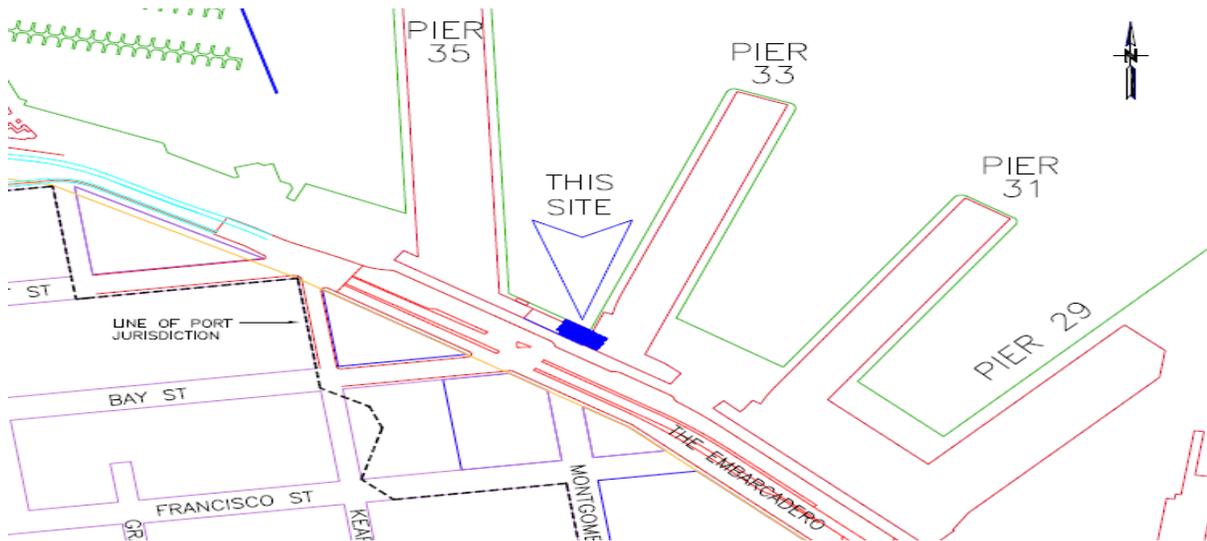


Attachment B

Pier 33 ½ Retail Restaurant Space - Profile, Site Map, and Photos



This vacant retail/restaurant space is a Pier 33 storefront, located south of Pier 39 Fisherman Wharf, and it includes approximately 4,615 square foot of interior floor area improved with a full kitchen, storage and food preparation area, dining room and lounge. An adjacent area with up to 4,000 sq. ft. is available, at additional rent, for storage, trash/recyclables management and deliveries.

This Space was previously operated as the Butterfly Restaurant through 2017.

A. Highlights

- Great location - This Pier Space is located approximately 100 yards north of Alcatraz Landing, where, prior to the 2020 and 2021, over 1.7 million people per year embark to, and disembark from, their visit to Alcatraz. The Telegraph Hill neighborhood is nearby, along with offices and businesses. To the north is Pier 35, an active cruise ship terminal and event center, with Pier 39 and Fisherman's Wharf located within approximately one-half mile to the north.
- It is near Alcatraz Landing, which draws over 1.3 million visitors per year prior to 2020 and the COVID-19 pandemic and near multiple office buildings and residential dwellings.
- High Foot Traffic - Near to sources of diverse potential patrons from local, state, national and international visitors
- Great view for customers to enjoy - This space has views of San Francisco Bay and surrounding visual attractions through the window wall on the east side of the building.
- Nearby parking, and easily accessible by MUNI, BART, Ferry Lines, trolley cars, and network transit vehicles, like Uber, Lyft, etc.
- The existing tenant improvements may help save costs of getting the Space

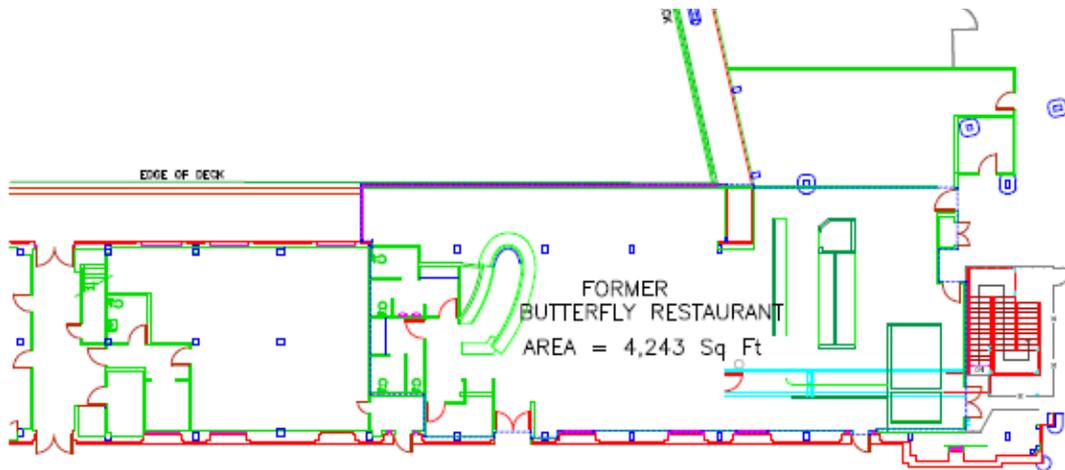
B. Challenges to Address

- The need to address required code upgrades, ADA requirements and FF&E based on the recent Conditions Assessment Report – this assessment report will be provided to the prospects wishing to lease this Space.
- Prospects may want to improve the interior space existing layout. Port staff will work with the selected prospect to update the existing permit from BCDC, as needed. Pier 33 ½ is a contributing resource in the Embarcadero Historic District and any potential tenant alterations will be reviewed for consistency with Secretary of the Interiors standards for the treatment of Historic Properties.
- Regulatory approvals needed – Port will assist with these.

C. Possible Uses

- Retail/restaurant
- assembly & entertainment (activity that attracts wide diversity of people, uses that benefit from views)

D. Diagram and Photos



A. Highlights

- Great location – it bookends the Ferry Plaza platform eastern edge with the internationally recognized Ferry Building bookends the western edge of this platform at Market/The Embarcadero.
- Spectacular View - FPEB offers 360% panoramic views of San Francisco Bay, the Bay Bridge, Treasure Island, the city skyline and much more.
- High Foot Traffic – Being located near the Ferry Building and at Market/The Embarcadero, there is year-round foot-traffic from local, state, national and international visitors
- Great outdoor area – Through the Ferry Plaza and areas around the building
- Parking - There are several public and private parking facilities nearby, and this building is easily accessible by MUNI, BART, Ferry Lines, trolley cars, and vehicles of network transit companies, like Uber, Lift, etc.
- Existing TIs - The existing tenant improvements may help save costs of getting the Space

B. Challenges to Address

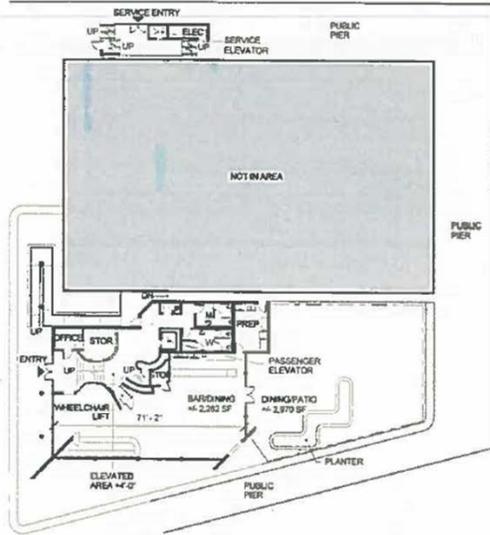
- The need to address required code upgrades, ADA requirements and FF&E based on the recent Conditions Assessment Report – this assessment report will be provided to the prospects wishing to lease this Space.
- Prospects may want to improve/reconfigure both the interior/exterior of this building to improve its appeal. Port staff will work with the selected prospect to update the existing permit from BCDC, as needed. Pier 33 ½ is a contributing resource in the Embarcadero Historic District and any potential tenant alterations will be reviewed for consistency with Secretary of the Interiors standards for the treatment of Historic Properties.
- Regulatory approvals needed – Port will assist with these. Port staff will work with the selected prospect to update the existing permit from BCDC.

C. Possible Uses

- Retail/restaurant
- assembly & entertainment/nightclub venue (activity that attracts wide diversity of people, uses that benefit from views
- Museum & cultural center.

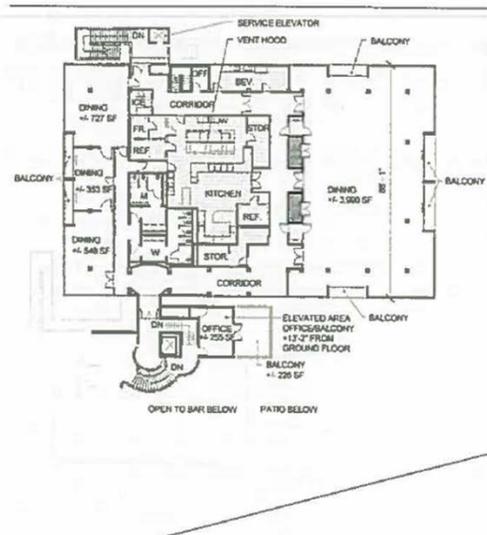
D. Diagram and Photos

FLOOR PLANS



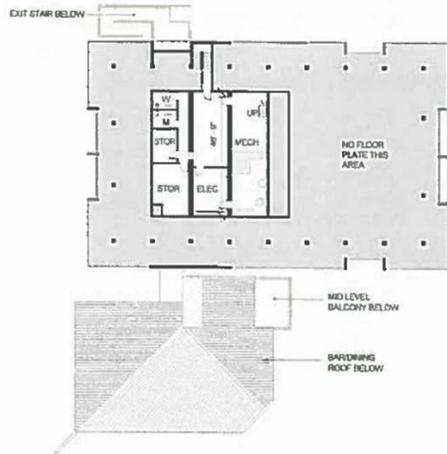
FLOOR 1

Bar/Dining	2,282 USF	Floor Total	4,106 GSF
Office/Restrooms/Prep/Storage	1,824 GSF	Dining/Patio	2,970 USF



FLOOR 2

Dining	5,618 USF	Kitchen	2,368 GSF
Corridors/Restrooms/Walls	3,766 GSF	Floor Total	12,009 GSF
		Balcony	598 USF



FLOOR 3

Floor Total	2,107 GSF
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Attachment D

Recent reports on San Francisco Recent Retail Market Trend

1. As of December 2021, Kidder Mathews and other brokers reported retail vacancy rate in San Francisco to be trending upwards, but at 5.2%.
2. On March 29, 2022, San Francisco Business Times reported in an article named, "*Embarcadero Center retail enters return-to-office push about One-third vacant or available*" that approximately 100,000 SF of retail is unoccupied, and more vacancies are anticipated at this Center. This article also indicates that this Center has seen a reduction in foot traffic of approximately 50% of pre-pandemic levels.
3. OpenTable.com, in an article published in the San Francisco Chronicle this past January, indicated that restaurant reservations were down an average of 63% from pre-pandemic levels.
4. Several publications indicate that San Francisco's restaurant market recovery is among the weakest in the nation."
5. Brokerage community vacancy reports indicate that many San Francisco retail and restaurant businesses that are still open have resorted to reduced hours of operation, which are attributable to reduced office occupancy due to remote working and the reduced level of visitors when compared to pre-pandemic level or 2019 levels.

Attachment E
A summary of Offering Conditions and Parameters

The following terms are provided to inform both the broker in its marketing, and the prospective tenants, in structuring their proposals or responses to this offering:

1. Respondents proposed design to address the following:

For Pier 33 ½ Space:

- Reconfigure the interior space as necessary for the anticipated operations
- Address BCDC permit conditions if required

For FPEB:

- Consider changes to the building to maximize views from indoor and outdoor spaces to the plaza, the Bay, Treasure Island, and Bay Bridge
- Improve the appearance of the building in a manner that is compatible with the historic Ferry Building and make other improvements to increase functionality and appeal
- Consider changes to the building that relate to and improve (a) its adjacent public spaces including the plaza to the west and (b) its connection to the public promenade along the south edge of the pier

2. Permitted Use:

For Pier 33 ½ Space:

A unique restaurant for eating and drinking; fine to casual dining, recognizing adjacency to existing nearby Port tenants (including Queen's Louisiana Po-Boy Café).

For FPEB:

- A unique restaurant with indoor/outdoor areas for eating, drinking, dancing, and small to large group gatherings
- Assembly & entertainment (*activity that attracts wide diversity of people, uses that benefit from views and can activate the pier edge*)
- Entertainment/nightclub venue
- Museum & cultural, artist/designers (*these also are public-oriented uses but may not draw as many or as diverse mix of visitors/users*)

- 3. Term for the two spaces:** Term to be determined based on the capital investment, but most likely will be 5- to 10-year initial term, with option to extend as negotiated. Provide for buildout time to account for required planning and permitting periods.
- 4. Rent:** A triple-net rent that is the greater of a minimum base rent and a percentage of gross revenue.
- Minimum base rent per square foot based on tiered system reflective of market conditions, and other factors.
 - Minimum percentage rent based on gross revenue over certain thresholds.
 - Rent abatement for credit worthy tenant based on capital investment subject to recapture provisions including TI construction completion.
- 5. Potential tenant improvement allowance.**
- 6. Minimum Capital Investment:** The minimum capital investment sufficient to address interior/exterior reconfiguration/alterations, required code upgrades, Americans with Disabilities Act (“ADA”) requirements, furnishings, fixtures, equipment, etc., and provide an appealing design for the proposed concept.
- 7. Experience:** Documented experience successfully operating the restaurant type or use program for a minimum of five years full time during the last seven years. Newly formed entities, such as a joint venture or partnership, are acceptable so long as principals who own an aggregate of 51% or more of the entity meet the minimum experience requirement.
- 8. Pandemic or Economic Disruption Provisions.** In addition to force majeure provisions, flexibility will be permitted to allow day and hours of operation to flex with governmental mandates in response to public health emergencies.
- 9. Selection Process.** For the B-RFP: Port staff recommends establishing a panel to (a) review the broker’s recommended candidates and investigate their financial capacity, past projects, and proposals, and (b) interview the tenant-candidates to get clarifications to better understanding their proposals. Broker’s recommendation will be based on the offering requirements, including minimum qualifications and a proposal that meeting Port’s objectives. Port staff will make informational presentation on the proposals to the Port Commission and stakeholders and then return to the Port Commission with a ranking or a recommendation of the most qualified prospect.

For the T-RFP: If it becomes necessary to use the T-RFP process, Port staff ~~will~~ recommends establishing a panel to review and rank the respondents based on the evaluation of the proposals submitted in response to the RFP. The evaluation will include investigation of the prospects’ financial capability, past projects and performance, and response to oral interviews and other pertinent factors, all as specified as evaluation criteria.

Port staff will most likely recommends the following draft criteria for evaluating the proposals:

Proposed Concept – 20 points

- Overall appeal of proposer’s concept to meet Port objectives
- Proposer’s plan for marketing to increase patronage and drive sales/revenues
- Proposed operations plan, including hours of operation, menu, pricing, staffing, sourcing of product and services and how to maintain customer satisfaction

Proposed Design and Capital Investment - 20 points

- Overall appeal, interior design, exterior design if applicable, signage, floor plan, front elevation, and images depicting interior and exterior
- Capital investment plan, including sources of capital funding

Experience and Financial Strength – 20 points

- Documented experience operating the type of operation proposed
- Annual gross revenue for calendar years 2018 through 2020 of operation
- Balance Sheet and Credit Rating

Proposed Rent and Business Plan – 25 points

- Proposed base rent
- Proposed percentage rent
- Five-year financial pro forma with projected sales, revenue to the Port, expenses, and net income, with a demonstrated ability to fund continuing operations from the cash flow generated by the operation

Local Business Participation & Diversity Equity Inclusion Program - 15 points

- Proposed plan to meet Port’s LBE and Diversity Equity Inclusion goals

The Port is unable to seek approval for any lease for either of these properties until satisfactory completion of the applicable environmental review, in compliance with California Environmental Quality Act.