

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

*In re:*  
THE ROMAN CATHOLIC BISHOP OF  
OAKLAND, a California corporation sole,  
  
Debtor.

Case No. 23-40523 WJL

Chapter 11

**SECOND AMENDED AND RESTATED  
DECLARATION OF DOUGLAS P.  
WILSON IN SUPPORT OF  
APPLICATION FOR ENTRY OF AN  
ORDER AUTHORIZING RETENTION  
OF DOUGLAS WILSON COMPANIES  
AS REAL ESTATE CONSULTANT TO  
THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS**

I, Douglas P. Wilson, declare as follows:

1. I am the Founder, Chairman and Chief Executive Officer of Douglas Wilson Companies (“**DWC**”), which offers a full range of services, including real estate valuations and appraisals, and complete workout strategies for companies.

2. This declaration (the “**Declaration**”) amends and restates the amended declaration filed on August 12, 2024 (the “**Prior Declaration**”) which accompanied the *Amended Application for Entry of an Order Authorizing Retention of Douglas Wilson Companies as Real Estate Consultant for the Official Committee of Unsecured Creditors* (the “**Prior Application**”). The only change to my Prior Declaration is referencing the fact that the Prior Application has been amended.

3. This Declaration is made in support of the *Second Amended Application for Entry of an Order Authorizing Retention of Douglas Wilson Companies as Real Estate Consultant for the Official Committee of Unsecured Creditors* (the “**Application**”).<sup>1</sup>

4. I have over 35-years of experience in distressed property situations generally, including many court-governed matters extending back several decades. I have worked with many of the most recognized real estate firms. In addition to extensive work with institutional investors and traditional lenders, including non-bank lenders and private equity funds, I have also worked with closely-held companies, family businesses and individual entrepreneurs and investors.

1           5.       I have served as a receiver, consultant, or other form of fiduciary on more than  
2 1,200 matters, many of which have related to real estate assets. I have extensive experience in  
3 distressed property situations generally, including many court-governed matters extending back  
4 several decades. I have professional organization memberships with the Urban Land Institute  
5 (UDMUC-Blue Council); the National Association of the Federal Equity Receivers; and the  
6 California Receivers Forum, the California Bankruptcy Forum — for which I have served as  
7 president and treasurer, respectively.

8           6.       I serve on the UCSD Real Estate Advisory Board as well as the USD Burnham-  
9 Moores Real Estate School; and Lambda Alpha International land economics fraternity. I hold a  
10 Bachelor of Arts from the University of Denver. My qualifications are outlined in more detail in  
11 my Curriculum Vitae, attached hereto as *Exhibit 1*.

12           7.       The Committee has requested the Services from DWC, as set forth in the  
13 Consulting Agreement, attached as Exhibit C to the Application, in order to obtain information  
14 regarding the value of the Properties, which are set forth in Schedule A-1 to the Consulting  
15 Agreement. Specifically, DWC has agreed with the Committee as follows with regard to its  
16 retention, subject to the Court’s approval:

17           a.       Professional services are to be rendered on a flat fee basis as set forth in the  
18 Consulting Agreement. The compensation terms contemplated in the Consulting  
19 Agreement are consistent with DWC’s typical fees for work of this nature.

20           b.       DWC understands its retention is subject to the Court’s approval and that payment  
21 of its fees and reimbursements are subject to Court approval, the Interim  
22 Compensation Order, and the standard of review set forth in section 328(a) of the  
23 Bankruptcy Code.

24           c.       DWC has not received any retainer from any person, or any payment, or any  
25 promise of payment in relation to the Chapter 11 Case during the one year period  
26 prior to the filing of the Chapter 11 Case. No post-petition compensation has been  
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28 <sup>1</sup> All capitalized terms used but otherwise not defined in this Declaration shall have the meanings ascribed to them in the Application.

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paid or promised to be paid from a source other than the estate in the Chapter 11 Case.

- d. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs that DWC incurs in its representation of the Committee.
- e. Except as set forth in the Consulting Agreement with respect to the Consultant Reserve Amount, there is no agreement between DWC and any other entity for the sharing of compensation received or to be received for services rendered in connection with this case. Should DWC utilize the Consultant Reserve Amount, payments to Consultants shall be subject to the Court’s approval on application to the Court consistent with the Bankruptcy Code, Bankruptcy Rules, and the Interim Compensation Order.
- f. I have reviewed the list of parties-in-interest in the Chapter 11 Case, attached as *Exhibit 2*, and have compared it to the clients of DWC. Based on that review, I have concluded that DWC does not have any conflicts.
- g. Based on the process referred to above, to the best of my knowledge, information and belief, I am informed to believe as follows:
  - (i) DWC has not had previous contact or ties with the Debtor.
  - (ii) DWC is not a creditor, an equity security holder or an insider of the Debtor.
  - (iii) DWC is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and does not hold or represent any interest adverse to the Debtor’s bankruptcy estate.
  - (iv) DWC was not owed any sums by the debtor for services rendered or costs advanced on behalf of the Debtor prior to the Petition Date.

8. DWC is qualified to provide opinions of the value of both improved and vacant land nationwide, and possesses particular expertise with evaluating properties in the state of

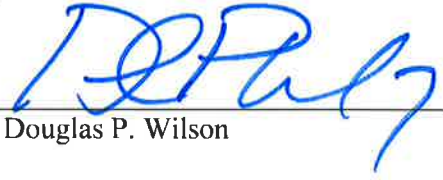
1 California. Accordingly, DWC is qualified to provide an opinion of value of the Properties and to  
2 otherwise perform the Services set forth in the Consulting Agreement.

3 9. The Consulting Agreement—including its indemnification provision and the  
4 liquidated damages provision—were heavily negotiated at arm’s length.

5 10. DWC would not accept this engagement unless the indemnification provision and  
6 the liquidated damages provision were included.

7 11. The foregoing constitutes the verified statement of the person to be  
8 employed, required under Rule 2014 of the Bankruptcy Rules.

9 I declare under penalty of perjury that the foregoing is true and correct, and this declaration  
10 was executed August 15, 2024 in San Diego, California.

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13 Douglas P. Wilson

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# EXHIBIT 1



# Douglas P. Wilson

## CHAIRMAN & CHIEF EXECUTIVE OFFICER

### Education:

B.A., University of Denver

### Professional Affiliations:

Urban Land Institute (ULI),  
Member UDMUC-Blue Council

National Association of Federal  
Equity Receivers (NAFER)

California Receivers Forum, past  
President

California Bankruptcy Forum,  
past Board Member and Treasurer

UCSD Real Estate Advisory  
Board

USD Burnham-Moores Real Estate  
Board

Downtown San Diego Partnership

Lambda Alpha International

### Civic Affiliations:

University Club Atop Symphony  
Towers, Chair, Board of  
Governors

San Diego Unified School District,  
Member, Facilities Review Panel  
for \$1.51 billion school bond

Sidney Kimmel Cancer Center,  
Board of Directors

La Jolla Playhouse, past Board  
Member

San Diego County Metropolitan  
YMCA, past Board Member

### Douglas Wilson Companies

Founder, Chairman and Chief Executive Officer

Mr. Douglas Wilson has over 40 years of real estate development experience providing workout, problem resolution, and real estate management services to his companies' clients. Mr. Wilson and his company have served as a state and federal court-appointed fiduciary in more than 1,200 projects, with assets valued in excess of \$15 billion.

Mr. Wilson built DWC based on a counter-cyclical approach to real estate and the economy. Upon doing principal real estate development work and seeing the striking effects of economic cycles in the industry, he soon created this cycles-based approach, enabling DWC to continue to grow in all economic environments. Under this vision, DWC today includes a thriving fiduciary practice focused on workout and receivership services, as well as advisory services to meet clients' needs during all parts of the economic cycle.

Mr. Wilson has a successful track record of developing award-winning urban projects. Notable projects include: Symphony Towers, a 1.2 million square foot project designed by Skidmore, Owens & Merrill. This project consisted of a 34-story 600,000 square-foot office building, a 260 suite hotel and the 2,700 seat historic theater that is now the home of the San Diego Symphony. The Mark, a 33-story, 240 units luxury condominium project located one block from the San Diego Padres' Petco Park; Parkloft, a new award winning, poured-in-place concrete and brick building with 120 one- and two-story residential lofts located in downtown San Diego's East Village neighborhood; China Basin Landing, a 675,000 square-foot office complex on the San Francisco Bay waterfront, adjacent to the San Francisco Giants' Pacific Bell Park; Half Street, a 400,000 square-foot office building with ground floor retail, located in the Capitol Riverfront District Washington, D.C.; and the NOAA Facility, a 268,762 square-foot office and research facility located adjacent to the University of Maryland. These projects have a combined cost in today's market in excess of \$1.5 billion.

Mr. Wilson's professional organization memberships include the Urban Land Institute (UDMUC-Blue Council); the National Association of the Federal Equity Receivers; the California Receivers Forum, the California Bankruptcy Forum — for which he has served as president and treasurer, respectively. He is on the UCSD Real Estate Advisory Board as well as the USD Burnham-Moores Real Estate School; and Lambda Alpha International land economics fraternity.

Mr. Wilson holds a Bachelor of Arts degree from the University of Denver. He has authored articles for general news and business publications and is often a featured speaker at business and civic meeting and seminars.

# EXHIBIT 2

Party Name	Role	Category
Honorable William Lafferty	U.S. Bankruptcy Judge for the Northern District of California	Bankruptcy Court
David Sheltraw	Committee member	Committee Member
Jason Jaye	Committee member	Committee Member
Jenna McCarthy	Committee member	Committee Member
John-Norman Kalama Houo Ka Ikaika Cobb	Committee member	Committee Member
Judy Roberts	Committee member	Committee Member
Kelly O'Lague	Committee member	Committee Member
Scott Brian Drescher	Committee member	Committee Member
Sherry Waterworth	Committee member	Committee Member
Steven Woodall	Committee member	Committee Member
Keller Benvenuti Kim LLP	Counsel to Committee	Committee Professional
Lowenstein Sandler LLP	Counsel to Committee	Committee Professional
Stout Risius Ross, LLC	Expert Consultant on Valuation of Sexual Abuse Claims for Committee	Committee Professional
Berkeley Research Group, LLC	Financial Advisor to Committee	Committee Professional
Burns Bair LLP	Special Insurance Counsel to Committee	Committee Professional
Jeff Anderson & Associates, PA	Counsel for Committee Member David Sheltraw	Counsel for Committee Member
Boucher LLP	Counsel for Committee Member Jason Jaye	Counsel for Committee Member
The Zalkin Law Firm, P.C.	Counsel for Committee Member Jenna McCarthy	Counsel for Committee Member
Manly, Stewart & Finaldi	Counsel for Committee Member John-Norman Kalama Houo Ka Ikaika Cobb	Counsel for Committee Member
Andrews & Thornton	Counsel for Committee Member Judy Roberts	Counsel for Committee Member
Joseph George, Jr. Law Corporation	Counsel for Committee Member Kelly O'Lague	Counsel for Committee Member
Slater Slater Schulman LLP	Counsel for Committee Member Scott Brian Drescher	Counsel for Committee Member
Panish Shea Boyle Ravipudi and Pfau Cochran Vertetis Amala PLLC	Counsel for Committee Member Sherry Waterworth	Counsel for Committee Member
Furtado, Jaspovice & Simons and Jeff Anderson & Associates	Counsel for Committee Member Steven Woodall	Counsel for Committee Member
The Roman Catholic Bishop of Oakland	Debtor	Debtor
Kurtzman Carson Consultants	Administrative Advisor to Debtor	Debtor Professional
Foley & Lardner LLP	General Bankruptcy Counsel to Debtor	Debtor Professional
Alvarez & Marsal North America, LLC	Restructuring Advisor to Debtor	Debtor Professional
Breall & Breall LLP	Special Insurance Counsel to Debtor	Debtor Professional
ACE Limited	Insurance Company Adversary Defendant	Insurance Company
Aetna Insurance Company	Insurance Company Adversary Defendant	Insurance Company
American Home Assurance Co.	Insurance Company Adversary Defendant	Insurance Company
CNA Insurance Company	Insurance Company Adversary Defendant	Insurance Company
California Insurance Guarantee Association (CIGA)	Insurance Company Adversary Defendant	Insurance Company
Certain Underwriters at Lloyd's of London Subscribing to Syndicates 2623 (AFB) and 623 (AFB) (Lloyd's London)	Insurance Company Adversary Defendant	Insurance Company
Insurance Company of America	Insurance Company Adversary Defendant	Insurance Company
Insurance Company of North America	Insurance Company Adversary Defendant	Insurance Company
Lexington Insurance Co.	Insurance Company Adversary Defendant	Insurance Company
Pacific Employers Insurance	Insurance Company Adversary Defendant	Insurance Company
Pacific Indemnity (Chubb)	Insurance Company Adversary Defendant	Insurance Company
Travelers Insurance Company	Insurance Company Adversary Defendant	Insurance Company
Unites States Fire Insurance	Insurance Company Adversary Defendant	Insurance Company
Westchester Fire Insurance Company	Insurance Company Adversary Defendant	Insurance Company
Westport Insurance Corporation f/k/a Employers Reinsurance	Insurance Company Adversary Defendant	Insurance Company
Nicolaides Fink	Counsel for American Home Assurance and Lexington Insurance	Insurance Company Counsel
Black, Compean & Hall	Counsel for CIGA	Insurance Company Counsel
Crowell & Mooring LLP	Counsel for CNA Insurance Company	Insurance Company Counsel
Clyde & Co US LLP	Counsel for Lloyd's London	Insurance Company Counsel
Duane Morris LLP	Counsel for Lloyd's London	Insurance Company Counsel



Party Name	Role	Category
O'Melveny & Myers	Counsel for Pacific Indemnity Company, Insurance Company of North America, & Pacific Employers Insurance Co	Insurance Company Counsel
Dentons US	Counsel for Travelers Insurance Company	Insurance Company Counsel
Ifrah Law	Counsel for United States Fire Insurance	Insurance Company Counsel
Kennedys CMK LLP	Counsel for United States Fire Insurance	Insurance Company Counsel
Craig & Winkelman	Counsel for Westport Insurance Corporation	Insurance Company Counsel
Sinnott, Puebla, Campagne & Curet	Counsel for Westport Insurance Corporation	Insurance Company Counsel
Jason Blumberg	Trial Attorney U.S. Trustee for Region 17	U.S. Trustee
Tracy Hope Davis	U.S. Trustee for Region 17	U.S. Trustee