

FAIRFIELD RESIDENTIAL
Overview of Company Qualifications
The Peralta Site, Orange CA



Fairfield Residential Corporate Overview

- National Leader in Multifamily Development, with headquarters in San Diego and regional offices throughout the United States.
- Fully Integrated Development Company: Site Acquisition, Design, Development, Construction and Property Management.
- Since 1984, Fairfield has developed and constructed more than 97,000 luxury apartment homes, and currently manage more than 48,000 apartment homes across the United States
- Currently, Fairfield is active in 20 geographically diverse markets across the country and employ approximately 1,600 people.



Fairfield Residential

Fully Integrated Corporate Platform

Fairfield is a Fully Integrated Real Estate Operating Company with Services Provided by In-House Professionals



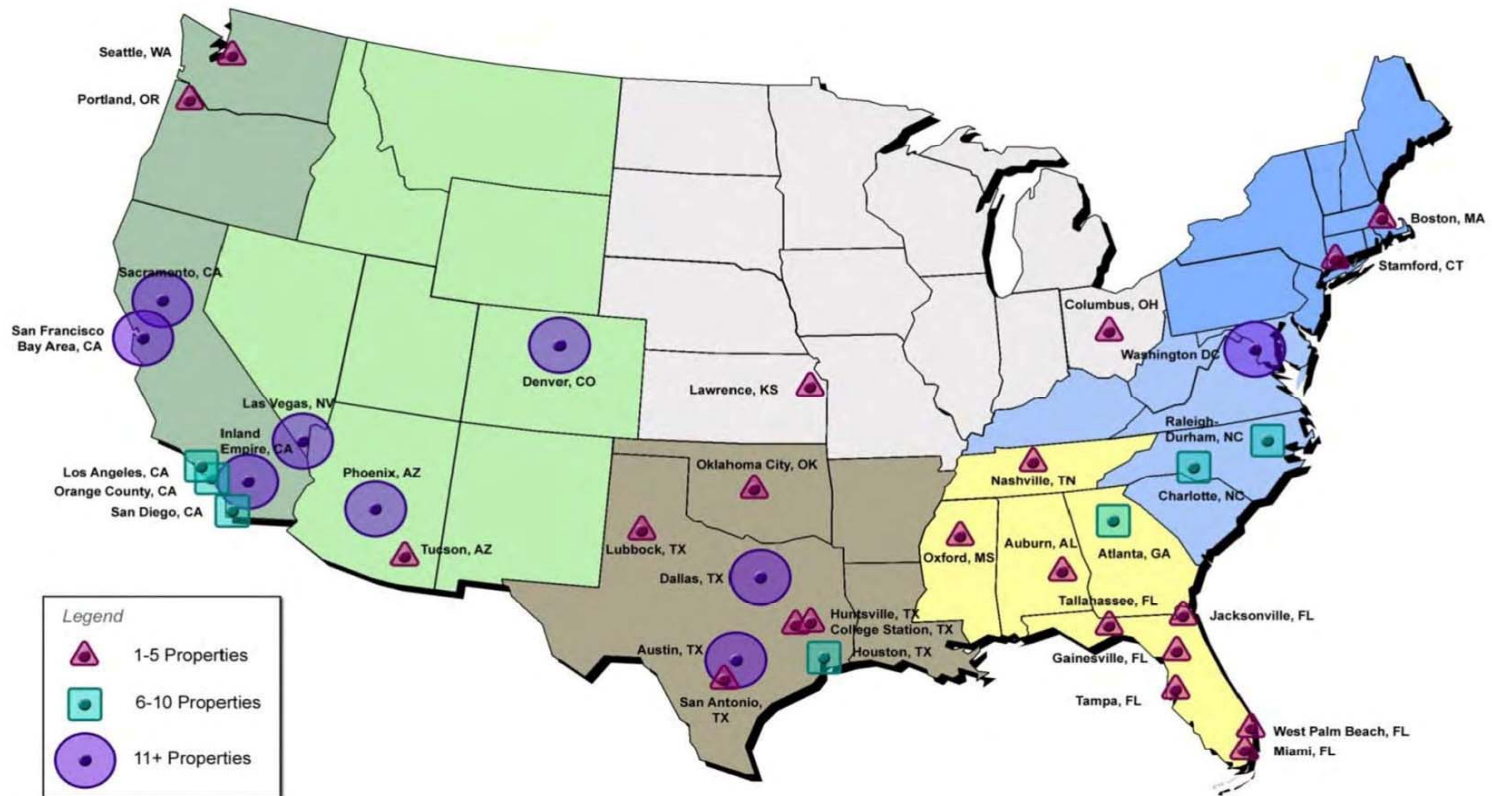
Fairfield's Core Capabilities

Fairfield was Built Around Providing Complementary Services to Real Estate Investors Throughout the Life Cycle of a Project

Development Capabilities	<ul style="list-style-type: none"> • in-house team of entitlement experts to expedite development process • team experienced in core markets throughout the U.S. • negotiate conditions of approvals, development agreements, and necessary permits within project financial parameters
Construction / General Contractor	<ul style="list-style-type: none"> • historically ranked among the top multifamily builders in the U.S. • developed over 300 multifamily communities (over 96,700 apartment homes) with total project costs of \$10.7 billion
Property Acquisition, Redevelopment, & Renovation	<ul style="list-style-type: none"> • well-defined program of acquiring and redeveloping properties in markets that are either supply-constrained or in which redevelopment costs are substantially below new construction costs • acquired over 300 properties (nearly 82,000 units) with total project costs of \$8.6 billion • historically rated among the top 20 multifamily property owners in the country • in-house design professionals on staff
Asset Management	<ul style="list-style-type: none"> • in-house staff to oversee and manage asset performance to maximize value and investor returns • provides asset management services to large and geographically diverse portfolio of properties throughout the U.S.
Property Management	<ul style="list-style-type: none"> • one of the largest, full service property management companies in the U.S. as ranked by the NMHC • currently manage over 50,000 multifamily apartment homes
Portfolio Management & Reporting	<ul style="list-style-type: none"> • team of portfolio managers and financial analysts dedicated to managing investment fund portfolios • financial reporting and forecasting system that accommodates institutional and pension fund reporting requirements
Asset Dispositions	<ul style="list-style-type: none"> • industry presence and broad network of buyer and broker contacts • extensive marketing research capabilities and contract negotiating experience • transaction volume: over 300 properties (over 90,000 units) totaling over \$9.9 billion

Fairfield's National Presence

Fairfield has Completed Developments Across the Country



Fairfield's California Experience Since 2001

Fairfield Residential Built 40 Apartment Communities in California During Since 2001

Property	City	Units	Total Project Cost (\$millions)	Close Date
Latitude	San Jose, CA	206	\$64.4	2012
175 Baypointe	San Jose, CA	183	\$61.4	2012
The Verdant	San Jose, CA	498	\$150.0	2011
Terrena	Northridge, CA	402	\$103.0	2011
Cerano at Murphy Ranch	Milpitas, CA	373	\$92.0	2010
Cantabria	Inland Empire	230	\$50.0	2008
Dakota	Inland Empire	174	\$38.9	2008
Carabella at Warner Center	L.A. County	224	\$104.0	2008
Alterra	San Diego	297	\$66.0	2007
Carillon	L.A. County	264	\$85.5	2006
Pravada	San Diego	230	\$49.0	2006
Ridgestone	Inland Empire	352	\$55.9	2005
Rockwood	L.A. County	223	\$38.3	2005
Sagewood at Stonebridge Estates	San Diego	106	\$20.7	2005
Lodge at Napa Junction	Bay Area	216	\$34.9	2004
Waterstone	Bay Area	156	\$27.7	2004
Solaire	Bay Area	360	\$91.0	2004
Chambray at Victoria Arbors	Inland Empire	270	\$40.2	2004
Landmark Ontario Towne Center	Inland Empire	469	\$71.2	2004
Meritage at Victoria Arbors	Inland Empire	319	\$49.5	2004
Verano at Towne Square	Inland Empire	414	\$36.2	2004
Gallery	L.A. County	438	\$91.6	2004
Bristol	Sacramento	102	\$20.1	2004
Medici	Sacramento	216	\$27.3	2004
Brickyard Place	Bay Area	176	\$34.8	2003
Canyon Oaks at Windemere	Bay Area	250	\$45.6	2003
Mill Creek at Windemere	Bay Area	400	\$71.8	2003
Muirlands	Bay Area	350	\$50.9	2003
Esplanade at Riverwalk	Inland Empire	588	\$63.3	2003
Tides	Bay Area	200	\$34.1	2002
Canyon Park	Inland Empire	256	\$34.0	2002
Hills at Valencia	L.A. County	208	\$34.4	2002
Links at Westridge	L.A. County	230	\$38.6	2002
Granite Point	Sacramento	384	\$42.4	2002
Bridgeport Ranch	Bay Area	192	\$25.9	2001
Eagle Glen	Inland Empire	320	\$34.2	2001
Fairway Palms at Empire Lakes	Inland Empire	236	\$30.0	2001
Ironwood at Empire Lakes	Inland Empire	260	\$33.6	2001
Crescent Park at Playa Vista	L.A. County	214	\$50.6	2001
Falls at Willow Creek	Sacramento	426	\$50.5	2001
Totals		11,412	\$2,143.9	

Fairfield's Orange County Development History

Fairfield Residential - New Construction Acvtivity Orange County, CA

Property	Address	Year Built	Units
Seacrest	240 Avenida Vista Montana, San Clemente, CA 92672	1987	368
Alize at Aliso Viejo	2 Enterprise, Aliso Viejo, CA 92656	1996	484
The Aventine at Aliso Viejo	22501 Chase, Aliso Viejo, CA 92656	1996	386
Avila at Rancho Santa Margarita	22751 El Prado, Rancho Santa Margarita, CA 92688	1996	498
Canyon Point	22681 Oak Grove Avenue, Aliso Viejo, CA 92656	1996	124
Las Flores Apartment Homes	381 Sable, Rancho Santa Margarita, CA 92688	1996	504
Alicante	27662 Aliso Creek Road, Aliso Viejo, CA 92656	1997	428
		Total Units	2,792

Current Development Activity within Orange County:

Pacific Gateway	421 Bernard St, Costa Mesa	Start Q4 '12	113 Units
Village at La Habra	Beach Blvd, La Habra	Entitlement	286 Units
Irvine Gateway	Von Karman Ave, Irvine	Entitlement	469 Units

Fairfield Residential

Financial Structure & Capabilities

- Full service real estate company founded in 1984.
- Developed \$10.7BB of MFR real estate & acquired \$8.2BB of MFR assets since inception.
- Company Ownership:
 - Brookfield Asset Management: \$150BB of Assets Under Management
 - CalSTRS: \$149BB of Assets, 2nd Largest Pension Fund in U.S.
 - Fairfield Executives: Vested ownership stake in all projects undertaken
- Institutional credit rating and established corporate balance sheet allows Fairfield to access construction financing, bonds & corporate guarantees.

Brookfield Asset Management – NYSE (BAM)

Brookfield is a Global Alternative Asset Management Company Focused on Real Estate, Infrastructure, Power, and Private Equity

- more than 100 years experience in owning, operating, and investing in real assets
- experienced team of over 500 investment professionals and 18,000 operating employees
- global reach with local presence in key markets, including New York, Toronto, São Paulo, London, Sydney, Hong Kong, Mumbai, Abu Dhabi, and Dubai
- approximately \$150 billion of assets under management
- established private funds platform with a series of private funds with commitments of approximately \$26 billion
- significant liquidity to fund growth - \$3.9 billion of core liquidity and additional commitments of \$5.4 billion of capital for private funds from institutional partners
- and publicly listed on NYSE, TSX, and Euronext (BAM)



California State Teachers Retirement System - (CalSTRS)



- provides retirement related benefits and services to teachers in public schools and community colleges
- the largest U.S. teachers' retirement fund and the second largest U.S. public pension fund
- over 852,300 members
- nearly \$149 billion in assets as of January 31, 2012

Asset Allocation for the Period Ended January 31, 2012				
Assets	Market Value (\$MM)	Actual	Current Target	Difference
Global Equity	76,306	51.2%	53.0%	(1.8%)
Fixed Income	28,808	19.3%	20.0%	(0.7%)
Real Estate	20,012	13.4%	12.0%	1.4%
Private Equity	21,445	14.4%	12.0%	2.4%
Cash	759	0.5%	1.0%	(0.5%)
Inflation Sensitive + Alpha	1,631	1.1%	2.0%	(0.9%)
Total Investment Assets	148,961	100.0%	100.0%	

The Abors at Peralta – Fairfield’s Development Vision

Fairfield with assistance from **KTGY Architects** will refine a land plan for the Peralta land site to meet the following goals:

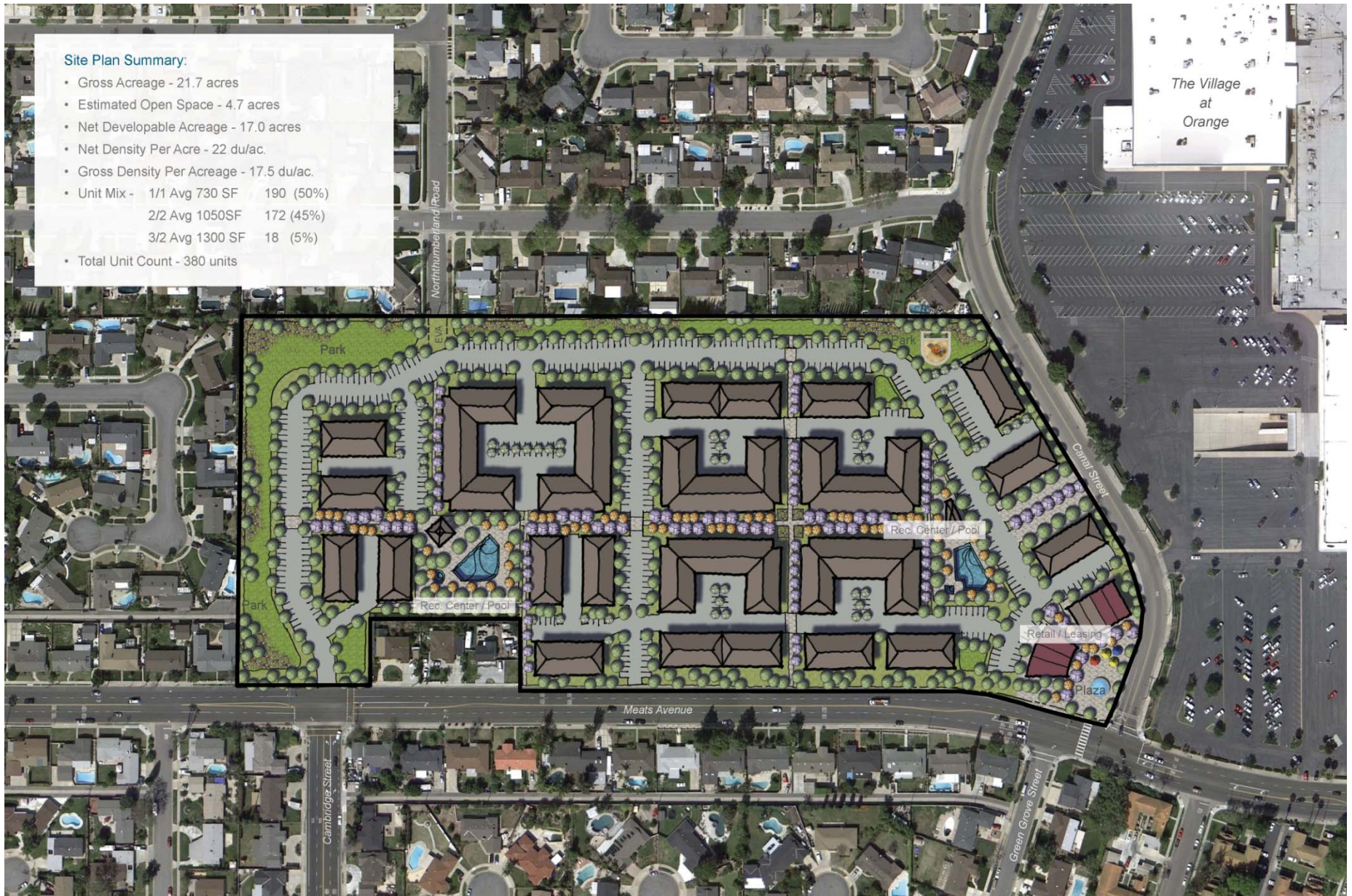
- Design a luxury rental community that integrates with the existing single family neighborhoods while providing a suitable transition from adjacent retail land uses;
- Provide generous open space within a public park amenity that serves the neighborhood recreationally while providing privacy between adjacent communities;
- Utilize existing intersections for circulation points to balance ingress/egress within the community;
- Design a variety of residential building types to create an architecturally diverse community ;
- Create a prominent plaza entry statement that allows for amenity retail and public open space; and
- Design a well amenitized new community that provides recreational space on-site to lessen reliance on the city’s public park system.

The Arbors at Peralta - Conceptual Land Plan

Site Plan Summary:

- Gross Acreage - 21.7 acres
- Estimated Open Space - 4.7 acres
- Net Developable Acreage - 17.0 acres
- Net Density Per Acre - 22 du/ac.
- Gross Density Per Acreage - 17.5 du/ac.
- Unit Mix -

1/1 Avg 730 SF	190 (50%)
2/2 Avg 1050SF	172 (45%)
3/2 Avg 1300 SF	18 (5%)
- Total Unit Count - 380 units



The Arbors at Peralta - Proposed Amenities

Large Public Park
with Amenities

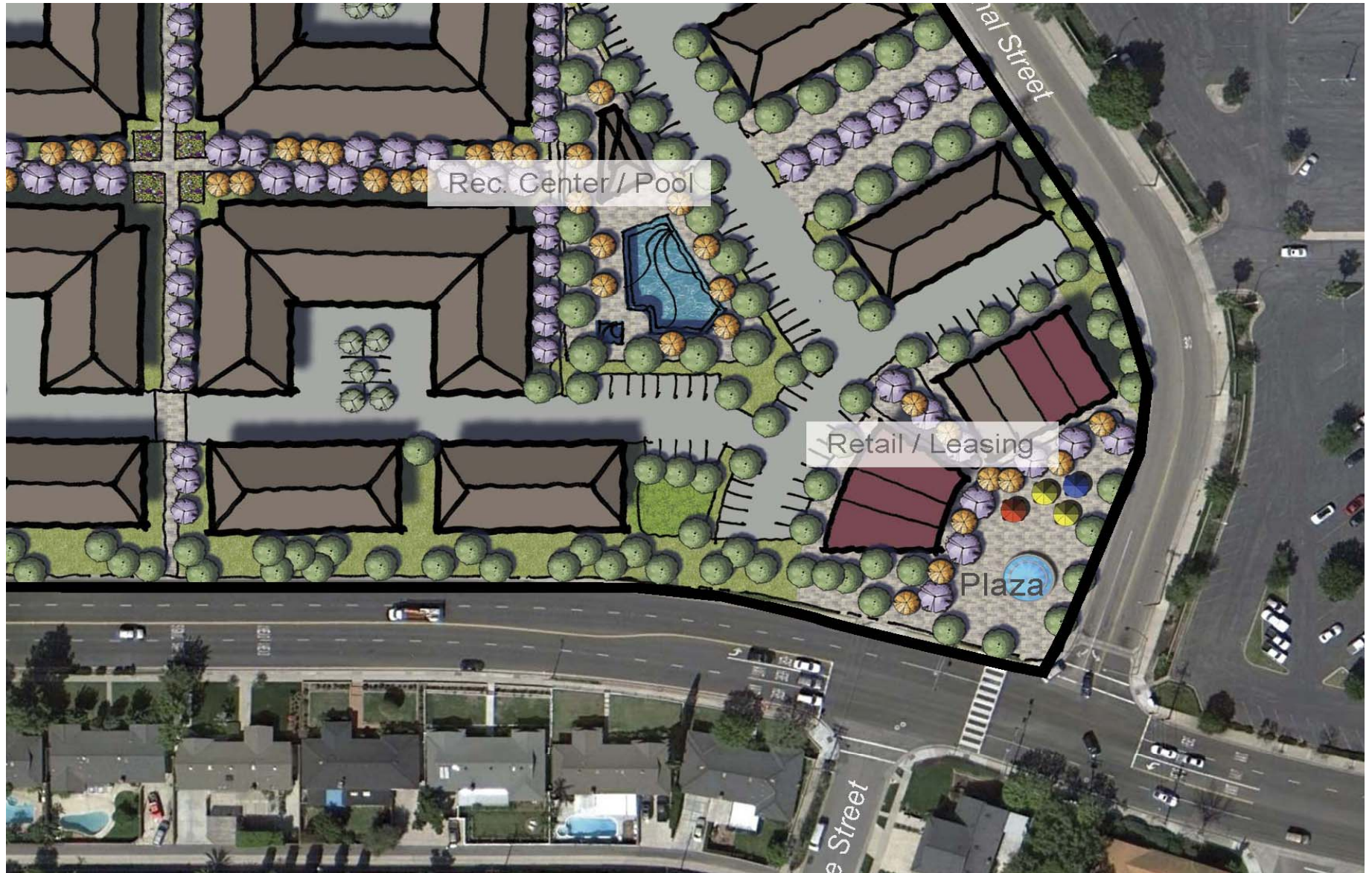
Two Private Community
Amenity Areas

Public Park Active
Amenity Area



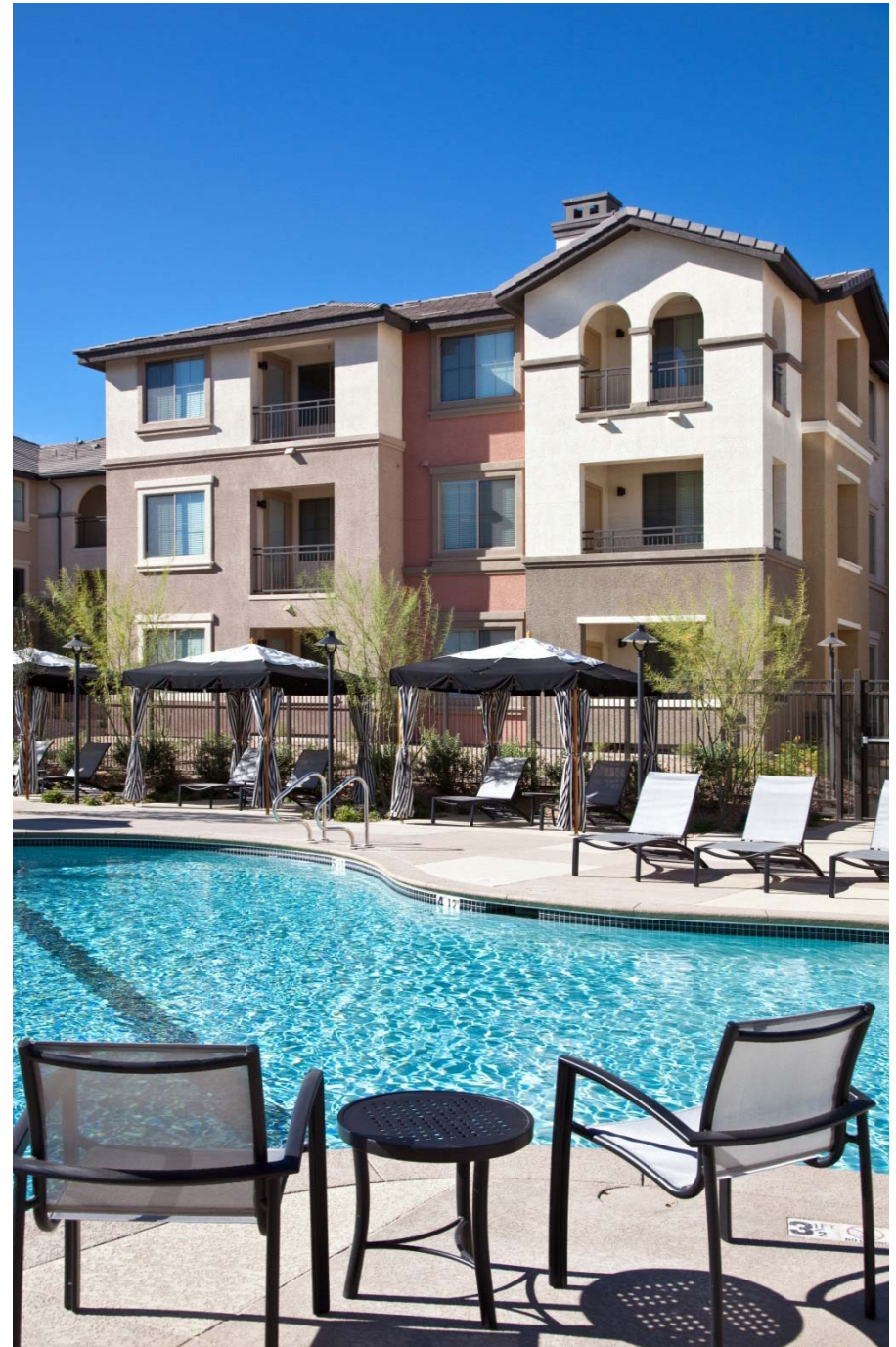
The Arbors at Peralta – Proposed Amenities

Prominent Community Entry with Public Plaza & Amenity Retail Space Opportunities



The Arbors at Peralta : **Proposed Community Program:**

- 380 +/- Luxury Apartment Homes within three-story residential buildings, with amenity retail and leasing space within the public plaza.
- 1, 2, & 3 bedroom Apartment Homes ranging in size from approximately 680 to 1,300 sf.
- Private community amenities including two pool/recreation facilities connected by a linear greenbelt providing an interior park amenity. Gated, secured access from private entry drives and individual garages in select units.
- Luxury interior finishes including designer-flooring, granite counters, stainless steel appliances, 9-foot ceilings, and Wi-Fi access.
- Public amenities will include 4.7 acres of passive park area and open space and a public plaza with amenity retail space.



Fairfield Residential

Civic Outreach & Entitlement Expertise

- Fairfield has extensive experience working with neighbors and community stakeholders to ensure successful collaboration.
- Fairfield specializes with in-fill developments, with many adjacent to single family neighborhoods. Our recent experience includes entitlements for in-fill developments in La Habra, Costa Mesa, La Mesa, San Jose, Mountain View and Santa Clara.
- All public outreach is orchestrated and conducted by Fairfield representatives, not 3rd party consultants.
- An Open House format is utilized to ensure one-on-one dialogue with attendees.

Fairfield Residential

**Creating Communities Focused on Design Quality &
Construction Excellence;**

**Professionally Managed to Provide an Unsurpassed Rental
Living Experience.**

Examples of recent completed communities follow.....















Fairfield Residential

Development Partner for the OUSD and the City of Orange

- Unsurpassed experience in developing luxury multi-family communities throughout California and the U.S.
- Full service company ensuring seamless project management from design through project completion.
- Committed to the development of a quality residential community that enhances the neighborhood while supporting local businesses.
- Institutional financial strength and capabilities insuring a long and successful partnership with the OUSD and the surrounding community.