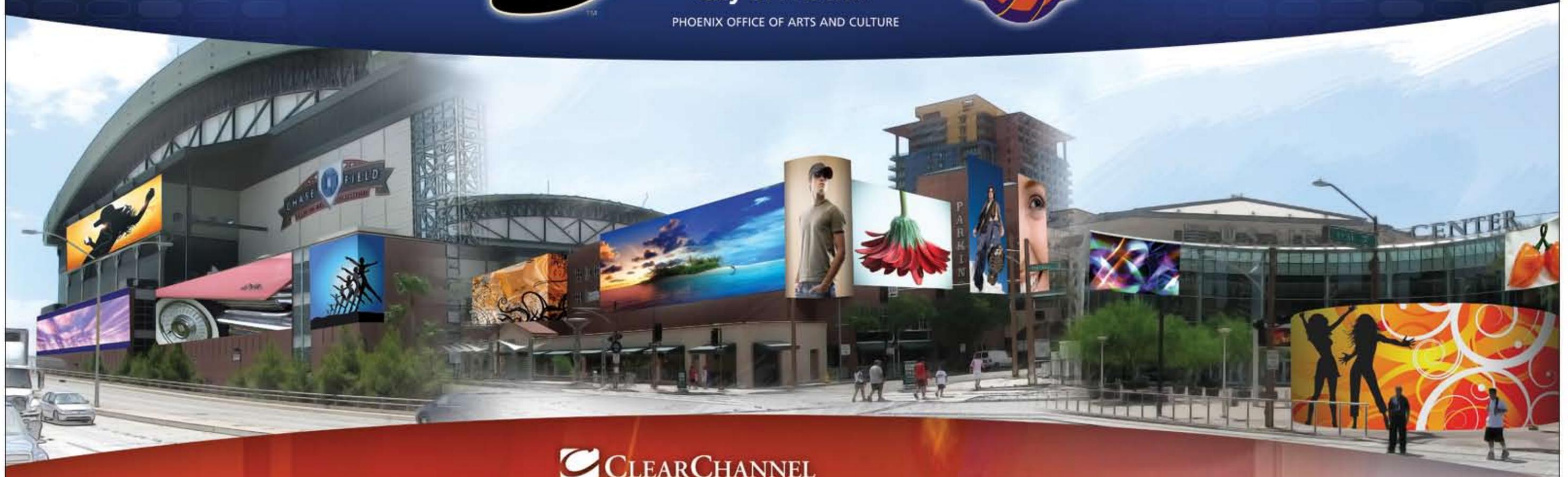




City of Phoenix

PHOENIX OFFICE OF ARTS AND CULTURE



CLEARCHANNEL

BRANDED CITIES

BRINGING *Color, Energy & Light* TO DOWNTOWN PHOENIX

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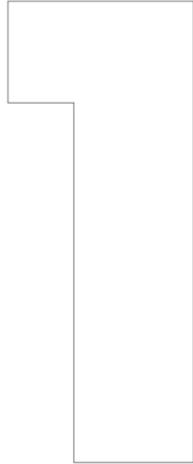
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Sample Ordinances *See attached "Supplement A"*



INTRODUCTION

Cover Letter



August 22, 2008

Jason Rowley
General Counsel
Phoenix Suns
201 E. Jefferson Street
Phoenix, AZ 85004

Re: Clear Channel Branded Cities

Dear Mr. Rowley:

I want to thank you for including Clear Channel Branded Cities (CCBC) in your Request for Proposal as you seek bids for your Downtown Phoenix Signage District. This project provides a unique opportunity not only for the sports franchises but also for the City of Phoenix and the downtown region.

As Chairman/CEO of CCBC, the developer of Westgate City Center and, former owner of the Phoenix Coyotes, I intimately recognize the opportunities as well as the challenges you anticipate as you develop and create this dynamic district - the marriage of a sports and entertainment district with spectacular signage. CCBC has proven experience in bringing these urban environments to life, as seen best with our flagship project Westgate City Center. We look forward to the same vibrant, eye-catching results in downtown Phoenix that will establish the "sense of place" you seek to create.

CCBC has demonstrated its success in working closely with various governments and sports venues and has compiled the best professionals in this discipline. Our team excels in master planning, sign massing, entitlements, construction, sales, branding and on-going operations. Our resume as an international spectacular signage company positions CCBC to be your best choice.

We are very pleased to submit the following response for your review and look forward to meeting with your group on Tuesday, August 26th at 9:00 am.

Sincerely,

CLEAR CHANNEL BRANDED CITIES, LLC


Steve Ellman
Chairman/CEO

2850 East Camelback Road * Suite 110 * Phoenix, AZ 85016
602/840-3000/P * 602/840-8101/F



EXECUTIVE SUMMARY

Statement of Understanding Scope of Work

Cities throughout the world are seeking to reestablish their downtown central core and are creating spectacular urban signage districts which have a proven success in:

- Increasing rental economics for property owners
- Increasing sales for merchants
- Increasing property values for the community
- Increasing city sales tax revenues
- Creating excitement, energy, vitality and animation to downtown city life
- Being a catalyst for future development
- Developing the prestige of a world-class city center

Clear Channel Branded Cities (CCBC) is the pioneer and unquestioned market-leader in developing downtown signage Districts. We not only lead the way in the successful evolution and growth of this genre, we created it.

The proposed Downtown Phoenix Signage District will provide a wide range of benefits to all the stakeholders including the Teams, property owners, residents and the City of Phoenix. Our experience with both urban renewal plans (integrating signage into existing mature building infrastructure) and new, organic growth developments (designing structures and enhancements into the construction plans at inception), uniquely positions CCBC to be your sole source partner.

THE CLEAR CHANNEL BRANDED CITIES ADVANTAGE

Experience:

We have a world-class team of seasoned professionals possessing the requisite skill sets in:

- Master planning
- Sign massing
- Brandscape evaluation
- New technology and integration of experimental marketing and events
- Governmental process / entitlements
- Construction
- National and local sales
- On-going signage operations

No other global signage company can match our proven track record in developing and executing complex District sign plans in markets such as Time Square, Picadilly Circus (London), Ginza (Tokyo), Dundas Square (Toronto), Atlantic City Boardwalk, Minneapolis Block E, Denver Theatre District, Miami, Dallas and Westgate (Glendale, Arizona).

Creativity:

We possess some of the most creative minds that enhance the urban environment in outdoor advertising, media programming and sponsorship. Our creativity is firmly entrenched in our business philosophy to create a “wow” factor that drives the consumer entertainment experience. Whether it is balancing the sometimes sensitive nature of conflicting zoning concerns,

resolving on-going engineering concerns or utilizing our national sales force to formulate a multi-market buy that maximizes utilization of our portfolio asset, CCBC focuses on successful, creative execution.

Market Reach:

No other outdoor advertiser brings our clout and strength of relationships with advertisers to a downtown signage district. In North America, Clear Channel Outdoor is the single largest outdoor advertising platform for national sponsors. Our footprint in Metropolitan Phoenix is unmatched in the out-of-home industry. Our extensive portfolio of national and local advertisers can penetrate the fifth most populated city in the U.S. with one phone call. From bulletin coverage in North Phoenix to a market wide digital network program, whether it be targeting a specific demographic on value oriented transit products, reaching upscale business travelers at Sky Harbor or needing a dominant, larger than life presence in the West Valley, we deliver the most effective program for any potential national advertiser every day. This deep market reach extends throughout the U.S. and the globe. We have the ability and resources to tap into our vast network of sales contacts to track buys and identify sales opportunities.

Statement of Understanding Scope of Work

Financial Strength:

Clear Channel Outdoor is a publicly traded company whose revenues last year topped \$3.3 billion from approximately one million displays. We have a base of signage that is worldwide in scope with 45 sales offices in the top 50 markets in the U.S. All divisions, including our 570 seasoned sales professionals within Clear Channel, work with Branded Cities to sell national programs and activate the streets and plazas in your District. We are able to keep capital costs lower than our competitors because of our relationships and purchasing power with our sign manufacturers, vendors and new technology providers.

Integrated Approach:

We have a unique approach to out of home advertising which sets us apart from any other outdoor operator in the country. Signage is the driving force of any District but CCBC takes a truly holistic approach to marketing our projects. There is enormous value in packaging the dynamic media that is sought with high-level activation, events and the option for marketers to reach consumers

on a grass roots level. Sponsor-driven entertainment may include musical acts, sports demonstrations, celebrations, festivals and more; each creates revenue opportunities that marketers demand in today's environment.

Commitment to Partnership:

None of our successes could have happened without our partners. Our list of partners include state and local governments and their sister agencies, civic and neighborhood organizations and diverse groups of prominent national and international real estate developers. In addition to partners in the real estate and municipal levels, we also have great partnerships with most national advertising and placement agencies and directly with many advertising, branding and consumer product companies. The District will flourish as a result of the established partnerships that Clear Channel Branded Cities brings as part of our proposal.

Deployment of Cutting Edge Technologies:

Clear Channel Outdoor leads the industry in deploying digital signage solutions throughout the country. Additionally, we have an internal team that is constantly monitoring and researching new and innovative ways to reach the consumers via digital messaging and any emerging platforms. Before digital technology is deployed, we research and engage the client base to ensure its positive reception in the marketplace.

There are many questions that need to be answered before a sound business model can be constructed. The process will be fluid when developing sign massing plans, price modeling, capital and other related matrix. It is also important to consider current economic conditions, which are affecting construction costs and advertising budgets.

In response to your RFP, our proposal is intended to address the signage ordinance (case studies, sample ordinances), market feasibility and pricing (marketing/sales), design (sign location plan) and infrastructure. We are ready to join your development teams and bring our 106 years of experience to your organizations.

EXECUTIVE SUMMARY

Statement of Understanding Scope of Work

DISCLAIMER



August 21, 2008

Mr. Jason Rowley
General Counsel, Phoenix Suns
201 East Jefferson Street
Phoenix, AZ 85004

RE: Disclaimer Statement

Dear Mr. Rowley,

Clear Channel Branded Cities, LLC, a Delaware limited liability company ("CCBC"), a joint venture between Clear Channel Outdoor, Inc. and Ellman Media, LLC, an affiliate of Steven Ellman and the Ellman Companies, is pleased to submit to you this response to the "Requests for Proposal for Downtown Signage District, Phoenix, Arizona" dated July 28, 2008 (the "RFP") issued by Suns Legacy Partners, LLC (the "Suns") and AZPB Limited Partnership (the "Diamondbacks").

This response to the RFP constitutes merely a statement of our intentions with respect to the implementation of the programs described in the RFP and the transactions contemplated thereby and is not intended to constitute a binding and enforceable offer or contract. In addition, CCBC's proposal (including any projections contained herein) are predicated upon the following assumptions:

1. CCBC finds that all locations are acceptable by the key stake holders.
2. CCBC finds that the venues can in fact accept the signage proposed in the sign plan.
3. The City permits all sizes, sign types and locations proposed in the sign plan.
4. CCBC is allowed to sell the proposed signage to all clients in all categories.
5. CCBC will be the exclusive vendor for the downtown signage district.

Additionally, I resubmit to you the following questions that will guide our discussions. If possible we would like to have these questions addressed prior to our presentation on August 26th.

- (1) What is the status of discussions with the City regarding the formation of the District and are the boundaries already set or is it possible that they will change before the final approval?
- (2) What is the timetable for formal submission of the District plan to the City and approval of the District by the City?
- (3) Does a draft amendment to the City's sign ordinance exist? If so, will the Teams provide a copy?
- (4) Do the Teams contemplate that the City will require a certain percentage of new signage in the District to be "on premises" signs rather than "off premises" (a/k/a/ "off site") signs?
- (5) The RFP states that the Center is owned by the City and operated by an affiliate of the Suns (the "Suns Affiliate"). Does the lease/operating agreement between the City and the Suns Affiliate clearly allow the Suns to control the exterior signage on Center and adjoining property, or will an amendment be required? Who has (or will have) the right to grant signage rights to the Vendor – the Suns or the Suns Affiliate? Does the Suns Affiliate have the right to enter into subleases on the Center property? Will any landlord or lender consents be required?

(6) The RFP states that Chase Field is owned by the County and operated by an affiliate of the Diamondbacks (the "Diamondbacks Affiliate"). Does the lease or operating agreement between the City and the Diamondbacks Affiliate clearly allow the Diamondbacks to control the exterior signage on Chase Field and adjoining property, or will an amendment be required? Who has (or will have) the right to grant signage rights to the Vendor – the Diamondbacks or the Diamondbacks Affiliate? Does the Diamondbacks Affiliate have the right to enter into subleases on Chase Field property? Will any landlord or lender consents be required?

(7) Are the Teams obligated to purchase the Jefferson Street Garage in 2009, or do they have the option to purchase the Jefferson Street Garage? Which Team is the managing member of the jointly owned limited liability company that operates (or will operate) the Jefferson Street Garage? Is the long-term lease for the Jefferson Street Garage between the City and the Teams currently in effect and operative or does it go into effect and become operative at some later date or upon some later event?

(8) Other than the Center (and the multilevel garage attached to the Center that is described in the RFP), Chase Field and the Jefferson Street Garage, do either of the Teams or any of their affiliates own or control (or have the option to own or control) any property within the boundaries of the proposed District?

(9) What information do the Teams have regarding proposed signage plans of the City or County for City or County owned properties (e.g., south side of the Phoenix Convention Center) or the plans of other property owners within the proposed District?

(10) Please provide a list of the official sponsors of each of the Teams, the Center and Chase Field and describe whether such sponsors have (or would have) first rights, exclusivity and/or preferred rates or any other similar rights on or with respect to exterior signage on Team owned or controlled properties.

(11) Assuming that each of the Teams have different exclusive sponsors for certain product categories, how do the teams envision the presentation of advertising opportunities to such sponsors on the jointly owned Jefferson Street Garage?

(12) The RFP makes a reference to "multiple sales forces representing the same inventory". Please describe the sales staffs currently employed or engaged by the Teams, the Center and/or Chase Field and whether the Teams will require that such sales forces have the right to sell advertising on the proposed exterior signage. If it is contemplated that such sales forces will have such rights, do the Teams contemplate that the Vendor will also have the right to sell Team and/or interior signage and sponsorship opportunities?

(13) What evaluation criteria will be utilized by the Teams in evaluating responses to the RFP? Will any criterion be weighted more than another?

Thank you for your consideration of the attached proposal and we at Clear Channel Branded Cities look forward to a mutually beneficial relationship.

Sincerely,

A handwritten signature in black ink, appearing to read 'Chris McCarver'.

Chris McCarver
Chief Operating Officer
Clear Channel Branded Cities

3

QUALIFICATIONS & EXPERIENCE

Company Profile

Clear Channel Branded Cities: CCBC is a division of Clear Channel Outdoor operating the world's only fully integrated spectacular signage and experiential marketing and eventing organization. Designed to capitalize on the vast and growing trend of single-developer, mixed-use real estate properties, Branded Cities creates true "centers of excitement and destination places" in conjunction with the latest retail, sports, dining, and entertainment hotspots.

CLEAR CHANNEL OUTDOOR

With global headquarters in Phoenix, Clear Channel Outdoor, Inc. – Clear Channel Branded Cities' parent company – is the world's largest outdoor advertising company with approximately one million out-of-home displays in some 50 U.S. markets – including displays

located in all 30 of the U.S. top designated market area regions (DMA) and 49 of the top 50 DMA regions – and in over 60 countries. Clear Channel Outdoor and its predecessor companies have recorded continuous revenue growth over many decades and outpaced the industry and its major competitors. Revenue generated by outdoor advertising sales has increased steadily over the past six years from \$1.86 billion to \$3.3 billion.

With a sales staff of over 570 professionals covering the top 50 U.S. markets, as well as significant local operations, we provide the sales and marketing strength necessary to maximize the value of the Downtown Phoenix Signage District across all categories of advertisers.

Clear Channel Outdoor offers advertisers a wide range of choices of different media. Top advertisers look for more than a single medium genre and the variety of our products and strong market coverage effectively increase the visual awareness of an advertiser's message. Listed below are the Clear Channel Outdoor divisions representing our broad and comprehensive outdoor media products.

Adshel: Award-winning global street furniture development division with worldwide operations and over 3,500 municipal and transit contracts, provides high quality programs that are tailored to local needs;

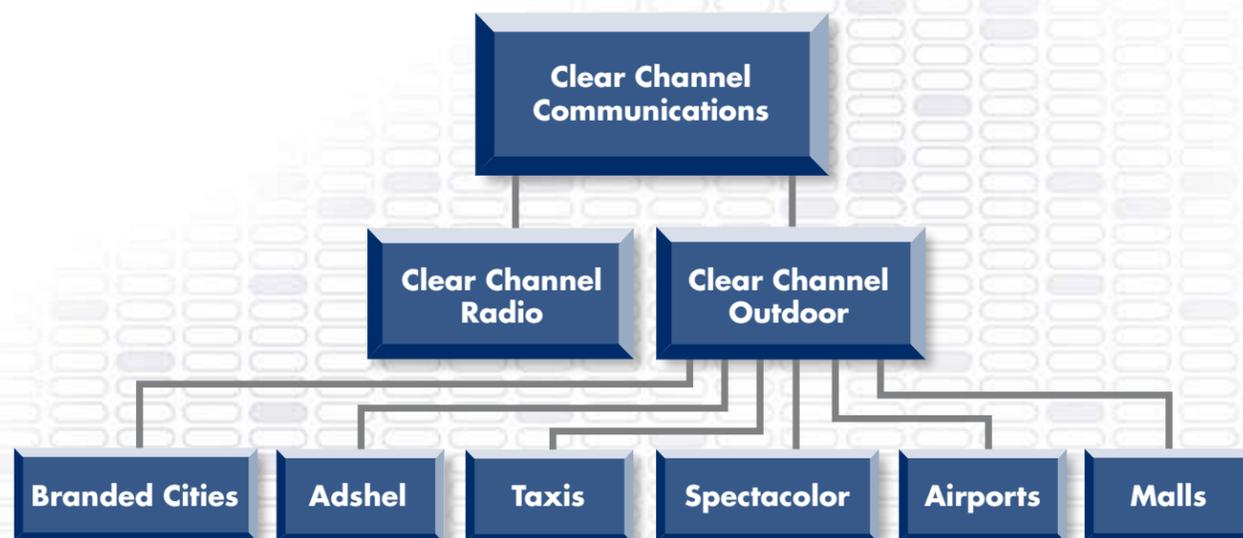
Clear Channel Taxi Media: The largest taxi advertising operator in the U.S. with over 30,000 taxis under contract, operates taxi advertising in 29 U.S. markets, including New York, Los Angeles, Chicago, Philadelphia, San Francisco, Boston, Dallas, Washington DC, Atlanta, Houston and Miami;

Clear Channel Spectacolor: The leading operator of large-format advertising in Times Square, New York and around the world with 70 "spectacular" displays in Times Square;

Clear Channel Airports: Operates advertising programs at 16 airport facilities in North America, including San Francisco, Chicago's O'Hare and Midway airports, Boston, Philadelphia, Toronto, Vancouver, Dallas Ft. Worth and Phoenix, reaching six of every ten air travelers daily. Additionally, through our division Interspace Airport Advertising, we operate in over 190 airports worldwide;

Clear Channel Malls: Operates advertising displays in almost 200 shopping centers across North America, and 15 other countries worldwide, turning the mall into an advertising venue with a strategic media mix that capitalizes on reaching consumers in a buying state of mind;

For a full description of our company, products and any financial information please visit our website at www.clearchanneloutdoor.com.



Company Profile

ARIZONA OPERATIONS

Phoenix is home to the company's worldwide headquarters, Branded Cities headquarters as well as the Phoenix branch and airport operations. With its Phoenix and Tucson branches, Clear Channel Outdoor is the only outdoor operator that can deliver advertising to over 85% of Arizona's population. The Arizona Division currently has over 90 employees dedicated to sales and the support of the selling effort. Our Arizona offices include:

Clear Channel Branded Cities Headquarters

2850 E. Camelback Road
Phoenix, Arizona 85016
(602) 224-3100

Clear Channel Outdoor Headquarters

2201 E. Camelback Road
Phoenix, Arizona

Arizona Outdoor Division

4686 E. Van Buren
Phoenix, Arizona

Operations Facility

1825 S. Black Canyon Highway
Phoenix, Arizona

Tucson Branch Office

441 East 25th Street
Tucson, Arizona

The breadth of Clear Channel Outdoor's media platforms reaches the entire Phoenix market with nearly 700 outdoor advertising displays as well as exterior and interior bus advertising displays under our contract with the City of Phoenix, and a vast range of display types at Phoenix's Sky Harbor Airport. Advertisers in the Phoenix divisions in 2007 included McDonald's, Coca Cola, Casino Arizona, AZ Lottery, AT&T Wireless, Fulton Homes, Ft. McDowell Casino, Centex Homes, Miller, Anheuser Busch, Sprint, Bank of America, Motorola, Nissan, Dacor, ABC and Pulte Homes.

PUBLIC SERVICE

Clear Channel Outdoor is also committed to public service and community involvement. We donate advertising space on our billboards to a number of community and charitable organizations, including Phoenix Children's Hospital, United Way, City of Phoenix Police Department, United Blood Services, Goodwill, Red Cross, Susan G. Komen Race for the Cure, Florence Crittenden, Teach for America, and others.



Westgate City Center. Glendale, Arizona

Clear Channel Branded Cities

Clear Channel Branded Cities is the property branding and activation division of Clear Channel Outdoor in the U.S., Canada and Caribbean. We go beyond traditional signage to transform today's new and redeveloped urban spaces into destinations alive with color, energy and light. Our properties are set apart from everyday retail/sports developments because our partnerships with developers and municipalities allow us to showcase the creativity and innovation of the world's leading brands.

Clear Channel Branded Cities provides national and international marketers extraordinary presence in today's most vibrant environments. Designed to capitalize on the vast and growing trend of single-developer, mixed-use real estate properties, Branded Cities creates true "centers of excitement"

in conjunction with the latest retail, sports, dining, and entertainment hotspots.

Through a combination of traditional and non-traditional elements, Branded Cities is building the only national network of large-scale live, work, play communities with super-regional reach. It specializes in the use of "Brandscaping," the alignment of brand experiences with people's lives. Brandscaping combines spectacular, bright light-style outdoor signage and advertising with presence-based components such as branded entitlements (plazas, parks, and public spaces), corporate entertainment, product purchase integration and naming opportunities. When put into action, Brandscaping allows brands to be experienced multi-dimensionally in a controlled environment that reaches shoppers, residents, local businesses, moviegoers, sports fans, and corporate customers.

Current Branded Cities programs include the unprecedented and magnificent signage located at Westgate City Center in Glendale, Ariz. (8-million-square-foot retail, residential, office and entertainment mecca), The Pier in Atlantic City, New Jersey (500,000-square-foot dining, entertainment and retail destination located on the world-famous Boardwalk), Denver Theatre District and Miami World Center.

We offer key advantages to the proposed Downtown Phoenix Signage District that few other companies can promise:

- Experience
- Creativity
- Market Reach
- Financial Strength
- Integrated Approach
- Commitment to Partnership



The Pier at Caesars. Atlantic City, New Jersey



Times Square. New York



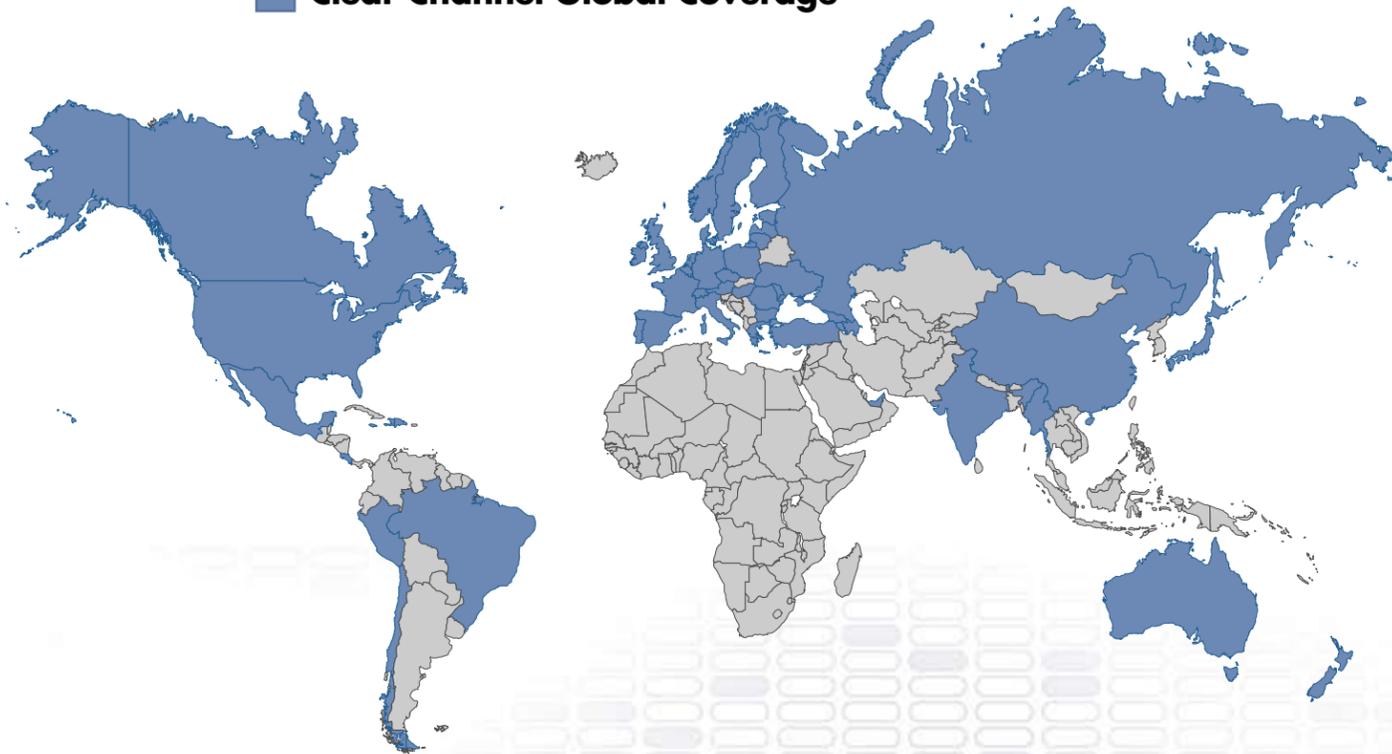
The Pier at Caesars. Atlantic City, New Jersey



Times Square. New York

Clear Channel Market Reach and Experience

■ Clear Channel Global Coverage



EXPERIENCE IN OUTDOOR ADVERTISING

As the world's largest outdoor advertising company, Clear Channel Outdoor, whose predecessor companies go back a hundred years, currently has approximately 1 million displays worldwide and 167,000 displays located in all 30 of the U.S. top designated market area regions (DMA) and in 49 of the top 50 DMA regions. Adding to that, our presence in over 60 countries and five continents results in maximum global reach for any one of our advertising clients.

We have over 570 sales professionals across the country, including national sales forces in 45 of the top 50 markets such as New York, Chicago, Atlanta, Boston, Philadelphia, Detroit, Miami, Dallas, Houston, Seattle, Minneapolis, Los Angeles and San Francisco. Our comprehensive sales network assures successful business development and aggressive sales results from a broad spectrum of advertisers, and our vast media portfolio allows today's top advertisers the opportunity to purchase a diverse range of out-of-home advertising programs including billboards, transit, street furniture and radio. Locally, our Arizona sales staff has over 150 years of experience in outdoor advertising sales.

Clear Channel Outdoor is an organization fiercely dedicated to research as a way of enhancing advertiser perceptions of our media and their willingness to buy. No other company has the depth and range of our research and can so convincingly justify the value of such expenditures. Our investments in research and best practices in market research have played a major role in changing many advertiser perceptions about the value of outdoor exposures and their expenditures therein. They have dramatically responded to innovative solutions we've developed in the areas of technology and service guarantees. We also look at recognition and retention rates to improve the analytic models we present to clients.

Advertising is a relationship business. Clear Channel Outdoor and Clear Channel Branded Cities enjoy positive and fruitful relationships with some of the biggest companies such as Coca Cola, Apple, Toyota, General Motors and The Gap, among many others. Please also see the table attached for an overview of our global market coverage.

Branded Cities Team Biographies

STEVEN M. ELLMAN

Chairman and CEO, The Ellman Companies
Chairman and CEO, Clear Channel Branded Cities
Vice Chairman, Clear Channel Outdoor Canada

Steven Ellman has been Chairman and CEO of The Ellman Companies since the company's formation in 1972. The group today consists of more than 88 privately held companies, including Clear Channel Branded Cities and Clear Channel Outdoor Canada, with operations in the U.S., Canada and the Caribbean.

Mr. Ellman's commercial real estate business spans more than twelve million square feet of retail, entertainment centers, sports facilities, office buildings and master planned land developments. Ellman has repeatedly been designated by the Phoenix Business Journal as the number one commercial real estate developer in Phoenix 4 out of the last 9 years and is currently one of the largest owners of real estate in Metropolitan Phoenix with current holdings in excess of 10,000 acres.

Mr. Ellman is Vice-Chairman and a Founding Partner of Clear Channel Outdoor Canada since 1996. The company's outdoor advertising business services airports, transit, freeway and spectacular signage across Canada. Mr. Ellman also serves as Chairman and CEO of Clear Channel Branded Cities' spectacular signage division in the U.S. and the Caribbean.

From 2002-2006, Mr. Ellman served as Chairman, Governor, and Managing Partner of the Phoenix Coyotes, a National Hockey League Franchise, an organization he acquired along with NHL Hall of Famer Wayne Gretzky. From 2003-2006, Mr. Ellman served as Governor and CEO of the Arizona Sting, a National Lacrosse League Team.

In 2003, The Ellman Companies completed construction on the Glendale Arena (now Jobing.com Arena), in Glendale, Ariz., which is a state-of-the-art 17,799

seat multi-purpose venue that anchors The Ellman Companies' Westgate City Center. In 2004, the Arena was designated as "The Best New Music Venue in North America" and in 2005, as "The 18th Busiest Music Venue in the World."

Westgate City Center is The Ellman Companies' flagship development. It is a super-regional mixed-use urban project and one of the largest commercial real estate developments in North America. Upon completion, Westgate will include up to eight million square feet of retail, entertainment, restaurants, office, residential and five hotels. Adding to Westgate's larger-than-life presence is its unprecedented signage rights, a product of a public/private collaboration with the City of Glendale. More than 30 state-of-the-art billboards, as well as a full-motion, high-definition LED screen, have earned Westgate City Center the designation "Times Square of the West."

Branded Cities Team Biographies

CHRISTOPHER McCARVER

Chief Operating Officer,
Clear Channel Branded Cities

Christopher McCarver brings 16 years of knowledge and experience in outdoor advertising to the Clear Channel Branded Cities team. With extensive skill in the real estate and public affairs arenas, Mr. McCarver has worked closely with various cities and large-scale developments, including creating and executing successful public affairs strategies and designing and implementing landmark spectacular signage.

Mr. McCarver has been instrumental in strategizing and lobbying on the local, state and national levels,

ultimately forming a broad-based business coalition to pass state legislation in Minnesota and Florida. He has also worked closely with multiple cities in various states including Minnesota, Illinois, Florida, Texas and Colorado in passing favorable sign ordinances and special sign districts.

With regards to unprecedented, spectacular signage, Mr. McCarver has designed, developed and implemented structures for large-scale projects such as at Westgate City Center (Glendale, Ariz.), Denver Theatre District (Denver), Miami World Center (Miami), Block E (Minneapolis) and Casino, Las Vegas (Las Vegas).

Prior to his move to Chief Operating Officer in 2006, Mr. McCarver served three years as senior vice president of real estate and public affairs for Region 2 Clear Channel Outdoor, Inc. and six years as vice president of real estate and public affairs for Clear Channel Outdoor, Inc. in Minneapolis.

Mr. McCarver is proud winner of the prestigious Chairman's Club Award for Public Affairs from 1999 and again in 2000 for Real Estate. Mr. McCarver holds a Bachelor of Arts degree from Saint Mary's College in Winona, Minn. He currently holds membership in the Minnesota Outdoor Advertising Association as well as the Outdoor Advertising Association of America.

ROBERT COULTER

Executive Vice President, Clear Channel Branded Cities
Executive Vice President, Clear Channel Outdoor Canada

Robert Coulter brings 12 years experience in outdoor advertising and signage to Clear Channel Branded Cities and more than 35 years experience in the commercial real estate industry, 25 of which have been working closely with Steve Ellman. Mr. Coulter has extensive knowledge in the areas of governmental affairs, the conception and implementation of large-scale signage and expanding investment opportunities.

Mr. Coulter was instrumental in the creation of both Clear Channel Outdoor Canada as well as Clear Channel Branded Cities. In his position as Executive Vice President, he is involved in the day-to-day management of all Branded Cities' projects, including Westgate City Center (Glendale, Ariz.), Denver Theatre District (Denver) and Miami World Center (Miami).

Perhaps most notably, Mr. Coulter was responsible for the conception, development and construction of the Atrium Media Tower in Toronto, Canada, one of the tallest, free-standing, outdoor advertising structures in the world, soaring 223 feet above Dundas Square. Mr. Coulter worked closely with the City

of Toronto, changing the bylaws and negotiating the unprecedented signage rights.

Concurrently, Mr. Coulter serves as Executive Vice President of The Ellman Companies, where he is responsible for real estate acquisition and asset management. He has been responsible for many of the company's major acquisitions, including the Atrium on Bay, a 1.1 million-square-foot office building in downtown Toronto; the Metropolitan Place, a 400,000-square-foot office building in Edmonton and the development of various retail shopping centers in greater Phoenix and Colorado.

Branded Cities Team Biographies

STEVEN GREEN

Vice President of Business Development,
Clear Channel Branded Cities

As Development Director, Steven Green implements and oversees the design, development and execution of new projects, most notably, his work with the Denver Theatre District. He brings more than 15 years experience in sales and marketing, financing and mergers and acquisitions to the Branded Cities team.

Prior to his work with Branded Cities, Mr. Green has served as the Director of Operations for the Arizona Sting, overseeing day-to-day operations as related to the sports franchise. He was also managing director for Ari Investment Group where he oversaw real estate, retail and private equity, and Sales and Marketing Manager for Red Bull North America's Los Angeles location.

In addition to his role with Branded Cities, Mr. Green is Managing Director of the Ellman Companies, where he manages a portfolio to date of more than one million square feet of office space locally, nationally and internationally.

KEVIN HOPPE

Vice President of Development,
Clear Channel Branded Cities

Kevin Hoppe brings more than 12 years of outdoor advertising development and governmental affairs experience to the Clear Channel Branded Cities team. He has vast knowledge in the public and private sectors, and his skills in the areas of real estate and public affairs include managing and overseeing legislative matters, developing and maximizing signage inventory, and maintaining political and community relationships on both the state and local levels.

Mr. Hoppe began his professional career as a field director for current Chicago Mayor Richard M. Daley.

His vast experience working with state, local and quasi-governmental agencies, combined with his keen sense of business development, provides unique perspective and value to any private/public partnership. His perspective forged from working for and consulting to municipal governments has helped ensure effective collaboration between both sectors. Having collaborated with numerous municipalities on unique land use and ordinance needs, Mr. Hoppe understands the intricate nature of municipal code work.

Prior to joining Clear Channel's Branded Cities Division, Mr. Hoppe served as the Director of Governmental Affairs and Business Development for Clear Channel Outdoor Chicago, Clear Channel

Outdoor's second largest domestic division. His responsibilities at the Chicago branch were diverse, including the management of all real estate and public affairs matters throughout the greater Chicago area. During his tenure there, he spearheaded the state and local effort to bring the first to market digital network to the greater Chicago area.

Mr. Hoppe is the proud winner of the prestigious Chairman's Club Award for his work in Chicago (2007). He holds a Master of Business Administration degree from Dominican University in Illinois as well as a Bachelor of Science degree from Illinois State University.

Branded Cities Team Biographies

DANIEL JASPER

Vice President, Sales
Clear Channel Branded Cities

Dan Jasper brings over 10 years of marketing and sales experience to Clear Channel Branded Cities. Mr. Jasper has sold, developed and executed programs for brands ranging from Mercedes-Benz and Nissan to Virgin Mobile and the NBA.

Mr. Jasper was the second employee hired at Clear Channel Branded Cities and has led the marketing and sales of its properties since 2005. In that time, Branded Cities has announced landmark programs with Miller Brewing, Nissan Motors NA, Sprint Nextel, Harrah's Entertainment and Dacor Appliances.

Prior to joining the Clear Channel team, Mr. Jasper headed up business development for The Seven Group,

the integrated marketing team at Seven Worldwide. Before The Seven Group, he was marketing manager at New York Times Digital.

Mr. Jasper graduated from James Madison University with a Bachelor of Arts and holds a Masters in Business Administration from Rutgers University.

CHRISTOPHER DOW

Vice President of Marketing and Creative,
Clear Channel Branded Cities

As Vice President of Marketing and Creative, Christopher Dow is responsible for providing global marketing and creative support for all Branded Cities' developments, operational programs and projects. Mr. Dow is instrumental in brand management, conceptualizing, producing and enforcing the visual identity for Branded Cities, while ensuring that all branded materials express the most effective and recognizable company message.

Mr. Dow brings 14 years experience in marketing and creative communications to the Branded Cities team. He is known for bringing vision to reality by effectively managing creative processes and time lines resulting in consistent high-end deliverables. He also works closely with clients to design premiere creative for their advertising messages within the various developments.

Prior to his work with Branded Cities, Mr. Dow was Marketing Director for Clear Channel Outdoor in Minneapolis, where he managed marketing, photography and creative departments and was responsible for identifying cutting-edge, new business

development opportunities. He has also held positions of Senior Graphic Designer for Northwest Airlines and Senior Art Director of GML Inc.

Mr. Dow received a Bachelor of Fine Arts degree in graphic design from the University of Minnesota.

Branded Cities Team Biographies

JIM ST. JACQUE

Vice President of Project Management,
Clear Channel Branded Cities

James St. Jacque has more than 30 years hands-on experience in outdoor advertising and media placement. Mr. St. Jacque's outdoor advertising pedigree developed early in his professional career, as he literally started from the ground up. As a bulletin production supervisor he has learned the complex nuances of the industry and continually demonstrates exceptional skill in asset management and development.

The Clear Channel Communications leadership immediately recognized Mr. St. Jacque's exemplary work ethic and attention to detail. He was hand picked by the corporate team to serve as the Regional IT Manager. During his tenure with Clear Channel Outdoor, Mr. St. Jacque has completed more than 50 projects per year, delivering 19 unique outdoor displays and supporting eight digital outdoor networks from 2005 to 2007 alone.

Mr. St. Jacque's firm grasp of information technology operations and applications positions him to manage the complex structural engineering and technology

requirements of Branded Cities' developments. As Vice President of Project Management, he currently oversees all Branded Cities' projects as related to engineering, operations and general project management.

In 2005, Mr. St. Jacque was announced winner of the prestigious Chairman's Club Award.

DOW TERRY

Project Manager,
Clear Channel Branded Cities

Dow Terry brings 20 years experience in outdoor advertising to the Clear Channel Branded Cities team. He has extensive product knowledge and creative product application coupled with a solid history of national sales and marketing success.

As Project Manager, Mr. Terry oversees day-to-day operations of both static and electronic media displays at one of Branded Cities' flagship projects, Westgate

City Center in Glendale, Ariz. Mr. Terry coordinates production, scheduling and implementation of creative installations as well as copy changes and display maintenance for more than 30 pieces of inventory. He also fully manages Westgate's full-motion, high-definition, 30-by-50-foot LED screen. This screen is state of the art and the highest resolution LED screen in the Southwest.

Prior to serving as Branded Cities' project manager, Mr. Terry was Mall Project Manager for Clear Channel's newly acquired mall advertising display inventory and was responsible for overseeing sales and operations

for 11 retail mall properties in Arizona. Mr. Terry was also Southwest Regional Marketing Manager for Clear Channel Outdoor, where he supervised corporate marketing rollouts in Phoenix, Tucson, El Paso and Albuquerque.

Mr. Terry holds a Bachelor of Science degree in Business Administration from The University of Phoenix and has a certificate of Project Management from Arizona State University.

Branded Cities Team Biographies

MICHAEL CRONIN

Consultant,
Clear Channel Branded Cities

Michael Cronin has more than 35 years experience in city planning and consulting, including the specific areas of signage regulation, zoning amendments, land-use planning and implementation, and growth management strategies.

As a consultant for Clear Channel Branded Cities, Mr. Cronin provided the organization for the adopted Denver Theatre District Sign Plan and drafted the first section of that plan, which identified the opportunity and the visual and economic strategies to implement it. He also provided the structure for the fourth section, "Process for Sign Review and Approval." Mr. Cronin also drafted a proposed amendment for sign

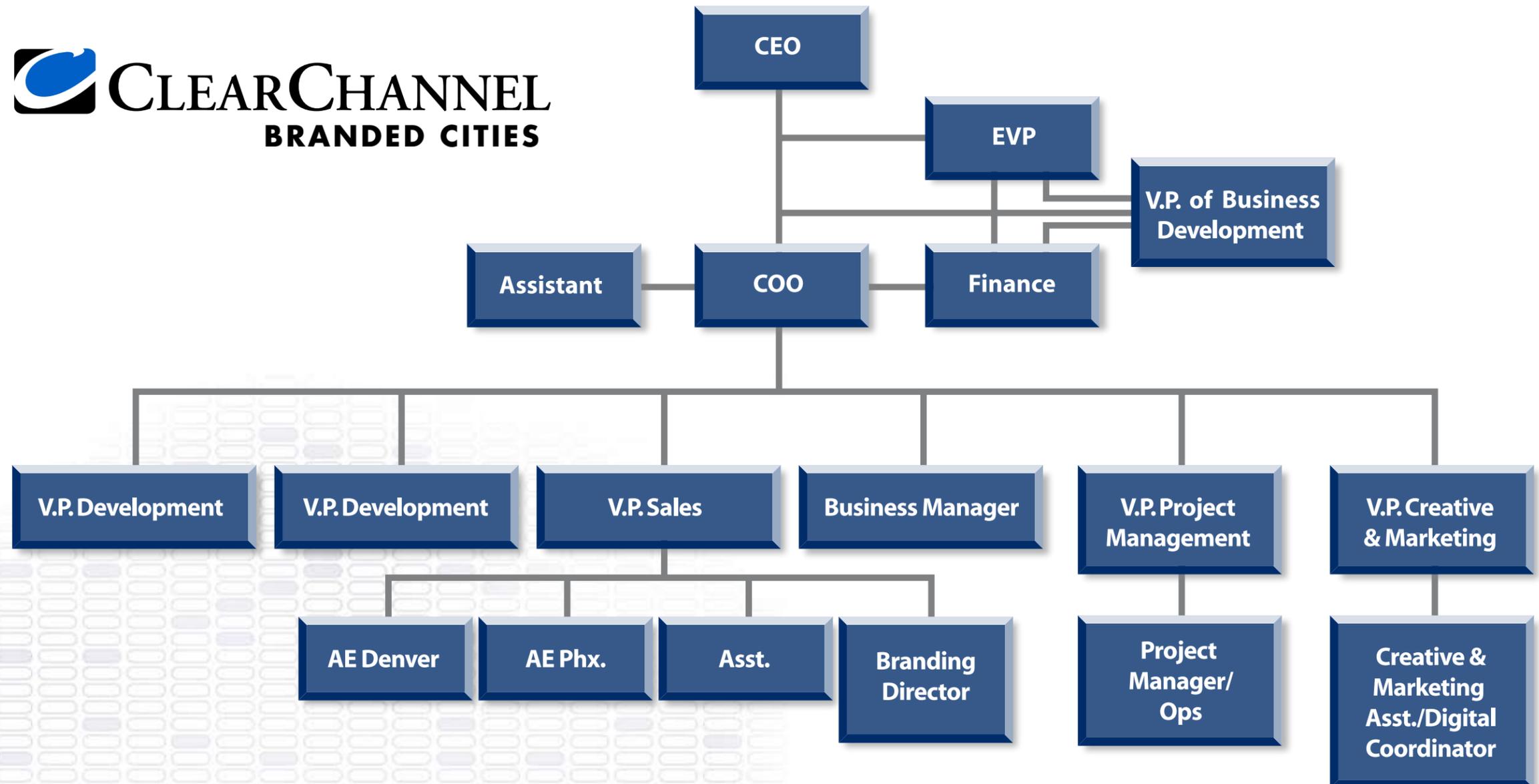
regulation for inclusion in a broader amendment of a Miami ordinance. This amendment will assure the development of a 'bright lights' district, within a multi-block redevelopment area.

Prior to his consulting work, Mr. Cronin served as manager of the Development Controls Section of the Minneapolis City Planning Department. He was responsible for drafting and supervising comprehensive amendments to the City's zoning ordinance and regularly providing authoritative interpretations and the application of sections of the City's zoning code. Mr. Cronin was also Director of Government Relations for Naegele Outdoor Advertising in the Twin Cities, where he participated in the planning and development control practice of cities, townships and counties throughout the Metropolitan area. He developed

many ordinances, one of which allowed for continued investment by Naegele to create an alternate, more compatible pattern of locations for outdoor advertising.

In 1994, Mr. Cronin formed Michael Cronin & Associates, providing land use and planning services to private and public clients. He promotes current, innovative, custom and best practices in public land use planning and implementation. For the last 15 years, Mr. Cronin has instructed at the University of Minnesota. He teaches his workshop "Planning in a Local Democracy" in the Urban Studies Program.

Organizational Chart



GLENDALE, ARIZONA

Branded Cities Worldwide: Case Studies



Westgate City Center. Glendale, Arizona

GLENDALE, ARIZONA WESTGATE CITY CENTER

Westgate City Center is a dynamic, cutting edge development – both literally and figuratively a living oasis of light, sound, and energy. Westgate is the flagship development of The Ellman Companies – the vision of Steve Ellman and his development team, including Clear Channel Branded Cities. A key factor in Westgate’s unique dynamics is its public/private collaboration with the City of Glendale which allows for Westgate’s unprecedented signage rights unique to the state of Arizona. The Ellman Companies worked closely with Branded

Cities and Glendale city officials in approving a “Times Square” feel that incorporates dozens of state-of-the-art advertising opportunities, including a \$2 million, full-motion, LED screen. Huge billboards, brilliant graphics and signage, light towers and interactive displays envelop Westgate’s Events Plaza, making it an ideal venue for sporting events and concerts.

The heart of Westgate City Center is a vibrant stretch of retail, dining and entertainment connected directly to the NHL Phoenix Coyotes’ new home: an 18,000-seat, state-of-the-art multipurpose arena. Thirty minutes from downtown Phoenix and directly adjacent to the National Football League Arizona Cardinals’ stadium, Westgate is Arizona’s emerging sports and entertainment mecca. Displaying an “Arizona Deco” architectural style with traditional Southwestern

coloring, palm trees and stucco, metal and masonry elements, Westgate is accented by an unexpected element – water. Pedestrian retail and serene waterside dining lead into the abundant energy of the Events Plaza outside the arena. While the town center, arena and Events Plaza constitute the initial phase of development, the comprehensive Westgate plan is more extensive. Hotels, town homes, office and residential lofts, both a neighborhood and regional destination retail center, and over 3 million square feet of Class A, mid-rise and garden office space make Westgate a true “city within a city.” As a place to live, work and play, Westgate is an instant Arizona classic and landmark development.

STATE-OF-THE-ART DESIGN

On a fundamental level, Westgate succeeds because it successfully and elegantly integrates multiple diverse uses and functions in one 223-acre site. Such a dramatic mix of what could appear on the surface to be sometimes conflicting uses (hospitality – 3 hotels – convention center, office, arena, cinema, retail,

and eventually residential) is extraordinary, and the seamless nature of the ways in which those various components not only interact, but engage and reinforce each other, is key to Westgate’s success. Orchestrating those uses and fusing them into a collaborative whole required thoughtful planning, innovative solutions, and new insights. Specifically, sophisticated town center planning, a diverse mix of high quality retail and restaurant tenants, a flagship cinema presence, the defining role of the arena in the project’s identity and functionality, and savvy management and operational strategies that optimize the use of the arena and entertainment plaza components have all played an important role in Westgate’s ongoing success. Coordinating Westgate’s diverse and appealing components required that architects and developers walk a fine line between energy and chaos; drama and community. Balancing the imposing presence of the arena and the dynamic energy of the entertainment plaza not only required paying attention to big-picture issues of functionality and design, but also smaller-scale



Westgate City Center. Glendale, Arizona

GLENDALE, ARIZONA

Branded Cities Worldwide: Case Studies

details and subtle layout and design issues. Westgate's greatest assets – extraordinary presence, quality design and community energy – are counterbalanced by thoughtful conveniences and subtle design elements. The result is a true destination with broad appeal that is drawing visitors from the entire Phoenix MSA and beyond. Westgate's accessibility (directly off of Highway 101), "landmark" status, and the multiple-component draw of office, hotel, retail, residential and entertainment make it a premiere live, work and play environment.

COMMUNITY BENEFITS

On a practical level, one component of the Westgate development agreement was a contractual agreement to purchase, renovate, redevelop and reinvigorate a previously rundown strip center in Glendale. In addition to this concrete community investment prerequisite, Westgate's potential – already being realized – to serve as a dynamic and defining community icon was a key factor in securing final project approval. In addition, the developer was required to provide public art to the project. This was accomplished through the construction of the Events Plaza water feature, which does double duty by providing not only an attractive setting to the surrounding restaurants, but also an artistic feature to the Events Plaza.

From the beginning, Westgate demonstrated enormous promise as an important retail, entertainment and mixed-use destination. Perhaps most significantly, the size, scope and community character that is a key part

of the project's DNA contributes heavily to Glendale's civic identity. The built-in potential for Westgate to serve as a celebratory venue and a natural community gathering place is important, and the project's unique features bolster its ability to enhance and complement existing community retail and mixed-use destinations. Westgate offers something different and something exciting, but it does not detract from more traditional local and regional mixed-use centers. Westgate also inspires the kind of compelling and unique sense of shared community identity that comes from hosting a local sports team, and the civic pride and sense of communal identity dovetail with the exciting range of retail, dining and entertainment options to create a truly dynamic community space. In a very real and profound way, Westgate itself is an investment in the Glendale's future.

PARTNERSHIP

Westgate is a public-private partnership. There was close involvement between the City of Glendale – which embraced the project – and the developer to coordinate throughout the entitlement, zoning and approvals process. The arena is actually owned by the City of Glendale, whose input on a number of levels was a key contribution toward shaping the final design and operation of the project.

Westgate's initial development of the Jobing.com Arena and project-wide infrastructure improvements was the result of a partnership between the City of Glendale and the developer. The City funded much of the public

improvements, including the arena, and a portion of the infrastructure through the use a special purpose bond issue. The developer funded the balance of the project costs. The City recoups its investment through transaction privilege taxes generated from the influx of business and growth that the project has spurred. All development subsequent to the arena and initial infrastructure is conventionally financed through the use of standard commercial and investment bank loans.

SUCCESS REALIZED

One of Westgate's greatest assets is the degree to which the project seamlessly integrates prominent sports and entertainment components in a way that does not compromise the aesthetic, functional, and architectural character of the space. To the contrary, both the arena and the entertainment plaza have been incorporated into the project in a way that activates the center; resulting in a multipurpose sporting/entertainment venue and extraordinary entertainment component that complements, rather than overwhelms the project. For developers looking to Westgate for inspiration or instruction, this duality represents perhaps the most intriguing factor. While Westgate is a one-of-a-kind project with its own distinctive identity and social and architectural context, spectacular entertainment components are an increasingly popular part of many retail and mixed-use developments. When developers look at Westgate, what may jump out at them is the way in which, in spite of the prominence and defining presence of the arena and entertainment aspects, these elements are designed

in such a way that they are also able to fade into the background and not compromise the operation and identity of the retail, dining and other components. The ways in which parking, servicing mechanisms and traffic access and flow all work to accomplish that goal is both elegant and straightforward, with lighting, design and ease of access all playing an important role. In addition, Westgate's ubiquitous multimedia billboards and signage provide a unique opportunity: the chance to introduce brand exclusivity and penetration to begin to connect and expand retail options through things like sponsorship, dramatic signage presence, and coordinated events. A large part of the extraordinary potential of Westgate can be attributed to these brandscaping initiatives and the resultant retail/experiential cascade they help facilitate. Merchandising, marketing and programming opportunities are virtually limitless, especially with the Events Plaza's inherent visibility and flexible usage profile.



Westgate City Center. Glendale, Arizona

DENVER, COLORADO

Branded Cities Worldwide: Case Studies

DENVER, COLORADO

CREATING A BRIGHT LIGHTS DISTRICT

The Denver Theatre District, with the city's support, approached Clear Channel Branded Cities to assist in bringing this vision to life. In July of 2008, the City of Denver adopted a District Sign Plan for an area of Downtown Denver identified as the Theatre District. The District Sign Plan allows for a greater variety of graphics and signage, including appropriate outdoor general advertising that promotes Denver arts and culture through the encouragement of innovative, urban

signs and street graphics within the district. The intent of the graphics and signage program is to enhance the character and identity of the Theatre District by encouraging exciting, iconographic and inventively illuminated graphics and signage.

DOWNTOWN THEATRE DISTRICT

The purpose of creating the District Sign Plan was to supplement the signage regulations within the Denver Theatre District that otherwise regulate by right signage within the Downtown zoned district to:

1. Facilitate the creation and recognition of a unique downtown theatre district and build on the character of the Denver Performing Arts Complex;
2. Provide flexibility in the size, type and location of signs in exchange for a higher standard of design quality for signs within the district sign plan;
3. Mitigate any possible adverse impacts of large format sign installations on surrounding uses.

FEASIBLE, ACHIEVABLE, ECONOMICAL

This plan contains signs that contribute visually to the creation of a "bright lights" image for the Theatre District, provide direct economic support for the nonprofit Denver Theatre District, Inc. and funding for public events within the District. The visual purpose of the "bright lights" concept was to create an identity for the Denver Theatre District as a unique urban place; improving the connection and encouraging movement between the great public spaces of the 16th Street Mall and the Denver Performing Arts Complex and Colorado

Convention Center. The goal was to encourage greater use of the businesses in the Theatre District by those attending events at the Denver Performing Arts Complex and Colorado Convention Center.

The economic purpose of the Plan was to capture a portion of the revenue generated from the signs permitted by the Plan to fund the District, its programs, and events. The enhanced, unique identity for the Theatre District would encourage increased public use and private investment in the District.

Three strategies were proposed to assure the objectives are achieved and opportunity is realized.

Strategy One – Recognize and use the different contexts of the grid blocks and super block in implementing the District Sign Plan.

The Denver Theatre District has two very different physical contexts. They are the super block that has been created around the Denver Performing Arts Complex and the Colorado Convention Center, and the remaining blocks of the Denver Downtown grid that surround it. The superblock has a few, relatively large, unified structures with the contributing sign opportunity extending primarily across 14th Street into the Theatre District. The many grid blocks are typically composed of unique and unrelated structures, with a smaller scale and no common form, with multiple owners, tenants and residents. Development of contributing signs provides a different context for cohesive implementation of the Plan. The City's Theatres and Arenas Division provided significant leadership and assistance during



Denver Theatre District. Denver, Colorado

DENVER, COLORADO

Branded Cities Worldwide: Case Studies

the process of developing the District Sign Plan. They were also in the position of being able to quickly begin implementation of contributing signs. The installation of contributing commercial signs along 14th Street and a portion of Arapahoe established the standard for the character of the subsequent signs in the District. The installation of these signs will also begin the flow of revenue to Denver Theatre District, Inc. for its use throughout the District. On the downtown grid blocks the many large and small owners, unique conditions that vary from building to building and the complexity of relationships within and between the individual blocks create a dynamic sign massing environment.

Strategy Two – Assign responsibility for implementation of the District Sign Plan to the Denver Theatre District,



Denver Theatre District. Denver, Colorado

Inc. The Denver Theatre District, Inc. will be responsible for the first determination whether or not the proposed sign is contributing to the District; is in a location and on a site that will concentrate and assemble the contributing signs in a manner that benefits the intended quality and character of the District; is oriented to the street; and is in balance with the intended vitality and viability of the opportunity provided by the District Sign Plan.

Strategy Three – Recognize and encourage the contribution tenant signage can make to the image of the Denver Theatre District.

This Plan does not presently provide for custom regulations for tenant signage in the Denver Theatre

District. Signs for a business within the Theatre District are regulated by the same standards applied throughout the District by the zoning code. These tenant signs significantly contribute to and reinforce the Bright Lights District image that is the objective of the amendment.

SIGN TYPES

The commercial signs that contribute to the image of these bright lights districts are typically unlike the standard off-site signs found and regulated elsewhere in Metropolitan Denver. Contributing commercial signs within the Denver Theatre District are of the following variety:

- Non Standard
- Concentrated and Assembled
- Oriented to the Street
- Provided by a national advertiser

ENVIRONMENTALLY FOCUSED

The Denver Theatre District recognized the importance of Greenprint Denver in promoting sustainable development and ecologically friendly practices throughout the community. Action items included within Greenprint Denver, included the reduction of greenhouse emissions, utilization of renewable energies and implementing green building policies. In support of Greenprint Denver the Denver Theatre District has initiated conversations with Xcel Energy regarding the purchase of alternative energy credits to reduce the Denver Theatre District carbon

footprint as well as to promote Xcel Energy's alternative energy programs. The Denver Theatre District is currently reviewing the potential of using photo-electric cells assisting

in the powering of certain of the district's signs. Additionally, as an example of the commitment to Greenprint Denver, the Theatres and Arenas division of the City and County of Denver recently replaced their five signs with Light Emitting Diode (LED) signs. The conversion yielded a decrease in the use of electricity to power the signs of 85%. Following this lead and promoted by the intent of Greenprint Denver, signage in the Theatre District would be encouraged to use efficient lighting sources and sustainable building practices.



Denver Theatre District Ticket Booth. Denver, Colorado

TORONTO, CANADA

Branded Cities Worldwide: Case Studies



Dundas Square. Toronto, Canada

TORONTO, CANADA **URBAN RENEWAL**

Public/private-sector collaboration and a shared vision deliver CPR to a once-blighted square, and offers a lesson in successfully blurring the lines between the two.

Urban renewal has become a critical issue because most alternatives have proven disastrous. A dystopian view of a dehumanized urban environment is best expressed in Ridley Scott's film, "Blade Runner." It depicts a futuristic landscape where sprawl, blight and class hierarchy interface with towering structures

to illustrate a model of failed humanistic urbanism. Inhabitants without public interactive space experience the resultant alienation and criminal eruptions of a population trapped in surroundings designed to create hopelessness.

Contemporary reality has not reached such epic proportions due mainly to the realization that urban design and healthful living are interdependent. Historically, city centers – frequently city squares – have been the intersection of commerce, culture, politics, and social interchange. When lost, a city can lose its life force.

In Toronto, the evolution of such a process has resulted in a rather dramatic streetscape change on the corner of Yonge Street and Dundas Square – an area often described throughout the 1990's as failed urbanism, known for crime, littered with a collection of low-end stores, and anchored by the Eaton Centre, which turned its back to the street.

Like many aging inner cities, the area had lost its lifeblood. It suffered budget cuts and reduced tax revenue from an exodus to the "burbs" that blighted its once-vital signs.

HOW TORONTO **RECLAIMED AN URBAN HEART**

In 1998, the City of Toronto, supported by local businesses, launched a design competition. The award-winning Yonge-Dundas Square, designed by Brown + Storey Architects and completed in 2002, forms the blueprint for the regeneration of the area.

It is a hallmark of the successful partnership between the City and the non-profit Downtown Yonge Business Improvement Area, or B.I.A. (Formed in June 2001 from the remnants of the former Yonge Street Business & Residents Association, the B.I.A. includes approximately 2,000 local business and property owners).

Intended to be the "Times Square" of Toronto, the public space occupies a city block on top of a 270-car public parking facility with access to public transit. It is a connection to and focal point of surrounding rehabilitated shopping, entertainment, and tourist venues. The Square includes the Toronto Theatre Alliance's T.O. TIX booth, a 30-by-60-foot raised stage, 20 lively computer-programmed water features, large granite slabs creating inviting gathering areas, and a diagonal zinc canopy demarking the southern edge. The project has instigated a regeneration of the Yonge Street corridor. Businesses have embraced the initiative, often crediting the "commercial venture" of its management as the primary reason for its success.

Clear Channel Outdoor Canada and affiliates of The Ellman Companies played an instrumental role in the development of Dundas Square. The Ellman Companies design for the Atrium Media Tower provided the catalyst for all future signage to the square. Clear Channel Canada lead the way with modifications to the city of Toronto signage bylaw, and the 223' media tower was the first such signage structure built in Canada.

TORONTO, CANADA

Branded Cities Worldwide: Case Studies

James L. Robinson, Executive Director of the Downtown Yonge Business Improvement Area, says it is inspiring ripple effects beyond the square, "The business community has been extremely supportive of the regeneration program... In the immediate area, properties have been renovated and redeveloped to take advantage of the Square, which has created one of the most high-profile locations in Toronto."

"The Hard Rock Café building underwent \$10 million in renovations, and the Toronto Eaton Centre reconfigured its façade to address Yonge Street. Other properties throughout the area are starting to realize their potential, and residents are finding the Square to be a unique outdoor place for free entertainment."

LEARNING FROM HISTORY

This miracle on Yonge Street is the result of a successful collaboration of public and private funding. It is a

reversal of a trend in recent decades when suburban developers replicated city centers with open public space and profitable malls while inner cities withered without tax revenues or tactical commitment.

A century ago, cities saw an unprecedented growth in public space. Parks and open areas were a priority on all urban agendas and one never questioned the future of public space. What has happened is symptomatic of a decline in the level of services once provided by government agencies.

As government has lessened its grip on social services, significant strides have been made with partnerships between public agencies and the private and not-for-profit sectors. The Business Improvement Districts (BIDs), which first emerged in the U.S. during the 1960s, represent publicly endorsed but privately run organizations. They serve to financially complement public services once provided solely by the government. The BID's scope of business usually

includes improving outdoor public spaces as well as marketing campaigns and outreach services to draw residents and visitors. Financing is derived from self-taxing measures that generate revenue from participating neighborhood properties.

While privatized public space may seem contradictory, these partnerships have succeeded in enhancing streetscapes and revitalizing neighborhoods such as Yonge-Dundas Square.

FOLLOW THE LEADER

No one can deny that this radical resuscitation resulted from efforts by the local government and private business interests. Since Downtown Yonge B.I.A.'s founding, new initiatives and wide participation have made this inner city the "in place," a magnet for Toronto's residents and tourists. There are now additional police patrolling the area, and clean streets teams provide services beyond those of the city, including graffiti and poster removal, sidewalk washing, and additional street sweeping.

Yonge-Dundas Square represents a current trend in the way public space is being conceptualized throughout the world. Once disparate public and private enterprises are now finding the lines blurred between their traditional roles. These symbiotic relationships that rely on each other's strengths promise a new prognosis for deteriorating inner cities everywhere.



Dundas Square. Toronto, Canada



Dundas Square. Toronto, Canada

Other Clear Channel Branded Cities Projects

XANADU

New Jersey's Meadowlands Xanadu is the largest state-of-the-art entertainment & retail development where brands, entertainment & technology are brought to life. Over 2 million square foot venue of shopping, dining and entertainment. Features America's only indoor skiing facility, Anschutz Entertainment Group concert hall, and other international retail brand names. Sits at the intersection of I-95 and NJ Rte 3, one of the busiest traffic locales in North America.



Massive mural-style advertisements cover entire facades of buildings facing the freeway.



Placement inside the development allows advertisers unique opportunities to reach targeted audiences.



Standard billboard structures blend in to the skyline architecture and reach traffic inside and outside the development.



Unique sign massing gives an advertiser special attention.



Activation and sponsorship opportunities within the development allow an advertiser to brand and showcase their product beyond the store front.

Other Clear Channel Branded Cities Projects

KANSAS CITY POWER AND LIGHT DISTRICT

A dynamic nine city block mixed-use retail, entertainment, office and residential district located in the heart of downtown Kansas City. The district is the cornerstone of a massive \$2 billion urban renaissance which includes major new attractions such as a new performing arts venue, arena, convention center expansion and 10,000 new urban loft units. The \$850 million district is the largest and most exciting new development in the mid-western United States.



New development central to downtown Kansas City



Plaza space becomes activated with the latest technology.



A media tower becomes part of the experience in public space.

Other Clear Channel Branded Cities Projects

MIAMI WORLD CENTER

The Miami World Center is an urban redevelopment project in Miami. When fully constructed a true 'Downtown Miami' will emerge filled with color, energy & light. Ten square blocks filled with live, work and play elements will rejuvenate an enliven and entire metro area.



Unique wallscape applications will act as landmarks and attract locals and visitors to this newly developed hot spot.



Road side signage will read to busy transit stops and heavily traveled thoroughfares.



Consumers in leisure-mode will interact with sponsored activation and experience color, energy & light.

Other Clear Channel Branded Cities Projects

LAS VEGAS

The Hard Rock Hotel & Casino is one of the nation's highest profile gaming brands. Home to casino & hotel, with restaurants, retail shops and entertainment. Major expansion underway. High-visibility at the intersection of Paradise Road and Harmon Ave. Immediate temporary and permanent sign massing will work in conjunction with long term branding and sponsorship opportunities. The infamous Rehab Sunday is the hottest ticket in town boasting 4,000 in attendance each week, with a 3.5 hour average wait to get in and frequent celebrity appearances.



Branded poolside cabanas open a direct link to consumers and allow for innovative, experiential environments.



Poolside at Rehab is known as the hottest daytime outdoor nightclub.



Main traffic area between pool, parking ramp, casino & hotel. Also serves as the waiting area for entry in to Rehab Sunday.



Distressed hand painted wall murals converge art with advertising.



New construction allows for immediate revenue through advertising on temporary signage.

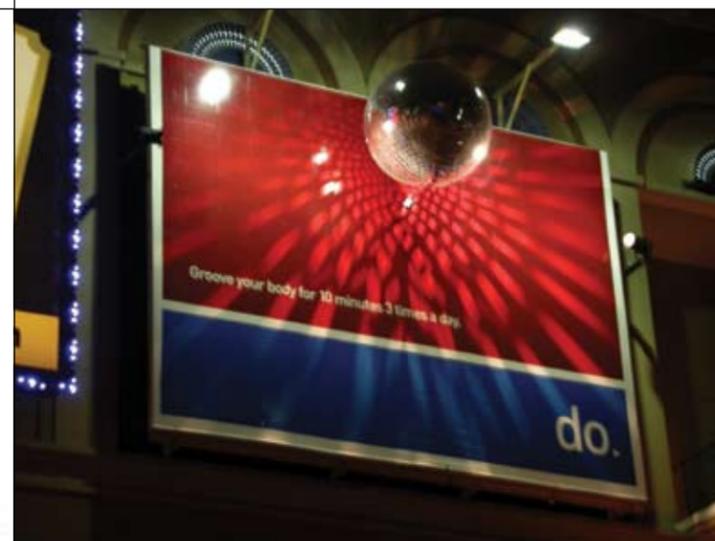
Other Clear Channel Branded Cities Projects

BLOCK E, DOWNTOWN MINNEAPOLIS

Block E is the re-development of one square block in downtown Minneapolis that boasts a hotel, multiple restaurants, a 15 screen movie theater and many other retail and entertainment venues. Block E capitalizes on its proximity to the theatres, sports venues, nightclubs, and the financial and emerging residential districts in downtown Minneapolis.



Creative billboard extensions attract attention from many blocks away.



Unique embellishments bring excitement and motion to enliven downtown Minneapolis.



A variety of sign types fill the streets with color, energy & light.



Sign massing compliments downtown architecture.



Landmark signage allows advertisers to execute innovative creative vision.



PROJECT STRATEGY: OPPORTUNITIES & CHALLENGES

Challenges & Solutions for Implementing & Maximizing a Successful Sign District

The following is a list of potential challenges that may arise as a result of growing the signage and branding business in downtown Phoenix, specifically the US Airways Arena and Chase Field. We believe that with all of these potential challenges, there are solutions that, if executed properly, will result in a long lasting partnership not only with Clear Channel Branded Cities (CCBC) and the key stakeholders (The Suns, Diamondbacks and the City of Phoenix), but also with all of the potential sponsors.

The list of potential challenges and solutions are as follows:

Q: How do we integrate current sponsors that compete with one another into the new inventory?

A: CCBC is acutely aware and sensitive to the conflicts inherent in creating new inventory adjacent to existing team sponsor inventory. The key to successfully marketing new inventory under such circumstances is exhibiting respect toward the current right-holders by sharing with them the plans under development, and making clear that they will have the first opportunity to secure one of the new packages. In some cases, if two competing rights-holders each participate with each team, it may make sense to let the respective incumbents take positions directly outside the facility in which they are currently partners.

Q: How does the City pass a sign district that will allow full motion digital when the current code only allows for "static digital" throughout the City?

A: The City recently passed an ordinance for digital signage. The digital deployed concentrates on the roadside experience, meaning that the digital signs are intended to be viewed from vehicular traffic in the right of way. We believe that there is value to having full motion LED or similar technology deployed in a development when the digital concentrates on the consumer experience and focuses primarily on the pedestrian traffic. The digital proposed in the RFP is deployed in areas that focus on the pedestrian traffic.

Q: How do the current sponsors integrate into the new inventory if you ultimately choose to bifurcate the bid and accept multiple vendors?

A: If the properties are bifurcated, then we believe that the sponsor list from each venue should have the first right to buy integrated programs and exterior signage on their respective venue.

Q: How do you create packages that are category exclusive within the district when there are properties that are not controlled by the Suns or Diamondbacks and therefore could be leased by other parties not affiliated with either team?

A: Conditions may require language of "limited exclusivity" that are adhered to within defined boundaries (the boundaries of this RFP, per se).

Challenges & Solutions for Implementing & Maximizing a Successful Sign District

Q: How do you realize your vision of having an entertainment destination place within the City with bright lights without the district becoming another billboard district?

A: It is critical to the success of the sign district to have effective and engaging activation and programming. The activation and programming can be done in one of two ways:

- a) You can have activation that is paid for and requested by the sponsor (product sampling, sports related activities, etc.).
- b) You can have activation that is required by the key stakeholders and included in sponsorship packages (concert series, valet, etc.).

Q: Could the State of Arizona require permits as well as the City?

A: If the signage is designated as off-premise advertising signage and is located within 660 feet of a state controlled route or a federal controlled route, then a state permit will be required. If a state permit is required, then the state controls size of the displays, spacing between signs and lighting.

Q: Can we create special areas for street level activation and programming to enhance the consumer experience?

A: Yes. The open Plaza areas outside the US Airways Arena and Chase Field are natural gathering points for everyday activation from live music and entertainment to marketer activation. Once selected as your partner, we will work with your promotional team to create packages that include street level activation for your sponsors in these areas.

Q: How do we integrate new sponsors and branding partners that may compete with existing sponsors, and should we allow competition between sponsors?

A: Again, we believe that existing sponsors should have the right of first refusal to place signage at the proposed locations. If those existing sponsors choose not to exercise their right of first refusal, then we would request that we be allowed to actively market the signage and branding opportunities to other clients within the same category.

Q: Who is responsible for any street level activation and programming, and who receives the revenue for such activation and programming?

A: We believe that the teams are responsible for any programming and activation. The teams should also receive a larger portion of the revenue because they are facilitating the activation and programming. We suggest that the stake holders secure an activation partner/events company to facilitate such activity within the District that would coordinate programming with the vendor(s) that are selected.

Q: Are there ways to have a bright lights or signage district and remain “eco friendly”?

A: As a company, we have led the country on different initiatives that are designed to push the envelope on furthering everyone’s goal to have a healthy and eco-friendly environment. We have deployed a new way to illuminate the signage, using half of the electricity that was used in the past. We continue to challenge LED manufacturers to construct energy-efficient LED displays, and they have recently deployed displays that now run on 120v service, a further reduction of energy consumption. Finally, Clear Channel has led the industry in deploying light weight vinyl and glueless poster displays, again reducing waste. We will continually look for ways to be more energy efficient in the months and years to come.

Challenges & Solutions for Implementing & Maximizing a Successful Sign District

Q: How does the district attract national brands as the large majority of sponsors rather than local advertisers?

A: Clear Channel has a presence in 49 of the top 50 markets and on 5 continents around the globe with close to one million displays. One of the many valuable assets that Clear Channel has is that they are able to attract national buys from around the country with copy that is attractive and creative. We believe that it is important to have creative copy so that it will keep the consumer engaged and interested in the message displayed. Additionally, typically the higher revenue will be derived from a national base of advertisers. To illustrate the importance of having 45 national sales offices, in the last 2 years, 10 markets have sold inventory at Westgate City Center in Glendale, Arizona.

Q: Should this inventory be packaged in with national buys or be sold as a stand alone entity?

A: We believe that it can, and often does, get sold both ways. We will have a local sales person dedicated to this project to work on selling stand alone locations. We also believe it to be critical to have our national sales staffs around the country work on national campaigns.

Q: Can we create dimensions and sizes that are attractive to the key stake holders and the national sponsors?

A: It is important to have signage that is proportional to what the advertising community is used to purchasing so they do not have to modify the copy that they are deploying around the country. We also believe that there should be marquee, or landmark locations within the district that will be a different proportion but work well within the district because they attract the attention of the consumer. Finally, we believe that it is important that when deploying full-motion LED or similar technology, the displays need to be in a ratio that is high definition compatible.

Q: Can signage be attached to existing buildings that do not currently have the infrastructure to support the large, and heavy displays?

A: Typically the answer is yes. However, it will require extensive review of the facilities and possibly additional structure to be put in place to hold the multiple units around the venues. CCBC is very familiar with the placement of large scale spectacular signage on walls, rooftops and pylons. We have engineers on our staff that have solved unique engineering challenges throughout their career as well as an operations staff that is well versed in the challenges of constructing and operating walls and rooftop locations across the country.

Q: How can the teams be assured that any maintenance issue (lights, copy, etc) will be dealt with swiftly?

A: The key to maintaining the signage and branding opportunities correctly is to be proactive with your maintenance programs. We inspect signage every time we install new copy. We inspect lighting on every sign at least once a week and address lighting issues immediately. Additionally, we will be installing a camera system to daily monitor the signage from our offices.

5

SIGNAGE DESIGN & LOCATIONS

Signage Location Plan



**POINTS OF INTEREST
SURROUNDING THE
DISTRICT:**

- Convention Center
- Arizona Science Center
- Copper Square
- Symphony Hall
- Heritage Square Park
- Residential
- Courthouse
- City Hall
- Orpheum Theatre
- Herberger Theatre
- Arizona Center (Mall)
- Dodge Theatre

Signage Location Plan



US Airways Center **1ST & JEFFERSON**

This fantastic space was obviously made for activation on game days or before an event. Facing the heart of downtown Phoenix and one block away from City Scape, an unprecedented opportunity to enliven a downtown with year-round scheduled activity is easily achievable. Our plan is to turn the circular space in to an enclosed plaza filled with color, energy & light; complete with a functioning permanent ticket booth that also doubles as a sound stage. Full-motion LED screens flanking the entry to

the arena can work in conjunction with the sound system built in to the round space. These screens will read to pedestrians in the plaza but also easily reach vehicular and pedestrian traffic many blocks away. Marketers will take advantage of the open area by bringing their products beyond the store front and in front of patrons so they can experience them. This opportunity will work in conjunction with media and sponsorship.



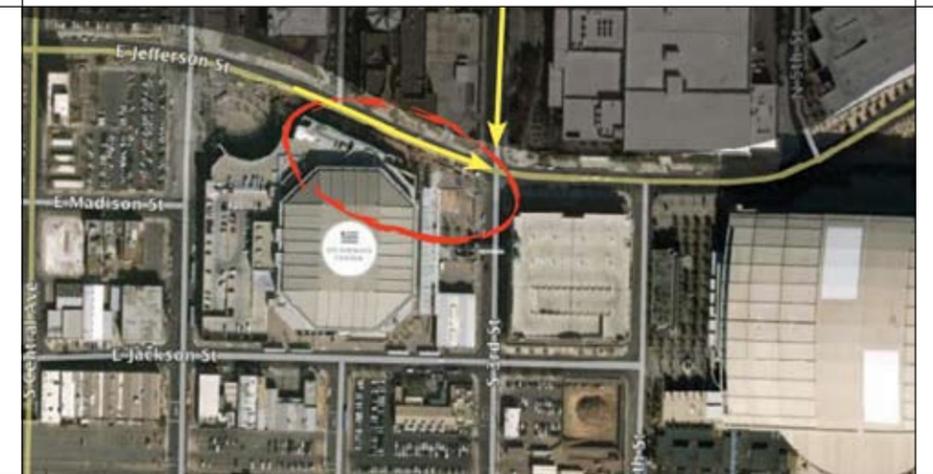
Signage Location Plan



US Airways Center **3RD & JEFFERSON**

Located on the corner of 3rd Street & Jefferson Street and across the street from the PHX Conference Center, this space is considered central, or the heart of the district.

This corner has immense potential for creative sign massing applications that will demand top dollar due to its exposure on big game days, an evening concert and everyday vehicular traffic passing on the always busy Jefferson Street, a main artery through downtown Phoenix.



Signage Location Plan



Parking Ramp & Facade **JEFFERSON**

Color, energy & light radiate from the parking structure facade as innovative media structures define the District and complement the architecture.

Sign massing has dream-like, long approach reads to four lanes of one way traffic on Jefferson Street, a busy downtown thoroughfare.



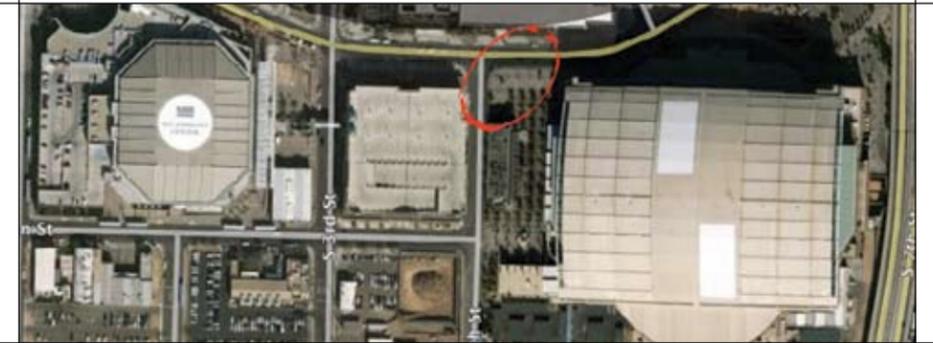
Signage Location Plan



Chase Field, Arizona D-Bucks Plaza

4TH & JEFFERSON

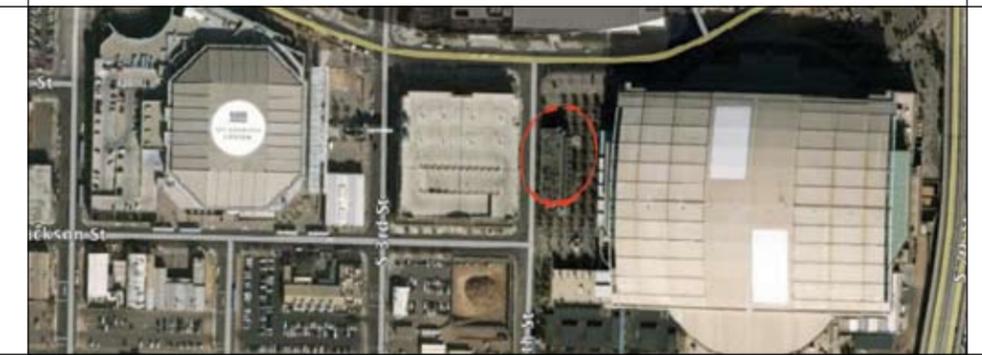
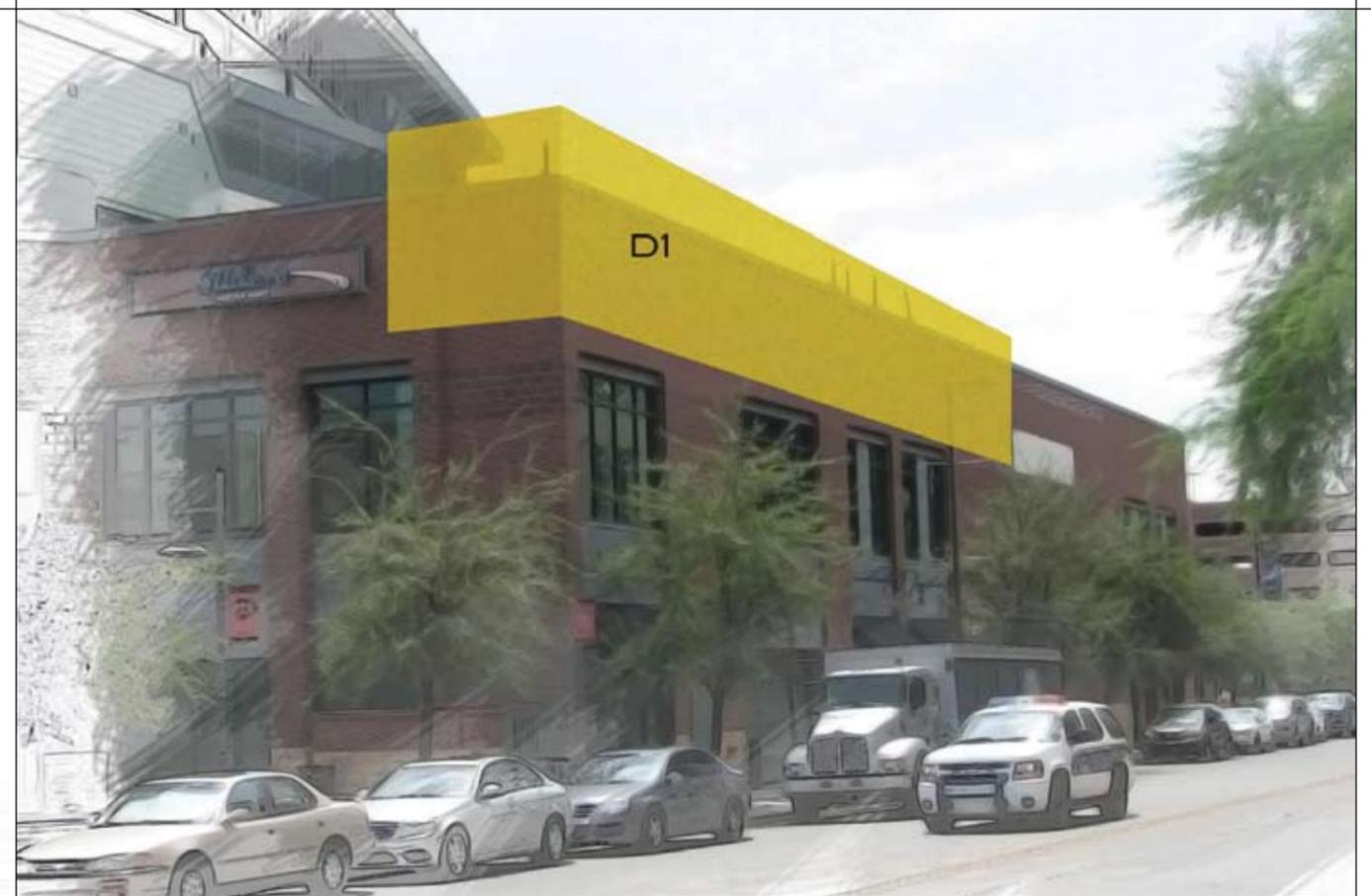
Located on the northwest corner of the D-Bucks property, this open space appears ripe for exploring a build-out similar to concept 'A'; complete with dedicated open space area for various activation, a stage for performing and a functioning information/ticket booth. Sign massing that reads to Jefferson but that is also set back in to the plaza would have ideal reads for game day or any day. Finally, 4th Street between Jefferson and Jackson is perfect real estate for a temporary street closure and creating a block party-style scene.



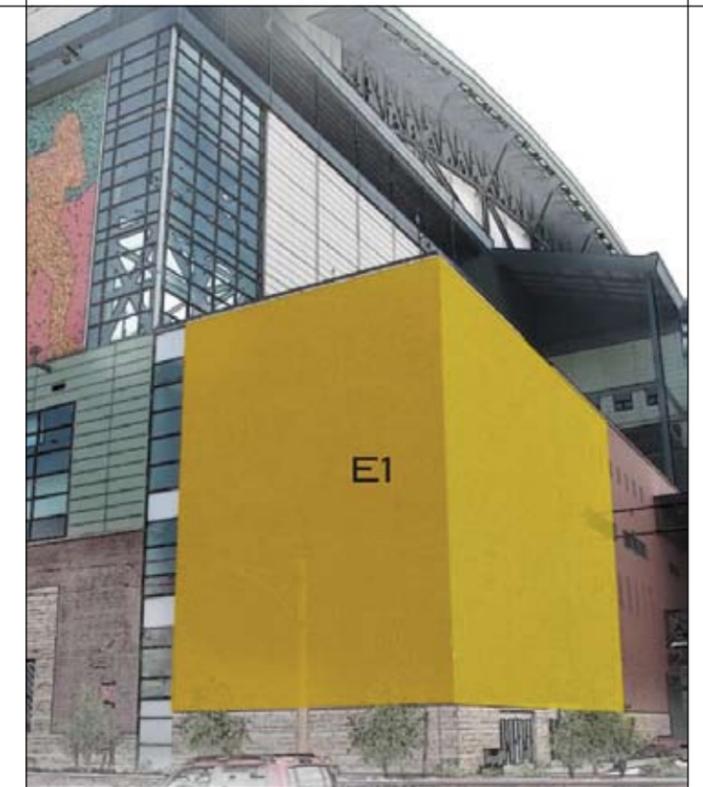
Signage Location Plan

Chase Field, Arizona D-Backs Plaza
4TH & JEFFERSON

The red brick building located centrally in the D-Backs plaza space is ideal for signage placement. This sign would read to Jefferson, but also to traffic on 4th Street and achieving rock star exposure on game days as pedestrians flood the area waiting to enter the stadium or enjoying pre-game entertainment.



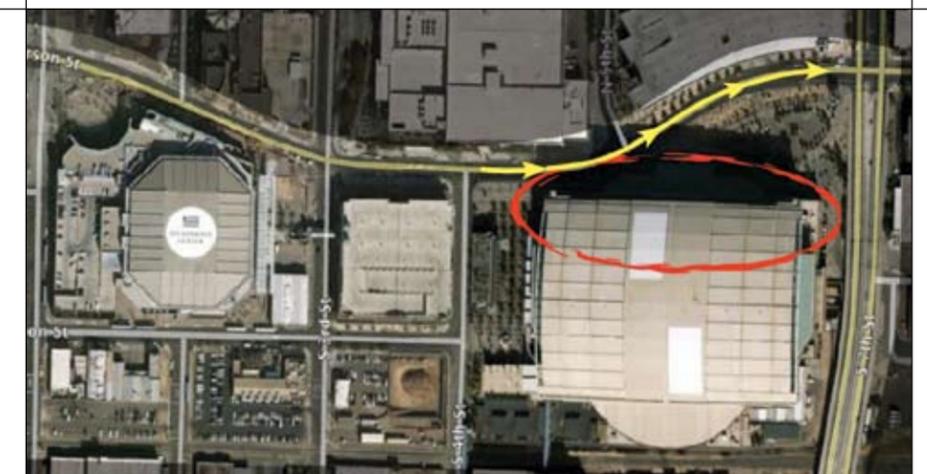
Signage Location Plan



Chase Field, Arizona D-Backs

JEFFERSON

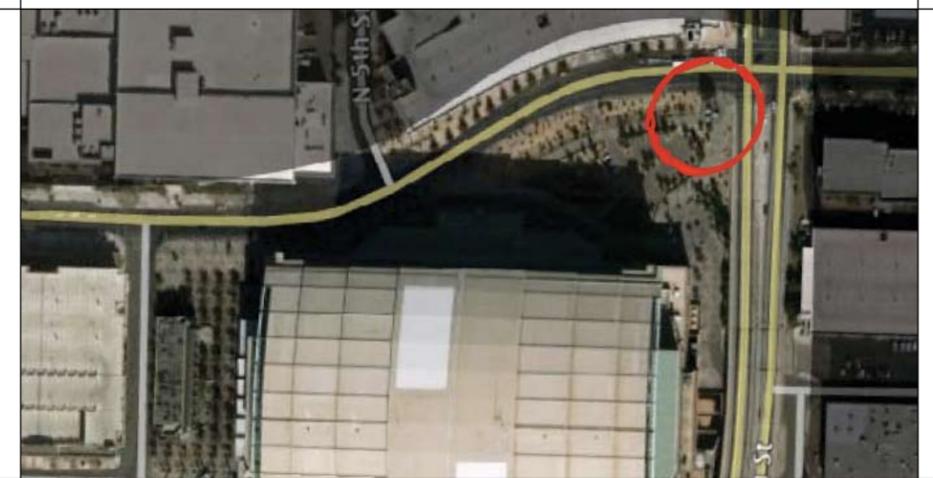
Defining the eastern border of the district and boasting perhaps some of the most highly exposed signs in the District, this set of advertising opportunities would make a marketer's mouth water with the potential it holds. Off the charts traffic on 7th Street and Jefferson Street make this corner an extremely valuable asset to any advertiser's media buy.



Signage Location Plan

D-Backs Corner, Three-Sided LED Tower **7TH & JEFFERSON**

Three digital boards display crystal clear creative to arguably the busiest corner in the District. We propose elevating this structure to a minimum of 100 feet, raising the clarity pitch of the LED structures and converting the entire unit into a multi-advertiser media tower. This will become an automatic distinct entry point in to the District.

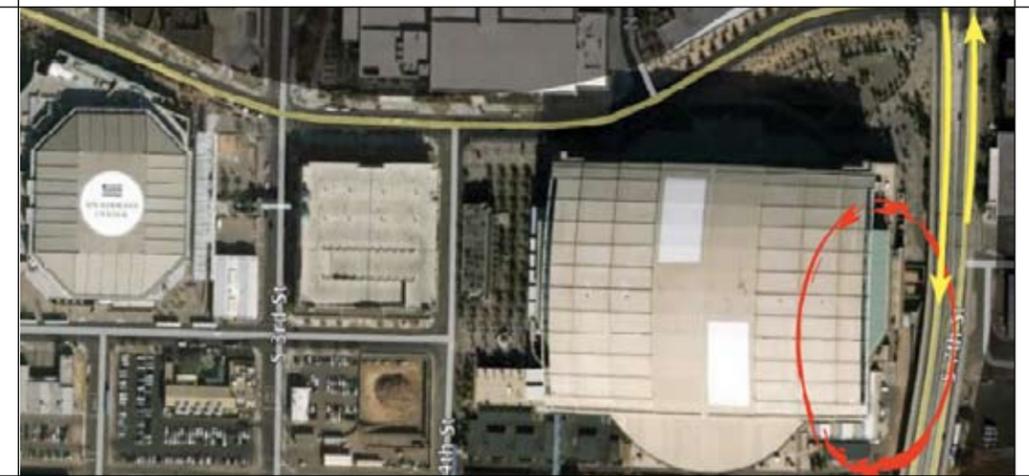


Signage Location Plan



Chase Field, Arizona D'Backs
7TH & JEFFERSON

Reading to the always busy northbound and southbound 7th Street thoroughfare and bordering the eastern portion of the District, these unique opportunities are perfect for embellishments or another unique application. Advertisers won't want to miss the opportunity to reach morning and afternoon rush hour, plus game day traffic which naturally creates long, brand building reads.

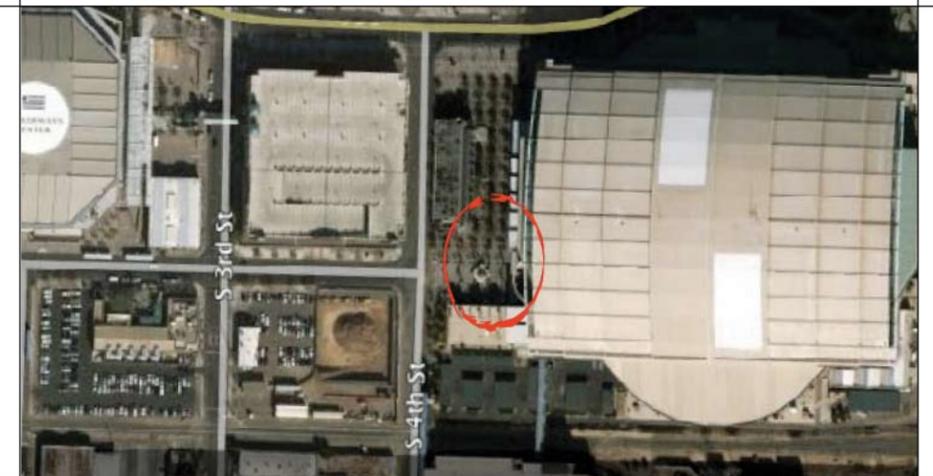
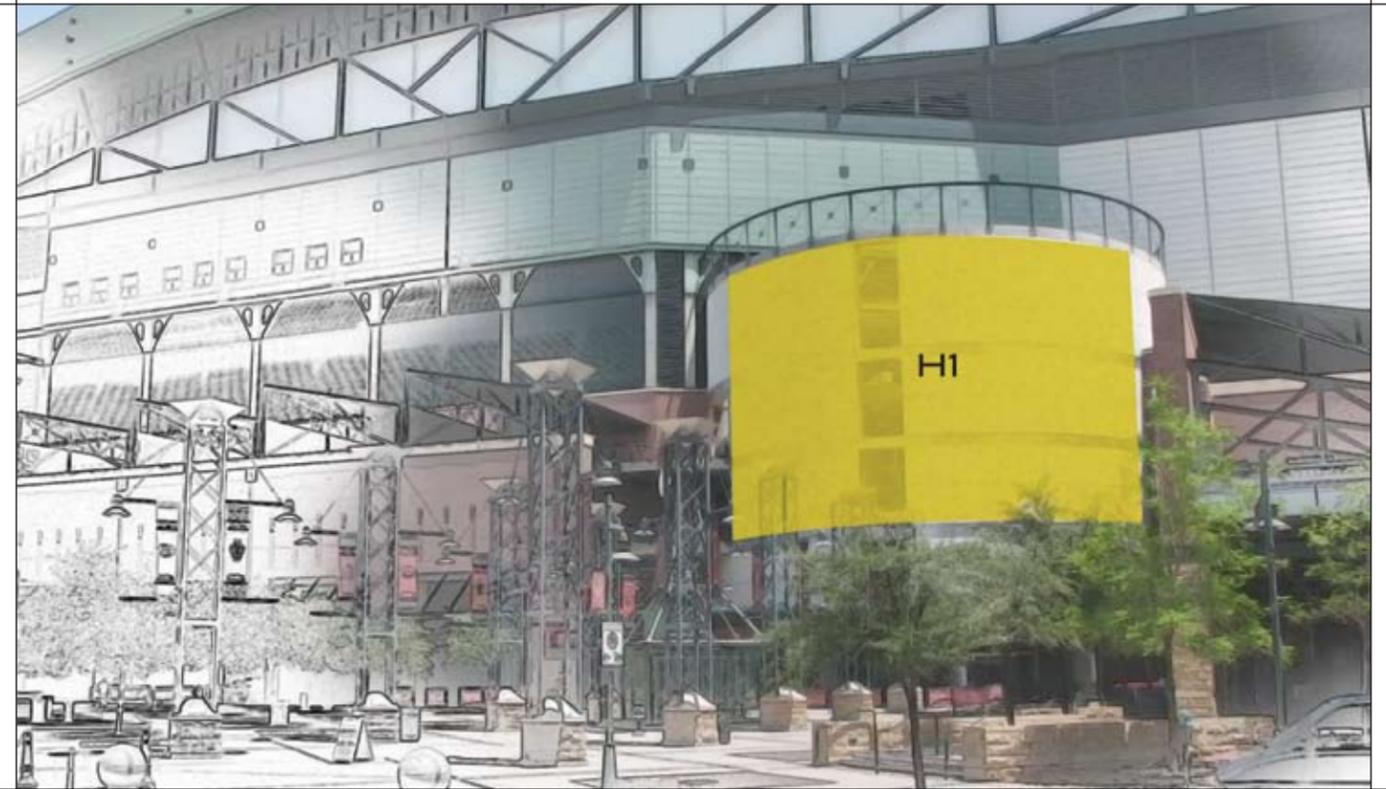


Signage Location Plan

Chase Field, Arizona D-Backs Plaza

4TH STREET

The D-Backs plaza area is a hot spot of consumers in leisure mode with their guard down and their wallets full; the perfect opportunity to build brand and reach targets in an experiential environment. This sign location is near the ticketing and entry gates to the stadium potentially reaching a sell out crowd of almost 50,000.



Signage Location Plan



US Airways Center, Parking Facade

1ST STREET

The façade of the US Airways parking ramp is an ideal opportunity for an advertiser to own an entire city block with reads to Jackson Street and 1st Street, a main artery in to the heart of downtown.



Signage Location Plan



US Airways Center, Parking Facade

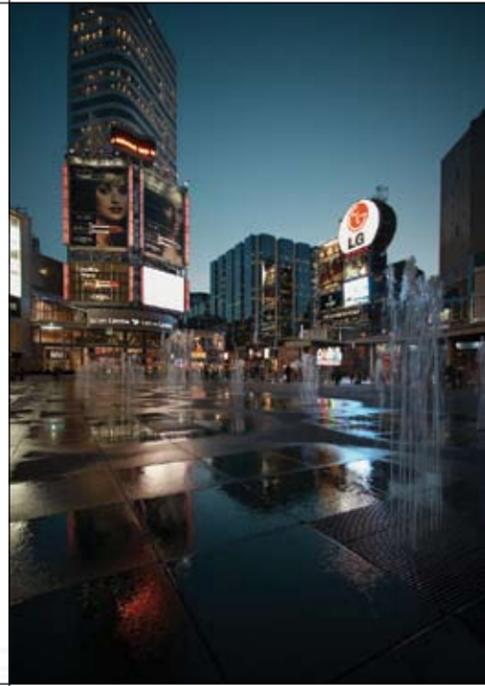
1ST STREET

Facing downtown and near the entrance to the US Airways Center, these signs are highly exposed at all times. Complementing the massing in section 'A' and with reads from CityScape and beyond, many opportunities exist for an advertiser to execute a unique and eye catching application, (eg: extensions, lighting embellishments, etc).



Sign Districts from Around the Globe

DUNDAS SQUARE, TORONTO

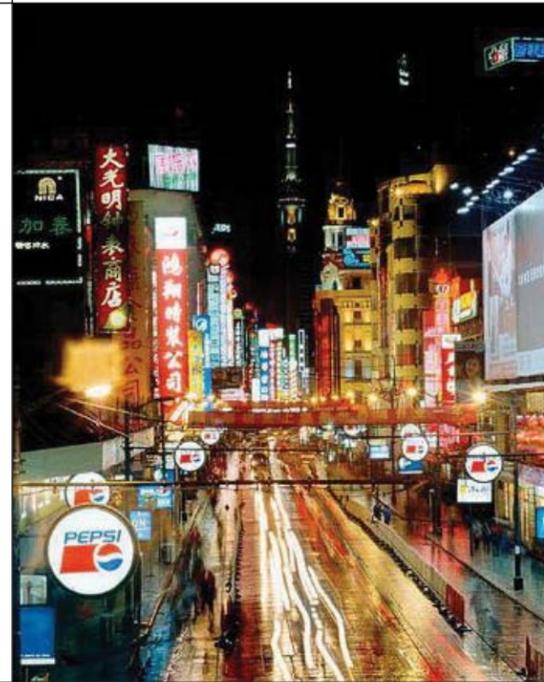


TOKYO, JAPAN



Sign Districts from Around the Globe

SHANGHAI, CHINA



TIMES SQUARE, NEW YORK



Sign Districts from Around the Globe

BLOCK E, MINNEAPOLIS



WESTGATE, GLENDALE



Typology of Signs

FACIA-MOUNTED SIGNS

A flat sign that is mounted on a wall and whose face runs parallel to the wall. A fascia-mounted sign might project from the wall on which it is mounted. Can be made from a variety of materials and forms including cast aluminum, bronze, acrylic or resin, individual letters / numerals or plaque, or sculptural element.



FULL COLOR PRINTED MEDIA

Banner type signs made of fabric, plastic, mesh, perforated scrim or other non rigid material which has no enclosing framework. Finishes include but are not limited to painting, screen print, digital print, or vinyl graphics.



BLADE SIGN

A type of projecting sign mounted on a building facade or storefront pole or attached to a surface perpendicular to the sign's surface and the normal flow of traffic. May be three-dimensional.



Typology of Signs

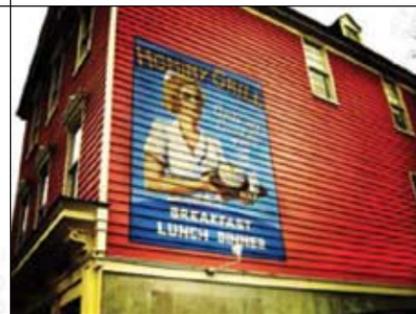
HANGING SIGN

A double faced sign that hangs from a bracket or support and projects from a wall, building or pole.



PAINTED WALL SIGN

May be for commercial or non-commercial (artist, etc.) purposes. Only permitted on the sides of buildings. Not permitted on building facades.



WINDOW GRAPHICS

Imagery applied directly to store or building front windows, materials may include:

- Paint
- Applied vinyl
- Opaque and semi-opaque application

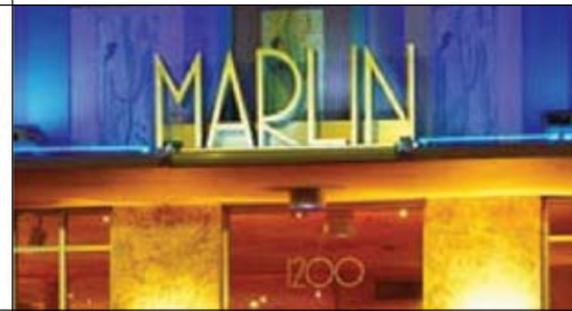


Typology of Signs

PAN CHANNEL LETTERING

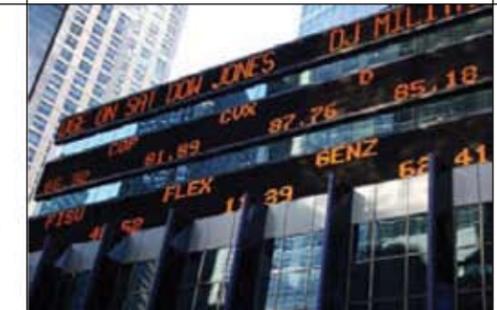
Included:

- Pan Channel Lettering with internal illumination
- Halo Lit Reverse Pan Channel Lettering
- Open-Face Pan Channel Lettering



ELECTRONIC MESSAGE CENTER

A sign that utilizes computer-generated messages or other electric means of changing text. Changeable message displays / signs may use incandescent lamps, LEDs, LCDs, Flat-panel displays, and other technologies. Can also include LED Reader Boards.



FIBER OPTIC DISPLAY

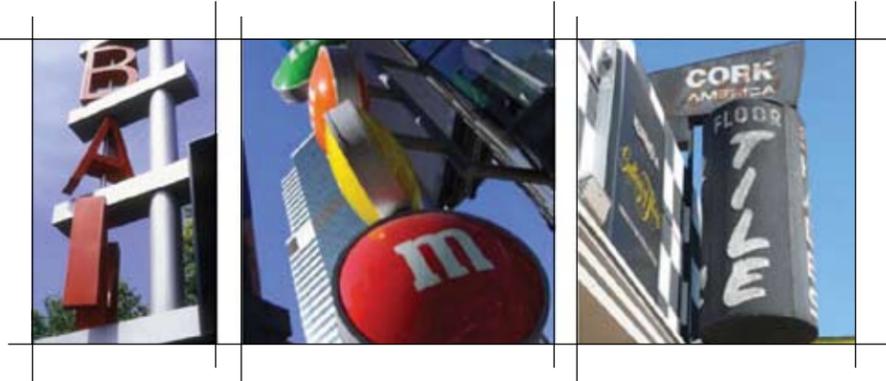
A type of sign that transmits the message utilizing light directed through threadlike fibers of glass or plastic.



Typology of Signs

KINETIC SIGN

A sign that has the ability to move up to 360 degrees because of either the presence of an electric motor to drive its moveable parts or environmental (wind, gravity) catalyst. All or a portion of the sign may revolve/animate at a steady or variable speed.



SCULPTURAL SIGN

A sign that has a three dimensional / iconic form.



NEON SIGN



Typology of Signs

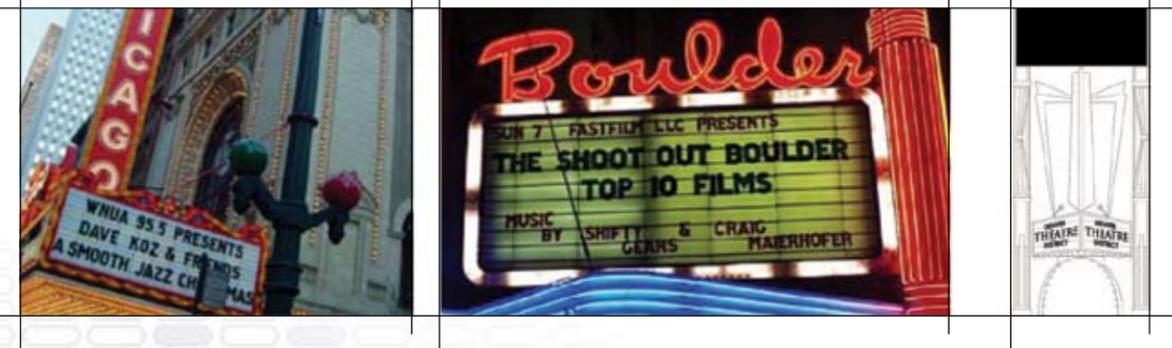
TRANSLUCENT / MESH MATERIAL

Ideal for placement over windows; result is a viewable message from a distance while maintaining unobstructed visibility from behind the window.



MARQUEE SIGN

Large-scale, visually active landmarks within the Theatre District that contain changeable information.



PROJECTED LIGHT



Typology of Signs

TRI-VISION SIGN

Changeable three-picture sign that cycles through three static images.



SIGN WITH 3D EXTENSION



MONUMENT OR KIOSK SIGN

Visually active landmarks within the Theatre District that contain changeable information and (if kiosk) are occupied by personnel. Possibly illuminated at night. Kiosks may contain additional signage above.





INFRASTRUCTURE

Operational Needs & Infrastructure Costs

There are many steps that go into site evaluation for signage. Other than the obvious steps of making sure that there is demand for a location from an advertiser perspective and assuring that sight lines are maximized, there are a few other steps that we would like to briefly describe. Those steps are the following:

STRUCTURE STABILITY OF EXISTING VENUES

We will perform a site analysis and review all building drawings and structural engineering calculations with the Engineer of Record for the existing venues. We believe that each sign location needs to be engineered to accept the maximum weight, even though the maximum weight signage may not be immediately contemplated. The International Building Code (IBC) is the baseline factor we use to determine required dead load and wind load for each location. Currently we are

supporting the 2006 IBC standard of 110 mph wind load and 30 lbs. per square foot dead load.

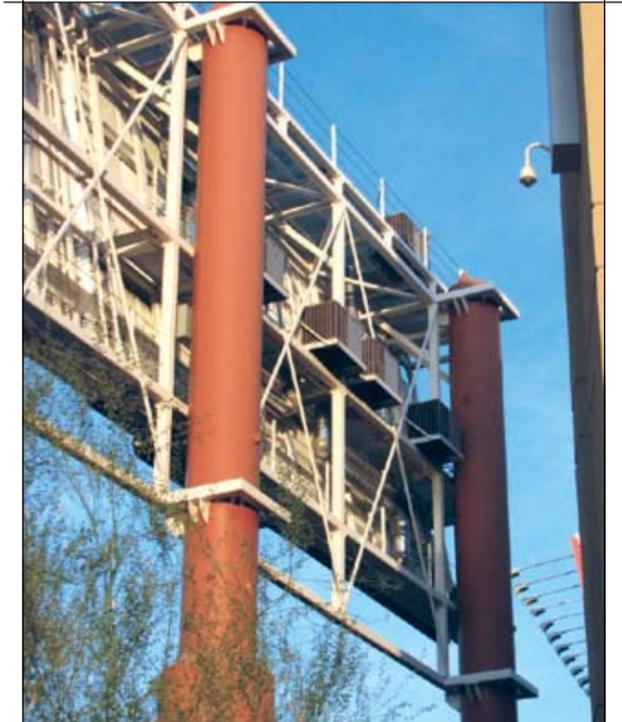
UTILITY ACCESSABILITY

We need to work with the key stake holders to ensure that utility lines, including electrical and data lines, have the ability to be run to each site.

ON-GOING OPERATIONAL ACCESS

We believe that it is critical to not only evaluate existing infrastructure from a standpoint of construction but each site needs to be evaluated from a standpoint of maintaining the signage as well. We will need to access the signage from time to time with relatively heavy equipment (ie: cranes or bucket trucks). We will need to make sure that the ground treatments, including the plazas and sidewalks, can be traversed by large equipment. If it cannot be traversed by

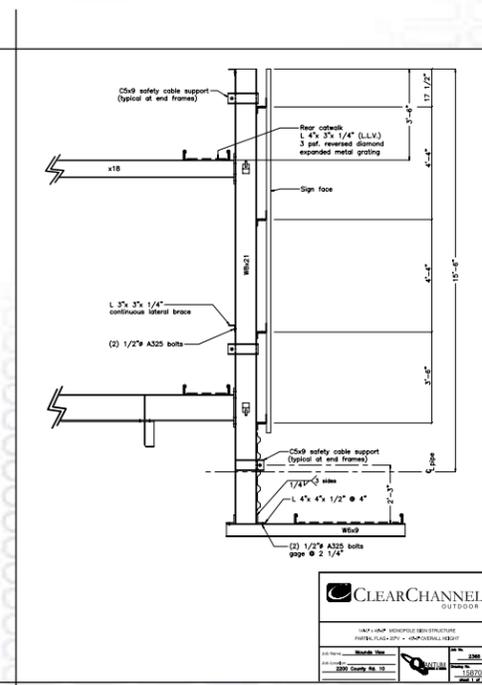
heavy equipment, which is typically the case, then we will need to plan for light weight equipment. The type of equipment should be taken into account when analyzing a pro forma. We also need to fabricate the signage in a way that is easily accessible, which will limit the need for heavy equipment as well.



Considerations for on-going maintenance include installing catwalks, safety cables and proper points of access.

COST ANALYSIS

Based on certain assumptions that will need to be verified prior to fabrication and installation of the sign displays, we have provided you with a rough analysis of capital, electrical and maintenance costs for your consideration.





INFRASTRUCTURE

Operational Needs & Infrastructure Costs

Panel reference	H	W	Sq ft	Structure type	Display type	Phase	Structure Capital	Display Capital	Electrical per mo.	Maintenance per mo.	Operations	Contingency
Advertising Assets:												10%
Sign Position A1	30	75	2,250	Bulletin	LED	I	\$416,250.00	\$1,800,000.00	\$2,137.50	\$1,406.25	\$562.50	\$410.62
Sign Position A2	30	75	2,250	Bulletin	LED	I	\$416,250.00	\$1,800,000.00	\$2,137.50	\$1,406.25	\$562.50	\$410.62
Sign Position A3	30	250	7,500	Bulletin	Spec	III	\$1,387,500.00	\$375,000.00	\$862.50	\$4,687.50	\$1,875.00	\$742.50
Sign Position F1	15	35	525	Exist	LED	-	\$97,125.00	\$525,000.00	\$498.75	\$328.12	\$131.25	\$95.81
Sign Position F2	15	35	525	Exist	LED	-	\$97,125.00	\$525,000.00	\$498.75	\$328.12	\$131.25	\$95.81
Sign Position F3	15	35	525	Exist	LED	-	\$97,125.00	\$525,000.00	\$498.75	\$328.12	\$131.25	\$95.81
Sub Total - Digital			13,575				\$2,511,375.00	\$5,550,000.00	\$12,896.25	\$8,484.38	\$3,393.75	\$2,477.44
Panel reference	H	W	Sq ft	Structure type	Display type		Structure Capital	Display Capital	Electrical per mo.	Maintenance per mo.	Rotations Installations	Contingency
Sign Position B1	20	100	2,000	Bulletin	Spec	II	\$370,000.00	\$100,000.00	\$230.00	\$250.00	\$1,500.00	\$198.00
Sign Position B2	40	200	8,000	Frame	Mesh	I	\$28,000.00		\$920.00	\$1,000.00	\$1,500.00	\$342.00
Sign Position B3	36	10	360	Bulletin	Spec	III	\$66,600.00	\$18,000.00	\$41.40	\$45.00	\$270.00	\$35.64
Sign Position B4	36	10	360	Bulletin	Spec	III	\$66,600.00	\$18,000.00	\$41.40	\$45.00	\$270.00	\$35.64
Sign Position B5	36	10	360	Bulletin	Spec	III	\$66,600.00	\$18,000.00	\$41.40	\$45.00	\$270.00	\$35.64
Sign Position B6	36	10	360	Bulletin	Spec	III	\$66,600.00	\$18,000.00	\$41.40	\$45.00	\$270.00	\$35.64
Sign Position B7	15	30	450	Frame	Mesh	III	\$1,575.00		\$51.75	\$56.25	\$337.50	\$44.55
Sign Position B8	15	50	750	Frame	Mesh	III	\$2,625.00		\$86.25	\$93.75	\$562.50	\$74.25
Sign Position C1	45	20	900	Bulletin	Spec	I	\$166,500.00	\$45,000.00	\$103.50	\$112.50	\$675.00	\$89.10
Sign Position C2	30	100	3,000	Frame	Mesh	I	\$10,500.00		\$345.00	\$375.00	\$2,250.00	\$297.00
Sign Position C3	30	45	1,350	Frame	Mesh	I	\$4,725.00		\$155.25	\$168.75	\$1,012.50	\$133.65
Sign Position C4	60	20	1,200	Frame	Mesh	II	\$4,200.00		\$138.00	\$150.00	\$900.00	\$118.80
Sign Position C5	60	20	1,200	Frame	Mesh	II	\$4,200.00		\$138.00	\$150.00	\$900.00	\$118.80
Sign Position C6	30	150	4,500	Frame	Mesh	III	\$15,750.00		\$517.50	\$562.50	\$3,375.00	\$445.50
Sign Position C7	30	100	3,000	Frame	Mesh	II	\$10,500.00		\$345.00	\$375.00	\$2,250.00	\$297.00
Sign Position D1	20	60	1,200	Bulletin	Spec	II	\$222,000.00	\$60,000.00	\$138.00	\$150.00	\$900.00	\$118.80
Sign Position D2	15	60	900	Bulletin	Spec	I	\$166,500.00	\$45,000.00	\$103.50	\$112.50	\$675.00	\$89.10
Sign Position E1	40	80	3,200	Frame	Mesh	I	\$11,200.00		\$368.00	\$400.00	\$2,400.00	\$316.80
Sign Position E2	30	25	750	Frame	Mesh	II	\$2,625.00		\$86.25	\$93.75	\$562.50	\$74.25
Sign Position E3	30	25	750	Frame	Mesh	II	\$2,625.00		\$86.25	\$93.75	\$562.50	\$74.25
Sign Position E4	30	25	750	Frame	Mesh	II	\$2,625.00		\$86.25	\$93.75	\$562.50	\$74.25
Sign Position E5	30	25	750	Frame	Mesh	III	\$2,625.00		\$86.25	\$93.75	\$562.50	\$74.25
Sign Position E6	30	25	750	Frame	Mesh	III	\$2,625.00		\$86.25	\$93.75	\$562.50	\$74.25
Sign Position E7	30	25	750	Frame	Mesh	III	\$2,625.00		\$86.25	\$93.75	\$562.50	\$74.25
Sign Position G1	20	35	700	Frame	Mesh	II	\$2,450.00		\$80.50	\$87.50	\$525.00	\$69.30
Sign Position G2	20	60	1,200	Frame	Mesh	III	\$4,200.00		\$138.00	\$150.00	\$900.00	\$118.80
Sign Position G3	20	60	1,200	Frame	Mesh	III	\$4,200.00		\$138.00	\$150.00	\$900.00	\$118.80
Sign Position G4	20	60	1,200	Frame	Mesh	III	\$4,200.00		\$138.00	\$150.00	\$900.00	\$118.80
Sign Position G5	15	45	675	Bulletin	Spec	I	\$124,875.00	\$33,750.00	\$77.62	\$84.38	\$506.25	\$66.83
Sign Position H1	45	60	2,700	Frame	Mesh	I	\$9,450.00		\$310.50	\$337.50	\$2,025.00	\$267.30
Sign Position I1	50	150	7,500	Frame	Mesh	I	\$26,250.00		\$862.50	\$937.50	\$5,625.00	\$742.50
Sign Position I2	50	600	30,000	Frame	Mesh	I	\$105,000.00		\$3,450.00	\$3,750.00	\$5,625.00	\$1,282.50
Sign Position I3	40	80	3,200	Bulletin	Spec	II	\$592,000.00	\$160,000.00	\$368.00	\$400.00	\$2,400.00	\$316.80
Sign Position I4	50	50	2,500	Frame	Mesh	II	\$8,750.00		\$287.50	\$312.50	\$1,875.00	\$247.50
Sub Total - Static			88,465				\$309,627.50	\$515,750.00	\$10,173.48	\$11,058.12	\$66,348.75	\$8,758.04
Total			102,040				\$2,821,002.50	\$6,065,750.00	\$23,069.72	\$19,542.50	\$69,742.50	\$11,235.47

SALES/MARKETING

Marketing Plan

OVERVIEW

Clear Channel Outdoor maintains one of the largest, most experienced and knowledgeable out-of-home sales and marketing forces in the world. We have over 570 sales professionals in 50 markets nationwide, including 19 of the top 20 markets. Our comprehensive network of sales professionals assures successful business development and aggressive sales results from a broad spectrum of advertisers and allows us to take advantage of the continuing growth of Phoenix as a key market for national advertisers. Clear Channel's vast media portfolio allows today's top advertisers the opportunity to purchase a diverse range of out-of-home advertising programs including billboards, transit and street furniture, malls, airports and radio.

Our goal is to maximize the revenue potential of the City's Downtown Signage District using our vast sales and marketing network and client base as well as our innovative web-based sales tools and proven ability to drive advertising rates and increase sales in the Phoenix market. We believe that we have a significant advantage and unique ability to achieve this goal from contract inception, with our existing presence and our capacity to immediately incorporate the selling of Spectacular advertising into our existing portfolio of major local and national advertisers and agencies.



Westgate City Center. Glendale, Arizona

No other media company offers our local, regional, national and international marketing reach. We believe there is significant untapped potential in the Phoenix market, both in pure population growth as well as the growth of the unique media assets in Downtown Phoenix. The Phoenix metropolitan area has experienced significant growth in recent years,

and Phoenix continues to be one of the fastest growing cities in the country. Phoenix was also a relatively late developing market in the outdoor advertising industry. As a result, this is a market place that, unlike New York or Los Angeles, is far from saturated with outdoor offerings.

Marketing Plan

STRATEGY

Clear Channel's sales strategy is three pronged:

- Capitalize on our proven track record to drive demand by communicating product value and expand the demand for Spectacular, Times Square-style advertising in Downtown Phoenix
- Drive local, regional and national sales utilizing our network of over 570 national sales executives dedicated local account executives, and the outdoor industry's most cutting edge applications in proposal generation, campaign execution transparency, and post sale proof-of-performance systems.
- Continue to collaborate with leading marketers on integrated marketing programs that marry one-of-a-kind signage with unprecedented consumer experiences.

Capitalize on Experience and Proven Track Record

We know that the City of Phoenix values financial strength and performance. Clear Channel Branded Cities/Clear Channel Outdoor has a proven track record generating increased revenues on an international, national and local level. The City itself has directly benefited from our proven ability to significantly drive revenues. We believe that it is our extensive experience in the outdoor advertising industry as well as our knowledge and understanding of the Phoenix market that has allowed us to take advantage of this growing market and realize significant untapped potential. We anticipate that the Phoenix market will continue to grow, in particular over the long term of the proposed contract period, offering significant opportunity for a vendor that is both experienced and aggressive.

affairs for Region 2 Clear Channel Outdoor, Inc. and six years as vice president of real estate and public affairs for Clear Channel Outdoor, Inc. in Minneapolis.

Branded Cities has a close working relationship with the Phoenix local branch of Clear Channel Outdoor. We regularly meet and consult together on sales strategy and co-pitch our respective inventory to maximize our visibility in the market.

Aggressive Sales and Marketing Campaign

If we are the successful proposer, we plan to implement an ambitious and energetic sales and marketing campaign. We will immediately strengthen our sales team in the the local Phoenix market, in addition to the current sales force of the Arizona Division as well as the support of over 570 national sales professionals in all top advertising markets. Our team will develop detailed sales presentations for all related inventory, with supporting information in the form of customized proposals, product feature/benefit one-sheets, geocoded maps, testimonials, and case studies to name a few. In addition, we will assemble road show teams to call upon leading local, regional and national clients and media buying agencies. We plan to continue to grow our sales force as the Downtown Signage District progresses.

To achieve potential gains in both volume and rate levels, we plan to emphasize the uniqueness of this media and its targeted market reach. Clear Channel Branded Cities is determined to make the City's Downtown Signage District a top management priority

Clear Channel Branded Cities is operated under the leadership of Chris McCarver, general manager and chief operating officer. Chris brings 16 years experience in outdoor advertising, real estate and public affairs to all Branded Cities engagements. Prior to joining the Branded Cities team, Chris served three years as senior vice president of real estate and public



Times Square. New York



Times Square. New York

Marketing Plan

and to frame these programs as presenting a distinct and unique advertising opportunity with guaranteed reach to key areas of the Phoenix market not served by traditional outdoor advertising.

From a strategic perspective, the Downtown area as a media category is an important complement to our other products in the Phoenix market. We believe that the combination of Westgate City Center and Downtown create a highly attractive package, offering the unique ability to reach all four of Phoenix's major sports facilities, encompassing everything from NBA All-Star Games, NFL Super Bowls, MLB & NBA Playoffs, NHL All-Star Games, Tostitos Fiesta Bowls, and every major concert event in the city. This is all in addition to over 175 regular season baseball, basketball, hockey and football games annually.

Emerging Technologies

No medium today benefits more from advances in technology than out-of-home. And no company in the marketplace is better-positioned to exploit and monetize that technology than Clear Channel Branded Cities and Clear Channel Outdoor.

From mobile and Bluetooth, to digital and gaming, we are consistently testing and implementing the state-of-the-art advancements that will enhance visitor experiences.

Our sales staff is trained in every new product we employ, and practiced in crafting proposals that benefit clients and encourage adoption of the latest technology.

For instance, our WestgateMobile implementation in Glendale is the largest North American Bluetooth application in the Clear Channel system. Visitors with Bluetooth-enabled phones and PDA's are alerted to a message with an offer to download valuable content such as movie times and store directories. Sponsors participate by creating their own "channels" to offer special products, virtual coupons, and other downloadable content such as ringtones and video clips.

The creative applications in a real downtown setting are infinite and highly marketable.

Official Partners, Activation, Events and Branded Entitlements

Branded Cities sees an enormous opportunity to package the dynamic media that is sought with high-level activation, events and the option for marketers to reach consumers on a grass-roots level.

Sponsor-driven entertainment such as musical acts, sports demonstrations, celebrations, festivals and more create revenue opportunities that marketers crave.

In addition, specific branded entitlements such as Plaza Naming Rights would be a desirable asset when properly marketed.

Branded Cities brings a well-rounded sales and marketing staff that is highly experienced in these types of integrated sales executions and would employ all resources toward fully exploiting all creative, effective solutions for the benefit of the District.

National, Regional and Local Sales and Marketing Resources

Clear Channel's national sales team, with over 570 account executives, is instrumental in bringing national and regional advertisers to the Phoenix market. Sales offices from around the county have participated in



Westgate City Center. Glendale, Arizona

Marketing Plan



Westgate City Center. Glendale, Arizona

Branded Cities' projects from the very start, and we expect that trend to become more pronounced as we continue to grow. Our national sales force has been instrumental in developing new business, ranging from automobile manufacturers to pharmaceutical, fashion and internet companies, as well as to major package goods and financial service advertisers.

In addition to our national sales, our Arizona Division currently has a sales force with a combined total of over 150 years experience in outdoor advertising sales.

Prominent National Advertisers:

Nissan Motors, NA
MillerCoors
Anheuser-Busch
Qwest
Sprint
Dacor Appliances
Motorola
Jose Cuervo
Comerica Bank
Pulte Homes
Paramount Studios
Prudential Real Estate
Margaritaville
LifeLock, Inc.

Prominent Local Advertisers:

Lifewise Health Plans
Re/Max Preferred Choice
Verrado
Trilogy Homes
Biddulph Mazda
Marley Park
Westgate Living

Sales and Research Tools

To achieve the revenue goals contained in our proposal, Clear Channel Outdoor will deploy a broad range of proprietary sales, demographic and media research applications, which are second to none in our industry. Some of the major resources and market research tools that we regularly use include:

Profiles®. Exclusive, state-of-the-art geo-demographics mapping system which offers advertisers information unlike any other outdoor media company. The system combines advanced, detailed mapping capabilities, along with demographic information.

Mapinfo. Desktop mapping system for Profiles that stores, sorts and maps street files and specific locations pinpointed by latitude and longitude coordinates.

Census Data. Clear Channel Outdoor is a licensee of SRC's Allocate which provides the latest U.S. Census data. SRC provides an estimate of such data annually to reflect ethnic, demographic and growth trends and measures all basic demographic categories.

Mosaic Clusters. Based on Census Data, this application examines advertisers' targeted markets and enables them to determine, for example, an area's ethnic and socio-economic makeup.

Scarborough surveys more than 200,000 adults 18 years and older about their travel habits, such as types of transportation used or total miles traveled.

Mediamark Research (MRI) offers comprehensive demographic, lifestyle, product usage and exposure to all forms of advertising media collected from a single sample on a national basis and is widely used as the basis for media and marketing plans.

Marketing Plan

Media Comparisons. Telmar and Mediamaster allow Clear Channel Outdoor to perform media comparisons to demonstrate how the addition of an outdoor advertising campaign would increase the number of “impressions” for our clients, while lowering their cost per thousand impressions.



The Pier at Caesars. Atlantic City, New Jersey

TNS Media Intelligence. TNS Media Intelligence researches advertising spending habits of any company or brand name across any of the 13 media forms.

Advertising Database. This database provides brand-based data for over 10,000 brands across 50 business categories and 50 states.

Fastpitch®. Clear Channel Outdoor’s proprietary sales program provides real-time access to the company’s inventory and rates to create the most professional sales and marketing proposals.

Creative Xchange®. Clear Channel Outdoor’s internal advertising copy sharing resource which allows us to share the best creative designs between our 70+ creative directors.

Digital Image Library®. Clear Channel Outdoor’s image library assists creative professionals within the advertising community and clients to finalize their advertising programs.

Marketview®. Clear Channel Outdoor’s database that tracks each advertising contract and gives us the ability to assess, on a weekly basis, advertising trends by category, by brand and by geographic area of the country.

Movi Presenter®. Clear Channel Outdoor’s exclusive Metro Outdoor Visibility Index MOVI allows us to render the advertiser’s artwork into a simulated environment for viewing and allows clients to preview their message on a virtual tour, validating their advertising programs before the campaign even begins.

Proof of Performance – WEBPOP®. Recognizing the importance of establishing performance standards and the appropriate removal of sensitive material, Clear Channel has developed an advanced accountability system that provides uniform tracking, posting and verification methodologies. Bar-coding provides real-time proof of execution, which works in conjunction with our Web POP process, KB World reporting system, and the Clear Channel Outdoor Service Guarantee. Collectively, these procedures offer transparency and offer our advertising clients and municipal and transit partners an unprecedented opportunity to audit and monitor critical aspects of our work.

Clear Channel Outdoor Service Guarantee®. Clear Channel Outdoor is the only company in the industry to offer a performance guarantee. The Clear Channel Outdoor Service Guarantee gives our customers assurance that all advertising will be posted in a timely fashion. This guarantee is backed up by a refund policy that no other outdoor advertising company is willing to make.

KB World – Transparent Reporting

KB World is Clear Channel’s innovative posting and accounting software program. The system keeps records of all facets of our business and is designed to monitor the required integral tasks, from posting of advertising copy to collection of revenues. Once a contract is entered into the system, KB World begins a programmed checklist of duties to fulfill that specific contract requirement. It also charts and holds historic posting information for each specific format and stores barcode data from operations. KB World stores contract data, generates billing invoices, proof-of-performance affidavits, aged receivable reports and inventory reports.

Graphics Support

In addition to the tools listed above, we have a full-time, Phoenix-based Art Director and maintain a state-of-the-art creative design and graphics department with advanced Macintosh platform logo design capabilities, which are always available to advertising clients and will be available to the District to assist in the graphic execution of self-promotional material.

THE ARIZONA REPUBLIC

central.com

THURSDAY, MAY 24, 2007

WE HAVE A WINNER



By Erin Zlomek
THE ARIZONA REPUBLIC



Ashley Walsh, 23, of Phoenix, with Halle and Michelle Van Landingham, 44 of Phoenix, celebrate Jordin Sparks' victory Wednesday at Westgate City Center in Glendale.

HOLLYWOOD — Glendale's idol is now America's. Jordin Sparks won the *American Idol* crown Wednesday in a record vote totaling 74 million. At 17, she is the youngest contestant and first Arizonan to take the honor, a title that has turned unknown singers into Grammy winners and music-chart toppers. Sparks bested the Seattle area's Blake Lewis in a finale show that was expected to top 30 million viewers.

"I gave it my all, and I left it all out there," Sparks had said after Tuesday's final competition show.

Sparks was 11 years old when she watched the show's first season and saw her favorite winner, Kelly Clarkson, set the *Idol* precedent.

Since then, she constantly talked about auditioning for the show, according to family and friends.

"When I was 16, I didn't care about getting my driver's license. All I thought was that I

had to get ready for *American Idol*," she said in an earlier episode of the show.

After turning 16, she attended her first *Idol* audition, in Los Angeles. Show producers originally rejected her. She went to a second audition in Seattle in November and made it onto the program.

At Wednesday's results show, seeing Sparks' goal finally fulfilled, her uncle Matt Wiedmann and childhood best friend, Damon Mays, 16, of Glendale, stood on the edge of the Kodak Theatre's fourth-floor balcony and hugged each other when host Ryan Seacrest read her name.

"Oh, my God... I keep thinking to myself, 'It's just Jordin,'" Mays said.

As soon as newly crowned Sparks began a repeat of *This Is My Now*, a tune she also sang Tuesday, Wiedmann and Mays muscled their way through security down to the huge, confetti-strewn arena's pit area.

There, Sparks' brother, P.J., mother, Jodi, and former professional football player father, Phillippi, stood celebrating.

Shortly afterward, they rushed backstage, where they were welcomed and congratulated by *Idol* producer Simon Fuller. Family and friends stood by, waiting for Sparks to emerge from a dressing room before heading off to the show's afterparty.

Before the show, more than 3,000 fans gathered to watch celebrities like Smokey Robinson, Teri Hatcher and others walk the red carpet.

Other stars, including Gladys Knight, Bette Midler and Aerosmith guitarist Joe Perry, performed live during the show.

"This is completely changing Jordin's life," said close family friend J. David Sloan, who owned Mr. Lucky's, a Valley nightclub where a younger Sparks often won singing contests. "She's on her way to stardom."

In the midst of Wednesday's show, Sony BMG President Clive Davis told the audience, "There's a drama about discovering talent that rises to the top." Davis pointed out the *Idol* franchise's success stories. He presented Season 4 winner Carrie Underwood with a special award for selling more than 6 million records and acknowledged Season 5 cast-off Chris Daughtry and his new band for selling 2.5 million records in less than a year.

"I think we're seeing a turning point now in *American Idol*, where getting on the show may be enough to start a career," said Erik Gunther, senior editor of the Yahoo! Buzz index.

Sparks received star treatment right down to her threads, wearing three gowns designed for her by fashion house Badgley Mischka.

Couture designer Mark Badgley said on the red carpet that the former plus-size model's figure flatters.

"Her proportions are nice to work with. She's tall, statuesque and has a nice silhouette... Her size doesn't matter," he said. "It's her confidence."

In Glendale, the weekly rally at Westgate City Center drew a huge crowd that cheered with signs and pompons each time Sparks appeared on the Jumbotron screens.

After Sparks won, Glendale Mayor Elaine Scruggs said, "This is just so wonderful — for Jordin and for Glendale."

Fans Brandi Phillips, 17, and Erika Jeffries, 14, found out Sparks won an hour before it was announced in Arizona.

"I'm so happy for her because she has showed the world that young people have a lot of talent," said Phillips, of Glendale. "She'll be really famous, and she won't let the fame go to her head."

Next, Sparks will complete a round of TV spots, likely with Jay Leno, Ellen DeGeneres and David Letterman.

Fox TV publicists said her schedule is not yet determined.

Family members said Sparks gets only two weeks to spend at home in Glendale before revving up for the *Idol* concert tour, which starts this summer.

After Tuesday's performance, Sparks had said of coming home that she is most excited to "sleep in my own bed, play with my dogs and sit and read books."

MEDIAWEEK

JUNE 12, 2008 \$3.99 VOL. 16 NO. 24

THE NEWS MAGAZINE OF THE MEDIA

Times Square West

CC, Westgate strike eye-popping out-of-home deal

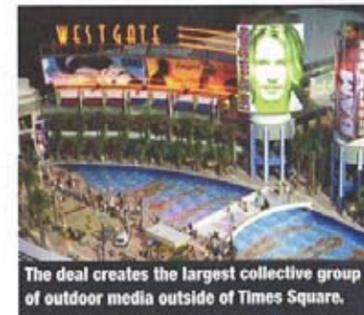
New York's Times Square is getting a desert town-rival. Clear Channel Spectacolor, a division of Clear Channel Outdoor, today will announce a partnership with the developer of the Westgate City Center, a new urban development in Glendale, Ariz., that will occupy a full square mile just west of fast-growing Phoenix. In addition to taking an equity position in the unique project, the 30-year deal gives Clear Channel the rights to manage and lease the largest collective grouping of out-of-home media outside of Times Square.

The Westgate signage will sport the latest in high-tech, eye-popping spectaculars. For the first phase of Westgate's development, due

to wrap in November, Clear Channel is erecting more than 30 electronic signs up to 100 feet high with 80-foot wide panels. All the outdoor media at Westgate, including the more traditional outdoor street-furniture and bulletins, are designed to blend into the architecture and landscape of the center's 500,000 square feet of shops, restaurants, offices, theater complex, convention center, Glendale Arena and the new Arizona Cardinals stadium.

"This isn't just about selling a sign," said Dan Jasper, vp of Spectacolor's branded cities business group, which is already in discussions with several national advertisers. "We have the opportunity to create a strong brand platform for advertisers."

Combining marketing with a business deal, companies can get both category exclusivity in advertising and preferred-provider rights. "With the ability to integrate their products and services into the community itself, we are moving into a new world of truly integrated marketing," said Steve Ellman, chairman and CEO of The Ellman Cos., who refers to Westgate as Times Square West. For example, telecom provider Qwest, in a seven-figure deal, will not only have an advertising presence in Westgate, it also has the exclusive telecommunications rights for the development.



The deal creates the largest collective group of outdoor media outside of Times Square.

The Business Journal

May 25 - June 1, 2008

Phoenix

SPORTS BUSINESS AWARDS - MILLER BREWING

The month Miller became the official beer of Westgate City Center, a mixed-use development in Glendale, AZ, that includes Jobing.com Arena, University of Phoenix Stadium, a hotel, convention center and movie theater.

MarketingDaily

May 6, 2008

MILLER SIGNS AS OFFICIAL BEER OF WESTGATE CITY CENTER

The brewery is the latest sponsor of Channel Branded Cities Westgate City Center, a mixed-use community being built by the Ellman Companies in Glendale, Ariz.

The three-year marketing partnership makes Miller Official Beer of Westgate City Center. The sponsorship creates a primary tenant position for Miller's brands on a 1,500-foot, full-motion LED screen at the development's events plaza, exclusive beer rights at events and activities surrounding the Tostitos Fiesta Bowl, as well as professional football, hockey, auto racing and live music performances taking place at or near Westgate.

SAN ANTONIO BUSINESS JOURNAL

May 6, 2008

Clear Channel Branded Cities, a division of Clear Channel Outdoor, has signed a new advertising agreement with Miller Brewing Co. that will allow the beverage-maker to market its brand at the Westgate City Center in Arizona. Clear Channel Branded Cities was hired by the developer to manage all of the advertising sponsorships for the development. Through this three-year deal with Miller, Clear Channel will display Miller's brand throughout Westgate on outdoor signs as well as broadcast video advertising commercials in the Events Plaza.

MEDIAWEEK

JANUARY 28, 2008 \$3.99 VOL. 18 NO. 4

mediaweek.com

OUT-OF-HOME BY KATY BACHMAN >> kbachman@mac.com

Super Bowl Adjacency

Clear Channel unit moves brands into big game's hood

The TV spots airing during Super Bowl XLII in Glendale, Ariz., Feb. 3 may get all the electronic eyeballs, but the marketers taking advantage of the out-of-home opportunities at Westgate City Center across the street from the stadium may score big points for engaging consumers. Between Jan. 31 and Feb. 3, Westgate's 500,000 square feet of shops, plazas, restaurants and theaters will be host to National Football League legend parades, parties, fireworks, laser shows and concerts.

Through a deal with Clear Channel Branded Cities, which has the 30-year rights to manage and lease the media at Westgate, Sprint not only occupies a premiere location on a 54 foot

by 43 foot wide board, but it is also sponsoring the Sprint Phone-A-Friend. Following the NFL players parade, patrons can have an NFL celebrity place a call to a friend or family member from the big game.

"We are celebrating the 2008 NFL championship game at Westgate because we believe this development is on the leading edge of how big events will be hosted in the future," said Mark Evans, manager, sponsorship and sports marketing for Sprint.

In the days leading up to the Super Bowl, a number of advertisers are betting they'll engage prospective consumers at Westgate as they celebrate the game. Among them are Bud, which is sponsoring a pregame party at Westgate, and Promise, the host of the Promise Cardio Kick-Off: The World's Largest Spread, featuring more than 600 heart-healthy dishes.

"Phoenix may be a watershed for brands and for the NFL," said Dan Jasper, vp of marketing and business development for Clear Channel Branded Cities, a recently formed division to take advantage of the growing trend to combine out-of-home and promotional marketing. "Brands would rather reach people when they're in that consumptive, pregame tailgating mode. They're catching people at optimum points in their experience." ■

>> mediaweek.com/out_of_home

Sprint has taken the huge signage space across the street from the stadium in Glendale.



FINANCIAL STRUCTURE

Revenue Share Plan

FINANCIAL PROPOSAL

We would be prepared to discuss a Revenue Share Plan which is based on CCBC being responsible for the cost of installing the mutually approved signage. We recommend that the installation of the signage is phased with additional inventory only being added once the previously installed signage has been accepted by the marketplace.

The revenue share plan would be based on the stakeholders being paid forty percent (40%) of Gross Revenue until CCBC has received the return on its capital plus a twelve percent per annum (12% p.a.) preferred return thereon, thereafter the stakeholders share of Gross Revenue would be fifty percent (50%).

When creating the District, the key stake holders may determine that an important aspect of the District is to have a digital component added to the District. Clear Channel leads the industry in deploying successful digital signage programs. They can be sold individually or as part of a digital program. It is our recommendation that the digital signage deployed be at a resolution level that is intended for pedestrian traffic. This technology will undoubtedly be much more expensive than typical LED displays that are seen across the country along roadways because the resolution level is much greater. If the key stake holders ultimately chose to have digital technology deployed in the District, then Gross Revenue received from digital signs will be adjusted by deducting the cost of the purchase or lease of the digital units and the costs associated with running the digital units. We will pay the applicable rent monthly based on revenue received. We have attached a pro forma illustrating this offer below.

Downtown Phoenix Total Project Summary August 18, 2008											
	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
PHASE I											
Static		1,371,600	1,349,712	1,497,142	1,652,203	1,701,769	1,752,822	1,805,407	1,859,569	1,915,356	1,972,817
LED		817,690	1,094,886	1,301,230	1,340,267	1,380,475	1,421,890	1,464,546	1,508,483	1,553,737	1,600,349
Non-Traditional		360,000	432,600	509,232	590,073	675,305	834,677	859,718	885,509	912,074	939,437
Phase I Revenue		2,549,290	2,877,198	3,307,604	3,582,543	3,757,550	4,009,389	4,129,671	4,253,561	4,381,168	4,512,603
PHASE II											
Static		-	-	1,309,999	1,445,678	1,489,048	1,533,720	1,579,731	1,627,123	1,675,937	1,726,215
LED		-	-	-	-	-	-	-	-	-	-
Non-Traditional		-	-	-	-	-	-	-	-	-	-
Phase II Revenue		-	-	1,309,999	1,445,678	1,489,048	1,533,720	1,579,731	1,627,123	1,675,937	1,726,215
PHASE III											
Static		-	-	-	-	1,326,975	1,366,784	1,407,788	1,450,021	1,493,522	1,538,328
LED		-	-	-	-	485,323	499,883	514,880	530,326	546,236	562,623
Non-Traditional		-	-	-	-	-	-	-	-	-	-
Phase III Revenue		-	-	-	-	1,812,298	1,866,667	1,922,667	1,980,347	2,039,758	2,100,950
Total Revenue		2,549,290	2,877,198	4,617,604	5,028,221	7,058,896	7,409,776	7,632,069	7,861,031	8,096,862	8,339,768
EXPENSES											
PHASE I											
Sales		167,357	189,936	218,826	238,555	252,465	273,950	282,169	290,634	299,353	308,334
Electricity		135,600	139,668	143,858	148,174	152,619	157,198	161,914	166,771	171,774	176,927
Maintenance		124,720	128,462	132,316	136,285	140,374	144,585	148,922	153,390	157,992	162,731
Operations		289,456	298,139	307,084	316,296	325,785	335,559	345,625	355,994	366,674	377,674
Contingency		54,978	56,627	58,326	60,075	61,878	63,734	65,646	67,615	69,644	71,733
Phase I Expenses		772,111	812,832	860,409	899,386	933,121	975,025	1,004,276	1,034,405	1,065,437	1,097,400
PHASE II											
Sales		-	-	78,600	86,741	89,343	92,023	94,784	97,627	100,556	103,573
Electricity		-	-	26,012	26,793	27,597	28,424	29,277	30,155	31,060	31,992
Maintenance		-	-	28,274	29,123	29,996	30,896	31,823	32,778	33,761	34,774
Operations		-	-	169,646	174,735	179,977	185,377	190,938	196,666	202,566	208,643
Contingency		-	-	22,393	23,065	23,757	24,470	25,204	25,960	26,739	27,541
Phase II Expenses		-	-	324,926	340,456	350,670	361,190	372,026	383,186	394,682	406,523
PHASE III											
Sales		-	-	-	-	108,738	112,000	115,360	118,821	122,385	126,057
Electricity		-	-	-	-	32,780	33,763	34,776	35,819	36,894	38,001
Maintenance		-	-	-	-	87,798	90,432	93,144	95,939	98,817	101,782
Operations		-	-	-	-	161,614	166,463	171,457	176,600	181,898	187,355
Contingency		-	-	-	-	28,219	29,066	29,938	30,836	31,761	32,714
Phase III Expenses		-	-	-	-	419,149	431,723	444,675	458,015	471,756	485,909
Total Expenses		772,111	812,832	1,185,334	1,239,842	1,702,939	1,767,939	1,820,977	1,875,606	1,931,875	1,989,831
Net Revenue Before Landlord's Payment		1,777,179	2,064,366	3,432,269	3,788,379	5,355,957	5,641,837	5,811,092	5,985,425	6,164,988	6,349,937
Landlord's Payments											
Phase I		766,430	897,594	1,069,756	1,179,732	1,249,734	1,350,470	1,748,228	1,574,782	2,032,280	2,097,998
Phase II		-	-	524,000	578,271	595,619	613,488	789,866	813,562	837,968	863,107
Phase III		-	-	-	-	624,205	645,953	668,353	691,425	893,986	924,582
Total Landlord's Payment		766,430	897,594	1,593,756	1,758,003	2,469,559	2,609,910	3,206,447	3,079,768	3,764,235	3,885,688
Capital											
Phase I		5,459,250	-	-	-	-	-	2,216,250	-	-	-
Phase II		-	-	1,541,975	-	-	-	-	-	-	-
Phase III		-	-	-	-	2,141,325	-	-	-	-	-
Total Capital		5,459,250	-	1,541,975	-	2,141,325	-	2,216,250	-	-	-



APPENDIX

Advertiser Testimonials

MILLER – ENGAGEMENT PARTY

Since before Westgate City Center’s massive structures rose from the ground, the legendary beer marketer’s local team had an eye on the development as a catalyst for a regional push.



Westgate City Center. Glendale, Arizona



Westgate City Center. Glendale, Arizona

“Westgate was on our radar from early on,” recalls Jarrett Babincsak, marketing manager for Arizona for MillerCoors. “We saw it as a way to compete regionally, particularly in the fast-growing West Valley.”

Together, Miller and Branded Cities constructed a program that would create massive presence for the brand throughout Westgate, while also supporting the programming that was helping drive traffic to the various bars and restaurants that sell their product.

“Branded Cities’ flexibility allows us to adapt in real time, and make smarter decisions in how we connect with our customers,” says Jarrett. “Our dollars work harder at Westgate than almost anywhere else.”

(Fresh) Content is King

The media centerpiece of the program was Miller’s sponsorship of the new full-motion LED video screen at Westgate. By taking a primary position on the screen, Miller dominates Events Plaza, Westgate’s main public gathering place.

“The key to our taking the video screen is our deep library of digital content,” says Jarrett. “If you cannot keep refreshing the board with new creative, it looks stale. The whole thing could backfire if you don’t keep it looking fresh. We can really make the most of the technology.”

Miller also embraced Branded Cities’ Bluetooth initiative at Westgate, WestgateMobile. Visitors with Bluetooth-enabled phones and PDA’s are alerted to a message with an offer to download valuable content such as movie times and store directories. Visitors over 21 are permitted to the Miller Channel where they are directed to a Miller WAP site featuring various programs and offers.

“During Super Bowl we were able to highlight our relationship with Gridiron Greats, and then we posted a Spring Training message,” says Jarrett. “It’s a nice feature that’s we’re learning to use more and more.”

Tailgates and Tentpoles

“For us, Westgate is the perfect opportunity to engage our consumers in meaningful ways at the point of consumption,” relates Jarrett. “Bar events, and doing promotions around Westgate’s concerts and all the games.... It works very well for us.”

The events program for Miller was an important piece of their participation, allowing the brand to promote itself at the point of consumption. Working with Branded Cities, Miller agreed to sponsor a total of 10 high-profile events throughout the year, including tailgate parties prior to each home game for the Arizona Cardinals, who play their home games across the street. Other Miller parties will surround other “tentpole” events such as Nascar Weekends and big-name concerts at Jobing.com Arena throughout the year.

The game-day events bring the brand closer to their customers – made easier by the fact that only Miller products are sold in the public areas at Westgate.

“We partnered with Branded Cities with a long-term approach in mind,” says Jarrett. “Westgate – and this region – is poised for growth, and we want to grow with it.”



APPENDIX

Advertiser Testimonials



Westgate City Center. Glendale, Arizona



Westgate City Center. Glendale, Arizona

DACOR – LIFESTYLE PERSONIFIED.

How does a home appliance brand break through a crowded environment to reach homebuyers in the fastest-growing housing market in the country?

If you're Dacor, you break the mold of your industry and forge an unprecedented marketing partnership with the premier lifestyle condo development in the Southwest.

Dacor, the Diamond Bar, CA kitchen appliance manufacturer, wanted to ramp up its visibility via non-traditional marketing, and found the perfect platform at Westgate City Center, the Glendale, Ariz. live, work, play development.

"For us, Westgate represents a way to not only talk about our product as a lifestyle brand, but to give that language dimension and texture that advertising alone

doesn't achieve," said Elaine Chaney, vice president of marketing for Dacor.

Value. Added.

Dacor's partnership extends deep into the development's design plans.

Prospective homebuyers who visit Westgate's inviting condominium sales office and tour the model units will be treated to a memorable experience. The kitchen-centric units are furnished with the latest Dacor appliances, and sales personnel are trained to answer Dacor-related questions.

New Westgate homeowners are presented with a range of Dacor-selected packages. Dacor's agreement calls for exclusive marketing within Westgate's first 600 condo units, ensuring a return on investment unseen in most marketing programs.

Marketing Lifestyle To The Masses

Dacor's media and marketing program would need to be tailored to fit Westgate's sports and entertainment profile.

In addition to a premier sign location, Dacor and Branded Cities created a flexible event schedule that allows the brand to piggyback on Westgate's dynamic programming calendar, and host a total of six (6) cooking demonstrations annually.

In addition to mass marketing tactics, Dacor required a component that would allow them to show off their product in an intimate setting. Branded Cities and Westgate arranged for the model condos to have fully functional kitchens that would allow the client to host the private dinner parties they frequently throw for VIPs and special guests.

"The entire experience with Branded Cities has really opened our eyes to what's possible," said Elaine. "Integrating a sales opportunity with marketing and events, all within a community that fits our demographic, is a fresh new approach that has aided our growth in our industry."

dacor[®]
The Life of the Kitchen.[®]

9 APPENDIX

Advertiser Testimonials

NISSAN: SHIFT INTEGRATE

What does it take to invest time and national budget resources in a high-profile development that is less than 10% constructed and located in a fast-growing, yet less-than-mature market?

Vision. And when vision meets opportunity, the sky's the limit.

Such is the case in Glendale, Ariz. where auto marketing powerhouse Nissan and their outdoor buying agency OMG have taken a strategic, integrated approach to Westgate City Center, the sports and entertainment mega-complex in West Phoenix.

The multi-faceted exclusive partnership includes multiple large-format sign placements, vehicle placement on-site, and various sponsorships including the development's valet service, the Nissan Concert Series and festivities

surrounding the Tostitos Fiesta Bowl. In addition, the automaker has the right to host local test-drive events throughout the year at Westgate.

Make Your Mark

OMG wanted to generate an immediate impact with their program, staking out no less than three (3) prime signage locations on the Westgate grounds.

"We knew that signage would be the lynchpin to our presence at Westgate," recalls Jenn Rosenwald, Nissan Account Director at OMG. "It makes such a statement for our client that it really ties our whole relationship together perfectly. We're not here without such great signage."

Nissan's sign locations overlook Westgate's Events Plaza, the main parking area, as well as the primary traffic route for fans walking to Westgate from University of Phoenix Stadium across the street.

Where The Rubber Meets The Road

Bringing the customer in close contact with the brand was the next objective. Reaching Westgate's millions of pedestrians would require a "first-person" experience with Nissan's models.

Through strategically located vehicle placements and full-scale branding of Westgate's valet service, visitors experience an integrated brand placement that is providing a useful service while they enjoy Westgate.

Bringing It All Home

Nissan and OMG knew that any effective program in such a large auto market as Phoenix would require a grass-roots component to engage their dealerships on the local level. As a result, they developed the Nissan Concert Series and sponsorship support for Westgate's annual celebration surrounding Tostitos Fiesta Bowl.

The Nissan Concert Series featured performances from national acts such as Sugar Ray, as well as local bands.

"The Nissan Concert Series was a terrific way to provide our dealers with a local hospitality opportunity through quality, relevant, live entertainment," said Jenn. "Westgate has so much going on, and this program allows us to offer our dealers and their customers a VIP experience."



Westgate City Center. Glendale, Arizona



Partner Testimonials

DENVER THEATRE DISTRICT



1099 18TH STREET SUITE 500 DENVER, COLORADO 80202
(T) 303-293-3020 (F) 303-296-3410 WWW.PROXYPARTNERS.COM
PROXY IS A COLORADO LIMITED LIABILITY COMPANY

August 14, 2008

Chris McCarver
General Manager
Clear Channel Branded Cities
Phoenix, AZ

Ref: Clear Channel Branded Cities

To Whom It May Concern:

We have been working with Chris and his Clear Channel Branded Cities (CCBC) team for over a year now and are happy to say the Denver Theatre District (District) was successfully launched this week. The District's purpose has always been to create a private-public partnership which will give the citizens of Denver a new outdoor destination that they and their families can enjoy for many years to come.

The original goal two years ago for the Denver Theatre District was to extend the hours people spend around the Denver Performing Arts Complex through the creation of a brilliant display of art, life and activity at the street level. We wanted people to see the DTD as a destination where they would feel safe but also see as 'the' place to be downtown. The vehicle to get to this goal was unique, non-traditional signage (both commercial and artistic), lively events and sponsorship activation on the street. The perfect example will be a one-of-a-kind Nissan LED installation combined with a valet stand for patrons, a street team handing out Nissan bottles of water and a Nissan-sponsored parade within the District. We are thrilled to see your first deal with DISH Network this past week, which officially begins the implementation of this ultimate vision.

We are confident our relationship with Clear Channel will be a successful venture well into the future and are thrilled to call you our partner. Thank you for all your help in making the Denver Theatre District a reality.

Sincerely,

John C. Greenwood
Executive Director
Denver Theatre District

Partner Testimonials

CITY OF GLENDALE, ARIZONA

Tom Eggleston

5734 West Brown Street
Glendale, AZ 85302

August 15, 2008

Steven M. Ellman
Chairman and CEO
The Ellman Companies
2850 E. Camelback Road, Suite 110
Phoenix, Ariz. 85016

Dear Steve,

It is with great thanks and appreciation that I write this letter as the former Vice Mayor for the City of Glendale, with regards to the sound public/private partnership we continue to appreciate with Westgate City Center. Westgate's potential as a dynamic and defining community icon is already being realized by the citizens of Glendale, the Valley and beyond.

As was made even more evident during the Super Bowl, Westgate's appeal as a first-class facility continues to solidify the City of Glendale's stature as a local, regional and now national destination of choice. Its impact locally is unprecedented. The project has already created more than 1,000 jobs – with that number increasing exponentially as additional phases are complete, has generated much-needed sales tax revenue for our community, and continues to attract a diverse mix of high-quality retail and restaurant tenants.

During my time in office, the City of Glendale fully supported the comprehensive plan and vision of Westgate City Center – to become a true destination with broad appeal that draws visitors from the entire Phoenix area and across the country. I know the City and its citizens continue to embrace and support this vibrant West Valley destination. We have also increasingly valued the synergy created between your development and the City's Jobing.com Arena, as well as the continual efforts made on your behalf to make Westgate a regional landmark.

Finally, I'd like to thank you and your team for the sincere professionalism and partnership that you have shown over the years throughout this design and development process. It has been a model public/private partnership, and we highly anticipate the next phase of this cutting-edge, dynamic development.

Sincerely,


Tom Eggleston
Vice Mayor, Retired
City of Glendale, Ariz.

• egg&cox.net • 623.931.1032 (h) • 602.501.9957 (c) •