








## Exhibit 1- RFP Parameters

- Location: Piers 38 and 40, Embarcadero at Townsend
- Site Area: *Pier 38*  
35,000 gross square feet bulkhead vacant office/retail  
95,000 gross square feet of vacant shed space  
950 linear foot of pier
- Pier 40*  
20,000 square feet parking lot potential for new construction  
46,000 square foot shed  
650 linear foot piers
- Use: Maritime, Public Access, Publicly Oriented (artist, cultural, assembly, entertainment, retail, restaurant, beverage, recreation, academic organizations) Revenue Generating (office, production, distribution, repair)
- Term: Dependent on investment, up to 66 years
- Design Criteria: Consistent with Secretary of the Interior Standards for treatment of Historic Resources; Waterfront Plan Urban Design Policies, Resilience Criteria as further described below
- Existing Tenants: Port will work with developer so that existing users are kept informed of timing of development; Access to South Beach Harbor facilities (north and south guest dock, etc.) must be maintained
- Resilience: In addition to the Historic Piers rehabilitation Program, there are two other active Port efforts to address Resilience for the Port's Embarcadero Historic Piers including: the Embarcadero Seawall Program and the US Army Corps of Engineers Flood Resilience Study. Additionally, the Port is studying and developing a tool kit for Pier flood proofing. The successful respondent will be required to coordinate and collaborate on each of these efforts and the Port will provide criteria on seismic and adaption thresholds.
- Public Financing:
- Federal Historic Tax Credits
  - State Historic Tax Credits
  - Infrastructure Financing District
- RFP Timing:
- |   |               |
|---|---------------|
| 1. Release RFP                          | November 2019 |
| 2. RFP Responses Due                    | February 2020 |
| 3. Port Commission Informational/Action | April 2020    |

# Exhibit 2: Piers 38/40 Site Location and Setting



## Legend

-  Rincón Hill Plan Area
-  Central SOMA Plan Area
-  Mission Bay Redevelopment
-  Mission Rock Project Area
-  Piers 38/40 Site
-  Embarcadero Multi-Modal: Pedestrian, Bike, Goods, EFTT Muni, Autos
-  Terry Francisco/ Illinois/ Cargo Multi-Modal: Pedestrian, Bike, Goods, Autos
-  Third St. Multi-Modal: EFTT Muni, Autos
-  EFTT Line Stops
-  Major Muni Routes
-  Muni Network
-  Freight Rail Line
-  Bike Path
-  Public Ferry
-  Privately Operated Public Ferry
-  Port Property
-  Caltrain Station
-  Major Transportation Centers
-  High Traffic Goods Movement/Freight
-  Ferry

## **Exhibit 3 DIVERSE USE POLICIES**

(excerpted from [Draft Waterfront Plan](#)- pages 37-39)

### **Public-Oriented Uses**

1. Leases and Port developments should support a diversity of public-oriented uses that equitably serve and attract visitors of all ages, races, income levels, and abilities from California and the world.
2. Provide more equitable access by increasing the number of free or low-cost activities and events along the waterfront.
3. Include activities that promote physical activity, connection with nature, and healthful living for visitors of all ages.
4. Design public-oriented uses to be inclusive, to create visitor experiences, and to convey a sense of place that is oriented to San Francisco Bay (e.g., include lower-cost takeout/happy hour offerings from restaurants, creative public access/public realm design amenities, lobbies open to the public).
5. Highlight visual connections with maritime features and public access improvements in the design of public-oriented uses in new pier developments, where possible.
6. In historic properties, include tenant improvements that enhance visitor enjoyment of the Port's maritime history and architecture, consistent with Waterfront Plan urban design and historic preservation policies.
7. Give top priority to public-oriented uses that are water-oriented and provide water-dependent activities uses that are open to the public.
8. Encourage temporary public-oriented uses that promote a dynamic waterfront. Allow pilot projects and small business opportunities.
9. Integrate commercial revenue generation with public-oriented uses and benefits as needed to meet project financial feasibility requirements.

10. For developments that include academic organizations, require programs and facilities that offer public educational opportunities (e.g., short courses or workshops) as well as public events and gatherings that enhance and activate public access areas.

## Commercial and Industrial Uses

11. Maintain maritime and non-maritime industrial leasing opportunities in Port pier sheds, warehouses, and industrial properties.

12. Maintain leasing opportunities for maritime and general office uses in existing office building developments, historic buildings that are listed in the National Register of Historic Places, and as permitted.

13. Consistent with Chapter 2A, Maritime Policies 14 & 15, pursue development of new warehouses on the Pier 90-94 Backlands to maintain industrial facilities in San Francisco that protect the viability of Port cargo and maritime support businesses at Piers 80, 92 and 94-96, generate economic activity and jobs for the city, Port revenues for capital investment, and improved properties in the Bayview-Hunters Point community.

14. Develop commercial and industrial projects that are consistent with applicable urban design and architectural policies (in Chapter 2D) and environmental sustainability policies (in Chapter 2G), and that complement and enhance the waterfront public open space network (see Chapter 2C).

15. Prohibit new private clubs with exclusive memberships (i.e., clubs that require members to be voted in). Allow clubs that may charge membership fees (e.g., YMCA) but that provide pay-as-you go use of facilities or other measures to allow occasional club use by the public to the maximum feasible extent.

16. Promote the use of public transit and alternative transportation modes in commercial and industrial projects, consistent with Waterfront Plan transportation policies (in Chapter 2F).

## Other Uses: Transportation Services

17. Provide attractively designed and inviting passenger waiting and service areas to encourage use of public and private water transportation services, including terminals, docks, and public spaces that support water transportation facilities.

18. In major developments, encourage ticket sales for all local and regional public transportation modes to and within San Francisco.

19. Plan vehicle staging areas that minimize congestion on nearby streets and adverse impacts on public access.

## Other Uses: Community Facilities

20. Allow public safety and other community service facilities on sites that are strategically located to provide service to the Port or the City and County of San Francisco (City).

21. Where rational and feasible, include spaces in new developments that can be used by the public (e.g., community meetings, government services) and that activate the waterfront.

22. Maintain the Port Executive Director's authority to direct the utilization of Port facilities for medical airlift and other emergency services.

## Embarcadero Historic District

23. Provide a greater range of land use and lease term strategies to enhance the Port's ability to undertake projects that rehabilitate and thus preserve the Embarcadero Historic District's iconic finger pier facilities.

24. Increase certainty and coordinated inter-agency review by using the Embarcadero Historic District Public Trust Objectives (see Appendix C) as a criteria framework to assess the public trust consistency and benefits provided in Embarcadero Historic District leases and historic rehabilitation development projects.

25. Establish a framework to support full historic rehabilitation, partial rehabilitation, and short-term uses and criteria for pier repairs, uses, and public trust benefits, to provide feasible asset management strategies needed to maintain the integrity of the Embarcadero Historic District and support the waterfront's evolving needs.

26. Encourage temporary public-oriented uses in the Embarcadero Historic District to promote a dynamic waterfront. Allow pilot projects and small business opportunities.

## Embarcadero Historic District: Full Historic Rehabilitation Projects

27. Allow long-term (50- to 66-year) leases to support historic rehabilitation of an entire historic pier facility, which requires significant high-revenue-generating uses (e.g. PDR, general office) or other private funding to provide the financial feasibility to achieve the public trust benefits and generate revenue for the Port Harbor Fund. Pursue full rehabilitation projects that focus on achieving the following public trust benefits:

a. *Historic Preservation*: All improvements are consistent with the U.S. Secretary of the Interior's Standards for the Treatment of Historic Properties.

b. *Structural/Seismic Improvements*: Full substructure and superstructure repair and seismic upgrades are provided, consistent with applicable Port Building Code requirements.

c. *Pier Apron Exterior Public Trust Uses*: Pier apron renovations provide public access alongside the historic structure and diverse views of the Bay and maritime activities, with restrictions where necessary to ensure safety and security for maritime uses. Where not limited by security or safety concerns, maritime operations on pier aprons should be shared with public access.

d. *Maritime Uses*: Where feasible, maritime uses, including berthings and maritime office or support space, as needed, are given top priority.

e. *Interior Shed and Bulkhead Uses*: The project includes "Bayside History Walk" interior public access, which may provide views of maritime architecture and interpretation of San Francisco's maritime history; and an interior use program that, in addition to traditional maritime and visitor-serving trust uses, includes public-oriented uses that allow a meaningful opportunity to view and appreciate the historic pier facility. Visitor and public-oriented uses should occupy the ground floor of the bulkhead building or areas adjacent to the Embarcadero Promenade. Public-oriented uses also are encouraged to be located within the pier shed, provided the project revenues and/or external financial resources will support project financial feasibility requirements. High-revenue-generating commercial or industrial uses should be limited to the pier shed and the second floor of the bulkhead building and provided only as necessary for the financial feasibility of the project.

f. *Flood Protection*: Flood protection measures for pier projects and related public access areas, and an adaptive management strategy to protect against future flood risk from sea level rise, are included as conditions of master tenant leases or development agreements, as required by the Port's Chief Harbor Engineer to protect the structure and life safety. Leases should include termination provisions that become effective if required flood protection measures are not completed as required.

28. Ensure active community engagement in review and comment on leasing and development solicitations and proposals, as set forth in community engagement policies in Chapter 2I.

# Exhibit 5: Public Trust Objectives Use Digram - (excerpted from Draft Waterfront Plan)

## Appendix C: Public Trust Objectives for Embarcadero Historic District Finger Piers

There are multiple public trust objectives for Embarcadero Historic District piers and bulkhead structures, which are described in the column headings of this matrix. Within each trust objective category, the matrix describes characteristics that are most desirable for the trust in that category, scaling down to those that are least desirable. Depending on mix of uses, level of repair, capital investment and revenue generation, projects provide different combinations of public trust benefits. This matrix provides a framework of definitions and standards to improve understanding and predictability in achieving public trust benefit objectives.

	Historic Preservation of the Trust Asset (comply with Secretary Stds.)	Seismic/Life Safety Improvements to the Trust Asset	Exterior Public Access and/or Maritime Improvements	Facility Capital Repairs and Improvements	Revenue Generation	Interior Uses Serving Trust Purposes (use types)	Interior Uses Serving Trust Purposes – (amount of area occupied)	Lease Term / Flexibility that allows facility to accommodate changing uses
<b>Most Desirable for Trust</b>	Full historic rehabilitation to Sec. Int. Standards	Full substructure and superstructure repair and seismic upgrade	Full repair and improvement of apron for public access and/or maritime use	High capital investment	High revenue generation	Traditional trust uses: maritime office, visitor-serving, retail/restaurant, water-related recreation, public access	Entire bulkhead building and pier shed	No lease – allows most flexibility to respond to trust use needs and market demand
	Partial historic rehabilitation (bulkhead only; or bulkhead + partial shed)	Superstructure repair, but no or partial substructure repair; partial seismic upgrade (e.g. seismic joint between bulkhead and shed)	Repair and improvement substantial portion of apron for public access and/or maritime use	Medium capital investment	Medium revenue generation	Public attraction uses: museum/gallery, general indoor recreation, entertainment, specialty (local/maker) retail/manufacture	Entire ground floor of bulkhead building; portions of shed and/or upper floor bulkhead	Short term lease (1-10 yrs)
	No rehabilitation, but tenant improvements, maintenance of some/all buildings	No major repairs or seismic upgrades, but tenant improvements, maintenance of some/all buildings.	Limited public access/maritime use, as can be supported by existing condition of apron with minor repairs	Limited capital investment	Low revenue generation	General retail, institutional uses, government uses	Portion of ground floor of bulkhead.	Medium term lease (between 10 and 50 yrs)
<b>Least Desirable for Trust</b>	Vacant, deterioration	Vacant, deterioration	No public access/maritime use of apron	No capital investment	No revenue generation	Private Uses (general office; R&D)	None	Long term lease (50-66 yrs) – least flexibility to meet evolving trust needs and market opportunities

The levels at which trust objectives in each category are achieved determines the amount of capital investment required in a facility, and the amount of rental revenue sufficient to finance capital improvements and generate revenue for the Port.

Port projects vary widely in the mix of uses and degree of facility improvement. While short-term leases are considered desirable because they afford the most flexibility to respond quickly to Port needs, long-term leases that enable a project to finance major capital investments and provide a mix of traditional trust uses, public-oriented, commercial or PDR uses also are desirable and provide high trust value.

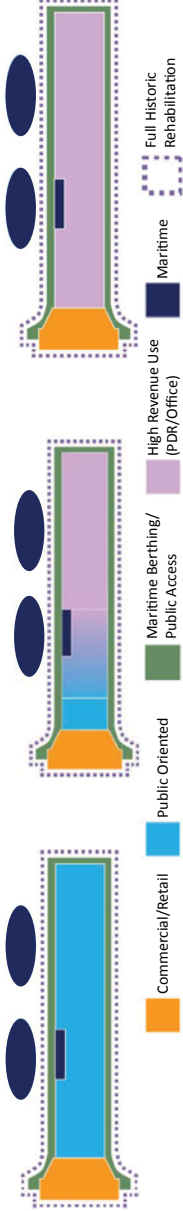


# Exhibit 5: Public Trust Objectives Use Digram - (excerpted from Draft Waterfront Plan)

## Full Pier Rehabilitation Scenarios

Waterfront Plan Land Use Subcommittee

Analysis of Full Pier Rehabilitation Options - Embarcadero Historic District Piers - April 12, 2017



### Full Pier Rehabilitation

The EPS financial analysis demonstrates that long-term leases may feasibly achieve significant public trust objectives including full seismic and structural rehabilitation of the historic pier; pier apron repairs for maritime berthing operations and/or additional public access; and public/visitor serving uses (e.g. restaurant, commercial recreation, visitor retail) at ground floor of bulkhead buildings. The extraordinary cost of such rehabilitation dictate the need for high-revenue generating uses (e.g. PDR/office) in the pier shed. Depending on project details, limited areas within a pier shed may support additional public oriented uses while remaining financially viable. Development partners with established fundraising capability and/or other access to outside sources of funds can underwrite the cost to avail a substantial area for public-oriented uses in pier sheds, as was achieved in the Pier 15 Exploratorium project.

Full Pier Rehabilitation		
<b>Scenario 1</b> Maximum public oriented interior uses & maximum historic rehabilitation/repair Estimated cost: \$90-\$135 million	<b>Scenario 2</b> Minimum Port rent with maximum public oriented interior uses & maximum historic rehabilitation/repair Estimated cost: \$90-\$150 million	<b>Scenario 3</b> Maximum high-revenue interior uses & maximum historic rehabilitation/repair Estimated cost: \$100-\$150 million
<b>Occupancy</b> 	<b>Occupancy</b> 	<b>Occupancy</b> 
<b>Trust characteristics</b> Bulkhead commercial/retail Apron repair for berths/public access Complete Historic Rehabilitation Full Sub/super-structure repair Maritime berthing and operations <b>Maximum public/low-revenue use in shed</b>	<b>Trust characteristics</b> Bulkhead commercial/retail Apron repair for berths/public access Complete Historic Rehabilitation Full Sub/super-structure repair Maritime berthing and operations <b>Maximum public/low-revenue use in shed (est. 15% - 55% depending on revenue capability)</b>	<b>Trust characteristics</b> Bulkhead commercial/retail Apron repair for berths/public access Complete Historic Rehabilitation Full Sub/super-structure repair Maritime berthing and operations <b>Maximum revenue generation use in shed; varies depending on pier condition</b>
Historic Preservation	Historic Preservation	Historic Preservation
Seismic Repair	Seismic Repair	Seismic Repair
Maritime berthing/public access	Maritime berthing/public access	Maritime berthing/public access
Interior trust uses	Interior trust uses	Interior trust uses
Lease Term	Lease Term	Lease Term
Port Revenue * N/A: \$30-\$60M subsidy required	Port Revenue * Minimum Rent \$100K/yr	Port Revenue * Range: \$350K-\$2M/yr

\* Net of Rent Credits