

The Studios at Makers' Bay - 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 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

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

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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

THE STUDIOS AT MAKERS' BAY

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

LOU GIRAUDO – SPONSOR

Mr. Giraud is Co-Founder and Senior Managing Partner of GESD Capital Partners. He currently serves as Co-Chairman of Andre Boudin Bakeries, Inc., Chairman of Milton's Baking Company a maker of wholegrain breads, crackers and better for you frozen foods and Lucky-Save Mart Super Markets Company, and Director of the Board of The Great Atlantic & Pacific Tea Company, Inc. He currently serves on the Executive Board of the Golden State Warriors an NBA basketball team. He served as Chairman of Ascentia Wine Group, owners of such wineries as Gary Farrell, Buena Vista, Geyser Peak, Covey Run, Ste Chapelle, Columbia, XYZin and Atlas Peak. He recently retired as independent director of Overhill Farms a publicly traded food manufacturing company, as well as Executive Chairman of Pabst Brewing Company (8 years' tenure). His group also owns and operates restaurant, baking, and frozen food companies throughout the U.S. He presently serves as a trustee of the Kalmanovitz Charitable Trust.

Prior to GESD, Mr. Giraud was CEO of Preferred Capital Markets, Inc. co-directing the development of Preferred Trade, Inc., a direct access brokerage for active retail, professional and institutional traders. From 1986-1993, Mr. Giraud was Chairman and CEO of Pacific Coast Baking Company based in San Francisco, CA, and Chairman of Mother's Cake & Cookie Co. in Oakland, CA.

Mr. Giraud has practiced corporate, business, and labor law in California since 1974. He has been a partner at the law firm of Coblenz, Patch, Duffy & Bass, LLP (formerly Coblenz, Cahen, McCabe & Breyer, LLP) since 1983. Additionally, he has held appointed public service positions throughout his career, including Chairman of the Board of Trustees of the University of San Francisco, President of the San Francisco Police Commission, President of the San Francisco Public Utilities Commission, and President of the San Francisco Board of Permit Appeals, as well as numerous not-for-profit boards over his lifetime.

Mr. Giraud holds a Bachelor of Arts degree in Political Science, a Juris Doctorate degree from the University of San Francisco, and a Doctorate of Humane Letters in Education (Honoris Causa) from the University of San Francisco. Mr. Giraud was awarded the title of Papal Knight of the Order of St. Gregory the Great in September 2000.

GREG LEJNIEKS – EXECUTIVE DIRECTOR/CO-FOUNDER/BOARD MEMBER

Mr. Lejnieks will be responsible for all curation, exhibition programs, sales and strategic planning and overseeing administration. Other key duties include fundraising, marketing, and community outreach. The position reports directly to the Board of Directors.

Greg Lejnieks is President/Co-Founder of Chloe Gallery, a 3,000 sq. ft. ten year-old San Francisco art gallery specializing in Modern & Contemporary fine art. With his wife, California artist Amy Nelder, he is responsible for all sales, operations and administrative functions.

Chloe Gallery represents local, national and international fine artists. Over the last ten years Chloe Gallery has produced over 90 exhibitions and participated in several juried art fairs. Mr. Lejnieks has been solely responsible for the company's Masterworks Division, sourcing important works by some of art history's most acclaimed Modern & Contemporary artists. Mr. Lejnieks has been an international fine art dealer for 31 years, running \$1 M to \$10 M galleries, organizing hundreds of exhibitions and nurturing and supporting the careers of living artists. As Vice-President of Buschlen Mowatt Fine Arts in Vancouver, B.C., he was responsible for North American operations, producing and marketing exhibitions for critically significant international artists, playing a key team role in the organization and procurement of historical Masterworks, and developing and producing art fair participation.

He has sold or curated 19th-Century to Contemporary American and International works for clients ranging from David Rockefeller and the Richard Manoogian Collection of 19th-Century American Painting, to smaller private and corporate collections.

Previously, Mr. Lejnieks owned and operated The AART Group in Carmel, CA, supporting and curating living emerging California artists and 19th Century American painting in Carmel, CA and Tokyo, Japan.

Mr. Lejnieks holds a degree from UC Davis in Dramatic Arts and graduated magna cum laude in Motion Picture and Television from the Academy of Arts University. Mr. Lejnieks is a former board member for the America Scores Bay Area.

AMY NELDER – CHIEF CUSTOMER OFFICER/CO-FOUNDER/BOARD MEMBER

As CCO Ms. Nelder will be responsible for the total relationship with the organization's customers to provide a single vision across all methods of customer contact. She will be responsible for influencing corporate and community activities of customer relations both through the artists' community studios as well as in the gallery center, sales, exhibition, marketing, user interface, fulfillment and post-sale support, balancing, overseeing, and managing the historical triangle between artist, gallery and collector.

With her own working studio currently open to the public on-site within a larger art gallery's 3,000sq. ft. space, in her dual role of artist and executive managing gallerist, Ms. Nelder is in the unique position of having personally experienced and incubated the innovative scenario SMB plans to develop on-site of face-to-face public interface with the artists working in situ in their studios.

Ms. Nelder, a 3rd generation San Franciscan, is currently the Vice-President/Co-Founder of Chloe Gallery, a ten year-old, 3,000 sq. ft. art gallery in San Francisco selling Modern and Contemporary painting and sculpture, as well as an internationally-collected fine artist for the past 23+ years. Chloe Gallery represents local, national and international artists through its gallery and international fine art fairs. She is the special events organizer, guru of customer relationships and lead sales person for the gallery as well as the resident artist working primarily in her studio space within the gallery itself. Ms. Nelder is responsible for all marketing facets of the gallery, and along with her husband, Greg Lejnieks, sales generation for the

company.

Ms. Nelder is also former SFPD Forensic Artist and head of the Forensic Art Unit for the San Francisco Police Department, and a former public muralist. Her philanthropic work includes fundraising for CASA (Court Appointed Special Advocates) and Edgewood Center for Children and Families.

SELECTED COLLECTIONS

Thin Man Investment Holdings (Pty) Ltd, South Africa

Vanillamore Dessert Kitchens, Montclair, NJ

Zurich Insurance, corporate collection, NYC, NY

Sports Engineering and Recreation Asia, LTD, Bangkok, Thailand

Buena Vista Café, San Francisco, CA

Levi Strauss Branding Archives

Tosca Café, San Francisco

GESD Capital Partners, San Francisco

Club Wingtip, society club, San Francisco

SELECTED MEDIA FEATURES

San Francisco Chronicle

San Francisco Examiner

San Francisco Chronicle Magazine

KPIX, "Evening Magazine"

CNN, Fox News, MSNBC networks

Art Business News magazine

Art World News magazine

JODI WAYNBERG

We are also in preliminary discussions with Jodi Waynberg to join our team and make important contributions to our mission. Jodi is currently the Executive Director of the Artists Alliance Inc. in New York City where she has been responsible for having advanced the careers of over 150 emerging and established artists since 2012, raising over \$250,000 to directly support the development of experimental new work, and revitalizing a critical New York-based alternative arts organization that reaches an expansive community through contemporary art. AAI alleviates artists' financial burdens, giving them the opportunity and freedom to focus solely on the creation of new work and the evolution of their practice. Ms. Waynberg's responsibilities include setting the strategic vision for AAI; overseeing the development and implementation of its exhibition, residency, and public art programs; grant-writing and maintaining funder relationships; and advocating for the organization's needs and accomplishments with key stakeholders and collaborators including local elected officials.

KEY HIGHLIGHTS: Increased Federal program funding by 35%; State program funding by 300%;

City program funding by 200%; increased organizational and programming budget by 55%. Established foundational support from Marie and John Zimmerman Fund, Netherland-America Foundation and others; received critical praise from New York Times, Art Forum, The New Yorker, Paris Review, and Hyperallergic for gallery program; developed and successfully launched the first artist residency program in New York City dedicated to arts professionals from Puerto Rico; commissioned projects acquired by the Museum of Modern Art, The Whitney Museum of American Art, Larry Gagosian Private Collection, and Richard Louis Dreyfus Foundation.

Ms. Waynberg also served as Curatorial Associate for The Contemporary Jewish Museum for 4 years from the museum's opening in 2007. Working closely with commissioned artists and partner institutions, her role included development of site-specific installations and exhibitions that provided an engaging translation and interpretation of the institution's mission for a San Francisco audience. KEY HIGHLIGHTS: Projected and monitored exhibition budgets; developed exhibition layout and explanatory texts; managed project branding and graphic design; developed visitor engagement activities to enhance understanding of exhibitions; served as the primary point of contact for artists, partners, consulting graphic designers, installation team, and all inter-museum departments; coordinated artwork loans from international museum and private collections.

SELECT EXHIBITIONS:

Are We There Yet? 5000 Years of Answering Questions with Questions (2011)

Maira Kalman: Various Illuminations (of a Crazy World) (2010)

As It Is Written: Project 304,805 (2009-2011)

Chagall and the Artists of the Russian Jewish Theater, 1919-1949 (2009)

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.

We envision a world-class Art Center called The Studios at Maker's Bay (SMB). It will be home to more than 30 publicly accessible working artists' studios (actual studio quantity TBD- we anticipate the number of studios to increase at final design) and 1 commercial fine art gallery. The majority of the space will be designated for professional visual artists who produce a diversity of artwork, including painting, photography, printmaking, and sculpture, as well as a central plaza for world class exhibitions and art events to deliver unique value to a marketplace of experienced art lovers and collectors as well as those new to collecting art.

Studio rent will be below market rate to support artists making a living in San Francisco, leased on a one-year renewable basis. The large percentage of spaces will be for San Francisco based professional artists, with some percentage for current or graduating students from the California College of the Arts. Artists will either be juried in for acceptance or chosen/recommended by CCA for the CCA studios. Stephen Beal, President of CCA - working in concert with SMB curators - will source CCA students who either need additional studio space, or are ready to make the leap from academic to professional life.

Artists' studios will be accessible to the public as a cultural experience for viewing, learning about and purchasing a diverse collection of art. Together with the fine art gallery (focusing on San Francisco and California-made art) SMB will also host a calendar of important art events/exhibitions/installations from featured artists, and exciting dialogues creating a cultural hub for SF residents as well as one-time tourist visitors. SMB will cater to the entire city as a destination to view and experience art as it is being made.

Artists and galleries alike are being priced out by high rent and land use costs. Our concept, a mingling of commercial and non-profit art resources, allows us to bring studio base below market while creating a self-sustaining financial model, maintaining and growing both the community of artists and art-lovers in San Francisco.

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

Mr. Giraud, a well known businessman in the food and beverage business, large and small scale, national and local, is well positioned to sponsor this project.

Greg Lejniaks and Amy Nelder have deep roots in California. Amy is a 3rd generation San Francisco native who grew up immersed in the culture of local civic service. Greg was born and raised in Napa, CA, did his schooling at UC Davis and the Academy of Arts University. Their fine art gallery has been part of the fabric of the arts in San Francisco for 10 years while Amy has been a professional artist in San Francisco herself for 23. They founded Chloe Gallery during the Great Recession and have weathered not only the intense capital pressure of running a fine art gallery in San Francisco, but have done so while producing world-class exhibitions at their gallery and fine art fairs, with an educational and community-building focus, producing multiple interactive annual events designed to introduce artists to the public in a salon-like dialogue. They have an existing and unique sales, operational and administrative advantage for the successful development and on-going success of SMB.

Chloe Gallery was also the first Certified Green Business fine art gallery in the City and County of San Francisco, featured by the SF Environment as a sustainability case study and by PG&E, who produced a video featuring Chloe Gallery as a green business model for other small businesses in California to promote LED conversion.

Jodi Waynberg, also with solid Bay Area roots, has strong fundraising skills in the non-profit fine art sector as well as critically accepted curatorial skills. As the current executive director of the Artists Alliance, Inc. in New York, NY, she has the operational, fund-raising and curatorial expertise to support SMB as it moves through its business cycles over the coming years.

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.

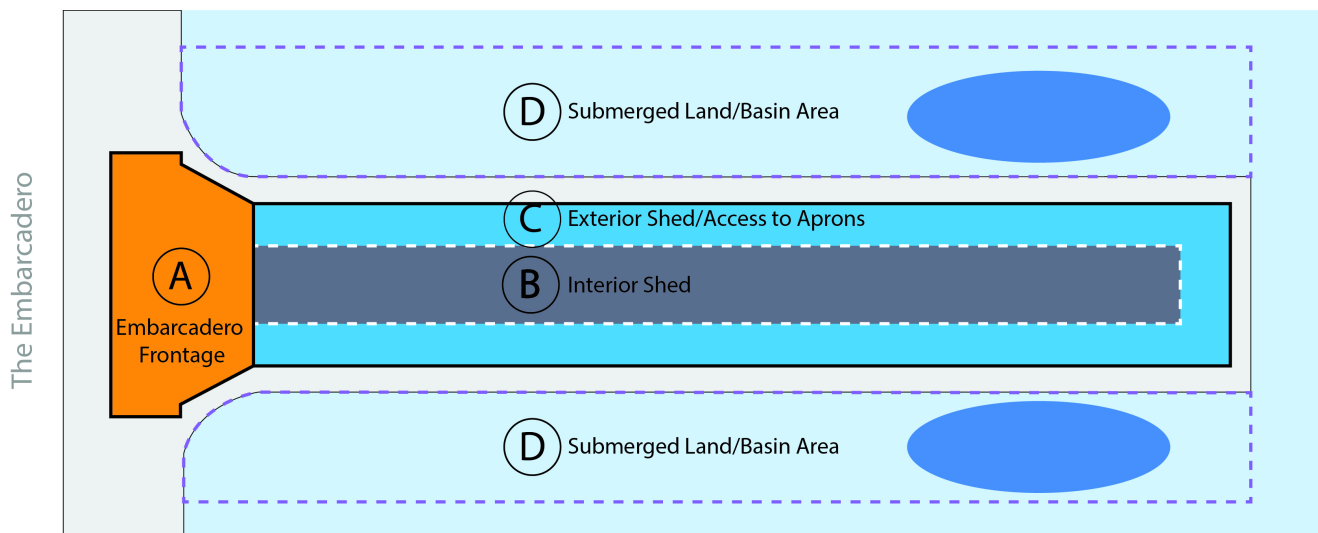
	1	2	3	4	5	6	7	8	9	10	11
Pier 35	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Pier 33	<input type="radio"/>	<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 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 23	<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 19½ & 19	<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"/>
Agriculture Building	<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 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 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 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:

Layout of Pier Facility



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

Pier 29 30,000 sq. ft. front position. The gallery will take a front position, using roughly 2,000 sq. ft. for exhibition space and another 500 sq. ft. for office space. Artists' studios will run down the left and right side moving into the interior of the pier; studio spaces will range from roughly 200-1000 sq. ft. depending on how many artists work in that space. The central pedestrian plaza will double as space for important exhibitions/installations.

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?

The entire area, minus administrative/operational areas (only a small portion of SMB), would be open to the public – the primary mission being to nurture artists and present their art and process in an interactive, open-air market environment. The public would enter through either the front or side egress.

Our architectural plan is a stripped-down clean, industrial look emphasizing Pier 29's historical elements, much like the build-out at the Ferry Building or the San Francisco Art Institute Fort Mason campus. The artists' studios themselves would be both publicly-oriented and revenue generating, filled with a vibrant and diverse aesthetic of living artists creating and thriving in their spaces.

The large front door of Pier 29 may provide us the ability to bring in large scale art for public viewing, and, if acceptable to Pier management, the City of San Francisco and other organizations, inviting artists to place pieces that might "spill out" to outdoor areas of Pier 29 and the cruise terminal.

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.

It is anticipated the Master Tenant will engage Nibbi Brothers, who completed the seismic renovation and historic preservation for the Exploratorium at Pier 15 and transformed the historic Pier One from warehouse to waterfront showpiece, and Sares Regis Group of Northern California, LLC, to develop the site.

The key element of our concept is to make a community of affordable artists' studios while immersing the public in a unique social and artistic experience. With simplicity in mind, SMB should have an industrial, open-air, raw modernist warehouse feel allowing the public to easily view inside the artist studios while they take in the "original gabled roof design of Pier 29" that permits "natural light into the pier shed to reveal its timber construction and structural framing of the Neo-classical bulkhead." (Port Commission Pier 29 description) We will maintain the feel of the original design of Pier 29 is maintained while building out the interior spaces for the artist studios, gallery and administrative offices. An additional advantage to the open air concept, with a central plaza, is the development of a large "flex-space" that will allow on-going, for-sale public exhibits that further support the San Francisco artists' ability to live and work.

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.

Capital infusion will allow for the proper Tenant Improvements to take SMB live and to support start-up. Chloe Gallery and artist studio sales will contribute on-going operational cash-flow.

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.

Negotiated market rent.
.....

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: It depends on the deal and the City's commitment to the art community.

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

\$5M to \$10M. Presently working with architect and contractor to refine the capital improvement number.
.....

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

42 years
.....

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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