Materials to be submitted
☑ Signed Application Cover Page(s)
☑ EXHIBIT A: Proposed Scope of Work Narrative
☑ EXHIBIT B: FY 2017 Budget for Proposed Scope of Work (3 pages)
☑ EXHIBIT B1: FY2017 Budget Narrative (Template)
☑ EXHIBIT E: Targeted Return on Investment In Hotel Room Night Revenue Worksheet
☑ EXHIBIT F: Personnel Schedule: Required for all positions being claimed against San Diego Tourism Marketing District Funds.
☑ Board of Directors List (if applicable): List of Board of Directors including business names and addresses.
☑ Disclosure of Business Interests (if applicable):
☑ Applicant Questionnaire
☑ Audit Compliance Acknowledgement:
☑ Accounting Compliance Acknowledgement (pending):
☑ Certificate of Good Standing: Online printout from Secretary of State and Franchise Tax Board www.ss.ca.gov/business. All required filings must be current and the status of the business / corporation must have a current “Active” status.

Packaging Directions
When completing the packets please keep the following information in mind:
• ✓ Label each page with the organization name and page number.
• ✓ Use binder clips – do not staple or bind any pages.
• ✓ Three (3) hole punch all pages.
• ✓ Maintain a margin of at least 0.5”.
• ✓ Always leave enough space to make the information legible.
• ✓ Use a font size of 12 point or larger.
• ✓ Keep responses clear and to the point.
• ✓ Submit a total of twelve (12) printed hard copies and a PDF copy (on USB drive) of the full application and all required exhibits.

Deadline
All packets (regardless of delivery method) must be received by SDTMD staff by:
5 p.m. on Friday, December 4, 2015.

Packets must be delivered to:
San Diego Tourism Marketing District
Attention: Mr. Lorin Stewart
8880 Rio San Diego Drive, Suite 800
San Diego, CA 92108

If awarded funds, applicants will be required to submit the following documents in order to finalize an Agreement.
☐ Revised Scope and Budget (if award is less than amount requested)
☐ Proof of Insurance – Certificate(s)
FY 2017 Application Cover Pages

For San Diego
Tourism Marketing District Funds

APPLICANT ORGANIZATION NAME:
KAABOO – Del Mar, LLC

Mailing Address: 5619 DTC Parkway, Suite 800,
Greenwood Village, CO 80111

Telephone: 303.957.2000 FAX: none

Website: KAABOOdelmar.com

Primary Contact Information:
Name: Julie W. Coleman Title: Director of Community Relations

Telephone: 303.667.9343 cell

Email: jcoleman@kaabooworksll.com

Website (if different from above):

BRIEF DESCRIPTION OF YOUR ORGANIZATION OR COMPANY:
Forget what you know about music festivals, we’re shifting the paradigm and have started something new. KAABOO is the perfect weekend escape, described in a word that comes from whatever we feel like yelling when we’re high on life and having fun. KAABOO is a curated three-day sound voyage that combines rock-n-roll music and tastemaking events in a modern wonderland on the warm shores of the pacific. Where every detail is designed for your enjoyment and clean, comfortable amenities inspire you to break from your busy life, let loose and enjoy the experience. KAABOO is an adult escape, uniquely curated to appeal to all five of your senses, with world-class music, dancing, incredible cuisine, craft libations, inspiring contemporary art, and personal indulgences.
YOUR ORGANIZATION MISSION STATEMENT OR STATEMENT OF PURPOSE:

We exist to transform the festival paradigm. We believe happiness and enjoying oneself should not come at the expense of comfort and quality.

YOUR ORGANIZATION’S PROGRAMS AND SERVICES:

In September of 2015 we held the first KAABOO in Del Mar at the historic Del Mar Racetrack + Fairgrounds, the ideal live music event in the ideal venue. With one of the best climates in the nation Del Mar is easily accessible by public transit and has an abundance of high-quality lodging options nearby. The inaugural event was amazingly successful and was heralded by media both local and national.

Our plans for 2016, 2017 and beyond are to continue to engage our guests by booking celebrated musical acts and other performances. Ticket sales and hotel rooms are already in high demand for 2016. Our business is expected to grow over 50% in the coming year.

A few of the programs and offerings at KAABOO – Del Mar are:

World Class Music: Rolling Stone listed KAABOO as one of the Summer 2015’s 50 must-see music festivals. KAABOO was headlined by world-renowned acts No Doubt, The Killers and Zac Brown Band in 2015, and we are in the process of booking acts of comparable caliber for 2016.

Palate: A KAABOO guest can expect artisanal fare that’s way more tasteful than at a typical music festival. Palate represents the most upscale culinary environment. As part of the Palate experience, KAABOO partnered with Chef’s Roll to produce the Rock’n Chef Competition with six local chefs competing head to head, with local culinary greats as judges.

Indulgences: A unique feature of KAABOO is our Indulgences Experience. Indulgences is an indoor area in which KAABOO guests can escape to explore a curated journey through several experience zones. Next year, Indulgences will be reshaped into an indoor spa and relaxation zone. Enjoy a massage, blow-dry bar and more, along with an exciting boutique shopping experience.

Artwork: KAABOO features a variety of public art installations, some in place and others created live onsite. We also have a contemporary art fair where over 80 regional and national artists display their latest installations, paintings, sculptures, photography and jewelry. KAABOO is also excited to be expanding our artwork footprint to murals in San Diego and surrounding areas in collaboration with local businesses and city officials to identify the proper locations.

Encore: This high-end, indoor dance venue features world-class bands and DJs. This 18+ event provided guests with a late-night dance party to keep the party going, but also be respectful of the quiet hours and neighborhoods surrounding the Del Mar Fairgrounds.

Humor Me: KAABOO’s indoor, air-conditioned, seated comedy club. KAABOO will be expanding the Humor Me capacity for 2016 to accommodate more guests.

Luxury Accommodations: KAABOO is an experience that includes priority access to luxury accommodations at nearby hotels. We’ve developed great relationships with hotels in the area to help them maximize room nights and attract guests later in the year.
IS YOUR ORGANIZATION A NON-PROFIT ORGANIZATION?  Yes/No

If Yes:

1) Board of Directors Disclosure: On a separate sheet, describe the roles and responsibilities of your Board of Directors and attach a roster of your current Board and Officers to the SDTMD Application

See attached sheet

2) Mandatory Disclosure of Business Interests: On a separate sheet, disclose the information following these guidelines: Pursuant to section 225 of The City Charter of the City of San Diego, California ("Charter"), all contractors and subcontractors shall make a full and complete disclosure of the name and identity of any and all persons directly or indirectly involved in any transaction funded by, or proposed to be funded by, the SDTMD and the precise nature of all interests of all persons therein. Contractor’s failure to fully disclose all of the information required by Charter section 225, or Contractor’s failure to require each of its subcontractors to fully disclose such information, shall be a default of the Agreement.

IS YOUR ORGANIZATION A FOR-PROFIT ORGANIZATION?  Yes/No

If Yes:  Mandatory Disclosure of Business Interests: On a separate sheet, disclose the information following these guidelines: Pursuant to section 225 of The City Charter of the City of San Diego, California ("Charter"), all contractors and subcontractors shall make a full and complete disclosure of the name and identity of any and all persons directly or indirectly involved in any transaction funded by, or proposed to be funded by, the SDTMD and the precise nature of all interests of all persons therein. Contractor’s failure to fully disclose all of the information required by Charter section 225, or Contractor’s failure to require each of its subcontractors to fully disclose such information, shall be a default of the Agreement.

See attached sheet
Closing Date of Applicant’s Most Recently Completed Fiscal Year: 9/30/15

CPA REVIEW/AUDIT (Please answer the following questions)

Does your organization receive a financial audit*?
☐ Yes  ☑ No

If not, were unaudited financial statements prepared?
☑ Yes  ☐ No

Was a copy of the audit report/financial statements submitted to the City?
☐ Yes  ☑ No

What period is covered by your most recent audit report/financial statements: 9/30/15

Does your Board of Directors receive and discuss the management letter from the audit report?
☐ Yes  ☐ NA

*NOTE: Contractors receiving $75,000 or more in federal, state, City and/or SDTMD funds shall have Financial Statement Audits prepared in accordance with GAAP and audited by an independent Certified Public Accountant, in accordance with Generally Accepted Auditing Standards [GAAS]. This audit report shall include the following statements:

a) A statement of expenditure of SDTMD funds by program, to be identified in the same expenditure classifications as contained in the final budget and compared with the budgeted amounts;
b) A statement of revenues and expenditures, and a balance sheet of all funds received by Corporation; and
c) A statement certifying compliance with all terms and conditions of the SDTMD’s contract with Contractor, and that all required reports and disclosures have been submitted, completed by an executive officer of Corporation.
Contractor shall provide the SDTMD a copy of the Financial Statement Audit within 150 calendar days of the end of Contractor’s last complete fiscal year.

Will your organization receive any other public funding in FY 2017? ☑ Yes  ☐ No

If “Yes”, list funding source(s), amount of funding, and dedicated use of funds:

At this time, we are unaware of any other public funding KAABOO – Del Mar, LLC may receive for FY 2017. If we apply for and are awarded any public funds we will immediately notify the SDTMB of the amounts and dedicated use of funds.

Is your organization applying for any other public funding in FY 2017? ☑ Yes  ☐ No

If “Yes”, list funding source(s), amount of funding requests, and proposed use of funds:

We are researching all possible public funding opportunities at this time for FY 2017. If we apply for any public funding programs we will immediately notify the SDTMB of the amounts requested and proposed use of such funds.

What is your total operating budget in FY 2017? $24 Million

Itemize All Projected Sources of Revenue (Private + Public): Ticket sales, Food and Beverage, Merchandise, Parking, Lodging, Corporate Partners.
SDTMD CONTRACT COMPLIANCE (Returning Applicants only)
For the most recent fiscal year - has your organization filed quarterly reports?  ☑ Yes  ☐ No:
What period is covered by your most recently submitted report: Not applicable.

REQUIRED ATTACHMENTS (Please check off prior to submittal)
The Completed Application must contain the following required documents in this order:

☑ Signed Application Cover Page
☑ EXHIBIT A: Proposed Scope of Work Narrative
☑ EXHIBIT B: Budget for Proposed Scope of Work by Category
☑ EXHIBIT B1: FY 2017 Budget Narrative By Category
☑ EXHIBIT E: Targeted Return on Investment In Hotel Room Night Revenue Worksheet
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☑ Certificate of Good Standing: Online printout from Secretary of State and Franchise Tax Board www.ss.ca.gov/business. All required filings must be current and the status of the business / corporation must have a current “Active” status.

Authorized Signatory / Title: Robert Y. Walker

Signature: [Signature] Date: 12/27/15
1. **Proposed Scope of Work Narrative**

KAABOO’s goal is to expand beyond the regional footprint, and become a destination event – bringing people from all over to San Diego to attend KAABOO, and stay for other attractions (Sea World, San Diego Zoo, the beaches, etc). We are targeting to add 2,000 room nights in City of San Diego hotels in FY 2017.

If awarded this grant, we will deploy a combination of print and social marketing to raise awareness of the KAABOO event, and encourage people to visit San Diego for our event.

We will utilize the grant funds to expand media into the following new markets: San Francisco, Las Vegas and Phoenix. If we are not awarded the grant we will continue to spend our marketing dollars in San Diego County with some focus on Orange County and Los Angeles.

**Key Marketing Channels:**

**Print /Digital**
- Select local lifestyle publications (Phoenix Magazine, San Francisco Magazine, Vegas Magazine, as examples) to run print advertising in conjunction with the flights.

Estimated Budget: $25,000

**Social – Targeted Content**
- Utilize Facebook, Twitter and Instagram to share the KAABOO brand and build it up as a destination event. We would utilize the paid social media strategies to reach our target “look-alike” guest in those new markets via Facebook Ads and promoted posts.

Estimated Budget: $40,000

**Personnel and Graphic Design Costs:** $10,000

**Impressions:**

**Print**
- Las Vegas: 65,000 bi-monthly estimated readership with longer shelf-life
- Phoenix: 359,723 estimated readerships (78,489 circ)
- San Francisco: 300,000 estimated readership (70,000 circ)

*Include a digital element on each of these channels*
KAABOO will sell hotel rooms we acquire directly through the KAABOO sales team and website. We recognize that we will generate thousands more room nights in the City that will be sold through other channels. We will work with local hotels and tourism groups to educate them about KAABOO, assist them in creating promotional codes, and support their efforts to increase advertising and marketing of their rooms outside the County.

We worked with the San Diego Tourism Authority to help promote KAABOO 2015 and have plans to work with them closely in FY 2017 and beyond. We have targeted to meet in January 2016 to formalize a plan to maximize the number of tourists we can bring to San Diego together. The Tourism Authority is committed to helping KAABOO and has offered their promotion channels including their 180,000+ visitor registry lists. We are exploring using web and social cross promotion as well as possibly using their booking engine on our site, or linking to it from our website. Other opportunities we are exploring involve their connections with tour operators and media relations team.

2. Applicant Qualifications

Our management team has decades of direct sales, marketing, and hotel management experience. By leveraging our knowledge of the hotel industry and our relationships with the local hotels we can create sales and marketing campaigns that drive guests from our targeted markets to San Diego. Below are a few biographies of those on our team that will be involved in the marketing and sales of hotels.

**Bryan Gordon, Founder, Chairman and CEO**

Bryan Gordon brings a long professional history of strategic, financial and operational leadership and success to his work on KAABOO. Bryan has over 30 years of experience in business building and management, investment management, investment banking and management consulting, with an emphasis on asset-based businesses and real estate. Bryan has been a serial entrepreneur since 1996, having founded or turned-around dozens of companies in the real estate, hospitality, entertainment, leisure, natural resources, and financial services industries. Prior to founding The Madison Companies in 1996, Bryan specialized in equity and debt financings, mergers and acquisitions, roll-up and formation
transactions and restructurings of limited partnerships, REITs, corporations and joint ventures. His work history includes an associate risk management consultant position with Risk Planning Group (now Tillinghast/Towers Perrin); an associate role in the Real Estate and Partnership Finance Group at E. F. Hutton & Company, Inc.; vice president in the Investment Banking Division of Bear, Stearns & Co., Inc.; and a director in the Real Estate Investment Banking Group of Smith Barney, Inc. Bryan’s real estate clients included Kimco Realty Corporation, Marriott/Host Marriott Corporation, Public Storage, Starwood Lodging, The Carlyle Group and Omega Healthcare Investors. He has also been a speaker at numerous hedge fund and private equity conferences, where he has discussed distressed investing strategies, among other topics. Bryan is a cum laude graduate of the Wharton School of the University of Pennsylvania, and holds an MBA from Columbia University's Graduate School of Business.

**Brian Pils, Senior Vice President – Revenue Management**

Brian Pils began his career in Tempe, Ariz., as a senior account executive in the Arizona State University Athletic Department, where he developed integrated sales programs and channel partnerships to increase sales of Sun Devil athletic events. He then moved into the golf industry as the managing director of an advertising start-up aimed at golfers before becoming a business development manager with the Golf Course Superintendents Association of America. Brian has experience developing integrated media and experiential marketing programs. Brian graduated from Kansas State University with a BS in economics management and business administration.

**Julie Coleman, Director of Community Relations**

Julie Coleman comes to the KAABOO team with a wealth of community relations and project management experience, particularly in the hospitality, energy and real estate sectors. Julie work has included a variety of responsibilities, including creating project plans, defining and delegating action items, and driving team members to achieve stated goals. Julie contracts all of the KAABOO hotel rooms, parking and other facilities. She is responsible for KAABOO’s economic development and community outreach programs including the charitable program. Julie holds a BS from Brigham Young University and an MBA from The University of Colorado, Denver. She is an officially certified Project Management Professional (PMP) and a licensed real estate broker in California and Colorado.

**Brian Wingerd, Senior Vice President – Marketing**

Brian Wingerd began his career in sales and advertising with Primedia before becoming an account manager at Golf Course Superintendents Association of America to perfect a system for the development, pricing, packaging, selling and fulfillment of marketing assets that engage target audiences at events and then on a continued basis. Brian currently handles tactical marketing strategy and client relations at KAABOO. Brian is responsible for event marketing opportunities to boost extended reach through partnerships and outside collaboration. Brian is a graduate of the University of Kansas.
Emily Byer, Director of Marketing

Emily Byer is responsible for oversight and coordination of the integrated marketing program for KAABOO. Emily has more than 10 years of experience in brand development, marketing strategy, digital marketing and social media in the hospitality, winery and specialty art storage industries. Emily’s past experience includes overseeing all domestic marketing and customer service operations for internationally based VEPRO eHealth Solutions. Emily holds a BS in Business Administration with an emphasis on marketing and finance from the University of Denver.

3. Budget Assumptions for use of Tourism Marketing District Funds

Exhibit E Figures:

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<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>A</td>
<td>$75,000</td>
<td>TMD Funds Requested</td>
</tr>
<tr>
<td>B</td>
<td>$159.09</td>
<td>Projected ADR</td>
</tr>
<tr>
<td>C</td>
<td>2,303</td>
<td>Historic # of Rooms</td>
</tr>
<tr>
<td>D</td>
<td>$366,384</td>
<td>Estimated Historic Room Revenue</td>
</tr>
<tr>
<td>E</td>
<td>2,000</td>
<td>Projected # of New Rooms</td>
</tr>
<tr>
<td>F</td>
<td>$318,180</td>
<td>New Estimated Room Revenue</td>
</tr>
<tr>
<td>ROI</td>
<td>4.24%</td>
<td>ROI on New Room Revenue</td>
</tr>
<tr>
<td>G</td>
<td>4,303</td>
<td>Total Estimated New Room Nights</td>
</tr>
<tr>
<td>H</td>
<td>$684,564</td>
<td>Total Estimated New Room Revenue</td>
</tr>
<tr>
<td>ROI</td>
<td>9.13%</td>
<td>Total Return on Investment</td>
</tr>
</tbody>
</table>

Assumptions for Historic number of rooms generated:

<table>
<thead>
<tr>
<th>Function</th>
<th>Numbers</th>
<th>Facts and Assumptions</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>11,000</td>
<td>Tickets sold outside SD County</td>
</tr>
<tr>
<td>*50%</td>
<td>5,500</td>
<td>Assume half of these ticket holders stay the night. Assume nobody from SD County stays in hotel; a false assumption but helps maintain a conservative estimate.</td>
</tr>
<tr>
<td>*50%</td>
<td>2,750</td>
<td>The number of rooms needed assuming double occupancy</td>
</tr>
<tr>
<td>-</td>
<td>690</td>
<td>Rooms in Del Mar, Solana Beach, Encinitas, Cardiff remaining after subtracting KAABOO room blocks. Assuming sell out.</td>
</tr>
<tr>
<td>-</td>
<td>275</td>
<td>Assume 10% of guests stayed in Carlsbad. High amount considering distance.</td>
</tr>
<tr>
<td>=</td>
<td>1,785</td>
<td>Total rooms generated in the City</td>
</tr>
<tr>
<td>+</td>
<td>518</td>
<td>Add KAABOO rooms used in the City 2015</td>
</tr>
<tr>
<td>=</td>
<td>2,303</td>
<td>Total Rooms KAABOO Generated</td>
</tr>
</tbody>
</table>
We haven’t previously dedicated marketing dollars outside the Southern California region and won’t if we are not approved for a grant. We expect the SDTMD grant to make an enormous impact in the markets of San Francisco, Las Vegas and Phoenix to the tune of at least 2,000 extra room nights. The grant from SDTMD will make it possible for us to reach those outside our existing target market.

4. Targeted ROI in TMD Hotel Room Nights

The hotels in the City of San Diego will be the primary beneficiary. However, local restaurants, retail and services will also benefit. We expect those hotels and businesses at the north end of the City will experience the greatest impact. Particularly those hotels in La Jolla, un-incorporated Del Mar, Mission Bay and Mission Valley.

In the past we have directly booked rooms with following hotels within the City limits: Marriott San Diego Del Mar, Marriott Residence San Diego Del Mar, DoubleTree San Diego Del Mar, Hilton Residence Inn Del Mar, Homewood Suites by Hilton San Diego - Del Mar, and Hyatt Regency La Jolla at Aventine. In FY 2017 we will work with the same list of hotels, with the exception of Hilton Garden Inn and Homewood Suites, and we will add Hilton Torrey Pines and several others. All of these hotels are major players in the northern portion of the City.

We will track results through keeping an inventory of rooms we purchase and sell, working with other hotels in the City limits to get accurate numbers of how many KAABOO guests they sell rooms to, and will support these numbers through ticket sales, guest surveys, and STR reports.

5. Progress / Success Measurement and Timing

We will capture generated room nights through a variety of ways including: working with hotels in the City limits to create KAABOO codes, estimates based on ticket sales outside SD County, STR reports, and guest surveys.

We will be able to show success at the beginning of FY 2017 on room nights generated and consumed. We will have initial indicators of our success from the number of KAABOO tickets purchased from the targeted markets. We can determine which marketing campaigns are most successful and tailor future ads accordingly. Tickets to KAABOO sold outside San Diego County will translate into room nights consumed in the City. Our marketing campaigns, our inventory of rooms in the City, and our relationships with City hotels will help drive tourists to City hotels. We will be able to report to the SDTMD the number of rooms we generated for KAABOO 2016 by mid October 2016. We can then plan for and execute marketing campaigns for later in the FY 2017 period to ensure we are maximizing the number of room nights City hotels are able to sell.
<table>
<thead>
<tr>
<th>Expenses</th>
<th>A General and Administrative Expenses</th>
<th>B Less Unallowable Costs</th>
<th>C Allowable General and Administrative Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Overhead</td>
<td></td>
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<tr>
<td>Personnel salary and wages - executive</td>
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<td></td>
<td>$</td>
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<tr>
<td>Personnel benefits - executive</td>
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<tr>
<td>Personnel salary and wages - administrative</td>
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<td>Personnel benefits - administrative</td>
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<tr>
<td>Advertising</td>
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<tr>
<td>Auto expense</td>
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<td>Depreciation</td>
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<tr>
<td>Employee morale/entertainment</td>
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<tr>
<td>Facility Rental (Idle facility costs unallowable)</td>
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<tr>
<td>Hospitality supplies/kitchen supplies</td>
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<td>Information and Technology support services</td>
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<td>Insurance</td>
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<tr>
<td>Licenses/fees/taxes</td>
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<tr>
<td>Meals and entertainment</td>
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<tr>
<td>Office supplies</td>
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<tr>
<td>Outside services</td>
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<tr>
<td>Professional services: legal, acct, consultants</td>
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<tr>
<td>Recruitment</td>
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<td>Repair and maintenance</td>
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<td>Telephone</td>
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<td>Travel</td>
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<td>Training</td>
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<td>Utilities</td>
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<tr>
<td>* Alcohol</td>
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<tr>
<td>* Donations/Thank you gifts</td>
<td></td>
<td></td>
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<tr>
<td>* Interest expense</td>
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<tr>
<td>* Lobbying/Political contributions</td>
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<tr>
<td>* Penalties/Late fees</td>
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<tr>
<td>* Tangible property</td>
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<tr>
<td>General and administrative - other (please list)</td>
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<tr>
<td>Total Overhead Expenses</td>
<td>$</td>
<td>$</td>
<td>$</td>
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</table>
## Budget Category

<table>
<thead>
<tr>
<th>TMD Direct Expenses (exhibit B - page 1)</th>
<th>Total Budget</th>
<th>Less: inequitable adjustments</th>
<th>Modified Total Direct Cost Base</th>
<th>Overhead Rate %</th>
<th>Allocated G&amp;A Dollar</th>
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<td>-</td>
<td>-</td>
<td>0%</td>
<td>$</td>
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<td>$</td>
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<td>0%</td>
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<td>A1.4</td>
<td>$</td>
<td>-</td>
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<td>0%</td>
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<tr>
<td>A1.5</td>
<td>$75,000.00</td>
<td>(75,000.00)</td>
<td>-</td>
<td>0%</td>
<td>-</td>
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<tr>
<td>B</td>
<td>$75,000.00</td>
<td>(75,000.00)</td>
<td>-</td>
<td>0%</td>
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</tbody>
</table>

| TMD Direct                             | $75,000.00    | (75,000.00)                   | -                               | 0%             | $                   |
| Non-TMD direct program expenses        | $             | -                             | -                               | 0%             | -                   |

| Total Direct Cost Budget               | $75,000.00    | (75,000.00)                   | -                               | 0%             | $                   |

### Allowable Overhead Costs (exhibit B - page 2, column C)

### Unallowable Overhead Costs (exhibit B - page 2, column B)

### Total Organizational budget

$75,000.00

---

Overhead rate: percentage of individual budget category line to total direct cost budget.

Allocated G&A: Individual budget category indirect rate multiplied by total allowable indirect costs.
EXHIBIT B1
BUDGET NARRATIVE BY CATEGORY
FY 2017

ORGANIZATION NAME: KAABOO – Del Mar, LLC
TMD Funds: CATEGORY A: $75,000
TMD Funds: CATEGORY B: $____ DMO_____
TOTAL TMD FUNDS A + B: $75,000

ORGANIZATION’S TOTAL ANNUAL BUDGET (TMD + PRIVATE SOURCE): $24 Million

CATEGORY A
BUDGET NARRATIVE BY SUB-CATEGORY:

A1.1 Hotel Meeting Sales:
NARRATIVE (of budget line items):
TMD FUNDS: $_____

A1.2 Event Mgmt. / Group Sales Development:
NARRATIVE (of budget line items):
TMD FUNDS: $_____

A1.3 Tourism Development/Travel Trade:
NARRATIVE (of budget line items):
TMD FUNDS: $_____

A1.4 Group Meeting Direct Marketing:
NARRATIVE (of budget line items):
TMD FUNDS: $_____

A1.5 Consumer Direct Sales & Marketing:
NARRATIVE (of budget line items):
TMD FUNDS: $75,000

Deploy a combination of radio, print and social marketing to raise awareness of the KAABOO event, and compelling reasons to drive people to San Diego for this event.

We would utilize the grant funds to expand media into the following new markets. Personnel and design costs would be covered and re-purposed from previously existing contracts and staff.

Key Marketing Channels:

Print /Digital
• Select local lifestyle publications (Phoenix Magazine, San Francisco Magazine, Vegas Magazine, as examples) to run print advertising in conjunction with the radio flights.
Estimated Budget: $25,000

Social – Targeted Content
- Utilize Facebook, Twitter and Instagram to share the KAABOO brand and build it up as a destination event. We would utilize the paid social strategies to reach our target “look-alike” guest in those new markets via Facebook Ads and promoted posts.
Estimated Budget: $40,000

Personnel and Graphic Design Costs: $10,000

CATEGORY B (For DMO)
BUDGET NARRATIVE:

B: General TV / Radio Broadcast & Outdoor Media: TMD FUNDS*: $ ________________

*EXPENSE BREAKDOWN:
  - ADVERTISING FUNDS: $ ____________________
  - ADVERTISING AGENCY FEES: $ ____________________
  - PERSONNEL SALARY & WAGES $ ____________________
  - OTHER: $ ____________________

NARRATIVE (of budget line items):
Impressions:

Print
• Vegas no est. readership: 65,000 bi-monthly publication with longer shelf-life
• Phoenix: 359,723 estimated readerships (78,489 circ)
• San Francisco 300,000 estimated readership (70,000 circ)

*Include a digital element on each of these channels

Social Impressions
• ~1 million

TOTAL APPROX IMPRESSIONS: 1.7 Million

<table>
<thead>
<tr>
<th>Channel (all markets)</th>
<th>Budget</th>
<th>Reach</th>
</tr>
</thead>
<tbody>
<tr>
<td>Print</td>
<td>$20,000</td>
<td>724,000</td>
</tr>
</tbody>
</table>

Geographical Area/Sub Region:

• San Francisco
• Las Vegas
• Phoenix / Scottsdale
**EXHIBIT E**
**ROI FOR SDTMD FUNDS**
**FY 2017**

**ORGANIZATION / PROGRAM NAME:** KAABOO – Del Mar, LLC

**TMD BENEFIT CATEGORIES:**
- MAIN CATEGORY (**List one):** A3 – GENERAL COMPETITIVE TARGETING
- PROGRAM CATEGORIES (**Mark all that apply):** A1.1 A1.2 A1.3 A1.4 A1.5 Other

---

**FY 2017 TARGETED ROI WORKSHEET**

*All ROI results for awarded TMD funds will be subject to a third-party audit.*

<table>
<thead>
<tr>
<th>TMD FUNDS REQUESTED</th>
<th>A  $ 75,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>DATES OF EVENT OR PROMOTION:</td>
<td>September 15-19, 2016 and September 13-17, 2017</td>
</tr>
<tr>
<td>NUMBER OF YEARS THE EVENT / PROGRAM HAS BEEN IN OPERATION:</td>
<td>2</td>
</tr>
<tr>
<td>PROJECTED AVERAGE DAILY RATE (ADR) for EVENT OR PROMO DATES*</td>
<td>B $ 159.09</td>
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</table>

* USE SAN DIEGO CITY ADR in TMD Hotel Room Night Revenue from SDTA / Smith Travel / Tourism Economics

<table>
<thead>
<tr>
<th>HISTORIC Number of TMD Room Nights Generated by Program / Event / Promotion</th>
<th>C  2,303</th>
</tr>
</thead>
<tbody>
<tr>
<td>Total Estimated HISTORIC TMD Room Night Revenue @ above ADR <strong>(BxC = D)</strong></td>
<td>D $ 366,384</td>
</tr>
</tbody>
</table>

Projected Number of NEW TMD ROOM NIGHTS generated due to proposed use of TMD funds (*Explain in your “Scope of Work Narrative”).

<table>
<thead>
<tr>
<th>E  2,000</th>
</tr>
</thead>
</table>

| Total Estimated NEW TMD ROOM NIGHT REVENUE generated @ above ADR **(BxE = F)** | F $ 318,180 |

| RETURN ON INVESTMENT in NEW TMD ROOM NIGHT REVENUE: Total NEW TMD Room Night Revenue Generated: TMD Funds Requested. **(F/A : 1)** | 4.24:1 |

<table>
<thead>
<tr>
<th>TOTAL ESTIMATED SAN DIEGO CITY TMD ROOM NIGHTS (combined) <strong>(C+E = G)</strong></th>
<th>G  1,303</th>
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</thead>
<tbody>
<tr>
<td>TOTAL ESTIMATED SD CITY TMD ROOM NIGHT REVENUE (combined) <strong>(BxG = H)</strong></td>
<td>H $ 684,564</td>
</tr>
<tr>
<td>TOTAL IMPACT RETURN ON INVESTMENT: Total TMD Room Night Revenue Generated : TMD Funds Requested <strong>(H/A :1)</strong></td>
<td>9.13:1</td>
</tr>
</tbody>
</table>

**MEDIA IMPRESSIONS & BROADCAST EXPOSURE (If Applicable):**
- Regional, National & International Broadcast Media (attach separate page if necessary) See Attached
- Web / Social / Digital Media (attach separate page if necessary) See Attached
- Geographical Area / Sub Region of Event if applicable See Attached
The purpose of this form is to list the positions being claimed against Tourism Marketing District Funds for the Fiscal Year. An updated copy of this form must be maintained at all times and any adjustments must be reported to the SDTMD. Prior approval is required where changes will impact approved budgets for executed SDTMD agreements. Please round amounts to whole dollars. If the staffing claimed against TMD funds exceeds six employees (6), a separate spreadsheet is to be generated by the applicant that is supported by the applicant’s budget and submitted as “EXHIBIT F”.

<table>
<thead>
<tr>
<th>NO.</th>
<th>POSITION TITLE</th>
<th>FOR HOURLY EMPLOYEES - AVERAGE TOTAL HRS PER MONTH (W / TMD FUNDS)</th>
<th>AVERAGE AMOUNT PAID PER MONTH (W / TMD FUNDS)</th>
<th>SALARIED EMPLOYEES ANNUAL BASE PAY (W / TMD FUNDS)</th>
<th>BONUSES AND COMMISSIONS (W/ TMD FUNDS)</th>
<th>ANNUAL AMOUNT FUNDED WITH TMD FUNDS</th>
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</thead>
<tbody>
<tr>
<td>1</td>
<td>NA</td>
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</tbody>
</table>

TOTAL TMD FUNDED PAYROLL 0.00

DRAFT 10.02.15
KAABOO – Del Mar, LLC
Board of Directors

KAABOO – Del Mar is an LLC with members and officers. Our members and officers are:

Bryan E. Gordon, CEO/Managing Director
5619 DTC Blvd., Suite 800
Greenwood Village, CO 80111

Seth Wolkov, President/Managing Director
5619 DTC Blvd., Suite 800
Greenwood Village, CO 80111

Robert Y. Walker, Secretary and Treasurer
5619 DTC Blvd., Suite 800
Greenwood Village, CO 80111

No business interests to disclose.
FY 2017 SDTMD Applicant Questionnaire:

Applying Organization: KAABOO – Del Mar, LLC

- How long has your Organization been in business?
  
  2 Years

- How long has your proposed Program / Event / Promotion been in existence?
  
  2 Years.

- What is your proposed Program’s / Event’s / Promotion’s total operating budget?
  
  $24 Million

- What are your Organization’s FY 2017 projected revenue sources and amounts?
  
  Ticket sales, food and beverage, merchandise, parking, lodging, and corporate partners.

- Does your Organization make charitable donations? If ‘yes’, list which charities and how much annually?
  
  In 2015 we gave $32,255.75 through our KINDNESS program to Surfrider San Diego, San Diego Music Foundation, Feeding America San Diego and San Diego Armed Services YMCA. We also gave away tickets to various charitable programs for their auctions totaling $13,170.45.

- Is your Organization a Profit or Not-for-Profit organization?
  
  For Profit

- How much will your organization have in reserve funds in FY 2017?
  
  $0

- If your Organization is a former contractor of the City of San Diego, have you submitted acceptable final report packages on any completed contracts, and is your Organization in good standing with the City of San Diego?
  
  NA

- Have you read the "Funding Eligibility", "Funding Limitations" and "Additional Requirements" on pages 17-19 of the FY 2017 Guidelines & Application?
  
  Yes

  [Signature]

  Authorized Person

  [Date]
AUDIT COMPLIANCE ACKNOWLEDGEMENT:

NOT APPLICABLE

See Page 30 of SDTMD Guidelines and Application:

Contractors receiving $75,000 or more in federal, state, city and/or SDTMD funds shall have Financial Statement Audits prepared in accordance with GAAP and audited by an independent Certified Public Accountant, in accordance with Generally Accepted Auditing Standards [GAAS]. This audit report shall include the following statements:

a) A statement of expenditure of SDTMD funds by program, to be identified in the same expenditure classifications as contained in the final budget and compared with the budgeted amounts;

b) A statement of revenues and expenditures, and a balance sheet of all funds received by Corporation; and

c) A statement certifying compliance with all terms and conditions of the SDTMD’s contract with Contractor, and that all required reports and disclosures have been submitted, completed by an executive officer of Corporation.

Contractor shall provide the SDTMD a copy of the Financial Statement Audit within 150 calendar days of the end of Contractor’s last complete fiscal year.

I have read and understand the Audit Compliance Acknowledgement:

Robert Y. Walker  
Name: Printed / Typed

[Signature]  
Name: Signature

[12/2/12]  
Date
General:

- Monthly submission of reconciliation reports and/or reimbursement packets is required.
- SDTMD has 30 business days from receipt of a complete and correct packet to review and reimburse.
- Expenses incurred older than 60 days prior to the submission will not be eligible for reimbursement without prior approval and extenuating circumstance.
- Reimbursement checks will be mailed to the Contractor.
- Copies of “Requests for reimbursement” shall be retained by contractor for no less than five years.
- Contractors are to remit reimbursement packets and budgets using SDTMD’s templates and chart of accounts.
- Additional written explanation is required on any submitted item in which the invoice is not self explanatory.
- Any calculation shown on an invoice, reducing the amount requested, needs to include an explanation of methodology or rationale for determining costs.
- Unclear, unexplained, or unsubstantiated reimbursement report items will be removed from the submission packet. In some cases, these items will be allowed to be resubmitted with explanation if it falls within the time limitations established in the contract.
- Illegible receipts will not be considered for reimbursement.
- Do not use staples or special binding for your submission packet. A large paperclip or binder clip will suffice.
- Submit your packet single sided only. Double sided packets will be returned.
- Include all pages of a multipage invoice and bank statements. (Online bank activity will also be accepted.) Please reference each item.
- Verify totals and watch out for rounding errors.
- Contractors must pay for each expense (and clear the bank) before requesting reimbursement. Contact vendors with outstanding checks if checks have not cleared. It is your responsibility to keep track of this.
- No double dipping, if reimbursed by another entity, the expense becomes ineligible.
- Only out of market advertising is eligible for reimbursement.

Travel:

- TMD assessment funds can only reimburse toward the equivalent of coach airfare when use of public air carrier transport is required in order to perform the Contractor’s obligations under this agreement.
- GSA for incidentals is at 75% of the rate for the first and last day of travel.
- Taxi, parking, vehicle rental will be considered as incidental costs and included in the per diem rates. Exception: Vehicle rental that is paid in lieu of airfare or when the vehicle is driving between meetings with clients/potential clients.
- Please include a copy of the pertinent GSA rates for each area being visited as back-up.
- Conferences require proof of registration and receipt.
- Sales missions require itinerary, location, clients visited, agenda and calendar.
- Mileage reimbursement requests require a mileage log and purpose of trip.

[Signature]

Robert Y. Walker

Date: 12/2/15
WORK FORCE REPORT

The objective of the Equal Employment Opportunity Outreach Program, San Diego Municipal Code Sections 22.3501 through 22.3517, is to ensure that contractors doing business with the City, or receiving funds from the City, do not engage in unlawful discriminatory employment practices prohibited by State and Federal law. Such employment practices include, but are not limited to unlawful discrimination in the following: employment, promotion or upgrading, demotion or transfer, recruitment or recruitment advertising, layoff or termination, rate of pay or other forms of compensation, and selection for training, including apprenticeship. Contractors are required to provide a completed Work Force Report (WFR).

NO OTHER FORMS WILL BE ACCEPTED

CONTRACTOR IDENTIFICATION

Type of Contractor:  
- ☐ Construction  
- ☐ Consultant  
- ☐ Vendor/Supplier  
- ☐ Financial Institution  
- ☐ Lessee/Lessor  
- ☑ Other

Name of Company:  KAABOO - DLM, LLC

ADA/DBA: 

Address (Corporate Headquarters, where applicable):  5614 DTL PLIV, SUITE 800

City:  SAN DIEGO  
County:  ALAMANDE  
State:  CALIFORNIA  
Zip:  92108

Telephone Number: (303) 957.2660  
Fax Number: ( ) NA

Name of Company CEO:  BRYAN E. SODOM

Address(es), phone and fax number(s) of company facilities located in San Diego County (if different from above):

Address:  NA  
City:  NA  
County:  NA  
State:  NA  
Zip:  NA

Telephone Number: ( ) NA  
Fax Number: ( ) NA

Type of Business:  NA

Type of License:  NA

The Company has appointed:  SHAWNNA EARNEST

As its Equal Employment Opportunity Officer (EEOO). The EEOO has been given authority to establish, disseminate and enforce equal employment and affirmative action policies of this company. The EEOO may be contacted at:

Address:  5614 DTL PLIV, SUITE 800, SAN DIEGO, CA 92111

Telephone Number: (760) 472.5528  
Fax Number: (760) 474.8532

☐ One San Diego County (or Most Local County) Work Force - Mandatory
☐ Branch Work Force *
☐ Managing Office Work Force

Check the box above that applies to this WFR.

*Submit a separate Work Force Report for all participating branches. Combine WFRs if more than one branch per county.

I, the undersigned representative of  KAABOO - DLM, LLC

(Firm Name)

(ALAMANDE)  (CALIFORNIA)

(County)  (State)

hereby certify that information provided

hersin is true and correct. This document was executed on this 2 day of DECEMBER, 2015

(Authorized Signature)

Robert Wallac

(Print Authorized Signature Name)
INSTRUCTIONS: For each occupational category, indicate number of males and females in every ethnic group. Total columns in row provided. Sum of all totals should be equal to your total work force. Include all those employed by your company on either a full or part-time basis. The following groups are to be included in ethnic categories listed in columns below:

1. Black, African-American
2. Hispanic, Latino, Mexican-American, Puerto Rican
3. Asian, Pacific Islander
4. American Indian, Eskimo
5. Filipino
6. White, Caucasian
7. Other ethnicity; not falling into other groups

<table>
<thead>
<tr>
<th>ADMINISTRATION OCCUPATIONAL CATEGORY</th>
<th>(1) Black</th>
<th>(2) Hispanic</th>
<th>(3) Asian</th>
<th>(4) American Indian</th>
<th>(5) Filipino</th>
<th>(6) White</th>
<th>(7) Other Ethnicity</th>
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<tbody>
<tr>
<td>Management &amp; Financial</td>
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<td>A&amp;E, Science, Computer</td>
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<td>Administrative Support</td>
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<td>Crafts</td>
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<td>Laborers*</td>
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</tr>
</tbody>
</table>

*Construction laborers and other field employees are not to be included on this page

Totals Each Column

Grand Total All Employees

8

Indicate by Gender and Ethnicity the Number of Above Employees Who Are Disabled:

Disabled

Non-Profit Organizations Only:

Board of Directors

Volunteers

Artists
INSTRUCTIONS: For each occupational category, indicate number of males and females in every ethnic group. Total columns in row provided. Sum of all totals should be equal to your total work force. Include all those employed by your company on either a full or part-time basis. The following groups are to be included in ethnic categories listed in columns below:

(1) Black, African-American  
(2) Hispanic, Latino, Mexican-American, Puerto Rican  
(3) Asian, Pacific Islander  
(4) American Indian, Eskimo  
(5) Filipino  
(6) White, Caucasian  
(7) Other ethnicity; not falling into other groups

<table>
<thead>
<tr>
<th>TRADE OCCUPATIONAL CATEGORY</th>
<th>(I) Black</th>
<th>(2) Hispanic</th>
<th>(3) Asian</th>
<th>(4) American Indian</th>
<th>(5) Filipino</th>
<th>(6) White</th>
<th>(7) Other Ethnicity</th>
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</thead>
<tbody>
<tr>
<td>Brick, Block or Stone Masons</td>
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<td>Carpenters</td>
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<tr>
<td>Carpet, Floor &amp; Tile Installers Finishers</td>
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<td>Cement Masons, Concrete Finishers</td>
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<td>Construction Laborers</td>
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<td>Drywall Installers, Ceiling Tile Inst</td>
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<td>First-Line Supervisors/Managers</td>
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<tr>
<td>Helpers; Construction Trade</td>
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<td>Millwrights</td>
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<tr>
<td>Misc. Const. Equipment Operators</td>
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<td>Painters, Const. &amp; Maintenance</td>
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<tr>
<td>Pipelayers, Plumbers, Pipe &amp; Steam Fitters</td>
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<tr>
<td>Plasterers &amp; Stucco Masons</td>
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<td>Security Guards &amp; Surveillance Officers</td>
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<tr>
<td>Structural Metal Fabricators &amp; Fitters</td>
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<tr>
<td>Welding, Soldering &amp; Brazing Workers</td>
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<td>Workers, Extractive Crafts, Miners</td>
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</table>

Totals Each Column

Grand Total All Employees

Indicate By Gender and Ethnicity the Number of Above Employees Who Are Disabled:

Disabled
Business Entity Detail

Data is updated to the California Business Search on Wednesday and Saturday mornings. Results reflect work processed through Friday, November 06, 2015. Please refer to Processing Times for the received dates of filings currently being processed. The data provided is not a complete or certified record of an entity.

| Entity Name: | KAABOO-DEL MAR, LLC |
| Entity Number: | 201430910232 |
| Date Filed: | 11/03/2014 |
| Status: | ACTIVE |
| Jurisdiction: | DELAWARE |
| Entity Address: | 5619 DTC PKWY STE 800 |
| Entity City, State, Zip: | GREENWOOD VILLAGE CO 80111 |
| Agent for Service of Process: | CORPORATION SERVICE COMPANY WHICH WILL DO BUSINESS IN CALIFORNIA |
| Agent Address: | AS CSC - LAWYERS INCORPORATING SERVICE, (C1592199) |
| Agent City, State, Zip: | * |

* Indicates the information is not contained in the California Secretary of State's database.

* Note: If the agent for service of process is a corporation, the address of the agent may be requested by ordering a status report.

- For information on checking or reserving a name, refer to Name Availability.
- For information on ordering certificates, copies of documents and/or status reports or to request a more extensive search, refer to Information Requests.
- For help with searching an entity name, refer to Search Tips.
- For descriptions of the various fields and status types, refer to Field Descriptions and Status Definitions.