



## **Pier 70 - Request For Interest**

---

### **20<sup>th</sup> Street Historic Buildings**



**February 16, 2011**

**CITY AND COUNTY OF SAN FRANCISCO  
Edwin M. Lee, Mayor  
SAN FRANCISCO PORT COMMISSION**

**Kimberly Brandon, President  
Ann Lazarus, Vice President  
Francis X. Crowley, Commissioner**

**Monique Moyer, Executive Director  
February 16, 2011**

**NOTICE TO INTERESTED PARTIES:**

To ensure that you receive any additional information and other releases by the Port,  
you must register as an interested party on the Port's website for this offering:  
[www.sfport.com/pier70](http://www.sfport.com/pier70)



February 16, 2011


The Port of San Francisco seeks your interest in rehabilitation opportunities in the Pier 70 historic district. Since its beginning as a city, San Francisco's trade and industry have flourished on the waterfront, and ships and piers have defined the eastern shore. Pier 70, below 18th Street on the Central Waterfront, is a remarkable remnant of this heritage. Even now, the largest floating drydock on the West Coast operates here, repairing massive naval and cruise ships.

The Port and its stakeholders have worked long and hard to reach this pivotal point in the future of this truly historic place. With a vision defined, a framework in place for attracting public and private investment, and growing interest in Pier 70 and the surrounding neighborhood, now is the time to attract the private, public, and non-profit sector parties to rehabilitate one or more of these buildings.

This Request for Interest offers six buildings that line 20<sup>th</sup> Street, the "Main Street" of the historic shipyard. The buildings offered include the magnificent space of the 1885 Union Iron Works Machine Shop, with its two-block long, skylit space, and 60 foot ceiling, the 1896 Romanesque Revival Union Iron Works Office Building, and the two elegant Beaux Arts buildings constructed by Bethlehem Steel in 1912 and 1917.

The renaissance of San Francisco's northern waterfront in the last two decades has created new landmarks, given new life to historic structures, and established world-class destinations at the Ferry Building and the AT&T Ballpark. The Port invites you to participate in leading this waterfront renaissance southward to Pier 70. I welcome your interest in revitalizing 20<sup>th</sup> Street's buildings, both to honor our industrial past and to inspire the San Franciscans of tomorrow.

Sincerely,

  
Monique Moyer  
Executive Director



PORT OF SAN FRANCISCO

TEL 415-355-5000

TOLL 800-451-5007

ADDRESS Pier 1

FAX 415-355-5000

WWW.PSF.PORT.GOV

San Francisco, CA 94112



*Pier 70 Site Setting and Location (photo: Bob Ecker)*





*Historic 20<sup>th</sup> Street on January 21, 1941*

The Port of San Francisco has embarked on a new vision for Pier 70, one that will create a vibrant and authentic historic district that re-establishes the historic activity level, activates new waterfront open spaces, creates a center for innovative industries, and integrates ongoing ship repair operations. The recently completed Pier 70 Preferred Master Plan (“Master Plan”) provides the framework for this transformation. Port stakeholders, public officials, and the city-wide community have demonstrated overwhelming support both for the Master Plan and the legislative initiatives to lay the ground work for Pier 70’s re-birth.



*Christopher Grubb illustration of historic 20<sup>th</sup> Street*

Three years of community planning, extensive investigations, and civic discussion precede this historic rehabilitation opportunity. This Request for Interest (“RFI”) seeks tenants for six buildings on 20<sup>th</sup> Street (“20<sup>th</sup> Street Historic Buildings”) who can work collaboratively with the Port to revive Pier 70.

# REQUEST FOR INTEREST IN REHABILITATION OPPORTUNITY

## HISTORIC BUILDINGS ON 20<sup>TH</sup> STREET AT PIER 70

# 20<sup>th</sup> Street Historic Buildings



## Summary of Offering

<b>Opportunities:</b>	Rehabilitate one or more of the 20 <sup>th</sup> Street Historic Buildings under a development agreement and long-term lease consistent with the Port's Master Plan.
<b>Location:</b>	Pier 70 historic district, eligible for the National Register of Historic Places, 69 acres of land bounded by Mariposa Street, Illinois Street, 22 <sup>nd</sup> Street, and San Francisco Bay.
<b>Buildings Offered:</b>	Six historic buildings at the foot of 20 <sup>th</sup> Street, shown to the left.
<b>Uses:</b>	Land uses encouraged include cultural, institutional, office, retail, and industrial uses.
<b>Capital Investment:</b>	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.
<b>Historic Buildings:</b>	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 and are eligible for tax incentives.
<b>Lease Term:</b>	As appropriate for the proposed uses, capital investment, and market conditions, not to exceed 66 years in length.
<b>Financial Requirement:</b>	Fair market rent considering capital investment and demonstrated capacity to complete the rehabilitation of the historic structure(s).
<b>Selection Process:</b>	RFI submittals will be reviewed against the evaluation criteria using the review process described herein. Based on the evaluations, the Port Commission may invite proposals for one or more of the 20 <sup>th</sup> Street Historic Buildings.
<b>Submittal Timing:</b>	Complete submittals must be received by June 1, 2011 to receive first consideration. Submittals will be accepted after that date until all buildings are successfully leased or this RFI is superseded by a later development solicitation.
<b>Pre-Submittal Meeting:</b>	Thursday, March 24, 2011, 10:00 a.m. at the Port's office at Pier 1.
<b>Contact:</b>	Lynda Swanson, Port of San Francisco, Project Manager Pier 1, San Francisco, CA 94111 (415) 274-0380 <a href="mailto:Lynda.Swanson@sfport.com">Lynda.Swanson@sfport.com</a>





Pier 70 Location





## II. CONTEXT FOR THE OFFERING

### A. Request for Interest

The Port of San Francisco is pleased to issue this RFI seeking qualified respondents to rehabilitate one or more of the 20<sup>th</sup> Street Historic Buildings at Pier 70, located on San Francisco's Central Waterfront. Following the evaluation of responses to the RFI, the Port may issue Request(s) for Proposals ("RFP") for some or all of these buildings.

These buildings form the historic core of Pier 70 and will require expertise in historic rehabilitation and substantial investment to meet user requirements. Most of these buildings are ranked as "very significant" in the recently completed Master Plan and are priorities for early rehabilitation. The Port seeks developers, businesses, or institutions ("Developer") that can re-purpose these buildings through imaginative reuse that both rehabilitates and re-populates 20<sup>th</sup> Street. The Developer could be either an entity seeking a facility for its own use or a traditional real estate developer rehabilitating for future tenants' use.

### B. The Site and Environs

Pier 70 is a 69-acre historic shipyard property situated along San Francisco's Central Waterfront, just south of Mission Bay; it is generally bounded by Mariposa Street to the north, Illinois Street to the west, 22<sup>nd</sup> Street to the south, and San Francisco Bay to the east.

Two blocks to the west of Pier 70 is Third Street, a major arterial running from the city's southern border to the Financial District. In 2007, the Municipal Railway extended the light rail network down Third Street, connecting the area to downtown and regional transit. Future plans include service along Illinois Street adjacent to Pier 70. The Dogpatch neighborhood to the west is a mix of light industrial and residential buildings, many dating back to the late 19<sup>th</sup> and early 20<sup>th</sup> centuries. Recently new restaurants and residential buildings have been added to the Dogpatch area. Further west is the Potrero Hill residential district.

Two blocks north of Pier 70 lies the southern boundary of Mission Bay, a new neighborhood encompassing the University of California San

Francisco's research campus and hospital (in construction) and biotech and office buildings in the southern half. Six thousand housing units, 500,000 square feet of retail, and a hotel will complete the Mission Bay neighborhood. An extensive waterfront park will define the eastern edge of Mission Bay.

### C. Pier 70's History

Pier 70 is the most intact historic maritime industrial complex west of the Mississippi River and is significant for its role in the industrialization of the United States. Ships built at Pier 70 served the United States military from the Spanish-American War in the late 1800's through the two World Wars and into the 1970's. Previously known as the Union Iron Works ("UIW"), the Bethlehem Steel Shipyard, and the San Francisco Yard, Pier 70 was a 19<sup>th</sup> century ship building and repair facility, important to the nation's maritime history. In 1884, Pier 70 was the site of the first steel hull shipyard on the West Coast of the United States. UIW built ships for the Japanese Navy and for Admiral Dewey's fleet in the late 1880's. Bethlehem Steel took over in 1905 and became the primary West Coast naval shipyard during World War I. With World War II came round-the-clock ship repair; between 1942 and 1945, some 2,500 damaged ships were repaired and returned to service.

In recognition of this national historic context, the Pier 70 Historic District will be nominated to the National Register of Historic Places. The Port has prepared the required nomination and will take the lead in securing the historic district designation. The Pier 70 historic district is significant because of its association with the American steel hull ship building industry. The industry's story includes how the work evolved, relations between workers and management, changing management tools and methods as well as how dramatically the architecture changed from the City-Beautiful period in the late 19<sup>th</sup> century to the modern efficient industrial vernacular of World War II.

The history of the shipyard is reflected in the buildings erected in the various decades. In the late 19<sup>th</sup> century, the UIW shipyard operated with the 1885-86 UIW Machine Shop (Building 113), foundry (Building 114), plate shop, pattern shop, smith shops, and slipways. In 1896 the UIW Office Building was added. Just preceding World War I, Bethlehem Steel retained two renowned San Francisco architects, Frederick H. Meyer and Charles Peter Weeks, to design grand buildings in the Beaux Arts style then spreading across the country as part of the City Beautiful movement. Buildings erected in this period included the 1912 Power House (Building 102) and the 1917 Main Office/Administration Building (Building 101). When completed, these buildings created a grand formal entrance to the yard at the corner of 20<sup>th</sup> and Illinois Streets. World War II led to further rapid growth, with buildings that were functional and quick to erect, sheltering large equipment and supporting processes that made the shipyard capable of rapidly repairing naval vessels.

Bethlehem Steel continued to build government and commercial ships at Pier 70 into the 1970's. In the early 1980's, Bethlehem went bankrupt and sold the shipyard to the Port of San Francisco. Over the years, as the facility has evolved into a ship repair yard, the need for space has reduced. Today the shipyard operates on approximately 17 acres of land, plus the piers and wharves.



*Historic 20<sup>th</sup> Street, 1941*

## D. Pier 70 Preferred Master Plan

In April 2010, the Port completed a three year community planning process to create the Master Plan, available on the Pier 70 web site, [www.sfport.com/pier70](http://www.sfport.com/pier70). Meeting the urgent need to rehabilitate the extraordinary historic resources at the site was paramount in the Master Plan. Thus, the Master Plan prioritizes the revitalization of the 20<sup>th</sup> Street Historic Buildings as necessary to revive Pier 70 overall and to connect the adjacent neighborhoods to the waterfront. The Port's additional goals for Pier 70 include expanding the employment base by adding 6,000 to 8,000 new jobs while sustaining the ship repair operations, establishing new waterfront parks, and creating a 21<sup>st</sup> century working waterfront.

The Master Plan recognizes that significant new development is required to fund the historic preservation and other public benefits and establishes design guidelines to inform that development. On May 11, 2010, the Port Commission authorized two development solicitations to implement the Master Plan. The first offering (released on August 30, 2010) was for the Waterfront Site, 25 acres at the southeast corner of Pier 70, with capacity for 2.5 million square feet of new development and 260,000 square feet in rehabilitated historic buildings. By generating tax revenues and economic activity, the Port intends for the Waterfront Site project to spur investment in Pier 70's parks, infrastructure, and historic buildings. The second development offering is this RFI.

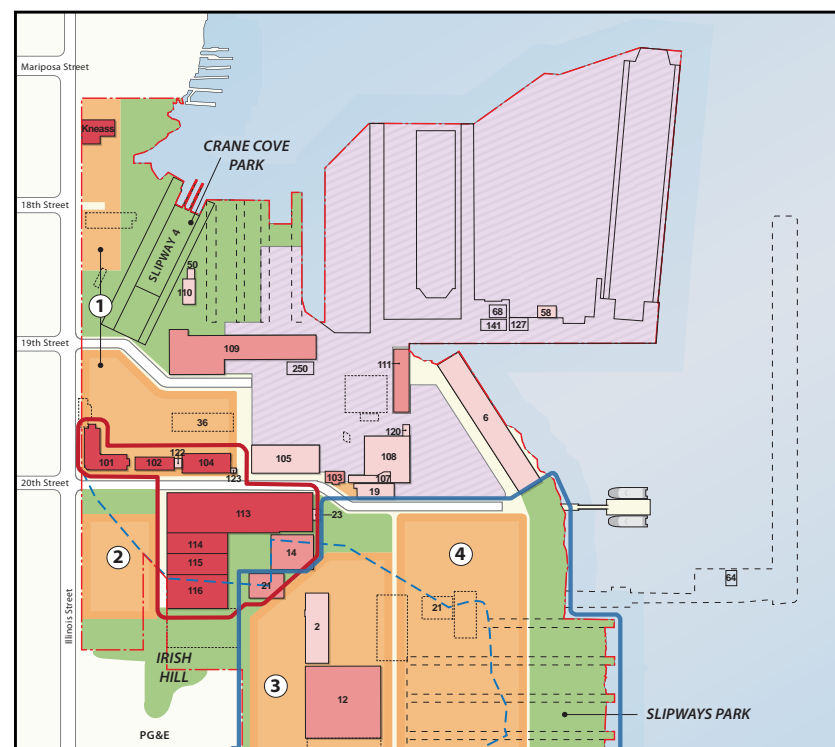


*Interior of Buildings 113-114*

## E. Plan Implementation

Chapter 10 of the Master Plan is its Implementation Strategy, which focuses on securing public resources, reducing entitlement uncertainty for prospective developers, and collaborating with the regulatory agencies overseeing Pier 70. The Port has secured public finance tools, including property tax increment finance authority, which will bring public investment to Pier 70. In November 2008, San Francisco voters added Section B7.310 to the City's Charter specifically to facilitate the Pier 70 project. Placed on the ballot with support of former Mayor Newsom and the full Board of Supervisors and approved by 68 percent of voters, Proposition D established a process for the Board to approve financial and land use plans for Pier 70 (together, the "Prop. D Plan").

In addition to increasing certainty in the Pier 70 entitlement process, Proposition D represents an extraordinary public commitment of public monies to Pier 70. This charter provision allows the Board to allocate a 20-year funding stream based upon 75% of the projected growth in payroll and hotel taxes associated with the Pier 70 development. These funds are restricted to historic rehabilitation, seismic improvements to piers and structures, remediation, waterfront parks, and maritime facilities. This funding stream can be used to support revenue bonds to accelerate the revitalization of Pier 70. The approval of this funding can be part of the adoption of the Prop. D Plan by the Board.



Pier 70 Preferred Master Plan



## F. Historic Preservation Priorities

Recognizing the financial challenge of rehabilitating contributing buildings, the Port has created new financial tools to address the costs of historic rehabilitation and other public benefits. These tools leverage the additional taxes that investment at the site will generate, thus assuring additional funds will be available as development proceeds at Pier 70. The first priority for public funding sources is historic preservation, especially the UIW Machine Shop. The Port continues to seek funding to accelerate investment in the historic buildings; for example, it is using scarce annual capital budget funds to begin to stabilize the UIW Machine Shop.

Private sector expertise is needed to define the use programs for these buildings, determine cost-effective rehabilitation strategies, access historic and new markets tax credits, rehabilitate these historic resources, and maintain and operate the buildings. The Port expects, at a minimum, the Developer(s) will fund use-specific capital costs and on-going operating costs. If warranted by the building condition or nature of the future use program, public funding sources could potentially provide capital for costs related to remediation, seismic retrofit, and core building improvements. Because the timing and amount of possible public investments are not certain, the Port cannot commit, at this time, to funding any specific projects at Pier 70.

Through this RFI, the Port seeks Developers for the 20<sup>th</sup> Street Historic Buildings that can bring together the financial resources needed for these projects – be they public, private, or philanthropic funds. The Port stands ready to negotiate lease terms that attract capital investment for these buildings and to work with future Developers to address any feasibility gaps.

## G. UIW Machine Shop

The UIW Machine Shop (Building 113/114) stands on the south side of 20<sup>th</sup> Street just east of Illinois Street, and is one of the most valuable and most vulnerable historic resources at Pier 70. With its rich history and grand volume of space, it can become the civic soul of Pier 70. The two-block long building consists of two unreinforced brick structures (built in 1885 and 1886) that were joined in 1914 by a reinforced concrete connector building. The building contains about 90,000 square feet of floor space, 492 feet long by 175 feet wide, and stands about 62 feet tall.

The scale and volume of this complex creates a cathedral-like space, and is an inviting venue for major cultural, market hall, or institutional use, which is promoted in the Plan. The preservation, restoration, and appropriate adaptive reuse of this landmark structure is a primary concern of the Master Plan and this RFI. At the present, this barricaded and “red-tagged” building and ships in drydock are the public image of Pier 70. In time, the UIW Machine Shop will be seen as the anchor facility of Pier 70; it will offer future generations a chance to enjoy the beauty of this building, so instrumental in the industrialization of the West.



*Union Iron Works Machine Shop*

### III. DEVELOPMENT OBJECTIVES

#### A. Objectives for 20<sup>th</sup> St Historic Buildings

For the right users, these buildings offer marquee location and the ability to partner with the Port to secure public and philanthropic funding. Pier 70 will be nominated to the National Register of Historic Places. Rehabilitation of the 20<sup>th</sup> Street Historic Buildings will be required to be consistent with the Secretary of Interior's Standards for the Treatment of Historic Properties.

The Port Objectives for the development of the 20<sup>th</sup> Street Historic Buildings, drawn from the Master Plan, include the following:

1. Activities that promote public use and appreciation of the water front 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 of Interior's Standards for the Treatment of Historic Properties.
4. A publicly-oriented use that activates Pier 70 for the UIW Machine Shop.
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.

#### B. Land Uses and Activities Encouraged

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

- Restaurants, visitor-serving commercial, entertainment, and cultural uses that enhance the public nature of Pier 70.
- Museum space or other types of exhibition space, such as film, music, or performance art, that preserve and make open to the public the vast interiors of the Pier 70 industrial structures as a valued public amenity.
- Educational and institutional uses bringing the public, students and clients to activate 20<sup>th</sup> Street.
- Office, biotech, and research and development uses that support adaptive reuse.
- Light industrial uses, including production, distribution, repair, warehousing, manufacturing, and art-related uses such as studios and exhibit spaces.



*Christopher Grubb illustration of Building 101*



*Workers leaving the Shipyards, World War II*



## IV. THE OFFERING

### A. 20<sup>th</sup> Street as Pier 70's Core

The Master Plan calls for the heart of Pier 70, the 20<sup>th</sup> 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 19<sup>th</sup> Street extension. At the junction of 20<sup>th</sup> 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, 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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."*

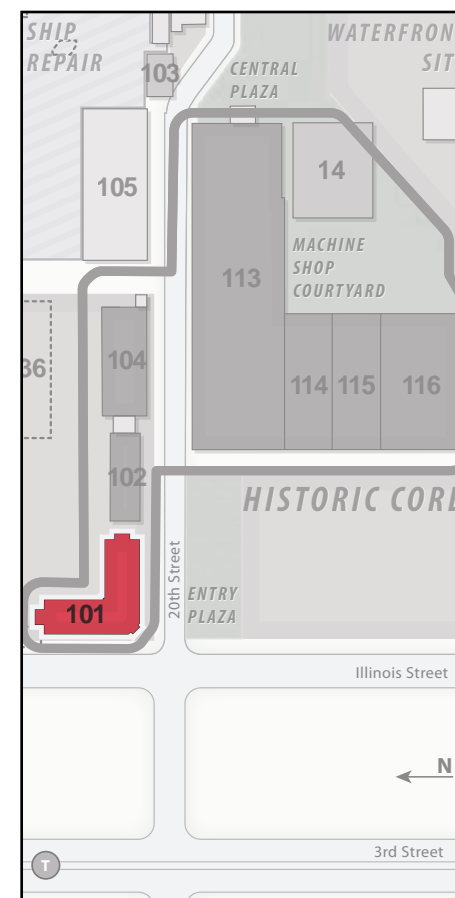
*SF Chronicle, January 27, 1917.*



# BETHLEHEM STEEL OFFICE BUILDING

Built 1917 | 56,000 ft<sup>2</sup>

- 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 20<sup>th</sup> and Illinois.
- Construction Type:** Concrete and brick building with stucco cladding. Classical Revival architectural style.
- Prominent Features:** Stands at the corner of 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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
<b>Total</b>	<b>\$25,480,000</b>



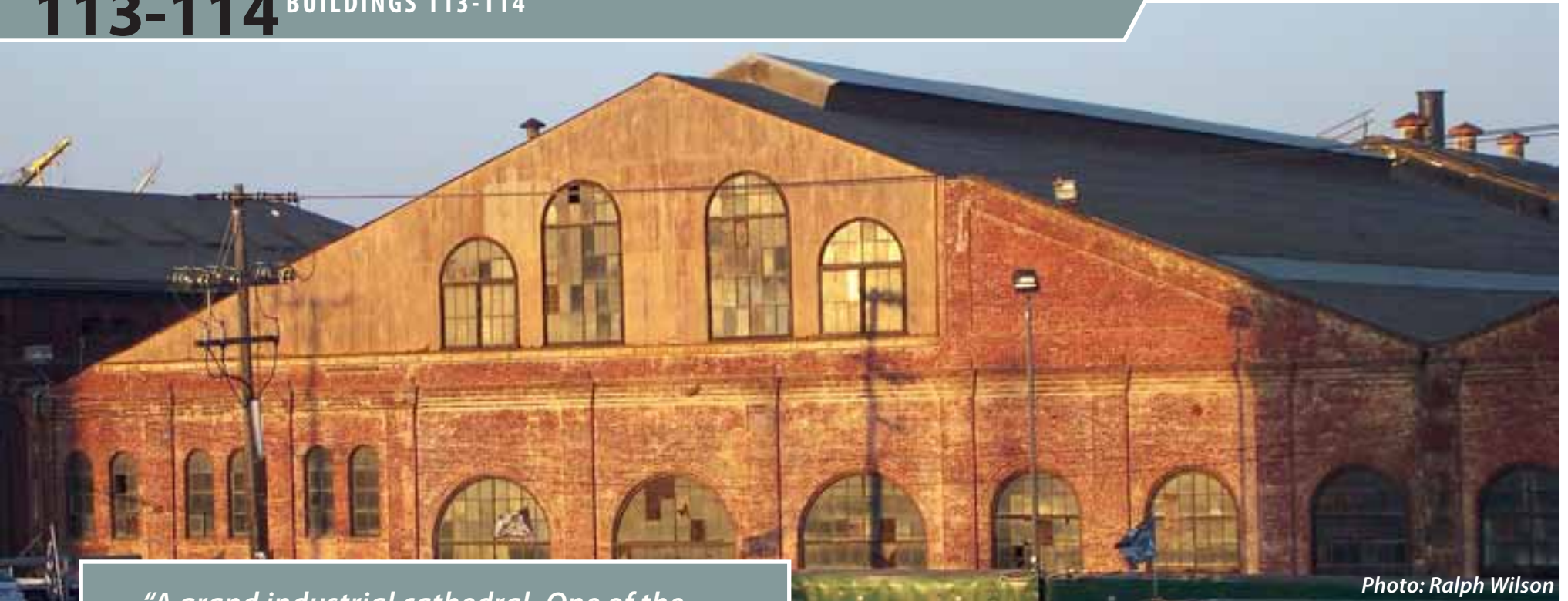


Photo: Ralph Wilson

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

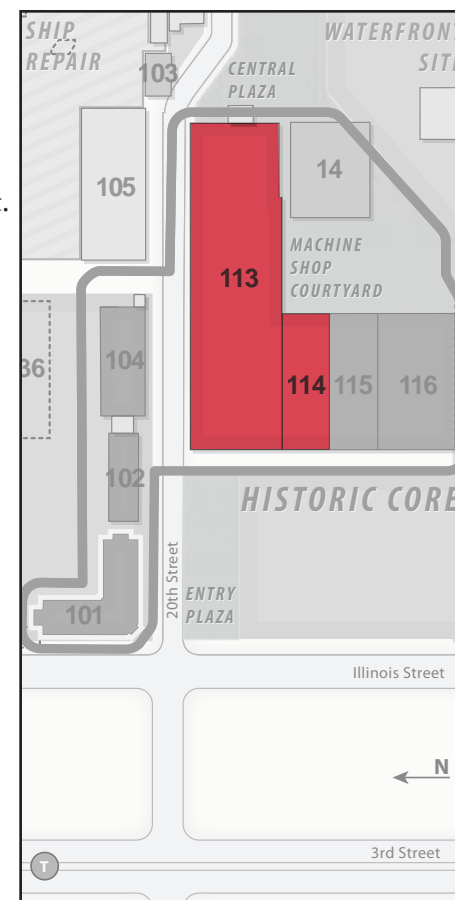
*Professor Paul Groth, University of California, Berkeley, School of Architecture.*



# UNION IRON WORKS MACHINE SHOP

Built 1885-1886 | 90,000 ft<sup>2</sup>

- 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
<b>Total</b>	<b>\$50,110,000</b>





*"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*



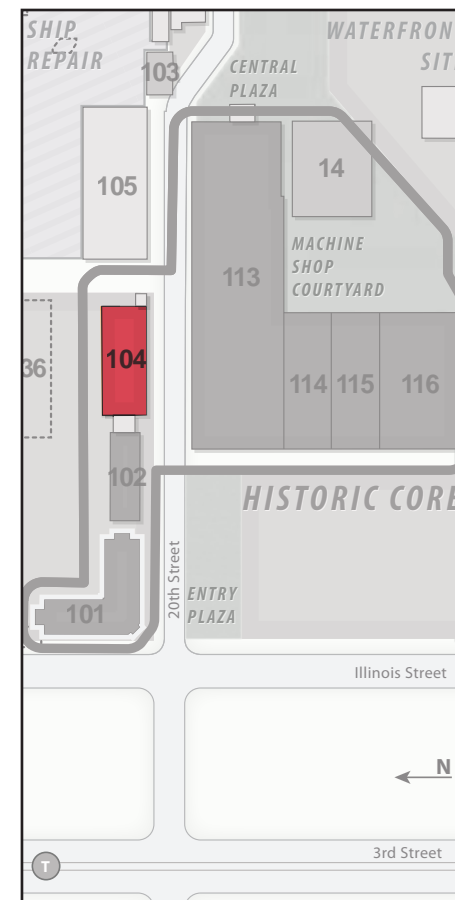
*Union Iron Works Office Building Interior (photo: Scott Haefner)*



# UNION IRON WORKS OFFICE BUILDING

Built 1896 | 38,000 ft<sup>2</sup>

- 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 20<sup>th</sup> Street . To the extent appropriate for the structure, uses that bring pedestrian activity to 20<sup>th</sup> 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
<b>Total</b>	<b>\$18,100,000</b>



*"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 ft<sup>2</sup>

- 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 20<sup>th</sup> 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
<b>Total</b>	<b>\$4,520,000</b>





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 ft<sup>2</sup>

**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
<b>Total</b>	<b>\$21,530,000</b>



*"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 ft<sup>2</sup>

**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.

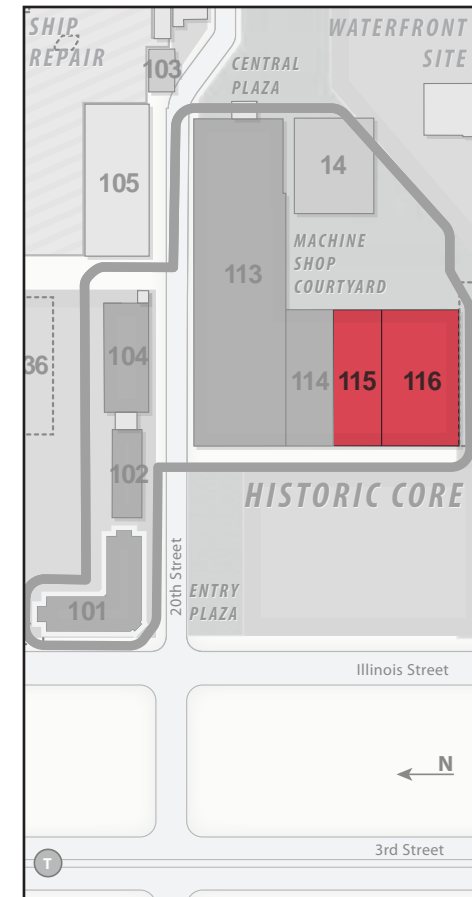
**Construction Type:** Unique experimental 1917 composite steel and concrete construction; multiple wood sash windows.

**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
<b>Total</b>	<b>\$31,490,000</b>

# Machine Shop Courtyard

The Machine Shop Courtyard concept arose in the Master Plan process and is depicted to the right. Adaptive reuse of the UIW Machine Shop as significant publicly-oriented cultural use with a primary entrance from 20th street and pedestrian access through the building can create the Machine Shop Courtyard. Ground floor uses in buildings framing the courtyard could include restaurants, food markets galleries and other specialty retailers, spilling out into the courtyard to help activate it. The grade difference between the future Michigan Street and Buildings 115/ 116 would allow parking on the ground level for the western portion of the building with added levels above for office.



*Christopher Grubb illustration*

## V. RFI SCHEDULE AND SUBMITTAL REQUIREMENTS

### A. Schedule

The key dates for this offering are below. All times in this RFI are local to San Francisco, California.

RFI Issued	Wednesday, February 16, 2011
Pre-submittal Meeting	Thursday, March 24, 2011, at 10:00 a.m. at Pier 1
Submittal Deadline	Wednesday, June 1, 2011
Initial Port Commission Consideration	Summer 2011
Invite Proposals	Summer/Fall 2011
Port Commission Award Opportunities	Fall 2011 or later

### B. Pre-Submittal Meeting and Tours

Interested parties are strongly encouraged to attend the pre-submittal meeting on Thursday, March 24, 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.

Building tours will be available based on interest. Please RSVP indicating which building you would like to tour to [Lynda.Swanson@sfport.com](mailto:Lynda.Swanson@sfport.com) to receive details. Access will be limited based on building conditions and participants in the tour must sign liability waivers.

### C. Questions Regarding this RFI

Any requests for information concerning, or for modification or clarification of, this RFI, other than those raised at the pre-submittal meeting, must be submitted in writing to: Lynda Swanson, Port of San Francisco, Pier 1, San Francisco, California 94111, or to facsimile number (415) 274-0495 or by email to [Lynda.Swanson@sfport.com](mailto:Lynda.Swanson@sfport.com). Written

responses to all questions directed to Port staff in writing will be posted on the Port's web page for this RFI; email notice of the posting will be sent to all interested parties who register.

### D. Initial Submittal Deadline

Submittals received by Wednesday, June 1, 2011 will be given first consideration. The Port may select one or more respondents to participate in a subsequent RFP process. The Port, at its option, may consider expressions of interest received after June 1, 2011, as opportunities for building reuse evolve at Pier 70.

Address for Submittals: Lynda Swanson  
Port of San Francisco  
Pier 1, The Embarcadero  
San Francisco, CA 94111

### E. Submittal Requirements

#### 1. Application Form

Express your interest in this opportunity by completing the application form ("Application"). This form is available as a Adobe Portable Document Format ("PDF") form on the RFI website. The Application requires short responses to the following items.

- Identify the building(s) of interest.
- Identify the Respondent.
- Describe the project concept proposed, including the uses and activities of each building. Identify uses or users and market rationale.
- What is the primary use or user of the building(s) of interest? At a general level, identify the number and type of employees, visitors, customers, or clients that the project would bring to Pier 70. Do you anticipate subtenants in the project?



- In general terms, discuss the rehabilitation proposed for the building(s) to meet the uses proposed.
- Who will manage the rehabilitation process? At this stage, you need not have identified a development partner, but should discuss how you will choose such an entity.
- If existing operations would be moved to 20<sup>th</sup> Street, describe your current facilities (size, own or rent, location). Why does a move to Pier 70 serve your organization's objectives? What is your timing for requiring new facilities?

### **2. Additional Information**

- In addition to the completed application form, Respondents can provide up to five additional, 8 ½ by 11 inch, pages to either expand upon answers to questions on the form or provide pertinent information regarding the Respondent and/or its interest in the 20<sup>th</sup> Street Historic Buildings.
- Include your most recent annual report or other document summarizing organizational activity and financial standing with your response.
- Complete and sign the Respondent Certification Form agreeing to the terms of this RFI. This form is also on the RFI website for download.

### **3. Submittal Format**

Submittal must include three (3) copies of the completed Application, any additional information (limited to five pages) and annual report. Please do not bind, other than with a staple, the application and additional pages and do not submit in a binder or other folder. Only one copy of the executed certificate is required. Please also submit your application and additional pages in electronic form as PDF file.

## VI. EVALUATION OF SUBMITTALS

### A. Review Process

The Port intends to invite one or more of the Respondents to this RFI to submit an adaptive reuse proposal for one or more of the 20<sup>th</sup> Street Historic Buildings. The Port will evaluate responsive submittals to this RFI and will recommend the next steps to the Port Commission. The Port Commission will direct the terms of a RFP for any or all of the 20<sup>th</sup> Street Historic Buildings at a duly noticed public meeting. The Port Commission is the sole decision-maker regarding this RFI/RFP process, in its sole discretion, and the Port Commission reserves the right to reject any or all submittals, to solicit and accept proposals from parties who have not responded to this RFI, or to terminate this process at any time. Following review of the subsequent proposals submitted, 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 must approve the lease and related documents.

### B. Evaluation Criteria for RFI Submittals

The following criteria, with roughly equal weighting, will be used to determine which Respondents will be invited to make proposals for adaptive reuse of some or all of the 20<sup>th</sup> Street Historic Buildings.

#### 1. PROJECT CONCEPT

- a. Ability to meet the Port Objectives for the 20<sup>th</sup> Street Historic Buildings (Section III.A).
- b. Fit of proposed project concept to the goals of the Master Plan and the Secretary of Interior's Standards for the Treatment of Historic Properties.
- c. Identified users for the site and/or prior experience securing the type of tenant proposed.

#### 2. ORGANIZATIONAL CAPACITY

- a. Organizational capacity to develop the project proposed.
- b. Financial and other resources to achieve the project objectives.

#### 3. 20TH STREET REVITALIZATION

- a. Fit of proposed use with other uses identified in the Master Plan for 20<sup>th</sup> Street and other portions of Pier 70.
- b. Ability to enhance "place-making" for Pier 70 through creation of a destination or cluster of activities that revitalize 20<sup>th</sup> Street.

### C. Request for Proposals

Based on evaluations of submittals to this RFI, the Port may issue one or more RFPs for some or all of the 20<sup>th</sup> Street Historic Buildings. The RFP(s) may include more specific requirements on preferred uses, rehabilitation requirements, lease or other terms for specific buildings than identified in this RFI. Future RFPs will include a detailed set of requirements and evaluation criteria, but respondents can be expected to address:

- a. Rehabilitation Plan: How the building will be modified to meet your use, including conceptual design and cost estimates.
- b. Project Concept: What uses and activities will occur and how do they meet the Master Plan Objectives?
- c. Development Team: Who will be the architects, engineers and development management for the rehabilitation stage?
- d. Financial Capacity: What is the source of capital and operating funds for the project?
- e. Required Lease Terms and Project Requirements: What lease term is requested? What rent is proposed? Is any public investment required? How will the proposal meet the Port's required lease terms and project requirements (see Appendix A).

## D. Transaction Approvals

After review of the responses to the RFP(s), the Port Commission may elect to enter into negotiations with one or more respondents (but no more than one per building) to refine project proposals including due diligence investigations, environmental review and business term negotiations. Upon completion of any required environmental review and negotiations by Port staff, the Port Commission may, but is not required to, approve a lease, lease disposition and development agreement 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 by resolution or as provided by an approved Prop. D Plan.

## E. Form of Lease

Each selected Developer will be required to enter into a lease to be negotiated by the Port and selected Developer during the period of exclusive negotiations. Appendix A includes the project requirements and basic lease terms for any RFP that follows this RFI. The lease will be consistent with the Port's standard leasing provisions of comparable projects, as set forth in its current form of lease. 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 current form of lease is one of the background documents provided on the RFI website.



## VII. APPENDIXES AND BACKGROUND MATERIAL

---

The following appendices and any future addendum are integral parts of this RFI and should be reviewed thoroughly by respondents. In particular, potential Respondents are directed to the Pier 70 Preferred Master Plan to understand the context for the 20<sup>th</sup> Street Historic Buildings.

Appendix A. Lease Terms and Project Requirements.

Appendix B. Other Terms and Conditions

### **Background Information**

*Preferred Pier 70 Master Plan*, April 2010

*Pier 70 Market Study*, December 2007, Economic Planning Systems, Inc.

*Pier 70 Financial Feasibility Analysis*, 2010, Economic Planning Systems, Inc.

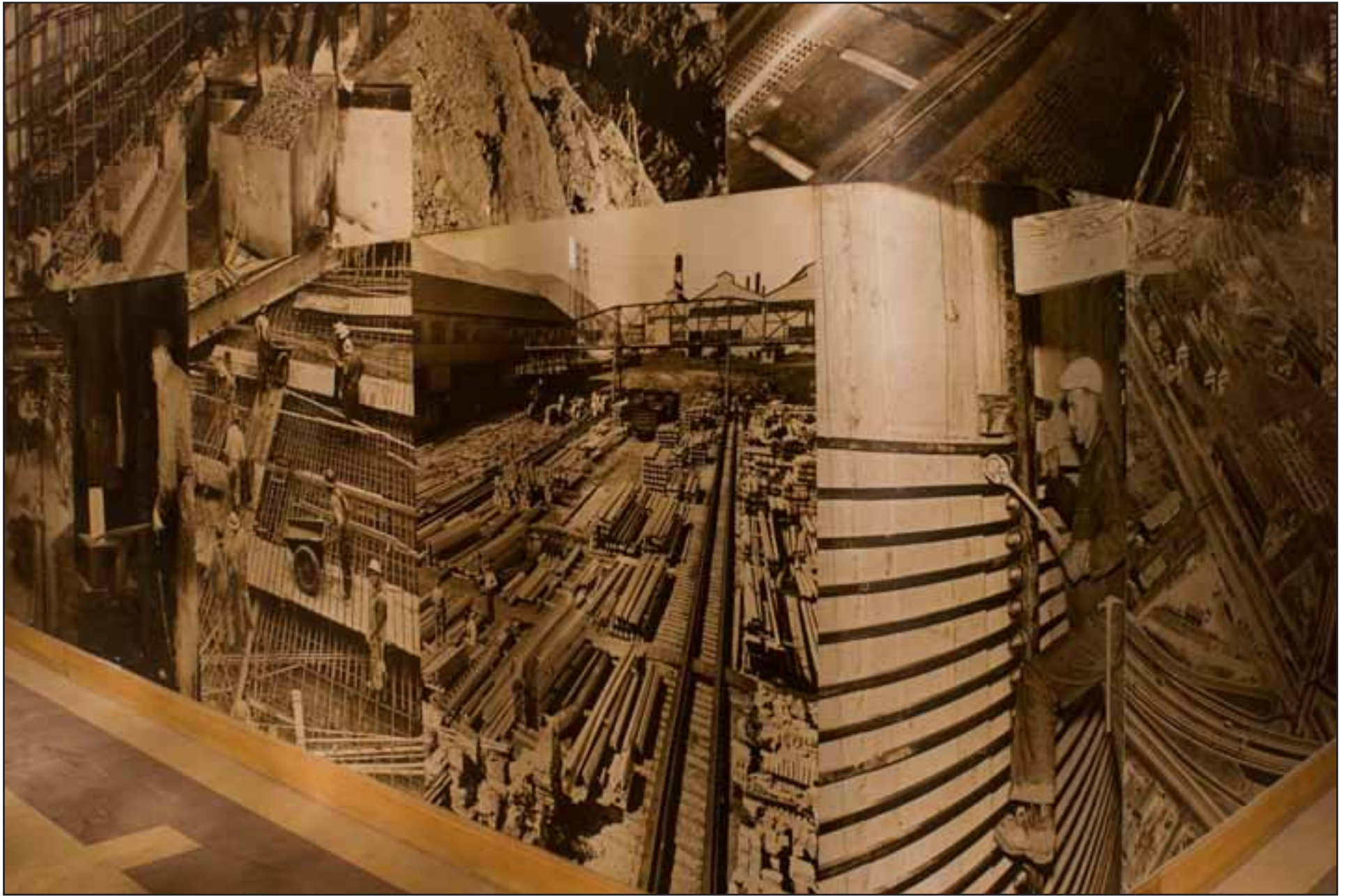
*Historic Building Survey*, 2008, Carey and Company and OLMN Structural Engineers

*Historic Building Cost Estimates*, 2008, M. Lee Cost Estimators

*Pier 70 Environmental Investigation Fact Sheet*, Regional Water Quality Control Board, June 2010

Additional background materials including available building, engineering studies and site plans are posted on the project website:

[www.sfport.com/pier70](http://www.sfport.com/pier70)



*Bethlehem Iron Works Office Building Mural (photo: Scott Haefner)*

## 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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. 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> Street Historic Buildings, the accuracy of any reports or other information the Port may disclose pertaining to the condition of the 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> Historic Buildings (including soils and groundwater conditions); and (ii) any laws applicable to the condition of the 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 20<sup>th</sup> 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 B. OTHER TERMS AND CONDITIONS

### I. RESPONDENT'S DUTY TO INVESTIGATE

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

The information presented in this RFI, the Pier 70 Preferred 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 RFI 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 RFI and any other information provided by the Port in relation to this RFI. Respondents are to notify the Port in writing of any ambiguity, discrepancy, omission, or other error in this RFI 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 RFI. Modifications and clarifications will be made by addenda as provided below.

### II. CONDITIONAL NATURE OF OFFERING

The Port's issuance of this RFI 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 RFI;
4. Amend this RFI;
5. Terminate this RFI 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 RFI or excuse Respondents from full compliance with the requirements of this RFI.

The Port may modify, clarify, and change this RFI 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 registered Respondent. The Port will make reasonable efforts to notify interested parties in a timely manner of modifications to this RFI but each Respondent assumes the risk of submitting its submittal on time and receiving 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 RFI frequently.

### III. RESPONSIVE SUBMITTALS

Only submittals that are complete and responsive to all requirements of this RFI 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:

- a. The submittal does not include all categories of information specified in Section V of this RFI.
- b. The submitted project concept does not respond to the development objectives (Section III.A).
- c. The submittal is submitted with incomplete or missing forms or attachments.
- d. The submittal includes information that is false or misleading.
- e. The Respondent has violated the Campaign Reform Ordinance.
- f. The Respondent has violated the Conduct Code.
- g. The submittal is transmitted by facsimile or electronic mail.

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

## IV. RESPONDENT SELECTION DOES NOT GUARANTEE PROJECT APPROVAL

Neither the Port Commission's selection of a Respondent to invite to submit a proposal nor its subsequent authorization at the RFP stage to commence exclusive negotiations may be construed as an approval of the proposed uses.

The Port will not enter into any lease for any of the 20<sup>th</sup> Street Historic Buildings until environmental review under the California Environmental Quality Act ("CEQA"), including a full range of appropriate alternatives and mitigation measures for the proposed project in its entirety, 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, 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 RFI in its capacity as a landowner with a proprietary interest in the 20<sup>th</sup> 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, 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 (the "City"), including the Port, has authority to commit the City 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.

## V. OBJECTIONS

### A. RFI Terms

Should any interested party object on any ground to any provision or legal requirement in this RFI, 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 RFI 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.

### B. Notice of Non-Responsiveness

Should a Respondent object on any ground to a determination that its submittal is non-responsive to this RFI, 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.

### C. Selection of Respondent for RFP and Subsequent Selection for Negotiations

Should any interested party object on any ground to the Port Commission's authorization to invite any Respondent to submit a proposal for a building, or 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.

### D. Delivery and Form of Objections

Objections must be submitted in writing, addressed to Lynda Swanson, 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.

## VI. CLAIMS AGAINST THE PORT

No Respondent will obtain by its response to this RFI, and separately by its response waives, any claim against the Port by reason of any or all of the following: any aspect of this RFI, 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 lease disposition and development agreement, 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.

## VII. SUNSHINE ORDINANCE

All communications about this RFI 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.

## VIII. FINANCIAL OBLIGATIONS

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

## IX. 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.

## X. 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.

## XI. INTERPRETATION

For the purposes of this RFI, 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 RFI are for reference only and are not to be used to interpret the provisions of this RFI.





## PORT OF SAN FRANCISCO



*AT&T Park 2008 All-Star Game (photo: Kris Butler)*

The Port of San Francisco owns and manages seven miles of waterfront property from Hyde Street Pier south to India Basin. The Port is managed as a self-supporting enterprise department of the City under direction of the Port Commission.

Commercial operations on Port property include restaurants, retail shopping, passenger ferry service, commercial fishing, Bay excursion, professional sports, bulk cargo, cruise ship calls and ship repair. The Port's lease portfolio includes some 550 commercial, retail, office, industrial and maritime tenants, including many internationally recognized landmarks such as Fisherman's Wharf, Pier 39, the Ferry Building, and AT&T Ballpark (home of the San Francisco Giants baseball team).

In 1997, the Port Commission adopted its Waterfront Land Use Plan, following a comprehensive public planning process. Spurred in part by the opportunities created by the removal of the Embarcadero Freeway,

the Waterfront Plan guides the Port's long-term efforts to balance and implement its maritime, public access and open space, land use development, urban design, historic preservation, and economic objectives for the waterfront. The Port and City have made substantial progress in achieving elements of the Waterfront Plan through: the historic rehabilitation of the Ferry Building, Pier 1, and Piers 1½, 3 and 5; the construction of Rincon Park with the Epic and Waterbar restaurants, the Downtown Ferry Terminal expansion, AT&T Ballpark, and improvements to the Mission Bay area waterfront in coordination with the San Francisco Redevelopment Agency.

As past success has shown, the Port is an independent and versatile agency that follows through on its goals and vision. The overall vision of the Waterfront Plan is to reunite the City with its waterfront. Pier 70 offers a magnificent place to further that vision.



Christopher Grubb illustration

## THE PORT OF SAN FRANCISCO

Pier 1, The Embarcadero

San Francisco, CA 94111

<http://www.sfport.com>

## Pier 70 Through Time

