

EXHIBITS to Staff Report

Piers 30-32/SWL 330 RFP

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EXECUTIVE SUMMARY

PIERS 30-32 & SEAWALL LOT 330

DEVELOPMENT OPPORTUNITY REQUEST FOR PROPOSALS

OPPORTUNITY

Propose, design, entitle, develop and operate a mixed-used project on Piers 30-32 and Seawall Lot (SWL) 330 under a development agreement and long-term lease. As further described below, the Port is also accepting proposals for Piers 30-32 alone or SWL 330 alone.

LOCATION

Piers 30-32 and SWL 330 (collectively, the “**Site**”) on The Embarcadero at Bryant Street, see Figure 1.

USES

Maritime, Public Serving, Museum/Arts/Cultural Center, Open Space, Commercial, Retail, Housing, Hotel and others as described in the RFP.

FINANCIAL REQUIREMENTS

The selected respondent will be required to secure entitlements, make substantial improvements to the Site; pay rent to the Port; and operate and maintain new buildings and open space.

LEASE TERM

As appropriate for the proposed uses, capital investment, market conditions, and sea level rise adaptation strategy; not to exceed 66 years in length for Piers 30-32 and not to exceed 75 years in length for SWL 330

SELECTION PROCESS

RFP submittals will be reviewed under the Evaluation Criteria described in this RFP. Port staff, consultants, and a scoring panel will evaluate Minimum Qualifications, qualifications, and other submittal information. Based upon scores, Port staff will recommend a qualified Respondent to be selected for exclusive negotiations by the Port Commission. Piers 30-32 and/or Seawall Lot 330 are not considered to be awarded until negotiations are successfully concluded and the Lease is approved by the Port Commission and the Board of Supervisors.

PRE-SUBMITTAL MEETING

1 pm PST, Tuesday, February 18, 2020
Port of San Francisco, Pier 1, San Francisco, CA 94111

SUBMITTAL DUE

No later than **4 pm PST Friday, April 3, 2020**
Port of San Francisco
Pier 1, San Francisco, CA 94111

CONTACT

Peter Albert, Port of San Francisco
Project Manager
Pier 1, San Francisco, CA 94111
(415) 274-0504
peter.albert@sfport.com

1 THE OFFERING

SUMMARY OF OFFERING, OBJECTIVE AND SCHEDULE

The City and County of San Francisco, a municipal corporation (the "City"), acting by and through its Port Commission (sometimes referred to as the "Port"), is pleased to issue this Request for Proposals ("RFP") seeking qualified respondents (each, a "Respondent") to enter into exclusive negotiations to develop and operate Piers 30-32 and Seawall Lot (SWL) 330. The offering includes approximately 574,000 sq. ft. (approximately 13 acres) of unenclosed deck atop substructure at Piers 30-32 and 101,500 sq. ft. (approximately 2.3 acres) of unenclosed surface lot at SWL 330. The Port intends to award an exclusive negotiation opportunity to the selected respondent(s), with the ultimate goal of successfully negotiating a long-term ground lease (the "Lease") for Piers 30-32 and SWL 330.

The Port's development objectives include the redevelopment of these properties to support a vibrant, financially feasible, mixed-use program for Piers 30-32 and SWL 330. The Port recognizes the significant costs of over-water construction that will be required to support the rehabilitation of Piers 30-32, and in issuing this RFP, the Port is seeking to deliver as many desired public benefits as possible. Based upon the significant capital investment in rehabilitating Piers 30-32, the Port seeks Respondent(s) with expertise in bringing the capital and revenue-generating uses required to help deliver the desired public benefits. While residential and hotel uses are permitted on SWL 330, they are prohibited on Piers 30-32, and the Port seeks a variety of other use types for Piers 30-32 and SWL 330 to activate this important stretch of the waterfront.



Aerial view of Piers 30-32 and SWL 330

The Port's objectives for the Site as follows:

1. **Attract Diverse Uses and People.** Develop and activate Pier 30-32 with as much publicly accessible space and publicly-oriented uses as can be provided in a financially feasible project, and develop SWL 330 to support Port objectives and complement the surrounding residential and mixed-use neighborhoods of South Beach, Rincon and South of Market in Greater Downtown San Francisco.
2. **Enhance Maritime Operations on Piers 30-32.** Establish a new program at this Site that builds upon the current and intermittent use of the piers as a berth for deep-water vessels, and establish additional and complementary maritime and other water-dependent uses.
3. **Deliver a Seismically-Strengthened and Resilient Project at Piers 30-32.** Redevelop Piers 30-32 to strengthen and protect the Port's assets, minimize its liability and contribute to a resilient Waterfront.
4. **Engage and Partner with the Community.** Collaborate with Port stakeholders to advance and implement over two years of community-based planning work developing the draft Waterfront Plan published in June 2019 and revised in December 2019 and vision for the Waterfront as an enhancement to the neighborhood, City, region and State.
5. **Assemble Capital and Pay Market-Based Rents to Port.** Assemble required capital to transform and operate Piers 30-32 and SWL 330 consistent with objectives 1-4 above. Provide market-based, economic returns to the Port, recognizing the capital invested, and consistent with Port's mandate to receive fair market value for assets in its jurisdiction. Advance the Port's objective to leverage development sites to generate revenue for other facilities in need of investment.

Key dates for this offering and anticipated schedule for the selection of a Respondent or Respondents are below. All times in this RFP are local to San Francisco, California.

RFP issued:	Monday, April 3, 2020
Pre-Submittal Conference:	1 pm PST, Tuesday, February 18, 2020
Deadline for submission of written questions:	3 pm Monday, February 24, 2020
Submittal deadline:	4 pm PST, Friday, April 3, 2020
Port Commission Consideration:	Tuesday, July 14, 2020

Interested parties are responsible for reviewing and becoming familiar with the contents of all portions of this RFP, the Draft Waterfront Plan and all other documents to which this RFP refers, including all appendices, form agreements and addenda to this RFP. A list of background materials is included in **Appendix A**; these documents are available for review on the [RFP webpage](#).

THE SITE AND ENVIRONS

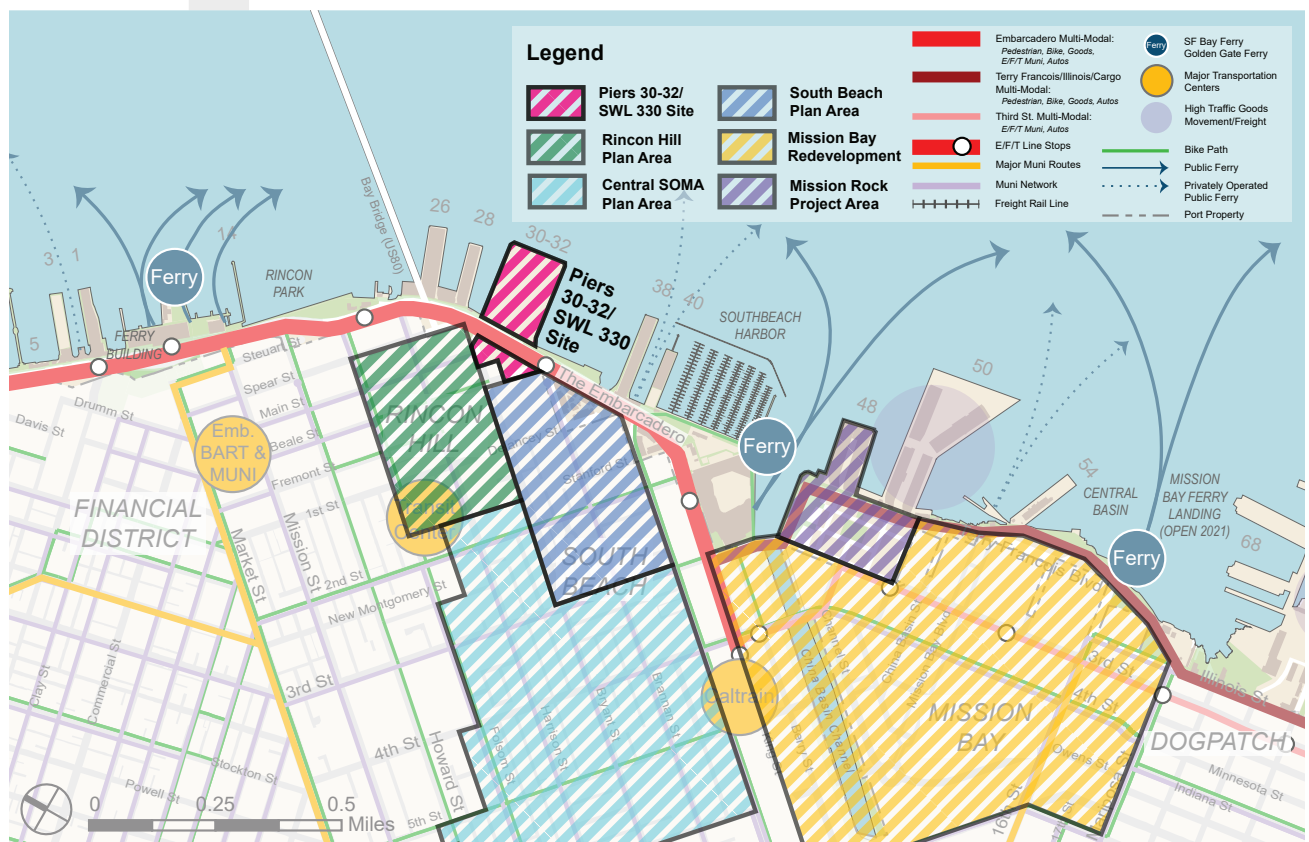
Piers 30-32 and SWL 330 are located within the Port's South Beach Subarea as defined in the [Draft Waterfront Plan](#), along The Embarcadero, directly north of the Brannan Street Wharf. **Figure 1** illustrates the Site location and setting.

Significant public investments have been made along the South Beach waterfront. These investments have completed the conversion of this former heavy industrial maritime area to a lively and welcoming urban waterfront neighborhood. Derelict piers have been removed to create a connected network of waterfront parks and open spaces along The Embarcadero, from Rincon Park to the gateway of the Blue Greenway open space network south of China Basin Channel. South Beach Harbor and South Beach Park provide a community center for the South Beach neighborhood, as well as a major resource for recreational boating, including non-motorized craft and other water recreation that supports the Bay Area Water Trail.

The South Beach neighborhood, which includes Piers 30-32 and SWL 330, is located approximately one mile from San Francisco's Financial District. It is extraordinarily accessible to points throughout the Bay Area, particularly via local and regional public transit facilities within about a half-mile walk. These includes BART, Caltrain, Muni light rail and bus, the regional buses at the Salesforce (Transbay) Transit Center, and regional ferries. Significant nearby transit investments underway include Muni's Central Subway, Caltrain's electrification and extension into the Salesforce Transit Center, and the expansion of the crowded Downtown Ferry Terminal adjacent to the Ferry Building. South Beach has an extensive and expanding network of Class I and II bicycle facilities, and direct access to freeway ramps serving both I-280 and the Bay Bridge.

Adjacent to South Beach are the urban, mixed-use neighborhoods of Rincon Hill, Mission Bay, and Central SoMa. Rincon Hill (which is sometimes referred to as "The East Cut") is a fast-growing neighborhood of high-rise and mid-rise residential/office buildings. Central SoMa, west of Rincon Hill, is an established light industrial and production/distribution/repair location, was rezoned in 2019 to deliver nearly 16 million square feet of new housing and office space, along with a commensurate level of public benefits.

Figure 1 – Piers 30-32 and SWL 330 Site Location and Setting



The Mission Bay neighborhood includes nearly five million square feet of commercial and biotechnology space, thousands of housing units, 500,000 square feet of retail, a hotel, nearly 50 acres of public open space, a new public school, fire and police stations and a new public branch library. At the heart of Mission Bay is the state-of-the-art University of California San Francisco (UCSF) life sciences campus – which houses over 9,000 researchers and staff, as well as a new hospital serving women, children and cancer patients. On the north edge of Mission Bay is the Mission Rock Project on Port property, of which Phase 1 construction will begin construction in early 2020. At full buildout the project will include approximately 1,200 new residential units, 1.5 million square feet of commercial space and 8 acres of new parks.

Major sports and entertainment venues within the broader vicinity include Oracle Park, home of the San Francisco Giants (four blocks south of SWL 330), and the new Chase Center, home of the Golden State Warriors, adjacent to UCSF in Mission Bay about a mile south of SWL 330.

THE PORT OF SAN FRANCISCO

The Port of San Francisco oversees 7½ miles of waterfront lands, from Aquatic Park in Fisherman’s Wharf to Heron’s Head Park near India Basin, in trust for the use and enjoyment of the people of California. San Franciscans and visitors from throughout the country and the world enjoy a wide range of experiences along the San Francisco waterfront.

In 1968, the State Legislature adopted the Burton Act and authorized the transfer of certain state lands within San Francisco to the City. As a condition of the transfer, the State of California required the City, among other actions, to create a Port Commission with the authority to use, operate, manage, and regulate the Port, and to take all actions necessary to fulfill its public trust responsibilities consistent with the Burton Act. As trustee for these public lands, the San Francisco Port Commission manages a diverse array of activities within a dynamic city and region.

Commercial operations on Port property include restaurants, retail shopping, passenger ferry service, commercial fishing, Bay excursions, professional sports, bulk cargo, cruise ship calls and ship repair. The Port’s lease portfolio includes mixed-use development projects and some 550 commercial, retail, office, industrial and maritime tenants, including many internationally recognized landmarks such as Fisherman’s Wharf, Pier 39, the Ferry Building, and Oracle Park.

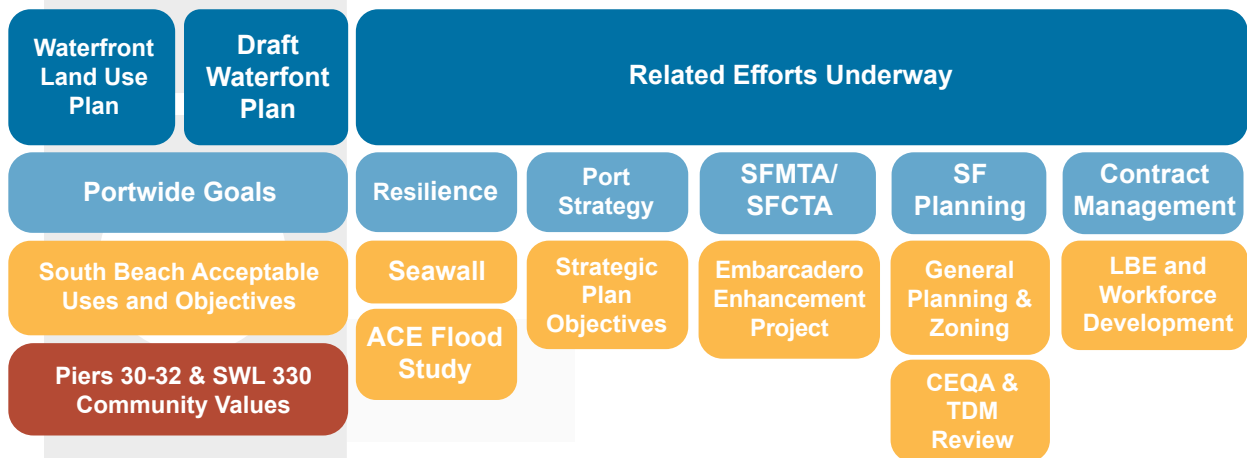


Piers 30-32 and SWL 330 on the Port of San Francisco waterfront

GENERAL PLANNING, DEVELOPMENT AND REGULATORY SETTINGS

Several plans and documents establish the framework for the types of use and capital improvements that will lead to a successful project. **Figure 2** below illustrates this framework, which is provided with more detail in the following sections. In summary, the Waterfront Land Use Plan is the approved land use regulatory document. The Draft Waterfront Plan is currently in the initial stages of environmental review and, once approved, will supersede the Waterfront Land Use Plan. The Related Efforts are plans and programs that provide guidance or establish criteria for implementing capital improvements.

Figure 2. Planning Documents and Ongoing Planning Efforts



THE RELATIONSHIP OF WATERFRONT LAND USE PLAN AND DRAFT WATERFRONT PLAN

The Waterfront Land Use Plan (“**WLUP**”), originally adopted in 1997 and amended in 2017, is the Port’s official policy document to guide land use and development along the San Francisco waterfront under the Port’s jurisdiction. The Waterfront Design and Access Element of the WLUP includes comprehensive policies and standards to establish a network of existing and new waterfront open spaces, view corridors, historic preservation and architectural excellence, with the objective of knitting together waterfront development with

public access and amenities that invite public enjoyment of the San Francisco Bay waterfront.

In 2019, the Port published the Draft Waterfront Plan, which includes goals and policies that are proposed to update the WLUP. The Draft Waterfront Plan is undergoing environmental review under the California Environmental Quality Act and cannot be adopted until that environmental review process has been completed. Until the Draft Waterfront Plan is adopted, the WLUP (including the Waterfront Design and Access Element) is in effect.

In general, the policies in the Draft Waterfront Plan align with the WLUP and its Design and Access Element, with the Draft Waterfront Plan including new policies related to goals of resilience, environmental sustainability, and equity, particularly regarding transportation, land use and economic development. Recognizing the extensive community process and the Port Commission endorsements of the Draft Waterfront Plan policies, this RFP calls for a response consistent with the Draft Waterfront Plan.

THE DRAFT WATERFRONT PLAN

In June 2019, the Port published the Draft Waterfront Plan document following a three-year public process led by the Waterfront Plan Working Group (the “Working Group”). The Working Group consisted of 30 members of the public representing each supervisorial district touching Port property as well as regional representatives and stakeholder interest groups. Staff from the California State Lands Commission (“State Lands”) and the San Francisco Bay Conservation and Development Commission (“**BCDC**”) also collaborated and supported this public planning process. Once approved and adopted, the Draft Waterfront Plan will be the Port’s land use document providing the policy foundation for the use, design, and improvement of the Port’s property.

The Draft Waterfront Plan incorporates 161 policy recommendations approved by the Working Group and endorsed by the Port Commission. The Draft Waterfront Plan calls for the protection and improvement of maritime and non-maritime activities, development and stewardship programs along this urban waterfront for the benefit of San Francisco and California residents and visitors. It includes goals and policies to ensure an equitable, safe, sustainable and resilient waterfront, and requires partners to support future improvements.

The Draft Waterfront Plan includes nine Port-wide Goals and several Subarea goals specific to the South Beach neighborhood where Piers 30-32 and SWL 330 are located. The Draft Waterfront Plan also includes a table summarizing Acceptable Land Uses for Piers 30-32 and SWL 330, and a set of Community Engagement Policies that will help facilitate successful development partnerships to improve Port facilities.

Interested parties are directed to the Draft Waterfront Plan for detailed information on the Port’s policies for implementing projects on Piers 30-32 and SWL 330. As described later in **Section 7, Selection and Protest Process**, under the RFP Scoring Criteria, the successful Respondent will develop a concept that follows the draft policies, objective and goals from the Draft Waterfront Plan and the “Community Values” included in this **Section 2. General Planning, Development and Regulatory Settings**.

PORT-WIDE GOALS

The following is a summary of the Port-wide Goals that will guide new Port projects:

1. **A Maritime Port:** Preserve and enhance the Port’s diverse maritime industries
2. **Diverse Uses and People:** Public-oriented, recreational, workplace and civic uses that complement maritime industry and provide economic opportunity
3. **Parks and Open Space:** Complete the waterfront open space network, protect natural habitat areas, create a new Ferry Building plaza, activate and enliven waterfront parks
4. **Quality Urban Design:** Respect the waterfront’s maritime heritage, promote physical and visual connections between the City and the Bay
5. **Financially Strong Port:** Stimulate investment and waterfront revitalization, and equitably provide new jobs, revenues, and amenities for everyone
6. **Sustainable Transportation:** Safe and accessible for people and goods, by all modes, for workers, neighbors, visitors and Port tenant operations

7. **Environmentally Sustainable:** Limit the impacts of climate change, improve the ecology of the Bay, and promote healthy waterfront neighborhoods
8. **A Resilient Port:** Strengthen resilience to hazards and climate change effects while protecting the community, ecological, social and economic assets and services
9. **Partnering for Success:** Strengthen partnerships and community engagement to increase public understanding of Port and community needs and opportunities

Land uses that are determined to be consistent with the public trust generally support the following trust missions:



Fleet Week at Piers 30-32

1. Promote Maritime Commerce, Navigation and Fisheries
2. Protect natural and cultural resources
3. Provide facilities that attract the public (local and regional) to use the waterfront.

While Piers 30-32 does not contain historic structures, they are flanked by the Embarcadero Historic District, which includes Pier 28 to the north and Pier 38 to the south, which are directly connected to Piers 30-32 by the Embarcadero Promenade. Therefore the design of redevelopment on Piers 30-32 should respect the historic architectural integrity of these adjacent structures that are within the Embarcadero Historic District.

SOUTH BEACH SUBAREA –OBJECTIVES & ACCEPTABLE USES

The Draft Waterfront Plan’s South Beach subarea includes both specific objectives and “Acceptable Land Uses” that identify how the development in the subarea can meet the Port-wide goals. The objectives that apply to Piers 30-32 and SWL 330 are listed below:

1. Preserve and improve existing maritime uses and provide focal points for public enjoyment of maritime and water-dependent activities in South Beach.
2. Maintain and activate an integrated series of parks and public access improvements that extend through South Beach and provide a unifying pedestrian connection to Mission Bay at China Basin Channel.
3. Promote activities and public access in South Beach pier projects within the Embarcadero Historic District (which is adjacent to Piers 30-32)
4. Create opportunity for the design of new development in South Beach to create a new architectural identity while respecting the adjacent Embarcadero Historic District.
5. Take advantage of proximity to downtown San Francisco by providing attractions for the general public while respecting the living environment of the Rincon Hill and South Beach neighborhoods.
6. Maintain close working relationships with the San Francisco Municipal Transportation Agency and transportation agency partners to expand public transit and alternative transportation services that improve the safety and comfort of travel along the Embarcadero in South Beach.
7. Coordinate closely with resilience proposals produced through the Embarcadero Seawall Program to build understanding and support for innovations required to adapt to the impacts of climate change while respecting the history, character, and authenticity of the South Beach waterfront

The Draft Waterfront Plan identifies acceptable uses for each facility. **Table 1** lists Acceptable Land Uses

for Piers 30-32 and SWL 330. The Plan also includes additional use-specific policies that may be applicable depending on the Respondent’s proposed development program.

Table 1 - Piers 30-32 and SWL 330 Acceptable Land Uses

Acceptable Uses: Piers 30-32 and SWL 330	Acceptable Uses for Piers 30-32 Only	Acceptable Uses for SWL 330 Only
<ul style="list-style-type: none"> • Artist/Designers • Assembly & Entertainment • Museum & Cultural • Retail (including food and beverages) • Recreational Enterprises • Visitor Service • Academic Organizations • Short-Term Interim Uses • Parking (Accessory only) 	<ul style="list-style-type: none"> • Ferry/Excursion Boat/Water Taxi • Historic Ships • Maritime Office • Harbor Services/Maritime Industrial • Passenger Cruise • Recreational Boating/Water Recreation • Temporary/Ceremonial Berthing • Parks/Open Space • Public Access/Public Realm • General Office 	<ul style="list-style-type: none"> • Residential • Hotel

COMMUNITY VALUES AND OTHER PORT PRIORITIES

In addition to the goals, policies and objectives articulated in the Draft Waterfront Plan, the Port maintains a **Strategic Plan** and in particular, a prioritized series of programs to support community engagement and ensure the resilience and economic stability of its properties in the face of natural and man-made events.

Section 3. Site History and Site Conditions provides more details on Port expectations to address capital improvements to address resilience and seismic conditions. Capital and ongoing maintenance operations will need to be reflected in the proposed project pro forma submitted by Respondents to this RFP

COMMUNITY VALUES

As documented in the Draft Waterfront Plan and the Strategic Plan, the Port views community outreach as a fundamental process of both informing and learning from neighboring stakeholders as the Port undertakes actions that uphold and advance its priorities. With regards to Piers 30-32 and SWL 330, a diverse group of stakeholders engaged with Port staff in 2019 to identify Community Values that will be reflected within the RFP to benefit the Respondents’ understanding of the surrounding context and related concerns and priorities.

The Community Values listed below represent key points that Port staff heard at the Port Central Waterfront Advisory Group (CWAG) meetings on July 17, August 21 and October 16, 2019, at the Port Maritime Commerce Advisory Committee (MCAC) meeting on July 18, 2019, and the South Beach/Rincon/Mission Bay Neighborhood Association meeting on September 9, 2019.

For purposes of the RFP and community engagement process, the Port defines “Community Values” to mean the uses, places, spaces, or other attributes of the RFP project site that are public priorities as articulated by these stakeholders. They may include existing assets or resources the project should leverage, unique locations to curate different experiences along the waterfront, and/or specific conditions that lend themselves to a new use opportunity.

COMMUNITY VALUES THAT APPLY TO BOTH PIERS 30-32 AND SWL 330

Funding and Economics

- Balance the objectives of generating revenue with providing equitable use and access for diverse members of the public.
- Ensure revenue-generation to sustain viable operations and a public-realm maintenance program over the long term.

Urban Design

- Support high-quality urban design that meets the goals of the Waterfront Plan and the South Beach neighborhood.
- Promote waterfront site authenticity and sense of place in the design of development at both sites.

General Land Use

- Promote land uses that support a diverse, equitably accessible and economically viable waterfront.
- Prioritize land uses that can manage traffic to prioritize safety, minimize congestion and sustain neighborhood quality of life.

General Sustainability

- Ensure development supports the City's environmental/emission goals, including protection of avian and marine life.

Transportation

- Prioritize safety for residents, employees, visitors and customers making trips to and around Piers 30-32 & SWL 330.
- Prioritize environmentally sustainable transportation (including ferries) that serves users of all ages, abilities and incomes.
- Manage transportation demand to prioritize transit and avoid reliance upon the private automobile and exacerbating congestion.

COMMUNITY VALUES THAT APPLY UNIQUELY TO PIERS 30-32

Berthing and Berthing Access

- Support the provision for Maritime Berthing (including for deep-water vessels) and related access needs at Piers 30-32.

Land Use and Urban Design

- Provide public Open Space/wildlife viewing/recreation opportunities on Piers 30-32, including as part-time use of berth access areas.
- Support the adjacent Embarcadero Historic District and its assets access needs in the design and development of Piers 30-32.

Sustainability

- Leverage the natural resources of the Piers 30-32 site to support generating sustainable energy (e.g., solar, wind & tidal).

Museum/Arts/Cultural Center

- Consider a Museum/Arts/Cultural Center that references the extraordinary site, with interpretive signage, site awareness
- Consider a Museum/Arts/Cultural Center that appeals to and draws a diverse group of the public



Pedestrians and public transit on the Embarcadero at SWL 330

COMMUNITY VALUES THAT APPLY UNIQUELY TO SWL 330

Ground Floor/Public Realm

- Design ground floor uses that enliven the pedestrian experience, are inclusive and enhance & serve the neighborhood.

Housing

- Emphasize Housing at SWL 330 as an acceptable/desirable use and “good neighbor” to South Beach residents.

Hotel

- Consider Hotel as a revenue-generating use, provided that it specifically manages transportation demand consistent with Transportation Values above.

PORT STRATEGIC PLAN 2019-2023

The Port’s Strategic Plan 2019-2023 outlines work priorities and actions to advance the Port’s mission and achieve the Port Commission’s policy objectives for the waterfront. The Strategic Plan provides the Mission and Vision that will guide the Port’s projects, programs, partnerships and stewardship over the next five years, with the following seven Goals: **Evolution, Resiliency, Engagement, Equity, Sustainability, Productivity, and Stability.**

Thus, the Port will prioritize projects that support transformation to better address the needs of the public and the Waterfront, that prepare the Port for natural and human-made risks and hazards, that represent the Community Values, that are accessible and beneficial to a diverse group of Port stakeholders, that represent responsible environmental stewardship, that contribute to an economically-viable Port, and that help maintain the Port’s financial strength.

PORT RESILIENCE PROGRAM

Current and future seismic and flooding risk present significant challenges to the development on San Francisco’s piers and the Waterfront. The Port is undertaking several efforts to manage these risks, including: 1) the Embarcadero Seawall Program; 2) the U.S. Army Corps of Engineers (“Army Corps”) Flood Resiliency Study; and 3) a study regarding floodproofing of the piers to extend the life of these over-water facilities.

Section 4. Development Objectives provides details on Port expectations regarding capital improvements needed to address resilience and seismic conditions. The analysis and reports for these efforts are available on the Port’s website.

EMBARCADERO SEAWALL PROGRAM

The 2016 Seismic Vulnerability Assessment of the Embarcadero Seawall (“**Seawall**”) revealed the critical need to seismically strengthen the 3.5-mile long Seawall, which could suffer significant damage in a large earthquake due to ground shaking, differential settlement or lateral spreading. In 2018, San Francisco voters passed a \$425 million General Obligation bond to address the most urgent seismic, life safety Seawall issues. With an estimated cost of \$5 billion for the entire Seawall seismic strengthening costs, Respondents should not assume any GO Bond funding will assist in strengthening the Seawall near or adjacent to Piers 30-32. The Port-led Seawall analysis and planning effort (the “**Embarcadero Seawall Program**”) will guide the expenditure of the initial GO Bond investment; the findings of that effort will be made available to the selected Respondents to better inform the Respondent’s seismic approach and allow for coordination with Port shoreline improvements in the vicinity.

ARMY CORPS FLOOD RESILIENCY STUDY

The Port and Army Corps are collaborating on the San Francisco Waterfront Flood Resiliency Study (“**the Flood Resiliency Study**”) which is examining flood risk to the Port’s entire 7½ mile waterfront. If the Flood Resiliency Study identifies a federal interest in a federal flood management project on the San Francisco waterfront, the Flood Resiliency Study will result in a Tentatively Selected Plan to manage flood risks and will then conduct preliminary engineering and environmental analysis of that Tentatively Selected Plan. “Federal interest” in this context is defined as project benefits (mainly in the form of reduced economic damages) that exceed project costs. Dependent on a finding of federal interest, the Flood Resiliency Study could lead to an Army Corps recommendation to Congress, expected in 2024 or later, to fund the Tentatively Selected Plan.

The Flood Resiliency Study will examine flooding on a range of expected sea level rise curves. The Tentatively Selected Plan, if approved by U. S. Army Corps of Engineers and funded by Congress, is expected to provide flood protection throughout its design life (2080) and be adaptable to subsequent sea level rise. To achieve this performance, the Tentatively Selected Plan will require installation of flood management measures at a higher elevation (still to be determined) than the current Seawall. The potential

location(s) of these measures is still being studied; options that are being analyzed include locations bay-ward of the piers, in the near shore area, at the shoreline or along the Embarcadero.

Floodproofing the Piers Study

Some assets along the Embarcadero are already at risk of flooding from a 100-year flood event and that risk is increasing due to rising sea levels. The Port is conducting a study of flood adaptation measures to extend the life of its piers. This study includes conceptual approaches to address intermittent or more frequent flooding, including deployable measures, building floodproofing, raised floor elevations, flood walls (and associated stormwater management strategies), and moving under-pier utilities above the deck, among others. The study will provide capital planning level cost estimates and analysis of measures that could inform pier planning, design, and permitting strategies for various water level scenarios. The [Piers 30-32 and SWL 330 webpage](#) will include a copy of the study by the end of January 2020, which provides a toolkit of potential methods to address pier floodproofing and includes high level cost estimates for each.

BCDC and State Lands Commission

During the Waterfront Plan Update process, Port staff consulted with State Lands and San Francisco Bay Conservation and Development Commission (“**BCDC**”) staff on various issues of shared interest. State Lands staff also spent considerable time in public meeting discussions with the Working Group as part of its deliberations and recommendations. Port staff will continue consultations with State Lands and BCDC staff regarding the public trust and responsible stewardship of Piers 30-32.

Workforce Development and Local Business Enterprise

Port staff will work with the successful Respondent and the City’s Contract Monitoring Division (“**CMD**”) to establish Local Business Enterprise (“**LBE**”) goals for the various phases of the entitlement and development. CMD collaborates in the design of each LBE participation program tailored to the project, develop LBE goals, provide developers with technical assistance to maximize LBE participation, and where necessary, conduct outreach to LBEs regarding procurement opportunities. The project will also need to comply with the City’s Local Hiring Policy for Construction (mandatory minimum of 30% of project hours by trade) and requirements for wage and apprenticeship programs.

THE SAN FRANCISCO MUNICIPAL TRANSPORTATION AGENCY

The Waterfront Transportation Assessment

Between 2013 and 2015, the San Francisco Municipal Transportation Agency (the “**SFMTA**”) led the Waterfront Transportation Assessment (the “**WTA**”), a community-driven, comprehensive and near-, mid- and long-term transportation study for a portion of the Waterfront that was especially subject to growth and change. The WTA study area included South Beach, Rincon Hill, SoMa and the Central Waterfront. Pedestrian and bicycle safety, traffic congestion and transit overcrowding are prominent among the concerns of transportation impacts of activity and development on Port property, and these concerns are reflected in both the Waterfront Plan and its South Beach Subarea, and in the Community Values summarized above.

For the purposes of the RFP for Piers 30-32 and SWL 330, the WTA emphasized the importance of investing in, utilizing and promoting “sustainable” transportation modes (pedestrian, bicycle and public transit), and leveraging the investments already underway to improve traveler safety and increase capacity and reliability of BART, Muni, Caltrain, regional buses and ferry service.

The Embarcadero Enhancement Project

The SFMTA, Port of San Francisco, Planning Department, and Public Works agencies are collaborating with a diverse set of stakeholders on a project that will increase safety, comfort, and accessibility for all who travel along the Embarcadero. The Embarcadero Enhancement Project (“**EEP**”) will implement “Complete Street” improvements along the Embarcadero from Townsend Street near Oracle Park to North Point Street near Fisherman’s Wharf, including a physically-protected, two-way waterside bikeway, and safer, more accessible pedestrian crossings and intersections.

In response to public calls for faster action to improve safety, the Port and SFMTA have been working to identify ‘quick-build’ solutions consistent with the SFMTA’s Vision Zero Quick Build Initiative. Quick Build projects are intended to be reversible, adjustable traffic safety improvements that can be built and evaluated within months. One such project, intended to be compatible with the long-term EEP, proposes to implement in

2020 a quick-build version of the two-way, water-side, on-street protected bikeway on the Embarcadero between Mission and Folsom Streets, as well as paving and striping improvements to southbound Embarcadero.

As this project moves forward, the Port, the SFMTA and other agency partners will collaborate with the selected Respondent to ensure coordination so that capital investments into the Pier facilities support and are not an impediment to the EEP. Additionally, the Port and City will make certain continued access to the Pier facilities is retained both long term and during construction.



Pedestrians on the Embarcadero south of Piers 30-32

Transportation Demand Management

Transportation Demand Management (“**TDM**”) is a set of policies, programs, and services that help implement San Francisco’s “Transit First Policy by prioritizing the use of sustainable modes (transit, bicycle, pedestrian) and reducing demand for single occupant vehicle trips. TDM strategies not only reduce congestion and related harmful emissions, they make better use of existing transportation services, help individuals and businesses save money, and make more efficient use of City land.

The SFMTA’s three strategic TDM focus areas include coordinating land use and transportation policy and growth, managing automobile parking and loading demand, and prioritizing sustainable transportation use through customer-oriented outreach, education and incentives. The transit-accessible, pedestrian-friendly location of Piers 30-32 and SWL 330, the strong community support for reducing automobile congestion in the area and the range of land uses supported by the Waterfront Plan make development on either site ideal candidates for implementing meaningful, exemplary TDM programs.

OTHER REGULATORY AGENCIES

The San Francisco Planning Department (the “**Planning Department**”) collaborates with the Port and the SFMTA to support San Francisco General Plan consistency with the land use, zoning, height/bulk and transportation issues related to development of Port property. The Planning Department also typically performs the lead role in coordinating City agencies in the California Environmental Quality Act (“**CEQA**”) review process.

Zoning and Height/Bulk Districts

Piers 30-32 and SWL 330 are located within the “East SoMa (South of Market) Area Plan” of the San Francisco General Plan.

Piers 30-32 are within the M-2/Heavy Industrial zoning district and subject to the 40-X height/bulk district. M-2 Districts are the least restricted as to use, with a wide variety of commercial, industrial and other uses permitted as-of-right and many other uses with conditional use permits. The 40-X height district on this site sets a height limit of 40 feet that is generally unrestricted in bulk. See Article 2.5 and Section 270 of the San Francisco Planning Code for more information.

SWL 330 is within the South Beach Downtown Residential Mixed Use District (SB-DTR) and is subject to the 65-105R height/bulk district. High-density residential uses and supporting commercial and institutional uses are allowed within certain density controls and allowances for other use consideration through the conditional use process. The height and bulk controls for this site include a podium (base) height limit of 65 feet that is generally unrestricted in bulk, with any tower(s) rising above the podium limited to 105 feet and restricted in bulk by plan and diagonal dimensions. See Article 2.5 and Section 270 of the San Francisco Planning Code for more information. **Appendix B** provides a list of some of the additional regulatory agencies and approvals to which the project will be subject.

ROLE OF PORT AND RESPONDENT(S)

Table 2 outlines Regulatory Approval Roles of the Port and the selected Respondent.

The environmental review process under CEQA for the Draft Waterfront Plan is in early stages and will likely include an analysis of land use and growth projections on Port waterfront properties, as well as cumulative city and regional growth projections. The Port and Planning Department will work with the successful Respondent to determine the best approach to completing environmental review for the Piers 30-32 and SWL 330 project that is coordinated with the Draft Waterfront Plan CEQA review document.

Table 2 – Regulatory Approval Roles

Regulatory Approvals Responsibility	Port	Developer
State Lands Commission Review	Port will act as co-sponsor and initiate discussions with State Lands to address requirements and set parameters for complying with the Public Trust Objectives	Developer has co-sponsor responsibility with the Port which includes providing all required analysis and information necessary to support compliance requirements at the direction of the Port, and any financial support to fund State Lands staff review
Environmental Review	Port will act as co-applicant and will coordinate and provide information to support Planning Department review process	Developer has complete responsibility for all environmental review requirements.
Zoning Map/Planning Code	Port will act as co-applicant and will coordinate and provide information to support Planning Department review and approvals as required	Developer has complete responsibility for securing all City approvals, permits and entitlements
BCDC Permit	Port will act as co-applicant, coordinate and provide information to support a new and amended permit	Developer has complete responsibility for securing permit and meeting all on-site and off-site conditions
Port Building Permits (this includes Port building permits to comply with any applicable Green Building, LEED standards, and storm water management requirements)	In its regulatory capacity, Port will review and issue building permit applications	Developer has complete responsibility to apply and secure building permit approvals from the Port Building Permit Division
All Other Permits		Developer has complete responsibility for securing all permits or entitlements

DEVELOPMENT OBJECTIVES

PROGRAM OBJECTIVES: A DYNAMIC, MIXED-USE PROGRAM

A wide range of land uses, design aspirations, operational strategies and public benefits are outlined in the Draft Waterfront Plan with its Port-wide and South Beach Subarea Objectives and Allowable Uses, and in the Community Values.

Port staff also recognizes the challenges of developing a project at Piers 30-32 and SWL 330. Specifically, the development program at Piers 30-32 and SWL 330 must include strategies to protect these resources from flooding, sea level rise and seismic events. With these objectives, policies and values as guides, Port staff encourages creativity in responding to this development opportunity at this spectacular and regionally accessible Waterfront location.

Port staff also welcomes responses targeted for one or both of the two sites. Port staff will make recommendations to the Port Commission of the highest-scoring proposals for the combined sites as well as Piers 30-32 alone and SWL 330 alone.

ECONOMIC OBJECTIVES

The Port's economic objectives for RFP responses include:

- 1. Significant investment in Port assets.** Pier facility rehabilitation, reduction of seismic risk from the fronting seawall, and flood protection investments.
- 2. Reliable revenue stream.** This revenue stream may take one or more forms, such as base rent payment, and special taxes such as a Community Facilities District.
- 3. Participation in revenues.** Port long-term development leases often include additional participation in revenues after the project achieves certain performance thresholds, and participation in certain capital events (such as a partial or full transfer of the leasehold or refinancing of the leasehold mortgage).

SEISMIC AND RESILIENCE

Managing risks for seismic events and climate change are among Port's highest priorities. The following criteria and guidance should be used in analyzing project feasibility.

- *Seismic Performance* – Under the Port's Building Code, project proponents will need to demonstrate code compliance, including a demonstration that the Piers will be redeveloped to withstand anticipated lateral spreading and other seismic forces.
- *Adaptive Flood Management* – An adaptive management strategy for flood protection through the expected life of the project based on a range of sea level rise curves will be required in consultation with permitting agencies including BCDC and will be memorialized in the Lease. A long-term lease will include lease provisions memorializing adaptive management requirements.

Through the Flood Resiliency Study or the Port or the City's own flood management policies and plans, the Port and City may select a line of defense for urban flood protection that intersects with proposed project sites, which may result in design changes to proposed projects (or parts of projects), including changes in elevations.

- *Future Flood Protection Funding* – Consistent with other significant shoreline development projects approved by the Port Commission, the Port maintains the right to negotiate with lessees for ongoing funding to fund adaptive management for flood control, including a potential special tax.

7 SELECTION AND PROTEST PROCESS

Port staff will review all timely submittals. Only submittals that are complete and responsive to all requirements of this RFP and that meet the Minimum Qualifications identified in **Section 6 Submittal Requirements** will be evaluated during the scoring panel. The Port will deem a submittal non-responsive and ineligible for consideration for any of the following reasons:

1. The submittal does not include all categories of information specified in **Section 6 Submittal Requirements** of this RFP.
2. The Respondent does not meet the Minimum Qualifications in **Section 6 Submittal Requirements**.
3. The submittal is submitted after the deadline of **4 pm PST, April 3, 2020**.
4. The submittal is submitted without the earnest money deposit.
5. The submittal is submitted with incomplete or missing forms or attachments.
6. The submittal includes information that is false or misleading.
7. The Respondent has violated the Campaign Reform Ordinance.
8. The Respondent has violated the San Francisco Campaign and Government Conduct Code.
9. The submittal is transmitted by facsimile or electronic mail.

The Port will send a letter to any Respondent whose submittal is deemed non-responsive. The letter will be dated and deposited for delivery by first-class mail on the same date and will indicate the reason(s) that the submittal is deemed non-responsive. See below for objection procedures.

The Port reserves the right to request clarification or additional information from individual Respondents and to request that some or all Respondents make presentations to Port staff, the Port Commission, community groups and other interested parties. The Port further reserves the right to make an award without further clarification of submittals received. The Port Commission is the sole decision-maker regarding this selection and the Port Commission reserves the right to reject any or all submittals or to terminate this process at any time.

EVALUATION CRITERIA

Responses to the RFP will be scored by a Port staff selected scoring panel with qualifications described below. Only those respondents that have met the Minimum Qualifications described in **Section 6** will advance

to the scoring panel. The panel will review proposals based upon a set of criteria established and described below. Only those respondents that have met the Minimum Qualifications described above will advance to panel scoring. The Panel will review and score both written responses and in person interviews. A point system as shown below will be used to score these categories.

1. Site Visions - Quality of the Design and Development submittal based on factors such as:
 - a. responsiveness to RFP development planning objectives and goals, and community values and priorities
 - b. evaluation of the development program’s conformance with Waterfront Plan Objectives
 - c. character and design quality of the development (e.g., connectivity to the surrounding area, massing and treatment of buildings, clarity of sustainability principles)
 - d. balance of public serving, maritime, and revenue generating uses

2. Strength of Financial Proposal based on factors such as:
 - a. proposed economic return to the Port, base rent and percentage rent or other forms of participation proposed by the respondent
 - b. Evaluation of the proposer’s understanding of real estate/market assessment of the site(s)
 - c. Assessment of financial feasibility of the proposer’s program and project proforma

3. Financial Capacity of the Respondent and Economic Viability of Proposal based on factors such as:
 - a. ability to raise and commit funds for the project and continuing operations and maintenance throughout the Lease term
 - b. adequacy of projected revenues to support the respondent’s proposed investment
 - c. reasonableness of the cash flow analysis
 - d. proposed capital investment for improvements including Seawall and flood protection

4. Team Entity Experience, organization and reputation of the respondent's team, based on factors such as:
 - a. experience engaging the community
 - b. team make-up and diversity reflecting the San Francisco population
 - c. experience and success in utilization of certified San Francisco Local Business Enterprise (LBE) businesses, California Small Business Enterprise (SBE) or similar municipal, state, or federal work force and business development programs in development projects
 - d. team & key personnel qualifications and availability
 - e. experience with over-water construction project
 - f. experience with complex regulatory environment
 - g. experience with sustainability with programs like 0-80-100 Roots
 - h. history of on-time and on-budget projects
 - i. economic success of similar ventures
 - j. design excellence of completed projects
 - k. clear lines of authority and responsibilities
 - l. litigation and compliance record
 - m. demonstrated ability to comply with City requirements
 - n. experience with the Port/public agencies collaboration and coordination

Evaluation and Selection Criteria Summary	Written Total: 100 Points
Quality of the Design and Development Submittal	35 pts
Strength of Financial Proposal	20 pts
Financial capacity of Respondent/viability of proposal	20 pts
Experience, organization and reputation of Respondent's team	25 pts

In addition to the 100 points achievable through the written proposal, up to 30 additional points may be awarded based upon performance in the oral interviews regarding the quality of design and development, experience, and team organization.

All respondents that meet the Minimum Qualifications will be invited for an interview.

The highest and lowest scores by the scoring panel for each Respondent will be discarded and the remaining scores will be averaged to result in a final score for each Respondent. The scores will then be organized into categories according to the scope of the proposal (both sites, Piers 30-32 alone, SWL 330 alone).

SCORING PANEL

The Port will convene a scoring panel that represents diverse interests to assist the Port Commission in the selection of a development partner. The panel will include the following types of representative individuals:

1. Development expert
2. Port staff person
3. Port advisory group member
4. Person representing a City or regional stakeholder perspective
5. Person to be determined by Port staff with experience relevant to Project objectives

The panel may include other stakeholder representations should the Port deem desirable.

PORT COMMISSION DETERMINATION

Based on the evaluation panel's recommendations, Port staff will recommend the next steps to the Port Commission. The Port Commission, in its sole discretion, will determine whether to authorize exclusive negotiations, and if so, select the Respondent with which the Port will negotiate exclusively. The selection of a Respondent will not imply the Port's acceptance of all terms of the selected Respondent's submittal, which will be subject to further negotiations and approvals before the Port may be legally bound.

EXCLUSIVE NEGOTIATIONS

Upon Port Commission authorization of exclusive negotiations, Port staff and the selected Respondent will execute the ENA in the form attached as **Appendix F** (with only party and other factual information inserted). During the period of exclusive negotiations, the following events are anticipated:

- Development of a finance and land use plan for Port Commission and Board of Supervisors consideration.
- Environmental review of the project consistent with the California Environmental Quality Act (CEQA).
- Negotiation of an LDDA, Lease, and related transactional documents for the lease and development of the Site in a final form approved by the City Attorney's Office incorporating specific terms, including the Port's and selected Respondent's respective responsibilities, the economic parameters, development standards and requirements, and a performance schedule.
- The selected Respondent will complete its due diligence review of the Site, finalize financial projections and complete preliminary site plans, including elevations and renderings for the Site.
- The selected Respondent will secure financial commitments for the proposed project from lenders and/or equity sources and preliminary sublease commitments from proposed anchor tenants.

APPROVAL OF TRANSACTION

Upon completion of any required environmental review and negotiations by Port staff, the Port Commission may, but is not required to, approve the form of Lease, the LDDA and any related documents. The Lease will be subject to approval by the Board of Supervisors.

OBJECTION PROCEDURES

1. OBJECTION TO RFP TERMS

If a person that wishes to submit a proposal objects to any provision or legal requirement set forth in this RFP, including in the Exhibits and Appendices, then that person must, not more than five (5) working days after this RFP is issued, provide written notice to the Port setting forth with specificity the grounds for the objection. The failure to object in the manner set forth in this paragraph will constitute a complete and irrevocable waiver of any such objection.

2. OBJECTION TO NOTICE OF NON-RESPONSIVENESS

Within five (5) working days of the Port's issuance of a notice of non-responsiveness (including a failure to meet the Minimum Qualifications), any proposer that has submitted a proposal and believes that the Port has incorrectly determined that its proposal is non-responsive may submit a written notice of protest. The notice of protest must be received by the Port on or before the fifth (5th) working day following the Port's issuance of the notice on non-responsiveness.

The notice of protest of non-responsiveness must include a written statement specifying in detail each and every one of the grounds asserted for the protest. The protest must be signed by an individual authorized to represent the proposer, and must cite the law, rule, local ordinance, procedure, or RFP provision on which the protest is based. In addition, the protestor must specify facts and evidence sufficient for the Port to determine the validity of the protest.

3. PROTEST OF AWARD FOR EXCLUSIVE NEGOTIATIONS

Within five (5) working days of the Port's notice of Port staff intent to recommend a Respondent to the Port Commission for selection to enter into exclusive negotiations, any respondent who submitted a responsive proposal that was evaluated by the scoring panel and believes that the Port has unfairly recommended another respondent for exclusive negotiations may submit a written notice of protest.

The notice of protest must include a written statement specifying in detail each and every one of the grounds asserted for the protest. The protest must be signed by an individual authorized to represent the respondent, and must cite the law, rule, local ordinance, procedure, or RFP provision on which the protest is based. In addition, the Respondent must specify facts and evidence sufficient for the Port to determine the validity of the protest. All protests must be received by the Port on or before the fifth (5th) working day following the Port's notice. The Respondent submitting the protest must concurrently transmit a copy of the initial protest document and any attached documentation to all other Respondents who may be adversely affected by the outcome of the protest.

The Port will provide the affected Respondents with five (5) working days from their receipt of the protest to submit a written response to the protest.

The Port, in its discretion, may make a determination regarding an objection or protest without requesting further documents or information from the party objecting or protesting (in either case, a "**Complainant**") who submitted the objection or protest. Accordingly, the initial objection or protest must include all grounds of objection or protest and all supporting documentation or evidence reasonably available to the Complainant at the time the objection or protest is submitted. If the Complainant later raises new grounds or evidence that were not included in the initial objection or protest, then the Port will not consider the new grounds or new evidence.

Upon receipt of a timely and complete objection or protest, the Port will review the objection or protest and conduct an investigation as it deems appropriate. As part of its investigation, the Port may consider information provided by sources other than the Complainant and affected Respondents. The Port may also consider supplemental correspondence or other information relating to the original ground(s) of objection or protest submitted by the Complainant and/or an affected Respondent to the extent the Port determines that such information will assist it in resolving the objection or protest. At the completion of its investigation, the Port will provide a written determination to the Complainant, with a copy to all affected Respondents.

Objections or protests not received within the time and manner specified will not be considered.

A Complainant may not rely on an objection or protest submitted by another Complainant but must timely pursue its own objection or protest.

The procedures and time limits set forth in this section are mandatory and are a Complainant's sole and exclusive remedy in objecting to this RFP or a determination of non-responsiveness and protesting the selection of another respondent. Failure to comply with these procedures shall constitute a complete and irrevocable waiver of the ground(s) of objection or protest and forfeit the Complainant's right to raise such ground(s) of objection or protest later in the RFP process, in any claim under the California Government Code, or in other legal proceedings.

4. DELIVERY AND FORM OF OBJECTIONS

Objections and protests must be submitted in writing, addressed to Peter Albert, Project Manager, Port of San Francisco, Pier 1, San Francisco, CA 94111, and delivered by personal delivery, overnight courier, or first class mail to the Port receptionist on business days during business hours (8 am to 5 pm) in the Port's main reception area in Pier 1 by the dates due in order to be considered. If an objection or protest is mailed, the Complainant bears the risk of non-delivery by the deadlines specified above. Objections and protests must be transmitted by a means that will provide written confirmation of the date the Port received the objection or protest.

PORT OF SAN FRANCISCO
PIERS 30-32 AND SEAWALL LOT 330
REQUEST FOR PROPOSALS

ADDENDUM # 2.2

Addendum #2.2 issued on: May 8, 2020

Subject: Correct to reflect an extension of Submittal Deadline in light of COVID-19 pandemic recommendations, now from **April 3, 2020** to **June 26, 2020**

Below are the changes to the submittal deadline dates in the February 3, 2020 "Request for Proposals," with the Section and page number provided as applicable for each change:

Executive Summary:

Replaced **April 3, 2020** date beside "Submittal Due" to read "**June 26, 2020**"

Section 1 "The Offering," page 2:

"Submittal Deadline" date changed to read "**4 pm PDT, Friday, June 26, 2020**"

Section 6 "Submittal Requirements," "N. Submittal Deadline," page 32:

Changed submittal deadline to read "**Submittal Deadline 4 pm PDT, June 26, 2020**"

Section 6 "Submittal Requirements," "N. Submittal Deadline," page 32.

First sentence beneath Submittal Deadline exhibit changed to read as follows (underlined to show change):

"The Port must receive each submittal, including the \$100,000 earnest money deposit and all other required materials, in a sealed envelope before June 26, 2020 at 4 pm PDT."

Section 7 "Selection And Protest Process," page 33:

#3 of enumerated list changed to read as follows (underlined to show change):

"The submittal is submitted after the deadline of **4 pm PDT, June 26, 2020.**"

DRAFT Waterfront Plan: Port-wide Goals

EXECUTIVE SUMMARY

PLAN GOALS & POLICIES

The Waterfront Plan sets forth nine goals, presented below, for stewarding future improvements along the 7½ miles of waterfront and upland properties managed by the Port of San Francisco. Each Plan goal is supported by policies that provide further guidance, organized by policy topic listed below.

A MARITIME PORT

Preserve and enhance the Port of San Francisco's diverse maritime portfolio by providing for the current and future needs of cargo shipping, cruise, ferry and water taxis, excursion boats, fishing, ship repair, berthing, harbor services, recreational boating, and other water-dependent activities.

POLICY TOPICS:

- Protect maritime facilities, infrastructure, and operations
- Maintain and enhance maritime facilities
- Southern Waterfront cargo and industrial operations
- Water recreation and recreational boating
- Maritime use and public access compatibility

DIVERSITY OF ACTIVITIES AND PEOPLE

Host a diverse and rich array of commercial, entertainment, civic, cultural, open space, and recreational activities that complement a working waterfront, increase economic opportunity, and create waterfront destinations for all San Franciscans and visitors to enjoy.

POLICY TOPICS:

- Public-oriented uses
- Commercial and industrial uses
- Other Uses: Transportation & Community Facilities
- Embarcadero Historic District rehabilitation
- Seawall Lot uses
- Mission Rock Neighborhood
- Pier 70 Special Use District
- Interim uses
- Unacceptable uses

PUBLIC ACCESS AND OPEN SPACE ALONG THE WATERFRONT

Complete, enhance, and enliven the network of parks, public access, and natural areas along the San Francisco waterfront and Bay shoreline for everyone to use and enjoy.

POLICY TOPICS:

- Continuity of open spaces
- Sequence of open spaces
- Variety of open spaces
- Park activation
- Working with the City and the public
- City connections
- Design character
- Connections with nature
- Water recreation access
- Maritime and public access compatibility
- Design guidelines
- Open space and resilience

URBAN DESIGN AND HISTORIC PRESERVATION

Design new developments of exemplary quality, highlight visual and physical connections to the City and San Francisco Bay, while respecting and preserving the waterfront's rich historic context and character of adjacent neighborhoods.

POLICY TOPICS:

- City pattern
- Historic preservation
- Public realm
- Resilience planning
- Views

A FINANCIALLY STRONG PORT WITH ECONOMIC ACCESS FOR ALL

Ensure that new investment stimulates the revitalization of the waterfront and supports a financially secure Port enterprise, equitably providing new jobs, revenues, public amenities, and other benefits to the Port and the diverse residents of San Francisco and California.

POLICY TOPICS:

- Public trust benefit investments
- Diverse leasing portfolio
- Diverse fund and financing tools
- Inclusive and equitable economic opportunity

TRANSPORTATION AND MOBILITY FOR PEOPLE AND GOODS

Ensure that the waterfront is accessible and safe for all users through sustainable transportation that serves the needs of workers, neighbors, visitors, and Port maritime and tenant operations.

POLICY TOPICS:

- Strong public transit and agency partnership
- Safe pedestrian and bicycle environment
- Smart ferry and water transportation service
- Functional goods movement and industrial access
- Parking and Transportation Demand Management plans
- Efficient street operations and maintenance

AN ENVIRONMENTALLY SUSTAINABLE PORT

Limit the impacts of climate change, improve the ecology of the Bay and its environs, and ensure healthy waterfront neighborhoods by meeting the highest standards for environmental sustainability, stewardship, and justice.

POLICY TOPICS:

- Greenhouse gas emissions
- Water quality and conservation
- Biodiversity
- Green building
- Environmental health

A RESILIENT PORT

Strengthen Port resilience to hazards and climate change effects while protecting community, ecological, and economic assets and services, with a focus on the Port's unique historic, maritime, and cultural assets.

POLICY TOPICS:

- Emergency and disaster response
- Seismic safety
- Resilience partnerships
- Resilience planning
- Achieving multiple objectives
- Social cohesion and equity

PARTNERING FOR SUCCESS

Strengthen Port partnerships and community engagement to increase public understanding of Port and community needs and opportunities, and to help complete improvements that achieve Waterfront Plan goals.

POLICY TOPICS:

- Collaborative government
- Public engagement and participation
- Community engagement for competitive leasing and development solicitations
- Community engagement for unsolicited proposals
- Review of other non-maritime leases
- Southern Waterfront leases
- Projects not requiring additional review

DRAFT Waterfront Plan: South Beach Sub-Area Goals

Urban Design Features

- » Major Parks and Open Spaces
 - Rincon Park
 - Brannan Street Wharf
 - South Beach Park
 - Ballpark PortWalk along China Basin Park
- » Major focal points
 - Bay Bridge views
 - Ballpark
- » Maritime Historic Character
 - Pier 22½ Fireboats and Firehouse
 - Historic finger piers of the Embarcadero Historic District in South Beach

South Beach

Rincon Park to the Ballpark



Significant public investments have been made along the South Beach waterfront. Together with the opening of the San Francisco Giants ballpark, these investments have completed the conversion of this former heavy industrial maritime area to a lively and welcoming urban waterfront neighborhood. Derelict piers have been removed to create a connected network of waterfront parks and open spaces along The Embarcadero, from Rincon Park to the gateway of the Blue Greenway open space network south of China Basin Channel. South Beach Harbor and Park provide a community center for the South Beach neighborhood, as well as a major resource for recreational boating, including non-motorized craft and other water recreation that supports the Bay Area Water Trail.

However, deteriorated pier conditions have created challenges for developing and improving South Beach pier facilities, including Piers 24½, 26, 28, 38, and 40 in the Embarcadero Historic District and non-historic Piers 30-32. This Waterfront Plan promotes Embarcadero Historic District policies that are intended to support financially feasible repair and rehabilitation of the Port's historic pier facilities. Piers 30-32 is ideally located to provide a destination development that could complement the Historic District and preserve the valuable deep-water berth at this facility. However, the extraordinary cost of seismically reinforcing Piers 30-32, even in a development that includes Seawall Lot 330, has and will continue to present many funding and trade-off issues. These issues will require continued public review and Port Commission direction to determine what types of investment and/or development partner opportunities should be pursued for these large properties.



1. Preserve and improve existing maritime uses and provide focal points for public enjoyment of maritime and water-dependent activities in South Beach.

Under the Rincon Point-South Beach Redevelopment Plan, development of South Beach Harbor and Marina initiated the conversion of this former heavy maritime industrial area to a lively mixed-use neighborhood. The harbor provides 700 recreational boat berths, a water taxi dock, and transient berths for visiting recreational vessels. South Beach Harbor has become a Port and neighborhood resource for recreational boats and services, (e.g. harbormaster office, sailing and community facilities) and an important center for non-motorized water recreation along the San Francisco Bay Area Water Trail. In 2019, harbor management responsibilities were transferred to the Port. The Port will continue to maintain and improve these water recreation facilities as part of larger efforts to repair and rehabilitate two Embarcadero Historic District pier resources, Piers 38 and 40.

At the north end of the South Beach waterfront, the San Francisco Fire Department and City will develop a new fireboat station at Pier 22½, adjacent to Rincon Park. This facility, a critical element of City and Bay Area disaster response plans, will support modern equipment and emergency response operations necessary to serve not only San Francisco but the entire region. The new fireboat station will be constructed on a floating barge designed to adapt to rising tides and to respect the setting of the



historic Fire Station 35, a designated City landmark and a contributing resource in the Embarcadero Historic District. The fireboats will be a maritime focal point at the base of the Bay Bridge. As the fireboat station barge rises and falls with the tides, this facility will also provide ongoing education about waterfront adaptation needs and opportunities.

The South Beach waterfront includes a valuable deep-water berth along the eastern apron of Piers 30-32. The berth is valuable because it is the only location between the Ferry Building and China Basin that can accommodate large passenger cruise, military and commercial vessels, and because the strong Bay tides naturally maintain deep water at this location without costly dredging requirements. Piers 30-32 maintains a strong maritime presence, hosting many different types of visiting historic, ceremonial, military, and research vessels, as well as the naval ships showcased here each year during Fleet Week. The Port has a deep interest in maintaining this important maritime resource. However, it is clear that significant investment is needed to ensure that the berth remains operational, due to the deteriorating condition of Piers 30-32. Any such investment will likely require coordination with a larger strategy to improve and intensify use at Piers 30-32 (see Objective 4).



Photos: South Beach Harbor (left) and Fireboat spray (right)



2. Maintain and activate an integrated series of parks and public access improvements that extend through South Beach, and provide a unifying pedestrian connection to Mission Bay at China Basin Channel.

Significant public investments have been made to remove derelict fill and build a connected series of waterfront parks and open spaces through South Beach. This work started with the development of Rincon Park and South Beach Park by the former San Francisco Redevelopment Agency. As part of a coordinated effort with the Bay Conservation and Development Commission (BCDC) and the community, the Port removed Piers 24½, 34, and 36 and developed Brannan Street Wharf Park. Expansive views of the Bay and Bay Bridge from Rincon Park and Brannan Street Wharf are preserved in designated Open Water locations, as shown in the subarea map. In these Open Water locations, Bay fill is restricted as designated in BCDC's Special Area Plan. Rincon Park is also an important resource for preserving Bay views from upland city streets.



Brannan Street Wharf

These public parks, together with The Embarcadero Promenade, create a welcoming shared public space for the many pedestrians traveling along the waterfront. Often, however, these parks, particularly Brannan Street Wharf, are not heavily used. The public has called for Port parks to offer more active recreational play areas, events, and amenities, including food and public restrooms, to attract more people who will enjoy these areas and bring them to life. The Port will engage its stakeholders in an effort to identify options for improving activities and use of its public spaces. This effort will include evaluating partnering opportunities for park activation pilot projects, new strategies to consider in leases and developments on adjacent properties, and ways to provide complementary entertainment and attractions to enliven and increase public use of waterfront open spaces.

The development of the San Francisco Giants ballpark included a package of public access improvements, including a PortWalk that connects the South Beach Marina and Harbormaster facility to and along China Basin Channel to Lefty O'Doul Bridge. With the creation of the Blue Greenway and establishment of China Basin Park as part of the Mission Rock project, the pieces are now in place to provide a gracious public access connection across China Basin Channel. San Francisco Public Works is managing the seismic retrofit of the Third Street "Lefty O'Doul" Bridge. This project includes lane modifications to provide more space for pedestrian and bicycle movement over the bridge.



3. Promote activities and public access in South Beach pier projects within the Embarcadero Historic District.

In contrast to the open space and public access investments and improvements realized in South Beach, developing and improving pier facilities has been a challenge. Piers 24½, 26, 28, 38, and 40 are all contributing resources within the Embarcadero Historic District. They are the earliest surviving pier facilities in the district, and their condition and repair needs make it difficult for pier rehabilitation projects to meet financial feasibility requirements. The Port will dedicate efforts to create opportunities to repair and rehabilitate these historic properties, to maintain productive use and businesses that activate and enhance public access along The Embarcadero Promenade.

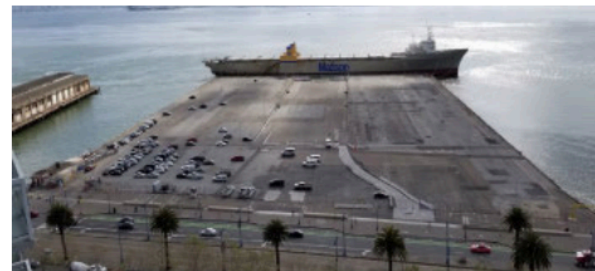


Piers 38 and 40 also are particularly desirable for investment because they adjoin Brannan Street Wharf and South Beach Harbor and Park. These park and recreation facilities may enhance the development value of the piers; by the same token, development uses may provide synergies that activate and increase the recreational value of the parks and boost the return on the public funds invested in their development. Pier 40 was designated as a development site in the Rincon Point-South Beach Redevelopment Plan, but development plans did not come to fruition because of conflicts with public trust and community objectives. Embarcadero Historic District policies in Chapter 2B, which were developed through the Waterfront Plan Update process with the participation and support of State Lands Commission staff, are intended to provide financially feasible strategies to repair or rehabilitate these historic facilities. Only a few historic pier facilities remain in South Beach. The Port will focus on ways to preserve and improve these properties, to maintain the overall integrity of the Embarcadero Historic District.



4. Create opportunity for the design of new development in South Beach to create a new architectural identity while respecting the Embarcadero Historic District.

There are only four undeveloped Port properties in the South Beach waterfront. The two largest, Piers 30-32 (13 acres) and Seawall Lot (SWL) 330 (2.5 acres), are located in the center of the South Beach waterfront along The Embarcadero, south of the Bay Bridge. The stunning location makes these signature properties well suited for development that includes entertainment and public-oriented uses. While Piers 30-32 and SWL 330 are outside of the Embarcadero Historic, development of these sites will be reviewed for consistency with Secretary of the Interior Standards to ensure that the design of the adjacent new development is compatible with the historic district. The Port has a continuing interest in maintaining the deep-water berth at Piers 30-32 (see Objective 1). Because of its large size, Piers 30-32 offers a rare development opportunity along the waterfront while respecting the character and integrity of the Embarcadero Historic District. A development design for Seawall Lot 330 must complement the neighborhood setting and contribute to the public realm on the west side of The Embarcadero.



Pier 30-32

As documented in prior [Port reports](#), however, substructure and seismic improvement costs at Piers 30-32 are extraordinarily high. Past project proposals would have required the Port to subsidize these costs with rent from the pier, the value of SWL 330, and tax increment from both sites. The deteriorated condition of Piers 30-32 will diminish its productive use and revenue generation, and the cost of improving or demolishing the pier far exceeds Port resources. These considerations compel the Port to define a long-term strategy. The Port Commission intends to consider a competitive solicitation for Piers 30-32 and SWL 330 to determine market-based interest in these properties. If the competitive solicitation process does not produce a successful development response or project, the Port Commission will need to reevaluate options for the management of Piers 30-32 and SWL 330, including the continuation of short-term interim lease and special event uses.

South Beach has two other vacant development sites: SWL 347S and SWL 328, under the Bay Bridge. These properties, like SWL 330, were included in prior state legislation that lifted trust use restrictions to allow housing, office, or other non-trust uses to be developed, if approved by the Port Commission. Any development will be based on fair market value to generate revenues to invest in Port capital improvements on the waterfront, and will be subject to policies in Chapter 2B (for seawall lots), Chapter 2D (urban design), and Chapter 2E (financial considerations)



5. Take advantage of proximity to downtown San Francisco by providing attractions for the general public while respecting the living environment of the Rincon Hill and South Beach neighborhoods.

The thoughtful design of the San Francisco Giants ballpark produced a handsome, well-executed project that became an instant waterfront icon, embraced by San Franciscans and baseball fans across the country. It immediately attracted thousands to the waterfront, enhancing public enjoyment and use of the shoreline along The Embarcadero. Today, new mixed-use developments in the Rincon Hill and Eastern South of Market/East Cut neighborhoods are creating opportunities for additional public destinations along the South Beach waterfront. These attractions will improve the prospects for pier rehabilitation and other waterfront enhancements to provide public trust benefits and serve diverse populations, including local residents.

At the same time, large entertainment and special events will need to be managed sensitively to balance public trust objectives with the legitimate quality-of-life needs of South Beach residents and other neighborhood stakeholders. The South Beach community, multiple City departments, the San Francisco Giants, and event sponsors invest significant time and resources in defining the details of the use or event and the commitment of staff and other resources to address good neighbor communications and practices. The Port will continue to work closely with the community, Port tenants and sponsors, City departments, and BCDC to support and improve these practices, including coordination with applicable good neighbor protocols administered by the San Francisco Entertainment Commission.



Rincon Hill neighborhood



6. Maintain close working relationships with the San Francisco Municipal Transportation Agency and transportation agency partners to expand public transit and alternative transportation services that improve the safety and comfort of travel along The Embarcadero in South Beach.

The Port works closely with the San Francisco Municipal Transportation Agency (SFMTA) and public transportation agencies to support safe, efficient, and accessible transportation services and improvements (see Chapter 2F). While many options for public transit and other forms of transportation are offered along the waterfront and in downtown San Francisco, traffic congestion is a constant challenge, particularly on the local streets leading to and from the Bay Bridge. The Embarcadero is listed as one of the City's "High Injury" network streets for pedestrians and bicyclists and is a high priority for public safety improvements pursuant to the [City's Vision Zero SF policy](#). The SFMTA is responsible for developing and

implementing pedestrian and bicycle improvements. The Port is supporting the [SFMTA's Embarcadero Enhancement Project](#) to provide a protected bicycle facility to improve safety for all modes, and an improved pedestrian experience along The Embarcadero Promenade from King Street to Fisherman's Wharf. This effort requires close coordination with the SFMTA to work with Port tenants and businesses to ensure that reasonable access and curb zone areas are preserved to support goods movement and loading. The Port seeks to minimize vehicle crossings over The Embarcadero Promenade into the piers wherever possible, while ensuring access required for maritime operations.



F Line historic streetcar at the ballpark



7. Coordinate closely with resilience proposals produced through the Embarcadero Seawall Program to build understanding and support for innovations required to adapt to the impacts of climate change while respecting the history, character, and authenticity of the South Beach waterfront.

The National Trust for Historic Preservation has identified the Embarcadero Historic District as one of the most endangered historic places in the country due to seismic hazards, flood risks from rising tides, and the fragile condition of many of its historic resources. The 3 mile Embarcadero Seawall itself is a historic resource within the historic district. The Port's efforts to lead the Embarcadero Seawall Program focus on protecting regional transportation infrastructure, utilities, emergency assets, and businesses. These efforts will include strategies to preserve and enhance the resilience of the historic bulkhead and pier structures. This work will be complex and complicated. Improvements to the Seawall will likely involve various partnerships to support and leverage public and private investments. Properties along the South Beach waterfront will need to incorporate waterfront resilience improvements that also include other public benefits. The Port and the public will need to consider non-traditional approaches to historic preservation that allow for the innovation required to adapt to the impacts of climate change while respecting the history, character, and authenticity of the waterfront.



History plaque at Brannan Street Wharf

The South Beach Acceptable Land Use Table ¹

Key:

A = Acceptable Use

X = Accessory Use

	MARITIME ²										OPEN SPACES/PUBLIC ACCESS ³			PUBLIC-ORIENTED USES ⁴										COMMERCIAL & INDUSTRIAL ⁴				OTHER USES ⁴			RESIDENTIAL ⁴		SHORT TERM INTERIM USES ⁴		
	Cargo Shipping	Fishing Industry	Ferry and Excursion Boats and Water Taxis	Historic Ships	Maritime Office	Harbor Services and Maritime Industrial	Passenger Cruise Industry	Recreational Boating and Water Recreation	Ship Repair	Temporary and Ceremonial Berthing	Parks/Public Open Space	Public Access/Public Realm	Natural Areas	Artists/Designers	Assembly and Entertainment	Hotels ⁵	Museums & Cultural	Retail (includes food and beverage uses)	Recreational Enterprises	Visitor Services	Academic Organizations	General Office	Production Distribution and Repair Use (PDR)	Warehousing/Storage	General Industrial	Parking	Community Facilities	Sports Facilities	Transportation Services						
Rincon Park										A	A						A																	A	
Steuart St, SWL 347 N, 347 S											A						A					A												A	
Pier 22 ½						A					A																A							A	
Embarcadero Historic District Piers 24½, 26, 26½, 28, 38, 40 ⁴			A	A	A	A	A	A	A	A	A			A	A		A	A	A	A	A	A	A					A						A	
Pier 28½																	A																	A	
Seawall Lot 328																										A									
Pier 30-32			A	A	A	A	A	A	A		A	A		A	A		A	A	A	A	A	A												X	
Seawall Lot 329											A																								
Seawall Lot 330											A			A	A	A	A	A	A	A	A													X	
Brannan Street Wharf											A	A																							
Seawall Lots 331, 332, 333											A																								
Pier 40 ½											A	A																							
South Beach Harbor/ Park			A		A	A		A		A	A																								
Seawall Lot 334						A					A												A	A											
Seawall Lot 335						A			A		A																								
SF Giants' Ballpark											A																								
China Basin Ferry Landing			A																																
Embarcadero Promenade																																			

Table Notes:

¹ See Appendix E, Glossary of Terms, for definitions of uses in this table. See policies in Chapter 2 and South Beach subarea objectives in this chapter, which apply to projects containing acceptable uses. Such projects are also subject to applicable regulatory review by the State Lands Commission, SF Planning Department and BCDC.

² See policies in Chapter 2A. This table indicates maritime and water - dependent uses best suited for the listed site. However, the Port Commission retains the authority to use Port sites for any maritime uses, subject to BCDC San Francisco Waterfront Special Area Plan policies regarding Open Water Basins.

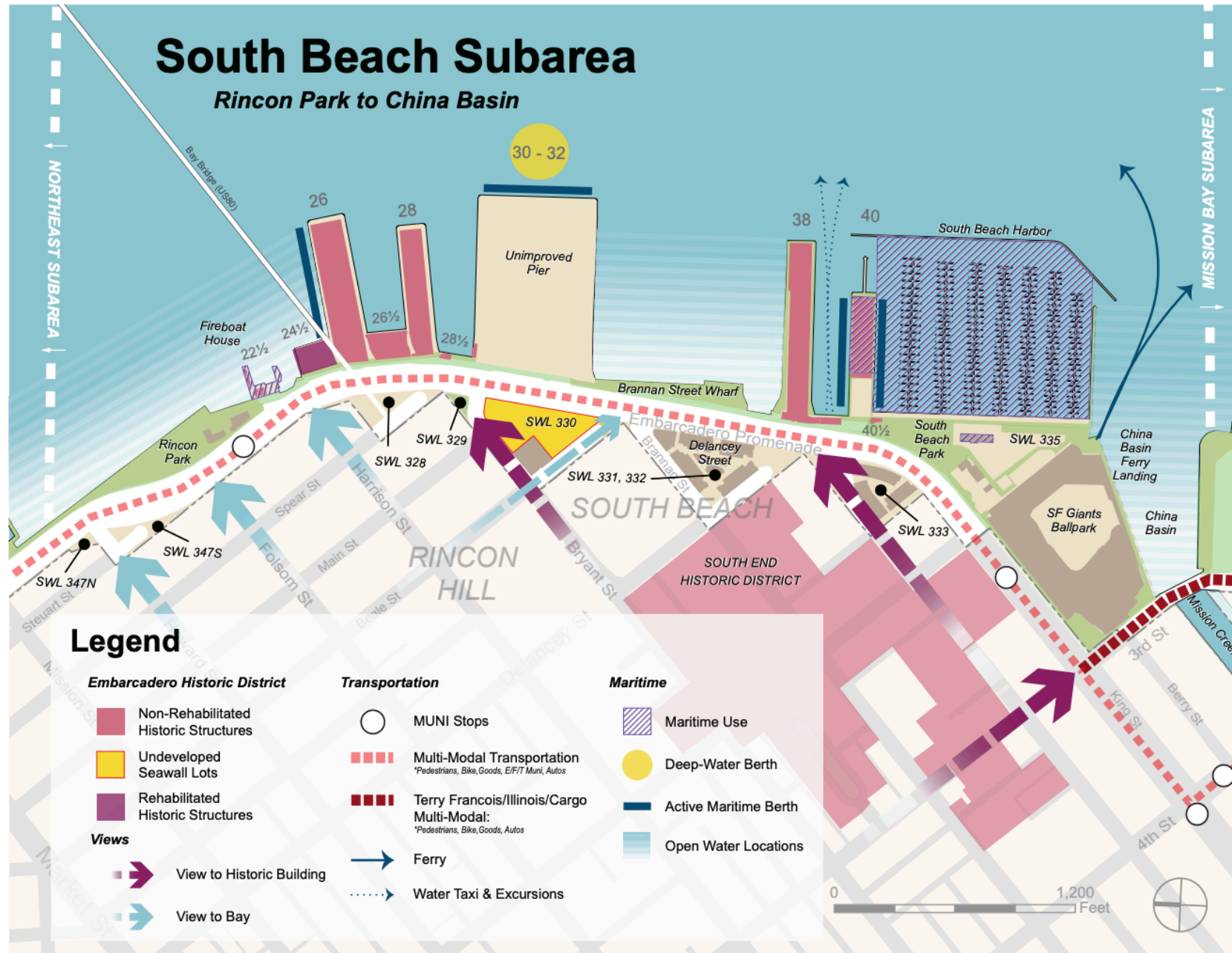
³ See policies in Chapter 2C.

⁴ See policies in Chapter 2B.

⁵ Pursuant to Proposition H approved by San Francisco voters in 1990, hotels are prohibited on piers and within 100 feet of the Bay shoreline.

South Beach Subarea

Rincon Park to China Basin



Legend

Embarcadero Historic District

- Non-Rehabilitated Historic Structures
- Undeveloped Seawall Lots
- Rehabilitated Historic Structures

Views

- View to Historic Building
- View to Bay

Transportation

- MUNI Stops
- Multi-Modal Transportation
**Pedestrians, Bike, Goods, E/F/T Muni, Autos*
- Terry Francois/Illinois/Cargo Multi-Modal:
**Pedestrians, Bike, Goods, Autos*
- Ferry
- Water Taxi & Excursions

Maritime

- Maritime Use
- Deep-Water Berth
- Active Maritime Berth
- Open Water Locations

A. Executive Summary

A Bold Vision with a Sound Strategy

The Respondent team, Strada TCC Partners, LLC, is excited to share our vision for a landmark multi-use project at Piers 30-32 and Seawall Lot 330. Our proposal will provide a \$369M investment in Port infrastructure, a reliable long-term revenue stream to the Port worth approximately \$325M over the life of the ground leases, and a broad range of public benefits for the City and the region, including much-needed affordable housing that is fully paid for by the project, dynamic new waterfront public spaces and recreational uses, enhanced maritime uses, and significant workforce development and job opportunities.

Our project is designed to succeed where others have failed by basing our proposal on established precedent, a pragmatic design that embraces a ‘less is more’ ethos, and public trust consistent attractions not seen elsewhere around the Bay. The design for Piers 30-32, a proposed pair of finger piers with simple shed buildings that are compliant with the 40’ height limit, draws a direct connection to the site’s historical role with its bustling maritime activity. We are offering a total of approximately 376,000 GSF of office space, intentionally sized to include less overall non-trust uses on Piers 30-32 than the project approved by the state legislature in 2001 (AB 1389) and a roughly equivalent amount of general office. It is worth noting that pursuant to AB 1389, the prior project sponsor successfully entitled the project through all necessary regulatory bodies, including the Port, City, BCDC, and the State Lands Commission.

On Seawall Lot 330, we are proposing 850 units of much-needed housing, a full 25% of which will be affordable at a range of income levels and fully paid for by the project with no need for additional City subsidy. Together with the piers, we are creating a combined project that appropriately balances housing and jobs and which also balances the need to provide a long-term revenue stream for the Port with the desire to maximize community benefits.

Enhancing public access and maritime use while protecting the environment is also a major tenet of our proposal. Our proposal for the piers is to demolish the entire existing pier slab and piles and then to rebuild brand new piers and piles with a 45% smaller footprint, thereby significantly reducing the amount of Bay fill.

The resulting pier will be a total of 7.2 acres in size of which almost 3 acres will be publicly accessible open space. Our rebuilding of the piers will also restore the deep draft berth on the eastern edge as an active maritime use along this section of the Bay. The \$369M investment in critical infrastructure includes strengthening the seawall, developing new, seismically-sound piers as well as the deep draft berth, all of which will provide critical resiliency and sea level rise protection along the waterfront, while also providing first-in-kind recreation opportunities in the Bay.

The Respondent entity pursuing this vision is a joint venture of two top development firms – Strada Investment Group and Trammell Crow Company (TCC). This combined team brings the local entitlement and development expertise of Strada while adding the capital markets and financial strengths of TCC and its global parent company, CBRE. Jesse Blout and Michael Cohen, Co-Founders and Principals at Strada, and TCC’s Adam Nims, President of Western Operations, and John Stirek, President of Strategic Account Developments, bring unparalleled experience in successfully delivering high profile and highly complex entitlement and development projects. These teams have entitled over 75 projects worth over \$14.0B collectively and have constructed over 200 projects worth over \$19.0B. We have the financial capacity to tackle a project of this magnitude and the track record to prove it.

Strada TCC Partners, LLC has already assembled a world-class design, engineering, construction and legal team including Grimshaw, Field Operations, Power Engineering Construction, Moffatt & Nichol, Webcor Builders, RJSD, and Langan, with truly unparalleled waterfront experience, many of whom have worked on prior development pursuits of this site. Importantly, our legal team, comprised of Neil Sekhri at Gibson Dunn & Crutcher and Jim Abrams at J. Abrams Law, P.C., have successfully navigated the local land use process (including numerous State Density Bonus projects) as well as the State Legislative, State Lands, and BCDC process on many Port projects, including working closely with Port staff to draft three successful legislative bills for Piers 30-32 alone.



Our proposal re-imagines the waterfront with a full re-build of Piers 30-32 for commercial, maritime, and recreation uses and new residential buildings on Seawall Lot 330.



Our proposal will create memorable spaces not available elsewhere on the Bay.

Our design vision can be succinctly summarized as follows:

- Utilizing the California State Density Program, the Seawall Lot 330 development delivers 850 units of much-needed, for-rent housing, 25% of which (208 units) will be affordable and fully paid for by the project. The Seawall development also includes retail and parking, all permissible uses defined within the South Beach/China Basin Acceptable Land Use Plan.
- We will demolish the existing Piers 30-32 and rebuild a pair of structurally-sound, resilient finger piers which draw a direct connection to the site's historical footprint and thereby returns 6-acres of fill area to the Bay.
- The new piers will provide a number of permissible uses as defined within the South Beach/China Basin Acceptable Land Use Plan including; recreational boating and water use, temporary and ceremonial berthing, open space, public access that extends the Port Walk onto the piers, general office, retail, recreational enterprises, visitor services, and community facilities.
- Piers 30-32 and Seawall Lot 330 will provide 3.7 acres of new, accessible, high amenity public realm.
- The focus of the vision will be a central "Water Room" housing publicly accessible Bay water swimming pools, launching for human-powered watercraft that promotes active use of the water - including a rare opportunity to access the Bay directly via a kayak launch - celebrating the Bay, and the incorporation of floating wetlands.
- The proposed general office use on the Piers is consistent with previous approvals granted for the site.
- All development on the Piers 30-32 site will be within the existing 40' height limit.
- The project will deliver innovative and instructional initiatives in ecological design.
- Our design will possess exemplary sustainability credentials, aspiring towards Net Zero Carbon and Net Zero Energy, and committed to achieving LEED Gold for the office use, plus, we are committed to pursuing San Francisco's 0-80-100 Roots Framework.

This vision directly fulfills a host of the Port's public trust objectives, including the retention of core maritime facilities (e.g., retention of the deep draft berth; sea level rise resiliency; seawall repair); new waterfront public access and recreation; activation of the Brannan Street Wharf; and removal of a significant amount of Bay fill. And lastly, this project will produce a strong economic engine through jobs and contracting opportunities for the community and a stable long-term revenue source amounting to \$325M for the Port over the life of the ground leases.



Our proposal celebrate the active use of the waterfront, creating unique experiences for all who use the space.



Our proposal will create new waterfront public access and recreation opportunities while also returning 6-acres of fill area to the Bay.

A Waterfront for All Ages



Sun fades to twilight on the Afternoon Dock as lights in buildings turn on, cafes and restaurants begin their dinner service, and toe-dippers catch their last rays of sun.

Tishman Speyer Worldwide L.L.C. (“Tishman Speyer”) is pleased to submit to the Port of San Francisco (“Port”) our response to the Piers 30-32 and Seawall Lot 330 Request for Proposal (“RFP”). As a longstanding partner and community builder in San Francisco, we are very excited about the opportunity to share our vision for the future of both Piers 30-32 and Seawall Lot 330. As discussed further in this executive summary, Piers 30-32 and Seawall Lot 330 offer the opportunity to create a best-in-class urban waterfront community, not just by the standards of innovative design, but also rooted in equity and inclusion. We also believe that achieving this goal is best realized through a working partnership, akin to much of the success driven at Mission Rock.

Over the last few decades, San Francisco’s waterfront has transformed from a place of industry and transportation to a diverse and vibrant urban setting. The Embarcadero, originally purposed as a freeway, now serves as a pedestrian and cyclist promenade, and will soon connect the entire San Francisco waterfront with the Blue Greenway. Countless Piers that were formerly occupied by heavy industry now also host commercial and cultural uses that engage and interact with the public. The history of the transformed waterfront has redefined San Francisco’s relationship to the water, perhaps its most beautiful natural feature.

Our vision for this site celebrates its dramatic physical setting to imagine a destination that will enrich and enliven the San Francisco waterfront experience.

We envision a design that wraps the public access realm of the Embarcadero around the perimeter of Piers 30-32, inviting residents, visitors and employees out to the San Francisco Bay, creating a new edge punctuated by a series of unique destinations. Developed around a mix of recreation, workplace, cultural, and maritime uses, Piers 30-32 will become a San Francisco attraction. Residential development on Seawall Lot 330 will complete an inclusive and dynamic project, ensuring that the San Francisco waterfront is welcoming to residents of all income levels, and providing a diverse base of residents to support day-to-day use of Piers 30-32. By connecting these sites visually and physically across the Embarcadero, a new destination activates a quieter lull between the major nodes at the Ferry Building and the Ballpark, and a consistent, hard edge along the Bay and links the residents of the inland neighborhoods directly back to the waterfront.

The concept and design for Piers 30-32 and Seawall Lot 330 is deeply rooted in the vision already well-established by the

Port of San Francisco, its Commission and neighborhood community. Key principals that govern the concept and design include:

- **A Working Waterfront** – allowing for deep-berthing along the eastern edge, and inviting to smaller maritime recreation
- **Revitalized Port** – providing reliable revenues to the Port for continued rehabilitation over the long term
- **Diversity of Activities** – offering recreation, commercial, residential and maritime uses including a signature park and new culture center
- **Design Worthy of Waterfront Setting** – creating intentionally low in height structures with marquee moments, both in open space and in architecture
- **Sustainability** – committing to create a project that will be a model of sustainability and longevity
- **Ground Floor and Public Realm** – continuing activation along the Embarcadero and the water’s edge, including food halls, local retail, restaurants and cafes
- **Housing** – developing residential units on Seawall Lot 330 to support daily activation of Piers 30-32, creating an active residential edge along the land side of the Embarcadero, and providing 50% permanently affordable low- and middle- income housing.

In addition to the Port and Waterfront Plan goals, this new community will intentionally foster economic inclusion. At Piers 30-32, this means embracing a successful diversity of businesses, promoting businesses from under-served groups, and actively recruiting and embracing vulnerable populations for workforce opportunities on site. At Seawall Lot 330, it means providing homes for low-income and working households. And throughout the site, recreation and cultural opportunities will be shaped to be inclusive and inviting to the whole of San Francisco’s socioeconomic spectrum.

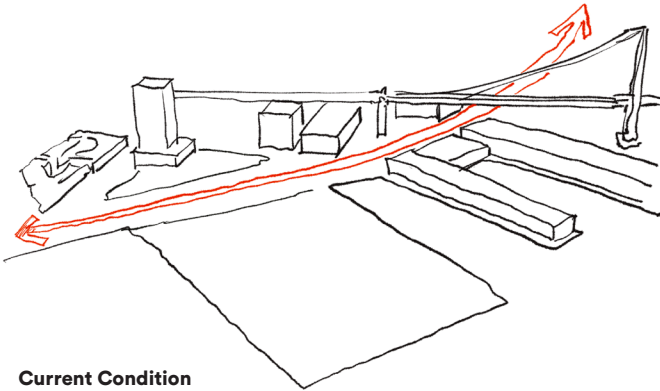
We look forward to working with the Port of San Francisco, the Office of Economic and Workplace Development, and the City’s community-based workforce and job training partners to bring a commitment to equitable economic development to Piers 30-32 and Seawall Lot 330. We are committed to meeting local mandates such as local hiring, local business enterprise (“LBE”) utilization, and participation in the “First Source” hiring program, and look forward to exploring how they can be expanded on Piers 30-32 and Seawall Lot 330 in ways that spur local entrepreneurship and innovation.



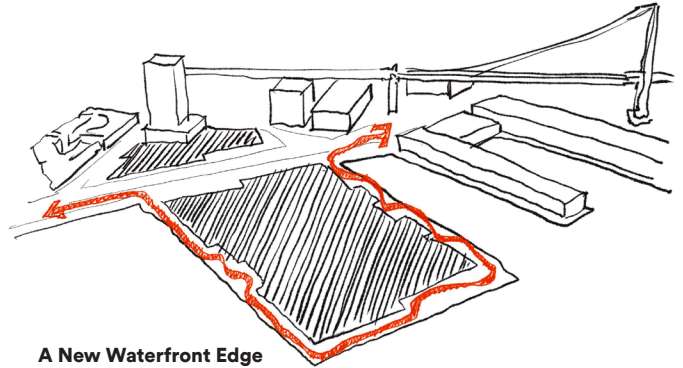
A walk along the northern Morning Dock, southern Afternoon Dock, or central Garden Promenade will lead you to the Bay Bridge Plaza and its stunning view of the Bridge. Climb the stairs on the cultural center for an elevated vista back to the city skyline, or enjoy any of the many events at the plaza: live music, movie nights, rotating art installations... or simply sit with a friend and watch the fog roll in.

Design Concept

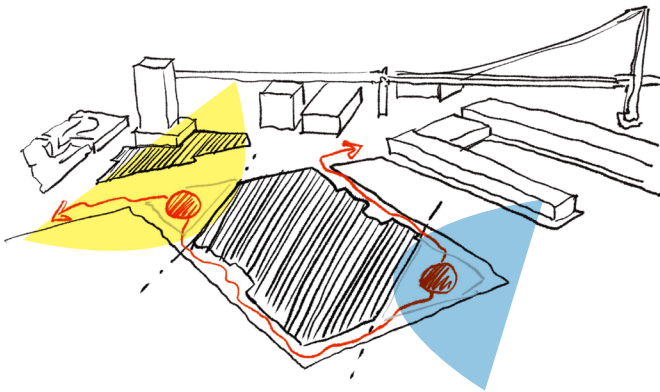
A Place to Play: Re-thinking the Edge



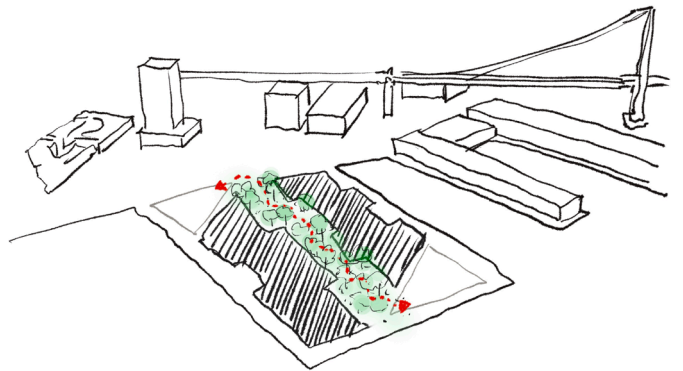
Current Condition
The Embarcadero as a linear Waterfront Promenade



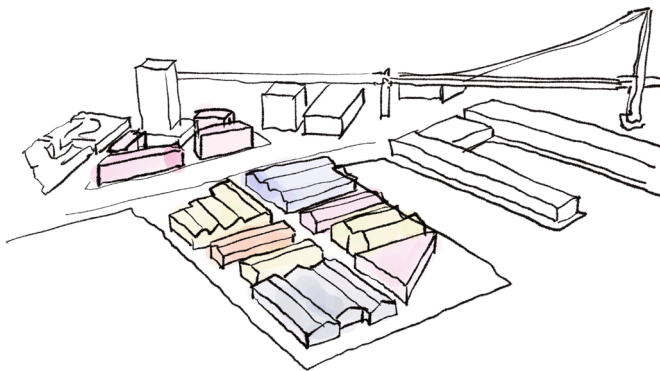
A New Waterfront Edge
Extending the Embarcadero Promenade with a fine grained edge condition



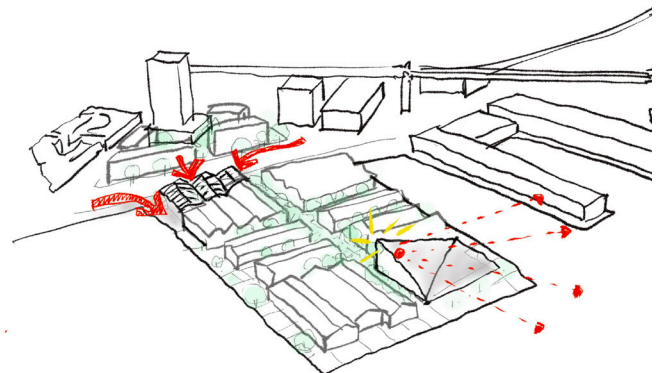
Creating Two New Distinct Urban Plazas
An Invitation to the City and a Destination towards the Bay



A Neighborhood Garden
An internal promenade creates a secluded garden promenade with views to the water



Architectural Diversity Designed at an Appropriate Scale
Various building types and expressions create a visually rich neighborhood that celebrates San Francisco's history of design excellence.



New Waterfront Attractions
Towards the Embarcadero a large open shed roof extends a welcome to the city, while an elevated viewpoint becomes a beacon to the bay.

Cyclists and pedestrians on the Embarcadero are welcomed at South Beach Plaza by the architectural brise soleil of South Beach Plaza. Enjoy coffee or lunch at the Market Hall while your kids splash in the tidal pool. Or, make it a picnic on the sunny steps of the Afternoon Dock.



Tishman Speyer provides the Port of San Francisco a true partnership with a solid local team committed to the project with the relationships and the strength, perspective, and expertise of a global organization. Our team is truly passionate about the opportunity to once again partner with the Port of San Francisco on what we believe to be a generational opportunity.

Tishman Speyer Qualifications

Tishman Speyer established its presence in San Francisco in 1985. Since then, there has been a commitment to the development and operation of first class properties in the Bay Area, from San Jose to San Francisco. While our firm is headquartered in New York, we pride ourselves on operational consistency across our global gateway markets. Our regional teams are hyper locally-focused in terms of market knowledge and day-to-day job functions, but our managers utilize our global footprint in order to maximize business efficiencies and leverage our broader experience and relationships.

Today, the company operates an existing office portfolio of approximately 2.5 million square feet across San Francisco and the Silicon Valley. Since 2000, the company has developed over 2 million square feet of commercial office space and over 2,100 residential units (480 of which are below market rate). Finally, Tishman Speyer currently controls a development pipeline of 1.5 million square feet of commercial office space and over

1,700 residential units (500 of which are below market rate). It is with this breadth and depth of experience in operation and development that gives us a truly competitive advantage into building the communities of the future.

Tishman Speyer has long been a community partner in the evolution of San Francisco. In 2016, our proposal for a groundbreaking 40% on site affordability at MIRA set the standard for what can be achieved through a City/developer partnership. In 2017, our deep commitment to meeting community goals brought the Woodlands Market, one of the Bay Area’s best independent markets, to Lumina, giving residents of the Rincon Hill and East Cut neighborhoods a walkable community grocery. In 2018, Tishman Speyer formed a joint venture with the San Francisco Giants in efforts to realize large scale development at Mission Rock. This experience continues to provide tremendous insight directly relevant to Piers 30-32 and Seawall Lot 330.

The undertaking of a public private partnership, placemaking along the urban waterfront, commitment to exception design ideals, inclusion of local business enterprise (LBE’s) and development of rental housing across a diverse range of incomes are several critical will only add to the strength and collaboration required to make Piers 30-32 and Seawall Lot 330 San Francisco’s newest destination.

RESPONSE TO PORT'S RFP FOR PIERS 30-32 AND SWL 330

Dear President Brandon and Commissioners,

We are excited about the opportunity to collaborate with the Port of San Francisco, the communities surrounding Piers 30-32 and Seawall Lot 330, interested stakeholders, and the City at large to transform these areas and weave them back into the Waterfront's fabric as a vibrant mix of uses including significant public open space that provide for daily interaction with the Bay – for living, working and playing. As we show in more detail in this document, Vornado has extensive experience with public private partnerships – developing and managing place-making projects in major metropolitan areas, such as New York City and Chicago – that have re-energized under-utilized areas, bringing them back to life in ways that all residents, workers and visitors alike, can enjoy. Vornado has successfully developed some of the most iconic projects in New York City including The Farley Building, 731 Lexington Avenue, and 1535 Broadway and has been a long time presence in the City as owners and stewards of the recently renovated 555 California Street campus. We have invested \$160 million since 2016 to renovate the concourse level of the complex, meticulously restore historic 315 Montgomery Street, and transform Bank of America's former flagship branch at 345 Montgomery Street into a Class A creative office building. We are currently working on the redevelopment of Piers 92/94 along the Hudson River in Midtown Manhattan, development and programming experience that we hope to apply to Piers 30-32. Members of our consultant team have worked effectively with the Port and the City on significant projects and are familiar with the complexities and nuances of San Francisco development. Vornado's success, and that of the other project team members, is the result of thoughtfulness, careful listening, collaboration, dedication, and persistence. We seek to create a project that will not only be a place for here and now, but also will benefit generations of San Franciscans to come, all while meeting the Port's goals and objectives. We hope you will elect our team and are excited to work with you to make this project a reality.

Sincerely,

Vornado Realty Trust

RESPONDENT AND QUALIFICATIONS

Respondent will be a to-be-formed, wholly-owned subsidiary of Vornado Realty L.P., which is the parent of Vornado Realty Trust ("Vornado").

Vornado is a fully-integrated owner, manager, and developer of real estate with a 37 million square foot portfolio including some of the world's most iconic properties. Vornado (NYSE: VNO) is a member of the S&P 500 Index as one of the largest publicly traded real estate investment trusts in the United States. Our holdings, spanning office, retail, and residential assets, are concentrated in New York City where Vornado is among the largest and most important landlords. Vornado also owns the largest and most prestigious office properties in San Francisco and Chicago. The 1.8 million square foot 555 California Street campus anchors San Francisco's Financial District while theMART is Chicago's premier creative office building, as well as the largest private office building in the United States at 3.7 million square feet.

With an enterprise value approaching \$15 billion, Vornado has one of the strongest financial positions in the real estate industry. Our business is conservatively capitalized and offers substantial liquidity via cash on hand, undrawn revolving credit facility commitments and substantial corporate and property-level financing opportunities. We maintain an investment grade credit rating with the two largest rating agencies S&P and Moody's: Baa2 and BBB+, respectively.

The project will be overseen directly by senior Vornado executives including Michael Franco, President, Barry Langer, Co-Head of Real Estate, and Glen Weiss, Co-Head of Real Estate. CEO Steven Roth and Vice Chairman David Greenbaum will be intimately involved in key design and leasing discussions.

OUR PROPOSAL, DESIGN CONCEPT, AND APPROACH TO MEETING PORT OBJECTIVES

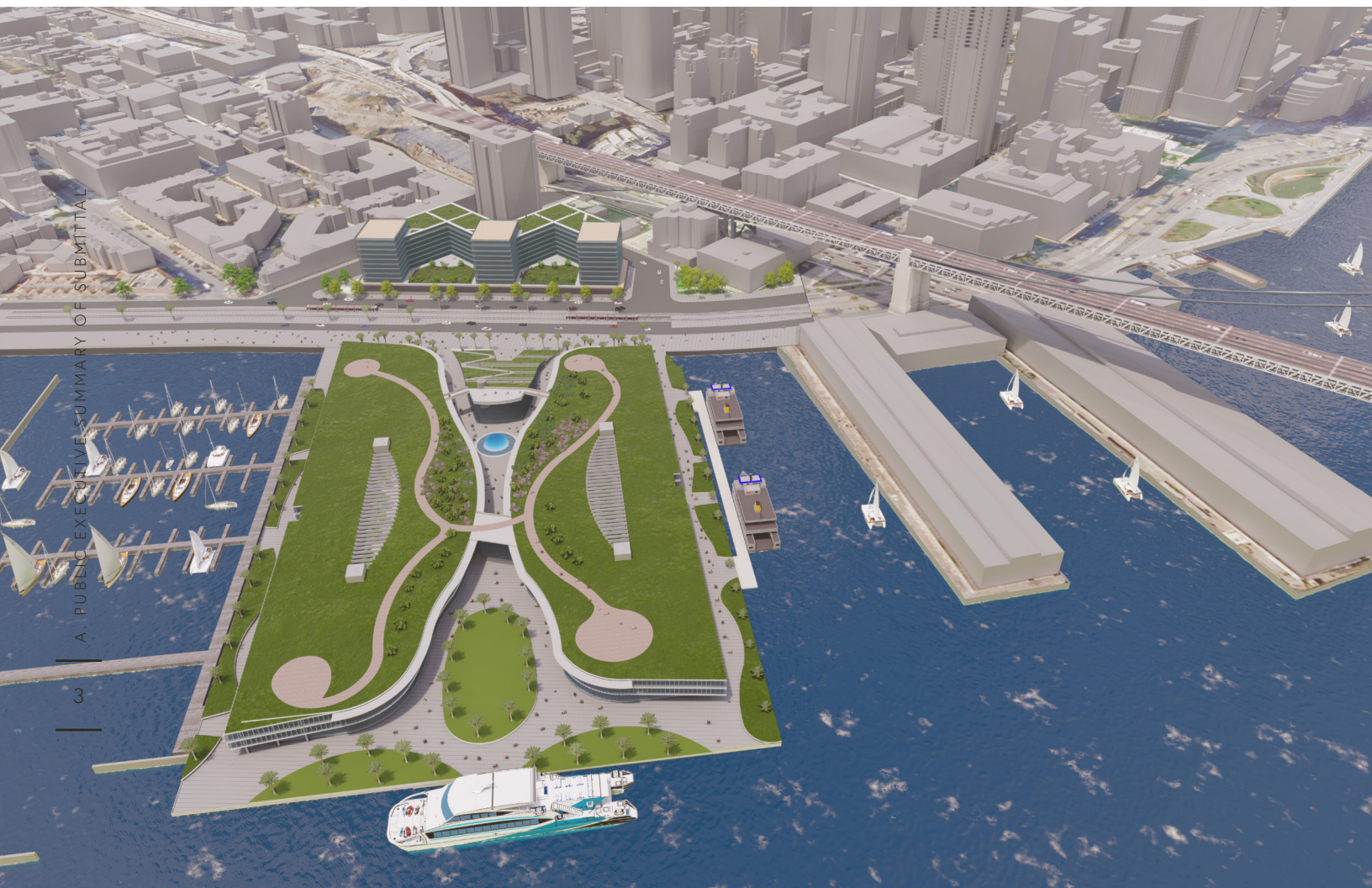
The nine Port-wide goals drove our vision for Piers 30-32 and Seawall Lot 330¹. Our proposal resuscitates the Piers' former maritime use by providing for deep water and pier-side berths, as well as a marina, while also providing approximately twelve (12) acres of public space comprising four acres at grade and eight acres on landscaped green-roofs – resulting in approximately 85% of the site footprint developed for public recreation.

¹The Port summarizes its nine goals as follows: 1. MARITIME: Preserve and enhance the Port's diverse maritime industries; 2. DIVERSE USES AND PEOPLE: Public-oriented, recreational, workplace and civic uses that complement maritime industry and provide economic opportunity; 3. PARKS AND OPEN SPACE: Complete the waterfront open space network, protect natural habitat areas... activate and enliven waterfront parks; 4. QUALITY URBAN DESIGN: Respect the waterfront's maritime heritage, promote physical and visual connections between the City and the Bay; 5. FINANCIALLY STRONG PORT: Stimulate investment and waterfront revitalization, and equitably providing new jobs, revenues, and amenities for everyone; 6. SUSTAINABLE TRANSPORTATION: Safe and accessible for people and goods, by all modes, for workers, neighbors, visitors and Port tenant operations; 7. ENVIRONMENTAL SUSTAINABILITY: Limit the impacts of climate change, improve the ecology of the Bay, and promote healthy waterfront neighborhoods; 8. A RESILIENT PORT: Strengthen resilience to hazards and climate change effects while protecting the community, ecological, social and economic assets and services; and 9. PARTNERING FOR SUCCESS: Strengthen partnerships and community engagement to increase public understanding of Port and community needs and opportunities.

The pier-level promenades provide the public with the opportunity for human-scale interaction with the Bay. The rooftop decks create 360° views of the Bay and the City, providing excellent viewing of maritime commerce as it floats under the Bay Bridge and of the Bay's marine and avian wildlife moving with the ebb and flow of the tides. The project's Embarcadero promenade links the site with the Blue Greenway, providing a welcoming entrance for the Piers' workers and beckoning the public to come in and explore the Piers' open space, watch a performance, enjoy Bayside dining, or experience any of the other shops and services that will be offered.

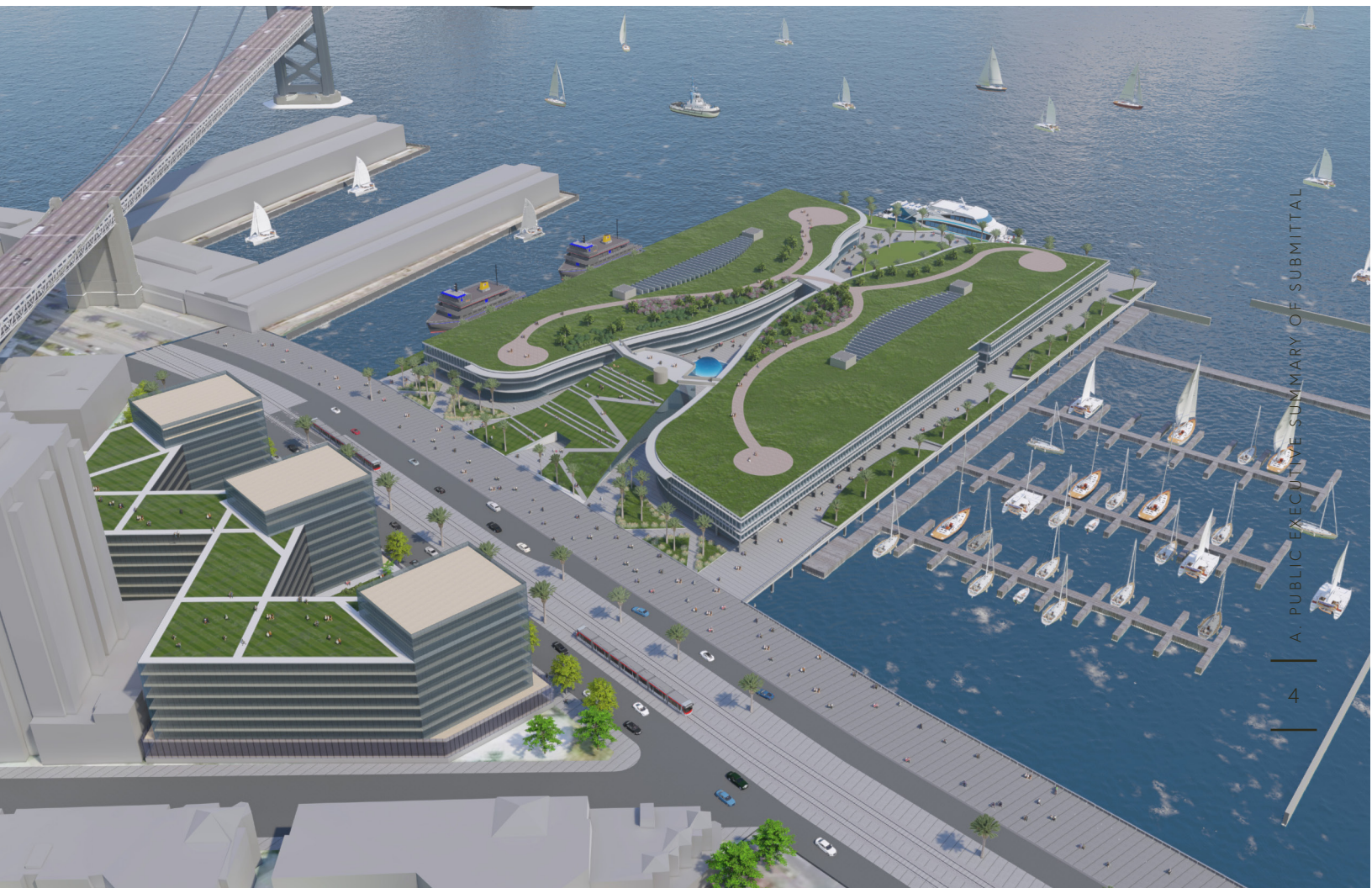
The proposed approximately 850,000 square feet of Class A office use and approximately 150,000 square feet of retail and services space, as well potential exhibition space, will provide not only active uses at the site, including the potential for companies to locate their headquarters on the Piers, but also the economic support for the substantial costs of rehabilitating the Piers, inclusive of seismic retrofitting and measures to enhance climate change resiliency.

Meanwhile, Seawall Lot 330 would be transformed into approximately 360 new homes and approximately 26,000 square feet of neighborhood serving retail uses across from the Piers, providing much needed housing, as well as new residents to help further energize this section of the Waterfront, improve the local amenities and add to the community-making we envision will occur with the transformation of the Piers. As such, our proposal is also rooted in pragmatism,



as it will transfer responsibility for Pier reconstruction and maintenance from the Port to an investment-grade rated public real estate company and eventually generate income for the Port to help support its many goals.

We are one of the leading developers in the world when it comes to complex projects, including public-private partnerships, that present significant physical and regulatory challenges, including the care and patience needed to navigate the multitude of regulations and work with the community groups and stakeholders who are passionately focused on thoughtful development. Our consultant team has extensive experience working on Waterfront and City projects, and is intimately familiar with the challenges – be it site conditions, rehabilitation of decaying maritime structures, or the local, regional and state regulations -- that this project will face. We know that a project such as this will require patience, persistence and financial strength.



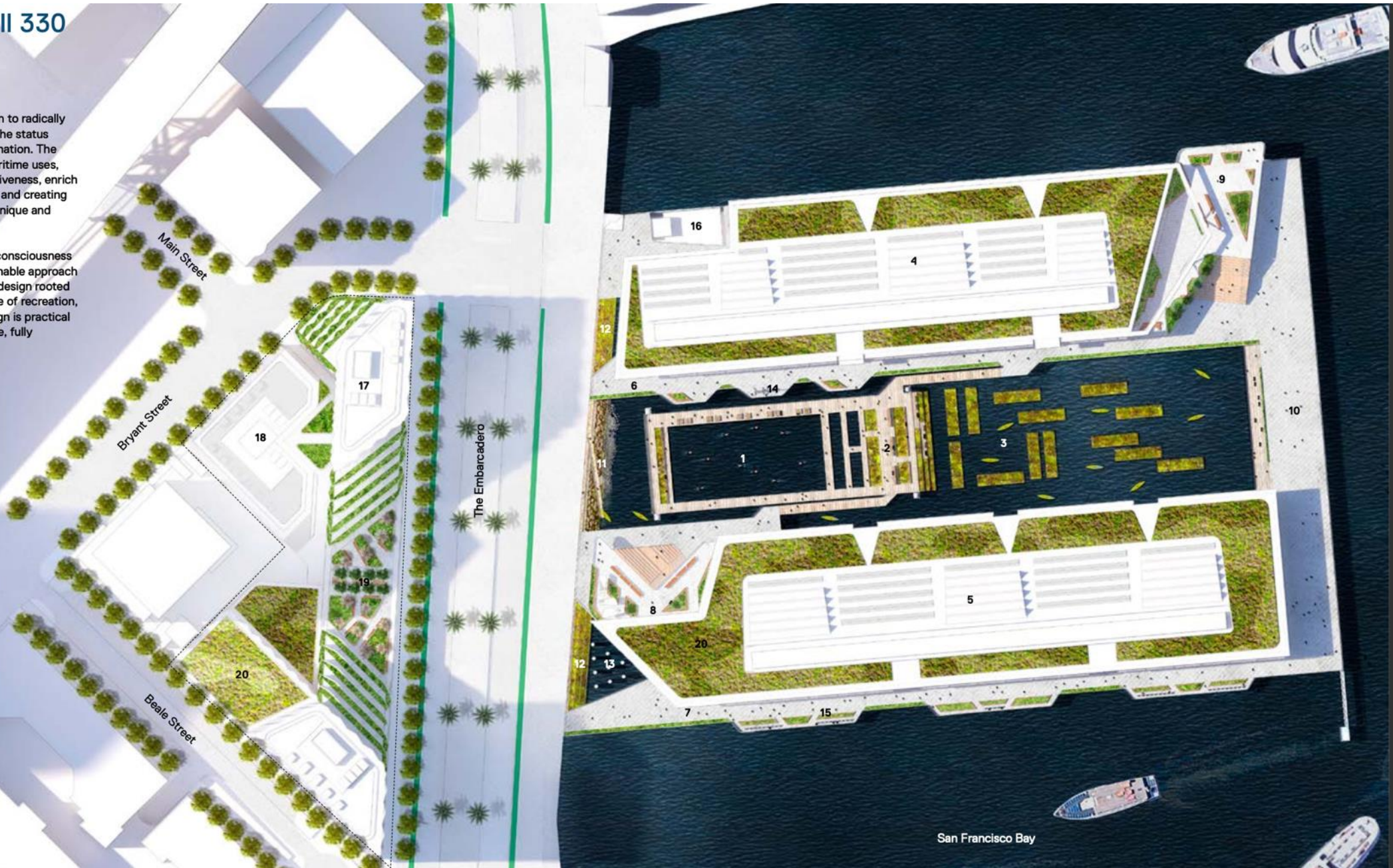
Strada TCC LLC – Proposal Site Plan for Piers 30-32/SWL 330 RFP

Piers 30-32 & Seawall 330 Site Plan

The Site Plan depicts a bold and ambitious vision to radically reinvigorate Piers 30-32 and Seawall 330 from the status of maritime pier to world-class waterfront destination. The Port's vision sets out not only to improve its maritime uses, but to increase audience and year-round attractiveness, enrich the public's access and experience of the Piers, and creating meaningful public attractions that can provide unique and memorable experiences for all visitors.

To help reposition Piers 30-32 in the collective consciousness of San Francisco, our proposal includes a sustainable approach to contemporary architectural and public realm design rooted in authenticity and committed to the importance of recreation, play and the environment. Accordingly, the design is practical yet compelling, cost effective yet transformative, fully integrated yet diverse and varied.




1. Bay Bridge Pool
2. Pool Gardens
3. Floating Wetlands
4. Pier 30: Creative Workplace North
5. Pier 32: Creative Workplace South
6. Pier 30 Promenade
7. Pier 32 Promenade
8. Bay Room
9. City Room
10. Deep Draft Berth
11. Kayak Launch
12. Wetland Terraces
13. Living Pier 'E-collars'
14. Pool Overlooks
15. Fishing Overlooks
16. Red's Java House
17. Seawall 330 Residential
18. Seawall 330 Affordable Housing
19. Seawall 330 Amenity Terrace
20. Living Roof



Strada TCC LLC – Proposal Rendering for Piers 30-32/SWL 330 RFP



Tishman Speyer Worldwide LLC – Proposal Site Plan for Piers 30-32/SWL 330 RFP

Piers 30-32		Gross Square Feet
Office		520,200
Restaurant/Retail/Creative		127,700
Recreation/ Culture Space		41,000
Total Piers Built Area		688,900
Total Piers Open Space		286,000

Seawall Lot 330		Gross Square Feet
Residential (459 units)		372,100
Amenity / Other		6,300
Total Seawall Lot 330 Built Area		378,400
Total Seawall Lot 330 Open Space		42,100

Total Development		Gross Square Feet
Total Development Area		1,067,300
Total Open Space		328,100



F&B
 Active Use/Maker Space
 Cultural
 Office / Service
 Residential (proposes 50% BMR)

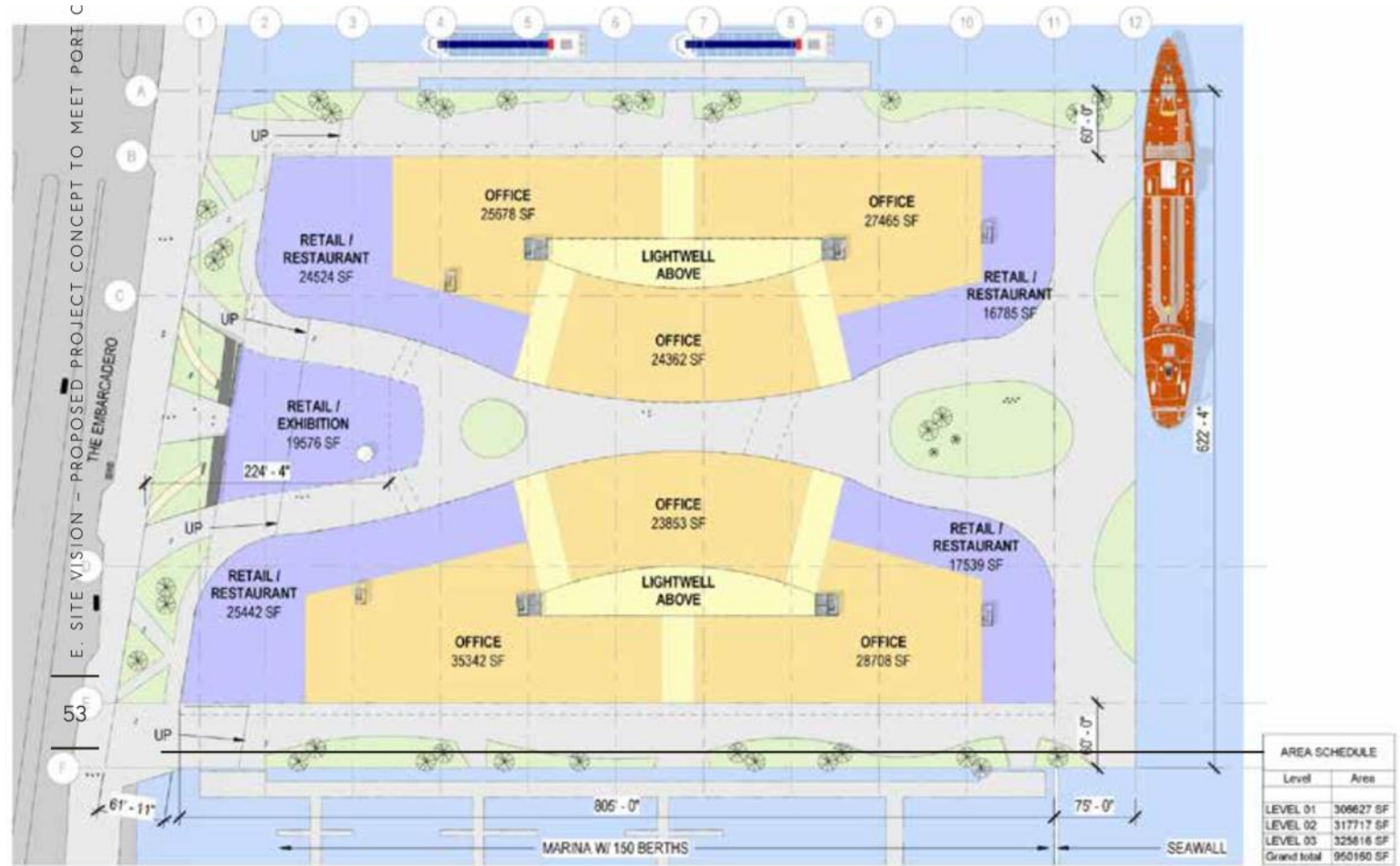
Tishman Speyer Worldwide LLC – Proposal Rendering for Piers 30-32/SWL 330 RFP



Vornado Realty Trust – Proposal Rendering for Piers 30-32/SWL 330 RFP



Vornado Realty Trust– Proposal Site Plan for Piers 30-32/SWL 330 RFP



AREA SUMMARY							
Level	Floor Height	Resid. GSF	Resid. Units	Retail GSF	Parking GSF	Parking Stalls	Total Building GSF
MP							
8	10'	21,600	22				21,600
7	10'	21,600	22				21,600
6	10'	63,294	63				63,294
5	10'	63,294	63				63,294
4	10'	63,294	63				63,294
3	10'	63,294	63				63,294
2	10'	63,294	63				63,294
1	15'			25,962	73,743	184	99,705
B1					99,705	249	99,705
TOTAL	85'-0"	359,670	360	25,962	173,448	434	559,080

AREA SCHEDULE	
Level	Area
LEVEL 01	309627 SF
LEVEL 02	317717 SF
LEVEL 03	325816 SF
Grand total	950160 SF