



REQUEST FOR PROPOSALS

Pier 70: 20th Street Historic Buildings

Port of San Francisco

CITY AND COUNTY OF SAN FRANCISCO
Edwin Lee, Mayor

SAN FRANCISCO PORT COMMISSION

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Francis X. Crowley, Commissioner
Doreen Woo Ho, Commissioner
Leslie Katz, Commissioner

Monique Moyer
Executive Director

October 4, 2011

**ONLY PARTIES LISTED IN EXHIBIT B ARE INVITED
TO RESPOND TO THIS REQUEST FOR PROPOSALS**

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Exhibits

- A. Map of 20th Street Buildings
- B. List of Parties Invited to Submit Proposals
- C. RFI Section IV: The Offering : Building Descriptions
- D. RFI Exhibit A: Lease Terms and Other Requirements
- E. Financial Standing, Taxpayer Responsibility & Disclosure Questionnaire
and Respondent Certificate

I. Summary of Offering

Opportunities:	Rehabilitate one or more of the 20 th Street Historic Buildings under a development agreement and long-term lease consistent with the Port's April 2010 Pier 70 Preferred Master Plan.
Location:	Pier 70 area, eligible for the National Register of Historic Places, 65 acres bounded by Mariposa Street, Illinois Street, 22nd Street, and San Francisco Bay.
Buildings Offered:	Six buildings on or near 20 th Street at Illinois Street, west of the Bay.
Uses:	Land uses allowed include cultural, institutional, office, commercial, retail, and industrial uses.
Capital Investment:	Substantial investment in structural modernization, new mechanical, electrical and plumbing systems, and additional improvements are required to rehabilitate these buildings. Business terms will reflect the private investment required.
Historic Standards:	Rehabilitation consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties, as these buildings are contributors to the future Pier 70 National Register Historic District.
Financial Terms:	Fair market rent with periodic increases and re-appraisals. Port participation in proceeds from any transfer of interest.
Lease Duration:	As appropriate for the proposed uses, capital investment, and market conditions, not to exceed 66 years in length.
Selection Process:	RFP submittals will be reviewed against minimum qualifications and the evaluation criteria using the review process described herein. The recommendation of a respondent or respondents to be selected for exclusive negotiations will be forwarded to the Port Commission for its independent review and action.
Submittal Deadline:	Tuesday, November 15, 2011 at 3:00 p.m.
Pre-Submittal Meeting:	Friday, October 14, 2011, 10:00 a.m. at the Port's office at Pier 1.
Contact:	Kathleen Diohep, Port of San Francisco, Project Manager Pier 1, San Francisco, CA 94111 (415) 274-0536 Kathleen.Diohep@sfport.com

II. Introduction

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 (this "RFP") seeking qualified respondents (each, a "Respondent") to rehabilitate and operate all, one, or a combination of six buildings on or near 20th Street ("20th Street Historic Buildings") within the Port's Pier 70 area located on San Francisco's Central Waterfront. Exhibit A is a map of the six buildings. On February 16, 2011, the Port issued a Request for Interest ("RFI") in the 20th Street Historic Buildings, beginning the developer solicitation process for this opportunity. After review of the statements of interest submitted to the RFI, the Port Commission authorized this invitation-only RFP. Exhibit B lists the parties that have been invited to submit proposals.

The Port intends to award one or more ground leases (the "Lease") for the rehabilitation and operation of the 20th Street Historic Buildings to the Respondent(s) deemed the best qualified to achieve the Port's development objectives, which are described below. The key dates for this offering and anticipated schedule for the selection of Respondent(s) are below. All times in this RFP are local to San Francisco, California.

RFP issued:	Tuesday, October 4, 2011
Pre-Submittal Conference:	Friday, October 14, 2011 at 10:00 a.m.
Deadline for submission of written questions:	Monday, October 24, 2011 at 5:00 p.m.
Submittal deadline:	Tuesday, November 15, 2011 at 3:00 p.m.
Port Commission Consideration	January/February 2012 (estimated)

Interested parties are responsible for reviewing and becoming familiar with the contents of all portions of this RFP, the RFI, the Pier 70 Preferred Master Plan ("Master Plan"), all other documents to which this RFP refers and all appendices and addenda to this RFQ. Available background and existing condition information for each building is on the project website (www.sfport.com/pier70rfi). All appendices and any later addenda are included and incorporated into this RFP.

III. Pier 70 Context

A. April 2010 Pier 70 Preferred Master Plan

Following an extensive public planning process, the Port published its Master Plan for the Pier 70 area in April 2010. The Master Plan balances ship repair activities, new waterfront parks, rehabilitated historic buildings, and new development opportunities over the 65-acre area.

Specific objectives of the Master Plan include:

1. Continued operation of the ship repair yard on approximately 17 acres;
2. Establishment of a Pier 70 National Register Historic District and the planned rehabilitation of approximately 700,000 square feet of historic buildings;
3. 3,000,000 square feet of new infill development compatible with the historic district predominately for job-creating uses such as office and technology space;
4. 6,000 – 8,000 new jobs in new and rehabilitated buildings;
5. Approximately 11 acres of waterfront open space and 9 acres of upland open space; and
6. Environmental remediation and infrastructure to support the Master Plan’s land uses.

The Master Plan includes policies to guide historic preservation, new development, open space and public access, and transportation and parking. It takes a “form-based” approach that provides flexibility yet sets clear historic preservation objectives and locations for new public open spaces with connections to surrounding areas within the Central Waterfront.

B. Pier 70 Waterfront Site Development Project

On May 11, 2010, the Port Commission authorized a two-track developer solicitation process to attract private investment to implement the Master Plan (Resolution 10-27). Following a competitive development solicitation process, on July 8, 2011, the Port Commission approved an exclusive negotiation agreement for a 25 acre-portion of the Master Plan area with Forest City Development California, Inc. (“Forest City”). This area, called the “Waterfront Site”, is the southeast 25 acres of Pier 70, contains over 250,000 square feet of historic buildings, and has the capacity for up to 2.5 million square feet of new development. The Waterfront Site’s rent and tax revenues will support investment in parks, infrastructure and historic buildings for all of Pier 70.

Forest City has a five-year period to develop plans, negotiate the required agreements, and secure needed approvals. Forest City will assist the Port in advancing the overall Master Plan vision including the following efforts:

1. In collaboration with the Port, stakeholders, and other Pier 70 tenants, further the vision for the entire Pier 70 area and develop site plans.
2. Develop an infrastructure plan for new streets and extensions of existing streets, utilities, and other infrastructure that includes the full 65 acres, and off-site needs.

3. In collaboration with the Port, secure entitlements for the entire Pier 70 area that meet the Waterfront Site project needs and establish the framework for the area as a whole.
4. Working with the Port, secure public finance and other approvals from Board of Supervisors using mechanisms authorized by San Francisco voters in 2008.

C. Historic Preservation

The rehabilitation efforts envisioned in this RFP are critical to realizing the Master Plan historic preservation objectives. Pier 70 showcases a wide range of architectural styles from the late 19th to the mid-20th centuries and includes a combination of master architect, “Cathedral of Industry” style complexes, landmark quality buildings, and more modest utilitarian industrial structures. It is the oldest, largest and most intact historic industrial complex in San Francisco.

As a potential National Register Historic District (“Historic District”), Pier 70 contains a rich collection of resources and provides a physical record expressing continuity with past trends in industrial architecture and design. It is significant for its association with pioneering technological developments in shipbuilding, labor relations, government, and private industry relationships, as well as for the production of significant wartime vessels. The district is also significant because it includes important works of master architects.

The Master Plan established the following Historic Preservation objectives:

1. Recognize continuation of viable ship repair and drydock operations as an act of preserving Pier 70’s history, and give priority to physical shipyard changes necessary to support the contemporary needs of the industry while maintaining the overall integrity of the Historic District.
2. Protect the integrity of the Pier 70 Historic District by directing major new construction to open and vacant areas or locations containing Non-Contributing Resources, reflective of the history of the built environment at Pier 70.
3. Encourage adaptive reuse of the historic resources that add new life to Pier 70, consistent with *Secretary of the Interior’s Standards for the Treatment of Historic Properties* (“Secretary Standards”).
4. Apply design criteria for new infill development to ensure new construction meets Master Plan objectives and is sensitively designed, consistent with Secretary Standards.
5. Prioritize the stabilization and rehabilitation of Very Significant resources along 20th Street for public and private investment as early as possible. (Note that all of the 20th Street Historic Buildings, with the exception of Building 14, were identified as “Very Significant” in the Master Plan.)

6. Promote an understanding of Pier70's history, significance, and function through a program of coordinated interpretive exhibits in public areas and open spaces and as part of new development and historic rehabilitation improvements.

D. Port Pier 70 Implementation Activities

Pier 70 is an extraordinary and complex place. The Port will continue to play a very active role in managing its reuse after developers are selected under this RFP. To further the Master Plan, the Port is taking the lead on these Pier 70-wide initiatives:

1. Coordinating the efforts of the Waterfront Site developer, future 20th Street Historic Building developers, the ship repair operator, and other tenants.
2. Nominating Pier 70 to the National Register of Historic Places.
3. Working with the State Lands Commission to address public trust issues.
4. Developing and obtaining approval by the California Regional Water Quality Control Board of a risk management plan, a remedial action plan, or other regulatory documents specific to the conditions at Pier 70.
5. Planning for Crane Cove Park and constructing the initial improvements by 2015.
6. Defining a development strategy for the remaining development parcels and historic buildings not part of this offering or the Waterfront Site.
7. Establishing necessary infrastructure financing mechanisms, in collaboration with its development partners.

IV. The Offering

A. 20th Street Historic Buildings

In this RFP, the Port seeks proposals for Rehabilitation Concepts for the following buildings:

1. Bethlehem Steel Office Building – Building 101
2. Powerhouse – Building 102
3. Union Iron Works Office Building – Building 104
4. Union Iron Works Machine Shop – Building 113/114
5. Union Iron Works Foundry – Building 115/116
6. Heavy Warehouse – Building 14

“Rehabilitation Concept” as used in this RFP includes the proposed rehabilitation and use of one, some, or all of the 20th Street Historic Buildings, as well as a preliminary financing strategy.

Exhibit A shows the locations of the 20th Street Historic Buildings included in this RFP. The RFI provided summary information on each building and that information is repeated in Exhibit C. In total, these buildings have over 250,000 square feet. All land and building area measurements in this RFP are approximate.

Rehabilitation Concepts may include one, some or all of the buildings offered. The Port reserves the right to award the buildings as single project, group the buildings into two or more projects, or not award any of the buildings. If separated into multiple projects, the Port also reserves the right to select more than one Respondent based on this RFP (but no more than one per building group).

There are several adjacent small buildings that serve as connectors or annexes to the buildings offered here. These buildings and adjacent yard areas may be included as part of the Rehabilitation Concept but submittals to this RFP are not required at this time to address the connector buildings and annexes to the applicable 20th Street Historic Buildings. Additionally, the former Risdon Ironworks Building (Building 21) is shown in the Master Plan as potentially relocated near Building 14. The Risdon Iron Works Building (Building 21) is not part of this offering.

B. Encouraged Land Uses and Activities

To revitalize Pier 70 as a historic district, the Master Plan promotes a broad range of uses for rehabilitated historic buildings. As defined in the RFI, the potential uses for these buildings include:

1. Educational and institutional uses bringing the public, students and clients to activate 20th Street.
2. Light industrial uses, including production, distribution, repair, warehousing, manufacturing, and art-related uses such as studios and exhibit spaces.

3. Museum space or other types of exhibition space, such as film, music, or performance art, that preserves and makes open to the public the vast interiors of the Pier 70 industrial structures as a valued public amenity.
4. Office, biotech, and research and development uses that support adaptive reuse.
5. Restaurants, visitor-serving commercial, entertainment, and cultural uses that enhance the public nature of Pier 70.

C. Required Investment and Lease Terms

Through this RFP, the Port seeks developers for the 20th Street Historic Buildings that can bring together the financial resources needed for these projects – be they public, private, or philanthropic funds. As documented in the background materials, these buildings require substantial investment to bring back to active use. The selected Respondent(s) will be expected, among other things, to remedy structural deficiencies, replace or repair mechanical, electrical and plumbing systems, and construct any other improvement needed to meet Building Code requirements. All rehabilitation work must be consistent with the Secretary Standards, as each of the 20th Street Historic Buildings are contributing resources to the future Pier 70 National Register Historic District.

Exhibit D provides basic Lease Terms and Project Requirements for this RFP, unchanged from those included in the RFI. To the extent possible, the Port seeks to rehabilitate these buildings with private sector investment. The Port expects, at a minimum, the successful Respondents(s) will fund use-specific tenant improvements and on-going operating costs. The negotiated transaction will be at fair market rent. Similarly, the lease term will be appropriate for the proposed uses, capital investment, and market conditions, not to exceed 66 years in length.

D. Collaboration across Pier 70 Efforts

The selected Respondent(s) for the 20th Street Historic buildings will be required to collaborate with the Port, the City, the State, the shipyard tenant, Forest City, and each other, if more than one Respondent is selected, to realize the objectives of the Master Plan. This collaboration will start with defining site-wide infrastructure requirements. It will also include shared parking resources, transportation demand management efforts, and other needed activities to fully invigorate Pier 70. For example, as some of these buildings frame the planned “Machine Shop Courtyard”, project concepts and uses must foster the success of that plaza.

V. Port's Development Objectives

Through its public planning process, the Port has defined development objectives for these buildings. These development objectives were defined in the RFI and are unchanged in this RFP.

1. Activities that promote public use and appreciation of the waterfront and provide an active entrance to Pier 70.
2. Project concepts that can secure the needed financial investment to rehabilitate and revive these grand historic structures in the near term.
3. Adaptive reuse consistent with the Secretary Standards.
4. For the UIW Machine Shop (Building 113/114), a publicly-oriented use that activates Pier 70 and 20th Street.
5. Adaptive reuse programs and activities that promote an understanding of the site's history, significance, and function through a program of coordinated interpretive exhibits.
6. Destination uses that help knit Pier 70 into the eastern neighborhoods of San Francisco and bring people to the Bay's edge.
7. Sustainable development program that minimizes reliance on automobiles, uses energy efficiently and, as possible, includes alternative energy sources.
8. Business and employment opportunities for local workers and businesses during the design, construction and operation phases of the rehabilitated buildings.

VI. Minimum Qualifications and Evaluation Criteria

A. Minimum Qualifications

Each selected Respondent must meet the following minimum requirements. The Port will not consider or evaluate submittals from Respondents that do not meet these minimum requirements:

1. A minimum of 5 years' experience in commercial real estate development
2. Successful completion of at least 3 real estate development projects of similar size and scope to the project proposed, at least one of which must be a historic preservation project documented to have met the Secretary Standards.
3. Superior credit history and demonstrated ability to finance the project proposed on commercially reasonable terms from equity or debt from bona fide financial institutions.

B. Evaluation Criteria

Evaluation of the submittals from Respondents that meet the minimum qualifications will focus on the capability of the Respondent and the strength of the Rehabilitation Concept proposed. The evaluation criteria below will be used to assess the relative strength of each submittal.

1. Developer Qualifications (30 Points)

- a. Successful track record of the Respondent (including joint venture partners) and the development team in successfully rehabilitating, developing, and operating facilities similar to the proposed project.
- b. Experience with historic preservation projects, in particular with meeting the Secretary Standards.
- c. Experience with complex projects in identifying and securing target tenants, defining the rehabilitation scope, structuring the transactions, securing necessary approvals, and managing the construction process.
- d. Demonstrated ability to operate and maintain real estate projects once completed, including sustaining occupancy and addressing on-going operational needs.
- e. Proven ability to work with public agencies, to achieve development desired by the public sector.
- f. Sufficient staff and consultant resources to meet the project objectives.
- g. Track record of local hiring and participation of locally owned businesses in prior projects.
- h. Demonstrated ability to work with local organizations and/or address community concerns.
- i. Demonstrated understanding, ability, and flexibility to obtain key approvals and community support in a complex political and regulatory context.

2. Financial Capacity (25 points)

Proven ability of developer to possess or attract equity and debt capital for projects similar in scope and cost to the proposed Rehabilitation Concept as evidenced by:

- a. financing of comparable projects,
- b. access to sufficient debt and equity, including at risk equity, for the project proposed, and
- c. ability to offer guarantees or bonding arrangements to ensure timely completion of the proposed project, and
- d. on-going relationships with financial sources.

3. Rehabilitation Concept (20 points)

- a. Consistency of proposed Rehabilitation Concept with the Port's objectives for the 20th Street Historic Buildings (Section V).
- b. Fit of proposed use with other uses identified in the Master Plan for 20th Street and other portions of Pier 70.

4. Feasibility (25 points)

Determining if the proposed Rehabilitation Concept is feasible includes assessing the likelihood of Respondent and its concept meeting the Port's Objectives in an expedient manner. Factors considered will include:

- a. Evidence of ability of this Respondent to attract necessary public and private investment for the Rehabilitation Concept proposed.
- b. Feasibility of the Rehabilitation Concept to address the deteriorated state of the buildings in the near term.
- c. The probability of obtaining approvals for the proposed design, given the historic status of the buildings and the physical and regulatory constraints on development.
- d. Cash flow projections that demonstrate the project, once operational, will meet all lease, debt service and operating expenses.
- e. Demonstrated strength of real estate market for proposed uses.

VII. RFP Schedule, Tours and Pre-Submittal Meeting

A. Schedule

RFP issued	Tuesday, October 4, 2011
Tours (RSVP Required)	Wednesday, October 12, 2011 11:00 a.m. to 4 p.m. Thursday, October 13, 2011 11:00 a.m. to 4 p.m.
Pre-Submittal Conference	Friday, October 14, 2011 at 10:00 a.m.
Deadline for submission of written questions	Monday, October 31, 2011 at 5:00 p.m.
Submittal deadline	Tuesday, November 15, 2011 at 3:00 p.m.
Port Commission Consideration	January/February 2012 (estimated)

B. Questions Regarding RFP

Any requests for information concerning, or for modification or clarification of, this RFP must be submitted in writing before Monday, October 31, 2011 at 5:00 p.m. to: Kathleen Diohep, Port of San Francisco, Pier 1, San Francisco, California 94111, by delivery between 8:00 a.m. and 5:00 p.m. to the Port at its main reception area in Pier 1, or to facsimile number (415) 274-0495 or by email to Kathleen.Diohep@sfport.com.

Responses to all questions directed to Port staff either at the pre-submittal meeting or writing prior to October 31, 2011 will be posted on the Port's web page for this RFP; notice of the posting will be sent by email to all parties invited to respond to this RFP. Respondents are presumed to have received any and all information contained in this RFP, transmitted to invited parties and posted on the Port's web page for this RFP. Therefore, the Port strongly recommends that parties consult the Port's website frequently to determine if new information relating to this RFP is available.

C. Pre-Submittal Meeting

Interested parties are strongly encouraged to attend the pre-submittal meeting on Friday, October 14, 2011 at 10:00 a.m. at the Port's offices, Pier 1 (Washington and the Embarcadero) in San Francisco, California. Port staff will address questions and provide any new information then available.

D. Building Tours

The buildings will be available to tour to inform your proposals on October 12 and October 13, 2011 from 11:00 a.m. to 4:00 p.m. on each day. Please RSVP to Lynda.Swanson@sfport.com indicating which building you would like to see to receive details. Access may be limited based on building conditions and parties will be required to sign liability waivers.

VIII. Submittal Requirements

A. Submittal Format

There are three components to the required submittal.

1. A "Summary" that introduces the Respondent and describes the Rehabilitation Concept proposed. The Summary will be posted on the Port's website and made public as part of the review process.
2. A "Technical Information" submittal that provides materials to be used in the evaluation that will not be made public during the evaluation process
3. A "Confidential Financial Materials" submittal to evaluate financial capacity of the Respondent.

In order to be complete, any submittal submitted to the Port must include 10 numbered sets of the information requested below, with the exception of a single set of the Confidential Financial Materials. Except for financial information, documents should be submitted in electronic form on a digital versatile disk (DVD) in Adobe Portable Document Format ("PDF") as well as by hard copy. In addition, electronic copies of the Summary must be formatted to enable the Port to post them on the Port's website (with a maximum file size of 5 megabytes).

The Technical Submittal must include the Respondent team description, qualifications, conceptual pro-forma and other information. These documents will not be posted on the Port's website or otherwise made public during the review process. However, these documents are subject to Sunshine Ordinance (Administrative Code Section 67.24(e)), and all responses and other communications from interested parties must be open to inspection by the public upon request immediately after a lease is awarded.

Each Respondent should submit one copy of its financial information in a separate sealed envelope, designated "Financial Materials". Each Respondent must clearly mark any of the financial materials that it in good faith believes to be a trade secret or confidential proprietary information protected from disclosure under applicable law. To the extent permitted by law, the Port Commission will attempt to maintain the confidentiality of financial materials marked confidential and/or proprietary, but Respondents are cautioned that, in accordance with the Sunshine Ordinance (Admin. Code Sec. 67.24(e)), responses and other communications from interested parties must be open to inspection by the public upon request immediately after a lease is awarded. Proprietary financial information submitted by a Respondent in response to this RFP will not be disclosed until and unless that Respondent is awarded the lease.

Submittals must be prepared and submitted in an organized manner. Information must be printed on recycled paper, double-sided to the greatest extent possible. Page numbers are required and tab dividers would be appreciated. Submittals must be submitted in 8½ x 11 inch, 3-hole punched format. The submittal can include three pages at an 11x17 inch size.

B. Submittal Contents

1. Summary

a) Development Entity

Introduce the Respondent and team members.

b) Developer Qualifications

Describe similar projects undertaken by the Respondent and team members.

c) Concept for the 20th Street Historic Buildings

(1) Describe the proposed Rehabilitation Concept for each building included. Explain what uses and activities will occur and how they meet the Port's Objectives for the 20th Street Historic Buildings.

(2) Summarize the Rehabilitation Concept in one table showing uses, capital investment and project phasing (if proposing for more than one building).

(3) Describe building program including hours of operation, parking and access requirements, and, if public assembly use, measures to ensure patron safety.

(4) Identify any synergies or conflicts with other existing (ship repair) and planned (parks and commercial development) activities at Pier 70.

d) Rehabilitation Strategy to Ensure a Successful Project

(1) Describe the proposed rehabilitation plan including how you will address retaining historic fabric, addressing seismic and other structural challenges, adding modern buildings systems, and additions, if any, to any of the buildings. Explain how you will address the deteriorated state of the building(s).

(2) Provide a site plan showing uses by building and any supporting buildings and yard areas proposed for inclusion. Design drawings are not required.

(3) Explain proposed sources of capital investment and describe the operational and management plan for the proposed project.

(4) Describe the schedule and approach to securing regulatory approvals for the proposed project through occupancy.

2. Technical Information Requirements

a) Development Entity and Team

Identify and describe the development entity submitting for the project. Include the responsibilities, name, address, telephone, email address and facsimile number of the principal developer (and relevant joint venture partners), and any other information, including references, about the development entity that may be pertinent to this

opportunity. Joint ventures are acceptable, as long as one organization is designated as the lead development entity. Indicate which members, if any, of the development entity, and or joint venture partners, and /or team members are local business enterprises (LBE) as defined by San Francisco Administrative Code Chapter 14B.

Please indicate the architect, structural engineer, and other critical consultants that are proposed for this project. Please indicate the roles for anticipated consultants or contractors that have not been included at the time of submittal.

- (1) Identify the legal entity with which the Port would contract. List any and all joint venture partners, limited partners, members, or other equity holders and their percentage interests and capital/equity committed to the entity. Provide federal tax identification number and date of incorporation or organization.
- (2) Identify the person(s) in charge of negotiations, the limits of their negotiation authority, and key personnel who will be involved in decision-making and day-to-day project management.
- (3) Describe the intended role of each team member and key personnel in the implementation of the project and the responsible entity in the organizational structure for entitlement phase, construction stage, and ongoing property management.
- (4) Discuss plans to include LBEs as partners, consultants, and contractors. Indicate Respondent's willingness to agree to meet LBE goals in the proposed project. Please indicate whether the development team includes any LBE equity partners and, if so, what percent of capital investment each is anticipated to contribute.
- (5) Identify selected consultants, including licensed design professionals, and identify the lead person with each consultant.
- (6) Include résumés for all key personnel for the Respondent and consultants/contractors.

b) Disclosures

Please provide answers to the following questions:

- (1) Is the development entity or any principal owners in the proposed project involved in any litigation or disputes that could result in a financial settlement having a materially adverse effect on the Respondent's financial condition? If yes, please explain.
- (2) Does the development entity or any principal owners in the proposed project have any off-balance sheet liabilities, such as corporate or personal loan-guarantees? If yes, please provide details of these items.

(3) Has the development entity or any named individual in the proposed project ever filed for bankruptcy or had projects that have been foreclosed, or transferred to a creditor in lieu of foreclosure, or projects where the developer renegotiated or refinanced permanent project debt which resulted in a relaxation of either financial or other covenant or other terms and conditions of the existing debt on the project? If yes, please list the dates and circumstances.

c) Developer Qualifications

(1) Provide a list of developments in which the company or principal(s) has (have) been involved, indicating the product type, date, size, cost, location and the role of the Respondent in each development.

(2) Describe in greater detail the Respondent's involvement in at least three similar development projects to that proposed, including product type, dates, locations, financing, size, total development cost, performance schedule including timeframe from purchase agreement to completion, marketing and sales performance, and contact references on successfully completed similar developments. Indicate the role of the Respondent in each project. Provide photographs if available.

(3) Identify historic preservation experience of the Respondent and of the key consultants. Discuss experience securing historic tax credits and responding to a design review process.

(4) List all current projects in the design or development phase and capital commitment required of Respondent for each.

(5) Discuss your experience with meeting local business subcontracting goals on other projects.

d) Conceptual Project Pro-Forma and Expected Sources of Funds

(1) At a conceptual level, propose a financial structure for the Rehabilitation Concept. Indicate how any public financing would be used. Discuss, at a general level, Respondent's proposed ground lease terms for the project envisioned.

(2) Provide a static pro-forma for the Rehabilitation Concept illustrating total project investment, expected average annual occupancy rate, total revenues, operating expenses, net operating income, debt service and return to equity at project stabilization. Indicate anticipated revenues from each building if proposing for more than one building.

(3) Provide an overall (total) development budget, including all hard and soft costs from preconstruction through occupancy. Explain the basis for the cost estimates. Include sufficient detail to determine anticipated cost by building, if proposing for more than one building.

- (4) Include a market justification that clearly supports revenue assumptions and the viability of proposed tenancies. Submit detailed market information for any specialized or non-standardized use.
- (5) Indicate the source(s) and amount of debt and equity (including working capital) identified for the proposed project. Describe the Respondent's current relationships with investors and lenders and ability to obtain necessary capital for the proposed development.
- (6) State the proposed guarantees, bonds, or other mechanisms to be used to ensure timely completion of the proposed project.

e) Additional Project Information (Optional)

Additional information about the proposed Rehabilitation Concept, uses or design that the Respondent believes in good faith is beyond that required for the Summary described in Section VIII.B.1. Items may include:

- (1) Specialized design or specific use concepts
- (2) Letters of interest from potential tenants and/or equity partners.
- (3) Letter(s) from lending institutions and/or equity sources that demonstrate the ability to raise the necessary financing for the proposed development.

3. Confidential Financial Capacity Submittal Requirements

Submittals must include one copy of Respondent's financial information in a separate sealed envelope, designated "Confidential Financial Materials". Demonstrate your financial capacity by providing the following:

a) Financial Statements

The most recent available credit report and financial statements for the past two years of each principal partner and joint venture participant for each entity. Financial statements shall include balance sheets, income statements, statements of changes in financial position or cash flows, and all notes to the financial statements. Financial statements must be identified as audited, reviewed, compiled or company prepared. Financial statements prepared by recognized accounting firms are preferred. The Port reserves the right to ask for additional financial statements for other periods.

b) Real Estate Portfolio

Provide the composition of the current real estate portfolio either owned or managed by each principal partner or joint venture participant, listing the following for each project: project name, type, location (city, state), project size (rentable area), date completed, value, original and current debt, role (developer, operator, property manager, etc.), ownership interest, and occupancy rate. Identify any project with

negative cash flows, amount of developer's recourse debt, any non-performing loans, and the amount of guarantees and/or contingent liabilities.

c) Pipeline

List and describe all current projects in Respondent's pipeline including status, development schedule and financial commitments required of Respondent.

d) Lender Relationships

Describe the Respondent's current relationships with lenders and ability to obtain necessary financing for the development proposed including recent history (last 2-3 years) in obtaining financing commitments, detailing type of project, financing source, amounts committed, etc. Provide lender references for the projects included in your qualifications (Section VIII.B.2.c).

e) Proof of Equity

Provide evidence of the Respondent's liquid assets, or some acceptable form of equity, equal to the permanent equity requirements as well as funds required for the pre-development costs.

4. Earnest Money Deposit

Each Respondent must submit with its response an earnest money deposit in the amount of \$5,000, payable to the "Port of San Francisco" in the form of a cashier's or certified check. Submittals received without the earnest money deposit will be deemed non-responsive. Earnest money deposits will be refunded, without interest, to each Respondent not selected for exclusive negotiations. The earnest money deposit of the Respondent selected for exclusive negotiations will be non-refundable, whether or not exclusive negotiations result in agreement.

5. Financial Standing, Taxpayer Responsibility & Disclosure

Each Respondent must provide answers to and sign under penalty of perjury the Financial Standing, Taxpayer Responsibility & Disclosure Questionnaire and Respondent Certificate attached as Exhibit E.

6. Submittal Deadline

The Port must receive each submittal, including the \$5,000 earnest money deposit and all other required materials, in a sealed envelope before **Tuesday, November 15, 2011 at 3:00 p.m.** All responses must be addressed to the attention of Kathleen Diohep, Project Manager, and marked "Proposal for 20th Street Historic Buildings".

To ensure timely receipt of submittals, the Port encourages Respondents to deliver submittals by hand to the Port receptionist during business days between the hours of 8:00 a.m. and 5:00 p.m. in the Port of San Francisco main reception area in Pier 1.

A Respondent may revise a submittal on its own initiative at any time before the deadline for submission specified above. A revised submittal must be received before the submittal deadline. In no case will a statement of intent to submit a revised submittal, or commencement of a revision process, extend the submittal deadline for any Respondent.

**LATE SUBMITTALS OR SUBMITTALS SENT ONLY BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

IX. Selection Process and Award

A. Selection Process Generally

Port staff will review all submittals timely submitted to determine whether they are complete and responsive to this RFP. Only submittals that are complete, responsive and meet all requirements of this RFP and that are submitted by Respondents meeting the minimum qualifications will be evaluated during the selection process. 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 information specified in Section VIII of this RFP.
2. The submittal does not respond to all of the Port's development objectives (Section V).
3. The Respondent does not meet the minimum qualifications (Section VI.A).
4. The submittal is submitted after the deadline of Tuesday, November 15, 2011 at 3:00 p.m.
5. The submittal is submitted without the earnest money deposit.
6. The submittal is submitted with incomplete or missing forms or attachments.
7. The submittal includes information that is false or misleading.
8. The Respondent has violated the Campaign Reform Ordinance.
9. The Respondent has violated the Conduct Code.
10. The submittal is only 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.

During the evaluation process, at the Port's option, Respondents may be given an opportunity to present to the Port Commission at a duly noticed public Port Commission meeting. It is anticipated that such presentation may occur at the December 2011 Port Commission meeting. The Summary portion (Section VIII.B.1) of responsive submittals will be posted on the Port's website. Public comment will be received by the Port via email, letter and comment at Port Commission or advisory group meetings, prior to Port staff recommending a Respondent(s) for further action to the Port Commission. Respondents can anticipate making presentations to the Port's Central Waterfront Advisory Group as part of the public review process.

The Port Commission is the sole decision-maker regarding the selection, in its sole discretion, and the Port Commission reserves the right to reject any or all submittals or to terminate this process at any time. The Port Commission will consider selection of Respondent(s) with which to enter into exclusive negotiations at a duly noticed public meeting. The Port Commission, acting in its proprietary capacity as landlord, has authority to approve an agreement to enter into exclusive negotiations with the selected Respondent and will approve the lease and related documents for the lease of and any improvements to the Site.

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/or others. The Port further reserves the right to make an award without further clarification of submittals received.

B. Evaluation Process

Following the Port's receipt of submittals in response to this RFP, the Port will implement the following evaluation process. Timely responses will be reviewed by Port staff to determine that they include all required information and that the Respondent meets the Minimum Qualifications stated in Section VI.A. **Submittals from Respondents that do not meet the Minimum Qualifications will not be further evaluated.**

Complete and responsive submittals from qualified Respondents will be reviewed in detail. The evaluation process will include staff and consultant review of the submittal. If warranted, the Port may request additional information from some or all Respondents. The Port staff and consultants will contact references and industry sources and investigate previous projects and current commitments. Port staff will review the confidential financial capacity materials provided to assess the financial capability of each Respondent to undertake the project proposed.

The evaluation criteria stated in Section VII.B will be used to consider the submittals. The submittals (except for the financial materials) may be reviewed and evaluated by an evaluation panel consisting of individuals with experience in real estate economics, land use planning and architecture/urban design, with assistance from Port staff and independent consultants. Port or City staff and/or other appropriate parties with relevant experience may serve on the evaluation panel. The evaluation panel would score submittals according to the evaluation criteria in Section VI, taking into consideration information from reference checks, public presentations by the Respondents, and interviews, if warranted.

C. Port Commission Determination

Port staff will recommend to the Port Commission one or more Respondents to advance to exclusive negotiations to refine a development program for one, some or all of the 20th Street Historic Buildings. The staff report supporting the recommendation may include information obtained during reference checks and other background information. After review of the staff recommendation and evaluation findings, the Port Commission may elect to direct staff to enter into negotiations with one or more Respondents (but no more than one per building). The Port Commission, in its sole discretion, will make such decision. 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.

D. Exclusive Negotiations

Upon Port Commission selection of Respondent(s), Port staff and the selected Respondent(s) will negotiate the terms of an Exclusive Negotiations Agreement (“ENA”) to further refine the development project, negotiate required transaction documents, and secure approvals. The ENA will contain time and performance benchmarks, including provisions for payment of liquidated damages and termination for non-performance, and provide for the Respondent to fund the Port's costs associated with project planning and review. If a satisfactory ENA cannot be negotiated with a selected Respondent, the Port, in its sole discretion, may terminate negotiations with the selected Respondent and begin exclusive negotiations with another qualified Respondent, conditioned on the Port's receipt of a new earnest money deposit from that Respondent.

Assessing the feasibility of rehabilitating the 20th Street Historic Buildings will require more extensive investigations than Respondents could undertake in preparing their RFP submittals. The first milestone of the ENA will be refinement of the Rehabilitation Concept into a more specific proposal. The “Project Proposal” will define the rehabilitation program, development costs, land uses, business terms, private investment and, if required, public investment in the project. If agreement cannot be reached on a feasible Project Proposal by the time specified in the ENA, the Port may terminate the ENA and commence negotiations with another qualified respondent, conditioned on the Port's receipt of a new earnest money deposit from that Respondent.

Each selected Respondent should anticipate extensive, substantive discussions with the Port Commission, Port staff and other interested parties during the term of the ENA. The Respondent(s) also should anticipate revisions to their Rehabilitation Concept and, later, their Project Proposal as a result of the negotiation with the Port and the community and regulatory review process. The period of exclusive negotiations may be extended solely at the Port's discretion for an extension period as determined by the Port Commission, provided that the selected Respondent has met certain benchmarks and as otherwise required in the ENA.

During the period of exclusive negotiations, the following events are anticipated:

1. Development of the Pier 70 Finance and Land Use Plan for Port Commission and Board of Supervisors consideration including required technical studies under Section B7.310 of the San Francisco Charter.
2. Negotiation of a lease disposition and development agreement (“LDDA”) defining parameters for development, a performance schedule, development standards and requirements, and conditions to be satisfied before the Port will enter into a lease of the applicable 20th Street Historic Buildings.
3. Negotiation of a form lease and related documents for the lease of the applicable 20th Street Historic Buildings in a final form approved by the City Attorney's Office

incorporating specific terms, including the Port's and selected Respondent's respective responsibilities and the economic parameters.

4. The selected Respondent will secure financial commitments for the proposed project from lenders and/or equity sources and, if applicable, preliminary sublease commitments from proposed anchor and other tenants.
5. The selected Respondent, with the Port's cooperation and prior approval, will complete the project approval processes.
6. The selected Respondent will undertake any required environmental review.

E. Transaction Approvals

Upon completion of any required environmental review and negotiations by Port staff, the Port Commission may, but is not required to, approve a lease, LDDA, and any related documents. If the lease contains a term of 10 or more years or would generate anticipated revenues to the Port of \$1 million or more, the lease will be subject to approval by the Board of Supervisors by resolution or as provided by an approved Pier 70 specific plans.

F. Form of Lease

Each selected Respondent will negotiate a form of a lease and LDDA with the Port during the period of exclusive negotiations. Exhibit D includes the project requirements and basic lease terms (previously included as RFI Exhibit A) established for this effort. The lease will be consistent with the Port's standard leasing provisions of comparable projects. The Port reserves the right to modify the form of lease to reflect: (1) the business terms negotiated between the Respondent and the Port; (2) any City or Port requirements adopted after the drafting of the form of lease; and (3) any other provisions desired by the Port Commission or negotiated by the parties. The Port's current form of lease is one of the background documents provided on the Port's website at www.sfport.com/pier70rfi.

X. Other Terms and Conditions

A. Respondent's Duty to Investigate

It is the sole responsibility of the selected Respondent to investigate and determine the condition of the applicable 20th Street Historic Buildings, including existing and planned utility connections, and the suitability of the conditions for any proposed improvements and use.

The information presented in this RFP, the RFI, the Master Plan, and in any report or other information provided by the Port is provided solely for the convenience of the interested parties. It is the responsibility of interested parties to assure themselves that the information contained in this RFP or other documents is accurate and complete. The Port and its advisors provide no representations, assurances, or warranties pertaining to the accuracy of the information.

Respondents are responsible for reviewing all portions of this RFP and any other information provided by the Port in relation to this RFP. Respondents are to notify the Port in writing of any ambiguity, discrepancy, omission, or other error in this RFP promptly after discovery, but in no event later than 15 business days before the deadline to submit submittals. An interested party that does not give timely notice to the Port will be deemed to have waived any ambiguity, discrepancy, omission, or other error in this RFP. Modifications and clarifications will be made by addenda as provided in Section X.B below.

B. Conditional Nature of Offering

The Port's issuance of this RFP is not a promise or agreement that the Port Commission will actually enter into any contract. The Port expressly reserves the right at any time to:

1. Waive any technical defect or informality in any submittal or submittal procedure that does not affect or alter the submittal's substantive provisions;
2. Reject any or all submittals;
3. Suspend any and all aspects of the process indicated in this RFP;
4. Amend this RFP;
5. Terminate this RFP and issue a new request for interest, qualifications or proposals;
6. Request some or all Respondents to revise submittals;
7. Select a tenant by any other means;
8. Offer new leasing opportunities in the area at any time;
9. Extend deadlines for accepting submittals, or accept amendments to submittals after expiration of deadlines; or
10. Decide not to pursue this offering.

The Port's failure to object to an error, omission, or deviation in any submittal will in no way modify this RFP or excuse Respondents from full compliance with the requirements of this RFP.

The Port may modify, clarify, and change this RFP by issuing one or more written addenda. Addenda will be posted on the Port's website, and notice of the posting will be sent by electronic mail to each party receiving an RFP. The Port will make reasonable efforts to notify interested parties in a timely manner of modifications to this RFP but each Respondent assumes the risk of submitting its submittal on time and obtaining all addenda and information issued by the Port. Therefore, the Port strongly encourages interested parties to register as an interested party and check the Port's web page for this RFP frequently.

C. Respondent Selection Does Not Guarantee Project Approval

The Port Commission's selection of a Respondent and authorization to commence exclusive negotiations may not be construed as an approval of the proposed project.

The Port will not enter into any LDDA or lease for any of the 20th Street Historic Buildings until environmental review under the California Environmental Quality Act ("CEQA") is complete. Changes to the proposed project may occur or be required during the course of public review of the proposed project, during the extensive approval processes that will follow CEQA review, and in response to other City, Port, and public concerns that may arise, and those changes may require additional CEQA review if the changes have not already been analyzed. If a project is found to cause significant adverse impacts, the Port retains absolute discretion to require additional environmental analysis, and to: (1) modify the project to mitigate significant adverse environmental impacts; (2) select feasible alternatives that avoid significant adverse impacts of the proposed project; (3) require the implementation of specific measures to mitigate the significant adverse environmental impacts of the project, as identified upon environmental evaluation in compliance with applicable environmental law; (4) reject the project as proposed if the economic and social benefits do not outweigh otherwise unavoidable significant adverse impacts of the project; or (5) approve the project upon a finding that the economic and social benefits of the project outweigh otherwise unavoidable significant adverse impacts.

The Port is issuing this RFP in its capacity as a landowner with a proprietary interest in the 20th Street Historic Buildings and Pier 70 as a whole, and not as a regulatory agency of the City. The Port's status as an agency of the City will not in any way limit any selected Respondent's obligation to obtain requisite approvals from City departments (including the Port), boards, or commissions with jurisdiction over a proposed project.

Under the San Francisco Charter, no officer or employee of the City and County of San Francisco, including the Port, has authority to commit the Port to any project until the Port Commission has approved the transaction following completion of CEQA review and, if required, the San Francisco Board of Supervisors has approved the lease.

D. Objections

1. RFP Terms

Should any interested party object on any ground to any provision or legal requirement in this RFP, that party must provide written notice to the Port setting forth with specificity the grounds for the objection no more than 14 calendar days after this RFP is issued. Failure to object in the manner and within the time set forth in this paragraph will constitute a complete and irrevocable waiver of any objection.

2. Notice of Non-Responsiveness

Should a Respondent object on any ground to a determination that its submittal is non-responsive to this RFP, that party must provide written notice to the Port setting forth with specificity the grounds for the objection no more than 7 calendar days after the date of the letter notifying the Respondent of the Port's determination of non-responsiveness. Failure to object in the manner and within the time set forth in this paragraph will constitute a complete and irrevocable waiver of any objection.

3. Selection of Respondent for Exclusive Negotiations

Should any interested party object on any ground to the Port Commission's authorization to proceed with negotiations with a selected Respondent, that party must provide written notice to the Port setting forth with specificity the grounds for the objection no more than 7 calendar days after the date of the Port Commission hearing at which the decision was made. Failure to object in the manner and within the time set forth in this paragraph will constitute a complete and irrevocable waiver of any objection.

4. Delivery and Form of Objections

Objections must be submitted in writing, addressed to Kathleen Diohep, Project Manager, Port of San Francisco, Pier 1, San Francisco, CA 94111, and delivered to the Port by personal delivery or overnight courier during business hours (8:00 a.m. to 5:00 p.m.) to the Port's main reception area in Pier 1, or by first class mail by the dates due to be considered. If an objection is mailed, the objector bears the risk of nondelivery by the deadlines specified above. Objections should be transmitted by a means that will provide written confirmation of the date the Port received the objections.

E. Claims Against The Port

No Respondent will obtain by its response to this RFP, and separately by its response waives, any claim against the Port by reason of any or all of the following: any aspect of this RFP, any part of the selection process, any informalities or defects in the selection process, the rejection of any or all submittals, the acceptance of any submittal, entering into exclusive negotiations, conditioning exclusive negotiations, terminating exclusive negotiations, approval or disapproval of plans or drawings, entering into any transaction documents, the failure to enter into a lease or LDDA, any statements, representations, acts, or omissions of the Port, the exercise of any

discretion set forth in or concerning any of the above, and any other matters arising out of all or any of the above.

F. Sunshine Ordinance

All communications about this RFP are subject to the San Francisco Sunshine Ordinance and other public records laws. Neither the Port nor the City will be responsible under any circumstances for any damages or losses incurred by a Respondent or any other person or entity because of the Port's release of information in response to a public records disclosure request. In accordance with Section 67.24(e)(1) of the San Francisco Administrative Code:

Contracts, contractors' bids, responses to requests for submittals and all other records of communications between the Port and persons or firms seeking contracts will be open to inspection immediately after a contract has been awarded. Nothing in this ordinance requires the disclosure of a private person's or organization's net worth or other proprietary financial data submitted for qualification for a contract or other benefit until and unless that person or organization is awarded the contract or benefit. Information covered by this provision will be made available to the public upon request.

G. Financial Obligations

Each Respondent is responsible for all costs incurred in responding to this RFP. The Port has no financial responsibility for any costs incurred by a Respondent in responding to this RFP. The Port will not pay a finder's or broker's fee in connection with this RFP. Respondents will be solely responsible for the payment of all fees to any real estate broker(s) with whom the Respondent has contracted.

H. Submittals Become Port Property

All submittals submitted will become the property of the Port and may be used by the Port in any way deemed appropriate.

I. Nondiscrimination Policy

The Port of San Francisco does not discriminate on the basis of disability in employment or in the admission and access to its programs or activities. Wendy Proctor, ADA Coordinator, Port of San Francisco, Pier 1, San Francisco, CA 94111, has been designated to coordinate and carry out the Port's compliance with the nondiscrimination requirements of Title II of the Americans with Disabilities Act (42 U.S.C. §§ 1201 et seq.) (the "ADA"). Information concerning the provisions of, and the rights provided under, the ADA are available from the ADA Coordinator.

J. Interpretation

For the purposes of this RFP, the terms "include," "included" and "including" will be deemed to be followed by the words "without limitation" or "but not limited to," and, where required by the context, the singular includes the plural and vice versa, and the feminine gender includes the masculine and vice versa. Section and paragraph headings used in this RFP are for reference only and are not to be used to interpret the provisions of this RFP.

Exhibit A: Map of 20th Street Buildings

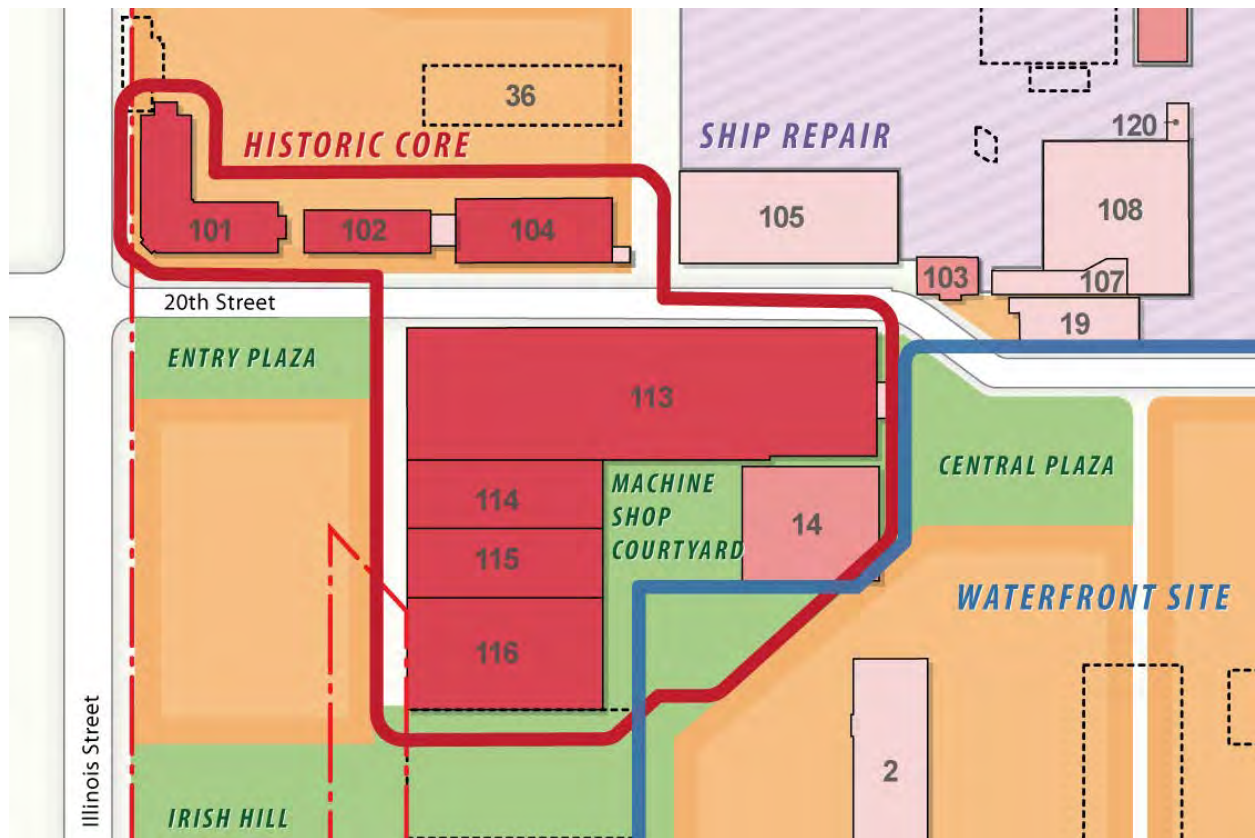


Exhibit B: List of Parties Invited to Submit Proposals

Artspace Projects Inc.

Cathryn Vandenbrink
Regional Director
847 Hiawatha Place South
Seattle, WA 98144
Cathryn.vandenbrink@artspace.org
(206) 271-0380

Build Inc./Urban Land Conservancy

Lou Vasquez
President
315 Linden Street
San Francisco, CA 94102
louvasquez@buildinc.biz
(415) 551-7613

Circus Center

Chris Johnston
Executive Director
755 Frederick Street
San Francisco, CA 94117
chris@circuscenter.org
(415) 759-8123

Development Advisory Services

Peter Brandon
Principal
576 Sacramento Street, 6th Floor
San Francisco, CA 94111
peter@daspeople.com
(415) 235-5321

Equity Community Builders

Ted Lieser
Project Manager
P.O. Box 29585
San Francisco, CA 94129
ted@ecbsf.com
(415) 561-6200

Forest City Development

Alexa Arena
Vice President
875 Howard Street, Suite 330
San Francisco, CA 94103
alexaarena@forestcity.net
415.593.4224

Kidson Land Co.

Jeremy M. Kidson
CEO and Founder
2 South Park
San Francisco, CA 94107
Jeremy@kidsonland.com
(415) 882-7151

Merchant Equity Group

Jeff Quinn
Principal
140 Broadway 26th Floor
New York, New York 10102
jquinn@merchantequity.net
(212) 750 1385 ext. 106

Orton Development Inc

James Madsen
Project Manager
1475 Powell Street, Suite 101
Emeryville, CA 94608
jmadsen@ortondevelopment.com
(510) 734-7605

Placeworks LLC

Stuart Rickard
Principal
1501 Pacific Ave
Alameda, CA 94501
stuart@placeworks.com

Exhibit C: RFI Section IV: The Offering

IV. THE OFFERING

A. 20th Street as Pier 70's Core

The Master Plan calls for the heart of Pier 70, the 20th Street historic core, to maintain its historic function as the principal entry and ceremonial spine. Ship repair truck traffic will be diverted to a new 19th Street extension. At the junction of 20th Street and Illinois Street, an entry plaza will preserve the public views to the UIW Machine Shop from Illinois Street, creating a suitable setting for the Pier 70 Historic District and an enhanced gateway to Pier 70. With connections to planned parks and open spaces, 20th Street will become a welcoming pedestrian stroll, leading to the waterfront. A Machine Shop “courtyard” is envisioned at the back of the UIW Machine Shop where it meets adjacent warehouses.

The map to the left shows the locations of the 20th Street Historic Buildings included in this RFI. The sections that follow describe each building. There are several minor buildings that serve as connectors or annexes to the buildings offered here. These buildings and adjacent yard areas may be included as part of the proposed project concepts but submittals to this RFI are not required to address in detail the reuse or removal of minor connector and annexes to the 20th Street Historic Buildings. Additionally, the former Risdon Ironworks Building (Building 21) is shown in the Master Plan as potentially relocated to the Historic Core. The Risdon Iron Works Building (Building 21) will be part of the development agreement between the Port and the Waterfront Site developer and is not part of this offering.

B. Existing Conditions

The former natural shoreline condition within the 20th Street area consisted of steep bluffs of serpentinite rock overlooking shallow mudflats that extended out into the central bay. A remnant outcropping of the former serpentinite bluffs remains exposed at Irish Hill. This serpentinite bedrock is present at 4 to 6 feet below grade on the southern side of the 20th Street; however most of the area is underlain by fill material placed to construct the Pier 70 area in the 1800s. The fill layer is generally 10 to 15-feet thick, underlain by bay mud. The fill is composed of a heteroge-

neous mix of gravelly sands with varying amounts of crushed serpentinite bedrock and construction debris. Primarily due to the mineral composition of the bedrock, the fill area soils contain naturally occurring asbestos and elevated concentrations of certain metals. Groundwater is encountered at 5 to 10 feet below ground surface.

Similar to other buildings of their era, the 20th Street Historic Buildings contain hazardous building materials such as asbestos-containing material, lead-based paint, and, potentially, other materials such as PCB-containing electrical equipment and mercury-containing light fixtures. In 2011, hazardous materials surveys and abatement plans and specifications with cost estimates for each of the 20th Street Historic Buildings, except for a portion of the UIW Machine Shop, will be completed. Known information about hazardous building material is included on the RFI website. As possible with available funds, the Port will advance remediation actions to ready the 20th Street Historic Buildings for rehabilitation.

These buildings are in need of substantial investment. Several are “red-tagged” due to structural problems and unusable in their current state, specifically the UIW Machine Shop and UIW office building. To foster the rehabilitation of these buildings, the Port has undertaken condition surveys including cost estimates and structural engineering reviews. For several buildings, additional engineering studies are available that can assist in defining future development programs.

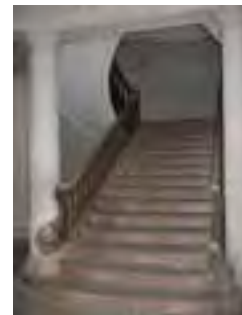
C. Building Information

Information about each building in this offering follows. Preliminary cost estimates developed by the Master Plan team are included in the supporting documents for the RFI.



"Brick and stone will be used in the exterior finish, and the interior will be done in hardwoods and marble, after the style of first-class office buildings."

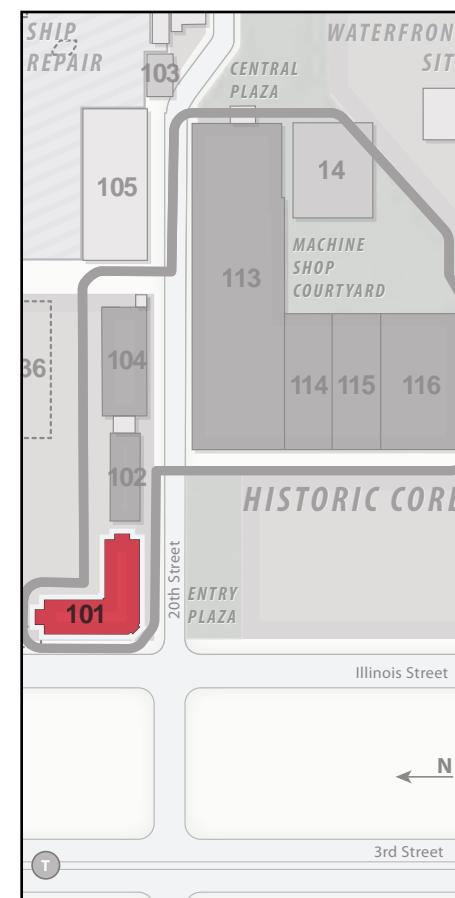
SF Chronicle, January 27, 1917.



BETHLEHEM STEEL OFFICE BUILDING

Built 1917 | 56,000 ft²

- Architect:** Designed by noted local architect Fredrick H. Meyer (1917).
- Historic Status:** Very Significant; contributing to Pier 70 Historic District
- Floors/Size:** 3 11,000 sq. ft. floors; a basement and sub-basement with a partial 1,512 sq. ft. fourth floor and penthouse. Building is 140' long, 51' wide and 72' high; L-shaped plan and beveled corner entry at 20th and Illinois.
- Construction Type:** Concrete and brick building with stucco cladding. Classical Revival architectural style.
- Prominent Features:** Stands at the corner of 20th and Illinois Streets, marking the entry to the shipyard. Built as a modern office building with many elegant materials such as stone walls over pink marble wainscoting, pink terrazzo floors, coffered ornamental plaster ceilings, wood paneled offices, Art Deco doors on elevator, marble steps and landings, ornamental iron & carved wood stair railings, oak paneling and glass clerestories.
- Existing Conditions:** Vacant - Last used in 1992 by shipyard operations.
- Construction Costs:** 2008 estimate for upgrade to basic core and shell condition readied for use specific build-out.
- Future Use:** The Bethlehem Steel Office Building, combined with a new Illinois Street Entry Plaza at the southeast corner of 20th Street and Illinois Street will create a welcoming gateway to the Pier 70 Historic District. Built as a headquarters office building, offers a marquee location with both ready transit access and views to the water. To the extent appropriate for the structure, uses that bring pedestrian activity to 20th Street are encouraged.



Hard Costs	\$14,560,000
Hazardous Materials (25% allowance)	3,640,000
Soft Costs (30%)	4,370,000
Contingency (20%)	2,910,000
Total	\$25,480,000

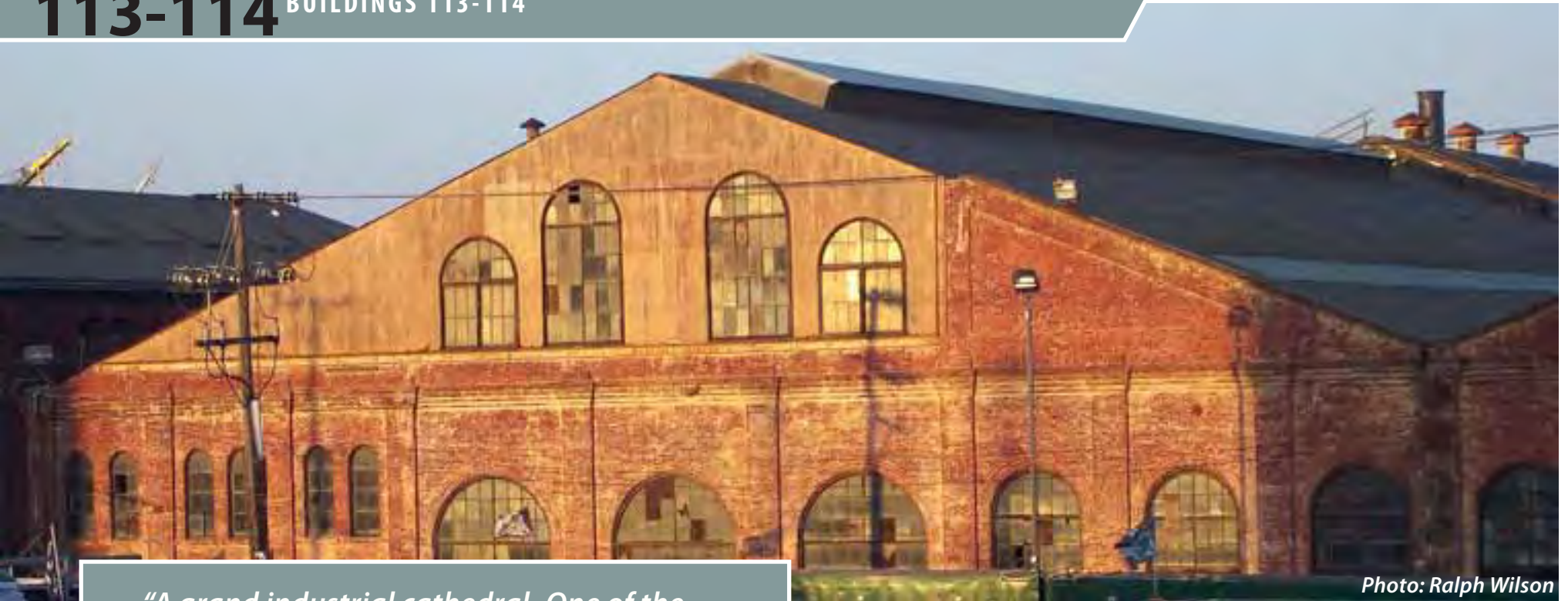


Photo: Ralph Wilson

"A grand industrial cathedral..One of the best places in all California to interpret the early chapters of Western US industrial history."

Professor Paul Groth, University of California, Berkeley, School of Architecture.





"The new building for the Union Iron Works office ... has assumed a pleasing aspect. The second story is in place and in the course of a few weeks the roof will cover the structure, and before the end of the year 1896 the company will have an elegant suite of offices, a necessity long felt by the department at the seat of operation."

- San Francisco Call, July 26, 1896



Union Iron Works Office Building Interior (photo: Scott Haefner)

UNION IRON WORKS OFFICE BUILDING

Built 1896 | 38,000 ft²

- Architect:** George Percy and Frederick Hamilton (1896)
- Historic Status:** Very Significant; Contributing to Pier 70 Historic District
- Floors/Size:** 3 stories plus full and sub-basement. Upper floor is open “attic” with skylights. Measures 50’6” long, 40’ 6” wide and 60’ high. Primary facade with two-story brick arches on 20th and projecting center bay at rear; 3-story area at rear filled-in 1941 for clinics use.
- Construction Type:** Brick masonry, unreinforced for seismic strength; Steel tension rods hang from roof truss and support second floor ceiling and attic floor.
- Prominent Features:** Richardsonian, Romanesque style. Main facade features a two-story brick arch above sandstone Renaissance-style portico and much ornamentation. Elaborate fenestration including deep reveals, keystones, lintels, quoins, windowsills and an upper-level string course. Copper ornamental soffits, panels, brackets and dentils originally wrapped entire roofline. Entry recess with coffered, barrel-vaulted ceiling and polished marble walls.
- Current Use:** Vacant.
- Construction Cost:** 2008 Estimate for upgrade to basic core and shell condition ready for use specific build-out.
- Future Use:** Re-purposed, this building will be an important part of defining and enlivening historic 20th Street . To the extent appropriate for the structure, uses that bring pedestrian activity to 20th Street are encouraged.



Hard Costs	\$10,340,000
Hazardous Materials (25% allowance)	2,590,000
Soft Costs (30%)	3,100,000
Contingency (20%)	2,070,000
Total	\$18,100,000



"Under the roof of this building, which is a beautiful piece of architecture of the Spanish Renaissance type, built of reinforced concrete ... are housed the four large Chicago Pneumatic Tool Company air compressors for supplying air for pneumatic hammers, each compressor being direct-connected to a 450-horsepower General Electric synchronous motor."

- PG&E's Pacific Service Magazine in June, 1916



POWERHOUSE

Built 1912 | 8,500 ft²

- Architect:** Noted San Francisco architect Charles Peter Weeks, graduate of the Ecole des Beaux Arts.
- Floors/Size:** Measures 128' 6" X 42' 4" by 48' tall; main floor over basement. 8,428 sq. ft.
- Construction Type:** Concrete structure with hipped roof clad in straight mission tiles.
- Prominent Features:** Classical Revival structure. Highly ornamented, with five large arched, window openings on each of the north and south sides and a cartouche-topped arch at the primary door and a terra cotta shell motif frieze and copper modillioned cornice. The interior houses four large turbines on a floor covered with hexagonal tiles with Greek key borders. The walls include white Carrara glass wainscoting. There is a gabled ceiling in wood with exposed steel trusses. Crane equipment spans the ceiling north-south and crane tracks run east-west.
- Current Condition:** Continues to serve some of the electrical needs of the shipyard. The Port is working to determine how to reconfigure the utility systems to accommodate reuse.
- Construction Cost:** 2008 Estimate for upgrade to basic core and shell condition; does not include costs of removing existing electrical systems or historic turbines.
- Future Use:** Re-purposed, this building will be an important part of defining and enlivening historic 20th Street. The building can well accommodate a commercial (restaurant/nightclub) or exhibition/performance venue use, including retaining some of the interior equipment to showcase the historic function.



Hard Costs	\$2,580,000
Hazardous Materials (25% allowance)	650,000
Soft Costs (30%)	770,000
Contingency (20%)	520,000
Total	\$4,520,000



During WWII, “over 200,000 Bay Area residents worked in shifts around the clock to produce an armada such as the world had never seen and will not see again”

- William Bonnet, *Building Ships!*, 1999



BUILDING 14

Built 1941 | 16,000 ft²

Architect: The architect/engineer and builder of this 1941 industrial-vernacular building are unknown, but it was likely designed and built by government personnel as part of the joint WWII effort.

Floors/Size: Measures 140' x 116' 6" X 66' tall; 15,969 sq. ft.

Construction Type: Double-gable metal structure with corrugated galvanized iron siding with central row of steel I-shaped columns supporting double gable roof.

Prominent Features: WWII-era industrial-vernacular building with a 20-ton crane with cab runs on south side. Single story; 66' tall building. Stands east of the complex created by Buildings 113/114, 115/116 and 117, and together with Building 2, forms a courtyard.

Current Condition: The Port's Maintenance Department currently uses this building.

Construction Cost: 2008 Estimate for upgrade to basic core and shell condition ready for use specific build-out. Adds two floors of 11,000 sq. ft. each and elevators to serve.

Future Use: Building 14 helps frame the plans Machine Shop Courtyard and adaptive reuse, to the extent appropriate to the structure, should bring activity to that public space. The Master Plan feasibility analysis evaluated adding floors to the structure to reuse as office; other uses that take advantage of the volume of the space would be appropriate.



Hard Costs (inc. 2 new floors)	\$12,300,000
Hazardous Materials (25% allowance)	3,080,000
Soft Costs (30%)	3,690,000
Contingency (20%)	2,460,000
Total	\$21,530,000



"Every man is a warrior working for his country. You, boys, will not be called upon to go to the front. You are here forging the rivets for the mammoth fighting ships which will uphold our Nation's honor."

San Francisco Mayor James Rolph to UIW workers upon the American declaration of war in April 1917.

San Francisco Call, April 14, 1917



UNION IRONWORKS FOUNDRY/WAREHOUSE Built 1916-1917 | 36,000 ft²

Floors/Size: Constructed as a single building, separated by concrete wall. 3-bay structure measures 218' long by 174' wide, by 57'2" tall at highest gable. 115 warehouse: 60' X 200' = 12,000 gsf / 116 warehouse: 120' X 200' = 24,000 sq. ft.

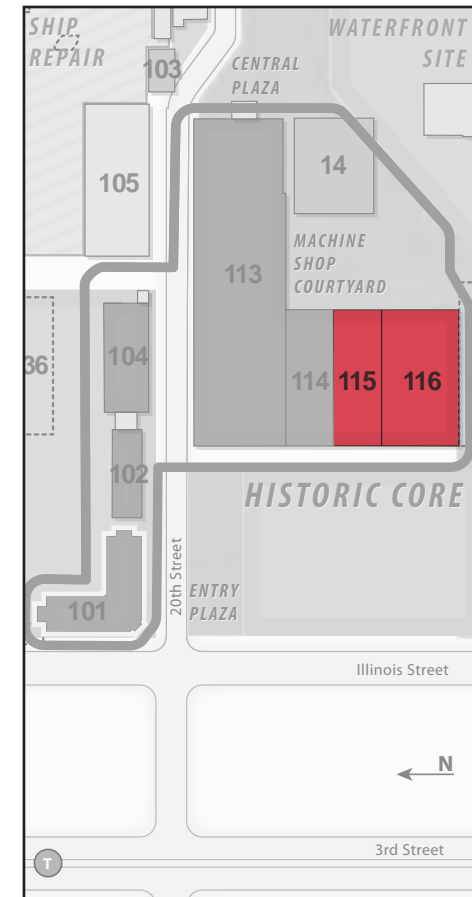
Construction Type: Unique experimental 1917 composite steel and concrete construction; multiple wood sash windows.

Prominent Features: Gable roofs with squared parapets. Clerestory of steel sash windows in 115 contiguous to 114. Jib cranes. Strong industrial modernist aesthetic.

Current Condition: The Port's Maintenance Department currently uses these buildings for storage.

Construction Cost: 2008 Estimate for upgrade to basic core and shell condition ready for use specific build-out. Adds 40,000 sq. ft. second floor and two elevators.

Future Use: Reuse of this building will be coordinated with the use of Building 113/114. Building 115/116 helps frame the plans Machine Shop Courtyard and reuse scenarios should bring activity to that public space. The Master Plan considered using a portion of 115/116 for parking and another for office/commercial uses and envisioned adding floors to facilitate reuse.

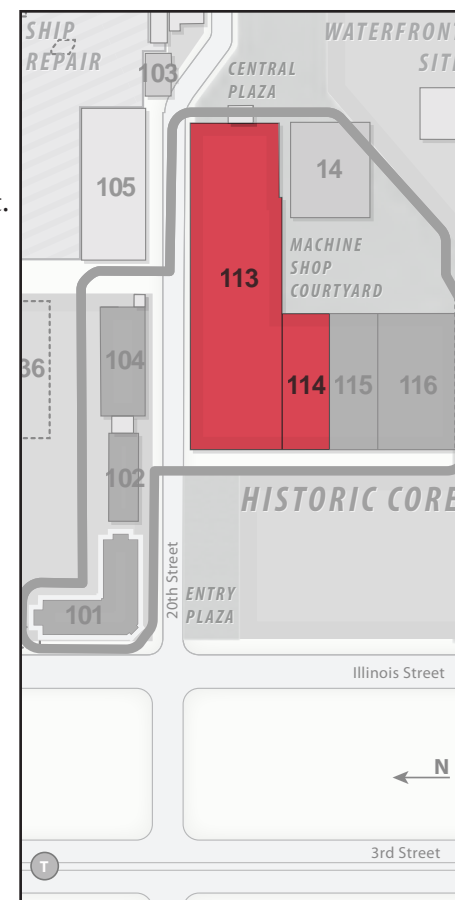


Hard Costs (inc. 2 new floors)	\$17,990,000
Hazardous Materials (25% allowance)	4,500,000
Soft Costs (30%)	5,400,000
Contingency (20%)	3,600,000
Total	\$31,490,000

UNION IRON WORKS MACHINE SHOP

Built 1885-1886 | 90,000 ft²

- Architect:** Designed by UIW Civil Engineer Dr. D. E. Melliss and built by UIW in a style typical of industrial buildings of this era (1885-86).
- Historic Status:** Very Significant; Contributing to Pier 70 Historic District
- Floors/Size:** 1 floor, 2 blocks long. Measures 492' long by 175' wide and 62' tall; 8,800 sq. ft. mezzanine-level open shipyard office at NE corner.
- Construction Type:** Two original unreinforced brick buildings; Central connector of reinforced concrete; Interior steel columns support overhead crane tracks and roof trusses.
- Prominent Features:** Industrial Vernacular Style entirely clad in original load-bearing rose-colored painted brick; skylights extend length of building; high gable roofs with monitors; projecting piers; tall arched wood-framed wood sash windows; interior pilasters and short-wall jib-crane turnouts associated with uses; simple corbelled cornices. Fenestration, bay width and rooflines differ among buildings.
- Existing Condition:** Red-tagged with significant structural problems. Using FY2010/2011 capital funds, the Port will design a stabilization plan as funds permit.
- Construction Costs:** 2008 estimate for upgrade to basic core and shell condition readied for UIW machine shop use-specific build-out. Add 12,800 sq. ft. mezzanine.
- Future Use:** With its long history and grand volume of space, thecan become the civic soul of Pier 70. The scale and volume of this complex is a cathedral-like space, an inviting venue for major cultural, market hall, entertainment venue, or institutional use. The preservation, restoration, and appropriate adaptive reuse of this landmark structure is a primary concern of the Port. The Pier 70 financial plan anticipates both public and private partner funding to be required to rehabilitate the building.



Hard Costs (inc. added sq. ft.)	\$28,630,000
Hazardous Materials (25% allowance)	7,160,000
Soft Costs (30%)	8,590,000
Contingency (20%)	5,730,000
Total	\$50,110,000

Exhibit D: RFI Exhibit A:
Lease Terms and Other Requirements

APPENDIX A. LEASE TERMS & PROJECT REQUIREMENTS

Upon successful completion of exclusive negotiations with each selected Developer, the Port anticipates entering into a lease for the proposed project(s). This section briefly describes key terms (the “Key Lease Terms”) required by the Port and other project requirements of the Port or City. The actual terms of the leases will be negotiated with Port staff and are subject to final approval by the Port Commission, and, depending on the lease terms, by the Board of Supervisors.

I. REGULATORY REQUIREMENTS

The selected Respondent will be responsible for obtaining and complying with all government approvals required for the project proposed and paying all permit and processing fees related to the development. Approvals for the project are likely to be required from governmental agencies other than the Port. The Port makes no representations or warranties about which government approvals will be required, or that the necessary governmental approvals to allow the development of the 20th Street Historic Buildings will be obtained. Chapter 10 of the Master Plan provides an overview of the land use regulation and regulators that oversee Pier 70.

A. Secretary of the Interior’s Standards for the Treatment of Historic Properties

All aspects of rehabilitation and new development must comply with the Secretary of the Interior’s Standards for the Treatment of Historic Properties (“Secretary’s Standards”). Additionally, if the developer proposes to take advantage of the Federal Rehabilitation Tax Credit program, the California State Office of Historic Preservation and the National Park Service will review the project for consistency with the Secretary’s Standards.

B. Public Trust - State Lands Commission

The public trust is a form of public ownership of tidal and submerged lands (“tidelands”). In 1968, the State Legislature approved the Burton Act, which authorized the transfer of former tidelands from the State to be held in trust by the City. The Port acquired much of Pier 70 area outside of the the Burton Act transfer, and some of the Pier 70 holdings are not tidelands (“uplands”). Pier 70’s complex ownership history and partial upland status suggest that portions of the Pier 70 area may not be subject to public trust land use restrictions. The Master Plan assumes the ability to develop non-trust uses such as office, research and development, and residential on portions of the Pier 70 area.

As discussed in the Master Plan, the Port plans to address the Pier 70 public trust issue on a comprehensive basis. The Port will take the lead in securing approvals

and legislation needed to realign trust restrictions. The California State Lands Commission and the California Attorney General have oversight and enforcement authority over Port development projects. The Port will work with these entities to resolve the public trust status of the site and rationalize the areas subject to the trust in a manner that serves the public trust and Master Plan objectives. State legislation will be required to effectuate the realignment. The 20th Street Historic Building projects will be expected to collaborate with this process, and the Port will require each development project conform to the final public trust restrictions.

C. Zoning

This area is currently zoned M-2 with a 40 foot height limit. The San Francisco Planning Department maintains a traditional municipal planning role in establishing land use policies and administering the City’s General Plan, Planning Code, and Zoning Map. Any amendment to the San Francisco General Plan, Planning Code, or Zoning Map determined to be required for a project by the Planning Department must be approved by the San Francisco Planning Commission and Board of Supervisors. The Port will initiate a rezoning process in collaboration with the Waterfront Site developer, which may or may not be complete when 20th Street Historic Building developers are selected. Any rezoning outside of the Prop. D rezoning and Planning Commission approvals may result in development exactions and fees, which will be the responsibility of the developer.

D. Environmental Review

The Port will take the lead in conducting a program-level environmental review for development at Pier 70 under the California Environmental Quality Act (CEQA) and the City’s CEQA Guidelines (Admin. Code ch. 31) through the Prop. D Plan process. The Planning Department is the lead agency for environmental review for all development in San Francisco. Completion of CEQA review, including any CEQA administrative appeal processes, is required before the Port Commission, Board of Supervisors, or other decision-makers can issue any discretionary approval for development at Pier 70.

Each selected Developer will be required to submit an Environmental Evaluation application with the San Francisco Planning Department and must comply with all applicable environmental review requirements under CEQA. This project review will be coordinated with the Pier 70 site wide program CEQA review.

E. Building Permit - Port Building Code

The Port, acting in its regulatory capacity, will issue the building permits for project construction, including site preparation, infrastructure and utility improvements, and architectural and signage design review and approvals. 20th Street Historic Building developers must follow all the Port's specific building requirements. The Port has adopted the Port Building Code, which is available on the Port website.

II. KEY LEASE TERMS

A. "As-Is" Condition

The leases will require the selected Respondents to accept the future premises negotiated by the parties, in its existing state and condition, "As-Is," with all faults. Neither the Port, nor any of its agents, contractors or employees (collectively, "Agents"), make any representation or warranty, express or implied, of any kind, with respect to the condition, the suitability or fitness of the 20th Street Historic Buildings for the use or operation as proposed, the compliance with any laws, any matter affecting the use, value, occupancy or enjoyment of the 20th Street Historic Buildings, the accuracy of any reports or other information the Port may disclose pertaining to the condition of the 20th Street Historic Buildings, or with respect to any other matter pertaining to the Waterfront Site. In submitting a response to this RFI, submitting a response to a RFP, entering into exclusive negotiations, or entering into a Lease with the Port for any or all of the 20th Street Historic Buildings, all Respondents will be deemed to waive any right to recover from, and forever release, acquit and discharge, the Port, the City, and their Agents of and from any and all losses, whether direct or indirect, known or unknown, foreseen or unforeseen, connected in any way with: (i) the physical, geotechnical or environmental condition, including the condition of the substructure or the presence of any hazardous materials in, on, under, above or about the 20th Historic Buildings (including soils and groundwater conditions); and (ii) any laws applicable to the condition of the 20th Street Historic Buildings, including hazardous materials laws.

B. Term

The Port will agree to lease terms appropriate for the proposed uses, capital investment, and market conditions, not to exceed 66 years.

C. Assignment, Sublease, Financing, and Transfer

The leases will require the Port's prior approval of any assignment, sublease, financing, or other transfer of any interest in the lease. The leases will provide that the Port will participate in the proceeds that the selected Respondents receive from an assignment, sublease, financing, or other transfer of any interest in the leases.

D. Assessments

1. Community Facilities District

The Port may request Board authorization to form one or more community facilities districts under the Mello-Roos Community Facilities Act of 1982 (Gov. Code §§ 53311 et seq.), under which a special tax may be assessed against property interests (including long term leasehold interests) in the district in order to provide funding for the construction or installation of authorized public improvements or for the operation and maintenance of authorized public improvements. If the Port proposes formation of a community facilities district that includes the 20th Street Historic Buildings, the selected Respondents will be required to cooperate with the Port in its efforts.

2. Infrastructure Financing District

The Port may request Board authorization to form one or more infrastructure financing districts under the Infrastructure Financing District Act (Gov. Code §§ 53395 et seq.), under which increases in property taxes assessed against property interests (including long term leasehold interests) in the district may be used to provide funding for the construction or installation of authorized public improvements. If the Port proposes formation of an infrastructure financing district that includes the 20th Street Historic Buildings, the selected Respondents will be required to cooperate with the Port in its efforts. No Developer will be entitled to infrastructure district funding for its project for cooperating.

E. Maintenance/Repairs/Security

During the terms of the leases, the selected Respondents will be responsible for all improvements, repairs, maintenance, and operating expenses, including any non-exclusive areas such as access roads, utilities and general buffer areas. The Port will have no maintenance obligations with respect to the 20th Street Historic Buildings.

F. Possessory Interest and Other Taxes

The selected Respondents will be required to pay possessory interest taxes on the assessed value of their leasehold interest. Respondents may contact the City Assessor's office for more information on how this tax will be calculated. The selected Respondents also will be required to pay other applicable city taxes, including transient occupancy, parking, sales, and payroll taxes.

G. Security Deposit and Environmental Deposits

A security deposit will be required in an amount no less than two months' base rent. The leases will require each selected Respondent to maintain with the Port an Environmental Oversight Deposit in the amount of \$10,000. The Port will be authorized to use, apply or retain the Environmental Oversight Deposit in

whole or in part to reimburse Port for administrative costs and expenses incurred while inspecting the premises and enforcing the Respondent's obligations under the lease. The leases also will require each selected Respondent to provide the Port with an Environmental Performance Deposit to secure any required cure of any defaults on the part of the Respondent and to compensate the Port for any damage it incurs as a result of the Respondent's failure to perform its obligations, environmental or otherwise. The need for, form and amount of the Environmental Performance Deposit will be determined by Port staff.

H. Insurance and Bond Requirements

Throughout the term of the leases, each selected Respondent will be required to maintain insurance typical for the approved project in amounts and with limits determined appropriate by the Port and with carriers acceptable to the Port in consultation with the City's Risk Manager. Insurance will include: comprehensive general liability; workers' compensation; property insurance on the premises; automobile liability; personal property; business interruption; builder's risk; pollution legal liability; a policy endorsement in a form acceptable to Port; and any other insurance required by law. The Port and City must be named as additional insureds.

Each selected Respondent or its contractor will be required to furnish the Port with a performance bond or other instrument issued by a responsible surety company licensed to do business in California and satisfactory to the Port at the Port's reasonable discretion, in consultation with the City's Risk Manager. The bond will guarantee the Respondent's successful completion of the improvements in a penal sum equal to the estimated cost of the improvements. Depending on the financial capacity of the entity entering into the lease with the Port, the Port may also require a guaranty from a parent company or other security guaranteeing the successful completion of the project.

III. City and Port Requirements

The lease will require the Respondent, its subtenants, contractors and subcontractors to comply with all City and Port regulatory requirements applicable to the Respondent and the project in effect at the time the Lease is executed (the "City Requirements"). The list below is for informational purposes only and is not meant to be comprehensive.

1. Tobacco Product Advertising Prohibition (Admin. Code § 4.20)
2. Non-Discrimination in Contracts and Property Contracts (Admin. Code Chapters 12B and 12C)
3. Implementing the Macbride Principles - Northern Ireland (Admin. Code Chapter 12F)
4. Health Care Accountability Ordinance (Admin. Code Chapter 12Q)

5. Card Check Ordinance (Admin. Code §§ 23.50-23.56)
6. First Source Hiring Ordinance (Admin. Code Chapter 83)
7. Integrated Pest Management Program (Env. Code Chapter 3)
8. Tropical Hardwood and Virgin Redwood Ban (Env. Code Chapter 8)
9. Transportation of Aggregate Materials (Env. Code Chapter 10)
10. Arsenic-Treated Wood (Env. Code Chapter 13)
11. Construction and Demolition Debris Recovery Ordinance (Env. Code Chapter 14)
12. Food Service Waste Reduction Ordinance (Env. Code Chapter 16)
13. Contributions Limits – Contractors Doing Business with the City (Campaign & Gov. Conduct Code § 1.126)
14. Local Truckers (Admin Code Chapter 14B.)
15. Resource-Efficient Facilities and Green Building (Environment Code Chapters 7 and 13C)

IV. Respondent Certification

As part of the submittals in response to this RFI, each Respondent must submit a written application and certificate confirming that it has reviewed, understands, and can comply with the City Requirements and other terms and conditions set forth in this RFI.

At the time of submittal of a proposal (not a statement of interest) in response to an RFP for the one or more of the 20th Street Historic Buildings, Respondents will be required to make a more detailed certification that will address the financial standing, tax payer status, and other disclosures.

V. OTHER PROJECT REQUIREMENTS

A. Equal Opportunity

The Port Commission encourages the participation of Local Business Enterprises (LBEs) and employment of local residents in this RFI opportunity. The selected Respondent will be required to consult with the City's Human Rights Commission to determine appropriate methods for promoting participation by LBEs and workforce development efforts in this opportunity.

B. Prevailing Wages

The Port will require the selected Respondent to pay prevailing wages in the construction of the project in accordance with prevailing wage and labor standards adopted by the Board under San Francisco Administrative Code Section 6.22.

C. Hazardous Materials Rules and Regulations

The selected Respondent will be responsible for ensuring compliance with all federal, state, and local regulations and any adopted Risk Management Plan governing the management of any hazardous materials at Pier 70.

D. Liquor, Food Service, and Business Licenses

The selected Respondent will be solely responsible for obtaining any liquor license(s) from the California Department of Alcoholic Beverage Control, any other required licenses from the City's Department of Public Health and Treasurer/Tax Recorder, and any permits required for proposed uses, such as Place of Entertainment or Dance Hall Keeper permits from the San Francisco Police Department.

E. Conflicts of Interest

The Port reserves the right to disqualify and deem non-responsive any Respondent on the basis of any actual or apparent conflict of interest that is disclosed by the submittal or other information submitted or available to the Port, even if the disqualifying information is discovered after the Port Commission has selected a Respondent to submit a proposal or for exclusive negotiations. The Port's determination of an actual or apparent conflict of interest will be made in its sole discretion.

The selected Respondent will be required to agree to comply fully with and be bound by the applicable provisions of state and local laws related to conflicts of interest, including Section 15.103 of the City's Charter, Article III, Chapter 2 of City's Campaign and Governmental Conduct Code, and Sections 87100 et seq., and Section 1090 of the California Government Code. The selected Respondent will be required to: acknowledge that it is familiar with these laws, certify that it does not know of any facts that constitute a violation of these provisions, and agree to notify the Port immediately if the Respondent becomes aware of any fact constituting a violation during the term of the Lease.

Individuals who will perform work for the Port in evaluating of the selected Respondent and its proposed project concept might be deemed consultants under state and local conflict of interest laws. If so, these individuals will be required to submit a Statement of Economic Interests, California Fair Political Practices Commission Form 700, to the City within 10 calendar days of the Port Commission's selection of the selected Respondent.

F. Respondents' Obligations under the Campaign Reform Ordinance

Respondents must comply with Section 1.126 of the San Francisco Campaign and Governmental Conduct Code (the "Campaign Reform Ordinance"), which

applies to contracts with the City (including the Port) valued at more than \$50,000 for the rendition of personal services, the furnishing of any material, supplies or equipment, the sale or lease of any land or building, or a grant, loan or loan guarantee that is subject to approval by a city elective officer, or the board on which that city elective officer serves. The Campaign Reform Ordinance prohibits contractors from making any contribution to any city elective officer, or any candidates for that office, or any committee controlled by the elected officer, or any board on which an appointee of the elected officer serves at any time between commencement of negotiations and the later of either: (1) the termination of negotiations for the contract; or (2) six months after the date the contract is approved. A person subject to the ordinance is prohibited from making contributions to:

- the officer's re-election campaign;
- a candidate for that officer's office; or
- a committee controlled by the officer or candidate.

The negotiation period begins with the first point of contact, whether by telephone, in person, or in writing, when a contractor approaches any city officer or employee about a particular contract, or a city officer or employee initiates communication with a potential contractor about a contract. The negotiation period ends when a contract is awarded or not awarded to the contractor. Examples of initial contacts include: (i) a vendor contacts a city officer or employee to promote himself or herself as a candidate for a contract; and (ii) a city officer or employee contacts a contractor to propose that the contractor apply for a contract. Inquiries for information about a particular contract, requests for documents relating to a solicitation, and requests to be placed on a mailing list do not constitute negotiations.

Violation of the Campaign Reform Ordinance may result in the criminal, civil, or administrative penalties. For further information, interested parties should contact the San Francisco Ethics Commission at (415) 581 2300.

APPENDIX E: FINANCIAL STANDING, TAXPAYER RESPONSIBILITY & DISCLOSURE QUESTIONNAIRE AND RESPONDENT CERTIFICATION

Instructions: Respondents must complete and submit the completed questionnaire and certification in their submittals. Any material misstatement of the information provided in the completed questionnaire and certification will be grounds for rejection of a submittal or avoidance of any lease award. Undefined terms have the meanings given to them in the Request for Qualifications.

Answer each question below completely. Attach separate sheets of paper, as necessary. State "No," "None" or "N/A" when appropriate. **Do not leave a question unanswered, or your submittal will be deemed incomplete and will not be considered.**

Requirements for this questionnaire differ for differing legal entities, as follows:

Individual: The individual must answer and sign this questionnaire.

Closely held legal entity such as a sole proprietor, LLC, S corporation: The principal of the Respondent must answer and sign this questionnaire on behalf of the Respondent. **In addition,** the principal must answer, provide required attachments and sign a copy of the Experience, Financial Standing, Taxpayer Responsibility and Disclosure portions of this questionnaire.

LLC, LLP, limited partnership or corporation: An authorized representative of the Respondent must answer and sign this questionnaire on behalf of the Respondent. **In addition,** the president, executive officer or equivalent responsible party, such as the managing member of an LLC or the general partner of a limited partnership, must answer, provide required attachments and sign a copy of the Experience, Financial Standing, Taxpayer Responsibility and Disclosure portions of this questionnaire.

Joint venture: An authorized representative of each member of the joint venture must answer, provide required attachments and sign a copy of the Experience, Financial Standing, Taxpayer Responsibility and Disclosure portions of this questionnaire according to the requirements above, **in addition** to a set of responses for the Respondent. Each member must follow the instructions above, as applicable to its form of organization.

Failure to provide complete information regarding the Respondent, including each principal and each responsible party, will cause your submittal to be deemed incomplete.

GENERAL INFORMATION

RESPONDENT'S NAME: _____

(Print name as it is to appear in the lease.)

CONTACT INFORMATION:

Address: _____

City _____ State _____ Zip Code _____

Tel. No.: (__) _____ Fax No.: (__) _____

email: _____

LEGAL FORM: Respondent is a(n) (check box) ☐ individual ☐ corporation ☐ partnership

☐ LLC/LLP ☐ joint venture organized in the State of _____.

Respondents that are not individuals must attach a certificate of good standing issued by the California Secretary of State no more than 4 weeks before the bid submittal deadline.

KEY PERSONNEL INFORMATION: Provide the full name, title and address of all of the Respondent's key personnel, as indicated in the instructions.

Name: _____

First

Middle

Last

Address: _____

City _____ State _____ Zip Code _____

Title or Position: _____

Name: _____

First

Middle

Last

Address: _____

City _____ State _____ Zip Code _____

Title or Position: _____

General Information Cont'd

Name of Respondent: _____

Name: _____

First

Middle

Last

Address: _____

City

State

Zip Code

Title or Position: _____

Name: _____

First

Middle

Last

Address: _____

City

State

Zip Code

Title or Position: _____

Name: _____

First

Middle

Last

Address: _____

City

State

Zip Code

Title or Position: _____

(Use separate sheet for additional key personnel.)

FINANCIAL STANDING

Answering party's name: _____

Sign the authorization below and attach a statement signed by an officer of your financial institution confirming your ability to provide or obtain in the form of liquid assets, an irrevocable letter of credit, a line of credit or an unqualified loan commitment and providing contact information by which the Port may verify the statement, in order to provide assurances to the Port that the Respondent, if selected, will have sufficient funds to develop its proposed project and is otherwise a creditworthy entity.

Authorization for Release of Credit Information

The undersigned hereby authorizes the financial institutions listed below to release to the Port of the City and County of San Francisco all pertinent and confidential information concerning the credit standing or account status of:

Name: _____

(1) Name of Financial Institution: _____

Address: _____

City: _____ State: _ Zip Code: _____

Contact Person: _____ Tel. No.: (_) _____

Account No. _____ Type of Account: _____

Account No. _____ Type of Account: _____

(2) Name of Financial Institution: _____

Address: _____

City: _____ State: _ Zip Code: _____

Contact Person: _____ Tel. No.: (_) _____

Account No. _____ Type of Account: _____

Account No. _____ Type of Account: _____

Authorized Signature: _____

By: _____

Name

Its: _____

Title

Date: _____

TAXPAYER RESPONSIBILITY

Answering party's name: _____

Sign the authorization and waiver below and attach:

1. Evidence of your financial history for that prior tax years as shown in: (A) audited financial statements prepared by a certified public accountant in accordance with generally accepted accounting standards; or (B) reviewed financial statements prepared by a certified public accountant in accordance with generally accepted accounting standards; or (C) notarized copies of filed federal tax returns; and
2. A copy of your current year San Francisco Business Tax Registration Certificate.

Authorization and Waiver

The undersigned taxpayer (the "Taxpayer") hereby requests and authorizes the Tax Collector of the City and County of San Francisco (the "Tax Collector") to disclose confidential information about the Taxpayer and any other entities owned or controlled by the Taxpayer, whether directly or indirectly, to the Port of the City and County of San Francisco (the "Port"). The Taxpayer and each of the entities owned or controlled by the Taxpayer waive all their rights, including those under section 6.22-1 of the San Francisco Business and Tax Regulations Code, to have information about them in the Tax Collector's possession kept confidential. The Taxpayer and each of the entities owned or controlled by the Taxpayer acknowledge that the information disclosed to the Port may adversely affect the Port's evaluation of the Taxpayer's suitability to enter into a lease with the Port.

The Taxpayer shall hold the Tax Collector, the Port and the City and County of San Francisco harmless from any liability, claims, losses and damages caused by the Tax Collector's disclosure of confidential information about the Taxpayer and/or the entities owned or controlled by the Taxpayer.

This request and authorization is limited to the following specific items of information:

- Outstanding business, payroll or other applicable taxes.
- Payment history of business, payroll or other applicable taxes.
- Audit history, if any, including audits in progress.
- Filing history of payroll, business and other applicable tax returns.
- Payment history of miscellaneous license or permit fees.
- Payment history of possessory interest/property taxes.

Answering party's name: _____

Name of Taxpayer: _____

Taxpayer EIN: _____

Authorized Signature: _____

By: _____

Name

Its: _____

Title

Date: _____

Name of Taxpayer-Controlled Entity: _____

Entity EIN: _____

Authorized Signature: _____

By: _____

Name

Its: _____

Title

Date: _____

Name of Taxpayer-Controlled Entity: _____

Entity EIN: _____

Authorized Signature: _____

By: _____

Name

Its: _____

Title

Date: _____

(If other entities exist, list on a separate sheet of paper and attach.)

DISCLOSURE QUESTIONS

Answering party's name: _____

Note: If the answer to any of the disclosure questions requires additional space for explanation, attach separate sheets as necessary to provide a full explanation of the relevant circumstances and any subsequent disposition of the matter. Place the corresponding question number before each separately attached response.

Have you or any of your principals ever been a party to an agreement with a public entity that was terminated for cause (e.g., breach)? ☐ Yes ☐ No

If yes, identify the public entity, state the nature of the agreement, the date of termination, and the specific reasons for the termination below.

Have you or any of your principals ever been a party to an agreement with a public entity that was cancelled without cause? ☐ Yes ☐ No

If yes, identify the other party to the contract, the date of cancellation, and the specific reasons for the cancellation below.

Have you or any of your principals ever been in arrears on taxes or fees due on any business or operation? ☐ Yes ☐ No

If yes, identify the jurisdiction and explain below.

Disclosure Questions Cont'd

Answering party's name: _____

Have you or any of your principals ever been the subject of an enforcement action taken by any governmental body relating to unfair and/or fraudulent business practices, non-payment of taxes, violations of any city, county, state or federal regulation, ordinance or statute? ☐ Yes ☐ No

If yes, identify the governmental body and explain below.

Have you or any of your principals ever been a party to any regulatory action, including any notice of violation, order or fine, taken by a regulatory agency, including any local, regional, state or federal agency with purview over air or water quality (including stormwater management), or the handling, storage or disposal of hazardous or solid waste? ☐ Yes ☐ No

If yes, identify the regulatory agency and explain below.

Have you or any of your principals ever been a party to any legal proceedings, actions, arbitrations or mediations? ☐ Yes ☐ No

If yes, provide below: (a) the date each matter was initiated; (b) the present status of each matter; (c) if a judgment was entered against you, whether the judgment has been satisfied in full, and if not, the current status. If you are a publicly-traded organization, your response may be limited to actions filed in California or relating to property or transactions in California.

Answer:

Disclosure Questions Cont'd

Answering party's name: _____

Have you or any of your management staff ever been a party to any administrative complaints/hearings filed, or any debarments or suspensions or other administrative actions commenced, by any federal, state or local government entity? ☐ Yes ☐ No

If yes, provide below: (a) the date each matter was initiated; and (b) the present status of each matter. If you are a publicly-traded organization, your response may be limited to actions filed in California or relating to property or transactions in California.

Answer: _____

Have you or any of your principals ever filed for bankruptcy? ☐ Yes ☐ No

If yes, provide below: (a) dates and jurisdiction of each filing; (b) case numbers and types of cases (e.g., Chapter 7 liquidation or Chapter 11 or Chapter 13 reorganization); and (c) current status of each case.

Describe any business, property, gifts, loans, investments or other financial relationships between you and any member of the Port Commission or the Board of Supervisors (or members of their immediate families), which are financial interests as defined by Section 897103 of the California Fair Political Practices Act.

Answer: _____

RESPONDENT CERTIFICATE

Name of Respondent: _____

On behalf of the party named above, the undersigned certify under penalty of perjury under the laws of the State of California that:

1. The responses (including any required additional responses of related parties) to this Financial Standing, Taxpayer Responsibility & Disclosure Questionnaire ("Questionnaire") and Respondent Certificate ("Certificate") (including any attached sheets) consists of _____ pages.
2. The undersigned understands and agrees that the Port makes no representations or warranties with respect to the offering described in the Request for Proposals ("RFP"), and that everything relevant to this submittal has been based on either the undersigned's own knowledge or the information provided by the Port in the RFP at the pre-submittal conference and on the Port's web page for the RFP.
3. The undersigned certifies that the Respondent named above has not agreed to pay now or in the future, and has not in fact paid, directly or indirectly, any fee, commission, or other things of value to any City or Port employee, agent, representative, commissioner, or contractor in an effort to influence the Port Commission's decision to award a lease.
4. The undersigned represents that the Respondent has no conflict of interest that could interfere with the development and operations described in the submittal to which this Questionnaire and Certificate are attached.
5. The undersigned states that the Respondent is familiar with the provisions of Section 15.103 of the San Francisco Charter, certifies that it knows of no facts that would constitute a violation of those provisions, and agrees to notify the Port immediately upon becoming aware of any facts that would constitute a violation of those provisions. The undersigned further certifies that it has made a complete disclosure to the Port of all facts bearing on any possible interests, direct or indirect, which the undersigned believes any officer or employee of the Port presently has or will have in the lease contemplated by the submittal to which this Questionnaire and Certificate are attached or in the performance thereof or in any portion of the profits thereof.
6. By submitting the submittal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent has read and understands the terms and conditions of the RFQ and, if selected: (1) will meet all Key Lease Terms set forth in the RFP; (2) will satisfy all the requirements for exclusive negotiations and for any extension(s) thereof, as set forth in the RFP; and (3) is ready, willing and able to comply with all the City Requirements and other terms and conditions of the RFP as they apply to the attached submittal.
7. By submitting the submittal to which this Questionnaire and Certificate are attached, the undersigned certifies that the Respondent agrees that it has no claim against the Port or the City by reason of, and waives any and all rights with respect to, the following: any aspect of the submittal to which this Questionnaire and Certificate are attached, any aspect of the selection process, any informalities or defects in the selection process, the rejection of any submittal, the acceptance of any submittal, the execution of any lease, the failure to enter into any lease, and any statement, representation, act or omission of the Port or its agents in connection with the submittal to which this Questionnaire and Certificate are attached or the RFP.

Respondent Certificate cont'd

8. The individual(s) signing behalf of the undersigned is/are authorized representative(s) of the Respondent with full and complete rights to makes the certifications above and to bind the Respondent to the submittal to which this Questionnaire and Certificate are attached.
9. The responses provided to this Questionnaire and Certificate were formulated after investigation of the Respondent's operations by myself personally or are based on information provided to me by another responsible person with unlimited authority to conduct the investigation. The undersigned represents that each decision-making principal or an authorized representative of the Respondent has reviewed and understands the terms and conditions that are the subject of this Questionnaire and Certificate and approved the execution of this Questionnaire and Certificate.
10. Based on the results of the investigation, I believe all information provided in response to this Questionnaire and Certificate is true and correct.

If the Respondent is a joint venture or other form of undertaking by more than one individual or entity, an authorized representative of each principal must sign and date this Certificate below.

Name of principal: _____

By: _____

Name: _____

Title: _____ Date: _____

Name of principal: _____

By: _____

Name: _____

Title: _____ Date: _____

Name of principal: _____

By: _____

Name: _____

Title: _____ Date: _____