

CITY OF OAKLAND
AGENDA REPORT

OFFICE

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OAKLAND

2007 OCT

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TO: Office of the Agency Administrator
ATTN: Deborah Edgerly
FROM: Community and Economic Development Agency
DATE: October 23, 2007

RE: **Report on the Results of a Request for Proposals (RFP) to Develop 15 acres of Ancillary Maritime Support (AMS) Uses in the Former Oakland Army Base**

Agency Resolution Authorizing the Agency Administrator to Negotiate and Enter into 180-Day Exclusive Negotiating Agreements with Oakland Maritime Support Services (OMSS) to Develop 15 Acres of Ancillary Maritime Support (AMS) Uses in the Former Oakland Army Base

Agency Resolution Authorizing the Agency Administrator to Negotiate a Disposition and Development Agreement with Bay Area Kenworth to Develop a Truck Dealership on Four Acres in the Former Oakland Army Base

SUMMARY

On May 15, 2007, the Agency Board authorized staff to issue a Request for Proposals (RFP) to develop Ancillary Maritime Support (AMS) uses in the "Gateway Development Area" (GDA), which is part of the former Oakland Army Base (see map, Attachment A). This report describes the results of the RFP process and recommends proceeding with two of the proposals:

- Oakland Maritime Support Services (OMSS) proposes to lease 15 acres within the GDA to construct a multi-use project that includes truck parking, a trans-load facility, offices for trucking companies or related businesses, retail, fuel, and other services catering to trucking employees and businesses.
- Bay Area Kenworth (BAK) proposes to purchase land within the GDA to build a truck dealership and service facility.

Staff recommends the Agency direct staff to: (1) negotiate and enter into a 180-day Exclusive Negotiating Agreement (ENA) with OMSS; and (2) work with BAK to identify a four-acre site within the GDA and negotiate a Disposition and Development Agreement (DDA) for the development of that site. Staff would work with OMSS and BAK to negotiate: financial terms, utilities, preservation/deconstruction of existing warehouses in the East Gateway, and other site preparation issues. Staff would then return to the Agency Board and seek approval of a long-term ground lease with OMSS and a Disposition and Development Agreement (DDA) with BAK.

FISCAL IMPACT

This report recommends that the Agency initiate negotiations for two development transactions: (1) a long-term lease of 15 acres of land to OMSS to build a major trucking facility; and (2) the

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sale of approximately four acres of land to Bay Area Kenworth for the development of a truck dealership and sales facility. These proposed developments would generate significant financial benefits to the Agency, as shown in Table 1 below:

Table 1: Financial Benefits of Proposed AMS Developments

	OMSS Trucking Center	Bay Area Kenworth Dealership
Employment		
Existing Oakland Jobs Retained	100	60
New Jobs	259	5
Land Sales Proceeds:	N/A	\$5,200,000
New Construction:	\$33,300,000	\$6,000,000
Lease Revenue (per year)	\$250,000	N/A
Tax Increment / Possessory Interest Revenue (per year)	\$390,000	\$130,000
Sales Tax Revenue (per year)	\$288,000	\$200,000

Development of these projects may require the Agency to incur costs for: (1) environmental remediation; (2) deconstruction of existing warehouse structures in the East Gateway; and/or (3) installation of new utilities or other infrastructure (stubbed to the property line). These costs will depend on the design and scope of the projects, which must be refined and negotiated during the ENA period. Funding for any of these site preparation costs would come from land sale proceeds and/or from existing funds in the FY 2007-09 Oakland Army Base Redevelopment Project Area budget that are allocated to fund environmental remediation in the GDA.

BACKGROUND

“Ancillary Maritime Support” (AMS) is a business category that includes logistics, trucking, warehouses, and other uses that relate directly to Port operations. On May 15, 2007, the Agency directed staff to issue a RFP to develop AMS industries on a 15-acre site located within the East Gateway portion of the GDA (see map, Attachment B).

1. Context of the RFP

The RFP was designed to allow the Agency to address several legal requirements and policy objectives:

- **BCDC Requirements.** The San Francisco Bay Conservation and Development Commission (BCDC) requires the Agency to reserve at least 15 acres of the GDA for the development of AMS uses.

- ***EIR Mitigations.*** The Environmental Impact Report (EIR) for the Army Base calls for a wide variety of mitigations. Three of these mitigations require the City and Port to work together to: (a) create a Truck Management Plan to reduce the effects of trucks on local streets; (b) create a Truck Parking Plan that uses real estate strategies and other approaches to reduce truck parking in West Oakland; and (c) address historic preservation issues for the existing warehouse structures in the East Gateway. The development of AMS uses on the Army Base could play an important role in helping to implement these mitigations.
- ***Community Concerns.*** The Army Base could accommodate many types of AMS (e.g., warehouses, logistics centers, etc.); but the use most frequently discussed is trucking. Offering parking and other trucking services in the GDA is an important part of the Agency's strategy to encourage local trucking companies to relocate out of West Oakland residential neighborhoods, and thereby reduce trucking problems in residential areas.
- ***Job Creation.*** In developing the GDA, one of the Agency's primary goals is to create quality jobs. AMS is a growing, strategic industry that capitalizes on the increasing importance (and challenges) of goods movement in California; and it offers significant opportunities to create high-quality jobs.

2. RFP Project Site

The site offered in the RFP for development is a 15-acre parcel located in the southern half of the East Gateway (see map, Attachment B).¹ The site fronts on Maritime Street and it is directly adjacent to the Port's AMS area as well as the Port's planned rail facility – the "Outer Harbor Intermodal Terminal" (OHIT). The site has several issues that provide challenges for its development – e.g., utilities, soils, environmental remediation, historic preservation, etc. – which are described in this report. Based on the Agency Board's preference, as a general policy, to maintain long-term ownership control of the GDA, the AMS site is being offered as a long-term lease opportunity.

3. RFP Process

On June 25, the Agency issued the RFP (see Attachment C). The RFP focused on trucking activities, such as truck parking, trans-load facilities, offices and/or services targeting the local trucking sector, and other similar uses. The RFP articulated several goals for respondents to address, including:

- Creation of high quality jobs.
- Community benefits (e.g., by relocating trucking uses out of residential areas).
- Coordination and support for Port projects.
- Generation of government revenues (e.g., lease revenues, sales tax, etc.).

¹ Note: On December 6, 2006, the Agency passed Resolution 2006-0084, which formally relocated the 15-acre AMS parcel to the East Gateway.

- Historic preservation (to the extent feasible, as discussed below).
- Project feasibility (based on team experience, project approach, budget/timeline, etc.).
- Ability to support the Agency's overall strategy to achieve a major gateway development in the GDA (using economically robust uses and good urban design).

The RFP contained a project overview, examples of the types of AMS services envisioned, the project goals, and relevant site information. The Project Description section provided a context for AMS development, including BCDC requirements, EIR mitigations, goods movement, and Port expansion and modernization plans. The format respondents were instructed to use was clearly outlined and included an opportunity to address two scenarios: (1) whereby the prospective developer is responsible for all necessary site preparation, and (2) whereby the Agency is responsible for deconstruction of portions of the warehouses on the site. The proposal evaluation and selection processes were also described in detail.

Staff publicized the RFP through a list of known trucking and logistics industry operators, West Oakland Community Advisory Group (WOCAG) members, the Agency's website, and the Oakland Tribune. On July 16, staff hosted a well-attended pre-proposal conference. Proposals were due August 6, 2007.

The Agency received seven proposals, as shown in Table 2 below:

Table 2: Summary of AMS Proposals

Developer Team	Ranking by City Review Panel²	Acreage Requested	Proposed Use(s)
Oakland Maritime Support Services (OMSS)	1	15 acres	Truck parking with trucking-related services
Acumen Building Enterprises	2	15 acres	Truck parking with trucking-related services
Maritime Industrial Support Compound (MISC)	3	15 acres	Multi-story logistics center with truck parking, truck services, truck dealership, training facility, and other services
GSC Logistics	4	42 acres	Trans-load facility with truck parking
Bay Area Kenworth	5	5 acres	Truck dealership and service facility
ProLogis	(Non-Responsive)	15 acres	(Undetermined)
Port Transfer, Inc.; Fundis Company, Inc.; High Mountain Transport, LLC	(Non-Responsive)	3 acres	Trans-load facility

² Note: The highest ranking is 1; the lowest ranking is 5.

The proposals were analyzed by a Technical Advisory Committee that included staff and consultant representatives in the fields of land use planning, historic preservation, real estate, civil engineering, traffic engineering, and redevelopment. The proposals were also reviewed by the Office of Contract Compliance and Employment Services for Local/Small Local Business Enterprise Program compliance review. Additional analysis was performed by the Tioga Group, a consulting firm specializing in port-related and maritime industrial development. After this initial analysis, two of the proposals (ProLogis and Port Transfer, Inc.) were eliminated as being nonresponsive. The remaining five proposals were interviewed by a review panel.

The seven-person review panel consisted of representatives from the Mayor's Office, City Council District 3, Port of Oakland, WOCAG, and Agency/City staff representing Planning, Real Estate, and Redevelopment/Economic Development/Workforce Development. The panel interviewed the five finalists on August 21. Each of the finalists was given 45-minute interview slots, which included time to present a summary of their proposal and to respond to the panel's questions. On August 27, staff sent each of the five finalists a supplemental questionnaire to clarify their responses related to historic preservation, financial feasibility, and other issues (see Attachment D). Responses were due September 11.

Based on all of the information collected, the review panel ranked the applicants using a standardized scoring matrix. The panel's scoring resulted in the proposals being ranked as shown in Table 2 (see above), with OMSS receiving the highest ranking.

Accordingly, the review panel is recommending that the Agency enter into negotiations with OMSS to build their proposed 15-acre AMS facility, which includes truck parking, a trans-load facility, offices for trucking companies or related businesses, retail, fuel, and other trucking-related services. OMSS's proposal appears as Attachment E to this report.

In addition, the review panel was very impressed with the proposal from Bay Area Kenworth (BAK). The BAK proposal did not fit well with the goals and criteria stated in the RFP, and as a result had a low scoring and ranking. Nevertheless, the panel concluded that BAK deserves special consideration due to: (1) the high-quality jobs, tax revenue, and other public benefits generated by BAK; (2) the potential synergies that BAK's truck service operation would provide for other AMS activities within the GDA; and (3) the imminent risk of BAK leaving Oakland. As a result, the review panel recommends that the Agency work with BAK to identify a site on the GDA that would accommodate them, and then negotiate a DDA to allow them to relocate their truck dealership and service facility. Note that, because BAK has indicated a ground lease is not financially feasible for them, the transaction is proposed to be structured as a land sale. BAK's proposal appears as Attachment F to this report.

KEY ISSUES AND IMPACTS

In considering the recommendations of the review panel, it is important to determine how the OMSS and BAK proposals would achieve the goals and criteria of the RFP. As noted above, these criteria include: fulfillment of BCDC's requirement; job creation; community benefits; EIR mitigations; historic preservation; government revenue; and project feasibility.

BCDC Requirements

BCDC's specific requirement is that the Oakland Army Base Reuse Plan must include a provision to reserve "15 acres of land for ancillary maritime support for port-related trucking."³ Based on this standard, it appears the OMSS proposal – which focuses specifically on port-related trucking and truck-related services – would allow the Agency to fulfill its obligation to BCDC.

Job Creation

The OMSS project would retain approximately 100 existing jobs and create approximately 259 new jobs – not including the truck drivers and trucking companies that would relocate to its facility. OMSS represents that the average salary of its employees would be approximately \$47,000 per year, with benefits provided.⁴ The BAK proposal would retain 60 existing jobs and create 5 new jobs (see Table 1).

Both the OMSS and BAK proposals would allow a high concentration of employment compared to the other proposals. OMSS would generate 24 jobs per acre; and BAK would yield 15 jobs per acre. By contrast, Acumen's proposal would generate about five jobs per acre and GSC Logistics would generate 12 jobs per acre. The only proposal that would be more job-intensive is MISC, which would generate 41 jobs per acre.

Community Benefits

The OMSS proposal could help alleviate truck parking and traffic in West Oakland, and also *offer employment and local business opportunities to Oakland residents, because it would:*

- Relocate an estimated 30 trucking companies (employing an estimated 400 truckers) out of West Oakland;
- Provide 160 truck parking spaces, 582 container storage spaces, and an unspecified number of trailer parking spaces (depending on market demand);
- Generate 259 new jobs with an average salary of \$47,000 per year;
- Offer training programs for those seeking to enter or advance in the trucking industry;
- Reduce diesel pollution by making biodiesel fuel available for local truckers; and
- Provide services for truckers (e.g., food, fuel, vehicle repair, medical services, etc.) that will reduce the number of daily truck trips on City streets.

The BAK proposal would offer maintenance, repair, and other services for truckers that would reduce the number of daily truck trips on city streets. Port staff has indicated that BAK will likely play a major role in the Port's planned truck replacement program to address diesel pollution in West Oakland.

³ This policy is set forth in: the San Francisco Bay Area Seaport Plan; the San Francisco Bay Plan; Section 66602 of the McAteer-Petris Act; and BCDC Resolution 07-07 (approved January 18, 2007).

⁴ Note: OMSS's salaries appear to be high compared to industry standards. According to the U.S. Economic Development Administration, the average salary for workers in the trucking sector is \$36,300. OMSS's salary data could be investigated and verified during the ENA period.

EIR Mitigations

In the 2002 Environmental Impact Report (EIR) for the Army Base Redevelopment Area, there is a general understanding that the Port's operations generate trucking – which in turn can lead to air pollution, illegal parking of trucks in residential neighborhoods, land use conflicts, and other negative impacts on West Oakland. For this reason, the EIR lists two mitigation measures that must be implemented at the time that the Army Base is developed:

Mitigation 4.3-7: Truck Management Plan

The City and Port must work together to create a “Truck Management Plan” to reduce the effects of trucks on local streets. The plan is intended to include: traffic calming strategies; expanded street signs in West Oakland; truck driver education; traffic signal improvements; providing truck access to Frontage Road; and roadway and terminal gate design elements to prevent truck queues from blocking traffic on public streets.

Mitigation 5.3-7: Truck Parking Plan

The City and Port must also work together to develop a program “to reduce cumulative truck parking and other AMS impacts.” The Truck Parking Plan is intended to include: potential land swaps, plus the use of small, underutilized parcels of land near the Port, in order to relocate truck parking and support services; land use policies that would prioritize harbor-area land for core services and maximize the efficient use of harbor area land and facilities; policies to promote intensive land use and extended terminal gate hours; programs to relocate selected trucking facilities out of West Oakland; and development of multi-user facilities in Oakland and/or other locations.

Both the OMSS and BAK proposals could play an important role in helping to implement these two EIR mitigations. Both OMSS and BAK would provide services that would obviate the need for truckers to drive in and out of the West Oakland neighborhood (sometimes multiple times per day) to obtain food, fuel, vehicle service, or other services. In addition, OMSS would provide an estimated 160 parking spaces for trucks and additional spaces for trailers.

Historic Preservation

The East Gateway includes portions of five 233,000 square foot warehouses built in 1941-1942 that fall within a historic district. The 2002 Army Base EIR included a comprehensive analysis of the historic preservation issues associated with these buildings. Under the mitigations required by the EIR, the City/Agency cannot remove any of the buildings until it has an approved project for the East Gateway and completes a study to determine the feasibility of preserving and reusing the buildings. Although staff has completed a consultant study and determined that it is *physically* possible to reuse the buildings, more analysis is required to determine if it is *economically* feasible to preserve these buildings.

In addition, staff is working with the Port to coordinate anticipated deconstruction efforts to the extent possible in order to maximize the reuse of building materials and to engage local contractors and job training programs in the work. The deconstruction work could offer job training opportunities for youth and other people seeking to enter the construction industry.

The seven proposals offer a wide range of solutions for how to use (or not use) the existing warehouse structures – as shown in Attachment G. Both OMSS and BAK determined that they are not able to reuse the warehouse structures, but they are willing to work with staff to investigate this issue further to determine if a creative solution exists to reuse one of the warehouses or, alternatively, to salvage and reuse the building materials. Historic preservation is an issue that would need to be explored in greater depth during negotiations with OMSS and BAK.

Government Revenue

The OMSS proposal would generate approximately:

- \$33.3 million in new construction;
- \$390,000 per year in tax increment (possessory tax) revenues;
- \$250,000 per year in lease revenue (subject to change based on site investigation and project development);
- \$288,000 per year in sales tax revenue from the fuel station, plus an unspecified additional amount of sales tax revenue from food vendors and other services;
- No Agency subsidy (although their original proposal did request a subsidy, they have since withdrawn this request).

The BAK proposal would generate approximately:

- \$5.2 million in land sale proceeds (subject to appraisal of the property);
- \$6 million in new construction;
- \$130,000 per year in tax increment;
- \$200,000 per year in sales tax revenue (expected to increase dramatically in future years);
- No Agency subsidy.

These benefits compare favorably with most of the other AMS proposals. For example, the MISC proposal would generate \$236.6 million in new construction – but it would require a \$20 million Agency subsidy. Acumen's proposal would generate \$706,000 per year in lease revenue and \$6.9 million of construction (yielding about \$80,000 per year in possessory tax revenue).

Project Feasibility

The OMSS and BAK proposals both demonstrate: (1) an expert understanding of the local trucking market; (2) the expertise and proven experience in developing prior AMS facilities; and (3) a project approach that is feasible given market conditions and site constraints. Both OMSS and BAK appear to have the resources to successfully finance and complete construction on their projects in a timely manner. Staff would explore these issues – i.e., project approach, site preparation issues, financial feasibility, etc. – in greater detail during the proposed negotiations.

The review panel was intrigued by the exciting design and economic potential of the MISC proposal. Ultimately, however, the MISC proposal was deemed too financially risky to pursue further at this time. The multi-story design (on a site with soils issues) would require huge construction costs which, in turn, would require relatively high lease rates to recoup the investment. Although multi-story logistics centers exist in several Asian ports (e.g., Singapore, Hong Kong) they have never been built in the U.S. market. According to the Tioga Group, the

market conditions do not currently exist in the U.S. to make this type of construction financially viable. In addition, the logistics and maritime industries are in a phase of growth and transition, so this may not be an appropriate time to build such a large structure – which could become obsolete over time, and would be difficult to replace, expand, or redesign.

Staff developed the RFP to accommodate a broad range of proposed AMS projects and recommends that any project(s) from this point forward should be considered within the context of the Gateway Development Area land use strategy. Issues such as compatible adjacent land uses, particularly regarding Port-related activities, should be carefully considered. As noted above, projects have to study the feasibility of preserving structures within the Historical District with the primary goal of reusing as much of the existing structures as possible. If reuse is deemed infeasible following extensive study, then the project must take into account the cost and time to deconstruct portions of the buildings within the East Gateway Development Area. In addition, AMS projects must be financially feasible for the business entities and the Agency, and must clearly address the issue of truck parking in West Oakland.

Port Coordination

Although the Agency is moving forward now with this 15-acre AMS development, it appears likely that the Port's 15-acre AMS area may be located on an adjacent portion of the Army Base property, which presents the opportunity to coordinate the Agency's and Port's development of AMS uses in the future. Both City and Port staff have indicated a strong desire to coordinate AMS development and to explore the possibility of combining the two AMS areas into a 30-acre area at some point in the future. Because the Port faces many unresolved issues on the planning, finance, and design of the Outer Harbor Intermodal Terminal, it does not appear feasible to have a joint development in the immediate future.

Because the OMSS proposal would be developed as a long-term ground lease (with the Agency retaining ownership of the property) and because OMSS's site layout would allow a great degree of flexibility to reconfigure services over time, this project allows for future coordination with the Port's AMS area in the long term.

SUSTAINABLE OPPORTUNITIES

Economic: The potential projects described in this report would retain and generate significant high-quality jobs and tax revenue, and would increase land values in a vacant, blighted, abandoned military facility.

Environmental: The proposed AMS use described in this report would help to mitigate the critical issue of truck parking in residential areas and the adverse effects of diesel emissions on West Oakland residents. The project would also promote the development of an urban in-fill site.

Social Equity: The potential projects described in this report would retain and generate a range of jobs that are accessible to Oakland residents with a range of educational backgrounds. Also, revenue generated from the redevelopment of the Army Base could be used to fund open space and other community benefits for West Oakland and the rest of Oakland.

DISABILITY AND SENIOR CITIZEN ACCESS

Disability and senior access issues would be addressed when specific development plans are submitted to the City by a developer for review and approval.

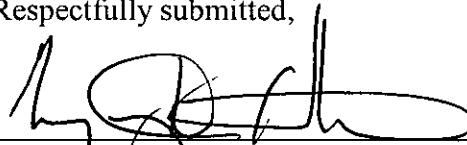
RECOMMENDATIONS AND RATIONALE

Staff recommends the Agency direct staff to: (1) negotiate and enter into a 180-day Exclusive Negotiating Agreement (ENA) with OMSS; and (2) work with BAK to identify a four-acre site within the GDA and negotiate a Disposition and Development Agreement (DDA). Staff would work with OMSS and BAK to negotiate: financial terms, utilities, preservation/deconstruction of existing warehouses in the East Gateway, and other site preparation issues. Staff would then return to the Agency Board and seek approval of a long-term ground lease with OMSS and a Disposition and Development Agreement (DDA) with BAK.

ACTION REQUESTED OF THE CITY/REDEVELOPMENT AGENCY

Staff recommends the Agency direct staff to: (1) negotiate and enter into a 180-day Exclusive Negotiating Agreement (ENA) with OMSS; and (2) work with BAK to identify a four-acre site within the GDA and negotiate a Disposition and Development Agreement (DDA). Staff would work with OMSS and BAK to negotiate: financial terms, utilities, preservation/deconstruction of existing warehouses in the East Gateway, and other site preparation issues. Staff would then return to the Agency Board and seek approval of a long-term ground lease with OMSS and a Disposition and Development Agreement (DDA) with BAK.

Respectfully submitted,



Gregory D. Hunter, Deputy Director
Community and Economic Development Agency
Economic Development & Redevelopment

Prepared by:
Alex Greenwood
Urban Economic Coordinator, CEDA,
Redevelopment Division

APPROVED AND FORWARDED TO
THE COMMUNITY AND ECONOMIC DEVELOPMENT COMMITTEE:



OFFICE OF THE CITY ADMINISTRATOR
/ AGENCY ADMINISTRATOR

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October 23, 2007

ATTACHMENT A

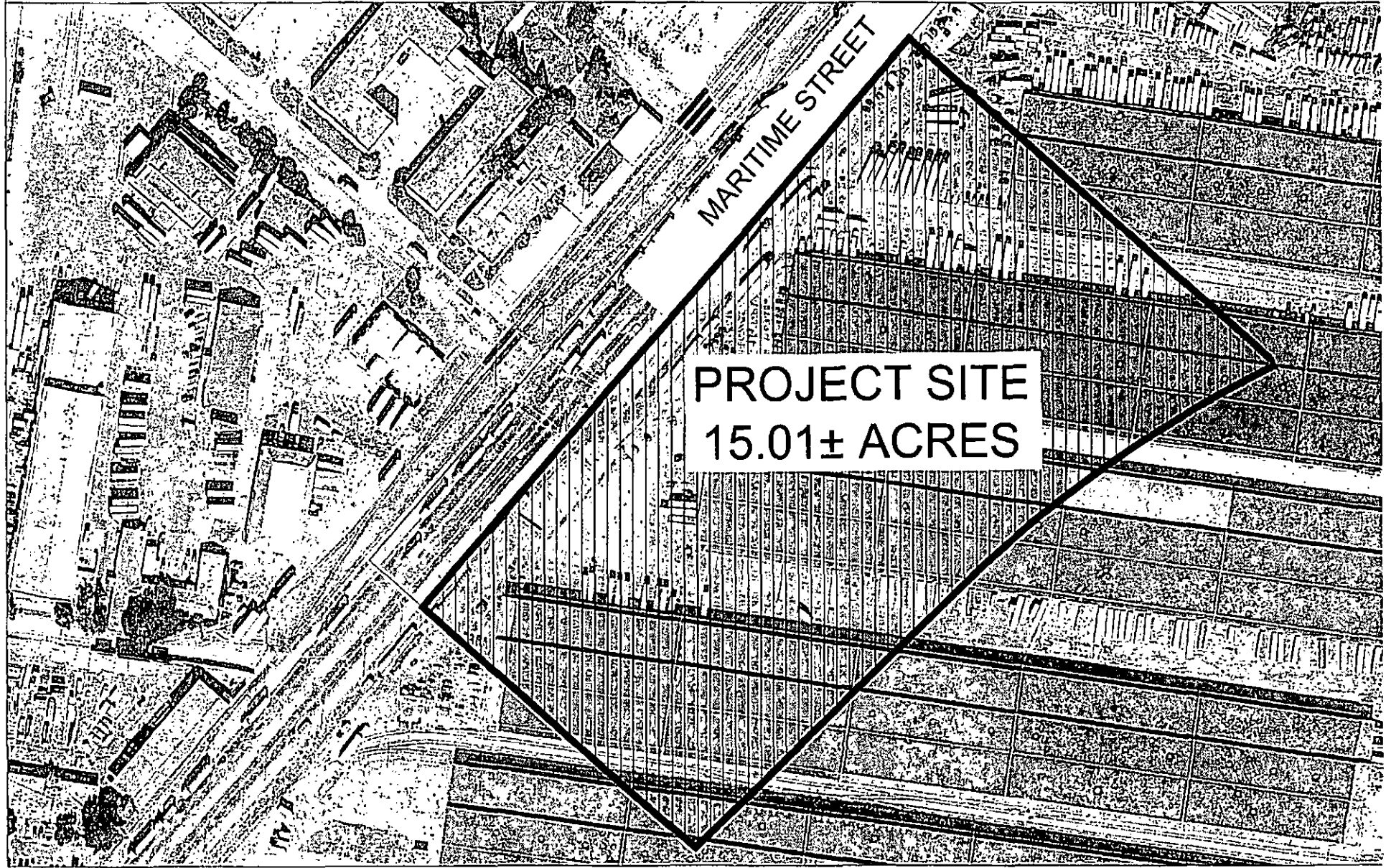
Site and Environs



Gateway Development Area Average	
Access Easement Area	28 acres
Central Gateway Site	77 acres
West Gateway Site	19 acres
East Gateway Site	33 acres
North Gateway Site	28 acres
Waterfront Open Space	17 acres
TOTAL	172 acres

Adjacent Parcel Acreage	
Port of Oakland 20th Street Marine Terminal	311 acres
Port of Oakland (East Intermodal Terminal)	123 acres
California Maritime Museum	22 acres
California Maritime Museum	18 acres
Port of Oakland (West Intermodal Terminal)	6 acres
San Francisco Municipal Utility District	20 acres
TOTAL	500 acres

ATTACHMENT B -- RFP PROJECT SITE



SCALE: 1" = 60'

ATTACHMENT C

REQUEST FOR PROPOSALS

OAKLAND ARMY BASE ANCILLARY MARITIME SUPPORT SERVICES DEVELOPMENT

PROPOSAL DUE DATE: August 6, 2007

**CITY OF OAKLAND
COMMUNITY AND ECONOMIC DEVELOPMENT AGENCY
REDEVELOPMENT DIVISION
Issued June 25, 2007**

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Schedules also can be found at:

<http://www.oaklandnet.com/government/cmo/donspage/WebPages/NewWebPages/formsnew.html>

I. Introduction

Overview

The Oakland Redevelopment Agency (“Agency”) is seeking a qualified operator to build and operate an Ancillary Maritime Support (“AMS”) center on 15 acres within the former Oakland Army Base. The AMS project is envisioned to include any combination of one or more of the following activities:

- Truck parking
- Trans-load facilities
- Container storage
- Offices for trucking companies or related businesses
- Retail, fuel, and/or services catering to trucking employees and businesses
- Other trucking-related enterprises

The site is located in the East Gateway portion of the former Oakland Army Base, immediately adjacent to the Port of Oakland’s Middle Harbor area (see map, **Attachment A**). As discussed below, the site is being offered as a ground lease for 20 years.

This project offers a rare opportunity to build on a large parcel that is adjacent to the Port of Oakland in a central, freeway-accessible location. Among other goals, the project is intended to:

- Retain and create high quality jobs in trucking, logistics, and/or other related sectors;
- Play a role in the overall modernization, expansion, and transformation of the Port of Oakland into a major national and regional logistics center;
- Relocate existing trucking uses out of residential areas, in order to improve the quality of life for West Oakland residents;
- Fulfill a requirement of the San Francisco Bay Conservation and Development Commission (“BCDC”) to provide space for Ancillary Maritime Support uses; and
- To the extent feasible, accommodate adaptive reuse of historic buildings and/or reuse deconstructed materials salvaged from the historic buildings.

Before the AMS project can be built, several site issues need to be resolved (see Section III). One important issue concerns the large warehouses that currently occupy the site. These warehouses contribute to a historic district, and the Agency is in the process of analyzing to what extent it is feasible to preserve and reuse any of them. This feasibility study will be made available to interested parties as soon as it is completed.

If any of the warehouses need to be removed from the site, it may be possible to have this work done as part of a larger deconstruction project being planned by the Port of Oakland. However, if it is not possible to coordinate with the Port, then the buildings would need to be removed by the selected Operator. Because this issue remains unresolved at this time, respondents are being asked to submit their proposals with two different scenarios in mind:

Scenario #1: The Operator is responsible for all necessary site preparation, including the deconstruction of any warehouses that need to be removed from the site. As part of the ground lease terms, the Agency would reimburse the Operator for this work.

Scenario #2: The Agency is responsible for deconstruction of any warehouses that need to be removed from the site. After this work is completed, the Operator would be given access to the site and would be responsible for any additional site preparation work.

In both scenarios, respondents are being asked to identify which buildings they would recommend for preservation in order to accomplish as many of the Agency's goals to the greatest possible extent. The Agency would make the final determination on which buildings must be preserved, based on its own analysis and based on negotiations with the selected operator.

II. Proposal

General Information

All Request for Proposals ("RFP") responses should be complete and contain all information required to immediately enter into a contract with the Agency and commence work.

A pre-proposal conference is scheduled to start at 1:00 p.m. on Monday, July 16, 2007 in Hearing Room 3 on the First Floor of City Hall, One Frank Ogawa Plaza, Oakland, California. Although the Pre-proposal Conference is not mandatory, it is recommended that all interested parties attend. During the Pre-proposal Conference, there will be an open forum to review this RFP and answer questions. Questions and answers from the Pre-proposal Conference will be written up and made available in electronic form by request and also will be posted at the Agency's website:

<http://www.business2oakland.com/main/redevelopment.htm#DevelopmentOpportunities> **RFP, RFQ and Contracting Opportunities**

For information regarding submission of a proposal, interested parties may contact:

Margaret Sullivan, Project Coordinator
City of Oakland
Community and Economic Development Agency
250 Frank Ogawa Plaza, Suite 5313 (5th Floor)
Oakland, CA 94612
(510) 238-7387
msullivan@oaklandnet.com

Interested parties must submit one original and five copies of their proposal by **4:00 p.m. on Monday, August 6, 2007** to:

Alex Greenwood
City of Oakland
Community and Economic Development Agency
250 Frank Ogawa Plaza, Suite 5313 (5th Floor)
Oakland, CA 94612

Submittals must be in hard copy only. Submittals must be received by due date and time. Postmarks will not be accepted.

Interviews of finalist firms or teams will occur in **August 2007, at a date to be scheduled.**

The remainder of this RFP will outline the selection process, provide a brief background of the project, and detail the major tasks the Agency expects to be accomplished for the project.

III. Project Description

Background

In 1999, the Oakland Army Base was shut down as part of a nationwide round of military base closures. On August 7, 2006, the property was conveyed to the Redevelopment Agency (“Agency”) and the Port of Oakland. The Redevelopment Agency’s portion of the Army Base is a 165-acre site known as the Gateway Development Area (“GDA”). For planning purposes, the GDA is divided into four subareas: the North, East, West, and Central Gateway areas (see map, **Attachment A**).

The GDA occupies a very strategic area within West Oakland; and the Agency is currently going through a planning process to determine the overall development strategy for the area. Retail, light industrial, flex-office/R&D, and other uses are being considered for the GDA.

Although much of the GDA remains under study, the Agency Board has decided to proceed immediately with developing 15 acres of the East Gateway into a facility that can serve local trucking companies and/or trucking-related activities.

Context for Ancillary Maritime Support Development

The Agency and the Port are working together to develop a long-term strategy for the development of maritime-related trucking uses on the former Oakland Army Base. This strategy is intended to address several issues that both the Agency and the Port face:

- **BCDC Requirements:** BCDC is requiring both the Agency and the Port to each reserve 15 acres of former Army Base property for the development of AMS uses. AMS is a category of industry that includes trucking and other uses that support maritime operations (e.g., trade, logistics, warehouses, etc.).
- **EIR Mitigations:** In 2002, an Environmental Impact Report (“EIR”) was certified for the Army Base Redevelopment Area. The EIR requires the City and the Port to work together to develop: (1) a “Truck Management Plan” to reduce truck traffic on local streets; and (2) a “Truck Parking Plan” to develop land swaps, land use policies, and other strategies to reduce the overall amount of truck parking in West Oakland. There are applicable mitigation measures in the adopted Mitigation Monitoring and Reporting Program (“MMRP”) that relate to these requirements, as well as other requirements.¹ Note that the proposed project has already been analyzed for California Environmental Quality Act (CEQA) compliance as part of the 2002 EIR and the 2006 Supplemental EIR.¹

¹ Interested parties are encouraged to consult the MMRP, EIR, and Supplemental EIR, all of which will be available upon request from City staff.

- **Goods Movement:** As more and more consumer products are being manufactured overseas, there has been an increase in the volume of goods that need to flow through West Coast ports – including Oakland – in order to reach the U.S. market. This has created new business opportunities for trucking, logistics, and other industries that are involved in “goods movement.” The Agency is interested in pursuing these strategic industries as a way to ensure a supply of well-paying jobs for Oakland citizens.
- **Port Expansion & Modernization:** The Port is planning several ambitious capital projects that will allow it to expand its operations and stay competitive. While many of these projects are designed to increase rail capacity, trucking will continue to play a valuable role in the overall movement of goods in and out of the Port.

The Project referenced in this RFP will be the first phase of a long-term AMS strategy to be coordinated with the Port. The Port is also required by BCDC to provide 15 acres of its development area for AMS. Therefore, it may be possible in the future to combine the Agency’s and the Port’s 15-acre sites into a combined 30-acre development that could be jointly operated.

The Site

The site offered for development is a 15-acre parcel located in the southern half of the East Gateway (see map, **Attachment B**). The site fronts on Maritime Street and it has direct access to I-80, I-580, and I-880.

The site is well-situated and is adjacent to several key development areas. To the south, the Port is planning a 15-acre trucking development which, in the future, could potentially be combined with the Agency’s site. To the east, the Port is planning to build a major rail facility – the “Outer Harbor Intermodal Terminal” (“OHIT”). To the north and west, the Agency controls approximately 150 acres of additional land that could be used for a variety of uses, and which is being studied as part of the overall planning process for the Army Base.

Several issues provide both opportunities and challenges for the site’s development:

- **Infrastructure.** All existing utilities must be replaced for the site. The Agency will work with the selected operator to plan utilities for the site, and the Agency will provide water, sewer, electrical, and gas utilities up to the property line of the site at its cost. The selected operator will be required to provide all internal roads, parking areas and utilities required for development of the 15-acre site.
- **Historic Preservation.** The Army Base includes several large warehouse buildings that contribute to a historic district. Members of the community have expressed interest in preserving these warehouses. Four of these warehouses occupy land on the 15-acre AMS site, as well as on adjacent land owned by the Port. The 2002 EIR MMRP for the Oakland Army Base contains mitigation measures relating to Historic Preservation, including a requirement that the Agency consider the adaptive reuse potential of structures within the historic district or, if reuse is not feasible, use of architecturally significant salvaged materials from those structures. The Agency has conducted architectural salvage and architectural

feasibility studies of the historic structures, and also is conducting a traffic circulation analysis of reuse of these structures, which will be completed in July 2007. These studies will be available upon request from City staff.

- **Deconstruction/Salvage.** The Port's planned OHIT development would require removing the portions of warehouses that stand on its property. Depending on the Port's schedule for the OHIT project, this could leave partial remnants of the four warehouses which straddle Port and Agency property on the site (see **Attachment C**). It may be possible to preserve and reuse one or more of these remnant structures, in order to provide office, warehouse, or other space for the Project. As one of the Agency's goals in developing this site, the Agency is interested in determining how much (if any) of the warehouse structures could be preserved and incorporated into the development of the site. As discussed below, respondents to this RFP should provide a detailed assessment of whether or not it is commercially feasible to reuse any of the existing structures and, if so, how that reuse would affect their operations. To the extent that it is not feasible to reuse and rehabilitate the existing warehouse structures, the City/Agency is required by the EIR to attempt to deconstruct the buildings and reuse the salvaged building materials. Under certain circumstances, the Operator may be asked to partner with the Agency in carrying out site preparation, including the deconstruction of the existing structures. Respondents to this RFP also should indicate any opportunities for reuse of building materials that may be offered by their proposal.
- **Soil Conditions.** The site was built on filled land and may have issues with subsidence and liquefaction. As a result, multistory buildings may need piles or other foundation systems to meet seismic safety standards. The Agency can make available for review general geotechnical reports on the site.
- **Environmental Conditions and Constraints.** The City/Agency and Port have completed environmental investigation and testing of the site. There remains a potential for contaminated soil and groundwater to exist at the site. If any remediation is required, the level and cost of remediation would depend upon a number of factors (e.g., proposed development type, reuse of buildings, utilities, internal street and parking areas, etc.). The California Department of Toxic Substances Control ("DTSC") approved a Remedial Action Plan ("RAP") and a Risk Management Plan ("RMP") to establish the clean-up goals and procedures that apply to this 15-acre site as well as the entire former Oakland Army Base. DTSC also approved a Covenant to Restrict Use of Property ("CRUP") that restricts the uses of the former Army Base property, including this 15-acre site. As discussed below, the AMS uses described in this RFP are allowed under the CRUP. The City/Agency may require the Operator to enter into a separate agreement in which the Operator will assume some of the remediation and reporting requirements required by the RAP, RMP and CRUP. The City/Agency will reimburse the Operator for qualifying remediation costs. The Agency will make the governing environmental and real property documentation available for review to interested parties.
- **Use Restrictions.** All of the AMS uses in Section I above are allowable uses under the CRUP. However, the CRUP provides the following restrictions:

- (a) Sensitive uses of residential housing, schools, daycare facilities, hospitals and hospices are prohibited;
- (b) Construction and use of groundwater wells without prior DTSC approval is prohibited;
- (c) Surface or subsurface soil disturbing activities are allowed but must comply with RAP/RMP;
- (d) All owners and occupants must comply with RAP/RMP in managing the property;
- (e) Agency must submit an annual report to DTSC to certify compliance.

Project Goals

The goal of this RFP is to select an operator that can deliver a high-quality development that will achieve the following Redevelopment Agency goals:

- **BCDC Requirements.** As mentioned above, BCDC has required both the Agency and the Port to each reserve 15 acres of former Army Base property for AMS uses. The Agency has elected to use this site to fulfill its 15-acre BCDC requirement.
- **Gateway Development.** The site is an integral part of the Agency's Gateway Development Area on the former Oakland Army Base. To the extent the site can be developed with economically robust uses, the project can help to establish the former base as a major economic gateway into Oakland.
- **Job Creation.** The project affords the opportunity to create high-quality jobs in a strategic industry (trucking) that is expected to grow over time and provide a range of jobs that fit with the varying workforce skills of Oakland residents.
- **Community Benefits.** The project should provide real, long-term benefits to the West Oakland community and to residents throughout Oakland – such as offering the opportunity to reduce land use conflicts by relocating trucking uses out of residential areas.
- **Coordination & Support for Port Projects.** The Port provides an important economic engine for Oakland, and its long-term competitiveness should be supported.
- **Government Revenue.** The project is anticipated to generate significant revenue from lease revenues, sales tax, and other sources.
- **Historic Preservation.** To the extent commercially feasible, the Agency is interested in considering project proposals that would preserve and reuse the remnant structures of the existing warehouses (as discussed above).
- **Project Quality & Delivery.** For this project, the Agency seeks to partner with an operator that has demonstrated expertise and experience with similar developments and operations.

Development Timeframe

The Agency has already obtained CEQA clearance for the proposed project. The Agency is seeking to have the site ready for development and for the project to start construction by 2009. However, the timeline for development will ultimately depend on several factors – i.e., the type of project selected, the amount of site preparation necessary, the timeline of the Port's deconstruction project on property adjacent to the site, the preservation and/or deconstruction required for the existing warehouses, etc.

Interested parties wishing to submit a proposal under this RFP should include a conceptual timeline for their proposed project, as discussed below in Section IV. For purposes of this RFP, respondent may assume the site can be made ready to start construction by 2009. The Agency will work with the selected Operator to refine the project schedule as needed.

Terms of Lease

This development opportunity is being offered as a ground lease with the following terms:

- **Real Estate:** As-Is lease, subject to all existing title exceptions and deed terms and conditions.
- **Term of Lease:** 20 years
- **Relocation:** As part of the lease negotiations, the Agency may wish to have a provision that would allow the relocation of this project, under certain circumstances in the future, to a comparable site in Oakland, with relocation costs to be paid by the Agency. The rest of the lease terms would remain intact and would apply to the new site.
- **Abandonment or Default:** The lease will have standard terms covering default and termination.
- **Lease Rate:** To be proposed by operator as part of this RFP process. Rate will be governed by City's restrictions on gifts of public funds.
- **Operating Costs:** Operator pays all utility, security, insurance, and other operating costs. No contributions toward monthly lease/operating costs from Agency
- **Improvements:** Operator provides all new construction, building renovation, site improvements, on-site utilities, and other improvements to the property.
- **Site Preparation:** Agency will provide utilities stubbed to the property line. Based on the outcome of the Historic Preservation evaluation, and based on the Port's timeline for developing land adjacent to the site, the Agency would attempt to work with the Port to remove any existing buildings necessary to develop the site. In addition, the Agency would structurally secure any remaining structures to allow the operator to make the necessary

renovations. Under certain circumstances, the Operator may be asked to partner with the Agency in carrying out site preparation, including any deconstruction of existing structures.

- Environmental Issues: The lease will be subject to the governing environmental documents for the property. As part of lease negotiations, the Agency and Operator will determine the Operator's environmental and reporting obligations.
- Government Approvals: Sole responsibility of operator.

Upon completion of the RFP selection process, the Agency will negotiate with the selected operator to attempt to arrive at lease terms that are acceptable to all parties, subject to approval by the Agency Board.

IV. RFP Format and Submittal

Proposals must include the information requested below. The information included in the proposal should be organized into sections and separated by tabs with the same titles as those provided below.

A. Transmittal Letter

Please address the letter to:

Alex Greenwood
City of Oakland
Community and Economic Development Agency
250 Frank Ogawa Plaza, Suite 5313 (5th Floor)
Oakland, CA 94612

B. Proposed Project Scope:

Provide a detailed description of the proposed project, including:

- Project narrative
- List of types of uses (e.g., truck parking, offices, etc.)
- Amount of land (in acres) devoted to each use
- Amount of floor area (in square feet) devoted to each use
- Types of services offered
- Site improvements (lighting, landscaping, etc.)
- Use of existing structures (if applicable)
- Use of salvaged building materials (if applicable)
- Utility requirements (load factors, etc.)

C. Site Plan & Design Concept:

Proposals must include a preliminary site plan clearly showing how the 15-acre area, including any portions of historic warehouses, if applicable, is to be used and organized.

D. Team Members:

Please identify all team members. The list must include all organizations/persons performing work under sub-contracts. Joint ventures are acceptable; however, one organization should be designated and held accountable as the lead operator. A clear division of responsibilities and personnel must be outlined in the proposal with a clear delineation of authority as to each member of the project team. Identify which team members are Small Local Business Enterprises (SLBE) and Local Business Enterprises (LBE). LBEs should submit a copy of current business license and date established in Oakland.

The Lead Operator should provide specific illustrations of similar or relevant projects they have developed. For each project for which descriptions are included, please provide the following information:

- Project name, location, and cost
- Brief description of project scope
- Firm's project responsibility
- Reference name, address, contact person and telephone number

Also, provide information that demonstrates familiarity of the team or firm with City planning procedures, zoning regulations, and a range of implementation procedures.

E. Agency Goals:

Please provide specific answers to each of the following questions:

1. Number of jobs generated (full-time equivalent)	
2. Average annual salary of jobs generated	
3. List the specific trucking companies (including independent operators) that would relocate out of West Oakland	
4. List the benefits to West Oakland that would be generated by the proposed project	
5. Total monetary value of physical improvements to the site	
6. Annual lease revenue ("triple-net" basis)	
7. Local business participation (as a percent of total operations)	
8. Describe how the proposed project will create and maintain an attractive, high-quality appearance along Maritime Street	
9. Describe how the proposed project will help to establish the Army Base as a major economic gateway into Oakland	
10. Describe how the proposed project will support the Port of Oakland's expansion and modernization plans	
11. Number of tractor trailer parking spaces	
12. Amount of container storage space (in Twenty-foot Equivalent Units)	
13. Identify which of the existing warehouse structures will be preserved	

F. Impact of Preservation on Other Agency Goals:

The Agency is committed to seeking innovative ways to preserve and reuse the existing warehouse structures, to the extent that the other project goals can be adequately achieved.

- (i) Please describe the most commercially feasible strategy for preservation of at least one of the warehouse structures. Which structure would be saved? What would

be the use? What would be the impact on construction costs and ongoing maintenance costs?

- (ii) Describe the ability of the proposed project to achieve the Agency’s goals if one or more of the existing warehouse structures is retained, as opposed to if the entire site is delivered clear:

Agency Goal	With Existing Warehouse(s)	Without Warehouses
1. Number of jobs generated (full-time equivalent)		
2. Number of local trucking companies (and independent operators) that would relocate out of West Oakland		
3. Total monetary value of physical improvements to the site		
4. Annual lease revenue (“triple-net” basis)		
5. Number of tractor trailer parking spaces		
6. Amount of container storage space (in Twenty-foot Equivalent Units)		
7. Other potential impacts to project		

G. Project Budget, Proforma & Lease Rate:

Provide a detailed line item budget for development and construction of the project, showing all improvements to the site. Provide a financial proforma showing a breakdown of the sources of annual revenue and a breakdown of annual expenses. As part of the proforma, indicate the proposed amount of lease revenue that would be paid annually to the Agency. Note: Lease revenue should be represented on a “triple-net” basis, since all utilities, security, and other operating costs would be the sole responsibility of the operator. Respondents are being asked to submit their proposals with two different scenarios in mind:

Scenario #1: Assume the Operator is responsible for all necessary site preparation, including the deconstruction of any warehouses that need to be removed from the site. As part of the ground lease terms, the Agency would reimburse the Operator for this work.

Scenario #2: Assume the Agency is responsible for deconstruction of any warehouses that need to be removed from the site. After this work is completed,

the Operator would be given access to the site and would be responsible for any additional site preparation work.

H. Timeframe for Project:

Proposals must contain a schedule that illustrates when the operator would complete the design, government approvals, construction, and opening of the project.

The Agency is seeking to select an operator for the site in October 2007. As mentioned above, the Agency has already obtained CEQA clearance for the proposed project. The Agency is seeking to have the site ready for development and for the project to start construction by 2009. However, the timeline for development will ultimately depend on several factors – i.e., the type of project selected, the amount of site preparation necessary, the preservation and/or deconstruction required for the existing warehouses, etc.

Interested parties wishing to submit a proposal under this RFP should include a conceptual timeline for their proposed project, as discussed below in Section IV. The Agency will work with the selected Operator to refine the project schedule as needed.

I. References:

Provide three business-related references, giving name, company, address, and telephone number and business relationship to firm(s).

J. City Contracting Policies and Procedures and Required City Schedules:

The Oakland City Council Contracting Policies and Procedures are attached as **Attachment D**. The required City Schedules listed below are attached in **Attachment E**, and can be found on the City of Oakland website at the following address:

<http://www.oaklandnet.com/government/cmo/donspace/WebPages/NewWebPages/formsnew.html>.

- Schedule C-1: Americans with Disabilities Act: *To be completed by Lead Operator only*
- Schedule D: Ownership, Ethnicity and Gender Questionnaire: *To be completed by Lead Operator only*
- Schedule E: Project Consultant Team form: *To be completed by Lead Operator only*
- Schedule M: Independent Contractors Questionnaire Part A: *To be completed by Lead Operator only*
- Schedule N: Declaration of Compliance – Living Wage: *To be completed by Lead Operator and all team members and subcontractors whose (anticipated) fee is in excess of \$25,000*
- Schedule N-1: Equal Benefits Ordinance: Declaration of Nondiscrimination: *To be completed by Lead Operator only*
- Schedule O: Campaign Contributions: Professional Services Questionnaire form: *To be completed by Lead Operator only*
- Schedule P: Nuclear Free Zone Disclosure Form: *To be completed by Lead Operator only*
- Schedule Q: Insurance Requirement: *Informational only.*

K. Submission Deadline:

One original and four copies of the proposal are due by **4:00 p.m. on Monday, August 6, 2007.**

Address proposals to:

Alex Greenwood
City of Oakland
Community and Economic Development Agency
Redevelopment Division
250 Frank Ogawa Plaza, Suite 5313 (5th Floor)
Oakland, CA 94612

Submittals must be in hard copy only. Submittals must be received by due date and time.
Postmarks will not be accepted.

The Agency reserves the right in its sole discretion to reject any or all submittals.

V. EVALUATION PROCESS

Evaluation of Submittals

The following criteria will be used to evaluate and rate the submittals:

- a. Overall quality of the submittal. Responsiveness and conformance to RFP requirements for content and format.
- b. Ability to meet Agency Goals (as described in Section III above).
- c. Quality and appropriateness of proposed project team. Professional experience, particularly on projects in Oakland, and background of lead operator and team members.
- d. The financial plan and business terms proposed.
- e. Quality and appropriateness of proposed project approach and organization.
- f. Demonstrated ability to construct and operate a successful project.

Interview of Short-Listed Firms

1. The Agency intends to invite 3-4 firms with the highest ranking written proposals to final interviews and to select one of the firms with which to negotiate a mutually agreeable contract/agreement.
2. The firms selected to be interviewed will be notified in writing. The interviews will last approximately 1 hour, with the time allocated to the Operator's presentation and a question-and-answer period. Interviews will be held at City offices (location to be determined).
3. All firms invited for interviews will be treated as equals. That is, the submittal scores will have no bearing on the interview scores. The final selection will be based on a combination of submittal and interview scores.

Interviews of selected operators will be scheduled in August 2007. Please ensure that the appropriate staff and team members will be available on this date.

VI. SELECTION PROCESS

Lease Negotiations

The completion of the interview process will result in the operators being numerically ranked. The firm ranked first will be invited to participate in negotiations for lease terms. Should the Agency and the first ranked firm not be able to reach an agreement as to lease terms within a reasonable time frame, the Agency may terminate the negotiations and begin negotiations with the second ranked firm, and proceed down the list as necessary until an agreement is reached or the list is exhausted.

Lease Award

Upon successful completion of the negotiations, a request to the City Council/Agency Board shall be made to authorize the award of the lease to the selected operator.

The selected operator will be required to maintain auditable records, documents, and papers for inspection by authorized local, state and federal representatives. Therefore, the operator may be required to undergo an evaluation to demonstrate that the firm uses recognized accounting and financial procedures.

Limitations

1. All responses to the RFP become the property of the Agency.
2. This RFP does not commit the Agency to award a contract or to pay any costs incurred in the preparation of the proposal.
3. The Agency reserves the sole right to evaluate each proposal and to accept or reject any or all proposals received as a result of this RFP process.
4. The Agency reserves the right to cancel in part, or in its entirety, this RFP and to waive any irregularities in the RFP process.
5. The Agency may require Operator to participate in negotiations and to submit technical information, or other revisions to qualifications as may result from negotiations.
6. California Public Records Act and the City of Oakland Sunshine Ordinance - Once a final award is made, all RFP responses except certain financial and proprietary information become a matter of public record and shall be regarded by the Agency as public records. The Agency shall not in anyway be liable or responsible for the disclosure of any such records or portions thereof if the disclosure is made pursuant to a request under the California Public Records Act or the City of Oakland Sunshine Ordinance. Respondents should be aware that under the California Public Records Act and the City of Oakland Sunshine Ordinance, all documents submitted in response to this RFP, including financial information, are considered public records and may be subject to public disclosure.

7. The operator selected for this project shall obtain or provide proof of having a current City of Oakland Business License.
8. Council Policies and Procedures – Operators must comply with all City Council policies and established procedures as outlined in Attachment A (the City’s LBE/SLBE Program and the Schedules included in Attachment B).
9. Under the requirements of OMB Circular A-133 Supplement, Part 3, Section 1, the City is required to obtain certifications that contractors and sub-grantees receiving awards exceeding \$100,000 have not been suspended or debarred from participating in federally funded procurement activities.
10. The Agency reserves the unqualified right to modify, suspend, or terminate at its sole discretion any and all aspects of the RFP and/or RFP process, to obtain further information from any and all operator teams and to waive any defects as to form or content of the RFP or any responses.

Conflict of Interest/Confidentiality/City-Operator Relationship

Operator shall avoid all conflicts of interest and respect its relationship with the City by maintaining confidentiality of materials deemed confidential by law. Operator specifically agrees to the following:

- Operator covenants that it presently has no interest, and shall not have any interest, direct or indirect, which would conflict in any manner with the performance of services required under this RFP. Without limitation, the Operator represents to and agrees with the City or Agency that no conflict of interest is created between providing the City or Agency services hereunder and any interest Operator may have with respect to any other person or entity (including but not limited to any federal or state regulatory agency) which has any interest adverse or potentially adverse to the City or Agency.
- Every communication between Operator and the City or its special counsel shall be considered to be a confidential communication between client and lawyer (see California Evidence Code Section 952), and the confidential work product of the City Administrator, City Attorney and the City’s special counsel, respectively, and therefore shall be held in strict confidence. All reports, analysis, maps, diagrams or any documents prepared or assisted in the preparation of or by the Operator, shall be considered to be prepared pursuant to said lawyer-client relationship. All of the above mentioned documents are also considered the work product of the City Administrator and shall not be communicated to any person except as specifically authorized in writing signed by the City Administrator and City Attorney.

The Fair Political Practices Act and/or California Government Code Section 1090, among other statutes and regulations may prohibit the Agency from contracting with an operator if the operator or an employee, officer or director of the operator’s firm, or any immediate family of the preceding, or any team member or subcontractor to Operator, is serving as a public official, elected official, employee, board or commission member of the City/Agency who will award or

influence the awarding of the contract or otherwise participate in the making of the contract. The making of a contract includes actions that are preliminary or preparatory to the selection of an Operator such as, but not limited to, involvement in the reasoning, planning and/or drafting of solicitations for bids and RFPs, feasibility studies, master plans or preliminary discussions or negotiations.

END OF REQUEST FOR PROPOSALS

ATTACHMENT D

Supplemental Questionnaire to RFP Finalists

ATTACHMENT D

ANCILLARY MARITIME SUPPORT SERVICES DEVELOPMENT RFP

Supplemental Questionnaire *August 27, 2007*

Instructions:

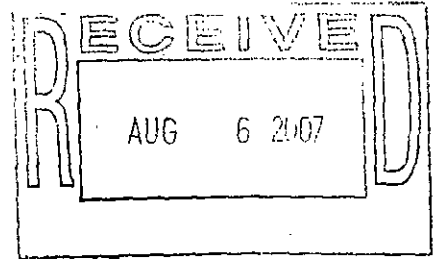
Please respond to **ALL** the questions/issues listed below **by 4:00 PM on Tuesday, September 11th, 2007**. Submit an **original and ten (10) copies** of your responses to this Supplemental Questionnaire. Even if you believe you have responded to these questions previously (in your original proposal or your verbal presentation), you are being asked to provide a separate, more specific and detailed written answer to each of the following questions.

1. Please provide a detailed proforma that clearly shows:
 - a. Sources of funds, including:
 - i. Equity that your team will contribute (indicating the source of those funds)
 - ii. Financing (indicating the sources of financing)
 - iii. Proposed subsidies from City, Redevelopment Agency, or Port
 - iv. Other funding sources
 - b. Uses of funds, including:
 - i. Total estimated project cost
 - ii. Cost per square foot of construction (by use)
 - iii. Itemized listing of construction costs, soft costs, and financing costs
 - c. Itemized listing of operating costs (including lease payments to Agency, maintenance costs, debt service, taxes, etc.)
 - d. Financial return required for this project
2. What are you asking the City/Agency/Port to provide in terms of subsidies, staff assistance, or other assistance that your project will need to be viable?
3. If it were an absolute requirement to preserve and reuse at least one of the existing warehouse buildings, which building(s) would you preserve, and how would you incorporate the building(s) into your overall project? In your response, please address each of the following:
 - a. Which building(s) would you preserve?
 - b. Given that part of the warehouses will be removed by the Port in order to make way for their intermodal rail project, how would you structurally stabilize and enclose the remaining portion of the building(s)?
 - c. How much of the building remnant would you be able to use?
 - d. What exterior or interior modifications or upgrades would be required?
 - e. How would you address any hazardous materials found in the buildings?
 - f. What uses(s) would be housed in the building(s)?
 - g. Would the building dimensions (e.g., height, column spacing, floor specifications, etc.) allow for efficient operations?
 - h. How would you adjust the internal circulation and organization of your project?

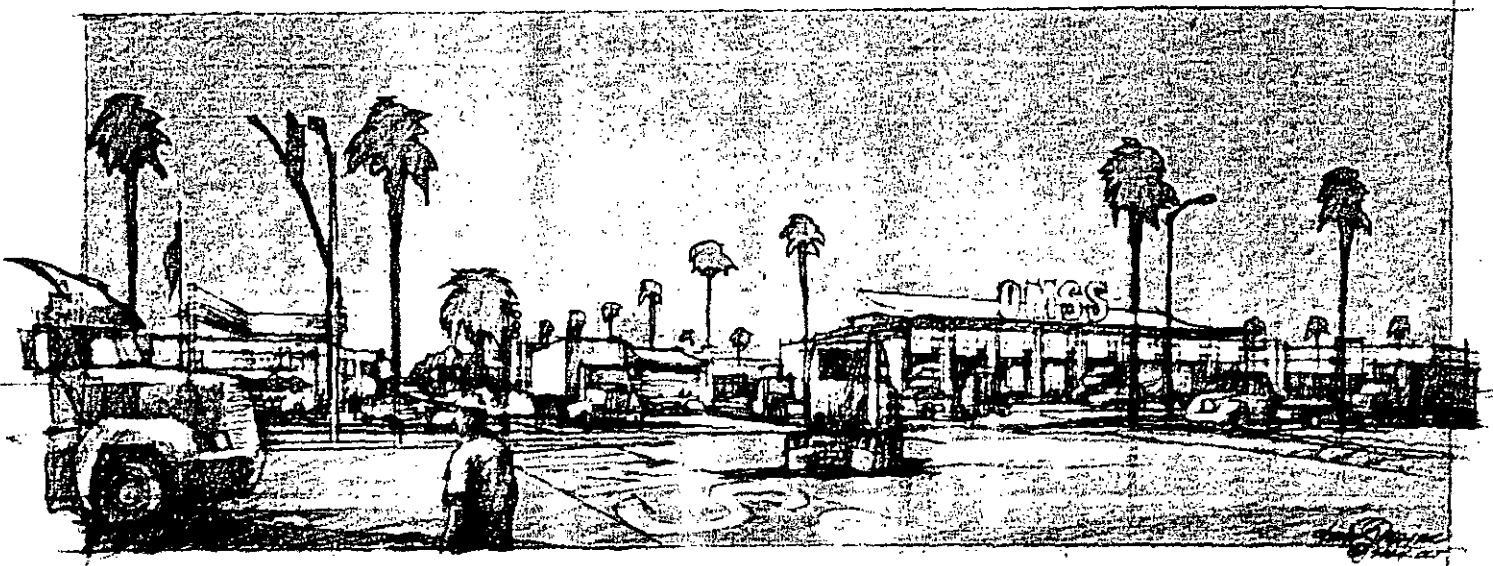
- i. What would be the impact on construction costs, operating costs, and overall financial feasibility to the project?
 - j. What other issues (if any) would need to be identified and addressed in order to preserve and reuse the building(s)?
4. If you have determined that it is not feasible to preserve any of the existing warehouse buildings, what are the specific and detailed reasons (attaching supporting documentation) why preservation is not feasible? "Feasible" means capable of being accomplished in a successful manner within a reasonable period of time, taking into account economic, environmental, legal, social and technological factors. In developing your answer to this question, you should consider (a) the July 2007 Adaptive Reuse Feasibility Study for AMS Activities Report; and (b) the questions in number 3 above. The July 2007 Adaptive Reuse Feasibility Study for AMS Activities Report is available electronically at the City of Oakland's Redevelopment Agency website: <http://www.business2oakland.com/main/redevelopment.htm#DevelopmentOpportunities>.
5. How many trucks do you think your project could reasonably target as a goal for relocation out of West Oakland? What methods will you use to guarantee that you can achieve this goal?
6. Are there any other aspects of your proposal that you would like to highlight in greater detail?

ATTACHMENT E: SELECTED EXCERPTS OF OMSS PROPOSAL

OMSS



Providing truck related Ancillary Maritime Services in Oakland for 15 years



Response to the
Oakland Redevelopment Agency RFP
for
ANCILLARY MARITIME SERVICES

August 6, 2007



August 6, 2007

Mr. Alex Greenwood
City of Oakland
Community and Economic Development Agency
250 Frank Ogawa Plaza, Suite 5313 (5th Floor)
Oakland, CA 94612

Dear Mr. Greenwood:

Oakland Maritime Support Services (OMSS) is pleased to submit this proposal in response to the City of Oakland Community and Economic Development Agency (CEDA) request for proposals to provide Ancillary Maritime Services at the Oakland Army Base.

OMSS is the existing provider of storage and support services to the trucking industry and has been operating in this capacity since 1992. We are partnering with Talcott Holdings, Ltd., the investor that will provide all required equity capital to fund the development of the new, modernized **OMSS Truck Support and Service** facility proposed by the OMSS team. In addition, OMSS will engage an exemplary team of local consultants and the local community to implement and support all aspects of the project.

The members of the OMSS team bring together the hands-on experience with the Oakland trucking community, the development and planning expertise, the necessary capital, and a proven commitment to the City of Oakland to successfully and efficiently redevelop the Army Base property in a way that will optimally support the Port and the City of Oakland's vision for modern port goods movement.

We look forward to working with you in the months ahead on this exciting project. If you would like additional information, please feel free to contact me directly at 510-604-4466.

Very truly yours,

Oakland Maritime Support Services

Bill Aboud
President and Owner

B. Proposed Project Scope

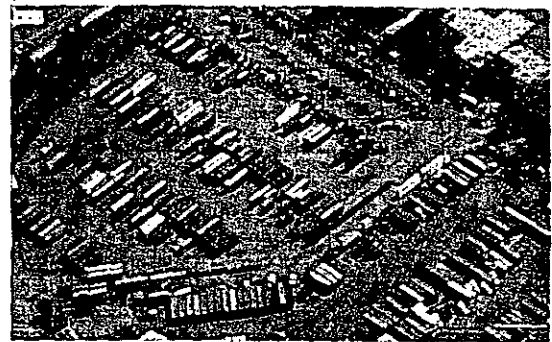
PROPOSAL SUMMARY

Oakland Maritime Support Services (OMSS) is a 17-acre multi-faceted trucking support and services company headquartered at the Oakland Army Base that provides truck parking, truck fuel, container storage, truck scales, truck repair and sales, tire sales, transload services, a convenience market, prepared foods, insurance and DMV services, physical exams, and drug testing. Owner, Bill Aboudi, has been serving the local trucking industry in Oakland for 15 years, first as the owner and operator of MTBA, and most recently as the owner of AB Trucking and Oakland Maritime Support Services (OMSS).



OMSS Headquarters on Oakland Army Base

OMSS is proposing to relocate its current trucking operation from its temporary 17-acre location on Maritime Street and Bataan Avenue into a "greener", modern truck support service facility located on the Redevelopment Agency's 15-acre property directly across Maritime.



Aerial view of current OMSS site

Given the fact that OMSS' current lease will expire, and that we currently occupy property that is contained within CEDA's Exclusive Negotiation Agreement with the Wayans-Pacifica Capital partnership, we are seeking a new, long-term headquarters for our Oakland-based company. Our proposal is to develop the new OMSS headquarters on the 15-acre property and to operate under a 20+ year lease with the Oakland Redevelopment Agency.

Our response to the CEDA's Request for Proposals to provide Ancillary Maritime Services is based on hands-on experience serving local truckers for 15 years. OMSS is the existing provider of truck-related, ancillary maritime services at the Port of Oakland. We know firsthand the kind of support and services needed by Oakland truckers. We are the company on the ground at the Army Base, talking to Oakland truckers every day and responding to their needs. Over the years, OMSS has continued to expand the range of services we offer to address the daily needs of local truckers. The proposed **OMSS Truck Support and Service** facility is the next logical step in our progression.



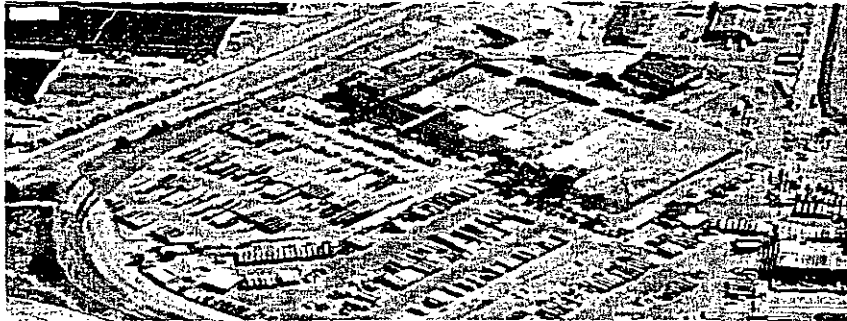
OMSS Convenience Mini-mart at the Army Base

NARRATIVE PROJECT DESCRIPTION

What the Oakland Trucking community really wants

Based on direct input from Oakland truckers, we know that the lack of services on the Army Base, in close proximity to maritime activities is one of the main factors contributing to the infiltration of truck traffic into West Oakland and other residential neighborhoods. To their credit, truckers drive into neighborhoods mainly seeking food, beverages, parking and services wherever they can.

Our development proposal provides the solution: create a service-rich, one-stop destination that can attract the trucks out of the neighborhoods, especially West Oakland, and back into primarily industrial areas where trucking services and support are most needed. More importantly, we believe the development of a destination where comprehensive services are provided within a compact area -- is the most efficient use of remaining land in proximity to the Port. The 15-acre CEDA property is located immediately adjacent to the Port of Oakland and its maritime activities, within a Port Priority Use Area designated for truck-related ancillary maritime services by BCDC. Given the Port's ongoing expansion, we believe that trucking support and service facilities are both what is most needed and the only sensible redevelopment option for this site.



Aerial view of current OMSS site — located on western side of Maritime Street

Forward Thinking Maritime Development

At the same time, it is evident to us that the redevelopment and enhancement of the Oakland Army Base will inevitably occur over time, and that the "greening" of the properties to the north and west of the Agency property, may transform the area to the north into more of a business/technology park for biotech, film/multimedia, retail and/or R&D. The feasibility study prepared for CEDA by Design, Community & Environment (DCE) in 2006 evaluated each of these reuse options for the Army Base. This is also the vision expressed by the West Oakland community in the Oakland Army Base Final Reuse Plan, which called for the Army Base to be redeveloped for both trade and logistics, and a business/technology park.

Given the interest in the property from investors like the Wayans Bros / Pacifica Capital, we believe the appropriate plan would be to enhance the northern edge of the CEDA property with higher-end commercial/mixed-use structures along Maritime Street that will invite future commercial development. For this reason, the **OMSS Truck Support and Service facility** seeks to accomplish both objectives that were identified by the Oakland Army Base Final Reuse Plan:

1. Provide a range of ancillary maritime services, specifically truck-related services, that are essential to the growth and expansion of the Port of Oakland, and;
2. Create a destination with office and ancillary retail space for the consolidation of trucking operations and services to lure truckers out of residential neighborhoods.

OMSS is proposing to develop a 2.5-acre, green mixed-use development fronting on Maritime Street on the northern and central portions of the site, and utilize the balance of the site to provide trucking services. This will combine more than 40,000 square feet of commercial space, 18,000 square feet of ancillary retail and comprehensive trucking-related services on the 15-acre parcel. The commercial and retail components will serve as liner buildings that help to conceal the yard from traffic along Maritime Street, and compliment planned redevelopment on the Army Base which is expected to include a business/technology park. Our team's commitment is to deliver a modern, state-of-the-art facility that will serve as a physical hub for local trucking activities at the Port of Oakland. More importantly, the new facility will be designed to set the mark for enhanced quality, aesthetic value and property value for future development.

Embracing the Community's Vision

The OMSS proposal embraces the community's vision as stated in the Oakland Army Base Final Reuse Plan to create (1) ancillary maritime services and (2) a business and technology park. We are willing to take the first, forward-thinking step and make another significant investment in Oakland's trucking community that will catalyze the revitalization of the Oakland Army Base. We are proposing a solution that addresses the long-standing problem of truck fumes and exhaust in Oakland neighborhoods. Our team has the development expertise, financial capacity, design excellence and proven commitment to the West Oakland community to successfully and efficiently complete a project that reflects a shared vision with the Oakland Redevelopment Agency, the Port of Oakland and the West Oakland community.



Proposed New OMSS - Commercial/Mixed-Use Structures to front northern edge of CEDA property along Maritime Street

PROJECT DESCRIPTION

The proposed modern truck service facility will be a state-of-the-art trucking support service destination located in close proximity to Oakland's maritime activities. Taking the one-stop concept one step further, the facility includes office spaces and retail services to consolidate trucking activity and provide a physical hub for the Oakland trucking community. The office component is expected to accommodate 25 to 30 trucking companies and related business operations in a single location. The restaurant food court and retail services will provide food, beverages and fuel 24 hours a day. This will reduce unnecessary truck and car traffic flow in and out of the Army Base and residential areas.

OMSS -- Truck Support and Service Center

The OMSS Truck Support and Service Center proposal consists of three main components:

- a. an office/mixed-use development with offices over retail fronting on Maritime Street on the northwestern portion of the site;
- b. a gas/convenience market with a food court also fronting on Maritime Street on the central portion of the site, and;
- c. a truck support and service facility in the rear of the site that will provide ancillary maritime support services to the trucking industry.

LIST OF TYPES OF LAND USES

Office/Mixed-Use Building for:

- Trucking companies
- Truck driving training programs and activities
- Insurance, DMV and other truck related companies

Gas/Convenience Market with Food Court

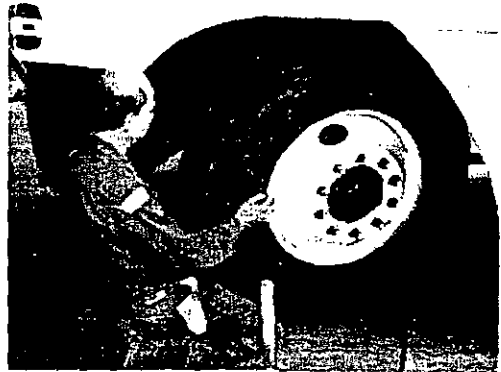
- Auto fuel
- Convenience store
- Food Court (i.e. Emeryville "Public Market")

Truck Support and Services Facility

- Truck parking
- Container storage
- Truck scales
- Tire sales
- Truck sales and repair
- Truck fuel (Biodiesel, LNG, CNG)
- truck wash
- Trans-load facilities



C.A.R.P. - a trucking cooperative in Pesaro, Italy



Tire Service

LAND / FLOOR AREA DEVOTED TO EACH TYPE OF LAND USE

The total land area and floor area dedicated to each land use in the proposed OMSS Truck Support and Service Center is presented in Tables A-1, A-2, and A-3. The Office/Mixed-Use building is envisioned as a four-story office structure over ground level retail (Table X-1). The building will be served by ample surface parking, while a shuttle bus service will be introduced to encourage the use of public transit.

Table A-1

Mixed-Use Office Bldg	Units	Land SF	Floor Area SF
Retail Space (eg. Kinko's)	1	5000	5000
Office Space	4	5000	40000
Office Bldg Common Area		1500	6750
		11500	51750
Parking for Mixed Use Bldg	130	45500	45500
Subtotal		57,000	97,250

The **Gas/Convenience Market with Food Court** will consist of two(2) single-story buildings of approximately 3,000 square feet and 10,700 square feet centered between the auto and truck fueling areas in the central portion of the site (Table X-2). The auto fueling station will be situated on 24,000 square feet and 44 surface parking spaces will be provided to serve the retail uses.

Table A-2

Conv Market/Food Court	Units	Land SF	Floor Area SF
Convenience market	1	3000	3000
Auto Fuel	1	24000	24000
Parking for Food Court	44	15400	15400
Food Court Vendor 1	1	2675	2675
Food Court Vendor 2	1	2675	2675
Food Court Vendor 3	1	2675	2675
Food Court Vendor 4	1	2675	2675
Subtotal		53,100	53,100

The **Truck Support and Services Facility** will comprise approximately 12 acres of the site. This will include areas designated for truck parking, container storage, truck scales, tire sales, truck sales and repair, truck fuel, truck wash, and trans-load facilities, as shown in Table X-3. The bulk of the land area on the Agency site will be allocated for truck parking, container storage and trucking-related services.

Table A-3

Truck Services -- Yard	Units	Land SF	Floor Area SF
Truck Storage / Parking	160	179,000	179,000
Container Storage	291	181,500	181,500
CAT Scale	3	10,000	10,000
Truck Service/Repair	1	20000	20,000
Truck Fuel Center	1	21250	21,250
Truck Wash	1	3750	3,750
Trans Load Facility	1	62500	62,500
Subtotal		478,000	478,000

TYPES OF SERVICES OFFERED

a. Office/Mixed-Use Development

The office/mixed-use building will include approximately 40,000 square feet of office space, surface parking and a FedEx/Kinko's-style print shop on the ground level on approximately 1.25 acres fronting on Maritime Street. The office space is designed to not only provide office space for OMSS, but to consoli-

date trucking industry business operations from throughout West Oakland. The plan is to offer the office space to local trucking companies, truck sales companies, insurance providers, and job training programs to co-locate operations and reduce car/truck traffic. As shown in the Site Plan, the following services will be provided in the office/mixed-use development:

- Office Space for local trucking companies and related businesses
- Job Training
- Insurance and DMV Services
- Drug Testing /Physical Exams

b. Gas/Convenience Market with Food Court

Similar to a travel plaza on the highway, the gas and convenience market will serve cars on the northern portion and trucks on the southern portion of the site. The site design is intended to facilitate the separation of car and truck traffic whenever possible while assuring the efficient provision of services. The commercial and retail elements of the project serve as liner buildings along Maritime Street to conceal the yard activities from traffic along Maritime Street and mitigate the negative effects on future development to the north and west. As shown in the Site Plan, the following services will be provided in the gas/convenience market portion of the development:

- Automobile gas station
- Convenience market
- Food Court

The 3,000 square foot convenience market will be located immediately adjacent to the 10,700 square foot main building, which will house 5 to 10 small restaurants in a food court with kiosks similar to the "Emeryville Public Market" concept. The food court will be large enough to facilitate small group assembly when needed.

c. Truck Support and Service Facility

The new truck service facility will be located on approximately 12 acres in the rear of the site in close proximity to Port of Oakland property and the rail lines. The truck storage and container yard will occupy the eastern portion of the site where truck parking and storage will be organized along the northeastern portion of the site, and container storage will be situated on the southeastern portion of the site. As shown in the Site Plan, the following services will be provided in the truck support facility:

- **Truck Storage/Parking** - Parking for tractors will be in the southeast portion in the rear of the site, separate from the container storage.
- **Container Storage** - Container storage will be located in the northwest portion at the rear of the site, separate from tractors.
- **Truck Fuel** - Truck fuel will be provided adjacent to the south of the convenience market along Maritime Street. OMSS intends to introduce biodiesel fuel (B20) in all pumps.
- **Truck Sales and Repair** - New and used trucks will be sold adjacent to the truck wash facility,



Typical truck wash facility

south of the convenience market along Maritime Street. OMSS will also manage a truck repair service area that allows truck mechanics to operate as small business owners.

- **Truck Wash** - Truck washing facilities will be provided adjacent to the south of the convenience market along Maritime Street.
- **Truck Scales** - The truck scales will be located in the southern portion of the site along (and parallel to) Maritime Street.
- **Truck Tire Sales** - Truck tires will be sold near the truck sales and repair shops.
- **Transload facilities** - will be located in the northeastern portion of the site adjacent to the Port of Oakland rail lines. A rail spur will be required.

As shown in the Site Plan, these services will be arranged on the site in an orderly fashion that will allow easy access to the site from the south on Maritime Street, facilitate truck parking in the southeastern portion of the site, enable convenient container drop off in the southeastern portion of the site, and facilitate access to food, beverage and office-related services at the commercial/retail center.

SITE IMPROVEMENTS

- On-site utility connections
- Lighting
- Landscaping, Grading and Paving
- Striping for Parking

USE OF EXISTING STRUCTURE AND SALVAGED BUILDING MATERIAL

OMSS intends to reuse a portion of the roof of building 806 or 807 for the convenience market and food court building assuming that reuse of the roof continues to prove to be financially feasible. In any case, OMSS is committed to exploring the feasibility of re-using lumber and other raw materials from the former Army Base buildings.

UTILITY REQUIREMENTS

The following on-site utility requirements are anticipated for the new facility:

- Domestic water capacity -- 42,000 gallons/day
- Sanitary sewer capacity -- 40,000 gallons/day
- Electrical capacity -- 400 Kva
- Storm water drainage -- 55 cu. ft. per sec.
- Gas -- 6" - 8" main required

Utility connections will have to be coordinated through the following agencies:

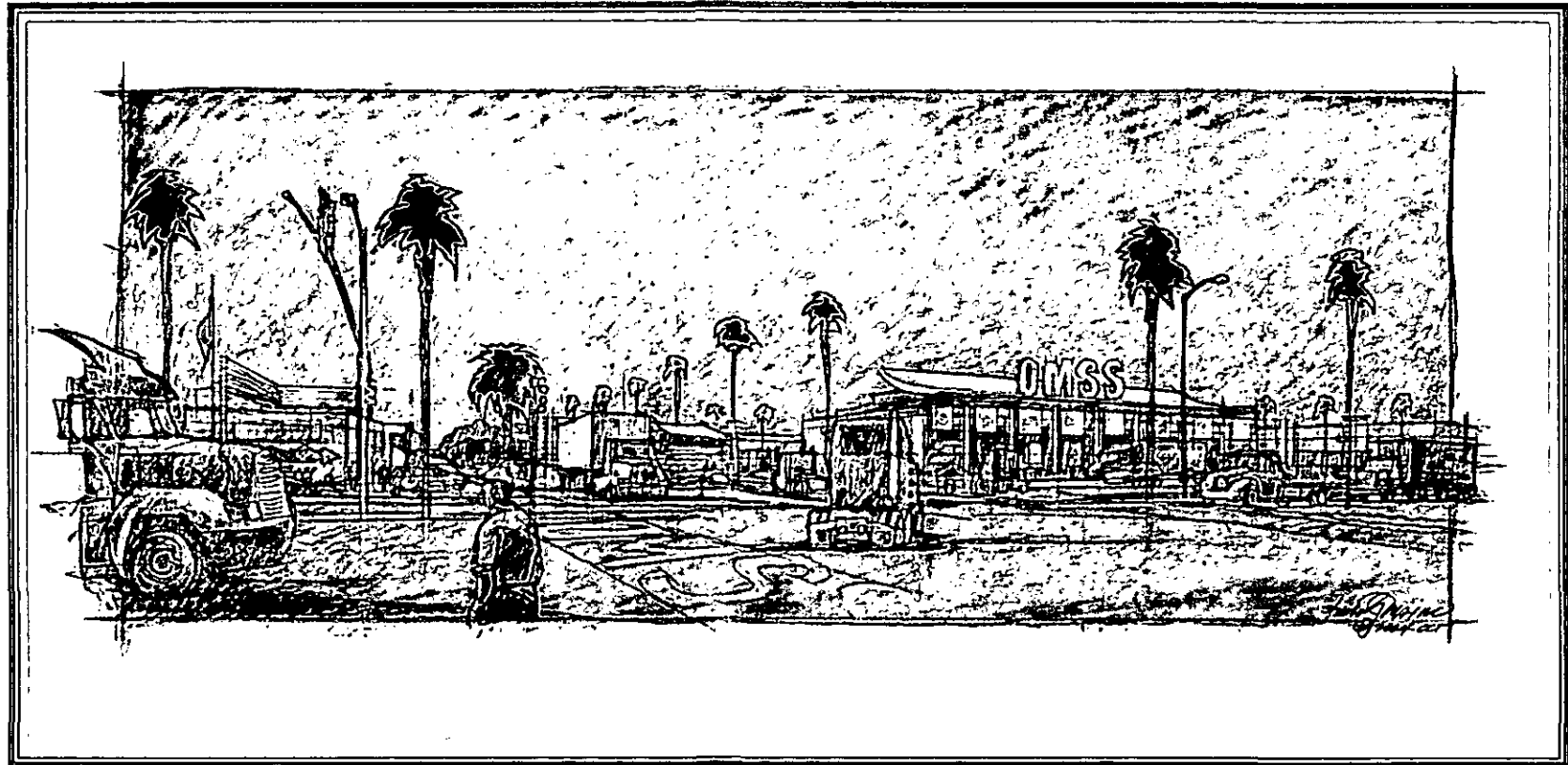
- PG&E -- Gas installation
- PG&E -- Electric installation
- EBMUD -- Sewer connections
- EBMUD -- Water connections
- DTSC -- Monitoring equipment for remediation per CRUP

SUMMARY

The OMSS team is prepared to take the bold step to develop a mixed-use development along Maritime that will allow for future green, technology or office park development to take place on the western side of the street. This adheres to the overall sentiment of the OAB Final Reuse plan which calls for a business / technology park to be developed in conjunction with the expansion of maritime industries on Army Base property. At the same time, OMSS' proposal utilizes more than 80% of the site area to provide much needed services to industries that are essential to the survival and growth of the Port of Oakland.

Based on direct input from Oakland truckers, we know that the lack of services on the Army Base, in close proximity to maritime activities is part of the reason why truckers drive into West Oakland's residential neighborhoods. After long shifts, truckers seek food, beverage and services wherever they can. The overall goal is to create a one-stop, service-rich destination that can attract the trucks out of the neighborhoods, especially West Oakland, and back into the areas where trucking services are most needed.

The **solution to the trucking problem is to accomplish both objectives with the site** and reinvent OMSS into a "greener", modern truck support service facility. We are prepared to move forward with this proposal because we believe that the City of Oakland and the West Oakland community will truly benefit from the kind of pioneering investment that the OMSS team is prepared to make in the revitalization of the Oakland Army Base.



CONTACT INFORMATION:

Oakland Maritime Support Services

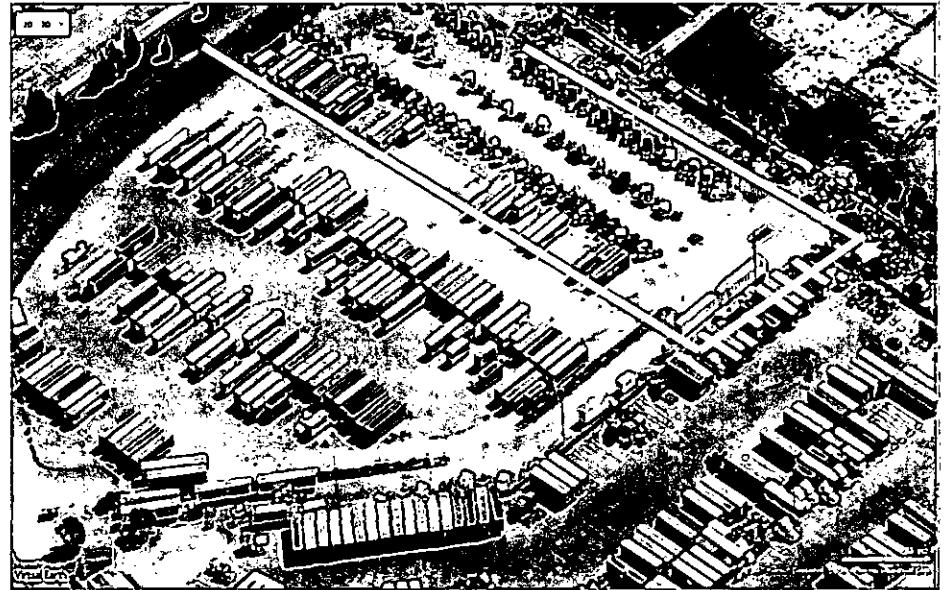
11 Burma Road Oakland, CA 94607
510.868.1005 phone 510.868.1007 fax

EXECUTIVE SUMMARY

◊ Oakland Maritime Support Services (OMSS) is a 17-acre multi-faceted trucking support and services facility at the Oakland Army Base.

Bill Aboudi has been serving the local trucking industry in Oakland for 15 years as the owner of AB Trucking and Oakland Maritime Support Services (OMSS).

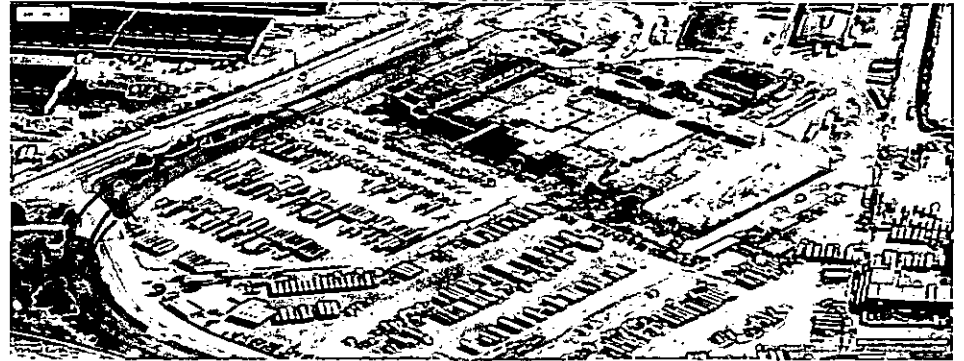
Hands-on experience providing truck-related, ancillary maritime services.



OMSS

We provide the following services:

- truck parking
- truck fuel
- container storage
- truck scales
- truck repair
- truck sales and tire sales
- transload services
- convenience market
- prepared foods
- insurance services
- DMV services
- physical exams
- drug testing

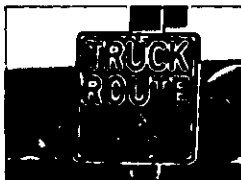


- We talk to Oakland truckers every day and respond to their needs.
- We continue to expand the range of services we offer to address the daily needs of local truckers.

OMSS has developed a customized software to manage our yard with optimal efficiency.

-
- < OMSS' plan is based on direct input from Oakland truckers
 - < Truckers drive into neighborhoods mainly seeking food, beverages, parking and services.

Lack of services on the Army Base near maritime activities, is one of the main factors creating truck traffic in West Oakland neighborhoods.

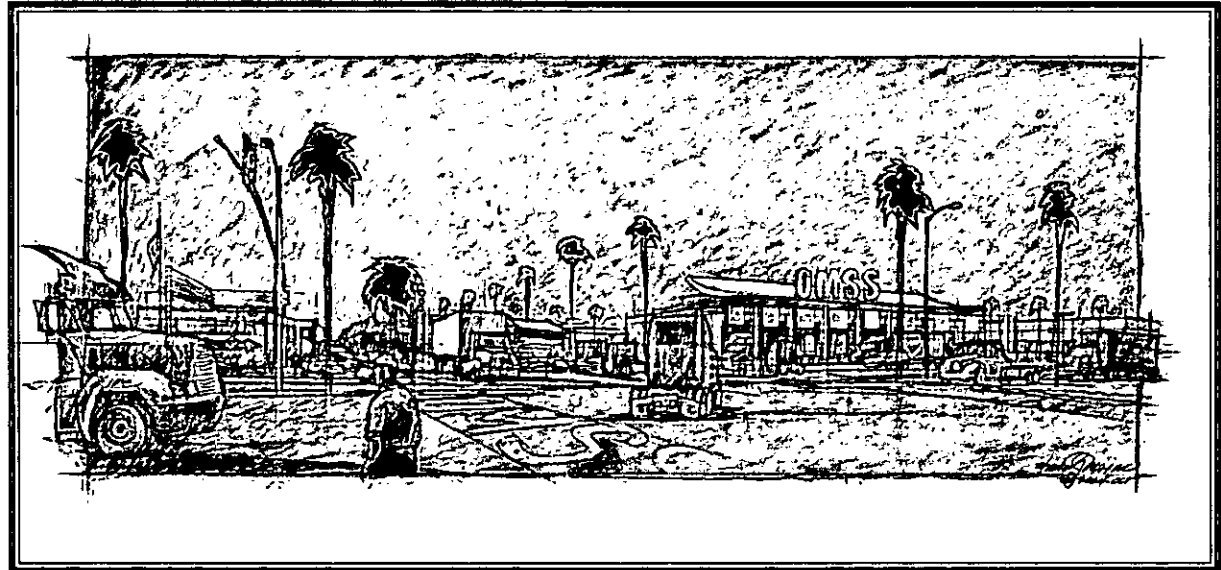


< OMSS – currently on a month-to-month lease with Agency.

< Currently occupy property in ENA with Wayans-Pacifica Capital.

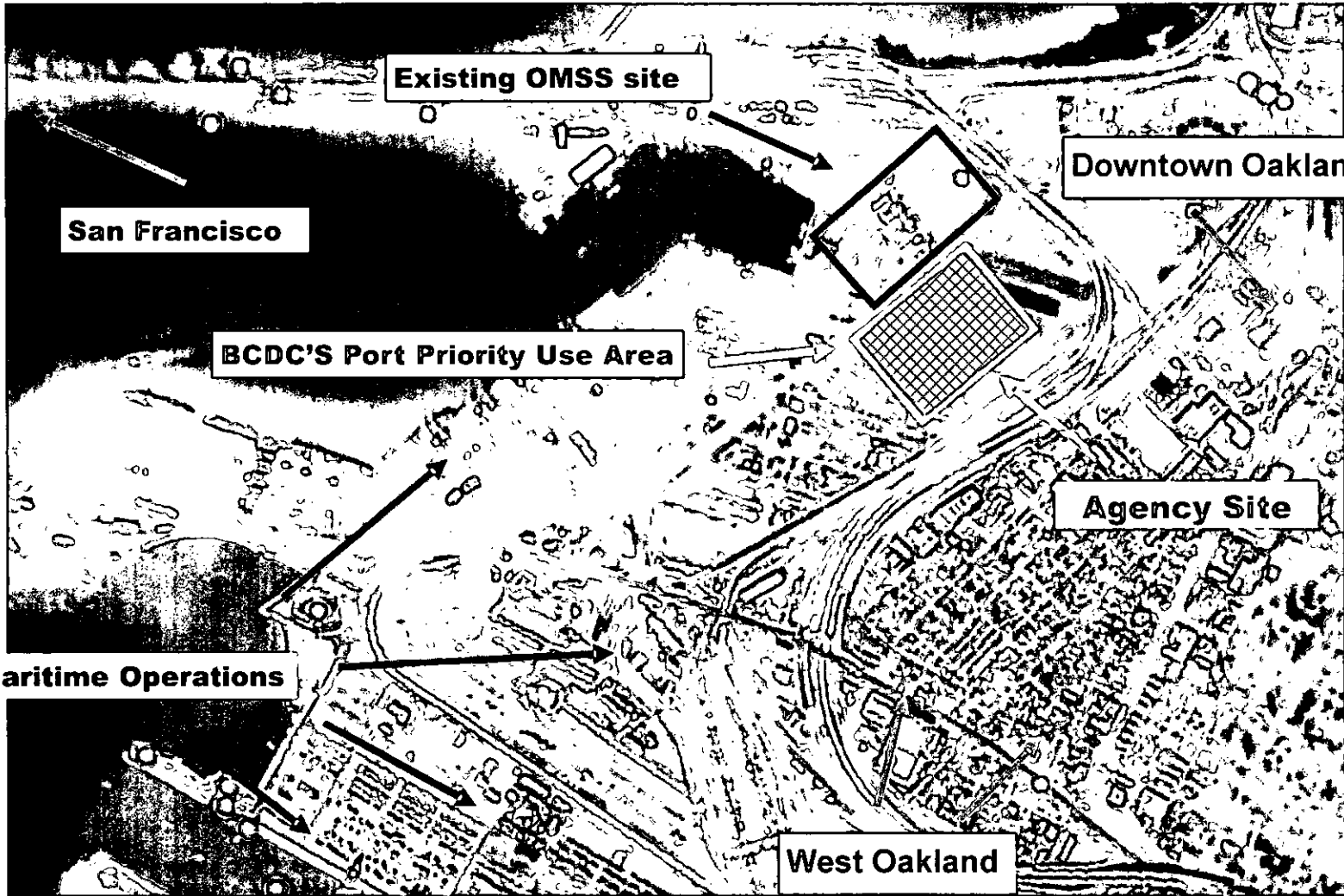
Seeking new, long-term headquarters for Oakland-based company.

The proposed **OMSS Truck Support and Service** facility is the next logical step in our progression.



Comprehensive truck support service facility for local truckers

DEVELOPMENT SITE



Port Maritime Operations



- BCDC'S Port Priority Use Area



- Agency RFP Property

◁ The OMSS proposal embraces the community's vision as stated in the Oakland Army Base Final Reuse Plan to create:

- (1) ancillary maritime services (AMS) and
- (2) a business and technology park.

We intend to accomplish both goals with the Agency site.

Our plan is a solution that (1) addresses the long-standing problem of truck fumes in West Oakland, (2) fulfills the BCDC requirement and (3) allows for upscale office park development to take place on the Army Base.

< Create a service-rich, one-stop destination for Oakland's truckers

Lure trucks out of the neighborhoods

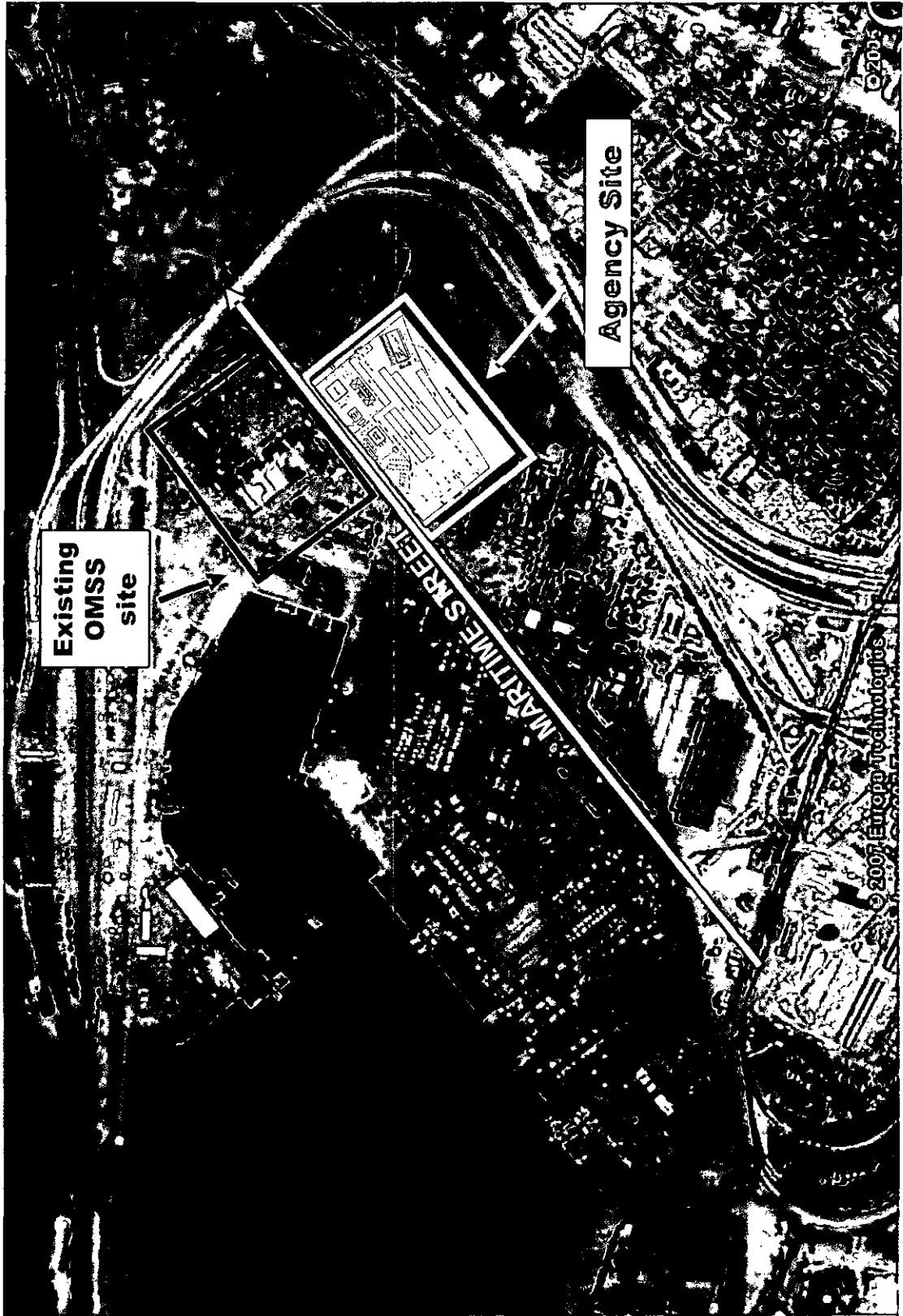
Develop a destination where comprehensive services are provided within a compact area

Given the Port's expansion, trucking support and service facilities are the sensible redevelopment option for this site.

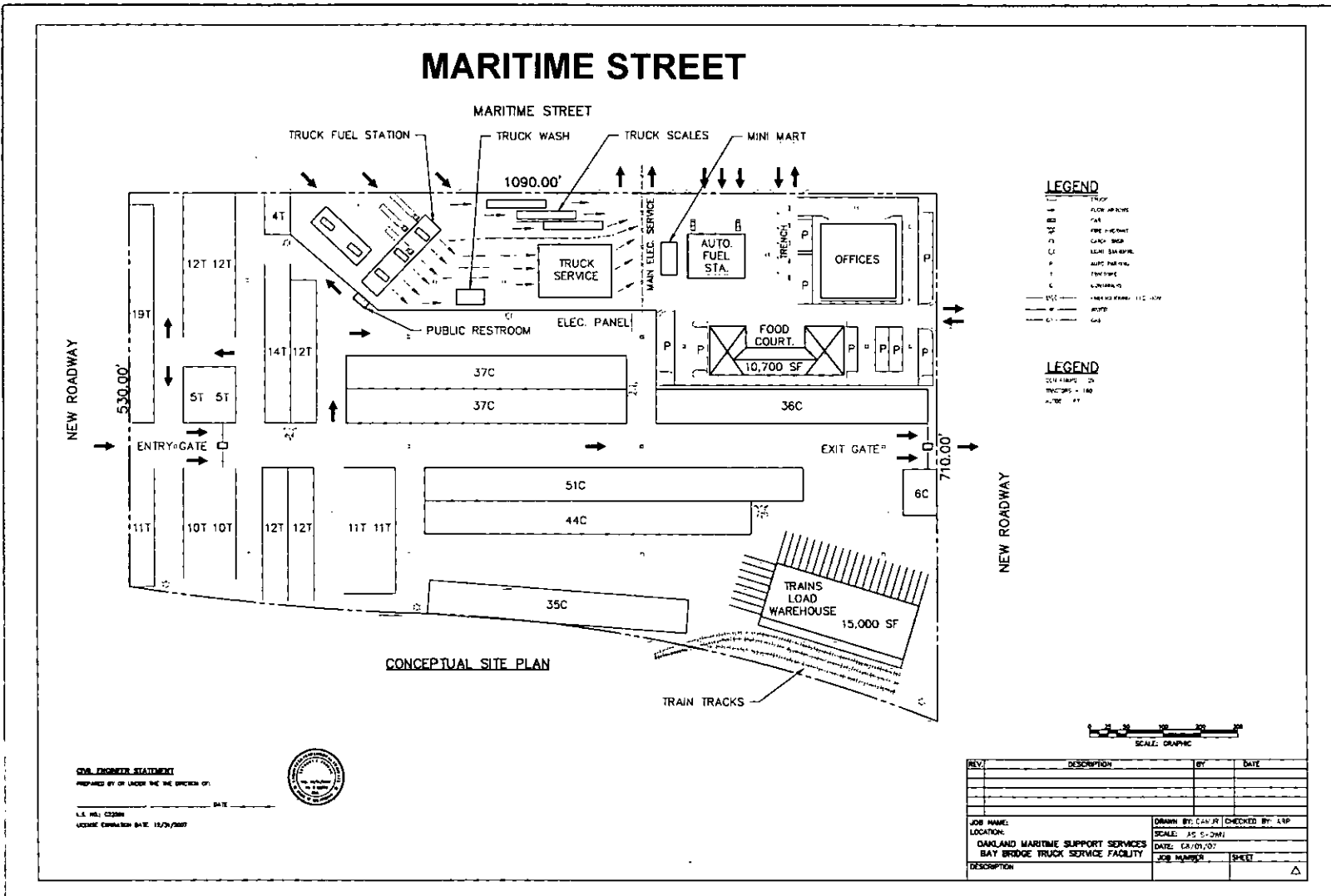
◁ Northern edge of the CEDA property enhanced with high-end commercial structures on Maritime Street that invite future commercial development.

◁ Provide office space for trucking companies and related businesses in Oakland to co-locate their offices.

Provide office supplies and retail services to truckers.



MARITIME STREET



LEGEND

TRUCK	TRUCK
FLOW ARROWS	FLOW ARROWS
PARKING	PARKING
FUEL PUMP	FUEL PUMP
WASH	WASH
SCALE	SCALE
MINI MART	MINI MART
AUTO FUEL STA.	AUTO FUEL STA.
OFFICES	OFFICES
PUBLIC RESTROOM	PUBLIC RESTROOM
ELEC. PANEL	ELEC. PANEL
FOOD COURT	FOOD COURT
TRAINS LOAD WAREHOUSE	TRAINS LOAD WAREHOUSE

LEGEND

CONCRETE	CONCRETE
ASPHALT	ASPHALT
GRAVEL	GRAVEL



CIVIL ENGINEER STATEMENT
PREPARED BY OR UNDER THE SUPERVISION OF:
DATE: _____
U.S. NO. 02299
LICENSE EXPIRES DATE: 12/31/2007



REV.	DESCRIPTION	BY	DATE

JOB NAME:	DESIGNED BY: C.A.N./R	CHECKED BY: L.S.P.
LOCATION:	SCALE: AS SHOWN	
DAKLAND MARITIME SUPPORT SERVICES	DATE: 08/01/07	
BAY BRIDGE TRUCK SERVICE FACILITY	JOB NUMBER:	SHEET
DESCRIPTION:		△

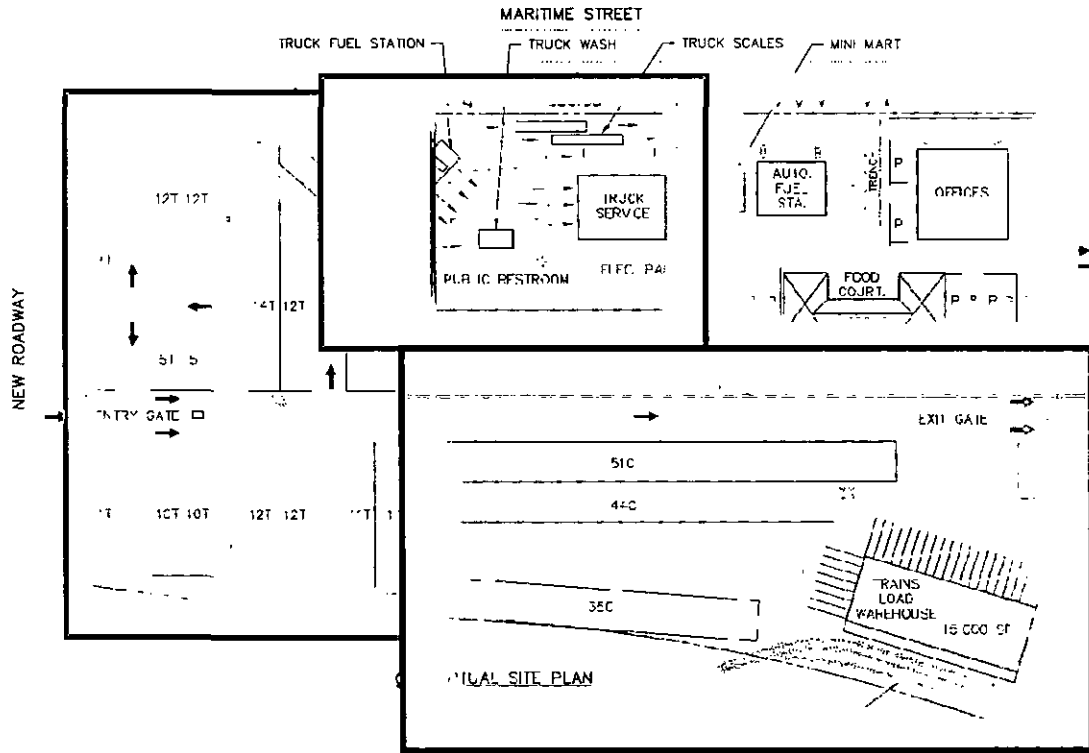
◊ **OMSS proposes to develop a 2.5-acre, green mixed-use development:**

- on the northern and central portions of the site
- more than 40,000 square feet of commercial space
- 18,000 square feet of ancillary retail
- serve as liner buildings that conceal the truck yard along Maritime Street
- compliment planned “business/technology park” concept on Army Base

Utilize remainder of site to provide comprehensive trucking services

- deliver a modern, state-of-the-art facility
 - create a physical hub for local trucking activities at the Port of Oakland
 - set the mark for enhanced quality, aesthetic value and property value for future development
-

MARITIME STREET



LEGEND

- TRUCK
- TRACTOR
- OFFICE
- RESTROOM
- FUEL
- WASH
- SCALES
- MART
- AUTO. F.J.E. STA.
- OFFICES
- FOOD COURT
- TRUCK SERVICE
- PUBLIC RESTROOM
- FLEEC. PARK

LEGEND

- TRUCK SCALES/SERVICE
- TRACTOR PARKING
- OFFICE/BUSINESS CENTER
- CONTAINER STORAGE & TRANS-LOAD SERVICES

- Truck Scales/Service
- Tractor Parking
- Office/Business Center
- Container Storage & Trans-load Services

INITIAL SITE PLAN

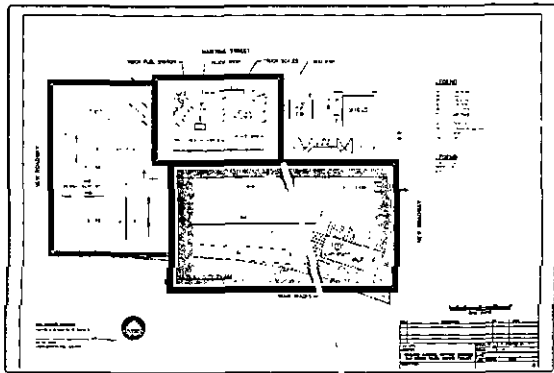


CON. ENGINEER STATEMENT
 PREPARED BY OR UNDER THE DIRECTOR OF:
 L.S. NO. 00208
 LICENSE EXPIRES DATE: 12/31/2000



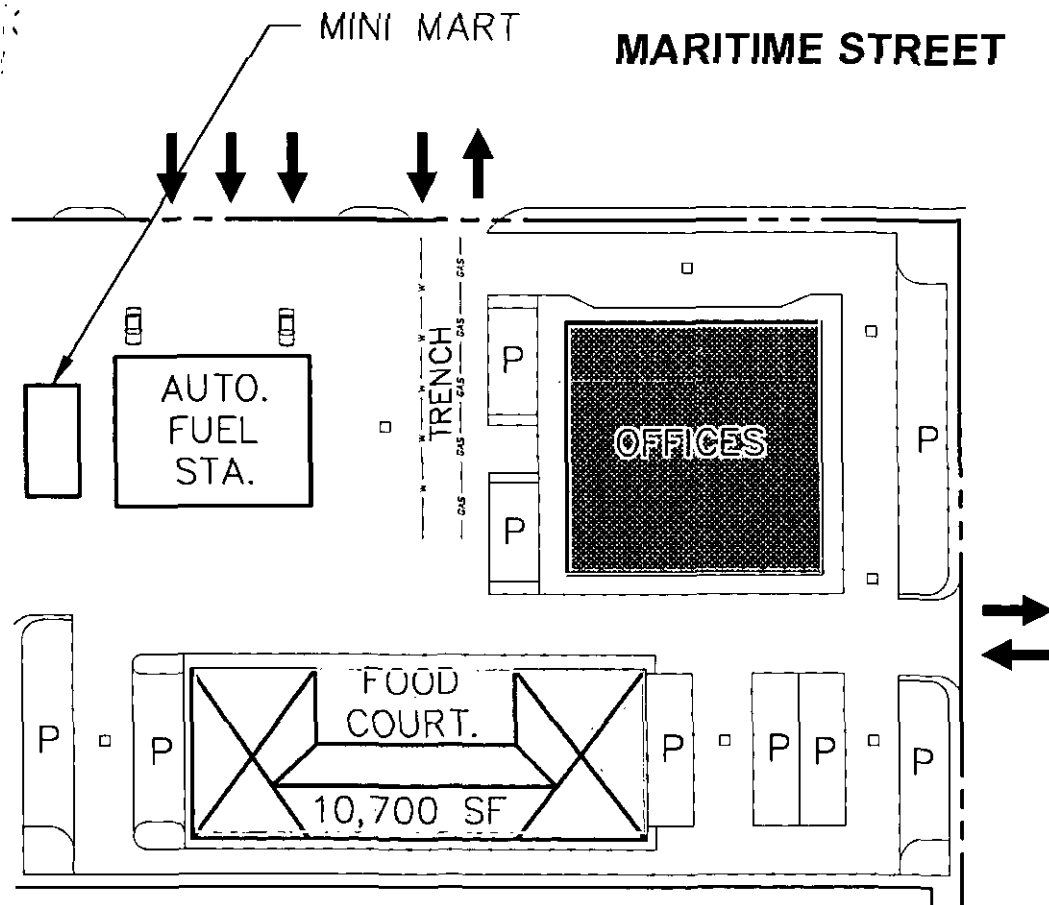
REV.	DESCRIPTION	BY	DATE

JOB NAME: OAKLAND MARITIME SUPPORT SERVICES BAY BRIDGE TRUCK SERVICE FACILITY	DESCRIPTION:	DRAWN BY: CAM/JZ	CHECKED BY: ATP
LOCATION: OAKLAND MARITIME SUPPORT SERVICES BAY BRIDGE TRUCK SERVICE FACILITY	DATE: 02/07/07	SCALE: AS SHOWN	JOB NUMBER: SHEET

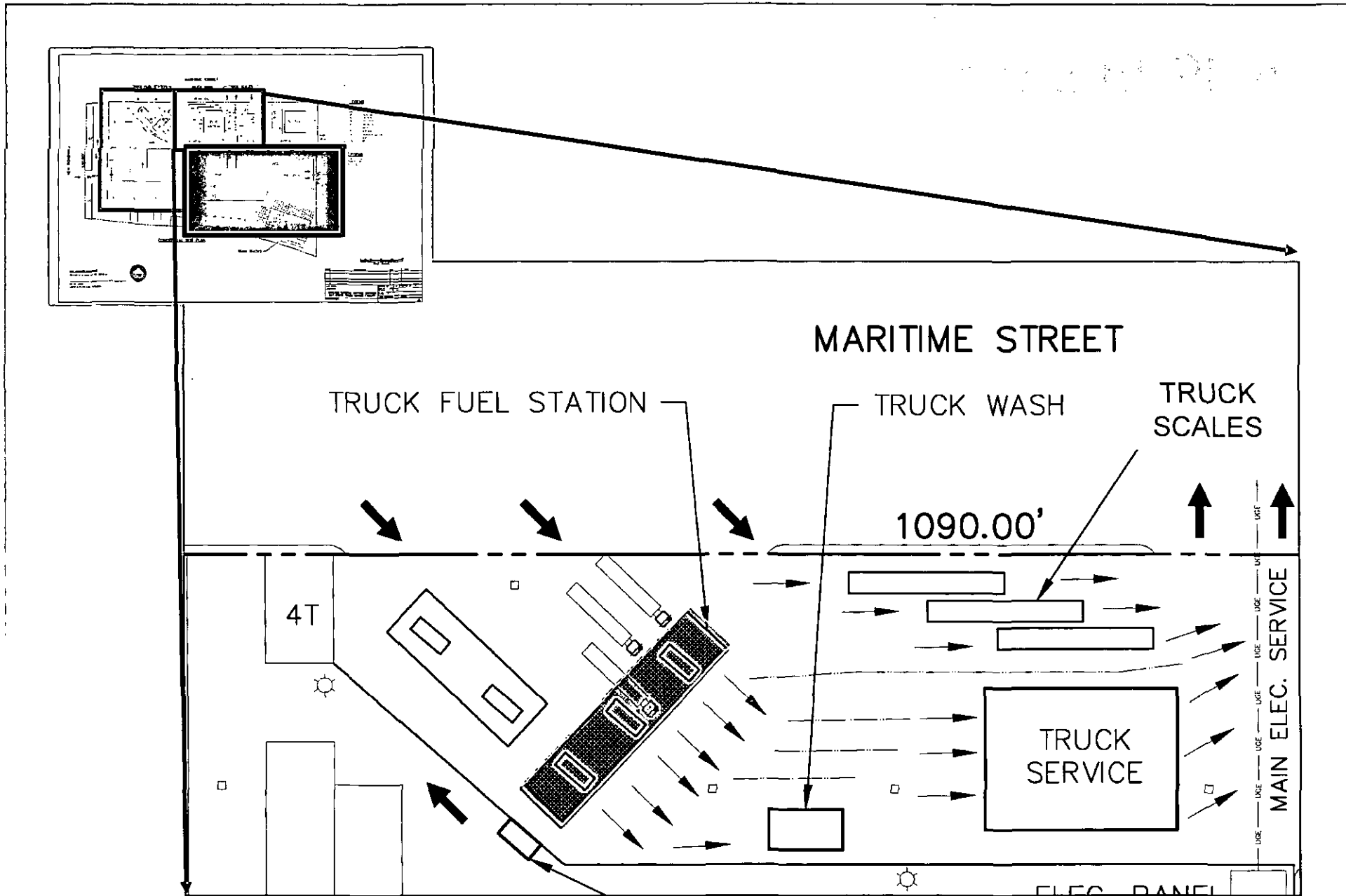


2.5-acre, green Office-retail development

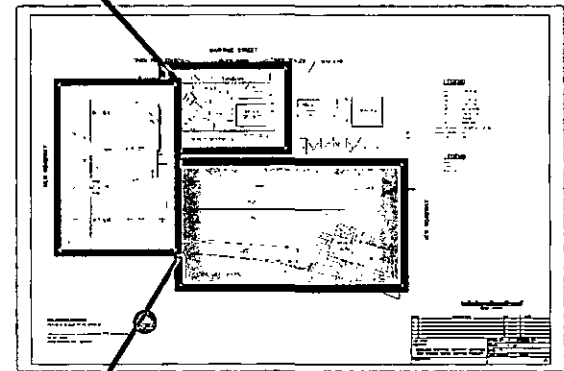
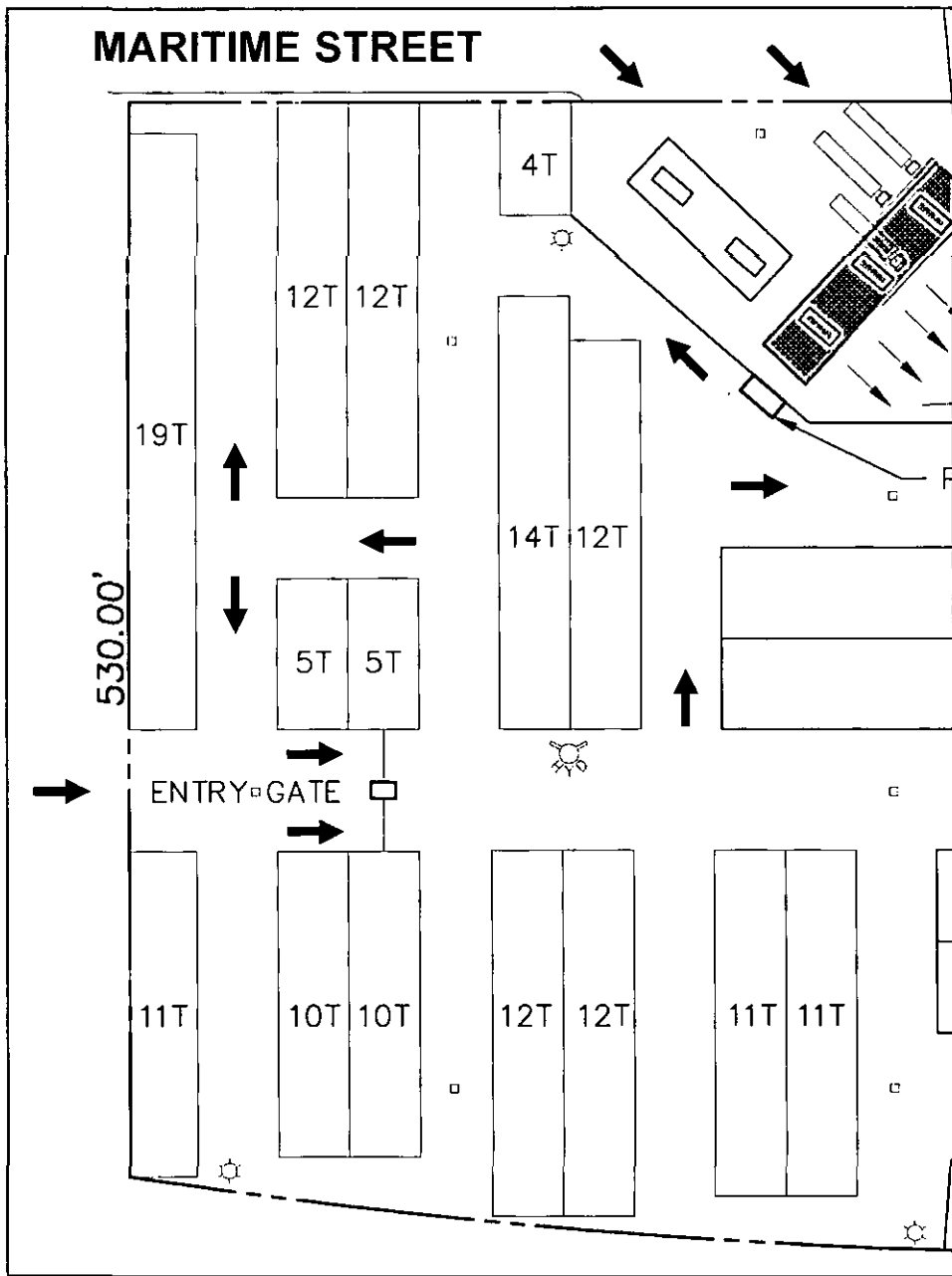
- 40,000+ sf of commercial space
- 15,000 sf ancillary retail space
- liner buildings conceal truck yard
- northern and central portions of the site



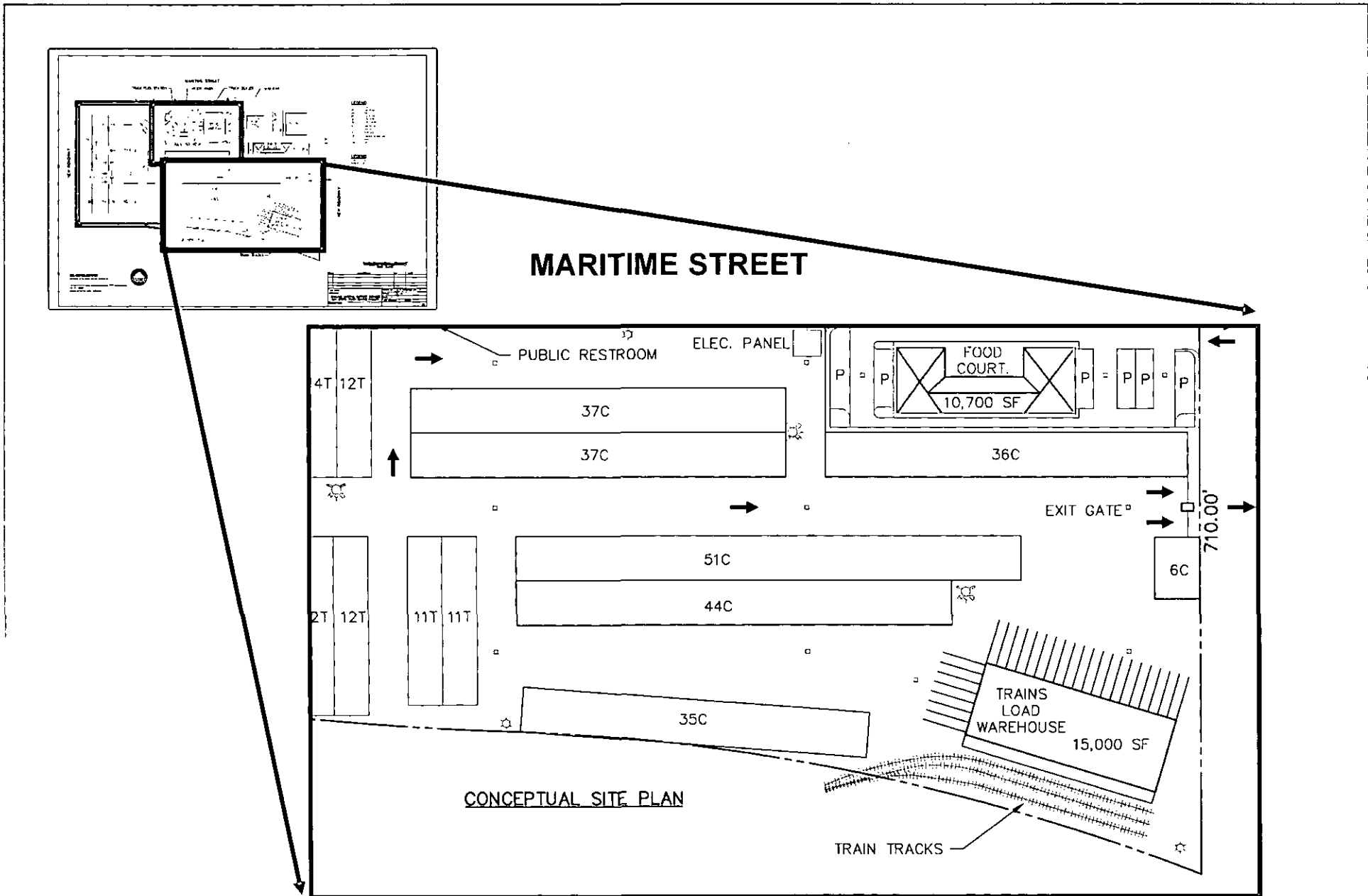
The Auto Fuel, Convenience Mini-Mart, Food Court and Office Building will be situated at the northern portion of the site with access from Maritime Street..



Truck Fuel, Truck Scales, Truck Wash and Truck Service/Repair areas will be located on about 1.5 acres in the central portion of the site with access from Maritime Street..



Truck Tractor parking and storage at the OMSS facility will provide parking for approximately 160 trucks.



Container storage will be located on the central and eastern portions of the site. The OMSS facility can provide container storage for approximately 290 containers.

< Execute Lease Agreement	October 2007
< Submit Plans for Truck Services Yard	January 2008
< Obtain CEDA Approval (30 days)	February 2008
< Begin Site Work for Truck Services Yard	May 2008
< Submit Design Plans for Market/Food Court	September 2008
< Obtain CEDA Approval of Food Court(60 days)	November 2008
< Submit Design Plans for Office Building	February 2009
< Begin Construction of Market/Food Court	March 2009
< Obtain CEDA Approval of Office Bldg (90 days)	May 2009
Complete Site Work for Truck Services Yard	May 2009
Begin Vertical Construction of Office Building	September 2009
Complete Construction of Market/Food Court	March 2010
Complete Construction of Office Building	March 2011

Development Summary (FAR SF)

Truck Storage / Parking		179,000
Container Storage		181,500
Truck Scales		10,000
Truck Service/Repair		20,000
Truck Fuel Center		21,250
Truck Wash		3,750
Trans Load Facility		<u>62,500</u>
Subtotal Truck Services Yard		478,000 sf

TOTAL LAND AREA	13.5	588,100
TOTAL FLOOR AREA		628,350
GROUND LEASE PMT (YR)	\$	250,000

Convenience market	3,000
Food Court	10,700
Auto Fuel	24,000
Parking - Conv/Food Court	<u>15,400</u>
Subtotal - Conv/Food Court	53,100

Office Space	40,000
Retail Space (eg. Kinko's)	5,000
Office Bldg Common Area	6,750
Parking - Office Bldg	<u>45,500</u>
Subtotal - Office/Retail	97,250

Sources and Uses

		Total
Conventional Debt	68%	\$ 30,900,846
Tax Increment Financing		\$ 2,037,344
Upfront Land Cost/Agency		\$ -
Investor Equity	28%	\$ <u>12,802,489</u>
		\$ 45,740,678

Valuation

Projected Yr 4 Annual Revenue	\$4,175,560
Projected Yr 4 Net Operating Income	\$2,783,360
Projected Yr 4 Project Value	\$45,698,560
Projected Yr 4 Asset Value	\$45,698,560
Net Surplus / (Shortfall)	(\$42,118)

Land Costs	\$ -
Construction Costs	\$ 33,318,797
Soft Costs	\$ 6,277,437
Financing Costs	\$ 4,812,191
Contingency	\$ <u>1,332,253</u>
	\$ 45,740,678

DEVELOPMENT TEAM

Our team represents the rare combination of...

- Local business experience and expertise
- Community relationships
- Real estate development expertise
- Financial backing
- Proven commitment to West Oakland
- Relationships with environmental & job training programs

To successfully create...

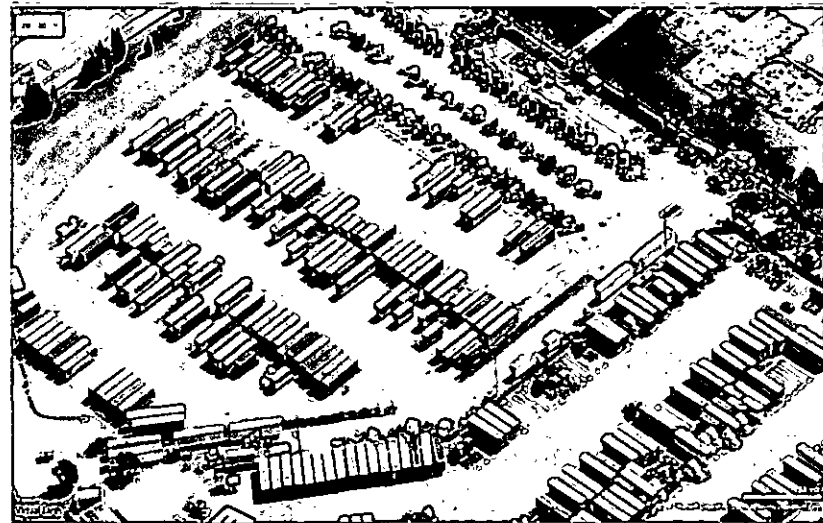
A trucking services and support facility that reflects a shared vision with the Oakland Redevelopment Agency, the Port of Oakland and the West Oakland community.

Bill Aboudi, President and Owner

- < Serving the local trucking industry in Oakland since 1992
- < Originally located at the Naval Supply Center, MTBA was a company that provided truck parking services only.

Expanded to offer a broader range of trucking services in 2003

Today, OMSS is a multi-faceted trucking support and services company headquartered at the Oakland Army Base



Experienced Operator
Local knowledge & expertise
Financial Management
Technology Management
Community Relations

Joseph Zadik, Partner

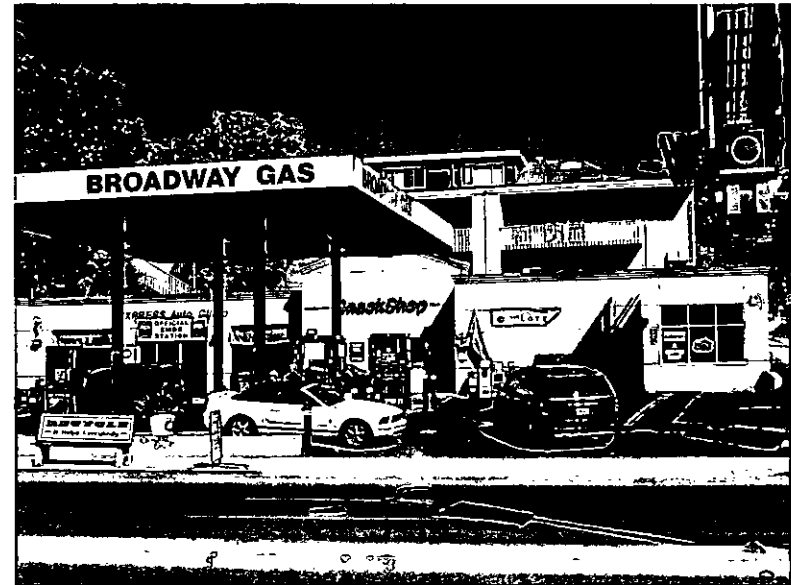
< Owner and operator of auto & truck repair and service stations for 30+ years.

Owner of the only full-service truck stop in the Bay Area, managing all aspects of the station's operations.

- Improved the station's financial condition, appearance and profitability
- Added truck washing, tire repair, truck repair
- Incorporated driving school program

Acquired and redeveloped two full-service automobile gas and service stations in Oakland and Alameda

- Built a new convenience market.
- Improved profitability



Real estate acquisitions
Real estate development
Service Center Operations

Francis Greenwall, Partner

- < Seasoned real estate developer, investor and asset manager
- ✓ Co-owner of landmark Bay Area hotels, apartments and office buildings, including the King George Hotel in San Francisco.

Experienced in every aspect of developing a medium size project of \$40+ million from entitlements thru construction.



Real estate acquisitions
Real estate development
Investment management

Jai Jennifer, Consultant

- < Owner of Northern Real Estate, a development and consulting firm based in Oakland.
- > Expertise is urban infill and smart growth development.

Consulting experience includes:

- Jack London Square Phase 2
- Oak-to-Ninth Streets
- Mandela Transit Village
- Chestnut-Linden Courts
- West Oakland Main Street

Jai Jennifer consulted in Oakland for nearly ten years.



Real estate development
Project Feasibility
Project management

The OMSS Truck Support and Service Center will revitalize the Oakland Army Base and create benefits for the City of Oakland.

1. Approx. 360 Jobs Generated
2. Retain Existing and Create New Small Businesses
3. Local Business Participation
4. Job Training and Employment Opportunities
5. Value of Physical Improvements \$36 Million
6. Annual Lease Revenue of \$250,000
7. Incremental Sales Tax Revenues

◁ “Can Do” Team

◁ Evolving product and service line that is responsive to local trucking needs.

◁ Offer trucking services, prepared foods and beverages.

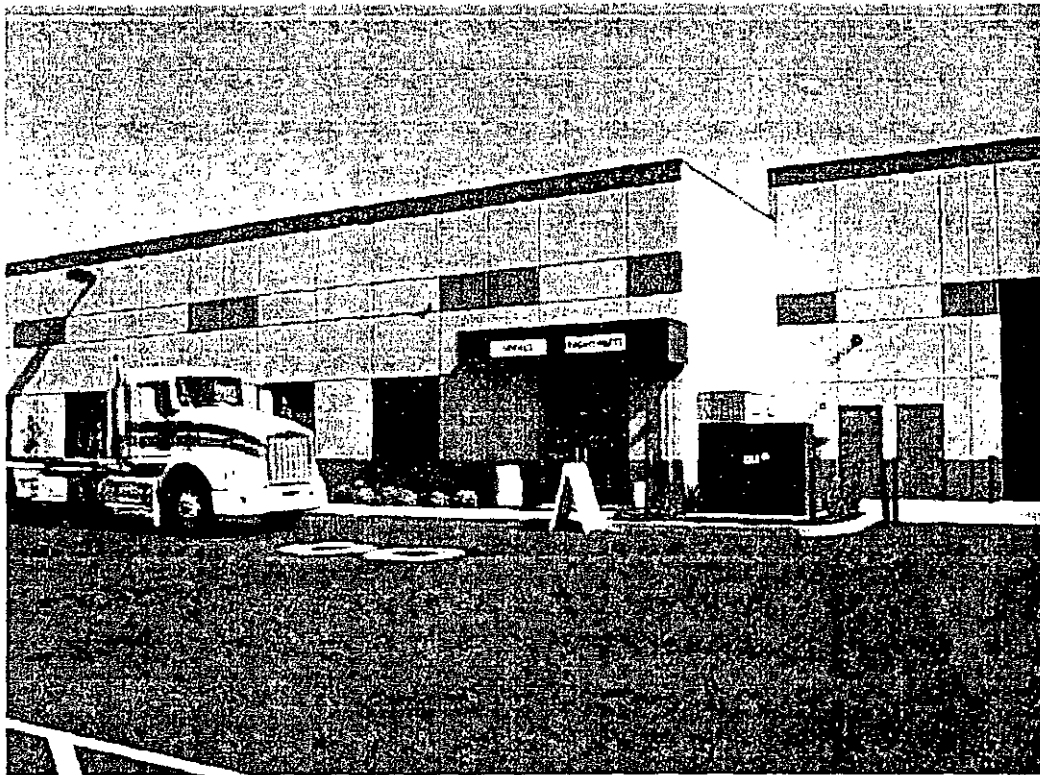
Support small business development.

Support job training programs for local residents.

Operations, Management and Real Estate development expertise.

**ATTACHMENT F: SELECTED EXCERPTS OF
BAY AREA KENWORTH PROPOSAL**

BAY AREA KENWORTH



Response to the
Oakland Redevelopment Agency RFP
for
ANCILLARY MARITIME SERVICES

August 6, 2007

BAY AREA KENWORTH

August 6, 2007

Mr. Alex Greenwood
City of Oakland Community and Economic Development Agency
250 Frank Ogawa Plaza, Suite 5313 (5th Floor)
Oakland, CA 94612

Dear Mr. Greenwood:

Bay Area Kenworth (BAK) is pleased to submit this proposal in response to the City of Oakland Community and Economic Development Agency (CEDA) request for proposals to provide Ancillary Maritime Services at the Oakland Army Base. Bay Area Kenworth has been a steady contributor to the City of Oakland's economic landscape for nearly 20 years. Whether we continue to provide jobs, tax revenues and economic, environmental and safety solutions, as it pertains to trucking and its effects on Oakland residents and goods movement...depends on you.

Our proposal is to purchase five (5) acres in the area known as "the old Oakland Army Base", as has been approved by you for a variety of Auto Dealers. In a similar fate to Oakland's Auto Dealers, our Medium and Heavy Duty Truck Dealership faces lease expiration in an area of dramatically rising costs. Our lease expires in May, 2009 and it is imperative if we are to relocate to a permanent home that the property be identified by the summer of 2007 to accommodate planning, permitting and construction of a new facility. In brief, our proposals merits include:

- Retaining 60 well paying jobs
- Retaining approximately \$40 million in annual sales tax revenue
- Providing for an environmentally friendly transition zone from public retail (Auto Dealers) to Industrial retail (Truck Dealer)
- Establishing this area as a location for ancillary support services required for Port of Oakland and City of Oakland goods movement
- Increasing Oakland residential safety and health by mitigating truck traffic and associated congestion and air pollution

Since our buyout in 1999, Bay Area Kenworth has demonstrated its commitment to our employees by investing in their training and development along with providing industry leading wages and health benefits. As an example, we have contributed over \$1 million dollars to our employees profit sharing and 401K company match over the past 7 years. Our commitment to our community is evidenced by our leadership in the development of the Port of Oakland's Air Quality Programs. Our commitment to our customers is evidenced by the recognition bestowed on our employees and operations when recognized as Kenworth's North American Dealer of the Year in 2004. Today, I am counting on your support, so that we can continue to meet our commitments to our employees, our community and our customers. We will utilize nearly the same team as we used for the Sacramento dealership to complete our new flagship facility in Oakland. We look forward to working with you. Please feel free to contact me directly at 510-836-6100.

Very truly yours,


Harry Mamizuka
President

B. Proposed Project Scope

PROPOSAL SUMMARY

Bay Area Kenworth, an Oakland-based company, is one of the premiere truck dealerships in the country with annual payroll of over \$3.5 million and gross sales receipts of more than \$40 million.

Bay Area Kenworth is proposing to build a new, state-of-the-art truck dealership on Maritime Street adjacent to other truck-related ancillary maritime services.

We have just recently completed the construction of a brand new dealership in Sacramento that we would use as the model for a new Oakland facility. The site plan for the new dealership requires about five (5) acres of land.



Our response to the CEDA's Request for Proposals is to develop a new and used truck dealership adjacent to other truck-related maritime activities — our primary source of customers. We believe that our company's services complement the ancillary maritime uses outlined in your Request for Proposals, and we would like to be part of the overall plan for the redevelopment of the Army Base.

NARRATIVE PROJECT DESCRIPTION

Bay Area Kenworth's New Oakland Facility

Our development proposal is to create a new truck showroom, parts sales and truck service areas in our Bay Area Kenworth Bay Bridge Facility. We are proposing to develop a 5.0-acre, green dealership fronting on Maritime Street. Like our Sacramento dealership, the new Oakland facility will consist of approximately 10,000 square feet of vehicle showroom space, 2,500 square feet of office space, 15,000 square feet of inventory/warehouse space, a 20,000 square foot vehicle service and repair shop and 100 surface parking spaces. The total facility will be approximately 80,000 square feet.

LIST OF TYPES OF LAND USES

- New and Used Truck Sales
- Truck Parts Sales
- Truck Service and Body Shop

LAND / FLOOR AREA DEVOTED TO EACH TYPE OF LAND USE

The total land area and floor area dedicated to each land use in the proposed Bay Area Kenworth Oakland/Bay Bridge Dealership is presented below:

New and Used Truck Sales

LAND AREA = 10,000 SF
FLOOR AREA = 10,000 SF

Truck Parts Sales

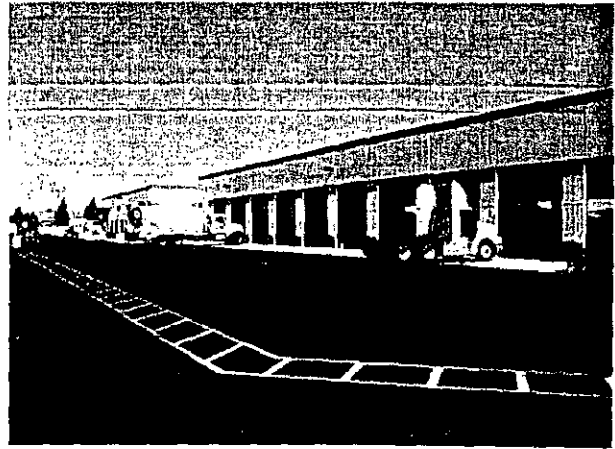
LAND AREA = 15,000 SF
FLOOR AREA = 15,000 SF

Truck Service and Body Shop

LAND AREA = 20,000 SF
FLOOR AREA = 20,000 SF

Parking

LAND AREA = 35,000 SF
FLOOR AREA = 35,000 SF



TYPES OF SERVICES OFFERED

New and Used Truck Sales Parts, Service and Repair

New Truck Sales - As an authorized Original Equipment Manufacturer (OEM) distributor for both Kenworth Truck Company and Nissan Diesel America, Bay Area Kenworth trained sales professionals work with customers in the construction, food distribution, beverage hauling, and pick-up-and delivery industries for both medium and heavy duty truck needs. Bay Area Kenworth has been a leader in working with Kenworth Truck Company to introduce alternative fuel (e.g. Liquid Natural Gas) and hybrid vehicles for customers operating in the Bay Area.

Used Truck Sales - Bay Area Kenworth's Used Truck Sales Team actively works with local customers to source and provide Used Trucks that meet the Bay Area and Port truck application requirements. Bay Area Kenworth has been the leading advocate and supporter of the Port of Oakland's Clean Air Program.

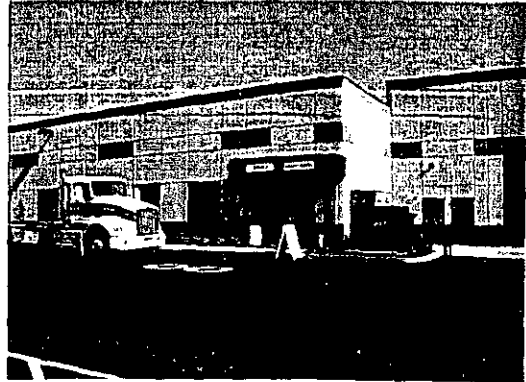
Truck Parts Sales

Parts - Bay Area Kenworth stocks over \$1.5 million in OEM medium and heavy duty parts to meet both local and Port of Oakland customer requirements. Bay Area Kenworth's Parts Professionals are trained

by the manufacturer to identify and source state-of-the-art computer applications, parts for all truck makes and models.

Truck Service and Body Shop

Service and Body Shop - Bay Area Kenworth factory certified Service Technicians are qualified to work on all Cummins and Caterpillar engines that meet the 2007 emission requirements. In addition, working with direct supplier partners, Bay Area Kenworth will be one of the only medium and heavy duty truck dealerships in the Bay Area qualified to diagnose and repair LNG and install retrofit filter packages to meet California Air Resource Board requirements.



SITE IMPROVEMENTS

- On-site utility connections
- Lighting
- Landscaping, Grading and Paving

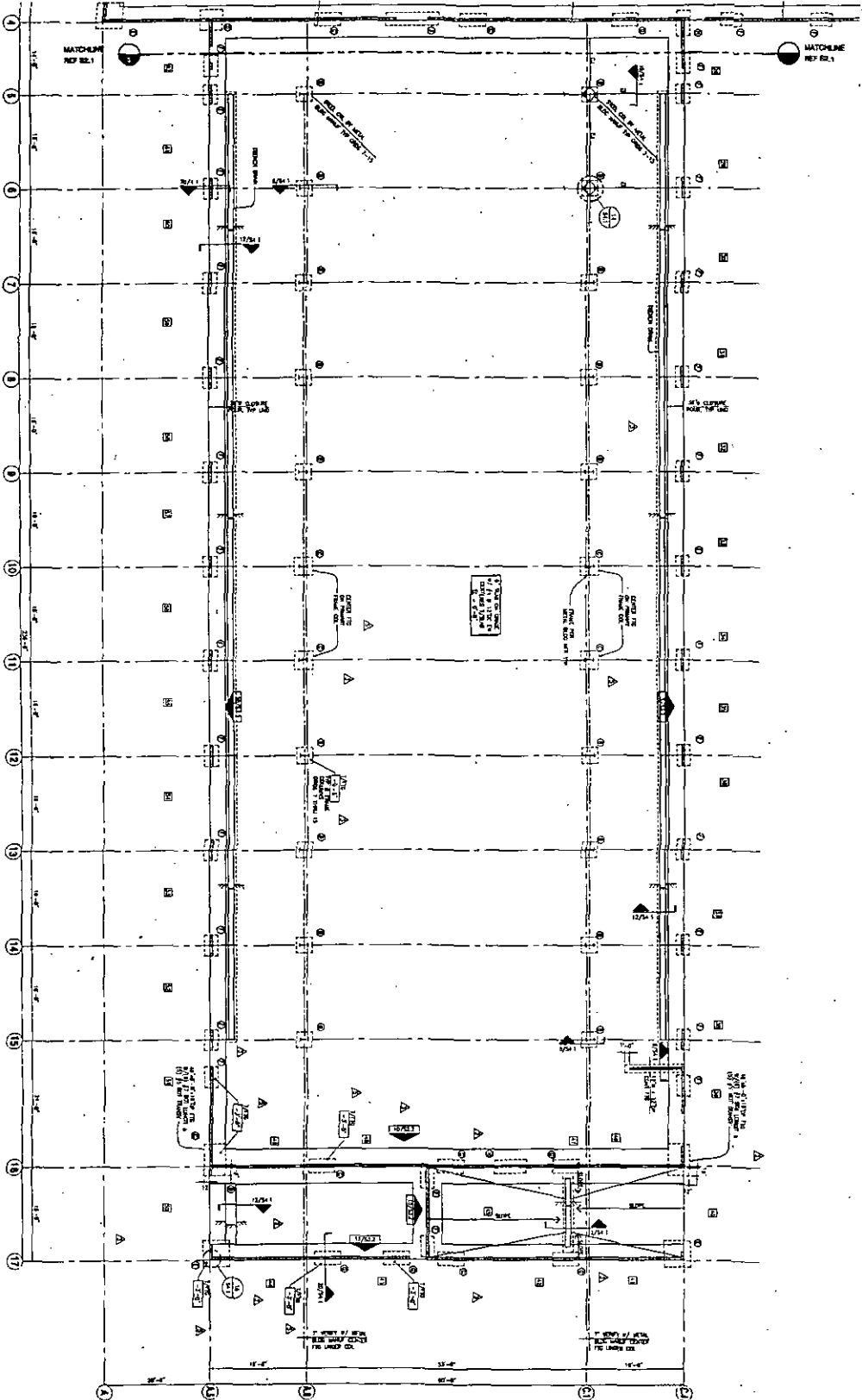
USE OF EXISTING STRUCTURE AND SALVAGED BUILDING MATERIAL

The Bay Area Kenworth Oakland/Bay Bridge dealership would not lend itself to the salvage of historic materials or structures.

UTILITY REQUIREMENTS

The following are our estimates for on-site utility requirements to power our new facility:

- Domestic water capacity -- 25,000 gallons/day
- Sanitary sewer capacity -- 28,000 gallons/day
- Electrical capacity -- 400 Kva
- Storm water drainage -- 55 cu. ft. per sec.



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- FOUNDATION CHALLENGE**
- 1. FOR EXISTING FOUNDATION WITH 3000 GRAIN, ALLOWANCE OF 10% REDUCED STRENGTH IS TO BE USED.
 - 2. FOR FOUNDATION PLAN WITH REFERENCE TO 1.
 - 3. FOR OTHER FOUNDATION REFERENCE TO 1.

DATE: 04-11-10
 DRAWN BY: [Signature]
 CHECKED BY: [Signature]

FOUNDATION PLAN
 SCALE: 1/4" = 1'-0"

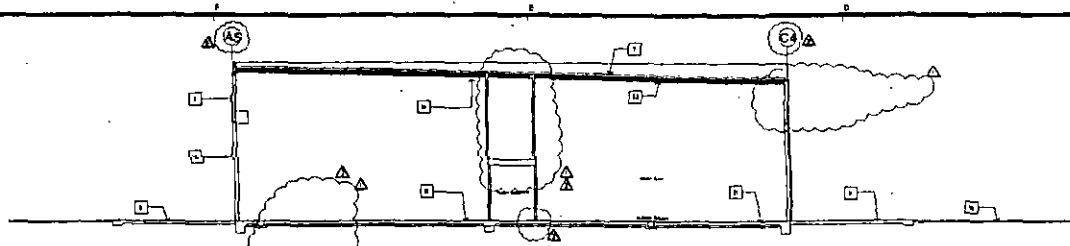
CONSTRUCTION DOCUMENTS FOR:
SACRAMENTO KENWORTH
 1ST DISPLAY WAY
 SACRAMENTO, CALIFORNIA
 SACRAMENTO TRUCK CENTER - SERVICE

DCI ENGINEERS
 CIVIL & STRUCTURAL
 1000 J STREET
 SACRAMENTO, CA 95811
 (916) 442-1111

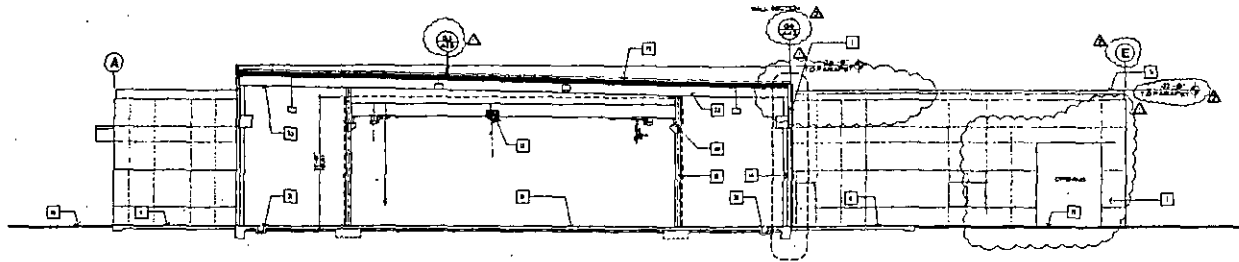


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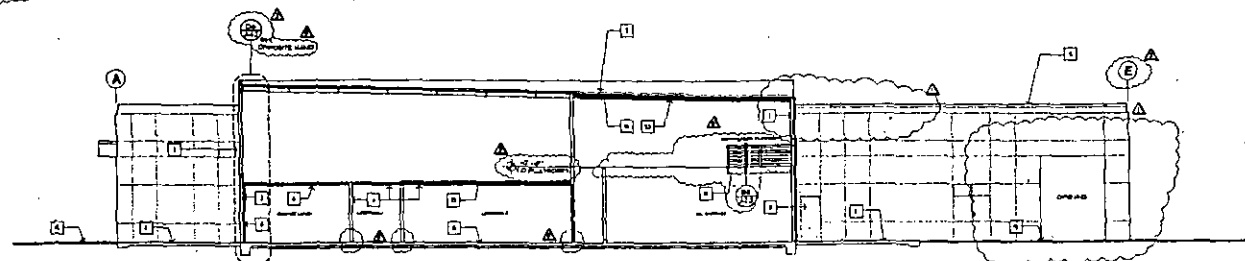
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G2 BUILDING SECTION
SCALE: 1/8"=1'-0"
WEST DIRECTION



G4 BUILDING SECTION
SCALE: 1/8"=1'-0"
WEST DIRECTION



G5 BUILDING SECTION
SCALE: 1/8"=1'-0"
WEST DIRECTION

- KEYNOTES:**
- 1. CONCRETE TIE-BACK PANELS, SEE STRUCTURAL DRAWINGS
 - 2. WALL FINISHES, SEE FINISH SCHEDULE
 - 3. ROOF FINISHES, SEE FINISH SCHEDULE
 - 4. EXTERIOR DOORS, SEE FINISH SCHEDULE
 - 5. EXTERIOR WINDOWS, SEE FINISH SCHEDULE
 - 6. EXTERIOR WALLS, SEE FINISH SCHEDULE
 - 7. EXTERIOR ROOFING, SEE FINISH SCHEDULE
 - 8. EXTERIOR PAINT, SEE FINISH SCHEDULE
 - 9. EXTERIOR LIGHTING, SEE FINISH SCHEDULE
 - 10. EXTERIOR VENTILATION, SEE MECHANICAL DRAWINGS
 - 11. EXTERIOR SECURITY, SEE SECURITY DRAWINGS
 - 12. EXTERIOR LANDSCAPING, SEE LANDSCAPE ARCHITECTURE DRAWINGS
 - 13. EXTERIOR SIGNAGE, SEE SIGNAGE DRAWINGS
 - 14. EXTERIOR FURNITURE, SEE FURNITURE DRAWINGS
 - 15. EXTERIOR UTILITIES, SEE UTILITIES DRAWINGS
 - 16. EXTERIOR MATERIALS, SEE MATERIAL SCHEDULE
 - 17. EXTERIOR CONNECTIONS, SEE STRUCTURAL DRAWINGS
 - 18. EXTERIOR CONNECTIONS, SEE STRUCTURAL DRAWINGS
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COMSTOCK ARCHITECTS, INC.
15004 Placer Lane, Suite A
Sacramento, CA 95827
Phone: 916-362-6300
Fax: 916-362-5841

Duane M. Johnson
Architect
Daniel P. Johnson
Architect
Kevin L. Wilson
Architect



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City of Sacramento
Job 1.1 PM
NORTH PEAK
CENTER

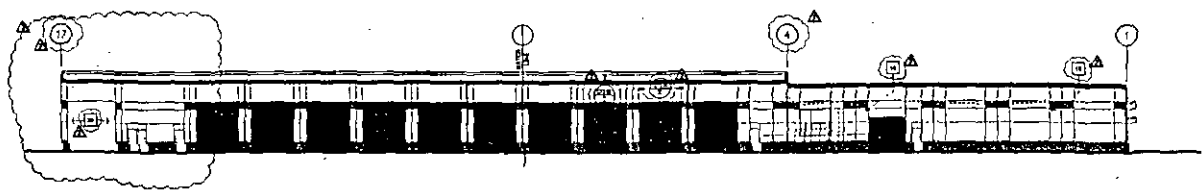
ISSUED
City of Sacramento
Job 1.1 PM
NORTH PEAK
CENTER

CONTRACTOR DOCUMENTS FOR:
SACRAMENTO KENWORTH
SACRAMENTO CALIFORNIA
SACRAMENTO TRUCK CENTER - SERVICE

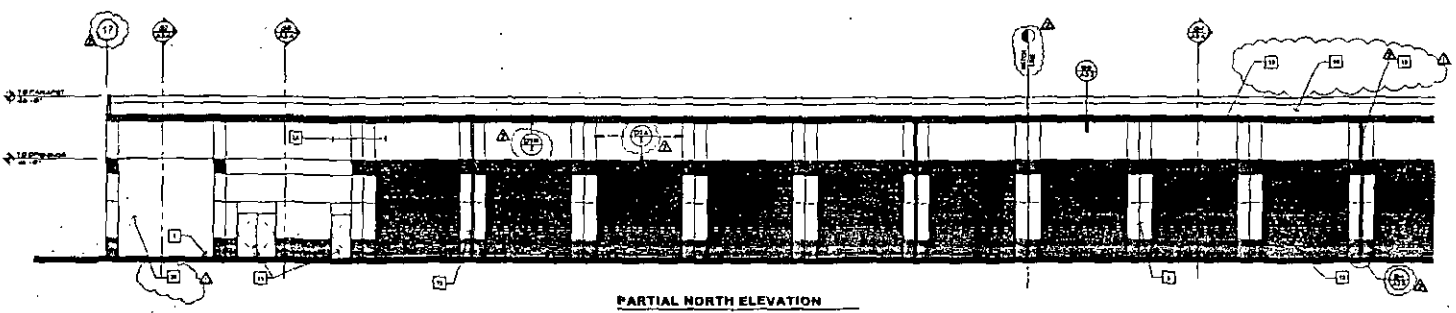
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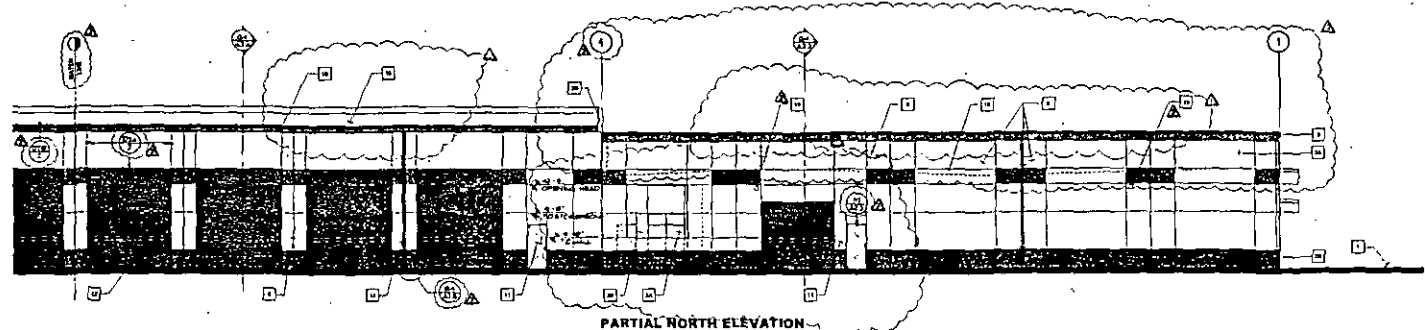
This document has been prepared and approved by the City of Sacramento. Date: 11/16/07



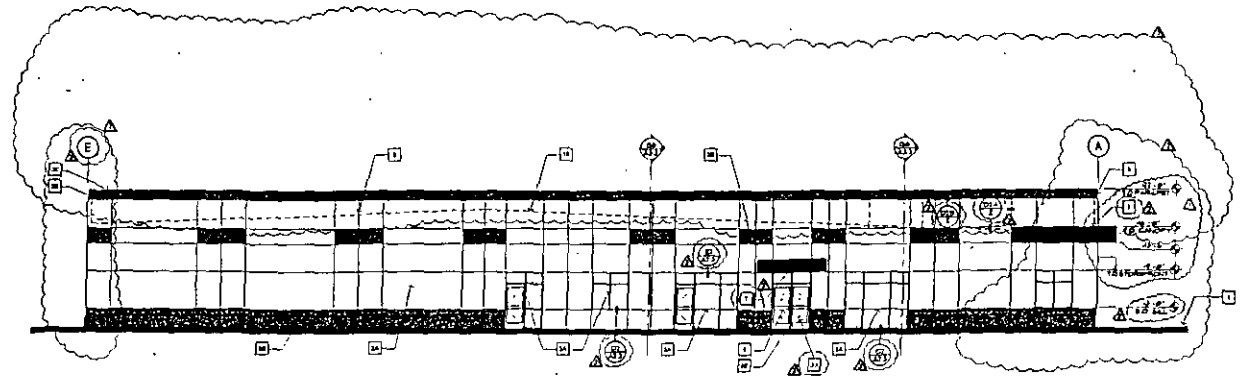
FOR REFERENCE ONLY
G2 KEY ELEVATION (NORTH)
 SCALE: 1/8"=1'-0"



PARTIAL NORTH ELEVATION



PARTIAL NORTH ELEVATION



WEST ELEVATION

G6 EXTERIOR ELEVATIONS
 SCALE: 1/8"=1'-0"

- KEYNOTES:**
1. LAMP OR PAPER HANGING ON W.C. FINISH. SEE CIVIL CONSTRUCTION SPECIFICATIONS.
 2. FINISH: TO BE SPECIFIED. FINISHES WITH TEXTURED PAINTS, WALLS, AND STRUCTURAL MEMBERS SHALL BE PAINTED. FINISHES TO BE SPECIFIED BY OWNER.
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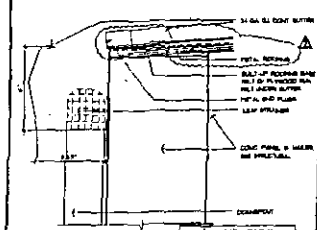
COMSTOCK
 Architects, Inc.
 1824 Placer Lane, Suite 1
 Sacramento, CA 95821
 Phone: 916 342-8242
 Fax: 916 342-8841

Duane M. Johnson
 Architect
 Daniel P. Erickson
 Architect
 Kevin L. Wilson
 Architect



APPROVED
 City of Sacramento Planning Commission
 SITE
 OCT 1 1984

RECEIVED
 CITY OF SACRAMENTO
 PLANNING COMMISSION
 OCT 1 1984



B6 FASCIA GUTTER
 SCALE: 3/4"=1'-0"

CONSTRUCTION DOCUMENTS FOR:
 SACRAMENTO KENWORTH
 707 DISPLAY WAY
 SACRAMENTO, CALIFORNIA
 SACRAMENTO TRUCK CENTER - SERVICE

ISSUED
 City of Sacramento
 PLANNING
 CENTER

CONSTRUCTION DOCUMENTS FOR:
 SACRAMENTO KENWORTH
 707 DISPLAY WAY
 SACRAMENTO, CALIFORNIA
 SACRAMENTO TRUCK CENTER - SERVICE

REVISIONS:

NO.	DATE	DESCRIPTION
1	1-84	REVISED
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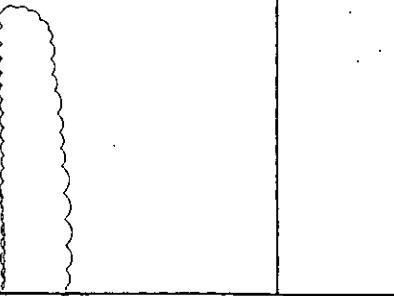


REVISED
 CONSTRUCTION DOCUMENTS FORM
 SACRAMENTO TRUCK CENTER - SERVICE CENTER
 137 BERRY WAY
 SACRAMENTO, CALIFORNIA
 NORTH PLAIN CENTER
 JAN 11 11 AM
 11/22/2010

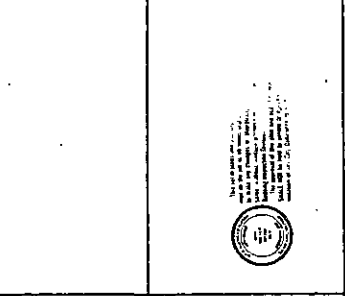
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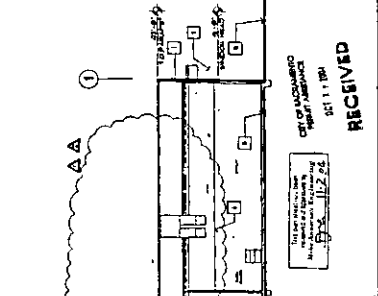
NOTES:
 1. ALL WORK SHALL BE IN ACCORDANCE WITH THE STRUCTURAL DRAWINGS.
 2. PROVIDE ALL NECESSARY REINFORCING BARS AND CONNECTIONS.
 3. PROVIDE ALL NECESSARY BRACING AND STIFFENING.
 4. PROVIDE ALL NECESSARY ANCHORAGE AND DEVELOPMENT LENGTHS.
 5. PROVIDE ALL NECESSARY PROTECTION FOR REINFORCING BARS.
 6. PROVIDE ALL NECESSARY CURBS AND FINISHES.
 7. PROVIDE ALL NECESSARY JOINTS AND DETAILS.
 8. PROVIDE ALL NECESSARY TOLERANCES AND FINISHES.
 9. PROVIDE ALL NECESSARY MATERIALS AND LABOR.
 10. PROVIDE ALL NECESSARY INSULATION AND SOUNDING.
 11. PROVIDE ALL NECESSARY VENTILATION AND MECHANICAL SYSTEMS.
 12. PROVIDE ALL NECESSARY ELECTRICAL AND PLUMBING SYSTEMS.
 13. PROVIDE ALL NECESSARY INTERIORS AND EXTERIORS.
 14. PROVIDE ALL NECESSARY SIGNAGE AND MARKING.
 15. PROVIDE ALL NECESSARY SAFETY AND SECURITY MEASURES.
 16. PROVIDE ALL NECESSARY MAINTENANCE AND REPAIRS.
 17. PROVIDE ALL NECESSARY RECORDS AND DOCUMENTATION.
 18. PROVIDE ALL NECESSARY TRAINING AND EDUCATION.
 19. PROVIDE ALL NECESSARY COMMUNICATIONS AND COORDINATION.
 20. PROVIDE ALL NECESSARY QUALITY CONTROL AND INSPECTION.
 21. PROVIDE ALL NECESSARY SCHEDULING AND TIMELINE.
 22. PROVIDE ALL NECESSARY BUDGETING AND COST ESTIMATION.
 23. PROVIDE ALL NECESSARY RISK MANAGEMENT AND LIABILITY.
 24. PROVIDE ALL NECESSARY LEGAL AND REGULATORY COMPLIANCE.
 25. PROVIDE ALL NECESSARY ETHICAL AND PROFESSIONAL CONDUCT.
 26. PROVIDE ALL NECESSARY CLIENT AND STAKEHOLDER ENGAGEMENT.
 27. PROVIDE ALL NECESSARY INNOVATION AND CREATIVITY.
 28. PROVIDE ALL NECESSARY SUSTAINABILITY AND ENVIRONMENTAL CONSIDERATIONS.
 29. PROVIDE ALL NECESSARY SOCIAL AND ECONOMIC IMPACT ASSESSMENT.
 30. PROVIDE ALL NECESSARY CULTURAL AND HISTORICAL PRESERVATION.



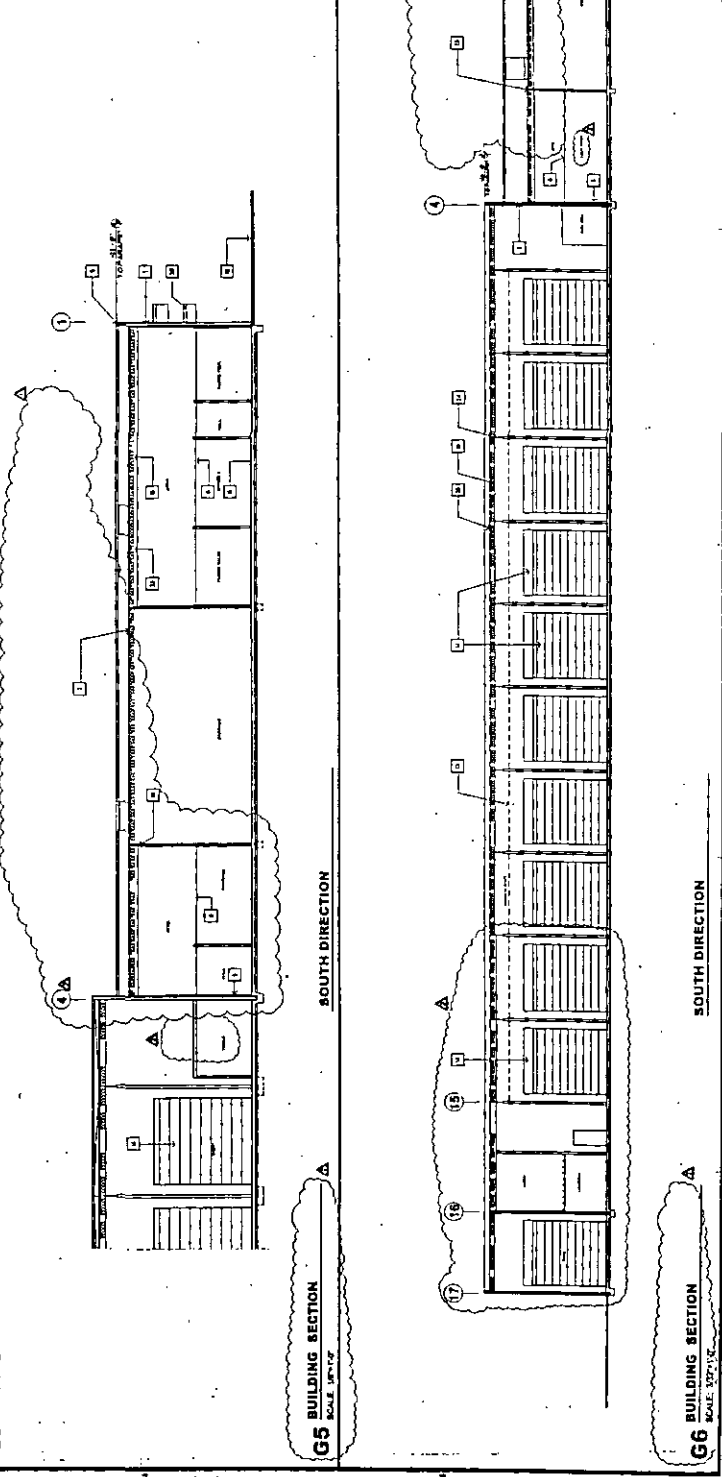
G4 BUILDING SECTION
 SCALE: 1/8"=1'-0"



G5 BUILDING SECTION
 SCALE: 1/8"=1'-0"



G6 BUILDING SECTION
 SCALE: 3/8"=1'-0"



G6 BUILDING SECTION
 SCALE: 3/8"=1'-0"

RECEIVED
 OCT 11 2010
 CITY OF SACRAMENTO
 PUBLIC WORKS DEPARTMENT



ISSUED
 CONSTRUCTION DOCUMENTS FORM
 SACRAMENTO TRUCK CENTER - SERVICE CENTER
 137 BERRY WAY
 SACRAMENTO, CALIFORNIA
 NORTH PLAIN CENTER
 JAN 11 11 AM
 11/22/2010

D. Team Members

LEAD OPERATOR

Bay Area Kenworth

Established in 1989, BAK is one of the premiere truck dealerships in the country. A locally-owned, minority-owned company, BAK was designated Kenworth North American Dealer of the Year in 2004. With annual payroll of over \$3.5 million and gross sales receipts of more than \$40 million, BAK has become a source of employment stability for many Oakland residents and a considerable generator of tax revenues to the City of Oakland.

Bay Area Kenworth is one of the premiere truck dealerships in the country with annual payroll of over \$3.5 million and gross sales receipts of more than \$40 million;

Please see attachments for detailed information on Bay Area Kenworth's team.

Bay Area Kenworth Personnel Worksheet

Category	General Technical Skills	Approximate Average Hourly Pay Rate	Approximate Annual Compensation	Number	Approximate Annualized Payroll	
Administration	Accounts Payable			1		
	Accounts Receivable			1		
	General Office Management			1		
	Payroll and Benefits Administration			1		
	Department Administrators			2		
	Sales Coordinator			1		
	Receptionist			1		
	GROUP TOTAL		\$17.00	\$ 35,360	8	\$ 282,880
	Department Support	Inventory Management			1	
		Warehouse Management			1	
Service Advisor				1		
Shipping/Receiving				2		
Delivery				4		
Maintenance				1		
GROUP TOTAL			\$ 16.00	\$ 33,280	10	\$ 332,800
Technicians	Parts			15		
	Service			16		
	GROUP TOTAL		\$ 25.00	\$ 52,000	31	\$ 1,612,000
Sales	New Truck Sales			3		
	Used Truck Sales			1		
	GROUP TOTAL		\$ 11,000	\$ 132,000	4	\$ 528,000
Management/Supervision	Parts Lead			1		
	Service and Body Shop Foreman			3		
	Branch, Dept. and Corp Managers			4		
	GROUP TOTAL		\$ 10,600	\$ 127,200	8	\$ 1,017,600
					61	\$ 3,773,280

SUCCESSFUL DEALER

With Newport's Truck Sales & Leasing

Snapshot



Dynamic Duo Reach Top Of Dealership Ladder

By Jessica Erickson, Senior Editor

Most business owners are just getting over the learning curve after five years of entrepreneurship. Not this dynamic duo, however. Harry Mamizuka, president, Pacific Holding Co. (PHC), and Tom Bertolino, vice president, PHC, have rapidly climbed the ranks to become the 2004 Kenworth Dealer Of The Year for the United States

and Canada after running Bay Area Kenworth and Sacramento Kenworth for six years.

Bay Area Kenworth is located in Oakland, CA, with its sister location, Sacramento Kenworth, located in Sacramento, CA. A third, parts-only store, Bay Area Kenworth of Hayward, was opened earlier this year in Hayward, CA. All three locations operate under PHC. Mamizuka doubles as the branch manager for Bay Area Kenworth, and Bertolino as the branch manager for Sacramento Kenworth.

"We really are known as branch managers of the respective stores, and that is the way we like it," Bertolino said. "Having each of us in the different marketplaces has enabled us to build relationships with our customers in both areas."

Now leaders in the West Coast market, Mamizuka and Bertolino have come a long way since 1999. Both physically and mentally. At that time, both men were employed by Kenworth Truck Co., Mamizuka as the national dealer development manager and Bertolino as the general sales manager.

"We both showed interest in owning our own dealership so when the Bay Area Kenworth group became available, we joined forces to take on the challenge," Bertolino explained.

Facts And Figures

■ Bay Area Kenworth and Sacramento Kenworth sold the most vocational trucks in 2004 and the second highest number of T300 medium-duty trucks. ■ Harry Mamizuka and Tom Bertolino bought the dealership in 1999. ■ Both locations offer Parts Connect, a vendor-managed inventory (VMI) system that allows customers to tie into the dealership's parts inventory for monitoring and automatic restocks.

Snapshot



Along with the same employer, the two had other similarities. Both are married with two children and both have MBAs. However, when they took their leap of faith to sunny California, they were mere acquaintances. Mamizuka relocated from Seattle and Bertolino from Kansas City, MO.

"By working together, we certainly have had the chance to get to know each other very well," Bertolino said. "It has been a gratifying experience."

Despite their ambition, vision and like-mindedness, neither Mamizuka nor Bertolino wanted to take an ounce of credit for the business' success in a short and economically trying period of time. Instead, both turn the credit of being named *Dealer Of The Year* over to their employees, customers, peers and suppliers.

"The acknowledgement of an award like *Dealer Of The Year* helps reinforce some of our team's core values," Mamizuka said. "Besides the efforts of our team, a lot of credit for who we are today goes to our customers. They help develop our organization by providing our team with feedback on ways to improve our customer support."

Team members at both locations are customer oriented—a must to work at a company whose application cover letter reads: Each one of our team members has responsibility to give our customers the service they are entitled to and deserve.

"Two people don't make a company; it is the employees who produce the results and make a company successful," Bertolino said. "Every employee in the company makes a difference from the parts manager to the parts driver. Each person plays a key role in our company."

Both Mamizuka and Bertolino take their team seriously and believe their primary job as owners is to take care of their employees. Part of that job was providing customer-service training for all employees in 1999.

"If we take care of our team, the team can focus on taking care of our customers," Mamizuka said. "Back in 1999, while buying the dealership, we received a lot of advice from trusted

colleagues. This was one philosophy we adopted early on after a talk with Tim and Mike Murphy of MHC Kenworth."

The philosophy has been valuable, since Bay Area Kenworth and Sacramento Kenworth ranked close to the top of all Kenworth dealers in the *Kenworth Customer Satisfaction Survey* last year. This comprehensive survey gets feedback from customers who are at their 90-day and 18-month ownership anniversaries. While the partners appreciate the high ranking, they continue to work on communicating with customers to further improve resolution time.

"Being ranked high in the survey is further reinforcement of our customer support efforts," Mamizuka said. "But waiting for a customer satisfaction survey to tell you if you are meeting a customer's expectations is like finding out the score of a football game you are playing in by reading about it in the newspaper."

To stay on top of their customer-service game, the partners are not afraid to invest in technology facilities and infrastructure.

"What makes our team unique is that we believe it is our responsibility to maximize all resources quickly and cost effectively to address a customer's request," Mamizuka said.

Another secret to the partners' success in customer service is understanding their customers' businesses. By understanding that, the team can add the best value by anticipating and planning for what the customer will need.

"We are passionate, determined and focused on being the best transportation solution provider," Mamizuka said. "Therefore, we constantly are seeking new and creative ways to improve our capabilities and products."

For the future, Mamizuka and Bertolino plan to expand their third location into a full-service leasing facility as well as possibly adding service work. In addition, they are moving Sacramento Kenworth out of its current location, which they have outgrown, and into a new 40,000-sq.-ft. facility now under construction. The move is scheduled for September.

"This move will allow us to double our service department capability and expand our parts department," Bertolino said.



Bay Area Kenworth
425 Market St.
Oakland, CA 94607
(510) 836-6100
www.Bayareakw.com

Sacramento Kenworth
3025 Evergreen Ave.
West Sacramento, CA 95691
(916) 371-3372
www.sacramentokw.com

Bay Area Kenworth - Hayward
2456 Whipple Road
Hayward, CA 94587
(510) 401-5390

SUMMARY OF PROFESSIONAL EXPERIENCE

HARRY MAMIZUKA

PACCAR/KENWORTH (1987 – 5/99)

National dealer Development Manager
Factory Management
District Sales Management
Dealer Service Marketing
Regional Dealer Development Manager
Internal Audit
MIS/Systems

EDUCATION

M.B.A. – Seattle University
B.A. – Lewis and Clark College

PERSONAL INFORMATION

Wife: Kari
Children: Katelyn
Hailey

Relocating from Seattle, WA

TOM BERTOLINO

KENWORTH (11/93 – 5/99)

General Sales Management
Director of US Sales
Regional Sales Management
District Sales Management

ROCKWELL (11/91- 11/93)

District Sales Management

LOS ANGELES FREIGHTLINER – DEALERSHIP (1989-1991)

Branch Manger – Anaheim, CA

WESTRUX INTERNATIONAL – DEALERSHIP (1986-1989)

Rental & Leasing Manager

DO IT URSELF TRUCK RENTAL & LEASING (1984-1986)

Fleet Manager

M.B.A. – United States International University

B.A. – United States International University

Wife: Martha
Children: Bryan
Michael

Relocating from Kansas City, Kansas

AGENCY GOALS	Bay Area Kenworth Response
Number of Jobs Generated	Bay Area Kenworth currently employs 61 jobs in the current Market St facility. With the increase in sales, parts and service capability approximately 25 new jobs could be added to generate an additional \$10,000,000 in sales.
Average Annual Salary of Jobs	Bay Area Kenworth's current payroll for its 61 employees is estimated to be over \$4 million. This does not include Health (Medical and Dental) benefits, 401(k) Retirement and Company matching contributions, Annual Profit Sharing, Accidental Death and Life Insurance, Workers Compensation Coverage, and State Disability contributions. Additional positions created by a new facility would increase payroll by an estimated \$1.750 million.
List the Specific Trucking Companies that would relocate out of West Oakland	The vast majority of Bay Area Kenworth's Parts, Service and Body Shop business is generated by over 50 businesses requiring trucking related support services, Port of Oakland and businesses related to the Goods Movement required by the Port of Oakland or truck repair facilities or mobile repair providers operating in Oakland and the Port of Oakland. Relocation of the Bay Area Kenworth operations closer to the Port of Oakland and into an area conducive to industrial operations would reduce truck traffic and congestion currently experienced in West Oakland neighborhoods.
List the Benefits to West Oakland that would be generated by the proposed project	Increased Goods Movement efficiency, Reduction in truck traffic congestion and pollution in West Oakland neighborhoods, retention of over 60 jobs in Oakland and over \$40 million in tax revenue, potential increase of 25 jobs and \$10 million in tax revenue, and freeing up of 3.5 acres of prime commercial property in the Jack London Square area.
Total Monetary Value of Physical Improvements to the Site	Bay Area Kenworth has budgeted up to \$6 million for the acquisition and construction of a state of the art medium and heavy duty truck dealership.
Annual Lease Revenue (Triple Net Basis)	Zero. Property would be owned and operated by Bay Area Kenworth.
Local Business Participation (as a % of total operations)	As stated earlier the vast majority of Parts, Service and Body Shop revenue is generated by "local and Port related businesses".
Describe how the proposed project will create and maintain an attractive, high-quality appearance along Maritime Street	Bay Area Kenworth's related dealership in Sacramento (Sacramento Kenworth) was constructed using state of the art, energy efficient, and worker friendly operating environment. As evidenced by the Sacramento Kenworth construction, Oakland's Bay Area Kenworth dealership will be a flagship for environmentally friendly and economically driven operations.
Describe how the proposed project will help to establish the Army Base as a major economic gateway into Oakland	The support services provided by Bay Area Kenworth are required by trucking and trucking related businesses in support of Goods Movement generated by the Port of Oakland and the City of Oakland businesses. Bay Area Kenworth is in a unique position because of the prestigious manufacturer that it represents to act as a buffer between Oakland's Commercial sectors (ie Auto Row, Wayan's Bios, Film Production/Art Studio, etc) that generate public traffic and the Port of Oakland along with the required Ancillary Maritime Support Services that are Industrial in nature and not conducive to public traffic.
Describe how the proposed project will support the Port of Oakland's expansion and modernization plans	Bay Area Kenworth is the leading medium and heavy duty truck dealership supporting the Port of Oakland's Clean Air program development and execution. Current operations are set up to support businesses related to and in support of the efficient Goods Movement in and out of the Port of Oakland. Any increase in Port of Oakland efficiency or capacity will require new and used truck sales, parts, service, body shop and trucking related support services provided by Bay Area Kenworth.
Number of Tractor Trailer Parking Spaces	Bay Area Kenworth will require approximately 50-75 Tractor Trailer Parking Spaces.
Amount of Container Storage Space (in TEU's)	None.
Identify which of the existing warehouses will be preserved	None.

E. Agency Goals

F. Impact of Preservation on Other Agency Goals

Please describe the most commercially feasible strategy for preservation of at least one of the warehouse structures. Which structure should be saved? What would be the use? What would be the impact on construction costs and ongoing maintenance costs?

The Bay Area Kenworth Oakland/Bay Bridge dealership would not lend itself to the salvage of historic materials or structures.

Describe the ability of the proposed project to achieve the Agency's goals if one or more of the existing warehouse structures is retained, as opposed to if the entire site is delivered clear?

The Bay Area Kenworth Oakland/Bay Bridge dealership would not lend itself to the salvage of historic materials or structures.

G. Project Budget, Pro Forma & Lease Rate

The financial pro forma attached herein are from our Sacramento project which was completed in 2004.

SSMB Pacific Holding Company, Inc.
Cash Flow Statement

	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5	YEAR 6	YEAR 7
Net Income	36	4	96	102	65	84	95	89	50	61	27	23	732	354	591	3,773	3,806	3,808	3,808
Depreciation/Amortization	17	17	17	17	17	17	17	17	17	17	17	17	204	231	57	57	57	57	57
Depreciation Not Reflected Above													0						
Deferred Tax	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Cash Flow	53	21	113	119	82	101	112	106	67	78	44	40	936	585	648	3,830	3,863	3,863	3,863
Cash From Working Capital Cycle *	7	(621)	643	(299)	(206)	406	(75)	(518)	475	(599)	609	(54)	(231)	(353)	(452)	250	24	(97)	26
Net Cash From Operations	60	(600)	756	(180)	(124)	507	37	(412)	542	(521)	653	(14)	705	232	196	4,080	3,887	3,766	3,889
Repayment of LTD	71	71	71	72	72	72	72	73	73	73	74	74	868	687	558	239	0	0	0
Net Cash Flow	(11)	(671)	685	(252)	(196)	435	(35)	(485)	469	(594)	579	(88)	(163)	(455)	(362)	3,841	3,887	3,766	3,889

Other Cash Sources (Uses)

Fixed Assets	0	0	0	0	0	0	0	0	0	0	0	0	0	(400)	0	0	0	0	0
Other Long Term Assets	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Debt Assumed	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shareholders Loans	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Other Long Term Liabilities	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Capital	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Preferred Stock Dividends	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Common Stock Dividends	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0	0	0	(400)	0	0	0	0	0
Net Cash From All Sources	(11)	(671)	685	(252)	(196)	435	(35)	(485)	469	(594)	579	(88)	(163)	(855)	(362)	3,841	3,887	3,766	3,889
Opening Cash	3,460	3,449	2,774	3,454	3,201	3,003	3,433	3,395	2,908	3,373	2,775	3,352	3,460	3,261	2,754	2,711	6,791	10,678	14,444
Closing Cash	3,449	2,778	3,459	3,202	3,005	3,438	3,398	2,910	3,377	2,779	3,354	3,264	3,297	2,406	2,392	6,552	10,678	14,444	18,333

Change in Cash from Working Capital Cycle**Current Assets - Cash Sourced From (Applied To)**

Net P & S Receivables	(182)	(52)	(156)	(54)	(92)	(36)	(60)	(92)	1	(39)	146	32	(584)	(57)	(99)	0	0	0	0
Lease Receivables	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Warranty Receivables	97	33	65	0	0	0	0	0	0	0	0	0	195	0	0	0	0	0	0
Other Receivables	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Receivables	(85)	(19)	(91)	(54)	(92)	(36)	(60)	(92)	1	(39)	146	32	(389)	(57)	(99)	0	0	0	0
New Truck Inventory & AR	164	690	(2,176)	(255)	1,857	(1,723)	(1,303)	2,155	214	1,865	6	0	1,494	(1,055)	(190)	2,332	0	0	0
Used Trucks	599	(687)	457	(242)	184	138	0	0	0	0	0	0	449	150	(49)	1,045	0	0	0
Parts Inventory	288	93	(142)	(73)	(159)	78	(216)	(286)	482	(405)	597	(62)	195	(228)	(116)	0	0	0	0
WIP	14	0	(2)	(2)	(1)	1	(3)	(4)	7	(6)	9	(1)	12	(4)	(1)	0	0	0	0
Other Inventory	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total Inventory	1,065	96	(1,863)	(572)	1,881	(1,506)	(1,522)	1,865	703	1,454	612	(63)	2,150	(1,137)	(356)	3,377	0	0	0
Prepays & Other Current Assets	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total	980	77	(1,954)	(626)	1,789	(1,542)	(1,582)	1,773	704	1,415	758	(31)	1,761	(1,194)	(455)	3,377	0	0	0

Current Liabilities - Cash Sourced From (Applied To)

Accounts Payable	(884)	56	173	29	87	36	65	91	4	45	(145)	(27)	(468)	38	81	(187)	0	0	0
Operating Loan & Check Float	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
New Truck Flooring	(106)	(690)	2,176	255	(1,857)	1,723	1,303	(2,155)	(214)	(1,865)	(6)	0	(1,436)	1,055	190	(2,332)	0	0	0
Used Truck Flooring	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Accrued Salaries & Benefits	(216)	11	1	15	(21)	0	0	0	(1)	0	(1)	0	(212)	14	8	(189)	0	0	0
Taxes & Other	233	(77)	247	28	(204)	189	139	(227)	(18)	(194)	3	4	124	(266)	(276)	(419)	24	(97)	2E
Total	(973)	(698)	2,597	327	(1,995)	1,948	1,507	(2,291)	(229)	(2,014)	(149)	(23)	(1,992)	841	3	(3,127)	24	(97)	2E
Cash From Working Capital Cycle *	7	(621)	643	(299)	(206)	406	(75)	(518)	475	(599)	609	(54)	(231)	(353)	(452)	250	24	(97)	2E

SSMB Pacific Holding Company, Inc.
Detail Profit & Loss Statement

	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	YEAR 1	YEAR 2	YEAR 3
Sales	7,021.4	5,896.8	10,321.3	11,007.2	7,119.2	10,562.5	13,292.5	9,082.5	8,362.5	4,815.5	4,476.5	4,496.5	96,454.4	81,020.6	88,532.8
Gross Profit	726.7	651.7	890.1	887.6	836.6	869.2	900.6	877.4	793.0	802.6	730.3	723.6	9,689.2	9,335.7	9,866.3
Finance Income	31.9	18.9	11.0	8.6	15.6	21.2	20.9	22.7	21.0	21.2	22.4	22.4	237.9	254.2	284.9
Insurance Income	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
F&I Income	31.9	18.9	11.0	8.6	15.6	21.2	20.9	22.7	21.0	21.2	22.4	22.4	237.9	254.2	284.9
Total Operating Income	758.6	670.6	901.0	896.2	852.2	890.4	921.5	900.1	813.9	823.8	752.7	746.0	9,927.1	9,589.9	10,151.2
Commissions	65.6	51.7	81.7	74.9	69.3	71.4	73.9	67.1	62.0	59.8	54.8	55.1	787.1	811.7	868.2
Sales Salaries	27.0	30.5	22.5	27.6	27.0	27.0	27.0	27.0	27.0	27.0	27.0	27.0	323.6	323.0	330.0
Delivery Expense	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	16.8	17.0	17.0
Policy Exp.-Trucks	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
UT Expense/Other	8.0	7.0	6.3	0.2	7.0	7.0	7.0	7.0	7.0	3.5	7.0	7.0	74.0	90.0	90.0
Floorplan/Inventory Fin. Interest	9.4	8.6	11.7	16.8	13.5	13.2	19.5	17.7	12.8	8.4	4.5	4.5	140.7	80.7	111.9
Total Variable Expenses	111.4	99.2	123.7	120.9	118.1	120.0	128.8	120.2	110.1	100.1	94.7	95.0	1342.2	1322.4	1417.0
Administration	63.4	63.4	63.4	63.4	63.4	63.4	63.4	63.4	63.4	63.4	63.4	63.4	760.8	840.0	853.0
Supervision Salaries	39.6	39.6	39.6	39.6	39.6	39.6	39.6	39.6	39.6	39.6	39.6	39.6	475.2	490.0	496.0
Clerical Salaries	49.5	46.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	515.5	539.0	549.0
Other	119.7	119.7	119.7	119.7	119.7	119.7	119.7	119.7	119.7	119.7	119.7	119.7	1436.4	1491.0	1530.0
Absentee Wages	14.2	14.2	14.2	14.2	12.2	12.2	12.2	12.2	12.2	12.2	12.2	12.2	154.4	175.0	181.0
Payroll Taxes	41.5	42.3	43.9	46.0	42.5	42.7	42.9	42.3	41.9	41.7	41.3	41.3	510.5	535.2	554.0
Lost & Idle	4.0	0.0	0.0	0.7	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	4.7	24.0	28.0
Employee Benefits	61.5	62.7	65.1	68.2	63.0	63.3	63.6	62.8	62.1	61.8	61.2	61.3	756.7	793.3	821.3
Retirement Plan	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6	14.6	175.2	176.3	191.4
Total Personnel Expenses	408.0	402.4	402.5	408.4	397.1	397.5	398.1	395.6	395.5	395.1	394.0	394.1	4789.4	5063.8	5203.7
Company Car & Truck Expense	12.1	12.1	14.3	17.2	14.9	14.9	14.9	14.9	14.9	14.9	14.9	14.9	174.9	176.0	176.0
Office Supplies & Expenses	7.6	7.6	7.6	7.6	7.6	7.6	7.6	7.6	7.6	7.6	7.6	7.6	91.2	93.0	93.0
Supplies & Expendable Tools	1.4	1.4	1.4	2.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	1.4	17.8	18.0	18.0
Laundry & Uniforms	2.9	2.9	2.9	2.9	2.9	2.9	2.9	2.9	2.9	2.9	2.9	2.9	34.8	35.5	35.5
Freight	4.6	4.6	4.6	5.7	4.6	4.6	4.6	4.6	4.6	4.6	4.6	4.6	56.3	56.0	56.0
Advertising	13.8	6.3	8.4	9.0	9.8	9.8	9.8	9.8	9.8	9.8	9.8	9.8	115.9	118.5	118.5
Contributions	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Policy Work-Parts & Service	5.4	5.4	9.0	3.9	5.4	5.4	5.4	5.4	5.4	5.4	5.4	5.4	66.9	65.5	65.5
Outside Services	24.5	23.0	24.5	24.5	24.1	24.1	24.1	24.1	24.1	24.1	24.1	24.1	289.3	295.0	295.0
EDP Expenses	9.1	9.1	10.1	9.1	9.1	9.1	9.1	9.1	9.1	9.1	9.1	9.1	109.6	110.0	110.2
Travel & Entertainment	7.1	5.2	7.6	7.1	7.1	7.1	7.1	7.1	7.1	7.1	7.1	7.1	83.8	84.5	84.5
Memberships, Dues, Publcns.	1.7	1.7	1.7	1.7	1.7	1.7	1.7	1.7	1.7	1.7	1.7	1.7	20.4	21.0	21.0
Legal & Auditing Expense	1.9	1.9	1.9	1.9	1.9	1.9	1.9	1.9	1.9	1.9	1.9	1.9	22.8	23.0	23.0
Telephone/Telegraph Expense	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	8.0	96.0	98.0	98.3
Training Expense	(2.3)	0.9	1.4	1.4	7.5	7.0	7.0	7.0	7.0	7.0	7.0	7.0	57.9	62.0	62.0
Equipment Repairs	1.9	1.9	1.9	0.2	1.9	1.9	1.9	1.9	1.9	1.9	1.9	1.9	21.1	23.5	23.5
Miscellaneous Expense	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	4.8	5.0	5.0
Total Semi-Fixed Expenses	100.1	92.4	105.7	103.0	108.3	107.8	107.8	107.8	107.8	107.8	107.8	107.8	1263.5	1284.5	1285.0
Rent	40.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	42.0	502.0	600.0	620.0
Real Estate Repairs	1.5	1.0	1.5	1.5	1.2	1.2	1.2	1.2	1.2	1.2	1.2	1.2	15.1	22.0	26.0
Mortgage Interest	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Depreciation	17.0	17.0	17.0	17.0	17.0	17.0	17.0	17.0	17.0	17.0	17.0	17.0	204.0	231.0	57.0
Insurance	8.6	8.6	8.6	8.6	8.6	8.6	8.6	8.6	8.6	8.6	8.6	8.6	103.2	104.0	184.3
Heat, Light, Power & Water	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	79.2	80.0	80.0
Non-income Taxes	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	6.6	79.2	80.0	80.0
Equipment Rental	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	2.4	3.0	3.0
Other Interest	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	16.0	192.0	165.0	138.0
Total Fixed Expenses	96.5	98.0	98.5	98.5	98.2	98.2	98.2	98.2	98.2	98.2	98.2	98.2	1177.1	1285.0	1188.3
Total Expenses	716.0	692.0	730.3	730.7	721.6	723.5	732.8	722.8	711.6	701.1	694.7	695.0	8572.1	8955.8	9094.1
Operating Profit	42.6	(21.3)	170.7	165.5	130.6	167.0	188.7	177.3	102.3	122.7	58.0	51.0	1,355.0	634.1	1,057.2

SSMB Pacific Holding Company, Inc.
Detail Operating Department P & L Statement

F&I DEPARTMENT	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	YEAR 1	YEAR 2	YEAR 3
Sales															
Gross Profit															
Finance Income	31.9	18.9	11.0	8.6	15.6	21.2	20.9	22.7	21.0	21.2	22.4	22.4	237.9	254.2	284.9
Insurance Income	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
F&I Income	31.9	18.9	11.0	8.6	15.6	21.2	20.9	22.7	21.0	21.2	22.4	22.4	237.9	254.2	284.9
Total Operating Income	31.9	18.9	11.0	8.6	15.6	21.2	20.9	22.7	21.0	21.2	22.4	22.4	237.9	254.2	284.9
Commissions	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	12.0	13.4	14.7
Sales Salaries													0.0		
Delivery Expense													0.0		
Policy Exp.-Trucks													0.0		
UT Expense/Other													0.0		
Floorplan/Inventory Fin. Interest													0.0		
Total Variable Expenses	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	12.0	13.4	14.7
Administration	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	5.0	60.0	62.0	64.0
Supervision Salaries													0.0		
Clerical Salaries	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Absentee Wages													0.0		
Payroll Taxes	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	6.1	6.4	6.7
Lost & Idle													0.0		
Employee Benefits	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	0.8	9.1	9.5	9.9
Retirement Plan	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	2.4	1.3	14.4
Total Personnel Expenses	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5	6.5	77.6	79.2	95.0
Company Car & Truck Expense	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	1.2		
Office Supplies & Expenses													0.0		
Supplies & Expendable Tools													0.0		
Laundry & Uniforms													0.0		
Freight													0.0		
Advertising													0.0		
Contributions													0.0		
Policy - Parts & Service													0.0		
Outside Services													0.0		
EDP Expenses	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	0.2	1.8	2.0	2.2
Travel & Entertainment	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	1.2		
Memberships, Dues, Publicns.													0.0		
Legal & Auditing Expense													0.0		
Telephone/Telegraph Expense	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	0.1	1.2	1.5	1.8
Training Expense													0.0		
Equipment Repairs													0.0		
Miscellaneous Expense													0.0		
Total Semi-Fixed Expenses	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	0.5	5.4	3.5	4.0
Rent													0.0		
Real Estate Repairs													0.0		
Mortgage Interest	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Depreciation	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Insurance													0.0		
Heat, Light, Power & Water													0.0		
Non-income Taxes													0.0		
Equipment Rental													0.0		
Other Interest													0.0		
Total Fixed Expenses	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Operating Expenses	7.9	7.9	7.9	7.9	7.9	7.9	7.9	7.9	7.9	7.9	7.9	7.9	95.0	96.1	113.7
Operating Profit	24.0	11.0	3.1	0.7	7.7	13.3	13.0	14.8	13.0	13.3	14.5	14.5	142.9	158.1	171.2
Z Expenses Allocated	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	2.0	24.2	25.3	24.4
Oper. Profit After Z Expenses	22.0	9.0	1.0	-1.3	5.7	11.3	11.0	12.8	11.0	11.3	12.5	12.5	118.7	132.8	146.8

H. Timeframe for Project

Bay Area Kenworth can move immediately or within a timeframe that fits the City of Oakland's overall development objectives. We would like to (1) negotiate an agreement with the City of Oakland to develop the property, and (2) submit designs and development plans for consideration. Relocation from our existing facilities to the Agency property could begin within 180 days. We could potentially start construction in Summer 2008.

PROPOSED SCHEDULE

- Execute Lease Agreement November 2007
- Submit Plans for New Facility February 2008
- Obtain CEDA Approval (30 days) April 2008
- Begin Site Work June 2008
- Begin Construction of Main Buildings August 2009
- Complete Construction of Main Buildings November 2010

**ATTACHMENT G: STAFF ANALYSIS OF HISTORIC PRESERVATION APPROACHES
FOR AMS REQUEST FOR PROPOSALS
September 27, 2007**

Respondent	Building Selected for Reuse & Reuse Concept	Address Mitigation 4.6-14 ? (Did Project Sponsor “demonstrate that they have considered adaptive reuse of historic structures, but that adaptive reuse is found to be infeasible”)	Comments / Issues / Questions
OMSS	<ul style="list-style-type: none"> ▪ Project Sponsor has determined it is not feasible to reuse any of the 800-series buildings but has a strong interest in using elements of the warehouses in newer buildings; his/her idea is to basically take apart the warehouses and install the pieces in a new construction project. 	<p>Yes. Sponsor identified the following issues that would make reuse infeasible:</p> <ul style="list-style-type: none"> ▪ “...the 800 series building were built transversely to the street with the main purpose of providing access to the rail line. The angle of the buildings now presents significant inefficiencies for parking and circulation... as well as general functionality of site. Because of this the buildings are unusable where they are currently located.” ▪ “Modifications to the column spacing within the loading bays would be required to meet current standards. Currently loading bay columns are spaced at 22’ x 32’ instead of the current standard of 44-50’ x 52-60’. OMSS has assessed the potential to use the warehouse buildings for truck parking and/or the transload warehouse building but in both instances the column spacing of the 800-series 	<ul style="list-style-type: none"> ▪ Project Sponsor hired a construction firm specifically to perform a professional analysis of the reuse potential of the building; constructed on-site inspections; used the City/Agency’s Adaptive Reuse Feasibility Study as well as the Architectural Salvage Assessment Report; and performed their own internal analysis of the buildings – a very thorough and sincerely effort, especially in comparison to some of the other proposals. ▪ Project sponsor was creative and comprehensive in trying to identify different components of his/her project that might be accommodated within one of the warehouses. The implication of their analysis is that as much as 50% or more of the utility of the

Respondent	Building Selected for Reuse & Reuse Concept	Address Mitigation 4.6-14 ? (Did Project Sponsor “demonstrate that they have considered adaptive reuse of historic structures, but that adaptive reuse is found to be infeasible”)	Comments / Issues / Questions
		<p>buildings presents problems.”</p> <ul style="list-style-type: none"> ▪ “To utilize the 800-series buildings to park trucks the column spacing would have to be 26 feet apart in order to park two trucks side by side. The 22’ column spacing does not allow for efficient use of space for truck parking. In addition, the transload warehouse would require the current standards for column spacing of 44-50’ x 52-60’ for the facility to function at a high level.” ▪ “The asphalt floor within the 800-series buildings is largely uneven and is of a lower than standard strength than what is expected of modern concrete slab flooring. Re-use of the 800-series buildings would require that the surfacing was level, smooth, and high quality.” ▪ “The limited enclosure space within the existing 800-series buildings is inappropriate for modern transload warehouse facilities. In addition, the 800-series buildings do not allow for flexibility, which is highly important in modern transload warehouse facilities.” ▪ “The 800-series buildings are not appropriate for reuse as office buildings based on ...the Adaptive 	<p>site would be lost if one of the warehouses is retained. The problems with internal vehicle circulation, combined with the loss of efficiency and functionality, would prevent a financially viable project.</p>

Respondent	Building Selected for Reuse & Reuse Concept	Address Mitigation 4.6-14 ? (Did Project Sponsor “demonstrate that they have considered adaptive reuse of historic structures, but that adaptive reuse is found to be infeasible”)	Comments / Issues / Questions
		<p>Reuse Feasibility Study, which states that modern office buildings have a maximum depth of 180'. As stated in the Adaptive Reuse Feasibility Study, 'from an architectural design perspective, none of these buildings would be suitable for reuse as office space because the width/depth of these buildings is too large for a modern office.'</p> <ul style="list-style-type: none"> ▪ “Raised concrete slab floor and raised loading bays of the 800-series buildings make the buildings immovable. It is thus infeasible ... to move the buildings to maximize the site and allow for proper orientation. OMSS considered the reuse of Building 805 for truck parking but determined that the cost of removing the concrete to make the building accessible for parking will likely be costly and time and labor-intensive.” ▪ “OMSS expects to be able to salvage the roofs of the 800-series warehouses to reuse them on the new buildings...” 	

<p>Acumen Building Enterprise</p>	<ul style="list-style-type: none"> ▪ 808—west portion facing Maritime for incorporation into a Truck Center proposal; wants to save the face of building ▪ Remnant per existing lines is not feasible to use; Sponsor would prefer to save 808 entirely and regain lost property elsewhere ▪ Sponsor indicates it could make use of existing offices w/in building ▪ Also indicates building could be used for <ul style="list-style-type: none"> - WW2 Museum - Veteran’s Comm Center - Seafarer’s Hall - Showcase for Naval Supply Center Artifacts - Merchant Seaman Hall - All uses above combined w/a multipurpose museum, community center, hall, support for auto mall project ▪ Parking and motel slated for Phase 2; these uses would be in addition to above uses depending on how much property the City granted 	<ul style="list-style-type: none"> ▪ Not yet, but Sponsor may be able to make case w/additional documentation: Sponsor indicates that “Basically, the proposed historical reuse alternatives, which could be costly and not an optimal use of space, compete directly with our proposed plan and limit our revenue generation capacity by limiting rest sleep space and the number of fuel islands” <p>NOTE: In 9/26 conversation with staff, Sponsor indicated this statement applies if project is limited to 15 acres. If more acreage is available, reuse becomes more possible.</p> <p>STAFF COMMENT: While it is stated, Applicant has not provided documentation to support his claim re: cost/infeasibility of reuse. Appropriate documentation could be:</p> <ol style="list-style-type: none"> (1) site plans illustrating amount of sleep and fuel island space w/o reuse and w/reuse scenario (2) Overall project cost projections w/o reuse and w/reuse scenario 	<ul style="list-style-type: none"> ▪ Wants to incorporate deconstruction/demolition as part of development plan; states has experience in this arena ▪ Wants to provide plans depicting new cut lines and how they would engineer capping building ▪ ISSUE: If focus is on reusing 808 remnant, there is so little left (assuming no movement of AMS) that “reuse” is negligible—possible not worth the effort. Alternatively, concept of saving 808 entirely and regain lost property elsewhere <u>means AMS property line would need to be adjusted.</u>
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<p>MISC</p>	<ul style="list-style-type: none"> ▪ Alternative A: 805 (admin services, training institute along w/possible food services, Customs Services, Medical and Occupational Testing Center and other uses) [Proposal requires that any acreage lost (from retaining 805) would be compensated with an equal sum provided to the north of the AMS] ▪ Alternative B: 808 (existing uses currently being provided by MISC member PCC Logistics) [Proposal requires that reuse of 808 would encompass land to the north of the AMS] ▪ Alternative C: 806/807 (same uses as Alternative A) [Proposal requires that reuse of 808 would require an additional 4 acres to the north of the AMS] 	<ul style="list-style-type: none"> ▪ Sponsor off to good start in documenting extent to which structures can be reused (s/he has site plans illustrating reuse options). 	<ul style="list-style-type: none"> ▪ Sponsor states that “In the event that AMS / Port expansion precludes the preservation/reuse of the buildings, MISC will contribute an appropriate amount towards the preservation of a West Oakland site such as the Captain Shorey Home or other acceptable structure(s).” ▪ ISSUE: The Sponsor’s requirement that additional space be provided if buildings are reused essentially translates into the Agency absorbing the cost of reuse (if not a financial cost, then a cost in acreage that could have been used for other purposes) ▪ QUESTION: Does the proposed structure completely envelope the warehouses, or are the fronts of the warehouses visible under the bridge?
<p>Bay Area Kenworth</p>	<ul style="list-style-type: none"> ▪ No Particular Bldg Selected. Sponsor states: “If absolutely required, we may (emphasis mine) be able to preserve a portion of any one of the buildings (approximately 15,000 square feet) on the five acre parcel.” ▪ Reuse Concept: “...If it is feasible from both an OSHA and EPA 	<ul style="list-style-type: none"> ▪ No. The quotes at left suggest the Sponsor has not given any serious consideration to reuse. Accordingly, his/her response doesn’t include documentation of the feasibility or infeasibility of reusing the warehouses. 	<ul style="list-style-type: none"> ▪ ISSUE: Sponsor wants to establish a truck dealership. This appears to be a variation of the “auto mall/auto retail” concept (sell ‘trucks’ instead of ‘cars’) ▪ Also needs to be confirmed whether truck sales is an AMS activity ▪ In general, submittal is non-

	<p>perspective (emphasis mine) to use the buildings as a parts warehouse, the building would be used as constructed “</p> <ul style="list-style-type: none"> ▪ Sponsor states “ the actual area assigned and the location of the building area to be preserved would impact layout of the facility. This is to be determined once parcel is identified.” (emphasis mine) ▪ Sponsor states “We have not determined that it is not feasible to preserve any of the existing warehouse buildings.” (emphasis mine) 		<p>responsive, non-committal, non-specific and reflects no effort to address historic preservation issues of questions 3 & 4 of Supplemental Questionnaire.</p>
<p>GSC Logistics</p>	<ul style="list-style-type: none"> ▪ No Particular Bldg Selected. Sponsor states that “without a more definitive land parcel to consider for the truck parking area and the logistics center, it is virtually impossible to discern on which building could be preserved.” ▪ Sponsor did indicate that it is possible to use wood doors, structural wood beams, posts, trusses, and signage ▪ Sponsor states “building could potentially house an office environment, to include conference 	<p>No. The quotes at left suggest the Sponsor has not given any serious consideration to reuse. Accordingly, his/her response doesn’t include documentation of the feasibility or infeasibility of reusing the warehouses.</p>	<ul style="list-style-type: none"> ▪ In general, submittal is non-responsive, non-committal, non-specific and reflects no effort to address historic preservation issues of questions 3 & 4 of Supplemental Questionnaire ▪ Sponsor appears to be deferring any consideration of reuse until after s/he is selected as the developer.

	<p>rooms, customer services area, and employee area”</p> <ul style="list-style-type: none"> ▪ Sponsor states “In the absence of a definitive land parcel layout, it is very difficult to substantiate whether an existing building is feasible for the truck parking area and logistics facility.” 		
United Intermodal Services, Inc.	<ul style="list-style-type: none"> ▪ None (truck parking proposal?) 	No.	

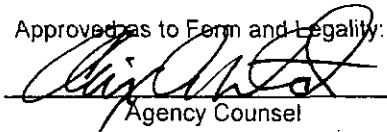
OVERALL EVALUATION OF RESPONDENTS

Of the six submitted responses, three did not adequately address the issue of historic reuse (Bay Area Kenworth, GSC Logistics and United Intermodal Services, Inc). Two are worthy of continued discussion to further flush out their proposals (Acumen and MISC). The remaining proposal (OMSS) completed a much more thorough analysis and concluded that the only feasible “building reuse” would be the salvaging and reuse of building materials.

FILED
OFFICE OF THE CITY CLERK
OAKLAND

2007 OCT 11 PM 3:55

Approved as to Form and Legality:


Agency Counsel

OAKLAND REDEVELOPMENT AGENCY

RESOLUTION No. _____ C.M.S.

RESOLUTION AUTHORIZING THE AGENCY ADMINISTRATOR TO NEGOTIATE AND ENTER INTO A 180-DAY EXCLUSIVE NEGOTIATING AGREEMENT WITH OAKLAND MARITIME SUPPORT SERVICES (OMSS) TO DEVELOP 15 ACRES OF ANCILLARY MARITIME SUPPORT (AMS) USES IN THE FORMER OAKLAND ARMY BASE

WHEREAS, the Redevelopment Agency of the City of Oakland ("Agency") owns approximately 165 acres of real property located in the "Gateway Development Area" (GDA) within the former Oakland Army Base; and

WHEREAS, the Oakland Army Base Redevelopment Plan EIR requires the Agency and the Port of Oakland to jointly implement two mitigation measures to reduce the impacts of trucking on West Oakland; and

WHEREAS, the Bay Conservation and Development Commission (BCDC) requires, as part of the 2006 land conveyance from the Oakland Base Reuse Authority to the Agency and the Port of Oakland, 15-acre set-asides by both entities for Ancillary Maritime Support Services (AMS); and

WHEREAS, on May 15, 2007 the Agency Board approved a staff recommendation to designate a 15-acre area within the East Gateway Development Area for the future development of AMS uses, and authorized staff to issue a Request for Proposals (RFP) for AMS industries to lease space within the East Gateway Development Area; and

WHEREAS, on June 22, 2007 staff issued an RFP for the development of an AMS facility within a 15-acre portion of the East Gateway Development Area specifically focused on trucking and truck-related activities, such as parking, trans-load facilities, offices and/or services targeting the local trucking sector; and

WHEREAS, staff received seven proposals and subsequently conducted a thorough and comprehensive review and interview process that included five finalists; and

WHEREAS, the proposal from Oakland Maritime Support Services (OMSS) would allow the development of a 15-acre multi-use project that includes truck parking, a trans-load facility, offices for trucking companies or related businesses, retail, fuel, and other services catering to trucking employees and businesses; and

WHEREAS, staff determined through the review and interview process that the Oakland Maritime Support Services (OMSS) proposal was most responsive to the RFP among the five finalists; and

WHEREAS, staff also determined that additional time is needed to negotiate and address the numerous issues regarding the development of an AMS facility, including: the specific location and configuration of the OMSS facility; financial terms; historic preservation issues; the potential deconstruction of existing warehouses; utilities; environmental remediation; and coordination with the Port of Oakland's AMS development plans; and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act ("CEQA") findings; and

WHEREAS, the City certified the Final Supplemental Environmental Impact Report for the Oakland Army Base Project on December 5, 2006; NOW, THEREFORE, BE IT

RESOLVED, that the Agency Administrator is authorized to enter into an Exclusive Negotiating Agreement with Oakland Maritime Support Services, Inc., for the purposes of studying and evaluating the feasibility of, and negotiating terms and conditions for a long-term ground lease for the development of an AMS facility within the GDA; and be it

FURTHER RESOLVED, that the material terms of the Exclusive Negotiating Agreement will include a schedule of performance requiring OMSS to provide a refined project scope, site plan, budget, proforma, financial plan, and other relevant information within 120 days after the date that this Resolution is approved by the Agency Board; and be it

FURTHER RESOLVED, that the term of the Exclusive Negotiating Agreement will be for 180 days from the date that this Resolution is approved by the Agency Board; and be it

FURTHER RESOLVED, that the Agency Administrator is authorized to extend the term of this Exclusive Negotiating Agreement by up to an additional 90 days if she deems, in her sole and absolute discretion, that such an extension is necessary to complete negotiations and to comply with the intent of this Resolution; and be it

FURTHER RESOLVED, that the Agency has independently reviewed and considered the environmental determination, and the Agency finds and determines that this action complies with CEQA because this action on the part of the Agency is

exempt from CEQA pursuant to Section 15262 (feasibility and planning studies), Section 15306 (information collection) and Section 15061(b)(3) (general rules) of the CEQA Guidelines; and be it

FURTHER RESOLVED, that the Agency Administrator or her designee shall cause to be filed with the County of Alameda a Notice of Exemption for this action; and be it

FURTHER RESOLVED, that the Agency Administrator is further authorized to take whatever action is necessary with the respect to the Exclusive Negotiating Agreement and the project consistent with this Resolution and its basic purposes.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2007

PASSED BY THE FOLLOWING VOTE:

AYES - BRUNNER, KERNIGHAN, NADEL, QUAN, BROOKS, REID, CHANG, AND
CHAIRPERSON DE LA FUENTE

NOES -

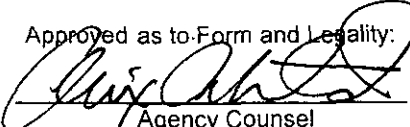
ABSENT -

ABSTENTION -

ATTEST: _____
LATONDA SIMMONS
Secretary of the Redevelopment Agency
of the City of Oakland, California

2007 OCT 11 PM 2:18

Approved as to Form and Legality:


Agency Counsel

OAKLAND REDEVELOPMENT AGENCY

RESOLUTION No. _____ C.M.S.

RESOLUTION AUTHORIZING THE AGENCY ADMINISTRATOR TO NEGOTIATE A DISPOSITION AND DEVELOPMENT AGREEMENT WITH BAY AREA KENWORTH TO DEVELOP A TRUCK DEALERSHIP ON FOUR ACRES IN THE FORMER OAKLAND ARMY BASE

WHEREAS, the Redevelopment Agency of the City of Oakland ("Agency") owns approximately 165 acres of real property located in the "Gateway Development Area" (GDA) within the former Oakland Army Base; and

WHEREAS, the Oakland Army Base Redevelopment Plan EIR requires the Agency and the Port of Oakland to jointly implement two mitigation measures to reduce the impacts of trucking on West Oakland; and

WHEREAS, the Bay Conservation and Development Commission (BCDC) requires, as part of the 2006 land conveyance from the Oakland Base Reuse Authority to the Agency and the Port of Oakland, 15-acre set-asides by both entities for Ancillary Maritime Support Services (AMS); and

WHEREAS, on May 15, 2007 the Agency Board approved a staff recommendation to designate a 15-acre area within the East Gateway Development Area for the future development of AMS uses, and authorized staff to issue a Request for Proposals (RFP) for AMS industries to lease space within the East Gateway Development Area; and

WHEREAS, on June 22, 2007 staff issued an RFP for the development of an AMS facility within a 15-acre portion of the East Gateway Development Area specifically focused on trucking and truck-related activities, such as parking, trans-load facilities, offices and/or services targeting the local trucking sector; and

WHEREAS, staff received seven proposals and subsequently conducted a thorough and comprehensive review and interview process that included five finalists; and

WHEREAS, the proposal by Bay Area Kenworth (BAK) would relocate an existing truck dealership and truck service facility to a four-acre site in the Army Base, with the land to be sold to BAK; and

WHEREAS, staff determined through the review and interview process that the BAK proposal would: (1) allow the City to retain high-quality jobs, and generate tax revenue and other public benefits; (2) create synergies with other trucking activities planned for the Oakland Army Base; and (3) retain a significant small business in Oakland; and

WHEREAS, staff also determined that additional time is needed to negotiate and address the numerous issues regarding: the specific location and configuration of BAK's facility; financial terms, historic preservation issues; the potential deconstruction of existing warehouses; utilities; environmental remediation; and other project feasibility issues; and

WHEREAS, in 2002 the Oakland City Planning Commission certified the Oakland Army Base Redevelopment Plan EIR and the Oakland City Council, Oakland Base Reuse Authority and Oakland Redevelopment Agency adopted all appropriate California Environmental Quality Act ("CEQA") findings; and

WHEREAS, the City certified the Final Supplemental Environmental Impact Report for the Oakland Army Base Project on December 5, 2006; NOW, THEREFORE, BE IT

RESOLVED, that the Agency Administrator is authorized to negotiate a Disposition and Development Agreement (DDA) with BM Ventures, LLC, doing business as Bay Area Kenworth for the sale of four acres of land within the GDA in order to develop a truck dealership and service facility; and be it

FURTHER RESOLVED, that the material terms of the DDA will include a schedule of performance requiring BAK to provide a refined project scope, site plan, budget, proforma, financial plan, and other relevant information; and be it

FURTHER RESOLVED, that upon the successful completion of negotiations, the Agency Administrator will return to the Agency Board to seek approval of the drafted DDA; and be it

FURTHER RESOLVED, that this Resolution envisions that negotiations will proceed on a non-exclusive basis and that this Resolution shall in no way limit the Agency Administrator's ability to market the GDA for development or work with other developers to pursue potential projects within the GDA; and be it

FURTHER RESOLVED, that authority granted by this Resolution will expire within 180 days from the date that this Resolution is approved by the Agency Board; and be it

FURTHER RESOLVED, that the Agency has independently reviewed and considered the environmental determination, and the Agency finds and determines that this action complies with CEQA because this action on the part of the Agency is exempt from CEQA pursuant to Section 15262 (feasibility and planning studies), Section 15306 (information collection) and Section 15061(b)(3) (general rules) of the CEQA Guidelines; and be it

FURTHER RESOLVED, that the Agency Administrator or her designee shall cause to be filed with the County of Alameda a Notice of Exemption for this action; and be it

FURTHER RESOLVED, that the Agency Administrator is further authorized to take whatever action is necessary with the respect to the Exclusive Negotiating Agreement and the project consistent with this Resolution and its basic purposes.

IN AGENCY, OAKLAND, CALIFORNIA, _____, 2007

PASSED BY THE FOLLOWING VOTE:

AYES - BRUNNER, KERNIGHAN, NADEL, QUAN, BROOKS, REID, CHANG, AND
CHAIRPERSON DE LA FUENTE

NOES -

ABSENT -

ABSTENTION -

ATTEST: _____
LATONDA SIMMONS
Secretary of the Redevelopment Agency
of the City of Oakland, California