



OREGON LIQUOR CONTROL COMMISSION
LIQUOR LICENSE APPLICATION

Handwritten note: 'Sending' circled in a scribble.

Application is being made for:
LICENSE TYPES: Full On-Premises Sales, Commercial Establishment, etc.
ACTIONS: Change Ownership, New Outlet, etc.
CITY AND COUNTY USE ONLY: Date application received, The City Council or County Commission.
OLCC USE ONLY: Application Rec'd by, Date: 9-21-16, 90-day authority.

Handwritten stamp: 'Rec'd by Portland Liquor Licenses', 'SEP 23 2016', 'PD [signature]', '# 1141'.

1. Entity or Individuals applying for the license: Sage Client 364, LLC; SMPT3, LLC.
2. Trade Name (dba): AC Hotel Portland Downtown
3. Business Location: 888 SW 3rd Ave., Portland, Multnomah, OR 97204
4. Business Mailing Address: 1512 Larimer Street, Ste. 800, Denver, CO 80202
5. Business Numbers: TBD
6. Is the business at this location currently licensed by OLCC? No
7. If yes to whom: N/A Type of License: N/A
8. Former Business Name: N/A
9. Will you have a manager? No Name: Erica Endorf
10. What is the local governing body where your business is located? Portland
11. Contact person for this application: Duke Tufty (No Solicitations Please) (503) 718-2311

I understand that if my answers are not true and complete, the OLCC may deny my license application.
Applicant's Signature(s) and Date:
1. [Signature] Date 7-8-16
2. [Signature] Date 7-8-16
RECEIVED stamp: Date 9-1-2016
1-800-452-OLCC (8522) • www.oregon.gov/olcc
Initials: [Signature]
Oregon Liquor Control Commission



OREGON LIQUOR CONTROL COMMISSION
BUSINESS INFORMATION

Please Print or Type

Applicant Name: SMPT3, LLC and Sage Client 364, LLC Phone: TBD

Trade Name (dba): AC Hotel Portland Downtown

Business Location Address: 888 SW 3rd Ave

City: Portland ZIP Code: 97204

DAYS AND HOURS OF OPERATION

Business Hours:

Sunday *see below to
Monday to
Tuesday to
Wednesday to
Thursday to
Friday to
Saturday to

Outdoor Area Hours:

Sunday *see below to
Monday to
Tuesday to
Wednesday to
Thursday to
Friday to
Saturday to

The outdoor area is used for:

- Food service Hours: 7am to 10pm
Alcohol service Hours: 7am to 10pm
Enclosed, how Sidewalk Cafe

The exterior area is adequately viewed and/or supervised by Service Permittees. (Investigator's Initials)

*Restaurant Hours: Monday-Friday 6am-2pm, 5pm-10pm, Saturday 7am-2pm, 5pm-10pm, Sunday 7am-1pm
*Lounge Hours: Monday-Saturday 2pm-Midnight, Sunday 2pm-10pm

Seasonal Variations: Yes No If yes, explain: Seasonal variation for outdoor seating and hotel banquet facilities.

ENTERTAINMENT

Check all that apply:

- Live Music
Recorded Music
DJ Music
Dancing
Nude Entertainers
Karaoke
Coin-operated Games
Video Lottery Machines
Social Gaming
Pool Tables
Other:

DAYS & HOURS OF LIVE OR DJ MUSIC

Sunday *see below to
Monday to
Tuesday to
Wednesday to
Thursday to
Friday to
Saturday to

*Live/DJ Music will be offered to clients for special events which will vary. Occasional Live/DJ Music in the Lobby/Lounge will vary.

SEATING COUNT

Restaurant: 54 Outdoor: 32
Lounge: 42 Other (explain): 10 (library & lobby)
Banquet: 50 Total Seating: 188

OLCC USE ONLY

Investigator Verified Seating: (Y) (N)
Investigator Initials:
Date:

I understand if my answers are not true and complete, the OLCC may deny my license application.

Applicant Signature: [Signature] Date: 7-8-16

OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE



Please Print or Type

LLC Name: Sage Client 364, LLC Year Filed: 2015

Trade Name (dba): AC Hotel Portland Downtown

Business Location Address: 888 SW 3rd Ave.

City: Portland ZIP Code: 97204

List Members of LLC:

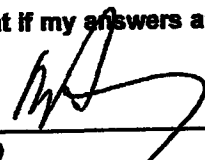
Percentage of Membership Interest:

- | | |
|---|-------------|
| 1. <u>Sage Management Services, Inc.</u>
(managing member) | <u>0%</u> |
| 2. <u>Sage Hospitality Resources LLC</u>
(members) | <u>100%</u> |
| 3. _____ | _____ |
| 4. _____ | _____ |
| 5. _____ | _____ |
| 6. _____ | _____ |

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: Erica Endorf DOB: 9/1/84

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature: X  President + CEO Date: 7.8.16
(name) (title)



**OREGON LIQUOR CONTROL COMMISSION
CORPORATION QUESTIONNAIRE**

Please Print or Type

Corporation Name: Sage Management Services, Inc. Year Incorporated: 1991

Trade Name (dba): AC Hotel Portland Downtown

Business Location Address: 888 SW 3rd Ave.

City: Portland ZIP Code: 97204

List Corporate Officers:

<u>Walter L. Isenberg</u> (name)	<u>President/Secretary/Treasurer</u> (title)
<u>Zachary T. Neumeier</u>	<u>VP</u>
<u>Kenneth J. Geist</u>	<u>VP</u>
<u>C. Harris White</u>	<u>Asst. Secretary</u>

List Board of Directors:

Walter L. Isenberg
(name)
Zachary T. Neumeier

Kenneth J. Geist

List Stockholders: (Note: If any stockholder is another legal entity, that entity may also need to complete another Corporation Questionnaire. See Liquor License Application Guide for more information.)

<u>Stockholders:</u>	<u>Number of Shares Held:</u>	<u>Number of Stock Shares:</u>
<u>Sage Hospitality Resources, LLC</u>	<u>50,000</u>	<u>Issued: 50,000</u>
_____	_____	<u>Unissued: 0-</u>
_____	_____	<u>Total Shares Authorized to Issue: 50,000</u>
_____	_____	

Server Education Designee: N/A **DOB:** N/A

(See Liquor License Application Guide for more information)

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Officer's Signature: [Signature] President Date: 8-4-16
(name) (title)

OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE



Please Print or Type


LLC Name: Sage Hospitality Resources LLC Year Filed: 1994
Trade Name (dba): AC Hotel Portland Downtown
Business Location Address: 888 SW 3rd Avenue
City: Portland ZIP Code: 97204

List Members of LLC:	Percentage of Membership Interest:
1. <u>Sage Enterprise Holdings, LLC</u> (managing member)	<u>100%</u>
2. _____ (members)	_____
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: N/A DOB: N/A

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature:  Date: 9/15/16
(name) (title)

**OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE**



Please Print or Type


LLC Name: Sage Enterprise Holdings, LLC Year Filed: 2016
Trade Name (dba): AC Hotel Portland Downtown
Business Location Address: 888 SW 3rd Avenue
City: Portland ZIP Code: 97204

List Members of LLC:	Percentage of Membership Interest:
1. <u>Sage Investment Holdings, LLC</u> (managing member)	<u>50%</u>
2. <u>MHV Holdings, LLC</u> (members)	<u>50%</u>
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: N/A DOB: N/A

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature:  Date: 9/15/16
(name) (title)

OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE



Please Print or Type

LLC Name: SMPT3, LLC Year Filed: 2015
Trade Name (dba): AC Hotel Portland Downtown
Business Location Address: 888 SW 3rd Avenue
City: Portland ZIP Code: 97204

List Members of LLC:

Percentage of Membership Interest:

- | | |
|---|---------------------------|
| 1. _____
(managing member) | _____ |
| 2. <u>McWhinney Real Estate Services, Inc.</u> (managing non-member)
(members) | <u>0%</u> |
| 3. <u>Sege AC Portland Investor, LLC</u> | <u>3.077% / 18.5385%</u> |
| 4. <u>MPT3 AI, LLC</u> | <u>5.127% / 2.584%</u> |
| 5. <u>MPT3 NC, LLC</u> | <u>0% / 35%</u> |
| 6. <u>Passive Investors (47)</u> | <u>91.795% / 45.8975%</u> |

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: N/A DOB: N/A

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature:  Date: 9/13/2015

Senior ^(by name)Vice President & General Counsel, ^(title)McWhinney Real Estate Services, Inc. a Colorado corporation
As Manager of SMPT3, LLC, a Colorado limited liability company

**OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE**



Please Print or Type

LLC Name: McWhinney Real Estate Services, Inc. Year Filed: 1994
Trade Name (dba): AC Hotel Portland Downtown
Business Location Address: 888 SW 3rd Avenue
City: Portland ZIP Code: 97204

List Members of LLC:	Percentage of Membership Interest:
1. <u>McWhinney Real Estate Company, Inc.</u> (managing member)	<u>100%</u>
2. <u>Chad McWhinney</u> (members)	<u>0%</u>
3. <u>Troy McWhinney</u>	<u>0%</u>
4. _____	_____
5. _____	_____
6. _____	_____

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: N/A DOB: N/A

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature: [Handwritten Signature] Date: 9/13/2016
(name) (title)

Senior Vice President & General Counsel, McWhinney Real Estate Services, Inc. a Colorado corporation

OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE



Please Print or Type

LLC Name: McWhinney Real Estate Company, Inc. Year Filed: 2013

Trade Name (dba): AC Hotel Portland Downtown

Business Location Address: 888 SW 3rd Avenue

City: Portland ZIP Code: 97204

List Members of LLC:	Percentage of Membership Interest:
1. <u>Chad McWhinney</u> (managing member)	<u>82.35%</u>
2. <u>Troy McWhinney</u> (members)	<u>17.65%</u>
3. _____	_____
4. _____	_____
5. _____	_____
6. _____	_____

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: N/A DOB: N/A

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature: [Signature] Date: 9/13/2016

(name) (title)
Senior Vice President & General Counsel, McWhinney Real Estate Company, Inc. a Colorado corporation

OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE



Please Print or Type

LLC Name: MPT3 AI, LLC Year Filed: 2015
Trade Name (dba): AC Hotel Portland Downtown
Business Location Address: 888 SW 3rd Ave.
City: Portland ZIP Code: 97204

List Members of LLC:	Percentage of Membership Interest:
1. <u>McWhinney Real Estate Services Inc</u> <u>managing non-member</u>	<u>0%</u>
2. <u>CCMTAPIE Investments, LLC</u> <u>(members)</u>	<u>4.610%</u>
3. <u>TCTAPIE Investments, LLC</u>	<u>4.610%</u>
4. <u>DBAPIE Investments, LLC</u>	<u>2.630%</u>
5. <u>McWhinney Holding Company, LLLP (Class B)</u>	<u>1.951%</u>
6. <u>YFT, LLC</u> <u>McWhinney Holding Company, LLLP (Class A)</u>	<u>.488%</u> <u>85.711%</u>

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: N/A DOB: N/A

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature: *Douglas Steel* Date: 5/17/16
(name) (title)
Executive Vice President, McWhinney Real Estate Services, Inc. a Colorado corporation, Manager of
MPT3 AI LLC, a Colorado limited liability company

OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE



Please Print or Type

LLC Name: MPT3 NC, LLC Year Filed: 2015
Trade Name (dba): AC Hotel Portland Downtown
Business Location Address: 888 SW 3rd Ave.
City: Portland ZIP Code: 97204

List Members of LLC:	Percentage of Membership Interest:
1. <u>McWhinney Real Estate Services Inc.</u> <u>[redacted] managing non-member</u>	<u>0%</u>
2. <u>CCMTAPIE Investments, LLC</u> <u>(members)</u>	<u>4.605%</u>
3. <u>TCTAPIE Investments, LLC</u>	<u>4.605%</u>
4. <u>DBAPIE Investments, LLC</u>	<u>2.630%</u>
5. <u>HFLTAPIE Investments, LLC</u>	<u>3.290%</u>
6. <u>JDHAPIE Investments, LLC</u>	<u>3.290%</u>
<u>MRE Investments, LLC (Class B)</u>	<u>6.580%</u>
<u>MRE Investments, LLC(Class A)</u>	<u>75%</u>

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: N/A DOB: N/A

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature: Douglas D. Hoop Date: 5/17/16
(name) (title)
Executive Vice President, McWhinney Real Estate Services, Inc. a Colorado corporation, Manager of MPT3 NC, LLC, a Colorado limited liability company

OREGON LIQUOR CONTROL COMMISSION
LIMITED LIABILITY COMPANY QUESTIONNAIRE



Please Print or Type

LLC Name: MRE Investments, LLC Year Filed: 2012

Trade Name (dba): AC Hotel Portland Downtown

Business Location Address: 888 SW 3rd Avenue

City: Portland ZIP Code: 97204

List Members of LLC:	Percentage of Membership Interest:
1. <u>McWhinney Real Estate Company, Inc.</u> (managing member)	<u>90%</u>
2. <u>The Chad C. McWhinney Trust</u> (members)	<u>8.24%</u>
3. <u>Troy C. McWhinney</u>	<u>1.76%</u>
4. _____	_____
5. _____	_____
6. _____	_____

(Note: If any LLC member is another legal entity, that entity must also complete an LLC, Limited Partnership or Corporation Questionnaire. If the LLC has officers, please list them on a separate sheet of paper with their titles.)

Server Education Designee: NA DOB: NA

I understand that if my answers are not true and complete, the OLCC may deny my license application.

Signature: [Handwritten Signature] Date: 9/13/2016

(name) (title)
Senior Vice President & General Counsel, McWhinney Real Estate Services, Inc. a Colorado corporation, As
Manager of MRE Investments, LLC, a Colorado limited liability company

1-800-452-OLCC (6522)
www.olcc.state.or.us

(rev. 8/11)

CITY OF PORTLAND LIQUOR OUTLET INFORMATION FORM

PLEASE SUBMIT TO: Mike Boyer, Office of Neighborhood Involvement, 1221 SW 4th Avenue, Suite #110, Portland OR 97204 - (503) 823-3092

On New Outlet applications, property owners within 300 feet of the location, the Portland Police Bureau and all interested parties are notified by mail (with a copy of this form) and given an opportunity to comment on your application. The OLCC allows the City at least 45 days to complete the recommendation process. Submission of a complete operating plan can expedite the time required to process. A City liquor endorsement is not a confirmation that the property is properly zoned. Call (503) - 823-7526 to confirm that the property is properly zoned.

On submission of this form, you must also include the following:

- OLCC Liquor Application Form, initialed by your OLCC License Investigator
- OLCC Individual History Forms (all persons anticipated to have a financial interest, or key personnel are required)
- City Endorsement Fees

City Endorsement Fees are payable at the beginning of the application process (please make checks payable to City of Portland): New outlets are \$100.00, all others are \$75.00. All blank sections must be filled in. If the question does not apply, write "N/A" in the space.

LEGAL NAME OF BUSINESS: Sage Client 364, LLC // SMPT3, LLC

DBA OR TRADE NAME: AC Hotel Portland Downtown PHONE: TBD FAX: _____

BUSINESS ADDRESS (Including ZIP Code): 888 SW 3rd Ave., Portland, OR 97204

WHAT TYPE OF LIQUOR ARE YOU APPLYING FOR? (Change of owner, new outlet, beer & wine, etc.): F-Com & Off-Premises

CONTACT PERSON: Duke Tufty PHONE: (503) 718-2311 EMAIL: duke@nwalcoholaw.com

DESCRIPTION OF OUTLET

TYPE OF OPERATION (CHECK ALL THAT APPLY)

- | | |
|--|---|
| <input type="checkbox"/> Food Cart | <input type="checkbox"/> Night Club |
| <input type="checkbox"/> Restaurant | <input type="checkbox"/> Sports Bar |
| <input type="checkbox"/> Convenience Store | <input checked="" type="checkbox"/> Other: <u>Hotel</u> |

SIZE OF SERVICE AREA: ~5000 sq. ft.

EXISTING BUILDING: Yes No

ZONING: Commercial

STRUCTURAL CHANGES (DESCRIBE): New Construction

RESTAURANT SEATING CAPACITY: 54 LOUNGE SEATING CAPACITY: 42 OUTSIDE SEATING CAPACITY: 32

DESCRIBE SECURITY: On-site management and trained staff.

HAS AN APPLICATION FOR A LIQUOR LICENSE AT THIS LOCATION BEEN RECEIVED BY THE CITY OF PORTLAND IN THE LAST TWO (2) YEARS?
 Yes No I Don't Know

HOURS OF OPERATION

SUNDAY - THURSDAY OPEN: ~6am CLOSE: ~10pm FRIDAY & SATURDAY OPEN: ~6am CLOSE: ~midnight

HOW LATE WILL THERE BE OUTSIDE SEATING? Until close HOW LATE WILL THERE BE ENTERTAINMENT? Event specific

HISTORY OF LOCATION

PREVIOUS BUSINESS NAME OF THIS LOCATION: N/A

NAME & ADDRESS OF PROPERTY OWNER: SMPT3, LLC, 2725 Rocky Mountain Ave., Loveland, CO 80538

ENTERTAINMENT

TYPE OF ENTERTAINMENT (CHECK ALL THAT APPLY)

- | | | | |
|--|--|--|--|
| <input checked="" type="checkbox"/> Dancing | <input type="checkbox"/> Video Poker | <input checked="" type="checkbox"/> Live Music | <input type="checkbox"/> Nude Dancers |
| <input type="checkbox"/> Karaoke | <input type="checkbox"/> Video Games/Pinball | <input checked="" type="checkbox"/> Recorded Music | <input checked="" type="checkbox"/> DJ Entertainment |
| <input type="checkbox"/> Pool Tables (How Many): _____ | <input checked="" type="checkbox"/> Events (Describe): <u>Variable</u> | <input type="checkbox"/> Other: _____ | |

The City requires an Amusement Location Permit for all locations with amusement devices or pool tables. Contact the Revenue Bureau for rules and an Amusement Location Permit application form now. Permits are non-transferable from one owner to another and must be paid before games are placed on the premises. Contact Anne Holm at 503-865-2488. The City of Portland will notify affected nearby neighbors and a copy of this form will be included in our mailing.

Use this area to provide any additional information that you wish to be considered on this liquor application

A false answer or omission of any requested information may result in an unfavorable City recommendation.

SIGNATURE: X  DATE: 7.8.16

Property Search:

Owner Name: SMP T3 LLC
 Site Address: 888 SW 3RD AVE
 State ID: 1S1E038A 6100
 Account #: R245986

Search [Clear] [PortlandMaps]

- Geocode Address When Taxlot Not Found
- Search is Based on Active Field Only
- Hide Personal Property Accounts
- Display Taxlot Detail Window

Navigate Query Results [Home] [Previous] [Next] [End]

Owner: SMP T3 LLC Site Address: 888 SW 3RD AVE State: 1S1E038A

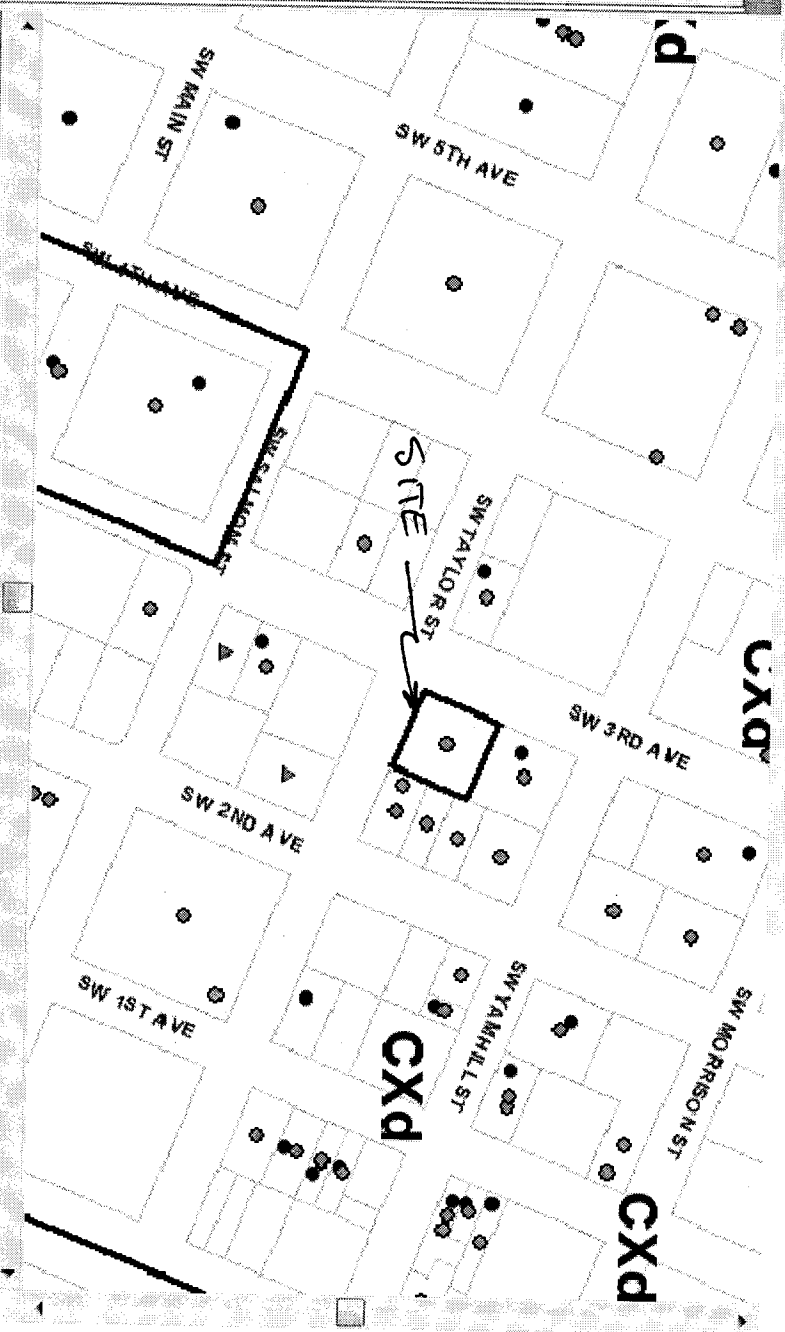
*SITE IS ZONED CXD.
 RETAIL SALES AND
 SERVICE IS ALLOWED
 IN THE CX ZONE
 [Signature]
 503.823.7191
 9/23/16*

Bureau of Development Services
 1900 SW 4th Ave., Suite 5000
 Portland, OR 97201

Search Legend Add Data Selection

Scale: 1" = 229'

PWB Facility ID



Taxlot Details

Lot Size: 10000 sqft Building Size: 3129 Map Number: 22
 Legal Description: PORTLAND, BLOCK 22, LOT 586 Lot & Block: 22

Zoning Code(s): CXD
 Historic District:
 Conservation District:
 Jurisdiction: Portland

Mailing Information:
 SMP T3 LLC
 2725 ROCKY MOUNTAIN AVE #200
 LOVELAND, CO 80538-8717

Plan District: CENTRAL CITY
 Subdistrict: DOWNTOWN
 Subarea:
 NRMP:
 Draw LUR

Scale 1 inch = 229 feet