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UNITED STATES BANKRUPTCY COURT

EASTERN DISTRICT OF CALIFORNIA

SACRAMENTO DIVISION

In re: CITY OF STOCKTON, CALIFORNIA, Debtor.	Case No. 12-32118 (CMK) Chapter 9 Adv. Proceeding No. 13-02315-C
WELLS FARGO BANK, NATIONAL ASSOCIATION, FRANKLIN HIGH YIELD TAX-FREE INCOME FUND, AND FRANKLIN CALIFORNIA HIGH YIELD MUNICIPAL FUND, Plaintiffs. v. CITY OF STOCKTON, CALIFORNIA, Defendant.	**SUBMISSION BY FRANKLIN HIGH YIELD TAX-FREE INCOME FUND AND FRANKLIN CALIFORNIA HIGH YIELD MUNICIPAL FUND OF EXPERT REPORT OF FREDERICK E. CHIN**

Pursuant to the *Order Governing The Disclosure And Use Of Discovery Information And Scheduling Dates Related To The Trial In The Adversary Proceeding And Any Evidentiary Hearing Regarding Confirmation Of Proposed Plan Of Adjustment* [Docket No. 1224] (as amended), Franklin High Yield Tax-Free Income Fund and Franklin California High Yield Municipal Fund (collectively, "Franklin"), hereby submits the Expert Report of Frederick E. Chin, MAI, CRE, a copy of which is attached hereto as Exhibit 1.

Dated: March 26, 2014

JONES DAY

By: */s/ Joshua D. Morse*
James O. Johnston
Joshua D. Morse
Charlotte S. Wasserstein

Attorneys for Franklin High Yield Tax-Free Income Fund and Franklin California High Yield Municipal Fund

EXHIBIT 1

March 26, 2014

James Johnston
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Re: City of Stockton, Debtor, Case No. 12-32118 (CMK), Wells Fargo Bank, NA et.al. v. City of Stockton, California, ADV Case No. 13-2315

Gentlemen:

At your request, I considered various issues relating to the properties defined below in connection with the litigation involving Wells Fargo Bank, National Association, Franklin High Yield Tax-Free Income Fund, and Franklin California High Yield Municipal Fund (the "Plaintiffs") and the City of Stockton, California (the "Defendant" or "City"). My qualifications to perform this assignment, the scope of procedures performed, and my conclusions and opinions are included in this report. The effective date of my report is March 26, 2014.

The properties are more specifically defined as:

- Swenson Golf Course, located at 6803 Alexandria Place, Stockton, San Joaquin County, California ("Swenson").
- Van Buskirk Golf Course, located at 1740 Houston Avenue, Stockton, San Joaquin County, California ("Van Buskirk"). Van Buskirk includes the golf course and the Van Buskirk Community Center.
- Van Buskirk Community Center, located at 714 Houston Avenue, Stockton, San Joaquin County, California ("Community Center"). The Community Center has been separately evaluated from Van Buskirk.
- Oak Park, located on East Alpine Avenue between North Sutter Street. and Alvarado Avenue, Stockton, San Joaquin County, California ("Oak Park").

Collectively, Swenson, Van Buskirk, Community Center and Oak Park are referred to in this report as the "Properties", "Site", "Facility", "Subject Facilities" or "Subject Properties".

Qualifications to Perform the Assignment

I, Frederick Chin, am a principal and founder of the Atalon Management Group, a national real estate advisory firm. My firm's focus includes identifying and implementing value-enhancing solutions for under-performing, challenging and troubled real estate situations.

I graduated from the University of Arizona with a Bachelor of Science degree in finance and real estate in 1984. While attending courses at the University of Arizona, I also worked full-time as a real estate appraiser and market analyst. My college course work included classes on general real estate, real estate appraisal, real estate law, real estate finance, and real estate investment and taxation. I have also taken and completed a variety of real estate appraisal courses taught by the Appraisal Institute and its predecessor entity, the American Institute of Real Estate Appraisers. I am a member of the Appraisal Institute and was awarded the MAI designation in 1987, a designation I continue to hold today. I am also a member (by invitation only) of the Counselors of Real Estate and hold its CRE designation.

Since 1979, I have been engaged full-time in providing real estate consulting, advisory, research, due diligence, financial structuring, valuation, ownership, restructuring and operational turnaround services. Over my career, I have evaluated a variety of property types with varying ownership interests. I have also served in executive management roles as Chief Executive Officer ("CEO"), Chief Operating Officer ("COO"), and Chief Restructuring Officer of public and private companies, and have also held positions as Owner/Investor and Managing Partner of private real estate companies.

I am an expert at analyzing and valuing golf courses and recreational properties of varying sizes and prominence. Relevant to this report, I have evaluated and appraised more than 50 public and private golf courses throughout the United States. Over 20 of these golf courses were located in California. In addition to these prior engagements, I provided real estate consulting services to the former National Golf Properties ("NGP"); at the time, NGP was the largest golf course public Real Estate Investment Trust ("REIT"). NGP retained me to evaluate its portfolio of over 145 public (including municipal courses) and semi-private golf courses throughout the United States. My engagement with NGP included, among other things, golf course valuation matters, methodologies and analyses of historical and prospective operating performance and their effects on REIT performance, and analyses of potential operational improvements and efficiencies. My analyses and findings were presented to the board of directors of NGP. I have also owned and overseen the operations of 2 public and 1 private golf course, and was the CEO and COO of a private company that owned two public golf courses, which were located in Las Vegas, Nevada.

Over my career, I have testified as a real estate expert in deposition and/or trial on over 50 occasions. I have testified in bankruptcy courts in Florida, New Jersey, Arizona, Louisiana, Nevada and California, and in State Courts in Arizona, Nevada, Washington and California. I have never been precluded from providing expert testimony on real estate matters.

I have not published any articles, newsletters or books in the past 10 years. Over the past four years, I have not testified as an expert witness in real estate valuation matters.

My compensation is $550 per hour. Travel time is billed at 50% of this hourly rate. My compensation for this assignment is not contingent on any outcome.

Scope of the Report and Conclusions

The focus of my report is the litigation between the Plaintiffs and the City. The issues I address in this report relate to:

1. The fair market value of a possessory interest in Swenson, Van Buskirk, the Community Center and Oak Park through each of September 1, 2038, September 1, 2048, and July 1, 2053, as well as perpetually.

2. Whether the amounts denominated as “rent” under that Lease Agreement (the “Lease Agreement”) between the City and the Stockton Public Financing Authority (the "Authority") dated September 1, 2009, represented a fair market rent for the Properties and were related to the City’s use and occupancy of the Properties, in each case as of the execution date of the Lease Agreement.

3. The relevancy of the valuation conclusions reached in an appraisal of Swenson, Van Buskirk and Oak Park, as prepared by American Appraisal dated March 6, 2008, (“Appraisal Report”) and included and referenced in the Official Statement dated August 20, 2009 (“Official Statement”) for the Stockton Public Financing Authority Lease Revenue Bonds, 2009 Series A (Capital Improvement Projects) (the “Bonds”).

4. The fair market rental rate for the Properties as of the date of this report.

The facts and data I considered in preparing this report are identified on Exhibit A. I am also available to provide oral testimony to supplement my opinions and conclusions. I may review additional materials, including deposition testimony, reports and exhibits as they become available, and may render additional or rebuttal opinions.

As a result of the analyses performed, I formed the following conclusions:

1. **Possessory Valuation Conclusions**

The estimated fair market values of a possessory interest in each of the Subject Properties through various dates are as follows:

Property	As of March 26, 2014 (1)	As of March 26, 2014 (2)	As of March 26, 2014 (3)	As of March 26, 2014 (4)
Swenson	$1,750,000	$1,800,000	$1,850,000	$7,650,000
Van Buskirk*	$2,425,000	$2,525,000	$2,625,000	$5,375,000
Community Center	$1,700,000	$1,775,000	$1,850,000	$2,475,000
Oak Park	$240,000	$250,000	$260,000	$1,835,000

(1) Assumes possessory interest ends September 1, 2038
(2) Assumes possessory interest ends September 1, 2048
(3) Assumes possessory interest ends July 1, 2053
(4) Assumes possessory interest runs perpetually

***** Includes golf course and Community Center

The marketing and exposure period for the Properties is estimated at 12 months. The basis of my valuation estimates presumes cash transactions.

2. **Contractual "Rent" Payment Conclusion**

The amounts denominated as "rent" under the Lease Agreement did not represent a fair market rent for the Properties and were not related to the City's use and occupancy of the Properties as of the date of the Agreement. The Properties' historical financial performance indicates the Properties could have never supported the contractual rent established and owed under the leaseback agreement. The rent payable under the leaseback agreement was not in line or in no way related to the fair rental value (or the amount of rent that could have been paid) of the Properties at the time the lease was executed.

I understand that the City contends that, at the time that the Lease Agreement was executed in 2009, "the rent payable thereunder was commensurate with the fair rental value *to the City* of continuing to operate the" Properties. The City notes that it periodically considers the value to its citizenry of the City's services and facilities, "considering the cost of the services and the funds available to provide such services and facilities, determining which are essential or non-essential." This assertion has no basis

or relevancy for purposes of establishing "fair market rent", as it is meaningless to any party other than the City.

Based on the above characteristics, the rent contained in the Lease Agreement was not a fair market rent at the time the agreement was executed in 2009.

3. Appraisal Report Conclusion

The valuations ascribed in the Appraisal Report of the Properties, dated March 6, 2008, and cited in the Official Statement dated August 20, 2009, are not reflective of market value and are stated as such that they are not market value. The Appraisal Report should not have been relied on or cited as a basis for loan underwriting. In the Official Statement, the City and its underwriters and advisors misstate and misuse the Appraisal Report findings for the Properties, and further mislead third party readers of the Official Statement by adding undisclosed land value estimates to the Appraisal Report findings. The Official Statement's use of the Appraisal Report is flawed, misleading and erroneous for any lending or extension of credit purpose.

4. Administrative Rent Conclusion

(a) The contract rent for the Properties from the bankruptcy petition date through June 30, 2014 is $5,374,020.

(b) The current annual fair market rental rate for the Properties is $300,000, calculated as follows.

		Present Value - Possessory Interest Ending			Average Rent
Property	**Occupancy Cost**	**9/1/2038**	**9/1/2048**	**7/1/2053**	**(Rounded)**
Swenson	$117,019	$138,000	$124,800	$123,600	$126,000
Van Buskirk	$53,834	$57,180	$52,020	$51,780	$54,000
Community Center	N/A	$133,920	$123,120	$123,600	$127,000
Oak Park	$48,709	$18,900	$17,280	$17,280	$26,000
Total Rent	**$219,561**	**$348,000**	**$317,220**	**$316,260**	**$300,000**

Procedures I Performed:

- Inspected the Properties;
- Reviewed the underlying Site and Facility Lease between the City and the Authority dated

September 1, 2009 (the "Nominal Lease");

- Reviewed the Lease Agreement;
- Reviewed various correspondence, reports and financial information regarding the Properties produced in discovery by the City and its agents;
- Considered deposition testimony of City employees and consultants;
- Gathered and analyzed market information;
- Considered the marketability of possessory interests in the Properties;
- Formulated various valuation opinions regarding the Properties. Valuations have been presented in the form of a summary appraisal report, which is intended to comply with the reporting requirements set forth under Standards Rule 2-2 of Uniform Standards of Professional Appraisal Practice ("USPAP"). This report format, plus any work papers and oral testimony I may provide, incorporates a summary explanation of the data, reasoning and analysis that were used to develop the opinions of value.

Underlying Assumptions Material to the Possessory interest Conclusions

1. Plaintiff (or assignees) will hold a possessory interest in the Properties through either September 1, 2038, September 1, 2048, July 1, 2053, or perpetually.
2. The Lease Agreement is assumed to be terminated as of the date of valuation.
3. The possessory interest in the Properties can be segregated, allocated and held by different entities.
4. The Properties can be used and operated by entities other than the City.

CERTIFICATE OF APPRAISAL

I certify, to the best of my knowledge and belief, to the following:

- The statements of fact contained in this report are true and correct.
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions and are my personal, impartial, and unbiased professional analyses, opinions, and conclusions.
- I have no present or prospective interest in the property that is the subject of this report and no personal interest with respect to the parties involved.
- I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment.
- My engagement in this assignment was not contingent upon developing or reporting predetermined results.
- I have not previously appraised or provided professional appraisal services on the Properties.
- My compensation for completing this assignment is not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.
- The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the requirements of the Uniform Standards of Professional Appraisal Practice of the Appraisal Foundation.
- The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the Uniform Standards of Professional Appraisal Practice.
- I have made personal inspection of the Properties.
- The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.
- Mark Kemper and Evan Forrest provided significant real property research assistance to the person signing this certification.
- As of the date of this report, Frederick Chin has completed the continuing education requirements of the Appraisal Institute.

Frederick E. Chin, MAI, CRE

VALUATION METHODOLOGY

The three traditional approaches to value (Cost, Income and Sales Comparison) were considered to estimate the fair market value of a possessory interest in the Subject Properties. The applicability and relevancy of each valuation approach depends on the specific characteristics of the Properties, including: 1) age of improvements; 2) condition and functionality of the improvements relative to market competition; 3) the historical, current and anticipated demand of the improvements relative to the market; 4) their highest and best use as improved; 5) the length of the possessory interest; and 6) the nature of the possessory interest to be appraised. Each of these characteristics has material impacts on the value of a possessory interest in the Properties. Additionally, in the case of each of the Properties with a defined possessory interest ownership period and specific to the Cost Approach (where applicable), land value has been excluded. In the case of the valuation of a possessory interest perpetually, land value has been estimated for Swenson, Van Buskirk and Oak Park.

SWENSON AND VAN BUSKIRK

Swenson and Van Buskirk do not have significant building improvements relative to the overall property size. Additionally, most of the improvements are over 30 years old, and both building and site golf course improvements are in need of renovation, upgrading and additional capital improvements to enhance their appeal and marketability. As such, the building improvements suffer from substantial physical and functional obsolescence. Thus, the Cost Approach is not deemed to be relevant to estimate the possessory interest of these properties.

The Income Approach was applied to the golf courses. Historically, since at least 2006, the subject golf courses have under-performed financially under the City's ownership and have experienced a consistent pattern of net operating losses before any payments specified in the Lease Agreement. The net operating losses reflect the economic and competitive market conditions affecting the Stockton market, needed repairs and capital investments to the existing improvements and other ownership, operating and marketing challenges. However, despite the golf courses' recent financial history, improvements to their revenue production are possible. During 2011, the City engaged an external third party golf consultant to review and consider options for future golf course operations. The consultant's golf report made financial projections regarding the golf courses' economic potential, presuming that a number of capital improvements and changes in operations would be implemented. I have read these third party reports and concur that the possibility exists to enhance the revenue production of the golf courses, presuming ownership and management implemented a number of changes. Additionally, I have reviewed financial projections prepared by KemperSports, the current manager of Swenson and Van Buskirk. I have considered KemperSports' and the consultant's projections, and for valuation purposes, applied an income capitalization method that would be

VALUATION METHODOLOGY

used by prospective purchasers of troubled golf courses to indicate value ranges for a possessory interest in the courses for specified periods of time.

The Sales Comparison Approach was also used. This approach is considered the best indicator of value for the subject golf courses, as there have been a significant number of public golf courses that have sold throughout the United States, including a number of sales in California. The sales have similar characteristics to the Properties (except that they typically involved the sale of fee simple interests). These sales were purchased by private entities that frequently make additional investments in a golf course after consummation to enhance and improve their earning potential. Based on my research, the sales demonstrate meaningful units of comparison to assist in my estimation of value for the golf courses.

OAK PARK

In the case of Oak Park, while the improvements on the property are material in size and stature (namely the baseball stadium, senior center and ice rink), the improvements are old (most ranging from 44 to 65 years old) and suffer from significant deferred maintenance (in particular, the senior center and ice rink). Additionally, these particular facilities are specialized in use. As such, there is a considerable amount of functional obsolescence inherent in the improvements. Furthermore, given their specialized use, any competition in the marketplace that offers a more modern and functional, newer set of amenities, would negatively impact the value of the improvements. From all these regards, the improvements suffer from all forms of depreciation – physical, functional and external. Depreciation is hard to estimate given that all three forms exist. Thus, the Cost Approach was not used.

The Income Approach is not feasible to perform, as the property serves as a public use for the benefit of the community and has not been operated with an express intent to maximize revenue. Frequently, such uses generate operating losses that are consolidated with and handled as a part of a municipality's operating budget. For the past three years, the City estimates that the operating deficits for Oak Park aggregated approximately $843,000. The improvements serve a public use, and their existence is not based on their income producing capability.

The Sales Comparison approach has been used to estimate market value. Although many other improvements exist on the Oak Park site – baseball stadium, baseball/softball fields, tennis courts, a swimming pool complex and senior center - the contributory values of these other improvements are minimal because they are very specialized improvements with significant deferred maintenance. Of the improvements at Oak Park, the ice rink facility has the most value under its existing use. Fee simple sales of ice rinks were gathered for comparison

VALUATION METHODOLOGY

purposes. Although no sale matched the improvements, location, condition and situation of the ice rink at Oak Park, the sales provided meaningful units of comparison to assist in my estimation of value for this facility.

COMMUNITY CENTER

The Community Center is a portion of Van Buskirk and has been separately delineated for valuation purposes. Originally built in the 1960's, the improvements were completely renovated and expanded in 2007 and configured for the express purpose as a local-serving community center. Specific to a community center use, the improvements are functional and given their age and fairly recent renovation, the improvements do not suffer from material functional obsolescence and only some physical deferred maintenance/depreciation. In this instance, the Cost Approach is given considerable weight.

The Income Approach is not considered a relevant approach to value, as the current use of the property is typically for public/community purposes and not for its income-producing ability.

The Sale Comparison Approach was not used, as the subject facility is purpose built for the City.

POSSESSORY INTEREST

The Properties are subject to the Nominal Lease, which permits possession and use of the Properties for an extended period of time for nominal rent. At the end of the term (as it may be extended), the possession of the Properties reverts to the City. The possessory interest created by the Nominal Lease is similar to a leasehold interest in the Properties. As such, my estimated values of the possessory interest reflect the amount a willing lessee would pay to a willing lessor, as of the date of analysis, for the right to use the Properties for specific periods of time. Once in possession, such lessee would then devise ways to efficiently, effectively and profitability manage and operate the Properties, while undertaking the time, effort and risk to hold the possessory position, as well as recapture its initial investment.

The Nominal Lease conditionally terminates on September 1, 2038. However, the Nominal Lease provides that, "[i]f, on September 1, 2038, the aggregate amount of Lease Payments (as defined in and as payable under the Lease Agreement) shall not have been paid, or provision shall not have been made for their payment, then the term of this [Nominal] Lease shall be extended until such Lease Payments shall be fully paid or provision made for such payment." I understand that, as part of the settlements to be implemented pursuant to the City's proposed plan for the adjustment of debts, the City has agreed to restructured debt obligations with terms that extend as far as July 1, 2053. As a result of the foregoing, I have been asked to value the possessory interest through four points in time: September 1, 2038 (the conditional

VALUATION METHODOLOGY

termination date of the Nominal Lease), September 1, 2048 (ten years after the conditional termination date of the Nominal Lease), July 1, 2053 (the last date of the City's restructured debt obligations), and perpetually (the result that would occur if the City is unable to make all "Lease Payments" as provided for in the Nominal Lease). The first three periods have a finite end date, which would materially deter a lessee's ability to improve or redevelop the Properties to higher, better and more productive uses. In the case of a possessory interest perpetually, this interest is similar to fee simple ownership whereby a lessee would consider changing the use (re-zoning) to higher and better uses, likely as residential/mixed use residential and commercial. In any event, because of the limited periods of possession (as of 2038, 2048 and 2053) of the Nominal Lease, a change of use and subsequent redevelopment of the property with higher and better uses is risky (*e.g.*, the City and/or other governmental agencies could impose significant conditions that could deter economic feasibility, or could deny a rezoning of the Property) and in the instances with finite possessory dates, not likely economically feasible. The possessory interest with defined time periods also presents inherent challenges to the owner, as the possessory interest makes it difficult for a lessee to secure traditional financing. Prospective lenders would likely restrict the amount and timing of funds to improve, redevelop or re-use the property because of the ultimate reversion of those improvements to the City at the end of the term (except in the case of a possessory interest perpetually). A possessory interest with finite dates also challenges an owner due to the aging of the improvements and their need for increased capital expenditures. The existence of the Nominal Lease may also preclude potential tenants and sub-lessees of a redeveloped property.

The limitations created by the temporal nature of the Nominal Lease significantly and negatively impact fee simple value estimates in the Properties. This negative impact is exacerbated by the poor recent historical financial performance/negative operating losses of the Properties, in particular at Van Buskirk and Oak Park. Thus, a substantial discount exists relative to fee simple values. The discount applied is similar to the same concept as the discount for a partial, partnership or fractional interest in real estate. The amount of discount varies, depending on the length of the period of possession and whether sufficient demand exists to yield profitable operations for the Properties. In general, the discount is considerably less for Swenson than Van Buskirk, and significantly more for Oak Park than Van Buskirk.

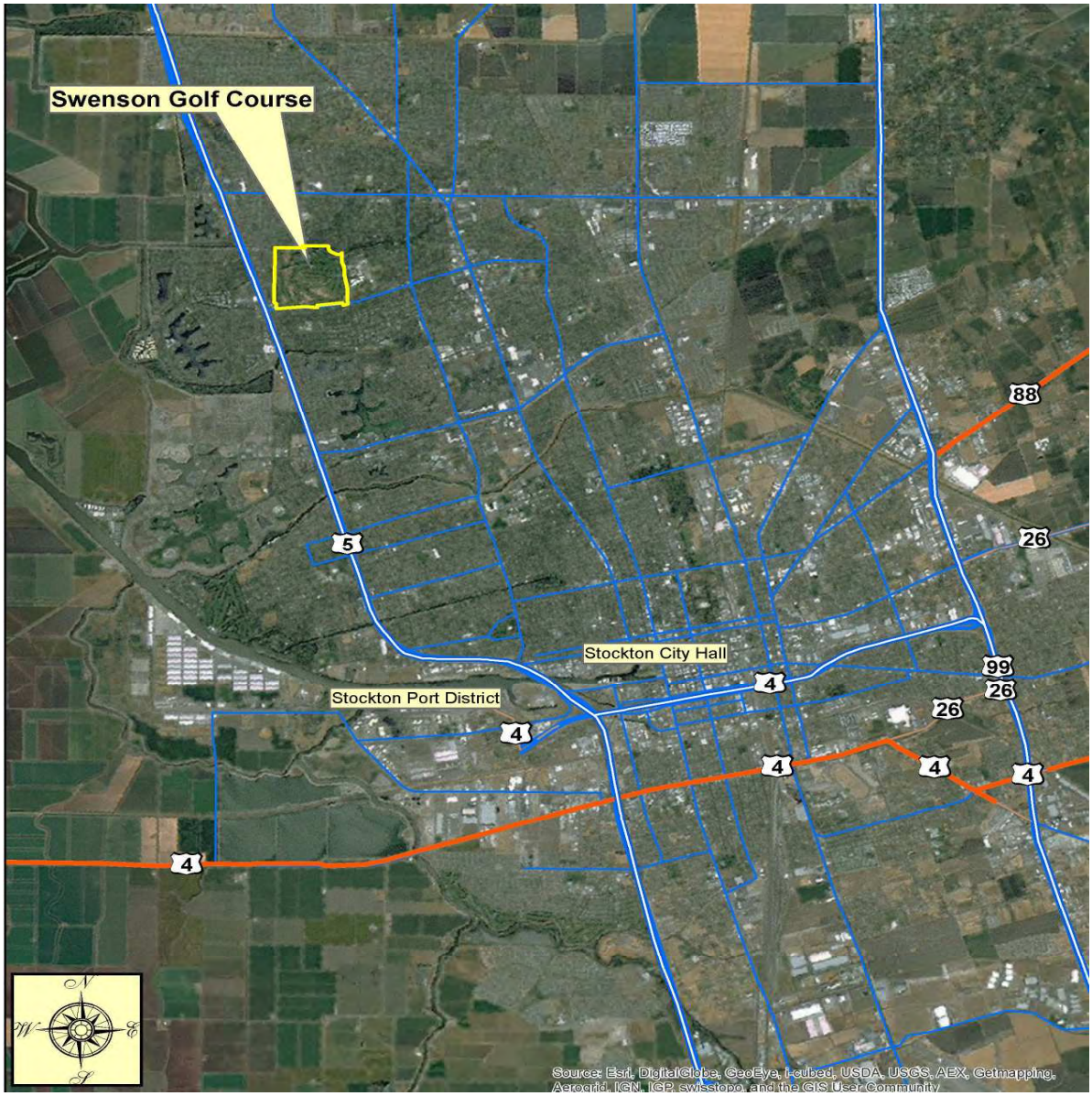
Under the presumption that the possessory interest is perpetual, the negative impacts noted above are no longer applicable, as this particular interest is similar to a fee interest. A holder of a possessory interest perpetually does not face the same challenges and constraints related to financing, redeveloping and changing the use of the Properties. The highest and best use of the Properties is different as if in fee than if there are time period constraints of a possessory interest. It is reasonably probable, physically possible and economically feasible that the

VALUATION METHODOLOGY

Properties could be converted into residential, commercial or mixed-uses. A change of use would have to occur, which I believe would be possible at some time during the possessory period perpetually. Indeed, given that the City would face the prospect of not obtaining possession of the Properties, it is highly likely that the City would facilitate a value-maximizing change in use, as the City rationally would desire for the Properties to be used in a way that maximizes taxes and other revenues for the City.

The valuation approach of the Properties with a possessory interest perpetually is different than with the presumption that there are time limitations of the possessory interest. In my opinion, the value of the Properties is land value, with the existing improvements considered to be interim uses until such time as a change of use can be achieved, as market conditions dictate, and when the existing improvements no longer can achieve material revenue production. I have used the sales of vacant land to estimate the Properties' value presuming a possessory interest perpetually.

SUBJECT PROPERTY LOCATION MAP
Swenson Golf Course



SUBJECT PROPERTY LOCATION MAP
Van Buskirk Golf Course & Community Center

SUBJECT PROPERTY LOCATION MAP

Oak Park

SUBJECT PROPERTY SITE AND IMPROVEMENT INFORMATION

Area	Swenson Golf Course	Van Buskirk Golf Course (includes Community Center)	Van Buskirk Community Center	Oak Park
Property Address	6803 Alexandria Place	1740 Houston Avenue	714 Houston Avenue	Alpine Ave between North Sutter Street and Alvarado Avenue
General Location	Northwest side of Stockton: East of Interstate 5 along Benjamin Holt Drive	Southern side of Stockton: West of Interstate 5, just south of 8th Street	Southern side of Stockton: West of Interstate 5, just south of 8th Street	Central area of Stockton: Along Alpine Avenue, about 2.6 Miles east of Interstate 5
Assessor Parcel #	09711024 & 09711014	16307036	16307036	11527002 & 11527001
Site Size	~218.6 Acres	~214.0 Acres; Golf Course ~194 acres.	~20 Acres	~61.2 Acres
Site Shape	Generally Rectangular	Irregular	Generally Rectangular	Generally Rectangular
Site Topography	Generally Flat	Generally Flat	Generally Flat	Generally Flat
Site Constraints (*i.e.*, overhead utility lines, levies, unusual elements)	Levy on northern boundary limits access; housing on southern and western boundaries limit access	Levy along the northwestern/western boundary; overhead utility lines bisecting the property to the east of the clubhouse; community park located on southeastern/eastern boundary	Levy along the northwestern/western boundary; overhead utility lines bisecting the property to the east of the clubhouse; community park located on southeastern/eastern boundary	None
Zoning	Public Facilities (PF) – Areas appropriate for a variety of Public/Quasi-Public Uses, including facilities and lands	Public Facilities (PF) – Areas appropriate for a Variety of Public/Quasi-Public Uses, including facilities and lands owned	Public Facilities (PF) – Areas appropriate for a Variety of Public/Quasi-Public Uses, including facilities and lands	Public Facilities (PF) – Areas appropriate for a Variety of Public/Quasi-Public Uses, including facilities and lands owned

SUBJECT PROPERTY SITE AND IMPROVEMENT INFORMATION

Area	Swenson Golf Course	Van Buskirk Golf Course (includes Community Center)	Van Buskirk Community Center	Oak Park
	owned by the City, County, State, or Federal Governments, as well as religious facilities. The PF zoning is consistent with the Institutional and Parks and Recreational Land Use Designation of the Stockton General Plan 2035.	by the City, County, State, or Federal Governments, as well as religious facilities. The PF zoning is consistent with the Institutional and Parks and Recreational Land Use Designation of the Stockton General Plan 2035.	owned by the City, County, State, or Federal Governments, as well as religious facilities. The PF zoning is consistent with the Institutional and Parks and Recreational Land Use Designation of the Stockton General Plan 2035.	by the City, County, State, or Federal Governments, as well as religious facilities. The PF zoning is consistent with the Institutional and Parks and Recreational Land Use Designation of the Stockton General Plan 2035.
Access Roadways and Description	Accessible by Alexandria Place on the eastern border of the property	Accessible by Houston Avenue that runs along the northern border of the property. Manthey Road runs along the eastern border.	Accessible by Houston Avenue that runs along the northern border of the property. Manthey Road runs along the eastern border.	Accessible by Alpine Avenue on the South, Sutter Street on the West, and Fulton Street on the north
Flood Zone/FEMA	X Levee – Limited floodplain protected by levees	X Levee – Limited floodplain protected by levees	X Levee – Limited floodplain protected by levees	X Levee – Limited floodplain protected by levees
Utilities	Utilities located on property	Utilities located on property	Utilities located on property	Utilities located on property
Improvements and Description	27-hole golf course designed by Jack Fleming • 18-hole par-72 golf course (6,407 yards) and 9-hole par-3 executive golf course	18-hole golf course designed by Larry Nordstrom • 18-hole par-72 golf course (6,502 yards) • 15 station driving	• Community Center building is approximately 17,237 square feet with a full gymnasium, a	• Park features group picnic areas, 20 picnic tables, 2 tot lots, 15 barbecue pits and 4 restrooms • Improvements: 11

SUBJECT PROPERTY SITE AND IMPROVEMENT INFORMATION

Area	Swenson Golf Course	Van Buskirk Golf Course (includes Community Center)	Van Buskirk Community Center	Oak Park
	(1,380 yards) • 15 station driving range, two putting greens, and practice bunker • Improvements: 2,000 square foot pro shop, 5,000 maintenance/storage facility, 2,500 square foot café, about 200 parking spaces • Improvements are of average construction quality at the time of original construction.	range and two putting greens • Improvements: 2,000 square foot pro shop, 5,000 square foot maintenance/storage facility, 2,500 square foot café, and associated parking spaces • Improvements are of average construction quality at the time of original construction.	fitness facility, an arts and crafts room and 2 multi-purpose rooms. The surrounding park includes a group picnic area, 13 picnic tables, a tot lot, 2 tennis courts, 2 ball fields, 3 basketball courts, 4 handball courts, 5 barbecue pits, 2 restrooms and other grass field areas. • Improvements are of average construction quality at the time of renovation.	tennis courts, 2 regulation softball fields, the Billy Hebert Field (a 6,000 seat regulation professional minor league baseball field, renovated in 2002), a multi-use field, a community swimming pool complex with changing facilities, a 33,165 square foot ice rink facility with seating for 350, and a one-story senior center. • Improvements are of average construction quality at the time of original construction.
Year Built	1952 (Golf Course)	1962 (Golf Course)	Originally constructed in the 1960's. Renovated and expanded in 2007.	Hebert Field – 1949 Tennis Clubhouse – 1924 Oak Park Clubhouse – 1949 Swimming Pool – 1947 Ice Arena – 1969

SUBJECT PROPERTY SITE AND IMPROVEMENT INFORMATION

Area	Swenson Golf Course	Van Buskirk Golf Course (includes Community Center)	Van Buskirk Community Center	Oak Park
				Senior Center – 1969
Improvement Physical Condition	Fair - Average. Deferred maintenance and upkeep readily apparent. For example, parking lots need to be resurfaced, bathrooms are outdated and likely don't meet ADA requirements, carpeting is worn and dated, mechanical systems in clubhouse are likely in need of modernization.	Fair. Deferred maintenance and upkeep readily apparent. For example, parking lots need to be resurfaced, bathrooms are outdated and likely don't meet ADA requirements, carpeting is worn and dated, mechanical systems in clubhouse are likely in need of modernization.	Average – Good. Some deferred maintenance and upkeep evident.	Fair - Poor. Deferred maintenance and upkeep readily apparent. For example, parking lots needs to be resurfaced, bathrooms are outdated and likely don't meet ADA requirements. Ice Arena is in need of mechanical system upgrades.
Improvement Functionality for Intended Use	Fair	Fair	Good	Fair
Assessed Values	None	None	None	None
Property Taxes	None	None	None	None
Current Owner of Record	City of Stockton	City of Stockton	City of Stockton	City of Stockton
Pending sale, listings for sale, and changes in	None known	None known	None known	None known

SUBJECT PROPERTY SITE AND IMPROVEMENT INFORMATION

Area	Swenson Golf Course	Van Buskirk Golf Course (includes Community Center)	Van Buskirk Community Center	Oak Park
property ownership in the past three years				
Deed Restriction	None	The Van Buskirk site (approximately 214 acres) was deeded to the City in 1957 by Charles and Bertha Van Buskirk. The deed instructions were for the property to be used "for public recreation or public park purposes."	The Van Buskirk site (approximately 214 acres) was deeded to the City in 1957 by Charles and Bertha Van Buskirk. The deed instructions were for the property to be used "for public recreation or public park purposes."	None
Highest and Best Use (As if Vacant) – Possessory Interest perpetually	Golf Course (as currently zoned) for an interim period; ultimate use residential or mixed use (as rezoned)	Golf Course (as currently zoned) for an interim period; ultimate use residential, industrial or commercial use (as rezoned)	Public use (as currently zoned)	Public use (currently zoned) for an interim period; possible residential or mixed use (as rezoned)
Highest and Best Use (As Improved) – Possessory Interest as of 2038, 2048 and 2053	Golf Course	Golf Course	Public community use	Public community use

DEFINITIONS

Fair Market Value: The most probable price that the specified property interest should sell for in a competitive market after a reasonable exposure time, as of a specified date, in cash, or in terms equivalent to cash, under all conditions requisite to a fair sale, with the buyer and seller each acting prudently, knowledgeably, for self-interest, and assuming that neither is under duress. *(Source: The Appraisal of Real Estate, 13th Edition.)*

Possessory Interest: 1) The present right to control property, including the right to exclude others, by a person who is not necessarily the owner. 2) A present or future right to the exclusive use and possession of property. *(Source: Black's Law Dictionary Ninth Edition, 2009)*

Fee Simple Estate: Absolute ownership of real property; owner entitled to the entire property with unconditional power of disposition during the owner's life, and upon death the property descends to the owner's heirs. (*Source: Dictionary of Real Estate Terms, Eighth Edition, Jack P. Friedman*)

Leased Fee Estate: An ownership interest held by a landlord with the right of use and occupancy conveyed by lease to others. The rights of the lessor (the leased fee owner) and the leased fee are specified by contract terms contained within the lease. (*Source: Dictionary of Real Estate Appraisal, Third Edition, Appraisal Institute*)

Leasehold Estate: The interest held by the lessee (the tenant or renter) through a lease conveying the rights of use and occupancy for a stated term under certain conditions. (*Source: Dictionary of Real Estate Appraisal, Third Edition, Appraisal Institute*)

Marketing Period: The estimated length of time the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal; a retrospective estimate based on an analysis of past events assuming a competitive and open market. (*Source: The Dictionary of Real Estate, 5th Edition*)

Exposure Period: The estimated length of time the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal; a retrospective estimate based on an analysis of past events assuming a competitive and open market. (*Source: The Dictionary of Real Estate, 5th Edition*)

DEFINITIONS

Highest and Best Use: The legally, financially, and physically possible use that, at the time of the appraisal, is most likely to produce the greatest net return to the land and/or buildings over a given period. May be applied to property as if vacant or as improved. (*Source: The Dictionary of Real Estate, 5th Edition*)

NOMINAL LEASE AGREEMENT

As of the date of analysis, the Properties were subject to two agreements. The first agreement involved the City as "lessor", and the Authority as "lessee", evidenced by the Nominal Lease dated September 1, 2009. Concurrently, a sub-interest was created with the Authority as "sub-lessor", and the City as "sub-lessee", evidenced by the Lease Agreement dated September 1, 2009.

The Nominal Lease and Lease Agreement do not separately segregate or allocate the rent payable or other monetary or other aspects of the Swenson, Van Buskirk and Oak Park Properties. All three Properties are subject to these agreements.

Presently, there are various disputes involving the Subject Properties; for purposes of this report, it is assumed that only the Nominal Lease exists and that the Authority may assign its possessory interest in the Subject Properties to one or more unrelated third parties, who are assumed to accept the Subject Properties subject to the original terms of the Nominal Lease.

The Lease Agreement is assumed to be terminated as of the date of my analysis.

A summary of the Nominal Lease follows:

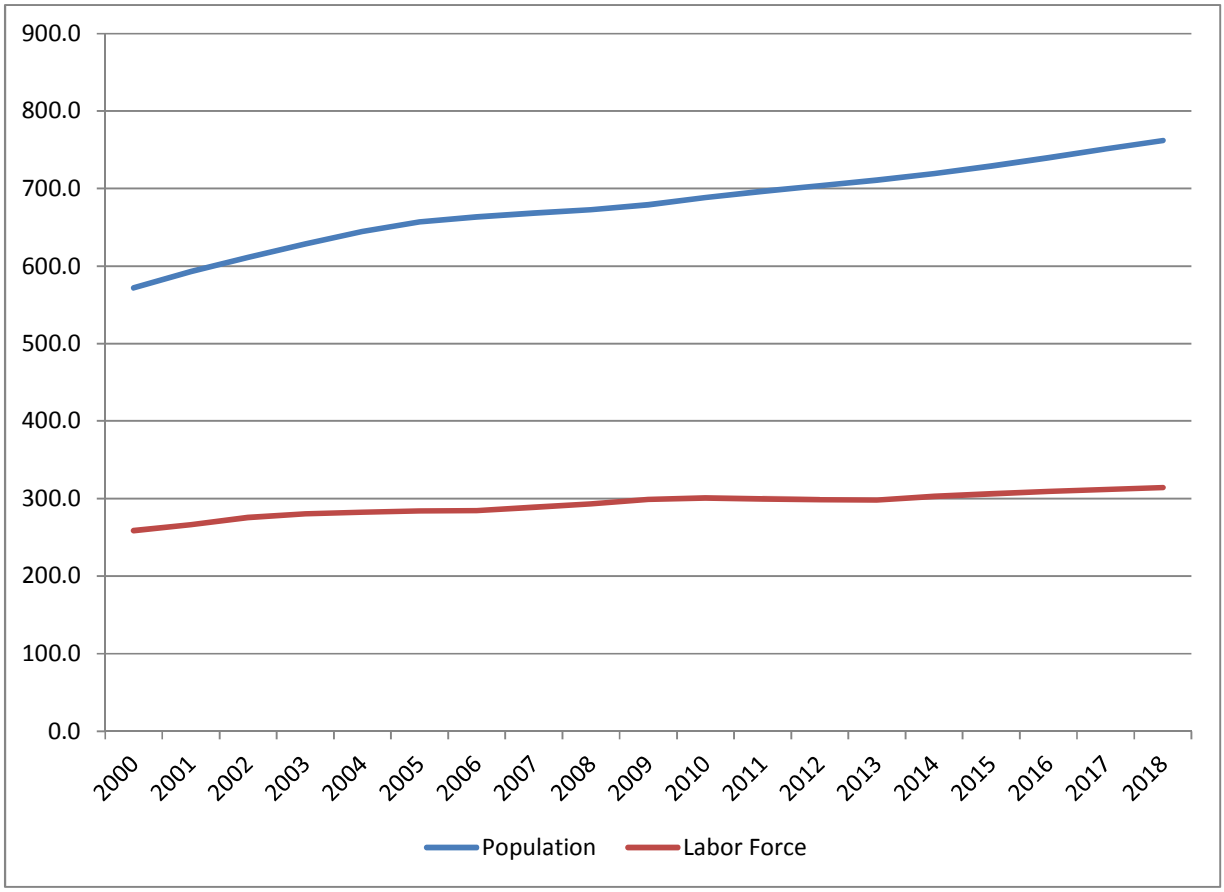
Nominal Lease Agreement Summary

- The Nominal Lease between the City and the Authority includes the following parcels of real property:
  - Oak Park Site
  - Swenson Golf Course
  - Van Buskirk Golf Course & Community Center
- The Nominal Lease commenced on September 1, 2009 and shall end on September 1, 2038, unless extended or terminated sooner.
- Rent of one dollar ($1.00) was paid by the Authority and covers the entire term.
- The Authority shall use the site and facility solely for the purpose of leasing the site and facility to the City, except in the event of a default the Authority and its assigns may exercise the remedies provided in the Lease Agreement (including the right to possess and re-let the Properties).
- The City has the right to enter the site and facility at any reasonable time to inspect and make repair or improvements.
- Upon termination, the site and facility shall be returned to the City in good order and condition, reasonable wear and tear excepted.
- Any permanent improvements and structures existing at the time of the termination shall vest in the City.
- The City covenants and agrees to pay any and all assessments of any kind and all taxes.

ECONOMIC OVERVIEW

The Subject Properties are located in Stockton, California. Stockton is the county seat for San Joaquin County, located roughly 90 miles east of San Francisco and 45 miles south of Sacramento. Stockton was incorporated in 1850 resulting from the 'Gold Rush' in California but transformed into an agriculturally based economy. Stockton is located along a channel heading into the Port of Stockton which results in Stockton being a shipping point for Northern California along the San Joaquin Delta. (Source: City of Stockton website). For purposes of this section, the Stockton MSA is comprised of San Joaquin County according to the State of California Employment Development Department.

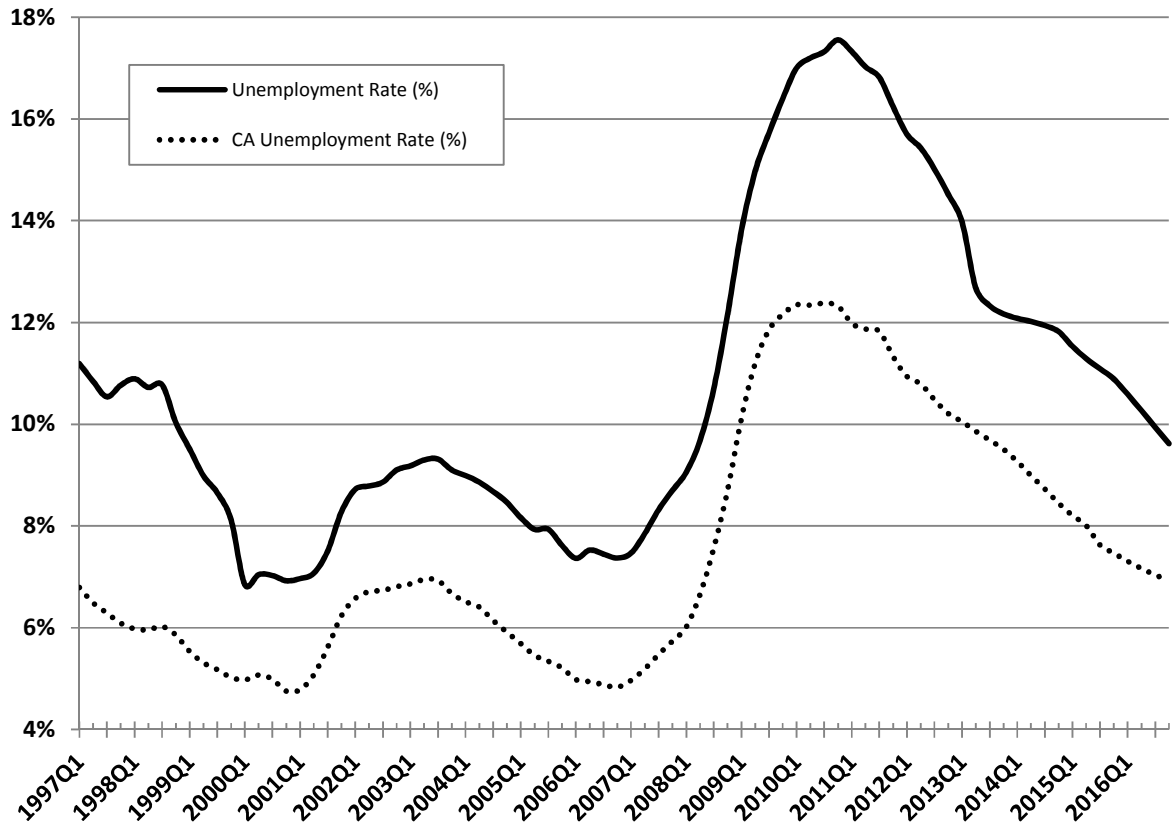
Stockton MSA Population and Labor Force



Source: *University of Pacific (January 2014)*

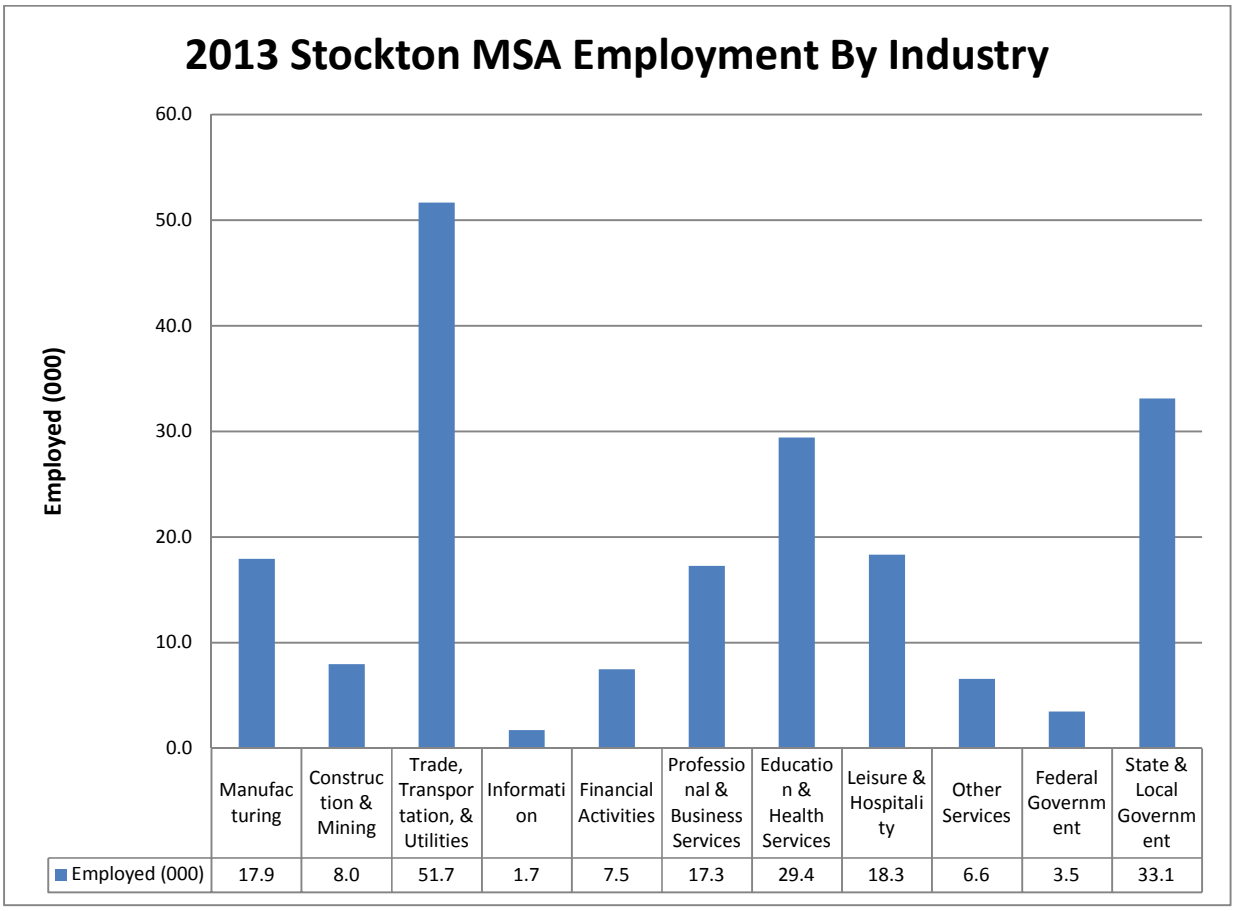
ECONOMIC OVERVIEW

Stockton and California Unemployment Rates
(percent)



Source: *University of Pacific (January 2014)*

ECONOMIC OVERVIEW

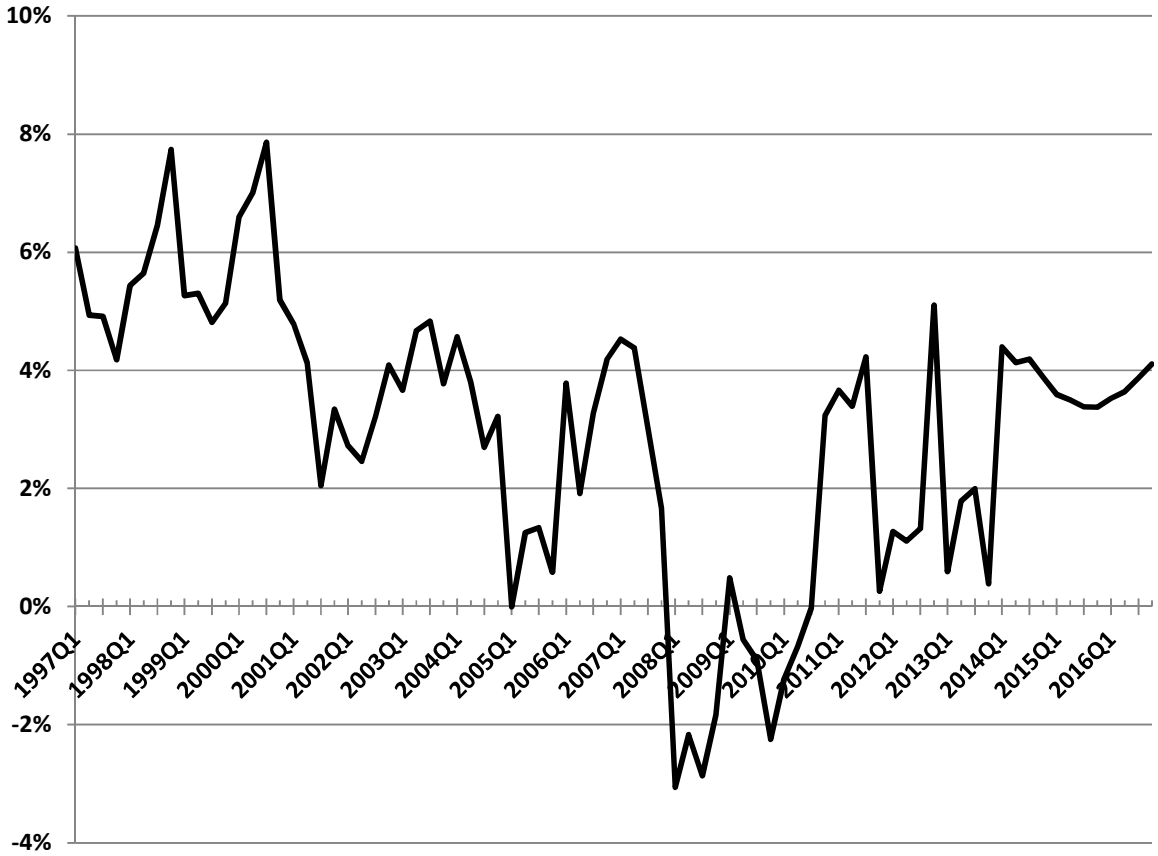


	Manufacturing	Construction & Mining	Trade, Transportation, & Utilities	Information	Financial Activities	Professional & Business Services	Education & Health Services	Leisure & Hospitality	Other Services	Federal Government	State & Local Government
Employed (000)	17.9	8.0	51.7	1.7	7.5	17.3	29.4	18.3	6.6	3.5	33.1

Source: *University of Pacific (January 2014)*

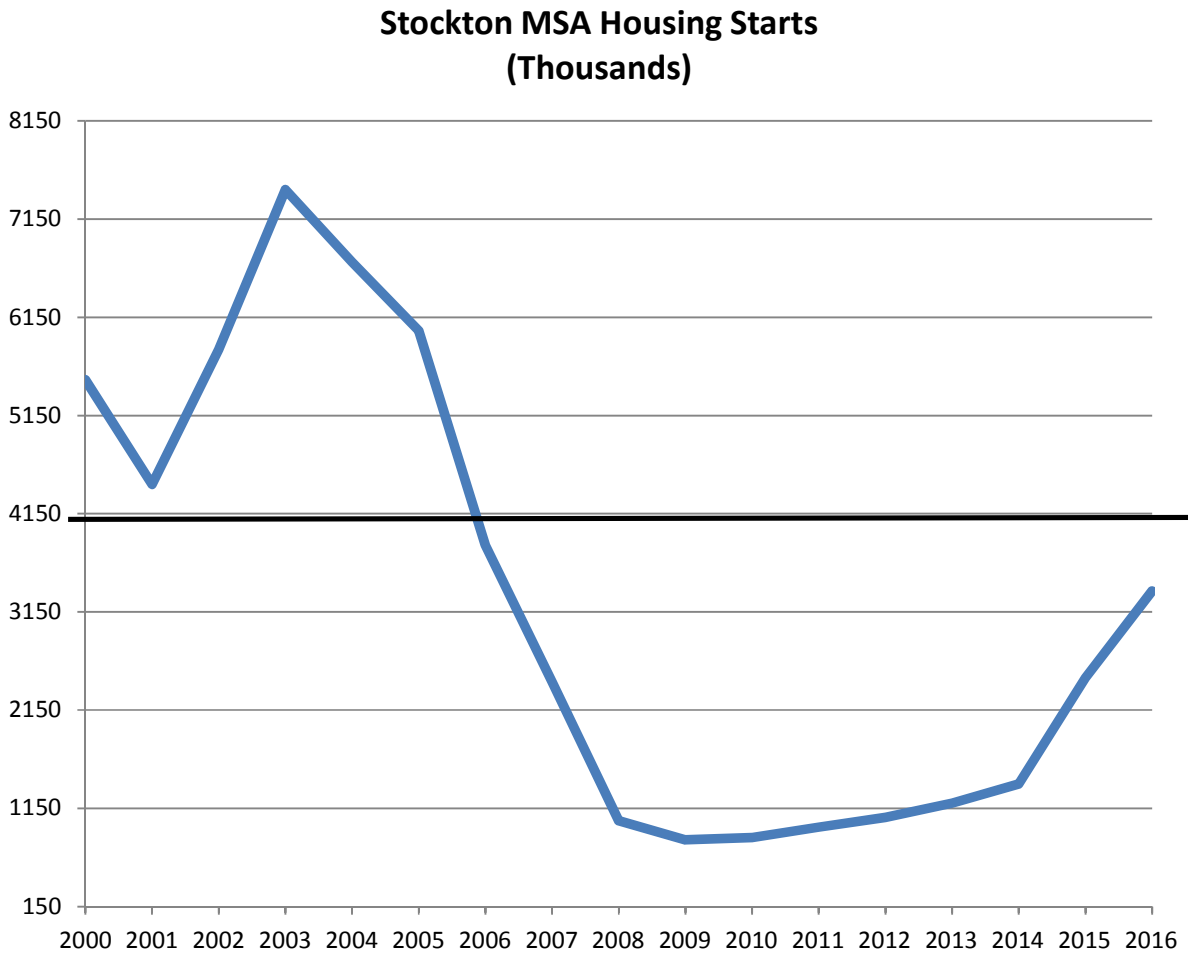
ECONOMIC OVERVIEW

Stockton Real Personal Income
(percent change from one year ago)



Source: *University of Pacific (January 2014)*

ECONOMIC OVERVIEW

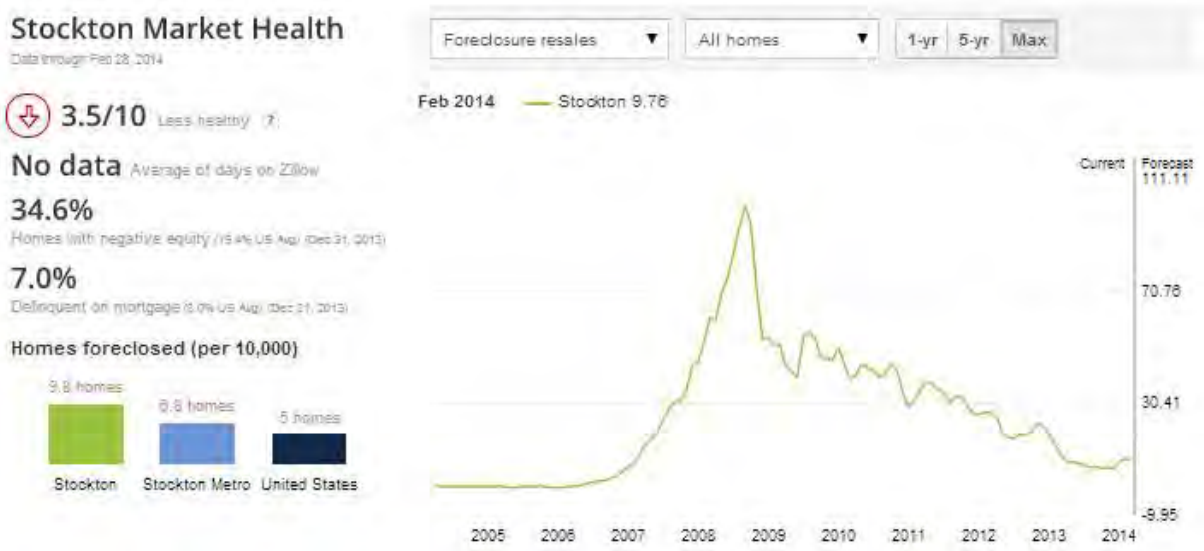


Source: *University of Pacific (January 2014)*

ECONOMIC OVERVIEW

Source: *Zillow (February 2014)*

Stockton Foreclosures



Source: *Zillow (February 2014)*

ECONOMIC OVERVIEW

According to the City of Stockton Annual Comprehensive Report 2012 (note that the City limits are smaller than the Stockton MSA), the largest employers in the City are:

Employer	Employees	Percent of Total City Employment
San Joaquin County	6,500	5.16%
Stockton Unified School District	3,893	3.09%
St. Joseph's Medical Center	2,500	1.99%
O-G Packing Company	2,000	1.59%
City of Stockton	1,683	1.34%
Diamond Walnut	1,407	1.12%
Dameron Hospital	1,200	0.95%
Pacific Gas and Electric	1,100	0.87%
Kaiser Permanente	1,065	0.85%
University of Pacific	1,000	0.79%

The Stockton market appears to be improving from a precipitous decline in employment and the downturn of the economy. Key economic statistics show improvement. The economic information below is from the University of Pacific's quarterly release based on Stockton MSA data.

- Per the University of Pacific, estimates of non-farm employment in the Stockton MSA is expected to increase 3.7% in 2014.
    - Trade, Transportation, and Utilities represent 26.5% of the total employment base and it is projected to have an average growth rate of 1.9% from 2014 – 2018.
    - Construction & Mining and State & Local Government are expected to lead the job growth in 2014 with 7.1% and 7.3% increases, respectively, representing 21.1% of the total employment base.
    - Construction & Mining is expected to grow at an average annual rate of 8.2% from 2014 - 2018, representing the largest growth rate for the area.

ECONOMIC OVERVIEW

  - Federal Government and Information are expected to see the largest decreases in employment in 2014 at 2.8% and 0.1%. Government represents 2.7% of the total employment base.
- Unemployment peaked in the 4th quarter of 2010 at 17.6%, but has steadily decreased to 12.2% in 4th quarter of 2013.
- Government entities are the largest employers in the Stockton area. Since 2010, around 1,600 more employees were added totaling 34,300 in Q4 2013, but less than when peak employment in Q1 2008 of 36,700.
- Personal income has rebounded from negative changes since 2009 to 16 straight quarters of positive gains thru the end of 2013. Personal income has increased $3,400 over the past four years.
- Wages contracted in 2013 but are projected to grow 14% total thru 2018.
- Per capita income hit a trough in 2010 at $27,700, but has grown each year to $28,600 in 2013, just below the peak of $29,400 in 2007.
- Housing starts reached a trough in the 4th quarter of 2011 but are expected to demonstrate consistent additions, with new starts up 28.5% yearly through 2018.
- Further growth is expected from the Gross Metro Product at an annual rate of 3.5% thru 2018 with 3.6% growth projected in 2014 over 2013.

The Stockton housing market also appears to be improving. According to information from the website Zillow, Stockton housing prices increased from their trough of around $120,000 in late 2010 to just over $170,000 at the beginning of 2014, an increase of almost 40%. This rate of change is one of the highest in the country. Additionally, foreclosures peaked in 2008/09 but have been trending down each year since.

NEIGHBORHOOD MAP
Swenson Golf Course

Neighborhood Boundaries:

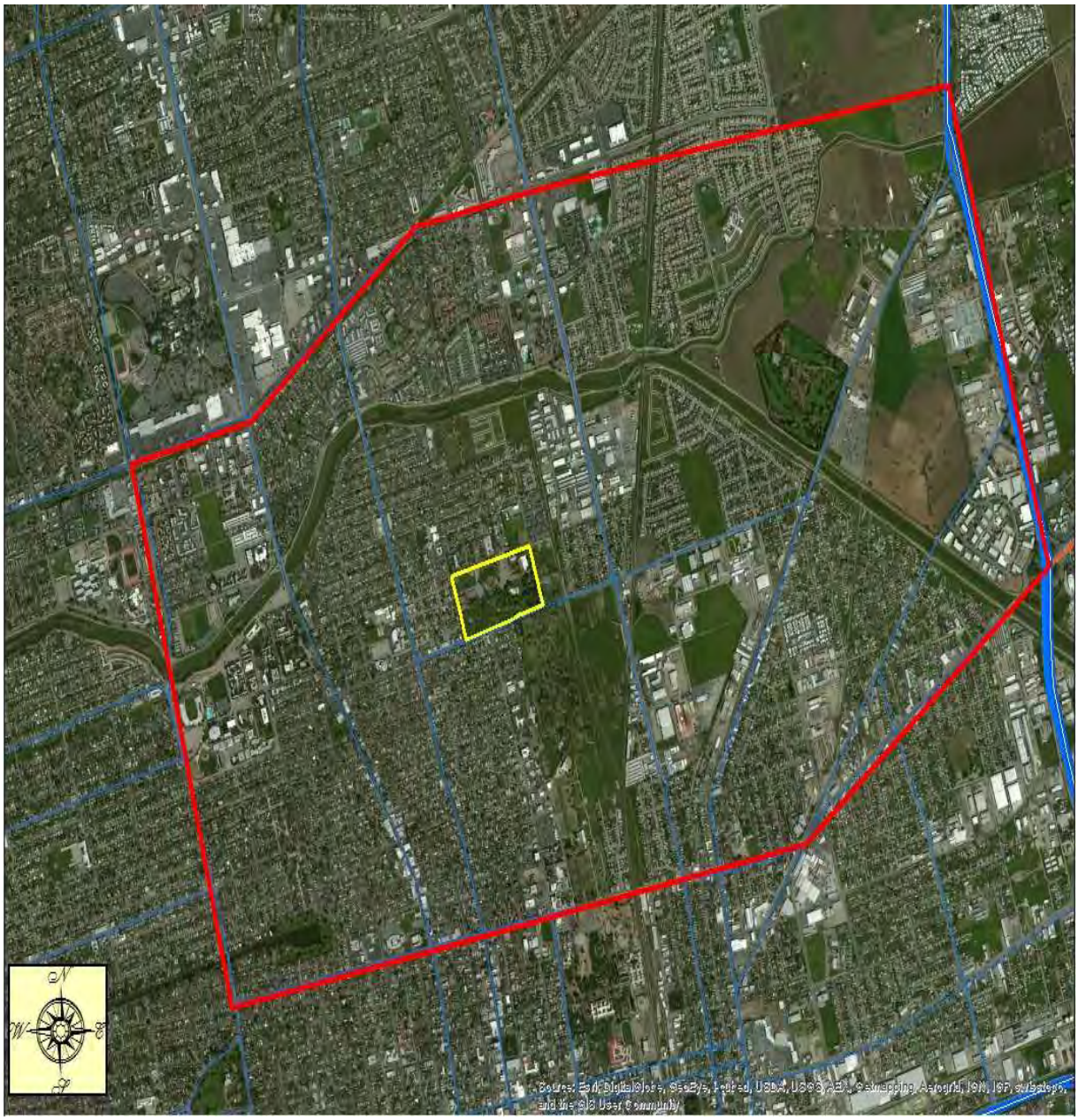
- North: Wagner Heights
- South: March Lane
- East: Pacific Avenue
- West: Embarcadero Drive

NEIGHBORHOOD MAP
Van Buskirk Golf Course & Community Center

Neighborhood Boundaries:

- North: Charter Way
- South: Levee
- East: Interstate 5
- West: Levee

NEIGHBORHOOD MAP
Oak Park



Neighborhood Boundaries:

- North: March Lane
- South: Harding Way
- East: Highway 99
- West: Pershing Avenue

GOLF COURSE VALUATION
INCOME APPROACH

The Income Approach was applied to Swenson and Van Buskirk. This approach is based on the assumption that value is created by the expectation of economic benefits to be derived in the future. Although recent historical performance (since 2006) has shown a consistent pattern of net operating losses, I believe privatization of the course and implementation of a new business model can yield improved financial results. To assess the income-producing capabilities of Swenson and Van Buskirk, I reviewed golf course profit and loss statements from 2008-09 through 2012/13, and future projections for 2013/14 through 2015/16, prepared by the current golf course manager, KemperSports. Below is a summary of the financial information.

	Actuals					Projected	Projected	Projected
	2008/09	**2009/10**	**2010/11**	**2011/12**	**2012/13**	**2013/14**	**2014/15**	**2015/16**
Swenson								
Revenue	$1,200,691	$1,100,822	$1,105,653	$1,193,345	$1,170,185	$1,145,334	$1,443,488	$1,484,525
Expense	$1,279,683	$1,261,639	$1,200,705	$1,290,843	$1,339,864	$1,271,624	$1,390,398	$1,419,235
Net Income (Loss)	**($78,992)**	**($160,817)**	**($95,052)**	**($97,498)**	**($169,679)**	**($126,290)**	**$53,090**	**$65,290**
Van Buskirk								
Revenue	$549,882	$569,477	$531,837	$576,148	$538,337	$548,045	$700,640	$724,350
Expense	$831,771	$846,462	$802,663	$754,091	$704,000	$763,339	$830,177	$843,708
Net Income (Loss)	**($281,889)**	**($276,985)**	**($270,826)**	**($177,943)**	**($165,663)**	**($215,294)**	**($129,537)**	**($119,358)**

Note: Financial information and projections from KemperSports

In 2011/12 a onetime termination fee of $100,000 was paid to Valley Crest, Inc. for early termination of a maintenance contract with Swenson and Van Buskirk. The maintenance contract was terminated due to the selection of KemperSports as the new course manager for Swenson and Van Buskirk. Under the management agreement, KemperSports is paid a management fee and is eligible for a bonus based on their ability to increasing revenue. The bonus is payable regardless of whether the courses make a profit. Additionally, the City allocates approximately $75,000 in City employee salaries to the golf courses.

During 2011, the City also engaged an external third party golf consultant (the "Golf Consultant") to analyze the golf courses and make certain recommendations. I reviewed the Golf Consultant's 2011 golf report which provides financial projections and recommendations relating to the ongoing management and operations of the courses. Below is a summary of the Golf Consultant's financial projections.

GOLF COURSE VALUATION
INCOME APPROACH

Combined Golf Courses	FY2011-12	FY2012-13	FY2013-14	FY2014-15	FY2015-16
Revenues	$2,185,684	$2,455,916	$2,638,840	$2,692,927	$2,753,558
Expenditures	$2,262,686	$2,275,559	$2,358,673	$2,394,144	$2,430,016
Net Annual Activity	**($77,002)**	**$180,357**	**$280,167**	**$298,783**	**$323,542**
Other Contract Costs					
Management Fees	$146,063	$163,174	$176,029	$182,552	$189,518
Unanticipated/Emergency Costs	$40,000	$46,500	$48,825	$48,825	$45,000
Additional Contract Costs (ACC)	**$186,063**	**$209,674**	**$224,854**	**$231,377**	**$234,518**
Net Annual Activity less ACC	**($263,065)**	**($29,317)**	**$55,313**	**$67,406**	**$89,024**

Source: *Golf consultant, John Delorenzo's golf operations powerpoint presentation dated May 24, 2011.*

In the Golf Consultant's opinion, to achieve enhanced financial performance, an owner must make significant capital investments in Swenson and Van Buskirk. Some changes recommended by the Golf Consultant included increasing rates, making modifications to pass play, reducing free play, adding cart paths, making certain capital improvements and increasing marketing efforts. Many more improvements and investments are necessary to materially enhance performance; a competent owner with professional management would make these improvements.

I independently determined that golf course rates at the Properties could be increased, based on my inspection of comparable golf courses in Stockton. I compared and contrasted other golf courses to Swenson and Van Buskirk to assess potential areas of improvement, similar to what the Golf Consultant did. My analysis included a quantitative ranking system (on a 1-5 scale) to evaluate different aspects of each course with 1 being poor and 5 being excellent. Below is a chart with my observations.

Stockton Area Golf Course Comparables

Category	Van Buskirk	Swenson	Swenson Exec	French Camp	Manteca Park	Micke Grove	Lockeford Springs	Reserve at Spanos	Elkhorn
Golf Course									
Tees	2	3	3	1	5	3	3	4	4
Fairways	1	2	2	1	4	2	3	4	4
Greens	2	3	3	2	4	2	2	4	4
Bunkers	3	3	3	2	3	2	3	4	4
Ponds	2	3	3		3	1	2	4	4
Overall Design	3	4	4	2	4	3	3	4	4
Cart paths				2	4	3	3	4	4

GOLF COURSE VALUATION
INCOME APPROACH

Category	Van Buskirk	Swenson	Swenson Exec	French Camp	Manteca Park	Micke Grove	Lockeford Springs	Reserve at Spanos	Elkhorn
Facilities									
Clubhouse	1	2	2	1	5	3	4	4	3
Pro Shop	2	2	2	1	5	3	4	4	3
Restrooms	1	2	2	1	5	3	4	4	3
Restaurant	1	3	3	1	5		4	4	3
Maintenance	2	3	3	1	3	1	3	3	3
Other									
Driving Range	2	3	3	1	4	3	3	4	4
Location	2	4	4	1	3	2	2	3	3
Area	2	4	4	1	3	2	2	4	4
Golf Carts	3	3	3	2	3	3	3	4	4
Park Area	4	4	4	3	4				
Other Equipment	2	3	3	2	3				
Overall Rating	**2.06**	**3.00**	**3.00**	**1.47**	**3.89**	**2.40**	**3.00**	**3.88**	**3.63**

Rating Key
1 - Poor Condition
2 - Fair Condition
3 - Good Condition
4 - Very Good Condition
5 - Excellent Condition

For the same courses evaluated on above, round rates were assessed and compared to Swenson and Van Buskirk. Based on my overall ratings, it appears that round rates at Swenson and Van Buskirk are below the rates of comparable courses in the Stockton market and could be increased.

Stockton Competitors Round Rates

Round Price	Van Buskirk	Swenson	French Camp	Manteca Park	Micke Grove	Lockeford Springs	Reserve at Spanos	Elkhorn
Ride Monday - Friday (Open - 11 AM)	$28	$30		$33 & $36	$39	$40	$47	$46
Walk Monday - Friday (Open - 11 AM)	$18	$20	$8	$18 & $21	$29	$25	$42	$31
Ride Monday - Friday (11 AM - 2 PM)	$25	$25		$25	$29	$35	$47	$36
Walk Monday - Friday (11 AM - 2 PM)	$15	$15	$8	$18 & $21	$19	$20	$42	$21
Ride Monday - Friday (2 PM - Close)	$20	$20		$25	$25	$25	$35	$26
Walk Monday - Friday (2 PM - Close)	$10	$10	$8	$15	$15	$10	$30	$15

GOLF COURSE VALUATION
INCOME APPROACH

Round Price	Van Buskirk	Swenson	French Camp	Manteca Park	Micke Grove	Lockeford Springs	Reserve at Spanos	Elkhorn
Ride Saturday/Sunday/Holiday (Open - 11 AM)	$30	$35	$20	$36 & $43	$49	$55	$59	$53
Walk Saturday/Sunday/Holiday (Open - 11 AM)	$20	$25	$12	$21 & $28	$39	$40	$54	$38
Ride Saturday/Sunday/Holiday (11 AM - 2 PM)	$25	$30	$20	$36 & $43	$35	$45	$59	$43
Walk Saturday/Sunday/Holiday (11 AM - 2 PM)	$15	$20	$12	$21 & $28	$25	$30	$54	$28
Ride Saturday/Sunday/Holiday (2 PM - Close)	$20	$25	$20	$27	$30	$25	$39	$33
Walk Saturday/Sunday/Holiday (2 PM - Close)	$10	$15	$12	$16	$20	$10	$34	$18

I concur with the Golf Consultant that the possibility exists to enhance the revenue production of the golf courses.

To estimate the value of a possessory interest in Swenson and Van Buskirk, I have considered both the KemperSports and Golf Consultant's revenue projections and have applied the gross income multiplier ("GIM") income capitalization method. While other income capitalization methods are available (discounted cash flows and direct capitalization), Swenson and Van Buskirk have experienced net operating losses in the recent past which prohibit the use of these other methods. Capital and operational improvements are also needed at both Swenson and Van Buskirk to maximize value.

The GIM method is appropriate to use in the case of Swenson and Van Buskirk as it takes into account, in one single ratio, all the factors that market participants consider in pricing properties. It's also one method commonly employed to convert gross income to value for properties which have experienced persistent declines in revenues and weak or negative margins. According to the Society of Golf Appraisers ("SGA") 2014 Financing & Investing Survey, a number of buyers and sellers give credence as to the relevancy of the GIM approach. The survey information indicate GIM's generally in the .9 to 1.3X range for clubs with nominal or negative net margins. The SGA survey indicated that the average GIM for all clubs was 1.4x gross income.

The survey information is also corroborated with listings for sale of golf courses around the country. I have gathered 31 golf course listings of public, semi-private and private golf courses. Current listing prices reflect GIMs that commonly range from .77 to 1.77. Many of the listed

GOLF COURSE VALUATION
INCOME APPROACH

courses also are under-performing, whereby net operating incomes are negative, and whereby revenue enhancements and other operating improvements would likely be implemented after closing.

Historically, the number of rounds played annually and the average revenue per round (including golf, food and beverage and revenue from other sources) has varied, reflected on the following table.

	2008/09	2009/10	2010/11	2011/12	2012/13
Swenson					
Revenue	$1,200,691	$1,100,822	$1,105,653	$1,193,345	$1,170,185
Rounds Played	55,864	57,637	53,450	59,669	54,492
Avg Price Per Round	**$21.49**	**$19.10**	**$20.69**	**$20.00**	**$21.47**
Van Buskirk					
Revenue	$549,882	$569,477	$531,837	$576,148	$538,337
Rounds Played	27,095	29,830	24,300	27,047	24,316
Avg Price Per Round	**$20.29**	**$19.09**	**$21.89**	**$21.30**	**$22.14**

Note: Approximately 20% to 25% of total rounds are member or discounted for youth programs.

Source: *Revenue figures from KemperSports. Rounds played figures from Susan Wren.*

Based on my analysis of competitor rates, the past performance of the courses, and the enhancements in revenues that could be made, I project the courses could achieve the following revenues:

Course	Estimated Annual Rounds (Projected)	Average Revenue per Round (All Sources)	Annual Gross Potential Revenues
Swenson	56,000	$24.00	$1,344,000
Van Buskirk	26,000	$23.50	$611,000

Appling the GIMs to the revenue projections, the indicated value ranges are as follows:

Swenson (Projection):

- Potential Gross Income (2014-15) $1,344,000 times 1.3 to 1.5 = $1,747,000 to $2,016,000; rounded to $1,900,000

Van Buskirk (Projection):

- Potential Gross Income (2014-15) $611,000 times 1.1 to 1.35 = $672,000 to $825,000; rounded to $800,000

GOLF COURSE VALUATION
SALES COMPARISON APPROACH

Sales of golf courses throughout the country were collected and reviewed. Since 2011, there were 719 golf course sales (source: National Golf Foundation). Of the 719 sales, 537 were private facility courses, 163 were daily fee, and 19 were municipal facilities. Furthermore, there were 36 golf course sales (6 were private courses, and 30 were daily fee courses) that occurred in California.

The public golf course sales demonstrated patterns in price per hole that is useful for comparing to Swenson and Van Buskirk. While the locations of the golf course sales differ (some are located in more populated metropolitan areas, are located in neighborhoods with higher rate potential, are newer, have different appeal (USGA rankings, clubhouse improvements, course length)), and are different in condition/needed improvements, the price per hole ranged from $72,222 to $150,222, and per acre from $5,847 to $23,148.

Relevant Golf Course Sale Comparables

Category	Swenson Golf Course	Woodhaven Golf Course	Sycamore Canyon Golf Course	Adobe Creek Golf Course	Darkhorse Golf Course	Woods Valley Golf Course	Valley Rose Golf Course
Location	Stockton	Palm Desert	Arvin	Petaluma	Auburn	Valley Center	Wasco
Golf Course Type	Municipal	Daily Fee	Daily Fee	Daily Fee	Daily Fee	Daily Fee	Daily Fee
Par	72	70	72	72	72	71	72
Sale Date	-	2/15/2011	3/3/2011	3/21/2011	12/14/2012	10/24/2013	10/28/2013
Sale Price	-	$2,500,000	$1,300,000	$2,500,000	$1,450,000	$2,704,000	$2,050,000
Holes	27	18	18	18	18	18	18
Price/Hole	-	$138,889	$72,222	$138,889	$80,556	$150,222	$113,889
Acres	219	108	159	165	248	250	155
Price/Acre	-	$23,148	$8,174	$15,127	$5,847	$10,816	$13,212
Course Length	6,703	5,794	7,100	6,886	7,053	6,670	6,862
USGA Course Rating	69.8	67.1	74.2	73.8	75	72.2	74.1
USGA Slope Rating	113	118	125	131	140	131	126
Ave. Price/Round	$25 - $31	$49 - $69	$25 - $29	$36 - $52	$45 - $69	$40 - $55	N/A
Clubhouse Rize	9,500	34,000	10,800	15,000	14,700	7,150	9,500
Year Built	1952	1984	1989	1989	2002	2004	1991
Geographic Location	-	Similar	Similar	Similar	Similar	Similar	Similar

GOLF COURSE VALUATION
SALES COMPARISON APPROACH

As mentioned previously, I have also gathered listings of golf courses available for purchase. While these listings do not reflect consummated sales, they do provide additional supporting information. In general, non-Hawaii courses range in listed price per hole from $64,815 to $194,444 (average $117,670 per hole for public courses), and from $6,064 to $35,000 per acre (average of $12,224). These asking prices are certainly within the range of my overall sales database.

Based on the various similarities and differences of Swenson and Van Buskirk, I have estimated the following values presuming a fee simple ownership interest and before discounting for possessory interests:

Swenson: $100,000 to $110,000 per hole (for 18 holes – the 9-hole executive course is considered in this estimate); $8,000 to $10,000 per acre; indicated value range: $1.806 million to $2.186 million, rounded to $2,000,000

Van Buskirk – Golf Course only: $60,000 to $70,000 per hole; $5,000 to $6,000 per acre; indicated value range: $1.08 million to $1.358 million, rounded to $1,100,000

GOLF COURSE RECONCILIATION OF VALUES

The Income and Sales Approaches were used to indicate values for the golf courses. The fee simple interest indicated values from each approach are as follows:

Property	Income Approach	Sales Approach	Reconciled Value (Assumes Fee Simple Ownership)
Swenson	$1,900,000	$2,000,000	$1,950,000
Van Buskirk	$800,000	$1,100,000	$900,000

As indicated previously, the possessory interests are discounted from the fee simple values. The discounts are attributable to: 1) difficulty of obtaining financing to help defray capital investments necessary to enhance performance; 2) the financial operating history of the Properties that have reflected consistent years of financial losses; and 3) a prospective

GOLF COURSE VALUATION
SALES COMPARISON APPROACH

possessor will have to expend significant marketing and management resources to enhance the image and profitability of the courses with no certainty of achieving profitability.

The amount of discount for the possessory interest decreases as the length of the possessory time period increases (presuming possessory periods ending in 2038, 2048 and 2053). A longer possessory ownership period provides more financial flexibility to enhance performance and an extended payback period.

Assuming a possessory interest through September 1, 2038, I have applied a discount of approximately 10 percent to the fee simple value of Swenson, and a 20 percent discount to the fee simple value of Van Buskirk. Based on the other time periods of the possessory interests (other than a possessory interest perpetually), the following values are indicated (rounded):

Property	As of March 26, 2014 (1)	As of March 26, 2014 (2)	As of March 26, 2014 (3)
Swenson	$1,750,000	$1,800,000	$1,850,000
Van Buskirk (Golf Course Only)	$725,000	$750,000	$775,000

(1) Assumes possessory interest ends September 1, 2038
(2) Assumes possessory interest ends September 1, 2048
(3) Assumes possessory interest ends July 1, 2053

OAK PARK VALUATION
SALES COMPARISON APPROACH

Oak Park offers a unique mix of improvements for community/public use that include 11 tennis courts, 2 regulation softball fields, a 6,000 seat regulation professional minor league baseball field, a multi-use field, a community swimming pool complex with changing facilities, a 33,165 square foot ice rink facility and an approximately 5,000 square foot, one-story senior center. Most of the improvements that exist on the Oak Park site – baseball Stadium, baseball/softball fields, tennis courts, a swimming pool complex and senior center - have minimal value as they are older and in need of significant repairs and maintenance. Additionally, the improvements are very specialized and have limitations created by the possessory interest.

Although most of the improvements at Oak Park have minimal value, they have historically shown the ability to generate some revenue as seen in the financial summary below. With some capital improvements to enhance appeal and lower costs, revenue enhancement possibilities exist.

REVENUE	2009-10	2010-11	2011-12	2012-13	% of Total Revenue
Oak Park Senior Center					
Classes	$3,507	$3,095	$5,764	$5,344	1.0%
Facility Rentals	10,006	10,288	13,477	12,256	2.5%
Memberships	11,972	11,943	12,958	12,573	2.7%
Oak Park					
Facility Rentals	24,381	24,404	22,830	19,697	5.1%
Instructional Classes	900	-	-	-	
Oak Park Swimming Pool	13,828	-	-	-	
Oak Park Ice Arena	375,558	363,599	358,926	425,962	84.3%
Oak Park Ball Fields	12,094	5,031	630	836	1.0%
Oak Park Tennis Center	11,657	10,962	13,157	10,419	2.6%
Total Revenue	**$463,903**	**$429,322**	**$427,742**	**$487,087**	

Source: *The City of Stockton - Community Services - Recreation*

In my opinion, only the ice rink contributes material value to the property. Comparable sales were gathered from 2010 through 2013 for ice rinks throughout the country with similar types of improvements. Various factors were considered when comparable sales were selected, including location and city population, size of rink, age and condition of the facility and overall property size in acres. The following page summarizes the sales used.

OAK PARK VALUATION
SALES COMPARISON APPROACH

Sale Date	Address	City	State	Zip Code	City Population	Sales Price	Size (SF)	Land (AC)	$/SF	$/Acre
2/13/2012	300 Bizzell Ave	Midwest City	OK	73110	54,371	$435,000	18,000	1.67	$24	$260,479
11/14/2012	201 S River Ridge Cir S	Burnsville	MN	55337	60,306	$800,000	11,000	1.82	$73	$439,560
10/23/2013	2095 Andrea Ln	Fort Myers	FL	33912	62,298	$995,000	17,600	1.88	$57	$529,255
1/22/2013	399 Alta Vista Ave	Fort Myers	FL	33905	62,298	$606,748	16,901	1.44	$36	$421,353
11/15/2012	11319 Memorial Pky SW	Huntsville	AL	35803	180,105	$1,500,000	21,728	2.37	$69	$632,911
3/30/2011	301 133rd St S	Tacoma	WA	98444	198,397	$500,000	18,864	2.00	$27	$250,000
4/30/2010	1420 George Washington Hwy N	Chesapeake	VA	23323	222,209	$1,800,000	19,620	4.08	$92	$441,176
4/28/2013	4649 Verona Rd	Madison	WI	53711	233,209	$94,700	21,120	2.70	$4	$35,074
9/14/2012	3131 W Hammer Ln	Stockton	CA	95209	291,707	$290,000	30,496	2.10	$10	$138,095
2/23/2011	950 Hillcrest Rd	Mobile	AL	36695	412,992	$642,500	21,209	2.06	$30	$311,893
12/8/2010	2020 Del Monte Ave	Monterey	CA	93940	415,057	$2,150,000	17,037	1.00	$126	$2,150,000
6/15/2011	800 Karen Ave	Las Vegas	NV	89109	583,756	$730,000	44,000	1.14	$17	$640,351
7/30/2010	2771 Clarke Rd	Memphis	TN	38115	646,889	$155,000	28,128	1.90	$6	$81,579
10/15/2012	8830 E WT Harris Blvd	Charlotte	NC	28227	731,424	$1,450,000	18,048	1.70	$80	$852,941
					Average	**$867,782**	**21,697**	**1.99**	**$46**	**$513,191**

In many instances, properties with significant deferred maintenance and similar specialized improvements were acquired and subsequently razed to permit other uses. In such cases, the properties sold for a significant discount, essentially land value, with little value given to the improvements. Given the level of deferred maintenance and specialized improvements found at the Oak Park ice rink, I believe the improvements would fall into the lower range of value when comparing to sales of similar properties.

Based on the comparable sales, the fee simple value of the ice rink at Oak Park is $325,000 to $500,000, or approximately $10 to $15 per square foot of rink improvements. I rounded this estimate to $400,000. As previously noted, except for a perpetual possessory interest, the temporal possessory nature of the interest in Oak Park creates a substantial discount to fee value. Limitations created by the possessory interest restrict redevelopment possibilities. Additionally, it is possible that the on-going maintenance and capital expenditures needed to operate Oak Park could exceed any revenue producing abilities. As such, the possessory discount is significantly higher than that estimated for Swenson and Van Buskirk. I have discounted the fee value 40 percent (presuming a possessory interest through March 26, 2014). Based on other terms assumed for the possessory interest, my opinions are as follows:

OAK PARK VALUATION
SALES COMPARISON APPROACH

Property	As of March 26, 2014 (1)	As of March 26, 2014 (2)	As of March 26, 2014 (3)
Oak Park	$240,000	$250,000	$260,000

(1) Assumes possessory interest ends September 1, 2038
(2) Assumes possessory interest ends September 1, 2048
(3) Assumes possessory interest ends July 1, 2053

COMMUNITY CENTER VALUATION
COST APPROACH

The Community Center at Van Buskirk serves the South Stockton Redevelopment Project Area. The 18,000 square foot facility opened in September 2007 after extensive renovations that include an indoor amphitheater, a climbing wall, a full gymnasium, a fitness facility, an arts and crafts room and two multipurpose rooms. The center offers, among other things, free after-school programs and care, arts and crafts programs, dance programs, subsidized or free meals and brown bag giveaways, health and safety screenings and classes. The center received the prestigious Award of Excellence in Design by the American Institute of Architects (AIA) in 2007.

In August 2006, a resolution of the Redevelopment Agency of the City approved the funding of $3,700,000 from bond proceeds for the renovation of the Community Center at Van Buskirk. In March 2008, American Appraisal valued the reproduction cost of the Community Center at $3,154,000.

I have estimated the replacement cost of the Community Center using the Marshall Valuation Service Guide ("MVS"), a national cost estimating service. The facility is characterized as a community center, Class C construction, of average quality. Based on the methodology described in the MVS, the calculation on the following page summarizes the replacement cost new of the Facility.

COMMUNITY CENTER VALUATION
COST APPROACH

Marshall Valuation Cost Calculation		Comments
Class C (Average Construction) - Aug 2013	$120.59	Cost per SF
Van Buskirk Community Center Size	17,237	Square Footage
Base Cost - Aug 2013	**$2,078,610**	
Current Cost Multiplier	1.02	To bring cost current
Base Cost - Feb 2014	**$2,120,182**	
Add: Architect's Fee	$148,413	
Base Cost & Architects Fees	**$2,268,595**	
Local Multiplier - Stockton	1.19	To adjust for geographical location
Total Construction Cost	**$2,699,628**	
Less: Depreciation - Deferred Maintenance	($100,000)	
Less: Depreciation - Physical Deterioration	($472,435)	Based on 40 year economic life and 7 years effective age
Depreciated Replacement Cost - Building Improvements	**$2,127,193**	
Contributory Value of Site Improvements	$50,000	Parking lot, 13 picnic tables, a tot lot, 2 tennis courts, 2 ball fields, 3 basketball courts, 4 handball courts, 5 barbecue pits, 2 restrooms
Total Depreciated Replacement Cost	**$2,177,193**	

I have applied a discount to the total depreciated replacement cost value of the Community Center based on the different time periods of the possessory interests (other than a possessory interest perpetually). The following values are indicated (rounded):

Possessory Interest Discount	As of March 26, 2014 (1)	As of March 26, 2014 (2)	As of March 26, 2014 (3)
Total Depreciated Replacement Cost	$2,177,193	$2,177,193	$2,177,193
Less: Possessory Interest Discount	22%	18%	15%
Value of Possessory Interest (Rounded)	**$1,700,000**	**$1,775,000**	**$1,850,000**

(1) Assumes possessory interest ends September 1, 2038
(2) Assumes possessory interest ends September 1, 2048
(3) Assumes possessory interest ends July 1, 2053

VALUATION ASSUMING POSSESSORY INTEREST PERPETUALLY

A possessory interest perpetually is similar to fee ownership in a property. As such, the holder does not face the same challenges and constraints related to financing, redeveloping and changing the use of the Properties when specific ownership periods exist. The highest and best use of the Properties is different as if possession is perpetual than if time constrained. With perpetual possession, it is reasonably probable, physically possible and economically feasible that the improvements on the Properties would be demolished, and the land converted into residential, commercial or mixed-uses some time during the possessory period perpetually.

The value for the Properties with a possessory interest perpetually is land value. The existing improvements are considered to be interim uses until such time as a change of use can be achieved, and as market conditions dictate. I have used the sales of vacant land to estimate the Properties' value presuming a possessory interest perpetually.

Land sales were gathered for comparison purposes to the Properties. The size of the Properties - from 60 to over 200 acres - required that I search a broader area than the immediate Stockton area. As such, my sales database included those that were located along the I-5 corridor from Kern County to San Joaquin County. Sales that occurred from December 2012 to the present were gathered, and included land suitable for residential purposes. In total, over 500 sales were analyzed, of which 15 were deemed useful for comparison purposes due to their proximity to existing population or at the fringe of urban development and their size (in acres) that would allow larger scale residential/mixed residential commercial uses.

Over the past year and in the areas I researched and for the sales I selected, the overall sales volume was significant - over $98 million. The sales most useful for comparison to the Properties indicated a range in selling prices per acre from $10,145 to $77,165, with an average price of $27,000 per acre. Two of the sales considered were in San Joaquin County and were in excess of 100 acres. The first sale occurred in December 2012 for Tracy Hills for 2,204 acres for $60,000,000 ($27,223 per acre) with a specific development plan approved. The second sale occurred in October 2013 for Duck Creek Estates, an unimproved 114+ acre parcel that is located in Stockton a few miles east of Van Buskirk. That parcel sold for $1,392,600 ($12,210 per acre), and is comprised of non-contiguous parcels.

VALUATION ASSUMING POSSESSORY INTEREST PERPETUALLY

Considering the location of the Properties, their size, environs and development potential, I conclude the following values per acre, presuming perpetual possession:

Property	Site Size (Acres)	Value/Acre	Value (Rounded)
Swenson	218.6	$35,000	$7,650,000
Van Buskirk	194	$15,000	$2,900,000
Oak Park	61.2	$30,000	$1,835,000

The valuation of the Community Center assuming a possessory interest perpetually, is equal to the total depreciated replacement cost of the facility, without a deduction for the leasehold discount, plus land value.

Property	Total Depreciated Replacement Cost (Rounded)	Land Value (20 acres X $15,000 per acre)	Value
Community Center	$2,175,000	$300,000	$2,475,000

FINAL VALUE CONCLUSIONS

Based on the foregoing, and considering the appropriate valuation approaches applied, my valuation conclusions are as follows:

Property	As of March 26, 2014 (1)	As of March 26, 2014 (2)	As of March 26, 2014 (3)	As of March 26, 2014 (4)
Swenson	$1,750,000	$1,800,000	$1,850,000	$7,650,000
Van Buskirk*	$2,425,000	$2,525,000	$2,625,000	$5,375,000
Community Center	$1,700,000	$1,775,000	$1,850,000	$2,475,000
Oak Park	$240,000	$250,000	$260,000	$1,835,000

(1) Assumes possessory interest ends September 1, 2038
(2) Assumes possessory interest ends September 1, 2048
(3) Assumes possessory interest ends July 1, 2053
(4) Assumes possessory interest runs perpetually

***** Includes golf course and Community Center

NATURE OF PAYMENTS UNDER LEASE AGREEMENT

Under the Lease Agreement, the "rent" payable by the City is equal to the amounts due in connection with the Bonds. I have considered whether that "rent" represented a fair market rent for the Properties and was related to the City's use and occupancy of the Properties as of the execution of the Lease Agreement.

Salient aspects of the Lease Agreement are as follows:

- The Lease Agreement between the Authority and the City provides for the City to "sublease" the Properties back from the Authority for the purpose of enabling the City to finance various capital improvements throughout the geographic boundaries of the City.
- The Authority authorized the issuance of Bonds in the aggregate principal amount of $35,080,000.
- The Lease Agreement commenced on September 1, 2009, and shall end on the earlier of September 1, 2038, or such earlier or later date on which the Bonds shall no longer be outstanding.
- "Rental" payments under the Lease Agreement are the amounts due and payable in respect of the Bonds.
- The Authority and the City "agree and determine" that the total payments under the Lease Agreement do not exceed the fair rental value of the Properties.

The City acknowledges that all such payments under the Lease Agreement have previously been assigned by the Authority to the Trustee in trust, for the benefit of the Owners of the Bonds, and the City consents to such assignment.

NATURE OF PAYMENTS UNDER LEASE AGREEMENT

SCHEDULE OF LEASE PAYMENTS

Lease Payment Date	Lease Payment	Lease Payment Date	Lease Payment
3/1/2010	$1,154,233.47	9/1/2024	$2,010,662.50
9/1/2010	$1,207,918.75	3/1/2025	$894,212.50
3/1/2011	$1,207,918.75	9/1/2025	$2,049,212.50
9/1/2011	$1,207,918.75	3/1/2026	$855,231.25
3/1/2012	$1,207,918.75	9/1/2026	$2,090,231.25
9/1/2012	$1,207,918.75	3/1/2027	$813,550.00
3/1/2013	$1,207,918.75	9/1/2027	$2,128,550.00
9/1/2013	$1,732,918.75	3/1/2028	$769,168.75
3/1/2014	$1,190,200.00	9/1/2028	$2,174,168.75
9/1/2014	$1,755,200.00	3/1/2029	$721,750.00
3/1/2015	$1,171,131.25	9/1/2029	$2,221,750.00
9/1/2015	$1,771,131.25	3/1/2030	$671,125.00
3/1/2016	$1,150,881.25	9/1/2030	$2,271,125.00
9/1/2016	$1,790,881.25	3/1/2031	$615,125.00
3/1/2017	$1,129,281.25	9/1/2031	$2,330,125.00
9/1/2017	$1,814,281.25	3/1/2032	$555,100.00
3/1/2018	$1,106,162.50	9/1/2032	$2,390,100.00
9/1/2018	$1,836,162.50	3/1/2033	$490,875.00
3/1/2019	$1,081,525.00	9/1/2033	$2,450,875.00
9/1/2019	$1,861,525.00	3/1/2034	$422,275.00
3/1/2020	$1,055,200.00	9/1/2034	$2,522,275.00
9/1/2020	$1,890,200.00	3/1/2035	$348,775.00
3/1/2021	$1,027,018.75	9/1/2035	$2,593,775.00
9/1/2021	$1,917,018.75	3/1/2036	$270,200.00
3/1/2022	$996,981.25	9/1/2036	$2,670,200.00
9/1/2022	$1,946,981.25	3/1/2037	$186,200.00
3/1/2023	$964,918.75	9/1/2037	$2,756,200.00
9/1/2023	$1,979,918.75	3/1/2038	$96,250.00
3/1/2024	$930,662.50	9/1/2038	$2,846,250.00

Financial information was compiled to analyze historical operational performance of the Properties before and after the issuance of the Bonds and the determination of the "rent" payment. The information presented below reflects income (loss) **before** and **after** the transaction was consummated. Some information for the Community Center and Oak Park was not available for this analysis.

NATURE OF PAYMENTS UNDER LEASE AGREEMENT

	Actuals					Forecast (1)
	2008/09	2009/10	2010/11	2011/12	2012/13	2013/14
Swenson						
Revenue	$1,200,691	$1,100,822	$1,105,653	$1,193,345	$1,170,185	$1,145,334
Expense	$1,279,683	$1,261,639	$1,200,705	$1,290,843	$1,339,864	$1,271,624
Net Income (Loss)	**($78,992)**	**($160,817)**	**($95,052)**	**($97,498)**	**($169,679)**	**($126,290)**
Van Buskirk						
Revenue	$549,882	$569,477	$531,837	$576,148	$538,337	$548,045
Expense	$831,771	$846,462	$802,663	$754,091	$704,000	$763,339
Net Income (Loss)	**($281,889)**	**($276,985)**	**($270,826)**	**($177,943)**	**($165,663)**	**($215,294)**
Community Center (2)						
Revenue	$0	$0	$0	$0	$0	$0
Expense	$0	$0	$0	$0	$0	$0
Net Income (Loss)	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**
Oak Park (3)						
Revenue	$0	$463,903	$429,322	$427,742	$487,087	$420,000
Expense	$0	$603,465	$605,017	$795,171	$787,633	$537,595
Net Income (Loss)	**$0**	**($139,562)**	**($175,695)**	**($367,429)**	**($300,546)**	**($117,595)**
Total Income (Loss) (4)	**($360,881)**	**($577,364)**	**($541,573)**	**($642,870)**	**($635,888)**	**($459,179)**

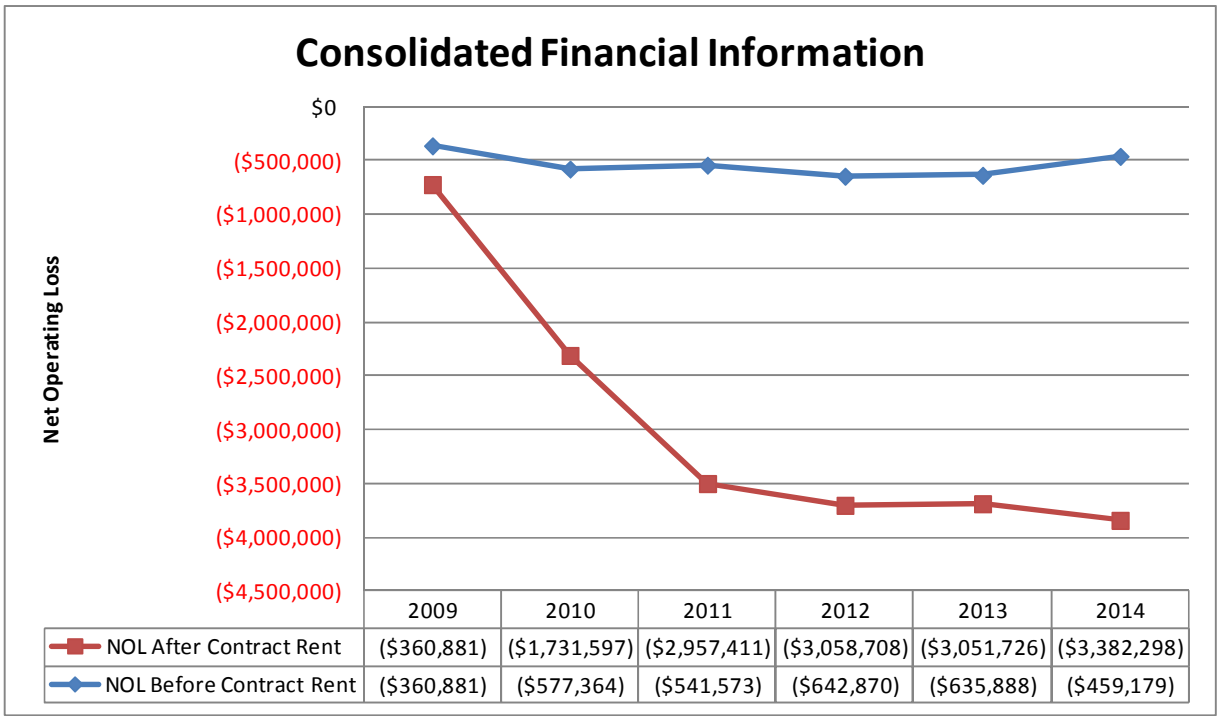
(1) Golf course forecast from KemperSports. Oak Park projection only includes the Ice rink forecast from SMG.
(2) No information provided.
(3) Oak Park financial information for 2008/09 was not provided.
(4) Total income does not include any lease payments between the Authority and City.

Using the combined financial information, I compared net operating results before and after contract "rent" called for under the Lease Agreement. Financial results for the year ending June 30, 2009, the year prior to commencement of the Lease Agreement, indicate the Properties sustained an operating loss of approximately $361,000. When the Lease Agreement commenced on September 1, 2009, the Properties did not have the ability to cover any rent obligation, much less the multimillion dollar "rent" provided under the Lease Agreement.

NATURE OF PAYMENTS UNDER LEASE AGREEMENT

The blue line on the chart below represents the Properties' actual financial performance for the years ending June 30, 2009 through June 30, 2013 and a forecast for the year ending June 30, 2014. The red line represents the Properties financial performance with the contract "rent" obligation included.

The red line shows the dramatic impact of the added obligation of the Lease Agreement. To support the Lease Agreement "rent", revenues from the Properties would need to increase 2.4x the current levels, assuming that there was no commensurate increase in operating expenses. This dramatic increase in revenues is not achievable. Based on this information, it is readily apparent the Properties never had, nor were projected to have, the financial ability to pay the "rent" obligations under the Lease Agreement. The "rent" payable under the Lease Agreement was not in line or in no way related to the fair rental value (or the amount of rent that could have been paid) of the Properties or related to the City's use and occupancy of the Properties at the time the Lease Agreement was executed.



	2009	2010	2011	2012	2013	2014
NOL After Contract Rent	($360,881)	($1,731,597)	($2,957,411)	($3,058,708)	($3,051,726)	($3,382,298)
NOL Before Contract Rent	($360,881)	($577,364)	($541,573)	($642,870)	($635,888)	($459,179)

NATURE OF PAYMENTS UNDER LEASE AGREEMENT

I understand that the City contends that, at the time that the Lease Agreement was executed in 2009, "the rent payable thereunder was commensurate with the fair rental value *to the City* of continuing to operate the" Properties. The City notes that it periodically considers the value to its citizenry of the City's services and facilities, "considering the cost of the services and the funds available to provide such services and facilities, determining which are essential or non-essential." This assertion has no basis or relevancy for purposes of establishing "fair market rent", as it is meaningless to any party other than the City. A normal fair market rent situation would involve a landlord that possesses real property that is marketable and in demand by third parties and whose rent would be determined by a free market exchange by third parties, all attempting to maximize their own positions. Under a market exchange, a landlord would not base its rent payable on whether the tenant could profitably, efficiently or economically operate the property.

If the tenant's economic characteristics and ability to pay were assumed to be a relevant component of the rent determination, a very different Lease Agreement and leaseback agreement would have been written, economically and structurally, that would provide landlord additional economic benefits, as well as negative adjustments, over the term of the lease, based on various performance benchmarks as measured at different points in time. The Lease Agreement does not contain any of these key provisions that allow for rent adjustments up or down based on the tenant's ability to pay.

Based on the above characteristics, the rent contained in the Lease Agreement was not a fair market rent at the time the agreement was executed in 2009.

APPRAISAL COMMENTS

An appraisal of certain of the City's real estate assets was performed by American Appraisal, dated June 3, 2008 (the "Appraisal Report"). The Appraisal Report included the Swenson, Van Buskirk and Oak Park properties and included only the reproduction cost new of the improvements. The date of valuation of the Appraisal Report was as of March 6, 2008. The Appraisal Report and the valuations expressed for the Subject Properties were cited in the Official Statement, more specifically on page 15. In that Official Statement, the Subject Properties were purported to have "market values" of $8.6 million for Swenson; $8.3 million for Van Buskirk; and $19.4 million for Oak Park. The values used by the City and RBC specifically referenced the Appraisal Report. A footnote to the values in the Official Statement stated "based upon appraisals completed by American Appraisals, Inc. in June 2008."

I reviewed the Appraisal and the Official Statement. Clearly, the footnote contained in the Official Statement misstates and erroneously labels the valuations contained in the Appraisal Report as market values. The Appraisal Report does not purport to include "market values" of the assets; in fact, the Appraisal Report very clearly states that the purpose and function of the report is to express an opinion of the "cost of reproduction new of the subject assets for insurance placement and risk management (page 1 of the transmittal letter)." Page 3 of the Appraisal Report states "[t]he premise of value for the assets included in our report is cost of reproduction cost new for the identified real (exclusive of land) and personal property of City of Stockton, as of March 6, 2008." Page 4 of the Appraisal Report further states "In accordance with USPAP guidelines, all basic approaches to value were considered; however, because the purpose of our investigation was to express an opinion of the cost of reproduction cost new of the subject assets for insurance placement and risk management, it was considered appropriate to rely solely on the cost approach."

It is very clear that the Appraisal Report does not purport to express opinions of market value, but instead, clearly defines the values expressed for insurance purposes and no other purpose. The transmittal letter clearly states that ". . . this report is invalid if used for any other purpose (e.g. other than for insurance placement and risk management)."

Insurable value differs significantly from market value as defined and used in this report, as well as how market value is commonly understood by market participants. The cost of reproduction new as used throughout the Appraisal Report differs substantially from market value; reproduction cost new does not consider any depreciation (physical, functional or economic), nor is it tested against market transactions of similar properties. Furthermore, significant amounts of depreciation exist at the Properties.

APPRAISAL COMMENTS

In addition to using insurable values for the Property improvements from the Appraisal Report, the City added real estate land values to Swenson, Van Buskirk and Oak Park. The City's estimated land values appear to have been prepared by the City's property department and were based on values attributable to properties of less than one acre in size and with residential zoning. The Properties are well over 1 acre and are not zoned residential. The land values represented approximately one third of the total market value disclosed in the Official Statement, or $11,744,708. To my knowledge, these land values were not reviewed by American Appraisal. The land values used by the City in the Official Statement reflect fee simple ownership. The additive aspect of land and the inconsistent methodology deployed further distorts and misstates the value of the Properties.

In their Official Statement, the City and RBC misstate and misuse the Appraisal Report, and mislead readers of the Official Statement to believe that independent market valuations have been performed on the properties by American Appraisal. Absent a review of the Appraisal Report and with reliance only on the Official Statement, a reader could easily be misled to believe that the market value of the Subject Properties had been independently derived and substantiated. Moreover, given the potentially limited nature of the possessory interests at issue, even use of a true market value of a fee simple interest in the Properties potentially would be misleading to purchasers of the Bonds.

In my opinion, the amounts and comments contained in the Official Statement should have not been relied on for underwriting purposes for the extension of credit or used in the sale of the Bonds. The Official Statement's use of the Appraisal Report's insurable values and the City's estimated land values is flawed, misleading and erroneous for any lending or extension of credit purpose.

ADMINISTRATIVE RENT

I have been asked to consider (a) the "contract rent" accrued under the Lease Agreement for the period from the bankruptcy petition date through June 30, 2014; and (b) the fair market rent for the Properties for that period.

Contract Rent

The amount of contract rent owed from June 28, 2012 through June 30, 2014 is $5,374,020.

Bond Term		
Debt		$15,905,000
Maturity Date		9/1/2029
Rate		6.75%
Date	**Interest Pmt**	**Sink Fund Redemption**
6/28/2012 - 9/1/2012	$196,824.38	-
3/1/2013	$536,793.75	-
9/1/2013	$536,793.75	$525,000
3/1/2014	$519,075.00	-
3/2/2014 - 6/30/2014	$348,933.75	-
Total	**$2,138,420.63**	**$525,000.00**

Bond Term	
Debt	$19,175,000
Maturity Date	9/1/2038
Rate	7.00%
Date	**Interest Pmt**
6/28/2012 - 9/1/2012	$246,079.17
3/1/2013	$671,125.00
9/1/2013	$671,125.00
3/1/2014	$671,125.00
3/2/2014 - 6/30/2014	$451,145.14
Total	**$2,710,599.31**

Bonds - Combine Totals			
Date	**Interest**	**Principal**	**Total**
6/28/2012 - 9/1/2012	$442,903.54	-	$442,903.54
3/1/2013	$1,207,918.75	-	$1,207,918.75
9/1/2013	$1,207,918.75	$525,000	$1,732,918.75
3/1/2014	$1,190,200.00	-	$1,190,200.00
3/2/2014 - 6/30/2014	$800,078.89	-	$800,078.89
Total	**$4,849,019.93**	**$525,000.00**	**$5,374,019.93**

Fair Market Rent

Based on my analysis of the Properties, I also have estimated the fair market rent for the Properties. I considered two approaches to determine fair market rent.

ADMINISTRATIVE RENT

Occupancy Cost Analysis

The occupancy cost ratio which is most commonly used in the retail industry to measure reasonable occupancy costs and to help determine the amount of rent a business can afford to pay. Occupancy costs typically range from between 8 to 12 percent of gross revenue. The differences in rate are driven by many factors including location and accessibility, competition in the local market, general condition of the improvements, signage and specific location within a property. For the purposes of this analysis, 10 percent of the 2012/13 gross revenues reflects the fair market rate for the Properties. The Community Center's gross revenue was not available for this analysis.

Property	Gross Revenue	Percent	Annual Rent
Swenson	$1,170,185	10.00%	$117,019
Van Buskirk	$538,337	10.00%	$53,834
Oak Park	$487,087	10.00%	$48,709
Total Rent			**$219,561**

Present Value Analysis

Another method I used to estimate fair market rent is based on the calculation of the net present value of a market rental rate over the holding period. In this analysis, the net present value of the total rent payments should equal the value of possessory interest. Using certain assumptions and the estimated value, one is solving for the starting annual rent. Assumptions I used in this analysis include a discount rate of 8 percent and an annual rent increase of 2 percent. The annual increase is based on a historical (20 year) average CPI increase which is tracked by the Bureau of Labor Statistics. Below is a summary of my calculation.

Assumptions	Swenson	Van Buskirk	Community Center	Oak Park
Value of Possessory Interest (1)	$1,750,000	$725,000	$1,700,000	$240,000
Annual Increases	2%	2%	2%	2%
Discount Rate	8%	8%	8%	8%
Starting Annual Rent	$138,000	$57,180	$133,920	$18,900

(1) Assumes possessory interest ends September 1, 2038

Assumptions	Swenson	Van Buskirk	Community Center	Oak Park
Value of Possessory Interest (2)	$1,800,000	$750,000	$1,775,000	$250,000
Annual Increases	2%	2%	2%	2%
Discount Rate	8%	8%	8%	8%
Starting Annual Rent	$124,800	$52,020	$123,120	$17,280

(2) Assumes possessory interest ends September 1, 2048

ADMINISTRATIVE RENT

Assumptions	Swenson	Van Buskirk	Community Center	Oak Park
Value of Possessory Interest (3)	$1,850,000	$775,000	$1,850,000	$260,000
Annual Increases	2%	2%	2%	2%
Discount Rate	8%	8%	8%	8%
Starting Annual Rent	$123,600	$51,780	$123,600	$17,280

(3) Assumes possessory interest ends July 1, 2053

Reconciliation of Occupancy Cost and Present Value Analysis

Below is a summary of the occupancy cost and present value rent analysis. I will use the rounded average of the two methods.

		Present Value - Possessory Interest Ending			Average Rent
Property	**Occupancy Cost**	**9/1/2038**	**9/1/2048**	**7/1/2053**	**(Rounded)**
Swenson	$117,019	$138,000	$124,800	$123,600	$126,000
Van Buskirk	$53,834	$57,180	$52,020	$51,780	$54,000
Community Center	N/A	$133,920	$123,120	$123,600	$127,000
Oak Park	$48,709	$18,900	$17,280	$17,280	$26,000
Total Rent	**$219,561**	**$348,000**	**$317,220**	**$316,260**	**$300,000**

Administrative Rent – Perpetual Possession

In the case of the administrative rent payable under the presumption that possession is perpetual, the second approach, the present value analysis, was used. Since the possession period is perpetual, the discount rate is equal to the rent rate percentage. Therefore:

Property	Value	Annual Rent at 8% (Rounded)
Swenson	$7,650,000	$612,000
Van Buskirk	$2,900,000	$232,000
Community Center	$2,475,000	$198,000
Oak Park	$1,835,000	$147,000
Totals	$14,860,000	$1,189,000

ADDENDUM

SUBJECT PHOTOGRAPHS

Swenson Golf Course

1 - Clubhouse area looking west from the parking lot

2 - South end of the parking lot looking north

SUBJECT PHOTOGRAPHS

3 - Northern boundary looking south

4 - South end of the parking lot looking south

SUBJECT PHOTOGRAPHS

Van Buskirk Golf Course

1 - Clubhouse area looking south from the parking lot

2 - East end of the parking lot looking west

SUBJECT PHOTOGRAPHS

3 - Northeastern boundary looking south

4 - Northwestern boundary looking south

SUBJECT PHOTOGRAPHS

Van Buskirk Community Center

1 - Front entrance area looking south from the driveway

2 - South end of the tennis courts looking west

SUBJECT PHOTOGRAPHS

3 - Eastern end of the parking lot looking east

4 - Northern end of basketball courts looking northwest

SUBJECT PHOTOGRAPHS

Oak Park

1 - Southeast side of Billy Hebert Field

2 - Eastern area of the park looking northeast to the ice rink

SUBJECT PHOTOGRAPHS

3 - Western parking lot looking north to the softball/baseball fields

4 - Northeastern boundary looking west to the senior center

SUBJECT PHOTOGRAPHS

5 - Western parking lot looking south to the tennis courts

6 - Alvarado Ave looking east to the baseball fields

SUBJECT PHOTOGRAPHS

7 - Eastern parking lot looking west

8 - Eastern area of the park looking southwest to the pool

DESCRIPTION OF THE SITE

OAK PARK SITE

PARCEL A:
A PORTION OF THE NORTHEAST QUARTER OF SECTION 18, OF C.M. WEBER'S GRANT, "EL RANCHO DEL CAMPO DE LOS FRANCESES", MORE PARTICULARY DESCRIBED AS FOLLOWS, TO-WIT:

COMMENCING AT THE SOUTHWEST CORNER OF THE MAXWELL OR SPERRY TRACT (SO CALLED), IN SAID SECTION 18 OF SAID C.M. WEBER'S GRANT, AND RUNNING THENCE SOUTH 73 DEGREES 55' WEST, ALONG THE SOUTH LINE OF THE NORTHWEST QUARTER OF THE NORTHEAST QUARTER OF SAID SECTION 18, 17.33 CHAINS; THENCE NORTH 16 DEGREES 05' WEST 17.32 CHAINS TO A STAKE; THENCE NORTH 73 DEGREES 55' EAST 17.33 CHAINS TO A STAKE, THENCE SOUTH 16 DEGREES 05' EAST, 17.32 CHAINS TO THE POINT OF COMMENCEMENT.

A.P.N. 115-270-01 PORTION

PARCEL B:
LOT FOURTEEN (14) AS SHOWN UPON THE MAP ENTITLED "MAP OF THE SPERRY TRACT" FILED FOR RECORD OCTOBER 2, 1906, IN VOL. 3 OF MAPS AND PLATS, PAGE 51 , SAN JOAQUIN COUNTY RECORDS.

EXCEPTING THEREFROM ALL THAT PORTION DESCRIBED IN THE DEED TO PARK VILLAGE APARTMENTS, A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATIN RECORDED JULY 12, 1996, AS SERIES NO. 96073005 SAN JOAQUIN COUNTY RECORDS.

A.P.N. 115-270-01 PORTION AND 115-270-02 PORTION.

PARCEL C:
BEGINNING AT A POINT ON THE SECTION LINE BETWEEN SECTIONS 18 AND 30 DISTANT THEREON 3437.2 FEET NORTHERLY FROM THE COMMON CORNER OF SECTIONS 18, 30, 31 AND 19 OF C.M. WEBER'S GRANT, "EL RANCHO DEL CAMP DE LOS FRANCESES," SAID POINT BEING 80 FEET WESTERLY MEASURED AT RIGHT ANGLES TO ENGINEER'S STATION 147+52.9 ON THE CENTERLINE OF THE WESTERN PACIFIC RAILROAD COMPANY'S MAIN LINE OF RAILROAD FROM SAN FRANCISCO, CALIFORNIA, TO SALT LAKE CITY, UTAH; THENCE SOUTH 73 DEGREES 05' WEST 1,145.30 FEET ALONG THE SOUTHERLY BOUNDARY OF A PORTION OF THAT PARTICULARLY TRACT OF LAND CONVEYED TO MARY S. SPERRY TO THE WESTERN PACIFIC RAILWAY COMPANY, RECORDED SEPTEMBER 15, 1906, IN BOOK A, VOL. 157 OF DEEDS, PAGE 7, RECORDS OF SAN JOAQUIN COUNTY, STATE OF CALIFORNIA; THENCE NORTH 16 DEGREES 55' WEST 45 FEET TO A POINT; THENCE NORTH 73 DEGREES 05' EAST 755.0 FEET TO A POINT; THENCE ON A CURVE TO THE LEFT HAVING A RADIUS OF 453.3 FEET A DISTANCE OF 565.96 FEET, THE LONG CHORD OF WHICH BEARS NORTH 35 DEGREES 53'55" EAST 530.90 FEET TO A POINT IN THE WESTERLY RIGHT OF WAY LINE OF THE ABOVE MENTIONED RAILROAD; SAID POINT BEING 50 FEET WESTERLY MEASURED AT RIGHT ANGLES FROM THE CENTER LINE OF SAID RAILROAD; THENCE SOUTH 16 DEGREES 30' EAST 50 FEET FROM AND PARALLEL TO SAID CENTERLINE OF SAID RAILROAD A

DESCRIPTION OF THE SITE

DISTANCE OF 365.88 FEET TO A POINT; THENCE SOUTH 73 DEGREES 05' WEST 50.0 FEET TO THE POINT OF BEGINNING.

A.P.N. 115-270-02 PORTION

SWENSON GOLF COURSE

PARCEL A:
ALL THAT CERTAIN PIECE OR PARCEL OF LAND SITUATE, LYING AND BEING IN PORTIONS OF SECTIONS 19 AND 20, TOWNSHIP 2 NORTH, RANGE 6 EAST, MOUNT DIABLO BASE AND MERIDIAN, CITY OF STOCKTON, COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE SECTION CORNER COMMON TO SECTIONS 17,18, 19 AND 20, TOWNSHIP 2 NORTH, RANGE 6 EAST, MOUNT DIABLO BASE AND MERIDAN; THENCE SOUTH 89 DEGREES 5713" EAST, ALONG THE NORTH LINE OF SAID SECTION 20, A DISTANCE OF 1,077.04 FEET TO A POINT; THENCE SOUTH 41 DEGREES 50' EAST 181.36 FEET TO A POINT AT THE NORTHEASTERLY CORNER OF THE PROPERTY DEEDED TO THE CITY OF STOCKTON (RECORDED IN VOLUME 1040 AT PAGE 409 OF THE OFFICIAL RECORDS OF SAN JOAQUIN COUNTY); THENCE SOUTH 89 DEGREES 2018" WEST, ALONG THE NORTH LINE OF SAID CITY PROPERTY, 1,238.0 FEET, MORE OR LESS, TO THE EAST LINE OF "LINCOLN VILLAGE WEST, UNIT NO. 28" AS SAID EAST LINE AS SHOWN UPON THE OFFICIAL MAP THEREOF, FILED IN VOLUME 20 AT PAGE 72 OF THE BOOK OF MAPS AND PLATS, SAN JOAQUIN COUNTY; THENCE NORTH 00 DEGREES 01'54" WEST, ALONG SAID EAST LINE AND ITS NORTHERLY PROLONGATION, 149.85 FEET TO THE NORTH LINE OF THE AFORESAID SECTION 19; THENCE NORTH 89 DEGREES 21'07" EAST, ALONG SAID NORTH LINE OF SECTION 19, A DISTANCE OF 40.0 FEET TO THE HEREIN BEFORE-MENTIONED POINT OF BEGINNING.

A.P.N. 097-110-15 & 16

PARCEL B:
ALL THAT CERTAIN REAL PROPERTY SITUATE IN THE CITY OF STOCKTON, COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

THAT PORTION OF SECTIONS 19 AND 20, TOWNSHIP 2 NORTH, RANGE 6 EAST, MOUNT DIABLO BASE AND MERIDIAN, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WEST LINE OF ALEXANDRIA PLACE, SAID POINT BEING THE NORTHEAST CORNER OF THE PROPERTY SHOWN AS PARCEL E CONVEYED TO THE CITY OF STOCKTON BY DEED RECORDED DECEMBER 14, 1954, IN BOOK OF OFFICIAL RECORDS, VOL. 1696, PAGE 169, SAN JOAQUIN COUNTY RECORDS, SAID POINT BEARING SOUTH 82 DEGREES 00' WEST 160.38 FEET FROM AN IRON PIPE AT THE SOUTHEAST CORNER OF THE PROPERTY CONVEYED TO THE CITY OF STOCKTON BY DEED RECORDED MARCH 7, 1947, IN BOOK OF OFFICIAL RECORDS, VOL. 1040, PAGE 409, SAN JOAQUIN

DESCRIPTION OF THE SITE

COUNTY RECORDS; THENCE ALONG THE WEST LINE OF SAID ALEXANDRIA PLACE, SOUTH 11 DEGREES 56' EAST A DISTANCE OF 49.45 FEET TO A POINT OF CURVE; THENCE ON A CURVE TO THE RIGHT, HAVING A RADIUS OF 20 FEET, AN ARC DISTANCE OF 25.65 FEET (THE LONG CHORD OF WHICH BEARS SOUTH 24 DEGREES 48'29.6 WEST) TO A POINT OF CURVE BEING ON THE NORTH LINE OF BENJAMIN HOLT DRIVE; THENCE ON A CURVE TO THE RIGHT, HAVING A RADIUS OF 1,800 FEET, AN ARC DISTANCE OF 102.11 FEET; THENCE CONTINUING ON A CURVE TO THE RIGHT, HAVING A RADIUS OF 1,800 FEET, AN ARC DISTANCE OF 125.14 FEET (THE LONG CHORD OF WHICH BEARS SOUTH 66 DEGREES 47'30" WEST); THENCE NORTH 21 DEGREES 13' WEST A DISTANCE OF 139.12 FEET TO A POINT ON THE SOUTH LINE OF SAID PROPERTY CONVEYED TO CITY OF STOCKTON BY DEED RECORDED IN BOOK OF OFFICIAL RECORDS, VOL. 1040, PAGE 409, SAN JOAQUIN COUNTY RECORDS; THENCE SOUTH 82 DEGREES 00' WEST 1125.03 FEET; THENCE SOUTH 5 DEGREES 3511" EAST 109.67 FEET; THENCE NORTH 85 DEGREES 28'45" WEST 507.45 FEET; THENCE SOUTH 82 DEGREES 00' WEST 1,224.34 FEET TO POINT; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT, SAID CURVE HAVING A RADIUS OF 20.0 FEET, AN ARC DISTANCE OF 31.42 FEET (THE LONG CHORD OF WHICH BEARS NORTH 47 DEGREES 34'44" WEST 28.28 FEET); THENCE NORTH 2 DEGREES 34'44" WEST 30.0 FEET; THENCE NORTHWESTERLY ALONG A CURVE TO THE LEFT, SAID CURVE HAVING A RADIUS OF 360 FEET, AN ARC DISTANCE OF 299.10 FEET (THE LONG CHORD OF WHICH BEARS NORTH 26 DEGREES 22'50" WEST) TO THE WEST LINE OF PROPERTY CONVEYED TO CITY OF STOCKTON BY DEED RECORDED JULY 15, 1948 IN BOOK OF OFFICIAL RECORDS, VOL. 1133, PAGE 459, SAN JOAQUIN COUNTY RECORDS; THENCE NORTH 2,853.37 FEET TO A POINT IN THE NORTH LINE OF LAST SAID PROPERTY CONVEYED TO THE CITY OF STOCKTON, SAID POINT BEING WEST 40 FEET FROM SECTION LINE COMMON TO SECTIONS 19 AND 20; THENCE NORTH 89 DEGREES 2018" EAST 1,193.54 FEET, MORE OR LESS, TO A POINT WHICH BEARS SOUTH 89 DEGREES 5713" EAST A DISTANCE OF 1,077.04 FEET AND SOUTH 41 DEGREES 50' EAST A DISTANCE OF 181.36 FEET FROM THE SECTION CORNER COMMON TO SECTIONS 17, 18, 19 AND 20, TOWNSHIP 2 NORTH, RANGE 6 EAST, MOUNT DIABLO BASE AND MERIDAN; THENCE NORTH 41 DEGREES 50' WEST 181.36 FEET TO A POINT ON THE NORTH LINE OF SAID SECTION 20; THENCE ALONG THE NORTH LINE OF SAID SECTION 20, SOUTH 89 DEGREES 50'20" EAST, 565.80 FEET TO THE INTERSECTION WITH THE NORTHERLY EDGE OF FIVE MILE CREEK; THENCE SOUTH 59 DEGREES 12' EAST 31.41 FEET; THENCE SOUTH 10 DEGREES 32' EAST 37.65 FEET; THENCE SOUTH 82 DEGREES 17' EAST 53.15 FEET; THENCE NORTH 62 DEGREES 42' EAST 56.37 FEET; THENCE NORTH 32 DEGREES 41' EAST 40.34 FEET TO NORTH LINE OF SAID SECTION 20; THENCE SOUTH 89 DEGREES 50'20" EAST 494.19 FEET TO THE NORTHWEST CORNER OF UNIT 27, LINCOLN VILLAGE, ACCORDING TO THE OFFICIAL MAP THEREOF FILED IN VOL. 14 OF MAPS, PAGE 129, SAN JOAQUIN COUNTY RECORDS; THENCE ALONG THE WESTERLY AND SOUTHERLY LINE OF SAID UNIT 27, LINCOLN VILLAGE, AS FOLLOWS: SOUTH 144.73 FEET; SOUTH 52 DEGREES 00' EAST 132.50 FEET; THENCE SOUTH 58 DEGREES 40' EAST, 201 FEET; THENCE SOUTH 71 DEGREES 50' EAST 129.79 FEET; THENCE EAST 100.00 FEET; THENCE NORTH 60 DEGREES 10' EAST 159.32 FEET TO CENTER LINE OF ALEXANDRIA PLACE, A 60 FOOT WIDE ROAD, AS SHOWN ON MAP OF SAID UNIT 27, LINCOLN VILLAGE; THENCE ALONG THE CENTER LINE OF SAID ALEXANDRIA PLACE, AS FOLLOWS:

SOUTH 6 DEGREES 20' EAST 44.26 FEET; THENCE SOUTHERLY ON A CURVE TO THE RIGHT, RADIUS OF 370 FEET (LONG CHORD BEARS SOUTH 1 DEGREES 25' WEST 99.79 FEET) AN ARC DISTANCE OF 100.09 FEET; THENCE SOUTH 9 DEGREES 10' WEST 120 FEET; THENCE SOUTHERLY ON A CURVE TO THE LEFT,

DESCRIPTION OF THE SITE

RADIUS 470 FEET (LONG CHORD BEARS SOUTH 0 DEGREES 35' WEST 140.30 FEET) AN ARC DISTANCE OF 140.82 FEET; THENCE SOUTH 8 DEGREES 00' EAST 200.21 FEET TO A POINT OF CURVE; THENCE ON A CURVE TO THE LEFT HAVING A RADIUS OF 330 FEET (THE LONG CHORD OF SAID CURVE BEARS SOUTH 16 DEGREES 43' EAST) AND HAVING AN ARC DISTANCE OF 100.41 FEET TO A POINT; THENCE SOUTH 25 DEGREES 26" EAST, A DISTANCE OF 23.67 FEET TO A POINT OF CURVE; THENCE ON A CURVE TO THE RIGHT HAVING A RADIUS OF 330 FEET (THE LONG CHORD OF SAID CURVE BEARS SOUTH 17 DEGREES 51' EAST) AND HAVING AN ARC DISTANCE OF 87.35 FEET TO A POINT; THENCE SOUTH 10 DEGREES 16' EAST, A DISTANCE OF 166.03 FEET TO A POINT OF CURVE; THENCE ON A CURVE TO THE RIGHT HAVING A RADIUS OF 530 FEET (THE LONG CHORD OF SAID CURVE BEARS SOUTH 4 DEGREES 23' EAST) AND HAVING AN ARC DISTANCE OF 108.84 FEET TO A POINT; THENCE SOUTH 1 DEGREES 30' WEST A DISTANCE OF 76.71 FEET TO A POINT OF CURVE; THENCE ON A CURVE TO THE LEFT HAVING A RADIUS OF 630 FEET (THE LONG CHORD OF SAID CURVE BEARS SOUTH 4 DEGREES 3170" EAST) AND HAVING AN ARC DISTANCE OF 132.44 FEET TO A POINT; THENCE SOUTH 10 DEGREES 32'40" EAST, A DISTANCE OF 716.96 FEET TO A POINT; THENCE SOUTH 2 DEGREES 4672" EAST A DISTANCE OF 449.50 FEET TO A POINT OF CURVE; THENCE ON A CURVE TO THE LEFT HAVING A RADIUS OF 200 FEET (THE LONG CHORD OF SAID CURVE BEARS SOUTH 1 DEGREES 23'50" EAST) AND HAVING AN ARC DISTANCE OF 73.56 FEET TO A POINT; THENCE SOUTH 11 DEGREES 56' EAST A DISTANCE OF 57.84 FEET TO A POINT, SAID POINT BEARS NORTH 78 DEGREES 04' EAST 30 FEET FROM POINT OF BEGINNING; THENCE SOUTH 78 DEGREES 04' EAST 30 FEET TO THE POINT OF BEGINNING.

EXCEPT THE EAST 30 FEET LYING IN ALEXANDRIA PLACE.

ALSO EXCEPTING THEREFROM ALL THAT PORTION DESCRIBED AS FOLLOWS:

ALL THAT REAL PROPERTY LOCATED IN THE NORTHWEST QUARTER OF SECTION 20, TOWNSHIP 2 NORTH, RANGE 6 EAST, MOUNT DIABLO BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHWESTERLY CORNER OF THAT CERTAIN 21.282 ACRE PARCEL OF LAND AS DEEDED TO THE CITY OF STOCKTON AND RECORDED IN BOOK OF OFFICIAL RECORDS IN VOLUME 2271 ON PAGE 125, SAN JOAQUIN COUNTY RECORDS; THENCE SOUTH 89 DEGREES 5070" EAST A DISTANCE OF 450.80 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 89 DEGREES 5070" EAST A DISTANCE OF 100 FEET; THENCE SOUTH 72 DEGREES 4114" WEST A DISTANCE OF 52.42 FEET; THENCE SOUTH 85 DEGREES 31'49" WEST A DSITANCE OF 50.16 FEET; THENCE NORTH 0 DEGREES 09'40" EAST A DISTANCE OF 19.79 FEET TO A POINT, SAID POINT BEING THE POINT OF BEGINNING.

A.P.N. 097-110-24

DESCRIPTION OF THE SITE

VAN BUSKIRK GOLF COURSE

PARCEL A:
A TRACT OF LAND SITUATED IN THE COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, IN SECTION 22, TIN, R6E., M.D.B&M., AND SECTIONS 10 AND 11 OF C.M. WEBER GRANT, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

BEGINNING AT A CONCRETE MONUMENT BEARING DUE SOUTH 1, 160.00 FEET FROM THE SOUTHWEST CORNER OF LOT NUMBERED 1 IN BLOCK NUMBERED 7 OF LEVER VILLAGE, UNIT NO. 1, AS PER MAP FILED IN BOOK OF MAPS VOLUME 14 AT PAGE 22, SAN JOAQUIN COUNTY RECORDS; THENCE DUE EAST 173.14 FEET TO A CONCRETE MONUMENT; THENCE EASTERLY ON A CURVE TO THE LEFT, RADIUS 2,410 FEET (LONG CHORD BEARS NORTH 79 DEGREES 34'43.5" EAST, 871.86 FEET) AN ARC DISTANCE OF 876.69 FEET TO A CONCRETE MONUMENT AT POINT OF REVERSE CURVE; THENCE EASTERLY ON A CURVE TO THE RIGHT, RADIUS 1,590 FEET (LONG CHORD BEARS NORTH 73 DEGREES 29'43.5" EAST, 240.53) AN ARC DISTANCE OF 240.76 FEET TO A CONCRETE MONUMENT AT END OF CURVE; THENCE NORTH 77 DEGREES 50' EAST 320.00 FEET TO A CONCRETE MONUMENT IN THE WESTERLY LINE AT THE FRENCH CAMP ROAD; THENCE ALONG THE WESTERLY LINE OF THE FRENCH CAMP ROAD, SOUTH 12 DEGREES 10' EAST, 1220 FEET TO THE NORTHERLY OR RIGHT BANK OF WALKER SLOUGH; THENCE DOWNSTREAM ALONG THE NORTHERLY OR RIGHT BANK OF WALKER SLOUGH, AS FOLLOWS:

NORTH 71 DEGREES 12' WEST, 220 FEET; NORTH 65 DEGREES 55' WEST, 247.5 FEET; NORTH 67 DEGREES 28' WEST, 446 FEET; NORTH 66 DEGREES 17' WEST, 199 FEET; NORTH 76 DEGREES 04' WEST 141 FEET; SOUTH 84 DEGREES 42' WEST, 357 FEET; SOUTH 84 DEGREES 20' WEST, 312 FEET TO A POINT THAT IS DUE SOUTH OF THE POINT OF BEGINNING; THENCE LEAVING WALKER SLOUGH, DUE NORTH 506 FEET TO THE POINT OF BEGINNING.
EXCEPTING THEREFROM THAT PORTION THEREOF CONVEYED TO THE STATE OF CALIFORNIA BY QUITCLAIM DEED, RECORDED MARCH 29, 1968, IN BOOK 3198, PAGES 288 AND 296, OFFICIAL RECORDS.

PARCEL B:
A TRACT OF LAND SITUATED IN THE COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, SECTION 22, TIN., R6E, M.D.B.&M., AND MORE PARTICUARLY DESCRIBED AS FOLLOWS, TO WIT:

BEGINNING AT A CONCRETE MONUMENT BEARING DUE SOUTH 1, 160.00 FEET FROM THE SOUTHWEST CORNER OF LOT NUMBERED 1 IN BLOCK NUMBERED 7 OF LEVER VILLAGE, UNIT NO. 1, AS PER MAP FILED IN BOOK OF MAPS, VOLUMNE 14, PAGE 22, SAN JOAQUIN COUNTY RECORDS; THENCE DUE SOUTH 506 FEET TO THE NORTHERLY OR RIGHT BANK OF WALKER SLOUGH; THENCE DOWNSTREAM ALONG THE NORTHERLY OR RIGHT BANK OF WALKER SLOUGH, AS FOLLOWS: SOUTH 81 DEGREES 08' WEST 86 FEET; SOUTH 63 DEGREES 37' WEST 140 FEET; SOUTH 53 DEGREES 16' WEST 162 FEET; SOUTH 50 DEGREES 47' WEST 253 FEET; SOUTH 37 DEGREES 53' WEST, 120 FEET; SOUTH 43 DEGREES 10' WEST, 332 FEET; SOUTH 49 DEGREES 56' WEST 165 FEET TO THE JUNCTION OF WALKER SLOUGH WITH FRENCH

DESCRIPTION OF THE SITE

CAMP SLOUGH; THENCE DOWNSTREAM ALONG THE NORTHERLY OR RIGHT BANK OF FRENCH CAMP SLOUGH, AS FOLLOWS:

NORTH 78 DEGREES 46' WEST, 138 FEET; SOUTH 89 DEGREES 35' WEST, 411 FEET; SOUTH 85 DEGREES 17' WEST, 219 FEET; SOUTH 79 DEGREES 48' WEST, 152 FEET; NORTH 82 DEGREES 53' WEST, 89 FEET; NORTH 43 DEGREES 22' WEST, 99 FEET; NORTH 22 DEGREES 27' WEST, 222.65 FEET TO A POINT IN THE CENTER LINE OF THE 120 FOOT WIDE PACIFIC GAS AND ELECTRIC COMPANY EASEMENT FOR ELECTRIC TRANSMISSION LINES, DESCRIBED IN BOOK OF OFFICIAL RECORDS OF SAN JOAQUIN COUNTY, VOLUME 325, PAGE 91; THENCE ALONG THE CENTER LINE OF SAID EASEMENT, NORTH 28 DEGREES 45' EAST, 1140 FEET TO A POINT BEARING DUE WEST FROM THE POINT OF BEGINNING; THENCE DUE EAST 1,559.46 FEET TO THE POINT OF BEGINNING.

PARCEL C:
A TRACT OF LAND SITUATED IN THE COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, SECTIONS 21 AND 22, TIN, R6E., M.D.B.&M., AND MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

COMMENCING AT A CONCRETE MONUMENT BEARING DUE SOUTH 1, 160.00 FEET FROM THE SOUTHWEST CORNER OF LOT NUMBERED 1 IN BLOCK NUMBERED 7 OF LEVER VILLAGE, UNIT NO. 1, AS PER MAP FILED IN BOOK OF MAPS, VOLUME 14 AT PAGE 22, SAN JOAQUIN COUNTY RECORDS; THENCE DUE WEST 1,559.46 FEET TO AN IRON PIPE IN THE CENTER LINE OF THE 120 FOOT WIDE PACIFIC GAS AND ELECTRIC COMPANY EASEMENT FOR ELECTRIC TRANSMISSION LINES, DESCRIBED IN BOOK OF OFFICIAL RECORDS OF SAN JOAQUIN COUNTY, VOLUME 325, AT PAGE 91, SAID LAST MENTIONED IRON PIPE BEING THE NORTHEAST CORNER AND THE TRUE POINT OF BEGINNING OF THE WITHIN DESCRIBED 35.87 ACRE TRACT; THENCE ALONG THE CENTERLINE OF SAID EASEMENT, SOUTH 28 DEGREES 45' WEST, 1,140.00 FEET TO THE RIGHT BANK OF FRENCH CAMP SLOUGH; THENCE DOWNSTEAM ALONG THE RIGHT BANK OF FRENCH CAMP SLOUGH, AS FOLLOWS:

NORTH 19 DEGREES 50' WEST, 221 FEET; NORTH 16 DEGREES 58' WEST, 199 FEET; NORTH 15 DEGREES 22' WEST, 124 FEET; NORTH 18 DEGREES 04' WEST, 149 FEET; NORTH 36 DEGREES 34' WEST, 111 FEET; NORTH 50 DEGREES 06' WEST, 151 FEET; NORTH 69 DEGREES 37' WEST, 120 FEET; SOUTH 76 DEGREES 16' WEST, 93 FEET; SOUTH 59 DEGREES 27' WEST, 187 FEET; SOUTH 88 DEGREES 44' WEST, 182 FEET; NORTH 83 DEGREES 10' WEST, 143 FEET; NORTH 74 DEGREES 56' WEST, 162 FEET; NORTH 70 DEGREES 33' WEST, 357 FEET; NORTH 83 DEGREES 02' WEST, 117 FEET; SOUTH 81 DEGREES 30' WEST, 269.96 FEET; THENCE LEAVING FRENCH CAMP SLOUGH, DUE NORTH 533 FEET TO AN IRON PIPE; THENCE DUE EAST 620 FEET TO AN IRON PIPE; THENCE SOUTH 85 DEGREES 15' EAST, 1,136 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; THENCE SOUTHEASTERLY ON A CURVE TO THE RIGHT, RADIUS 700 FEET, (LONG CHORD BEARS SOUTH 67 DEGREES 00' EAST, 438.43 FEET) AN ARC DISTANCE OF 445.93 FEET TO AN IRON PIPE AT END OF CURVE; THENCE SOUTH 48 DEGREES 45" EAST, 144.41 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; THENCE SOUTHEASTERLY ON A CURVE TO THE LEFT, RADIUS 367.32 FEET (LONG CHORD BEARS SOUTH 69 DEGREES 22'30" EAST, 258.78 FEET) AN ARC DISTANCE OF 264.45 FEET, TO THE IRON PIPE AT THE TRUE POINT OF BEGINNING.

DESCRIPTION OF THE SITE

PARCEL D:
A TRACT OF LAND SITUATED IN THE COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, SECTION 21, TIN, R6E, M.D.B.&M., AND MORE PARTICULARLY DESCRIBED AS FOLLOWS, TO WIT:

BEGINNING AT AN IRON PIPE AT THE NORTHWEST CORNER OF THE 35.87 ACRE TRACT DESCRIBED IN DEED TO THE CITY OF STOCKTON, RECORDED IN BOOK OF OFFICIAL RECORDS OF SAN JOAQUIN COUNTY, VOLUME 2146 AT PAGE 233; THENCE DUE NORTH 42.99 FEET TO AN IRON PIPE, THENCE SOUTH 80 DEGREES 00' WEST 183.71 FEET TO AN IRON PIPE AT BEGINNING OF A CURVE; THENCE WESTERLY ON A CURVE TO THE RIGHT, RADIUS 730 FEET (LONG CHORD BEARS SOUTH 85 DEGREES 00' WEST, 127.25 FEET) AN ARC DISTANCE OF 127.41 FEET TO AN IRON PIPE AT END OF CURVE; THENCE DUE WEST 972.32 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT, RADIUS OF 60 FEET (LONG CHORD BEARS NORTH 45 DEGREES 00' WEST, 84.85 FEET) AN ARC DISTANCE OF 94.25 FEET TO AN IRON PIPE AT END OF CURVE; THENCE DUE NORTH 843.85 FEET TO AN IRON PIPE; THENCE DUE WEST 1,140 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT, RADIUS 60 FEET (LONG CHORD BEARS NORTH 45 DEGREES 00' WEST, 94.85 FEET) AN ARC DISTANCE OF 84.25 FEET TO AN IRON PIPE AT END OF CURVE; THENCE DUE NORTH 1,008 FEET TO AN IRON PIPE WHICH BEARS WEST 2,540 FEET AND SOUTH 140 FEET FROM AN IRON ROD AT THE INTERSECTION OF THE CENTER LINE OF EIGHTH STREET AND FRESNO AVENUE; THENCE DUE WEST, PARALLEL TO AND 140 FEET SOUTH OF THE CENTER LINE OF EIGHTH STREET, A DISTANCE OF 1,082 FEET TO THE RIGHT BANK OF SAN JOAQUIN RIVER; THENCE UPSTEAM ALONG THE RIGHT BANK OF THE SAN JOAQUIN RIVER, AS FOLLOWS:

SOUTH 29 DEGREES 40'34" EAST, 359.04 FEET; SOUTH 28 DEGREES 30' EAST, 203 FEET; SOUTH 19 DEGREES 30' EAST, 213 FEET; SOUTH 16 DEGREES 15" EAST, 280 FEET; SOUTH 25 DEGREES 20' EAST, 154 FEET; SOUTH 34 DEGREES 10' EAST, 255 FEET; SOUTH 39 DEGREES 45' EAST, 156 FEET; SOUTH 50 DEGREES 15' EAST, 415 FEET; SOUTH 53 DEGREES 43'40" EAST, 254.76 FEET; SOUTH 58 DEGREES 30' EAST, 183 FEET; SOUTH 63 DEGREES 30' EAST, 142 FEET; SOUTH 56 DEGREES 00' EAST, 360 FEET TO THE MOUTH OF FRENCH CAMP SLOUGH; THENCE UPSTREAM ALONG THE RIGHT BANK OF FRENCH CAMP SLOUGH, AS FOLLOWS:

SOUTH 53 DEGREES 20' EAST, 247 FEET; SOUTH 38 DEGREES 40' EAST, 344 FEET; SOUTH 34 DEGREES 13'30" E 256.71 FEET; SOUTH 48 DEGREES 15' EAST, 100 FEET; SOUTH 73 DEGREES 20' EAST, 183 FEET; SOUTH 80 DEGREES 00' EAST, 140 FEET; NORTH 81 DEGREES 10' EAST, 118 FEET; NORTH 59 DEGREES 20' EAST, 103 FEET; NORTH 53 DEGREES 00' EAST, 302 FEET; NORTH 54 DEGREES 05' EAST, 225 FEET; NORTH 58 DEGREES 15' EAST 125 FEET; NORTH 72 DEGREES 40' EAST, 100 FEET TO THE SOUTHWEST CORNER OF THE ABOVEMENTIONED 35.87 ACRE TRACT; THENCE ALONG THE WEST LINE OF SAID 35.87 ACRE TRACT, DUE NORTH 533 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THAT PORTION THEREOF CONVEYED TO CHARLES RAYMOND VAN BUSKIRK, ET UX, BY GRANT DEED, RECORDED MAY 17, 1967, IN BOOK 3124 PAGE 411, OFFICIAL RECORDS.

DESCRIPTION OF THE SITE

PARCEL E:
A TRACT OF LAND SITUATED IN THE COUNTY OF SAN JOAQUIN, STATE OF CALIFORNIA, SECTIONS 21 AND 22, TIN., R6E., M.D.B.&M., AND MORE PARTICULARY DESCRIBED AS FOLLOWS, TO WIT:

BEGINNING AT AN IRON PIPE AT THE NORTHWEST CORNER OF THE 35.87 ACRE TRACT DESCRIBED IN DEED TO THE CITY OF STOCKTON, RECORDED IN BOOK OF OFFICIAL RECORDS OF SAN JOAQUIN COUNTY, VOLUME 2146 AT PAGE 233; THENCE ALONG THE NORTHERLY LINE OF SAID 35.87 ACRE TRACT AS FOLLOWS:

DUE EAST 620 FEET TO AN IRON PIPE; SOUTH 85 DEGREES 15' EAST, 1136 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; SOUTHEASTERLY ON A CURVE TO THE RIGHT, RADIUS 700 FEET (LONG CHORD BEARS SOUTH 67 DEGREES 00' EAST, 438.43 FEET) AN ARC DISTANCE OF 445.93 FEET TO AN IRON PIPE AT END OF CURVE; SOUTH 48'45" EAST, 89. 25 FEET TO A CONCRETE MONUMENT AT THE SOUTHWEST CORNER OF THE 43.241 ACRE TRACT DESCRIBED IN DEED TO THE HOUSING AUTHORITY OF THE COUNTY OF SAN JOAQUIN, RECORDED IN BOOK OF OFFICIAL RECORDS OF SAN JOAQUIN COUNTY, VOLUME 2348 AT PAGE 265; THENCE ALONG THE WESTERLY LINE OF ABOVE MENTIONED 43.241 ACRE TRACT, NORTH 28 DEGREES 45' EAST, 102.43 FEET TO AN IRON PIPE;THENCE NORTH 48 DEGREES 45' WEST, 15.52 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; THENCE NORTHWESTERLY ON A CURVE TO THE LEFT, RADIUS 880 FEET (LONG CHORD BEARS NORTH 67 DEGREES 00' WEST, 551.17 FEET) AN ARC DISTANCE OF 560.60 FEET TO AN IRON PIPE AT END OF CURVE; THENCE NORTH 85 DEGREES 15' WEST, 1,047.98 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; THENCE WESTERLY ON A CURVE TO THE LEFT, RADIUS 2,060 FEET (LONG CHORD BEARS NORTH 87 DEGREES 37'30" WEST, 170.73 FEET) AN ARC DISTANCE OF 170.78 FEET TO AN IRON PIPE AT END OF CURVE; THENCE DUE WEST 406.12 FEET TO AN IRON PIPE AT BEGINNING OF CURVE; THENCE WESTERLY ON A CURVE TO THE LEFT, RADIUS 760 FEET (LONG CHORD BEARS SOUTH 85 DEGREES 00' WEST, 132.48 FEET) AN ARC DISTANCE OF 132.65 FEET TO AN IRON PIPE AT END OF CURVE; THENCE DUE SOUTH 73.45 FEET TO THE IRON PIPE AT THE POINT OF BEGINNING.

EXCEPTING THEREFROM THE NORTHERLY 60 FEET, WHICH WAS CONVEYED AS AN EASEMENT FOR ROADWAY PURPOSES ONLY.

PARCEL P:
COMMENCING AT THE INTERSECTION OF THE EXISTING CENTER LINE OF FRESNO AVENUE, A 40 FOOT WIDE STREET, WITH THE EXISTING CENTER LINE OF EIGHTH STREET, AN 80 FOOT WIDE STREET; THENCE SOUTH IN A DIRECT LINE A DISTANCE OF 2,038.40 FEET TO A POINT, SAID POINT BEING THE TRUE POINT OF BEGINNING OF THE FOLLOWING DESCRIBED PARCEL OF LAND; THENCE SOUTH IN A DIRECT LINE A DISTANCE 30.46 FEET TO A POINT; THENCE SOUTH 80 DEGREES 00' WEST, A DISTANCE OF 183.71 FEET TO A POINT; THENCE SOUTHWESTERLY ON A CURVE TO THE RIGHT, RADIUS 730.00 FEET (LONG CHORD BEARS SOUTH 85 DEGREES 00' WEST, 127.25) AN ARC DISTANCE OF 127.41 FEET TO A POINT; THENCE WEST IN A DIRECT LINE 972.32 FEET TO A POINT; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT, RADIUS OF 60 FEET (LONG CHORD BEARS NORTH 45 DEGREES 00' WEST, 84.85 FEET) AN ARC DISTANCE OF 94.25 FEET TO A POINT; THENCE NORTH IN A DIRECT LINE A DISTANCE OF 311.79 FEET TO A POINT; THENCE SOUTH 52 DEGREES 16'57" EAST, A DISTANCE OF 400.00 FEET TO A POINT; THENCE SOUTH 87

DESCRIPTION OF THE SITE

DEGREES 00' EAST, A DISTANCE OF 1,025.00 FEET TO A POINT, SAID POINT AS HEREINBEFORE REFERRED TO, THE TRUE POINT OF BEGINNING.

PARCEL G:
COMMENCING AT THE INTERSECTION OF THE EXISTING CENTER LINE OF FRESNO AVENUE, A 40 FOOT WIDE STREET, WITH THE EXISTING CENTER LINE OF EIGHTH STREET, A 80 FOOT WIDE STREET; THENCE SOUTH IN A DIRECT LINE A DISTANCE OF 2,038.40 FEET TO A POINT; THENCE SOUTH IN A DIRECT LINE, A DISTANCE OF 2,038.40 TO A POINT; THENCE SOUTH IN A DIRECT LINE, A DISTANCE OF 30.46 FEET TO A POINT; THENCE SOUTH 80 DEGREES 00' WEST, A DISTANCE OF 183.71 FEET TO A POINT; THENCE SOUTHWESTERLY ON A CURVE TO THE RIGHT, RADIUS 730 FEET (LONG CHORD BEARS SOUTH 85 DEGREES 00' WEST, 127.25) AN ARC DISTANCE OF 127.41 FEET TO A POINT; THENCE WEST IN A DIRECT LINE 972.32 FEET TO A POINT; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT, RADIUS 60 FEET (LONG CHORD BEARS NORTH 45 DEGREES 00' WEST., 84.85 FEET) AN ARC DISTANCE OF 94.25 FEET TO A POINT; THENCE NORTH IN A DIRECT LINE, A DISTANCE OF 311.79 FEET TO A POINT; THENCE NORTH 52 DEGREES 16'57" WEST, A DISTANCE OF 869.69 FEET TO A POINT, SAID POINT BEING THE TRUE POINT OF BEGINNING OF THE FOLLOWING DESCRIBED PARCEL OF LAND; THENCE WEST IN A DIRECT LINE 452.04 FEET; THENCE NORTHWESTERLY ON A CURVE TO THE RIGHT, RADIUS 60 FEET (LONG CHORD BEARS NORTH 45 DEGREES 00' WEST 84.85 FEET) AN ARC DISTANCE OF 94.25 FEET TO A POINT; THENCE NORTH IN A DIRECT LINE 336.00 FEET TO A POINT; THENCE SOUTH 52 DEGREES 16'57" EAST, A DISTANCE OF 647.30 FEET TO A POINT, SAID POINT AS HEREINBEFORE REFERRED TO, THE TRUE POINT OF BEGINNING.

ASSUMPTIONS AND LIMITING CONDITIONS

1. LIMIT OF LIABILITY

The liability of Atalon Management Group, LLC, is limited to the client only and to the fee actually received. Further, there is no obligation or liability to any third party. If this report is placed in the hands of anyone other than client, the client shall make such party aware of all limiting conditions and assumptions of the assignment and related discussions. The Appraiser is in no way to be responsible for any costs incurred to discover or correct any deficiencies of any type present in the property; physically, financially, and/or legally.

2. COPIES, PUBLICATION, DISTRIBUTION OF REPORT

Possession of this report or any copy thereof does not carry with it the right of publication, nor may it be used for other than its intended use; the physical report(s) remain the property of the Firm for the use of the client, the fee being for the analytical services only.

The Bylaws and Regulations of the Appraisal Institute require each Member and Candidate to control the use and distribution of each appraisal report signed by such Member or Candidate. Neither all nor any part of this appraisal report shall be disseminated to the general public by the use of advertising media, public relations, news, sales or other media for public communication without the prior written consent of the appraiser.

3. CONFIDENTIALITY

This report is to be used only in its entirety and no part is to be used without the whole report. All conclusions and opinions concerning the analysis as set forth in the report were prepared by the individual whose signature appear on this report.

4. INFORMATION USED

No responsibility is assumed for the accuracy of information furnished by work of or work by others, the client, his designee, or public records. The comparable data relied upon in this report has been confirmed with one or more parties familiar with the transaction or from affidavit or other source thought reasonable; all are considered appropriate for inclusion to the best of my factual judgment and knowledge.

ASSUMPTIONS AND LIMITING CONDITIONS

5. EXHIBITS

The sketches and maps in this report are included to assist the reader in visualizing the property and are not necessarily to scale. Various photos, if any, are included for the same purpose as of the date of the photos. Site plans are not surveys unless shown from separate surveyor.

6. LEGAL, ENGINEERING, FINANCIAL, STRUCTURAL, OR MECHANICAL NATURE HIDDEN COMPONENTS, SOIL

No responsibility is assumed for matters legal in character or nature, nor of any architectural, structural, mechanical, or engineering nature. No opinion is rendered as to the title, which is presumed to be good and merchantable. The property is appraised as if free and clear, unless otherwise stated in particular parts of the report.

The legal description is assumed to be correct as used in this report as furnished by the client, his designee, or as derived by the Appraiser.

No advice or opinion is given regarding the condition of or compliance with any governmental regulations affecting the: mechanical equipment, structural integrity or legality of the improvements, and soil/subsoil, drainage, capacity of utilities and other site conditions and constraints. I did not seek assistance from any qualified architect and/or engineer, nor did I seek any legal advice, research or opinions regarding liens, title status, or the legal marketability of such. Any lender, owner or stakeholder in the Properties should conduct a thorough property conditions report and any other studies with qualified professionals (i.e. mechanical or structural inspections by qualified and licensed engineers, architects, or other expert) before making any decisions regarding the Properties.

The Appraiser has inspected as far as possible, by observation, the land and the improvements; however, it was not possible to personally observe the conditions beneath the soil or hidden structural or other components. I have not critically inspected mechanical components within the improvements and no representations are made herein as to these matters unless specifically stated and considered in the report. The value estimate considers there being no such conditions that would cause a loss of value. The Appraiser does not warrant against the condition or occurrence of problems arising from soil conditions.

ASSUMPTIONS AND LIMITING CONDITIONS

The appraisal is based on there being no hidden, unapparent, or apparent conditions of the property site, subsoil, or structures or toxic materials which would render it more or less valuable. No responsibility is assumed for any such conditions or for any expertise or engineering to discover them. All mechanical components are assumed to be in operable condition and status standard for properties of the subject type. Conditions of heating, cooling, ventilating, electrical and plumbing equipment is considered to be commensurate with the condition of the balance of the improvements unless otherwise stated. No judgment may be made by us as to adequacy of insulation, type of insulation, or energy efficiency of the improvements or equipment which is assumed standard for subject age and type.

If the Appraiser has not been supplied with a termite inspection, survey or occupancy permit, no responsibility or representation is assumed or made for any costs associated with the obtaining same or for any deficiencies discovered before or after they are obtained. No representation or warranties are made concerning obtaining the above mentioned items.

The Appraiser assumes no responsibility for any costs or consequences arising due to the need, or the lack of need, for flood hazard insurance. An Agent for the Federal Flood Insurance Program should be contracted to determine the actual need for Flood Hazard Insurance.

7. LEGALITY OF USE

The appraisal is based on the premise that there is full compliance with all applicable federal, state and local environmental regulations and laws unless otherwise stated in the report; further, that all applicable zoning, building, use regulations and restrictions of all types have been complied with unless otherwise stated in the report; further, it is assumed that all required licenses, consents, permits or other legislative or administrative authority, local, state, federal and/or private entity or organization have been or can be obtained or renewed for any use considered in the value estimate.

8. DOLLAR VALUES, PURCHASING POWER

The market values estimated and the costs used are as of the date of the estimate of value. All dollar amounts are based on the purchasing power and price of the dollar as of the date of the value estimate.

ASSUMPTIONS AND LIMITING CONDITIONS

9. INCLUSIONS

Furnishings and equipment or personal property or business operations have been disregarded with only the real estate being considered in the value estimate.

10. VALUE CHANGE, DYNAMIC MARKET, INFLUENCEES, ALTERATION OF ESTIMATE BY APPRAISER

The estimated market values, which are defined in the report, are subject to change with market changes over time; value is highly related to exposure, time, promotional effort, terms, motivation, and conditions surrounding the offering. The value estimates consider the productivity and relative attractiveness of the property physically and economically in the marketplace.

The "Estimate of Market Value" in the appraisal report is not based in whole or in part upon the race, color or national origin of the present owners or occupants of the properties in the vicinity of the property appraised.

11. CONSIDERATION OF HAZARDOUS SUBSTANCES IN THE APPRAISAL PROCESS

Unless otherwise stated in this report, the existence of hazardous substances, including without limitation asbestos, polychlorinated biphenyl, petroleum leakage, or agricultural chemicals, which may or may not be present on the property, or other environmental conditions, were not called to the attention of nor did the appraiser become aware of such during the appraiser's inspection. The appraiser has no knowledge of the existence of such materials on or in the property unless otherwise stated. The appraiser, however, is not qualified to test such substances or conditions. If the presence of such substances such as asbestos, urea formaldehyde foam insulation or other hazardous substances or environmental conditions may affect the value of the property, the value estimated is predicated on the assumption that there is no such condition on or in the property or in such proximately thereto that it would cause a loss in value. No responsibility is assumed for such conditions, nor for any expertise or engineering knowledge required to discover them.

12. AMERICAN WITH DISABILITIES ACT

The Americans with Disabilities Act ("ADA") became effective January 26, 1992. I have not made specific compliance survey and analysis of this property to determine whether

ASSUMPTIONS AND LIMITING CONDITIONS

or not it is in conformity with the various detailed requirements of the ADA. It is possible that a compliance survey of the property, together with a detailed analysis of the requirements of the ADA, could reveal that the property is not in compliance with one or more of the requirements of the ACT. If so, this fact could have a negative effect upon the value of the property. Since I have no direct evidence relating to this issue, I did not consider possible noncompliance with the requirements of the ADA in estimating the value of the Property.

EXHIBIT A

Exhibit A

Facts Or Data Considered By Atalon Management

1. 100 Acre Land Comps.pdf
2. 2013ForeclosuresStudy_CountyWithCityBreakdown.pdf
3. 2013StateOfIndustry_01212013.pdf
4. 2035LandUseDiagram .pdf
5. 2MilePropertyPopulation_.xlsx
6. Aging on a Different Course _ American Architectural Foundation.pdf
7. AppendixAMarketDescription.pdf
8. Black Bear Executive Summary.pdf
9. Bos Landen Offering Memorandum.pdf
10. CBRE_GolfCourseBrochure.pdf
11. CommunityCenters_Since2012_Loopnet.pdf
12. CPI Increase Avg (20 years).xlsx
13. Elleair Maui OM.pdf
14. ES - Binks.pdf
15. ES - Eagle Ridge - Ft Myers.pdf
16. ES - GC Dublin.pdf
17. ES - Limestone Springs - 2013 Update.pdf
18. ES - Majestic.pdf
19. ES - Meadows Farms Revised.pdf
20. ES - Pelican Bay.pdf
21. ES - Piper Glen.pdf
22. ES - Tartan Fields.pdf
23. ES - TPC Eagle Trace.pdf
24. ES - TPC Michigan.pdf
25. ES - Wedgefield.pdf
26. ES - Wild Wing.pdf
27. ET 2014.pdf
28. Executive Summary - Cateechee.pdf
29. Executive Summary - Lands End.pdf
30. Exec_Summary_NCREIF_Report20134.pdf
31. Glen Annie OM.pdf
32. Golf Course Privatization Articles.pdf
33. Golf Facilities in the US 2014 Edition.pdf
34. GolfCourseListingOverview.xlsx
35. GolfCourseSalesCompsDatabase.xlsx
36. golfoperations.pdf
37. Horse Thief CC Offering Memorandum Lee Assoc Current.pdf
38. June16_Aug_2013_SwensonCrimeMap.pdf
39. June16_Aug_2013_VanbuskirkCrimeMap.pdf

Exhibit A

Facts Or Data Considered By Atalon Management

40. Kiahuna Golf Course, Kauai HI.pdf
41. LandSalesComparables.xlsx
42. Lynnwood_Golf_Analysis_022713v4.pdf
43. MarcusMillichap_GolfCourseGroup_1stHalf2013Report.pdf
44. MarcusMillichap_GolfCourseGroup_1stHalf2013Report2.xlsx
45. Market discounting of partial ownership interests.doc
46. MarketDiscountingOfPartialOwnershipInterests.pdf
47. Marshall Valuation.pdf
48. Minority interest discounts.doc
49. Monroe ES Draft.pdf
50. Monument OM.pdf
51. NationalGolfFoundationGolfSales_January2014.xlsx
52. Oak Park - School Map.pdf
53. Oak-Hills-OM.pdf
54. OakParkAssetsFromAmericanAppraisal2008Circa.pdf
55. Old, Empty Stadiums Could Be Last-Minute Gifts - WSJ.pdf
56. OM - Meadow Farms GC.pdf
57. OM - Morgan Hill FINAL.pdf
58. OM - Wedgefield GC.pdf
59. OM - Wild Wing Plantation.pdf
60. Operators - Stockton Assets.xlsx
61. Plant City Stadium's days may be numbered.pdf
62. Plant City trying to sell stadium, softball complex _ Tampa Bay Times.pdf
63. Privatization of Golf Courses.pdf
64. PwC - 1Q14SURVEY.pdf
65. Rancho Mirage (MAR 2013 FINANCIAL).pdf
66. RanchoMirage_Flyer.pdf
67. Rent Analysis.xlsx
68. Repositioning Golf Courses.pdf
69. RiverWatch Executive Summary - Updated.pdf
70. Sale Comps - OakParkSeniorBuildingAlternatives.pdf
71. Sale Comps 2008-2011 (Less than 10 Acres).pdf
72. Sale Comps 2010-2011.pdf
73. Sale Comps 2012-2013 (Less than 10 Acres).pdf
74. Sale Comps 2012-2014.pdf
75. Sales Comps - Misc Asset Types 1.pdf
76. Sales Comps - Misc Asset Types 2.pdf
77. Sales Comps - Misc Asset Types 3.pdf
78. sanctuary golf club.pdf

Exhibit A

Facts Or Data Considered By Atalon Management

79. SeptNov_2013_SwensonCrimeMap.pdf
80. SeptNov_2013_VanbuskirkCrimeMap.pdf
81. SGA Rescue 9-1-1.pdf
82. SGA_Newsletter_Spring 2014.pdf
83. SMG Stockton __ Oak Park Ice Arena.pdf
84. SMG Stockton __ Stockton Ballpark.pdf
85. STATEOFTHEINDUSTRY2013.ppt
86. Stockton Parks Info.pdf
87. StocktonAssetsmap.pdf
88. StocktonFinancialReport2012.pdf
89. StocktonGolfCourseCompetitorsMap_Draft2_01202014.pdf
90. StocktonMSA_5000_25000_Industrial_Retail.xlsx
91. StocktonParcelsAerialMaps.pdf
92. StocktonParcelsFloodplainMaps.pdf
93. StocktonPropertiesLocationMap_.pdf
94. StocktonZoningCode.pdf
95. Suburban ice rinks default on bonds - In Other News - Crain's Chicago Business.pdf
96. Swenson - Home Sales (Last 6 Months).xlsx
97. Swenson Golf Course - Home Sales.docx
98. Swenson Golf Course - School Map.pdf
99. SwensonZoningMapAerial.pdf
100. SycamoreRidgeOM_1019201217.pdf
101. TheMarketValueOfPartialInterestsInRealProperty.pdf
102. Treasure Hills IS LowRes.pdf
103. UniversityOfPacificQuarterlyReportExcel.xlsx
104. UniversityOfPacific_CA-Forecast-January2014.pdf
105. Unsyndicated partial interest discounting.doc
106. USAA Buys 916 KSF Industrial Portfolio in California's Central Valley.pdf
107. ValuationOfFractionalInterestsInRealEstateLimitedPartnershipsAnotherApproach.pdf
108. Van Buskirk Golf Course - Home Sales.docx
109. Van Buskirk Golf Course - School Map.pdf
110. Van Buskirk Home Sales (Last 6 Months).xlsx
111. VanBuskirkAerial_WStreets.pdf
112. VanBuskirkGoogleEarthAerial.pdf

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

1.	CTY006352	
2.	CTY012630	Fwd: golf.msg
3.	CTY012631	Golf 12-13 proforma at 4-11-12.pdf
4.	CTY014389	Oak Park Softball complex - maintenance cost.msg
5.	CTY015053	RE: Stockton Golf Courses September Financials.msg
6.	CTY016440	RE: Stockton Golf Courses July Financials.msg
7.	CTY016631	Stockton Golf Courses Jan FINALS.msg
8.	CTY016632	Stockton Jan Finals.pdf
9.	CTY016671	FW: Stockton Golf Courses Jan FINALS.msg
10.	CTY016672	Stockton - January 2012.pdf
11.	CTY016698	Depository Bank Rec_Stmt 1.2012.pdf
12.	CTY016714	Stockton February.msg
13.	CTY016715	Stockton - February 2012.pdf
14.	CTY016737	Stockton Bank Recs.pdf
15.	CTY016932	Stockton April.msg
16.	CTY016933	Stockton - April 2012.pdf
17.	CTY016954	Stockton April Bank Reconciliations.pdf
18.	CTY017137	Stockton Golf Courses - May 2012.msg
19.	CTY017138	Stockton - May 2012.pdf
20.	CTY017152	Stockton Bank Recs - May 2012.pdf
21.	CTY017172	Stockton Golf Courses - June 2012.msg
22.	CTY017173	Stockton - June 2012.pdf
23.	CTY017194	Stockton Bank Rec File.pdf
24.	CTY017230	Stockton Golf Courses - July 2012.msg
25.	CTY017231	Stockton - July 2012.pdf
26.	CTY017251	Stockton Bank Rec File 07.12.pdf
27.	CTY017343	Stockton Golf Courses - Aug 2012.msg
28.	CTY017344	Stockton - Aug 2012.pdf
29.	CTY017365	Stockton Bank Recs 08.12.pdf
30.	CTY017486	Fwd: Scanned Doc from Stockton-San Joaquin County Public Library.msg
31.	CTY017487	doc20120423175123.pdf
32.	CTY017498	Re: golf.msg
33.	CTY017499	Dec 2011 Exec Summary 1-25-12_2.pdf
34.	CTY017507	Re: VB.msg
35.	CTY017512	golf.msg
36.	CTY017513	Golf 12-13 proforma 4-24-12 5 pm.pdf
37.	CTY017514	Van Buskirk Property-maintenance costs.msg
38.	CTY017515	Re: golf.msg

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

39.	CTY017743	Re: Swimming Agreements.msg
40.	CTY027151	Golf Course Agreement - Comments to Kemper Version 4-20-11 .msg
41.	CTY027154	Stockton 5 year Proforma including Tom and Patty 3-24-11.xls
42.	CTY027155	Stockton Maintenance Equipment List.xls
43.	CTY030388	Budget message at 5-15-12.pdf
44.	CTY030559	Community Services 2012-13 Budget Section 5-14-12.pdf
45.	CTY030573	Community Services 2012-13 Budget Section 6-06-12.pdf
46.	CTY030708	481 Golf Fund Community Services balanced to PP 8-22-12.xlsx
47.	CTY030709	481 Golf Fund Community Services edit 5-8-12.xlsx
48.	CTY030710	481 Golf Fund Community Services at 4-24-12 5 pm.xlsx
49.	CTY030711	Copy of 481 Golf Fund Community Services at 4-25-12.xlsx
50.	CTY031445	Golf Courtses Fees - Staff Rpt.pdf
51.	CTY031450	Golf Courtses RFP auth Staff Report.pdf
52.	CTY033934	Re: Fwd: Community Services Fund Narratives.msg
53.	CTY033938	Re: Supplemental Instructions Regarding Study Session Presentations.msg
54.	CTY033940	12-13 Budget Workshop - Community Services 6-11-12.ppt
55.	CTY033941	golf update.msg
56.	CTY048564	Fwd: Stockton-Kemper Agreement.msg
57.	CTY048565	Text.htm
58.	CTY048566	TEXT.htm
59.	CTY048567	Text.htm
60.	CTY048568	Stockton%20CA%20Management%20Agt%20%282%2D22%2D11%29[1].doc
61.	CTY048603	2011 GOLF Management Agreement - KSM FINAL edits to Pam 4.27.11 v.2.doc.msg
62.	CTY048604	2011 GOLF Management Agreement - KSM FINAL edits to Pam 4.27.11 v.2.doc
63.	CTY049728	Re: Stockton Golf Courses September Financials.msg
64.	CTY049730	RE: Stockton Golf Courses September Financials.msg
65.	CTY049902	Oct 2011 Balance Sheet.pdf
66.	CTY049915	Oct 2011 OPIA IS.pdf
67.	CTY053633	2-28-11 JJ July 9 Number 6 PUR 10-060 LEASE OR SALE OF STOCKTON GOLF COURSES.pdf
68.	CTY053984	Peter Juarez Oak Park Tennis - Reso-09-0108.pdf
69.	CTY054002	MOU Between SMG & COS - Staff Rpt.pdf
70.	CTY054015	All Start Sports - Staff Rpt.pdf
71.	CTY054576	033112_arena fund_financials 06-06-12.xlsx
72.	CTY054577	043012_arena fund_financials 06-12-12.xlsx
73.	CTY054578	053112_arena fund_financials 07-31-12.xlsx

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

74.	CTY054579	063012_arena fund_financials 08-16-12.xlsx
75.	CTY054580	033112_arena fund_financials 06-04-12.xlsx
76.	CTY054581	033112_arena fund_financials 06-05-12.xlsx
77.	CTY054582	April 2012 Balance Sheet.pdf
78.	CTY054586	6-30-12 Balance Sheet.pdf
79.	CTY054596	063012_arena fund_financials 08-16-12.xlsx
80.	CTY056824	C-11-202 KemperSports Management.pdf
81.	CTY058184	Re: Fwd: Fw: per Oct. 25th discussion.msg
82.	CTY058186	Re: DRAFT News Release - Oak Park Ice Arena.msg
83.	CTY058190	Re: Fwd: Fw: per Oct. 25th discussion.msg
84.	CTY058192	Update on Golf Recommendations for tonight's Budget Meeting .msg
85.	CTY058193	Re: Update on Golf Recommendations for tonight's Budget Meeting .msg
86.	CTY058194	Van Buskirk Golf Course CIP Project.msg
87.	CTY058202	VB.msg
88.	CTY058207	News Release - Oak Park O.K. to send?.msg
89.	CTY058208	Van Buskirk.msg
90.	CTY058213	Re: VB.msg
91.	CTY059841	Stockton-Kemper Agreement.msg
92.	CTY059842	Stockton%20CA%20Management%20Agt%20%282%2D22%2D11%29[1].doc
93.	CTY060913	Golf Starter App.msg
94.	CTY060914	Recreation Leader III-IV - Golf Starter - Shop Staff.pdf
95.	CTY063819	Fwd: Re: Property List.msg
96.	CTY063822	Leased Assets_1.pdf
97.	CTY063823	Municipal Utilities, Real Property Enterprised Owned_1.pdf
98.	CTY063829	City of Stockton Operational Properties_2.pdf
99.	CTY063831	City of Stockton Parks_1.pdf
100.	CTY063835	Potentially Marketable Properties_1.pdf
101.	CTY063840	Wendy Saunders.vcf
102.	CTY065377	Re: Information for Chapter 9.msg
103.	CTY065378	Cash_Disbursements_GeneralFund_July.xlsx
104.	CTY068161	Fwd: Recreation & Golf - Reports for meeting.msg
105.	CTY068162	REC 044 financial summary Per 4 at 11-6-12.pdf
106.	CTY068163	GOLF 481 financial summary Per 3 at 11-5-12.pdf
107.	CTY069124	RevEst2013_39060.xlsx
108.	CTY071258	Audit- Entertainment Venues.msg
109.	CTY071259	8-31-11 Revised Combined IS.pdf
110.	CTY071261	8-31-11 Revised OPIA IS.pdf
111.	CTY071263	8-31-11 Revised RevenueExpenses ALL.pdf

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

112.	CTY071268	8-31-11 Revised BHT IS.pdf
113.	CTY071270	8-31-11 Revised Arena IS.pdf
114.	CTY071272	8-31-11 Revised BP IS.pdf
115.	CTY071274	8-31-11 Revised BS.pdf
116.	CTY071278	8-31-11 Acct Recon Box Office.pdf
117.	CTY071281	8-31-11 Acct Recon Operating.pdf
118.	CTY072086	CAFR staff report.msg
119.	CTY073186	((Autosaved-302844591650727136)).asd
120.	CTY073767	2013-14 SJ County Assessed Values.msg
121.	CTY073769	PERS Rate Forecast.msg
122.	CTY073770	Segal Company PERS Rate Forecast-Sept 2013_5.pdf
123.	CTY073930	Termination of Original Plan staff report.msg
124.	CTY074433	Marketable Properties 08 21 12.xls
125.	CTY074969	6-30-10 OPIA Balance Sheet.xls
126.	CTY074970	6-30-10 OPIA IS.xls
127.	CTY075276	Economic Indicator Chart Links as of 1-11-2012.xlsx
128.	CTY075319	FY063010_arena fund_financials.xlsx
129.	CTY075322	2011-2012 086 Fund Financials City & SMG combined 08-29-12.xlsx
130.	CTY075323	2011-2012 086 Fund Financials City & SMG combined 08-30-12.xlsx
131.	CTY075324	2011-2012 086 Fund Financials City & SMG combined 09-04-12.xlsx
132.	CTY075674	RE: Stockton Value Change Analysis.msg
133.	CTY075676	Category_Summary_39_STOCKTON_20111_Entire_Region.pdf
134.	CTY076790	List of City Owned Marketable Properties_revised 3-11-13.xlsx.msg
135.	CTY076791	List of City Owned Marketable Properties_revised 3-11-13.xlsx
136.	CTY077023	Fwd: Re: SMG Compilation/TB's.msg
137.	CTY077024	Re_ SMG Compilation_TB's.msg
138.	CTY077025	063012_arena fund_financials 08-16-12.xlsx
139.	CTY081336	2011-12 Budget Amendment summary 10-30-13.docx
140.	CTY081360	Arena CIP 11 19 2013 - Final.doc
141.	CTY081365	Arena CIP.doc
142.	CTY082356	Fwd: Fiscal Year 2012-213 Second Quarter Budget Status Update and Authorization to Amend 2012-13 Budget.msg
143.	CTY084288	Fwd: Letter sent to all Vendors - re Bankruptcy.msg
144.	CTY084289	2012_6_25_Letter_VendorsPendencyPlan.pdf
145.	CTY089128	Re: 2009 Lease Revenue Bonds.msg
146.	CTY089154	Golf Course RFP.msg
147.	CTY089395	Golf Item.msg
148.	CTY089396	CM_Office_ci_stockton_ca_us_20110517_111500.pdf

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

149.	CTY089431	Re: ck w/laurie.msg
150.	CTY089432	Golf 12-13 proforma 4-24-12.pdf
151.	CTY089532	Fwd: property tax memorandum 12 13.msg
152.	CTY089533	property tax memorandum 12 13.docx
153.	CTY089585	HDL Sales Tax 2012-13 Projection at 1-26-12.pdf
154.	CTY089676	Re: golf .msg
155.	CTY089677	Draft Golf operator contract - ASD Comments at 3-6-11.doc
156.	CTY089840	Re: golf .msg
157.	CTY089841	Draft Golf operator contract - ASD Comments at 3-6-11.doc
158.	CTY090686	Moody's - Draft Rating Report for City Review at 1-19-10.docx
159.	CTY092721	Re: 2012 CAFR FN Disclosures.msg
160.	CTY092757	Bowman Audit delivered 10 13 2011.pdf
161.	CTY092774	2011-2012 Audit.pdf
162.	CTY092791	Re: SJ Co. Golf.msg
163.	CTY092863	Re: Urgent Golf Issues.msg
164.	CTY093771	golf white paper.msg
165.	CTY093772	Golf Program White Paper 3-26-13.pdf
166.	CTY093925	Re: Fwd: Action Required - Public Records Request for Golf Course Data - Due by 4/29.msg
167.	CTY093931	Venues PL- March 2013.msg
168.	CTY093948	Urgent Golf Issues.msg
169.	CTY093950	Fwd_ FW_ Swenson Park motor 3.msg
170.	CTY093951	FW_ Swenson Park motor 3.msg
171.	CTY093952	Swenson Motor #3.pdf
172.	CTY093953	FW_ Van Buskirk #2.msg
173.	CTY093955	Van Buskirk Pump #2 .pdf
174.	CTY093993	Fwd: Re: Community Services Power Point.msg
175.	CTY093995	CS FY 2013-14 Budget Presentation 5-18-13.pptx
176.	CTY094153	Fwd: Re: Hebert contract.msg
177.	CTY094155	Hiebert Field - All Star Sports 2011.pdf
178.	CTY094397	Re: For Kurt.msg
179.	CTY094398	memo - 2013-12-12 - Wilson to Council re_ Five Year Economic Forecast.doc
180.	CTY094400	GF Family&Friends 5yr Charts 121113_1_1.pdf
181.	CTY094417	Next steps - CAFR/Audit Report to City Council.msg
182.	CTY094418	2011-12 Budget Amendment summary 10-30-13.docx
183.	CTY096767	RE: Stockton Events Center.msg
184.	CTY096769	IFG Contract_1.pdf
185.	CTY096858	IFG Termination Agreement.pdf

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

186.	CTY096904	FIN_Util@ci.stockton.ca.us_20130516_225939_3.pdf
187.	CTY096954	City of Stockton golf courses May 2013 .msg
188.	CTY096955	City of Stockton golf 05.2013.pdf
189.	CTY096976	Stockton bank recs 05.31.13.pdf
190.	CTY096995	Stockton Sales Tax 05.2013.pdf
191.	CTY096997	May Sales Tax.xls
192.	CTY096998	RE: City of Stockton golf courses May 2013.msg
193.	CTY096999	Stockton Sales Tax 06.15.2013.pdf
194.	CTY097001	June Sales Tax 6.15.13.xls
195.	CTY107322	Rec & Golf summary financial reports.msg
196.	CTY107323	Rec as of 9-27-12.pdf
197.	CTY107325	FINAL Union Bank Presentation - Entire Meeting Packet.msg
198.	CTY107326	2012-09-28 - Union Bank Meeting Packet.pdf
199.	CTY107357	Updated September 2012 Pro Forma 11 x 17.pdf
200.	CTY107379	Recreation & Golf - Reports for meeting.msg
201.	CTY107380	REC 044 financial summary Per 4 at 11-6-12.pdf
202.	CTY107381	GOLF 481 financial summary Per 3 at 11-5-12.pdf
203.	CTY107386	golf update.msg
204.	CTY107387	Mid Yr program update 11-13-12.pdf
205.	CTY107392	Fwd: Doc in Color.msg
206.	CTY107435	Financial Summaries - Rec & Golf.msg
207.	CTY107436	REC 044 financial summary Per 6 at 1-16-13.pdf
208.	CTY107452	Kemper's Budget for 2013-14.msg
209.	CTY107453	FW_ Budget.msg
210.	CTY107454	FY13-14 Budget Template.Swenson jk 021513.pdf
211.	CTY107455	Combined Summary 13-14.Stockton jk 021513.pdf
212.	CTY107456	FY13-14 Budget Template.Van B jk 021513.pdf
213.	CTY107556	Re: soccer.msg
214.	CTY107558	Golf Program White Paper 3-26-13.docx
215.	CTY107684	Golf-review again.msg
216.	CTY107685	Golf Program White Paper 4-19-13.docx
217.	CTY107740	Fwd: Kemper-Monthly Client Report.msg
218.	CTY107741	Stockton Client Letter June 2013.doc
219.	CTY107868	FW_ Letters Explaining current issues.msg
220.	CTY107869	9ed9dce9-37d9-43b0-ae30-18e467467cc9
221.	CTY107870	bdc151b6-0c9a-447b-bcdf-cdfbc79a6689
222.	CTY108419	Book1.xls
223.	CTY108420	Revised Budget Summary08-09 as of 10-21-08.xls

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Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

224.	CTY108647	FW: Stockton: Information requests, questions regarding various obligations.msg
225.	CTY109496	CM_CBS_Interview_Charts.pdf
226.	CTY110788	Fwd: Stockton Golf Courses July Financials.msg
227.	CTY110789	Stockton Summary Income Statement July 2011.pdf
228.	CTY110791	Stockton Balance Sheet July 2011.pdf
229.	CTY110793	Stockton Detailed Income Statement July 2011.pdf
230.	CTY110815	Stockton Depository Bank Rec July 2011.xls
231.	CTY110816	Stockton Operating Bank Rec July 2011.xls
232.	CTY110817	Stockton Payroll Bank Rec July 2011.xls
233.	CTY110818	Depository Account Bank Statement.pdf
234.	CTY110824	Stockton Operating July 2011.pdf
235.	CTY110826	Stockton Payroll July 2011.pdf
236.	CTY111015	Re: Stockton Golf Courses July Financials.msg
237.	CTY111017	Stockton Summary Income Statement July 2011.pdf
238.	CTY111019	Stockton Balance Sheet July 2011.pdf
239.	CTY111021	Stockton Detailed Income Statement July 2011.pdf
240.	CTY111043	Stockton Depository Bank Rec July 2011.xls
241.	CTY111044	Stockton Operating Bank Rec July 2011.xls
242.	CTY111045	Stockton Payroll Bank Rec July 2011.xls
243.	CTY111046	Depository Account Bank Statement.pdf
244.	CTY111052	Stockton Operating July 2011.pdf
245.	CTY111054	Stockton Payroll July 2011.pdf
246.	CTY111056	Stockton Golf Courses August Financials.msg
247.	CTY111057	Stockton Summary Income Statement 0811.pdf
248.	CTY111059	Stockton Balance Sheet 0811.pdf
249.	CTY111061	Stockton Detailed Income Statement 0811.pdf
250.	CTY111084	Stockton Depository Bank Rec Aug 2011.xls
251.	CTY111085	Stockton Operating Bank Rec Aug 2011.xls
252.	CTY111086	Stockton Payroll Bank Rec Aug 2011.xls
253.	CTY111087	Stockton Payroll August 2011.pdf
254.	CTY111089	Stockton Operating August 2011.pdf
255.	CTY111092	Depository Account Statement.pdf
256.	CTY111106	Stockton Golf Courses September Financials.msg
257.	CTY111107	Stockton Summary Income Statement.pdf
258.	CTY111109	Stockton Balance Sheet.pdf
259.	CTY111111	Stockton Detailed Income Statement.pdf
260.	CTY111133	Stockton Depository Bank Rec Sept 2011.xls

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(Identified by beginning Bates Number):

261.	CTY111134	Stockton Operating Bank Rec Sept 2011.xls
262.	CTY111135	Stockton Payroll Bank Rec Sept 2011.xls
263.	CTY111305	Stockton Golf Courses October Financials.msg
264.	CTY111306	Stockton Summary Income Statement.pdf
265.	CTY111308	Stockton Balance Sheet.pdf
266.	CTY111310	Stockton Detailed Income Statement.pdf
267.	CTY111351	Stockton Summary Income Statement 11.11.pdf
268.	CTY111353	Stockton Balance Sheet 11.11.pdf
269.	CTY111355	Stockton Detailed Income Statement 11.11.pdf
270.	CTY111403	Stockton Golf Courses Dec FINALS.msg
271.	CTY111404	Stockton Balance Sheet - FINAL.pdf
272.	CTY111406	Stockton Detailed Income Statement - FINAL.pdf
273.	CTY111429	Stockton Summary Income Statement - FINAL.pdf
274.	CTY111747	Fwd: Fund 86.msg
275.	CTY111748	033112_arena fund_financials.xlsx
276.	CTY112179	Golf cash request.msg
277.	CTY112180	481 Fund Cash Mgmnt MEMO-D Millican 8-13-12.docx
278.	CTY112242	Memo 2010-02-11 (Sloan) FY 2010-2015 CIP Program Budgetary Estimates.pdf
279.	CTY112789	B7a-Debt Use.doc
280.	CTY113877	Attachment Four Year Plan 2-15-12.pdf
281.	CTY113878	Attachment Four Year Projection 2-17-12.pdf
282.	CTY113879	Attachment C Four Year Plan 2-09-12.pdf
283.	CTY113880	Attachment B Four Year Plan 2-03-12.pdf
284.	CTY113881	Attachment C Four Year Plan 2-08-12.pdf
285.	CTY115974	Golf Course Analysis.pdf
286.	CTY116032	Newsletter.pdf
287.	CTY116181	Mime.822
288.	CTY116182	Nov 2011 Aging.pdf
289.	CTY116187	Nov 2011 Arena IS.pdf
290.	CTY116189	Nov 2011 Balance Sheet.pdf
291.	CTY116193	Nov 2011 Ballpark IS.pdf
292.	CTY116195	Nov 2011 BHT IS.pdf
293.	CTY116197	Nov 2011 Box Office Recon.pdf
294.	CTY116200	Nov 2011 Combined IS.pdf
295.	CTY116202	Nov 2011 Financial Statements.pdf
296.	CTY116265	Nov 2011 OPIA IS.pdf
297.	CTY116267	Nov 2011 Ops Recon.pdf

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

298.	CTY116273	Nov 2011 RevenueExpense IS.pdf
299.	CTY116279	Nov 2011 Financial Statements.pdf
300.	CTY116601	Priority Form FY2010-11 CIP - Swenson Golf Course Perimeter Fence Renovation(1).pdf
301.	CTY116602	Priority Form FY2010-11 CIP - Van Buskirk Golf Course Irrigation System Replacement(1).pdf
302.	CTY116603	Priority Form FY2010-11 CIP - Van Buskirk Golf Course Perimeter Fence Renovation(1).pdf
303.	CTY116604	Priority Form FY2010-11 CIP -Van Buskirk Golf Course Cart Path Installation(1).pdf
304.	CTY117761	golf.msg
305.	CTY120119	Stockton Golf Courses July Financial Statement Review 11AM Pacific Time.msg
306.	CTY120120	Untitled attachment 166023.txt
307.	CTY120121	Untitled attachment 166026.htm
308.	CTY120122	meeting.ics
309.	CTY120123	Untitled attachment 166029.htm
310.	CTY120124	Stockton Summary Income Statement July 2011.pdf
311.	CTY120126	Stockton Balance Sheet July 2011.pdf
312.	CTY120128	Stockton Detailed Income Statement July 2011.pdf
313.	CTY120163	Forecasts and 11-12 Update.EML
314.	CTY120164	Forecasts.pdf
315.	CTY120166	11-12 update.pdf
316.	CTY127120	RE: Delinquent Report(s) of Financial Transactions.msg
317.	CTY127563	Re: Urgent Golf Issues.msg
318.	CTY127565	Re: Urgent Golf Issues.msg
319.	CTY128022	VB family terms .msg
320.	CTY128468	Kemper's Monthly Client Report.msg
321.	CTY128469	Monthly Client Report.msg
322.	CTY128470	Stockton Client Letter January 2013.doc
323.	CTY128472	Re: Ambac agreement and documents filed.msg
324.	CTY129098	Re: Urgent Golf Issues.msg
325.	CTY129100	Re: Urgent Golf Issues.msg
326.	CTY129208	Emailing: SMG Business Plan Staff reporrt 2013-2014.msg
327.	CTY129209	SMG Business Plan Staff reporrt 2013-2014.doc
328.	CTY129214	2013-2014 SMG Stockton Business Plan.pdf
329.	CTY129273	smg.doc
330.	CTY129343	Re: Kemper agreement.msg

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

331.	CTY129344	Contract C-11-202 NP KemperSports Management Inc - CITY OF STOCKTON GOLF COURSES MANAGEMENT AGREEMENT - Van Buskirk and Swenson Park Golf Courses Reso 11-0152 RM 11-313.pdf
332.	CTY129395	golf thru 4-30-13.msg
333.	CTY129396	GOLF 481 financial summary Per 10 at 6-3-13.pdf
334.	CTY129398	Fwd: RE: Visit at Swenson.msg
335.	CTY129996	See attached.msg
336.	CTY129997	PressConferencePowerPoint_October_01_2013.pdf
337.	CTY130023	fun fact #1,406,978.msg
338.	CTY130335	Attachment A - SMG 2013-2014 Business Plan[2].pdf
339.	CTY130429	SMG FY 12 13 Audit by Bowman.msg
340.	CTY130430	Bowman SMG FY 12 13 audit.pdf
341.	CTY130679	golf appropriation.msg
342.	CTY133807	Revenues/Receipts Open Items - 9/19/12 SMG Report - Bowman & Co.msg
343.	CTY133808	2011 SMG AUDIT - Bowman & Company delivered 10 13 2011_1.pdf
344.	CTY134750	December Financials 2012.msg
345.	CTY134751	Dec 2012 AR.pdf
346.	CTY134757	Dec 2012 Arena IS.pdf
347.	CTY134759	Dec 2012 Balance Sheet.pdf
348.	CTY134763	Dec 2012 Ballpark IS.pdf
349.	CTY134789	Dec 2012 Combined IS.pdf
350.	CTY134791	Dec 2012 OPIA IS.pdf
351.	CTY134800	SMG Financial Statements.msg
352.	CTY134801	July 2012 Financials.msg
353.	CTY134816	July 2012 Combined IS.pdf
354.	CTY134818	July 2012 OPIA IS.pdf
355.	CTY134849	August 2012 Financials.msg
356.	CTY135448	Fwd: | 08/28/2012 - New Business: (CM) SMG Business Plan.msg
357.	CTY135449	Contract C-11-093 NP SMG - Management Agreement - operation and maintenance of the Stockton Arena, Bob Hope Theatre, Oak Park Ice Arena, Banner Island Ballpark Reso 11-002 - B# 1257589 v.6.pdf
358.	CTY135491	_ 08_28_2012 - New Business_ (CM) SMG Business Plan.msg
359.	CTY135492	SMG BUSINESS PLAN.pdf
360.	CTY135531	SMG Business Plan 2012 August 28 staff report.doc
361.	CTY135543	Fwd: SMG.msg
362.	CTY135544	SMG.msg
363.	CTY135545	Reso 11 0022 and SMG agreement.pdf
364.	CTY135656	Golf Payment for October .msg

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

365.	CTY135657	doc20120925134345.pdf
366.	CTY136086	Financials September 2012.msg
367.	CTY136122	Sept 2012 OPIA IS.pdf
368.	CTY136451	Stockton Golf Courses - Oct 2012.msg
369.	CTY136452	Stockton - Oct 2012.pdf
370.	CTY136473	Stockton Bank Rec File 10.12.pdf
371.	CTY136919	Stockton Golf Courses 12.2012.msg
372.	CTY136920	City of Stockton Financials 12.2012.zip?SP Detailed Income Statement 12.2012.pdf
373.	CTY136931	City of Stockton Financials 12.2012.zip?Stockton Balance Sheet 12.2012.pdf
374.	CTY136933	City of Stockton Financials 12.2012.zip?Stockton Summary Income Statement 12.2012.pdf
375.	CTY136934	City of Stockton Financials 12.2012.zip?SP Summary Income Statement 12.2012.pdf
376.	CTY136935	City of Stockton Financials 12.2012.zip?VB Summary Income Statement 12.2012.pdf
377.	CTY136936	City of Stockton Financials 12.2012.zip?VB Detailed Income Statement 12.2012.pdf
378.	CTY138507	SMG Contract.pdf
379.	CTY138572	Stockton golf courses June 2013 financials.msg
380.	CTY138612	Stockton Sales Tax 06.2013.pdf
381.	CTY138614	June Sales Tax.xls
382.	CTY138643	RE: June 30, 2012 City of Stockton Inventory.msg
383.	CTY138644	Swenson Park June docs.pdf
384.	CTY138672	Van Buskirk June docs.pdf
385.	CTY138688	June 2013 SMG Stockton Financials.msg
386.	CTY138689	June 2013 AR.pdf
387.	CTY138698	June 2013 Arena IS.pdf
388.	CTY138700	June 2013 Balance Sheet.pdf
389.	CTY139167	Copy of Stockton General Fund Debt 2-16-12.xls
390.	CTY139168	DS on 09 and 06 LRBs.pdf
391.	CTY142970	Fwd: VB golf course.msg
392.	CTY142971	F.msg
393.	CTY142972	Property at VB golf course (3.83 KB).msg
394.	CTY142973	doc20120412145533.pdf (235 bytes).msg
395.	CTY143276	GW_00006.xls
396.	CTY143277	GW_00007.xls
397.	CTY145724	Oak Park Ice 09-10 Budget 2-26-09.pdf

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

398.	CTY145725	12-31-09 Oak Park Ice Income.xls
399.	CTY145726	6-30-09 Oak Park Ice Final Income Stmt.xls
400.	CTY145727	1-31-10 Oak Park Ice.xls
401.	CTY145728	10-31-09 Oak Park Ice.xls
402.	CTY145729	2-28-10 Oak Park Ice.xls
403.	CTY145730	3-31-10 Oak Park Ice.xls
404.	CTY145731	4-30-10 Oak Park Ice.xls
405.	CTY145732	6-30-10 Oak Park Ice.xls
406.	CTY145733	9-30-09 Oak Park Ice.xls
407.	CTY145734	10-31-10 Oak Park Ice.xls
408.	CTY145735	11-30-10 Oak Park Ice.xls
409.	CTY145736	12-31-10 Oak Park Ice.xls
410.	CTY145737	7-31-10 Oak Park Ice.xls
411.	CTY146193	PFF Bond issue resurrected.msg
412.	CTY146194	City of Stockton PFF Pro Formas-2-20-09.xls
413.	CTY146195	Re: PFF Bond issue resurrected.msg
414.	CTY146198	PFF Bond Issue-Project List as of 6-25-09.pdf
415.	CTY146199	Fwd: Re: Budget Sections for Update.msg
416.	CTY147155	FY 12-13 to 16-17 - 5 Year Capital Improvement Program - Public Facilities Fees.xlsx
417.	CTY147518	FIN_accounting@ci.stockton.ca.us_20110428_094508.pdf
418.	CTY147520	Official Statement- 2009 Series A SPFA Lease Revenue Bonds (Capital Improvement PFF Bonds).pdf
419.	CTY152541	Draft 6 Fee Report 11-18-08.pdf
420.	CTY154900	Re: golf .msg
421.	CTY178380	
422.	CTY189019	Questions on Project Detail pages_CM.pdf
423.	CTY189066	12-13 Budget Workshop - 5 Ent Venues 6-18-12 at 6-13-12 CG.ppt
424.	CTY189501	Fee Schedule Changes Report revise 6-11-12.xlsx
425.	CTY189502	Fee Increase Justification - Community Services.xlsx
426.	CTY189503	Fee Schedule Changes Report.xlsx
427.	CTY197978	2011-12 5-Year CIP at 6-28-11_Budget Layout.xlsx
428.	CTY198009	Copy of 2011-12 5-Year CIP at 5-23-11 at 801 am_1.xlsx
429.	CTY198010	Copy of 2011-12 5-Year CIP at 5-23-11 at 801 am_2.xlsx
430.	CTY198144	Fair Value Adjustment PY Analysis 10-26-11 B.xlsx
431.	CTY207686	Re_Golf Courses-emails with C. Marshall-8-17-10.pdf
432.	CTY210360	Cost Sheet FY2010-11 CIP - Golf Course Pro Shop and Clubhouse Roof Repair and-or Replacement(1).pdf

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

433.	CTY212339	PFF Forecast FY 13 14.pdf
434.	CTY215014	Re: golf.msg
435.	CTY216050	FIN_accounting@ci.stockton.ca.us_20110428_094508.pdf
436.	CTY250773	Parks Database.XLS
437.	CTY250843	PARKSV~1.XLS
438.	CTY251200	
439.	CTY251202	Oak Park Revenue and Expense 11-5-13.xlsx
440.	CTY257073	LM BD OPIA Repair May 2012.msg
441.	CTY257074	LM BD OPIA Repair May 2012.doc
442.	CTY257951	Golf info to appraiser.pdf
443.	CTY257990	City of Stockton - Agreement for Services.msg
444.	CTY257991	CityAttorney@ci.stockton.ca.us_20130813_160220.pdf
445.	CTY257998	City of Stockton Golf Courses.msg
446.	CTY257999	Confidential and Privileged - Appraisal of Swensen and Van Buskirk.msg
447.	CTY258000	A_0009 Site and Facility Lease.pdf
448.	CTY258017	Confidential and Privileged - RE City of Stockton Golf Courses.msg
449.	CTY258019	FW Appraisal of Van Buskirk Swensen Park Golf Courses.msg
450.	CTY258020	Engagement Letter City of Stockton.pdf
451.	CTY258027	Privileged and confidential - financial report.msg
452.	CTY258028	Golf - K Hopper appraisal 9-3-13.xlsx
453.	CTY258029	Re .msg
454.	CTY258030	RE City of Stockton Golf Courses.msg
455.	CTY258031	RE Confidential and Privileged - Appraisal proposal.msg
456.	CTY258033	Riverside_Golf_Course. JKH. 10 PM 3-15-08.pdf
457.	CTY258105	Re Confidential and Privileged - Appraisal of Swensen and Van Buskirk.msg
458.	CTY258107	RE Confidential and Privileged - Appraisal of Swensen and Van Buskirk01.msg
459.	CTY258109	Re Confidential and Privileged - Appraisal of Swensen and Van Buskirk03.msg
460.	CTY258110	A_0010 Lease Agreement.pdf
461.	CTY258151	Re Confidential and Privileged - Appraisal of Swensen and Van Buskirk04.msg
462.	CTY258153	ATT00001.bmp
463.	CTY258154	RE Confidential and Privileged - RE City of Stockton Golf Courses.msg
464.	CTY258156	Re Declined.msg
465.	CTY258157	Re Friday telephone conference.msg
466.	CTY258158	ATT00001.bmp
467.	CTY258159	RE Privileged confidential - appraisal.msg
468.	CTY258161	Swenson Park Van Buskirk Golf Course Invoice.msg
469.	CTY258162	INVOICE.pdf
470.	CTY258163	Todays Conference Call.msg

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

471.	CTY258164	Confidential Privileged - Hopper agreement 8-13.pdf
472.	CTY258171	Ken Hopper Qualifications.pdf
473.	STOCK046177	Stockton MOU 06 23 10 FINAL.docx
474.	STOCK065631	11-12_Annual_Budget.pdf
475.	STOCK078592	FIN_accounting@ci.stockton.ca.us_20120312_170653.pdf
476.	STOCK088856	12-13 Budget Workshop - 1 Full Presentation at 6-18-12 PM FINAL.ppt
477.	STOCK090749	2010-2011 Budget Document.pdf
478.	STOCK098959	Deis Memo to Exec on Leave suspensions_CC_edits.doc
479.	STOCK101300	StocktonGolfOperationsPowerpointPresentationMay24,2011Final.ppt
480.	STOCK101301	Slide 4 Information.doc
481.	STOCK103525	Re: Power of Futbol.msg
482.	STOCK103527	THE POWER OF FUTBOL Stockton Program final.pdf
483.	STOCK103554	Crisis situation.pdf
484.	STOCK103561	Fwd: Re: Fw: Power of Futbol.msg
485.	STOCK103564	Fwd: Re: Power of Futbol.msg
486.	STOCK105008	Agreement IFG Facilities Mgmt Searchable 04-0126 IFG.pdf
487.	STOCK105405	Golf update.msg
488.	STOCK105785	SMG Business Plan Draft - 2012/2013.msg
489.	STOCK108592	Fwd: FW: quick question on business plan.msg
490.	STOCK108594	SMG Stockton Business Plan 2012-2013.pdf
491.	STOCK112370	Fwd: golf.msg
492.	STOCK133781	IFG termination agreement attested copy_1.pdf
493.	STOCK145066	B.12 - Council Reso 11-0152 - Approving Agmt with Kempersports Management for Operation and Maintenance of Van Buskirk and Swenson Park (March 2010).pdf
494.	STOCK170120	FIN_accounting@ci.stockton.ca.us_20110126.pdf
495.	STOCK170270	Fwd: Gross Up Budget.msg
496.	STOCK175636	Fwd: June 2012 Financials.msg
497.	STOCK175637	6-30-12 AR.pdf
498.	STOCK175643	6-30-12 Arena IS.pdf
499.	STOCK175645	6-30-12 Balance Sheet.pdf
500.	STOCK175649	6-30-12 Ballpark IS.pdf
501.	STOCK175651	6-30-12 BHT IS.pdf
502.	STOCK175653	6-30-12 Combined IS.pdf
503.	STOCK175655	6-30-12 OPIA IS.pdf
504.	STOCK175657	6-30-12 Supp IS.pdf
505.	STOCK175663	SMG Bank Rec's & Stmts 6-30-12.pdf
506.	STOCK181858	Re: Business Plan Exhibit D: CIP Year 1.msg

Exhibit A

Documents Produced By The City, Including the Following

(Identified by beginning Bates Number):

507. STOCK181859 Exhibit D CIP Year 1 with staff recs_2-FINAL.xls
508. STOCK181871 Re: CIP Funding mechanism.msg
509. STOCK181914 Business Plan - Draft Copy.msg
510. STOCK181915 Business Plan_8.15.doc
511. STOCK182003 Business Plan.msg
512. STOCK182004 Business Plan.pdf
513. STOCK182183 Re: Presentation.msg
514. STOCK182473 Fwd: Preliminary Budget - 2012-2013.msg
515. STOCK182474 Preliminary Budget - 2012-2013.pdf
516. STOCK183734 Re: Business Plan - Draft Copy.msg
517. STOCK183735 Business Plan_8.15 LM Edits.doc
518. STOCK183777 Fwd: Re: Business Plan.msg
519. STOCK183778 Stockton Arena Business Plan.pdf
520. STOCK183980 Re: Copy of Budget Three year proforma 2013-2015 Final (3).xls.msg
521. STOCK183982 OPIA.msg
522. STOCK184181 Copy of Budget Three year proforma 2013-2015 Final (3).xls.msg
523. STOCK184182 20120507115727.pdf
524. STOCK184183 20120507115708.pdf
525. STOCK184184 Draft memo.msg
526. STOCK184185 OPIA option memo.doc
527. STOCK184212 RE: Copy of Budget Three year proforma 2013-2015 Final (3).xls.msg
528. STOCK184214 20120509154328.pdf
529. STOCK184215 20120509154312.pdf
530. STOCK184229 Fwd: OPIA Issue.msg

Exhibit A

Documents Produced By KemperSports, Including the Following

(Identified by beginning Bates Number):

1. KSM 000001
2. KDM 000005
3. KSM 000010
4. KSM 000013
5. KSM 000018
6. KSM 000019
7. KSM 000020
8. KSM 000021
9. KSM 000022
10. KSM 000023
11. KSM 000024
12. KSM 000025
13. KSM 000026
14. KSM 000027
15. KSM 000028
16. KSM 000029
17. KSM 000030
18. KSM 000031
19. KSM 000032
20. KSM 000033
21. KSM 000034
22. KSM 000035
23. KSM 000036
24. KSM 000375
25. KSM 000687
26. KSM 000689
27. KSM 000690
28. KSM 000692
29. KSM 000693
30. KSM 000694
31. KSM 000695
32. KSM 000697
33. KSM 000698
34. KSM 000699
35. KSM 000700
36. KSM 000701
37. KSM 000702
38. KSM 000703
39. KSM 000704
40. KSM 000705
41. KSM 000706
42. KSM 000708
43. KSM 000710
44. KSM 000712
45. KSM 000713
46. KSM 000714
47. KSM 000715
48. KSM 000716
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50. KSM 000719
51. KSM 000720
52. KSM 000721
53. KSM 000724
54. KSM 000725
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61. KSM 000733
62. KSM 000734
63. KSM 000735
64. KSM 000736
65. KSM 000737
66. KSM 000738
67. KSM 000739
68. KSM 000740
69. KSM 000741
70. KSM 000742
71. KSM 000743
72. KSM 000744
73. KSM 000745
74. KSM 000746
75. KSM 000747
76. KSM 000753

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Documents Produced By KemperSports, Including the Following

(Identified by beginning Bates Number):

77. KSM 000759
78. KSM 000761
79. KSM 000762
80. KSM 000764
81. KSM 000765
82. KSM 000766
83. KSM 000767
84. KSM 000768
85. KSM 000792
86. KSM 000795
87. KSM 000796
88. KSM 000799
89. KSM 000800
90. KSM 000802
91. KSM 000803
92. KSM 000850
93. KSM 000806
94. Comparison Report Part & Frequency (Swenson).xls
95. Comparison Report Part & Frequency.xls
96. Comparison Report Rounds by Ethnicity (Swenson).xls
97. Comparison Report Rounds by Ethnicity.xls
98. Comparison Report Rounds by HH Income (Swenson).xls
99. Comparison Report Rounds by HH Income.xls
100. Comparison Report Rounds by Pop Age (Swenson).xls
101. Comparison Report Rounds by Pop Age.xls
102. Complaint.pdf
103. Detailed Summary (Swenson).xls
104. Detail Summary.xls
105. Excerpts from City's Disclosure Statement.pdf
106. Exhibits A-F to Complaint.pdf
107. Future Golf Course List.xls
108. Golf Course List (Swenson).xls
109. Golf Course Listing.xls
110. KSM PRODUCTION DOCS 807 – 834.pdf
111. Microsoft Outlook – Memo Style.pdf
112. Stockton Sales report.pdf
113. Supply Demand (Swenson).xls
114. Supply Demand.xls