

Ag Building / Ferry Plaza: Ferry Plaza 2.0

Port of San Francisco Embarcadero Historic District Piers Request for Interest

In this Request for Interest (RFI), the Port is seeking responses with public-oriented concepts for sites in the Embarcadero Historic District in two categories: (1) Full building(s) or "Master Tenant" Responses or (2) Less than full building or "Smaller Tenant" Responses.

Respondents in the Master Tenant category have a vision for entire buildings, including one or more structures named in this RFI. Master Tenant respondents have the experience to execute a complex rehabilitation project for an historic structure over water and to operate such a facility under a long-term lease.

Respondents in the Smaller Tenant category are experienced in operating the proposed use and in managing a tenant improvement construction project. Respondents should assume the facility will be in a cold shell condition in their response. Respondents who feel they qualify for both categories (a Master Tenant candidate that also operates a public-oriented use) are invited to respond to all information below.

All answers are non-binding and will help the Port generate a better understanding of the possibilities for the future of the Embarcadero Historic District piers. View the RFI: <http://bit.ly/sfport-piers-rfi>. Learn more: <https://sfport.com/historic-pier-opportunities-partnership>. Email questions to Rebecca Benassini, Port Assistant Deputy Director Waterfront Development Projects, at historicpiers@sfport.com.

Please start by providing your email address and then proceeding to the next section. If at any point, you would like to save your responses and quit the form, click "NEXT" in each section and click "SUBMIT" in the final section. You will be emailed a link to your form. Responses can be edited until Wednesday, October 31, 2018 at 5:00 p.m., PDT. The Port of San Francisco will not consider responses until after the RFI closes.

Email address *

[REDACTED]

All Respondents

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1. Indicate whether this response is for the Master or Smaller Tenant Category or both.

Master Tenant

Smaller Tenant

2. Name of responding entity

SF Waterfront Partners III, LLC. A joint venture to be formed between Pacific Waterfront Partners, LLC (PWP) and Portman Holdings (Portman).

3. List the names of key personnel, describe their roles, and detail their relevant experience in the space provided.

PWP will assign the same team that it has used on other projects undertaken with the Port. Simon Snellgrove will be the Managing Member, Alicia Esterkamp Allbin, Partner of PWP in SFWP I and SFWP II and Debra Viall, VP of Acquisitions for PWP. A project management team will be assembled in conjunction with Portman Holdings. PWP was the Managing Member of SFWP, developer of Piers 11/2 3 & 5, Development Manager of Pier 24 Photography and co-development Manager of The Bay School of San Francisco in the Presidio.

Portman will assign their Senior Vice President, Roger Zampell as Project Executive and Reid Scott, Development Associate. Portman was the co-developer and managing entity of The Embarcadero Center, Embarcadero Center West, and The Pan Pacific (now the J.W. Marriott Hotel). The Portman team has extensive urban renewal experience throughout the world and most recently completed a \$347 million hotel and mixed-use waterfront development under a ground lease in San Diego. For this project Portman worked extensively with the Unified Port of San Diego and the City and Coastal Commission, as well as forming a public/private partnership for successful public outreach.

Please refer to more detailed information, emailed separately.

4. Describe proposed use(s) of the Port's Historic Piers. Include (a) a description of the use, (b) how the use is public-oriented, (c) types of populations targeted for service, and (d) how it complements and responds to existing nearby uses and conditions in the Embarcadero Historic District.

PWP and Portman are responding to five of the sites which have been combined such that we are proposing three overall development opportunities. They are summarized as follows:

We propose to re-envision Piers 19-23 to create an educational, cultural, recreational, and commercial innovation center. The redevelopment will form an Arts, Education and business Innovation District that will extend from Piers 15-17 to the Northeast Waterfront area and complement the existing uses of the Exploratorium and Teatro Zinzani dinner theater.

We propose to remove Pier 19 1/2 to create an open public area which connects Piers 19 and 23 with a wide-open, expansive covered plaza of almost 36,000 SF. This plaza will provide public access to the Bay and serve as a center for water taxis and small boat activity. The plaza will also be dedicated to public artwork exhibitions, public events and recreation as well as provide a common area between the two main Pier buildings. Along with retaining the Pier 23 restaurant, we will expand the Pier 23 cafe apron so that there is more space for its outdoor seating.

The Pier buildings will be dedicated to co-managed educational and business innovation uses (230,000 SF), cultural facilities for theater and dance non-profit groups (16,000 SF), skills training non-profit organizations (6,000 SF). In addition, affordable retail / pop-up restaurants and cafés providing food and beverage for students, business employees and the public will total approximately 20,000 SF plus ample outdoor dining areas.

We plan to create shared spaces for postgraduate education for universities from outside of the state and city which are increasingly interested in setting up satellite campuses here. We envisage schools for drama, ballet, and music along with colleges for technical training to help people from under-served communities enter the high-tech world. These campuses can share common areas such as eating and recreational facilities with performing arts schools, corporations, and the public.

We have received a commitment from WeWork to Partner with us in the development and management of all the facilities, thereby relieving the institutions of the administrative expenses and facility management costs. The graduate school will be well funded through endowments from both local businesses and the fees that they charge. The less profitable or non-profit institutions will be subsidized by the higher market rate commercial rents that will be received from businesses and the post graduate campus users.

To conclude, the Port will receive substantial participation rent through the ground lease and gain new, expanded maritime transportation facilities through a partnership with SFWP III, all while providing a huge benefit to educational and cultural facilities that benefit the City and the community as a whole.

Please refer to more detailed information, e-mailed separately.

The Agriculture Building and Ferry Plaza

SFWP III will propose to adapt the Agriculture Building for either hotel or office use. Hotel use is preferred, but we realize that this will involve a referendum and are prepared to work with the Port, public, and local supervisors to build a consensus during the time it will take to perform the EIR, which will be based on the two alternatives. We are optimistic that, given the evolution of the Waterfront, the public might now support a referendum that would exempt a limited number of small hotels from Proposition H on select sites along the Port's land. However, should the Port not wish to undertake a referendum, the office use would also be an acceptable and viable option. We will work with the Port to determine the most viable use.

Adaptive reuse, conforming to the requirements of historic preservation, the dilapidated condition of the foundations and the requirements to solve for sea level rise will require significant subsidies to solve the economic challenges.

Our solution lies in what we refer to as Ferry Building 2.0. We believe that the Ferry Building was a terrific attempt at restoring the Ferry Building back to its turn of the 20th Century glory but fell short of completing the redevelopment of the surrounding area. By this we mean that it did not resolve the infrastructure work of the 1960's which produced the unfortunate environment in which it is now situated.

We envisage creating an iconic structure atop the BART facility in place of the restaurant occupying the now defunct World Trade Club. Just as the Ferry Building was an iconic monument to San Francisco's dominance in transportation and trade innovation at the turn of the 20th Century, this will be a publicly accessible iconic structure celebrating San Francisco's place at the turn of the 21st Century as the world's leader in technological innovation. Ferry Plaza 2.0 will provide the impetus to finish the master redevelopment of The Ferry Plaza; create a magnificent space for use by the public 24/7; extend the water transportation facilities nearing completion on the South Basin to add similar berths on the North Basin and solve the problem of sea level rise.

We see the Agriculture Building as being an integral part of this development and believe that the funding to underwrite its restoration can be found in private capital that can be raised for the overall project.

We believe that through this momentum we can extend the goals expressed in the Waterfront Plan Update of converting nonpublic uses at the street levels to the second levels by replacing them with publicly accessible uses all the way to Pier 9.

Please refer to more detailed information, e-mailed separately.

Pier 38 - 40

PWP has previously submitted a proposal on Pier 38 in 2013. We believe that it represents a terrific opportunity to create innovative commercial space which will fund very significant public benefits in the form of maritime and recreational and provide an attractive return for the Port.

We propose to alter our prior vision in the following ways:

1. Expand the scope to include Pier 40 which will improve overall planning as well as create more recreational and commercial boating facilities. The combined Piers will yield a project with approximately 158,000 SF of commercial office in Pier 38, 35,000 SF of maritime support facilities on the ground level and 41,000 SF of office on the second level of Pier 40. Ground level restaurants throughout both Piers would total 14,000 SF with an additional 17,000 SF of pop-up restaurants and food courts plus 10,000 SF of outdoor dining areas.
2. Reduce the previously proposed berthing for large private boats on the North side of Pier 38 in favor of junior sailing, kayaking, and more affordable boating.
3. Dedicate the South apron of Pier 38 to water taxis and a public dock and restore the North apron of Pier 40 to accommodate ferries and water taxis with an inside passage for kayaks and small boats
4. Extend a floating junior sailing launch site between Pier 38 and the Brannan Street Wharf.
5. Change the programming of the restaurants proposed in our prior submittal to more casual and more affordable operations.
6. Apply what we have learned from the development and management of Piers 1 ½, 3, and 5 to include the infrastructure for restaurants into the base building to lower the capital cost and

thereby the effective rents for the operators. Include pop-up restaurants, Asian-style food courts, and night markets to provide the public with more affordable ways of enjoying the waterfront.

7. We propose to explore with the Port the feasibility of extending the scope of Piers 38-40 to a master lease for South Beach Harbor whereby we can monetize the existing cash flow and achieve greater economies of scale by extending the management under a ground lease and management agreement and having the Port participate in the profits from operations.

Please refer to details e-mailed separately to the Port.

5. Provide a summary of your experience related to the operation described in (4).

Both development entities and their management advisory teams and architects have extensive experience in the design of educational, cultural, hospitality, and mixed-use facilities.

PWP has re-developed Piers 11/2, 3 and 5 on the waterfront and co-managed the development of educational facilities at The Bay School in the Presidio. PWP has partnered with the Port since 2000 in the redevelopment of the Waterfront and gained extensive experience in such matters as entitlements, tax credits and maritime operations.

Portman was recently selected by the Georgia Institute of Technology to develop a 645,000 SF office building in Midtown Atlanta known as Coda. Approximately half of the office space in Coda will be occupied by Georgia Tech research and administrative teams, with the remaining space to be occupied by private sector companies seeking to capitalize upon the benefits of being located near a top-tier research institution. The building has been specifically designed to include large commons spaces for open use to maximize the “bump-in” factor and lead to closer ties between the university and its partners.

6. Provide information about your preferred location. Information on the sites included the RFI can be found at <http://bit.ly/sfport-piers-rfi-facilities> and <https://sfport.com/historic-pier-opportunities-partnership>.

In questions 6. a. - 6. d. describe the site(s) of interest.

6. a. Rank your preferred pier facility location(s) with 1 as your first choice.

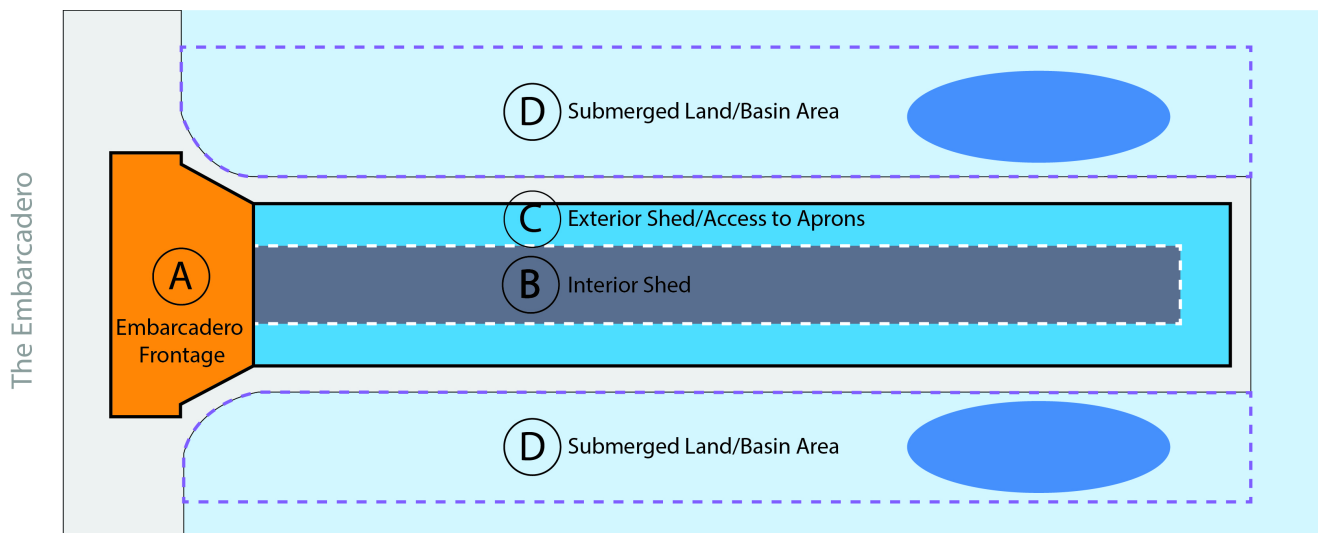
	1	2	3	4	5	6	7	8	9	10	11
Pier 35	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 33	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 31	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 29½ & 29	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 23	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 19½ & 19	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Agriculture Building	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 26	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 28	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 38	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 40	<input checked="" type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 48	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>



6. b. Using the image below, select your preferred area(s) of the pier facility. If the Agriculture Building is your preferred location, proceed to 6. c.

- A. Embarcadero Frontage: Access to The Embarcadero and associated foot, bicycle, and automobile traffic; lots of natural light; architecturally beautiful exterior; often two stories.
- B. Interior Shed: Spacious, open area that can be outfitted to suit your needs; minimal natural light; high ceilings; single story.
- C. Exterior Shed/Access to Aprons: Beautiful, open water views; immediate bay access; immediate truck delivery access.
- C. & D. Exterior Shed/Access to Aprons and Submerged Land/Basin Area
- A.-D. Master Tenant Whole Pier
- Other: And in some cases, Adjacent properties

Layout of Pier Facility



6. c. Describe the areas and the portions of the site(s) you propose to occupy.

All

6. d. Check all aspects of your preferred site(s) that influence your pier selection

- Location on The Embarcadero
 - Proximity to pedestrian traffic
 - Proximity to the Ferry Building
 - Proximity to AT&T Park
 - Proximity to the Cruise Terminal
 - Proximity to tourist attractions
 - Access to public transportation - MUNI
 - Access to public transportation - BART
 - Access to public transportation - Ferry
 - Facility width
 - Facility height
 - Facility ingress/egress
 - Facility apron access
 - Facility square footage
 - Facility architecture
 - Berthing space
 - Access to water
 - Other:
-

Master Tenant Respondents

Respondents in the Master Tenant category of responses provide the following information via this online form. All answers are non-binding. Click "NEXT" at the end of this section.

Smaller Tenant Respondents should skip this section by clicking "NEXT" below.

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7. Describe in paragraph form the operational concept including public-oriented use mix, such as: Where in the facility would different uses be located? Approximately how much space would be dedicated to different use-types (e.g., publicly-oriented uses, higher-revenue generating uses)? How would the public experience the facility, including public access to the building perimeter, views of and access to the Bay, maximizing access to and enjoyment of the historic elements of the building interiors, and minimizing the private feel of non-public uses?

Please refer to answers in Paragraph 4 above and to details in the response for each project which are being e-mailed to the Port.

8. Describe in paragraph form the physical improvements concepts. Please keep in mind that enhancements and alterations to the structures must be consistent with Secretary of the Interior Standards for Historic Rehabilitation.

All projects will be developed to the same standards as Piers 1 ½, 3, and 5. These projects will comply with the Secretary of the Interior Standards for Historic Rehabilitation and qualify for Historic Tax Credits.

Please see detailed submittals on each project.

9. Describe in paragraph form how you would access sufficient capital to complete an undertaking like the rehabilitation of a full pier structure or structures.

PWP and Portman have a long track record of attracting significant capital for their projects. Portman Holdings has longstanding relationships with a variety of financial sources including, among others, money-center banks, private equity firms, high-net-worth individuals, and sovereign wealth funds. During the most recent real estate cycle, Portman has deployed over \$1 billion of capital from a variety of partners.

Details are attached to the individual proposals being e-mailed to the Port

Smaller Tenant Respondents

Respondents in the Smaller Tenant category of response provide the following information via this online form. All answers are non-binding. Click "NEXT" at the end of this section.

Master Tenant Respondents should skip this section by clicking "NEXT" below.

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7. Provide a range of rental rates in dollars per leasable square foot per month for a triple net lease that the proposed operation can pay.

8. a. Would you be willing to make capital improvements to your preferred pier facility that would last beyond your lease term?

Depends on the deal

No

Other:

8. b. Provide an approximate amount of tenant improvement funding you can advance to prepare space for your operation.

.....

9. Provide a range of number of years of lease term you would anticipate requiring to amortize the tenant improvement investment in (8).

.....

Additional Information

Both Master and Smaller Tenant Respondents, click "SUBMIT" below to complete the Port of San Francisco Embarcadero Historic District Piers Request for Interest. If you have any additional information you would like to submit with your RFI response, please email these items to historicpiers@sfport.com with "Historic Piers Additional RFI Information" in the subject line.

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