

ANNUAL REPORT

FY2012

ULI ORANGE COUNTY/INLAND EMPIRE

2011 Fall Meeting Expo

ULI'S MISSION IS TO PROVIDE LEADERSHIP IN THE RESPONSIBLE USE OF LAND AND IN CREATING AND SUSTAINING THRIVING COMMUNITIES WORLDWIDE.

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**Urban Land
Institute**

Orange County/Inland Empire

Chairman and Executive Director's Message

Professional organizations experience what member companies do, only one year later. While many firms began to see a light at the end of the tunnel in FY12, the District Council continued to experience a few challenges with programming, especially in the Inland Empire and with Technical Assistance Panels for public agencies. Fortunately, with the restructuring of the District Council in 2008, volunteer involvement in the Initiative Councils remained strong. Thanks to the leadership of John Hagestad, Sares-Regis and Mike Matkins, Allen Matkins, co-chairs of the 2011 ULI Fall Meeting, the District Council benefitted from the great success of this event, too. With ULI's annual event in town, the District Council experienced a slight bump in membership, which slowed the decline we'd been experiencing. ULI also shared a portion of the Fall Meeting sponsorship with the District Council and our reserves today are strong, allowing us to invest in programs like The Money Chase in 2013, which is one of our premier conferences. Looking at the current economic climate, it is more important than ever for professional organizations to examine the "Membership Motivator." Does ULI offer information/education that is being sought out by our members? Yes. ULI members' actions directly benefit the members. The more our members are involved the more they will receive the benefit/value. Our region looks to ULI to focus on responsible land use. Our method of addressing the downturn has been to provide an innovative approach (in impact and cost) that is compelling enough to attract members. The District Council continues to offer networking, research, and education, like no other professional organization. We appreciate the support and involvement of all our members and sponsors in FY12.



PETER RUMMELL, ULI CHAIRMAN; MICHAEL RUANE, ULI OC/IE CHAIRMAN AND PHYLLIS ALZAMORA, ULI OC/IE EXECUTIVE DIRECTOR

Michael Ruane
Chairman

Phyllis Alzamora
Executive Director

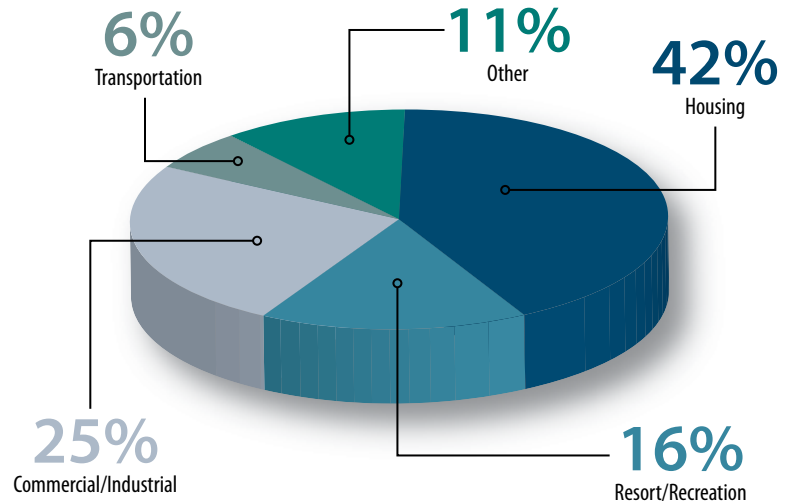
Membership

ULI Orange County/Inland Empire is one of the largest District Councils in the ULI worldwide, ending FY12 with 870 members. Membership stayed flat in FY12, decreasing only by 5 members from FY11. We experienced an increase in Private Sector Full Members and Young Leaders while Associate Members stayed flat. Student and Public Sector Members declined. Our member involvement in programming and our Initiative Councils was strong. In FY12, we had over 1,300 attendees at 38 events and 131 ULI members involved in 7 Initiative Councils. The average membership retention for Associate members was 78% in FY12, while the average retention for Associate members on Initiative Councils was 99%.



INITIATIVE COUNCIL LEADERSHIP

MEMBERSHIP DEMOGRAPHICS



Advisory Board (7/1/11 - 6/30/12)

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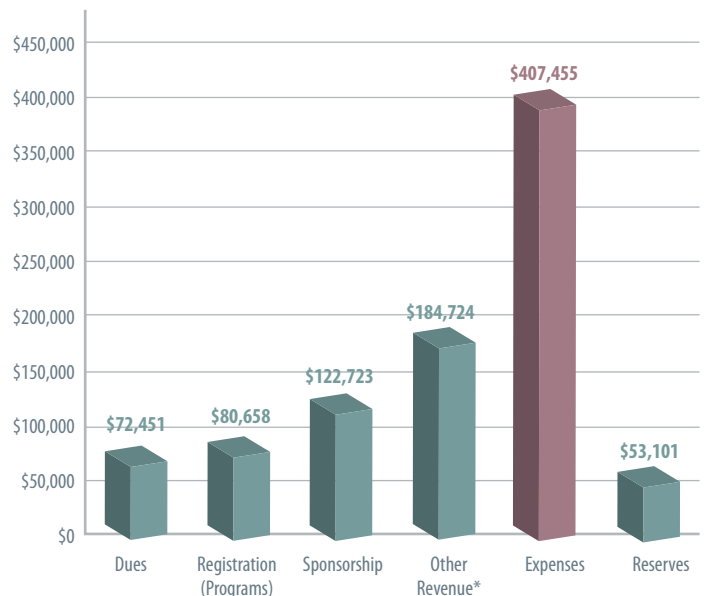
THANK YOU

to Our Program Sponsors

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- Talonvest Capital
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- UBS Securities LLC
- US Bank
- Wells Fargo Bank
- William Hezmalhalch Architects, Inc.

Finances

The ULI relies on contributions to invest in the research and education conducted by our members, looking at best practices and lessons learned in land use. Sponsorships accounted for 64% of the FY12 budget and sponsorship revenue from the 2011 Fall Meeting in L.A. helped shore up \$85,000 less in revenue due to a drop in program attendance and District Council sponsorships and no Technical Assistance Panels (TAPs) conducted during the fiscal year. The District Council appreciates all of the members who stepped up and supported ULI Orange County/Inland Empire in FY12. The industry was still struggling through the downturn and there is a lot of competition out there among non-profit organizations. Thank you to each and every professional who renewed a ULI membership or joined the ULI in FY12 and who attended a ULI program. Thank you to our Annual Sponsors, who are listed on the cover and to the Program Sponsors, who are listed in this Annual Report. For more information about sponsorship, please send an email to orangecounty@uli.org.



*2011 Fall Meeting Sponsorship (\$173,423).



SKETCHERS U.S.A. TOUR

Programs

Monthly educational and networking programs are a vital part of the ULI experience. With time and money less available in FY12, the District Council worked to ensure that relevant content of the utmost importance to our members was provided. A significant component of our programming also is networking. The ability to gain access to, and draw experience from, land use professionals is why ULI has been successful and competitive for over 75 years!

ULI Orange County/Inland Empire held 38 different programs in FY12 covering myriad topics and issues. Most of these programs were coordinated by our successful Initiative Councils with the most popular being discussions on Capital Markets, Housing, and Placemaking. The Capital Markets Initiative Council held the 3rd Annual "Money Chase" event in February and once again had the highest attendance of any program, attracting more than 250 people to The Pacific Club in Newport Beach. The Sustainable Communities Initiative Council held their 2nd Annual "Best of the Best" Awards in April at the Irvine Ranch Outdoor Education Center in Orange – a 2011 award recipient! The Inland Empire swept all three event categories (Community Development, Organizational Leadership and Vision) and received beautiful hand-made awards by local artisan and craftsman Christopher Jeffries.

In addition to the monthly programming organized by the Initiative Councils the District Council was also fortunate to have John Martin, Martin & Associates, spearhead the 3rd consecutive series, titled "Leadership Program for Planned Communities & Urban Infill." Over 10 weeks

attendees heard best practices and lessons learned from legendary real estate leaders such as Larry Webb, The New Home Company; Gary Hunt, California Strategies and Bert Selva, Shea Homes. Groups also worked together to present visionary development opportunities at the final class.

Although the majority of membership is based in Orange County, the District Council successfully held three programs in Riverside County. Iddo Benzeevi, Highland Fairview, personally conducted a tour of the new Skechers logistics facility in Moreno Valley and Randall Lewis, Lewis Operating Corp. and past ULI Trustee led a panel in Eastvale about "What's HOT! in the Inland Empire." In January, the Transit Oriented Development (TOD) committee held its 3rd Annual TOD Marketplace event in Ontario where attendees participated in "Solutions Labs for Retrofitting TOD in Suburbia" with interactive discussions on issues such as finance, partnership models and jobs. Reports resulted from the output are available to members and non-members at orangecounty.uli.org.

One of the District Council's strategic goals is to create mutually beneficial alliances and partnerships. Toward that end, for the 2nd consecutive year, we collaborated with the American Society of Landscape Architects and the United States Green Building Council, Orange County Chapter at our Holiday Party where we raised \$3,000 for Second Harvest Food Bank. We also held a joint event with the United States Green Building Council, Inland Empire Chapter in Rancho Cucamonga where attendees heard about the region's Sustainable Transportation Plan.



2012 B.O.B. AWARDS



PLANNED COMMUNITIES AND URBAN INFILL LEADERSHIP PROGRAM



INSIDE THE RENTERS WORLD



THE MONEY CHASE III

Initiative Councils

Seven Initiative Councils, representing priority issues in land use planning and real estate development: Capital Markets, Edge Development, Housing, Infrastructure, Placemaking, Places of Commerce and Sustainability, are modeled after the National ULI Product Councils, only these Initiative Councils are open to Associate Members and Full Members. The objective is to create Initiative Councils of industry professionals, who get to know each other over the course of the year, by meeting regularly and sharing best practices and lessons learned. The Initiative Councils are responsible for educating and effecting change in our membership and among industry professionals. Seven leadership roles on each Council, including the Vice Chair, Assistant

Vice Chair, Vice Chair of Outreach, Vice Chair of Education, two Young Leaders Group Representatives and a Student Representative, are responsible for maintaining balance and diversity of membership on the respective Council, organizing quarterly meetings of substance and an annual networking program. Initiative Councils account for the greatest level of involvement in the District Council in FY12. In fact, this idea to create local Councils originated in 2008 in our District Council and has fast become a new model for engagement in District Councils across the country. For more info about joining an Initiative Council, go to orangecounty.uli.org or contact the ULI OC/IE office at orangecounty@uli.org.

YOUNG LEADERS

Many impactful programs for Young Leaders Group (YLG) members were held in FY12, including social mixers and a tour of a newly built affordable housing apartment community. Four YLG cornerstone programs add tremendous value to the broader membership: the Emergent Leadership Awards, Mentorship Program, Pro Bono Technical Assistance Panel, and monthly Coffee Talks.

Networking

Monthly Coffee Talks featured senior executives from the private and the public sectors, giving the YLG membership an opportunity to hear success stories and learn about diverse leadership perspectives. Started in 2005, by then-YLG Committee Vice Chair Scott Baxter, Raintree Partners, after seven years running, Coffee Talks will be replaced in FY13 by an evening program called the "Sixty Minute Mentor." Repositioning this program will afford YLG members with an opportunity for more peer-to-peer networking, and we believe this program will give the ULI YLG a competitive edge over other organizations that have adopted the Coffee Talk platform.



2012 EMERGENT LEADERSHIP AWARD WINNERS

There are now two YLG representatives on each Initiative Council and they have been elevated the Council's leadership allowing for richer YLG involvement. Additionally, the YLG added Legislative, Education and Communication committees to create additional opportunities for member involvement, while providing effective tools and knowledge to the membership in a more impactful and consolidated manner. The YLG Committee and the YLG Representatives provide an opportunity for over 25 leadership roles in the District Council.



NETWORKING EVENTS



COFFEE TALKS

Leadership

The Emergent Leadership Awards was held for the second time as we continue to make this an annual program for years to come. We had 107 attendees, with many company executives there supporting the nominees and winners. Larry Webb, The New Home Company, and Emile Haddad, FivePoint Communities, were this year's speakers.



EDGE DEVELOPMENT INITIATIVE COUNCIL



SUSTAINABLE COMMUNITIES INITIATIVE COUNCIL



PLACEMAKING COUNCIL

GROUP

Education

The mission of the YLG Mentorship Program is to cultivate and engage ULI members under the age of 35 to innovate, effect and improve the future of responsible land-use.



YLG MENTORSHIP PROGRAM

The year-long program matches up groups of three-to-four young professionals/graduate students (referred to as “protégés”) with mentors who are seasoned land-use practitioners. Now in its 6th year, the 2012 program has 45 protégés and 11 mentors and has involved a total of 60 mentors and 240 protégés since its inception. Participants come from a variety of disciplines within the real estate industry. Individuals with backgrounds in private equity, law, lending, planning, architecture and development are among those involved in the 2012 program. Several current protégés and mentors have been participated multiple years, citing the educational value of the experience.

Both protégés and mentors alike are required to submit detailed applications in order to be considered for the program. Once selected, the groups are required to have at least six mentoring sessions over the course of the year. For more info about the 2013 YLG Mentorship Program, contact the District Council office at orangecounty@uli.org.

Outreach

The YLG conducted a Pro Bono Technical Assistance Panel (TAP) on November 18, 2011 for the Guide Dogs of the Desert (GDD) a 501(c)(3) non-profit corporation, based in the unincorporated Whitewater area of Riverside County, CA, that seeks to improve the lives of the blind by creating opportunities for life-changing independence and by conducting community outreach and education programs. The panel was co-chaired by Bryant Brislin, The Hoffman Company and Olga Tsiba, Jeanette C. Justus Associates. The YLG Pro Bono TAP program provides charitable organizations, such as the GDD, with a plan to solve complex real estate and land use programs in a uniquely objective way. At the same time, the TAP process provides ULI Young Leaders with a means to give back to their communities, while helping to promote ULI’s mission of providing leadership in the responsible use of land and in creating and sustaining thriving communities worldwide.

The GDD Pro Bono TAP was supported with a grant from the ULI Foundation and gained international recognition when the project was featured in UrbanLand magazine.



GUIDE DOGS OF THE DESERT TAP

“[The] insights were right on. I appreciate all of your efforts to help us. It sure makes my job easier. Thanks again for doing this for us. What a great team you all choose,” Gary Downs, Guide Dogs of the Desert.



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Scan, for more info:

