

CITY COUNCIL REPORT



Meeting Date: August 19, 2013
General Plan Element: *Land Use*
General Plan Goal: *Sustain Scottsdale as a tourist destination.*

ACTION

Beer and Wine Bar Liquor License Request for Eldorado Scottsdale 65-LL-2013. To consider forwarding a recommendation to the Arizona Department of Liquor Licenses and Control for a Person and Location Transfer of a Series 7 (beer and wine bar) State liquor license for a new location and new owner.

OWNER

Eldorado Investments, LLC

APPLICANT CONTACT

Franco Calabrese

LOCATION

6825 East 4th Street

BACKGROUND

This request is for a Person and Location Transfer of a Series 7 (beer and wine bar) liquor license for a boutique hotel to have the ability to provide beer or wine to hotel guests.

There is not a school or church within 300 feet.

The distance to the nearest school, Ville Marie Academy, is 2,150 feet.

The distance to the nearest religious facility, Salem Lutheran church, is 1,200 feet.

See Attachment #3 for number and graphic representation of licenses within a one half-mile radius of this location.

APPLICANT'S PROPOSAL

The applicant is seeking a favorable recommendation on a Person and Location Transfer of a Series 7 liquor license. This allows a beer and wine bar retailer to sell and serve beer and wine, primarily by individual portions, to be consumed on the premises and in the original container for consumption on or off the premises.

The applicant has indicated that this establishment will serve liquor between the hours of 9:00 a.m. to 2:00 a.m.; however, due to State liquor license processing requirements, they are not required to notify the City or the State if they change their hours of operation.

PETITIONS FROM PERSONS IN CLOSE PROXIMITY

The applicant has maintained the required posting notice for the State mandated 20-day period. No petitions or protests pursuant to A.R.S. 4-201.b. were received during the 20 (twenty) day posting period.

OTHER LICENSES & PERMITS

Financial Management

Revenue Collection has reported that the applicant has met City licensing requirements and all fees have been paid.

Spirituuous Liquor Tax Permit # Pending.

Scottsdale Transaction Privilege Sales Tax License # Pending.

IMPACT ANALYSIS

Current Planning Department Development Information.

This hotel is 28,000 sq. ft. in size, including an existing 9,600 sq. ft. patio/pool area.

Zoning.

This site is zoned Multiple Family-Residential, Downtown Overlay (R-5 DO). The R-5 DO district allows hotels as a conditional use. A conditional use permit for this hotel was approved under case 16-UP-2012.

Parking.

A total of 31 spaces are required for this use and 31 spaces are provided. Parking is in compliance with the zoning ordinance.

Public Safety Division

Police Department: Recommendation No Opposition

Major life safety issues: None noted.

Code Enforcement: There are no current cases of code violations at this time in relation to the liquor license.

STATE GUIDELINES FOR CONSIDERING AN APPLICATION

A.R.S. Section 4.-203.A Granting a License for a New Owner for a Certain Location.

A spirituous liquor license shall be issued only after satisfactory showing of the capability, qualifications and reliability of the applicant.

A.R.S. Section 4-112.B.1; R19-1-102 Criteria for Granting a License for a Certain Location

The local governing authorities and the Department of Liquor Licenses & Control may consider the following criteria in determining whether public convenience requires and that the best interest of the community will be substantially served by the issuance or transfer of a liquor license at a particular unlicensed location:

1. Petitions and testimony from persons who are in favor of or opposed to the issuance of a license, and who reside in, own or lease property in close proximity.
2. The number and series of licenses in close proximity.
3. Evidence that all necessary licenses and permits have been obtained from the state and all other governing bodies.
4. The residential and commercial population of the community and its likelihood of increasing, decreasing or remaining static.
5. Residential and commercial population density in close proximity.
6. Evidence concerning the nature of the proposed business, its potential market, and its likely customers.
7. Effect on vehicular traffic in close proximity.
8. The compatibility of the proposed business with other activity in close proximity.
9. The effect or impact of the proposed premises on business or the residential neighborhood whose activities might be affected by granting the license.
10. The history for the past five years of liquor violations and reported criminal activity at the proposed premises provided that the applicant has received a detailed report(s) of such activity at least 20 days before the hearing by the Board.
11. Comparison of the hours of operation of the proposed premises to the existing businesses in close proximity.
12. Proximity to licensed childcare facilities as defined by A.R.S. 36-881.

COUNCIL OPTIONS & STAFF RECOMMENDATION

Council Options

The City Council has the option of recommending approval, denial or no recommendation to the Arizona Department of Liquor Licenses and Control.

Staff Recommendation

The City of Scottsdale staff has conducted a review and advises that the license request meets the criteria imposed for determining that the community's best interest is substantially served by the issuance of the liquor license and advises that the license request meets the criteria imposed for determining the capability, qualifications and reliability of the applicant.

Next Steps

The City Council’s recommendation of approval, denial or no recommendation will be forwarded to the Department of Liquor Licenses and Control for their consideration. If the application is approved by the Department of Liquor Licenses and Control, the applicant should receive their license from the State within 105 days of original application.

RESPONSIBLE DEPARTMENT(S)

Teri Gleason, Planning Assistant, tgleason@scottsdaleaz.gov
Planning, Neighborhood and Transportation Division

James Wasson, Lieutenant, Special Assignment, jwasson@scottsdaleaz.gov
Public Safety Division

Raun Keagy, Planning, Neighborhood and Transportation Director, rkeagy@scottsdaleaz.gov
Planning, Neighborhood and Transportation

APPROVED BY

Tim Curtis, AICP, Current Planning Director
312-4210 tcurtis@scottsdaleaz.gov

 7/23/2013

Randy Grant, PNT Administrator
312-2664, rgrant@scottsdaleaz.gov

 7/25/13

ATTACHMENTS

- #1: Aerial Map
- #2: Close-up Aerial Map
- #3: Graphic – Liquor License Locations Within Half-Mile
- #4: City of Scottsdale Applicant Questionnaire
- #5: State Application



Q.S.
16-44

G.I.S. ORTHOPHOTO 2012

65-LL-2013

El Dorado Scottsdale

ATTACHMENT #1



Q.S.
16-44

G.I.S. ORTHOPHOTO 2012

61-LL-2013

El Dorado Scottsdale

ATTACHMENT #2

Liquor Licenses Within A Half-Mile Radius of 6825 E 4th St.



LEGEND

-  Church
-  Private School

Legend

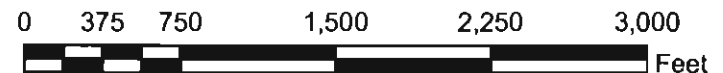
Licensed Locations, Count by Series Within a half-mile radius of site

-  7 - Bar (Series 6)
-  4 - Beer & Wine Bar (Series 7)
-  2 - Liquor Store (Series 9)
-  1 - Beer & Wine Store (Series 10)
-  1 - Hotel (Series 11)
-  25 - Restaurant (Series 12)
-  1 - Winery (Series 13)
-  1 - Private Club (Series 14)

Date: 7/23/2013

Total Licenses in Half-Mile Buffer = 42

Note: Liquor License location information is from the Arizona Dept. of Liquor Licenses and Control, and may not represent the exact location of establishments. Data is updated regularly and this map is sometimes printed weeks prior to City Council meetings.



65-LL-2013
Attachment #3



Liquor License Questionnaire

Please complete all questions and return within 3 business days.

Name of Business: ELDORADO INVESTMENTS LLP (ELDORADO SCOTTSDALE)

Business Address: 6825 E. 4th STREET, SCOTTSDALE, AZ 85251

Type of Business (restaurant, bar, grocery, retail) HOTEL

Total Gross Square Footage of Establishment: 28,000 SF

Was there a previous business at this location? Yes No
If yes, list the previous business: HOTEL/VACATION RENTAL

Was liquor sold at this location prior to this application? Yes No
If yes, what type of license? _____

Is this business currently open? Yes No

If yes, is this business operating with an Interim license? Yes No

If no, what is the proposed opening date? HOTEL IS OPEN, LIQUOR SALES IF APPROVED, WILL COMMENCE IN SEPTEMBER.

Is this business under construction or being remodeled? Yes No

Does this business have an existing patio? Yes No Dimensions of patio ?

Does this business have a proposed patio? Yes No Dimensions of patio _____

How many parking spaces are allocated to your business? 33

For Restaurants, Bars and Restaurants/Bars:

Will the bar service area be in excess of 15% of the gross floor area? Yes* No

Will the kitchen be less than 15% of the gross floor area? Yes* No

Will age verification be required/requested for admittance at any time during business operations? Yes* No

Is a cover charge required for admittance at any time during business operations? Yes* No

Will less than 40% of gross revenues be derived from the sale of prepared food? Yes* No SERVES F

*May require a Conditional Use Permit

During what hours will the establishment provide full kitchen service? NEVER

During what hours will the establishment offer liquor sales? 9 AM - 2 AM

Gross square footage of kitchen: NO KITCHEN

(do not include refrigerators or areas used for storage of food or beverages)

Gross square footage of bar service area: 100 SF

(includes the floor area under indoor and outdoor bars and the floor area behind the bars used for storage, prep and serving of food or drinks)

Planning, Neighborhood and Transportation Division

7447 E. Indian School Road, Suite 105, Scottsdale, AZ 85251 ♦ Phone: 480-312-7000 ♦ Fax: 480-312-7088



Liquor License Questionnaire

Please complete all questions and return within 3 business days.

Will this business feature any of the following:

Patron Dancing?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No	Karaoke?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No
Live Bands?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No	DJ?*	<input checked="" type="checkbox"/> Yes*	<input type="checkbox"/> No
Amplified music?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No	Games?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No
Adult Entertainment?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No	Four or more pool tables?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No
After hours?	<input type="checkbox"/> Yes*	<input checked="" type="checkbox"/> No			

**NO AMPLIFICATION FOR D.S.*

***May require a Conditional Use Permit**

Applicant Narrative:

ARS 4-201-G: In all proceedings before the governing body of a city or town, the Board of Supervisors of a County or the Board, the applicant bears the burden of showing that the public convenience requires and that the best interest of the community will be substantially served by the issuance of this license.

1. I have the capability, qualifications and reliability to hold a liquor license because:

2. The public convenience requires and the best interest of the community will be substantially served by the issuance of the liquor license because:

3. Please describe your business:

The City's forwarding of a recommendation to the AZ Department of Liquor Licenses and Control does not waive and is not a substitute for the Licensee's obligation to comply with all state, local and federal laws, policies and regulations applicable to the license. The Recommendation is not a permit or regulatory approval to hold any events or construct or demolish any improvements. Zoning processes, building permit processes, and similar regulatory requirements may apply to Licensee's contemplated Improvements and are completely separate from the Recommendation. Licensee shall be responsible to, separate and apart from this Recommendation, directly obtain all necessary permits and approvals from any and all governmental or other entities including the City's having standing or jurisdiction over the subject areas. For more information regarding zoning processes, building permit processes, and similar regulatory requirements and approvals please call 480-312-2611.

Print Name: FRANCO CALABRESE Signature: *[Signature]* Date: 6-4-13

Submit

Planning, Neighborhood and Transportation Division

7447 E. Indian School Road, Suite 105, Scottsdale, AZ 85251 ♦ Phone: 480-312-7000 ♦ Fax: 480-312-7088

El Dorado Scottsdale

Liquor License Questionnaire

Applicant Narrative:

ARS 4-201-G:

- 1. I have the capability, qualifications and reliability to hold a liquor license because:**

Applicant is an experienced business owner managing residential and hotel properties with combined base of over 500 tenants. Owning and operating these types of properties requires a significant amount of responsibility and care for the welfare of residents and guests residing at the properties. Not only does applicant provide a safe home or temporary stay for guests but also has duties to the neighbors surrounding these properties and the City to maintain a high level of safety, good business operations and quality real estate. Applicant is committed to the responsible sale of alcoholic beverages under Arizona liquor laws. Managers and staff have been, or will be, trained in the techniques of alcohol sales to assure proper service to their guests.

- 2. The public convenience requires and the best interest of the community will be substantially served by the issuance of the liquor license because:**

Applicant would like the ability to offer alcoholic beverages to its patrons over the age of 21 if they request it. Operating a property that services vacationers and corporate business travelers without liquor service is a perceived weakness and prevents a more successful business. The ability to serve beer and wine will significantly better the hotel's product and service as there is current demand from guests at the property for this service. This will also help limit guests from purchasing liquor off property and attempt to bring it to the property during their stay.

- 3. Please describe your business:**

Boutique hotel property offering a combination of short term and long term stays desiring to offer an additional amenity to its guests.

Arizona Department of Liquor Licenses and Control
 800 West Washington, 5th Floor
 Phoenix, Arizona 85007
 www.azliquor.gov
 602-542-5141

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APPLICATION FOR LIQUOR LICENSE
 TYPE OR PRINT WITH BLACK INK

65-11-2013

Notice: Effective Nov. 1, 1997, All Owners, Agents, Partners, Stockholders, Officers, or Managers actively involved in the day to day operations of the business must attend a Department approved liquor law training course or provide proof of attendance within the last five years. See page 5 of the Liquor Licensing requirements.

SECTION 1 This application is for a:

- MORE THAN ONE LICENSE
- INTERIM PERMIT *Complete Section 5*
- NEW LICENSE *Complete Sections 2, 3, 4, 13, 14, 15, 16*
- PERSON TRANSFER (Bars & Liquor Stores ONLY):
Complete Sections 2, 3, 4, 11, 13, 15, 16
- LOCATION TRANSFER (Bars and Liquor Stores ONLY)
Complete Sections 2, 3, 4, 12, 13, 15, 16
- PROBATE/WILL ASSIGNMENT/DIVORCE DECREE
Complete Sections 2, 3, 4, 9, 13, 16 (fee not required)
- GOVERNMENT *Complete Sections 2, 3, 4, 10, 13, 15, 16*

SECTION 2 Type of ownership:

- J.T.W.R.O.S. *Complete Section 6*
- INDIVIDUAL *Complete Section 6*
- PARTNERSHIP *Complete Section 6*
- CORPORATION *Complete Section 7*
- LIMITED LIABILITY CO. *Complete Section 7*
- CLUB *Complete Section 8*
- GOVERNMENT *Complete Section 10*
- TRUST *Complete Section 6*
- OTHER (Explain) _____

SECTION 3 Type of license and fees LICENSE #(s): 07070420

1. Type of License(s): BEER AND WINE BAR #1
2. Total fees attached: \$ 2880 Department Use Only

APPLICATION FEE AND INTERIM PERMIT FEES (IF APPLICABLE) ARE NOT REFUNDABLE.
 The fees allowed under A.R.S. 44-6852 will be charged for all dishonored checks.

SECTION 4 Applicant

1. Owner/Agent's Name: Mr. CALABRESE FRANCO GIANNI
(Insert one name ONLY to appear on license) Last First Middle
2. Corp./Partnership/L.L.C.: ELDORADO INVESTMENTS LLP
(Exactly as it appears on Articles of Inc. or Articles of Org.)
3. Business Name: ELDORADO SCOTTSDALE
(Exactly as it appears on the exterior of premises)
4. Principal Street Location 6825 E. 4th STREET SCOTTSDALE MARICOPA 85251
(Do not use PO Box Number) City County Zip
5. Business Phone: 480-946-3021 Daytime Phone: 480-861-2964 Email: FRANCO@ELDORADO
SCOTTSDALE.COM
6. Is the business located within the incorporated limits of the above city or town? YES NO
7. Mailing Address: 7742 E. MINNEZONA AVE. SCOTTSDALE, AZ 85251
City State Zip
8. Price paid for license only bar, beer and wine, or liquor store: Type _____ \$ _____ Type _____ \$ _____

DEPARTMENT USE ONLY

Fees: 200.00 Application 880.00 Finger Prints 2880.00 TOTAL OF ALL FEES

Is Arizona Statement of Citizenship & Alien Status For State Benefits complete? YES NO

Accepted by: AC Date: 7/16/2013 Lic. # 07070420

SECTION 5 Interim Permit:

1. If you intend to operate business when your application is pending you will need an Interim Permit pursuant to A.R.S. 4-203.01.
2. There **MUST** be a valid license of the same type you are applying for currently issued to the location.
3. Enter the license number currently at the location. _____
4. Is the license currently in use? YES NO If no, how long has it been out of use? _____

ATTACH THE LICENSE CURRENTLY ISSUED AT THE LOCATION TO THIS APPLICATION.

I, _____, declare that I am the CURRENT OWNER, AGENT, CLUB MEMBER, PARTNER,
(Print full name)
 MEMBER, STOCKHOLDER, OR LICENSEE (circle the title which applies) of the stated license and location.

X _____
(Signature)

State of _____ County of _____
 The foregoing instrument was acknowledged before me on this

My commission expires on: _____

_____ day of _____
 Day Month Year

(Signature of NOTARY PUBLIC)

SECTION 6 Individual or Partnership Owners:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

1. Individual:

Last	First	Middle	% Owned	Mailing Address	City State Zip

Partnership Name: (Only the first partner listed will appear on license) ELDORADO INVESTMENTS, LLP
FRANCO G. CALABESE

General-Limited	Last	First	Middle	% Owned	Mailing Address	City State Zip
<input checked="" type="checkbox"/>	SEE ATTACHED					
<input type="checkbox"/>						
<input type="checkbox"/>						
<input type="checkbox"/>						

) Y R A S S E C E N F I T

2. Is any person, other than the above, going to share in the profits/losses of the business? YES NO
 If Yes, give name, current address and telephone number of the person(s). Use additional sheets if necessary.

Last	First	Middle	Mailing Address	City, State, Zip	Telephone#

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Eldorado Investments LLP
(Ownership Entity Holding License)

General Partners

Eldorado Ridgeway LLC (.18%)

MANAGING MEMBER
Franco G. Calabrese – ~~Manager~~ (Agent) . 25%
7742 E. Minnezona Ave. Scottsdale AZ 85251

Jerome Weiss – ~~Manager~~ *MANAGING MEMBER* 25%
28 Dearsley Place Winnepeg, Canada R3P255

Ridgeway Holdings LLC - Member *50%*
10405 E. Mcdowell Mtn, Scottsdale 85255

MANAGING MEMBER
Stephen Weiss – ~~Manager~~ (50%)
11146 E. Beck Ln. Scottsdale 85255

Joshua Rush – ~~Manager~~ (50%) *MANAGING MEMBER*
3980 E. Morning Dove Tr. Phx AZ 85050

Limited Partners

Eldorado AZ LLC (44.91%)

MANAGING MEMBER
Franco Calabrese – ~~Manager~~ (10%)
Joshua Rush – Member (90%)

Buttercup Investments LLC (22.41%)

MANAGING MEMBER
Jerome Weiss – ~~Manager~~ (10%)
MANAGING MEMBER
Stephen Weiss – ~~Manager~~ (90%)

Jerome Weiss (15.0003%)

~~Sara Weiss (7.4997%)~~
NO ONE ELSE OWNS 10% OR MORE
~~28 Dearsley Place Winnepeg, CA R3P255~~

Alexis Dime Ventures LLC (10%)

MANAGING MEMBER
Franco Calabrese – ~~Manager~~ (100%)

FOR
FOR
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FOR
FOR

FOR
FOR

SECTION 7 Corporation/Limited Liability Co.:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD. 13 JUL 18 09:14:45

- CORPORATION Complete questions 1, 2, 3, 5, 6, 7, and 8.
- L.L.C. Complete 1, 2, 4, 5, 6, 7, and 8.

1. Name of Corporation/L.L.C.: _____
(Exactly as it appears on Articles of Incorporation or Articles of Organization)
2. Date Incorporated/Organized: _____ State where Incorporated/Organized: _____
3. AZ Corporation Commission File No.: _____ Date authorized to do business in AZ: _____
4. AZ L.L.C. File No: _____ Date authorized to do business in AZ: _____
5. Is Corp./L.L.C. Non-profit? YES NO
6. List all directors, officers and members in Corporation/L.L.C.:

Last	First	Middle	Title	Mailing Address	City	State	Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

7. List stockholders who are controlling persons or who own 10% or more:

Last	First	Middle	% Owned	Mailing Address	City	State	Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

8. If the corporation/L.L.C. is owned by another entity, attach a percentage of ownership chart, and a director/officer/member disclosure for the parent entity. Attach additional sheets as needed in order to disclose personal identities of all owners.

SECTION 8 Club Applicants:

EACH PERSON LISTED MUST SUBMIT A COMPLETED QUESTIONNAIRE (FORM LIC0101), AN "APPLICANT" TYPE FINGERPRINT CARD, AND \$22 PROCESSING FEE FOR EACH CARD.

1. Name of Club: _____ Date Chartered: _____
(Exactly as it appears on Club Charter or Bylaws) (Attach a copy of Club Charter or Bylaws)
2. Is club non-profit? YES NO
3. List officer and directors:

Last	First	Middle	Title	Mailing Address	City	State	Zip

(ATTACH ADDITIONAL SHEET IF NECESSARY)

SECTION 9 Probate, Will Assignment or Divorce Decree of an existing Bar or Liquor Store License:

- 1. Current Licensee's Name: _____
(Exactly as it appears on license) Last First Middle
- 2. Assignee's Name: _____
Last First Middle
- 3. License Type: _____ License Number: _____ Date of Last Renewal: _____
- 4. ATTACH TO THIS APPLICATION A CERTIFIED COPY OF THE WILL, PROBATE DISTRIBUTION INSTRUMENT, OR DIVORCE DECREE THAT SPECIFICALLY DISTRIBUTES THE LIQUOR LICENSE TO THE ASSIGNEE TO THIS APPLICATION.

SECTION 10 Government: (for cities, towns, or counties only)

- 1. Governmental Entity: _____
- 2. Person/designee: _____
Last First Middle Contact Phone Number

A SEPARATE LICENSE MUST BE OBTAINED FOR EACH PREMISES FROM WHICH SPIRITUOUS LIQUOR IS SERVED.

SECTION 11 Person to Person Transfer:

Questions to be completed by CURRENT LICENSEE (Bare and Liquor Stores ONLY-Series 06,07, and 09).

- 1. Current Licensee's Name: CAREY KIRSTIN ANNE Entity: AGENT
(Exactly as it appears on license) Last First Middle (Indlv., Agent, etc.)
- 2. Corporation/L.L.C. Name: NOURISH CAFE, LLC
(Exactly as it appears on license)
- 3. Current Business Name: NOURISH
(Exactly as it appears on license)
- 4. Physical Street Location of Business: Street 7147 E RANCHO VISTA DR 107C
City, State, Zip SCOTTSDALE, AZ 85251
- 5. License Type: #7 BEER & WINE License Number: 07070420
- 6. If more than one license to be transferred: License Type: N/A License Number: N/A
- 7. Current Mailing Address: Street 536 E WAGON BLUFF DR
(Other than business) City, State, Zip TUCSON, AZ 85704
- 8. Have all creditors, lien holders, interest holders, etc. been notified of this transfer? YES NO
- 9. Does the applicant intend to operate the business while this application is pending? YES NO If yes, complete Section 5 of this application, attach fee, and current license to this application.

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10. I, KIRSTIN ANNE CAREY, hereby authorize the department to process this application to transfer the privilege of the license to the applicant, provided that all terms and conditions of sale are met. Based on the fulfillment of these conditions, I certify that the applicant now owns or will own the property rights of the license by the date of issue.

I, KIRSTIN ANNE CAREY, declare that I am the CURRENT OWNER, AGENT, MEMBER, PARTNER STOCKHOLDER or LICENSEE of the stated license. I have read the above Section 11 and confirm that all statements are true, correct, and complete.

[Signature]
(Signature of CURRENT LICENSEE)

State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this 10 Month 2013 Year



[Signature]
(Signature of NOTARY PUBLIC)

My commission expires on: 7/30/2016

Bill of Sale

IN CONSIDERATION OF THE SUM OF:

***** Fourteen Thousand Dollars And No Cents ***** lawful currency of the United States of America, and other valuable consideration, receipt of which is hereby acknowledged, the SELLER:

Nourish Cafe', LLC, an Arizona Limited Liability Company

hereby grants, bargains, sells and transfers unto the BUYER:

Eldorado Investments, L.L.P., an Arizona Limited Liability Partnership

and his, her or their heirs, personal representatives, or assigns, to have and to hold forever, the following described personal property, goods or chattels:

That certain State of Arizona Liquor License #07070420

FURTHERMORE, Seller warrants that he, she or they are the lawful owner of said goods and hereby certifies, under oath, that he, she or they have good right to sell the same as aforesaid, and that the above described property is free and clear of all claims, liens and other encumbrances whatsoever, EXCEPT, as specified herein. Seller further agrees to warrant and defend same against the lawful claims and demands of all persons whomsoever.

DATED: June 20, 2013

Nourish Cafe', LLC, an Arizona Limited Liability Company



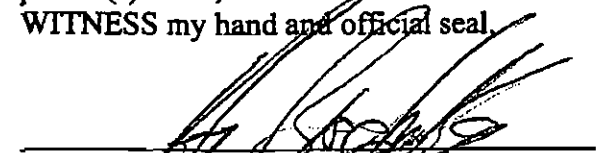
Kirstin Carey, Member

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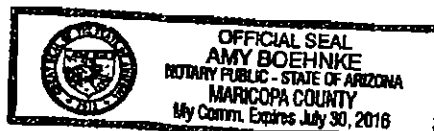
State of **ARIZONA** }ss:
County of **Maricopa**

On June 20, 2013, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Kirstin Carey, Member personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Notary Public



STATE OF ARIZONA

DEPARTMENT OF LIQUOR LICENSES
BWBAR
ALCOHOLIC BEVERAGE LICENSE

License 07070420

Issue Date: 2/23/2010

Expiration Date: 2/28/2014

Issued To:

KIRSTIN ANNE CAREY, Agent
NOURISH CAFE LLC, Owner

Beer & Wine Bar

Mailing Address:

Location:

NOURISH
7147 E RANCHO VISTA DR 107C
SCOTTSDALE, AZ 85251

INACTIVE

KIRSTIN ANNE CAREY
NOURISH CAFE LLC
NOURISH
7147 E RANCHO VISTA DR 107 C
SCOTTSDALE, AZ 85251

EXP 2/28/2014

POST THIS LICENSE IN A CONSPICUOUS PLACE

SECTION 12 Location to Location Transfer: (Bars and Liquor Stores ONLY)

APPLICANTS CANNOT OPERATE UNDER A LOCATION TRANSFER UNTIL IT IS APPROVED BY THE STATE

- Current Business: Name NOURISH ~~CATERING~~
(Exactly as it appears on license) Address 7147 E RANCHO VISTA DR 107C, SCOTTSDALE, AZ 85251
- New Business: Name ELDORADO ~~SCOTTSDALE INVESTMENTS, LLP~~
(Physical Street Location) Address 6825 E. 4TH STREET, SCOTTSDALE, AZ 85251
- License Type: SERIES #7 License Number: 07070420
- If more than one license to be transferred: License Type: N/A License Number: N/A
- What date do you plan to move? ALREADY OPEN What date do you plan to open? ASAP

SECTION 13 Questions for all in-state applicants excluding those applying for government, hotel/motel, and restaurant licenses (series 5, 11, and 12):

A.R.S. § 4-207 (A) and (B) state that no retailer's license shall be issued for any premises which are at the time the license application is received by the director, within three hundred (300) horizontal feet of a church, within three hundred (300) horizontal feet of a public or private school building with kindergarten programs or grades one (1) through (12) or within three hundred (300) horizontal feet of a fenced recreational area adjacent to such school building. The above paragraph DOES NOT apply to:

- a) Restaurant license (§ 4-205.02)
- b) Hotel/motel license (§ 4-205.01)
- c) Government license (§ 4-205.03)
- d) Fenced playing area of a golf course (§ 4-207 (B)(5))

- Distance to nearest school: 2,150 ft. Name of school VILLE DE MARIE ACADEMY
Address 6535 E. OSBORNE RD #404 SCOTTSDALE, AZ
City, State, Zip 85251
- Distance to nearest church: 1,200 ft. Name of church SALEM LUTHERAN CHURCH
Address 6701 E. OSBORNE RD. SCOTTSDALE, AZ
City, State, Zip 85251
- I am the: Lessee Sublessee Owner Purchaser (of premises)
- If the premises is leased give lessors: Name N/A
Address _____
City, State, Zip _____
- 4a. Monthly rental/lease rate \$ _____ What is the remaining length of the lease ___ yrs. ___ mos.
- 4b. What is the penalty if the lease is not fulfilled? \$ _____ or other _____
(give details - attach additional sheet if necessary)
5. What is the total business indebtedness for this license/location excluding the lease? \$ 1,440,000
Please list lenders you owe money to.

Last	First	Middle	Amount Owed	Mailing Address	City State	Zip
MUTUAL OF OMAHA BANK			\$1,440,000	9200 E. PIMA CTR, SUITE 260	SCOTTSDALE, AZ	85258

(ATTACH ADDITIONAL SHEET IF NECESSARY)

- What type of business will this license be used for (be specific)? HOTEL

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SECTION 13 - continued

- 7. Has a license or a transfer license for the premises on this application been denied by the state within the past one (1) year?
 YES NO If yes, attach explanation.
- 8. Does any spirituous liquor manufacturer, wholesaler, or employee have any interest in your business? YES NO
- 9. Is the premises currently licensed with a liquor license? YES NO If yes, give license number and licensee's name:

License # _____ (exactly as it appears on license) Name _____

SECTION 14 Restaurant or hotel/motel license applicants:

- 1. Is there an existing restaurant or hotel/motel liquor license at the proposed location? YES NO
 If yes, give the name of licensee, Agent or a company name:

_____ and license #: _____
Last First Middle

- 2. If the answer to Question 1 is YES, you may qualify for an Interim Permit to operate while your application is pending; consult A.R.S. § 4-203.01; and complete SECTION 5 of this application.
- 3. All restaurant and hotel/motel applicants must complete a Restaurant Operation Plan (Form LIC0114) provided by the Department of Liquor Licenses and Control.
- 4. As stated in A.R.S. § 4-205.02.G.2, a restaurant is an establishment which derives at least 40 percent of its gross revenue from the sale of food. Gross revenue is the revenue derived from all sales of food and spirituous liquor on the licensed premises. By applying for this hotel/motel restaurant license, I certify that I understand that I must maintain a minimum of 40 percent food sales based on these definitions and have included the Restaurant Hotel/Motel Records Required for Audit (form LIC 1013) with this application.

applicant's signature

As stated in A.R.S § 4-205.02 (B), I understand it is my responsibility to contact the Department of Liquor Licenses and Control to schedule an inspection when all tables and chairs are on site, kitchen equipment, and, if applicable, patio barriers are in place on the licensed premises. With the exception of the patio barriers, these items are not required to be properly installed for this inspection. Failure to schedule an inspection will delay issuance of the license. If you are not ready for your inspection 90 days after filing your application, please request an extension in writing, specify why the extension is necessary, and the new inspection date you are requesting. To schedule your site inspection visit www.azliquor.gov and click on the "Information" tab.

applicants initials

SECTION 15 Diagram of Premises: (Blueprints not accepted, diagram must be on this form)

- 1. Check ALL boxes that apply to your business:
 Entrances/Exits Liquor storage areas Patio: Contiguous
 Service windows Drive-in windows Non Contiguous
- 2. Is your licensed premises currently closed due to construction, renovation, or redesign? YES NO
 If yes, what is your estimated opening date? _____
month/day/year
- 3. Restaurants and hotel/motel applicants are required to draw a detailed floor plan of the kitchen and dining areas including the locations of all kitchen equipment and dining furniture. Diagram paper is provided on page 7.
- 4. The diagram (a detailed floor plan) you provide is required to disclose only the area(s) where spiritous liquor is to be sold, served, consumed, dispensed, possessed, or stored on the premises unless it is a restaurant (see #3 above).
- 5. Provide the square footage or outside dimensions of the licensed premises. Please do not include non-licensed premises, such as parking lots, living quarters, etc.

As stated In A.R.S. § 4-207.01(B), I understand it is my responsibility to notify the Department of Liquor Licenses and Control when there are changes to boundaries, entrances, exits, added or deleted doors, windows or service windows, or increase or decrease to the square footage after submitting this initial drawing.

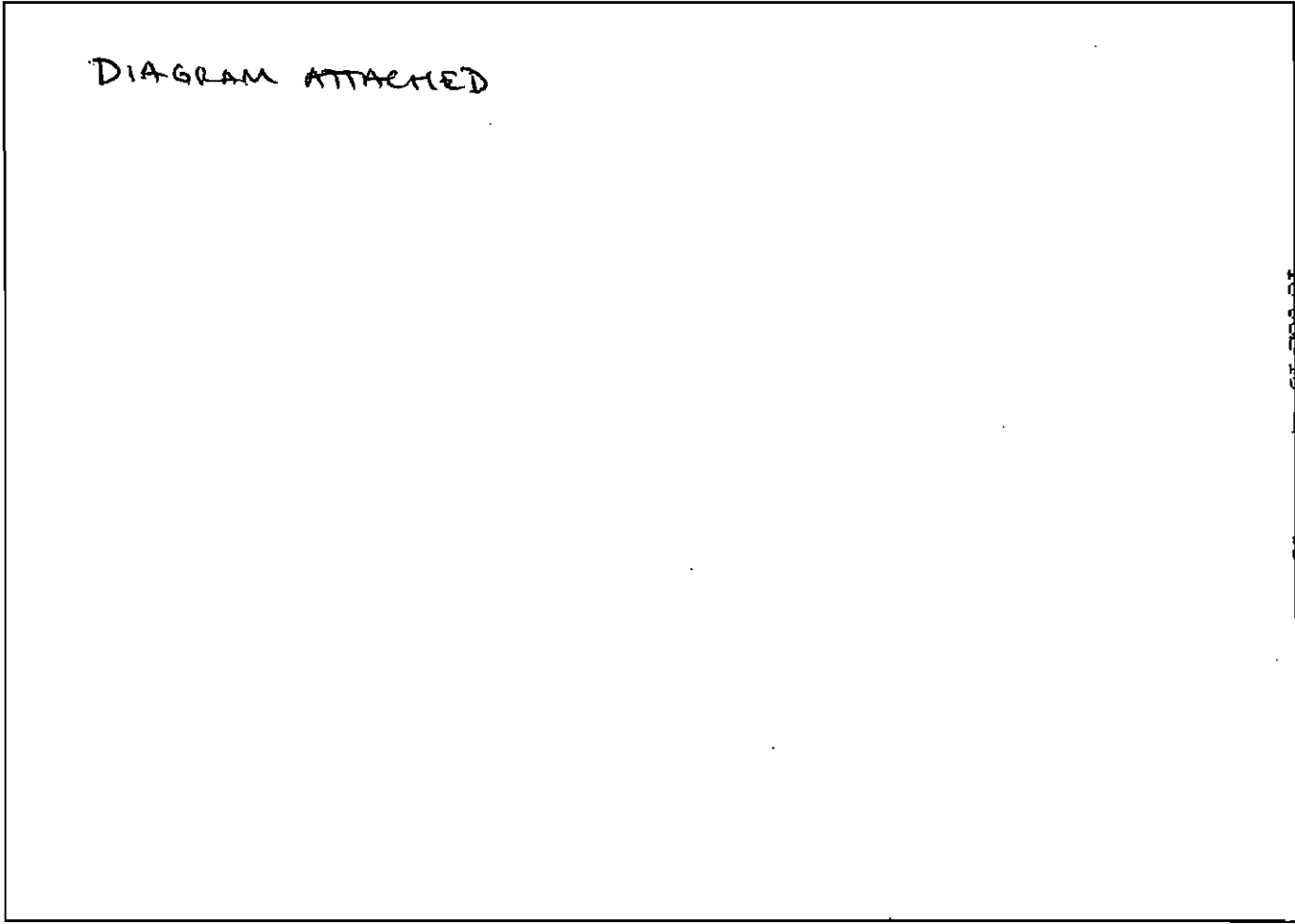
applicants initials

*13 JUL 16 Lic. Lic. RM114

SECTION 15 Diagram of Premises

4. In this diagram please show only the area where spirituous liquor is to be sold, served, consumed, dispensed, possessed or stored. It must show all entrances, exits, interior walls, bars, bar stools, hi-top tables, dining tables, dining chairs, the kitchen, dance floor, stage, and game room. Do not include parking lots, living quarters, etc. When completing diagram, North is up ↑.

If a legible copy of a rendering or drawing of your diagram of premises is attached to this application, please write the words "diagram attached" in box provided below.



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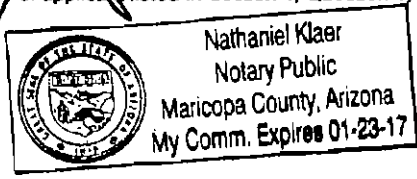
SECTION 16 Signature Block

GIANNI

I, FRANCO CALABRESE, hereby declare that I am the OWNER/AGENT filing this
(print full name of applicant)

application as stated in Section 4, Question 1. I have read this application and verify all statements to be true, correct and complete.

X *[Signature]*
(signature of applicant listed in Section 4, Question 1)



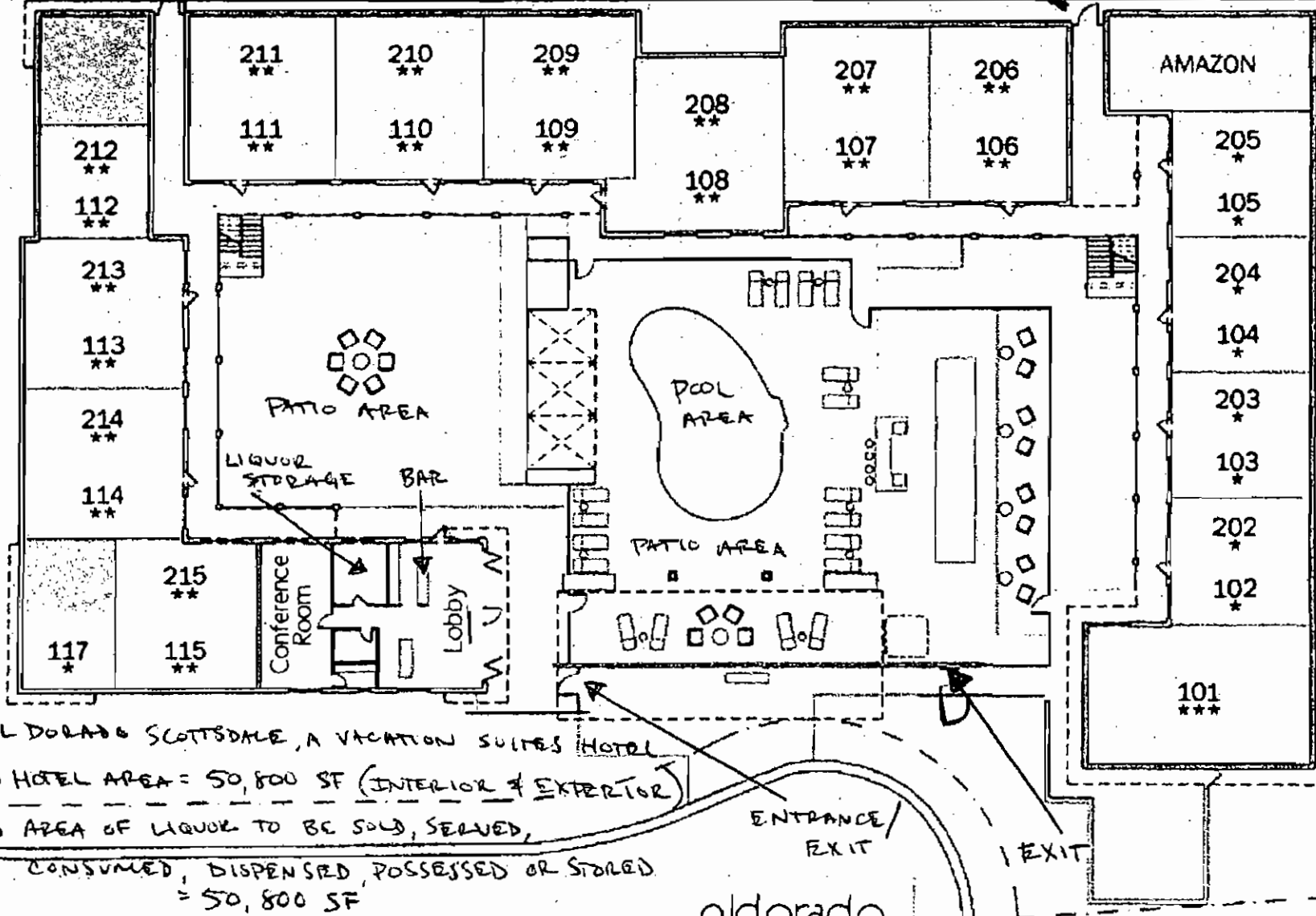
State of Arizona County of Maricopa

The foregoing instrument was acknowledged before me this
26th of June, 2013
Day Month Year

[Signature]
signature of NOTARY PUBLIC

My commission expires on : 23rd of January, 2017
Day Month Year

GUEST PARKING



EL DORADO SCOTTSDALE, A VACATION SUITES HOTEL

• HOTEL AREA = 50,800 SF (INTERIOR & EXTERIOR)

• AREA OF LIQUOR TO BE SOLD, SERVED,
CONSUMED, DISPENSED, POSSESSED OR STORED
= 50,800 SF

4TH STREET

eldorado

* Indicates Number of Bedrooms

NORTH ↓

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