Courtyard by Marriott



SpringHill Suites by Marriott



Residence Inn & TownePlace Suites by Marriott



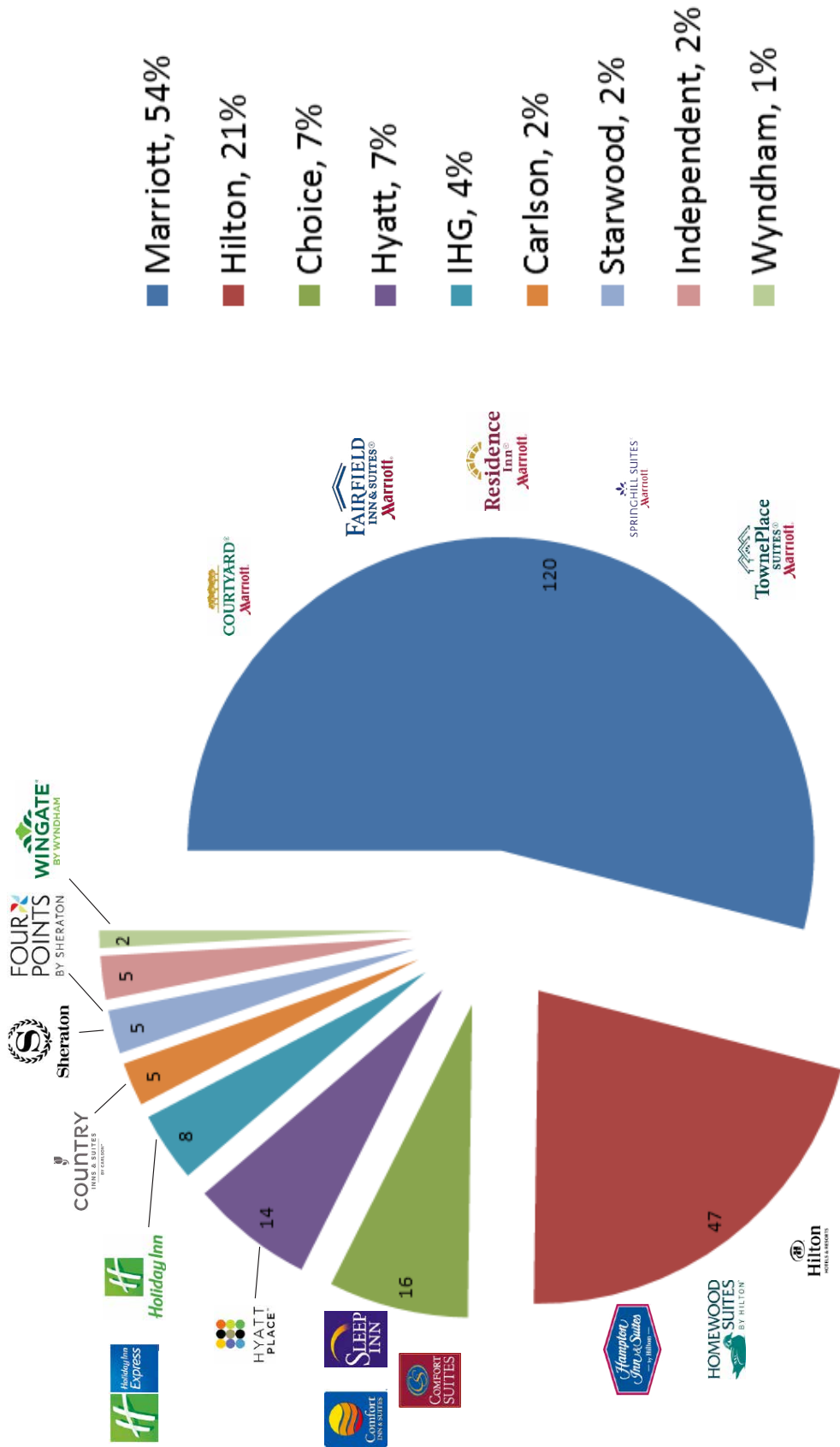
Hyatt Place by Hyatt




Hampton Inn by Hilton



Brand Diversity (222 properties)



 **IRS** DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 09-17-2013

Employer Identification Number:
46-3660736

Form: SS-4

Number of this notice: CP 575 A

BEDFORD LODGING LLC
JEFFREY T BLACKMAN SOLE MBR
5410 MERCEDES AVE
DALLAS, TX 75206

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 46-3660736. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

| | |
|----------|------------|
| Form 941 | 04/30/2014 |
| Form 940 | 01/31/2015 |

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PILLAR HOTELS AND RESORTS, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2010.

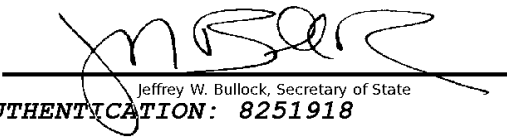
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PILLAR HOTELS AND RESORTS, L.P." WAS FORMED ON THE SEVENTH DAY OF DECEMBER, A.D. 2004.

3892171 8300

100942766

You may verify this certificate online at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8251918

DATE: 09-27-10

ACORD **CERTIFICATE OF LIABILITY INSURANCE** DATE (MM/DD/YYYY) 12/15/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER: Insurance Management Consultants, Inc.
P. O. Box 2490
Davidson NC 28036

CONTACT NAME: _____
PHONE (A/C No.): (704) 799-1600 **FAX (A/C No.):** (704) 799-2955
E-MAIL ADDRESS: _____

INSURER(S) AFFORDING COVERAGE: INSURER A: **RLI Insurance Company** NAIC #: **13056**

INSURED: Overcash Demmitt Architects
2010 South Tryon Street
Suite 1A
Charlotte NC 28203

COVERAGES: CERTIFICATE NUMBER: 10/26/2014 PL REVISION NUMBER: _____

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

| INSR LTR | TYPE OF INSURANCE | ADDL SUBR INSR WVR | POLICY NUMBER | POLICY EFF (MM/DD/YYYY) | POLICY EXP (MM/DD/YYYY) | LIMITS |
|----------|---|--------------------|---------------|-------------------------|-------------------------|--|
| | GENERAL LIABILITY COMMERCIAL GENERAL LIABILITY CLAIMS-MADE <input type="checkbox"/> OCCUR <input type="checkbox"/> | | | | | EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COM/POP AGG \$ |
| | AUTOMOBILE LIABILITY ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> | | | | | COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ |
| | UMBRELLA LIAB EXCESS LIAB OCCUR <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED. RETENTION \$ | | | | | EACH OCCURRENCE \$ AGGREGATE \$ |
| | WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y/N If yes, describe under DESCRIPTION OF OPERATIONS below | | | | | PER STATUTORY LIMITS \$ OTHER \$ E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$ |
| A | Professional Liability | | RDP0017480 | 10/26/2014 | 10/26/2015 | Per Claim 2,000,000 Aggregate 2,000,000 |

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

ACORD **CERTIFICATE OF LIABILITY INSURANCE** CAUSHEW-01 CHANDRANVI DATE (MM/DD/YYYY) 9/8/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER: Willis of Florida, Inc.
610 25 Century Blvd
P. O. Box 305191
Nashville, TN 37230-5191

CONTACT NAME: certificates@willis.com
PHONE (A/C No.): (877) 945-7378 **FAX (A/C No.):** (888) 467-2378
E-MAIL ADDRESS: _____

INSURER(S) AFFORDING COVERAGE: INSURER A: **Hanover Insurance Company** NAIC #: **22292**

INSURED: Causseaux, Hewett, & Walpole, Inc.
132 NW 76th Drive
Gainesville, FL 32607

COVERAGES: CERTIFICATE NUMBER: _____ REVISION NUMBER: _____

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

| INSR LTR | TYPE OF INSURANCE | ADDL SUBR INSR WVR | POLICY NUMBER | POLICY EFF (MM/DD/YYYY) | POLICY EXP (MM/DD/YYYY) | LIMITS |
|----------|---|--------------------|----------------|-------------------------|-------------------------|--|
| | GENERAL LIABILITY COMMERCIAL GENERAL LIABILITY CLAIMS-MADE <input type="checkbox"/> OCCUR <input type="checkbox"/> | | | | | EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COM/POP AGG \$ |
| | AUTOMOBILE LIABILITY ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> | | | | | COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ |
| | UMBRELLA LIAB EXCESS LIAB OCCUR <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED. RETENTION \$ | | | | | EACH OCCURRENCE \$ AGGREGATE \$ |
| | WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y/N If yes, describe under DESCRIPTION OF OPERATIONS below | | | | | PER STATUTORY LIMITS \$ OTHER \$ E.L. EACH ACCIDENT \$ E.L. DISEASE - EA EMPLOYEE \$ E.L. DISEASE - POLICY LIMIT \$ |
| A | Professional Liab. | | LHJ A412730 00 | 09/08/2014 | 09/08/2015 | See Attached |

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

ADDITIONAL COVERAGE SCHEDULE

| COVERAGE | LIMITS |
|-------------------------------------|------------------------------------|
| POLICY TYPE: Professional Liability | \$2,000,000 - Each Claim |
| CARRIER: Hanover Insurance Company | \$2,000,000 - Annual Aggregate |
| POLICY TERM: 09/08/2014-09/08/2015 | \$25,000 - Deductible - Each Claim |
| POLICY NUMBER: LHJ A412730 00 | |

CANCELLATION: SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE: *Joe Esposito*

State of Florida Department of State

I certify from the records of this office that CAUSSEAUX, HEWETT, & WALPOLE, INC. is a corporation organized under the laws of the State of Florida, filed on April 15, 1988, effective April 13, 1988.

The document number of this corporation is M77455.

I further certify that said corporation has paid all fees due this office through December 31, 2014, that its most recent annual report/uniform business report was filed on January 22, 2014, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Eleventh day of July, 2014*



Ken Detjmer
Secretary of State

Authentication ID: CU0948608320
To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.
<https://efile.sunbiz.org/certauthver.html>



State of Florida
Board of Professional Engineers
Attests that
Causseaux, Hewett & Walpole, Inc.
is authorized under the provisions of Section 471.023, Florida Statutes, to offer engineering services to the public through a Professional Engineer, duly licensed under Chapter 471, Florida Statutes.
Expiration: 2/28/2015
Audit No: 228201503407
Certificate of Authorization
CA Lic. No: 5075



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF ORGANIZATION
OF
OVERCASH-DEMMITT ARCHITECTS, PLLC

the original of which was filed in this office on the 28th day of December, 2007.



Document Id: C20073610051
8

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 28th day of December, 2007

Elaine F. Marshall
Secretary of State



GREEN BUILDING CERTIFICATION INSTITUTE

HEREBY CERTIFIES THAT

Timothy Demmitt

HAS ACHIEVED THE DESIGNATION OF

LEED® ACCREDITED PROFESSIONAL

BY DEMONSTRATING THE KNOWLEDGE OF GREEN BUILDING PRACTICES REQUIRED FOR SUCCESSFUL IMPLEMENTATION OF THE LEADERSHIP IN ENERGY AND ENVIRONMENTAL DESIGN (LEED®) GREEN BUILDING RATING SYSTEM™



Shay R. ...
Chairman

June 1, 2009
Date Issued

Peter Tompkins
Peter Tompkins, President

Printed on 50% recycled paper / 100% post consumer fibers with vegetable based ink

Price Proposal

In return for Bedford Lodging’s approximately \$20,000,000 investment into the design and construction of this mixed-use hotel, the following conditions and assurances are requested:

PRICE

The City will transfer the land for \$100, or another mutually agreed upon nominal fee, to Bedford Lodging for the development of the mixed use facility.

PARKING

Bedford Lodging will enter into an agreement with the City of Gainesville to lease 160 parking spaces in the Southwest Downtown Parking Garage at a cost of \$5 per space per month for a period of 20 years. Payments will be made to the City of Gainesville annually on the anniversary date of the agreement. Alena’s price per space per month may increase a maximum of 1.5% annually, only if public parking rates increase at rate equal to or greater than 1.5%. At the time of annual payment, Bedford Lodging has the option to increase or decrease the number of leased spaces by a maximum of 20%.

Bedford Lodging shall reserve the right to construct a pedestrian bridge connecting the City’s Southwest Downtown Parking Garage to the proposed mixed-use hotel project. If deemed necessary.

STORMWATER

Bedford Lodging is guaranteed capacity in the City’s SW 5th Avenue Master Basin to accommodate 100% of the project site’s stormwater quality treatment requirements at no expense to Bedford Lodging. Bedford Lodging is also guaranteed that stormwater quantity treatment requirements will be calculated based on pre-development versus post-development site run-off conditions.

TREE MITIGATION

The City of Gainesville shall waive the tree mitigation fee associated with the removal of the first three (3) regulated trees on the project site. Bedford Lodging will satisfy all other tree replacement mitigation requirements for regulated trees removed after the first three (3).

PRE-EXISTING LAND CONDITIONS

The City of Gainesville shall remediate any pre-existing, environmentally hazardous conditions on site, as necessary, at no expense to Bedford Lodging. The City of Gainesville ensures Bedford Lodging that the development of this project will not be prohibited or significantly delayed by such pre-existing environmentally hazardous conditions.



**Bedford
Lodging**





Bedford Lodging



Project Cost Summary

| | | | |
|--|--|---------------------|------------------|
| Rooms: 132 | | | |
| SF: 78,570 | | | |
| | | | |
| | | COSTS | PER KEY |
| Category 1 | | | |
| Land | | \$100 | |
| | | | \$100 |
| | | | \$1 |
| Category 2 | | | |
| Construction | | \$12,820,200 | |
| | | | \$12,820,200 |
| | | | \$97,123 |
| Category 3 | | | |
| Telecommunications | | \$250,000 | |
| | | | \$250,000 |
| | | | \$1,894 |
| Category 4 | | | |
| Equipment | | \$500,000 | |
| | | | \$500,000 |
| | | | \$3,788 |
| Category 5 | | | |
| Supplies | | \$300,000 | |
| | | | \$300,000 |
| | | | \$2,273 |
| Category 6 | | | |
| Decorative | | \$1,980,000 | |
| | | | \$1,980,000 |
| | | | \$15,000 |
| Category 7 | | | |
| Architectural/Design/Development fees/Franchise | | | |
| Accounting | | \$10,000 | |
| Appraisals | | \$8,000 | |
| A & E | | \$350,000 | |
| City Fees & Taxes | | \$350,000 | |
| Development Fees | | \$800,000 | |
| Environmental | | \$10,000 | |
| Franchise Cost | | \$75,000 | |
| Legal | | \$100,000 | |
| Testing | | \$25,000 | |
| Travel | | \$25,000 | |
| Other Const. Cost | | \$0 | |
| | | | \$1,753,000 |
| | | | \$13,280 |
| Category 8 | | | |
| Financing Fees | | | |
| Const. Int. Reserve | | \$600,000 | |
| Loan Fees | | \$200,000 | |
| Operating Deficit Acct | | \$250,000 | |
| Inspections | | \$25,000 | |
| | | | \$1,075,000 |
| | | | \$8,144 |
| Category 9 | | | |
| Pre-Opening | | \$200,000 | |
| | | | \$200,000 |
| | | | \$1,515 |
| Category 10 | | | |
| Working Capital | | \$250,000 | |
| | | | \$250,000 |
| | | | \$1,894 |
| Category 11 | | | |
| Contingency | | \$1,000,000 | |
| | | | \$1,000,000 |
| | | | \$7,576 |
| TOTALS | | | |
| | | \$20,128,300 | \$152,487 |
| CONSTRUCTION COST BREAKDOWN | | | |
| Construction | | \$12,571,200 | |
| Landscaping - Irrigation | | \$75,000 | |
| Suite Appliances | | \$99,000 | |
| Builder's Risk Insurance | | \$75,000 | |
| TOTAL | | \$12,820,200 | |

addenda

Redevelopment of City Parking Lot 10

ADDENDUM NO. 1



Date: November 20, 2014

Bid Date: December 17, 2014
at 3:00 P.M. (Local Time)

Bid Name Mixed Use Development for City Parking Lot 10

Bid No.: ECOD 150026-FB

ACKNOWLEDGMENT: Each Proposer shall acknowledge receipt of this Addendum No. 1 by his or her signature below, **and a copy of this Addendum to be returned with proposal.**

CERTIFICATION BY PROPOSER

The undersigned acknowledges receipt of this Addendum No. 1 and the Proposal submitted is in accordance with information, instructions, and stipulations set forth herein.

PROPOSER: Bedford Lodging

BY: Jeff Blackman, President

DATE: December 17, 2014