CITY OF OAKLAND

AGENDA REPORT

TO: Office of the City Administrator
ATTN: Deborah Edgerly
FROM: CEDA – Planning and Zoning
DATE: May 22, 2007

RE: **Consideration of a Proposal for the Adaptive Reuse of the Ninth Avenue Terminal, per Condition of Approval No. 25 of the Oak to Ninth Development, to Create a Vintner's Hall, Including a Winemaking Center, a Tasting Room, a Waterfront Restaurant, and a Water-Oriented Recreation Retail Facility Within 90,000 Square Feet of the Terminal Building**

SUMMARY

On July 18, 2006 the City Council approved the Oak to Ninth Mixed Use Development Project. As a condition of approval for the project, the City Council allowed Oakland Harbor Partners (OHP), the developers of the Oak to Ninth Project, to demolish all but 20,000 square feet (s.f.) of the 180,000 s.f. Ninth Avenue Terminal shed unless a viable proposal to adaptively reuse between 40,000 s.f. and 90,000 s.f. of the 1930s portion of the structure was approved by the City Council within one year (see **Attachment A,** Condition of Approval #25). COA #25 also specified a process for soliciting reuse proposals and allowed a one year timeframe for a decision on a project.

The City issued a Request for Proposals (RFP) on September 15, 2006 and received one response to the RFP on February 15, 2007 from Ninth Avenue Terminal Partners LLC (NATP). The proposal is to create a Vintner's Hall, including a winemaking center, a tasting room, a waterfront restaurant, and a water-oriented recreation retail facility using the 90,000 s.f. (1930s) portion of the building. The proposal was reviewed by the Landmarks Preservation Advisory Board (LPAB) on April 9, 2007 and by the Planning Commission on May 16, 2007. Per COA #25, the City Council shall make a final determination regarding any option for the preservation of the Ninth Avenue Terminal building by June 30, 2007.

Staff believes the project has merit, but does not have enough information to determine feasibility within the timeframe specified in COA #25. Therefore, more information and analysis should be submitted by the end of October, 2007, to enable Council to make a final determination by the end of the year.

In order to proceed with this adaptive reuse project, the project sponsors will need to obtain approvals from the City for a zoning amendment to allow the proposed uses in the Open Space-Regional Serving Park zone approved for this portion of the site within the Oak to Ninth Project. Restaurants and alcoholic beverage sales are conditionally permitted within the OS-RSP zone, but manufacturing uses (winemaking and warehouse/storage) and retail activities are not

allowed. An environmental determination is also required under CEQA. The proposed project would also need approvals from the State Lands Commission and the Bay Conservation and Development Commission. Additionally, the construction and implementation of the proposed project would need to be coordinated with the Oak to Ninth Mixed Use Development Project.

Staff recommends that the City Council authorize staff to evaluate the feasibility of the proposal and, depending upon the results of that evaluation to return to Council with a recommended lease and operation agreement with the project sponsors. As part of the feasibility evaluation, staff would need to receive and review more information and analysis regarding structural and seismic safety requirements, building and site improvements and how such costs will be shared between OHP and NATP.

FISCAL IMPACT

Both the Request for Proposal and Condition of Approval No. 25 for the adaptive reuse of the Ninth Avenue Terminal recognized that "the City does not have the financial capacity to contribute to this effort." NATP, the project sponsors, are not requesting funding for the project, but are basing their financial analysis on certain critical assumptions and future agreements with the City. Specifically, NATP has assumed a lease agreement with the City for $1.00/year for 66 years and that Oakland Harbor Partners will carry out some of the pier reinforcement or replacement work needed for the site. Additionally, NATP has assumed that the proposed use does not represent a change of occupancy for the building, and thus seismic safety and other building code upgrades may not necessarily be required. Staff does not believe that these assumptions are accurate based on a preliminary assessment. Thus, staff recommends that additional information and analysis be submitted within a five month period so that the Council can have the information to make a final determination about overall project feasibility.

BACKGROUND

The Oak to Ninth Mixed Use Development was approved for up to 3,100 residential units, 200,000 square feet of ground floor commercial space, a minimum of 3,950 parking spaces, 32 acres of parks and public open space, two renovated marinas (total 170 boat slips), and a wetlands restoration area. Approximately 50% of the proposed project is dedicated to parks and open space. After OHP completes the soil and water remediation, the City will accept the parks and open space areas, including the Ninth Avenue Terminal.

Authorizing Condition of Approval

Condition of Approval No. 25 for the Oak to Ninth Mixed Use Development Project set forth the following process for the Request for Proposals:

1) By September 15, 2006 the City shall issue a Request for Proposals soliciting projects, uses and funding sources for the preservation of the Ninth Avenue Terminal building in an amount greater than 40,000 square feet and no more than 90,000 square feet. The RFP shall indicate that uses must be Tidelands Trust consistent, that the building shall be preserved and

rehabilitated consistent with the Secretary of Interior Standards, and that the City does not have the financial capacity to contribute to this effort.

2) Proposals shall be received by February 15, 2007, and reviewed and a report prepared for the City Council's consideration of the options available based on specific criteria, including trust consistent purposes, timing of implementation, funding sources, financial capacity, etc.

3) City Council shall make a final determination regarding any option for the preservation of the Ninth Avenue Terminal building by June 30, 2007.

Proposed Uses

The project proposed by NATP is a winemaking center, housing a collective of East Bay winemakers within a 90,000 square foot remaining portion of the Ninth Avenue Terminal building. The East Bay Vintner's Alliance is a non-profit organization created to promote the East Bay urban winemaking community and is currently made up of twelve premium wineries based in Alameda, Berkeley, Emeryville and Oakland.

The majority of the space in the building (79,920 s.f.) will be occupied by the independent artisan wineries which will do all winemaking on site. They will be provided with their own production area and with a common space for equipment, supplies, and a 1,800 s.f. tasting room. The wineries will also offer wine tours for the public.

Each individual winery may occupy up to 3,360 square feet. Barrels and fermenting bins will be kept in each winery's individual space. De-stemmers, crushers, pumps, and other equipment used in small-scale winemaking are mounted on wheels, would be stored in a common area, and moved from space to space when needed.

The existing 40- foot wide center aisle will remain an open lane for circulation and foot traffic between wineries. The tasting room will have a waterfront location, occupying the existing ground floor office space in the northeast corner of the building.

A 3,360 s.f. waterfront restaurant is proposed at the southeast corner of the building. The restaurant would include both indoor and outdoor seating, each with excellent views of the water. A small 600 s.f. café is being considered for the southwest corner of the building.

A water-oriented recreational business that would offer both boat instruction and rentals to the public is proposed at the south end of the building, facing the water and adjacent to the restaurant. The facility would occupy about 5,040 square feet and would have dock access. A portion of the space would be retail and a larger portion of the space would be storage for the rental boats, canoes, and kayaks, and merchandise storage.

Project Boundaries

The boundaries of the project area go beyond the walls of the building. The boundary to the north follows the existing edge of the rear platform of the building. It is anticipated that the rear platform could become a covered public sidewalk in the future. The boundary to the east extends 20 feet beyond the existing platform edge, which is now a paved parking area. This area is intended for dedicated parking for the uses within the Vintner's Hall including the restaurant and tasting room. The boundary to the south extends 75 feet into the water. The project sponsors anticipate boating and docking uses in the future. The boundary to the west extends 48 feet toward the waterfront park and may be used for restaurant seating areas or for the proposed café (see **Attachment B**, Revised Project Diagram, dated April 9, 2007).

Previous Staff Reports

This staff report will discuss the Key Issues and Impacts related to the reuse proposal. For a more comprehensive description of the project, please refer to the staff reports that were prepared for the Planning Commission and Landmarks Preservation Advisory Board and are attached to this staff report.

The staff report prepared for the Planning Commission public hearing of May 16, 2007 includes a more detailed description of the proposal. Please refer to **Attachment C** for a discussion of Parking and Circulation, Public Access, San Francisco Bay Trail, Tidelands Trust Compliance, Repairs and Improvements to the Terminal Building, Structural Repairs, and the Financial Assumptions for the project.

The staff report prepared for the Landmarks Preservation Advisory Board meeting of April 9, 2007 provides a detailed description of the building; its architectural style, history, and landmark status (see **Attachment D**).

KEY ISSUES AND IMPACTS

Staff has reviewed the adaptive reuse proposal for the Ninth Avenue Terminal and has identified the major issues that need to be addressed when considering the proposed project. Following is the list of issues:

Historic Status of Ninth Avenue Terminal

Land Use Regulatory Controls
- General Plan and Zoning Consistency
- Environmental Review
- Other Agency Approvals

Site Plan and Compatibility with the Oak to Ninth Project
- Parking
- Loss of Open Space

Upgrades to the Building and the Site
Repairs and Improvements to the Terminal Building
Structural Repairs

Financial Assumptions and Feasibility
Lease Rents

Negotiations with Oakland Harbor Partners

Historic Status

Issue: Historic Status of the Ninth Avenue Terminal

The Ninth Avenue Terminal is rated "A" Highest Importance by the Oakland Cultural Heritage Survey (OCHS). On May 10, 2004 the LPAB adopted a Resolution Initiating Landmark Designation of the Ninth Avenue Terminal and directed staff to forward the nomination to the Planning Commission for a public hearing on the proposed designation. The LPAB determined that the building "appears eligible for the National Register." Condition of Approval No. 25 b. states that a restoration and reuse plan for the remaining portion of the Ninth Avenue Terminal must be submitted to the City within 90 days of final approval of the close of escrow with the Port of Oakland which includes "an application to nominate the remaining portion of the building and the site as a City of Oakland Landmark."

Staff Recommendation: If the adaptive reuse proposal is approved by the City Council, that the 90,000 square foot remaining portion of the Ninth Avenue Terminal building should be nominated as a City of Oakland Landmark as specified in COA #25 for any remaining portion of the Ninth Avenue Terminal.

LAND USE AND REGULATORY CONTROLS

General Plan and Zoning Consistency

Issue: Is Vintner's Hall consistent with the General Plan and Zoning Designation for the Oak to Ninth Mixed Use Development?

The General Plan designations for the Oak to Ninth Mixed Use Development are Planned Waterfront Development-4 for the developable portions of the site, and Parks, Open Space, and Promenades for the open space areas. The Ninth Avenue Terminal is located within the Parks, Open Space, and Promenades General Plan designation. Winemaking production, a manufacturing use, is not specifically mentioned as part of the intent or desired character of the Oak to Ninth Mixed Use Development Project.

The land uses proposed are not consistent with the Open Space zoning approved for the Oak to Ninth Mixed Use Project. The Ninth Avenue Terminal is zoned Open Space-Regional Serving Parks (OS-RSP) within the PWD-4 zone. Restaurants and alcoholic beverage sales are

conditionally permitted within the OS-RSP zone, but manufacturing uses (winemaking and warehouse/storage) and retail activities are not allowed. If this proposal moves forward, the zoning district would need to be amended to allow the proposed winemaking and retail uses.

Staff Recommendation: If the adaptive reuse proposal is approved by the City Council, NATP would need to obtain a Conditional Use Permit for the restaurant and alcoholic beverage sales and an amendment to the zoning district would need to be approved to allow the retail uses and winemaking and storage of wine barrels in the Open Space-Regional Serving Park zone. The City Council would also need to determine whether the proposal is consistent with the General Plan.

Environmental Review

Issue: Environmental Review of Vintner's Hall

Using the existing Environmental Impact Report (EIR) prepared for the Oak to Ninth Mixed Use Project as a basis, staff would need to evaluate whether further environmental review is required under the California Environmental Quality Act (CEQA) is required for the Vintner's Hall project. The expected traffic and circulation, air quality, noise, operating characteristics, etc. would need to be evaluated to ascertain whether the project triggers any of the requirements for environmental review under CEQA.

This evaluation would need to be completed prior to any City commitment to the project. For example, the City Council making a final determination of feasibility or acting on a lease and operating agreement and prior to consideration of likely planning entitlements (amendment to the PWD-4 zoning district, amendment to the Preliminary Development Plan, Conditional Use Permit, and Design Review).

Staff Recommendation: If the adaptive reuse proposal is approved by the City Council, direct staff to evaluate whether further environmental review is required under CEQA and to prepare such review if warranted.

Other Agency Approvals

Issue: Is the Ninth Avenue Terminal adaptive reuse proposal consistent with State Lands Commission and BCDC requirements?

The land occupied by the Ninth Avenue Terminal building and the other park and open space lands are under the jurisdiction of the State Tidelands Trust laws. Thus, the land uses proposed must be Tidelands Trust consistent and will need to be approved by the State Lands Commission (SLC). NATP believes that the uses are consistent. City staff has had preliminary conversations with the SLC, which is unable to give a definitive opinion at this time. SLC did, however, inquire about the level of public access to the winemaking portion of the building and requested a site plan explaining the uses. (There does not seem to be an issue about the restaurant or water-recreation retail.) SLC approval is necessary to establish Vintner's Hall within the Tidelands

Trust. Because it is unlikely that the City will have an answer prior to the City Council considering the proposal, if the project moves forward, City approval will need to be made contingent upon SLC agreement of the land uses, operating conditions and other relevant factors. See **Attachment E**, "California Tidelands: Lands Held in the Public Trust" for examples of allowable uses.

The reuse proposal must also be approved by the Bay Conservation and Development Commission (BCDC). BCDC has jurisdiction over all uses generally within 100-feet of the shoreline. According to BCDC staff, BCDC approval is necessary for the proposed uses and an application for adaptive reuse of the Terminal is required.

BCDC is already considering an application for the Oak to Ninth Project. The application filed by the three co-applicants (City, Port, and OHP) currently before BCDC requests authorization for a Shoreline Park and to retain a 20,000 square foot portion of the Terminal. Therefore, to accommodate the reuse proposal, the co-applicants would need to either: (1) amend the BCDC application *before* it is considered by the Commission; or (2) request a material amendment to the BCDC permit *after* the permit is issued. If the permit is amended after it is issued, the permittees may be required to offset the loss of open space at Shoreline Park that the Commission would have required as a component of the overall public access plan.

Staff Recommendation: Any City Council approval of the proposed project will need to be made contingent upon SLC and BCDC approval of the proposed land uses.

Site Plan and Compatibility with Oak to Ninth Project

Issue: How do the proposed uses operate, and are they compatible with the Oak to Ninth Project?

The site plan shows most of the winemaking and storage activities along the northern boundary of the building, with the restaurant, tasting room, and retail facility along the southern portion. These areas are basically separated by a 40-foot aisle down the center of the building. Public access to the activities within the building is expected to be from this 40-foot aisle.

Concern has been expressed about potential conflicts between truck activity, employee parking, and pedestrians using the same 40-foot aisle down the center of the building. According to the project sponsors, truck deliveries and shipments for the winery uses would be restricted to avoid conflicts between the public and the trucks. The exact hours and conditions need to be resolved with the wineries, but the likely hours for shipments and deliveries would be 7:30 a.m. to 10:45 a.m. Monday through Friday. Business hours for the restaurant, water-oriented recreation, snack and wine tasting uses also need to be resolved, but are anticipated to be hours that are typical for each of these businesses.

If the proposal moves forward, the City Council will need to decide whether the proposed uses are compatible with the proximity of the use to the adjacent public park, and the recently approved Oak to Ninth Project.

Staff Recommendation: Staff believes that with appropriate conditions, restrictions, and requirements, the proposed use could be acceptable at this location. An important aspect to consider is the amount of space that is devoted to winemaking. Staff believes that the restaurant and retail uses are important components of the Vintner's Hall project, and as such, they are important to integrating the proposed project with the larger Oak to Ninth development. A totally dedicated winemaking facility would not provide the linkages necessary to assure land use compatibility.

Parking

Issue: Does the proposal include enough parking?

The project proposes a total of 42 dedicated parking spaces for the combined uses directly in front of the Terminal building. Issues were raised during the hearings on the proposal about whether this was enough parking for the proposed uses. The City's Planning Code requires approximately 73 parking spaces for the combined requirements of manufacturing, retail and restaurants.

The parking for the proposed project is less than what would normally be required for this same combination of uses. However, there are a number of metered parking spaces available for the public along the streets within the Oak to Ninth Project that could be used if necessary. The parking lot shown in the Oak to Ninth Preliminary Development Plan adjacent to the entrance of the Terminal may not be available, however, as this area may be needed in order to meet stormwater run-off requirements (C.3 provisions) for the Oak to Ninth Project. This potential elimination would further reduce the adjacent parking by approximately 30 spaces.

Staff Recommendation: Overall, staff believes that the entire parking reservoir for the Oak to Ninth Project will be sufficient to accommodate the parking requirements for the proposed uses. However, staff recommends that a parking management analysis be included in future plans for this project because management of parking spaces at peak times is a major issue.

Loss of Open Space

Issue: Shoreline Park will be reduced in size by approximately 1.6 acres

The proposed Vintner's Hall will remove approximately 70,000 square feet of park space from the total amount of park and open space approved in the Oak to Ninth Project. This reduction in the size of Shoreline Park needs to be considered when discussing future land uses in this location.

Staff Recommendation: The City Council must decide between a reduction in the amount of open space versus the opportunity to adaptively reuse an historic structure.

UPGRADES TO THE BUILDING AND THE SITE

Repairs and Improvements to the Terminal Building

Issue: The implications of the change of use/occupancy for the Ninth Avenue Terminal and Building Code requirements

NATP has assumed that the uses proposed are primarily warehouse uses and are not a change of use or occupancy. As a result, the proposal does not address the potential need to upgrade portions of the structure to comply with either the current Building Code or the less restrictive provisions of the Historical Building Code.

NATP proposes very little alteration of the underlying exterior appearance of the Terminal building. Work includes repair of spalled concrete on the exterior and interior of the building, roof repairs, re-glazing windows, and repainting. Structural upgrades include bracing the clerestory windows, connecting the walls to the roof, and adding bracing frames in the exterior walls of the building. Fire sprinklers, sanitary sewer system, electrical and water systems will be repaired or upgraded. Handicapped bathrooms and partitions between restaurant, retail and warehouse uses would also be constructed.

The existing parking lot at the entrance to the building will be cleaned, repaired and striped. Landscaping appropriate to the Oak to Ninth development plan will be added to the perimeter of the parking areas. Waterside amenities such as tables, benches, and landscaping will be provided. A hardscape surface at the Shoreline Park entrance to the building is desired in order to facilitate concerts and other public events.

While portions of the proposed project fit within the "warehouse" occupancy classification, all of the new uses do not. Winemaking (a manufacturing use), the restaurant, café, retail store, and tasting room (45% of the existing warehouse space) are considered changes of use/occupancy and are required to comply with current standards. Under this finding, the building must be upgraded to the current Building Code regulations (1997 UBC) or to Historical Building Code regulations (75% of 1994 UBC). The use of the Historical Building Code may improve financial feasibility, but only if the Code's criteria for historical status can be met.

Ninth Avenue Terminal Partners does not agree with the Building Official's determination of change of occupancy and have retained a Fire Code consultant to advise them throughout this process. Staff notes, at this point, that the determination rests with the City Building Official and that the Building Department is experienced with developing a set of retrofitting standards that will accommodate both the historic status and new uses. These standards are critical to the life safety of building employees, patrons, and visitors.

Staff Recommendation: Staff recommends that this determination process proceed immediately so that an agreement can be reached regarding the structural and other work necessary for the proposed uses. This work will be critical to a more specific evaluation of the financial feasibility of the proposal.

Structural Repairs

Issue: Who will make the necessary structural repairs to the piers, dock and wharf?

Degenkolb Engineers was retained by NATP to evaluate the structural condition of the Ninth Avenue Terminal and the supporting dock and piers, and to review the two consultant reports on the Terminal building, shoreline and pier improvements that were prepared as part of the Oak to Ninth Project. In general, Degenkolb's report determined that if the occupancy did not change some voluntary structural upgrades would be prudent to reduce the risk of catastrophic collapse of the building (see Attachment F, Description of Repairs and Improvements.) This conclusion was similar to the engineering reports prepared for the Oak to Ninth Project.

The report prepared by Rutherford & Chekene Consulting Engineers as part of the Oak to Ninth Project (February 6, 2006) concluded that the building was in generally good condition, but the building could collapse in an earthquake. The report also included a number of voluntary improvements that could be made to strengthen the building to address the problem if the occupancy did not change. The report engineers concluded that although the terminal building's concrete walls and steel trusses appeared adequate and in good condition, there was a potential collapse hazard in the event of an earthquake because of an existing inability to adequately resist seismic forces. In addition, there is not adequate capacity in the transverse frames, their anchorage to the pier deck, the longitudinal clerestory straight sheathed shear walls or the straight sheathed roof diaphragm, to resist seismic forces sufficiently to protect life safety. The existing roof diaphragm connection to the walls was also found to be inadequate. In short, structural work is required to the main building components to meet seismic safety thresholds. The main point of the required structural work is to reduce the risk of catastrophic collapse during a major earthquake.

Until NATP has a seismic evaluation done, it is not known whether the work that is proposed in the description of repairs and improvements is enough to address the seismic issues identified in previous consultant reports. For a change of occupancy, significantly higher levels of seismic strengthening would be required.

Degenkolb did note that some structural repairs were needed to the piers and wharf and recommended that certain voluntary structural improvements be made. NATP is not proposing repairs to the wharf and piers and is assuming that the structural improvements to the building would be carried out by OHP.

The improvements to the wharf and piers are identified in a report prepared by Moffatt & Nichol for the Oak to Ninth Project (February 5, 2004). The report concludes that portions of the wharf and the piles beneath the wharf do not meet current building codes and need to be retrofitted in order to sustain a major earthquake. The major concern is the ability of the piles to resist the lateral forces of an earthquake. The report also provides several alternatives for the retrofit work with all alternatives assuming the demolition of the timber apron and timber railroad trestle because they are in such bad condition and would be very expensive to repair. In 2004 dollars, this work was estimated to cost $10 million for all pier repairs.

Degenkolb, NATP's engineer, has also identified the need to upgrade the piles beneath the wharf. NATP has not included these improvements in their pro forma. Staff believes that some pier repair allowance must be assumed in order to find this project feasible. OHP has pier work to complete as well, and an agreement must be reached about this issue prior to deciding whether this project could move forward.

NATP is not proposing structural modifications to the underlying pier and slab and is assuming that any structural upgrades needed would be carried out by OHP as part of the work required for Shoreline Park.

Staff Recommendation: Staff believes that additional upgrades are required to the building, piers and wharf to bring the proposed project up to current code requirements. The City, NATP, and OHP would need to negotiate how the repairs will be carried out and who will pay for them.

FINANCIAL ASSUMPTIONS AND FEASIBILITY

Financial Assumptions

Issue: Are the financial assumptions acceptable?

The financial estimate NATP has provided for the project is primarily based on the assumption that the use/occupancy is no different than what it is now. The proposed improvements to the building are included in the proposal document and are described in **Attachment F** to this staff report. It is also assumed that the proposed project would not be responsible for any structural improvements to the piers and the wharf. Also, this estimate does not consider the costs of the seismic study and/or any improvements to the building, piers or wharf that could be recommended as a result of that study.

The proposal assumes a 66-year ground lease with the City at the minimal cost of $1.00 per year. The proposal offers to lease space to the vintners at below-market-cost of $0.50 per square foot/month. The lease rent for the restaurant space is proposed at $2.25 per square foot/month and the retail establishment at $1.00 per square foot/month.

The proposal also assumes that NATP will not make any financial contributions to the Community Facilities District/Community Service District that will be formed by the Oak to Ninth Project to pay for maintenance of the public parks and open space. Instead, NATP has indicated that they will be responsible for maintaining the area within their project boundaries.

Staff Recommendation: See "Financial Feasibility" discussion in the next section

Financial Feasibility

After receiving NATP's proposal, the City hired a financial consultant, National Development Council (NDC), to analyze the proposal's financial feasibility. The proposal was reviewed,

Ninth Avenue Terminal Partners were interviewed, and financial documents were examined by NDC (see **Attachment G,** letter from The National Development Council dated April 20, 2007).

According to this review, NDC determined that the proposal is **financially feasible** based on the following:

- Ninth Avenue Terminal Partners is a financially viable partnership and can afford to do the project
- There are no land ownership costs
- There are no construction costs associated with a new facility
- OHP pays for all rehabilitation/reconstruction of the piers
- The cost estimates for the proposed improvements are on the low side of cost estimates, but within the range of reasonable costs to carry out the improvements

The proposal **may not be financially feasible** if the Vintners Hall project has to pay:

- Repairs and improvements based on the seismic study, which has not yet been completed
- Additional costs to upgrade the building as a result of the change of occupancy under the current Building Code or Historical Building Code
- Any improvements that may be necessary to meet stormwater run-off treatment (C.3 requirements)

NDC further concluded that the proposal **would not be financially feasible** if the Vintners Hall project had to pay for the rehabilitation/reconstruction of the piers beneath the structure for a cost in the range of $5-$7 million (one half of the current estimated total cost of repairs).

Other findings of the financial consultant include:

- The project can afford to pay more than $1 per year in rent to the City
- The project can afford to contribute to a Community Facilities District to support public improvements in the immediate area
- Based on the financial statements provided in confidence to NDC, the partners appear to have sufficient liquidity and capital to complete the proposed project
- It appears likely that sufficient demand exists from vintners with the financial capacity to make timely rent payments and fill this relatively small space

Staff believes that financial feasibility cannot be finally determined without additional information and analysis being submitted to the City. The staff recommendation portion of this report outlines both the schedule and the information needed for this proposal to move forward.

Lease Rents

Issue: Should the project sponsors be charging market rate rents for the proposed uses?

The project proposes to lease space to the vintners at $.50 per square foot net per month; to the restaurant at $2.25 per square foot net per month; and to the water-oriented retail facility at $1.00 per square foot net per month for a total income of approximately $618,336 per year. The project proposes to pay the City $1.00 per year for rent.

As a point of comparison, the City's Real Estate Division estimates that the market rate for lease rents for similar uses about $.70 to $.90/s.f. net for industrial space; and from $1.25 to $2.00/s.f. for retail or restaurant space, depending on the size of the facility (the larger the space, the less expensive the rent). In both cases, NATP would be deriving significant financial advantage given the annual income received versus the $1.00 annual rent paid to the City. Staff realizes that if the proposal moves forward, negotiations will likely change these calculations. Staff also notes that the $1.00/year or any other below-market lease rate would represent a subsidy to the project sponsor and thus would not be consistent with the original City Council direction to not participate financially in this type of project.

Staff Recommendation: If the adaptive reuse proposal moves forward, City staff should be directed to negotiate the major deal points to be incorporated into a lease agreement with the City.

Negotiations with Oakland Harbor Partners

Issue: How can the City analyze the proposed project when it is assumed that structural repairs and the retention of other project features depend on cooperation with another entity?

Much of the success of the proposed project relies on negotiations with Oakland Harbor Partners. Vintner's Hall would be using Ninth Avenue, to be constructed by OHP, to enter and exit the facility. The road construction and utility improvements would need to be completed prior to the implementation of this project. Also, there needs to be agreement on the 16 foot wide timber apron directly south of the Terminal building. OHP proposes to demolish the apron and Vintner's Hall wants to retain it. Vintner's Hall wants to maintain the trestle bridge and OHP has approval to demolish the structure. Both the apron and the trestle bridge were determined to be in substantial disrepair and were recommended for demolition by the consulting engineers. The structural improvements to the piers and wharf structure would also need to be negotiated.

Staff Recommendation: Require that NATP negotiate to resolve these issues with OHP and return to the City Council with the results of the negotiation by early Fall 2007.

SUSTAINABLE OPPORTUNITIES

Economic: The City would benefit from new industrial opportunities and would make Oakland a destination for wine tasting in the inner East Bay.

Environmental: The adaptive reuse of 90,000 square feet of the Ninth Avenue Terminal would preserve the oldest portion of the historic marine warehouse facility and reuse the older building and its historic materials for different industries than has occupied the building in the past.

Social Equity: Oakland residents, Bay Area neighbors, and out-of-town visitors would have opportunities to enjoy the City's waterfront and be exposed to a variety of activities. Passive recreational opportunities, active sports, and dining and wine tasting activities offer a wide variety of choices to all who access the waterfront.

DISABILITY AND SENIOR CITIZEN ACCESS

The project will be designed such that persons with disabilities and senior citizens would have access to Vintner's Hall in the Ninth Avenue Terminal and to Shoreline Park.

RECOMMENDATIONS AND RATIONALE

Staff believes that the proposal deserves serious evaluation. Although the Oak to Ninth General Plan and Zoning district regulations do not expressly permit some of the proposed uses, staff believes that these uses could compatibly co-exist with the Oak to Ninth Mixed Use Development. The adaptive reuse of the Ninth Avenue Terminal would preserve the oldest portion of the historic structure and activate this portion of the project site. The wine production use is also consistent with other food production and distribution businesses in the area such as the new Harvest Hall in the Jack London development and other food-related companies to the immediate south of Embarcadero Cove.

However, there is a tradeoff. The retention of an additional 70,000 s.f. of space more than the 20,000 s.f. that was approved for the Ninth Avenue Terminal means that there is a reduction in the size of Shoreline Park. Further, this proposal cannot be pursued before other critical information is submitted regarding seismic safety and remodeling upgrades, project timing (in relation to the other work necessary for the Oak to Ninth Project) and earnest negotiations with the City and OHP concerning costs, lease agreements and operating requirements.

Staff recommends that the City Council:

1) Authorize City staff to ascertain the feasibility of the adaptive reuse proposal for a Vintner's Hall in the 1930s portion of the Ninth Avenue Terminal building. In so doing, the City Council (1) makes a preliminary finding that the proposed uses are capable of being made compatible with the approved Oak to Ninth Mixed Use Project; and (2) would be willing to consider the necessary land use approvals, including changes to the Planned Waterfront Development-4 (PWD-4) zoning district to allow the proposed uses in the Open Space-Regional Serving Park zoned area of the Oak to Ninth Project, subsequent to City Council confirmation of project feasibility, schedule and funding commitments.

2) Require more information and analysis be performed to determine overall project feasibility and that NATP return to the City Council by October 31, 2007 with the following information and work tasks completed prior to a final determination of project feasibility:

   a. By August 31, 2007, the project sponsor shall complete a building code analysis and the work necessary with the Building Division to develop a final cost estimate of

improvements for the building, based on the change of occupancy, as determined by the City Building Official, and allowing the use of the *California Historical Building Code* and subject to approval by the Building Services Department and the Fire Department.

b. By September 30, 2007, the project sponsor shall submit all required modeling, analyses and information pertaining to structural reinforcement and other work to bring the building up to required seismic safety standards.

c. By October 31, 2007, the project sponsor shall complete preliminary negotiations with both OHP and the City pertaining to:

- phasing of the work;
- a list of major deal points for the lease, operating requirements and management agreement with the City;
- membership in the CFD/CSD for the maintenance of the facility or other equivalent means of participation;
- a list of major deal points with OHP that distinguishes the financial obligations for improvements to the wharf (or portions thereof), the status of the trestle bridge, the installation of the Waterfront Trail adjacent to the remaining portion of the Ninth Avenue Terminal Building, pier repair and/or replacement;

d. By October 31, 2007, the project sponsor shall submit a revised project budget and pro forma based on the results of the additional structural, seismic and building code compliance work as well as the negotiations and draft deal points with both the City and with OHP;

e. By October 31, 2007, the project sponsor shall complete a pre-application process with the BCDC regarding proposed improvements;

f. By October 31, 2007, the project sponsor shall have formally contacted the State Lands Commission for a preliminary finding or opinion regarding whether the proposed use is consistent with the State Tidelands Trust provisions or what operating or physical conditions must be incorporated into the project so that it would be deemed compliant.

g. By October 31, 2007, any additional information necessary for any further environmental review information must be submitted by the project sponsor so that a CEQA determination may be completed for the project.

After this supplemental information and analysis have been submitted, the City Council will be asked to make a final determination regarding project feasibility.

ALTERNATIVE RECOMMENDATION

The City Council could decide not to pursue the proposal and make the determination that the proposed project is not financially viable at this time. There is still a great deal of information

that needs to be provided, agreements need to be negotiated, and approvals must be obtained from other agencies. The City Council may not want to spend the time and resources on pursuing the proposal and allow the Oak to Ninth Project to move forward as approved (allowing all but 20,000 square feet of the Ninth Avenue Terminal to be demolished).

In making this determination, the City Council could make the following findings to support this decision:

- The proposed project and the information which has been submitted to the City does not contain sufficient detail to ascertain what other structural and code compliance improvements are necessary. Based on preliminary analysis, the pro forma does not contain adequate funding for life safety and seismic safety construction work to be completed. Since the City will be the trustee for this property due to the State Public Trust designation, there are important liability considerations for the City. Thus, City subsidy or other agreements, which have not been secured with the master developer, OHP, would be required. This finding is based on a feasibility assessment completed by The National Development Council (NCD), as set forth in this staff report.

- The proposed project assumes that there will not be a change of occupancy for the building. This assumption is incorrect and the Building Official has determined that based on the project description submitted, a change of occupancy would be triggered, thus requiring additional life safety and seismic safety improvements.

- The proposed project assumes that the City will charge $ 1.00/year for rental of the building. This assumption is not based on market rate rents, and thus would be considered a subsidy. This assumption is therefore in direct conflict with the City Council's determination that no subsidy be available for this type of project.

ACTION REQUESTED OF THE CITY COUNCIL

Staff recommends that the City Council direct staff to pursue the proposed adaptive reuse of the 1930s portion of the Ninth Avenue Terminal and authorize staff to negotiate a lease and operation agreement with the project sponsors, subject to the submittal of more information and analysis regarding structural and seismic safety requirements, building and site improvements and how such costs will be shared between OHP and NATP. The specifics are listed above in the "Recommendations" section of this staff report.

Respectfully submitted,

CLAUDIA CAPPIO
Director of Development
Community and Economic Development

Prepared by:
Margaret Stanzione, Planner IV
CEDA-Planning & Zoning

APPROVED AND FORWARDED TO THE
COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE:

Office of the City Administrator

ATTACHMENTS

A. Oak to Ninth Project Condition of Approval #25
B. Revised Project Diagram dated April 9, 2007
C. Planning Commission Staff Report (without attachments) dated 5/16/07
D. Landmarks Preservation Advisory Board Staff Report (without attachments) 4/9/07
E. Summary of Tidelands Trust Uses
F. Description of Repairs and Improvements
G. Letter from The National Development Council dated April 20, 2007
H. Proposal for Ninth Avenue Terminal dated February 15, 2007

Adaptive Reuse of the Ninth Avenue Terminal

ATTACHMENT A

Cultural Resources

25. The Project Applicant shall implement all of the mitigation measures described in "Section E. Cultural Resources" of the MMRP **(MM # E.1.a, E.1.b, E.1.c, E.1.d., E.2, E.3.a., E.3.b, E.8).** The project shall also include the following additional measures and standards:

a. Within 90 days of final approval of the close of escrow with the Port of Oakland, the Project Applicant shall take measures to protect the Ninth Avenue Terminal Building, pending demolition of the approved portion of the facility. The building shall continue to be actively used, if feasible, with access for trucks to the site through any development or construction activities, to the greatest practical extent. Within 45 days of the final approval of the close of escrow with the Port of Oakland, the Project Applicant shall submit to the Development Director a description of the proposed measures. The Development Director shall review, and may approve, disapprove, or modify the measures intended to eliminate deterioration, minimize vandalism and assure protection of the building. These measures shall remain in place for the duration of the demolition, grading and other construction activities until building permits are issued for the restoration of the preserved portion of the building.

b. No less than 90 days from the date of scheduled demolition, the Project Applicant shall submit a restoration and reuse plan for the Ninth Avenue Terminal Building including but not limited to the following materials and information:

1) a finance and business plan that establishes a framework for restoring, preserving, and reusing the preserved portion of the building, including a commitment by the project applicant to seek additional public funding, private financing, and/or private philanthropic grants and the funding mechanisms and budget for the work;

2) a management plan demonstrating exemplary and continued stewardship of the preserved portion of the building, with recognition of its cultural and historical importance to the City of Oakland and which is accountable to the goals and policies of the *City of Oakland General Plan and the Estuary Policy Plan*;

3) a community participation plan providing for input by Oakland community members in decisions concerning the portion of the Ninth Avenue Terminal Building's preservation and reuse;

4) a development plan demonstrating that the proposed renovation and reuse of the portion of the Ninth Avenue Terminal Building is consistent with the design standards, policies, and goals of the PWD-4 Planned Waterfront Zoning District, the Design Guidelines for the Oak to Ninth Mixed Use Development Project, and with any other design criteria that the City determines is appropriate to meet said goals and policies up to and including the proposed design for Shoreline Park; and

5) a schedule for completing the work. In no case shall the time allotted for project completion exceed the time allotted in Exhibit C of the Development Agreement (issuance of a certificate of occupancy for the 1,000th unit or 5 years from the issuance of the first building permit for Phase I.)

6) an application to nominate the remaining portion of the building and the site as a City of Oakland Landmark.

The City Landmarks Preservation Advisory Board shall review this information and the plans and make recommendations to the City Council and the Planning Commission. The Planning Commission shall review and consider the information, plans and recommendations from the Landmarks Preservation Advisory Board and forward its recommendations to the City Council. The City Council shall review and approve the plans and schedule for work.

c. Notwithstanding that the City has fully established in the record that preserving more of the Ninth Avenue Terminal Building is not economically feasible based on the whole of the financial obligations for the project and on the administrative record, the City shall institute an independent process to ascertain whether there are alternative funding sources, whether there is an entity interested in taking a greater financial risk than has been deemed acceptable given standard market conditions and rates of return and whether factors other than economic feasibility can be combined to provide for another set of uses for the preserved portion of the building. This process is in full recognition of the fact that the significant and unavoidable impacts of demolishing a substantial portion of the Ninth Avenue Terminal Building cannot be mitigated to a less than significant level and that the City is not in a position to subsidize the operation, maintenance or rehabilitation of this structure given current capital project needs and current approved budgets for Redevelopment and other funding sources.

The process shall include the following major steps and timeframes:

1) By September 15, 2006 the City shall issue a Request for Proposals soliciting projects, uses and funding sources for the preservation of the Ninth Avenue Terminal building in an amount greater than 40,000 square feet and no more than 90,000 square feet. The RFP shall indicate that uses must be Tidelands Trust consistent, that the building shall be preserved and rehabilitated consistent with the Secretary of Interior Standards, and that the City does not have the financial capacity to contribute to this effort.

2) Proposals shall be received by February 15, 2007, and reviewed and a report prepared for the City Council's consideration of the options available based on specific criteria, including trust consistent purposes, timing of implementation, funding sources, financial capacity, etc.

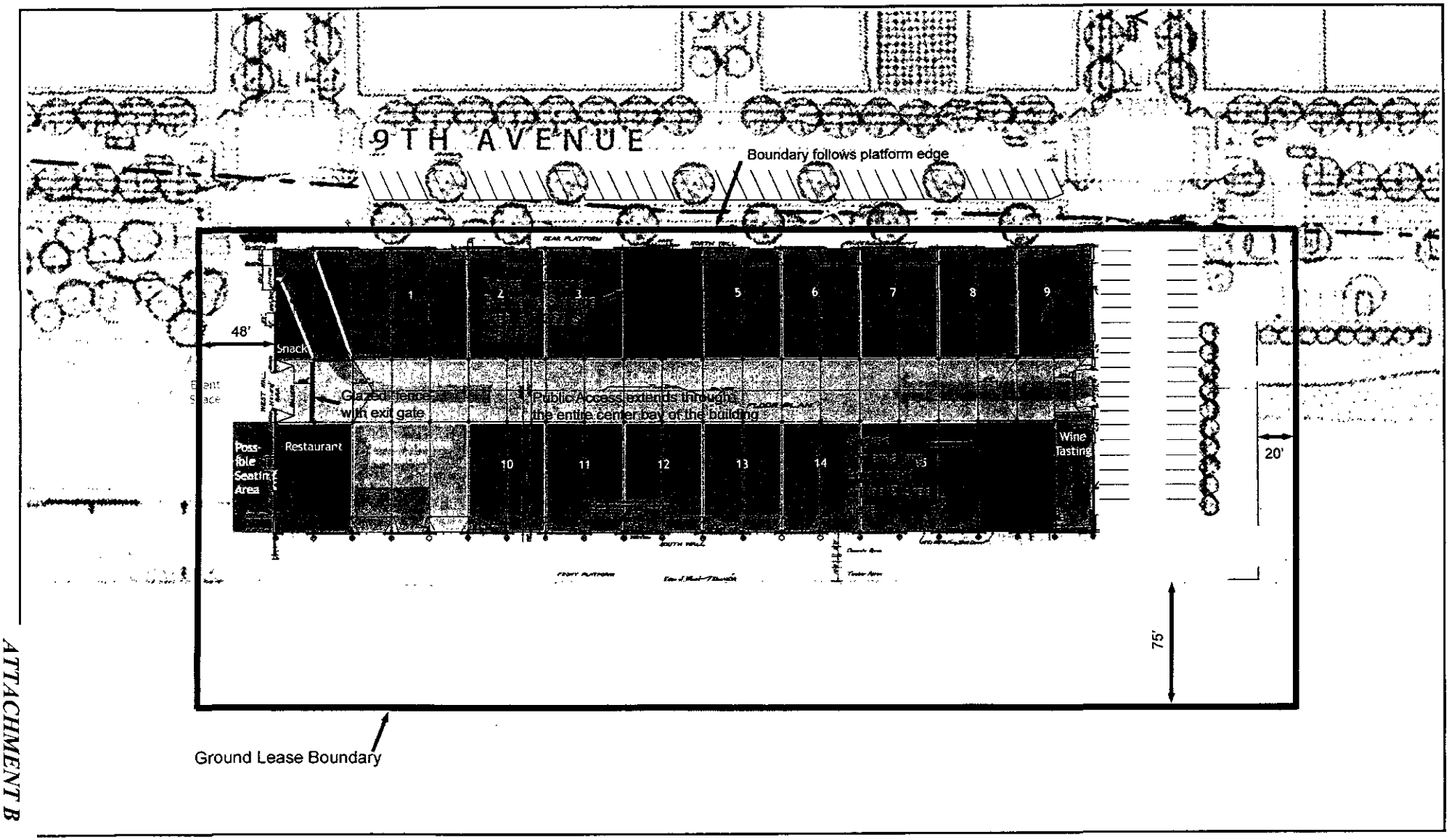
3) City Council shall make a final determination regarding any option for the preservation of the Ninth Avenue Terminal building by June 30, 2007.

In the event the RFP does not result in the alternative re-use of a 40,000 to 90,000 square foot portion of the Terminal Shed building, the developer shall rehabilitate a 20,000 (rather than 15,000 originally proposed) square foot portion of the Terminal Shed building and the $500,000 developer contribution to the general City-wide historic preservation efforts shall be dedicated to off-set the costs associated with the preservation of the additional 5,000 square feet.

26. Prior to the issuance of a demolition permit for the approved portion of the Ninth Avenue Terminal Building, the Project Applicant shall submit $500,000 to the City for compensation for the loss of a significant historic resource. These funds shall be used in other historic preservation efforts including but not limited to funding Mills Act projects to offset the loss of property taxes, restoration projects for other landmarks or preservation districts as recommended by the Landmarks Preservation Advisory Board and as finally determined by the City Council.

Adaptive Reuse of the Ninth Avenue Terminal

ATTACHMENT B



ATTACHMENT B

Proposal for Ninth Avenue Terminal

Ninth Avenue Terminal Partners, LLC

Project Diagram

April 9, 2007

Adaptive Reuse of the Ninth Avenue Terminal

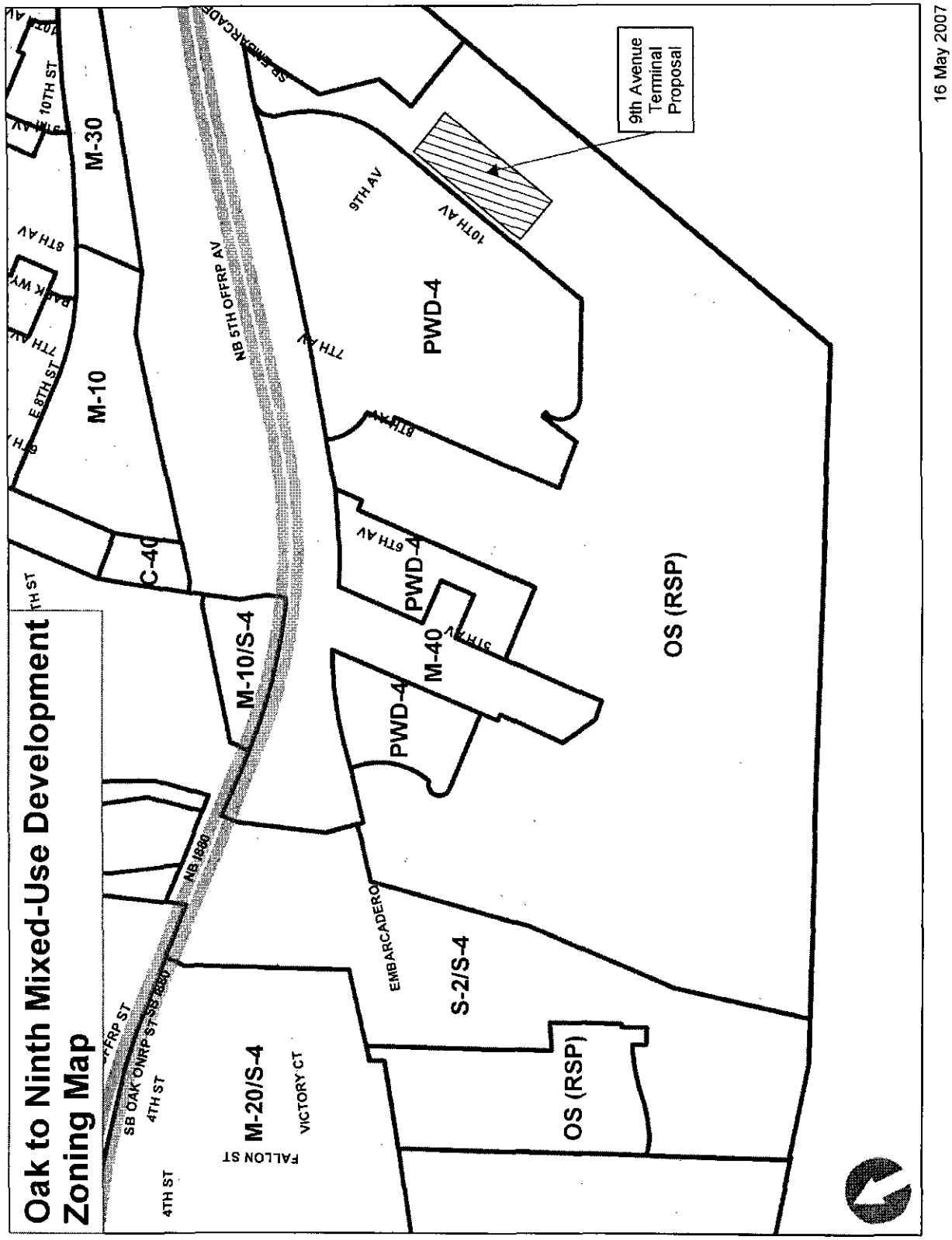
ATTACHMENT C

# 5.	**Location:**	**One 9th Avenue – Ninth Avenue Terminal Building**
	Proposal:	Consideration of a proposal for the adaptive reuse of the Ninth Avenue Terminal, per Condition of Approval No. 25 of the Oak to Ninth Development, to create a Vintner's Hall, including a winemaking center, a tasting room, a waterfront restaurant, and a water-oriented recreation retail facility within 90,000 square feet of the Terminal building.
	Applicant:	Ninth Avenue Terminal Partners LLC
	Contact Person/Phone Number:	Stuart Rickard, (510) 499-9400
	Owner:	Port of Oakland
	Case File Number:	**PUD 06-010**
	Planning Permits Required:	Amendment to Planned Waterfront District – 4 (Oak to Ninth)
	General Plan:	Estuary Policy Plan - Planned Waterfront Development 4
	Zoning:	OS(RSP) – Open Space, Regional Serving Park
	Environmental Determination:	Environmental Impact Report for the Oak to Ninth Mixed Use Project Certified June 20, 2006
	Historic Status:	Oakland Cultural Heritage Survey (OCHS) Rating A City of Oakland Landmark Status Pending
	Service Delivery District:	San Antonio 3
	City Council District:	2, Pat Kernighan
	Status:	Proposal is a response to RFP for adaptive reuse of 9th Avenue Terminal
	Action to be Taken:	Recommendation to the City Council
	For Further Information:	Contact project planner **Margaret Stanzione** at **(510) 238-4932** or by email at **mstanzione@oaklandnet.com**

SUMMARY

On July 18, 2006 the City Council approved the Oak to Ninth Mixed Use Development Project. As a condition of approval for the project, the City Council allowed Oakland Harbor Partners (OHP), the developers of the Oak to Ninth Project, to demolish all but 20,000 square feet (s.f.) of the 180,000 s.f. Ninth Avenue Terminal building unless a viable proposal to adaptively reuse between 40,000 s.f. and 90,000 s.f. of the 1930s portion of the structure is approved by the City Council within one year (see **Attachment A**, Condition of Approval #25). COA #25 also specified a process for soliciting reuse proposals and allowed a one year timeframe for a decision on a project.

The City issued a Request for Proposals (RFP) on September 15, 2006 and received one response to the RFP on February 15, 2007 from Ninth Avenue Terminal Partners LLC (NATP). The proposal is to create a Vintner's Hall, including a winemaking center, a tasting room, a waterfront restaurant, and a water-oriented recreation retail facility using the 90,000 s.f. 1930s portion of the building. The proposal was reviewed by the Landmarks Preservation Advisory Board (LPAB) on April 9, 2007 and is scheduled for consideration by the City Council Community and Economic Development Committee (CEDC) on May 22, 2007. Per


Oak to Ninth Mixed-Use Development
Zoning Map
9th Avenue Terminal Proposal
16 May 2007
M-30
M-10
C-40
M-10/S-4
M-20/S-4
PWD-4
M-40
S-2/S-4
OS (RSP)
NB 5TH OFFRP AV
SB EMBARCADE
EMBARCADERO
FALLON ST
VICTORY CT
4TH ST
7TH AV
8TH AV
9TH AV
10TH AV
E 8TH ST
10TH ST

COA #25, the City Council is required to make a final determination regarding any option for the preservation of the Ninth Avenue Terminal building by June 30, 2007.

The Planning Commission is requested to take under advisement comments from the LPAB and make a recommendation to the City Council regarding the proposal to adaptively reuse 90,000 s.f. of the Ninth Avenue Terminal building as a Vintner's Hall. Staff believes the project has merit, but does not have enough information to determine feasibility within the timeframe specified in COA #24. Therefore, more information and analysis should be submitted by the end of October, 2007, to enable the City Council to make a final determination by the end of the year.

BACKGROUND

The Oak to Ninth Mixed Use Development was approved for up to 3,100 residential units, 200,000 square feet of ground floor commercial space, a minimum of 3,950 parking spaces, 32 acres of parks and public open space, two renovated marinas (total 170 boat slips), and a wetlands restoration area. OHP proposed to demolish all but 15,000 s.f. of the Ninth Avenue Terminal and develop the area for Shoreline Park. As a condition of approval for the project, however, the City Council allowed the demolition of all but 20,000 square feet of the 180,000 s.f. Ninth Avenue Terminal shed unless an acceptable proposal was approved within one year for the adaptive reuse of up to 90,000 square feet of the 1930s portion of the structure.

Condition of Approval #25 specified that the City issue an RFP for the adaptive reuse of the Terminal and that the process take no longer than one year. The City issued an RFP soliciting projects, uses and funding sources for up to 90,000 square feet of the preservation of the Ninth Avenue Terminal building. The RFP required that any proposal must include land uses that are Tidelands Trust consistent and that the structure be preserved and rehabilitated consistent with the Secretary of Interior Standards. The COA and the RFP further noted that the City does not have the financial capacity to contribute to this effort. The City received one proposal for a Vintner's Hall on February 15, 2007.

PROJECT DESCRIPTION

Proposed Uses

The project proposes a winemaking center, housing a collective of East Bay winemakers within the Ninth Avenue Terminal. The East Bay Vintner's Alliance is a non-profit organization created to promote the East Bay urban winemaking community and is currently made up of twelve premium wineries based in Alameda, Berkeley, Emeryville and Oakland. With the winemaking industry growing in the East Bay there are many wineries looking for space. This particular location is appealing because it is close to consumers, has a stable climate, existing infrastructure, and is a complimentary use to the mixture of residential, commercial and recreational activities planned for the site.

The majority of the space in the building (79,920 s.f.) will be occupied by the independent artisan wineries which will do all winemaking on site. They will be provided with their own production area and with a common space for equipment, supplies, and a 1,800 s.f. tasting room. The wineries will also offer wine tours for the public.

Each individual winery may occupy up to 3,360 square feet. Barrels and fermenting bins will be kept in each winery's individual space. De-stemmers, crushers, pumps, and other equipment used in small-scale winemaking are mounted on wheels, would be stored in a common area, and moved from space to space when needed.

The existing 40-foot wide center aisle will remain an open lane for circulation and foot traffic between wineries. The tasting room will have a waterfront location, occupying the existing ground floor office space in the northeast corner of the building.

A 3,360 s.f. waterfront restaurant is proposed at the southeast corner of the building. The restaurant would include both indoor and outdoor seating, each with excellent views of the water. A small 600 s.f. café is being considered for the northeast corner of the building.

A water-oriented recreational business that would offer both boat instruction and rentals to the public is proposed at the south end of the building, facing the water and adjacent to the restaurant. The facility would occupy about 5,040 square feet and would have dock access. A portion of the space would be retail and a larger portion of the space would be storage for the rental boats, canoes, and kayaks, and merchandise storage.

Project Boundaries

The boundaries of the project area go beyond the walls of the building. The boundary to the north follows the existing edge of the rear platform of the building. It is anticipated that the rear platform could become a covered public sidewalk in the future. The boundary to the east extends 20 feet beyond the existing platform edge which is now a paved parking area. This area is intended for dedicated parking for the uses within the Vintner's Hall including the restaurant and tasting room. The boundary to the south extends 75 feet into the water. The project sponsors anticipate boating and docking uses in the future. The boundary to the west extends 48 feet towards the waterfront park and may be used for restaurant seating areas or for the proposed café (see **Attachment B**, Revised Project Diagram, dated April 9, 2007).

Parking and Circulation

Dedicated parking for Vintner Hall uses will be at the front entrance of the building (approximately 48 spaces). There will also be employee parking within the building for winery employees. There is a small parking lot nearby for Shoreline Park and on-street parking along Ninth Avenue for the public as part of the Oak to Ninth development.

Trucks used for the wine operation are anticipated to be "bob-tail" trucks no more than 30 feet in length. Trucks will enter the facility from Ninth Avenue, drive through the parking lot in

front of the building, drive through the building in the center aisle, and exit at the other end turning onto Ninth Avenue to exit.

Public Access

The public would be permitted to access the restaurant, tasting room, and retail spaces during regular business hours. There would also be free daily wine tasting tours through the entire center bay of the building. A typical tour would start at the winemaking area, travel through the center of the building, pass through a glazed "fence" near the west end of the building, and return back to the wine tasting area along the waterfront promenade. Outside the building, all spaces are accessible to the public at all times except for any outside seating areas which would be available to customers of the restaurant and tasting room during business hours.

San Francisco Bay Trail

The alignment of the Oakland segment of the San Francisco Bay Trail has been approved, as part of the Oak to Ninth project, along the water's edge of Shoreline Park and the outer edge of the remaining portion of the Ninth Avenue Terminal. NATP, the project sponsors, are requesting that the original wharf apron remain and that the trail follow along the wharf edge. NATP is further requesting that OHP construct the Bay Trail alignment along the wharf apron in exchange for NATP maintaining this portion of the trail in the future.

Tideland Trust Compliance

The proposal will need to be reviewed and approved by the State Lands Commission (SLC) as the building sits on Tidelands Trust lands. It is likely that the restaurant and water-oriented retail uses are trust compliant, but preliminary discussions with SLC staff have indicated that further information and review will be required (see **Attachment C**).

NATP believes that although a winery is a novel approach to Tideland uses, it is consistent with Trust goals. First it brings the public to the waterfront, and has a regional draw. Second, it is similar to the example set at Jack London Square (proposed Harvest Hall), where the SLC recognized the value of agriculture, food production and food preparation to promote commerce.

Repairs and Improvements to the Terminal Building

NATP has assumed that the uses proposed are primarily warehouse uses and thus, are not a change of use or occupancy. As a result, the proposal does not address the potential need to upgrade portions of the structure to comply with either the current Building Code or the less restrictive provisions of the *Historical Building Code.*

NATP proposes very little alteration of the underlying exterior appearance of the Terminal building. Work includes repair of spalled concrete on the exterior and interior of the building, roof repairs, re-glazing windows, and repainting. Structural upgrades include bracing the

clerestory windows, connecting the walls to the roof, and adding bracing frames in the exterior walls of the building. Fire sprinklers, sanitary sewer system, electrical and water systems will be repaired or upgraded. Handicapped bathrooms and partitions between restaurant, retail and warehouse uses will also be provided.

The existing parking lot at the entrance to the building will be cleaned, repaired and striped. Landscaping appropriate to the Oak to Ninth development plan will be added to the perimeter of the parking areas. Waterside amenities such as tables, benches, and landscaping will be provided. A hardscape surface at the Shoreline Park entrance to the building is desired in order to facilitate concerts and other public events.

Structural Repairs

Degenkolb Engineers was retained by NATP to evaluate the structural condition of the Ninth Avenue Terminal and the supporting dock and piers, and to review the two consultant reports on the Terminal building and shoreline and pier improvements that were prepared as part of the Oak to Ninth Project. In general, Degenkolb's report determined that if the occupancy did not change some voluntary structural upgrades would be prudent to reduce the risk of catastrophic collapse of the building (see **Attachment D**, Description of Repairs and Improvements.) This conclusion was similar to the engineering reports prepared for the Oak to Ninth Project.

The report prepared by Rutherford & Chekene Consulting Engineers as part of the Oak to Ninth Project (February 6, 2006) concluded that the building was in generally good condition, but the building could collapse in an earthquake. The report also included a number of voluntary improvements that could be made to strengthen the building to address the problem if the occupancy did not change. The report engineers' concluded that although the terminal building's concrete walls and steel trusses appeared adequate and in good condition, there was a potential collapse hazard in the event of an earthquake because of an existing inability to adequately resist seismic forces. In addition, there is not adequate capacity in the transverse frames, their anchorage to the pier deck, the longitudinal clerestory straight sheathed shear walls or the straight sheathed roof diaphragm to resist seismic forces sufficiently and protect life safety. The existing roof diaphragm connection to the walls was also found to be inadequate. In short, structural work is required to the main building components to meet seismic safety thresholds. The main point of the required structural work is to reduce the risk of catastrophic collapse during a major earthquake (see **Attachment E** for an excerpt from this report).

Until NATP has a seismic evaluation done, it is not known whether the work that is proposed in the description of repairs and improvements is enough to address the seismic issues identified in previous consultant reports. For a change of occupancy, significantly higher level of seismic strengthening would be required.

Degenkolb did note that some structural repairs were needed to the piers and wharf and recommended that certain voluntary structural improvements be made. NATP is not proposing

repairs to the wharf and piers and is assuming that the structural improvements to the building would be carried out by OHP.

The improvements to the wharf and piers are identified in a report prepared by Moffatt & Nichol for the Oak to Ninth Project (February 5, 2004). The report concludes that portions of the wharf and the piles beneath the wharf do not meet current building codes and need to be retrofitted in order to sustain a major earthquake. The major concern is the ability of the piles to resist the lateral force of an earthquake. The report states,

> "The wharf was originally designed for heavy vertical loads. Without performing further testing and analysis it is safe to say that the condition of the vertical load carrying system of piles, pilecaps and stringers is good and capable of supporting light traffic loads and a pathway. Further testing inspection and analysis may justify heavy truck traffic or vertical live loading in excess of 250 psf. The condition of the decking should be verified prior to permitting heavy loading. The asphalt deck requires replacement.
>
> The original lateral force resisting system consisted of the exterior batter piles combined with the connection of the pilecaps to the bulkhead. None of the batter piles have any lateral load resisting capacity due to loss of section at the waterline. As a result, the wharf relies on the lateral capacity of the vertical timber piles and the connection of the pilecaps to the bulkhead wall to resist seismic forces. I anticipate that computed pile bending stress under seismic loading will exceed the allowable values. Depending on the use for the wharf, some additional lateral load resisting elements may be needed."

The report also provides several alternatives for the retrofit work with all alternatives assuming the demolition of the timber apron and timber railroad trestle because they are in such bad condition and would be very expensive to repair.

NATP is not proposing structural modifications to the underlying pier and slab and is assuming that any structural upgrades needed would be carried out by OHP as part of the work required for Shoreline Park.

Financial Assumptions

The financial estimate for the project is based on the assumptions that the use/occupancy is no different than what it is now. The proposed improvements to the building are included in the proposal document and are described in Attachment D to this staff report. It is also assumed that the proposed project will not be responsible for any structural improvements to the piers and the wharf. Also, this estimate does not consider the costs of the seismic study and any improvements that could be recommended as a result of that study.

The proposal assumes a 66-year ground lease with the City at the minimal cost of $1.00 per year. The proposal offers to lease space to the vintners at below-market-cost of $0.50 per

square foot/month. The lease rent for the restaurant space is proposed at $2.25 per square foot/month and the retail establishment at $1.00 per square foot/month.

The proposal also assumes that NATP will not make any financial contributions to the Community Facilities District/Community Service District that will be formed by the Oak to Ninth Project to pay for maintenance of the public parks and open space. Instead, NATP has indicated that they will be responsible for maintaining the area within their project boundaries.

HISTORIC SUMMARY

The Ninth Avenue Terminal is rated "A" Highest Importance by the Oakland Cultural Heritage Survey (OCHS). On May 10, 2004 the LPAB adopted a Resolution Initiating Landmark Designation of the Ninth Avenue Terminal and directed staff to forward the nomination to the Planning Commission for a public hearing on the proposed designation. The LPAB determined that the building "appears eligible for the National Register." The Planning Commission public hearing was continued pending review of the Oak to Ninth project application. One of the conditions of approval for the Oak to Ninth Project is to "nominate the remaining portion of the building (i.e., Ninth Avenue Terminal) and the site as a City of Oakland Landmark."

Note: A detailed description of the building, its architectural style, history, and landmark status is included in the Environmental Impact Report prepared for the Oak to Ninth project and in the staff report prepared for the April 9, 2007 LPAB meeting (see **Attachment F**). The information is not repeated in this staff report.

ENVIRONMENTAL REVIEW

An Environmental Impact Report (EIR) was prepared for the Oak to Ninth Mixed Use Project and was certified by the City Council on June 20, 2006. Although the preservation of the Ninth Avenue Terminal was not part of the project description for the project that was analyzed in the EIR, one of the alternatives to the proposed project, Alternative 2: Enhanced Open Space/Partial Ninth Avenue Terminal Preservation and Adaptive Reuse, analyzed leaving the 1920s portion of the Terminal and demolishing the 1950s extension consistent with what has been proposed by NATP. Other aspects of this alternative included a reduced number of residential units, less commercial development, and more parks and open space. The environmental impacts identified were similar to the proposed project, but slightly reduced.

The proposed Vintner's Hall project must undergo environmental review under the California Environmental Quality Act (CEQA). Using the existing EIR as a basis, staff would need to evaluate whether further environmental review is required for the Vintner's Hall project. The expected traffic and circulation, air quality, noise, operating characteristics, etc. would need to be evaluated to ascertain whether the project triggers any of the requirements for environmental review under CEQA.

This evaluation would need to be completed prior to any City commitment to the project. For example, the City Council making a final determination of feasibility or acting on a lease and operating agreement and prior to consideration of likely planning entitlements (i.e., amendment to the PWD-4 zoning district, amendment to the Preliminary Development Plan, Conditional Use Permit, and Design Review).

GENERAL PLAN ANALYSIS

The Estuary Policy Plan designates the developable portions of the Oak to Ninth site as Planned Waterfront Development-4 and the open space areas as Park, Open Space, and Promenades. The Ninth Avenue Terminal is situated on land designated "Parks."

The **intent** of the Planned Waterfront Development - 4 land use classification is to:

> Provide for the transition of underutilized industrial land to public parks and open space, commercial/retail, multifamily residential, cultural and civic uses. Improve public access to the waterfront by providing additional public parks and open space areas and a waterfront trail.

The **desired character** is to:

> Create a new mixed-use residential, commercial/retail, recreational neighborhood in the area south of the Embarcadero. New parks and open space areas will provide public access to the Estuary and will continue the series of waterfront parks and the San Francisco Bay Trail. Civic and cultural uses may be incorporated into the development. Two existing marinas will be renovated to enhance boating and marine-related uses in the area.

Wine making production, a manufacturing use, is not specifically mentioned as part of the intent or desired character of the Oak to Ninth Mixed Use Development Project. Nonetheless, given the scale and operational characteristics of the proposed use, the Planning Commission and the City Council could make consistency findings as part of the project approval. Given that other goals and objectives would be accomplished, such as historic preservation, and that the proposed use would be limited in location, scope, etc., the Planning Commission and City Council could balance these competing objectives as set forth in the *Land Use and Transportation Element (LUTE)*.

ZONING ANALYSIS

The Oak to Ninth Mixed Use Development is governed by two zoning districts: Planned Waterfront Zoning District-4 (PWD-4) for the developable portions of the site, and Open Space-Regional Serving Parks (OS-RSP) for the parks and open space areas. The Ninth Avenue Terminal is zoned OS-RSP. Restaurants and alcoholic beverage sales are conditionally permitted within the OS-RSP zone, but manufacturing uses (winemaking and

warehouse/storage) and retail activities are not allowed. If this proposal moves forward, the zoning district would need to be amended to allow the proposed winemaking and retail uses.

LANDMARKS PRESERVATION ADVISORY BOARD COMMENTS - APRIL 9, 2007

The project sponsors presented the Ninth Avenue reuse proposal to the LPAB on April 9, 2007. Public testimony was favorable towards the proposal including support to retain the wharf apron and trestle bridge (which are proposed to be demolished as part of the Oak to Ninth Project). There was also testimony in support of retaining the entire Terminal building. Board members discussed issues such as parking, public access, leaving the roll-up doors open for more transparency through the building, vehicle and truck circulation, adding a historic reference to the building (other than a plaque), land ownership and terms of a land lease, what work is proposed by Oakland Harbor Partners and what is being carried out by Ninth Avenue Terminal Partners. The LPAB voted to forward a recommendation of support to approving bodies (1) with a desire to see the entire building preserved, if it can be worked out, and (2) to ensure that the building is as transparent as possible (by keeping the roll-up doors open as much as possible) to offer a friendly pedestrian façade.

KEY ISSUES FOR DISCUSSION

Land Uses and Site Plan

The land uses proposed are not consistent with the Open Space zoning approved for the Oak to Ninth Mixed Use Project as mentioned previously. No manufacturing or warehouse uses are permitted in the Oak to Ninth Project, and none of the uses proposed are permitted by right in the Open Space portion of the Oak to Ninth Project. Because winemaking and storage of wine barrels are considered manufacturing uses, the zoning district would need to be amended to specifically allow these uses. If the proposal is approved, it will be necessary to obtain a Conditional Use Permit for the restaurant and alcoholic beverage sales; and an amendment to the zoning district would need to be approved to allow the retail uses and winemaking and storage of wine barrels in the Open Space-Regional Serving Park zone.

The site plan shows most of the winemaking and storage activities along the northern boundary of the building, with the restaurant, tasting room, and retail facility along the southern portion. These areas are basically separated by a 40-foot aisle down the center of the building. Public access to the activities within the building is expected to be from this 40-foot aisle.

Concern has been expressed about potential conflicts between truck activity, employee parking, and pedestrians using the same 40-foot aisle down the center of the building. According to the project sponsors, truck deliveries and shipments for the winery uses would be restricted to avoid conflicts between the public and the trucks. The exact hours and conditions need to be resolved with the wineries, but the likely hours for shipments and deliveries would be 7:30 a.m. to 10:45 a.m. Monday through Friday. Business hours for the restaurant, water-oriented recreation, snack and wine tasting uses also need to be resolved, but are anticipated to be hours that are typical for each of these businesses.

If the proposal moves forward, the Planning Commission and City Council will need to decide whether the proposed uses are compatible with the Open Space zoning designation, the proximity of the use to the adjacent public park, and the recently approved Oak to Ninth Project. Staff believes that with the appropriate conditions, restrictions, and requirements, the proposed use could be acceptable at this location. An important aspect to consider is the amount of space that is devoted to winemaking. Staff believes that the restaurant and retail uses are important components of the project, and as such, they are important to integrating the proposed project with the larger Oak to Ninth development. A totally dedicated winemaking facility would not provide the linkages necessary to assure land use compatibility.

Other Agency Approvals

The land occupied by the Ninth Avenue Terminal building and the other park and open space lands are under the jurisdiction of the State Tidelands Trust laws. Thus, the land uses proposed must be Tidelands Trust consistent and will need to be approved by the State Lands Commission (SLC). NATP believes that the uses are consistent. City staff has had preliminary conversations with the SLC which is unable to give a definitive opinion at this time. SLC did, however, inquire about the level of public access to the winemaking portion of the building and requested a site plan explaining the uses. (There does not seem to be an issue about the restaurant or water-recreation retail.) SLC approval is necessary to establish Vintner's Hall within the Tidelands Trust. Because it is unlikely that the City will have an answer prior to the City Council considering the proposal, if the project moves forward, City approval will need to be made contingent upon SLC agreement of the land uses, operating conditions and other relevant factors.

The reuse proposal must also be approved by the Bay Conservation and Development Commission (BCDC). BCDC has jurisdiction over all uses generally within 100-feet of the shoreline. According to BCDC staff, BCDC approval is necessary for the proposed uses and an application for adaptive reuse of the Terminal is required. The application filed by the three co-applicants (City, Port, and OHP) currently before BCDC requests authorization for a Shoreline Park and to retain a 20,000 square foot portion of the Terminal. Therefore, to accommodate the reuse proposal, the co-applicants would need to either: (1) amend the BCDC application *before* it is considered by the Commission; or (2) request a material amendment to the BCDC permit *after* the permit is issued. If the permit is amended after it is issued, the permittees may be required to offset the loss of open space at Shoreline Park that the Commission would have required as a component of the overall public access plan.

Parking

The project proposes a total of 42 dedicated parking spaces for the combined uses directly in front of the Terminal building. Some public comments questioned whether this was enough parking for the proposed uses. The City's Planning Code requires approximately 73 parking spaces for the combined requirements of manufacturing, retail and restaurants.

The parking for the proposed project is less than what would normally be required for this same combination of uses. However, there are a number of metered parking spaces available for the public along the streets within the Oak to Ninth Project that could be used if necessary. The parking lot shown in the Oak to Ninth Preliminary Development Plan adjacent to the entrance of the Terminal may not be available, however, as this area may be needed in order to meet stormwater run-off requirements (C.3 provisions). This potential elimination would further reduce the adjacent parking by approximately 30 spaces.

Overall, staff believes that the entire parking reservoir for the site will be sufficient to accommodate the parking requirements for the proposed uses. However, we recommend that a parking management analysis be included in future work for this project because the management of all the spaces at peak times is a major issue.

Improvements to the Building

As previously noted, while portions of the proposed project fit within the "warehouse" occupancy classification, all of the new uses do not. Winemaking (a manufacturing use), the restaurant, café, retail store, and tasting room (45% of the existing warehouse space) are considered changes of use/occupancy and are required to comply with the current standards. Under this finding, the building must be upgraded to the current Building Code regulations (1997 UBC) or to Historical Building Code regulations (75% of 1994 UBC). The use of the Historical Building Code may improve financial feasibility, but only if the Code's criteria for historical status can be met.

Ninth Avenue Terminal Partners does not agree with the Building Official's determination of change of occupancy and have retained a Fire Code consultant to advise them throughout this process. Staff notes, at this point, that the determination rests with the City Building Official and that the Building Department is experienced and with developing a set of retrofitting standards that will accommodate both the historic status and new uses. These standards are critical to the life safety of building employees, patrons, and visitors. Staff recommends that this determination process proceed immediately so that an agreement can be reached regarding the structural and other work necessary for the proposed uses. This work will be critical to a more specific evaluation of the financial feasibility of the proposal.

Structural Repairs

As noted previously, the consultant reports prepared for the Oak to Ninth project indicate that the piers and wharf would need to be seismically improved to address lateral motion in a "maximum credible earthquake." Staff believes that the proposed uses do represent a change of occupancy and that an upgrade to current standards is required for the building, piers and wharf.

In 2004 dollars, this work was estimated by OHP to cost $10 million for all pier, dock and pile repairs. Degenkolb, NATP's engineer, has also identified the need to upgrade the piles beneath the wharf. NATP has not included these improvements in their proforma. Staff

believes that some pier repair allowance must be assumed in order to find this project feasible. OHP has pier work to complete as well, and an agreement must be reached about this issue prior to deciding whether this project can move forward.

Lease Rents

The project proposes to lease space to the vintners at $.50 per square foot net per month; to the restaurant at $2.25 per square foot net per month; and to the water-oriented retail facility at $1.00 per square foot net per month for a total income of approximately $618,336 per year. The project proposes to pay the City $1.00 per year for rent.

The City's Real Estate Division estimates that the market rate for lease rents for similar uses about $.70 to $.90/s.f. net for industrial space; and from $1.25 to $2.00/s.f. for retail or restaurant space, depending on the size of the facility (the larger the space, the less expensive the rent). Assuming $0.70/s.f. for the winery, $1.25/s.f. for the retail space, and $2.00/s.f. for the restaurant, the annual lease income would be approximately $810,130, approximately 31% more than the proposal estimate. In both cases, NATP would be deriving significant financial advantage given the annual income received versus the $1.00 annual rent paid to the City. Staff realizes that if the proposal moves forward, negotiations will likely change these calculations. We also note that the $1.00/year or other below-market lease rate would represent a subsidy to the project sponsor and thus would not be consistent with the original City Council direction of not participating financially in this type of project.

Financial Feasibility

After receiving NATP's proposal, the City hired a financial consultant, National Development Council (NDC), to analyze the proposal's financial feasibility. The proposal was reviewed, Ninth Avenue Terminal Partners were interviewed, and financial documents were examined by NDC.

Based on this review, NDC determined that **the proposal is financially feasible** based on the following factors:

- Ninth Avenue Terminal Partners is a financially viable partnership and can afford to do the project
- There are no land ownership costs
- There are no construction costs associated with a new facility
- OHP pays for all rehabilitation/reconstruction of the piers
- The cost estimates for the proposed improvements are on the low side of cost estimates, but within the range of reasonable costs to carry out the improvements

NDC concluded that the proposal **may not be financially feasible** if the Vintners Hall project has to pay:

- Repairs and improvements based on the seismic study, which has not yet been completed
- Additional costs to upgrade the building as a result of the change of occupancy under the current Building Code or Historical Building Code
- Any improvements that may be necessary to meet stormwater run-off treatment (C.3 requirements)

NDC further concluded that the proposal **would not be financially feasible** if the Vintners Hall project had to pay for the rehabilitation/reconstruction of the piers beneath the structure for a cost in the range of $5-$7 million (one half of the current estimated total cost of repairs).

Other findings of the financial consultant include:

- The project can afford to pay more than $1 per year in rent to the City
- The project can afford to contribute to a Community Facilities District to support public improvements in the immediate area
- Based on the financial statements provided in confidence to NDC, the partners appear to have sufficient liquidity and capital to complete the proposed project
- It appears likely that sufficient demand exists from vintners with the financial capacity to make timely rent payments and fill this relatively small space

Negotiations with Oakland Harbor Partners

Much of the success of the proposed project relies on negotiations with OHP. Vintner's Hall would be using Ninth Avenue, to be constructed by OHP, to enter and exit the facility. The road construction and utility improvements would need to be completed prior to the implementation of this project. Also, there needs to be agreement on the 16 foot wide timber apron directly south of the Terminal building. OHP proposes to demolish the apron and Vintner's Hall wants to retain it. Vintner's Hall wants to maintain the trestle bridge and OHP has approval to demolish the structure. The structural improvements to the piers and wharf structure would also need to be negotiated, as previously described, as do the contributions to adequate funding for the operation and maintenance of the facility and its potential impacts to the adjacent open space areas.

Another key factor for OHP is the timing and sequencing of the required clean up and demolition work in this area in relation to the work and negotiations necessary for the Vintner's Hall proposal. The deadlines for accomplishing the work necessary for the Oak to Ninth Project are mandatory in order to deliver the project within the phases set forth in the Development Agreement for the project. The timing of park and open space development was an important part of the public benefits for the project.

Loss of Open Space

The proposed Vintner's Hall will remove approximately 70,000 square feet of park space (approximately 1.6 acres) from the total amount of park and open space approved in the Oak to Ninth Project. This reduction in the size of Shoreline Park needs to be considered when discussing the future land uses in this location.

STAFF RECOMMENDATION

Staff believes that the proposal is worth pursuing. Although the Oak to Ninth General Plan and Zoning district regulations do not expressly permit some of the proposed uses, staff believes that these uses could compatibly exist with the Oak to Ninth Mixed Use Development. The adaptive reuse of the Ninth Avenue Terminal would preserve the oldest portion of the historic structure and activate this portion of the project site. The wine production use is also consistent with other food production and distribution businesses in the area such as the new Harvest Hall in the Jack London development and other food-related companies to the immediate south of Embarcadero Cove.

However, there is a tradeoff. The retention of an additional 70,000 s.f. of space more than the 20,000 s.f. that was approved for the Ninth Avenue Terminal means that there is a reduction in the size of Shoreline Park. Further, this proposal cannot be pursued before other critical information is submitted regarding seismic safety and remodeling upgrades, project timing in relation to the other work necessary for the Oak to Ninth Project, and earnest negotiations with the City and OHP concerning costs, lease agreements and operating requirements.

RECOMMENDATIONS:

1) Recommend to the City Council that City staff be authorized to ascertain the feasibility of the adaptive reuse proposal for a Vintner's Hall in the 1930s portion of the Ninth Avenue Terminal building. In so doing, the Planning Commission and City Council (1) make a preliminary finding that the proposed uses are capable of being made compatible with the approved Oak to Ninth Mixed Use Project; and (2) would be willing to consider the necessary land use approvals, including changes to the Planned Waterfront Development-4 (PWD-4) zoning district to allow the proposed uses in the Open Space-Regional Serving Park zoned area of the Oak to Ninth Project, subsequent to City Council confirmation of project feasibility, schedule and funding commitments.

2) Recommend to the City Council that more information and analysis be performed to determine overall project feasibility and that NATP return to the City Council by October 31, 2007 with the following information and work tasks completed prior to a final determination of project feasibility:

   a. By August 31, 2007, the project sponsor shall submit all required modeling, analyses and information pertaining to structural reinforcement and other work to upgrade the building to required seismic safety standards.

b. By September 30, 2007, the project sponsor shall develop a final cost estimate of improvements for the building, based on the change of occupancy, as determined by the City Building Official, and allowing the use of the Historical Building Code and subject to approval by the Fire Department.

c. By October 31, 2007, the project sponsor shall complete preliminary negotiations with both OHP and the City pertaining to:

- phasing of the work;
- a list of major deal points for the lease, operating requirements and management agreement with the City;
- membership in the CFD/CSD for the maintenance of the facility or other equivalent means of participation;
- a list of major deal points with OHP that distinguishes the financial obligations for improvements to the wharf (or portions thereof), the status of the trestle bridge, the installation of the Waterfront Trail adjacent to the remaining portion of the Ninth Avenue Terminal Building, pier repair and/or replacement;

d. By October 31, 2007, the project sponsor shall submit a revised project budget and pro forma based on the results of the additional structural, seismic and building code compliance work as well as the negotiations and draft deal points with both the City and with OHP;

e. By October 31, 2007, the project sponsor shall complete a pre-application process with the BCDC regarding proposed improvements;

f. By October 31, 2007, the project sponsor shall have formally contacted the State Lands Commission for a preliminary finding or opinion regarding whether the proposed use is consistent with the State Tidelands Trust provisions or what operating or physical conditions must be incorporated into the project so that it would be deemed compliant.

g. By October 31, 2007, any additional information necessary for any further environmental review information must be submitted by the project sponsor so that a CEQA determination may be completed for the project.

After this supplemental information and analysis have been submitted, the City Council will be asked to make a final determination regarding project feasibility.

Prepared by:

Margaret Stanzione, Planner IV
Project Planner

Approved for forwarding to the
City Planning Commission:

_____
CLAUDIA CAPPIO
Director of Development

ATTACHMENTS:

A. Oak to Ninth Project Condition of Approval #25
B. Summary of Tidelands Trust Uses
C. Revised Project Diagram dated 4/7/07
D. Description of Repairs and Improvements
E. Excerpt from "Ninth Avenue Pier Renovation – Structural Feasibility Study" prepared by Rutherford and Chekene, February 6, 2006
F. Landmarks Preservation Advisory Board Staff Report dated April 9, 2007
G. Proposal for Ninth Avenue Terminal dated February 15, 2007

Adaptive Reuse of the Ninth Avenue Terminal

ATTACHMENT D

1.	**Location:**	**One 9th Avenue/Brooklyn Basin**
	Proposal:	**Presentation by Ninth Avenue Terminal Partners LLC** in response to the City's request for a proposal to reuse the Ninth Avenue Terminal building. The response proposes to create a unique regional destination, a Vintner's Hall, including a wine making center, a waterfront restaurant, and a water oriented recreation facility.
	Recommendation:	Review proposal, take public comments, discuss proposal as it relates to historic resources, and provide staff and applicant with questions and comments
	Owner:	Port of Oakland
	Applicant:	Ninth Avenue Terminal Partners LLC
	General Plan:	Estuary Policy Plan Designations: Planned Waterfront Development-4 and Parks
	Zoning:	Planned Unit Development - Planned Waterfront Development -4 and Open Space
	Environmental Determination:	Environmental Impact Report Certified on June 20, 2006
	Historic Status:	On May 10, 2004 the LPAB Adopted a Resolution Initiating Landmark Designation of Ninth Avenue Terminal and directed staff to forward the nomination to the Planning Commission for public hearing on the proposed designation. The LPAB rating is 'A' Highest Importance; the LPAB determined that the building Appears Eligible for the National Register. The Planning Commission public hearing was Continued pending review of the then current Oak to Ninth application. The approved Oak to Ninth proposal, approved by City Council on July 18, 2006, includes a Condition to "nominate the remaining portion of the building (i.e, Ninth Avenue Terminal) and the site as a City of Oakland Landmark."
	Service Delivery District:	Downtown Metro and San Antonio 3
	City Council District:	2-Pat Kernighan, 3- Nancy Nadel
	For Further Information	Contact **Margaret Stanzione, Project Planner 238-4932 or mstanzione@oaklandnet.com or Joann Pavlinec (510) 238-6344, jpavlinec@oaklandnet.com**

INTRODUCTION

This proposal for the reuse of the 1930s portion of the Ninth Avenue Terminal, located in the Brooklyn Basin at the foot of 9th Avenue along the Embarcadero, is before the Landmarks Preservation Advisory Board for review, questions, comments and recommendations.

The entire area surrounding the Ninth Avenue Terminal is part of a Planned Unit

Development (PUD) and is zoned Planned Waterfront Development -4 and Open Space. The PUD to develop a new mixed-use development on 64.2 acres which includes up to 3,100 residential units, 200,000 square feet of ground-floor commercial space, a minimum of 3,950 parking spaces, 32 acres of parks and public open space, two renovated marinas (total 170 boat slips), and a wetlands restoration, with the existing buildings on the site to be demolished with the exception of a portion of the Ninth Avenue Terminal shed building and the Jack London Aquatic Center, was approved by the City Council on July 18, 2006.

As a condition of approval for the Oak to Ninth project, the City Council approved demolition of al but 20,000 square feet of the Ninth Avenue Terminal Shed unless a viable proposal for reuse of up to 90,000 square feet of the Terminal shed was approved within one year (see Attachment B). The condition of approval also included a process for soliciting proposals for the adaptive re-use of the Terminal Shed.

The City issued Request for Proposals (RFP) soliciting projects, uses and funding sources for the preservation of the Ninth Avenue Terminal building in an amount greater than 40,000 square feet and no more than 90,000 square feet. The RFP required that any proposal must propose uses that are Tidelands Trust consistent (See Attachment E); that the Ninth Avenue Terminal must be preserved and rehabilitated consistent with the Secretary of Interior Standards; and, the condition notes that the City does not have the financial capacity to contribute to this effort. The proposal deadline was February 15, 2007 and the Condition requires that City Council make a final determination regarding any option for the preservation of the Ninth Avenue Terminal building by June 30, 2007.

The City has received one proposal (See enclosed proposal) to create a Vintner's Hall, which combines a one-of-a-kind wine making center, a waterfront restaurant, and a water-oriented recreation facility.

The PUD and Design Guidelines will form the basis of evaluating and regulating the new development at the site. Not all of the uses proposed in this RFP submittal are consistent with the Planned Waterfront Zoning District – 4 (PWD-4) approved for the Oak to Ninth Mixed Use Development. The restaurant, tasting room, and commercial recreation retail uses are consistent; the wine making activities are not. Wine making activities are considered General Manufacturing Activities, which are not permitted in the PWD-4 zoning district. Therefore, the PWD-4 zoning district for the Oak to Ninth Mixed Use Development would need to be amended.

HISTORIC SUMMARY – Ninth Avenue Terminal

The Terminal building is a fine example of Beaux Arts derived architectural style applied to create monumental imagery to a utilitarian, industrial municipal building. Designed for break bulk cargo, the building is now used primarily for storage. (For complete documentation of the historic resource, please see Attachments D – March 8, 2004 LPAB Report – Ninth Avenue Terminal Confirmation of Landmark Eligibility and Full

Application Documentation and C – Resolution 2004-3 to Initiate Landmark Designation, Adopted by the LPAB on May 10, 2004.)

It is of exceptional historic significance. It is an intact, original wharf and transit shed constructed 1929-1930 as part of the Port of Oakland's state of the art harbor improvements during the period 1926-1931; it is one of three municipal terminals constructed from the 1925 harbor bond approved by voters on November 10, 1925. Of the three custom-built Terminals, only the Ninth Avenue Terminal wharf and transit shed has survived and remains functional as a wharf and warehouse, in continual use from October 1930 to present day.

The terms of the 1925 harbor bond issue not only authorized the construction of its municipal terminals, but also required that the Board of Port Commissioners be formed. The first permanent Board of Port Commissioners was sworn in on February 12, 1927; it is this date that is recognized as the birth of the Port of Oakland. The Ninth Avenue Terminal is thus linked with the very origins of the Port of Oakland.

The 180,000 square foot Terminal Building was constructed in two phases: the first 90,000 square feet was constructed in 1930 followed in 1951 by a 90,000 square foot addition. The transit shed is 1,004 feet by 180 feet wide.

Stylistically, Beaux-Arts derived architectural style, it represents an important phase in architecture and city planning. The City Beautiful Movement, originating with the Classic Revival buildings constructed at the Work's Columbian Exposition held in 1893 in Chicago, gave rise to the construction of buildings in many cities across the country in Classic Revival style architectural vocabulary. The designers of these buildings, often municipally owned or related to public uses such as power plants, used the style to convey the ideals of beauty, public benefit, and sound planning principals that would enhance the appearance of the City.

The Terminal Building is a high one story, long rectangular plan, with a curved and angled far end. It is distinguished by its symmetry, long bands of steel sash industrial windows between rhythmic concrete pilasters along the sides, a stepped peaked parapet, monitor roof, which is 47' high in the middle clerestory section, and 27' high on the sides with a vast open interior. The head-house at the inland (northeast) end contains a small office and has a stepped and peaked parapet and a monumental entry with paneled concrete pilasters and massive plain cornice. The structural details of the building include exterior walls of reinforced concrete and stall sash windows, a composition roof, and steel trusses.

The Ninth Avenue Terminal, a visual feature of the Inner Harbor waterfront, symbolizes the connection between the Port and the city that the Port of Oakland has long fostered. It is significant to the maritime history of the City of Oakland in architecture, maritime commerce, transportation and port history.

On May 10, 2004 the LPAB Adopted a Resolution Initiating Landmark Designation of

Ninth Avenue Terminal and directed staff to forward the nomination to the Planning Commission for public hearing on the proposed designation. The LPAB rating is 'A' Highest Importance; the LPAB determined that the building Appears Eligible for the National Register. The Planning Commission public hearing was continued pending review of the Oak to Ninth application. The approved Oak to Ninth proposal includes a Condition to "nominate the remaining portion of the building (i.e, Ninth Avenue Terminal) and the site as a City of Oakland Landmark."

PROPOSAL SUMMARY

Please see the enclosed spiral bound proposal for complete information on the proposed Vintner's Hall.

Urban Winery Collective

The centerpiece of the proposal is a collective of small local artisan wineries. The wineries will do all processing on site. The building is very well suited for wine making due to the cool consistent temperature, which is ideal for aging wine. The Vintner's Hall will provide each winery with its own production area, but with a common space for equipment, supplies and a tasting room.

The individual winery spaces are as small as 3,360 square feet, ideal for a small winery. A winery may utilize one or more of these bays for production. Barrels and fermenting bins will be kept in each winery's individual space. De-stemmers, crushers, pumps and other equipment would be mounted on wheels, and stored in a common area, and moved from space to space when needed.

The existing 40 foot wide center bay will remain open for circulation and foot traffic between wineries. The tasting room will have a waterfront location at the north east corner of the building, where the existing plan contains a small office.

The team has secured a letter (Page 29 of the Proposal) of support for this project from the East Bay Vintner's Alliance. The letter included in the proposal lists nine wineries currently seeking space.

A facility of this size at this location will allow periodic outdoor events to be held, and the cost of the production can be distributed among the wineries. Because the artisan wineries will feature winery tours, celebrations, seasonal events and waterfront wine tasting, the Hall will be an attractive regional destination. It will also provide an opportunity to create a destination on the Bay Trail, a wine country experience on Oakland's own waterfront.

Wine Tasting Area

The tasting room area will be located on the ground floor at the southeast corner of the Terminal, on the ground floor of the existing offices.

Waterfront Restaurant

At the southwest corner of the terminal, a restaurant with waterfront views and indoor and outdoor seating is proposed. This will assist in activating the Terminal and nearby open space as this location will also serve as an amenity for visitors using the open space to the south of the Terminal and for residents of the Oak to Ninth project. It is also a natural addition to the wineries as a place to sample locally produced wines.

Water-oriented Recreation

A water oriented recreational business that would offer both boat instruction and rentals to the public is proposed at the south end of the building, facing the water and adjacent to the restaurant. The facility would occupy about 6,700 square feet and would have dock access. A portion of the space would be retail and a larger portion of the space would be storage for the rental boats, canoes, and kayaks, and for merchandise storage.

Tideland Trust Compliance

The proposal team believes that although a winery is a novel approach to tidelands uses, it is consistent with Trust goals. First it brings the public to the waterfront, and has a regional draw. Second, it is similar to the example set at Jack London Square, where the State Lands Commission recognized the value of agriculture, food production and food preparation to promote commerce.

The proposal includes a ten percent historic tax credit which automatically applies to rehabilitations on buildings built prior to 1936. If the applicant applies for and is receives National Register Historic designation, the applicant could apply for a 20% historic tax credit. Research by City staff has indicated that National Register Historic designation would be perceived as positive and could assist with obtaining Tideland Trust approval.

Construction and Structural Reviews

The proposal intends very little alteration of the underlying exterior appearance of the terminal building. Currently, the proposal includes modification or repair of spalling concrete on the exterior walls, clerestory window bracing, roof to wall connections, and brace frames at third points in the building. Deferred maintenance items including windows and roofing will be repaired or replaced. The existing parking lot at the north side of the building will be cleaned, repaired and striped. Landscaping appropriate to the Oak to Ninth plan will be added to the perimeter of the parking area. Waterside amenities such as tables, benches, and landscaping will be provided. A hardscape surface at the Shoreline Park entrance to the building is desired in order to facilitate concerts and other public events. In the event that the proposal is accepted, a complete seismic analysis will be performed.

The interior will be divided into three areas: winery and related tasting room and offices,

water oriented recreation space, and restaurant. Windows and storefronts will be provided for the restaurant and the recreation space. These two spaces would be partitioned from the winery spaces.

The proposal includes both projected improvement costs and a limited structural review. Please see pages 25 through 28 of the proposal.

Eligibility for State Historical Building Code

The Ninth Avenue Terminal is clearly a qualified historical building for the purposes of utilizing the State Historical Building Code. Section 8-218 of the California Historical Building Code defines a Qualified Historical Building or Property as "any building, site, structure, object, district or collection of structures, and their associate sites deemed of importance to the history, architecture or culture of an area by an appropriate local, state or federal governmental jurisdiction." This section goes on to specify "designated buildings or properties on, or determined eligible for . . . officially adopted city or county registers, inventories or surveys of historical or architecturally significant sites, places or landmarks." Since the adoption of Historic Preservation Element Policy 3.8 creating the Local Register of Historical Resources in 1998 it has been the City's practice that any property on the Local Register is eligible for State Historical Building Code (as well as for environmental review under the California Environmental Quality Act). As an A-rated building, the Ninth Avenue Terminal is on Oakland's "officially adopted city register." It has also been formally determined eligible for Landmark designation as of May 10, 2004.

DESIGN REVIEW FINDINGS

Design Review is required for designated Landmarks under Section 17.102.030B of the Planning Code. Design review approval may be granted subject to the determination that the proposal conforms to 1) and 2) below or to one or both of the criteria in 3).

1) That the proposal will not adversely affect the exterior features of the designated landmark nor, when subject to control as specified in the designated ordinance for a publicly owned landmark, its major interior architectural features;
2) That the proposal will not adversely affect the special character, interest, or value of the landmark and its site, as viewed both in themselves and in their settings;
3) If the proposal does not conform to the criteria set forth in subdivisions 1 and 2:
   a) That the designated landmark or portion thereof is in such condition that it is not architecturally feasible to preserve or restore it, or
   b) That, considering the economic feasibility of alternatives to the proposal, and balancing the interest of the public in protecting the designated landmark or portion thereof, and the interest of the owner of the landmark site in the utilization thereof, approval is required by consideration of equity.

COMPLIANCE WITH THE SECRETARY OF INTERIOR'S STANDARDS FOR REHABILITATION

The Condition of Approval outlining requirements for the Request for Proposal states the building shall be preserved and rehabilitated consistent with the Secretary of Interior Standards. These are outlined below.

1) A property shall be used as it was historically or be given a new use that requires minimal change to its distinctive materials, features, spaces, and spatial relationships.

2) The historic character of a property shall be retained and preserved. The removal of distinctive materials or alteration of features, spaces, and spatial relationships that characterize a property shall be avoided.

3) Each property shall be recognized as a physical record of its time, place, and use. Changes that create a false sense of historical development, such as adding conjectural features or elements from other historic properties, shall not be undertaken.

4) Changes to a property that have acquired historic significance in their own right shall be retained and preserved.

5) Distinctive materials, features, finishes, and construction techniques or examples of craftsmanship that characterize a property shall be preserved.

6) Deteriorated historic features shall be repaired rather the replaced. Where the severity of deterioration requires replacement of a distinctive feature, the new feature shall match the old in design, color, texture, and where possible, materials. Replacement of missing features shall be substantiated by documentary and physical evidence.

7) Chemical or physical treatments, if appropriate, shall be undertaken using the gentlest means possible. Treatments that cause damage to historic materials shall not be used.

8) Archeological resources shall be protected and preserved in place. If such resources must be disturbed, mitigation measures shall be undertaken.

9) New additions, exterior alterations, or related new construction shall not destroy historic materials, features and spatial relationships that characterize the property. The new work shall be differentiated form the old and shall be compatible with the historic materials, features, size, scale, and proportion, and massing to protect the integrity of the property and its environment.

10) New additions and adjacent or related new construction shall be undertake in such

a manner that, if removed in the future, the essential form and integrity of the historic property and its environment would be unimpaired.

ISSUES FOR DISCUSSION

Staff suggests that the LPAB focus its discussion, comments, questions and recommendations on the proposal with respect to historic issues. Please recommend to staff and the applicant other information and analysis that may be warranted as part of the City Council's review of the proposal.

Staff recommends that the Board consider and discuss the following issues, with respect to the historic significance:

- Retention of the 16 foot wide timber apron on the waterfront side to provide a more generous public promenade along the Estuary; the current approved plan proposes to demolish approximately six feet along the water's edge;
- Retention of the 'bridge' at the bulkhead end of the terminal; the current approved plan proposes to demolish the bridge; (Please see attached illustrations of the bridge, a rail connection from the apron back to land.)
- the current condition of the park façade on the southwest end of the building and how it would be rehabilitated, how it would relate to the park space;
- Extent and type of alterations to the exterior of the existing building to accommodate proposed uses, including adding transparency at key use locations to provide waterfront views;
- Extent and type of alterations to the interior of the existing building in order to maintain the openness and grand expanse of enclosed space;
- How the public will experience the interior of the building;
- How the public will understand the history of the building, the history of the Port, maritime commerce, the City Beautiful movement and early inter-modal transportation;
- The possibility of a canopy or stage structure (temporary or permanent) at the park side of the Terminal to provide a semi-indoor area for weather protection and/or from which hung lighting, equipment etc. could be manipulated.

Staff recommends that the Board forward a Motion of support for the proposal to all reviewing bodies. Staff finds that the most successful rehabilitation projects are those that have found a successful reuse of a historic resource. Prior to this RFP submittal, the proposals for the Ninth Avenue Terminal have not penciled out, were clearly not Tidelands Trust consistent, or were in conflict in terms of compatibility with the Oak to Ninth approved project.

The potential for wine making activities as part of the reuse for Ninth Avenue Terminal would add to the potential future identity of this area as a specialty food corridor, anchored by Harvest Hall to the north and food-related uses to the south, such as Quinn's Lighthouse, the Buttercup Grill and Numi Teas.

This proposal will activate the park with the potential for seasonal wine-related festivals, and will provide facilities for non-related winery activities at the park. The proposal draws the public to the waterfront for water dependent recreational activities through the boat rental business and could encourage water dependent uses through instructional boating classes. It provides visitor-serving facilities such as a restaurant and restrooms. It also offers a waterfront enhancing use with educational tours of the wine production industry, and is therefore a regional draw. Over time it could become a focal node along the Bay Trail.

However, most importantly, the proposal provides the impetus for the rehabilitation of an exceptional historic structure in the history of Oakland and the Port. Rehabilitation of the entire 1930s portion of the Terminal provides for reuse:

- in the same *location*, the place where the historic property was constructed;
- with the historic *design*, the combination of elements that create the form, plan, space, structure, and style of a property;
- in the same *setting,* the physical environment of a historic property; the proposed open space park to the south of the 1930's portion will express the historic sense of this period of the Terminal from 1930-51;
- with the same *materials (repaired or replaced)*, the physical elements that were combined or deposited during a particular period of time and in a particular pattern or configuration to form a historic property;
- with the original construction *workmanship,* the physical evidence of the crafts of a particular culture or people during any given period in history or prehistory;
- with the same *feeling,* a property's expression of the aesthetic or historic sense of a particular period of time, as outlined above under setting; and
- with the same *association,* the direct link between an important historic event and a historic property.

Finally, the proposal rehabilitates a high enough percentage of the existing Ninth Avenue Terminal for future generations to better understand its historic significance and the scale and types of operations that occurred at the Port during its early years.

RECOMMENDATIONS:

1. Receive any testimony from the applicant and interested citizens;

2. Discuss the staff report issues and any other issues raised by the Board or the public, and develop a recommendation(s) on these issues.

3. Forward a recommendation of support for the proposal to all review bodies, based on findings outlined in this report, and the Resolution 2004-3.

Respectfully submitted,

CLAUDIA CAPPIO
Director of Development

Prepared by:

Joann Pavlinec
Planner III, Historic Preservation
Major Projects

Attachments:

Historic Illustrations

A: Proposal for Ninth Avenue Terminal – February 15, 2007

B. Oak to Ninth Mitigation and Monitoring Reporting Program, Additional measures and standards for Cultural Resources #25.

C. Resolution 2004-3, adopted by the LPAB on May 10, 2004

D. March 8, 2004 LPAB Report – Ninth Avenue Terminal Confirmation of Landmark Eligibility and Full Application Documentation

E. California Tidelands: Lands Held in the Public Trust – Understanding the Public Trust Doctrine

Ref: DesignReviewLandmarks/9thAveTerminalResponsetoRFP

Adaptive Reuse of the Ninth Avenue Terminal

ATTACHMENT E

California Tidelands: Lands Held in the Public Trust

Understanding the Public Trust Doctrine

- The California Legislature gave the California State Lands Commission authority over California's ungranted public trust lands (tidelands, submerged lands, and navigable waters) in 1938 and authority over California's granted public trust lands in 1941.

- The California Legislature, by statute, also conveyed public trust lands (granted lands), in trust, to more than 80 cities, counties, or other governmental agencies, including five (5) major ports (grantees).

- State and local tidelands grantees are administrators of their respective public trust lands and are required to manage tidelands through statute and implementation of the Public Trust Doctrine (the common law principles that govern use of these lands).

- Uses on public trust lands must serve statewide, as opposed to purely local, public purposes.

- Public trust uses are generally limited to water dependent or related, and include commerce, fisheries, navigation, ecological preservation, and recreation.

- Examples of uses include: ports, marinas, docks, piers, wharves, buoys, hunting, commercial, sportfishing, bathing, swimming, boating, warehouses, container cargo storage, facilities for the development and production of oil and gas, habitat, wildlife refuges, scientific study, open space, and visitor-serving facilities such as hotels, restaurants, shops, parking lots, and restrooms.

- Uses not permitted on public trust lands are those not trust use related, do not serve a public purpose, and can be located on non-waterfront property such as residential; non-maritime related commercial, including department stores; and certain office uses.

- The Port District's Port Master Plan is a document intended to provide the official planning policies, consistent with the Public Trust Doctrine, for the physical development of the tidelands and submerged lands conveyed and granted in trust to the Port District.

- Planning policy/criterion contained within the Port Master Plan was developed to evaluate the necessity of waterfront site selection for the below uses. The following categories are listed in order of importance:

  1) Water dependent uses – require waterside sites and direct access to the water to function. Examples include: boat and ship building and repair, marinas, marine terminals, fishing piers, swimming beaches, and commercial fishing and sportfishing berthing and tending areas.

  2) Water linked uses – do not require a waterside site but must be located in close proximity to the water. Examples include: boat sales, sailmaking, fish markets, canneries, fishing tackle sales, and marine hardware sales.

  3) Waterfront enhancing uses – do not require waterfront sites but can lend enhancement to the waterfront. Examples include: restaurants, hotels, and public recreation areas providing golf, field sports, and passive recreation.

Adaptive Reuse of the Ninth Avenue Terminal

ATTACHMENT F

Ninth Avenue Terminal Partners
1155 Third Street, Suite 290
Oakland, CA 94607

Ninth Avenue Terminal Re-use Proposal
Description of Repairs and Improvements

Deferred Maintenance

Spalled Concrete on Exterior and Interior
Remove loose concrete, repair or treat exposed steel, grind or scarify concrete substrate to stable hard base, apply approved cementations repair material. Match existing surfaces.

Roof Repairs
Inspect roof and provide cleaning and patching at all drains. Repair existing leaking areas with multiply hot asphalt membrane system.

Windows
Re-glaze existing clerestory windows. Paint frames.

Painting
Remove loose paint at exterior and re-paint existing painted areas. Color scheme and pattern to be determined.

Structural Upgrades

Structural upgrades are recommended in a letter by Degenkolb Engineers dated January 26, 2007.

Wharf Structural
The proposed re-use of the 9th Avenue Terminal Building assumes that improvements and repairs to the wharf described in the overall development by Oakland Harbor Partners (OHP) would be accomplished outside the scope of this work. The exception is that the wood, 16 ft wide seaward portion of the wharf and the trestle should be reviewed and retained if possible.

Clerestory Window Bracing
Install steel rod "X" bracing in 10% of the clerestory windows. This would be done on the interior and it would be exposed.

Wall to Roof Connections
Add steel rods with epoxy embedments and blocking to 40 locations attaching the concrete exterior walls to the existing roof.

Brace Frames at Third Points
Add four 30ft. by 70ft. 8-inch tube steel brace frames at approximately third points in the building. The bottom chord would attach on the existing slab, but would not penetrate it. These frames would be exposed.

Infrastructure

Fire Sprinklers
Inspect, repair and certify existing fire sprinkler system. Modify to address architectural changes.

Sanitary Sewer System.
Connect existing floor drains to sanitary sewer.

Electrical and Water
Provide electrical power and domestic water at each winery area.

Architectural Modifications

Provide Handicapped Accessible Restrooms
Provide handicapped accessible restrooms at wine tasting area. Accessible restrooms at restaurant and other spaces will be provided as part of the build-out of those spaces.

Partitions
The concept for the winery area is to maintain the open warehouse appearance of the building. For example, there will be no solid separations between the winery areas. Partitions will be built only where separation of uses is required such as between the restaurant, retail and warehouse.

Tenant Improvements
Tenant improvements for the tasting area, restaurant and water oriented retail areas will be provided. These include, for example, storefronts, windows, utilities, and insulation.

Adaptive Reuse of the Ninth Avenue Terminal

ATTACHMENT G

THE NATIONAL
DEVELOPMENT
COUNCIL

April 20, 2007

Margaret Stanzione, Planner IV
Planning and Zoning - Major Projects
Community & Economic Development Agency
City of Oakland
250 Frank H. Ogawa Plaza, Suite 3315
Oakland, CA 94612

Dear Ms. Stanzione:

This letter report covers my interview with Stuart Rickard and Moe Wright (the "partners") on April 5 and my review of their proposed 9th Avenue Terminal Project called "Vintners Hall." A summary of the feasibility issues we discussed follows:

1) If the Vintners Hall project is required to pay for the rehabilitation/reconstruction of the piers beneath the structure for a cost in the range of $5-7M, the project is not feasible.

A $5-7M pier repair burden (approximately $78 per sq. ft.) would require net rents from the vintners to rise from $.50 per sq. ft. per month to $1.30 per sq. ft. per month. Vintner annual net rent would rise from approximately $20,000 per year to approximately $50,000 per year. The latter rent level is unaffordable for small wine business tenants who have a two to three-year inventory requirement. This is simply too small a project to economically carry such a large burden and pass it on to the tenants.

The partners state that they have performed a preliminary inspection (with their structural engineer) of the structural integrity of the piers under the building and found minor deferred maintenance. They believe this deferred maintenance can be address now or "years from now." They caution that this assessment is preliminary and that a more detailed review, including invasive testing, could raise substantial concerns.

The partners believe that it is possible under the current Building Code to construct a scenario where a $5-7M rehabilitation of the piers related to the project building is appropriate, but believe that the "actual work needed for their project is far less than $5-7M and could be zero.".

2) If the project is not required to pay for pier work, it is financially viable.

The partners state that to the extent that pier work is required, it is the responsibility of the adjacent Oak to 9th condominium project.

The current plan for the Vintners Hall project envisions a minimal amount of renovation work with Vintner tenants leasing space without dividing walls but sharing crush, destemming and bottling facilities at a net rent of $.50 per sq. ft. per month. The partners acknowledge that their rent estimates are conservative. Further, they agree that at least 75% of the cost of renovation will be financed by lenders and that their equity contribution is likely to be only enough to show the lenders that they will

1500 Third Street, Suite C
Napa, CA 94559
TEL (707) 257-1020
FAX (707) 257-1500

New York Office
51 East 42nd Street
Suite 300
New York, NY 10017
TEL (212) 682-1106

ATTACHMENT G

stay interested in the project. Our best estimate at this time is that equity investment during development, construction and leasing is likely to be less than $1M and after lease-up, the project equity will be refinanced out or the project will be sold. On sale of the project, there is likely to be a substantial profit for the developing partners.

3) Based on early discussions with the partners summarized in 2) above, it appears that the project can afford to pay more than $1 per sq. ft. per year in rent and can afford to contribute to a community facilities district to support public improvements in the immediate area.

The partners state that the City should not charge a rent greater than the City was prepared to charge the Oak to 9th Project. This does not resonate because the project represents a substantially different use (open space v. warehouse/retail).

4) Mr. Wright and Mr. Tom McCoy, partners in the Vintners Hall Project and also partners in Chabot Properties, LLC and the founders of BBI Construction, agreed to provide personal financial statements and 2005 personal tax returns to verify their financial capacity to perform as needed on this project. This information has been provided by Mr. Wright and Mr. McCoy. Based on our review of their financial statements, they appear to have sufficient liquidity and capital to complete the project they have proposed.

5) The final feasibility issue we reviewed is tenant demand and the financial capacity of the tenants. Although the partners have not commissioned a market study, they state that they have met with eight prospective tenants through the East Bay Vintners Association. They report that three vintners were prepared to sign leases after one meeting. All the vintners they spoke to are in business and paying higher rents for less appropriate space than what is being proposed in this project. They also note that one East Bay vintner (Rosenblum) is so large that it could use all of the space in this project. Based on this limited review and my 25-year involvement in the wine industry, it appears likely that sufficient demand exists from vintners with the financial capacity to make timely rent payments and fill this relatively small space.

I hope that this review is helpful. If you have questions, please contact me at your convenience.

Very truly yours,

Scott Rodde, Director
The National Development Council

Adaptive Reuse of the Ninth Avenue Terminal

ATTACHMENT H

Proposal for Ninth Avenue Terminal

Ninth Avenue Terminal Partners LLC
February 15, 2007

ATTACHMENT H

Table of Contents

a. Executive Summary

In response to the city's request for a proposal to reuse the Ninth Avenue Terminal building, we have assembled a team of local developers with the proven professional experience, capabilities, and desire to make our vision a success. Having worked together previously on other mixed-use, renovation, and public/private projects, it was a natural step for us to come together as partners on this project. We have formally created Ninth Avenue Terminal Partners LLC to make this proposal and we are very excited about the prospect of having a role in an important part of the transformation of Oakland's waterfront.

We considered dozens of uses for the Ninth Avenue Terminal; many ideas were ruled out as not fitting the criteria we established. These criteria included the following:

- The use must be compliant with regulations, including Tidelands Trust
- It must not create a burden on the transportation structure or infrastructure of the building
- It must invite the public to the waterfront
- It must be compatible with Oakland Harbor Partners' Oak-to-Ninth development
- And it needs to be economically feasible

With those standards in mind, we are proposing to create a Vintner's Hall, which combines a one-of-a-kind wine making center, a waterfront restaurant, and a water-oriented recreation facility. Housing a wine-making collective within the Ninth Avenue Terminal transforms this historic resource into a unique regional destination.

We believe that our idea for reuse of the Ninth Avenue Terminal building will create a wonderful new gathering place for the community, enhance the open space and residential development of the Oak-to-Ninth project, and make Oakland proud to have a waterfront experience that does not exist anywhere else in the world.

We appreciate your consideration of our proposal.

Submitted by:
Ninth Avenue Terminal Partners LLC

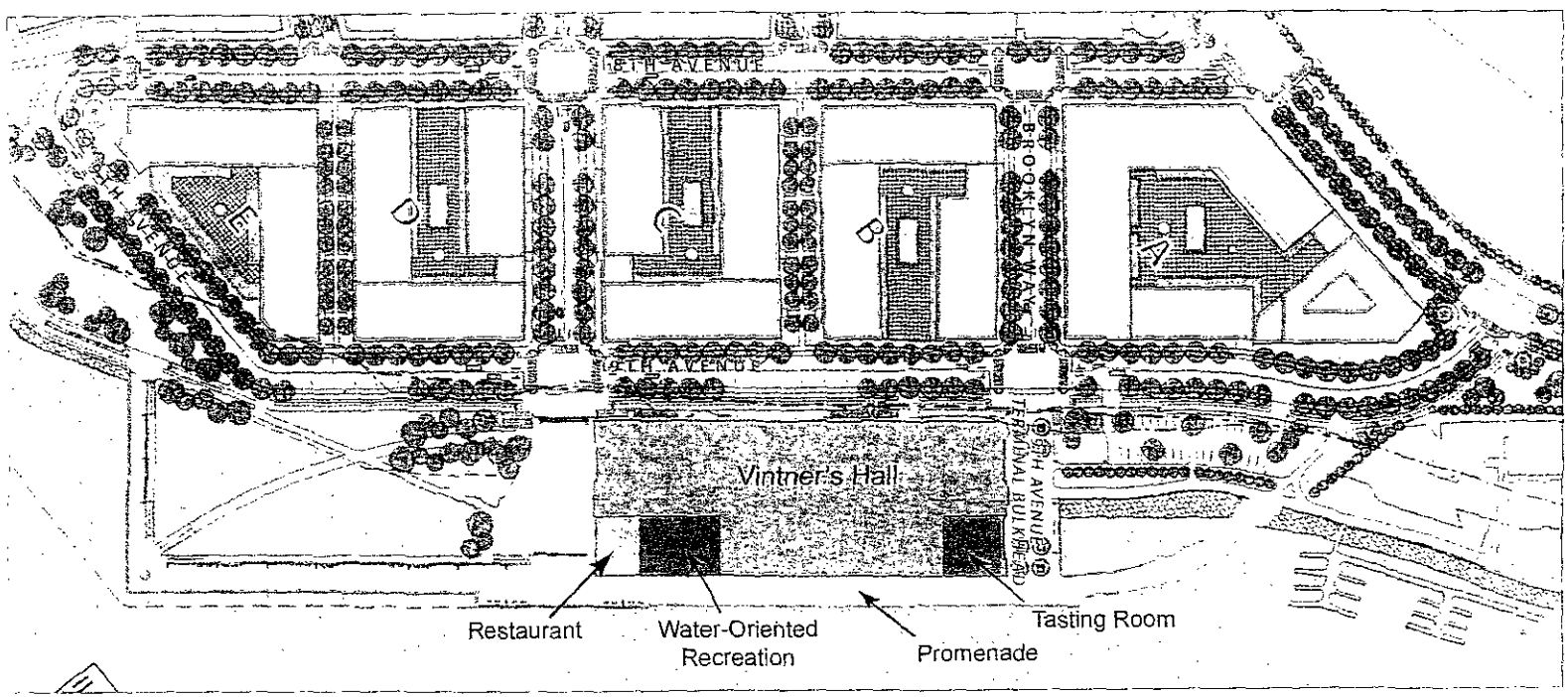
Tom McCoy

Stuart Rickard

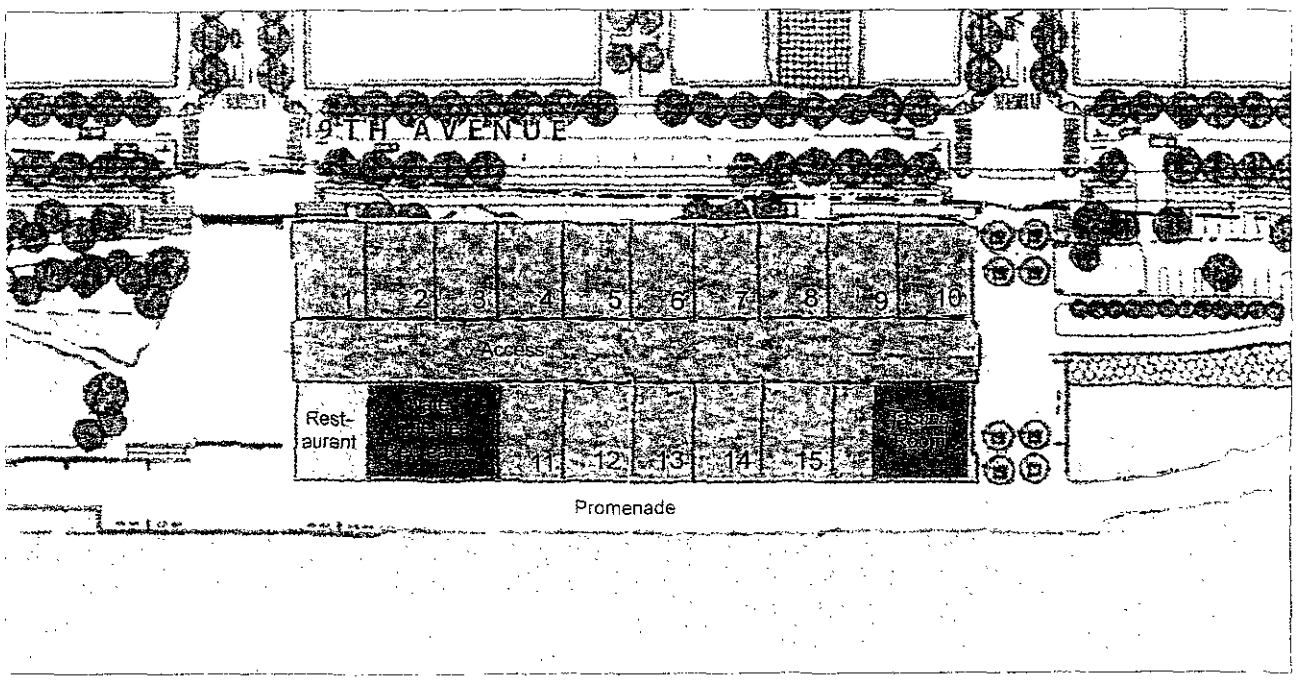
Moe Wright

View of street edge
This proposal would preserve an important monument in Oakland's maritime history.

View of waterfront edge
This proposal would transform the Ninth Avenue Terminal to an attractive destination on Oakland's waterfront.



The restaurant, water-oriented recreation, and tasting room are aligned along a waterfront promenade at Vintner's Hall.



The circulation plan of the Vintner's Hall is simple: winery spaces are aligned along a central circulation corridor.

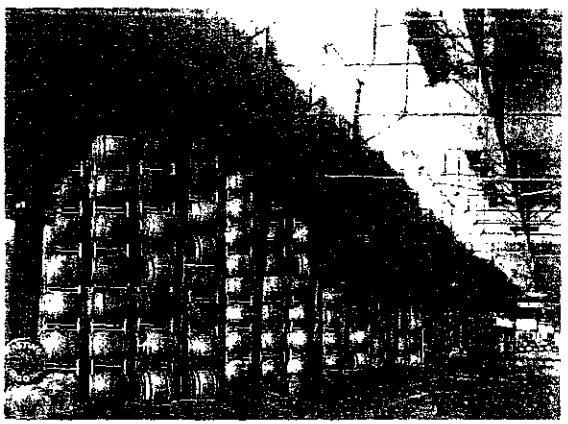
b. *Proposed Project*

Opportunity: Vintner's Hall

The historic Ninth Avenue Terminal building presents our team and the City of Oakland *with a unique and exciting* opportunity to create an attractive destination on Oakland's estuary, to complement the proposed Oak-to-Ninth project, and to preserve an important *local historic structure*.

We propose a *Vintner's Hall* that brings together a one-of-a-kind wine making center, a waterfront restaurant, and a water-oriented recreational facility which together *reinforce* Oakland's place as a vibrant, diverse metropolitan community and support an active, community-oriented waterfront.

Vintner's Hall is also an opportunity for the independent artisan wineries that will occupy the majority of the space in the building. These are genuine, working wineries that do all processing on site. The building is very well suited for wine making. The *cool consistent temperature* of the building is ideal for aging wine. Bringing vintners to the Ninth Avenue Terminal will provide an opportunity to create a destination on the Bay Trail for Oaklanders in search of a wine country experience right on their own waterfront.



Project Description

Urban Winery Collective

The centerpiece of the Vintner's Hall is a collective of small local artisan wineries. The Vintner's Hall provides each with their own production area and with a common space for equipment, supplies, and a tasting room. The Vintner's Hall will be an attractive regional destination featuring winery tours, celebrations and seasonal events, and waterfront wine tasting.

Each individual winery may occupy a space as small as 3,360 square feet, which is ideal for a small winery. The perimeter of the Terminal will be apportioned into spaces of this size, and a winery may utilize one or more of these bays for production of their particular vintages. Barrels and fermenting bins will be kept in each winery's individual space. De-stemmers, crushers, pumps, and other equipment used in small-scale winemaking are mounted on wheels, would be stored in a common area, and moved from space to space when needed. The existing 40 foot wide center bay will remain an open lane for circulation and foot traffic between wineries. The tasting room will have a waterfront location, occupying the existing office structure in the northeast corner of the building. This functional plan was developed by our architect, Michael Willis, FAIA, working with Brendan Eliason, co-founder of the East Bay Vintner's Alliance.

The existence of award-winning wineries in the East Bay is not new, but is not widely known. The largest and probably best known of these wineries is Rosenblum Cellars, which was founded in 1978 and has now grown to occupy a large converted waterfront industrial building in Alameda. The East Bay Vintner's Alliance is a non-profit organization created to promote the East Bay urban winemaking community and is currently made up of twelve premium wineries based in Alameda, Berkeley, Emeryville and Oakland. Winemaking in the East Bay is a growing industry - there are nine small wineries currently seeking space to occupy - and the more-established wineries are also growing their production annually. An East Bay location is advantageous to a winery because it is close to consumers, has a stable climate, and has good infrastructure.

There are a number of advantages for small wineries to aggregate in a common, larger facility. Economies of scale exist in production by sharing equipment and distribution expenses. Additionally, a common location on the waterfront will attract both wine aficionados and the general public, improving these wineries visibility and allowing cross-marketing between the wineries. A facility of this scale and on this site will allow periodic outdoor events to be held, and the cost of the production (live music, insurance, etc.) can be distributed among the wineries. The East Bay Vintner's Alliance has written us a letter of support for this project, which is attached to this proposal. The letter includes a list of wineries currently seeking space.

Establishing a home for a collective of wineries in Oakland supports the movement toward sustainable agriculture. The grapes utilized by wineries in the East Bay Vintner's Alliance are primarily organically-grown and primarily grown by small family-owned vineyards. The East Bay is a center, and perhaps the birthplace of, the "slow food" movement, which promotes healthy eating and protection of agricultural resources. The Vintner's Hall is consistent with this movement and with a transformation of production in the East Bay to high-value, high-quality clean industries. Winemaking, one of the oldest industries in the world, has a very benign waste stream: the stems and skins of the grapes are recycled as high-quality mulch, and the rinse water used to clean the equipment has no contaminants other than traces of grape juice and wine.

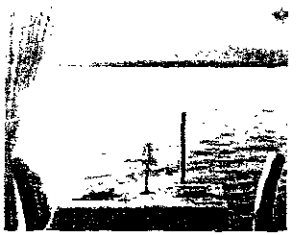
Winemaking is mainly a passive process that occurs as the grape juice ferments in bins and then the wine ages in barrels. There is a flurry of activity during "crush." During the crush season, which occurs in September and October, but may be only few days or less for a small winemaker, grapes are typically brought to the winery in stake-bed trucks. (We are intrigued by the possibility that they could be brought by barge instead.) These are medium-sized 20-foot trucks, not 55-foot or longer 18-wheelers. We estimate the total number of these trucks arriving at this facility with grapes during the whole two months of the crush season to be less than 50. There will be a roughly equivalent number of trucks spread out over the whole year for distribution of finished product, delivering wine barrels, bottles, and supplies, and removing the stem-and-skin mulch. These trucks will be parked within the building when they are at the site because they will make their deliveries using the 40-foot-wide central circulation bay. Therefore, noise related to the loading and unloading of supplies and product, and to the small amount of forklift activity, will be confined within the building. Because it is so passive, winemaking does not generate much employee traffic, and all employee parking will be within the building. (The employee count for winemaking is expected to be just 1:1000 square feet at crush time for any individual winery, and significantly less than that for the whole building at crush time because crush activity varies for individual wineries. The employee count outside crush time is approximately one-third that at crush time.) The count of employees serving visitors will vary depending on the season and number of visitors, but would be just the small number needed to run the wine tasting and conduct winery tours. Lastly, wine-making does not create odors perceptible from a distance. Ethanol, the alcohol produced by fermentation, has a perfume-like scent, which combined with the odors of the grapes and oak barrels, creates the distinctive pleasing aroma experienced when touring a winery.

Waterfront Restaurant

At the southeast corner of the Ninth Avenue Terminal, we are proposing a waterfront restaurant. This space, with its waterfront views, will attract visitors to the waterfront and will be attractive to restaurateurs. A point of interest at the south end of the building, it will serve as an amenity for visitors using the open space to the south of the Terminal and for residents of the future Oak-to-Ninth project.

There are many examples of successful waterfront restaurants in the Bay Area. Among them are: Kincaid's and Scotts at Jack London Square; Slanted Door at the renovated Ferry Building; the Beach Chalet and Park Chalet at Ocean Beach - and these would be the model for our waterfront restaurant.

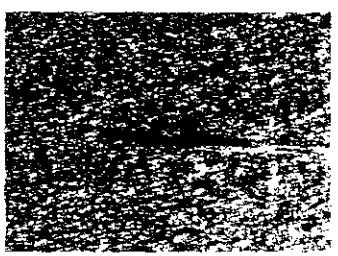
The restaurant would include both outdoor and inside seating, each with excellent views of the water and sunsets off the estuary. As an evening and night-time use, a restaurant will help activate the Terminal and nearby open space for more of the day. It will be a natural addition to the wineries as a place to sample good food and locally produced wines from the Vintner's Hall.



Water-oriented Recreation

Another element to our overall vision for the terminal is a water-oriented recreational business that can offer both boat instruction and rentals to the public. As demonstrated by the popularity of the existing Canoe and Kayak store located in Jack London Square, the terminal and estuary are an excellent location for this type of business. We have located this use at the south end of the building, facing the water, adjacent to the restaurant. This facility attracts visitors to the waterfront and to an area that is excellent for recreational boating - there is a large widening of the estuary at this location and it is quieter than portions of the estuary to the west.

The facility would occupy about 6,700 square feet with dock access via a short ramp that drops down from the Ninth Avenue Terminal building along the estuary. A portion of the space would be strictly retail - serving customers renting and buying equipment and accessories. A larger portion of the space would be storage for the rental boats, canoes, and kayaks, and for merchandise storage.



Sustainability

Re-use of the Ninth Avenue Terminal, apart from its historic preservation benefit, is also a sensible decision to reduce waste and energy use. The Terminal building was well-built of high-quality materials that have a significant remaining useful life.

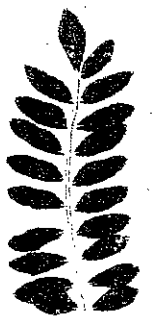
The building requires little change to the existing infrastructure to become useable space for the wineries. As an infill development, it has the advantage of utilizing existing regional facilities (public transportation, for example) to support its operation. The location of the building on the water naturally provides the cool temperatures desirable for wine making. New construction at the Ninth Avenue Terminal will be built in accordance with the principles of green building. Non-toxic, long-lasting materials, products, and equipment will be specified in order use natural resources efficiently and to reduce long-term impacts on the environment.

Wine production is a low energy, organic-product business. The waste it creates is 100% natural and recyclable. During the initial sorting and crushing after grapes are delivered to each site, stems and seeds are separated from the grapes. When the wine is "racked" and the liquid is separated from the solids, the remaining sediment becomes great compost and is returned to the vineyards as a nutrient supplement.

Tidelands Trust Compliance

Compliance with Tidelands Trust is required to ensure that the public's interest in its property (California's tidelands belong to the people of the State of California) is not diminished. Certain uses are prohibited because they are deemed to "privatize" the public's land, for example, for-sale residential.

The uses we propose, however, are compliant with Tidelands Trust. Restaurants are commonplace in Tidelands-encumbered projects, and are an accepted use. Water-oriented recreation is not commonplace but is allowed because it encourages the public to visit the waterfront and because it is "maritime" in nature. A winery is a novel approach to Tidelands, but is consistent with previously-stated Trust goals for two reasons: first, like restaurants and water-oriented recreation, it brings the public to the waterfront, and further it has a "regional draw" which is desirable; second, it is similar to the example set at Jack London Square, where the State Lands Commission recognized the value of agriculture, food production, and food preparation to promote commerce, especially trade through the State's ports. This project also helps the State fulfill its desire to enable the preservation of valuable historic maritime buildings.



Physical Improvements

Structural Improvements

In order to evaluate the condition of the Ninth Avenue Terminal, Degenkolb Engineers was retained to perform an independent inspection of the building and a review of the construction documents. In general, the building was found to be in good condition. The review of the construction documents shows that the platform was built to bear substantial warehouse loads. In excess of 4000 piles (from 50 to 75 feet in length) support the ten-inch thick concrete deck.

The structural improvements that will be made to the building are outlined in the Degenkolb report of January 26, 2007. This report relies on experience in similar circumstances that the winery will not trigger a "change of use" for the majority of the building. As described in the report, our proposal includes these items that will be modified or repaired: spalling concrete on the exterior walls, clerestory window bracing, roof to wall connections, brace frames at third points in the building. Any structural modifications to the underlying pier and slab, if necessary, will be accomplished as outlined in the Oak to Ninth development project.

As with the structural studies performed by Oakland Harbor Partners, a complete seismic analysis has not been performed because the expense of such studies is not warranted for an RFP response. However, Degenkolb Engineers has a great deal of experience with seismic analysis of historic buildings and has used its experience with similar buildings to make its findings. In the event this proposal is accepted, a complete seismic analysis will be performed. A copy of the Degenkolb report is attached to this proposal.

Exterior Improvements

We intend very little alteration of the underlying exterior appearance of the terminal building. The building will be painted. Deferred maintenance items, including windows and roofing, will be repaired or replaced. The existing parking lot at the north side of the building will be cleaned, repaired and striped. Landscaping elements that are sympathetic to the general Oak-to-Ninth plan will be added to the perimeter of the parking area. The Bay Trail pier and walking surface improvements will be accomplished by Oakland Harbor Partners as described in their proposal. It would be beneficial to the waterfront experience to retain the 16 foot wide timber apron as this provides a more generous public promenade along the Estuary, and our proposal assumes that it will be retained by, rather than demolished by, Oakland Harbor Partners. Waterside amenities such as tables, benches, and landscaping will be provided. A hardscape surface at the Shoreline Park entrance to the building is desired in order to facilitate concerts and other public events.

Infrastructure

The main use of the terminal building will be the winery use. Power, water and sanitary sewer will be extended to the winery spaces. The base building utilities are adequate for the winery uses but must be modernized and distributed. Sewer water and power will connect to new utilities supplied by the Oak to Ninth Development. The existing fire sprinkler system will be tested, repaired and modified for the new configuration. A fire detection system will be installed in the restaurant area.

Interior Improvements

The interior will be divided into three basic areas: winery and related tasting rooms and offices, water oriented recreation space, and restaurant. All of these spaces would be readied for tenant improvements during the base build out. Windows and storefronts will be provided for the restaurant and the recreation space that would be partitioned from the winery spaces. Handicap accessible restrooms will be built. Deferred maintenance items will be attended to. The tasting room area will be on the ground floor of the existing offices. These areas will be cleaned and readied for improvements by the tenants.

Other Opportunities

We have researched dozens of uses for the Ninth Avenue Terminal, and we feel that the Vintner's Hall is the most exciting feasible use. However, there are other uses that are compelling, compatible with the Oak-to-Ninth project, suitable for the building, and also compliant Tidelands Trust and other applicable regulatory requirements. With any of these options, we would expect to include a restaurant and a water-oriented recreation facility in the project.

Marine Research Staging Facility

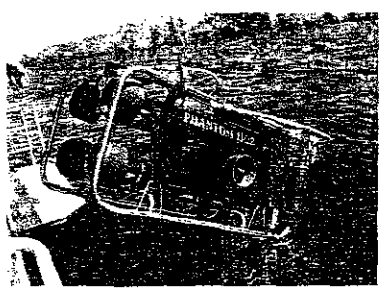
One alternative is the creation of a shared marine research staging facility to serve marine research organizations actively committed to conservation, restoration and advocacy for the San Francisco Bay waterways. This facility would be an opportunity to increase public awareness of the bay ecology and its environment as well as adding to the distinctive uses already planned or taking place along the waterfront.

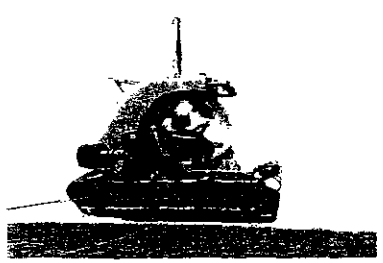
To determine the feasibility of this plan we contacted a number of nonprofit organizations and related government agencies located within the Greater Bay Area. Attached to this proposal is a directory of marine, coastal, and watershed organizations with over 130 listings in Alameda County alone. Of the twenty calls we made since mid-January to a sample of these organizations, twelve researchers returned our calls. Each of them either expressed an interest in a staging facility for their organization or recommended other researchers to call. Letters from researchers willing to provide written indications of interest are attached to this proposal.

According to our survey, there is a great demand for a centrally located facility with dock access and secured storage space. Currently the researchers park their small boats and other equipment (submersibles, lab apparatus) in garages away from the water, often separated from their other gear. A central facility that offers water access and individual locked sites is very desirable. As the marine organizations often share equipment or interact with each other on research studies, a location where a number of them are housed together is beneficial.

A portion of the Ninth Avenue Terminal building would be divided into individual spaces to accommodate this plan. Small cranes at the docks would be used to lift researchers' boats and other equipment out of the water.

Once a core group of marine research organizations were identified, we would develop a marine resource and interpretive center at the northeast corner of the building: another reason for families to visit the Ninth Avenue Terminal building and waterfront to learn more about the bay, its ecology, and its surrounding environment.





c. Project Team

Team Directory

Developer	**Ninth Avenue Terminal Partners LLC** 1155 Third Street, Suite 290 Oakland, CA 94607 v. 510.499.9400 f. 510.217.9560 Contact: Stuart Rickard, Partner
Architect	**Michael Willis Architects** 471 Ninth Street Oakland, CA 94607 v. 510.287.9710 f. 510.287.9713 Contact: Michael Willis, FAIA, Principal-in-charge
General Contractor	**BBI Construction** 1155 Third St. Suite 230 Oakland, CA 94607 v. 510.286.8200 x215 f. 510.286.8210 Contact: Morris "Moe" Wright, Principal
Structural Engineer	**Degenkolb Engineers** 300 Frank Ogawa Plaza Suite 450 Oakland, CA 94612 v. 510.272.9040 f. 510.272.9526 Contact: Loring Wyllie, Jr., S.E., Senior Principal
Civil Engineer	**Korve Engineers** Korve-DMJM Harris 155 Grand Avenue, Suite 700 Oakland, CA 94612 v. 510-763-2929 f. 510-834-5220 Contact: Hans Korve, P.E., Principal

Ninth Avenue Terminal Partners LLC

Ninth Avenue Terminal Partners LLC is a legal entity that has been formed specifically to pursue reuse of the Ninth Avenue Terminal. The owners and managers of this company are Oakland-based real estate professionals who have expertise in waterfront historic preservation projects. They are: Stuart Rickard of Placeworks, and Tom McCoy and Morris Wright of Chabot Properties. Together, they have a great depth of experience in design, construction, financing, and entitlement of real estate.

Placeworks

Stuart Rickard is Principal of Placeworks, a real estate development company that specializes in public/private projects. Placeworks has been selected as developer or co-developer of public/private projects in Emeryville, St. Helena, and Stockton. Placeworks was recently short-listed as co-developer of a residential infill project by the San Francisco Mayor's Office of Redevelopment.

Stuart attended the University of California, Berkeley and obtained a BA in Architecture and an MBA with an emphasis in real estate and finance. Stuart has had a key role in a number of successful building renovation projects in Oakland - for example, 66 Franklin and 2000 Broadway (on behalf of Ellis Partners), and 1537 Webster (which is currently under construction, is targeting LEED Platinum, and is on behalf of StopWaste.Org). Stuart has a depth of experience with community participation and with complex entitlements in Oakland. This proposal anticipates a thorough public review of the project and the need to obtain design review and ground lease approvals from the City.

From his experience as development manager for Ellis Partners' successful entitlement of the Jack London Square Redevelopment project, Stuart has a strong grasp of the complexity of projects on Oakland's waterfront. The Jack London Square Redevelopment included many similarities to the Ninth Avenue Terminal project, such as Bay Conservation and Development Commission review, State Lands Commission oversight, Estuary Policy Plan compliance, and involvement of both the Port of Oakland and the City of Oakland.

Stuart's area of responsibility within Ninth Avenue Terminal Partners is entitlements, marketing, and finance.

Further information regarding Stuart Rickard and Placeworks is attached in the appendix.

Stuart Rickard's Service / Affiliations:

Chair, City of Alameda Northern Waterfront Specific Plan Advisory Committee
ULI Urban Plan program volunteer
Member Urban Land Institute, Build It Green, USGBC - Northern California Chapter, and SPUR

Placeworks References:

Mr. Robert Kincheloe
Director, Capital Markets Unit
Cohen Financial
111 Sutter Street
San Francisco, CA 94104
415.591.3114
rkincheloe@cohenfinancial.com

Ms. Michelle De Guzman
Economic Development & Housing Department
City of Emeryville
1333 Park Avenue
Emeryville, CA 94608
510.596.4300
mdeguzman@ci.emeryville.ca.us

Chabot Properties LLC

Chabot Properties LLC is a partnership between two partners. Tom McCoy and Moe Wright. They focus on urban development and adaptive re-use chiefly in the East Bay. In addition to real estate interests Tom and Moe own BBI Construction, an Oakland based construction firm that has extensive experience in the renovation of historical structures. Samples of the projects competed by the under these two entities are included in this proposal. The partners met while attending UC Berkeley in the early 1970's and began building and developing real estate together in 1975. Since that time they have constructed or developed over 200 million dollars worth of improvements. Both partners live in the East Bay and they continue to be active today in commercial real estate and construction.

The Ninth Avenue Terminal project presents challenges that are well matched to the experience and knowledge of Tom and Moe. Adaptive re-use calls for a good working knowledge of construction codes and analysis of existing conditions. Older buildings require unique solutions if the historical fabric is to be preserved. Through many years of seeing the solutions and performing the work, the partners have retained a broad array of knowledge and solutions to draw on as they work to re-use the 1930's terminal. Understanding the level of repair and upgrade that can be supported by the proposed use of the terminal is key to making the program successful. Both Tom and Moe have worked with the other consultants associated with this project. Michael Willis, Architects and Degenkolb to bring successful projects to fruition.

Financing for the re-use of the Ninth Avenue Terminal is another key aspect of the project. Chabot Properties LLC has experience in a variety of real estate financing including commercial banking, private equity, tax credit, public-private partnerships, SBA, CDBG and others. The unique challenges presented by city ownership and long term leasing as well as the relationship to the overall Oak to Ninth development will require a variety of financing vehicles to make the project successful.

Both Tom and Moe are eager to use their talents and resources to bring new life to the Ninth Avenue Terminal. The convergence of construction knowledge, historic sensitivity and practical hands on development skills will give the project the right kind of experience to make it successful.

Affiliations:

Tom McCoy
Board Member West Oakland Commerce Association
Co-chair Committee to *Rebuild Raimondi Park*
Chairperson of Committee to Reforest West Oakland

Morris (Moe) Wright
Trustee Pacific School of Religion
Treasurer, First Congregational Church of Berkeley
Board Officer of Goodwill Industries of the Greater East Bay
House Captain, Rebuilding Together
Oakland Chamber of Commerce
Construction Employers Association

Awards:
Berkeley Architectural Heritage Awards for:
South Hall, UCB Campus
Granada Building
Beta Theta Pi Charter House
Heywood Building

References:

Scott Valley Bank
Chris Morin
1111 Broadway, Suite 1510
Oakland, CA 94607
510-625-7850

Oakland Commerce Corporation
David Johnson
333 Hegenberger Road, Suite 306
Oakland, CA 94621
510-376-8701

Mayor of the city of Berkeley
Tom Bates
2180 Milvia Street
Berkeley, CA 94704
510-981-7100

Michael Willis Architects

Michael Willis Architects (MWA) was established in 1988. Since that time, MWA has expanded to include offices in Oakland, CA, Portland, OR and Detroit, MI. MWA is certified with the City of Oakland as a LBE. The firm's practice focuses on historic, civic, community and industrial facilities, urban design, affordable housing, water treatment plants, and office interiors.

Design Philosophy
MWA is committed to creating architecture characterized by excellent design, positive social impact and sensitivity to the site, while providing outstanding service to its clients. Design excellence is a core value. MWA strives to improve the lives of people by providing functional, technically accomplished and spiritually enriching environments. We take pride in contributing to the vitality of cities through designs that create cohesive and rich urban environments. A distinctive theme of the firm's practice is the creation of socially responsible environments. MWA prides itself in providing exemplary service to its clients. We listen carefully to their needs, delivering projects in a timely and cost-effective manner, and providing well-detailed and constructed buildings. MWA continuously seeks to create and maintain a diverse workplace of learning and sound business values.

We advocate community participation in the design process and in the built form. The firm has been successful at creating architecture of excellence that uplifts lives and improves the quality of cities and communities. In each of MWA's diverse building types the firm has developed environments that are humane and welcoming for the residents within and buildings that are thoughtfully designed to celebrate the neighborhoods in which they are sited. MWA designs enduring structures that reflect the community's values and concerns.

Green Architects
MWA has a long-standing commitment to sustainable design principles. We understand the importance and the need to provide green building education and assistance to prospective owners, developers, and public agencies. We promote the use of sustainable materials and energy efficient design -- this is good for the health of the planet as well as residents and visitors. MWA analyzes the effects of solar orientation and prevailing winds to optimize natural light and ventilation. The firm uses materials and finishes that are appropriate for the programmatic and operational needs of our clients, including recycled construction products, or products formulated with little-to-no off-gassing to minimize building-related sickness and environmental sensitivities. MWA specifies materials that are manufactured locally, minimizing travel distances and fuel costs for transport. The firm has 6 LEED® Accredited Professionals, has designed buildings to the LEED Gold standard and is a technical advisor for the Alameda County Green Building Design Guidelines.

MWA References:

John Burke
Chief Conservator
1000 Oak Street
Oakland, CA 94607
510.238.3806
California Collections and Research Center

William Mc Morris
Museum Project Coordinator
1000 Oak Street
Oakland, CA 94607-4892
510.238.6447
Oakland Museum of California

Ted Mankowski
1749 Harbor Road
Building D-833, 2nd Floor
Oakland, CA 94607
510-627-1500
Port Field Support Service Center

BBI Construction

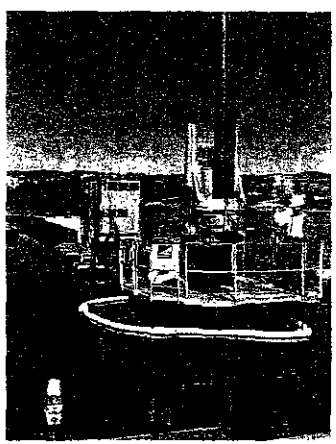
BBI Construction is an Oakland-based General Contractor, founded in 1974 by principals Morris Wright and Tom McCoy. The current president is Brad Gates. The firm holds both a state General Building Contractor license and General Engineering license (B767890 and A767890, respectively). BBI Construction is an Oakland certified LBE. An important focus for company is the renovation and adaptive re-use of historic structures, similar to the Ninth Avenue Terminal building. Their 30+ years of experience and over $300 million of completed construction projects will provided the needed construction expertise to this project.

BBI Construction employs 50 people and performs pre-construction as well as construction services. The company is signatory to both the carpenter's and the laborer's union and has extensive experience in the management of local business participation and local hiring programs.

BBI Construction has been active in the construction of projects in the city of Oakland for many years. Past projects include: Lafayette Square Park, Emergency Operations Center and the renovation of 66 Franklin Street in Jack London Square. This 90,000 square foot building was restored to its original art deco look and seismically upgraded.

Currently BBI construction is working on the renovation and restoration of Lake Merritt Boat House and Studio One art and recreation center.

BBI
CONSTRUCTION



BBI References:

Stan Mar, Project Manager
University of California, Berkeley
Berkeley, CA 94720
510.642.2910

Fidelity & Deposit of Maryland
Broker: Acordia of California
Contact: Richard A. Bass
45 Fremont Street, 8th Floor
San Francisco, CA 94105
415.512.3679

Scott Valley Bank
Chris Morin
1111 Broadway, Suite 1510
Oakland, CA 94607
510-625-7850

Degenkolb Engineers

Degenkolb Engineers is an employee-owned company with a staff that has grown to over 120 people. Founded in 1940, the firm provides a wide spectrum of structural engineering services to architects, Fortune 500 companies and other corporations, *healthcare institutions, major universities, school districts, historic building owners,* and government entities.

The firm is distinguished by the use of the latest analytical techniques, regular employment of performance-based design principles, as well as the ability to express complex technical issues in ordinary language. The staff is directly involved in technical innovation through participation in the development of better techniques, seismic coeds, and evaluation guidelines.

Degenkolb's portfolio of historic building work and work in the city of Oakland is very extensive. The company has earned awards from the National Trust for Historic Preservation, the California Preservation Foundation, and the Foundation for San Francisco's Architectural Heritage. Project sheets detailing their experience working on historic buildings similar to the Ninth Avenue Terminal building are included in Section V. Forms and Support Materials.

Degenkolb Engineers is a Local Business Enterprise certified with the city of Oakland.

Korve Engineers

Korve Engineering, Inc. (Korve-DMJM Harris) began its engineering practice in 1987 in the City of Oakland and has recently joined forces with DMJM Harris, headquartered in Los Angles and New York, which is the flagship transportation company of AECOM Technology. DMJM Harris is a national leader in the planning and design of transportation and development projects. The firm employs over 2,000 professional and technical staff and provides a full range of services from concept through implementation. As the flagship transportation company of AECOM Technology Corporation, DMJM Harris is largely responsible for the firm's number one ranking by Engineering News-Record in transportation in the United States. DMJM Harris's services include project/program management services, planning, funding and financial planning assistance, liaison with government agencies, conceptual/schematic design, preliminary engineering, final design, construction management, and operations support for development, local streets and roads, highways and bridge projects. The firm also has extensive experience in achieving compliance with national and local environmental documentation for over 40.2 billion in projects.

d. Financial Feasibility Analysis

Capital Improvements

The capital improvements outlined in this proposal are the costs anticipated for rehabilitation of the building, including seismic strengthening, cosmetic improvements, utility work, tenant improvements, and soft costs, as described above in the Physical Improvements section of this proposal. The costs for these improvements are based on a cost estimate from BBI Construction which is attached to this proposal. Our analysis does not include costs that would be expended by others for open space improvements if the building were to be demolished. In other words, this analysis includes the incremental costs necessary for preservation and improvement of the Ninth Avenue Terminal only. See the following table for cost and item information.

Operating Revenue and Expenses

Our analysis describes the cash flows associated with rents from the three use types in the building (winery, restaurant, and waterfront recreation). An absorption period has been assumed for revenues to reach stabilization. Typical operating expenses have been estimated based on historical experience.

In our operating analysis, we have not included any contribution to the community facility district fee that is planned for the Oak-to-Ninth project. We believe that the developer of the Oak-to-Ninth project agrees that because this project maintains its own facility and would reduce the area of space required to be maintained by the district, it is essentially paying its share by incurring the cost of maintenance directly. The table following shows unleveraged cash flows before interest expense.

Historic Tax Credits

Our proposed re-use of the Ninth Avenue Terminal will generate a ten percent historic tax credit, which we have included in our analysis. A ten percent credit automatically applies to rehabilitations on buildings built prior to 1936, as long as those buildings are used for business purposes upon completion. As our proposal consists of renovating the building constructed in 1930 and we intend to lease out the building for commercial use, our project will qualify for the ten percent tax credit.

Development costs are used to determine the amount of the tax credit. While costs associated with the acquisition of the property are not included in the calculation, eligible costs include soft costs, such as architects' fees, development fees, and

interest on construction loans as well as the hard construction costs. Because the tax credit benefit is not delivered in one lump sum, and because there are transaction and reporting costs associated with the tax credit, a discount factor of 80% has been included in our analysis of the tax credits.

The Internal Revenue Code also allows for a twenty percent tax credit under certain circumstances. We have not included this additional credit in our analysis. The twenty percent tax credit would require a determination by the National Park Service which is costly to pursue and would probably be difficult to obtain. If this proposal is accepted by the City of Oakland, we will further explore the twenty percent tax credit to find out whether there would be a reasonable possibility of a positive determination by the National Park Service.

Ground Lease Terms

Ninth Avenue Terminal Partners LLC proposes to ground lease the Ninth Avenue Terminal and a portion of the surrounding land and wharf for a term of 66 years. During this period, Ninth Avenue Terminal Partners would be responsible for maintaining the building and portions of the grounds within the ground lease line, providing property insurance, and payment of property taxes. The ground lease rent is anticipated to be nominal to reflect the Partners' substantial investment in building upgrades.

Financial Projections for the Ninth Avenue Terminal Vintner's Hall

NINTH AVENUE TERMINAL RENOVATION

	Year 0	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10
Initial Capital Improvements											
Seismic											
Spalled Concrete	180,000										
Add Steel rods at clerestory windows	30,000										
Add roof to wall connections	46,000										
Add diagonal bracing at three locations	243,000										
Infrastructure											
Firesprinklers	145,000										
Waste System	85,000										
Electrical	242,000										
Water	30,000										
Off site	50,000										
Exterior											
Painting	30,000										
Roof repairs	25,000										
Parking lot	36,000										
Landscaping	75,000										
Windows	97,000										
Interior											
ADA Restrooms	120,000										
Partitions	100,000										
Restaurant Area Improvements	336,000										
Water-Oriented Recreation Improvements	50,000										
Contractor OH & Fees	480,000										
Total Hard Cost	2,400,000	0	0	0	0	0	0	0	0	0	0
Soft Costs											
Architect & Engineer	408,893										
Legal	272,595										
Capitalized Financing Fees	91,779										
Public Agency Fees	109,038										
Leasing Commissions	163,557										
Other	136,298										
Contingency	280,889										
Less Historic Tax Credit	-261,784										
Total Soft Costs	1,191,265	0	0	0	0	0	0	0	0	0	0
Total Capital Improvements and Development Costs	3,591,265	0	0	0	0	0	0	0	0	0	0

Notes:

1. Seismic. This uses the Degenkolb report as a basis. As is stated in that report the uses for the majority of the building are consistent with the existing uses of the building and thus do not require a complete structural upgrade. Items 2&3 will are improvements to the pier structure and they will be repaired or reinforced by others.

2. *Infrastructure and* Exterior. This plan does not intend to provide major upgrades to the building. Deferred maintenance items will be completed.

3. Tenant Improvements: The space will be improved to a shell condition. Tenants will provide their own improvements.

4. Financing costs and the affect of tax credits are not consider in this model.

Income and Expense

Income

Tenant	Size	Rate	Monthly	Annual									
Winery	79,920	0.5	39,960	479,520	0	143,856	287,712	407,592	479,520	493,906	508,723	523,984	539,704	555,895	572,572
Water Oriented	6,720	1	6,720	80,640	0	40,320	80,640	83,059	85,551	88,118	90,761	93,484	96,288	99,177	102,152
Restaurant	3,360	2.25	7,560	90,720	0	45,360	90,720	90,720	93,442	96,245	99,132	102,106	105,169	108,324	111,574
Vacancy			(2,712)	(32,544)		(11,477)	(22,954)	(29,069)	(32,926)	(33,913)	(34,931)	(35,979)	(37,058)	(38,170)	(39,315)
Total	90,000		51,528	618,336	0	218,059	436,118	552,303	625,587	644,355	663,685	683,596	704,104	725,227	746,984

Expense

Master lease	1	1	1	1	1	1	1	1	1	1	1	1	1
Business License	6,857		3,053	6,106	7,732	8,758	9,021	9,292	9,570	9,857	10,153	10,458	
Possessory Interest Tax	31,852	31,852	31,852	32,170	32,492	32,817	33,145	33,476	33,811	34,149	34,491	34,836	
Insurance	36,000	36,000	36,000	37,080	38,192	39,338	40,518	41,734	42,986	44,275	45,604	46,972	
Alarm Monitors	1,200	1,200	1,200	1,236	1,273	1,311	1,351	1,391	1,433	1,476	1,520	1,566	
Management	30,917		30,917	30,917	27,615	31,279	32,218	33,184	34,180	35,205	36,261	37,349	
Utilities	26,456	26,456	26,456	27,779	29,168	30,626	32,157	33,765	35,454	37,226	39,088	41,042	
Maintenance	66,000	33,000	66,000	69,300	72,765	76,403	80,223	84,235	88,446	92,869	97,512	102,388	
Reserves	12,367		4,361	8,722	11,046	12,512	12,887	13,274	13,672	14,082	14,505	14,940	
Total	213,449	128,509	199,839	213,311	220,284	233,046	241,521	250,352	259,553	269,141	279,134	289,550	
Return on Investment	11.3%	-3.6%	0.5%	6.2%	9.2%	10.9%	11.2%	11.5%	11.8%	12.1%	12.4%	12.7%	
Cash flow	404,887	(128,509)	18,220	222,808	332,018	392,541	402,833	413,333	424,043	434,963	446,092	457,433	
Cumulative Capital (loss) gain		-3,719,773	-3,701,554	-3,478,746	-3,146,728	-2,754,187	-2,351,354	-1,938,020	-1,513,977	-1,079,015	-632,922	-175,489	

BB CONSTRUCTION
1155 Third St Suite 250
Oakland, CA 94607
Tel (510) 286-8200
Fax (510) 286-8210
License No. 767390

February 14, 2007

Stuart Rickard
Ninth Avenue Terminal Partners
1155 Third Street Suite 290
Oakland, CA 94607

Re: Ninth Avenue Terminal

Dear Stuart:
We have reviewed your description of improvements and the terminal site and we submit the following estimate of the work:

Spalled Concrete	180,000
Add Steel rods at clerestory windows	30,000
Add roof to wall connections	46,000
Add diagonal bracing at three locations	243,000
Fire sprinklers	145,000
Waste System	85,000
Electrical	242,000
Water	30,000
Off site	50,000
Painting	30,000
Roof repairs	25,000
Parking lot	36,000
Landscaping	75,000
Windows	97,000
HC restrooms	120,000
Partitions	100,000
Restaurant area Improvements	336,000
Water Oriented	50,000
Contractor O/I & Fees	480,000
Total	2,400,000

Please feel free to contact me with any questions.

Sincerely,

Brad Gates, President

Degenkolb

January 26, 2007

Mr. Stuart Rickard
Placeworks, LLC
1501 Pacific Avenue
Alameda, California 94501
FAX (510) 217-9560

Reference: **Limited Structural Review**
Ninth Avenue Terminal Building
Oakland, California
[Degenkolb Job Number A7138001.00]

Dear Stuart:

INTRODUCTION

We have performed a limited seismic review of the Ninth Avenue Terminal in Oakland, California. The Ninth Avenue Terminal is within the Oak to Ninth Avenue Development project of Signature Properties. A City of Oakland request for proposal has been issued to deal separately with the Ninth Avenue Terminal requiring a portion of the Terminal to be preserved. We understand that if your proposal is successful, the 1950 portion of the Terminal will be demolished while the original 1930 portion of the Terminal plus the deck under the demolished shed will be retained.

BUILDING DESCRIPTION

The Ninth Avenue Terminal was constructed in 1929, 1930 and 1950. Piles for the entire project were driven in 1929. The original Terminal was constructed on a portion of the site in 1930. The remainder of the Terminal was constructed in 1950 using similar details to the 1930 construction.

For this review, we relied on two previous reports. A February 5, 2004, report, "Oak to Ninth Avenue Development Feasibility Analysis for Shoreline Improvements and Pier Retrofit" by Moffatt & Nichol for Signature Properties discussed the condition of the piers or piles which support the Terminal. A February 6, 2006, report, "Structural Feasibility Study", by Rutherford & Chekene Consulting Engineers for Signature Properties discusses as the Terminal structure itself. On January 4, 2007, we observed a set of structural drawings and made a brief visit to the site.

This limited structural evaluation has dealt with the 1930 portion of the Terminal. That structure is 305 feet long by 180 feet wide. Steel trusses supported by steel columns at 24 foot centers have side spans of 70 feet with a raised roof over the 40 foot central span, which provides clerestory windows. The trusses support heavy timber beams at 10 foot centers and timber roof decking. Side and end walls are reinforced concrete with windows and doors. The structure is supported on piles and a 10 inch thick reinforced concrete slab. The piles are spaced at 10 feet transversally and 8 feet longitudinally. The piles closest to the water are 18 to 20 inch square reinforced concrete piles and this portion of the structure is over water. The piles closest to land were driven as green timber piles (i.e., untreated) with a precast jacket surrounding the top of the piles. The concrete pile/concrete slab structure extends 16 feet from building face towards the water. A 16 foot apron of timber piles, timber pile caps, and decking extends beyond the concrete structure.

STRUCTURAL CRITERIA

The building is currently a warehouse occupancy and as long as the building continues to have a warehouse occupancy, there should be no requirement from the City of Oakland to seismically or structurally upgrade the building. If the building is renovated to a new occupancy, such as an office occupancy or when a Second Floor might be added, it would be necessary to seismically upgrade the building to current building code requirements. We understand the building is not currently designated as a historic structure by the City of Oakland. Such a designation should be relatively easy to achieve and that would allow the California Historical Building Code to be used in future renovations which could prove very economical for renovation requirements.

For the time being, should your proposal be accepted and you maintain the building as a warehouse occupancy, no specific requirements should exist from the City. However, there are some safety issues that have been identified which should be corrected. There are also some deferred maintenance issues which should be addressed. A more detailed structural evaluation than this limited study should be performed to determine potential life safety issues in the event of an earthquake. This evaluation should be based on FEMA 356, the accepted standard for seismic evaluation of existing buildings. The California Historical Building Code should also be used if possible. If this evaluation indicates it is necessary, or if the building's occupancy load is substantially increased, then more extensive seismic strengthening could be performed to enhance structural performance in the event of a serious earthquake.

SUMMARY OF STRUCTURAL DEFICIENCIES

For this current evaluation, we did not perform a FEMA 356 evaluation. We used our judgment as to what such an analysis might suggest based on our extensive experience with historic buildings. We did assume that the building will be someway designated historic, or on a study list, so the Historical Building Code can be applied.

Our brief site visit revealed that the building is in relatively good condition considering its age. The exterior concrete walls are spalled in locations with the reinforcing bars exposed. Many of the windows are broken and covered with plywood. The floor slab appears serviceable although it does have some large cracks and may not be completely level. On the day of our visit we observed several roof leaks, as it had rained that morning. These roof leaks will need to be repaired.

Our limited analysis found the following seismic deficiencies: The roof to exterior wall anchorage appears to exist only at columns and should be increased. The load path for seismic forces longitudinally from the high roof to the low roof is very deficient at the clerestory windows. Although probably not a collapse issue for the short term, in the event of an increase in occupancy, a renovation should probably infill a few of the windows on the longitudinal side walls with concrete. For transverse seismic loading, the front and rear walls are excellent but the roof diaphragm is very deficient to span the 500 feet between end walls and the truss column frames are very flexible. The pile conditions are described in the Moffatt & Nichol report. The 16 foot wide timber apron pier is reportedly severely deteriorated and appears to be a safety concern. The building support piles appear to be in good condition and may be adequate for collapse prevention when evaluated by the California Historical Building Code.

SUMMARY OF PROPOSED STRUCTURAL UPGRADES

Based on no change in occupancy, on this limited review and pending a more detailed evaluation and inspection of the building, we recommend the following structural upgrades:

1. Properly repair all areas of spalled concrete in the exterior walls.
2. Thoroughly inspect the underside of the concrete deck slab and all exposed piles and repair any deteriorated areas. We do not believe it is necessary at this time to wrap all exposed piles with fiberwrap nor undertake other strengthening alternates as described in the Moffatt & Nichol report. We believe the piles have reasonable collapse prevention confinement providing deterioration is minor.
3. Based on the Moffatt & Nichol report, demolish the 16 foot wide timber apron piers or thoroughly inspect and replace all deteriorated wood and wood piles as appropriate.
4. Add occasional steel rod bracing at the clerestory windows between the high roof and low roof.
5. Add an effective concrete exterior wall to roof connection similar to the mid-span blocking detail shown in SK-07 and SK-08 of the Rutherford & Chekene report. One anchor midway between all trusses. Adding plywood on the roof would be deferred until full renovation or reroofing.

6. Add steel diagonal bracing between the low roof truss and deck slab at approximate third points of the building. This could be done with steel rods or bracing members, could be on one side or both sides although load transfer issues would be more difficult if done on only one side of the building. Blocking and fasteners to the roof deck to provide a good load path will be necessary at these two truss lines. The center bay would remain open to facilitate warehouse operations.

7. Although beyond our scope, the filing for a building permit to fulfill these recommendations will trigger access compliance issues. This should not be significant as the warehouse level is at grade and accessible. The upstairs of the small office area could be closed and accessible toilets may need to be provided.

CONCLUSION

A limited structural review has been made of the Ninth Avenue Terminal Building. This review has been limited to the 505 foot long 1930 Terminal only. This review has been based on previous reports and a brief review of drawings and a short site visit.

Assuming no change in occupancy for the initial period, we have recommended a few structural improvements for seismic resistance and some deferred maintenance items. A more thorough seismic evaluation should be preformed to validate this suggested scope of work. If the building is eventually renovated to a new occupancy, more extensive structural work will be necessary.

Please call if you have questions or need additional information. We trust this information is sufficient for your current planning. It is our pleasure to be of service.

Very truly yours,

DEGENKOLB ENGINEERS

Loring A. Wyllie, Jr.
Senior Principal, SE 1648

Letter from Vintners

east bay vintners

February 10, 2007

Stuart Rickard
Ninth Avenue Terminal Partners LLC
1155 Third Street, Suite 290
Oakland, CA 94607

Dear Stuart:

As a group of dedicated local vintners, the East Bay Vintners Alliance is committed to the success of the urban winemaking industry within the Bay Area, and in particular the East Bay. We are very interested in the opportunity to bring together a group of winemakers to make great wine in the Ninth Avenue Terminal building.

Space for wineries is very much in need. There are a number of small wineries that are currently seeking spaces to produce their wines, as well as local wineries looking for additional space. A collective facility where a number of small wineries are located together and equipment and supplies are shared would be very desirable for production efficiencies. The waterfront location is also very good place to promote public exposure to our wines and to serve as a gathering place for our group.

We fully support a proposal for a collective wine-producing space at the Ninth Avenue Terminal building. I have attached a list of wineries who are actively interested in additional East Bay winemaking space. We also believe Bay Area residents would be eager to have such a facility located in one of Oakland's historic buildings on the estuary.

Sincerely,

Brendan Eliason
Co-Founder/East Bay Vintner Alliance
Owner/ Periscope Cellars
1517 63rd St.
Emeryville, CA 94608
510-655-7827

Aubin Cellars
Jerome Aubin
6050 Colton Blvd
Oakland, CA 94611
Tel: 510 339 0170
Fax: 510 339 0173
Cell: 510 708 2290
http://www.aubincellars.com

Andrew Lane Wines
Andrew Dickson
742 Sunnyside Rd.
St. Helena, CA 84574
707-815-3501
http://andrewlanewines.com

Blacksmith Cellars
Matt Smith
218 Haight Ave.
Alameda, CA 94501
510-917-0537
http://www.blacksmithcellars.com/

Broc Cellars
Chris Brockway
510-755-1144
chris@broccellars.com
http://broccellars.com

Edmunds St. John
Steve Edmunds
2413 Fourth Street (at Channing)
Berkeley, CA, 94710
info@EdmundsStJohn.com
http://www.edmundsstjohn.com/

Eno Wines
Sasha Verhage
805 Camelia St.
Berkeley, CA 94710
phone- 415-515-7227
sasha@enowines.com
http://enowines.com/

Harrington Wines
Bryan Harrington
805 Camelia St.
Berkeley, CA 94710
510-527-1305
bh@harringtonwine.com
http://www.harringtonwine.com

Tayerle
Loren Tayerle
2311 Magnolia Street
Oakland, CA 94607
(877) 894-3118
ltayerle@casavinicola.com
http://www.tayerle.net
http://www.casavinicola.com

Urbano Wines
Fred Dick
Bob Rawson
1517 63rd St.
Emeryville, CA 94608
rawson_robert@yahoo.com
frednd1@comcast.net

EAST BAY RISING

Winemakers find fertile ground in the urban environs of Alameda County

Forget bucolic hills with neat rows of grapevines and breezy summer days far from traffic. To make wine, you need to buy grapes from Wine Country, but you don't have to live there.

Go south from Napa County across San Pablo Bay and you leave behind the precious tasting rooms and the landed gentry who have $150 Cabernets made in their names. Instead you'll find unpretentious city dwellers getting their hands dirty making wine. There's a bustling urban wine scene developing in the East Bay, with wineries nestled into warehouses beside factories and tasting rooms accessible by BART and commuter ferry.

By W. Blake Gray
Chronicle Staff Writer

Winemakers Kent Rosenblum of Rosenblum Cellars and Steve Edmunds of Edmunds St. John have been in the East Bay for two decades, but until recently they were nearly alone. Not anymore. There's now a fledgling East Bay Vintner's Alliance with 13 members, more than half of which are wineries formed in the last five years. Rosenblum Cellars dwarfs the other wineries, producing 195,000 cases a year of wine on the former Alameda Naval Air Base — more than eight times the 23,450 cases produced by the rest of the group.

To put the size of the scene in perspective, the East Bay vintners — including Rosenblum — still produce only a little more than half as much wine as Wente Vineyards in nearby Livermore — and Wente is only the 26th largest U.S. wine company, according to *Wine Business Insider*.

It may be a small scene, but it's a unique one with some exciting small-production wines (see "Flavors of the East Bay," *Page F5*).

Most of the East Bay vintners are young, idealistic folks. A Donkey and Goat owners Tracey Brandt, 35, and Jared Brandt, 36, prefer *highly acidic wine, even though that's not the fashion*; they even pick some grapes extra early to make sure the wines are tart enough. Blacksmith Cellars founder Matt Smith, *35, sold his beloved 1966 Mustang in 2002 to buy two barrels*, saying, "I could buy another '66 Mustang down the line." Periscope Cellars owner Brendan Eliason, 31, says he's "violently *against" charging customers tasting room fees. Eliason will* have a chance to test his principles after the city of Emeryville

> EAST BAY: *Page F4*

***Wines from** Rosenblum Cellars and Edmunds St. John have inspired newcomers including Aubin Cellars (Merlot) and A Donkey and Goat.*

Symptoms of 'Rosenblumitis' spread

▸ EAST BAY
From Page F1

approves zoning for his tasting room and crowds start arriving.

At the tasting rooms that are already open (see "East Bay tasting rooms," Page F5), the vibe is very different than the pricey, patrician atmosphere on Highway 29 in Napa Valley. Rosenblum draws a down-to-earth urban crowd, many of whom are repeat customers. And the new joint Dashe Cellars/JC Cellars tasting room is smack-dab in the production part of the winery, giving it a real workaday atmosphere that matches its Oakland home and which many Napa Valley wineries strive to avoid.

That urban atmosphere is a huge draw for the East Bay vintners. Most say they like the restaurants and cultural opportunities. Warehouse space is relatively cheap, and areas close to the bay are naturally cool most of the year, an important factor for wine production.

Winemakers can also live near where they work.

"I don't make enough money to live in Wine Country," Eliason says.

Equipment like pressure washers and industrial services like repairs are cheaper than in Napa by as much as 25 percent, Tracey Brandt says. And then there's the volunteer labor from neighbors who drop in — many more so than in Napa, where the wine industry doesn't have the same curiosity factor. In the Brandts' case, owners of two Chinese herb import companies in their Berkeley industrial park brought their kids to help during crush.

"Restaurant people come in here according to their schedules — bartenders, waitresses, people interested in wine," Brandt says. "One of the people helping us works in a biochemistry lab. We have scientists, tech people."

The chumminess of the vintner's group is also a big draw. People freely lend equipment to one another. "It's like borrowing your neighbor's lawn mower," says Eno Wines owner Sasha Ver[illegible].

Most of the smaller wineries have space-sharing arrangements. Dashe Cellars, JC Cellars and Blacksmith Cellars are in the same building in Oakland's Jack London Square district. Aubin Cellars and Tayerle share a West Oakland warehouse; Eno and Harrington Wines share a Berkeley warehouse once used by Edmunds. Eliason is sharing his space with two small wineries, Urbano Cellars and Andrew Lane Wines, which is moving its operations here from St. Helena.

Younger winemakers often consult with elder statesmen Rosenblum, Edmunds and former Rosenblum winemaker Jeff Cohn, who quit his full-time job at Rosenblum in February to focus on JC Cellars, though he still consults at Rosenblum.

"It's different in Napa," says Blacksmith Cellars' Smith, who did lab work at Beaulieu Vineyard in Rutherford for three years. "Everyone's secretive. People want to ask, 'Are you good enough to be here?' It's not like that here. I borrowed a little basket press from (Oakland's) Lost Canyon a couple weeks ago, but I don't owe them anything. It's a community. I love it here."

Now 62, and still taking a few shifts a year in his other career as a veterinarian, Kent Rosenblum is still at the center of the scene that he started when he moved to the Alameda air base in 1987.

"Rosenblum did it. They're in the middle of nowhere. But they did it," Smith says. "That really opened the door. He showed everyone, if you're going to open a winery and you like living here, go ahead and open it here."

So many of the East Bay winemakers have worked for Rosenblum, or at his winery, that Broc Cellars owner Chris Brockway — who quit a lucrative career in Los Angeles as an editor of TV pilots to become a winemaker — says: "It's almost like six degrees of Kent Rosenblum."

Want the Rosenblum connections? Hang on, it's complicated.

Tayerle winery owner Loren Tayerle — a professional musician who has played French horn with Rod Stewart and Frank Zappa and is also chef Paul Bertolli's brother-in-law — worked several jobs in Rosenblum's cellar. Tayerle is now making both his own wines and those of Aubin Cellars.

Jeff Cohn of JC Cellars was Rosenblum's winemaker. Broc Cellars' Brockway was Cohn's assistant winemaker for JC Cellars, so he worked in Rosenblum's building.

Michael and Anne Dashe of Dashe Cellars rented space from Rosenblum, thus also working in his building. Smith says of his time working for Dashe in the Rosenblum building: "I had a great learning curve. (Rosenblum) used every barrel under the sun, every kind of yeast. I could grab a thief (a device to extract barrel samples), a glass and a notebook. I took page upon page of notes. When I went to make my first wine, I didn't have to experiment. I had learned things from Rosenblum."

One of Rosenblum's greatest influences on the East Bay gang is his propensity to make many different kinds of wine in many different ways. "We're not resting on our laurels," he says. "We experiment every year with our barrel program or our yeasts or whatever."

Rosenblum makes more than

▸ **EAST BAY:** *Next page*

Courtesy A Donkey and Goat winery

French poodle Gibson's aversion to pesticides helps his owners Tracey and Jared Brandt scout out vineyards.

The terroir of Oakland?

▸ EAST BAY
From previous page

50 wines, with a concentration on Zinfandel, and many of the younger vintners have followed suit with multiple offerings of tiny lots of wine. Cohn, who now has 15 wines of his own, including one single-vineyard Syrah of which he makes just 39 cases, calls it "Rosenblumitis."

But while Rosenblum's own style of winemaking — voluptuous fruit with very high alcohol and smooth tannins — is instantly recognizable, the East Bay vintners are forging their own distinctive styles. Even Cohn, who was Rosenblum's right-hand man for 10 years, uses different methods now to achieve a different, more structured, less ripe taste profile that he says, "Kent would call more French in style."

Part of the reason is that there's a significant French influence counterweighting the ripe California fruit that the winemakers buy from all over Northern California.

The Brandts spent a year in the Rhone Valley learning to make wine from Eric Texier; upon return, they taught Michael Brill, founder of San Francisco's Crushpad, to make wine before forging out on their own. They took their French poodle Gibson to France and there learned that the dog has an aversion to pesticides because he quickly ran from vineyards that used them. They now bring Gibson along whenever they're scouting new vineyards.

Aubin Cellars owner Jerome Aubin, 39, is a Burgundy native whose main business is importing French barrels to small American wineries; naturally he likes his wines in the French style.

Anne Dashe has an enology degree from University of Bordeaux, balancing Michael Dashe's enology degree from UC Davis. Davis is commuting distance from Oakland, yet Dashe is the only member of the East Bay Vintners with a degree from there.

Edmunds, 59, is an Oakland native, but his style is nonetheless very French. He's been a one-man show since 1985, when he quit being a mailman to found Edmunds St. John (St. John is his wife Cornelia's last name), and he was making wines with the grapes and style of France's Rhone Valley when practically nobody in the state had even heard of Syrah.

Edmunds decided Rhone grapes would be his focus because that region produced his favorite wines available at Berkeley's Kermit Lynch Wine Merchant shop.

"I kept going back to them and saying, 'This is what moves me,'"

In 1991, when only 413 acres [illegible]
Syrah were planted in all of Cal[illegible]
fornia, according to the Californ[illegible]
Agricultural Statistics Service, E[illegible]
munds could sell his 3,000 cases [illegible]
wine easily because he had littl[illegible]
competition. Today, there a[illegible]
more than 18,000 acres of Syra[illegible]
and the competition in the Rhon[illegible]
varietal category is intense enoug[illegible]
that even though Edmunds' win[illegible]
are still excellent, he has drastica[illegible]
ly cut his production because h[illegible]
has an unsold backlog.

But rather than go mainstrea[illegible]
his response has been typical[illegible]
East Bay: to forge into another u[illegible]
appreciated area, Gamay Noir, th[illegible]
main grape of Beaujolais.

"Beaujolais to me seemed li[illegible]
the most dangerous wine there is,
he says.

Edmunds makes what may no[illegible]
be California's best Gamay Noir [illegible]
proof that great wines can emana[illegible]
from the East Bay.

Oakland may even have its ow[illegible]
terroir. The building shared [illegible]
Dashe, JC Cellars and Blacksmi[illegible]
in Oakland's Jack London Squa[illegible]
district is in front of a Peerless Co[illegible]
fee factory.

"Periodically they'll empty o[illegible]
their roaster and it changes the e[illegible]
tire aromatic profile of the wi[illegible]
ery," Smith says. "Sometimes [illegible]
smells like dark roast. Sometim[illegible]
like light roast. I guess we'll have [illegible]
watch for coffee character in t[illegible]
wines."

Michael Dashe says, "It'll [illegible]
like the eucalyptus character in t[illegible]
Heitz (Cellars) wines."

Forget Rutherford Dust — t[illegible]
hot new wine flavor is Oakla[illegible]
Dark Roast.

E-mail W. Blake Gray at wbgray@sfchronicle.com.

FLAVORS OF THE EAST BAY

JOHN O'HARA / The Chronicle 2004

Julia Dragolovich (left) and friends Kathy and Mike Elwood sample wine at Rosenblum Cellars in Alameda.

WHITES

2004 Blacksmith Monterey Chenin Blanc ($15) After aromas of peach, pear and lettuce, the strong grapefruit flavor of this wine is a surprise; it finishes with a little ripe peach and white pepper. Friendly to a wide variety of foods, this wine is a viticultural oddity because the grapevines are planted in sandy soil on their own true Chenin Blanc rootstock, rather than being grafted onto phylloxera-resistant rootstock like almost every other wine grape in the world.

2004 A Donkey and Goat Brosseau Vineyard Chalone Chardonnay ($40) This very well-balanced wine is both food-friendly and interesting, with initial Meyer lemon flavors that segue into buttered toast. There's even a hint of cherry — yes, in a white wine — on the long finish. It was aged nearly a year on its lees to develop that complexity, and has a bit of Chardonnay verjus blended in to boost the acidity.

2005 JC Cellars The First Date California Blend ($28) This extremely spicy, peppery wine is a blend of two Rhone grapes: 75 percent Roussanne and 25 percent Marsanne. You taste the lemon in it only after your tongue adjusts to the spice.

REDS

2004 Broc Cellars Dry Stack Vineyard Bennett Valley Grenache ($35) This wine is hot (14.8 percent alcohol) and tight, yet dense with blackberry, black licorice and allspice. The fruit gets riper on the medium-long finish. It tastes as though it will reward a few years of cellaring.

2003 Casa Vinicola Il Trovatore Ranchita Canyon Vineyard Paso Robles Red Wine ($18) This likable quaffer from Tayerle winery tastes of black currant initially, and then unfolds into riper black cherry on the medium-long finish. It's a blend of 77 percent Sangiovese with 20 percent Cabernet Sauvignon and 3 percent Petite Sirah.

2003 Dashe Louvau Vineyard Dry Creek Valley Zinfandel ($28) After John Louvau bought his vineyard in 1989, he discovered some 50-year-old Zinfandel vines hidden beneath weeds and blackberry bushes that had grown over them. Louvau nursed the Zinfandel back to health and this wine is the result. It's very spicy, with lots of black pepper and some cumin, and blackberry fruit underneath.

2004 Edmunds St. John Bone-Jolly Witters Vineyard El Dorado County Gamay Noir ($17) Made from the main grape of France's Beaujolais region, this is what Beaujolais should taste like and often doesn't: Bright, ripe raspberry, cinnamon, floral and earthy flavors. It's spicy on the medium-long finish. Many East Bay wineries make Syrah; this is the best Syrah of the current releases.

backed up by chewy tannins. The medium-light body makes it work with many traditional white-wine foods, and just as with Beaujolais, you could chill it on a hot day.

2001 Edmunds St. John Wylie-Fenaughty El Dorado County Syrah ($30) Wylie and Fenaughty are two different vineyards on opposite sides of the American River canyon. The fruit from them combines to create a wine that tastes very French, with raspberry, cinnamon, floral and earthy flavors. It's spicy on the medium-long finish. Many East Bay wineries make Syrah; this is the best Syrah of the current releases.

2004 Eno The Matriarch Las Madres Vineyard Carneros Syrah ($35) At 15.6 percent alcohol, it's hot, but this microproduction (70 cases) wine delivers rich, ripe blackberry and blueberry flavors with a little violet on the finish.

2004 Harrington Birkmyer Vineyard Wild Horse Valley Pinot Noir ($25) Lots of cherry and raspberry fruit emerge from this wine made from fruit from a 1,400-foot elevation vineyard just east of the city of Napa. A hint of herbaceousness adds interest to the persistent cherry on the medium-long finish. Though it's 15 percent alcohol, it doesn't taste hot.

2004 JC Cellars Arrowhead Mountain Vineyard Sonoma Valley Zinfandel ($35) This complex wine tastes like it's from old vines, but the vineyard was planted in 1996. It tastes of black cherry, dried herbs and red licorice, with the fruit shifting to red berries on the midpalate. It's 15.3 percent alcohol and the finish is a bit hot.

2004 Periscope Cellars California Red Wine Blend ($16) Periscope Cellars owner/winemaker Brendan Eliason made just 50 cases of this kitchen-sink blend of eight different red grapes. Zinfandel (35 percent) is the main grape here, and the wine reflects that, with flavors of red currant, raspberry, chile and some black fruit on the midpalate. It's food-friendly, complex and easy to drink.

2004 Rosenblum Cellars Carla's Vineyard San Francisco Bay Zinfandel ($25) This wine comes from vines more than 100 years old in Contra Costa County just south of the Antioch Bridge. It's rich and enticing, like blackberry pie filling with a little bit of earth and vanilla; you'd never guess that it's 16.1 percent alcohol.

2004 Rosenblum Cellars Harris Kratka Vineyard Alexander Valley Zinfandel ($30) It's hard to pick just two wines from Rosenblum's lineup of about 50. This one comes from 50-year-old vines just east of the Russian River. It's a little hot at 16.5 percent alcohol, but it delivers blackberry fruit and bramble flavors so authentic that you feel like you can see the berries.

2003 Tayerle Las Brisas Vineyard Carneros Pinot Noir ($25) An interesting wine, complex and fruity, with flavors of cranberry, raspberry, graham cracker and soy sauce.

2004 Verve Russian River Valley Pinot Noir ($30) From Aubin Cellars, the best current-release Pinot Noir from the East Bay wineries delivers plenty of bright cranberry and raspberry fruit, yet it has an elegant mouthfeel and a light-medium body. There's a hint of soy sauce on the medium-long finish.

2004 Verve Sonoma Coast Pinot Noir ($24) Initial cranberry flavor is joined by a prickle of black pepper that intensifies on the midpalate; soy sauce also joins in on the finish here. Both of the 2004 Verve wines were made by Fred Scherrer of Scherrer Winery in Sebastopol; Loren Tayerle took over as winemaker with the 2005 vintage.

DESSERT

2005 Dashe Dry Creek Valley Late Harvest Zinfandel ($24 for 375 ml) The Dashes let some grapes from the Bella Winery estate hang for more than a month after the rest of the grapes in the vineyard were picked. The result is a wine with 9 percent residual sugar that tastes quite sweet, like cherry candy, yet not cloying; the flavor turns more toward cherry fruit on the finish.

— *W. Blake Gray*

San Francisco Estuary Institute

7770 Pardee Lane, 2nd floor
Oakland, California 94621
Office (510) 746.7334
Fax (510) 746.7300

February 10, 2007

Stuart Rickard
Ninth Avenue Terminal Partners LLC
1155 Third Street, Suite 290
Oakland, CA 94607

Dear Stuart:

As one of the many marine research organizations located in the Greater Bay Area, we are committed to conservation, restoration, and advocacy for the San Francisco Bay waterways. Much of our research involves field studies undertaken on the bay and its estuaries. The equipment we use – boats, lab apparatus, and other marine gear – are stored in warehouses that are not always located near water or in one central place.

There is a need for marine storage space with waterfront access to serve organizations committed to bay and marine conservation. A warehouse that offers dock access and that can be secured would be very desirable. In addition, a location where a number of research agencies are housed together would work well; often we share equipment or interact with each other for our research studies.

We support the creation of a marine research staging site at the Ninth Avenue Terminal building. In addition, as the Bay Area community continues to recognize the need for conservation of our Bay and marine resources, a facility in which we can be observed as we leave and return from the field, can become a focus for public understanding of ecology and the environment.

Sincerely,

Mike Connor
Executive Director

Illuminating the Oceans' Unknowns

February 10, 2007

Stuart Rickard
Ninth Avenue Terminal Partners LLC
1155 Third Street, Suite 290
Oakland, CA 94607

Dear Mr. Rickard:

As one of the many marine research organizations located in the Greater Bay Area, we are committed to conservation, restoration, and advocacy for the San Francisco Bay waterways. Much of our upcoming offshore work will be off the Farallon Islands, Pt. Reyes and in Monterey Bay. The equipment we use – boats, remotely operated vehicles, manned submersibles, scientific sensors, as well as data post-processing equipment – are stored in warehouses that are not always located near water or in one central place.

There is a need for marine storage space with waterfront access to serve organizations committed to marine and bay conservation. A warehouse that offers dock access and that can be secured would be very desirable. In addition, a location where a number of research agencies are housed together would be fantastic; as often we share ideas, equipment and assist one another.

We support the creation of a marine research staging site at the Ninth Avenue Terminal building. In addition, as the Bay Area community continues to recognize the need for conservation of our Bay and marine resources, a facility in which we can be observed as we leave for and return from the field, and analyze our data can become a focus for public understanding of ecology and the environment.

I also serve on the Board of the Save the Bay Foundation, also located in Oakland. Much of Save the Bay's education, outings, restoration and research are undertaken on the bay and in its estuaries.

Sincerely,

Dirk Rosen

Dirk Rosen
President
Marine Applied Research & Exploration
5245 College Ave., #832
Oakland, CA 94618
(510) 495-5298
www.maregroup.org

Placeworks LLC

Placeworks was formed by Stuart Rickard to pursue real estate development opportunities in the greater San Francisco Bay Area. Mr. Rickard is the principal of Placeworks and has extensive experience in real estate development, particularly in the areas of entitlement and construction. Mr. Rickard has been responsible for the implementation of over two million square feet of value-adding real estate development projects. The value of these projects is in excess of $400 million.

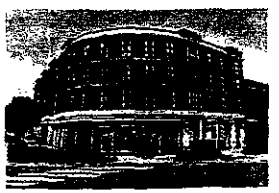
Mr. Rickard attended the University of California, Berkeley and obtained a B.A. in Architecture in 1988. He then worked in the studio of Eric Lloyd Wright, grandson of Frank Lloyd Wright. Following the apprenticeship tradition established at Taliesin, Frank Lloyd Wright's studio, Mr. Rickard worked in the office as a drafter and in the field on construction of buildings. This training prepared Mr. Rickard to apply building technology to resolve real estate development design issues.

Mr. Rickard then worked overseas in London as an architect on a large public building. He returned to California to work for a general contractor as an estimator and project manager, followed by a stint in the Housing and Economic Development Department of the City of San Mateo.

In 1997, with a well-rounded background in architecture and construction, and with real estate development experience in the public sector, Mr. Rickard joined Ellis Partners managing value-adding development projects while simultaneously attending UC Berkeley's Haas School of Business Evening MBA program. Mr. Rickard finished the MBA program early, and continued with Ellis Partners for six years before launching his real estate development firm.

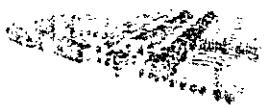
A selection of Mr. Rickard's project experience follows:

Adeline Place. Placeworks was selected by the City of Emeryville to redevelop a site at the intersection of San Pablo Avenue and MacArthur Blvd. The design consists of 36 for-sale residential units over parking with retail at the street edge. Construction documents for the project are complete and financing has been obtained. Construction is expected to begin by May 2007.



The Flatiron. A second City of Emeryville redevelopment project. The Flatiron is a retail build-to-suit site. Placeworks identified a desirable use, a bicycle store, which fulfills the City's goal to have an active retail frontage at a major intersection. Planning Commission approval of the project has been obtained. Construction commencement is scheduled for third quarter 2007.

Magnolia Place is a residential infill project in the Magnolia Historic District in Stockton. Placeworks has entered into an exclusive negotiating agreement with the City of Stockton to create contextually-sensitive new development on the site, which is adjacent to the historic Philomathean Building.



Adams Street Parcel, St. Helena. Placeworks was selected by the City Council of the City of St. Helena to partner with EAH, Inc. to develop a key parcel of land in St. Helena. Placeworks is proposing 60 housing units and 15,000 square feet of commercial space.

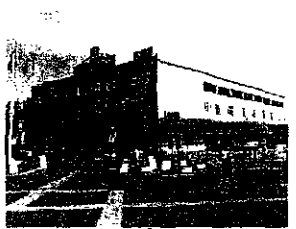
Entitlements for Jack London Square were granted by a unanimous vote of Oakland's City Council in June, 2001 following a two-year entitlement effort. The work included preparation of an EIR, a development agreement, negotiations with the Port of Oakland, and extensive work with the community. Mr. Rickard was the Development Manager for Jack London Square.

2000 Broadway is a 70,000 square foot, five-story office building immediately adjacent to the 19th Street BART station in Oakland. A shell upgrade was completed and entitlements and GMP cost commitment were obtained for a new 330,000 square foot office building on the site. Mr. Rickard acted as Development Manager.

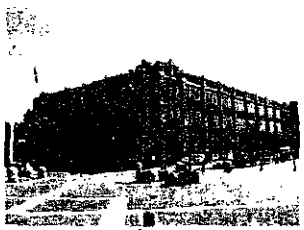
EmeryTech involved the conversion of a former manufacturing facility in Emeryville to a mixed-use building that contains 170,000 square feet of office, a 40,000 square foot Andronico's facility, and a 624 stall parking structure. Mr. Rickard acted as Development Manager. This project won a San Francisco AIA design award as well as Honorable Mention for Project of the Year in 2001 from the SF Business Times

Design for the Kew Public Records Office near London, England. Mr. Rickard oversaw design of the glazing and architectural precast concrete cladding of this 220,000 square foot expansion building that houses the United Kingdom's national archive documents, such as the Magna Carta.

Restoration of 66 Franklin involved the renovation of a 93,000 square foot former Haslett Warehouse building that was built in 1926. Mr. Rickard was Development Manager on this project. This building, on Oakland's waterfront, suffered from numerous modifications in the past including demolition of an entire wing of the building. The restoration revealed and repaired the historic concrete façade and installed new windows to match the steel sash windows that were removed



Before



After

Renovation of the St. Matthews Hotel in San Mateo. Mr. Rickard was the City of San Mateo's project manager for this $4.5 million affordable housing project. This mixed-use retail and residential project received City assistance in support of the City's goals of affordable housing, historic preservation, and downtown revitalization.

The Crossings at Paso Robles is a 300,000 square foot retail development. The anchor tenants are Target and OSH. For six new buildings, design review approval was obtained and construction of shells and tenant improvements was completed. Ten different retail tenants were installed in addition to the anchors. Mr. Rickard was Development Manager on this project.

Livermore Gateway, Altamont Business Centre, and Livermore Gateway West comprise a multi-phase, one-million square foot industrial/warehouse development program in Livermore. Mr. Rickard was Development Manager on this project. The project involved entitlements and parcel mapping to allow construction of a total of two new retail buildings, renovation and retenanting of five existing buildings, and 15 new concrete tilt-up buildings. Overall, 34 new tenants were installed in these buildings.

FIRM PROFILE

Michael Willis Architects (MWA) was established in 1988. Since that time, MWA has expanded to include offices in Oakland, CA, Portland, OR and Detroit, MI. MWA is certified with the City of Oakland as a LBE. The firm's practice focuses on historic, civic, community and industrial facilities, urban design, affordable housing, water treatment plants, and office interiors.

Design Philosophy
MWA is committed to creating architecture characterized by excellent design, positive social impact and sensitivity to the site, while providing outstanding service to its clients. Design excellence is a core value. MWA strives to improve the lives of people by providing functional, technically accomplished and spiritually enriching environments. We take pride in contributing to the vitality of cities through designs that create cohesive and rich urban environments. A distinctive theme of the firm's practice is the creation of socially responsible environments. MWA prides itself in providing exemplary service to its clients. We listen carefully to their needs, delivering projects in a timely and cost-effective manner, and providing well-detailed and constructed buildings. MWA continuously seeks to create and maintain a diverse workplace of learning and sound business values.

We advocate community participation in the design process and in the built form. The firm has been successful at creating architecture of excellence that uplifts lives and improves the quality of cities and communities. In each of MWA's diverse building types the firm has developed environments that are humane and welcoming for the residents within and buildings that are thoughtfully designed to celebrate the neighborhoods in which they are sited. MWA designs enduring structures that reflect the community's values and concerns.

Green Architects
MWA has a long-standing commitment to sustainable design principles. We understand the importance and the need to provide green building education and assistance to prospective owners, developers, and public agencies. We promote the use of sustainable materials and energy efficient design – this is good for the health of the planet as well as residents and visitors. MWA analyzes the effects of solar orientation and prevailing winds to optimize natural light and ventilation. The firm uses materials and finishes that are appropriate for the programmatic and operational needs of our clients, including recycled construction products, or products formulated with little-to-no off-gassing to minimize building-related sickness and environmental sensitivities. MWA specifies materials that are manufactured locally, minimizing travel distances and fuel costs for transport. The firm has 6 LEED® Accredited Professionals, has designed buildings to the LEED Gold standard and is a technical advisor for the Alameda County Green Building Design Guidelines.

REFERENCES:

John Burke
Chief Conservator
1000 Oak Street
Oakland, CA 94607
510.238.3806
California Collections and Research Center

William Mc Morris
Museum Project Coordinator
1000 Oak Street
Oakland, CA 94607-4892
510.238.6447
Oakland Museum of California

Ted Mankowski
1749 Harbor Road
Building D-833, 2nd Floor
Oakland, CA 94607
510-627-1500
Port Field Support Service Center

Michael E. Willis, FAIA *Principal-in-Charge*

Education
Master of Architecture,
Washington University, St. Louis, 1976
Master of Social Work,
Washington University, St. Louis, 1976
Bachelor of Arts, Washington University, St. Louis, 1973

Registration
Registered Architect
California (C-16140), 1984
Oregon (4255), 2000
Michigan (441619), 1998
Arizona (17079), 1984
Missouri (A3628), 1979
Washington (7868), 2000
NCARB (C 29458), 1983

Publications
Urbanland Magazine,
"WaterWorks", July 2003
WaterWorld Magazine, "New lab Designed for Comfort, Productivity, Efficiency", June 2003
American Water Works Association (AWWA), Proceedings
1995 Annual Conference
"Drawing The Public In: New Processes, Public Outreach, and Building Design"
1994 Engineering Design Conference "Shaping Public Approval on Water Treatment Facilities Through Architects"

Selected Awards
2003 Honorable Mention, Merit Architecture Design Awards, Central Contra Costa Sanitary

Mr. Willis founded Michael Willis Architects in 1988. In the ensuing nineteen years his firm has gained a national reputation for integrating historic renovation in neighborhood revitalization projects in Oakland, San Francisco, Oakland, St. Louis, Memphis, and Detroit. He has also served as principal on several large public projects including the renovation of Oakland City Hall and the New International Terminal at San Francisco Airport. He is a registered architect in California, Oregon, Washington, Missouri, Michigan and Arizona.

Mr. Willis was President of the San Francisco Chapter of the American Institute of Architects (AIA/SF) in 1995, and has been a member on its Executive Committee. He is the past chapter secretary, and a former director of the AIA/SF. Other AIA posts have included the 2006 AIA150 Committee, the AIA Legacy Board, and chair of juror for the national Regional and Urban Design Awards, and regional awards for AIA New England, Austin, North Carolina and Northern Nevada. He was a founding member of the *AIA Board Knowledge Committee*.

He has served as the Northern California chair of the National Organization of Minority Architects, and is on the board of the Golden Gate National Parks Conservancy.

RELEVANT PROJECT EXPERIENCE

OAKLAND MUSEUM RENOVATION - OAKLAND, CA
Principal in Charge for historic museum renovation. Scope of work includes renovation of the art gallery and history gallery.

CALIFORNIA COLLECTIONS AND RESEARCH CENTER - OAKLAND, CA
Project Principal for the renovation of 62,400-sf warehouse as a museum storage and research facility.

OAKLAND CITY HALL SEISMIC AND HISTORIC RENOVATION - OAKLAND, CA
Project Principal on the multiple award-winning, seismic retrofit and historic preservation of a 176,000 square foot National Register historic building, in association with VBN Architects.

AFRICAN AMERICAN MUSEUM AND LIBRARY AT OAKLAND - OAKLAND, CA
Principal-in-Charge of the award-winning conversion of the City's former main library, a National Register historic, 18,000-sf building.

MARTIN LUTHER KING, JR. PLAZA, NORTH OAKLAND SENIOR CENTER - OAKLAND, CA
Principal-in-Charge for the conversion of a 15,000-sf wing of the National Register historic Merritt College building to a senior center.

***MUNI METRO MAINTENANCE FACILITY* - SAN FRANCISCO, CA**
Michael was the Principal-in-Charge for this 180,000-sf, new light rail maintenance and operations facility. MWA provided full architectural services for the building in association with San Francisco's Bureau of Architecture.

Jeffrey O. Tusing, AIA *Project Manager*

Education
Bachelor of Architecture, Kent State University, 1974
Associate Degree in Architectural Technology, Southern Illinois University, 1968

Registration
Registered Architect: California (C-11460), 1980
Registered Architect: Ohio (15943), 1977

Awards
2003 Best Public/Cultural Deal Winner, SF Business Times, Real Estate Deals of the Year Awards, Moscone West Convention Center

Best of 2003 Award Recipient, California Construction Link Moscone Convention Center

1999 Award for Best Practices, U.S. Department of Housing and Urban Development, Town Center and Courtyards at Acorn

1999 Preservation Design Award, Rehab/Adaptive Re-Use, *California Preservation* Foundation
Orinda Water Treatment Plant, Lime Tower Renovation

1998 Award of Merit—Industrial Rehab, Gold Nugget Awards
Orinda Water Treatment Plant,

Jeff, a project manager with 35 years of professional experience, oversees firmwide quality control and production standards. Jeff is currently the project manager for Muni Metro East Maintenance Yard and Easter Hill Housing Development, a 271-unit HOPE VI housing development in Richmond, CA. Past roles include being the *firm's internal project manager* for the expansion of Moscone Convention Center and the project manager for the new Fillmore Cinemas and Jazz Club, a new entertainment complex located near the Kabuki Theaters. Jeff served as a Design Review Commissioner for the City of Benicia, California from 1986 to 2004. His tenure of 17 ½ years is the longest of any *DRC Commissioner in Benicia history. During* that time, he served three times as chairman of the commission.

MWA RELEVANT EXPERIENCE:

OAKLAND CITY HALL SEISMIC AND HISTORIC RENOVATION - OAKLAND, CA
Project Architect on the multiple award-winning, seismic and retrofit renovation to this 176,000 square foot National Register Historic Landmark building.

ORINDA WATER TREATMENT PLANT IMPROVEMENTS - ORINDA, CA
Project manager for this award winning, historic, clean water treatment plant. Jeff participated in development of the master plan, the design of new buildings, the renovation of old buildings for new uses, and site improvements for the entire complex.

MUNI METRO EAST MAINTENANCE YARD - SAN FRANCISCO, CA
Jeff was the Project manager for this 180,000-sf, new light rail maintenance and operations facility. MWA provided full architectural services for the building in *association* with San Francisco's Bureau of Architecture.

PORT OF OAKLAND FIELD SUPPORT SERVICES CENTER - OAKLAND, CA
As Project Manager, Jeff provided oversight of the design for this new 65,000-sf facility that consolidates the Port of Oakland's maintenance facilities.

EAST PALO ALTO SANITARY DISTRICT OFFICES AND VEHICLE STORAGE BUILDING - PALO ALTO, CA
Project Manager for an adaptive reuse in a mixed industrial/residential neighborhood.

BART SYSTEMWIDE RENOVATION PROJECT - VARIOUS BAY AREA LOCATIONS, CA
Jeff was the Project Manager for this 180,000-sf, new light rail maintenance and operations facility. MWA *provided full architectural services* for the building in association with San Francisco's Bureau of Architecture.

WALNUT CREEK AQUEDUCT MAINTENANCE FACILITY - WALNUT CREEK, CA
Project Manager, Jeff served as the planner and programmer for this steel fabrication shop and storage building piping, tools and equipment used to repair the Walnut Creek Aqueduct.

MOSCONE CONVENTION CENTER III EXPANSION - SAN FRANCISCO, CA
Project Manager for a 298,000 square foot exhibition and conferencing facility done in association with Gensler and Kwan Henmi Architecture.

Emmanuelle Ichaye *Project Interior Designer*

Education
BTS in Interior Architecture, Ecole Claude Nicolas Ledoux, France, 1996
French Baccalaureat, Fine Arts and Literature, 1993

Ms. Ichaye, a highly skilled interior designer has extensive experience in public and *government* project types. Her recent work includes working as the Interior Designer on the California Collections and Research Center. Other recent experience includes designing interiors for the Fruitvale Transit Village in Oakland, two 2-story buildings, including the new Cesar Chavez Branch Library for the Oakland Public Library system, a senior center, *a day care center and offices for the Unity* Council and the Fruitvale Development Corporation.

RELEVANT EXPERIENCE:

California Collections and Research Center - Oakland, CA

Thomas Berkley Square Office Building - Oakland, CA

County of Alameda Department of Behavioral Health Care Services - Oakland, CA

City College of San Francisco (CCSF), John Adams Campus Renovation - San Francisco, CA

Milton Meyer Recreation Center (Boys and Girls Club) Renovation - San Francisco, CA

Chestnut Court Day Care Center - Oakland, CA

McClymonds High School Health Center - Oakland, CA

Fruitvale Transit Village Library, Senior Center and Day Care Center - Oakland, CA

City of Oakland Police Department, Eastmont Police Precinct - Oakland, CA

County of Alameda District Attorney's Office, *Family Support Division Legal* Downtown Center - Oakland, CA

County of Alameda Assessor's Office - Oakland, CA

Milpitas City Hall - Milpitas, CA

Social Security Administration - Oakland, CA

Federal Reserve Building, Conference Space - San Francisco, CA

Alameda County Congestion Management - Oakland, CA

San Rafael Town Center, Offices and Retail Space - San Rafael, CA

Bit-Quanta - Fremont, CA

AT&T Wireless Corporate Administrative Offices - South San Francisco, CA (formerly CellularONE)

Via Technologies - Fremont, CA

Cafe Metro - San Francisco International Airport, CA

Oakland Museum of California Renovation

Project Title
Oakland Museum of California Renovation
Oakland, California

Project Type
Museum

Dates
Beginning: September 2005
Completion: Fall 2009

Client
Jacinta Zamora, Project Manager
510.238.7252
250 Frank H. Ogawa Plaza, Suite 4314
Oakland, CA 94612

Contact
William McAdams, Museum Project Coordinator
510.238.6447
1000 Oak Street
Oakland, CA 94607-4892

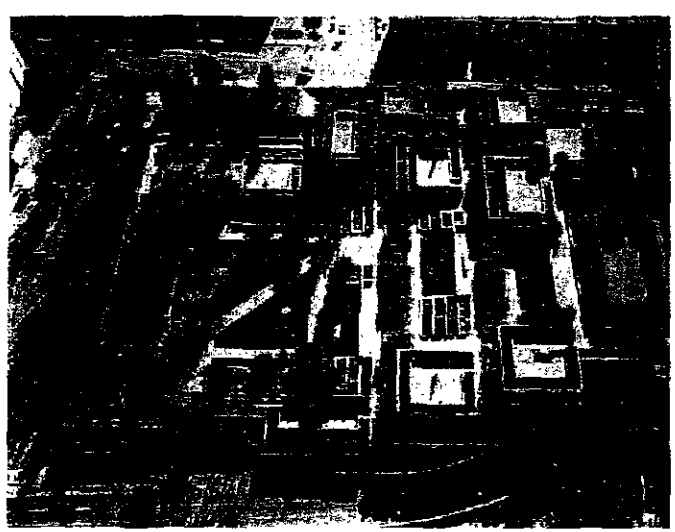
Cost
$12.5 M

Size
70,000 sf

Associate Architects
Mark Cavagnero Associates

Michael Willis Architects (MWA), in association with Mark Cavagnero Associates, is responsible for the renovation of this important building that was designated a City of Oakland Historic Landmark on February 7, 1995. Its landmark status requires that the renovation must be conducted in a sensitive manner in order to respect the building's interior and exterior historic fabric. The broad scope of work entails enclosing *the north and west courtyards adjacent to the existing art gallery* in order to provide new conditioned exhibit space that is in excess of 15 feet in height; a new canopy structure at the Oak Street entrance: the canopy will provide the museum a new presence at the street while allowing covered access from the street to the building; and a new zinc stairway canopy over the main stairway between the first, second and third *floors* will replace the existing fabric structure and provide a new covering that looks toward the garden. MWA's scope includes renovation of the art gallery and the history gallery, as well as bringing the restrooms up to ADA compliance. Later phases include renovation of the museum's *Tenth Street Entry, the Watergate Entry and* the natural science gallery.

In respecting the architectural character of the existing building, designed by Kevin Roche, which opened in 1969, the enclosure of the courtyards adjacent to the art gallery *is intended to lightly envelope the new space. In doing so,* the renovation carefully addresses the cast-in-place concrete building's structural constraints.



African American Museum and Library at Oakland

Project Title
African American Museum and Library at Oakland
Oakland, CA

Project Type
Library + Museum + Historic Renovation

Client
City of Oakland
125 14th Street
Oakland, CA 94612

Dates
Beginning: 1993
Completion: 2001

Cost
$11.2 million

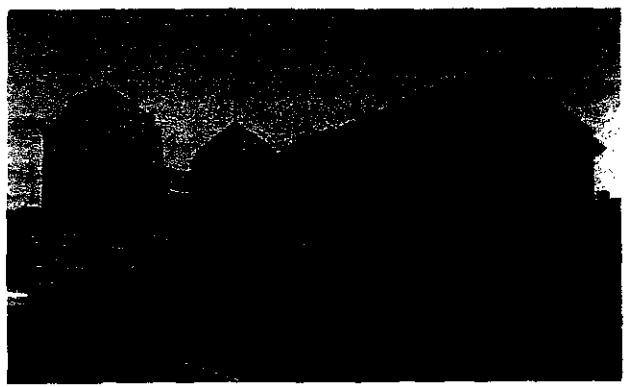
Area
17,947 sf

A highly complex project, Michael Willis Architects (MWA) led a team of thirty planners, museum and exhibit consultants, preservation specialists and engineers for this major adaptive reuse project. The facility is now Northern California's largest museum devoted to African American history, and draws a *national audience.*

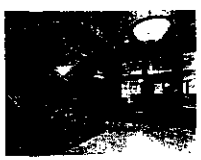
In adapting the building to become the African American Museum and Library at Oakland, MWA carefully integrated new uses and environmental controls into the historic structure. As a National Register historic building, all construction was subject to strict preservation guidelines. MWA *conserved the building's graceful* interiors whenever possible. Taking advantage of the building's current floor plan, the first floor is a reference library and the second floor is used for temporary and permanent exhibits. As a result of MWA's negotiation with the State Historic Preservation Office, we were able to convert the stacks area into archival and administrative use. Most of the Museum's artifacts come from the Northern California Center for Afro-American History and Life Research Center and Archive, previously housed in the Oakland Public Library's Golden Gate branch. This base collection has been supplemented by *an acquisitions and loan program,* which has required that building systems meet insurance and conservation requirements set by the American Association of Museums.

Built between 1900 and 1904 through the Carnegie Library endowment, the Charles *Greene Library is* a National Register Historic building. Its lovely Beaux Arts architecture is largely intact, including murals by noted early Twentieth Century artists, Arthur Mathews and Marion Holden Pope. An unreinforced masonry structure, the building was heavily damaged in the 1989 *Loma Prieta Earthquake* and had lain vacant for nearly a decade.

Award
2003 Preservation Design Award—Rehabilitation/ Adaptive ReUse, California Preservation Foundation

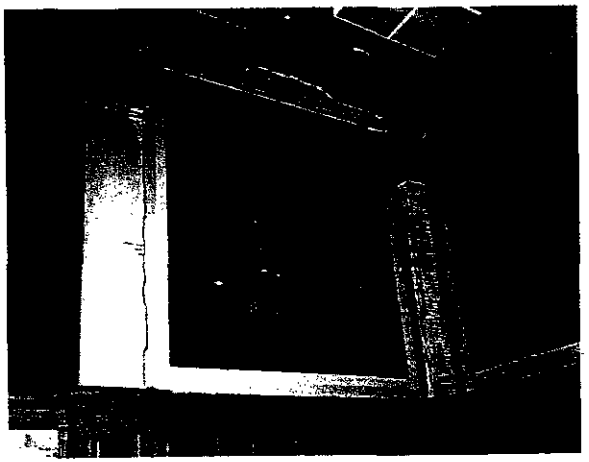


African American Museum and Library at Oakland



Michael Willis Architects - African American Museum and Library at Oakland

African American Museum and Library at Oakland



Evidence of damage immediately following the Loma Prieta earthquake of October 1989

Oakland City Hall Seismic and Historic Renovation

Project Title
Oakland City Hall Seismic and Historic Renovation
Oakland, CA

Project Type
Public + Historic Renovation

Client
City of Oakland
1333 Broadway, Suite [illegible]50
Oakland, CA 94612

Dates
Beginning [illegible]
Completion 1995

Cost
$[illegible]4.5 million (construction)

Area
176,[illegible] sf

In Association With
VBN Architects · Oakland, CA

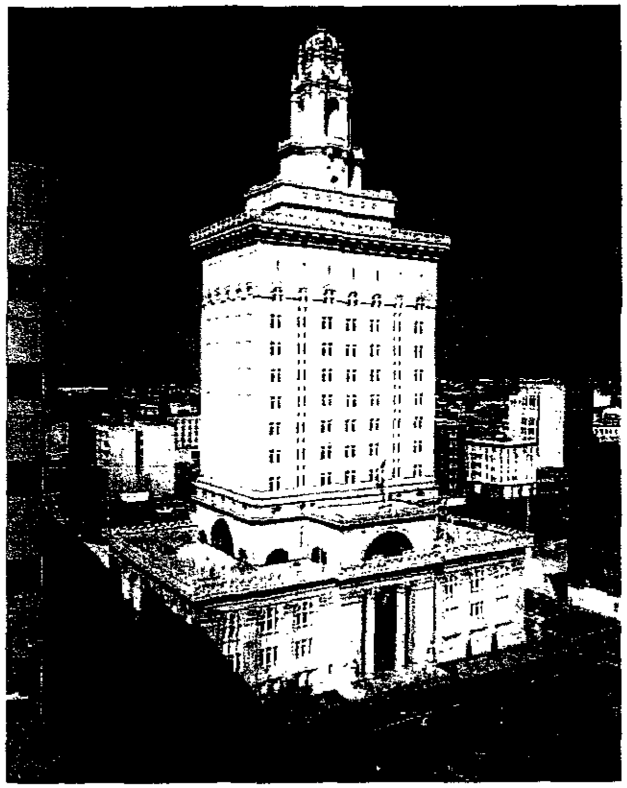
Awards
1998 Merit Award for Historic Preservation AIACC

1996 Design Award National Trust for Historic Preservation

1996 Design Award Beyond Expectations AIA East Bay Honor Awards Program

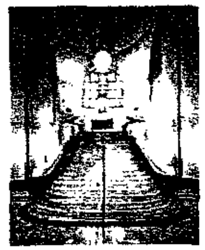
1995 Design Award for Cultural Resources Studies and Reports California Preservation Foundation

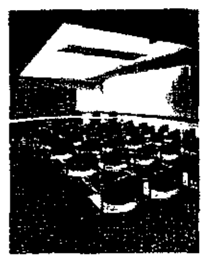
The 1989 Loma Prieta earthquake severely damaged Oakland's historic City Hall, once the tallest building west of the Mississippi. Working in close collaboration, MWA and VBN created a design to repair the building, renovate it to modern seismic and life safety standards, and preserve its historic character. Given the stipulation that the seismic upgrade must allow the building to withstand a 7.0 earthquake on the nearby Hayward Fault, the design team created a sophisticated base-isolation scheme that allows the structure to move during a quake.



Oakland City Hall Seismic and Historic Renovation

Much of the restoration work offers a sharp contrast to the high-tech applications of City Hall's new seismic retrofit. Plasterers used centuries-old techniques to painstakingly replicate ornate cornices and friezes. Using archival drawings, the mayor's office was restored to its original design, with a working fireplace and intricate wainscoting in the conference room. Council member offices and administration areas were updated with new furniture, equipment and state-of-the-art communications improvements. Along with modernizing the original spaces, MWA and VBN added a new council chamber designed for television broadcasts.





Martin Luther King, Jr. Plaza
North Oakland Senior Center

Project Title
Martin Luther King, Jr. Plaza
North Oakland Senior Center
Oakland, CA

Project Type
Community Center +
Historic Renovation

Client
Community and Economic
Development Agency
City of Oakland
250 Frank H. Ogawa Plaza
Oakland, CA 94612

Dates
Beginning: 1996
Completion: 1998

Cost
$1.2 million

Area
15 000 sf

Original Construction
Architect
Charles Dickey, Architect
1923

Awards/Recognition
1999 Preservation Design
Award, Rehabilitation/
Adaptive Re-Use
California Preservation
Foundation
*National Register for Historic
Places Landmark*

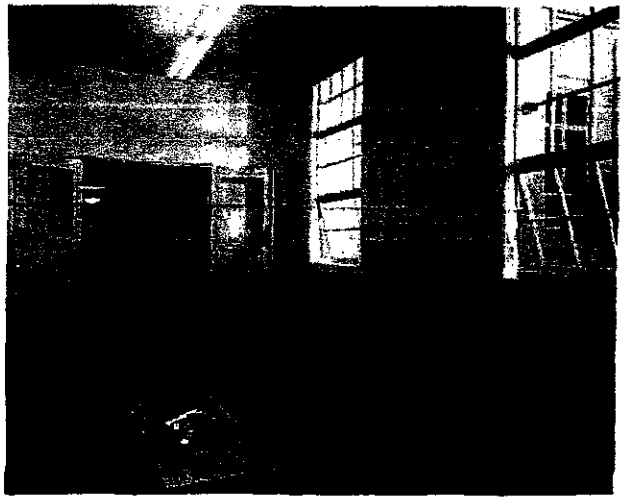
Michael Willis Architects (MWA) converted the auditorium wing within the former Merritt College building, a National Register historic landmark, into a senior center to serve the North Oakland community. Originally constructed as University High School, the North Oakland Senior Center is part of the overall redevelopment of the campus, which had lain vacant for 27 years. Because of the building's landmark status, all alterations to the structure had to be reversible.

Our "building within a building" design responded to this challenge. We located much of the center's functions within the building's original auditorium, including a commercial kitchen, classroom, game room, multipurpose room and dining room, adult day care program, administrative offices, crafts room and lounge. A new terraced contemplation garden with a fountain by sculptor Senri Nojima provides secure outdoor eating and socializing.

New, level floors built over the original sloping floors conceal many building systems while minimizing impact on the building's historic elements. The building received a comprehensive seismic and life safety upgrade and MWA restored many details and finishes that had deteriorated over the years. All work was subject to review by the *National Park Service and the State Historic Preservation Office.*

Michael Willis Architects - North Oakland Senior Center

Martin Luther King, Jr. Plaza
North Oakland Senior Center



Port of Oakland
Field Support Services Center

Project Title
Port of Oakland
Field Support Services Center
Oakland, CA

Project Type
Industrial

Client
Port of Oakland
530 Water Street
Oakland, CA 94607

Contact
Ted Mankowski
Port Field Support Service Ctr
510.627.1500

Dates
Beginning 2000
Completion 2004

Cost
$10.5 million (bid)

Area
65,000 gsf

Michael Willis Architects (MWA) designed this new 65,000-sf complex to consolidate the Port of Oakland's maintenance department, which was formerly scattered in multiple locations. The facility includes an administration building, shops, warehouse, fueling island, and vehicle maintenance building.

In order to simplify construction and reduce costs, pre-engineered building systems were used in a compact arrangement of two long rectangles. MWA responded to the Port's desire for efficiency by designing a compact structure, keeping the site area to a minimum. MWA also planned the facility to allow space for future expansion. The extra site area provides accommodation for large truck parking.

A translucent canopy separates the two building masses, creating a wind protected walkway and comfortable employee outdoor break area while creating a safe employee circulation path away from truck routes. The building masses protect from strong westward winds, allowing the shops on the leeward side to have overhead doors open during the day. Multiple skylights allow plentiful natural light to penetrate the buildings. Visitor parking and administrative spaces occur at the entry end of the building to provide easy access for visitors while discouraging them from traveling around the building site.

California Collections and
Research Center

Project Title
California Collection and
Research Center
Oakland, CA

Project Type
Museum

Client
Oakland Museum
530 Water Street
Oakland, CA 94607

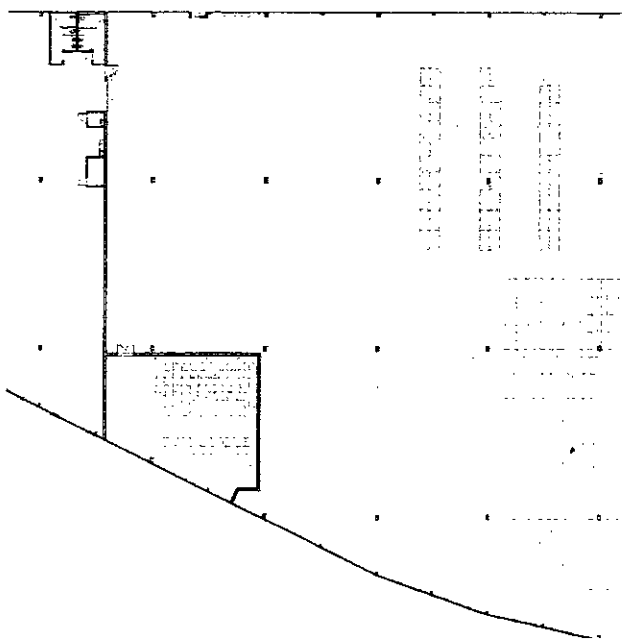
Contact
John Burke
Chief Consevator
1000 Oak Street
Oakland, CA 94607
510.238.3806

Dates
Beginning October 2004
Completion On-going

Area
62,400-sf

The project consists of renovating an existing approximately 62,400 square foot warehouse in Oakland to become a safe, secure and accessible facility for storing, working on and viewing collections of the Oakland Museum of California. The new facility is referred to as the California Collections and Research Center. The scope of work was defined by the Oakland Museum of California Foundation for which Michael Willis Architects (MWA) had full responsibility for architectural services including design development, construction documents, bidding, site observation and project closeout.

The specialized nature of this warehouse renovation for its intended use by the Museum to shelter permanent and visiting art collections demanded that the space be designed to function at the same level of environmental and humidity controls as the Museum itself.



MUNI Metro East Maintenance Yard

Project Title
Muni Metro East Maintenance Yard
San Francisco, CA

Project Type
Industrial + Office

Client
San Francisco Municipal Railway (MUNI)
1145 Market Street, 5th Floor
San Francisco, CA 94103

Dates
Beginning: 1998
On hold: 2001 through 2005
Completion: 2007

Cost
$103 million (estimated)

Area
13 acre site
180,000 sf new construction

Associated Architect
City & County of San Francisco
Bureau of Architecture

Project Lead
Gerwick Fleming Engineering

MWA is the design architect for the building as well as production architect for the interiors in the construction documents phase of a new light rail maintenance and operations facility for San Francisco's Municipal Railway (MUNI). The Bureau of Architecture (BOA), for the City and County of San Francisco with whom we are associated is responsible for the shell construction documents. This design team has been involved in site planning, building design, public meetings and coordination with artists. The two-story main structure of approximately 180,000 square feet will house repair and maintenance facilities on the ground floor and administrative offices, employee lockers, lounges and training rooms on the second floor.

The new building will offer expansive views of the Bay from the upper-level offices and employee facilities while screening views of stored light rail vehicles from Potrero Hill residences. The repair bays will receive generous natural light from skylights in order to improve working conditions and safety.

Forty-foot-high, blue glass walls etched with white lines like a blueprint, depicting drivers and maintenance workers are displayed at the two main entries as part of the City's public art in architecture program. Long, linear metal siding emphasizes the building length through the patterns of the windows. Art glass in the lobbies opens up the building to bay views.

On hold at the client's request from 2001 through 2005, the project is now scheduled for completion in 2007.

Adeline Maintenance Center

Project Title
Adeline Maintenance
Oakland, CA

Project Type
Industrial + Office

Client
East Bay Municipal Utility District
375 - 11th Street, MS303
Oakland, CA 94607

Dates
Beginning: 1996
Completion: 1998

Cost
$18 million

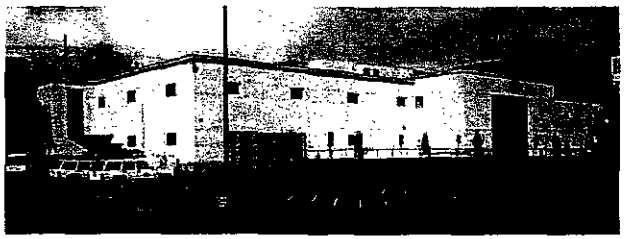
Area
13 acre site
122,000 sf renovation
47,000 sf new construction
9.3 acres site improvements

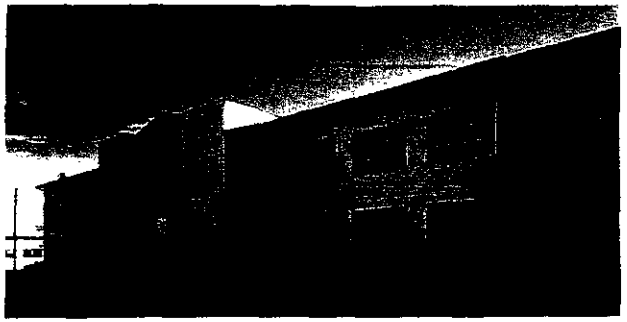
Architect of Record
VZM/Transystems

Design/Build Contractor
Walsh Pacific

Michael Willis Architects (MWA) was the design architect for a design/build team expanding a large administration and corporation yard complex for the East Bay Municipal Utility District. Spread over four blocks in West Oakland, the Adeline Maintenance Center contains most of the maintenance and operations facilities for the District. It houses administrative departments, shops, stores, fleet maintenance, and a testing laboratory, as well as a dispatch center. Many of the buildings were first built in the 1920s and required a major renovation to meet current codes and increased demands.

Both new and renovated construction were required. Because the Adeline Maintenance Center borders an industrial district and an established residential neighborhood, MWA was sensitive to the residential character of the vicinity by breaking down the scale of buildings into smaller masses and screening industrial buildings and parking from the street. Gabled roofs over the main entrances of the administration and fleet maintenance buildings both to act as a visual marker and provide a welcoming appearance to these large structures. Decorative metal grillwork screens mechanical equipment from the street. Courses of concrete masonry raise the exterior stucco walls off the ground.





Adeline Maintenance Center

Central Contra Costa Sanitary District Water Quality Laboratory

Project Title
Central Contra Costa Sanitary District Water Quality Laboratory
Martinez, CA

Project Type
Industrial + Laboratory

Client
Central Contra Costa Sanitary District (CCCSD)
5019 Imhoff Place
Martinez, CA 94553-4392

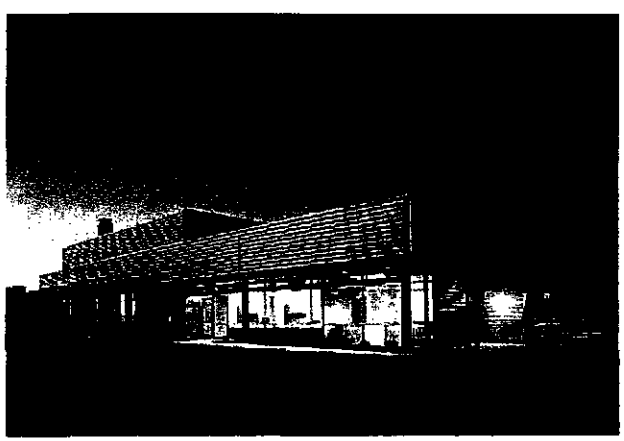
Dates
Beginning 1998
Completion 2001

Cost
$4.3 million

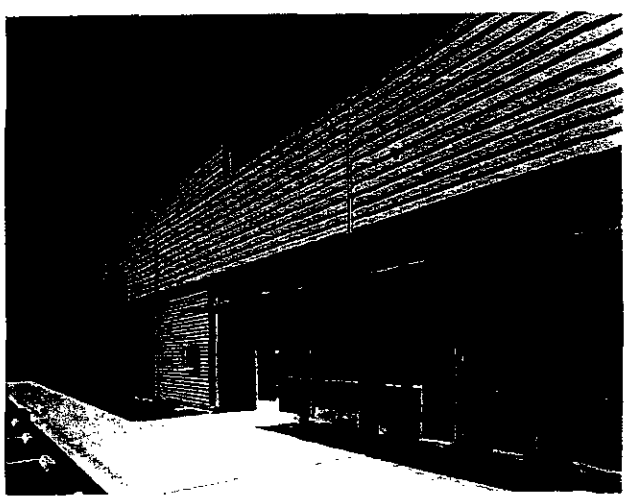
Area
8,705 sf

This new laboratory building at the CCCSD Wastewater Treatment Plant was designed to provide a highly efficient space for the laboratory workers while affording them a comfortable and humane environment in which to perform their duties. The facility contains two components: a laboratory utilizing an open design concept with 10-foot high ceilings, and office space with a library, break/conference room and public entry. The laboratory's innovative HVAC system provides air purity while allowing for an open lab environment, encouraging staff interaction and ensuring an efficient use of space. Soft, diffused natural light provides a bright and pleasant working environment. The central corridor joins the lab to the offices and a central space with high ceilings, flooded with light. Floor to ceiling windows afford views of the patio and lawn and the wood ceiling treatment relates to the exterior shading elements, creating a strong connection to the outside.

As the first building visible on the CCCSD campus, the building reflects the existing context of hulky metal-clad buildings, while improving on this palette through refinement in shapes, details and materials. The design utilizes passive solar principles, including shading devices, deeply recessed windows and high performance glass. Expansive glazing maximizes penetration of natural light, conserving energy while providing views to the surrounding hillsides. Sunshades/louvers made of Ipe, a sustainably harvested zero-maintenance hardwood, provide protection in the form of horizontal and vertical shades. In addition to the Ipe wood, the building incorporates a number of other "green" products. The rubber flooring, carpet tiles and ceiling tiles are of high recycled content, and the custom built lab carrels and library are made of certified sustainable maple wood.



Central Contra Costa Sanitary District Water Quality Laboratory



Watsonville Recycled Water Treatment Facility

Project Title
Watsonville Recycled Water Treatment Facility
Watsonville, CA

Project Type
Water + Laboratory

Owner
City of Watsonville
Public Works & Utilities
250 Main St.
Watsonville, CA 95076

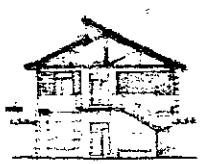
Cost
$14 million

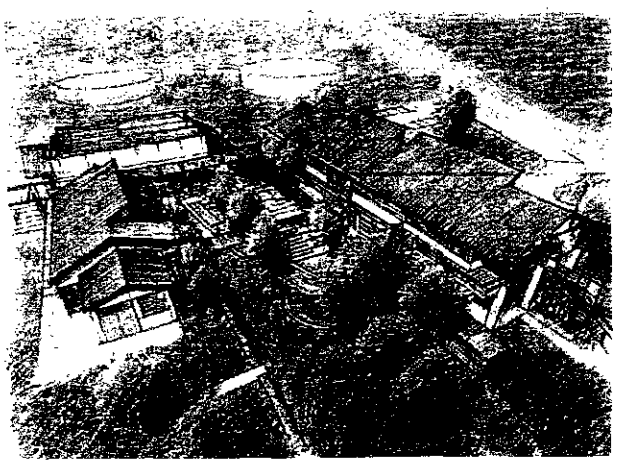
Dates
Beginning: 2004
Completion: 2006 (Estimated)

Size
10,000-sf

Michael Willis Architects (MWA) is working with prime consultant, RMC, the City of Watsonville, and associate architect, Robert Corbett Architects to implement a Recycled Water Facility Project to serve up to eight million gallons per day (8 MGD) of Title 22 disinfected tertiary recycled water to growers in the Pajaro Valley coastal area. Responsibilities include organizing the site, building design, coordination with reviewing agencies, and conversion the existing buildings to new uses. The new 10,000 square foot facility will be located adjacent to the Watsonville Wastewater Treatment Facility in the coastal artichoke fields on the banks of the Pajaro River. The project includes a new plant-wide operations center, a water quality laboratory, and staff offices and support areas.

The new buildings will accommodate environmental conditions of worker comfort, productivity and sustainable features, including a healthy indoor environment. Administrative, laboratory, office and maintenance buildings are termed non-process buildings because they are used by operators and visited by the public. All other structures within a plant are termed process elements because they are designed to conceal or contain plant processes. Architectural design between these types of buildings is discernable, based on the functions housed inside the buildings. Process buildings generally have higher volumes and are visibly more resistant to abuse by chemical deliveries or truck access.





Columbia Boulevard Water Treatment Plant Central Control Facility

Project Title
Columbia Boulevard Water Treatment Plant Central Control Facility - Portland, OR

Project Type
Water Treatment Facility

Client
City of Portland, Bureau of Environmental Services

Dates
Completion 2002

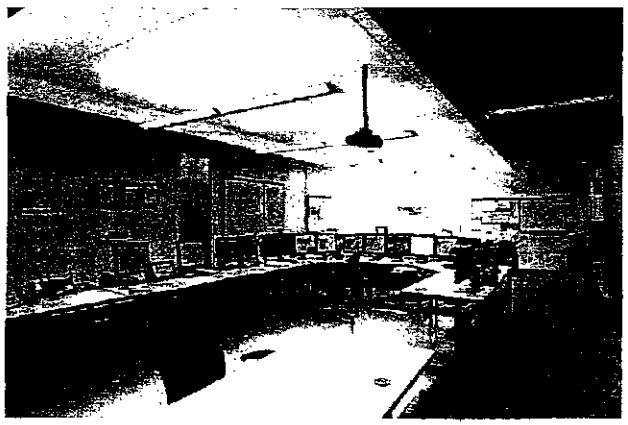
Cost
$ 6 million

Capacity
2,000 sf

MWA has designed and constructed the new Central Control Facility for the City of Portland's only waste treatment plant, meeting LEED gold standards. In an effort to consolidate control functions at this large plant, MWA was involved in selecting the site for this facility. The first cost-saving and sustainable concept was designing the operations center as a renovation to the old pollution control laboratory building.

To reduce the Central Control Facility's impact on the environment, many principles of sustainability were incorporated. At the exterior, limiting paved areas and providing a gray water irrigation system reduced impact on the site, while a high reflectivity/ high emissivity roofing system reduced environmental heat pollution.

Energy use at the Central Control Facility will be reduced through sky lights and windows for daylighting, and a DCC system for the electrical and mechanical system. Low VOC, locally manufactured, and locally harvested and certified materials were selected for all finishes. During construction, more than 90% of construction waste was recycled, while contractors worked within a limited staging area to reduce impact to the site and sustain surrounding plant operations. A commissioning consultant verified the design intents and goals were achieved after construction.



Mississippi Avenue Lofts Sustainable Urban Living

Project Title
Mississippi Avenue Lofts
Portland, OR

Project Type
High Density Mixed-Use
Residential Over Commercial

Client
Mississippi Avenue Lofts LLC
Portland, OR

Contractor
Gray Purcell Inc.
Lake Oswego, OR

Dates
Beginning: Fall 2006
Completion: Summer 2007 (Est.)

Cost
Undisclosed

Area
46,000sf

Designed for people who for people who desire an environment that reflects their lifestyle Mississippi Lofts has been crafted to be the ultimate in sustainable residential living.

Mississippi Avenue Lofts is a mixed-use infill development on North Mississippi Avenue featuring 32 highly sustainable residential lofts with structured parking and local owned retail stores at street level. These one and two level lofts include studios, single bedroom and double bedroom units with decks, as well as penthouses with generous outdoor terraces.

This high-density, transit-oriented design enables maximum mobility for the homeowner, guest, shopkeeper and patron. With a dedicated "Flex-car" parking spot on the street, 6 on-street public bicycle parking spots, 14 securable in-lobby public bicycle parking hangers, 53 securable bicycle parking hangers within individual unit entries, as well as 23 car parking spots for homeowners - this building allows ability to effortlessly use nearby bike, auto, bus and light rail transportation options. This is building designed for bike friendly lifestyle of in-town Portland.

This stout building design is tilt-up concrete and glue laminated timber, constructed to stand the test of time, thus minimizing maintenance and maximizing sustainability over the long-term. The inner courtyard allows for copious day-lighting and natural flow-thru ventilation from at least two sides in all units.

SWAN'S MARKETPLACE
Oakland, CA

Tenant Improvement

Owner
East Bay Asian Local Development Corporation

Project Architect
HKIT Architects

Project Description

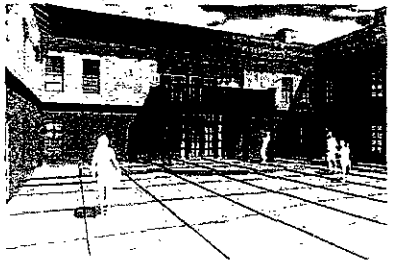
Tenant improvement of the historical Swan's Marketplace for the relocation of the existing Housewives Market and retail space for vendors. Work included conversion of 22,500 sf of space into multi-use facilities for retail, food-services, specialty grocers, community economics offices, live-work studios, and an architect's offices.

STUDIO ONE ART CENTER
Oakland, CA

Seismic Upgrade and Historic Renovation

Owner
City of Oakland
Department of Public Works

Project Architect
Shah Kawasaki Architects



Project Description

Studio One is located in a century-old building that is a candidate for local landmark designation. Rehabilitating this community center has been a true community effort involving our collaboration with various City agencies, staff, instructors, students, the Friends of Studio One and the Landmarks Preservation Board. This cooperative spirit will not only result in a beautiful arts center, but has also garnered the team a PG&E Savings by Design Award for our efforts to incorporate sustainable materials and energy efficient design. In addition to an accurate historic renovation, construction includes a foundation-up structural reconstruction, seismic upgrade, and full accessibility upgrade.

ST. ALBERT'S PRIORY
Oakland, CA

Historic Renovation

Owner
St. Albert's Priory

Project Architect
Robert Remiker Architect

Project Description

Fast-track renovation of a portion of historic 75,000 sf priory facility built in 1934, which serves as residence for priests. The project included installation of new four-story elevator and restoration of original finishes, as well as remodel of second floor accessible bedrooms and bathrooms for the priory's retired residents. Project occurred while the building was fully occupied.

SOUTH HALL ENTRY & BALLUSTRADE
Berkeley, CA

Historic Restoration and Seismic Upgrade

Owner
University of California Berkeley

Project Architect
Irving Gonzales

Project Description

This restoration of the oldest structure on the UC Berkeley campus was a complicated project. Five- inch cores were drilled down 14 ft in the granite/stone foundation and replaced with rebar and epoxy. Seismic work involved steel bracing under the porch in the vault. The restoration work involved replacing the original redwood architectural details with cast GFRC and cast stone panels

OAKLAND SCHOOL FOR THE ARTS

Oakland, CA

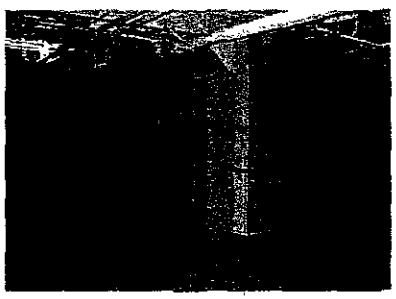
Interior Construction

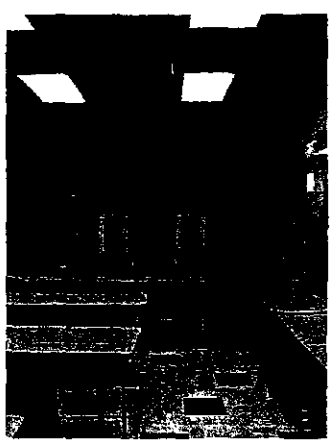
Owner

City of Oakland

Project Architect

Shah Kawasaki Architects





Project Description

The *Oakland School for the Arts* was a fast-paced build-out in the basement of an existing historic arts facility. BBI Construction contracted with Shah Kawasaki Architects, and mechanical and electrical firms to completely design and build the school in seven months. Construction was completed in ninety days. To accelerate the building process, construction was in progress while the design was still under development. Services provided include preliminary estimating and budget and schedule development.

MELROSE LIBRARY

Oakland, CA

Seismic Upgrade and Renovation

Owner

City of Oakland

Project Architect

Murakami Nelson Architects

Project Description

7,820 sf restoration, ADA and seismic retrofit to a two-story, concrete and wood-frame, historical Carnegie library. The project included installation of steel bracing with columns supporting the existing concrete upper floor joists, shear wall, new roof diaphragm, and restoration of historical architectural details. In addition, work included the installation of a new boiler/hydronic HVAC system. Funding was provided by the City of Oakland capital improvement funds and Measure I municipal bonds. Work was done in congested urban site with restricted hours due to neighborhood and school.

66 FRANKLIN STREET - JACK LONDON SQUARE

Oakland, CA

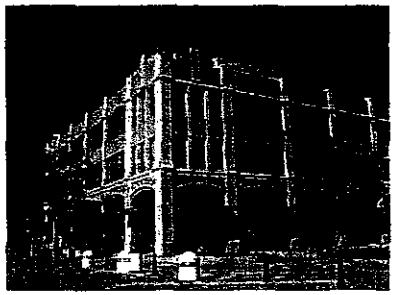
Seismic Upgrade and Renovation

Owner

Ellis Partners

Project Architect

Komorous Towey Architects



Project Description

Seismic upgrade and renovation of an office building in historic district. The upgrade involved tying the columns back to the walls and full height shear walls from the foundation to the roof. The building's facade was restored to its original 1926 design with new multi-paned, metal sash windows, restored parapets and pilasters, and new store fronts and awnings. Construction took place while tenants occupy upper floors. The recycling and waste reduction plan submitted to the City of Oakland exceeds both state and city requirements of reducing project waste by 25%. Our projected plan diverted 95% of the 424 tons of construction debris from landfills back to the manufacturing process. Other sustainable goals included low VOC paint, and recycled/ sustainable materials.

ACME BREAD - SAN FRANCISCO FERRY BUILDING

San Francisco, CA

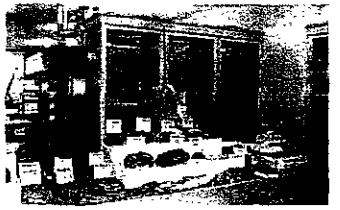
Retail Tenant Improvement

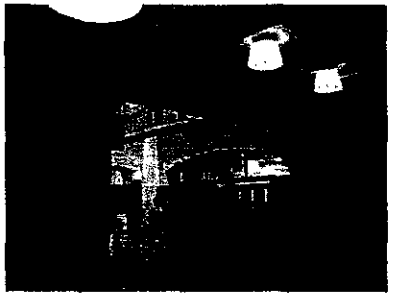
Owner

Acme Bread Company

Project Architect

BVC Architects





Project Description

Tenant improvement of a 4,000 sf retail bakery and sales floor, located in an indoor food court in the newly renovated and restored Ferry Building Marketplace in San Francisco.

BAKERS OF PARIS

Brisbane, CA

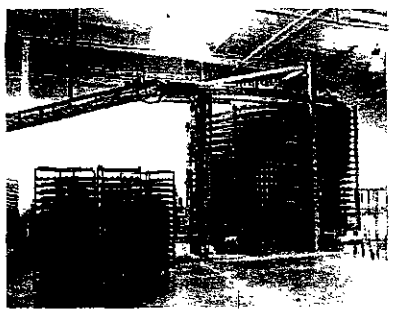
Industrial/Food Service Upgrade

Owner

Bakers of Paris

Architect

Dennis Owens, AIA



Project Description

Industrial/food service upgrade of 30,000 sf warehouse space. The work included a bulk flour system and wash down area as well as the installation of major bakery equipment: 13 baking ovens, a spiral cooling tower (shown), pastry room, tunnel freezer, proof boxes, and mechatherm system. The owner's previous production facility was relocated to the new site with zero downtime.

KRESS BUILDING SHELL IMPROVEMENT

Berkeley, CA

Seismic Upgrade and Renovation

Owner

John Gordon

Project Architect

The Bay Architects

Project Description

Shell improvement for an existing two-story & basement, 25,700 sf historical landmark building. Work included elevators, fire sprinklers system, structural HVAC, and plumbing. Seismic work included steel columns, brace frames, shotcrete walls, and new footings. Tenant improvement included offices, conference rooms, lunchroom, activity room, and restroom facilities. Tenant improvement and shell improvement were done on a very aggressive schedule and special care was taken to preserve all interior historical details.

Schedule E

To Be Completed By *Prime Consultant Only)*

PROJECT CONSULTANT TEAM

Name and Prime Location of All Firms Participating (Including Prime and Sub consultants)	Check if DBE	Check if MBE	Check if WBE	Check if LBE	Check if SLBE	Nature of Participation	% of Project Work	Dollar Value of Participation*
BBI Construction Oakland				X		Construction		
Degenkolb Engineers Oakland				X		Structural Eng		
Michael Willis Architects				X		Architect		
Korve Engineering Oakland				X		Civil Engineer		
TOTALS								

Name - Authorized Officer of Prime Consultant Firm (Print or Type)

Morris Wright

Signature - Authorized Officer of Prime Consultant Firm

2/14/07
Date

To be completed after negotiations between the City and the Prime Consultant have be concluded.
NOTE: Consultants are required to identify the *ethnicity* and gender of all sub-consultants at the time of proposal submittal. This information will be used for tracking purposes only.

Schedule M

FOR CITY USE ONLY
Based upon a review of this questionnaire and any other factors I have cited below, I have *determined that this person (is) (is not) an independent contractor.*

Date

City Attorney/Assistant City Attorney/
Deputy City Attorney

PART A: INDEPENDENT CONTRACTOR QUESTIONNAIRE TO BE COMPLETED BY PROPOSED CONTRACTOR

Name of Contractor NINTH AVENUE TERMINAL PARTNERS LLC
SSN or Corporate Taxpayer ID No. of Contractor 87-0743750

Please answer questions "yes" or "no" whenever possible. When a more extensive explanation is required and there is no space on this form, please attach a separate sheet.
The word contract refers to the agreement the City is contemplating entering into with you.
NOTE: IF YOU ARE A CORPORATION, YOU NEED NOT COMPLETE THE REMAINDER OF THIS QUESTIONNNAIRE IF YOU RETURN IT SHOWING, ABOVE, YOUR CORPORATE FEDERAL TAXPAYER NUMBER AND ATTACHING A COPY OF YOUR CERTIFICATE OF CORPORATE GOOD STANDING ISSUED BY THE STATE OF CALIFORNIA.

	Yes	No
1. Have you performed services for the City in any year(s) prior to 199_? If yes, please indicate which years.		X
2. Have you received any training, guidance, or direction from the City as to how the City expects the job (for which your services are contemplated) to be done. If yes, please describe what you are expecting (or have received) in the way of training or direction.		X
3. Will your services under the contract be performed on City property? If no, please describe where the services are to be performed. 1155 THIRD STREET, SUITE 200, OAKLAND		X
4. Do you expect to devote any full days (6 or more hours) or full weeks (30 or more hours) towards performing the services under the contract? If yes, please indicate approximately how many full days and/or full weeks you expect to devote during the life of the contract NOT KNOWN	X	
5. Are there any set or fixed hours or days of the week during which the City is expecting you to perform services under the contract? If yes, please indicate the days and hours during which you will be performing services.		X
6. Please provide the date on which you expect to complete your services under the contract. NOT KNOWN		

	Yes	No
7. In order to perform services under the contract, do you intend to provide your own supplies or equipment? If yes, briefly describe the equipment/supplies. OFFICE EQUIPMENT AND SUPPLIES	X	
8. If your response to No. 7 is yes, has the City promised to or will you be expecting the City to reimburse you in any way for the cost of the supplies or equipment?		X
9. Other than the above-referenced supplies and equipment, do you anticipate incurring any unreimbursable out-of-pocket expenses in the performance of the contract with the City? If yes. please describe. VARIOUS EXPENSES FOR CONSULTANTS AND OTHER	X	
10. Do you have federal and state employer identification numbers? If so, please provide these numbers. 87-0743750	X FED	
11. Within the past two years have you performed the same type services (as called for in the contract) for any client or customer other than the City? If yes, please identify the client or customer and briefly describe the services performed.		X
12. Do you currently have clients or customers other than the City for whom you are or will perform services during the duration of the contract? If yes, please identify client or customer by name and briefly describe the nature of services performed.		X
13. In the past two years have you notified any insurance company in conjunction with obtaining a business-related insurance policy that you are self-employed? If yes, please indicate the insurance company and the nature of the business-related policy.		X
14. Do you have your own employees to help you perform the services called for by your contract? (Do not refer to independent contractors you may use to assist you.)		X
15. Within the past two years have you been the employee of any employer (received a W-2)? If yes, state the employer(s), the date(s) of employment, and the nature of the services performed.		X
16. Do you have an office or business address other than your own home address, a City of Oakland office or your employer's business address? If yes, please state the address.		X
17. With regard to the following, please indicate whether you have:		
a. an existing business letterhead? (please attach)		X

	Yes	No
b. an existing business phone number other than your home number? (please indicate #) (510) 499-9400	X	
c. filed for a fictitious business name? If yes, please attach a certified copy of the County issued certificate and an affidavit of publication.		X
d. done public advertising for your business? If yes, please attach the ad copy or briefly describe your advertising efforts.		X
18. If you have answered parts or all of No. 17 with "Yes," are the services represented in your answers the same type of services you will be performing for the City? N/A		
19. Do you have a license from any governmental agency to perform the services under the contract? If yes, please state the type of license and name of the licensing agency. NOT REQUIRED		
20. Please describe the extent of any personal financial investment you have made in order to be self-employed. You may either choose to indicate the actual dollar amount of investment or, without disclosing any dollar amount, briefly describe any purchases, leases or other types of financial commitments made by you for self employment purposes. N/A		

I VERIFY THAT THE RESPONSES ABOVE ARE TRUE AND CORRECT.

2/14/07
Date

Contractor

PLEASE INDICATE WHETHER YOU OBJECT IF THE CITY DECIDES TO TREAT YOU AS A SHORT-TIME CONTRACT EMPLOYEE RATHER THAN AN INDEPENDENT CONTRACTOR AND THE REASON FOR YOUR OBJECTION. N/A

Schedule N

Office of The City Administrator – Contract Compliance and Employment Services Division

DECLARATION OF COMPLIANCE - *LIVING WAGE ORDINANCE*

The Oakland Living Wage Ordinance *(the "Ordinance")*. Codified as Oakland Municipal Code provides that certain employers under contracts for the furnishing of services to or for the City that involve an *expenditure* equal to or greater than $25,000 and certain recipients of City financial assistance that involve receipt of financial assistance equal to or greater than $100,000 shall pay a prescribed *minimum level of* compensation to their employees for the time their employees work on City of Oakland contracts. The Redevelopment Agency of the City of Oakland adopted the City's Living Wage *policy as its own policy* Agency Resolution No. 98-13 C.M.S.

The contractor or city financial assistance recipient (CFAR) further agrees:

To pay employees a wage no less than the minimum initial compensation of $10.07 per hour with health benefits, as described in Section 3-C "Health Benefits" of the Ordinance, or otherwise $11.58 per hour, and to provide for the annual increase pursuant to Section 3-A *"Wages" of the Ordinance.*

(a) To provide at least twelve compensated *days off per year for sick* leave, vacation or personal necessity at the employees request, and, at least ten additional days per year of uncompensated time off pursuant to Section 3- B "Compensated Days Off" of the Ordinance.

(b) To inform employees making less than $12 per hour of their possible right to the federal Earned Income Credit (EIC) and make available the forms required *to secure advance EIC payments* from the employer pursuant to Section 5 "Notifying Employees of their Potential Right to the Federal Earned *Income Credit" of* the Ordinance.

(c) To permit access to work sites for authorized City representatives to review the operation, payroll and related documents, and to provide certified copies of the relevant records upon request *by the City; and*

(d) Not to retaliate *against any employee* claiming non-compliance with the provisions of this Ordinance and to comply with federal law prohibiting retaliation for union organizing.

The undersigned authorized representative hereby obligates the proposer to the above stated conditions under penalty of perjury.

Ninth Avenue Terminal Partners LLC Company Name	Signature of Authorized Representative
1155 Third St, Suite 290 *Address*	Morris Wrighh Type or Print Name
510 / 499-9400 / 2/14/07 Area Code / Phone / Date	Partner *Type or Print Title*

This form is to be completed by the contractor/CFAR and subcontractors and should be accompanied with the contract, proposal, and/or submittal.

Rev.: 6/18/05

CONTRACTOR ACKNOWLEDEMENT OF CITY OF OAKLAND CAMPAIGN CONTRIBUTION LIMITS SCHEDULE O

To be completed by City Project Manager and Submitted with Contract

City Project Manager

Department Contract Number

This is an ___ Original ___ Revised form (check one). If Original, complete all that applies. If Revised, complete Contractor name and any changed data.

Contractor Name Ninth Avenue Terminal Partners LLC Phone 510 -499 -9400

Street Address 1155 Third St, Suite 290 City Oakland, State CA Zip 94607

Type of Submission (check one) ___ Bid _x_ Proposal ___ Qualification ___ Amendment

Majority Owner (if any). A majority owner is a person or entity who owns more than 50% of the contracting firm or entity.

Individual or Business Name None Phone ___-___-____

Street Address ____ City ____, State ____ Zip ____

The undersigned Contractor's Representative acknowledges by his or her signature the following:

The Oakland Campaign Reform Act limits campaign contributions and prohibits contributions from contractors doing business with *the City of Oakland and* the Oakland Redevelopment Agency during specified time periods. Violators are subject to civil and criminal penalties.

I have read Oakland Municipal Code Chapter 3.12, including section 3.12.140, the *contractor provisions* of the Oakland Campaign Reform Act and certify that I/we have not knowingly, nor will I /we make contributions *during the period specified in the Act.*

I understand that the contribution restrictions also apply to entities/persons affiliated with the contractor as indicated in the Oakland Municipal Code Chapter 3.12.080.

If there are any changes to the information on this form during the contribution-restricted time period, I will file an amended form with the City of Oakland.

Signature ____ Date 2 /14 /07

Morris Wright Print Name of Signer ____ Partner Position

To be Completed by City of Oakland after completion of the form

Date Received by City ____ By ____

Date Entered on Contractor Database ____ By ____

TO BE COMPLETED BY ALL CONTRACTORS

Revised 9/15/00

Schedule P

CITY OF OAKLAND

NUCLEAR FREE ZONE DISCLOSURE FORM – S

I, Morris Wright (Name), the undersigned, a Partner (Title) of Ninth Avenue Terminal Partners LLC (Business Entity) (hereinafter referred to as Business Entity am duly authorized to attest on behalf of the business Entity)

I. Neither this Business Entity nor any of its subsidiaries, affiliates or agents engages in nuclear weapons work or anticipates entering into such work for the duration of its contract(s) with the City of Oakland.

II. The appropriate individuals of authority are cognizant of their responsibility to notify the Office of Finance of the City of Oakland if the Business Entity or any of its subsidiaries, affiliates or agents subsequently engages in nuclear weapons work.

I declare that the foregoing is true and correct to the best of my knowledge.

2/14/07
(Date)

Morris Wright
(Signature and Name)

Ninth Avenue Terminal Partners LLC
(Name of Business Entity)

1155 Third St. Suite 290
(Street Address)

Oakland, CA 94607
(City, State and Zip Code)

None
(Name of Parent Company)

RETURN TO: Office of Finance, Treasury Division, City of Oakland, 150 Frank Ogawa Plaza, Oakland, CA

Schedule V.

AFFIDAVIT OF NON-DISCIPLINARY OR INVESTIGATORY ACTION

I certify that the EEOC, DFEH or the OFCCP has not taken disciplinary or investigatory action against the Firm. If such action has been taken, attached hereto is a detailed explanation of the reason for such action, the party instituting such action and the status or outcome of such action.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Signature 2/14/07
Date

In witness whereof, the undersigned has executed this instrument this 14th day of February 2007.

(Signature)

Partner
(Title)

Ninth Avenue Terminal Partners LLC
(Name of Firm)

1155 Third St. Suite 290
(Street Address)

Oakland, CA 94607
(City, State and Zip Code)

Subscribed and sworn to before me this 14th day of FEBRUARY 2007.

LUCY P. AVANZADO
Commission # 1419229
Notary Public - California
Contra Costa County
My Comm. Expires May 20, 2007

Lucy P. Avanzado, Lucy P. Avanzado
Notary Public

My Commission Expires May 20, 2007