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EXECUTIVE SUMMARY

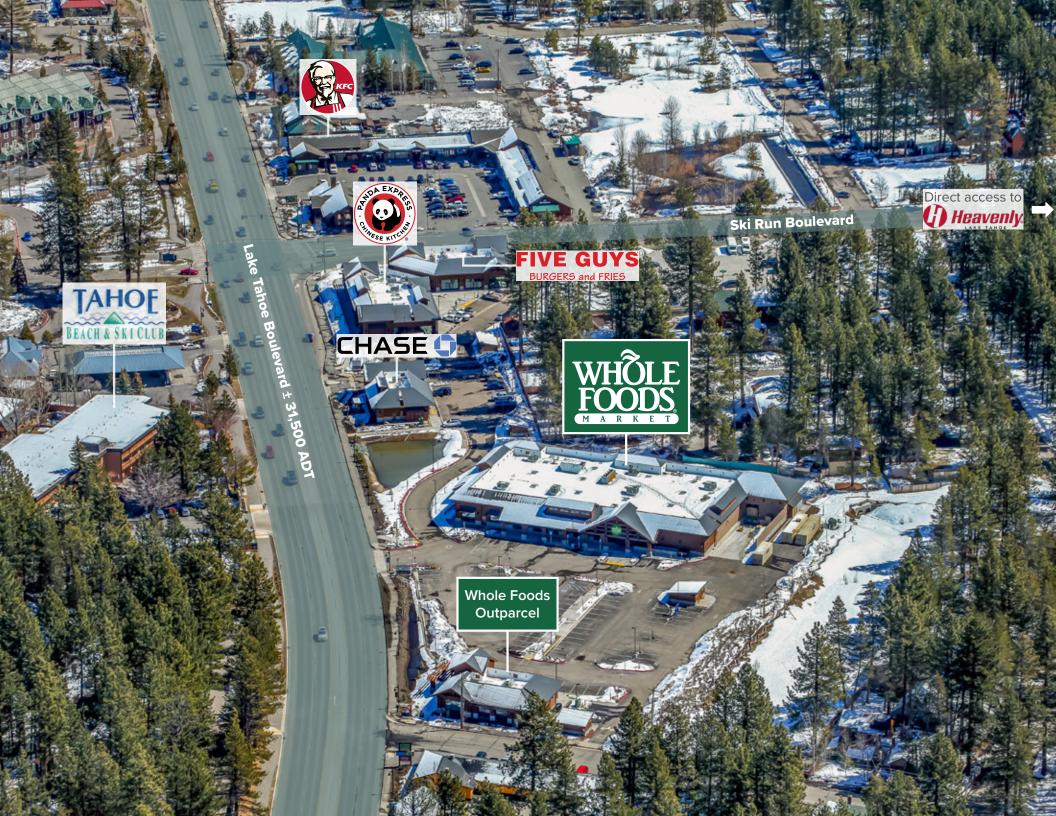
OFFERING SUMMARY

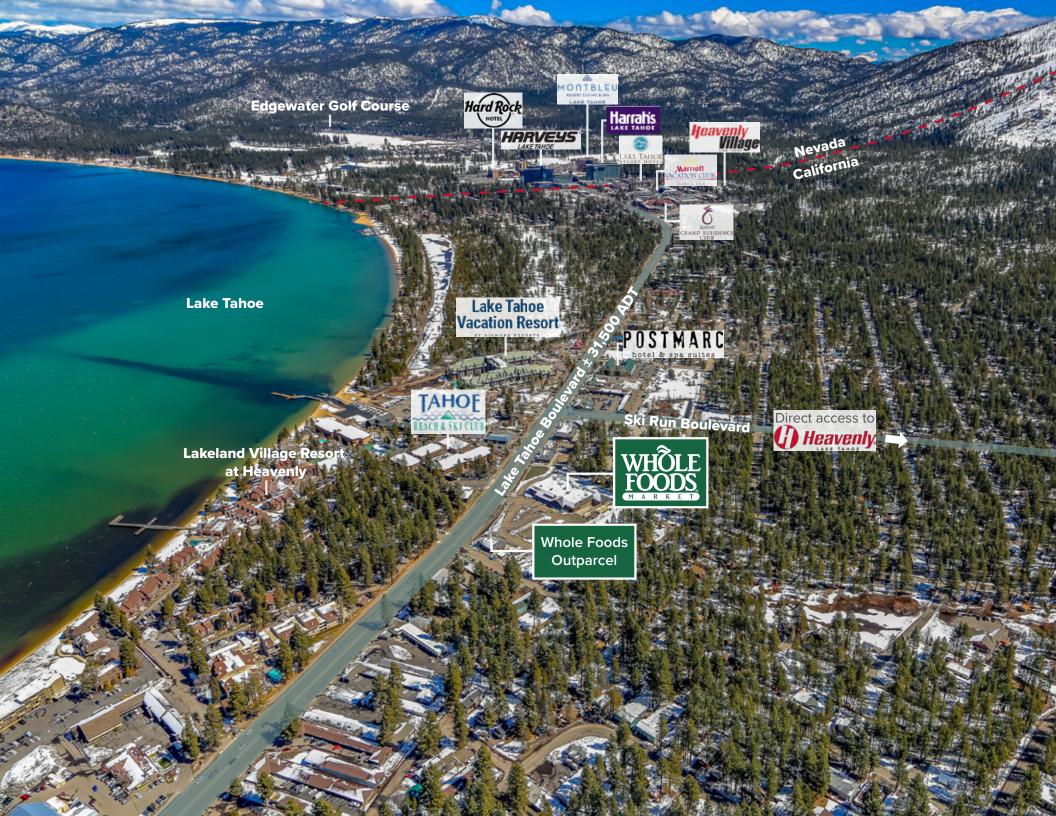
Pegasus Investments Real Estate Advisory Inc., in cooperation with Retail West Inc., is extremely excited to present a truly generational opportunity to acquire a newly constructed single tenant Whole Foods Market located on the California side of South Lake Tahoe. After years of planning, predevelopment and coordination with the City of South Lake Tahoe, qualified investors are now able to acquire this trophy net leased investment property, an opportunity which likely will not be replicated for generations. The property is secured by a 20 year net lease with 10% increases every 5 years, and carries a corporate guaranty from Whole Foods Market Inc., a wholly owned subsidiary of Amazon.com Inc ("Amazon"). As of May 2019, Amazon. com Inc. rivaled Apple Inc. as the most valuable company in the world, with a market capitalization approaching \$1 trillion. Moody's Investors Service ("Moody's") recently upgraded Amazon's long-term rating to A3, which included its legacy Whole Foods Market, Inc. senior unsecured rating.

In addition to the security of the Whole Foods lease, investors should focus heavily on the property's attractive cost basis, unique opportunities to create bonus operating income, and irreplaceable real estate. For example, there have been two other single tenant Whole Foods properties which have recently sold in Northern California: Los Altos and Mill Valley. The property in Los Altos sold for \$55M equating to \$1,095/SF and Mill Valley sold for \$24M equating to \$1,032/SF. In contrast, the subject property is attractively priced at \$14M and \$500/SF, giving investors a low basis entry into a trophy investment property.

Finally, there are two strategies an investor can initiate to create bonus net operating income. The first strategy could yield close to \$100,000 per year in additional NOI* and relates to the 3,000 SF freestanding outparcel, which is also leased by Whole Foods for 20 years at a rent which is nearly 70% below market. There will likely be an opportunity to recapture this outparcel from Whole Foods, which is only paying \$17.50/SF/year, and re-lease it at market rent which is estimated to be nearly \$50/SF/year. The second strategy could yield close to an additional \$25,000/year in additional NOI and relates to the arbitrage (or spread) between the fixed CAM payments Whole Foods is obligated to pay and the actual projected CAM expenses, which are considerably lower. Our affiliate company, Pegasus Asset Management, has extensive experience managing other Whole Foods properties and made special arrangements to provide the purchaser with an estimate of this potential cost savings along with a proposal to handle the management of the property post-closing. See Bonus NOI Disclaimer on page 17. Please contact broker for more details.









3.50% Cap Rate

\$490,000Net Operating Income

INVESTMENT HIGHLIGHTS

- RARE LOW-COST BASIS TROPHY ASSET
- 20 YEAR LEASE BACKED BY INVESTMENT GRADE TENANT
- APPROACHING \$1 TRILLION MARKET VALUE, AMAZON VIES FOR WORLD'S MOST VALUABLE COMPANY
- VIRTUALLY IMPOSSIBLE TO REPLICATE
- OUTPARCEL INCLUDED: OPPORTUNITY TO CREATE FUTURE VALUE
- POTENTIAL BONUS NOI* THROUGH FIXED CAM PAYMENTS
- PRIDE OF OWNERSHIP ASSET WITHIN AFFLUENT CALIFORNIA RESORT DESTINATION
- LIMITED COMPETITION IN THE TRADE AREA

RARE LOW-COST BASIS TROPHY ASSET

allowing the developer to assemble the necessary site and obtain the proper entitlements. These circumstances further enabled the developer to offer Whole Foods an attractive lease rate. To put it in perspective, the adjacent Chase Bank branch recently sold for Guys multi-tenant outparcels are anticipated to sell for \$1,100/SF+. In May 2019, a single tenant Whole Foods in Pasadena sells for record \$100M (\$1,250/SF). In 2018, a single tenant Whole Foods in Los Altos, CA sold for \$55M (\$1,095/SF) and in 2015 a single tenant Whole Foods in Mill Valley, CA sold for \$24M (\$1,032/SF). Now, investors can take advantage of this rare set of circumstances by acquiring the property at an unheard-of attractively low-cost basis of \$500/SF.

FEATURED SINGLE TENANT WHOLE FOODS MARKET SALE

465 Arroyo Parkway, Pasadena, CA 91105



Sale Price: \$100,000,000
Price/SF: \$1,250
Torm Pomaining: TBC





4800 El Camino Real Los Altos, CA 94022 Sale Price: \$55,000,000 Price/SF: \$1,095 Term Remaining: 8 Years



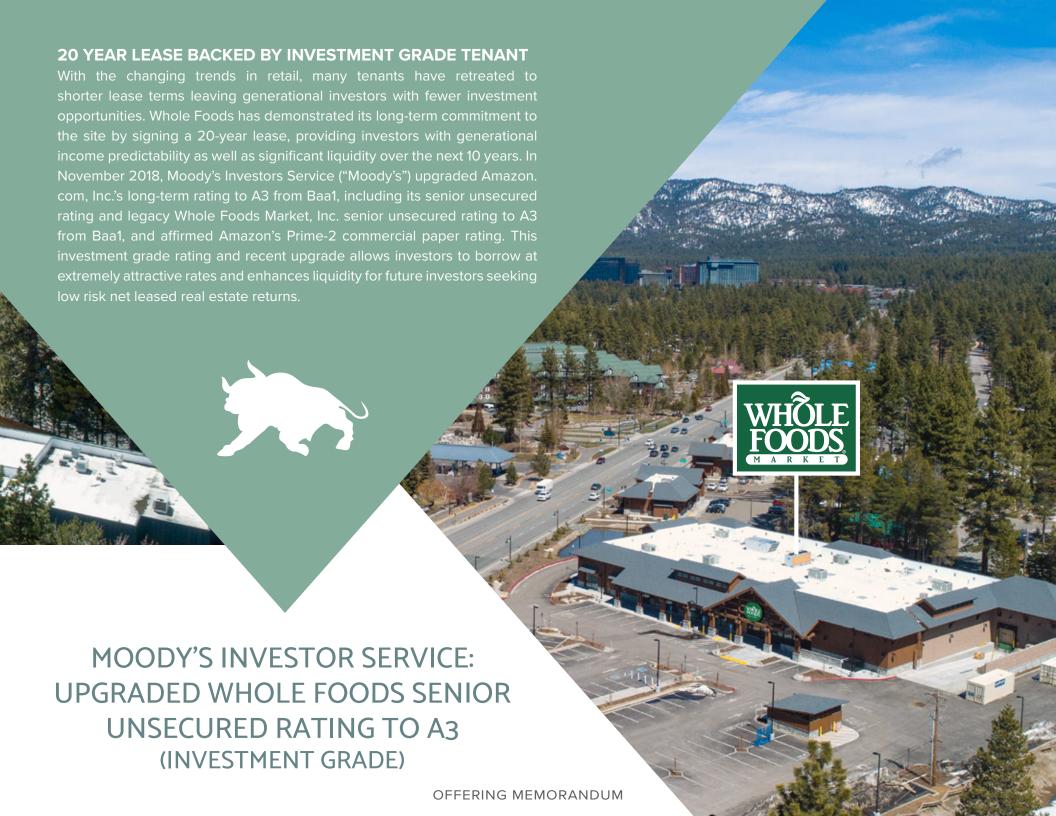
731 East Blithedale Avenue Mill Valley, CA 94941 Sale Price: \$23,940,100 Price/SF: \$1,032 Term Remaining: 13 Years





APPROACHING \$1 TRILLION IN MARKET VALUE, AMAZON VIES FOR WORLD'S MOST VALUABLE COMPANY

Commercial real estate investors consider Whole Foods to be the most highly sought-after tenant in the retail real estate world. Not only does Whole Foods carry the financial backing of the 2nd most valuable company in the world with a valuation in excess of \$900 billion (2nd only to Apple), it also offers consumers an extremely diversified omnichannel experience which is heavily dependent on its physical locations. Since Amazon announced its acquisition of Whole Foods in August 2017, its valuation has increased by an astounding 97%, or \$470 billion. Upon reviewing the lease, prospective investors will see the critical role Amazon expects Whole Foods to play in the future. Multiple references to on site pick up and logistics, lockers and permitted sales of electronics illustrate a clear blueprint for Amazon's intentions with the subject property. We are at the beginning of a revolution in the way physical stores are used and the subject property is perfectly positioned to capitalize on this generational shift in consumer behavior.



REGULATORY
BARRIERS
MAKE THIS
ASSET NEARLY
IMPOSSIBLE TO
REPLICATE

VIRTUALLY IMPOSSIBLE TO REPLICATE

Prospective investors should focus not only on the certainty of income for the next 20+ years, but also the opportunity that comes along with owning an asset that is truly irreplaceable. The Whole Foods development is the product of many years of time invested by the developers in partnership with the City of South Lake Tahoe. According to the City Manager "It is near impossible for developers to navigate their way through the maze of regulations in the Lake Tahoe Basin", highlighting the significant opportunity investors have to acquire such a rare asset. The barriers to new development are not expected to recede, especially given the extreme environmental protection and scrutiny given to any proposed project near the Lake. The Whole Foods may very well be one of the last large scale retail developments available for sale in the city for the foreseeable future.





OUTPARCEL INCLUDED: OPPORTUNITY TO CREATE FUTURE VALUE

The 3,000 SF freestanding outparcel building (also leased to Whole Foods) is included with the sale of the 25,000 SF Whole Foods Market building, offering investors a unique value creation opportunity. The value creation lies within the fact that Whole Foods is paying significantly below market rent for the outparcel combined with the future prospects of being able to recapture this space. To illustrate the value opportunity, investors should look to the adjacent Chase Bank branch, which is a similar freestanding 3,000 SF building. Whole Foods is paying \$17.50/SF for its 3,000 SF outparcel building. In contrast, Chase Bank is paying \$50/SF. Given the location of the Whole Foods outparcel at a corner and positioning within the Whole Foods parking lot, a reasonable investor could underwrite a premium to the Chase Bank rent; however, for illustration purposes, it is assumed that market rent is a conservative \$50/SF.



POTENTIAL OPPORTUNITY
TO ADD UP TO \$100,000
OF NOI

Currently, Whole Foods is not occupying the outparcel nor does it have immediate plans to establish tenancy within it. It is likely that Whole Foods is amenable to giving up the outparcel, creating a rare opportunity for investors to recapture this space at \$17.50/SF and re-lease it for \$50/SF. Excluding leasing costs, the proforma stabilized cap rate is 4.20%. In other words, with the outparcel leased at market rents the property will generate an additional \$97,500/year, improving the investor's yield to 4.20%, representing a healthy increase over the 3.50% asking cap rate. Alternatively, investors could achieve an adjusted basis of 4.50% by selling the stabilized outparcel at a similar cap rate achieved by the Chase Bank. The resulting cost basis of the main Whole Foods Market building improves to \$9.7M or \$388/SF. The benefits and flexibility relating to this value-add initiative could also be appealing for certain investors with complex estate plans.



POTENTIAL BONUS NOI* THROUGH FIXED CAM PAYMENTS

Whole Foods pays fixed CAM payments of \$2/SF, or \$56,000 annually. Additionally, Whole Foods pays 100% of the real estate taxes, insurance, and the cost of snow removal. The residual operating costs for the landlord are minimal and based on other similar Whole Foods properties managed by Pegasus Asset Management, it is reasonable to estimate that the owner will benefit from a windfall of approximately \$28,000/year (\$1/SF), increasing the yield by 20 basis points. Additionally, the fixed CAM payment increases by a generous 3% annually, meaning the spread continues to widen over time. This is not calculated in the offering NOI and is a pure windfall for investors. Pegasus Asset Management LLC is offering management services for qualified investors. Please see Bonus NOI Disclaimer on page 17.



ANNUALIZED OPERATING DATA

	Monthly Rent	Annual Rent	Rent/SF	Cap Rate
5/1/2019 - 4/30/2024	\$40,833	\$490,000	\$17.50	3.50%
5/1/2024 - 4/30/2029	\$44,917	\$539,000	\$19.25	3.85%
5/1/2029 - 4/30/2034	\$49,408	\$592,900	\$21.18	4.24%
5/1/2034 - 4/30/2039	\$54,349	\$652,190	\$23.29	4.66%
Option 1	\$59,784	\$717,409	\$25.62	5.12%
Option 2	\$65,762	\$789,150	\$28.18	5.64%
Option 3	\$72,333	\$868,065	\$31.00	6.20%
Option 4	\$79,673	\$954,871	\$34.10	6.82%
Option 5	\$87,530	\$1,050,359	\$37.51	7.50%
Option 6	\$96,283	\$1,155,394	\$41.26	8.25%

*Bonus NOI Disclaimer: All references to "Bonus NOI" in this offering memorandum are based on assumptions relating to operating expenses. Due to the property being recently constructed and not yet occupied by Whole Foods, it is impossible to accurately project what the true operating expenses will be. Actual operating expenses may be higher or lower than projected in this offering memorandum, and as such can have a positive or negative impact to net operating income. Additionally, over a long period of time it is possible that the actual operating expenses grow at a faster rate than than the Whole Foods fixed CAM payment. While it is possible that this windfall improves over time, it is also possible that it declines. As such, prospective purchasers should not rely on this Bonus NOI as guaranteed income. Neither Seller nor Broker make any representation or warranty as to the future operating performance of the property.



TENANT SUMMARY

Tenant Trade Name	Whole Foods Market		
Lessee Name	Whole Foods Market California, Inc.		
Guarantor	Whole Foods Market, Inc.		
Type of Ownership	Fee Simple		
Lease Type	NN		
Tenant Obligations	Property Tax, Insurance, Snow Removal + \$2/SF/Yr Fixed CAM Payment		
Landlord Obligations	Roof & Structure		
Term Remaining	20 Years		
Rent Commencement Date	5/1/2019		
Anticipated Open Date	Fall 2019		
Lease Expiration Date	4/30/2039		
Increases	10% Increases Every 5 Years		
Options	Six, 5-Year Options		



"WE EXPECT AN
AVALANCHE OF
LENDER INTEREST."
-TYLER JOHNSON, VP
PEGASUS CAPITAL
MARKETS

PEGASUS CAPITAL MARKETS

Pegasus Capital Markets ("PCM") specializes in the financing of net leased retail properties throughout the country. PCM represents a broad range of clients, from institutional investment firms to individuals making their first real estate investment. PCM has extensive relationships with CMBS lenders, local banks, national commercial banks, credit unions and life insurance companies, which leads to optimal execution for clients based on their overall investment objectives. To discuss financing options for the property, please contact Chad Buelow or Tyler Johnson at the information below.

CHAD BUELOW

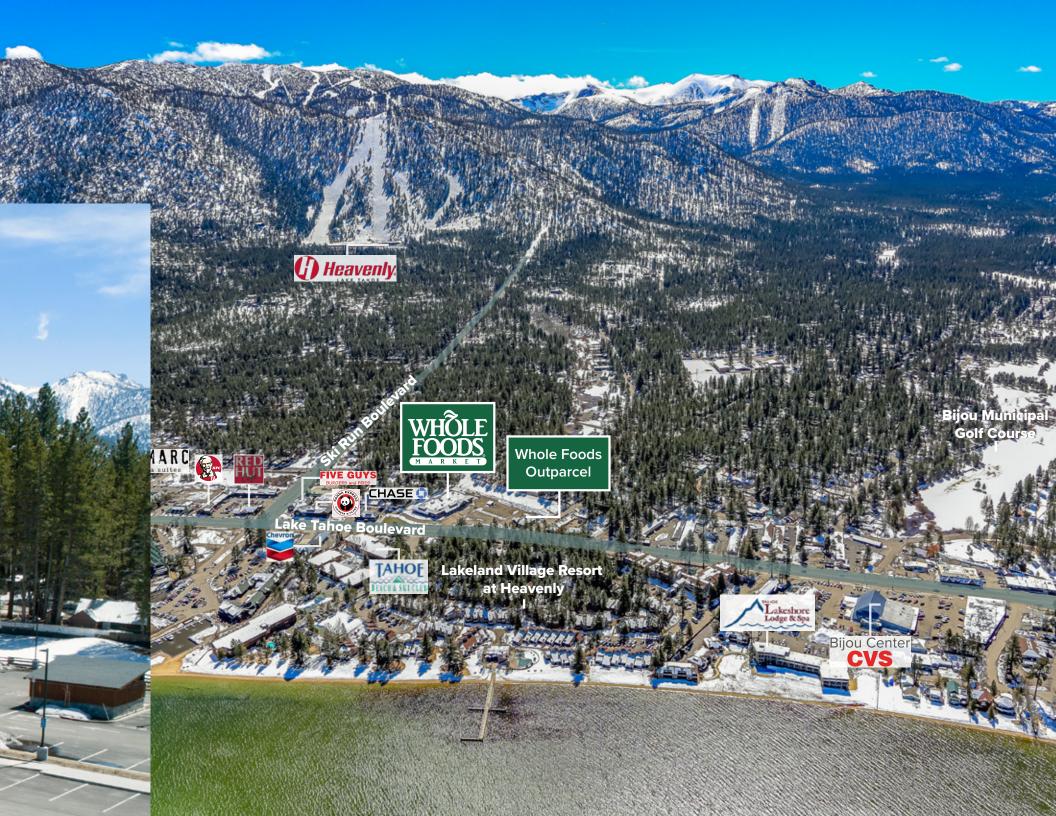
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TYLER JOHNSON

tjohnson@pegasuscre.com 310.691.1350 x 112 LIC # 01947197







PHYSICAL DESCRIPTION

BUILDING & SITE PROFILE



Whole Foods Market

Property Name



3600 A & B Lake Tahoe Boulevard South Lake Tahoe, CA 96150

Street Address



027-040-044-100

Assessor's Parcel Number (APN)



TSC-G

Zoning

HIGH SIERRAS
ARCHITECTURAL DESIGN





± 28,000 SF

Gross Leasable Area



± 3.0 Acres

Lot Size



2019

Year Built



2

Number of Buildings



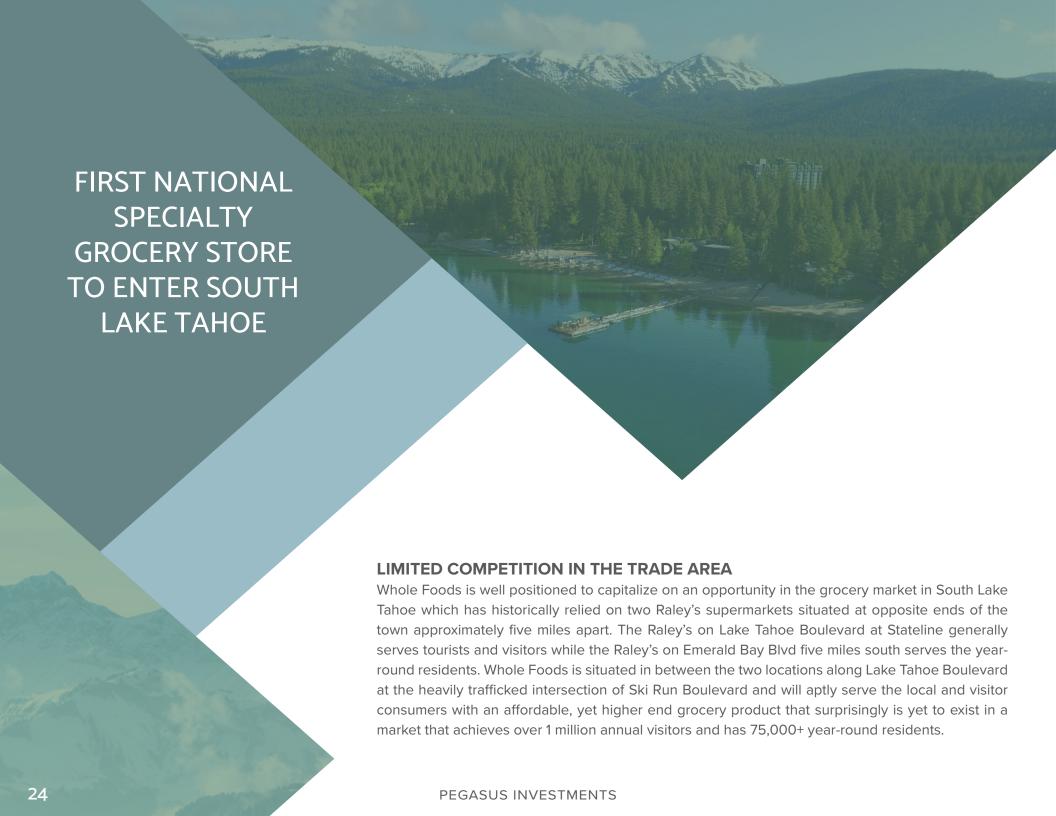
± 132 Spaces

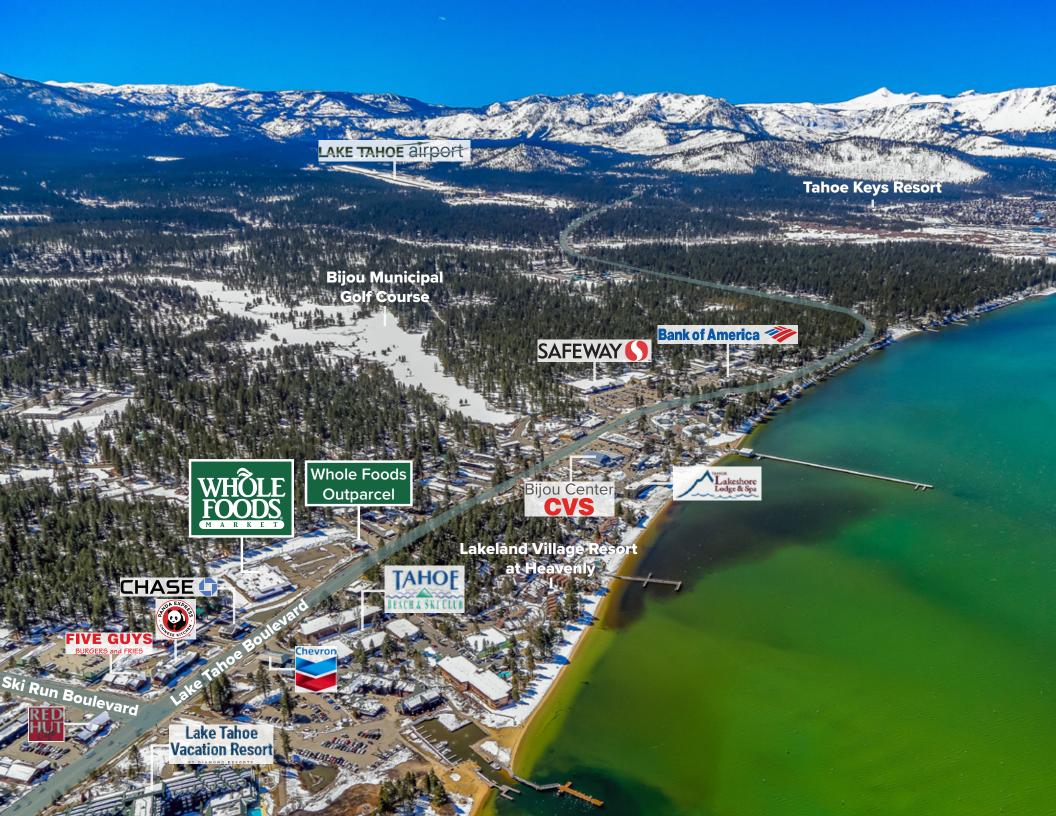
Parking Spaces



4.71: 1,000 SF

Parking Ratio









± 480

No. of Locations



Austin, TX

Headquarters



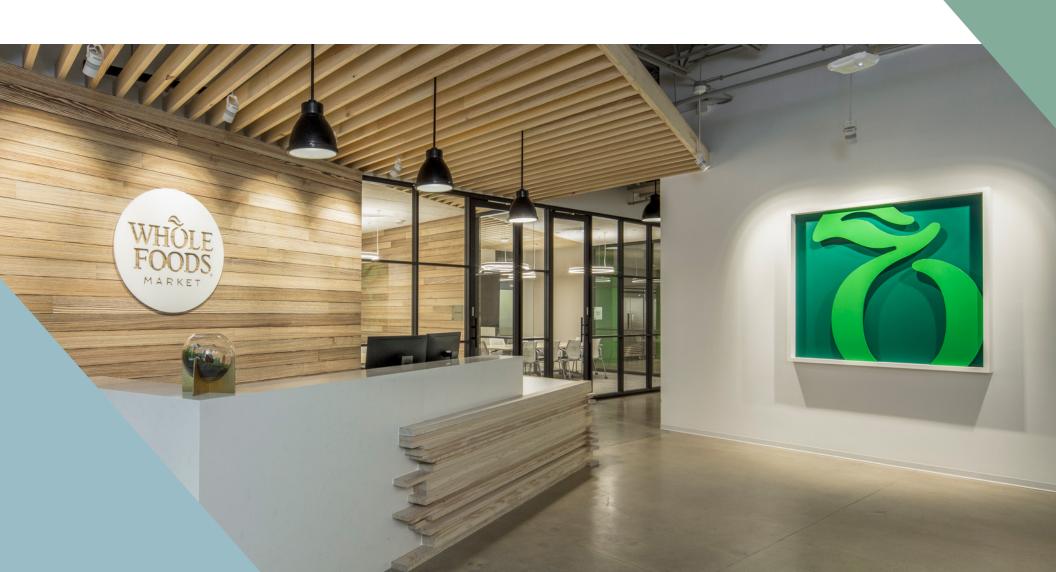
± 91,000

No. of Employees



1980

Year Founded





MARKET & LOCATION

SOUTH LAKE TAHOE, CALIFORNIA

South Lake Tahoe is a premiere international travel destination drawing 3.2M visitors each year and up to 300,000 people on any given day. The unprecedented growth has produced over \$5B of economic output annually. The area boasts world class skiing at Heavenly Ski Resort, purchased in 2002 by Vail Resorts Inc. (NYSE: MTN), and has since transformed into one of the busiest ski destinations in the country. South Lake Tahoe's booming travel scene also offers attractions that include luxury hotels, best-in-class restaurants and popular gaming casinos.



\$5.1B IN TOTAL ECONOMIC OUTPUT

- TAHOE PROSPERITY WEBSITE



TOURISM

Celebrated for both summer and winter activities, the County of El Dorado reported over \$900M in travel spending in 2017. Lake Tahoe, the largest alpine lake in the North America, offers the full range of beach activities, water sports and boating opportunities. Along the crystal-clear waterfront lies Edgewood Tahoe, an acclaimed 18-hole golf course well known for its annual celebrity tournament. In the winter nearly 900,000 skiers gather to enjoy the 28-chairlift Heavenly Ski Resort. Ranked as one of the best ski resorts in the nation, Heavenly competes with the finest destinations in attracting domestic and international guests.



#1 TRAVEL DESTINATION

- TRIPADVISOR

PROPERTY DEMOGRAPHICS



2018 EST. AVG. INCOME

\$60,700

1-Mile Radius

\$67,389

3-Mile Radius

\$71,760

5-Mile Radius



GROWTH 2018 - 2023

1.60%

1-Mile Radius

2.59%

3-Mile Radius

3.07%

5-Mile Radius



6,686

1-Mile Radius

19,626

3-Mile Radius

29,264

5-Mile Radius

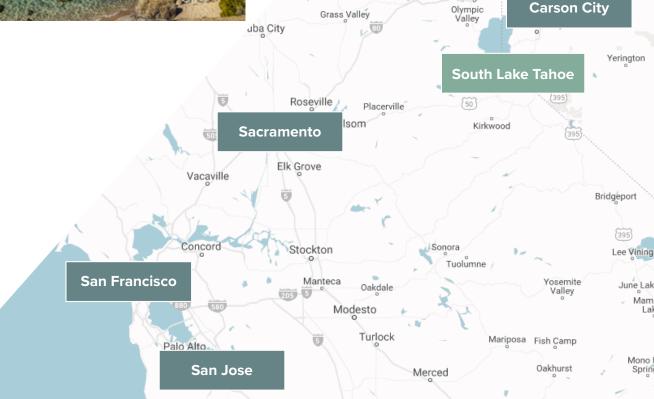
VARIETY: ZUCKERBERG ACQUIRES \$59M LAKE TAHOE COMPOUND

The Wall Street Journal's recent reporting of Mark Zuckerberg's May 2019 purchase of a \$59M Lake Tahoe compound sent shock waves through California's real estate world. Although Lake Tahoe has long been home to "old guard" billionaires like Larry Ellison, Steve Wynn, Michael Milken and David Duffield, Zuckerberg's purchase shines a bright spotlight on a new wave of much younger entrepreneurs staking a claim in the year-round mountain resort destination. Lake Tahoe's ease of access from Silicon Valley, San Francisco's Bay Area and Southern California make it an ideal candidate for wealthy Californians looking seeking a getaway in a majestic alpine lake setting. Additionally, the tax benefits on the Nevada side make it even more attractive for billionaire residents of high income tax rate states like California.



THE RESORT AT TAHOE

Along the Nevada/California state line at Tahoe's South Shore, a mix of commercial and residential development named The Resort at Tahoe is scheduled to begin construction this summer. The project is planned like a village in the same fashion as the Heavenly Village across the street. The Resort will include roughly 240 condominiums, 135 hotel rooms, a walkable mountain-themed mixed-used space including the Village Walk with cafes, restaurants, bars, retail shops, and possibly a highend bowling alley and outdoor movie theater. Upon completion, the project is estimated to bring in \$13M in transient occupancy tax and \$1.4M sales tax to the City of Lake Tahoe annually.



Herlong

Truckee

Reno

Fernley

Portola

Graeagle



3600 LAKE TAHOE BOULEVARD | SOUTH LAKE TAHOE, CA

CONFIDENTIALITY & DISCLAIMER STATEMENT

The information contained in this Offering Memorandum is proprietary and strictly confidential. It is intended to be reviewed only by the party receiving it from Pegasus Investments and should not be made available to any other person or entity without the written consent of Pegasus Investments. This Offering Memorandum has been prepared to provide summary, unverified information to prospective purchasers, and to establish only a preliminary level of interest in the subject property.

The information contained herein is not a substitute for a thorough due diligence investigation. Pegasus Investments has not made any investigation, and makes no warranty or representation, with respect to the income or expenses for the subject property, the future projected financial performance of the property, the size and square footage of the property and improvements, the presence or absence of contaminating substances, PCB's or asbestos, the compliance with State and Federal regulations, the physical condition of the improvements thereon, or the financial condition of the business prospects of any tenants, or any tenant's plans or intentions to continue its occupancy of the subject property.

The information contained in this Offering Memorandum has been obtained from sources we believe to be reliable; however, Pegasus Investments has not verified, and will not verify, any of the information contained herein, nor has Pegasus Investments conducted any investigation regarding these matters and makes no warranty or representation whatsoever regarding the accuracy or completeness of the information provided. Some or all of the photographs contained within may have been altered from their original format. All potential buyers must take appropriate measures to verify all of the information set forth herein.



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ABOUT PEGASUS INVESTMENTS

Pegasus Investments Real Estate Advisory ("Pegasus Investments") represents a broad range of clients, from institutional investment firms to developers, high net worth individuals, family trusts and partnerships in connection with the purchase & sale and leasing of high quality investment properties nationwide. Pegasus Investments is one of the foremost leading advisory firms within the single tenant and multi-tenant triple net leased retail property category having completed in excess of \$1 billion in volume since 2014.

Pegasus Investments offers a highly differentiated advisory platform given its ability to collaborate within a vertically integrated environment with Pegasus Capital Markets and Pegasus Asset Management to ensure a seamless transaction for all parties involved. The result is highly customized, creative, streamlined execution.



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ABOUT PEGASUS

Pegasus is a boutique commercial real estate investment and advisory firm based in Los Angeles, California. Specializing in retail shopping centers, single tenant net leased and multifamily properties throughout the United States, Pegasus has consistently delivered on its 30 year reputation of providing high quality, white glove service throughout all stages of the investment sales process. Pegasus provides its clients, which include high net worth private investors, family trusts, private & public REITs, local and regional developers and syndicators with advisory services encompassing underwriting, market research, investment sales and asset management. Pegasus continues to set the bar for high quality, boutique investment sales brokerage and advisory by relying on its industry-leading talent, which include experienced institutional and private sector investors.