

AREAS OF EXPERTISE

Base Realignment and Closure (BRAC) Land Planning and Redevelopment

Infrastructure Master Planning and Redevelopment

Military and Facility Engineering

Transportation Planning and Design

EDUCATION

Master of Science in Civil Engineering, California State Polytechnic University, 1989

Bachelor of Science in Civil Engineering, United States Air Force Academy, 1983

PROFESSIONAL REGISTRATIONS/ AFFILIATIONS

Profession Engineer
Colorado 28472
New York 067203

American Society of Civil Engineers

Association of Defense Communities (ADC)

Society of American Military Engineers

American Institute of Steel Constructors

Air Force Academy Endowment,
2008-Present

USO Board, 2010-Present

DANIEL J. SCHNEPF CEO AND CHAIRMAN OF THE BOARD

Dan is a founding principal of Matrix Design Group, Inc. and is responsible for the overall direction of the firm while maintaining leadership, technical, and management roles in major asset redevelopment projects. Dan is a nationally recognized expert in community redevelopment, including Base Realignment and Closure (BRAC) sites. Specifically, he has worked on hundreds of different redevelopment programs across the country and abroad for a variety of communities and all components of the Department of Defense. These redevelopments often implemented the most advanced federal property enhancement and transfer methods including; FOST's, Early Transfers, Privatization of Utilities, Land Exchanges, Enhanced Use Leases (EUL), Public Conveyance Mechanisms and Lease Mechanisms in furtherance of conveyance. Dan is regularly called upon to speak as an expert in redevelopment to various civic and community organizations, and is currently directing the planning and design of a number of projects nationwide. Dan has an extensive background in the design implementation and management of large, multidiscipline engineering projects for private, state, municipal, and federal agencies.

Mr. Schnepf has developed many of projects utilizing a variety of business structures including corporations and limited liability partnerships and limited liability corporations. Doing business as Great River Equities, LLC and Great River Equities II, LLC he financed, designed and built the Matrix Office Building Complex consisting of over 70,000 sf of general purpose office space and medical related office. The campus sits on a 7.8 acre site in northern Colorado Springs. Great River Equities II is the development of a duplex housing complex in Anniston AL. at the former Fort McClellan. The Great River Equities development was completed in 2006. The development activities included the environmental phase 1 and phase II, architecture, engineering, design, entitlements, finance of the construction, and the construction administration. Recently in 2014, doing business as P2G, LLC, he provided the same services in developing a 168-unit multifamily complex in Woodland Park CO. These development projects have a market value of more than \$50 million.

Enhanced Use Lease for Freedom Beacon Park, Eglin AFB, Florida. Matrix is teamed with the Jay Odum Group on this 50-acre project which includes an integrated live/work/play community, developed in a campus like setting with a mix of uses that will create a significant, upscale activity node along Lewis Turner Boulevard. Proposed uses include:

- 55,000 square feet (sq. ft.) retail/commercial and restaurants;
- 160,000 sq. ft. Class A office space;
- 296 high quality residential units;
- 102 room extended stay hotel; and,
- 4 acres' open space for perimeter fitness trail and Central Commons.

Enhanced Use Lease Analysis for Lockheed Martin. Mr. Schnepf provided design & consulting services to Lockheed Martin Company to evaluate, assess and provide business pro forma and design for 3 project sites where Lockheed Martin was expanding or improving operations using the Enhanced Use Lease mechanisms with federal entities at the following installations.

- Buckley Air National Guard Base, Aurora CO, operations facility
- Pederson AFB, Colorado Springs, CO, SCIF facility and office space
- Patrick AFB, Production facility for Space operations & office space

AWARDS AND PUBLICATIONS

2005 Congressional BRAC Commission Hearings, Expert Testimony

"Privatization of Environmental Cleanup", New Tools for New Challenges, NAID Annual Conference, Chicago, 1999.

"Base Reuse Planning Military Realignment, and Facility Infrastructure Analysis," NAID News, June 1998.

"A Comparative Analysis of Cable-Supported Bridge Systems," with F. Tyboroski, Cal Poly Press, Pomona, CA, 1989.

"Innovative Public/Private Partnerships in the Reuse of Military Bases," NAID News, July 1995.

Outstanding Educator Award, Department of Civil Engineering, U.S. Air Force Academy, 1992.

"Uses of Lunar Regolith in the Construction of Moon Based Concrete Structures," ACI Presentation, June 1991.

Engineering Excellence Award, Design of the KC-10 Air Transportable Loader, Secretary of the Air Force, 1987

In each project Mr. Schnepf led a Matrix team that provided the operational requirements for each facility while developing a proposal that was submitted to the federal government as a means to develop and improve their capabilities at each installation. Each project was required to provide pro forma and a proposal that would exceed the requirements of OMB Circular A-11 for scoring as both a benefit to the government and not to be evaluated as a capital lease. Based on the success of these efforts Mr. Schnepf presented the results to Lockheed Martin decision makers who then proceeded to negotiate and secure the EUL projects.

Stapleton Redevelopment, Denver, Colorado. Mr. Schnepf was the Program Manager for the redevelopment of Stapleton International Airport property. The Stapleton Redevelopment Project (4,700 acres) is the largest urban infill redevelopment project in the United States. On behalf of Forest City Stapleton and the City and County of Denver, Mr. Schnepf was acting principal responsible for program management of the development of over 12,000 residential housing units, 3.0 million square feet of commercial development and 1000 acres of open space including the Master Plan interface, design guidelines, infrastructure master plans, and the cost models, capital improvement plans, and Title 32 metropolitan district service plans. The program includes over \$800 million in public improvements covering all phases of the development.

Pueblo Depot Activity Development Authority (PDADA) Redevelopment Plan and Homeless Assistance Submission. Principal-in-Charge for the redevelopment of 15,847 acres of federal surplus property, formerly the Pueblo Chemical Depot.

K.I. Sawyer Air Force Base- Marquette County, MI. Project Manager responsible for the utilities privatization study, wastewater treatment plant evaluation and review of the Site-Wide Remedial Action Plan for the County of Marquette. Dan determined the decision matrix for the Privatization, Municipal operations or a hybrid of either. Dan worked closely with the jurisdiction and the local providers to negotiate with investor owned utility, private utility providers and the municipal government to establish rate structures and facility improvement agreements.

Fort Monmouth Redevelopment-Fort Monmouth, NJ. Principal-in-Charge for an 1100-acre redevelopment, including business and capital improvement planning and engineering analysis.

Brunswick Naval Air Station- Brunswick, ME. Principal-in-Charge for planning, vision and environmental program management at this historic base closure site.

Fort McPherson Visioning and Economic Analysis Study-Fort McPherson, GA. Principal-in-Charge for initial planning phase for a 488-acre urban property, inventory and analysis of environmental and infrastructure conditions, development of guiding principles Fort McPherson Business Plan. Development of the disposition plan for 488-acre site including a financial feasibility analysis, cash flow model, alternatives testing/sensitivity analysis, and a preferred business plan model. Operating and Infrastructure Analysis, Principal-in-Charge for analysis of all factors relating to the operation, rehabilitation, and capital improvement of this site including building and infrastructure conditions assessment, environmental cleanup recommendations and cost modeling.

Lowry Reuse Plan, Denver CO. Mr. Schnepf was responsible for the reuse planning effort and redevelopment implementation of the 1,800 acre Lowry Landings. He worked closely with the Lowry Redevelopment Agency to create and implement one of the most successful BRAC redevelopments in the country. The mixed –use community generated 1000's of jobs and created over \$1 billion of

annual economic activity to the City and County of Denver and the City of Aurora. Mr. Schnepf worked on all aspects of the redevelopment from planning to construction including financial modeling, infrastructure master planning, site design, transportation engineering, environmental clean-up, and concrete recycling.

Kansas Army Ammunition Depot Redevelopment-Parsons, KS. Principal-in-Charge responsible for developing financing strategies, cost models, an infrastructure master plan, and master pro forma development in addition to technical QA/QC. Dan successfully negotiated the first ever Economic Development Conveyance under the newly promulgated Authority.

Fort Monroe Redevelopment-Hampton VA. Principal-in-Charge for planning, visioning and environmental program management at this historic base closure site.

Roosevelt Roads Former Naval Station-Puerto Rico. Principal-in-Charge for formulation of disposition strategies for establishing the standards for the transfer of Navy installations that will be followed in the 2005 rounds of BRAC.

Fort McClellan Redevelopment-Alabama. Principal-in-Charge for early transfer documents, including the Environmental Services Cooperative Agreement (ESCA) between the Army and the Joint Powers Authority (JPA), a Consent Agreement between the JPA and State of Alabama Department of Environmental Management, and a Concept Plan for remediation of Munitions and Explosives of Concern. The negotiated agreement represented the first privatization of MEC remediation for an Army BRAC facility.

Fleet Industrial Supply Center-Oakland CA. Principal-in-Charge for infrastructure analysis, environmental studies and financial modeling for this early transfer to the Port of Oakland.

Naval Weapons Station Concord-Concord, CA. Principal-in-Charge for the development of a focused analysis of opportunities, constraints, as well as a planning level strategy to maximize the development potentials in the event that this military installation is closed or realigned under the BRAC.

Naval Training Center Boat Channel-San Diego, CA. Principal-in-Charge who served as an instrumental part in the negotiating the early transfer of the former Naval Training Center Boat Channel on behalf of the City of San Diego Redevelopment Agency.

Naval Training Center-Orlando, FL. Project Director for the preparation of the Reuse Plan for the over 2,000 acre site and overseeing the project team in developing a number of alternative redevelopment plans and infrastructure service options for the base.

Fitzsimons Army Medical Center-Aurora, CO. Principal-in-Charge responsible for developing the Infrastructure Master Plan and Cost Model and managing the environmental evaluation of early transfer contaminated property.

Red River Army Depot-Bowie County, TX. Principal-in-Charge responsible for the Privatization Study, Reuse Plan, Infrastructure Master Plan, and the Cost Model.

John M. Fox

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John M. Fox Biography

John M. Fox Chairman of Board

John M. Fox founded and was President, Chief Executive Officer and Chairman of the Board of Markwest Energy Partners, a New York Stock Exchange company, from its inception in 1988 through his retirement in 2009. He currently serves as Chairman of the Board for Trona Energy II, LLC and Kona Mountain Coffee Company, LLC. Prior to Markwest Mr. Fox was a founder of Western Gas Resources, Inc., formerly listed on the NYSE, and was its Executive Vice President and Chief Operating Officer from 1972 to 1986. Mr. Fox is currently on the finance committee for the Denver Inner City Parish and the Board of Directors for the Colorado Uplift, the Alliance for Choice in Education, and the First Plymouth Foundation. He was a Founding Director for the USAFA Endowment. Mr. Fox graduated with a bachelor's degree in Engineering Science from the United States Air Force Academy and was a T-38 Instructor Pilot at Laughlin Air Force Base. He holds a Master of Business Administration degree from the University of Denver. He received the Rocky Mountain Oil & Gas Hall of Fame award in 2009 and the USAFA Distinguished Service award in 2014.

AREAS OF EXPERTISE

Project Development and Project Management

Entitlements & Negotiations

Project Financial Modeling & Analytical Evaluation

Special District Formation & Public Finance

Accounting and Finance

Construction

Infrastructure Planning & Design

EDUCATION

Bachelor of Science in Civil Engineering, University of Central Florida, 1992

PROFESSIONAL REGISTRATIONS/ AFFILIATIONS

Registered PE, Colorado (35405)

Current Board Member, America West Housing Solutions, Inc. (Non-Profit)

Current Board Member, M3XP2, LLC (For-Profit Investment Company)

Mayor Pro Tem, City of Woodland Park, CO. 2008-2014

Utility Advisory Commission, City of Woodland Park, CO. 2008- Present.

Planning Commissioner, City of Woodland Park, CO. 2002-2008.

ERIC W. SMITH, PE

Eric Smith is a licensed Professional Engineer in the State of Colorado and holds a Bachelor of Science degree in Civil Engineering from the University of Central Florida. Mr. Smith is the Chief Financial Officer for the firm and is responsible for planning, implementing, managing and controlling all financial-related activities of the company. Prior to his promotion to CFO, Mr. Smith practiced as a civil engineer for over 25 years and was the Director of Development Services for southern Colorado. Mr. Smith currently provides business planning and financial consulting services for a wide array of clientele including redevelopment authorities and special taxing districts.

Mr. Smith is very active in site development including site acquisition, raising private capital, project financing, entitlements and construction. Mr. Smith was a principal in the recently completed Trail Ridge Apartment project (\$28mm project) located in Woodland Park, CO. Trail Ridge is a Class A apartment development with 168 units with various site amenities. He is currently involved in several new development projects that include affordable housing, assisted living and self-storage.

Mr. Smith currently serves as a board member for America West Housing Solutions, Inc. and M3XP2, LLC. America West is a non-profit organization focused on developing low income and workforce housing within Colorado, Nebraska and Kansas. M3XP2 is an investment company focused on real estate investment within Colorado. Mr. Smith is very active in each organization utilizing his development expertise for the benefit of both organizations.

Mr. Smith served 6 years as a member of City Council for the City of Woodland Park, 4 years as the Mayor Pro Tem. Prior to his appointment to City Council, he served on the Woodland Park City Planning Commission, 2 years as the Chair. Mr. Smith has also served on various boards and committees related to non-profit charitable organizations and civic positions.

Relevant Site Development Experience

Trail Ridge Apartments – Principal partner who was responsible for site acquisition, entitlements, and pre-development project management. Also, led the effort to annex the property into the Downtown Development Authority (DDA); obtained a TIFF agreement with the DDA; and, amassed \$3.5mm in government funding to offset public infrastructure associated with the project. Led numerous negotiations with public and private entities throughout the project.

Woodland Village – Principal partner in the redevelopment of an existing mobile home park. Prepared the business plan and financial pro forma for the project and was involved in acquiring project capital and financing.

WP Self-Storage – Principal partner in the development of a new 50,000 sf 3rd Generation Self-Storage project. Led the site acquisition process, the structuring of the partnership, creation of the business plan, and the development of the financial proforma. Currently overseeing all pre-development activities including project entitlements, site design and project financing.

Relevant Public Finance Experience

Provided consulting services involving District Formation, Impact Fee Development, Urban Renewal Negotiations and Bond Pro Forma for the following special districts:

- **Central Marksheffel Metropolitan District, Colorado Springs, CO**
- **Gold Hill Mesa Metropolitan District, Colorado Springs, CO**
- **Woodmen Heights Metropolitan District, Colorado Springs, CO**
- **Paradise Estates Metropolitan District, Woodland Park, CO**

Thomas O. Markham
Executive Director, Retired
Lowry Redevelopment Authority

Education:

BS 1966 Engineering Management, United States Air Force Academy
MS 1970 Organizational Management, University of Colorado, Boulder

The Lowry Redevelopment Authority (LRA) was formed in August 1994 through an intergovernmental agreement between Aurora and Denver to conduct the redevelopment of the 1,866 acre former Lowry Air Force Base. The LRA functions as a private developer for a public purpose. Markham joined the LRA as Deputy Director in 1994 and became Executive Director in 1997. He retired at the end of 2012.

Markham had powers as prescribed by the Board as Chief Executive Officer with all aspects of a master developer role. His duties included all marketing, construction, and real estate sales.

The redevelopment of Lowry has become a model throughout the United States for military base conversions to civilian use. There have been 120 major closures through five rounds and Lowry is one of the top most successful projects.

The new project is a mixed use community with 538 acres of residential, 295 acres of commercial/retail, 187 acres for educational uses with 13 schools from pre-K to post-graduate, and 800 acres of open space and active recreation. It is now a new community of 10,000 residents, 9,500 students, and 140 employers who employ 7,500 people.

Significant highlights of the redevelopment of Lowry:

- Produced a \$6 billion positive economic impact on Denver, Aurora, and the State of Colorado
- Created more than the 7,000 jobs lost because of base closing
- Negotiated privatizing of Environmental clean-up totaling \$69 million
- Paid off revenue bonds 4 years early and TIF bonds will be paid before maturity
- Used more than 50 of the old Air Force buildings
- Tons of old runways were recycled on site for road base and pipe insulation

Awards:

- Facility of the year 1997 (National Association of Defense Communities)
- Real Estate Project of the Year (University of Denver and Burns School of Real Estate)
- Community of the year 1999 (Home Builders Association of Metropolitan Denver)
- Business Park of the Year 2002 (NAIOP, Colorado Chapter)

Donald E. Hunt

Experience

1999-current The Antero Company, LLC Denver, CO

Principal

The Antero Company provides project development and management services. Mr. Hunt has provided owner services for:

- Stapleton, a 4700-acre infill development in Denver; responsibilities included product planning, entitlement, development agreements, and infrastructure program implementation.
- Better Denver Bond Program, directing implementation of \$550 million in projects as a special appointee of the Mayor.
- Large scale urban development projects in Colorado, Minnesota, Missouri, and Indiana.

2011-2015 Colorado Department of Transportation Denver, CO

Executive Director

- Appointed by Governor John Hickenlooper as the 13th Executive Director of CDOT, a statewide department of 3000 employees delivering multimodal transportation in Colorado.
- Initiated organizational reforms, including cash financing, construction program acceleration (\$1.5B), program management, asset management, and transportation system management and operations.
- Implemented CDOT's first public-private partnership for new express toll capacity on US 36, and the first capacity improvements to the I-70 mountain corridor in 50 years.

1990-1999 BRW, Inc. Denver, CO

President and CEO

- Led a national transportation and urban development consulting company with 20 offices and \$100 million revenue.
- Negotiated 1996 merger of BRW with Dames & Moore Group (NYSE).

1982-1990 BRW, Inc. Denver, CO

Denver Regional Vice President

- Directed establishment and expansion of the Denver office to clients in Colorado, New Mexico, Utah, Wyoming, and Montana.

Education

1976-1978 Harvard University Cambridge, MA

- Master of City and Regional Planning

1969-1975 University of Minnesota Minneapolis, MN

- Bachelor of Landscape Architecture and Bachelor of Environmental Design

Community Organizations

- Chair, Intermountain Infrastructure Exchange
- Founder, Metro Denver Mobility Choice

Donald E. Hunt: Real Estate Development Projects

RIVERLINKS
St. Cloud, MN

Project Description

RiverLinks is a 200 acre mixed use development project incorporating residential and commercial uses.

Role

Partner, 1999-current.

Project Development Value

\$10,000,000

STAPLETON
Denver, CO

Project Description

The Stapleton Planned Community is a 4100-acre master planned development of the former Stapleton Airport.

Role

Fee member of the Forest City Development team specializing in infrastructure and public finance, 1999-2011.

Project Development Value

\$5 Billion

CANYONS SOUTH
Douglas County, CO

Project Description

Canyons South is a 2000-acre planned residential community in Douglas County.

Role

Fee member of the Lowe Enterprises Development team specializing in infrastructure and public finance, 2000-2008.

Project Value

\$70,000,000

MARYLAND CREEK
Summit County, CO

Project Description

Maryland Creek Ranch is a 835-acre residential planned community in Summit County.

Role

Fee member of the Everist Development team specializing in infrastructure and public finance, 2005-2008.

Project Value

\$15,000,000