Pier 29

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 historic-pier-opportunities-partnership. Email questions to Rebecca Benassini, Port Assistant Deputy Director Waterfront Development Projects, at https://sfport.com/historic-pier-opportunities-partnership.

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.

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All Respondents

All respondents should provide the following information via this online form. Click "NEXT" at the end of this section.

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| Indicate whether this response is for the Master or Smaller Te | nant |
|--|------|
| Category or both. | |
| _ | |

| ~ | Master Tenant |
|----------|----------------|
| | Smaller Tenant |

2. Name of responding entity

| PS | Ventures | SF, | LL | .C |
|----|----------|-----|----|----|
| | | | | |

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

Elliott Grimshaw, Construction Director. Paul Osmundson, Development Project Manager. Elliott is the President of Premier Structures and served as the construction manager for Piers 1 ½ - 5 and project manager for the 34th America's Cup.

Paul was the Development Director for Lend Lease and the Watermark Condominiums at SWL 330, and also managed the Ferry Building renovation project while on the Port staff. Paul and Elliott are in Premier Structures and managed the America's Cup, Autodesk Pier 9, and AtWater Tavern at the Port of San Francisco. They were both instrumental in the Pier 24 Photography project while working with Pacific Waterfront Partners. Paul's expertise is in entitlements and development project management. Elliott's expertise is in construction and development management, particularly marine construction.

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.

For Pier 29, we propose a combination of uses for including food and beverage outlets, wine tasting, craft beverage production, special events, education, entertainment and related activities in the bulkheads and pier sheds. Our proposal for the Pier 29 bulkhead RFP demonstrates how the bulkhead would be used. Pier 29 1/2 would be used for general office and public assembly.

- b) the uses proposed are consistent with the public trust as they promote access to the waterfront for visitors and residents alike.
- c) we are targeting local residents, cruise passengers, tourists, convention visitors and regional visitors to San Francisco,
- d) it supports the nearby use of Pier 27 as a cruise terminal by providing amenities to the passengers. It generates more activity by drawing in locals for special events, and does not compete with other Port restaurants (Pier 23 Café, Fog City Diner). Our design integrates Pier 29 with the water side and the plaza, by creating pedestrian walkway around the pier, and connections through the Pier. Our project will conform to the Secretary of the Interior Standards for Historic Preservation.

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

Our operating partners and major tenants have extensive experience in operating and owning craft beverage production facilities, major restaurants and food service facilities, and event spaces. They include Dogpatch Studios, Slanted Door and Barrel Brothers. Slanted Door is on the highest grossing restaurants in San Francisco. Dogpatch Studios is one of the City's largest digital production event managers and will assist in the management of the special event spaces. Both Paul and Elliott are founding members of East Street Ventures, LLC which developed and owns AtWater Tavern.

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.

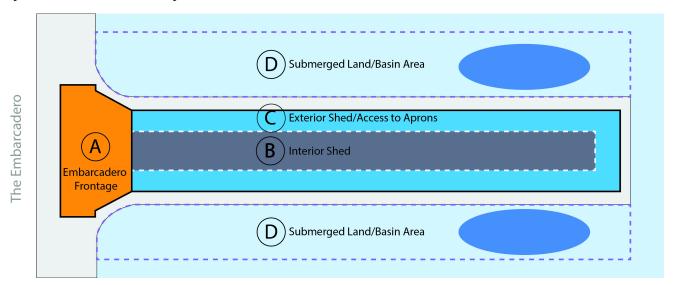
6. a. Rank your preferred pier facility location(s) with 1 as your first choice.

| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 |
|-------------------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|------------|
| Pier 35 | \bigcirc |
| Pier 33 | \bigcirc |
| Pier 31 | \bigcirc |
| Pier 29½ & 29 | | \bigcirc | \bigcirc | \bigcirc | \bigcirc | \bigcirc | \bigcirc | 0 | \bigcirc | \bigcirc | \bigcirc |
| Pier 23 | \bigcirc |
| Pier 19½ & 19 | \bigcirc | | \bigcirc |
| Agriculture Building | \bigcirc |
| Pier 26 | \bigcirc |
| Pier 28 | \bigcirc |
| Pier 38 | \bigcirc | \bigcirc | | \bigcirc |
| Pier 40 | \bigcirc |
| Pier 48 | \circ | \bigcirc | \bigcirc | \bigcirc | \bigcirc | \bigcirc | | \bigcirc | | \bigcirc | \bigcirc |
| | | | | | | | | | | | |

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 |
| ✓ | AD. Master Tenant Whole Pier |
| | Other: |

Layout of Pier Facility



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

Entire Pier 29 (bulkhead and pier shed) and entire Pier 29 1/2 (connector building)

| sel | ection |
|----------|---|
| ✓ | Location on The Embarcadero |
| ✓ | Proximity to pedestrian traffic |
| | Proximity to the Ferry Building |
| | Proximity to AT&T Park |
| <u> </u> | Proximity to the Cruise Terminal |
| <u> </u> | 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: |

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

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?

The bulkhead building of approximately 20,000 square feet will be used for restaurant / café, cooking school, and event space. These will be the higher revenue generating uses as they are closer to the Embarcadero.

A casual restaurant would front the Embarcadero; vendors for weekend markets will occupy space in most of the rest of the bulkhead. A cooking school and commercial kitchen would also be located in the bulkhead building. This zone will be active and engaging to the street and plaza, and enliven the street frontage.

The pier shed of approximately 70,000 square feet would be used for more active uses on the south side, and less active production uses on the north side. Each zone would be approximately 35,000 square feet each. A beverage production hub would be located in the north side of the Pier shed including a microbrewery, winery and distillery. In the south side of the Pier shed facing the Plaza, there would be space for tasting rooms and more event space.

The public will experience the large volume of the bulkhead building; as well as the north side of Pier 29 which will be a public access walkway connecting the entire perimeter of the pier. Other than some small mezzanines, the entire volume of the interior of the pier structure will be visible to patrons and customers. Some of the production space for the beverage tenants will be enclosed and not visible to the public.

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.

The substructure will be seismically upgraded, the pier superstructure will be retrofitted, and some of the rolling doors will be replace with glass to improve transparency and visibility. The interior improvement will be limited and focused on demising the major activity zones. Character defining features will be maintained as required by the Standards.

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.

Our financial partners include major investors with experience owning financial institutions (a major bank) in San Francisco. They will provide the equity financing necessary for the project and will provide security to arrange for construction financing appropriate to the project.

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.

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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? |
| O 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). |
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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.

You will be emailed a link to your form and you will be able to make changes to your responses until the RFI closes on Wednesday, October 31, 2018 at 5:00 p.m., PDT. The Port of San Francisco will not consider responses until after the RFI closes.

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