“For me, ULI is about connecting with people and being exposed to new ideas. The organization provides an avenue for its members and those interested in land use to share concepts, learn about interesting projects around the world, and educate themselves about aspects of the business that they are not involved in on a day-to-day basis.”

— Scott Ginsburg, Combined Properties
About ULI Los Angeles

At the Urban Land Institute, our mission is to provide leadership in the responsible use of land and in creating and sustaining thriving communities worldwide.

ULI Los Angeles, a district council of the Urban Land Institute, carries forth that mission as the preeminent real estate forum in Southern California, facilitating the open exchange of ideas, information and experiences among local, national and international industry leaders and policy makers.

Established in 1936, ULI is a nonprofit education and research institute with over 30,000 members across the globe—1,500 here in the Greater Los Angeles area. As a nonpartisan organization, the Institute has long been recognized as one of America’s most respected and widely quoted sources of objective information on urban planning, growth, and development.

The membership of ULI Los Angeles represents the entire spectrum of land use and real estate development disciplines.
The ULI Los Angeles 2011-2012 fiscal year ended with highly anticipated successes. They will be highlighted in the pages to follow in this Annual Report, and reflect the richness of activities that support ULI’s Mission—to provide leadership in the responsible use of land, and in creating and sustaining thriving communities worldwide. Most notably, with significant staff and volunteer administrative rigor I am pleased to report that the LA District Council managed our resources efficiently and effectively so as to ensure ending the year with a positive variance, well on our way to building mandated reserves. It was a solid team effort to be sure.

I have brought on to our Advisory Board new members who broaden the profile of our diverse community, in gender, race, professional careers, public/private roles and age. We are bringing their voice to the discussion of our priorities.

The 2011 Fall Meeting, celebrating ULI’s 75th Anniversary, was held in Los Angeles with our District Council serving as organizer and host. It was an extraordinary event, and the energies of our volunteer membership produced exemplary results. Sponsorship far exceeded expectation. The opening night event at LA Live! was both nostalgic and invigorating. Plenary session speakers were simply exceptional, and the concurrent sessions were focused and charged with stimulating panels. A complement of great tours rounded out the event. I’d like to thank here all who made this visionary celebration possible.

Building on that success, our leadership continues to be both energized and innovative in responding to member priorities.

This year we have created two Product Councils and are in the process of creating a third, coincidental with the three ULI major initiatives—Capital Markets, Housing, and Infrastructure—to allow members to participate in the District Council directly where their professional interests flourish.

The newly formed Women’s Initiative will provide mentorship opportunities and bring women into leadership positions within both the District Council and their professional careers. All women members are invited to share their experiences and participate with colleagues from a wide range of professions. Highly energized and ever motivated, the Young Leaders Group continues to provide program content that is stimulating and supportive of career growth. Transitioning to full membership should represent even greater opportunities to learn.

Responding to public and non-profit sector initiatives, this year I will be organizing a Los Angeles River Committee. It’s time to realize the full potential of this natural asset.

Our third annual TOD Summit, held at USC coincidental with the opening of the Expo Line, drew large numbers to hear another great lineup of speakers and panelists. Ridership is soaring; our responsibilities are ever clearer. The Urban Marketplace, first initiated by this District Council, began refocusing on economically deprived communities. This year we anticipate even greater community participation.

Message from the Chair

Ronald A. Altoon, FAIA, LEED AP BD+C
2011-13 Chair, ULI Los Angeles District Council
Our TAP Committee, impacted by the Governor’s elimination of Community Redevelopment Agencies, is finding its legs again through creative interaction with Southern California Cities. It produced two TAPs and has several others in negotiation.

Through our instigation a Governor’s Advisory Panel on the Rose Bowl property was held, which interfaced constructively with disparate community groups to gain support of the recommendations.

Our Land Use Leadership Committee continues to advance our policy of civic engagement with local officials in an effort to enable public-private communication at a very high level.

Our Program Committee continues to provide a range of activities and events that serve members’ specific interests.

As a consequence of this effort, and with an improving economic outlook, membership is on the rise again. The value proposition of ULI membership is available for those who embrace it.

Sponsorship commitment will make all these programs possible in the coming years. We need your creative energies to enable us to produce an effective one-ask sponsorship drive. If we are to continue to raise the bar in the real estate industry, if we are to maintain our commitment to developing and sharing best practices, we need your support.

I look forward to building an even better ULI LA together.

Ronald A. Altoon, FAIA, LEED AP BD+C
2011-13 Chair, ULI Los Angeles District Council
## Sponsorship

### A Special Thank You To Our Sponsors

The activities of ULI Los Angeles are made possible by the generous support of our sponsors and individual donors.

### ULI Los Angeles Sponsors

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- Paolucci Communication Arts
- Paul Hastings
"I value ULI as a convener of people and ideas committed to smart and responsible practice and policy. ULI serves a truly important leadership function in our community."

— Tim Kawahara, UCLA Ziman Center for Real Estate
Programs

ULI Los Angeles offers programs that provide a bird’s eye view of what lies ahead in the real estate industry, where you need to be to stay competitive, and how to prosper in the world of development. Several signature events were offered in FY 2012, including Urban Marketplace and the TOD Summit.

Additionally, members were provided the opportunity to tour and investigate the latest Los Angeles deals like the Blackwelder in Culver City, Sunset Vine Tower, Gensler’s new office in Downtown, and the new Advanced Health Sciences Pavilion at Cedars Sinai; discuss current hot topics in real estate and land use such as the future of housing, the lowdown on cramdowns, and redevelopment 2.0.

Number of Attendees 2005 – 2012

<table>
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<th>Year</th>
<th>Number of Attendees</th>
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<td>2012</td>
<td>45</td>
</tr>
</tbody>
</table>

David Waite
Jeffer Mangels
Program Committee Chair
“Success in real estate is all about staying ahead of the trends; knowing and being able to take advantage of them as they evolve. ULI is a leader in identifying trends in our business.”

— Renata Simril
This year, ULI Los Angeles provided the opportunity for members and friends to learn about and discuss current projects, initiatives, and future goals with prominent public officials.

Meet & Greets

Chris Essel
Chief Executive Officer of CRALA, the Designated Local Authority

Roger S. Moliere
Chief, Real Property & New Business Development, L.A. County Metropolitan Transportation Authority

William Roschen, FAIA, LEED AP
President, Los Angeles City Planning Commission; and Principal, Roschen Van Cleve Architects

Bud Ovrom, Ron Galperin, and Mitch Menzer during a Meet and Greet reception.

Chris Essel shares insight into the dissolution of the CRA/LA and implications to development in the city.
Luminaries Reception

Each year, ULI Los Angeles honors our top Los Angeles real estate icons with an intimate reception to gather insight and perspective regarding leadership, lessons learned, and what ULI means to them.

Stan Ross talks about his experiences in the real estate industry, matters of concern for the region, and strategies for young professionals to become future leaders.

Ed Roski
President and Chairman of the Board; Majestic Realty Co.

Steve Soboroff
Past Chairman and CEO of Playa Vista; Current Chairman, Weingart Foundation

Stan Ross
Chairman of the Board, University of Southern California Lusk Center for Real Estate; and retired Vice Chairman-Real Estate Industry Services, Ernst & Young LLP
Case Studies and Site Tours

The Case Studies and Site Tour program allows our members to review the latest projects in the region and learn from the project team and community leaders what it took to be successful.

- USC West 27th Place
- Beverly Hills Montage
- Gensler
- Sunset Vine Case Study
- Blackwelder
- Helms Bakery
- Cedars Sinai
stimULI Breakfasts

The ULI Los Angeles Program Committee hosts the stimULI Breakfast Series to introduce and delve into various current trends in the real estate industry.

- Is So. CA's Multifamily Investment Market in a Bubble?
- The Future of Housing
- Foreclosures, Inc.
- Joint Use Projects: Creating a Win-Win
- Redevelopment V 2.0
- The Lowdown on Cramdowns: Bankruptcy
- CEQA Reform - Ripe for Fundamental Change?
- Infill Development: The Next Generation of Planned Communities
- New Water Legislation
- Trust Me? Consumer Trust
- Capital Markets: Back in the Saddle, Or Will We Soon Need a Paddle?
- Hollywood Community Plan

Jennifer Hernandez, Holland & Knight, and Senator Michael J. Rubio discuss the prospect for meaningful legislative reform for the California Environmental Quality Act.

Steve Magee explains a few changes needed to improve certainty for the future development of planned communities.

Arthur C. Nelson, University of Utah, takes part in a point/counterpoint discussion on the future of housing in California.
The mission for this year’s Urban Marketplace was to create a forum for attendees to exchange ideas and conceive deals that can contribute to creating a healthier and more sustainable Los Angeles – even in the wake of the Redevelopment dissolution.

In an opening panel discussion moderated by ULI LA Executive Director, Gail Goldberg, panelists, Cecilia Estolano of Estolano LeSar Perez Advisors and former CEO of the Community Redevelopment Agency of the City of Los Angeles, Daniel Tellalian of Emerging Markets and Josh Gertler of Consensus Inc. raised key concerns for Los Angeles as a place where residents can enjoy a healthy lifestyle today and in the future. They asserted that to elevate Los Angeles to be competitive with other major metropolitan cities across the country, LA must find a way to make significant improvements to the core components of a healthy city including access to affordable housing, alternative forms of transportation and healthy food.

Executive Director Gail Goldberg with Plenary Session Speakers Daniel Tellalian, Cecilia Estolano and Josh Gertler.

At roundtable sessions, attendees join in on lively discussions on projects of importance and lessons learned from development deals in the LA region.
“I have many opportunities to promote the importance of diversity in the real estate industry and by far my participation in the Urban Marketplace produces the greatest impact.”

— Michael Banner, Los Angeles LDC
The 3rd Annual TOD Summit explored the tremendous opportunities available for transit-oriented and transit-adjacent development. With $40 billion in transit funding already at work, the system is expanding at a rate never before seen in Southern California. With the State's actions and major sources of funding lost, the TOD Summit shared strategies and tools to develop and finance TOD projects throughout the region.

At the TOD Summit, attendees:

- Saw the results of our region’s transit investment and how the opening of the Expo Line changed the area around USC and into West Los Angeles.
- Discussed policies cities and private developers can utilize to encourage and engage in TOD development.
- Learned about the disposition of CRA assets around major transit lines.
- Heard from key decision makers in the private and public sector on lessons learned from existing and planned projects.

TOD Summit

Jim Auld
Altoon Partners LLP
TOD Summit Co-Chair

Scott Ginsburg
Combined Properties
TOD Summit Co-Chair

Brian Stanke, Roger Rudick, Renee Berlin, and Jenna Hornstock

Josh Stephens and Renata Simril
Art Leahy, Metro provides an update on Measure R investment in the region.

Mayor Antonio Villaraigosa shares the City’s achievements in transportation.
ULI Live!
ULI’s 75th Anniversary Celebration

ULI kicked off a year-long celebration of its 75th anniversary at ULI Live! – the Institutes 2011 Fall Meeting and Urban Land Expo at the Los Angeles Convention Center. The Fall Meeting is always informative, insightful, and interesting, and the 2011 event did not disappoint. While it certainly fulfilled its longstanding purpose as “the one place” for members to share ideas and network, this year’s meeting—which kicked off the Institute’s 75th anniversary celebration—was particularly focused on the long-term future of the industry and ULI.

Staying relevant and being adaptable were recurring themes in a variety of settings, from the ULI trustees’ meeting to the large general sessions. In his chairman’s remarks to those assembled for the meeting, Peter Rummell underscored the need for ULI to think young, in terms of stepping up its outreach to the next generation of land use leaders, and to think outside its traditional boundaries, in terms of expanding the membership base beyond those directly involved in investment and development.

The emphasis on looking ahead and thinking differently was also discussed during the Fall Meeting in conjunction with the release of a new ULI publication, What’s Next? Real Estate in the New Economy, which explores a variety of demographic, economic, financial, and environmental factors that are reshaping the built environment. The takeaway from What’s Next?—and the Fall Meeting in general—is this: to stay relevant and be successful, we have to adapt quickly to a radically different environment. Land development is, by nature, a forward-looking enterprise. If we are to be successful for the next 75 years, the communities we shape now will have to serve the needs of those who follow after us.

As ULI Chair Peter Rummel said, “Reinventing ULI does not mean forgetting where we’ve been. It means building on 75 years of success and adapting that for the 21st century.”

“Certainly, we have much to celebrate as ULI turns 75. We can take pride in the fact that our goal of excellent community design and building can be traced back to the organization’s earliest years. Going forward, we will build on the organization’s considerable accomplishments with a strong commitment to create communities worldwide that meet the needs and expectations of future generations for livability, amenities, flexibility, mobility and choice.”

— Patrick Phillips
Wayne Ratkovich Selected to be a ULI Life Trustee

Longtime Urban Land Institute trustee Wayne Ratkovitch, president and chief executive officer of The Ratkovich Company in Los Angeles, has been selected to become a ULI Life Trustee. The announcement of the honor, reserved for an elite category of ULI’s most dedicated and respected members, was made at the Fall Meeting and Urban Land Expo.

Ratkovich joins an exceptional group of lifetime trustees: James DeFrancia, Wayne Doran, Bob Engstrom, Gerald Hines, Fred Kober, Walt Koelbel, Robert Larson (deceased), Sir Stuart Lipton, Buzz McCoy, Henry Paparazzo, Stan Ross, Mel Simon, and Jim Todd.

ULI life trustees include individuals whose service to ULI has been meaningful, distinctive, and extraordinary. Ratkovich, a member of ULI since 1976, has served as a trustee for more than 20 years, including five years on the Executive Committee. He is a ULI Foundation governor, and has given to the Foundation’s annual fund for more than a decade. Ratkovich is a 25-year ULI council member, chairing the Urban Development Mixed Use Council Silver Flight from 1988-1990. He has chaired or served on multiple ULI committees, including the Awards for Excellence jury, Policy and Practice Committee, Membership Committee, Finance Committee and Bylaws Committee. Ratkovich served on more than six ULI advisory services panels, and in 2002, his exemplary panel service was recognized by ULI Robert M. O’Donnell award. In addition, at the local level, he is a longtime member of ULI Los Angeles, and served as chairman from 2007-2009.

“I am proud to have been associated with an organization that has worked so persistently and effectively to improve the quality of life in our cities. In doing so, ULI has fostered and mentored many bright young minds that give us reason to be very hopeful about the future of our cities.”

— Wayne Ratkovich

“Wayne epitomizes the deep commitment of ULI members to give back -- to the institute, the industry, and the community. He has truly raised the bar, in terms of tireless volunteer service.”

— Patrick L. Phillips, ULI CEO

“He has had a remarkable career in our industry. He has served ULI unselfishly with his time, expertise and commitment, and his community is also the beneficiary of his good works.”

— Todd Mansfield, Former ULI Chairman
The Land Use Leadership Committee serves as the umbrella for all of the District Council’s policy-related work. The aim of the Land Use Leadership Committee is to demonstrate leadership in addressing Southern California’s urban land use issues in order to benefit our cities, create thriving communities and improve our quality of life.

“ULI propels a culture of collaboration and innovation in land use leadership. ULI members are dedicated to serving together to advance ULI’s mission, and to create an enduring platform of research, education, and bestpractices in sustainable development.”

— David Waite, Jeffer, Mangels, Butler & Mitchell LLP

Public Agency Support

The Land Use Leadership Committee meets regularly with public agencies to provide technical support and assistance on critical land use issues affecting our region.

- Michael LoGrande, Director of Planning, City of Los Angeles
- Omar Brownson, Executive Director, LA River Revitalization Corporation
- Councilman Ed Reyes, LA First Council District
- Bill Roschen, President, LA City Planning Commission
- Martha Welborne, Executive Director, Countywide Planning at Los Angeles County MTA
- Hasan Ikhrata, Executive Director, Southern California Association of Governments
- Matthew Karatz, Deputy Mayor, Office of Economic & Business Policy, City of Los Angeles

Community Plan Series

ULI Los Angeles instituted a new professional workshop series for its members to provide professional input and suggestions to significant community and regional planning efforts.

The first Community Plan Series dealt with the Hollywood Community Plan. ULI members shared their views, wisdom and insight in an open non-political setting. The working group commended the Hollywood Community Plan and submitted comments to the LA City Planning Commission urging the City to implement appropriate zoning regulations in conjunction with the Plan to encourage development in the area.
Housing Initiative Council Speakers

The Housing Initiative Council serves as a platform to understand issues around housing and to provide solutions to increase housing production in Los Angeles. The council meets regularly to discuss current initiatives and developments.

This year, the following land use professionals presented to the Housing Initiative Council:

- **Robin Hughes**, President & CEO, Abode Communities
- **Con Howe**, Managing Director, CityView
- **David Hilliard**, President & Co-Founder, Symphony Development
- **Allan Kotin**, Principal/Owner, Allan D. Kotin & Associates
- **Gerd-Ulf Krueger**, Krueger Economics
- **Scott Laurie**, President, The Olson Company
- **Bob Gardner**, Managing Director, RCLCO
- **Tracey Seslen**, Professor of Real Estate Finance, USC Marshall School of Business
- **Mott Smith**, Principal, Civic Enterprises
- **John Given**, Principal, Development, CIM Group
- **Linn Warren**, Director of the State of CA Housing and Community Development Department
Young Leaders Group

ULI Los Angeles’s Young Leaders Group (YLG) represents over 600 young professionals and aims to create opportunities for Young Leaders to develop professional skills and relationships that will help them in their careers, forging a connection to thoughtful land use and development practices throughout the region.

“As a member and active participant with ULI/LA YLG since 2005, my knowledge about the real estate industry, my appreciation for the built environment, and my networking skills have all grown to a level I never would have expected. I appreciate every program I attend and have yet to find an organization with events that rival ULI’s!”

— Amanda Sigafoos, YLG Communications Chair

Partnership Forum

The ULI/LA YLG Partnership Forum provides an ongoing opportunity to share and discuss with a group of peers the issues that real estate professionals and related industry professionals face each day. Sharing many of the same characteristics as a ULI Product Council the ULI Partnership Forum is reminiscent of the tradition of ULI’s culture of sharing experiences gained, mistakes made and lessons learned.

“As a moderator it has given me an opportunity to give back to an industry and an organization that has given me so much. It has also given me an appreciation and insight in understanding that we have young women and men that are coming up behind us veterans that not only are as passionate about our profession but are better equipped educationally than ever before. For me personally it has been an absolute a pleasure to have been involved in this program.”

— Brian Jones, BMJ Advisors

Thank You to Our FY 2011 Partnership Forum Moderators

- Gary Mozer, George Smith Partners
- Steve Silk, Eastdil Secured
- Lew Horne, CBRE
- Eileen Fogarty, The Fogarty Group
- Susan Booth, HK Law
- Brian Jones, BMJ Advisors
Leading the Way Breakfast Series

The Leading the Way Breakfast Series provided YLG members with the opportunity to sit down with top real estate professionals and gain insight into leadership, career paths, success, lessons learned, and what ULI means to them.

- Bob Lowe, Lowe Enterprises
- Laurie Lustig-Bower, CBRE
- Jerry Neuman, Sheppard Mullin
- Jeffrey Dritley, Kearny Real Estate Company
- Richard Pink, Clarion Partners
- Austin Beutner

Events

The FY 2012 YLG Events brought young professionals together to learn from industry icons, participate in community service projects to improve the LA Region, network and build relationships with their peers, examine real deals and improve their skillsets.

- Entrepreneurial Development Series - Creating Opportunity with Small Lots
- YLG Tree Care Extravaganza with TreePeople
- YLG Downtown LA Bus Tour
- YLG Networking Happy Hour
- Fall Meeting YLG Networking Reception
- 2nd Annual Toy Drive and Happy Hour
- YLG Happy Hour Kickoff Event
- The New Normal: Public Private Partnerships in Real Estate
ULI Los Angeles’s Technical Assistance Panels (TAPs) program provides expert multidisciplinary advice to local governments, public agencies and non-profit organizations facing complex land use and real estate challenges in the greater Los Angeles region. Drawing from the District Council’s seasoned professional membership base, ULI Los Angeles program delivered guidance to two clients in FY2012 – the Los Angeles Council District 11 and the City of El Segundo.

**Century Boulevard TAP**

The Los Angeles City Council District 11 engaged ULI LA to perform a Technical Assistance Panel (TAP) on the Century Boulevard corridor to study ways to remake the area as a 21st century gateway for a world-class city. The panel recommends, the City:

- Plan Century Boulevard as a district and think holistically about the relationship between the major activities, surrounding land uses, transportation, infrastructure and urban design.
- Coordinate with key stakeholders to leverage new infrastructure investments and coming projects such as: the Metro Crenshaw Line Station, a new consolidated rental car facility, and relocation of rental car facilities.
- Consider physical improvements to create a “Gateway to L.A.” such as pedestrian amenities, building façade renovations, and new dining, retail and entertainment resources.
- Develop a blue print for success with three action tracks including resolving big issues, planning for issues internal to the district, and developing strategies and funding to enhance the existing physical and market environment.
Smoky Hollow TAP

ULI Los Angeles completed a Technical Assistance Panel to provide recommendations for the City of El Segundo to develop a creative office space hub in its Smoky Hollow District. The Panel identified amenities and services the City would need to attract investment and businesses to the area.

The panel recommended the following actions to the City:

- Transform Smoky Hollow into an incubator district for start-up companies.
- Revise the area’s existing Specific Plan to stimulate reuse, rebuilding, and new investment.
- Create a significant amount of additional parking to serve the desired labor-intensive uses in the district.
- Improve the fiber-optic infrastructure in the district to serve its new users.
- Launch a marketing campaign consistent with the authentic nature of the district.
Rose Bowl Governors Advisory Panel

The City of Pasadena hosted a first-ever Governors Advisory Panel on the Rose Bowl and Central Arroyo Seco. The Panel considered strategies for the City to generate revenues from existing users to maintain and enhance the Arroyo experience without displacing existing users and affecting the surrounding residential neighborhoods.

Union Station Advisory Services Panel

The Los Angeles County Metropolitan Transportation Authority (Metro) and the City of Los Angeles Department of City Planning sponsored a National Advisory Services Panel to examine Union Station and provide recommendations and alternatives for the site’s future use. The panel was formed in order to provide strategic advice on how the City of Los Angeles can create better linkages, fully develop the area’s distinct identity and develop necessary infrastructure improvements to realize the area’s full potential.
Women’s Leadership Initiative Council

The Women’s Leadership Initiative Council was created this year to increase the visibility and number of women in leadership positions in ULI Los Angeles, assist with career path advancement, and provide networking opportunities in the Los Angeles and Southern California region.

Charmaine Atherton
Bank of America
Merrill Lynch
Women’s Leadership Initiative Council Chair
Membership

ULI Los Angeles strives to improve the quality of the ULI membership experience, improve retention, expand membership, increase membership diversity and understand the needs and wants of our members. The Membership Committee hosted a New Membership Reception at the Shore Hotel in Santa Monica and the annual My ULI Night Reception at the Culver Hotel.

In the past year, ULI Los Angeles’s membership grew nine percent.

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<td>Associate Members</td>
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George Garfield
Transwestern
Membership Co-Chair

Lev Gershman
GE Capital
Membership Co-Chair

Advisory Board Member Tom Neary meet new members, Silvia Van Wingerden, Tsilah Burman, and Otis Odell.

Amanda Sigafoos, Gelena Skya, Ronald Altoon, Ciara Contreras, Ryan Wunderlich, and Lev Gershman at the annual My ULI Night event.
Finances

FY 2012 Revenue

- 50% Sponsorship
- 25% Programs
- 15% Membership
- 10% YLG
- 5% Policy and Practice
- 6% Administrative

FY 2012 Expenses

- 62% Programs
- 22% Sponsorship
- 20% YLG
- 15% Membership
- 14% Policy and Practice
- 14% Administrative
- 10% Communications
ULI LA Leadership Advisory Board

ULI Los Angeles leadership is comprised of our Advisory Board, Governance Committee, Strategic Advisors and Trustees all of which are composed of leading real estate and land use professionals who volunteer their time to build a strong presence of ULI in Los Angeles.

"ULI is defined by people who believe in making better places. Becoming a part of that tradition enriched my personal and professional life.” —Lev Gershman, GE Capital

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Ronald Altoon* Altoon Partners LLP

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Con Howe	CityView
Tim Kawahara	UCLA Ziman Center for Real Estate
Paul Keller	Urban Partners
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Kim Richards                    The Athens Group

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