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3	craig.becker@pillsburylaw.com 2550 Hanover Street		FILED Superior Court of California, County of San Francisco
4	Palo Alto, CA 94304-1115		06/27/2023 Clerk of the Court
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6	Attorneys for Plaintiffs		
7	PARK HOTELS & RESORTS INC., PARK INTERMEDIATE HOLDINGS LLC, and	1	
8	CHSP FISHERMAN WHARF LLC		
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15	PARK HOTELS & RESORTS INC., a Delaware Corporation,	Case No.	
16	PARK INTERMEDIATE HOLDINGS LLC, a Delaware Limited Liability Company, and	VERIFIED COMPLA OF REAL PROPERT	
17	CHSP FISHERMAN WHARF LLC, a Delaware Limited Liability Company,	TAXES	
18	Plaintiffs,		
19	VS.		
20	CITY AND COUNTY OF SAN FRANCISCO,		
21	SAN FRANCISCO ASSESSOR-RECORDER, SAN FRANCISCO CONTROLLER, SAN		
22	FRANCISCO BOARD OF SUPERVISORS, SAN FRANCISCO TREASURER,		
23	SAN FRANCISCO TAX COLLECTOR, and DOES 1-10,		
24	Defendants.		
25	Defendants.		
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Plaintiffs Park Hotels & Resorts Inc. ("Park"), Park Intermediate Holdings LLC("PIH"), and CHSP Fisherman Wharf LLC ("CHSP FW") (collectively, "Plaintiffs") hereby seek an order from the Court directing Defendants City and County of San Francisco ("CCSF"), San Francisco Assessor-Recorder ("Assessor-Recorder"), San Francisco Controller ("Controller"), San Francisco Board of Supervisors ("Board of Supervisors"), San Francisco Treasurer ("Treasurer"), San Francisco Tax Collector ("Tax Collector"), and DOES 1 through 10 (collectively, "Defendants") to refund real property transfer taxes that Defendants illegally and erroneously imposed and collected from Plaintiffs, and allege the following:

#### **PARTIES**

- 1. Plaintiff Park is, and at all times relevant hereto was, a corporation duly organized and existing under the laws of Delaware and registered to do business in the State of California.
- 2. Plaintiff PIH is, and at all times relevant hereto was, a limited liability company duly organized and existing under the laws of Delaware and registered to do business in the State of California.
- 3. Plaintiff CHSP FW is, and at all times relevant hereto was, a limited liability company duly organized and existing under the laws of Delaware and registered to do business in the State of California.
- 4. Defendant CCSF is, and at all times relevant hereto was, a combined political subdivision of the State of California consisting of both a city and county.
- 5. Defendant Assessor-Recorder is, and at all times relevant hereto was, an officer of CCSF.
  - 6. Defendant Controller is, and at all times relevant hereto was, an officer of CCSF.
- 7. Defendant Board of Supervisors is, and at all times relevant hereto was, a legislative body of CCSF authorized by the CCSF Charter.
  - 8. Defendant Treasurer is, and at all times relevant hereto was, an officer of CCSF.
  - 9. Defendant Tax Collector is, and at all times relevant hereto was, an officer of CCSF.

- 10. The true names and capacities of the defendant DOES 1 through 10, whether individual, corporate, or otherwise, are presently unknown to Plaintiffs; therefore, Plaintiffs sue such defendants by fictitious names. Once ascertained, Plaintiffs will amend this Verified Complaint to allege the true names and capacities of these "Doe" Defendants.
- 11. Plaintiffs are informed and believe, and based thereon allege, that each of the Defendants are legally responsible in some manner for the actions, acts, omissions, and occurrences set forth herein, and that the injuries and damages alleged herein were and are the direct and proximate result of the actions, acts, omissions, and occurrences of these Defendants. Plaintiffs are informed and believe, and based thereon allege, that each of the Defendants ratified the actions and omissions of the other Defendants.

# **JURISDICTION & VENUE**

- 12. Jurisdiction of this action is vested in this Court pursuant to San Francisco Business and Tax Regulations Code ("SFBTRC"), Article 12-C, section 1113.3(b), California Revenue and Taxation Code ("R&TC") sections 11934, 5140 and 5141(b), and California Government Code section 940 *et seq*.
- 13. Venue is proper in this Court pursuant to SFBTRC, Article 12-C, section 1113.3(b), R&TC section 5140, and California Code of Civil Procedure section 394 because Defendants and the property that are the subject of this action are situated in this County and the events giving rise to the claims in this action arose in this County.

#### **CCSF'S REAL PROPERTY TRANSFER TAX**

14. This is an action for refund of real property transfer taxes, penalties, and interest that Plaintiffs paid to Defendants under protest on certain hotel real property that Plaintiffs acquired on September 17, 2019 in an Internal Revenue Code section 1031 like-kind exchange. As detailed below, Plaintiffs seek a refund primarily on the basis that the real property transfer taxes were erroneously and illegally imposed and collected on a value greater than both the consideration paid for and the fair market value of the real property conveyed as of the date of the transfer.

15. California's Documentary Transfer Tax Act (R&TC section 11901 *et seq.*) authorizes the board of supervisors of a county or city and county to impose real property transfer taxes on realty sold within the county. R&TC section 11911(a) states:

The board of supervisors of any county or city and county, by an ordinance adopted pursuant to this part, may impose, on each deed, instrument, or writing by which any lands, tenements, or other realty sold within the county shall be granted, assigned, transferred, or otherwise conveyed to, or vested in, the purchaser or purchasers, or any other person or persons, by his or their direction, when the consideration or value of the interest or property conveyed (exclusive of the value of any lien or encumbrance remaining thereon at the time of sale) exceeds one hundred dollars (\$100) a tax at the rate of fifty—five cents (\$0.55) for each five hundred dollars (\$500) or fractional part thereof.

- 16. CCSF adopted SFBTRC, Article 12-C (the "SF Transfer Tax Ordinance") pursuant to the authority contained in R&TC section 11901 *et seq.* SFBTRC, Article 12-C, section 1101.<sup>1</sup>
- 17. Section 1102 imposes tax on "each deed, instrument or writing by which any lands, tenements, or other realty sold within the City and County of San Francisco shall be granted, assigned, transferred or otherwise conveyed to, or vested in, the purchaser or purchasers, or any other person or persons . . ."
  - 18. Section 1114 states:

"[R]ealty sold" includes any acquisition or transfer of ownership interests in a legal entity that would be a change of ownership of real property under California Revenue and Taxation Code Section 64. In such cases, there shall be deemed to have been an instrument executed whereby there was conveyed, for fair market value, all real property that experience a change in ownership under California Revenue and Taxation Code Section 64.

- 19. As of the date of transfer relevant herein, when the consideration or value of realty sold was at least \$25,000,000, Section 1102(f) imposed real property transfer tax at the rate of \$15 for each \$500 or fractional part thereof for the entire value or consideration.
- 20. Section 1110 states the Assessor-Recorder shall administer the SF Transfer Tax Ordinance.

<sup>&</sup>lt;sup>1</sup> All future Section references are to the SF Transfer Tax Ordinance unless stated otherwise.

### 21. Section 1113(a) states:

[T]he Controller shall refund or cause to be refunded the amount of any tax, interest, or penalty imposed under this Article 12-C that has been overpaid or paid more than once, or has been erroneously or illegally collected or received by the City, provided the person that paid such amount files a claim in writing with the Controller.

#### THE TRANSACTION

- 22. Park is, and at all times relevant hereto was, a publicly traded real estate investment trust ("REIT").
- 23. PIH is, and at all times relevant hereto was, effectively a wholly owned subsidiary of Park.
- 24. Prior to September 17, 2019, Chesapeake Lodging Trust ("Chesapeake"), a Maryland REIT, owned the subject of this action—Hyatt Centric Fisherman's Wharf San Francisco, located in CCSF at 555 North Point (Assessor Parcel No. ("APN") 0029-007) (the "Real Property"). The Real Property was directly owned by CHSP FW, which at the time was a wholly owned subsidiary of Chesapeake Lodging, L.P., which was a Delaware limited liability partnership in which Chesapeake owned a 99% interest.
- 25. On September 17, 2019, as part of an Internal Revenue Code section 1031 like-kind exchange, PIH acquired all the membership interests in CHSP FW (the "Exchange"). As a result of the Exchange, PIH became the direct owner of CHSP FW and acquired all the property then owned by CHSP FW, including the Real Property, together with intangible assets and personal property related to the use, ownership, and operation of Hyatt Centric Fisherman's Wharf San Francisco.
- 26. The Exchange constituted a change in ownership under R&TC section 64, subjecting the Real Property to real property transfer tax pursuant to Section 1114 and triggering a reassessment of the Real Property for property tax purposes.
- 27. On the day after the Exchange (September 18, 2019), a wholly owned subsidiary of PK Domestic Property LLC, which was effectively a wholly owned subsidiary of Park, merged with Chesapeake in a forward subsidiary triangular merger (the "Merger"). Through the Merger, Park acquired all of Chesapeake's assets and liabilities, including the property and intangible assets

related to two hotels located in San Francisco—Le Meridien San Francisco (APN 0229-020 located at 375 Battery Street) and Hotel Adagio (APNs 0305-008 and 0305-009 located at 542-550 Geary Street)— both of which are the subjects of related transfer tax refund actions that are being filed contemporaneously with the instant action.

# ORIGINAL PAYMENT OF REAL PROPERTY TRANSFER TAX

- 28. On or around September 17, 2019, PIH on behalf of Plaintiffs timely filed a Transfer Tax Affidavit (the "Transfer Tax Affidavit") with CCSF declaring \$109,000,000 as both the consideration they paid for the Real Property and the value of the Real Property as of the date of the Exchange ("Plaintiffs' Declared Real Property Value").
- 29. Along with the Transfer Tax Affidavit, on or about September 17, 2019, PIH, on behalf of Plaintiffs, paid \$3,270,000 in real property transfer tax to CCSF based on the declared value of \$109,000,000 (the "Original Payment"). Park and CHSP FW facilitated such payment.
  - 30. Plaintiffs do not contest the Original Payment.

# PROPERTY TAX REASSESSMENT AND ASSESSMENT APPEAL APPLICATION

- 31. On or around December 6, 2019, CHSP FW on behalf of Plaintiffs duly reported the Exchange as a change in ownership to the California State Board of Equalization ("BOE") by timely filing the required BOE Form 100-B.
- 32. On or around April 27, 2020, the Assessor-Recorder issued a Notice of Supplemental Assessment, notifying CHSP FW that it had determined the fair market value of the Real Property as of the September 17, 2019 change in ownership (*i.e.*, the Exchange) was \$162,100,000 (the "Assessor's Real Property Value").
- 33. On or around July 26, 2020, CHSP FW on behalf of Plaintiffs filed an assessment appeal application (the "Assessment Appeal") with the San Francisco County Assessment Appeals Board (the "AAB") to contest the Assessor's Real Property Value. The AAB clerk designated the Assessment Appeal number 2020-0183.
- 34. On November 10, 2022, the AAB heard the Assessment Appeal and took evidence from both the applicant and the Assessor-Recorder.

- 35. On or around February 14, 2023, the AAB issued its notice of action on the Assessment Appeal, rejecting the Assessor's Real Property Value and reducing the Real Property's fair market value as of the date of the Exchange by \$16,400,000, from \$162,100,000 to \$145,700,000 (the "AAB's Decision").
- 36. Plaintiffs' Assessment Appeal included a request that the AAB issue written findings of fact to support its decision. The AAB has not yet issued its written findings of fact and therefore, Plaintiffs do not know the basis of the AAB's Decision.

#### ADDITIONAL PAYMENT OF REAL PROPERTY TRANSFER TAX

- 37. On or around June 22, 2020, about two months after issuing its property tax Notice of Supplemental Assessment and during the height of COVID, the Assessor-Recorder issued a letter to CHSP FW and Chesapeake entitled "Notice of Deficiency Determination and Demand for Immediate Payment of San Francisco County Transfer Tax" that included an enclosure entitled "Notice of Delinquent Real Property Transfer Taxes and Deficiency Determination" (collectively, the "Deficiency Determination").
- 38. The Assessor-Recorder stated in the Deficiency Determination: "During our review of [the September 17, 2019] transaction, our office has determined that insufficient transfer taxes were paid."
- 39. The Assessor-Recorder acknowledged the Original Payment in the Deficiency Determination as follows: "The declared value of the real property reported on the transfer tax affidavit accompanying the September 17, 2019 payment was \$109,000,000 (exclusive of non-realty), and transfer tax of \$3,270,000 was paid . . ."
- 40. According to the Deficiency Determination, the Assessor-Recorder "determined that the market value of the real property as of the date of transfer was \$162,100,000, indicating a transfer tax liability of \$4,863,000."
- 41. Accordingly, the Deficiency Determination imposed additional real property transfer tax in the amount of \$1,593,000 (the "Additional Transfer Tax").

42. It appears the Assessor-Recorder calculated the Additional Transfer Tax by applying the CCSF transfer tax rate as determined by Section 1102(f) (as applicable on September 17, 2019) to the difference between the Assessor's Real Property Value and the fair market value of the Real Property as declared by Plaintiffs on the Transfer Tax Affidavit, as shown below.

Assessor's Real Property Value	Plaintiffs' Declared Real Property Value	Difference	Applicable CCSF Transfer Tax Rate	Additional Transfer Tax
\$162,100,000	\$109,000,000	\$53,100,000	\$15 per \$500	\$1,593,000

- 43. The Assessor's Real Property Value used to calculate the Additional Transfer Tax exceeds both the consideration paid for the Real Property as well as the Real Property's fair market value as of the date of the Exchange in violation of Section 1102 and R&TC section 11911(a). The Assessor's Real Property Value is based on an inaccurate and unlawful valuation methodology and is, therefore, erroneous. For example, the Assessor's Real Property Value improperly includes the value of non-taxable assets such as intangible assets as well as non-real property assets such as personal property.
- 44. The notice of Deficiency Determination also included the penalties and interest shown below.

Additional Transfer Tax	25% Penalty	10% Penalty	Interim Interest	Total
\$1,593,000	\$398,250	\$159,300	\$143,370	\$2,293,920

- 45. The Deficiency Determination stated the \$143,370 interest amount was calculated on the Additional Transfer Tax at a rate of 1% per month "from the date the tax became delinquent to the date of payment." The Deficiency Determination applies a 9% interest rate, suggesting that the Assessor-Recorder calculated the nine months of delinquency as October 17, 2019 (30 days after the September 17, 2019 Exchange) to July 22, 2020.
- 46. On September 30, 2020, the Assessor-Recorder emailed Plaintiffs' agent with an updated interest amount of \$191,160, which appears to be based on twelve months of delinquency from October 17, 2019 (30 days from the September 17, 2019 Exchange) to October 10, 2020.

47. On or around October 5, 2020, PIH on behalf of Plaintiffs made a second real property transfer tax payment to CCSF in the amount of \$2,341,710 (the "Additional Payment"), as detailed below. Park and CHSP FW facilitated such payment.

Additional	25%	10%	Final	Additional
Transfer Tax	Penalty	Penalty	Interest	Payment
\$1,593,000	\$398,250	\$159,300	\$191,160	\$2,341,710

48. Plaintiffs contest the entire amount of the Additional Payment and herein seek a refund of the full amount of the Additional Payment.

# PENALTIES AND INTEREST

- 49. Section 1115 governs deficiency determinations. Deficiency determinations occur "[w]henever the County Recorder has reason to believe that a person has failed to pay or has underpaid the [transfer] tax."
- 50. Deficiency determinations are "due and payable 30 days after service of the notice of deficiency determination upon the person liable for the tax." Section 1115(d).
- 51. Deficiency determinations that become delinquent are subject to a 25% penalty (the "25% Penalty"). Section 1115.2(a)(1).
- 52. Deficiency determinations that remain delinquent on the 90th day after becoming delinquent are subject to an additional 10% penalty (the "10% Penalty"). Section 1115.2(a)(1).
- 53. Deficiency determinations that become delinquent are also subject to interest "from the date the tax becomes delinquent to the date of payment." Section 1115.2(b).
- 54. The Assessor-Recorder's notice of Deficiency Determination was erroneous and failed to comply with the SF Transfer Tax Ordinance, especially Section 1115.
- 55. The manner in which the Assessor-Recorder applied the 25% Penalty to the Deficiency Determination was erroneous, illegal, and violated, inter alia, R&TC section 11901 *et seq.* and Sections 1115 and 1115.2(a)(1), by, for example, calculating the 25% Penalty on the full amount of the county and city portion of the real property transfer tax and treating the Deficiency Determination as if it was immediately delinquent and thereby subject to the 25% Penalty, rather than delinquent and subject to the 25% Penalty 30 days after the Deficiency Determination notice.

- 56. The manner in which the Assessor-Recorder applied the 10% Penalty to the Deficiency Determination was erroneous, illegal, and violated, inter alia, R&TC section 11901 *et seq.* and Sections 1115 and 1115.2(a)(1), by, for example, calculating the 10% Penalty on the full amount of the county and city portion of the real property transfer tax and treating the Deficiency Determination as if it was immediately 90 days past the delinquency date and thereby subject to the additional 10% Penalty, rather than delinquent and subject to the additional 10% Penalty only after remaining delinquent 90 days past the delinquency date.
- 57. The manner in which the Assessor-Recorder applied interest to the Deficiency Determination was also erroneous, illegal, and violated, inter alia, R&TC section 11901 *et seq.* and Section 1115.2(b), by, for example, calculating interest on the full amount of the county and city portion of the real property transfer tax and by doing so from 30 days after the date of the Exchange rather than from the date the Deficiency Determination became delinquent (*i.e.*, 30 days after the Deficiency Determination).
- 58. The 25% Penalty and 10% Penalty are unconscionable, excessive, illegal, and unconstitutional as they are punitive in nature and bear no reasonable relationship to the offense of Plaintiffs' alleged underpayment of real property transfer tax. Plaintiffs dutifully reported and timely made the Original Payment on the very day of the Exchange (September 17, 2019) in accord with Section 1103(b). Such payment was made based on the consideration paid for and value of the Real Property as required by Section 1102. Plaintiffs' compliance satisfied the requirements of the SF Transfer Tax Ordinance and R&TC section 11901 *et seq.* It was not until seven months later (April 27, 2020) that Plaintiffs were notified of the overstated Assessor's Real Property Value. Plaintiffs had no way of knowing the Assessor's Real Property Value at the time the tax was first due and had no obligation to pay real property transfer tax based on an overstated value.
- 59. Given that Plaintiffs could not have known the Assessor's Real Property Value at the time the tax was first due and the Deficiency Determination was issued at the height of COVID, even if Plaintiffs' Original Payment was later determined to be deficient, any such deficiency was due to reasonable cause and not willful neglect and as such, any related penalties should be fully abated.

- 60. Defendants erroneously and illegally imposed and collected the 25% Penalty, the 10% Penalty, and interest.
- 61. No penalties or interest should have been imposed and therefore, the full amount of the 25% Penalty, 10% Penalty, and interest must be refunded to Plaintiffs.

# **CLAIM FOR REFUND ON THE ADDITIONAL PAYMENT**

- 62. On or around November 10, 2020, pursuant to Section 1113, PIH on behalf of Plaintiffs filed a timely Claim for Tax Refund with the Controller seeking a refund of the entire Additional Payment (\$2,341,710) (the "Claim for Refund"). The Claim for Refund was assigned San Francisco Claim Number 21-00847.
  - 63. To date, Defendants have taken no action on the Claim for Refund.
- 64. In refusing to act on Plaintiffs' Claim for Refund, Defendants neither afforded Plaintiffs an opportunity to appear at a formal administrative hearing nor issued findings of fact, as required by the SF Transfer Tax Ordinance.
- 65. Pursuant to R&TC section 5141(b) as permitted by R&TC section 11934, Plaintiffs deem the Claim for Refund rejected as more than six months have lapsed since the Claim for Refund was filed.
- 66. Pursuant to Government Code sections 912.4 and 913, Plaintiffs deem the Claim for Refund rejected as more than 45 days have lapsed since the Claim for Refund was filed.

# TOLLING AGREEMENT EXTENDING DEADLINE TO FILE SUIT

67. In July of 2022, PIH, on behalf of Plaintiffs and its subsidiaries, successors, and assigns, and CCSF, together with its elective and/or appointed boards, agents, servants, employees, consultants, departments, commissioners, and officers executed an agreement whereby "the statute of limitations for [Plaintiffs] to file an action in San Francisco Superior Court for a refund of [Plaintiffs'] payment of real property transfer taxes, penalties, interest, and fees under [the SF Transfer Tax Ordinance] for the amounts and on the grounds set forth in [Plaintiffs'] claim for refund filed on November 16, 2020, San Francisco Claim Number 21-00847 . . . is hereby extended to and including June 30, 2023."

#### FIRST CAUSE OF ACTION

- 68. Plaintiffs incorporate each of the preceding paragraphs as though set forth fully herein.
  - 69. Plaintiffs have exhausted all available and applicable administrative remedies.
- 70. No refund of the real property transfer taxes, interest, or penalties paid by Plaintiffs to CCSF, or any part thereof, has previously been made to Plaintiffs or anyone acting on their behalf.
  - 71. Plaintiffs have timely filed this action.
  - 72. The Court has jurisdiction over Plaintiffs' real property transfer tax refund action.
- 73. For the reasons stated above, Plaintiffs' Additional Payment (\$2,341,710) was erroneously, illegally, and arbitrarily calculated and was imposed and collected by one or more Defendants in excess of Defendants' authority and in violation of the standards prescribed by law.
- 74. For the reasons stated above, the Deficiency Determination was erroneously, illegally, and arbitrarily determined, calculated, noticed, imposed, and collected by one or more Defendants in excess of Defendants' authority and in violation of standards prescribed by law.
- 75. For the reasons stated above, the Assessor's Real Property Value exceeds the consideration paid for the Real Property as part of the Exchange, the taxable value of the Real Property as of the date of the Exchange, and Plaintiffs' Declared Real Property Value, each of which violate Section 1102 and R&TC section 11911(a), rendering the Deficiency Determination and the resulting Additional Payment erroneously, illegally, and arbitrarily determined, calculated, imposed, and collected by one or more Defendants in excess of Defendants' authority and in violation of the standards prescribed by law.
- 76. For the reasons stated above, the Assessor's Real Property Value exceeds the fair market value of the Real Property as determined by the AAB following a full administrative hearing, which violates Section 1102 and R&TC section 11911(a), is inconsistent with Section 1113(c), and renders the Deficiency Determination and the Additional Payment erroneously, illegally, and arbitrarily determined, calculated, imposed, and collected by one or more Defendants in excess of Defendants' authority and in violation of the standards prescribed by law.

- 77. For the reasons stated above, the 25% Penalty, 10% Penalty, and the interest included in the Additional Payment were erroneously, illegally, and arbitrarily determined, calculated, noticed, imposed, and collected by one or more Defendants in excess of Defendants' authority and in violation of the standards prescribed by law.
- 78. For the reasons stated above, the 25% Penalty and 10% Penalty are unconscionable, excessive, illegal, and unconstitutional and should be fully abated as such.
- 79. For the reasons stated above, even if it was later determined that Plaintiffs' Original Payment was deficient, the 25% Penalty and 10% Penalty should be fully abated because any such deficiency was the result of reasonable cause and not willful neglect.
- 80. For the foregoing reasons, Plaintiffs herein seek and are entitled to a full refund of the Additional Payment (\$2,341,710), including the real property transfer tax, penalties, and interest contained therein, plus applicable interest on the refund of the Additional Payment, together with attorneys' fees.

### **PRAYER**

WHEREFORE, Plaintiffs pray for judgment against one or more Defendants, as follows:

- 1. For judgment in favor of Plaintiffs against Defendants;
- 2. For a refund of \$2,341,710 (the Additional Payment) in real property transfer tax, penalties, and interest collected by Defendants; or in the alternative, in an amount to be determined by the Court;
- 3. For costs and interest on any such refund;
- 4. For attorneys' fees as provided by law;
- 5. For costs of suit herein incurred:
- 6. For the Court to retain jurisdiction of this matter to ensure compliance with its order; and
- 7. For such other and further relief as the Court deems proper.

Dated June 27, 2023. PILLSBURY WINTHROP SHAW PITTMAN LLP BREANN E. ROBOWSKI CRAIG A. BECKER 2550 Hanover Street Palo Alto, CA 94304-1115 By: Attorneys for Plaintiffs PARK HOTELS & RESORTS INC., PARK INTERMEDIATE HOLDINGS LLC, and CHSP FISHERMAN WHARF LLC 

#### VERIFICATION

I, SCOTT WINER, declare:

- 1. I am Senior Vice President, Tax for Park Hotels & Resorts Inc., which is a Plaintiff in the above-entitled action. I am authorized to make this verification on behalf of Park Hotels & Resorts Inc., Park Intermediate Holdings LLC, and CHSP Fisherman Wharf LLC.
- 2. I have read the foregoing VERIFIED COMPLAINT FOR REFUND OF REAL PROPERTY TRANSFER TAXES, and I am familiar with its contents. I am informed and believe, and on that ground allege, that the facts stated in the foregoing document are true and correct.
- 3. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

This verification is made this 26<sup>th</sup> day of June 2023, in Ponte Vedra Beach, Florida.

Scott Winer

Senior Vice President, Tax Park Hotels & Resorts Inc.