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OFFICE OF THE CITY CLERK
OAKLAND

2015 MAY 22 AM 8:52 **AGENDA REPORT**

TO: John A. Flores
INTERIM CITY ADMINISTRATOR

FROM: Claudia Cappio

SUBJECT: Supplemental Report - Developer Selection
and ENA for the Henry J. Kaiser Convention Center

DATE: May 20, 2015

COUNCIL DISTRICT: 2

RECOMMENDATION

Staff recommends that the City Council approve:

A Resolution Authorizing an Exclusive Negotiating Agreement with Orton Development, Inc. for the Rehabilitation, Adaptive Reuse, and Operation of the Henry J. Kaiser Convention Center, also known as the Oakland Municipal Auditorium.

REASON FOR THE SUPPLEMENTAL REPORT

A supplemental report has been prepared to further recommend that should the City Council approve an Exclusive Negotiating Agreement (ENA) with Orton Development, Inc. for the Henry J. Kaiser project, consistent with the recommendation contained in the original report, that Council also direct staff to work with Creative Development Partners to find alternative sites for the proposed new hotel project included in their proposal, which is planned to include a job training program in the hospitality and related fields. This report provides more detail about the hotel component of the proposal submitted by Creative Development Partners.

Staff also recommends that the City Council receive the attached hard copies of the two proposals under consideration for the Henry J. Kaiser Convention Center project, as well as the original Request for Proposals (RFP), to aid in its review of this item. As referenced in the original report, both proposals under evaluation for the rehabilitation and adaptive reuse of the Henry J. Kaiser Convention Center and the RFP are also available for public review on the City's website at www.oaklandnet.com/realestate. Staff is now also supplying hard copies.

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DISCUSSION

As discussed in the original report, on September 22, 2014, the City issued a Request for Proposals (RFP) to rehabilitate, adaptively reuse, and operate the Henry J. Kaiser Convention Center under a long-term ground lease from the City. The goal of the RFP was to return the vacant Henry J. Kaiser Convention Center, a significant historic landmark, back to life and further the revitalization of Oakland's Lake Merritt area. The RFP required that the Calvin Simmons Theater, located within the building, be restored as a performing arts venue for use by arts organizations.

Responses to the RFP were due on November 12, 2014. Two development teams submitted proposals that were deemed complete and moved forward in the evaluation process:

- (1) Orton Development, Inc., based in Emeryville
- (2) Creative Development Partners, based in Oakland, in a joint venture with Harbinger Development based in Boston, MA and Equinox-SynergyEB5, based in San Francisco

As outlined in the original report, an Evaluation Panel of six people -- City staff, an outside real estate expert and two local stakeholders -- reviewed the proposals and recommended that the City Council authorize an ENA with Orton Development, Inc. The greatest distinctions between the proposals were the qualifications of the development teams, the assessed regulatory and financial feasibility of the proposed projects, and the proposed program of uses for the site.

As described in the report, as part of its proposal, Creative Development Partners presented an idea for the construction of a new, 15-story hotel on the same site that would include workforce training programs for young people and others in the fields of hospitality, event management, and other industries associated with hotel management. Creative Development Partners proposes to run these training programs in collaboration with Laney College and the Oakland Unified School District, as well as other partners. The proposed 15-story hotel would be located between the Henry J. Kaiser and the Oakland Museum of California. The Evaluation Panel found that adding additional scope to the project (i.e., the hotel) beyond the City's stated goals of rehabilitating the Henry J. Kaiser building and reopening the Calvin Simmons Theater added more risk to an already complicated project.

However, staff found the proposed hotel project compelling, particularly for the job training programs it would offer in a fast growing industry in Oakland. Creative Development Partners estimates that their hotel project could generate 1,700 permanent jobs and training slots. They have written commitments from the Peralta Community College District to help develop training and coursework for the project. In addition, Oakland is experiencing a high demand for additional hotel rooms, which result in increased transient occupancy tax for the City. Therefore, staff is eager to see the hotel project realized and recommends offering assistance in identifying

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other potential sites that could be well suited to the hotel project proposed by Creative Development Partners.

Respectfully submitted,



Claudia Capplo
Assistant City Administrator

Prepared by:
Kelley Kahn, Special Projects Manager, Office of the City
Administrator

Attachments:

Attachment A: Creative Development Partners – Proposal for the Henry J. Kaiser Convention Center

Attachment B: Orton Development, Inc. – Proposal for the Henry J. Kaiser Convention Center

Attachment C: Request for Proposals

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INDVSTRIAL

ATTACHMENT A

PROPOSAL FOR THE
REHABILITATION *and* ADAPTIVE REUSE OF

**THE HENRY J. KAISER
CONVENTION CENTER**



One Lake Merritt

Submitted to the City of Oakland
November 12, 2014

**PROPOSAL FOR THE REHABILITATION *and*
ADAPTIVE REUSE OF
THE HENRY J. KAISER CONVENTION CENTER**

**Submitted to the City of Oakland
November 12, 2014**



November 12, 2014

Dear Oakland,

We love you. There, we said it. Feels much better to just come right out with it before we say anything else. We love you for so many reasons - you're diverse, passionate and creative - you make us feel special. You make the Bay Area feel special. You stand for equality and opportunity while the world around us seems to simply stand by as equality and opportunity pass by. We'd do anything to be with you. So we're giving you our heart, our imagination, and our soul. Please meet One Lake Merritt.

Over the last two years, Creative Development Partners has fallen even more deeply in love with Oakland in assembling One Lake Merritt. We have learned a great deal, through the engagement of so many segments of the community, how we can build what Oakland needs, wants and deserves. But ultimately, we are proposing One Lake Merritt because we are an Oakland team. We are the team, the investors, and the deep relationships with the community, institutions and organizations, to work with the City to transform the Henry J. Kaiser Convention Center into a project that creates opportunities for all, propels the economy, and lifts up our identity. We will create a place so dynamic, engaging and inspiring that the misinterpreted quote from Gertrude Stein, "no there there" will no longer be true, that you CAN go home again, and that Oakland is the right place at the right time.

One Lake Merritt is uniquely, creatively and decidedly about hope and opportunity. It builds on a burgeoning economic renaissance of Oakland to make sure that there is opportunity for all.

One Lake Merritt provides hope by creating opportunities for: not just jobs, but career advancement; not just a renovated HKC Center, but a renewal of diverse cultural and creative expression; not just a green building but sustainability integrated into the buildings; operations and jobs; and not just another hotel but a one-of-a-kind project that turns the district around the southern end of Lake Merritt into a premier cultural and tourist destination.

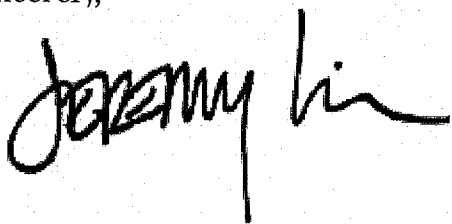
One Lake Merritt generates new tax dollars to maintain the beautifully-renovated Lake Merritt and its parks. It sustains an arts-based revitalization through direct support to the Oakland Museum of California, Oakland-based performing arts organizations who will be in residence at the HKC Center, and artists and makers who will be hired and/or contracted to provide goods and services.

One Lake Merritt engages, through direct partnerships based on mutual financial and career ladder performance obligations, every level of educational agency to create a direct and effective pathway to good jobs and careers for folks who need jobs the most. From OUSD and their Linked Learning Program, to Laney College, Merritt College and the Peralta Community College District (the core of the hospitality and other career ladder programs), to the four-year hospitality degree granting programs at CSU-EB, SFSU, and USF, to the State Community College Chancellor's priority industry focus on hospitality, One Lake Merritt will generate 1,700 jobs, training and career ladder opportunities for 1,000 more annually. There is no other combined hotel+hotel training school and event center like One Lake Merritt anywhere in the country; it will make Oakland the epicenter for the hospitality training in the region, placing people with great skills and experiences in the best jobs in the region.

Creative Development Partners and our team has expertise in complex projects including historic rehabilitation, tax credit financing, and high rise new construction in Oakland; we have committed access to capital and the financial resources to match our ambition; as a firm and a team, we are dedicated to Community Benefits by Design, a proactive approach to real estate development that achieve more, better and deeper community benefits than any community benefits agreement; we believe in and will build the most deeply sustainable project that is possible, and we have the talent to create a signature green building.

Thank you for loving and believing in Oakland so deeply. In an economy which threatens to swamp many boats and lift up only few, One Lake Merritt is a vessel for Oakland that can carry us all. It will be an icon. We hope to build it with you.

Sincerely,

A handwritten signature in black ink that reads "Jeremy Liu". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Jeremy Liu
Managing Partner

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Auditorium of the *City of Oakland*
dedicated by the citizens to the
intellectual and industrial progress of
the people ANNO DOMINI MCMXIV.

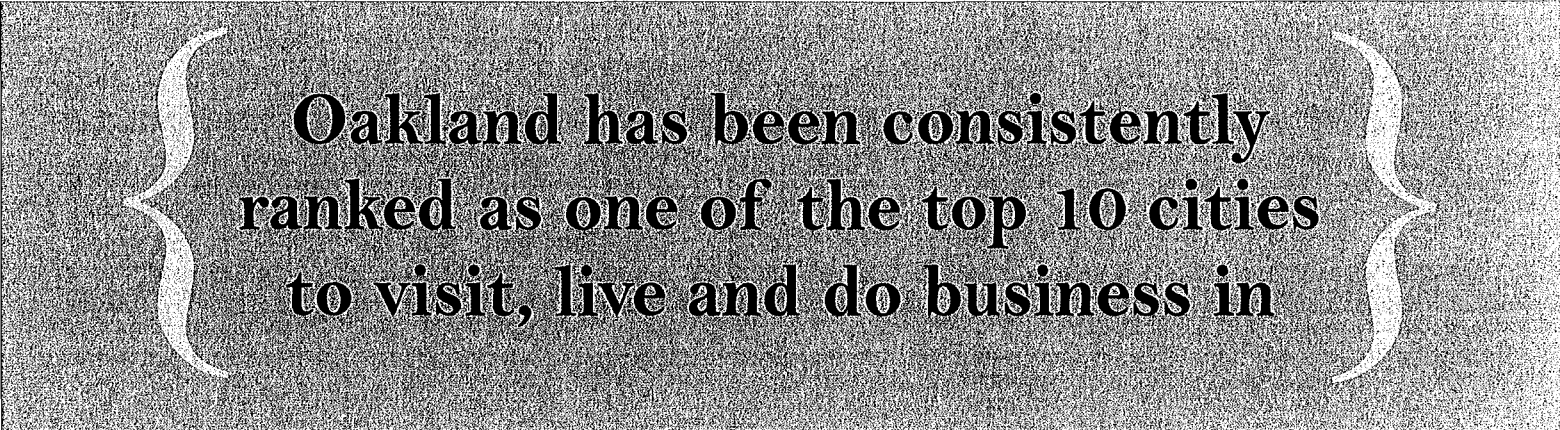
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1. ONE LAKE MERRITT

1.1. Introduction

One century after it originally opened its doors, the Henry J. Kaiser Convention Center (HJK Center) is beautifully positioned to participate in the burgeoning economic renaissance of Oakland. As the cornerstone of the One Lake Merritt (1LM) project, however, the HJK Center will not just be a successful event center. It will be a thriving catalyst for meaningful, measurable, and long-lasting progress for the citizens and the City of Oakland. This proposal is carefully crafted based on decades of deep first-hand knowledge of Oakland and personal expertise in innovative community/real estate development to:

- Build a sustainable community, not just a successful real estate project. As part of the Oakland community our endgame is not merely to hit specific targets at build out. At CDP, we embrace Community Benefit by Design™, building in a range of positive social impacts as the primary goal, not as a byproduct, afterthought, or through coercion.
- Restore the HJK Center to its former glory and ensure access and inclusion. CDP will steward social, environmental, and financial sustainability through thoughtful design and deep engagement of both new and existing partners in the arts, culture, sports, entertainment and industry.
- Protect and leverage the City's recent \$150M investment in Lake Merritt,



Oakland has been consistently ranked as one of the top 10 cities to visit, live and do business in

- Dedicate this project to the citizens and City of Oakland by providing access to myriad experiences, exhibitions, performances, sports/civic events, and the like, and
- Generate four-dimensional returns through jobs and tax dollars that grow over time, enhanced by the best-in-class 1LM Works! career training program that engages K-12 through adults in opportunities to reimagine their careers.

What is 1LM?

1LM is a landmark real estate project for the San Francisco Bay Area. It elegantly pairs the historic revitalization of the HJK Center with an adjacent 280-room arts-integrated green hotel, a collaborative partnership with an anchor cultural institution (Oakland Museum of California; OMCA), and a unique workforce-training program (1LM Works!) with Peralta Community College District's Laney and Merritt Colleges, with a feeder program through OUSD and articulation with nearby four-year universities. This pairing produces unprecedented community impact with a catalytic effect on Oakland's economy and for Oakland's residents.

1LM will generate approximately 1,700 jobs and at least 300 immersive learning opportunities annually. Every level of educational agency in Oakland will be engaged to create a direct and effective pathway to good jobs and careers for folks who need jobs the most—from OUSD and their Linked Learning Program, to Laney/Peralta, to the four-year hospitality programs at Cal State East Bay, the University of San Francisco, and San Francisco State University.

Why now?

1LM's opening coincides with the rejuvenation of Oakland's downtown economy and the renaissance of Oakland's art, food, technology and tourism markets. Structural changes to the market point to a ripe opportunity for 1LM as a straight hotel opportunity, a hotel+convention center+museum, and as a hotel+school. Hotel market forecasts indicate the huge growing demand for hotel rooms in the Bay Area and Oakland with limited supply. In a September 2014 PKF report, Oakland was identified as one of the top four national markets with room for ADR and occupancy gains in the next five years (two of the others are San Francisco and San Jose). The continued expansion and concentration of employment centers in San Francisco and along the I-80 East Bay Corridor will further increase this demand.

Oakland has been consistently ranked as one of the top 10 cities to visit, live and do business in by the NY Times, Movoto, and National Venture Capital Association. The City of Oakland receives 2.75 million visitors per year and the City forecasts doubling jobs-housing growth in south Lake Merritt in the next 15 years

Why us?

We have been a part of the Oakland community for more than 25 years. Our team has decades of successful experience in real estate development, entitlement processes, creative financing, and arts/cultural development. For this project, our team also includes one of Oakland's top architects; an historic architect well-respected by Oakland preservationists, a local contractor with commercial and historic preservation experience; a world renowned deep green engineering firm; and a leading advisory and planning firm specializing in convention, sport, and entertainment industries. CDP is well equipped to lead the team through design, development, and execution to ensure the total success of 1LM.

The sophistication and far-reaching vision of the 1LM concept has received significant interest. CDP has secured Letters of Intent/Agreements with developer partners, equity investors, premium select hotel brands and potential HJK Center operators including Harbinger, Starwood Hotels and Resorts, and Synergy. CDP has secured a commitment from the Peralta Community College District and two of their campuses, Merritt College and Laney College, to collaboratively administer 1LM Works! Additionally, CDP has worked alongside OMCA executives throughout the design process. Please see section Section 6: Letters of Support for more detail.

1.2. 1LM Deep Green Design Philosophy

1LM will create a cutting-edge opportunity for visitors and residents to experience sustainability in Oakland. Guests will be entranced by the wall of gorgeous greenery filtering fresh air within the 1LM Hotel, but the space itself will simply feel wonderfully different. Air flow, light, and accommodation will be excellent. Families will enjoy fresh, local food as they dance and play in the new HJK Center lakefront plaza. Symphony-goers will arrive early to the artfully-restored Calvin Simmons Theater because the experience there—deep in history and ornate detail—will begin before the show even starts.

From green construction materials to the local food served in the restaurants, from onsite transportation opportunities to the efficient heating and cooling systems, from historic preservation to the community access program, 1LM will exude a vibrant, diverse, thoughtful, and grounded ethos throughout.

This is much more than a green real estate project. It's a destination, a learning center, a performance home, an art exhibit (in and of itself), a job creation hub, and a welcoming community. It's transformational. It peaks your curiosity. It fills you with pride and joy for south Lake Merritt, for Oakland, and it moves you to come back over and over again.

CDP's triple bottom line approach is good for the community, but it's also critical for good business. While the exceptional buildings, diverse programmatic offerings, and collection of key partners are remarkable, it is their combination that creates true sustainability at 1LM. This structure is the foundation for the HJK Center to flourish and ensure this community thrives well into the future.

1.3. The HJK Center Vision

CDP will redevelop and reignite the HJK Center by showcasing the rich diversity of Oakland's history. Beginning with the addition of a 4-star, arts-integrated hotel and drawing upon the primacy of Oakland as a world-class destination for business, the arts, and entertainment, the HJK Center will serve a unique role on the hospitality landscape and thrive in the mid-size venue market. With no comparable facility in the Bay Area, the HJK

Center will attract conferences, conventions and other meetings that currently bypass Oakland. The historic HJK Center will also host entertainment properties that are either too big for the Fox and Paramount Theaters, or too small for the Oracle Arena.

Uses and Activities

We intend to fully restore the HJK Center as a major hub of Oakland culture, society, business, and community by maintaining the original historic spaces and uses to the greatest extent possible (current square feet would equal historic dimensions).

The modern realization of the HJK Center's original intention could include uses and activities such as:

- **Within the arena:** The Arena has a long history of hosting sporting events, including basketball, boxing and a variety of amateur tournaments. An updated list of offerings will include a revival of similar activities such as Oakland city-wide and regional basketball Tournaments of Champions, combative sports from club boxing to mixed martial arts, semi-pro leagues and other amateur athletics. The goal of the sports program at the HJK Center is to attract families and regional audiences to the arena, which is well suited for crowds of spectators between 3,500 and 5,000.
- **Within the Calvin Simmons Theater:** The Calvin Simmons Theater will once again host a range of established and emerging cultural arts presenters, including resident arts companies and iconic Oakland cultural institutions. CDP's long and deep ties to the Oakland and Bay Area arts community has generated a real excitement among local arts groups (see Section 5.2 and 6 for supporting entities). CDP's ability to understand the needs of arts organizations and provide viable solutions to current challenges will elevate the arts in Oakland by establishing a world-class performing arts center. The Calvin Simmons Theater will also embrace the underserved cultural consumers not being sufficiently served by other venues in Oakland, including ethnic dance, music and performance, but also chamber,



choral and symphony music, jazz, blues and soul, and lectures, stage plays, and independent film. We are pleased to have Meyer Sound Laboratories on our team as they are intimately familiar with the HJK Center and Calvin Simmons Theater through several previous installations. The company will work closely with the CDP team in all areas of sound reinforcement and acoustic engineering to enable the best experience possible for users.

- **Within the ballrooms:** The ballrooms will host a range of events, exhibitions, and performances, including meeting use from 1LM Hotel, weddings, lectures, and product launches. Local arts groups have requested smaller, more intimate spaces for theater productions, poetry, choral and chamber music, and dance.
- **Within the lobby areas:** The lobbies will feature publicly accessible art and exhibition space, along with transient retail concessions and pop-ups.
- **Within the basement:** The basement will house production and meeting facilities including sound, media stage production. It has also been considered as a location for a regenerative power source, allowing “scale jumping” for 1LM.
- **On the lakefront plaza/multi-use parking lot:** The plaza will host concerts, festivals, private parties (such as OMCA or 1LM Hotel associated wedding space), and other events such as the proposed Interim Uses (Section 1.6.1).

Rehabilitation plan

Our team will implement a sensitive and selective structural intervention to restore the Henry J. Kaiser Convention Center to its original use. Holmes Culley and Pankow will lead the geotechnical and structural team, in collaboration with Alan Dreyfuss, a historic preservation architect at WJE. Pankow and Holmes Culley have collaborated on a number of complex seismic renovation projects in the past to find the least intrusive solutions. Their wide knowledge of structural solutions and innovative materials will assist the design team in achieving seismic stability and historic preservation.

The central focus of our geotechnical and structural team during the initial phases of the renovation design will be a rigorous evaluation and testing program to give our team a deep understanding of the structure’s existing condition. We believe the existing structure has “good bones,” and intend to maximize and leverage its capacity to minimize the impact of any intervention to the historic fabric of the building. This begins with a comprehensive geotechnical investigation, material testing and investigation program, and a performance based seismic evaluation. Depending on the results of the investigations, we can use sophisticated non-linear time-history analyses to reduce the amount of intervention required.

We do not anticipate strengthening of the existing concrete walls or steel gravity system will be necessary, but will work closely with the City of Oakland and historic architect to develop sensitive strengthening or repair solutions should they be needed. We will explore the restoration of the historic skylight that once spanned the main arena, but was subsequently filled in, considering the use of a “smart glass” and photovoltaic system to replace it. If feasible, this may require strengthening of the roof diaphragm through additional concrete topping or supplemental steel reinforcement. Additionally, we will recommend initiating a building monitoring program to identify any potential settlement issues, and investigate foundation strengthening

options in collaboration with the geotechnical engineer.

WJE's role will include the conservation and restoration of the historic building envelope. We will restore the beauty and elegance of the original building while retrofitting it with new technologies that enhance comfort and reduce energy costs. New and rehabilitated lighting, windows, skylights, insulation, and HVAC technology will breathe new life into the building, making it easier and more responsive to use while preserving its historic look and feel.

Green design

In pursuit of Net Zero energy consumption and LEED platinum certification, CDP is considering several regenerative concepts for the HJK Center. We are proposing to replace the original skylights in the arena, which are currently covered, with smart photovoltaic glass and place a heating and cooling plant for the entire facility, and if possible the 1LM hotel, in the basement, taking advantage of its underground temperate zone and cooling capacities. We are also pursuing system wide water recycling, balancing gray and potable water as appropriate. Examples of economical, sustainable designs that could be incorporated include manufactured wood products (stronger than sawn lumber), optimum framing, recycled materials, Structural Insulated Panels, and resilient design. Engineers at Holmes Culley have led the way in measuring and minimizing the environmental impact of seismic damage, and the advancement of resilient design measures. Engineers at Integral Group and Loisos + Ubbelohde are leading the cutting edge in green engineering design and installation. Combining the sciences of hazard loss estimation and life-cycle analysis, we can optimize the design and reduce the investment of natural resources over the life of the structure.

Community Access, Engagement and Inclusive Programming

CDP is committed to local arts and community organizations. We will provide facilities access grants to allow all community groups to use the space, and the HJK Center will host several resident nonprofit arts organizations. Additionally, the facility will be operated as a non-exclusive house, creating an opportunity for the broadest range of music, performance, and other artistic genres.

Schedule and Approach to Securing Regulatory Approvals

CDP is experienced in completing public projects in Oakland and throughout the Bay Area. Our team is sophisticated in moving projects to completion that often have multiple sources of public financing requiring historic and environmental reviews as well as strong community buy-in. Our schedule reflects a timely approval process with expected community input for planning entitlements, environmental and historic review and building permits. We recognize the complexity of 1LM will require significant public review, but we are also confident that our local roots and extensive pre-RFP groundwork will enhance the process.

April 2015	Predevelopment start
Spring - Fall 2015	Targeted Community Engagement; Historic and Environmental Review for Historic Tax Credits and CEQA determination; Schematic Drawings
Winter 2015 - Summer 2016	Master plan review and approval (with expected CEQA mitigated negative declaration); State Historic Preservation Office Approval; Design Development Drawings
Fall 2016 - Spring 2017	Construction Drawings; Building Permit Review
Fall 2017	Building Permit Approval (Phased for HJK Center and 1LM Hotel); Start construction

April 2015	Predevelopment start
Summer 2019	Complete HJK Center
Summer 2020	Complete 1LM Hotel
Winter 2019/2020	Occupancy

Please see Section 5.2 for additional detail regarding the shared space arrangement throughout 1LM, management and maintenance, revenue generation, and a special broadcasting.

1.4. Circulation

To revive the HJK Center as a hub of civic activity in Oakland we are planning a strong connectivity between the HJK Center (including the Calvin Simmons Theatre), OMCA, the proposed hotel, and Lake Merritt. We will craft flexible spaces that can serve more than one function and, through integrated design, sustainably link environmental, social, and physical systems.

Connecting the Calvin Simmons Theatre and the hotel, a plaza with flush curbs and bollards receives hotel guests while being flexible enough to serve as pedestrian plaza space for events of varied sizes. Similarly, the parking area at the site's northern edge is envisioned as a flexible plaza space that accommodates vehicles but can be used for events when a large gathering space is needed. The parking area's trees and subsurface will be used to filter hotel graywater, avoiding the need for potable water irrigation.

The 1LM Hotel will energize the site, serving as a draw for visitors. This will be maximized by creating connections to the Oakland Museum, potentially directly from the Museum's garden level into the hotel itself. Views to the lake at the hotel's northern edge provide a natural setting for outdoor dining, naturally energizing the adjacent corner of the Museum, which could then further develop outdoor exhibits, or potentially create an additional point of entry.

New public spaces will open out from the HJK Center, providing a "front porch" for the building and serving as a connecting node between Laney College, Lake Merritt, the Oakland Museum of Art, and the new 1LM Hotel. This space will flow seamlessly into the hotel, the lobby of which will serve as a public indoor space and an extension of both the HJK Center as well as the Museum. Enhancement of the 10th Street frontage will create an identifiable 'district.'

As the first (and only) land use that an outsider can see and assess, retail often assumes an outsized importance in visitor perceptions and experience. Indeed, invigorating and broadening the now-limited tenant mix in the area surrounding the One Lake Merritt site will be critical to the performance of the overall development as well as its component parts.

We will create a retail strategy as part of One Lake Merritt, informed by the possible collaboration with the Oakland Museum store, and focused on the lakeside and Laney faces of the project, to create a compelling street level experience. For this reason, we have included MJB Consulting (MJB) on our team. MJB is an award-winning, Berkeley, CA and New York, NY-based consultancy that specializes in urban retail, with a unique approach geared towards actual implementation. Working in collaboration with project anchors as well as other nearby stakeholders (e.g. OMCA, Laney College, Chinatown organizations, etc.), the firm will be responsible for devising and executing a practical strategy for catalyzing district-wide retail revitalization.

1.5. 1LM Hotel

The 280-room 1LM Hotel will be nestled between OMCA and the HJK Center. The hotel's design will focus on sustainability while referencing the adjacent historic HJK Center. The 1LM Hotel is sited so as to not cast a shadow on the HJK Center. It also will not block the view of the northern façade from any point around Lake Merritt. The western façade is also fully visible from the entry-level plaza on 10th Street or OMCA.

The building will exemplify green building initiatives, exceed the City of Oakland's Green Building Code, and strive to meet LEED Platinum, Living Building Challenge, or similar standards. At a minimum, it will use solar energy to generate all of the power needed for the lighting systems, and it will feature passive solar heating and cooling, a central water system, and water and energy conserving appliances and fixtures. We are also proposing a beautiful exterior skin on the 1LM Hotel tower that heats, shades, and incorporates significant vertical landscaping, establishing the development as an important addition to the Oakland skyline.

The hotel itself is oriented to balance energy generation, daylight, ventilation, and views. Its exterior structural armature will integrate shading, solar panels, vegetation, and balconies. The interiors will be designed for natural ventilation so that supplemental cooling is not needed for thermal comfort. Almost 100 percent of the hotel spaces will have access to daylight, virtually eliminating the need for electric lighting during the day. Advanced lighting, heating, and appliance technology will ensure that this is a near Net Zero Energy facility.

The 1LM hotel features seamless connections to the HJK Center via open plazas and courtyards, and to the OMCA via a raised, walkway. The main entrance to the 1LM Hotel is via a shared 10th street plaza, nestled between OMCA and the west side of the HJK Center, that can also be activated for outdoor events. Museum-quality art will be displayed inside the hotel lobby and throughout the elevated walkway to the OMCA.

Additional key features of the 1LM Hotel include:

- \$190 ADR upscale hotel
- Meeting rooms and shared facilities with the HJK Center, Laney College, and OMCA
- The 1LM Works! career training program
- Lakefront location with Oakland and San Francisco harbor, bay, and city views.
- Lifestyle and concept amenities: pool, spa, restaurant and bar overlooking Lake Merritt.
- We are in detailed discussions with top-tier brands such as Starwood, Virgin Hotels, and Commune's Joie de Vivre (see section 6 for Letters of Support and the Confidential Financial Capacity for more detail).

1.6. Key Terms

1.6.1. Interim uses

Both CDP as an organization and 1LM as a concept are built upon community benefits by design. We have a long history of community-based work. We bring its values, relationships, and vision to the table. As noted by our attached letters of support from key community anchor institutions (Section 6), we are keen to link and leverage with existing activities at OMCA, Laney College, and other neighbors. Our interim use strategy will honor what currently exists, and fill in the gaps.

We believe there are seasonal opportunities for holiday pop-up retail, spring concerts, summer movies, street basketball and extreme sports activities--all themed around past historic events at the HJK Center. We believe a powerful interim use is to encourage community formative design, thereby providing educational opportunities for youth and young adults to help shape the physical plant, event programming and proposed

training program partnerships.

Additional interim uses may include film and media productions not requiring public assembly. Our film and media partners West Wind Artists, Oakland Film Society and BALANCE Edutainment are eager to help re-activate small- and medium-sized traditional and digital productions for television and web broadcast.

1.6.2. Community-based financing

As noted by the letter of support from Cutting Edge Capital (Section 6), we are building a Direct Public Offering (DPO) concept into our financing strategy. Cutting Edge Capital is the leading Oakland-based and national player in community-based financing space, with the legal and financial expertise to structure a direct public offering (DPO) for a property development. As they have learned and expounded, such initiatives create community buzz and engagement that serves as a pre-marketing effort. We believe 1LM Works! is an excellent candidate for this financing in the 1LM project.

As a team with very deep community connections, we believe we can leverage the DPO process effectively with Cutting Edge, garnering community-based investors, both groups and individuals, to build sustainable grassroots, social media initiatives.

1.6.3. Public Input

We visualize breaking out public participation into meaningful streams of information:

Event, In-person Strategy

Building off current events, and tapping into the seasonality of events, we will create energy in this area of Lake Merritt. QuestionBridge, recently utilized at OMCA, is a wonderful example of how an innovative transmedia project can be used in public spaces.

Outreach, Target Population Strategy

CDP is working with intention around community benefits. We have a strong determination to work with target populations in Oakland and the East Bay that are underserved and underrepresented. We believe that no other development team interested in this site and responding to the RFP has put this kind of deep effort into conversations and dialogue with the community college district, Oakland Unified, community based organizations, and neighbors.

Social Media Strategy

A variety of elements of the building, from public art to event programming, can be designed in competitive format with prizes and recognition--thereby jumpstarting careers of local residents. Even various facility design issues can be opened up as design challenges.

1.6.4. Onsite presence

We will of course create a physical presence, along with security, on site during the course of pre-development. But as noted above, we believe the process of development can also be a process of community engagement. Our events will force the issue of maintaining the property well, being present often, and encouraging a positive presence at the site. Temporary lighting that will be both decorative and functional, bringing attention to the HJK Center, will be installed.

1.6.5. Required Investment

1LM has secured significant interest from the capital markets as evidenced by the letters of support (Section

6 and Confidential Financial Material). Representing the varying benefits and audiences of 1LM, our financial partners are diverse as well.

1.6.6. Lease Terms

Lease terms will need to be negotiated. CDP's expectations for the ground lease, however, as detailed in our financial projects for One Lake Merritt, are typical, in our experience, for a public project such as this one. We assume the land lease between CDP and the City for the site will be \$1/year for up to 66 years, details to be defined in negotiation.

1.6.7. Community Benefits

1LM Community Benefits Summary

1LM is a destination, a center for learning and hospitality, a performance home, an art exhibit (in and of itself), a job creation hub (especially with the 1LM Works! career training program), and a rejuvenating and growing community. Its diverse benefits include:

Whole neighborhood revitalization

- **Insurance on the City's recent \$150 million investment by Invigorating Lake Merritt** as an arts, culture and environmental destination.
- **Propel the OMCA of California** by engaging in an active programmatic and operating partnership that will dramatically expand their audiences and presence in the neighborhood, on Lake Merritt, in the City and in the region.
- **A campus like setting for indoor/outdoor festivals, street fairs, exhibitions and performances**, through a facility sharing arrangement with Laney College and the OMCA.
- **Activate the adjacent Peralta Park** as an outdoor Maker playspace.

Job creation and Career training

- **More than 1,700 total jobs** will be created at 1LM.
- **The 1LM Works! Career Training Program** will yield more than 300 immersive learning jobs via a new pipeline of employees versed in best-in-class hospitality, creative arts, and other highly-skilled trades. The program will include the first deep green hospitality school in the United States, and the 13th joint hospitality school and hotel in the country.

New revenue streams

- **\$200 million economic throughput for local, small businesses.**
- **More than \$3 million in annual new tax revenue for the City of Oakland .**
- **Direct financial support for key arts and cultural entities** in Oakland by generating over \$1.5 million annually in Transient Occupancy Tax, which funds a portion of the City of Oakland Cultural Arts and Marketing Office, the OMCA, the Chabot Space & Science Center, the Oakland Zoo, and Visit Oakland. Additional support for the arts and other community benefits may come through a percentage of tickets, hotel rooms and concessions.

Community access and expression

- **A home base for resident music and performing arts companies** to rehearse and perform in the Calvin Simmons Theater.
- **Foster diverse community expression** by maintaining a varied, inclusive and accessible format. Partnerships will include the neighboring institutions along with the full array of local arts groups. CDP will engage the underserved cultural consumers, recruiting traditional and ethnic arts and performance—sorely missing from other venues in the East Bay.
- **Operate creative co-working space and sound stages for artists, makers, film & media producers** to foster 365-day activity.

1LM Works!

1LM Works! is an embedded workforce development and training program within 1LM. For this, we've entered into a programmatic partnership with the two Oakland campuses of the Peralta Community College District: Laney and Merritt, offering contextualized learning and employment opportunities in several high mobility career pathways including:

1. Hospitality and Culinary Arts
2. Facilities (Maintenance, Management, Environmental Control Technologies)
3. Creative Arts (Stage, Lighting, Sound and Media Production)
4. Administration of Justice (Hotel and Event Security, First Responders, Safety Ambassadors)
5. Landscaping and Horticulture (Groundskeeping, Sustainable Agriculture)

1LM Works! will provide close to 300 employment and contextual learning opportunities for over 500 participants in our workforce development programs. A significant portion of this training will target green collar jobs. All of the program participants will also receive additional career training in business and entrepreneurship. 1LM Works! will be coordinated with all of the local educational systems, and are developing a curriculum that is articulated with the three local four-year hospitality training institutions--Cal State East Bay, San Francisco State University and University of San Francisco--to provide baccalaureate level theory and management coursework.

The program is also aligned with Oakland Unified School District's Academy, Linked Learning and Career Pathway programs, creating a pipeline of students entering Laney and Merritt Colleges. CDP Principal Randolph Belle serves on the Hospitality, Tourism and Recreation Advisory Committee to ensure alignment and maximize access to resources for OUSD students. The Alameda County Office of Education and the California State Community College Chancellor's Office complete the full complement of hospitality focused educational systems supporting the 1LM Works!, the contextualized learning, and other employment opportunities.

2. PLANS AND ILLUSTRATIONS

ONE LAKE MERRITT

an iconic opportunity for the citizens and the City of Oakland

\$4.9M+ New tax revenue annually

\$200 mil Local spending

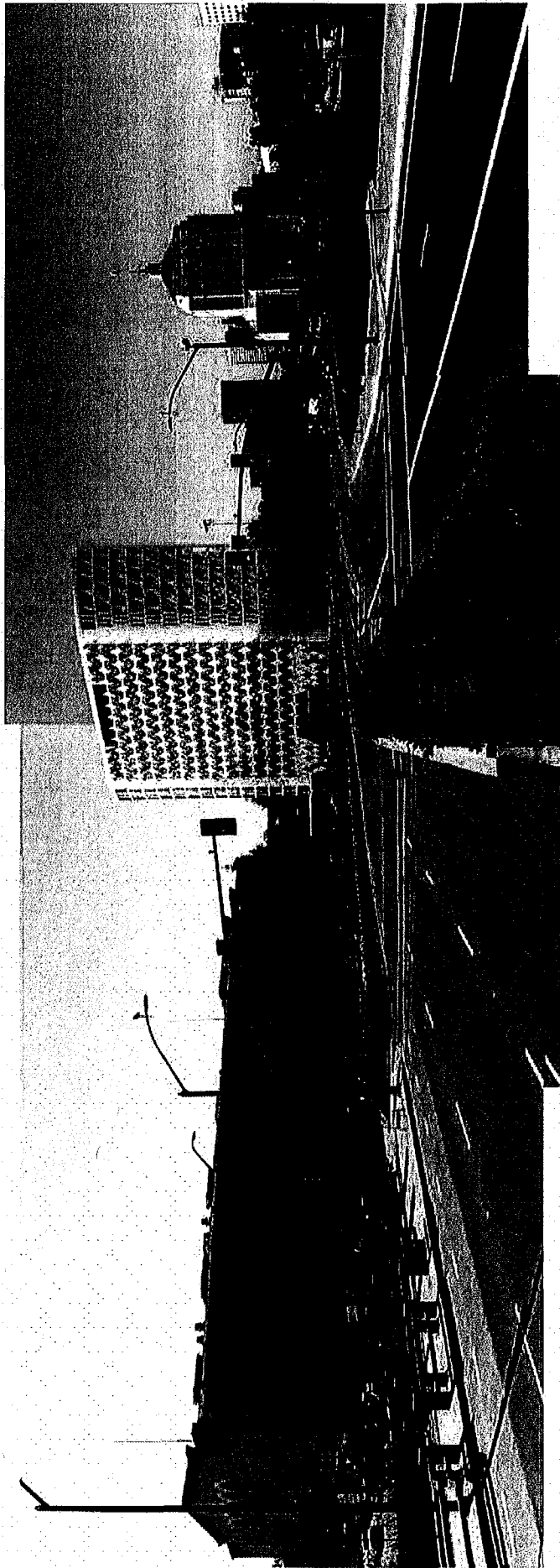
Facilities Center on site from 2010 Regional Center for Hospitality & Culinary Arts

HJK Center + **TLM Hotel**

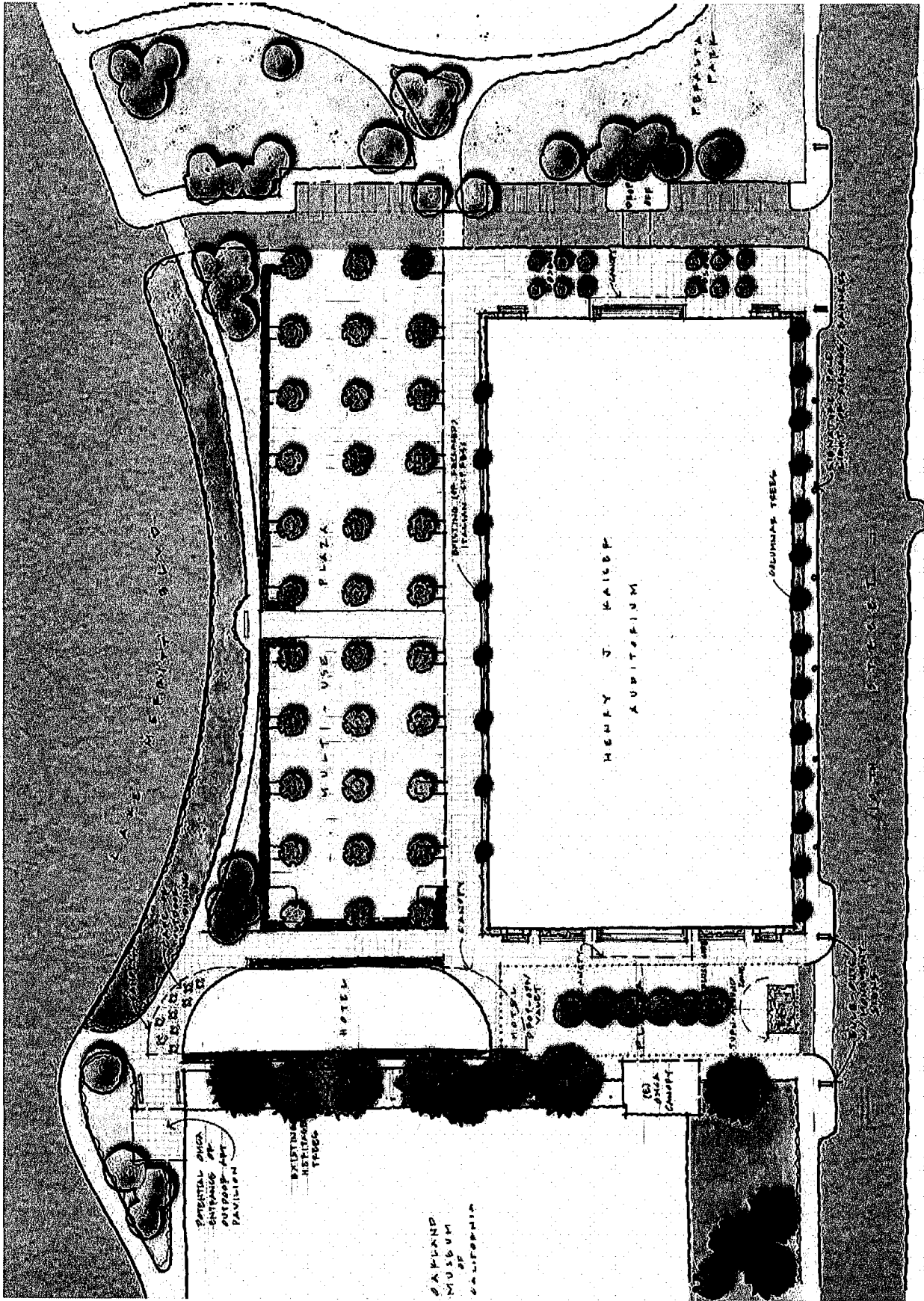


In Partnership With:

Oakland Unified School District - Laney College - Merritt College - Peralta Community College District - California Statue University-East Bay - San Francisco State University - University of San Francisco - Alameda County Office of Education - State of California Community Colleges Chancellor's Office

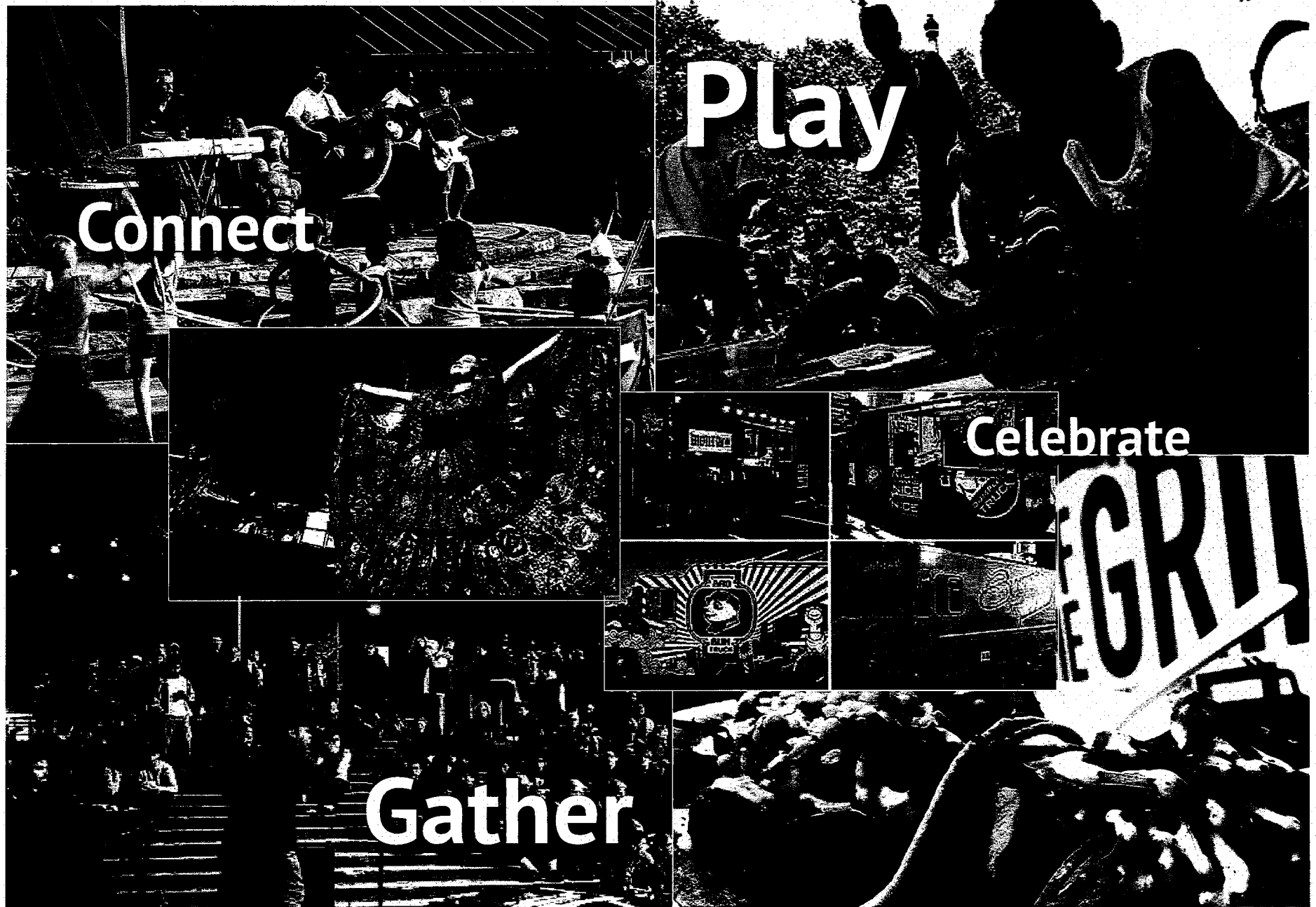


Kaiser Auditorium Site plan



HENRY J. KAISER AUDITORIUM
SITE PLAN
OCT 29, 2011

Multi-Use Plaza: The Front Porch of the HJK Center

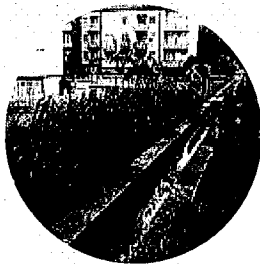


HYPHAE DESIGN LABORATORY
PROJECT NARRATIVE: AN ECOLOGICAL SYSTEMS APPROACH

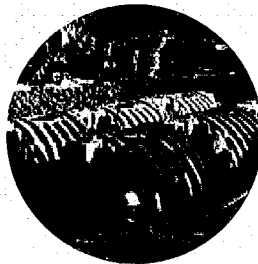
The Hyphae Design Lab is an ecological engineering and design firm based in Oakland, dedicated to creating innovative living infrastructure. Hyphae's multi-disciplinary team includes architects, landscape architects, and civil engineers, allowing for a multi-faceted approach to design challenges and the capacity to engineer elegant ecosystem-driven solutions.

For the project at 1 Lake Merritt, we see an opportunity to combine the regeneration of Oakland's iconic auditorium with the reinvigoration and ecological overhaul of an extraordinary public space. As a flexible parking lot and gathering space, we view the plaza in front of the Henry J. Kaiser Auditorium as a large-scale water filter, gathering and filtering stormwater, as well as possibly cleansing greywater harvested from the proposed tower. This beautiful and adaptive space will also be a living infrastructure, capable of providing all of its own irrigation needs through storage and filtration. Furthermore, planting strategies for the plaza and proposed tower will give rise to a continuous ecological fabric capable of uniting the spatial programming of the auditorium, hotel, and museum, while making legible both infrastructural performance and circulation to these institutions.

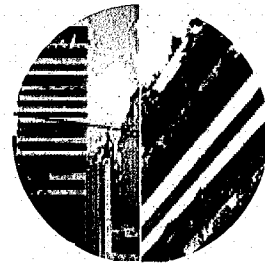
KEY STRATEGIES:



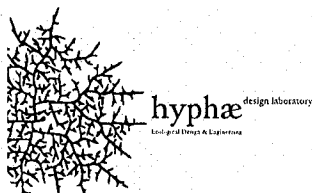
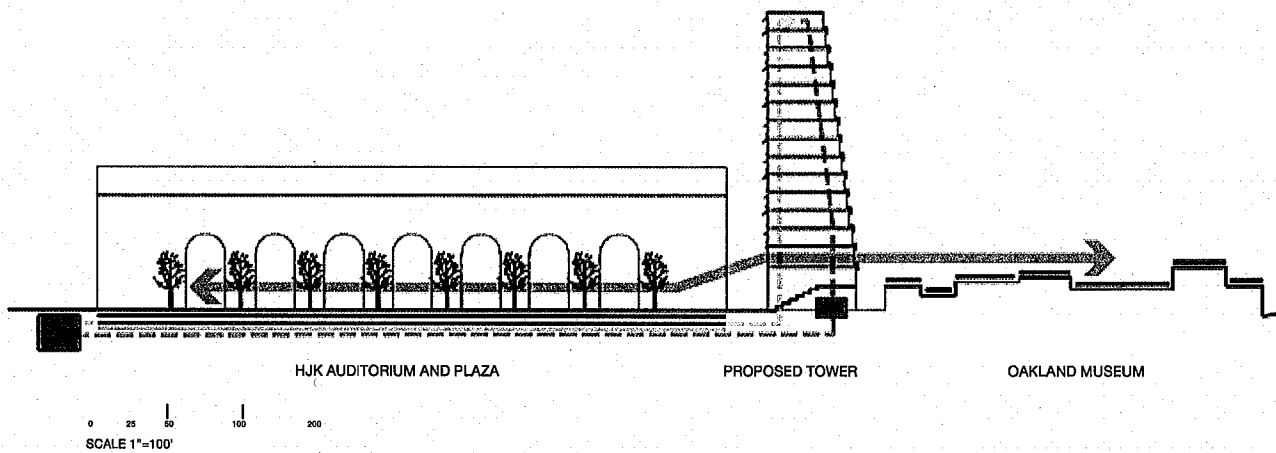
PLAZA / PARKING AS FILTER
 LINEAR TREATMENT
 WETLAND PLANTERS



INTEGRATED SYSTEMS
 HOLISTIC WATER MANAGEMENT
 AND STORAGE



CONTINUOUS ECOLOGY
 LIVING ARCHITECTURE
 AND TERRACED PLANTINGS



3. TEAM

3.1. Development Entity

Development Entity and structure

Creative Development Partners is proposing 1LM as a comprehensive redevelopment of the HJK Center building and site. The proposed development of the HJK Center and the adjoining 1LM Hotel will be developed by CDP with two separate subsidiary development entities. Creative Development Partners, Equinox Hospitality-SynergyEB5, and Harbinger Development will form a new joint venture entity whose sole purpose is the development and management of 1LM. Equinox-SynergyEB5 and Harbinger Development will be providing capital directly for the purposes of entitling and building 1LM. Select financial information for Equinox Hospitality-SynergyEB5 and Harbinger Development is provided in the Confidential Financial Packet; more will be provided if CDP is selected.

The diverse and seasoned development team of 1LM has demonstrated expertise in real estate development, construction, education, and community engagement needed to make this project a success. Our experience includes analysis, planning, and strategy, as well as financing, construction, and property management. As master developer, CDP represents decades of cumulative experience securing funding from the many possible sources of financing that might be applied in this project, including New Markets and Historic Tax Credits, local housing tax credits, tax-increment financing, and tax exempt bond financing (issued for 1LM, as proposed, by California Municipal Finance Agency). For 1LM, CDP is engaging the resources of philanthropy and community development financial intermediaries as well, including PolicyLink, Pacific Community Ventures and LISC, with the San Francisco Foundation and The California Endowment as expected participants in a 1LM funding pool.

Equinox Hospitality brings experience in hotel ownership, management, acquisition, and development. Equinox hospitality is backed for 1LM by financing through Synergy California Green Hospitality Regional Center, an EB-5 Regional Center that specializes in hospitality projects and operates out of the San Francisco Bay Area. CDP also has access to additional EB-5 Regional Centers, which specialize in hospitality projects.

Harbinger Development is an internally capitalized, private development company with significant financial resources. The Company is organized to be entrepreneurial in pursuit of development opportunities that require at risk early capital investment for entitlements and the ability to co-invest larger amounts for vertical construction. Harbinger has the financial resources to fund 100 percent of the pre-development cost, and the ability to co-invest equity for vertical development—although we do not expect that Harbinger will fund predevelopment entirely by itself. Evidence of Harbinger's line of credit for pursuing development in Oakland is included in the confidential attachments. The team expects to have the Ground Lease fully negotiated for execution and all entitlements completed in order to close the construction financing coincident with final entitlement.

As proposed, CDP will have a 51 percent ownership stake in the development, while Harbinger will have 39 percent and Equinox/Synergy will have 10 percent. These percentages speak to issues of control and responsibility more than equity positions. CDP will run the project, working early on and closely with Conventions, Sports & Leisure International (CSL), for instance, to determine the best programming for the HJK Center in the context of 1LM, which decision will help determine which of our proposed operators for the HJK Center is the best fit, and then moving to retain one of them. Likewise, while Harbinger is prepared to spend money now on predevelopment costs associated with entitlement, and has the capacity to do so, CDP will have the lead in bringing the rest of the money to the table—for predevelopment and the final project itself. Letters of interest from several prospective investors or financing partners are attached to that effect. The financing plan is also discussed in more detail in Section 4.

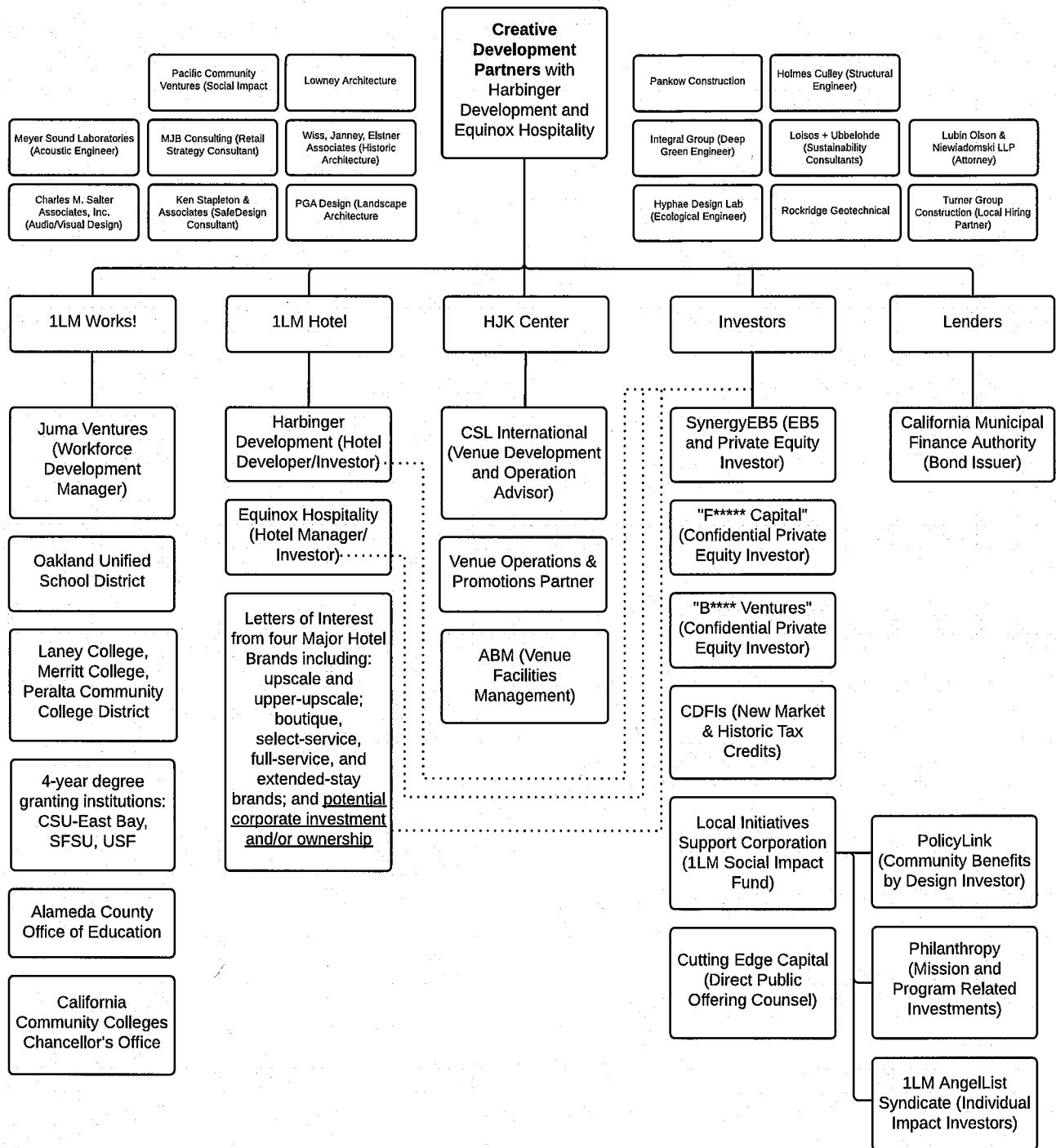
Points of Contact

1LM is a complex project involving the rejuvenation of the HJK Center, an adjoining new construction hotel, and the development and facilitation of community benefits integrating the surrounding educational and cultural institutions. The success of this project requires a team of key people to steward the vision and manage the variety of partners in the project. These key leads will be strongly advised and supported by day-to-day project management staff. The key persons in charge of negotiations are Jeremy Liu from CDP, Eamon C. O'Marah from Harbinger, and Adam Suleman from Equinox (resumes included in Appendix A).

Key personnel in decision-making and day-to-day project management from CDP supporting Jeremy Liu include Karoleen Feng (VP Project Development), Jason Vargas (VP Finance) Cort Gross (Senior Advisor, Project Development) and Randolph Belle (VP Community and Government Relations, Programs). CDP and its partners will evaluate and select the appropriate hotel "flag" (several well-known brands have expressed interest, see Confidential Financial Materials) and HJK Center operators as part of their role. Equinox will also take the lead to negotiate Letters of Intent (LOIs) with the selected hotel brand, negotiate management agreements, and identify and engage the appropriate interior design firm(s), along with providing furniture, fixtures & equipment (FF&E) procurement and coordination assistance to the project management team.



Organizational Structure



The development process is not linear, as the City of Oakland understands. Once this team has secured site control, we will necessarily continue to refine the roles of each team member. Based on the vision, demands, and financing of the project, the lead entities reserve the right to adjust, remove, and replace team members. During the last two years, the development team has drummed up significant excitement in the development of 1LM.

The current organizational structure for the entitlement phase with the team members and their key personnel are as follows:

Development Entity (to-be-formed Joint Venture entity)

Creative Development Partners

<http://www.creativedevelopmentpartners.com>

Lead: Jeremy Liu
Oakland, CA

Harbinger Development

<http://harbingerdevelopment.com/>

Lead: Eamon O'Marah
Boston, MA

Equinox Hospitality

<http://www.equinoxhotels.com/>

Lead: Adam Suleman
San Francisco, CA

The HJK Center

Convention Center Advisor

Conventions, Sports & Leisure International (CSL), a leading advisory and planning firm specializing in consulting services for the convention, sport, entertainment and visitor industries, will serve as advisor and developer's representative in planning and operations of the HJK Center.

Operations

The HJK Center's venue management strategy is comprised of a team of high capacity "best in class" operators, each a leader in their field and selected to serve a particular purpose. For booking, talent and general management, CDP is in discussion with several name brand national and international firms, which have shown great interest in the building. Upon selection, CDP will work with our consulting partner CSL to select the best operator to meet our mission and revenue goals. Each of the prospective operators possess the ability to attract and book large commercial acts, sporting events and family entertainment, in addition to engaging community based arts and cultural presenters, and each is a non-exclusive management company, thereby expanding the number of bookings possible. By selecting a non-exclusive operator for the HJK Center, CDP meets its goal of featuring the broadest range of activities and makes possible the opportunity to provide access to ethnic arts groups and community based organizations, which based on our in-depth conversations with local cultural arts presenters, are locked out or priced out of many local venues.

To augment bookings at the HJK Center, we have enlisted select local promotions companies with great local impact to join our team. These firms bring a unique, eclectic and true Oakland experience, along with diverse audiences, and will centralize their focus and operations at the HJK Center. CDP has reviewed concept feasibility with several major operators and facilities managers. For operations of the HJK Center, Davidson Hotels and Resorts are strongly interested in managing hotel-related events, entertainment, sports, cultural and broadcast events. ABM Industries, which already provides facilities management services to

OMCA, has joined our team and brings significant knowledge and efficiencies to operating the HJK Center. During development, the operator entities will be involved in structuring operations of the project to ensure the financial feasibility, as well as the built in community benefits, including the workforce pathway, are successful. The ongoing property management will be separate for the HJK Center and the 1LM Hotel.

1LM Hotel

Owner

National Credit hotel owners or sponsors (with interest and capacity to invest/own) are described in the Confidential Financial Materials submitted separately.

Hotel Brands

We are in detailed discussions with top-tier brands such as Starwood, Virgin Hotels, and Commune's Joie de Vivre. We have several Letters of Interest and have secured a strong letter from a four-star, full service brand (please see the Confidential Financial Materials for more detail).

Hotel Management

Equinox Hospitality, Davidson Hotels and Resorts, and Commune are possible operators of 1LM Hotel.

**Creative Development Partners is proposing
1LM as a comprehensive redevelopment of the
HJK Center building and site.**

3.2. Disclosures

The development entities listed above have nothing to disclose; we are not involved in any litigation, bankruptcies, nor off-balance sheet liabilities.

3.3. Developer Experience

1LM's diverse and seasoned development team has the demonstrated expertise in real estate development, construction, education, and community engagement needed to make this project a success. Our experience includes analysis, planning, and strategy. As master developer, CDP represents decades of cumulative experience securing funding from the many possible sources of financing that might be applied in this project, including historic tax credits, New Market Tax Credits, local housing tax credits, tax-increment financing, and tax exempt municipal bonds (issued by CA Municipal Finance Agency). Our development portfolio is listed in Appendix A.

3.3.1. Local Roots and Local Knowledge

We have relationships at the community, city, and state level that we will leverage on behalf of this project to help identify challenges early and smooth the process of overcoming them. For instance, CDP's team members have been involved in developing the Lake Merritt Station Area Plan and have worked in partnership with the many stakeholders to finalize that plan. CDP partners also have worked on multiple school sites, working closely with Laney College in particular, on strategic, educational, and facilities projects. A CDP Principal has deep roots in the local arts community, having launched several commercial and community arts facilities including the first gallery in the Uptown area in 1998, served as Vice Chair of the Cultural Affairs Commission and as President of Pro Arts. Pankow Builders brings experience and relationships developed while completing multiple projects in the City of Oakland. Similarly, Lowney Architecture's history with the Chamber of Commerce and the City of Oakland's Planning Commission brings access and understanding of local issues. Alan Dreyfus of WJE is respected by Oakland historic groups and has also successfully completed many adaptive reuse federal, state and local historic buildings. Turner Group Construction (TGC) is a Local Minority-Woman-owned company, with S/LBE, MBE, DBE certifications in Oakland and other cities and counties around the Bay Area. Being Oakland natives, TGC has a strong commitment to improve the city in which we live and work.

Perhaps most importantly, many of our team members live, work, and are raising families in Oakland. We are deeply invested in a successful outcome for the HJK Center, the City, and the community alike. We are prepared to engage with the multiple groups invested in this project to ensure a successful outcome for all involved.

When CDP, a local and small business, carefully pulled together the team for 1LM, one of the overarching goals was to maximize local and small business involvement in the project. We also recognize the many advantages to maintaining competition in subcontracting, and the use of LBE & SBE businesses is a key element to maintaining a competitive advantage. In seeking expertise beyond Oakland, CDP specifically reached out to entities with stated willingness or track records for working with SLBEs.

CDP has worked with local community banks, including Community Bank of the Bay, and economic development organizations to draft a small business lending and support program to help prepare and scale up local businesses or social enterprises that may provide products and services to 1LM. Through this program, we intend to contract local entities to provide things such as laundry and floral service, or products and accoutrements for the hotel rooms like organic soap and towels.

We also have preliminary interest from the Maker community at Laney College and throughout the area to consider the possibility of fabricating interior design and exterior hardscaping elements for the hotel and surrounding landscape (see Section 5.3 for more detail).

Past experience with local and small business subcontracting

The CDP team is comprised of principals who have led or are part of local and small business entities. The principals have a strong track record of projects that met or exceeded local and small business subcontracting for the professional areas of the work (development and design), construction, and operations. The challenge of meeting these goals is typically two-fold--not starting early enough in the development process to include SLBEs and not having a pathway for effectively building the capacity of small and local businesses. At least 50 percent of the professional team engaged in 1LM is a local and small business. 1LM Works, the comprehensive workforce pathway model described in the narrative, will also continually educate local talent and build capacity in the city.

As the lead entity in the development team, CDP is structuring the decision making to reflect CDP's 51 percent ownership in the project. To further deepen local investment and ownership of One Lake Merritt, CDP will include community financing vehicles as part of CDP's equity in the project. The details of the community financing are in Section 1.6.2 under the Key Terms.

3.3.2. Green Building Experience

Green building is largely about creative engineering. CDP has consequently engaged two of the best green engineering firms in the country—Integral Group and Loisos + Ubbelohde, both located in the East Bay—to advise us on our preliminary green design, as shown. Should we be selected, we plan to formally retain them.

Integral Group has engineered several significant projects such as the energy upgrade of the OMCA, the new Exploratorium at Piers 15 and 17 in San Francisco, and the new David and Lucile Packard Foundation building in Los Altos. Farther away, they contributed to the sustainable design of the River Rock resort and casino in Vancouver, the Savoy and Marriott Grand Marquis hotels in London, the redesign of several stadiums and other venues for the 2015 Pan Am games in Toronto, even the Grand Mosque in Mecca. Please see Section 5.6 for more detail.



Likewise, Loisos + Ubbelohde has been involved with several significant projects across the country, advising on lighting design, air flow, energy (re)generation technologies, and other green design characteristics. Their long client list includes some of the country's largest developers, as well as some of the most significant in the Bay Area.

3.4. Design Team

CDP has assembled a leading team of subject experts with decades of experience in real estate development, entitlement processes, creative financing, green building, and arts/cultural development. Resumes and recent project samples can be viewed in Appendix A.

Structural Engineer

Homes Culley
San Francisco, CA
<http://www.holmesculley.com/>
Lead: Zander Sivyver, SE, LEED AP

Builders

Pankow
Oakland, CA
<http://www.pankow.com/>
Lead: Jim Coyle, LEED AP

Ecological Engineer

Hyphae Design Lab
Oakland, CA
<http://hyphae.net/>
Lead: Brent Bucknum

Deep Green Engineer

Integral Group
Oakland, CA
<http://www.integralgroup.com/>
Lead: Andrea Traber, LEED AP

Sustainability Consultant

Loisos + Ubbelohde
Alameda, CA
<http://www.coolshadow.com>
Lead: George Loisos

Lead Architect

Lowney Architecture
Oakland, CA
<http://www.lowneyarch.com/>
Lead: Ken Lowney, LEED AP

Landscape Architect

PGA Design
Oakland, CA
<http://www.pgadesign.com/>
Lead: Chris Pattillo

Historic Architect

Wiss, Janney, Elstner Associates, Inc.

Emeryville, CA

<http://www.wje.com/>

Lead: Alan Dreyfuss

Role: Historic preservation, existing building envelope design

Geotechnical Engineer

Rockridge Geotechnical

Oakland, CA

<http://www.rockridgegeo.com>

Lead: Craig Shields

Role: HJK Center assessment

SafeDesign

Ken Stapleton & Associates/ The Safedesign Insitute

Cleveland, OH

Lead: Ken Stapleton

Role: crime prevention through environmental design

Sound Engineer

Meyer Sound Laboratories

Berkeley, CA

<http://www.meyersound.com>

Lead: John McMahon

Acoustical Consultant

Charles M. Salter Associates, Inc.

San Francisco, CA

<http://www.cmsalter.com>

Lead: Cristina Miyar

Retail Consultant

MJB Consulting

Berkeley, CA

<http://www.consultmjb.com>

Lead: Michael Berne

Local Hiring Partner

Turner Group Construction

Oakland, CA

<http://turnergroupconstruction.com>

Lead: Fred MacKay

Venue Development and Operation Advisor

Convention, Sports, & Leisure International

Minneapolis, MN

<http://www.csintl.com>

Lead: Bill Krueger

We estimate \$3.46 million per year
from the hotel to the City of Oakland

4. FINANCIALS

The financing proposed for 1LM is diverse. Drawing on a range of public support and private investment, the two sides of 1LM (HJK Center + 1LM Hotel) support each other and stand on their own for this \$142,740,533 project. Hard costs of construction have been estimated working with Pankow Builders, based on the review of existing building plans, site inspection, and design proposals. Soft costs, including financing costs, have been developed in dialogue with other parties.

Financing proposed to pay those costs, for the HJK Center, consists of equal parts public and private debt and equity. A conventional first position loan of approximately \$26.5 million, secured by a leasehold on the property, is proposed, funded by a tax exempt bond issue, and to be serviced by operating cash flow from the HJK Center operations. We also propose a second position loan of approximately \$13.5 million to be funded by tax revenue generated by operations. We propose that approximately \$1.5 million of the more than \$1.7 million in anticipated tax revenue from the HJK Center operations be set aside to service this loan, a kind of tax increment structure. Issuers and underwriters have both expressed interest in supporting the bond issue, with both these conventional and TIF-like characteristics. Financing for the HJK Center also assumes City support in the form of a grant or deferred loan of \$3 million to support the Calvin Simmons Theater restoration. We have assumed historic and new markets tax credit financing of about \$25 million in equity proceeds, based on CDP's experience with other, similar projects. Private equity of \$5.9 million is also assumed.

The majority of private equity in 1LM, however, estimated at about \$20.4 million, will pay for the cost of the 1LM Hotel, including the costs of 1LM Works!. We anticipate that this will be a mix of conventional return-oriented investment and impact investment support. In addition to engaging private hotel investors and investors with a green agenda, CDP is in conversations with the California Endowment, the San Francisco Foundation and PolicyLink, among others, that are focused on development of a pool funded by program related investment, or PRI funds, for this purpose. We already have funding interest for 1LM Hotel in excess of our goal, with expectations to set equity composition in the near future. CDP assumes a small portion of total NMTC equity proceeds for the hotel. The remainder of approximately \$50 million needed for the hotel is funded by conservatively underwritten debt, about half of it from the same bond issue that will support the HJK Center redevelopment—although funded on the hotel side of the development with revenue from hotel operations—and half in a subordinate structure that will be funded with EB5 proceeds, with an effective interest rate well below market. Net operating revenue from the hotel does not only service debt, we estimate about \$3.46 million per annum in revenue from the hotel in occupancy tax, property tax, land lease proceeds, and parking taxes—**all income to the City of Oakland.**

While we have confidence in both debt and equity amounts for the project as defined, it is still too early in the process for financing commitments; underwriting cannot commence until CDP has site control. The development and financing partners already at the table—Synergy, Equinox, Harbinger, PolicyLink and others among them—express confidence these targets can be achieved, however, and are all prepared to help fund the estimated \$4-5 million predevelopment budget the 1LM project will require to get it to closing with funders and the speedy start of construction.

Creative Development Partners
HJ Kaiser Convention Center and 1 Lake Merritt Hotel
 Summary, source and uses of funds

Date 11/10/2014

	(Henry J. Kaiser) Center		(One Lake Merritt) Hotel		Total Project
	Renovation of National Historic Landmark into a live performing arts center, special use, training facility and convention center space. May be master leased to Entertainment or Education provider		Construction of a new full service hotel to complement a newly renovated and historic landmark (HJKCC)		In order for the Hotel and Convention Center to thrive, both must be developed together
General Building Information					
Total Building SF	216,000	SF	160,000	SF	376,000 sf
Concert Seating Capacity (Kaiser Arena)/ Rooms	1,924	Seats	280	Keys / Rooms	
Concert Seating Capacity (Calvin Simmons)	7,900	Seats			
Parking Spaces	200	Spaces	84	Spaces	284 spaces
Proposed Financing					
Total Proposed Sources of funds	\$69,595,200	\$322 PSF	\$73,145,333	\$457 PSF	\$142,740,533
Tax-Exempt/ Taxable first loan	26,592,288	\$123 PSF	28,629,138	\$179 PSF	55,221,426
State Financing (TIF District) Secured by Tax	13,500,000	\$63 PSF	-	\$ PSF	13,500,000
CS Theater grant	3,000,000				3,000,000
Historic Tax Credit equity	13,219,200	\$61 PSF	-	\$131 PSF	13,219,200
EB-5 subordinate debt	-	\$ PSF	21,000,000	\$20 PSF	21,000,000
NMTC/HTC equity	7,370,141	\$34 PSF	3,159,859	\$127 PSF	10,530,000
Private Equity	5,913,571	\$27 PSF	20,356,336	\$127 PSF	26,269,907
Total Development Cost (uses of funds)	\$69,595,200	\$322 PSF	\$73,145,333	\$457 PSF	\$142,740,533
Acquisition	-	\$ PSF	-	\$ PSF	-
Hard Cost & Contingency	48,600,000	\$225 PSF	52,800,000	\$330 PSF	101,400,000
Soft Cost & Cntgcy	9,720,000	\$45 PSF	8,371,500	\$52 PSF	18,091,500
FF&E & Contingency	6,861,033	\$32 PSF	3,010,000	\$19 PSF	9,871,033
Construction Loan Interest and Op Def Rsrv	819,600	\$4 PSF	4,097,998	\$26 PSF	4,917,597
Financing fees	95,367	\$ PSF	476,835	\$3 PSF	572,202
Professional Fee	3,499,200	\$16 PSF	4,389,000	\$27 PSF	7,888,200

Creative Development Partners
HJ Kaiser Convention Center and 1 Lake Merritt Hotel
Hotel Analysis - Full Service Hotel

Today's Date 11/10/2014
 Last Updated 10/23/2014
 By cg

Property Information	Assumption/ Ratio	Value
Building floorplate above atrium		11,970
Total Above Grade SF (FAR)	13 F abv atrm	160,000
Less Retail GSF	1.00%	1,600
Less Room Support GSF	2.00%	3,200
Less Food & Beverage GSF	4.00%	6,400
Less Ballroom GSF	2.50%	4,000
Less Meeting Room	2.00%	3,200
Less Board Room	0.50%	800
Less Ballroom Support	1.25%	2,000
Less Function GSF (Core)	5.00%	8,000
Less Fitness	0.50%	800
Total Non-Room GSF	18.75%	30,000

Other Property Information		Value
Residual Room GSF (81.25% total GSF)		130,000
Rentable Hotel Room SF	90%	117,000
Keys	280 keys	280
Average Room size / Gross Room SF	418	571
Req Parking - Greater of Zoning and Market	0.75	210

Financing (sources of funds)		
28% Equity	27.8%	20,356,336
39% First Loan	39.1%	28,629,138
0% City Financing (Secured by Tax)	0.0%	-
29% EB5 subordinate debt	28.7%	21,000,000
4% Other Equity (NMTC, 30mm allocation)	4.3%	3,159,859
		73,145,333

Total Development Cost (uses of funds)		
Acquisition		-
Hard Cost & Contingency	330 PSF	52,800,000
Parking Hard Cost & Contingency	11,000	
FF&E & Contingency	10,750	3,010,000
Soft Cost & Cntgcy	15.0%	8,371,500
Construction Loan Interest and Op Def Rsrv	5.00%	4,097,998
Financing fees	1.50%	476,835
Professional Fee	6.00%	4,389,000
Total Project Costs (TPC)		73,145,333
<i>total costs per key</i>		261,233

Loan Information

First Loan		28,629,138
Stabilized NOI		5,725,828
Debt Coverage Ratio		1.25
Available for Debt Service		4,580,662
Loan Constant		0.0644
Interest Rate		5.0%
Amortization		30
LTV Limit (loan to cost)	70%	73,150,000
Debt Service Annual Payment		(1,844,249)
Debt Yield		20.0%

Total Annual Revenues Inputs

	Assumption/ Ratio	Value
Stabilized ADR	190	
Stabilized Occupancy / RevPAR	75%	143
Stabilized Room Revenues		14,563,500
Stabilized conf and mtg space revenue	\$ 35.00	3,360,000
Stabilized parking revenue	210 spaces	1,149,750
Rooms Revenue % Total Revenue	85%	
Total Annual Revenues		17,133,529.41
Stabilized NOI after Reserves		5,725,828
Implied Cap Rate at Stabilization		7.83%
*Based on Full Service Expenses		
Cash Flow		\$3,881,579

Timing

Pre-Const and entitlement (April start)	26 mos	winter 2016
Construction complete on HJK Center	28 mos	spring 2019
Complete 11M hotel	12 mos	spring 2020
Months to Stabilize HJKCC	8 mos	winter 2019
Months to Stabilize Hotel	8 mos	winter 2020
Total Project Timeline	82 mos	6.8 yrs

Creative Development Partners
HJ Kaiser Convention Center and 1 Lake Merritt Hotel
 sources and uses and cashflow projections

Height	60 feet	OTHER ASSUMPTIONS	
Floors	3 floors	Vacancy	10.00%
Floor Plate (SF)	80,000 SF	Rent Escalation	2.00%
Total SF	216,000 SF	Expense Escalation	3.00%
Parking	70,000 SF	Replacement Reserve	20.00%

Sources

Equity	8%	5,913,571
1st Trust	38%	26,592,288
TIF Bond	19%	13,500,000
CS Theater grant		3,000,000
NMTC	11%	7,370,141
HTC	19%	13,219,200
		69,595,200

Operating INCOME (see op.assmptns tab)

Gross Operating Income	8,904,490
Est Operating expenses	65% (5,209,127)
NNN Operating income before rent	3,695,363
NET Operator Income	1,103,363 12% cash on cash net return

Uses

Acquisition note	
Hard Costs	48,600,000
Soft Costs	9,720,000
Contingency (incl finl costs)	7,776,000
Professional Fee	3,499,200
	69,595,200

HJKCC Rental INCOME*

SF	PPSF (Mo)	PPSF (Annual)	daily	Total monthly	total annual rent	
Event Space	80,000	1.00	12.00	2,667	80,000	960,000
Event Space	80,000	1.00	12.00	2,667	80,000	960,000
Other	56,000	1.00	12.00	1,867	56,000	672,000
*Operator pays HJKCC	216,000	1.00		12.00		2,592,000

1st position debt financing

Interest Rate	5.00%
Amortization	35
Term	10
NOI	2,013,120
DSCR	1.25
Available for DS	1,610,496
Max DSCR Loan	\$26,592,288
Loan to Value Ratio	70%
Value	69,595,200
Max LTV Loan	48,716,640

HJKCC (Owner) EXPENSES

NNN	SF	PPSF (Mo)	PPSF (Annual)	Total
0.80 Reimbursable		216,000	0.40	4.80
		Non-rmbrsbl % of EGI		10%

Max Loan **\$26,592,288**

TIF Bond financing

Effective rate	2.16%
Amortization	10
Term	10
DSCR	1.15
total est tax revenue	1,727,522
*tax rev available for DS	1,502,193

CASH FLOW

Income		2016	2017	2018	2019	2020
GPI		2,592,000	2,643,840	2,696,717	2,750,651	2,805,664
Vacancy		(259,200)	(264,384)	(269,672)	(275,065)	(280,566)
parking	1.25%	172,800	174,960	177,147	179,361	181,603
Reimbursable Expenses		829,440	854,323	879,953	906,351	933,542
Effective Gross Income		3,335,040	3,408,739	3,484,145	3,561,299	3,640,243
Expenses						
Reimbursable (as % of EGI)	31%	(1,036,800)	(1,067,904)	(1,099,941)	(1,132,939)	(1,166,928)
Non Reimbursable	9%	(285,120)	(290,822)	(296,639)	(302,572)	(308,623)
Total Expenses	40%	(1,321,920)	(1,358,726)	(1,396,580)	(1,435,511)	(1,475,551)
NOI		2,013,120	2,050,013	2,087,565	2,125,788	2,164,693
Debt Service, 1st loan		(1,610,496)	(1,610,496)	(1,610,496)	(1,610,496)	(1,610,496)
TIF (see HJKCC tax tab)	(13,500,000)	n/a*	n/a*	n/a*	n/a*	n/a*
Replacement Res		(80,525)	(87,903)	(95,414)	(103,058)	(110,839)
State Payment		-	-	-	-	-
CASH FLOW	(5,913,571)	322,099	351,613	381,655	412,233	443,357

Creative Development Partners
HJ Kaiser Convention Center and 1 Lake Merritt Hotel
Financial Performance: waterfall

Project, SOURCES AND USES			
Sources:		Uses:	
Total Debt	28,629,138	40,092,288	
	hotel	HIKCC	
First Loan	28,629,138	26,592,288	hotel 73,145,333
Second Loan	-	13,500,000	HIKCC 69,595,200
Tax credit equity	3,159,859	20,589,341	Total Uses \$142,740,533
EBS	21,000,000		
Equity	20,356,336	5,913,571	
Total Equity:	26,269,907	19%	of TDC
Institutional Investor	26,269,907	100%	of equity
Development Group*	-	0%	of equity
Total Sources	\$139,740,533		

RETURN ON COST	
All-in Cost at Stabilization	\$142,740,533
NOI @ 1st Year 2016	\$7,738,948
Return on Cost	5.42%
HOTEL ROC	7.83%

EXIT ASSUMPTIONS	
6 Year hold - Sell in Year	2022
Exit Cap Rate	6.00%
Selling Expense	5.00%
6% Year hold	8
2022 NOI	\$8,956,719
Sales Price less Selling Expenses	\$141,814,718
1st Debt Payoff	(\$55,406,927)
EBS	(\$25,454,545)
Net Proceeds	\$58,826,191
Gross Sale Price / RSF	\$533,138
Gross Hotel Value / RSF	\$506,481

RSF INFO	
Total Units	280
Gross Cost Price per key	\$ 261,233
	49.0% *partner
	51.0% cdp

VALUE YR 1	
VALUE YR 1 @ 5.42%	142,740,533
VALUE YR1 @ 6.00%	128,982,461
YR 1 HARD DEBT 6.13% \$	8,564,432
PAYMENT (ANNUAL)	(1,844,249)

Pro Forma	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025
		1	2	3	4	5	6	7	8	9	10
NET OPERATING INCOME											
Project income (hotel and hjkcc) before debt service		7,738,948	7,847,638	8,060,991	8,279,918	8,504,571	8,760,447	8,956,719	-	-	-
Proceeds from Sale		-	-	-	-	-	-	58,826,191	-	-	-
Hotel 1st Debt Service		(1,844,249)	(1,844,249)	(1,844,249)	(1,844,249)	(1,844,249)	(1,844,249)	(1,844,249)	-	-	-
EBS Debt Service	1.00%	(210,000)	(210,000)	(210,000)	(210,000)	(210,000)	(210,000)	(210,000)	-	-	-
HIKCC 1st Debt Service		(1,610,496)	(1,610,496)	(1,610,496)	(1,610,496)	(1,610,496)	(1,610,496)	(1,610,496)	-	-	-
Subtotal Debt Service		(3,664,745)	(3,664,745)	(3,664,745)	(3,664,745)	(3,664,745)	(3,664,745)	(3,664,745)	-	-	-
TAX INCREMENT, hotel and HIKCC											
hotel	154,778.95		0.97								
City Hotel Occupancy Tax Revenue		1,893,255	1,950,053	2,008,554	2,068,811	2,130,875	2,194,801	2,260,645	-	-	-
City Sales Tax Revenue		431,486	446,154	460,120	474,517	489,359	504,659	520,431	-	-	-
City Financing (Secured by Tax)Debt Service on \$0M									-	-	-
hjkcc											
anticipated City tax revenue	0.0125	1,727,522	1,779,348	1,832,728	1,887,710	1,944,341	2,002,672	2,062,752	-	-	-
TIF Bond Debt Service on \$13,500,000	0.0125	(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	-	-	-
Surplus/(Remaining tax revenue)		2,550,070	2,673,361	2,799,209	2,928,845	3,062,383	3,199,939	3,341,635	-	-	-
total tax revenue diverted to d/s		(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	(1,502,193)	-	-	-
Asset Management (as % of NOI)	2.00%	(154,779)	(156,953)	(161,220)	(165,598)	(170,091)	(175,209)	(179,134)	-	-	-
CASH FLOW											
Cash on Cash return, per annum		15%	15%	16%	17%	18%	19%	230%			
11M rtnn (after asset mgt fee)		(26,269,907)	3,919,424	4,025,941	4,235,026	4,449,575	4,669,734	4,920,494	63,939,031		
	2.43 X		24.7% IRR	w/ hotel sale							
HIKCC WATERFALL											
% ownrshp	RETURN	EQUITY									
3rd party equity	80.00%	18% IRR	(26,269,907)	3,135,539	3,220,752	3,388,021	3,559,660	3,735,788	3,936,395	51,151,225	-
Partner equity	9.80%	0% IRR	-	384,104	394,542	415,033	436,058	457,634	482,208	6,266,025	-
CDP equity	10.20%	0% IRR	-	399,781	410,646	431,973	453,857	476,313	501,890	6,521,781	-

4.1. Financial Capacity and Earnest Money Deposit

One copy of CDP's financial information is included in a separate sealed envelope, designated "Confidential Financial Materials for the HJK Center RFP: CDP." The Earnest Money Deposit was issued and submitted to City of Oakland on November 12, 2014 date.

5. ILM DETAIL

5.1. Developer Portfolio

Historic Preservation

- 114 key Ames Hotel in Boston. \$75MM. Harbinger Development. Owner and developer of record. Opened November 2009. Financing included State and Federal Historic Tax credits total \$17MM.
- 137 unit California Hotel in Oakland. \$43MM. Development Lead for Developer. Opened December 2013. Financing included Low-Income Housing Tax Credits and Federal Historic Tax credits.
- 284 key The Davenport Hotel in Spokane, Washington. \$32MM. Equinox Hospitality. Development Services.
- The Old Mint in San Francisco. Project manager for Sponsor (under long term lease with the City, as owner). Financing included federal New Markets and Historic tax credits.

Hotels

- 11,535 keys, 26 upscale hotel brands in 36 high-rise buildings in Makkah, Saudi Arabia. Equinox Hospitality. Hotel Planning.
- 180 key Hotel Buckminster in Kenmore Square. Harbinger Development. Hotel planning.
- W Hotel & Residences 40-story tower Providence RI, permitted. \$120MM. Harbinger Development. Owner and developer of record. Project was not built.
- Laguna Cliffs Marriott Resort and Spa in Dana Point California. \$55MM. Equinox Hospitality. Project development and management of day to day operations.

Convention and Events Centers

- NFL Eagles training facility, Philadelphia. Construction management. \$45MM. Harbinger Development. Project Manager for the Eagles ownership.
- NBA San Antonio Spurs. New facility planning and construction management. \$185MM. Harbinger Development. Project Manager for Spurs ownership.

Others

- 40 Thorndike Cambridge, MA. 550,000 sf office conversion planning. Harbinger Development. Consultant to the State of Massachusetts.
- 45 Stuart Street, Boston, MA. Acquisition of 30-story, 404 unit multi-family tower permitted and sold to Avalon Bay. \$145MM. Harbinger Development. Owner and developer of record for permit. Sold site.
- Bank of America HQ, Providence, RI. Acquisition and renovation. \$35MM. Harbinger Development. Project manager for building owner.
- Intercontinental Real Estate Corp. HQ facility, Boston, MA. Project management. \$35MM. Harbinger Development. Project Manager for owner.

Current projects

- 11,535 keys 26 upscale hotel brands in 36 high-rise buildings in Makkah, Saudi Arabia. Equinox Hospitality. Hotel Planning. Ongoing.
- 330 room Starwood Aloft hotel at the Boston Convention Center, MA. \$101.5MM. Harbinger Development. Development advisor to owner. Opens January 2016.
- 180 room Starwood Element extended stay hotel at the Boston Convention Center, MA. \$54.5MM. Harbinger Development. Development advisor to owner. Opens January 2016.
- 225 key hotel and 25,000 square foot retail project on Parcel 9 along the Boston Greenway in the North End, MA. \$88mm. Harbinger Development. 40% investor owner and developer of record. Opens January 2017.
- 180 room Marriott Residence Inn, Concord MA. \$45MM. Harbinger Development. Development advisor to owner. Opens April January 2016.

- 330 room Full Service hotel in base of 60-story new tower development. \$830MM. Harbinger Development. Development advisor to owner. Opens July 2017.

5.2. HJK Center Detail

Management and Maintenance

The HJK Center's venue management team consists of several high capacity international booking, management and maintenance firms. Global Spectrum operates a wide range of venues across the globe, including arenas, convention centers, theaters and performing arts facilities. CDP chose Global Spectrum for their ability to attract and book large commercial acts, sporting events and family entertainment, in addition to engaging community based arts and cultural presenters. As a non-exclusive management company, the number of bookings possible expands, given the ability to work with all promotion companies including major international firms, local promoters and production partners featuring ethnic dance, music and stage productions. Global Spectrum is backed by Comcast Spectator, which brings a wealth of additional resources through a network of affiliates and translates to increased revenue possibilities and added viability.

The reason for selecting a non-exclusive operator for the HJK Center was to enable a range of promotions to occur in the building, allowing for the broadest representations, and based on our in-depth conversations with local arts groups and presenters. This strategy makes possible the ability to feature ethnic arts, sports, family entertainment and other attractions, which are locked out or priced out of many local venues.

Ankh Marketing specializes in creating intellectual properties that integrate culture, technology and education. Ankh seeks to use its vast network to connect brands with their desired demographic while seamlessly providing music fans unique and high-quality event experiences with their favorite performing artists. Known for professionalism, experience, and an intense work ethic, Ankh Marketing strives to provide nothing less than top quality services for all of its clients and customer base. Ankh has produced hundreds of successful events since 2004, becoming the most prolific independent event production and marketing company in the San Francisco Bay Area. Ankh has produced numerous high-profile event marketing campaigns locally and nationally for corporate, government and non-profit organizations.

Top Ten Social curates creative connections for inspired people in the social & civic discourse of the communities they call home, with a very active presence in Oakland. Top Ten Social connects disruptive innovators thru concerts, social gatherings, film festivals and lectures, with a most diverse audience.

ABM is the company we have chosen to maintain the physical plant including engineering, janitorial, systems control and several other operational functions. With over 100 years of facility solutions experience, ABM serves thousands of clients across the U.S. and in over 20 international locations. Currently maintaining the Oakland Museum and other modern Oakland facilities, ABM's integrated building solutions and expertise in energy solutions are a perfect match for CDP's vision for a sustainable development. ABM is also eager to cooperate with CDP's integrated workforce development program, drawing the most skilled employees from Laney College's Building Facilities Maintenance, Environmental Control Technologies and Automated Building Systems programs.

Operational connectivity

A comprehensive circulation plan for 1LM means more people, revenue, jobs, visibility, and opportunity for south Lake Merritt.

- In the surrounding area, future development is expected to occur along the 14th Street corridor, which runs straight into downtown Oakland. 1LM will serve as a catalyst to bring together the surrounding civic, arts and educational institutions with the growing downtown office demand and vibrant Chinatown-Old Oakland shopping and eating attractions.
- The hotel will serve as an anchor, around-the-clock visitor destination drawing visitors from the Lake and from BART to create an active and lively presence at OMCA's rear entrance and serving as OMCA's "entrance" on the Lake

- Activating the third side of the OMCA courtyard through a direct connection to the Hotel and the HJK Center, and possibly a new entrance to the Museum
- Operational collaboration between the three facilities can produce cost savings and generate increased revenue, in the form of off-peak hotel parking in the OMCA garage; joint event bookings and marketing; and, shared staffing and services like landscaping, parking, security, etc.
- Programmatic opportunities to expand reach and resources can be aligned with OMCA's focus on art, culture/ history and natural sciences

Media Production and Broadcast

Media production and broadcast are a major component of the strategy for success at the Oakland Auditorium and provide an opportunity to showcase local talent and cast an authentic light on Oakland and the range of artistic, musical, athletic and cultural talents here. Our goal is to build upon the renaissance and change the narrative of Oakland, but to also represent the diversity of Oakland and pay tribute to the tradition and legacy of Oakland. Our strategy includes a full range of broadcast offerings including web, mobile, film and television. Web strategies include the creation of a Multi Channel Network featuring four primary categories- Arts, Science, Sports and Entertainment. 1LM will be the greatest marketing vehicle that Oakland has ever known- built on the strength and contributions of the people.

CDP has assembled an incredible team of accomplished local artists and producers to provide a full range of content production and broadcast services.

Lathan Hodge will assist CDP with the development of a comprehensive media strategy. Based in Oakland, Mr. Hodge is an award-winning producer that has garnered three NAACP Image Awards, two Emmy Awards and the NEA Award for his work, having produced over 3,500 television shows. Mr. Hodge is the Executive Producer of digital media visionaries M. Herbert Production, who create content for digital, film and television broadcast.

D'Wayne Wiggins is an Oakland native, multiple Grammy award-winning international recording artist and producer, and the founder and Creative Director of West Wind Artists. West Wind Artists will develop media production, music promotions and broadcast properties at the HJK Center. West Wind Artists produces high quality digital media content for the music industry, television, internet and family programming.

Co-founded by longtime fellow Oakland residents, Dave Room and Aaron Ableman, BALANCE Edutainment is an entertainment technology firm and producers of the award-winning brand, Pacha's Pajamas, a celebrity-studded story being used in communities, schools and children's hospitals across the USA. Pacha's Pajamas has done over two hundred live performances, reaching audiences of over 70,000, and will bring this program to global TV syndication in the coming years. BALANCE is committed to using their passion for education and entertainment in service to the HJK Center's vision for the future. With them comes the potential for a top notch animation studio, broadcasting web/TV, and a healthy kids entertainment & restaurant venue!

Additional media production and broadcast services will be provided by the Laney College Media Communications Department, KDOL/Oakland Unified School District Media Enterprise Alliance (MEA) and Peralta TV. The Laney College Media Communications students receive career technical education with industry standard instruction, including graphic design and media production for sound and video broadcast. KDOL and the MEA are the lead agency for the five OUSD Media Arts Academies and prepare students for the industry in the state of the art KDOL studios, one block from the HJK Center.

Finally, the Kaiser will host content for broadcast through a new Multi Channel Network (MCN), OakLife.com, featuring arts, science, sports and entertainment channels. In addition to high-targeted exposure, MCNs generate revenue through advertising and premium services.

Revenue Generation

The HJK Center Arena and Calvin Simmons Theater present CDP several distinct revenue generation opportunities- 1) client-based events driven by full-service facility rental fees, ticket sales and food and beverage sales; 2) non-audience based productions for broadcast with Production Partners, which may or may not be based on standard rental fees and ticket sales, but cost-covering fees and revenue sharing agreements; 3) sponsorship, advertising, and naming opportunities, and 4) hybrid opportunities which may include a combination of rental fees, ticket sales, production fees and broadcast revenue sharing.

To maximize revenue potential, it is proposed that [[120 plus]] days adhere to the full service client-based facility rental model including conventions, tradeshow, concerts and special events, and the remaining days be utilized for hybrid relationships with entertainment industry Production Partners, including film and media production and original content development.

The addition of an adjacent premium select service hotel will allow Oakland to capture group association meeting business that generally bypasses Oakland for other second tier cities with better hospitality offerings. This business generates a significant amount of revenue from extended visitations and increased spending. Oakland's and the Auditorium's proximity to San Francisco and the region, makes it the perfect meeting facility in the perfect location.

Additional revenue will be generated through advertising and sponsorship on-site and through Multi Channel Network broadcasting.

5.3. HJK Center Community Partners

Nonprofit Arts Organizational Support

Two Oakland based nonprofit organizations will ensure access and support to community-based arts organizations. In addition to fundraising, the organizations will provide fiscal sponsorship for non-incorporated artists and arts organizations.

Support Oakland Artists (SOA) was founded in 1994 and incorporated as a 501(C)3 corporation in 2002. SOA works to enhance local artists' ability to thrive and increase citizens' participation in cultural activities, with a focus on economic and community development. SOA has sponsored critically acclaimed art exhibitions, public speaking forums and community projects, along with sponsoring individual artists and unincorporated arts groups.

The Calvin Simmons Center for the Performing Arts provides access to a full array of artistic elements and delivers a broad spectrum of Arts to the community. The organization's programs focus on young people, teachers, and families, training artists and arts managers to provide relevant art that appeals to the audiences of the future.

Local cultural presenters who lent their support to CDP's effort to include:

Oakland Film Society	Lorraine Hansberry Theater	CaribelinQ	Pacha's Pajamas	Thelma Harris Gallery
West Coast Blues Society	Eastside Arts Alliance	Eastlake Music Festival	West Wind Artists	Axis Dance Theater
Diamano Coura	Museum of the African Diaspora	Savage Dance	Destiny Arts Center	Top Ten Social
World Arts West	San Francisco Friends of Chamber Music	American Steel Studios	Tarika Lewis	
African American Shakespeare Company	Friends of the Exposition Organ	Dimensions Dance Theater	Destiny- Harpist from the Hood	

Events and exhibitions that have been planned for the Arena and Theater include:

- Oakland Basketball Hall of Fame Tournaments
- Oakland Music Hall of Fame Concert Series
- Oakland International Film Festival
- Malcolm X Winter Jazz Festival
- Oakland International Arts Festival
- South 25th Street Artisan Bazaar
- OakLife Festival
- Eastlake Music Festival
- Hood Games- Extreme Sports

Makers Community Engagement

CDP Principal Randolph Belle has long been a leader in the Oakland and Bay Area Arts community and in recent years worked closely with leaders in the Maker community to advance the impact of arts, science and application through strategic partnerships, promotion, arts education and application. The Maker community is cohesive, yet diverse. The One Lake Merritt strategy for inclusion of the Maker community includes four components- Education, Exhibition, Retail and Infrastructure. The Education component includes K-14 STEAM (Science, Technology, Engineering, Arts & Math) activities featuring temporary installations, interactive exhibitions and a proposed outdoor Makers playspace at Peralta Park. Additional permanent Maker co-working activities may be housed in the Kaiser basement. These activities will primarily include technology based Makers.

Exhibitions will showcase the wealth of industrial and monumental arts being produced in Oakland- throughout the hotel and convention center and on the surrounding grounds. Of all the large scale art being produced in Oakland. Very little is actually on exhibit here. One Lake Merritt, the surrounding grounds, and select locations around Lake Merritt, will provide a high profile venue for residents and visitors alike around the bustling jewel of Oakland.

As part of this exhibition strategy, CDP will be working with an existing coalition of artists and Makers who have developed a proposal to create a new, public sculptural play landscape at the Peralta Park that supports rich narrative play for children of all ages and engages adults with their public spaces in new ways. The group has plans to create five such artist-shaped playground projects within the greater San Francisco Bay Area and their goal is to launch the initiative in Oakland, the epicenter of the Maker movement where much of the industrial and monumental arts is produced and shipped for display around the country. The Artists' Playground Project will help create a new kind of public art project, a community space combining sculpture and social practice. The project will provide a way for art to be accessible and endemic to children and at the same time, provide important opportunities for artists to connect with, influence, and to be influenced by their own communities.

Retail opportunities for artists and craftspeople will be integrated into fixed locations in the hotel, transient pop-up opportunities at events and artisan marketplaces around the facility. With the renovation of Lake Merritt, we have developed a strategy to generate revenue to build upon activities around the lake including supporting local artisans. New concessions around the lake will attract visitors from around the region and further energize the renaissance currently being experienced. Oakland Makers is a nonprofit working group comprised of makers, manufacturers, educators, and economic developers working to sustain and build making and manufacturing in Oakland. Oakland Makers will play a lead role in facilitating local artisan producers, industrial fabricators, entrepreneurial manufacturers and food and beverage micro-enterprises at One Lake Merritt. The City of Oakland has provided seed money to support the growth of the Maker and creative economy in a diverse and sustainable manner.

The local Maker community will be built in to the infrastructure of One Lake Merritt wherever feasible. Possible applications include interior designs, outdoor hardscaping, fixtures and other items that can be crafted by the Laney College Machine Technology and Advanced Manufacturing Departments, and other Oakland-based Makers.

Our partnership with Laney College also includes programmatic activities that highlight the college as a National Science Foundation Center and home of the only Oakland FabLab, a technology tinkers workshop on the Laney campus, which is affiliated with a growing number of similar operations at Oakland Unified school sites. Laney College is also affiliated through shared faculty and students with the major industrial arts and Maker centers throughout Oakland, making it a central hub of the Maker community. Part of the 1LM Works programming will coordinate with an exciting new approach to education, the Laney College MBA (Makers, Builders, Artisans), which is an entrepreneurship workshop in a contextualized business and entrepreneurship education format. Contextualized learning means that instead of hearing lectures and reading about the fundamentals of business, participants in the program start their own 'prototype' business. Participants also become versed in the four disciplines of manufacturing-Carpentry, Wood Tech, Machining and Welding.

5.4. Career Training Program



Career Pathways Embedded in One Lake Merritt Operations:

Hospitality and Culinary Arts- Hotel Management, Convention and Event Services

Facilities- Maintenance, Management, Environmental Control Technologies, Convention Services

Creative Arts- Stage, Lighting, Sound and Media Production

Administration of Justice- Hotel and event security, first responder, safety ambassadors

Landscaping and Horticulture- Groundskeeping, Sustainable Agriculture

Business and Entrepreneurship- Principles of Business Administration

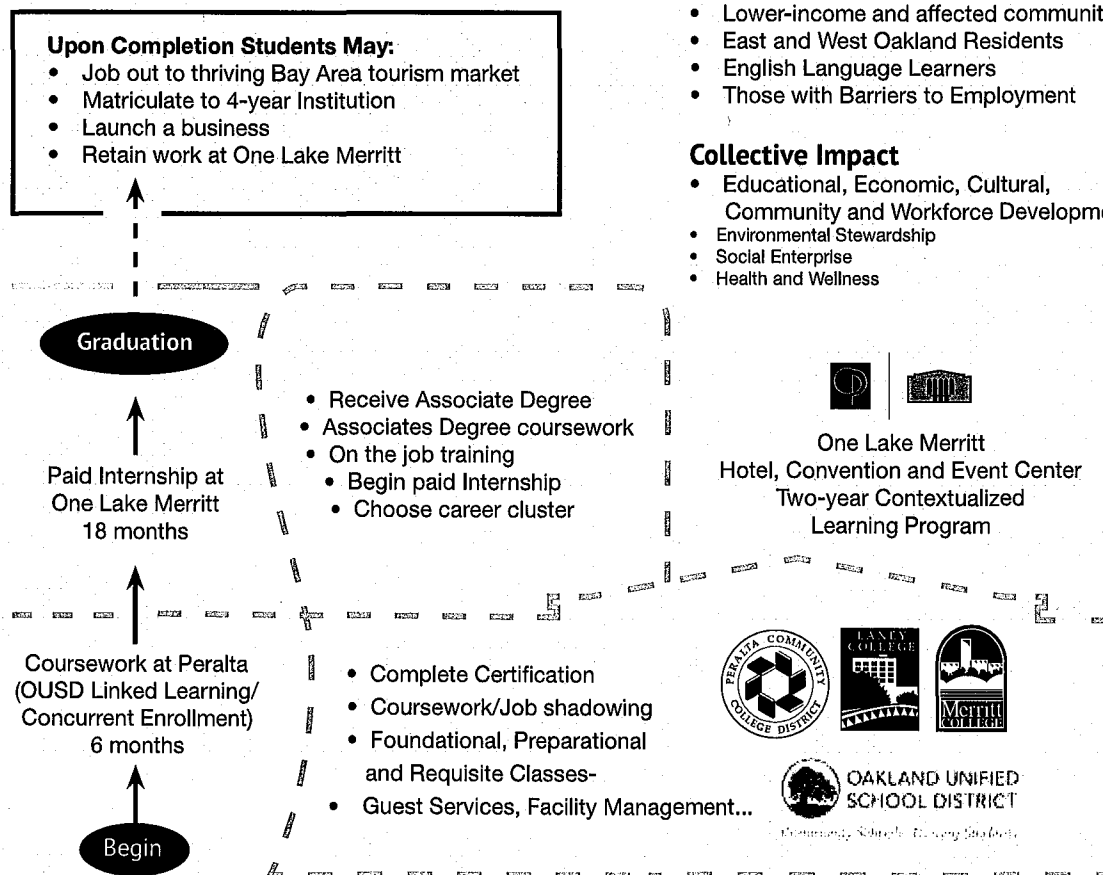
Additional- Cosmetology, Architectural Design

Target Populations

- Boys and Men of Color
- Lower-income and affected communities
- East and West Oakland Residents
- English Language Learners
- Those with Barriers to Employment

Collective Impact

- Educational, Economic, Cultural, Community and Workforce Development
- Environmental Stewardship
- Social Enterprise
- Health and Wellness



Projected Timeline for Launch of Training Programs

Curriculum, coursework and operational plan completed 2015

Curriculum and coursework accredited by State January 2016

Target Enrollment for Year 1- 500 Students in six (6) Career Pathways; Year 2 Goal- 1000

5.5. Local job sourcing strategy

The entire 1LM team is committed to creating and sourcing jobs for Oakland. For example, our lead builder, Pankow Builders, manages its own workforce development program (separate from the 1LM Workforce Training Program). Pankow Builders collaborates with the Oakland-based, non-profit organization The Cypress Mandela, Inc. Training Center and currently has a representative, Luis Perez, BIM Manager, serving on the Board of Directors. Luis' involvement includes determining adequate curriculum for students, overseeing fundraising programs and assisting with providing local job placement through the organization's connections. The Cypress Mandela program is dedicated to, "Improving the lives of the people it serves by providing pre-apprentice construction and life skills training along with employment assistance." This hands-on and in the classroom training opportunity for the Oakland population prepares students for skilled trades jobs that are relevant to today's construction industry. The Cypress Mandela program has received local and national recognition, establishing itself as one of the top pre-apprenticeship construction training centers of its type.

**A comprehensive circulation plan for
1LM means more people, revenue,
jobs, visibility, and opportunity for
south Lake Merritt.**

Pankow is also a proud supporter of The Ella Baker Center for Human Rights, whose mission is to "advance racial and economic justice to ensure dignity and opportunity for low-income people and people of color." We strongly support giving back to our communities and organizations such as this in an effort to make the places we work, live and play a place we are proud of. The Ella Baker is also closely tied to the Green Jobs movement. The HJK Center project offers a unique opportunity to leverage strong existing programs (such as Pankow's) and new endeavors (1LM Works! career training program) to advance quality green jobs for the City of Oakland.

Turner Group Construction (TGC) is a Local Minority-Woman-owned company, with S/LBE, MBE, DBE certifications in Oakland and other cities and counties around the Bay Area. Being Oakland natives, TGC has a strong commitment to improve the city in which we live and work. TGC understands the importance of economic stimulation through the creation of local jobs, work education programs, and youth mentoring programs and has a vested interest in the community's success. TGC is committed to the preservation of parks, open spaces and safe neighborhoods, which is why they are fully committed to initiating local programs including Summer Internships, On-the-job Training (Oakland Private Industry Council, Richmond Build) and Community Sponsorships.

5.6. Sustainable development experience

Sustainability Initiatives

We innovate first by leveraging our strong partnerships with groups working on cutting edge research & technology like the Center for the Built Environment at Lawrence Berkeley Labs, the Rocky Mountain Institute, Carnegie Institute at Stanford, the International Living Futures Institute, the new WELL standard for health, Building Health Initiative, California Best Building Challenge.

WELL Building Standard

Integral Group has been working for the last two years on the first standard for Health and Well Being – the WELL Building Standard® with The International WELL Building Institute, Delos and its partners at Cleveland and Mayo Clinics. A pilot version of this program was launched in 2013 and the world's first WELL certified projects are being tested and refined. Integral Group is one of the firms providing technical expertise on specific pilot project audits and review of the standard. Integral Group has audited several projects, including CBRE in Los Angeles, Akron Children's Hospital BMT Recovery Unit, Lyfe Kitchen, and currently TD Bank in NJ, among others.

The WELL Building Standard is comprised of seven categories of Wellness that, when working together, describe ideal conditions for human health and well-being: Mind, Comfort, Fitness, Light, Nourishment, Water and Air. In each of the features within the WELL Building Standard®, there is a conceptual 'WELL Dial' which helps identify the areas of impact that the feature has in relation to the health and wellness categories that the IWBI has identified. The dial clearly shows which categories of wellness are affected by the feature - and in broad strokes how much impact there likely would be.

Building Health Initiative

As a participant in USGBC-NC's Healthy Building Initiative, Integral Group is one of 29 globally prominent corporations and organizations that have pledged to implement new organizational actions to generate awareness of how the built environment affects our well-being. The initiative frames green design as a health issue and will catalyze the demand for healthy products and communities.

Clinton Climate Initiative, Advisor

The Clinton Climate Initiative (CCI) implements programs that create and advance solutions to the root causes of climate change – while also helping to reduce our reliance on oil, saving money for individuals and governments, creating jobs, and growing economies. CCI focuses on helping large cities reduce their carbon emissions. Other programs aim to increase energy efficiency through building retrofits; to increase access to clean energy technology and deploy it at the government, corporate, and homeowner levels; and to reverse deforestation by preserving and regrowing forests.

California Best Buildings Challenge

In 2010 Obama created the Better Buildings Challenge, where he challenged participants to cut their buildings' energy use by 20 percent by 2020. In response, the Northern California chapter of the US Green Building Council (USGBC-NCC) created the Best Buildings Challenge in which Challenge participants will meet Obama's goals of 20 percent energy reduction by 2014, six years sooner than Obama's Challenge partners. To go even further, the Best Buildings Challenge added a part to the pledge to reduce water use and waste by 20 percent by 2014 as well. Participants in the California Challenge include some very large and notable brands—Google, Lockheed Martin, Genentech, and Adobe, to name a few. Integral Group, with an office in San Jose and an office in Oakland, signed up as well, and we're the smallest firm to do so.

While Integral Group's committed square footage may be one of the smallest, in the California Best Buildings Challenge, we still feel our participation is critical for several reasons: Energy, water, and waste reductions are our Life's Work, and we want to bring our leadership to bear to support others whenever possible. And even with highly efficient facilities already (LEED platinum and net zero energy); we want to demonstrate that this work is never "finished." No matter how well you think you're doing, you can always do better!

--Jeff Thomas,

Senior Engineer, Integral Group

Climate Reality Leadership Corps

Andrea Traber is an active leader in the Climate Reality Leadership Corps. Climate Reality Leaders are trained by the Chairman and Founder of the Climate Reality Project, former Vice President Al Gore to educate others about climate change and tackle the crisis head on. They're engaging their communities with acts of leadership, building networks, and inspiring solutions and action in their communities.

EcoDistricts

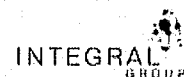
Integral group is a founding and active member of EcoDistricts. EcoDistricts brings together city builders and entrepreneurs, policymakers and innovators to create vibrant neighborhoods and smart cities. They convene and provide tools, resources to advance sustainable cities.

At Integral Group, we wanted to support and assist a new organization that is focused on solving the issues of sustainability at the district and community scale. EcoDistricts is the convener of this dialogue, and as an industry pioneer and leader, we are proud to be a Founding Member.

--Kevin Hydes,

Founder and CEO, Integral Group

www.integralgroup.com



Accelerating the adoption of sustainable building design

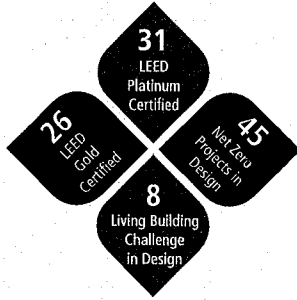
that mitigates global environmental impacts and reduces ecological degradation.

The following represent Integral Group's sustainable design principals using the LEED rating system

LEED Platinum Certified

- 110 First Street, Los Altos, CA Bayshore Property Management
- 1315 Peachtree Street Atlanta, GA Perkins+Will
- Aquarium of the Pacific Watershed Addition Long Beach, CA EHDD Architecture
- Caltech Linde + Robinson Lab for Global Environmental Science Pasadena, CA Architectural Resources Group
- CANMET Materials Technology Laboratory, Toronto, ON, Diamond Schmitt Architects
- Clif Bar Headquarters Emeryville, CA ZGF Architects
- ClimateWorks Phase 1 San Francisco, CA Leddy Maytum Stacey
- ClimateWorks Phase 2 San Francisco, CA Leddy Maytum Stacey
- Creekside Community Recreation Centre Vancouver, BC Nick Milkovich Architects
- David Brower Center Berkeley, CA Solomon E.T.C., San Francisco
- Discovery Green Building 12 Burnaby, BC B+H Bunting Coody
- Exploratorium, LEED Platinum Certified, Net Zero Energy, San Francisco, CA EHDD Architects
- Gordon and Betty Moore Foundation Palo Alto, CA Hawley Peterson Snyder
- Heifer International Center Little Rock, AR BNIM Architects/Elements
- Integral Group Office Oakland, CA, Komorous-Towey Architects
- Kaneda Residence Cupertino, CA Leddy Maytum Stacy Architects
- Lewis & Clark State Office Building Jefferson City, MO BNIM Architects
- Live Oak Resource Center Santa Cruz, CA Boone Low Ratliff Architects
- Millennium Water (Southeast False Creek) Vancouver, BC gBL Architects Group Inc.
- Mills College, Betty Irene Moore Natural Sciences Oakland, CA EHDD Architecture
- Montenay Office Building, Burnaby, BC Chernoff Thompson Architects
- Moraga Barn Moraga, CA Canyon Construction
- Packard Foundation Headquarters
- Perkins+Will Office Washington, DC Perkins+Will
- Portola Valley Town Center Portola Valley, CA Siegel & Strain
- Salinas Gateway Salinas, CA OJK Architects + Planners
- Sequoia High School Gymnasium Redwood City, CA Cody Anderson Wasney
- StopWaste.org Headquarters Oakland, CA Komorous Towey Architects T
- Tah.Mah.Lah. Residence Northern CA, Hill Glazer Architects
- UC Davis, Tahoe Center for Environmental Sciences Incline Village, NV Collaborative Design Studio
- Watsonville Water Resources Center, Watsonville, CA, WRNS Studio





It is our belief that optimal buildings

contribute to human well-being in balance with the environment. Sustainable building practices provide direct financial returns to our clients and benefit society.

Net Zero

Certified

- IDeAs "Z Squared" Office, San Jose, CA
- Packard Foundation Headquarters | LEED Platinum Certified, Los Altos, CA

Completed

- Aquarium of the Pacific | LEED Platinum Certified, Long Beach, CA
- Blackford Elementary School, Campbell, CA
- Castlemont Elementary School, Campbell, CA
- Clif Bar Headquarters | LEED Platinum Certified, Emeryville, CA
- Del Mar High School, Science Education Facility | CHPS Certified, Campbell, CA
- Exploratorium | LEED Platinum Certified, San Francisco, CA
- J. Craig Venter Institute, La Jolla, CA
- Kaneda Residence | LEED Platinum Certified, Cupertino, CA
- Leyva Middle School Administration, San Jose, CA
- Lynhaven Elementary School Multi-Purpose, Campbell, CA
- Millennium Water (Southeast False Creek) | LEED Platinum Certified, Vancouver, BC
- Montenay Office Building | LEED Platinum Certified, Burnaby, BC
- OUSD, Downtown Educational Complex | CHPS Certified Pending, Oakland, CA
- Regent College Library, Vancouver, BC
- Sherman Oaks Elementary School - Multi Use Facility, Campbell, CA
- Tah.Mah.Lah. Residence | LEED Platinum Certified, Northern CA
- VanDusen Visitor Centre | Living Building Challenge, Vancouver, BC
- Watsonville Water Resources Center | LEED Platinum Certified, Watsonville, CA
- Westmont High School - Science Education Facility | CHPS Certified, Campbell, CA
- UniverCity Childcare Facility | Living Building Challenge, Burnaby, BC

Construction

- Metalsa Research Building, Mexico
- Vernonia K-12, Vernonia, OR
- Yosemite Institute, Yosemite National Park, CA

Design

- 2 Bryant, Perkins & Will Office, San Francisco, CA
- 415 Mathilda, Sunnyvale, CA
- 435 Indio Sunnyvale, CA
- 895 Emerson, Schmidt Family Foundation Offices, Palo Alto, CA
- 946 Front Street, DPR, San Francisco, CA

- Bishop O'Dowd High School, Environmental Science Center, Oakland, CA
- California State Polytechnic University, Pomona, Student Center, Pomona, CA
- Medical Office Building, Confidential Client, Los Angeles, CA
- Hanover Page Mill, Palo Alto, CA
- Hawaii Portable, Oahu, HI
- Rowland Hall-St. Mark's School, Salt Lake City, UT
- Sacramento Market Co-Op, Sacramento, CA
- San Jose Environmental Innovation Center, San Jose, CA
- Stanford University Living Lab, Palo Alto, CA
- UC Davis California Avenue Lecture Hall, Davis, CA
- UC Santa Cruz Hay Barn Reconstruction, Santa Cruz, CA
- UC Santa Cruz, Big Creek, Santa Cruz, CA
- Hayward Library, Hayward, CA

Masterplan

- OUSD, Fremont High School Master Plan, CHPS Certified Pending, Oakland, CA
- Station Pointe Sustainable Master Plan Edmonton, AB

Living Building Challenge

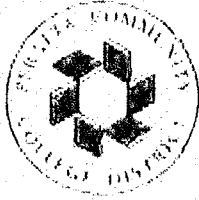
- 2 Bryant, Perkins & Will Office, San Francisco, CA
- Boy Scouts of America, The Summit Bechtel Reserve, Glen Jean, WV
- FAHR Next Gen Climate Action, San Francisco, CA
- Google Bay View, Mountain View, CA
- Marine Research and Education Center, Platinum Targeted, Living Building Challenge, St. Croix, US Virgin Islands
- Tah.Mah.Lah. Residence, LEED Platinum Certified, Positive Energy, Living Building Challenge, Northern California
- UniverCity Childcare Facility, Net Zero Energy, Living Building Challenge, Burnaby, BC
- VanDusen Visitor Centre, Targeting LEED Platinum, Net Zero Energy, Living Building Challenge, Vancouver, BC

www.integralgroup.com



6. LETTERS OF SUPPORT

6.1. Letters



Peralta Community College District

333 East Eighth Street • Oakland, California 94606 • (510) 466-7200

July 31, 2014

Randolph Belle, VP Community and Government Relations
Creative Development Partners
490 Lake Park Avenue, #16242
Oakland, CA 94610

Re: Letter of Support for Creative Development Partners
One Lake Merritt Development

I. PURPOSE

The purpose of this Letter of Support is to establish a commitment in theory and principle, and a general framework for a programmatic partnership between Peralta Community College District ("PCCD") and Creative Development Partners ("CDP") for the proposed economic and community development project, One Lake Merritt, on the site of the Henry J. Kaiser Convention Center. One Lake Merritt includes the redevelopment of the Henry J. Kaiser Convention Center as a convention and event center, and the construction of a new full service museum hotel (hereafter referred to as the Project).

The proposed programmatic partnership between PCCD and CDP includes related coursework at Laney College and Merritt College and encompasses the development of a multidisciplinary and integrated Workforce Development Training initiative ("Initiative"). The intent of the Initiative is to provide a contextualized learning environment and pipeline of highly-trained and skilled students, graduates and trainees that will comprise a significant portion of the ongoing labor force at One Lake Merritt.

PCCD understands that shared programming is also anticipated with the Oakland Museum of California, including the integration of curated cultural exhibitions into the One Lake Merritt hotel, cultural programming at the Henry J. Kaiser Convention Center, and other opportunities for shared cultural programming.

PCCD will engage in a facility-sharing program to maximize the utilization of each individual facility and create a campus-like space for business, cultural, educational and community events. Operations at One Lake Merritt will strive to spur facilities rental opportunities at Laney College and the Oakland Museum through conventions, weddings and other special events that require additional accommodations such as parking.

II. PRINCIPLES

Peralta Community College District (PCCD) recognizes the value of establishing innovative, effective and cooperative relationships in the creation and development of assets that serve Bay Area residents in need of educational and cultural resources.

- **The Peralta Community College District** has long been at the epicenter of workforce development activities, serving a broad and multi-cultural range of students, including immigrant and lower-income populations, and conducting specific initiatives serving Men of Color - building economic, social and cultural capital, and providing efficient, meaningful, practical, relevant and high-quality education. Peralta students attain career/technical education, matriculation support, foundation skills education and support services such as learning communities - all core tenets of this Initiative. This Initiative will build upon existing programs and offerings at Laney and Merritt Colleges to provide a significant portion of the labor resources required for operation of the Project.
- The Initiative embraces a Career Pathways model, which values and embraces students, education, employers and economic development partners, targeting regional workforce needs, focusing on industry-recognized credential attainment and providing instruction that make work and work readiness a central context for learning. The Initiative will build upon pertinent research, and statewide and national precedents in education, workforce preparation, and economic development to become an exporter of trained talent in a range of industry sectors.
- Lower-income and underserved residents need affordable options that provide access to career-track employment in the growth sectors unique to the Bay Area, creating increased earning potential, reduced rates of poverty and eliminating or mitigating other barriers to building a healthy and vibrant local economy.
- PCCD believes that effective workforce development is closely aligned with industry and clear pathways to living wage employment opportunities with upward mobility. The development of One Lake Merritt as a training facility achieves these goals by expanding the economic vitality of the region and increasing the number of jobs available to participants in the Initiative.
- PCCD's ability to reach and serve under-resourced populations' needs and strengths will be a key factor in the success of this partnership and this Initiative. The Oakland East Bay Area and Peralta Community College population is uniquely positioned to excel in the specific growth sectors covered in this Initiative.

III. PCCD UNDERSTANDING

- Creative Development Partners is entering into a competitive bidding process to gain site control over the Henry J. Kaiser Convention Center and surrounding property. Once site control has been attained, the parties will engage in the planning and implementation of cooperatively developed programs and activities in support of the development of One Lake Merritt. It is the intent of this document to express PCCD's support for a programmatic partnership that builds upon the existing programs and activities of each partner, increases the impact of the partnering agencies, and greatly expands the partners' ability to impact the local economy.
- Development, financing, operations, and facilities maintenance of the Henry J. Kaiser site is the responsibility of Creative Development Partners
- Upon success in site control, PCCD activities will include and are not limited to:
 - Identify and assign dedicated lead representative(s) with authority to jointly plan and implement Initiative activities
 - Leverage joint and agency-specific funding opportunities through local, state, federal, philanthropic, corporate and other sources
 - Develop an inventory of positions and the related qualifications/skill levels for each occupation of the Project, and work collaboratively to create curriculum aligned with industry and trade needs and standards to support education and training in those occupations
 - Conduct outreach to industry, government, community, labor and other entities in support of the Initiative
 - Meet on a regularly scheduled basis to implement the workplan and carry out the activities described in the Letter of Support.

- Develop assessment and evaluation systems to evaluate partnership effectiveness
- Develop specific strategy for inclusion of industry and labor in the development of the Initiative

IV. ANTICIPATED OUTCOMES

The anticipated outcomes of the Initiative are:

A. Educational Outcomes

- A first-rate education and training program linked to economic and workforce development
- Increased student completion rates through integrated work-study program
- A clearly defined Student Pathway/Career Track including the following tracks
- Comprehensive workforce development/skills development and Academic coursework
- Internship, pre-apprenticeship and apprenticeship program in related fields including apprenticeship articulation strategy
- Continuing education for incumbent union members
- Certificate program array for related fields
- Associate Degree program in related fields
- High school career pathway

B. Cultural Outcomes

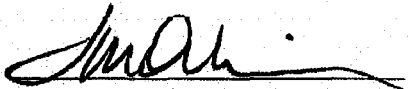
- Shared cultural activities program with Laney College and Oakland Museum
- Development of the Lake Merritt Arts, Culture and Environmental District (ACE)

C. Administrative Outcomes

- Facility sharing agreement
- Joint resource development strategy and implementation plan including entrepreneurial activities
- Co-marketing strategy

We are excited to support the One Lake Merritt project and look forward to partnering on the launch of the Initiative for Oakland and the East Bay.

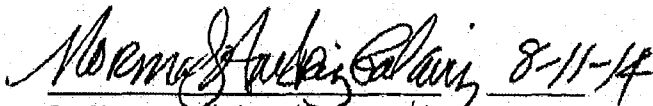
Sincerely,



Dr. José Ortiz, Chancellor
Peralta Community College District

8.14.14

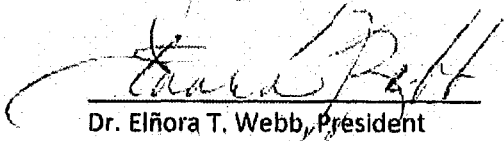
Date



Dr. Norma Ambriz-Galaviz, President
Merritt College

8-11-14

Date



Dr. Elfiora T. Webb, President
Laney College

8.7.14

Date

PRESIDENT'S

OFFICE

AUG 6 '14 AM 11:18

**CALIFORNIA COMMUNITY COLLEGES
CHANCELLOR'S OFFICE**

1102 Q STREET
SACRAMENTO, CA 95811-6549
(916) 445-8752
<http://www.cccco.edu>



November 10, 2014

Randolph Belle, VP Community and Government Relations
Community Development Partners
490 Lake Park Avenue, #16242
Oakland, CA 94610

**Re: Letter of Support for Creative Development Partners
One Lake Merritt Development**

Dear Mr. Belle:

The California Community Colleges Chancellor's Office (CCCCO) extends our support for Creative Development Partner's (CDP) efforts to create multi-sectorial career pathways, with embedded contextualized learning and employment opportunities, through your unique partnership with the Peralta Community College District's (PCCD) two Oakland Campuses, Laney and Merritt Colleges, the Oakland Unified School District (OUSD) and the Alameda County Office of Education (ACOE), in the development of One Lake Merritt, a large scale economic and community benefits-driven real estate project. (CDP, PCCD, OUSD and ACOE hereafter referred to as "Partners"). California's community colleges are an essential catalyst to the State's economic recovery, with the goal of job creation at the local and regional level. The sectorial training components that you've identified for your development are well suited to prepare Oakland's population to thrive throughout the Northern California economy.

We understand the One Lake Merritt development to be as follows:

- Creative Development Partners is entering into a competitive bidding process to gain site control over the Henry J. Kaiser Convention Center and surrounding property. Once site control has been attained, the Partners will engage in the planning and implementation of cooperatively developed programs and activities in support of the development of One Lake Merritt. It is the intent of this document to express CCCCCO support for the Partners to build upon the existing programs and activities of each Partner, increase the impact of the Partners, and greatly expands the Partners' ability to impact the local economy.
- Development, financing, operations, and facilities maintenance of the Henry J. Kaiser site is the responsibility of Creative Development Partners.
- The proposed development of One Lake Merritt includes the redevelopment of the historic Henry J. Kaiser Convention Center as a convention and event center, along with the development of a new full service 4-star hotel and expanded Hospitality School in partnership with Laney College and Oakland Unified School District.
- Once CDP has gained site control, Partners will engage in the coordination of existing Career Pathway programs throughout Alameda County and the completion and implementation of cooperatively developed, comprehensive curriculum for students engaged in the related programs.
- The core career pathways to be embedded into the ongoing operational plan for One Lake Merritt include:
 - o Hospitality and Culinary Arts Hotel Management, Convention and Event Services
 - o Building & Facilities Maintenance, Management, Environmental Control Technologies, Sustainable Building and Development
 - o Creative Arts Stage, Lighting, Sound, Film and Media Production
 - o Administration of Justice Hotel and event security, first responder, safety ambassadors
 - o Landscaping and Horticulture Grounds keeping, Sustainable Agriculture

- o Requisite curriculum for all participants Business and Entrepreneurship Principles of Business Administration
- o Additional Pathways Cosmetology, Architectural Design
- CDP will embrace a "Learn and Earn" approach with students enrolled in the program, working with Laney and Merritt Colleges, Juma Ventures, an established workforce development training agency, and the management operators at One Lake Merritt, to provide a contextualized learning environment and pipeline of highly-trained and skilled students, graduates and trainees that will comprise a significant portion of the ongoing labor force.
- The ultimate goal of this program, in addition to overall academic achievement and student success, is completion, with students either transferring to a 4-year institution, securing permanent employment or other positive and productive result of completing the 2-year program.
- The specific collective impacts of this program include 1) Supports for Boys and Men of Color; 2) Support for Peralta students entering or re-entering the school setting (average age of Laney College student is 30); 3) Effective implementation of Linked Learning programs that matriculate OUSD students through the higher education system to gainful employment in a "good" job; 4) Support for lower-income and affected communities of East and West Oakland
- Program curriculum will be articulated with local 4-year hospitality programs including San Francisco State University, University of San Francisco and Cal State East Bay

The California Community Colleges Chancellor's Office Division of Workforce and Economic Development and its focus on *Doing What MATTERS* for Jobs and Economy, bridge the skills and jobs mismatch and prepare California's workforce for 21st century careers. The framework includes a four-pronged framework to respond to the call of our nation, state, and regions to close the skills gap -- 1) Give Priority for jobs and the economy; 2) Make Room for jobs and the economy; 3) Promote Student Success; 4) Innovate for jobs and the economy. We believe your proposed project embraces this spirit and we support that vision.

With respect to the career pathways embedded in the Partners' plan, the correlating CCCCCO priority areas are:

- o Retail, Hospitality and Tourism "Learn and Earn"
- o Information & Communication Technologies (ICT)/Digital Media
- o Advanced Manufacturing
- o Energy (Efficiency) & Utilities
- o Small Business

Anticipated Outcomes

- A first-rate education and training program linked to real jobs and economic impact.
- Increased student completion rates through integrated work-study program.
- A clearly defined student pathway/career track coordinated with middle and high schools.
- Accredited internship, externship, pre-apprenticeship and apprenticeship programs in related fields.
- Curriculum articulated from K12 through community college, to 4-year institution.
- Certificate and Associate Degree programs in related fields.
- Joint resource development, implementation and sustainability plan including entrepreneurial activities.

We are excited to support the One Lake Merritt project and look forward to your success and the launch of this important Initiative for Oakland and the Bay Area Region.

Sincerely,



Van Ton-Quinlivan, Vice Chancellor
Workforce and Economic Development Division



Alameda County Office of Education

October 27, 2014

Sheila Jordan
Superintendent

Damon Smith
Associate Superintendent
of Business

L. Karen Monroe
Associate Superintendent
of Education

Pathways to College and Career Division
Alameda County Office of Education
313 W. Winton Avenue, Rm. 280
Hayward, CA 94544

Re: Letter of Support for Creative Development Partners
One Lake Merritt Development

BOARD OF EDUCATION

Joaquin Rivera
Trustee Area 1

Marlon L. McWilson
Trustee Area 2

Ken Berrick
Trustee Area 3

Aisha Knowles
Trustee Area 4

Fred Sims
Trustee Area 5

Eileen McDonald
Trustee Area 6

Yvonne Cerrato
Trustee Area 7

I. PURPOSE

The purpose of this Letter of Support is to establish a commitment in theory and principle, and a general framework for a programmatic partnership between the Alameda County Office of Education ("ACOE") and Creative Development Partners ("CDP") for the proposed economic and community development project, One Lake Merritt, on the site of the Henry J. Kaiser Convention Center. One Lake Merritt includes the redevelopment of the Henry J. Kaiser Convention Center as a convention and event center, and the construction of a new full service museum hotel (hereafter referred to as the Project).

As part of the Project, CDP has proposed the creation of an embedded Career Technical Education and workplace learning program, which will incorporate existing Linked Learning Career Pathways in the Oakland Unified School District, Alameda County Office of Education, Peralta Community College District and California State Community College Chancellor's Office, to provide a seamless continuum for students, contextualized learning experience and employment opportunities at One Lake Merritt. Students throughout Alameda County will benefit from an integrated education and employment program that employs a "closed loop" approach to training and employment.

II. PRINCIPLES

Alameda County Office of Education (ACOE) recognizes the value of establishing innovative, effective and cooperative relationships in the creation and development of assets that serve East Bay residents in need of educational and cultural resources. ACOE provides learning opportunities for a well-prepared, responsible, and responsive community of students and educators.

ACOE embraces a "Cradle to Career" approach to education. Specific ACOE initiatives that align with the core values of CDP and the development of One Lake Merritt include:

- Project EAT (Educate, Act, Thrive), which promotes principles of nutrition and physical activity to over 27,000 students through experiential education. Currently, high school students are trained on 'farms' on two campuses in Alameda. Tennyson High is piloting the ProFeshional Career Pathway beginning summer 2015.
- The Alliance for Arts Learning Leadership provides high quality arts education for every child, in every school, every day and develops public understanding about the essential role of arts in inquiry and deeper learning across the curriculum.
- The Green Pathways Support Network exposes students to opportunities available to them in the green environmental fields.

313 W. Winton Ave.
Hayward, California
94544-1136

(510) 887-0152

www.acoe.org



- Pathways to College and Career Department (Pathways 2C&C) which is engaged in developing College and Career Pathways in 14 Alameda County school districts to and through the six Community College Districts in Alameda County. Additionally, Pathways 2C&C is working with the local Workforce Investment Boards (WIBs) to provide job placement for our youth.

One Lake Merritt and the embedded training programs will serve regional workforce needs, valuing and embracing students, education, employers and economic development partners and focusing on industry-recognized credential attainment to provide instruction that makes work and work readiness a central context for learning. Lower-income and underserved residents need affordable options that provide access to career-track employment in the growth sectors unique to the Bay Area, creating increased earning potential, reduced rates of poverty and eliminating or mitigating other barriers to building a healthy and vibrant local economy.

ACOE and CDP believe that effective workforce development is closely aligned with industry and clear pathways to family sustaining wages employment opportunities with upward mobility. The development of One Lake Merritt as a training facility achieves these goals by expanding the economic vitality of the region and increasing the number of jobs available to participants in the Initiative.

ACOE's ability to reach and serve under-resourced populations' needs and strengths will be a key factor in the success of this partnership and this Initiative. The Oakland East Bay Area and Alameda County school population are uniquely positioned to excel in the specific growth sectors covered in this Initiative.

III. ACOE UNDERSTANDING

Creative Development Partners is entering into a competitive bidding process to gain site control over the Henry J. Kaiser Convention Center and surrounding property. Once site control has been attained, the parties will engage in the planning and implementation of cooperatively developed programs and activities in support of the development of One Lake Merritt. It is the intent of this document to express ACOE's support for a programmatic partnership that builds upon the existing programs and activities of each partner and institution, increasing the impact of the partnering agencies, and greatly expanding the partners' ability to impact the local economy.

Development, financing, operations, and facilities maintenance of the Henry J. Kaiser site is the responsibility of Creative Development Partners.

Where appropriate, Creative Development Partners will support in programmatic funding for Academic and Workforce performance development by ACOE. In addition, CDP, will coordinate with ACOE to create seamless Pathways to College and Career for the success of all participants.

Upon success in site control, ACOE activities will include and are not limited to:

- Outreach to Alameda County residents who may benefit from the proposed programs
- Identify and assign dedicated lead representative(s) with authority to jointly plan and implement Initiative activities
- Identify ACOE programs that may align and be leveraged to support the partnership
- Leverage joint and agency-specific funding opportunities through local, state, federal, philanthropic, corporate and other sources
- Develop assessment and evaluation systems to evaluate partnership effectiveness

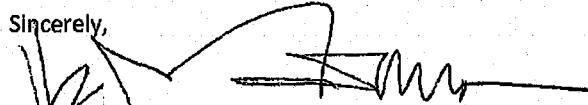
IV. ANTICIPATED OUTCOMES

Educational Outcomes

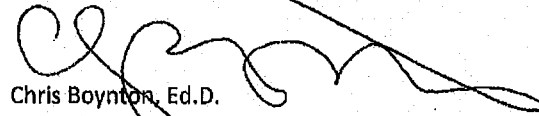
- A first-rate education and training program linked to economic and workforce development
- Increased student completion rates of certificates and graduation through integrated work-study program
- Clearly defined Student Pathways linked to Career Clusters as defined by the Department of Labor including the following tracks: Hospitality (including Management), Culinary Arts, and Urban Agriculture including Food Production and Distribution
- Comprehensive workforce development/ soft skills development, and Academic coursework corresponding to the Career clusters
- High school career pathway

We are excited to support the One Lake Merritt project and look forward to partnering on the launch of the Initiative for Oakland and the East Bay.

Sincerely,



L. Karen Monroe
Associate Superintendent



Chris Boynton, Ed.D.
Executive Director
Pathways to College &
Careers/Project EAT



131 STEUART STREET, SUITE 201
SAN FRANCISCO, CA 94105

SAN FRANCISCO | OAKLAND | SAN DIEGO | NEW YORK
T 415 371 0727 F 415 371 1634 WWW.JUMA.ORG

November 7, 2014

City Of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

To whom it may concern,

Juma Ventures is committed to the education, workforce development and employment of Oakland's underserved youth population and the advancement of innovative community partnerships that include public, private and educational institutions.

We are a Bay Area based organization with offices in Oakland, that provide youth development programs nationwide, combining employment in social enterprises, college preparation, and financial asset building to create a safe, supportive community where under-resourced youth can achieve their dreams of a college education.

We are very excited about participating in the One Lake Merritt project, which would renovate and reinvent the Henry J. Kaiser Convention Center, the area around it, and develop a new hotel and hospitality school. This project is directly aligned with our organizations mission, with a solid social enterprise and partnership with the Oakland Unified School District, Laney College and the Peralta Community College District, and a variety of county and state agencies.

Our participation with One Lake Merritt as the lead workforce development agency represents one of the most innovative and ambitious community development projects ever undertaken and we believe that the residents of Oakland deserve such a bold gesture of support for it's most underserved populations.

We look forward to your positive response to this proposal.

Thank you,

A handwritten signature in black ink that reads "Marc Spencer". The signature is fluid and cursive, with the first name "Marc" and last name "Spencer" clearly legible.

Marc Spencer, CEO
Juma Ventures



November 5, 2014

re: One Lake Merritt Redevelopment Project

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94619

To whom it may concern,

I'm writing to express my support of Creative Development Partners in their effort to redevelop the Henry J. Kaiser Convention Center and develop a new hotel and hospitality school. As designed, the project places community and the residents of Oakland first, and targets some of the most vulnerable populations in the area including boys and men of color, a programmatic priority of the foundation. The project will also support other populations in need of quality training and employment opportunities. Geographically, many residents of East and West Oakland will benefit from the project's programs, along with English language learners and other residents with barriers to employment.

The project will achieve the collective impact of positive educational, economic, and cultural outcomes, through their deep ties in the community and robust partnerships with a host of community institutions including the Oakland Unified School District, Laney and Merritt Colleges.

The project embraces many of the principles of The California Endowment's Building Healthy Communities initiative, of which East Oakland is one of fourteen communities designated around the State of California. Building Healthy Communities brings together youth and adult residents, community based organizations, schools, business, health care service providers, and government agencies to work towards improved community and individual health. Additionally, our Sons and Brothers work supports efforts to build comprehensive local systems to keep boys and men of color on track to receive the skills necessary to participate in the 21st C economy. Creative Development Partner's project can strive for similar goals, by coordinating the efforts of a host of local resources and serving as a hub for social and economic impact.

Thank you,

Dr. Anthony Iton
Senior Vice President for Healthy Communities
The California Endowment



November 5, 2014

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

Re: Henry J. Kaiser Convention Center Redevelopment

Dear City officials:

I'm writing to express my enthusiastic support for Creative Development Partners' effort to redevelop the Henry J. Kaiser Convention Center and establish a new hotel and hospitality school. I'm excited about the possibilities that One Lake Merritt brings to our vibrant and growing city. This redevelopment team presents a multifaceted and well-considered plan that addresses myriad opportunities in Oakland. Firstly, One Lake Merritt would establish much-needed additional hotel rooms and conference meeting space. The beautiful setting next to the Oakland Museum and Lake Merritt will reinforce Oakland's appeal as a viable conference host city, resulting in a valuable uptick in visitor-related revenue. Secondly, the connections to a host of community institutions including the Oakland Unified School District, Laney and Merritt Colleges will provide critical training and economic pathways for Oakland students and residents into the hospitality industry, one of the Bay Area's most robust sectors. Thirdly, One Lake Merritt could greatly increase the standards for what a public/private real estate development partnership can yield for Oakland and its residents, providing a model for how to achieve the collective impact of positive educational, economic, and cultural outcomes through a unified development project.

We at the Kapor Center relocated here from San Francisco in 2012 because of our commitment to Oakland (90% of our staff lived in the East Bay) and excitement around actively contributing to the burgeoning innovation community here. As we look to open our own building at 2148 Broadway in late 2015, we're exploring the potential for convenings that will draw top tech, civic, and social justice leadership to our great city. We *need* the space that One Lake Merritt will offer as a beacon of bright pride in the best of Oakland. I have deep confidence in Creative Development Partners to implement this plan and project, due in part their longstanding community orientation and roots, and I hope that you will fully support this important redevelopment pursuit.

If I have erred on the side of brevity, please don't hesitate to contact me at cedric@kaporcenter.org or 510-255-4655. May thanks for your serious consideration!

Best,

A handwritten signature in black ink, appearing to read "Cedric Brown", with a stylized flourish at the end.

Cedric Brown
Managing Partner



City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

November 5, 2014

Re: Henry J. Kaiser Convention Center Redevelopment

To whom it may concern:

I am writing to express my support for Creative Development Partner's ("CDP") effort to redevelop the Henry J. Kaiser Convention Center into a new entertainment and convention facility and hotel and hospitality school.

The proposed One Lake Merritt project uses a very innovative business model that not only includes world class facilities that will bring more visitors and commerce to our City, but directly addresses the job and job training needs of the residents of Oakland. Like Community Bank of the Bay, CDP is committed to building an economic and environmentally sustainable community and has incorporated into their business plan a commitment to utilize small local businesses as preferred vendors. This effort will provide an important economic boost to our local "makers community" and CDP's plan even provides ongoing support to help them scale and access capital.

As CEO of Community Bank of the Bay, an Oakland-based community bank and the first California bank to be certified as a Community Development Financial Institution, I am committed to smart, sustainable and inclusive development and I support this project for its innovative approach to economic development, job creation and training and outreach to local entrepreneurs. I believe that this project will transform the economic landscape of the Lake Merritt area as well as the greater City of Oakland and I urge your support as well.

Please do not hesitate to contact me directly at 510-433-5404 if I can be of any assistance.

Sincerely,

Community Bank of the Bay

A handwritten signature in black ink that reads "William S. Keller". The signature is fluid and cursive, with a long horizontal flourish extending to the right.

William S. Keller
President & CEO

180 GRAND AVE., SUITE 1550, OAKLAND, CA 94612
P: 510-433-5400 F: 510-763-1413
WWW.COMMUNITYBANKBAY.COM



BOARD OF SUPERVISORS

KEITH CARSON
Supervisor, Fifth District

November 6, 2014

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

To Whom It May Concern:

I am writing to express my support for the Creative Development Partners' proposal to re-develop the Henry J. Kaiser Convention Center. The project creatively addresses a range of issues facing Oakland and our communities including workforce development and the creation of much needed hotel and event space which is essential to making Oakland a unique destination location on the West Coast.

The innovative proposal put forward by Creative Development Partners will provide a pathway to livable wage careers for Alameda County residents who are facing barriers to employment; curbing the gentrification which is draining Oakland of one of its greatest strengths, our diversity. The proposed economic benefits will also provide a boost to our local economy and the city's general fund while creating strategic partnerships between the Oakland Unified School District and the Peralta Community College District which could be the model for our state and the nation.

As the President of the Alameda County Board of Supervisors and Chair of the East Bay Economic Development Alliance, I am clear that our economic survival is tied to preparing all of our residents to participate in the future workforce. The East Bay has a robust mixture of history, world class educational facilities and residents who are known for their numerous talents and contributions around the globe. The comprehensive proposal advanced by the Creative Partners of Oakland can be a binding thread in the rich tapestry that continues to make our city one of the brightest in the Bay Area.

Thank you for your consideration.

Keith Carson
President, Alameda County Board of Supervisors



CAREER LADDERS PROJECT

November 4, 2014

Randolph Belle
VP Community and Government Relations
Creative Development Partners
490 Lake Park Avenue, #16242
Oakland, CA 94610

Re: Letter of Support for Creative Development Partners, One Lake Merritt Development

Dear Mr. Belle:

The Career Ladders Project (CLP) works to impact education and workforce development policy and practice in California. CLP works across multiple venues—including local community colleges, the California Community College (CCC) system, the legislature, and other state level arenas—to raise issues, share effective practices, address barriers, and pose systemic solutions.

As the primary technical assistance provider for the statewide Career Advancement Academies (CAAs) funded by the CCC Chancellor's Office, CLP has worked closely with four regional CAA collaboratives, including the East Bay CAA. Over the past seven years, the CAAs have served more than 8,700 students across 32 community colleges, providing bridge programs resulting in career path certifications through contextualized basic skills, cohort based instruction, accelerated instructional formats and other cutting edge pedagogical and service delivery strategies. With the East Bay CAA, we have helped develop on-ramps to in-demand careers for young adults with multiple barriers to post-secondary education and training, including on-ramps to careers in sectors such as transportation and logistics, the automotive industry, construction and trades, and early childhood education.

This letter is to offer our enthusiastic support for the proposed economic and community development project, One Lake Merritt, on the site of the Henry J. Kaiser Convention Center. One Lake Merritt includes the redevelopment of the Henry J. Kaiser Convention Center as a convention and event center, and the construction of a new full service museum hotel.

CLP believes that One Lake Merritt is an innovative, effective and cooperative project that would benefit the educational and cultural needs of the Bay Area. This project brings together East Bay high schools, colleges and universities in a multidisciplinary and integrated training initiative that promises to transform the landscape for education and training in the East Bay. The project's educational

Randolph Belle
Page 2
November 4, 2013

design follows a Career Pathways model which values and embraces students, education, employers and economic development agencies, targeting regional workforce needs, focusing on industry-recognized credential attainment and providing instruction that makes work-based and workplace learning central to education. This model has been successful in providing lower-income and underserved students access to career track employment in the growth sectors unique to the Bay Area, creating increased earning potential and reduced rates of poverty, and eliminating or mitigating other barriers to building a healthy, vibrant local economy. Creative Development Partners has demonstrated a deep understanding of the community benefits from education and career pathways and has formed significant collaborations and strategic partnerships within the education community.

While we work across the state, CLP is based in Oakland and we have made a long-term commitment to engage with local educational and philanthropic institutions, businesses, industry, and community organizations to build an effective workforce system deeply connected with economic and community development in our home city. In addition to our involvement with the CAAs, CLP has been a leader in the East Bay for workforce systems redesign. Our current and recent work includes:

- Development of coherent pathways in key sectors including hospitality, environmental control technologies, and electronics with the CAAs, and in the manufacturing/trade/logistics sectors, under the "Design it, Build it, Ship it" project funded by a Department of Labor TAACCCT grant.
- Implementation of the Irvine Foundation-funded California Community College Linked Learning Initiative which focuses on a bridged career pathway design that begins in a high school academy and transitions students to the successful completion of community college certificates, degrees, and transfer.
- Technical assistance and strategic partnership development to the East Bay Career Pathways Consortium, a collaboration between eleven K-12 school districts and six community colleges.
- Intensive work with faculty at Laney College to develop more effective and innovative approaches to student success based on contextualized approaches to foundational skills in English, math and English Language Learning.

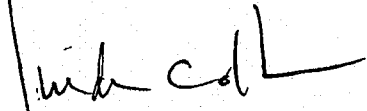
Creative Development Partners is entering into a competitive bidding process to gain site control over the Henry J. Kaiser Convention Center and surrounding

Randolph Belle
Page 3
November 4, 2013

property. Once site control has been attained, CLP will bring our expertise to engage educational partners in the planning and implementation of cooperatively developed programs and activities in support of the development of One Lake Merritt and its educational programs.

We are pleased to support the One Lake Merritt project and look forward to partnering on the launch of the educational initiative.

Sincerely,

A handwritten signature in black ink, appearing to read "Linda Collins", written over a vertical line.

Linda Collins
Executive Director



November 6, 2014

Mr. Randolph Belle
Vice President, Government and Community Relations
Creative Development Partners
490 Lake Park Avenue, #16242
Oakland, CA 94610

Re: One Lake Merritt

Randolph,

The Insight Center for Community Economic Development heartily endorses the development of the One Lake Merritt Hotel and redevelopment of the Oakland Auditorium proposed by Creative Development Partners. The Insight Center is a 45 year old nonprofit, Oakland-based organization dedicated to bringing good paying jobs and economic resources to lower income neighborhoods. The proposed project offers an exciting mix of jobs and job training plus economic stimulus from the hotel, auditorium, and arts and cultural enhancements. The partnerships with the School District, Community College District, and Museum are exactly the type of collaboration needed to bring real change to an often overlooked part of our city.

We look forward to supporting these efforts over the coming months to help this project realize its full potential.

Sincerely,

A handwritten signature in black ink that reads "Henry A.J. Ramos". The signature is written in a cursive style with a stylized "H" and "R".

Henry A.J. Ramos
President & CEO



**SAN FRANCISCO
STATE UNIVERSITY**

COLLEGE OF BUSINESS
HOSPITALITY AND TOURISM MANAGEMENT

1600 Holloway Avenue
San Francisco, CA 94132-4171

Phone: 415/338-6087
Fax: 415/405-0364

November 10th 2014.

To whomever it may concern.

Reference One Lake Merritt Place, Oakland.

I write in connection with the proposed project at One Lake Merritt Place, Oakland.

I believe the project to be an extremely valuable and innovative concept. It includes several of the core values of SF State University, including widening access to education for minorities and social justice.

I consider that the renovation of the Henry J. Kaiser Center, combined with a new environmentally friendly hotel will bring good level jobs to the region. An especially interesting aspect of the project is the ancillary career-training program that will be developed in collaboration with the Peralta Community College District.

This will enable students to develop much-needed specialist skills in the hotel or related convention center.

As you may know, travel and tourism is an important economic generator and employer in the bay area. Despite the existence of several CSU hospitality and tourism programs, the University of San Francisco's hospitality program and hospitality and tourism courses from community colleges, supply of well-qualified hospitality graduates cannot meet the demand from industry.

I am fully in support of the project, and will be happy to provide any further information directly.

Yours faithfully,

Colin Johnson, PhD

Colin Johnson
Professor and Chair



UNIVERSITY OF
SAN FRANCISCO

CHANGE THE WORLD FROM HERE

School of Management
2130 Fulton Street
San Francisco, CA 94117-1080
Tel: 415.422.6771
Fax: 415.422.2503
Email: management@usfca.edu
www.usfca.edu/management

November 10, 2014

Re: One Lake Merritt

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

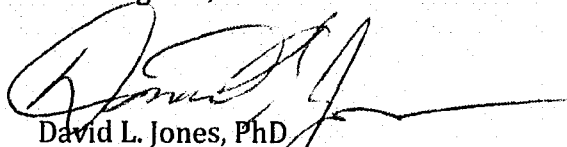
To whom it may concern,

As the Chair of the Department of Hospitality Management at the University of San Francisco, I fully support Creative Development Partners' efforts to develop a new hotel and hospitality school in Oakland. The multi-tiered partnership with Laney College, Oakland Unified School District, Alameda County Office of Education and the California State Community College Chancellor's Office will create a full complement of hospitality related coursework, contextualized learning, and employment opportunities.

With the Bay Area being one of the top tourist destinations in the world, the hospitality industry employs thousands of Bay Area residents, from entry-level positions to high paying management and specialized positions. The residents of Oakland and the East Bay deserve opportunities such as the ones proposed by CDP. The hospitality industry provides fantastic opportunities for upward mobility and both the new hotel and convention center enable students to chart the course which best suits them.

Members of our Hospitality Management faculty are willing to provide assistance as an advisor to CDP as they begin to build out their hospitality training program, curriculum and integration model into a new hotel. Additionally, USF welcomes any Laney College students who wish to continue their education and receive baccalaureate level theory and management coursework- further opening the doors of success.

Best Regards,



David L. Jones, PhD
Professor and Department Chair
Department of Hospitality Management



Antwan Wilson, Superintendent

November 12, 2014

Mr. Jeremy Liu
Managing Partner
Creative Development Partners
490 Lake Park Avenue, #16242
Oakland, CA 94610

Re: Oakland Unified School District Property – 2nd Avenue & 10th Street

Dear Mr. Liu:

This letter is a follow-up to our recent meetings and discussions regarding your firm's interest in undertaking a joint development with the Oakland Unified School District (OUSD) for the above referenced property.

I am acknowledging that OUSD is in receipt of your proposal in response to our RFQ process. As you are aware, no commitments have been made. We are pleased that you have submitted this proposal and look forward to reviewing as we go through our process and enter the next phase with this property.

Furthermore, it is my understanding that you are planning to submit a proposal to the City of Oakland to undertake the renovation and redevelopment of the Kaiser Auditorium Building, which is located across the estuary from our property. As you have described your concept for the Kaiser property, you are recommending it be developed in conjunction with our OUSD property into one comprehensive master plan that offers the opportunity of expanding the options available to our students and faculty, as well as the entire Oakland community.

I would be pleased to engage your team and the City in further discussions at the earliest possible time in order to maximize these opportunities.

Sincerely,

Antwan Wilson
Superintendent
Oakland Unified School District



November 11, 2014

To whom it may concern,

I am writing to express my enthusiasm for the Creative Development Partner's plans to renovate and redevelop the Henry J. Kaiser Convention Center. We met on October 14, 2014 to discuss some of the Oakland East Bay Symphony's specific views and needs as they relate to the Calvin Simmons Theater portion of this project.

The willingness of this developer to actively engage and seek input from one of the potential major clients and users of this renovated space is extremely encouraging. It was a pleasure to meet the Creative Development Partner team and engage in exciting and fruitful conversation around their ideas for the renovation and repurposing of the Center.

The renovation of the Calvin Simmons Theater will have a huge impact on the Oakland East Bay Symphony. The world class acoustics of the theater will allow our Music Director, Michael Morgan, to offer a greater variety of types of concerts and draw from a broader pool of potential repertoire and guest artists. In addition, the orchestra's sound will improve, not only because of the acoustics of the hall itself, but the ensemble will adapt to the space and be in a better position to fine-tune themselves. The smaller capacity is suitable for a wider variety of programming from solo recitals, chamber music, chamber orchestra, and full orchestra. The addition of a larger pit will also enable that programming to be expanded further to musical theater, dance (including ballet) and opera.

The financial model around the use of the theater will take shape over the coming years. But with the RFP calling for low, or rent free, use of the theater to local nonprofits, then this will also have a major impact on the ability of nonprofits such as our to use the space. Rental and labor costs at halls currently availability make adventuresome programming a high risk venture.

On behalf of the Oakland East Bay Symphony, I thank Creative Development Partner for taking the time to share their plans and include me in their process. Should their bid be successful, I will offer them the full support of this organization and look forward to working with them to develop a performing arts theater which benefits the Oakland community.

Best wishes,

Oakland East Bay Symphony | Oakland Symphony Chorus | Oakland Symphony Youth Orchestra

2201 Broadway, Suite 300, Oakland, CA 94612 | (510) 444-0801 | www.oeps.org

oakland EAST BAY
symphony 

michael morgan | music director



Steven Payne
Executive Director



November 5, 2014

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612
re: Henry J. Kaiser Convention Center Redevelopment

To Whom This Concerns:

On behalf of Oakland Makers, we are writing to express our support for Creative Development Partners (CDP) and their proposal to redevelop the Henry J. Kaiser Convention Center as One Lake Merritt. Oakland Makers is a 400+ strong organization that is dedicated to growing the diverse, sustainable creative economy in Oakland. We represent artisan producers, industrial fabricators, manufacturers, and educators. Oakland Makers received initial seed funding from and works closely with the City of Oakland's Economic Development Agency.

CDP has developed a project vision that includes an Arts, Culture and Environmental (ACE) District that adeptly showcases the Makers Movement in Oakland.

One Lake Merritt Makers also includes STEM educational components that, again, seamlessly align with Oakland Makers. Our board members include representatives from Laney College's Workforce Development and from FabLab programs that work with OUSD. Exhibitions and installations that include interactive, participatory, kinetic, and monumental sculptures will create a hub of ACE activity for residents and visitors alike. Lake Merritt holds a particularly key resource for highlighting art. Other core group members include representatives from American Steel, The Crucible, The 25th Street Collective, NIMBY, and many more artisans and industrial fabricators.

If awarded, Oakland Makers would support One Lake Merritt in facilitating temporary and permanent retail artisan marketplaces throughout the project site, link artisans and entrepreneurs with business support and accelerator programs, and cross promote with Friday Nights @ the Oakland Museum. In addition, Oakland Makers' industrial fabricator's, metal, glass and furniture makers could be given the opportunity to help build the facility's interiors, exteriors, outdoor hardscaping, architectural details, lighting fixtures, etc.

Oakland Makers supports One Laker Merritt because it includes community in the planning process and has the potential to grow Oakland's indigenous, local creative economy. We look forward to working with Creative Development Partners to uniquely present Oakland as a center of diverse, creative arts, fabrication and manufacturing.

On behalf of Oakland Makers,

Hiroko Kurihara
Oakland Makers, Co-Founder
hello@oaklandmakers.org
www.oaklandmakers.org



November 7, 2014

re: Henry J. Kaiser Convention Center Redevelopment

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

To whom it may concern

I'm writing to express my support for Creative Development Partner's effort to redevelop the Henry J. Kaiser Convention Center Arena and Calvin Simmons Theater. CDP and the project address the greatest needs and desires of the local arts community and targets the cultural institutions that represent the heart and soul of local communities.

AXIS Dance Company exists to change the face of dance and disability. We have proudly called Oakland home for 27 years, and leverage local and national attention for disabled artists in our city. We believe CDP has a plan that will help us achieve our mission more fully.

CDP has expressed the desire to work closely with the arts community identify new ways to market, promote and support the arts. Their plan to engage a non-exclusive management company will allow much greater access to nonprofit arts groups like us. Principal, Randolph Belle has, for over 20 years, worked closely with the Oakland art community to enhance economic and community vitality, and promote Oakland's greatest natural resource. Over the past several weeks, Randolph has taken the time to hear our concerns and has folded our feedback into CDP's proposal. This reflects a commitment to deep community engagement, which will be vital to the success of this cultural center.

CDP's approach will include the input of the local arts community to leverage their knowledge and talents, and develop a facility that provides the broadest range of options for the highest levels of community impact.

Sincerely,

A handwritten signature in black ink that reads "Karl Cronin". The signature is fluid and cursive, with the first name "Karl" being more prominent than the last name "Cronin".

Karl Cronin
Managing Director
AXIS Dance Company

Oakland. This leakage diverts revenue that support the City of Oakland, jobs, economy and cultural vibrancy. Please do not hesitate to contact me with any additional questions and I look forward to continuing to work with Oakland's performing arts organizations to ensure access to the Henry J. Kaiser Convention Center. Thank you for your consideration.

Sincerely,



Cristy Johnston Limon
Executive Director

Destiny Arts Center

DAC is at the forefront of peaceful and socially conscious approaches to violence prevention and conflict resolution through arts and movement learning. Our programs serve over 1,500 socio-economically and culturally diverse children and youth, ages 3 to 24, offering opportunities for self-expression and transformative growth within modern and hip hop dance, and martial arts classes, all taught by our professional teaching artists. Our school-based outreach program offers more variety of dance disciplines (African dance, Capoeira, salsa) and reaches more than 1,000 youth in disenfranchised regions of Oakland and the greater Bay Area. Destiny Arts Center is a leader in teaching artist training in our violence prevention curriculum and educator training as arts integration specialists. Destiny teaching artists are professional artists from the communities we serve.



November 12, 2014

Re: Henry J. Kaiser Center Call for Proposals

To Oakland City Council:

As a leading Oakland grown youth development and performing arts organization, we at Destiny Arts Center are incredibly **supportive of the redevelopment of the Henry J. Kaiser Convention Center Arena and the Calvin Simmons Theater**. We were contacted by Creative Development Partners as a bidder for the project and upon consideration of the proposed business model, community benefits proposition, and strong reputation for local development projects by the project partners, this letter is to support CDP's proposal.

Performing arts organizations in Oakland struggle to find adequately appointed and financially accessible venues for our cultural events and performances. Like our performing arts peer organization's, Destiny Arts Center has had to rent subpar space to produce our high quality, sold-out shows, showcases, recitals, fundraisers and community building events. Production costs, difficulty obtaining timely if any response from Parks and Recreation managed facilities or School District facilities compound accessibility issues. Like many arts institutions in the City of Oakland, we are funded by the City's Cultural Funding Program, whose mission is to provide residents access to the arts- however the City gets in its own way when we attempt to provide access to as many residents as possible.

Smart economic growth is long overdue in Oakland. CDP enjoys a competitive advantage in their approach to the redevelopment of the Center and the theater because of their deep relationships and understanding of Oakland's unique cultural landscape. Their proposal encourages a variety of cultural events, while providing for local jobs, and a high quality facility that will be financially accessible to the hundreds of local businesses and organizations that contribute to Oakland's vibrancy and cultural magnetism. The proposed business model allows arts organizations to provide affordable arts programming for our communities.

It's about jobs. CDP assures us that their project will leverage partnerships with some of Oakland's largest institutions to manage and operate the facility, such as the culinary and hospitality program at Laney College and to embed workforce development and training programs in the creative arts, media production, broadcasting, hospitality and so forth **where Oakland residents might pursue careers in their own community in professions that are in demand.**

Regardless of which developer is chosen for this project, Destiny Arts Center urges the council to consider the lack of affordable rehearsal and performance space and the leakage that currently occurs when cultural organizations choose to host their events outside of

970 Grace Avenue
Oakland, CA 94608

510.597.1619
destinyarts.org



THE OAKLAND FILM SOCIETY

November 5, 2014

re: Henry J. Kaiser Convention Center Redevelopment

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

To whom it may concern

On behalf of The Oakland Film Society, which presents The Oakland International Film Festival, I am writing to express my profound support for Creative Development Partner's (CDP) effort, Principled by Randolph Belle, to redevelop the Henry J. Kaiser Convention Center Arena and Calvin Simmons Theater.

The Oakland Film Society has a mission of improving the mental, physical, spiritual health of the diverse populations of the East Bay through inspiring films. We believe, CDP's proposal of an arts-focused Oakland Auditorium Arena and Calvin Simmons Theater will put Oakland on par with other world-class cities that proudly lift up the arts as a beacon and vital tool of cultural and economic development and support events like The Oakland International Film Festival where such venues do not exist.

Randolph Belle has, for over 20 years, worked closely with the Oakland art community. When he shared the CDP proposal to me, I was especially fond of the proposals ability to employ a comprehensive and inclusive strategy to include the input of the local arts community to leverage their knowledge and talents, to develop a facility that will provide a broad range of options for artist, which is similar to the role Mr. Belle conducted under Support Oakland Artist years ago.

Their vision of embedding workforce development and training programs in the creative arts I believe can foster a new generation of cultural workers and heighten the image of Oakland, simultaneously.

Sincerely yours,

David N. Roach

Executive Director
The Oakland Film Society

Diamano Coura West African Dance Company

1428 Alice Street, Suite 201
Oakland, CA 94612

Phone: 510-326-1968
E-mail address: diamanoc@aol.com



BOARD OF DIRECTORS

October 23, 2014

Zakarya Diouf, PhD

Re: Henry J. Kaiser Convention Center Redevelopment

Veronica La Foucade

To whom it may concern,

Odell Washington

Four decades ago Diamano Coura was founded with the vision that performing arts can save lives, revitalize communities and strengthen our cultural economy. For four decades through educational programming, cultural exchanges, professional development workshops, free workshops in music and dance, arts-in-education programming and apprenticeships, we have touched and turned around the lives of over 100,000 people.

Elizabeth Grady, MD

Betty Robinson, PhD

Coco Kelley

In addition to our regular weekly programming throughout the Oakland/San Francisco Bay Area, Diamano Coura produces two major concert events, one of which, Collage des Cultures Africaines, began as an annual event at the Henry J. Kaiser Convention Center's Calvin Simmons Theater almost 20 years ago. Annually, the event draws sellout crowds and a host of local and international dance companies, along with a range of artisans, local businesses and partnering organizations. Diamano Coura's other major event is the annual repertory concert, drawing similar attendance, but because of the lack of performing arts venues in Oakland that can accommodate our growing audiences, we are constantly forced to take many of our events and programming outside the City.

We are excited about, and fully support the proposal of Creative Development Partners to revitalize and return the Henry J. Kaiser to a place where the arts thrive and the economic health of Oakland continues to explode. CDP's Principal, Randolph Belle has, for over 20 years, worked closely with the Oakland art community, across the spectrum, to enhance economic and community vitality, and promote Oakland's greatest natural resource. CDP's proposal employs a comprehensive and inclusive strategy to create an economically viable facility that celebrates the traditional arts in Oakland and the organizations that have shaped the culture here.

CDP's approach will include the input of the local arts community to leverage their knowledge and talents, and develop a facility that provides the broadest range of options for the highest levels of community impact. Their efforts will allow Oakland to shine in the brightest light possible.

Hopefully you will join in the efforts to help keep the Oakland arts community alive and thriving.

Sincerely,

Naomi Diouf, Artistic Director
Diamano Coura West African Dance Company

Destiny Muhammad *Harpist from the Hood*

November 7, 2014

re: Henry J. Kaiser Convention Center and Calvin Simmons Theater Redevelopment

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

To whom it may concern

I'm writing to express my support for Creative Development Partner's effort to redevelop the Henry J. Kaiser Convention Center Arena and Calvin Simmons Theater, and develop a new arts-integrated hotel on the shores of Lake Merritt. I have personally know CDP Principal Randolph Belle for decades and believe he is uniquely qualified to deliver what the Oakland arts community has always needed- a world-class performing arts center. Support for the arts in general, and artists in particular, have never seemed to be a priority for the City of Oakland, yet Randolph Belle has been working tirelessly for over 20 years to promote the economic and community impacts of the arts, and to support individual artists, whatever their genre.

This project that CDP has proposed presents the opportunity to support the arts community and generate a significant amount of tax revenue to support other vital services. I travel a great deal to play in all variety of venues and events and to be able to have all that here, close to my home, is very exciting to me and many artists like myself. I also produce concerts, which require intimate settings with the correct capacity and the appropriate acoustics. CDP's plans will create a variety of well-equipped and acoustically retrofitted spaces for smaller performances.

CDP's plans to integrate media production and broadcast into the operation will enable arts groups to develop new audiences and greatly heighten the exposure of the arts. The introduction of the hotel will also greatly improve the financial viability of the Kaiser as an arts facility by supporting the arts community through new revenues to the City of Oakland and the Oakland Museum and by attracting new cultural tourists. I can imagine an environment with live music from local artists entering into the hotel lobby, cool jazz in the lounge, an intimate concert or reading in the ballroom, a stage play in the theater, and a headline act in the arena. I see that all happening with this development and believe this is the team to make that happen.

I look forward to your favorable response to this proposal,



Destiny Muhammad
Harpist from the Hood



DIMENSIONS DANCE THEATER

Established in 1972. 40+ Years Strong!
Enriching and Inspiring Oakland Communities and the Bay Area.

November 10, 2014

To whom it may concern,

I'm writing to express my support for Creative Development Partner's effort to redevelop the Henry J. Kaiser Convention Center Arena and Calvin Simmons Theater. My name is Deborah Vaughan and I am a native of Oakland; furthermore, I am the Artistic Director of Dimensions Dance Theater a forty year old Oakland based organization with a dance company and a community based dance program for youth. The CDP project addresses some of the greatest needs and desires of the local arts community and will help many of our cultural institutions enrich Oakland.

As Oakland is expanding and attracting new residents we need a world class arena and an arts-focused theater. A renovation of The Oakland Auditorium Arena and Calvin Simmons Theater would give the city a needed state of the arts facility that would accommodate a wide range of cultural, educational and entertainment activities; moreover, the facility could become a main attraction for the citizens of Oakland as well as tourists.

According to the detailed plans in CDP's proposal the revitalized venue would allow for spaces to accommodate a range of performances and events, from intimate audiences of 200 to larger audiences up to 1000 patrons and arts festivals up to 10,000. There are several other benefits that the updated facility would bring to our city such as a training program, employment, a hotel, media production and more.

Dimensions Dance Theater's mission is to perform and teach dance forms that have derived from the African Diaspora. The update of The Oakland Auditorium Arena and Calvin Simmons Theater would greatly enhance our ability to develop new audiences and would increase the level of exposure. I strongly support Creative Development Partner's project and what it will do for Oakland.

Sincerely,

Deborah Vaughan, Artistic Director
Dimensions Dance Theater



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Database Administrator

Julie Kanter
Grants Manager

655 13th Street
Suite 301
Oakland, CA 94612

(510) 839-4361 Phone
(510) 984-2197 Fax

www.oigc.org

admin@oigc.org

November 11, 2014

re: Henry J. Kaiser Convention Center Redevelopment

Oakland Interfaith Gospel Choir
655 13th Street, Suite 301
Oakland, CA 94612

To whom it may concern

I'm writing to express my profound support for Creative Development Partner's effort to redevelop the Henry J. Kaiser Convention Center Arena and Calvin Simmons Theater. CDP and the project address the greatest needs and desires of the local arts community and targets the cultural institutions that represent the heart and soul of local communities. Not only will an arts-focused Oakland Auditorium Arena and Calvin Simmons Theater put Oakland on par with other world-class cities, it would also accommodate a range of performances and events from intimate audiences of 200 to larger audiences up to nearly 2000 patrons and arts festivals up to 10,000. This is very attractive to OIGC as our Holiday Concert performance best fits with a venue such as the Calvin Simmons Theater offering a seating capacity of 1500 to 2000. A revitalized Oakland Auditorium Arena and Calvin Simmons Theater will fill Oakland's performing arts void and allow Oakland to shine in the brightest light possible.

It is the mission of Oakland Interfaith Gospel Choir to bring inspiration and joy through black gospel and spiritual music traditions to the community and beyond. CDP's proposal offers a platform for OIGC to continue meeting this mission as we move into our next 30 years of existence.

All my best,

Mark DeSaulnier
Executive Director
Oakland Interfaith Gospel Choir

World Arts West

SAN FRANCISCO ETHNIC DANCE FESTIVAL THE WORLD UNITED THROUGH DANCE

November 11, 2014

City of Oakland
1 Frank H. Ogawa Plaza
Oakland, CA 94612

Re: Henry J. Kaiser Convention Center Redevelopment

To whom it may concern,

I am writing to express my support for Creative Development Partner's effort to redevelop the Henry J. Kaiser Convention Center Arena and Calvin Simmons Theater. This project will have great positive impact on both the local economy and the local arts community.

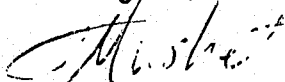
I have been working as the Executive Director of World Arts West for twelve years, producing and presenting world dance and music programs which feature local Bay Area artists as well as international guest artists connected to local master artists. My organization is keen to see this project realized and will participate to ensure that the traditional and ethnic arts are represented.

We work with over 450 Bay Area dance companies, which are the heart and soul of the diverse communities we serve. We have featured more than 100 world dance forms, all being sustained by artists now living and working in the Bay Area.

An arts-focused Oakland Auditorium Arena and Calvin Simmons Theater will put Oakland on par with other world-class cities that proudly lift up the arts as a beacon and vital tool of cultural and economic development. By working closely with the local arts community, this project will also help to identify new ways to market, promote and support the arts.

I hope to see this project come to fruition to further serve the local artists who work so tirelessly to sustain important cultural traditions, nourishing people and strengthening community. Please feel free to contact me at julie@worldartswest.org or (415) 474-3914 if I can answer any questions, or for more information.

Best regards,



Julie Mushet

Executive Director

World Arts West, Producers of the annual San Francisco Ethnic Dance Festival

APPENDIX A. Team Qualifications

1LM Team Members (in alphabetical order)

CDP PROJECT LEAD

HARBINGER DEVELOPMENT PROPOSED JV PARTNER

HOLMES CULLEY STRUCTURAL ENGINEER

HYPHAE DESIGN LAB ECOLOGICAL ENGINEER

INTEGRAL GROUP DEEP GREEN ENGINEER

KEN STAPLETON & ASSOCIATES SAFEDSIGN CONSULTANT

LOISOS + UBBELOHDE SUSTAINABILITY CONSULTANTS

LOWNEY ARCHITECTS LEAD ARCHITECTS

MEYER SOUND LABORATORIES SOUND ENGINEERING

MJB CONSULTING RETAIL STRATEGY CONSULTING

PANKOW BUILDERS BUILDERS

PGA DESIGN LANDSCAPE ARCHITECTS

ROCKRIDGE GEOTECHNICAL GEOTECHNICAL ENGINEERS

SALTER ASSOCIATES AUDIO/VISUAL DESIGN

TURNER GROUP CONSTRUCTION LOCAL HIRING PARTNER

WJE HISTORIC ARCHITECTS



Jeremy Liu

Jeremy Liu is the Managing Partner of Creative Development Partners, and for nearly 15 years he led two, nationally-recognized community development corporations managing budgets of over \$11M, staff of 100+, and hundreds of millions of dollars of real estate development, community programs, and assets. He work as an urban planner, real estate developer, artist, community organizer, and technology designer with a passion for innovation. He advises purpose-built social enterprises in real estate, workforce development, food justice-urban agriculture, food retail, mobile banking, green infrastructure, and arts/culture, including serving as a strategic advisor on the boards of the Center for Neighborhood Technology, IGo Car Sharing (sold to Enterprise Car Rental), the Interaction Institute for Social Change, and the New England Foundation for the Arts.

He launched the first ever Solar Mosaic crowdfunded solar installation; created an open source, distributed language interpreter services platform - a founding projects of the MIT Center for Civic Media; designed the original scope of Participatory Chinatown, a game for community planning and empathy funded by the MacArthur Foundation Digital Media and Learning Competition; integrated social epidemiology into community development with support from The Ford Foundation and NeighborWorks America; and led comprehensive community planning and development initiatives.

Jeremy is also an award-winning artist, having been recognized by the Artadia Artist Prize and grants from Visible Republic/NEFA, the LEF Foundation, and the Creative Work Fund. His work has been exhibited at the LA County Museum of Art, Hammer Museum, Smart Museum, Yerba Buena Center for the Arts, SITE Santa Fe, Boston Center for the Arts, Blaffer Art Museum, and at the Live Biennale in Vancouver, the Open Engagement Art + Social Practice Conference, and the Grantmakers in the Arts conference.

Experience

Managing Partner at Creative Development Partners

July 2013 - Present (1 year 5 months)

Creative Development Partners (CDP) is an innovative real estate investment and development company that delivers unique solutions for urban-based developments based on the principal we call Community Benefits by Design. CDP is a diverse team of real estate, finance and creative professionals that generate new opportunities and uncover hidden value for clients and investors. With decades of experience in real estate development, neighborhood and cultural planning and leveraging sophisticated public-private financing, CDP strives to achieve a multiple bottom-line on

every project. We deliver financial returns for investors, sustainable solutions for the environment and benefits to the community that create jobs, stimulate the economy and enhance cultural vitality.

Executive Director at EBALDC. (The East Bay Asian Local Development Corporation)

December 2009 - May 2012 (2 years 6 months)

EBALDC is a nationally-recognized community developer that creates long-term and sustainable community well-being in neighborhoods of Oakland and the East Bay by building healthy and vibrant neighborhoods that include high quality homes affordable to all, businesses and organizations of and for the local community, and the full range of services that families need to lead fulfilling lives. EBALDC works with and for all the diverse communities of the East Bay to discover and develop the resources to realize their dreams--of affordable homes, new businesses, educational opportunities, fulfilling jobs, and of parks and cultural centers. In cooperation with other agencies and community organizations, it focuses local and national resources towards collaborative, innovative strategies to revitalize East Bay neighborhoods. As a 1st-generation social enterprise founded in 1975, EBALDC generates >75% of revenue from earned income from real estate development, property management, economic development, and human development.

I led the formal adoption of the Social Determinants of Health as our strategic policy framework, becoming the first community development corporation to aggressively pursue this transformative path. I oversaw four business lines, 110 staff, and \$10M+ in revenue and \$150M+ in assets. I designed and raised capital for a private real estate investment fund screened for positive health impacts. Other accomplishments include: overseeing 10 affordable housing, commercial and mixed-use developments projects in the East Bay, including historic preservation, new construction, rehabilitation, and horizontal entitlements, repositioning Swan's Market leading to the revitalization of Old Oakland; organizational affiliation with NeighborWorks America; redevelopment of the historic California Hotel; acquisition of 6 development sites including a portfolio of distressed assets; tax exempt bond refinancing of our existing portfolio; acquiring and redeveloping a signature new headquarter building for EBALDC in downtown Oakland; and forming mission-aligned partnerships with Kearny Street Workshop, Oakland Digital Arts & Literacy Center, and Hyphae Design Lab.

Executive Director at Asian Community Development Corporation

December 1998 - November 2009 (11 years 1 month)

At ACDC, Jeremy managed a wide range of initiatives including community media programs, housing and commercial real estate development, cultural heritage and tourism promotion, community organizing, neighborhood planning, community technology development, and social enterprise creation.

He oversaw the planning, entitlement and financing of the \$130,000,000 Parcel 24/One Greenway project--one of the largest developments in Boston--a joint venture with a triple bottom line private equity fund, and consisting of a 414,710 SF Mixed Use Residential Development on a 65,000 SF infill, urban site featuring: 362 residential units (217 market-rate rental units, 95 affordable rental units & 50 affordable condominiums units), 3,355 SF ground-floor commercial space, 5,050 SF interior community space, 13,275 SF central open space that provides new pedestrian connection between Hudson and Kneeland streets, and a 135-space underground parking garage. Project raised over \$13,300,000 in public, private and tax credit equity. He oversaw the construction, sales and lease up

of the \$89,000,000 The Metropolitan project, a joint venture with a private, for-profit developer, and consisting of a 419,795 SF Mixed Use Development on a 43,860 SF infill, urban site featuring: 251 residential units (133 rental units and 138 condominium units), 39,814 SF of commercial space, 10,000 SF of open space, and a 238-space underground parking garage. Project raised over \$18,797,610 in public, private and tax credit equity.

He oversaw the acquisition and project predevelopment for six infill, urban sites in the Greater Boston region, consisting of over \$200,000,000 of development pipeline. His leadership responsibilities include designing and implementing programs, and monitoring and evaluating outcomes; guiding leadership and professional development of residents, staff and board members; facilitating organizational and strategic planning; building and sustaining coalition and partnership activities; conducting and directing research; managing consultants, staff, and volunteers; and fundraising, including foundation, government, and corporate relations. His accomplishments include: affiliating ACDC with the United Way of Massachusetts Bay, securing foundation funding from The MacArthur Foundation and The Ford Foundation, and expanding ACDC's impact by overseeing its first project outside of Boston.

One of the original designers, with with Eric Gordon, of Participatory Chinatown, an online-offline hybrid game for community planning in Boston Chinatown, that was awarded a MacArthur Foundation Digital Media and Learning grant. With Tad Hirsch at the MIT Media Lab, designed and created a lightweight, open source tool called Speakeasy for a distributed language interpreter services platform that the MIT Center for Civic Media supported. Co-produced, with Michael Blockstein, A Chinatown Banquet (<http://bit.ly/OmpDRU>), a pioneering digital storytelling project in Boston that was integrated into a neighborhood-wide community planning process.

Co-Founder and Principal at Creative Ecology Partners

January 2007 - Present (7 years 11 months)

Hybrid design and community development studio and consulting firm providing expertise and innovation in community development, public participation, and arts & cultural planning to nonprofits, foundations, municipal government, and others. Creative Ecology also creates engaging public, educational, and community art projects independently and by commission. Co-founded with Hiroko Kikuchi. Projects include:

- Finalist with SiteLab Urban Studio for Connect Kendall Square open space framework design competition
- Founder of CityFarmShare, a project of the Oakland Community Land Trust
- Senior advisor to Urban Habitat initiative on Bus Transit Oriented Development
- Strategic technology advisor to Greenbelt Alliance on development of their Public Square technology-for-participation tool
- Business development and strategic advisory services to Hyphae Design Lab and Adapt Oakland, their green infrastructure master plan for West Oakland
- The STEAM Exploration Lab, an arts-integrated science, technology, engineering and mathematics learning space in "main streets" retail locations
- Reviewing arts and community development plans and proposals for public and private funders

- Providing cultural planning and community participation services to the Washington DC Offices of Planning and Asian Pacific Islander Affairs
- Developing public art and neighborhood branding projects for Philadelphia and Honolulu Chinatowns
- Guest lecturer or visiting reviewer at the Harvard School of Public Health, Tufts University, MIT, National Taiwan University, and the Boston Architectural Center.

Organizations

The Barr Foundation
 Barr Fellow
 2009 to Present

The Barr Fellows Program honors the contributions of some of the most gifted and experienced leaders in the Boston area. Over a three-year period that includes a sabbatical, international travel, a series of retreats, and peer learning, these distinguished leaders have an important opportunity to reflect on the accomplishments of their organizations and find the inspiration to attain even higher levels of effectiveness, creativity, and innovation. The Barr Fellows Program was launched in 2005. Each new group of twelve will join a network of Barr Fellows from prior years, who have toiled effectively to build a better Boston for all – as champions of the poor, the homeless, the environment, public school kids, the region's artistic soul, and more.

Volunteer Experience

Advisor, Bay Area Inspire Awards/Philanthropic Ventures Foundation
 (www.bayareainspireawards.org and www.venturesfoundation.org)
 March 2014 - Present

Member, Board of Directors at The Center for Neighborhood Technology (www.cnt.org)
 October 2011 - Present (3 years 2 months)

Member, Board of Directors at The Interaction Institute for Social Change (www.iisc.org)
 March 2011 - Present (3 years 9 months)

Member, Board of Directors at I-GO Car Sharing (<http://www.igocars.org>)
 June 2012 - June 2014

Member, Board of Directors at The New England Foundation for the Arts (www.nefa.org)
 June 2007 - Present (7 years 6 months)

Campaign Chairman at The Committee to Elect Sam Yoon (http://en.wikipedia.org/wiki/Sam_Yoon)
 May 2004 - October 2009 (5 years 6 months)

Member, Board of Directors at Associated Grantmakers of Massachusetts
 2007 - 2009 (2 years)

Trustee at The Boston Foundation for Architecture

2005 - 2007 (2 years)

Elected Student Director at Berkeley Unified School District Board of Education
1989 - 1990 (1 year)

Education

Harvard University Kennedy School of Government
Executive Education, Achieving Excellence in Community Development, 2006 - 2007

University of Miami - School of Architecture
Fellowship, Knight Program in Community Building, 2004 - 2005

University of Massachusetts Boston - College of Management - Center for Collaborative Leadership
Fellowship, Emerging Leader Program, 2003 - 2004

Japan-U.S. Community Education & Exchange
Fellowship, Nichibei Pathfinding Opportunity Program, 2000 - 2000

Tufts University
Biology and Environmental Studies

Berkeley High School

Honors and Awards

Barr Fellow (2009-2011, The Barr Foundation)

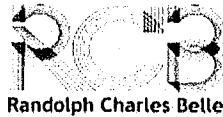
Excellence in Neighborhood Empowerment (2009, Metropolitan Area Planning Council - Data Day Award)

Young Leaders of Affordable Housing (2008, Affordable Housing Finance Magazine)

Rising Star Award (2007, MA Ass'n of Community Development Corporations)

Artadia Prize (2007, Artadia)

40 Under 40 Award (2006, Boston Business Journal)



Randolph Charles Belle

4242B Masterson Street, Oakland, CA 94619
phone: (510) 842-7871 e-mail: rb@randolphbelle.com

As a veteran of the arts and community development in Oakland, I have experience as a working artist, entrepreneur, project manager and communications professional. In close to 25 years in Oakland, I have worked tirelessly to bridge the arts, economic and community development. Creative, innovative and dependable – my goal is to utilize my creative talents and organizational management experiences to provide innovative solutions to pressing problems, and practical efficiencies to complex campaigns.

Arts and Public Affairs Accomplishments

- Founded the first art gallery in the now-bustling Uptown District in 1998- Oakland Art [dot] Com was a business development center for the arts, hosting critically acclaimed exhibits, providing printing and web services, and technical assistance to artists and arts organizations
- Led the Arts and Culture program development team for the construction of the Ashland Youth Center, which included facilitating a year of meetings with youth, school and district officials, community based organizations and government agencies
- Participated on the team that facilitated community benefits agreement on the Oak-to-Ninth Street Development (Brooklyn Basin), which included campaign design and development, community outreach, inter-agency coordination, meeting facilitation and technical assistance
- Participated on the team that facilitated a multi-million dollar community benefits agreement on the Bayview Hunters Point Shipyard in San Francisco, which included campaign design and development, community outreach, inter-agency coordination, meeting facilitation, technical assistance and reporting
- Served on the team that developed a state-accredited community development curriculum for Laney College, including meeting facilitation and program design
- Lead Facilitator for the Arts and Culture planning process for the development of the Ashland Youth Center, a new state of the art facility serving teens and young adults
- Designed and implemented a community outreach and tenant attraction campaign for a St. Vincent DePaul retail development, Redux in Alameda, CA, which reached 80% capacity as a result.
- Developed programming, outreach and communications materials for the Offices of the President at Laney and Merritt Colleges in the Peralta Community College District, and developed a comprehensive communications and marketing strategy for Merritt College to recruit students from diverse communities
- Directed a family/community art program called 100 Families, which provided arts activities and access to community resources to low-income neighborhood residents in four neighborhoods in Oakland- Fruitvale, East Oakland, West Oakland and Chinatown and included intensive community engagement, meeting facilitation and interagency coordination
- Launched pilot 100 Families program in the Bayview Hunters Point area of San Francisco with funding through the United Way, with low-income residents at the Willie Mays Boys & Girls Club, Urban Services YMCA and Joseph Lee Recreation Center
- Designed and produced marketing, communications and conference materials for the National Council of Black American Affairs, a national affiliate organization of the American Council of Community Colleges serving community college administrators
- Led technical assistance initiative InfoAlameda.org (not the current Urban Strategies Council initiative), an effort to coordinate government agencies, arts and community based organizations, and technical assistance consultants to implement training programs, which served over 3,000 nonprofit organizations in Alameda County
- Was the lead writer on a highly competitive grant from Bank of America, which was awarded \$200,000



Randolph Charles Belle

Professional Experience

- 2006-2012** **Urban Strategies Council- Special Assistant to the CEO**
1720 Broadway, Oakland, CA 94612
Urban Strategies Council is a nonprofit organization, which works with community partners to end persistent poverty. As the Special Assistant to the CEO, I managed the marketing and communications strategies including design, layout and production, as well as design for web and PowerPoint presentations. I also supported program units with grant writing, preparation and submission and provided support on special projects as directed by the Chief Executive Officer.
- 2008-Present** **RBA Creative Design- Owner**
4242B Masterson Street, Oakland, CA 94619
RBA Creative is a commercial design firm working with all sizes of businesses, charitable organizations, educational institutions and government agencies. As the co-owner and artistic director, I conduct all aspects of the business including business development, design and production. RBA Creative specializes in graphic design and print publication adaptable to the web, and collaborates with a host of web designers, programmers and social media experts.
- 2006-2008** **100 Families, Art and Social Change- Director**
5275 Broadway, Oakland, CA 94618
100 Families is a community art program created by a Bay Area philanthropist in partnership with the California College of the Arts, in which lower-income families worked with professional artists for a series of art-making workshops to create a body of work for public display. As the Director of the initiative, I coordinated all aspects of the program including artist recruitment, community outreach, program development and project management.
- 2004-2006** **Keller Willams Residential Real Estate Brokerage- Real Estate Agent**
4341 Piedmont Avenue, Oakland, CA 94611
As a sales agent, I assisted first-time buyers and home sellers in Oakland, CA and surrounding cities to buy and sell residential real estate. I was responsible for marketing, client relationships and sales.
- 2000-2004** **East Bay Resource Center for Nonprofit Support- Director of Information**
The East Bay Resource Center for Nonprofit Support served over 3,000 nonprofit community-based agencies and their staff, boards and volunteers in Alameda and Contra Costa counties. As the Director of Information, I developed marketing materials and publications, workshops and programming, as well as conducting and directing on-site technical assistance and event management.
- 2002-Present** **Support Oakland Artists (SOA)- Founder**
P.O. Box 16242 Oakland, CA
Support Oakland Artists (SOA) is a nonprofit organization that works to enhance local artists' ability to thrive and increase citizens' participation in cultural activities, with a focus on economic and community development. SOA has sponsored critically acclaimed art exhibitions, public speaking forums and community projects, along with sponsoring individual artists and unincorporated arts groups. I initially founded SOA with a group of artists after conducting youth serving arts workshops and seminars for several years. SOA was expanded to include



Randolph Charles Belle

1998-2000

Oakland Art [dot] Com- Owner

1928 Telegraph Avenue, Oakland, CA

Oakland Art [dot] Com combined a fine art gallery, commercial design facility and exhibition space, with online resources for artists and art patrons. Oakland Art [dot] Com spawned Oakland's now-bustling Uptown Arts district, hosting special events and featuring a wide and diverse range of local and national artists. Also housing a digital printing service, custom frame shop and photography lab, Oakland Art [dot] Com served as a resource center for the local artist community.

1994-1998

Support Oakland Artists (SOA)- Partner, Commercial Design Studio- Founder

3412 Park Boulevard, Oakland, CA

SOA was a partnership of four dynamic local artists with a complementary skill set. In addition to graphic design, painting and illustration services, the partnership operated an innovative youth development program that taught business and computer skills to talented young artists aged 12-21. SOA was a model business at the forefront of the Social Enterprise movement, combining a commercial enterprise with community development activities.

1990-1994

Spankin' D-Signz Commercial Art and Design Studio- Owner

731-29th Street, Oakland, CA / 335- 15th Street, Oakland, CA

Originally located in San Francisco, this business was transplanted to a West Oakland loft and later, a downtown storefront, where I produced an eclectic array of art projects for a wide-ranging client base. While developing a niche market in the areas of custom airbrushed artwork, apparel and computer graphic design, I began building a network of resources through special events and community engagement.

Civic Affiliations

2010-present	Advisory Member, The Crucible	Oakland, CA
2009-present	Boardmember, Oakland Film Society	Oakland, CA
2009-present	Boardmember, Museum of Children's Art	Oakland, CA
2007-2009	Member, Oakland Partnership Arts Cluster	Oakland, CA
2006-2009	Chair, Mayor Dellums' Arts/Economic Dev. Task Force	Oakland, CA
2005-2008	Advisory Member, Alameda County Office of Education Alliance for Arts Learning Leadership	Oakland, CA
2002-present	Founding Executive Director, Support Oakland Artists	Oakland, CA
1997-2000	Co-Chair, Cultural Affairs Commission, City of Oakland	Oakland, CA
1997-2000	Member, Public Art Advisory Committee, City of Oakland	Oakland, CA
1996-1998	President, Board of Directors, Pro Arts	Oakland, CA
1994-2000	Member, Board of Directors, Pro Arts	Oakland, CA

References

Keba Konte, Owner, Guerilla Café', Chasing Lions Café' and Founder, Soul Salon 10 Art Collective

Phone: (510) 517-5582

E-mail: ib@kebakonte.com

David Roach, Founder, Oakland Film Society

Phone: (510) 776-4178

E-mail: oaklandfilmfestival@gmail.com

Steve Snider, District Manager, Downtown Oakland/Lake Merritt-Uptown Community Benefit Districts

Phone: (510) 452-4529

E-mail: steve@downtownoakland.org

KAROLEEN FENG

kfeng@creativedevelopmentpartners.com

PROFILE AND PROFESSIONAL APPROACH

Outcomes-driven community development professional with demonstrated commitment to mission and impact. Experience advancing complex projects towards goals with diverse stakeholders in Affordable Housing, Healthy Neighborhoods, Economic Development and Organizational Development. An Urban Planning Degree coupled with a proven track record of accomplishments in project design and coordination, peer coaching, strategic planning, performance accountability, business development, data analysis.

KEY REAL ESTATE PROJECTS

Swans' Marketplace, (Mixed use retail) Created and established real estate portfolio and pipeline database tool for reporting, analysis and evaluation of department capacity. Hired and increased department capacity in acquisitions, mixed-use and commercial development. \$11mm Financing: New Markets Tax Credits, City of Oakland

California Hotel (Multifamily rental, supportive housing), Leverage development of storied historic landmark into organizational and community asset for greater neighborhood stabilization and community revitalization. Engagement of stakeholders in planning process to establish renewed pride and ownership. Remake California Hotel as permanent supportive housing, incorporating arts and music legacy of building, economic and food self-sufficiency, health and green practices. \$40mm Financing: Low-Income Housing Tax Credit, Federal Historic Tax Credit, Energy Tax Credit equity, City of Oakland

Lillie Mae Jones Plaza, (Multifamily rental, supportive housing) Energized a stalled, small 26 unit family housing with new sources of financing (2009 TCAC ARRA and MHA funds). Embedded property management and residential services participation in project development and design. \$4mm Financing: 2009 TCAC ARRA and MHA funds, City of Richmond, FHLB-AHP, MHP,

Jack London Gateway Phase 2 (Multifamily, senior rental) Manage predevelopment, acquisition and construction phases of 61-unit senior, newly constructed, Green-Point rated building. Applied and closed on financing for 9% tax credits, AHP and Project-Based Section 8s. \$21mm Financing: Low-Income Housing Tax Credits, City of Oakland

Sausal Creek Homes (Single family homeownership) Manage predevelopment, construction, marketing and sales of 17 2 to 3-bedroom homes for first-time homebuyers targeted to the Lower San Antonio neighborhood population and participants of asset-building programs.

KEY PROFESSIONAL HISTORY

Vice President, Project Development, <u>Creative Development Partners</u>	2013-Current
Director of Community Real Estate, Mission Promise Neighborhoods, <u>Mission Economic Development Agency</u>	2013-Current
Assistant Project Manager-Project Manager-Senior Project Manager-Associate Director/Acting Director Real Estate Development, <u>East Bay Asian Local Development Corporation</u>	2004 – 2013
Asset Mgmt Project Specialist <u>Tenderloin Neighborhood Development Corp.</u> , San Francisco	2004
Assistant Project Manager <u>Little Tokyo Service Center</u> , Los Angeles	2003 – 2004
Affordable Housing Policy Research Associate <u>PolicyLink</u> , Oakland	2004

PROFESSIONAL AFFILIATIONS

Board Member/ Housing Development Committee, Community Housing Partnership Member, <u>National CAPACD</u> Member, <u>EBHO, NPH</u>	2014
Treasurer/Board Member, <u>Mission Economic Development Agency</u> , San Francisco	2006 - 2013

EDUCATION

Masters of City Planning <u>University of California at Berkeley</u>	May 2002
Regional Planning and Development, Department of City and Regional Planning Bachelor of Arts with high honors <u>University of California at Berkeley</u>	May 1998
<i>Major</i> Political Economy of Industrialized Societies; <i>Minor</i> City and Regional Planning	

PROFESSIONAL SKILLS

ProForma Analysis /Modeling/Argus
Market Analysis
Acquisition Due Diligence/ Closing
Consulting

Asset Management
Affordable Housing Finance
HUD Financing/ NMTC
Complex Excel Modeling

Project Management
Budgeting and Monitoring
Revitalization and Renovation
Residential Property Management

EXPERIENCE

Associate Director, Real Estate Development and Investing

2011-Present

East Bay Asian Local Development Corporation, Oakland, CA

- Acquired, repositioned, recapitalized multifamily, office and retail projects totaling over \$100M
- Manage team of development project managers in acquiring and developing new construction projects and rehabilitation of existing multifamily, retail and office projects
- Created and continue to lead an acquisitions team responsible for the development of EBALDC's leveraged fund for affordable housing (\$30M). Defined procedures, systems and spreadsheets for generating both back of the envelope and detailed analysis of projects. Oversee and lead all presentations to investment committees.
- Lead and created consulting group within the firm that advises other real estate owners/partners on complex financing, acquisition, management and development projects which increased departmental revenues by 20%
- Subject matter expert on New Market Tax Credit financing as well as conventional and other creative project sourcing

Development Project Manager

2009- 2011

The Neighborhood Development Company (NDC), Washington, DC

- Lead team to review and acquire potential equity investment and development opportunities for office, multifamily, retail and mixed-use projects and assessed each projects financial feasibility and valuation
- Structured equity investment deals with complex waterfalls which consisted of multiple hurdles totaling over \$700M
- Negotiated with banks for terms and prepared Investment Equity and Debt Packages for equity investors, bank loans and internal committees outlining complex waterfalls and promote schedules
- Delivered reports on market due diligence and provided recommendations for alternate sourcing and/or design options Modeled complex affordable housing scenarios which include Low Income Housing Tax Credits, Historic Tax Credits, and other tax credits in combination with tax exempt bonds, tax increment financing and other financing sources such as HUD loans and grants. These projects include a \$26M mixed use 50% affordable project and \$30M mixed use 100% affordable project (Excel)
- Responsible for reducing projects costs through the review of schematics, design documents and construction documents.
- Other Asset Management activities included: Set financial strategies for property operations, preparing and reviewing operating budgets, setting income strategies, benchmarking against the standard, creating OPEX reducing strategies and being sure that 3 party managers executed on these strategies

Senior Associate

2008-2009

Reznick Real Estate Consulting Group, Bethesda, MD

- Consulted and structured complex Low Income, New Market and Historic Tax credit financial transaction models for developers, institutional tax credit investors and community development entities.
- Provide support in closing both consulting contracts and tax credit transactions
- Creation of complex tax credit organizational charts and models

Development Associate

2007-2008

KMG Management, Baltimore MD

- Performed real estate valuations of multifamily and residential properties through the analysis of comparative sales, income, and cost approaches to determine feasibility
- Reviewed budget pro formas for ongoing monitoring of cash flows to assess / improve health of asset
- Provided market research support to development team and property managers

Real Estate Entrepreneur

2003-2007

Self Employed, Baltimore MD

- Acquired, financed, added value through asset management and rehabilitation and disposed of several residential properties and vacant land parcels

- Managed rehabilitation projects including the design, budget, schedule and entitlement processes as well as oversight of third parties including: architects, general contractors and subcontractors

EDUCATION

Master of Real Estate Development & Finance

University of Maryland, College Park, MD

Bachelor of Science

University of Maryland College Park, MD

AFFILIATIONS / ACTIVITIES / AWARDS

- Urban Land Institute, Young Leaders Group Member
- Institute of Real Estate Management, Member
- National Trust For Historic Preservation, Member
- Int. Council of Shopping Centers, Member
- LEED® AP Accredited
- Neighborworks Asset Management Certificate
- Golden Key National Honor Society, Recipient
- Society of Real Estate Developers UMCP, Member

HENRY CORT GROSS

718 27th Avenue
San Francisco, California 94121

415.317.4565
cort@wessven.com

EXPERIENCE

WESSINGTON VENTURES, LLC, San Francisco, California
FOUNDER AND MANAGING MEMBER

April, 2009 - Present

DEVINE & GONG, INC., San Francisco, California
SENIOR ASSOCIATE

January, 2000 - March, 2009

- Senior project manager and financial consultant on complex housing and community development projects. Focus in real estate finance and development, with specialty in tax credit, tax exempt, and HUD financing and their use in addressing special needs of residents. Expertise in new markets tax credit, charter school, and conservation financing techniques.

BRIDGE HOUSING CORPORATION, San Francisco, California
VICE PRESIDENT, CHIEF FINANCIAL OFFICER

1998 - 2000

- Directed financial management for regional nonprofit housing developer, supervising accounting staff of five, with responsibilities for holding company and numerous affiliated entities financial accounting (close to \$1bb property value, with \$120mm consolidated balance sheet under management), budgeting, audit, and corporate and tax filings, reporting to President and Board of Directors.
- Lead corporate recapitalization campaign under direction of President and Board Capitalization Committee, including strategic planning, corporate identity, balance sheet management, investor solicitation and deal structuring, fundraising and funder relationships. Raised over \$12mm in corporate debt and equity for \$20mm holding company in less than 24 months.
- Supervised predevelopment and construction draws for all projects in development (approx. 15/mo. building 1,000+ units/yr.), permanent loan closings and investor pay-ins.
- Participated in four member officers' management team, including staff credit committee

TRI CAPITAL CORPORATION, San Francisco, California
VICE PRESIDENT, AFFORDABLE HOUSING

1996 - 1998

- Director of affordable housing lending for national mortgage banker, with responsibilities for loan origination, supervision of underwriting, product marketing, and program and capital market development, reporting to the President. Over 2,000 low income units financed using low income housing tax credits, tax exempt bonds, and multiple government subsidy programs.
- Concentration in FHA and Fannie Mae DUS multifamily lending programs.
- Focus on preservation of at-risk properties, HOPE VI, acquisition and rehabilitation, and new construction using debt and equity structures including tax exempt bonds, low income housing tax credits, government funding programs, and other private or nonprofit sources of capital.

PROGRESSIVE EQUITY ADVISORS, San Francisco, California
PRINCIPAL

1995 - 1997

- Founder of consulting business serving financial institutions, foundations, and community development corporations in financial consulting, organizational development, and project management.

LOW INCOME HOUSING FUND, San Francisco, California**1990 - 1995**

PROGRAM MANAGER-LENDING

- Managed staff underwriting, closing, and monitoring of loans, credit administration, and development of lending programs for national nonprofit community development financial institution.
- Directed HUD Preservation Programs, and other public sector and training programs.
- Hired, trained, and supervised a staff of eleven.
- Underwrote and packaged loans for all phases of low income housing development, from predevelopment to permanent financing, with additional focus on construction loans and lines of credit.

CORO FOUNDATION, San Francisco, California**1989 - 1990**

FELLOW IN PUBLIC AFFAIRS

- Participant in selective national leadership training program, with focus in housing and urban affairs.
- Work included five internships in the Bay Area, case studies, service projects, and group process.

DOWNTOWN COOPERATIVE MINISTRY, New Haven, Connecticut**1986 - 1989**

CAMPAIGN FACILITATOR (PART-TIME)

- Managed city-wide campaigns advocating for children and homeless families.
- Aided in founding and capitalization of affordable housing loan fund.
- Led advocacy worship services for the city's poor.

**FOOD FIRST, HOSPITALITY HOUSE, San Francisco, California
ECUMENICAL HUNGER PROGRAM, East Palo Alto, California****1985 - 1986**

INTERN

- Wrote a training manual for volunteers at Food First.
- Wrote publicity for programs serving street kids at Hospitality House.
- Resourced and delivered food at EHP.

MORRISON AND FOERSTER, San Francisco, California**1984 - 1985**

CASE CLERK, BUSINESS DEPARTMENT

- Worked on banking, maritime commerce, real estate, and trademark accounts

E D U C A T I O N**Yale University Divinity School, New Haven, Connecticut, 1986 - 1989****Master of Divinity degree, focus in liberation theology, study in accounting, politics, and economics.****Stanford University, Palo Alto, California, 1981 - 1985****Bachelor of Arts degree, History, focus in Renaissance and Reformation studies, study in politics, economics, literature, and philosophy.****P E R S O N A L**

Member, National Loan Committee, Nonprofit Finance Fund, and Board Treasurer, NorCal chapter of the US Green Building Council. Former Board member, Tenderloin Neighborhood Development Corporation, Conard House, Inc., and Argonne Alternative School Council of Empowerment, Inc.

Married, with two children. Avid cyclist, musician, and cook.



philip vincent arca

435 Oakes Boulevard, San Leandro, CA 94577 C Phone (510) 910-4869 philiparca@gmail.com
Linkedin.com

PROFESSIONAL SUMMARY:

A **seasoned turnaround leader with broad and deep experience**, strategic consulting professional expertise with **groundbreaking start-up**, and a commitment to the voluntary sector contribute to a **holistic vision** of the nonprofit arena, including **published articles** and nonprofit management book in process. **Executive Director of a \$7 million, 85 employee, 800 volunteer**, faith-based social services organization working throughout Alameda County. In other positions, have led **turnaround of large cultural facility**, startup of a new U.S. fair trade coffee initiative and the **strategic alignment and growth of a statewide communications organization** focused on children's issues. Can walk the streets of San Pablo Avenue in **West Oakland** and connect with those in the midst of substance abuse, homelessness, then meet with **REDF** in the offices of **Kohlberg Kravis and Roberts**, and gather with Board and Staff to work through the specifics of a Taproot project – **all in the same day**.

CAREER HISTORY:

arca & associates, Principal

San Francisco Bay Area, CA (2013 to Present)

Innovative, experienced, respected leader offering the following services – **Interim Leadership; Social Enterprise Design; Strategic Planning; Fundraising Feasibility Studies; Evaluation; HR Audits; Executive Search; Property Asset Management/Facilities Planning** to a wide range of NGO's and small businesses. Associates comprised of personally networked experts in key arenas, tapped as needed.

Executive Director, Society of St. Vincent de Paul of Alameda County

Oakland, CA (2003 to 2012)

- Leading and envisioning the mission of a countywide social services organization, complete with turnaround success and the re-building of an organization with previously aged constituency, amidst a difficult economy, increasing need, and constrained resources.
- **Led turnaround of operating deficit of \$1.8 million** to roughly \$200,000 annually in subsequent years.
- Fundraising accomplishments include creation of the development program at most recent organization, raising more than \$1.5 million annually. Secured a **role in the REDF portfolio**. Created and lead a Development Department/Committee, Volunteer program, Social Enterprise activities – **all new to the organization**.
- New initiatives include Taproot Foundation branding project, Redux, Found Art in Residence, Culinary Academy, Transitional Employee program, capital campaign.
- **Leadership experience in human resources** includes the expansion of employee benefits with minimal additional cost. Currently engaged in a Taproot Foundation HR project.
- Updated Board Governance activities, Committee structure to transition to a **new generation of engagement**.

Executive Director, Action Alliance for Children

Oakland, CA (2000 to 2002)

- Stabilized statewide communications organization providing analysis, reporting and distribution of a newspaper (**with readership of 30,000**), key player in convening forums/conferences, and sustainer of grassroots organizations working on children's advocacy issues. Envisioned, drafted and received **Packard Foundation grant garnering more than \$250,000** in operating grants in one year for a small children's advocacy organization.
- **Marketing and public relations successes** include the creation of all new message and materials at current organization, appearing in print, on radio and TV. Envisioned and implemented the **Talk Series at The Commonwealth Club**.

arca & associates, Principal

San Francisco Bay Area, CA (1998 to 2000)

- Providing hands-on consulting and leadership experience to an array of nonprofits in various organizational situations. Specific projects include: The Center for Electronic Art, **turnaround of a nonprofit digital media school**; TransFair USA, a not-for-profit certification/licensing organization promoting fair trade products and a recipient of Ford Foundation seed grant. Played key roles in the **development of various websites** and organizational videos.

Assistant Director, The Oakland Zoo

Oakland, CA (1990 –1998)

- Managed nonprofit cultural institution with annual budget of \$3.8 million, major capital improvement program, **and regular staff of 50 with increase to 120 employees during summer season.**
- Initiation and staff coordination of pro bono marketing campaign for a cultural facility developed by Ketchum Advertising with estimated value of \$250,000, public speaking engagements and media interviews.
- Led start-up of an annual fund in a cultural facility with first year goal of \$30,000, rising to \$100,000 in two years.
- Initiated youth employment program, winner of **City of Oakland Mayoral Award**. Scripted and directed safety training video filmed at no cost through insurance carrier, reduction of a Workmen's Compensation premium by \$50,000.
- Other accomplishments include **designing and implementing bond administration internal monitoring systems, drafting financial operations manual.** Envisioned and supervised revision of Chart of Accounts and installation of new accounting hardware/software.

Project Manager, The Salvation Army

San Francisco, CA (1988 –1990)

- Managed the architectural design, capital funding, program design, operational funding and other related aspects of the construction of a \$5.1 million transitional housing facility for 30 homeless families.
- **Grantwriting includes being awarded HUD operating grant of \$2.1 million.**

District Representative, Senator Alfred E. Alquist, California Legislature

San Jose, CA (1985 –1986)

- Responsible for local issue coordination, newsletter articles, community outreach, constituent casework and correspondence.

TEACHING, CONSULTING AND TRAINING EXPERIENCE:

- Assessment Team Member, San Antonio District **MATRIX Initiative**, Annie E. Casey, Stuart Family Foundations (2001)
- **Lecturer: *Overview of the Nonprofit Sector***; Cal State University Extension, Hayward (1998, 1999, 2000)
- Reviewer: **Institute of Museum Services (IMS) General Operating Support Grants** (1997, 1998)
- **On-Line Virtual Lecturer: *Human Resource Management***; AmeriCorps /Cal State Extension, Hayward (1997)
- **Lecturer: *Administration and Finance***; Museum Studies, John F. Kennedy University (1995, 1996)
- Lecturer: ***Human Resource Management***; Cal State University Extension, Hayward (1995, 1996, 1997)

EDUCATION:

University of Southern California, **MPA**, (June 1988), Emphasis in Public Policy Analysis and Management
Recipient of SCAPA Praetors Merit Scholarship and Certificate of Merit Award

Santa Clara University, **Bachelor of Science in Psychology**, (June 1981)

PUBLICATIONS:

- Case Study and Book Review, **Social Enterprise Reporter** (2004, 2005)
- Case Study entitled *Volunteers, Race and Communication*, **USF, Institute Nonprofit Organization Management** (1998)
- **Paper entitled *Cross Cultural Collab: Collaborating for New Visitors***, American Zoo and Aquarium Association (1996)
- **Paper entitled *HR Management: Three Keys to Doing a Better Job***, American Zoo and Aquarium Association (1996)
- **Essay entitled *Issues of Race in the Not-for-Profit Sector*** published in *Advancing Philanthropy* (1995)
- **Essay entitled *Marketing and Fundraising: Which is Which and Does It Matter?*** published in *Nonprofit Times* (1995)

PROFESSIONAL TRAINING:

- **Stanford University**, Executive Program in Nonprofit Leadership (EPNL) (2008), scholarship funded by REDF
- Nichibei Pathfinding Opportunity Program (NPOP) (2002)
Exchange program to promote a civil society by **linking the nonprofit sectors in Japan and the US**
- Facilitative Leadership (2001)
Interaction Associates
- Institute for Nonprofit Consulting (2000)
Support Center for Nonprofit Management/CompassPoint
- Center for Museum Studies, Awards for Museum Leadership (1998)
Smithsonian Institution
- Museum Management Institute (MMI) (1997)
American Federation of the Arts, The J. Paul Getty Trust
- National Society of Fund Raising Executives (NSFRE) (1996)
Certified Fund Raising Executive (CFRE)
- Society for Human Resource Management (SHRM) (1994)
Professional in Human Resources (PHR)

COMMUNITY LEADERSHIP:

- Board Member, **Stanford Alumni Consulting Team** (2005)
- Interim Executive Director, Board Member, **East Bay Resource Center** (2003, 2004)
- Advisory Board Member, **KQED Education Department** (2002)
- Board Member of **Sports 4 Kids**, nonprofit supporting after school sports (2001)
- Serving on Advisory Board of **The Odyssey - A Cyber Educational Experience** (2000)
- Member of **Oakland Marketing Board** (1996)
- Selected as one of **Ten Outstanding Young San Franciscans** by Jr. Chamber of Commerce (1991)
- **Founding Member** of Board of Directors of **Community Housing Partnership** (1990)

San Francisco, California USA
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CV Alexa Bach-McElrone



Alexa is a business advisor, communications specialist, and sustainability coach. She helps leading social entrepreneurs and sustainable businesses launch and scale, and works in the capital markets to design appropriate investment products and platforms for those leaders. Her work spans the spectrum from orchestrating creative community financing for community development projects in the United States, to overseeing the launch of an entrepreneurial incubator in Kenya, and guiding the communications strategy for a global nonprofit building sustainable communities through women's health and a girl's right to education.

Alexa has advised budding entrepreneurs, entrepreneurial incubators, growing enterprises, established entities (for- and not-for-profit), and associated investors. This diverse experience enables her to translate between disciplines, to wear many hats, and to orchestrate authentic, groundbreaking solutions. Additionally, Alexa is a published author on Amazon, she has ghostwritten for heads-of-state, and her work has been featured alongside Thoreau, Steinbeck, and the United Nations.

Honors

2014 Hive Global Leader Hive is a global community of leaders and entrepreneurs under 40 who are focused on creating a better world.

Education—degrees

Master of Environmental Management/Sustainable Development Duke University, Durham, NC, 2003
GPA: 3.7. United States Presidential Management Fellowship finalist, Doris Duke Charitable Foundation Fellow for academic excellence and promise in conservation leadership, David Brower Memorial Scholarship, Whitney Chamberlin Scholarship, Nicholas School Scholarship, Nicholas School Research Assistantship.

Bachelor of Science University of Maryland, College Park, MD, 2001

GPA: 3.93. *magna cum laude*, honors in Biology, Phi Beta Kappa Honor Society, Academic Honors (1997-2001), Golden Key National Honor Society, Honors Research Grant (2000, 2001), National Society for Collegiate Scholars, Outstanding Academic Achievement Award (1998-2000), Senior Summer Scholars Award (2000).

Education—certificates

Sustainable Tourism Planning and Management George Washington University, Washington, D.C., 2007

Nonprofit Business Management Duke University, Durham, NC, 2004

Country experience

Australia, The Bahamas, Belize, Canada, Ecuador and the Galápagos, Madagascar, Mexico, New Zealand, and the United Arab Emirates

Experience

Senior Advisor, Leap Hubs Seattle, WA 2014 - present

Advising the Global Peace Foundation on the launch and scale of Leap Hubs—a youth leadership and entrepreneurship program for secondary school students in the developing world. The program is testing in 15 schools in Kenya, with plans to expand globally.

Founder and Owner, Bach-McElrone Consulting Benicia, CA 2008 - present

Shaping businesses into tools for pushing the boundaries of sustainability; we help passionate entrepreneurs and responsible businesses cultivate profit and sustainable solutions worldwide. Services include: business advisory, executive/entrepreneur coaching, strategic planning, branding and communications, investor relations, business development, team building, impact analysis, sustainability advisory, and orchestration of all of the above. So, while I can redesign the organizational structure of a global entity or manage a diverse team of international experts, I can also rearrange your em dashes—people care about what they understand—and streamline your core messaging.

I connect silos. I work both vertically and horizontally to link changemakers, cross-fertilize innovators, and engage and empower all stakeholders—and I follow through. Creative new ideas are paired with coherent, integrated action plans, clearly articulated metrics for tracking success, and a healthy bottom line. Work ranges from advising an angel investor or organizing a dinner party for unusual suspects on a key issue to partnering on project-based work or advising incubators and launching enterprises.

Sample project-based clients include: the Aspen Institute's Global Health and Development, Creative Development Partners, the Government of Malawi, the Sustainable Accounting Standards Board, Sustainable Travel International, and ViewCraft. Advisor/judge at: The Center for Young Entrepreneurs at Haas/UC Berkeley, Hult International Business School's Co-Creation Lab, Duke University's Nicholas School of the Environment & Fuqua School of Business.

Director of Marketing and Communications, Adler Deutsch Vineyard Saint Helena, CA 2013-2014

Led business strategy and communications for a new ultra-boutique, ultra-lux Napa wine brand.

Communications Manager, Coral Reef Alliance (CORAL) San Francisco, CA 2012

Directed CORAL's messaging and strategic communications program during a transitional period.

Sustainability Consultant, Urban Green San Francisco, Ca 2006 - 2008

Provided sustainability counsel to developers, nonprofit organizations, and local/national governments around the world; advocated for natural resource conservation and social equity as priorities within complex land planning and real estate transactions. Areas of focus included protected area establishment, capacity development, stakeholder outreach, climate change adaptation, policy writing and analysis (e.g., worker rights, community access, green building, land and biodiversity conservation), and sustainability benchmarking.

Scholar-in-Residence—Sustainable Development, Urban Land Institute Washington, D.C. 2004 - 2006

Authored, co-authored, and edited more than a dozen publications; member of Mayor C. Ray Nagin's team tasked to evaluate and plan for the City of New Orleans' next steps following Hurricane Katrina; ULI forum speaker; staff director for two sustainable community advisory panels. Co-created the Latin American Real Estate Conference in 2006 and the Green Development Conference in 2005 and 2006.

Conservation Development Consultant, The Conservation Fund Arlington, VA 2004

Defined the vision and business strategy for The Conservation Fund's Center for Conservation and Development. Composed initial resource library and established inaugural Board of Advisors.

CREATIVE DEVELOPMENT PARTNERS

Project Name: Parcel 24

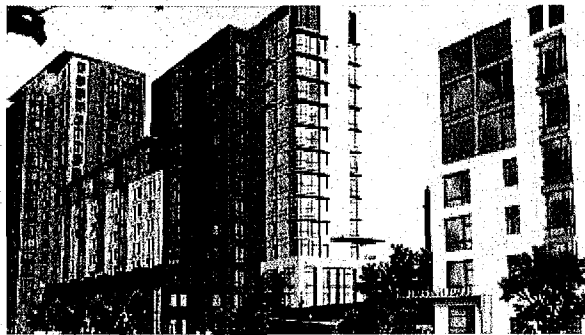
Project Location: Boston, MA

Project Cost: \$125 million

Project Size: 456,200 gsf

Project Year: 2008

* Completed by a Principal of CDP while at another organization



Parcel 24, LLC, a joint venture of Asian Community Development Corporation (ACDC) and New Boston Fund, Inc. (New Boston), was designated by the Massachusetts Turnpike Authority (MTA) to develop Parcel 24. The proposed project will provide much needed mixed-income housing while restoring the vibrancy of the

neighborhood that existed on Hudson Street more than forty years ago. In the 1950s and 1960s, homes and businesses on the east side of Hudson Street were cleared to make way for a highway ramp. The removal of the ramp as part of the Big Dig project allows this block to be reknit into the urban fabric as a smart growth, transit-oriented development.

The Parcel 24 Plan has affordable rental and homeownership units, market-rate homeownership units, open space, commercial and community space, and underground parking, incorporated into a neighborhood-sensitive, sustainable design. This program responds to the Community Vision developed by Hudson Street for Chinatown (HSC), a coalition of community organizations and current and former residents. The MTA's Request for Proposals incorporated the Boston Redevelopment Authority's Development Guidelines, which referenced HSC's Community Vision.

Program Breakdown:

Residential	325 units, 366, 550 gsf
Commercial/retail	5,500 gsf
Community Use	6,050 gsf
Parking	175 spaces

CREATIVE DEVELOPMENT PARTNERS

Project Name: 32 Thirty-Two
Apartments/The Heights
Project Location: Washington, D.C.
Project Year: 2013
* Completed by a Principal of
CDP while at another
organization

Thirty-two (32) Apartments is located at 3232 Georgia Avenue NW in the Parkview/Columbia Heights neighborhood of Washington, DC; it contains a mix of affordable one bedroom, two bedroom and three bedroom units. The building incorporates many green elements, including a unique second floor garden area, green roof deck, and other sustainable development features. In addition to bringing new affordable rental housing to the community, the building's ground floor level has nearly 11,000 square feet that has nearly been completely leased. The project was developed as a public-private partnership with public and private funding.



Program Breakdown:

Residential	69 Units
Commercial/retail	11,000 gsf +/-

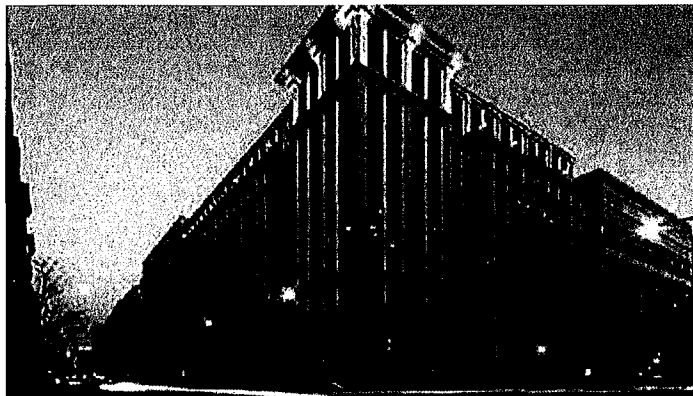
CREATIVE DEVELOPMENT PARTNERS

Project Name: CityCenterDC
Project Location: Washington, D.C.
Project Cost: \$700 million
Project Size: 1.35 million sf
Project Year: 2011

* Completed by a Principal of CDP while at another organization



The Hines Company and Archstone-Smith, two of the world's most respected real estate development companies, are leading the development of CityCenterDC, a world class real estate project representing over 1.35 million square feet of mixed-use space. Hines | Archstone have



selected The Neighborhood Development Company (NDC) along with four other local companies to become 22.5% partners in CityCenterDC.

Designed by the world famous architect Sir Norman Foster, the project will cost approximately \$700 million to develop and is projected to be valued at over \$1 billion when completed. CityCenterDC is located at the highly coveted site of Washington DC's Old Convention Center and is one of the largest private development projects in the history of Washington, DC. The project broke ground in April 2011.

CREATIVE DEVELOPMENT PARTNERS



Project Name: Lillie Mae Jones Plaza

Project Location: Richmond, CA

Project Year: 2011

* Completed by a Principal of CDP while at another organization

Lillie Mae Jones Plaza brings 26 high quality, affordable apartments for families and individuals in the Iron Triangle neighborhood of Richmond. The project represents a successful joint-venture partnership between Community Housing Development Corporation and



East Bay Asian Local Development Corporation. Residents enjoy environmentally sustainable amenities, and supportive services are available on site for individuals living with a disability. Completed in July 2011, the building is named after a respected local activist and promises to honor her legacy by providing a healthy and vibrant place to live.

Lillie Mae Jones is a respected local activist and long-time resident of Richmond. She began her advocacy and organizing work in the 1970's getting people involved in community service and neighborhood beautification. She reached out to young people and her impact extends throughout the city of Richmond.

Funding Sources

City Of Richmond, California Department of Housing & Community Development, California Department of Mental Health, California Housing Finance Agency, California Pollution Control Financing Authority, California Tax Credit Allocation Committee, Contra Costa County Department of Conservation & Development, Contra Costa Health Service Department - Mental Health Division, Corporation for Supportive Housing, U.S. Department of Housing & Urban Development, Federal Home Loan Bank/Mechanics Bank, Enterprise Community Partners, LISC/ Home Depot Foundation, Richmond Community Redevelopment Agency, Richmond Housing Authority

CREATIVE DEVELOPMENT PARTNERS



Project Name: Jack London Gateway

Senior Housing

Project Location: Oakland, CA

Project Year: 2010

* Completed by a Principal of CDP while at another organization

Residents of West Oakland have historically faced health disparities including high asthma rates due to the industrial land uses in the neighborhood. The development of Jack London Gateway begins to address these disparities by supporting resource-efficient land use



strategies and sustainable building practices. A model in design and construction, this 61-unit affordable senior housing development is an infill of an underutilized urban shopping center parking lot. From concept to daily operations, the quality of life and health concerns of the low-income to extremely low-income residents were considered and has resulted in the highest Green Point Rated multifamily building to date.

Jack London Gateway received the 2010 Gold Nugget Grand Award for Green Point Rated Community of the Year.

Green Building Features:

The building received the highest Green-Point Rating given by Build It Green

Common areas and hot water heating are powered by solar energy.

Low-VOC interior paints and interior flooring was used.

Water-saving toilets were installed.

Water-saving irrigation methods and reclaimed/recycled water are used for landscaping.

Lower floors are designated non-smoking.

Raised garden boxes and composting bin are available for residents' use

Funding Sources

Union Bank, City of Oakland, Silicon Valley Bank, Federal Home Loan Bank, Alameda County Source Reduction and Recycling Board (StopWaste.org)

CREATIVE DEVELOPMENT PARTNERS

Project Name: California Hotel

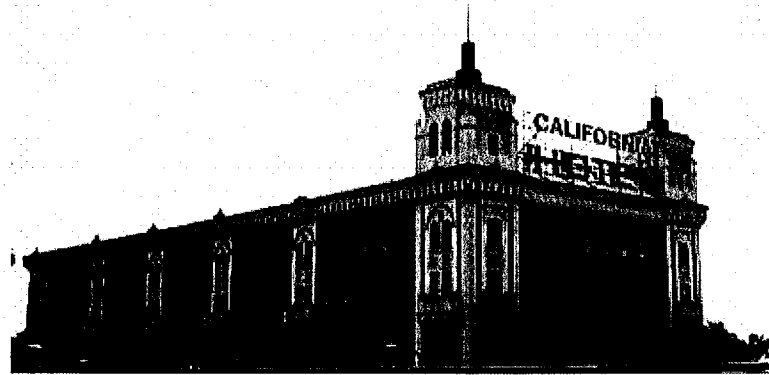
Project Location: Oakland, CA

Project Year: 2013

* Completed by a Principal of CDP while at another organization



The California Hotel is listed on the National Register of Historic Places. It is owned by the East Bay Asian Local Development Corporation (EBALDC) and is currently under construction, while partially occupied, to convert



the property and reconfigure the units to create permanent supportive housing for 135 households. The new design provides vast unit and building upgrades, as well as energy efficient improvements. Twenty five percent of units are reserved for people who are homeless and have special needs. Significant services will be available on site. Program-specific rooms are available on each floor, and People's Grocery operates a large community garden in the back of the property. Construction will be complete in December 2013.

Bonnewit Development Services played a key role in conceptualizing the project. Once a funding commitment was secured from the City of Oakland, Ms. Bonnewit provided extra project management support and capacity building services until the construction loan closed. Ms. Bonnewit's current focus is on securing funding for services and providing project management on an as-needed basis.

Funding Sources

Redevelopment, HOME and NSP funds administered by the City of Oakland Department of Community and Economic Development

Mental Health Services Act funds via Alameda County's Department of Behavioral Health Care Services and California State Housing Finance Agency

9% Tax Credits and Historic Tax Credits

Investor equity via Enterprise Community Partners

US Bank Construction Loan

Build it Green

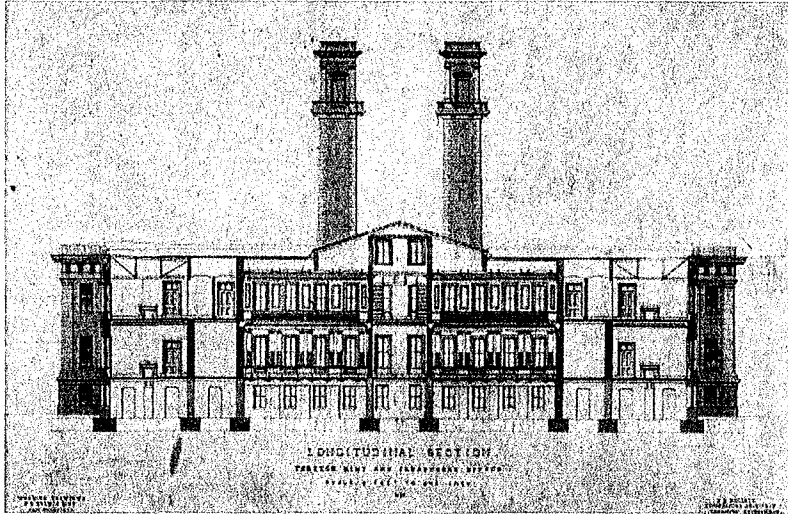
Project Based Section 8 Operating subsidies awarded via Oakland Housing Authority

CREATIVE DEVELOPMENT PARTNERS

Project Name: The Old Mint

Project Location: San Francisco, CA

* Completed by a Principal of CDP while at another organization



One of the first buildings in the country designated as a national historic landmark in 1961 as “the last major example of classical revival architecture”, the Old Mint was one of few buildings left standing after the '06 earthquake and fire in San Francisco. Cort Gross’s consulting work involved close coordination with retained historic architects (Page & Turnbull and Architectural Resources Group) and project management on costs and scope, as well as management of an approval process with the City’s historic architect, supervision of “soft” demolition in the building, removing additions from the late 70s and early 80s that were non-historic and in the way of the renovation plan, as well as strategic structural strengthening of the building’s historic smoke stacks, and securing and closing several million dollars of NMTC financing for predevelopment. Several more million dollars in historic and additional new markets tax credit financing was committed but not closed due to owner’s failure in a capital campaign. Current status of the project is that the building is being used for events; the planned San Francisco Museum at the Mint is in a turnaround campaign mode.

Cort Gross has completed several other historical engagements, both project management and financing related, including a unanimous approval by San Francisco’s Historic Preservation Commission for the demolition of a building constructed in the 20s in an historic district, and approval of a few investments in NMTC/HTC financed transactions similar in scope to 1LM as a loan committee member of Nonprofit Finance Fund.

Eamon C. O'Marah

Managing Director



Prior to forming Harbinger Development, Mr. O'Marah was recruited and held the key leadership position at Jones Lang LaSalle Americas (NYSE:JLL) in Boston heading Investment Development activity. During his three year tenure with the publicly traded company, Mr. O'Marah lead the firm to record performance in the Hotel development sector with 915 hotel rooms in development in Boston. He also secured lucrative long term State contracts for the company with the Massachusetts Department of Transportation and Division of Capital Asset Management. He utilized his deep professional and public sector contact base to strengthen JLL's position in the market place.

Mr. O'Marah managed a private real estate investment company prior to joining JLL and during that time developed the 115 room Ames Hotel in Boston with Normandy Real Estate Partners and Morgans Hotel Group. Also during this period, he purchased the prime development site in Boston known as the "Jacob Wirth Parcel" and doubled its value at sale. After acquisition, he successfully planned the site for a 30-story, 404-unit and subsequently sold the site to Avalon Bay residential. Mr. O'Marah and his equity investors in the deal enjoyed a three times equity multiple on their investment for this transaction.

Prior to starting his own private investment development firm, Mr. O'Marah also worked for two of the most successful and prominent real estate development companies in Boston – The Beacon Companies and Intercontinental Real Estate Corp. Before entering real estate development, he worked for NY based Morse Diesel Construction Management and started and ran the company's Sports Sector successfully negotiating and building some of the nation's largest professional sports facilities for the NFL, NHL, NBA and MLB. In 2006 Mr. O'Marah was selected one of the "40 under 40" leading business individuals old by the Providence Business News.

Mr. O'Marah holds a B.A. from the Rhode Island School of Design and is married with 2 daughters.

Harbinger Development, LLC

THE CATHEDRAL BUILDING OAKLAND, CA



SIZE:
38,000 SF

COST:
\$5M

COMPLETION:
2008

ARCHITECT:
Philip Banta & Associates

CONTRACTOR:
Estate Construction

PEER REVIEW:
Maryann Phipps, Estructure
Professor Dr. Andrew Whittaker, SUNY Buffalo

The historic Cathedral Building project converted existing office space to residential condominiums that would serve the heart of downtown Oakland. The conversion required a seismic evaluation and Holmes Culley assessed the performance of the 14-story building built in 1914, designed by Benjamin Geer McDougall, against today's seismic design code requirements. The Gothic Revival Style building has a narrow triangular footprint, structural system of riveted steel frame and ornate exterior ornamentation. This building has been placed on the National Register of Historic Places.

The team developed a three-dimensional finite element computer model of the building based on material testing and the original drawings. The model simulated the building's response to ground acceleration records from real earthquakes.

A rigorous implementation of the FEMA-356 procedure (performance based engineering approach) for modeling and evaluating steel columns made it possible to represent the building's performance and contribution of the existing structure as accurately as possible. To achieve this, the non-linear analysis included continuous updating of the columns' yielding characteristics at any instant during the simulated earthquake. Detailed finite element modeling of the riveted "clip angle" beam-column connections allowed the response of these critical components to be accurately represented in the full building model.

The building's existing "soft-story" condition between the first and second floors was mitigated by adding new perimeter reinforced concrete frames cast against the inside face of the existing frames as well as a pair of transverse steel eccentrically braced frames between the first and second floors.

After solving the "soft-story" condition, the modeling illustrated that the Cathedral Building would perform close to the level required for an equivalent new building constructed on the present site. The targeted scheme supported the building's historic value while simultaneously implementing a strengthening that satisfied modern code requirements.



SIZE:

58,000 SF

COST:

\$50M

COMPLETION:

2013

ARCHITECT:

FME Architecture + Design

INTERIORS:

Ken Fulk

CONTRACTOR:

BCCI

AWARD:

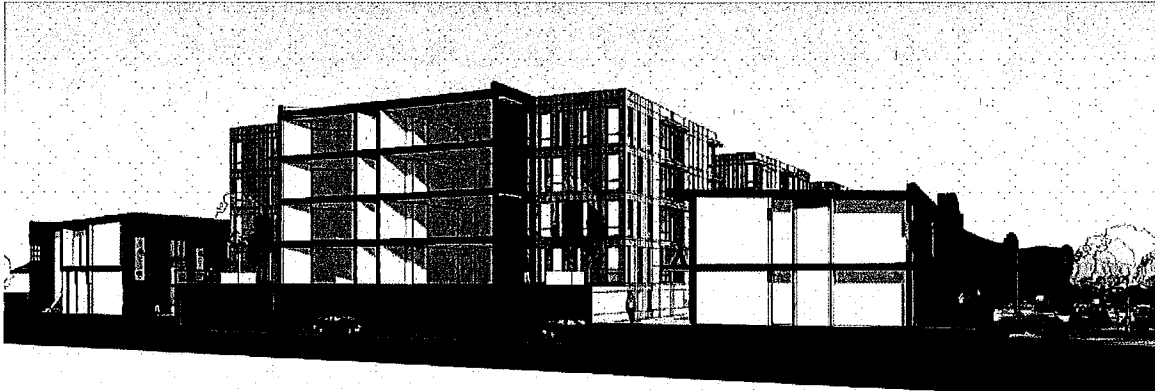
SEONC Merit Award Retrofit/Alteration

The Battery renovated the historic unreinforced masonry warehouse into a new social club. Holmes Culley delivered a seismic strengthening system and Holmes Fire provided the life safety design that are sensitive to the building's historic fabric. A new fourth floor penthouse created an event space. A dramatic glass encased hanging steel staircase provided new circulation. An open air plaza with basement created a courtyard and gym.

Holmes Culley provided the complete design and documentation of a seismic retrofit scheme in accordance with the Basic Safety Objective of ASCE 41-06, utilizing performance based engineering. Holmes Culley developed a three-dimensional finite element computer model of the building based on the original drawings and extensive material testing. The model simulated the building's response to a suite of ground acceleration records from real earthquakes and allowed retrofit concepts to be rapidly input, tested and evaluated to keep the masonry exposed.

The performance based fire engineering by Holmes Fire allowed for the dramatic design to provide life safety through alternatives shown to be equivalent or better than code requirements. Alternative solutions were developed for the internal grand stair, to allow its non-fire rated glass enclosure. An assessment confirmed that the existing exposed wood floor system would achieve adequate fireresistance to support new enclosed exit stairs, without added fire protection. Other solutions were developed to address external boundary wall openings, fire safety provisions for rooftop assembly use space and occupant evacuation from the building.

DEL MONTE WAREHOUSE ALAMEDA, CA

**SIZE:**

552,000 SF

COST:

Confidential

COMPLETION:

Anticipated 2017

CLIENT:

Tim Lewis Communities

ARCHITECT:

BAR Architects

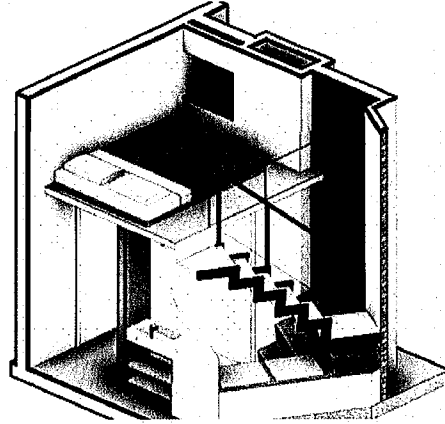
The Del Monte Warehouse is a large existing landmarked building comprised of unreinforced masonry and timber structure. It is currently being adapted into multi-family residential units. In plan, the 1000' long facades are curved to follow the tracks of the train that would transport the goods stored in this large facility. The historic facades of the buildings will be retained as the building is transformed into over 200 residences, parking, and retail space.

The project will adaptively reuse the existing building by preserving the exterior masonry and timber structure. Parking will be located in the interior of the structure, providing a podium for a new four story building above. The new building will be modern and sit within the existing footprint but extend higher than the existing roof level, providing the developer the extra units needed and the residents fantastic views of the Bay. The height of this new structure is carefully designed not to be imposing or seen from the adjacent street levels by being set deep within the interior of the building. Two-story lofts will infill under the existing roof, providing units with historic features including exposed brick and timber.

Two open air pedestrian courts will run between the facade units and the new modern interior units. Access to the units will be provided through this pedestrian area as well as entrances to the parking garage with 300 spaces for vehicles plus additional bike parking. One bay facade will provide 12,000 sf of commercial space that looks out over the Estuary's Alaska Basin. Interior cross-pedestrian courts will connect the retail space and one side of the structure to the other providing public access.

HOLMES CULLEY :: STRUCTURAL ENGINEERS :: 5

1095 MARKET STREET HOTEL SAN FRANCISCO, CA



SIZE:
61,000 SF

COST:
Confidential

COMPLETION:
Anticipated 2016

CLIENT:
Synapse Development

ARCHITECT:
BAR Architects

LEED:
Targeting Platinum

This eight story building was constructed in 1904 with unreinforced masonry and a terra cotta facade. 1095 Market not only survived San Francisco's 1906 earthquake but the subsequent fires, which consumed the building's interior.

Holmes Culley is performing a full seismic upgrade to the building with special care to preserve the historic features of the building. The project team is aiming to achieve the Secretary of the Interior's Standards for the Treatment of Historic Properties. Using a nonintrusive and sensitive structural scheme, there will be no indication of the building's new strengthening from the three facades. Minimal concrete sheer walls have been designed to hide within the original layout of the building, preserving the original hallways and main layout.

The building will house a unique hotel aimed at young business travelers. The hotel rooms will be small rooms for short stays, including some rooms with bunk beds or lofted beds. Holmes Culley strengthened the roof top to allow it to be repurposed as a bar with amazing views of Downtown.



EDUCATION:

B.E. (Honours 1st class)
University of Auckland, New Zealand

LICENSES:

Registered Structural Engineer,
State of California License No. S4952/
C63967; Utah 8116254-2203;
Oregon 87076PE

Member Institution of Professional
Engineers New Zealand

PROFESSIONAL AFFILIATIONS:

U.S. Green Building Council
LEED Accredited Professional

Director of the San Francisco Architectural
Heritage Foundation

Member of the Structural Engineers
Association of California (SEAONC)

Member of American Concrete Institute

Member of the American Institute of Steel
Construction

PUBLICATIONS AND PRESENTATIONS:

Joint Conference Proceedings: 7th
International Conference on Urban
Earthquake Engineering & 5th
International Conference on Earthquake
Engineering

Having worked in New Zealand, the United Kingdom and for the last twelve years in California, Zander brings international experience to the team. Zander has led Holmes Culley for eight years with a focus on historic building assessment and retrofit, as well as new institutional buildings. Zander has completed numerous projects using Performance Based Engineering (PBE) in accordance with ASCE41-06. As a LEED accredited professional, Zander has led the structural engineering efforts on several LEED certified building designs including the new School of Social Sciences and Management at UC Merced.

Zander has specific expertise in detailed design in concrete, structural steel and marine structures. He is currently contributing to the development of new building codes including the Port of San Francisco Building Code.

REPRESENTATIVE PROJECTS:

Presidio Buildings 101 & 103, San Francisco, CA

Size: 80,000 SF

Project Type: Seismic Retrofit

Seismic retrofit and rehabilitation of two original barracks buildings on the main post of the Presidio. The existing un-reinforced brick masonry buildings are strengthened with carbon fibre reinforced polymer (FRP). Performance based design to ASCE41 was used to verify the retrofit scheme. The buildings will be commercial office space. This project is LEED certified Gold.

140 New Montgomery Street, San Francisco, CA

Size: 340,000 SF

Project Type: Seismic Renovation Commercial

The 26-story terracotta clad, brick and concrete steel frame building is to be restored for commercial office space. The design includes a full seismic upgrade using performance based engineering techniques. This project received a LEED Gold certification.

390 Main (BAHA Regional Agency Headquarters), San Francisco, CA

Size: 300,000 SF

Project Type: Peer Review and Seismic Renovation, Government

Engaged by the client to develop an alternative structural solution to minimize construction cost to this 1940's era, eight-story office building. The renovation and seismic retrofit will house five major public agencies of the Bay Area.

2155 Webster Street, San Francisco, CA

Size: 160,000SF

Project Type: Seismic Renovation Residential

This concrete structure, originally designed by SOM in 1964, will be retrofitted and renovated to become sixty-six premier residences. The luxury market rate condominiums will also have a parking level below street level. The heavy precast concrete facade will be removed, lightening the structure and allowing for a contemporary high-performance curtain wall facade. Additional, townhomes are designed for the adjacent lot.

zanders@holmesculley.com

235 Montgomery Street, Suite 1250 San Francisco, California 94104

415 693 1600



EDUCATION:

M.S. Structural Engineering and
Geomechanics
Stanford University

B.S. Architectural Engineering
Cal Poly San Luis Obispo

LICENSES:

Registered Structural Engineer,
State of California License No. S5252

PROFESSIONAL AFFILIATIONS:

San Francisco Earthquake Safety
Implementation Program (ESIP)

U.S. Green Building Council
LEED Accredited Professional

Member of the Structural Engineers
Association of California (SEAONC)
Sustainable Design Committee

California Preservation Foundation

PUBLICATIONS AND PRESENTATIONS:

Advocating for Resilient Public Policy
Structural Engineer Magazine, 2013

Building Information Modeling for
Engineer of Record
CASE/SEIL, 2011

*Project completed with previous firm

Erik Kneer brings over 13 years of experience in structural engineering to Holmes Culley, with an emphasis on integrated practice and sustainable design. His experience includes a strong background in advanced structural analysis, design and seismic retrofit, with a dedication to constructability and attention to detail. As an early adopter and user of BIM technology, Erik brings a wealth of technical experience to this project and is committed to interdisciplinary collaboration.

Erik Kneer is a founding member and past chair of the Structural Association of Northern California's (SEAONC) Sustainable Design Committee where he co-authored two papers on the engineer's role in sustainability. He continues to advocate for seismic resilient communities through his roles serving on the California Building Standard Commission's CALGreen Building Task Force, San Francisco Earthquake Safety Implementation Program, and US Green Building Council (USGBC) CA Advocacy Committee's Council of Experts.

REPRESENTATIVE PROJECTS:

Del Monte Warehouse, Alameda, CA

Size: 552,000 SF

Project Type: Adaptive Reuse, Residential

The existing masonry and timber structure is a tall warehouse in Alameda. Working with the developer, we are designing a retrofit solution that allows for multi-story residential units and parking to be contained within the existing building envelope. A penthouse addition will allow for additional space without interfering with the historic facade.

University of California, Bancroft/Doe Library Annex, Berkeley, CA*

Size: 103,000 SF

Project Type: Seismic Retrofit, Education

Developed a complete interior renovation and retrofit scheme for the Bancroft Library to both increase useable space by of the structure with thoughtful placement of a lateral force resisting system and to provide a seismic resistant system. The Library houses historical archives of irreplaceable books, manuscripts, papers and other documents. The seismic strengthening approach protects the contents of the space, as well as its occupants.

Lawrence Livermore National Laboratory B511, Livermore, CA*

Size: 65,000 SF

Project Type: Seismic Retrofit. Public Institution

Evaluated and provided seismic retrofit scheme for a 1-story, timber World War II era aircraft hanger turned machine shop, office, and laboratory space. The project required a heavy amount of non-structural coordination due to decades worth of abandoned mechanical and electrical conduits that lined the high-bay walls needing to be strengthened.

Bay Street, Emeryville, CA*

Size: 500,000 SF

Project Type: Commercial

Design engineer for 5-building mixed residential and retail complex. The complex includes 400,000 square feet of retail space, a 100,000 square foot cinema facility, and parking structures for 1,600 vehicles. Acted as lead designer of a prefabricated 142-foot steel truss vehicular bridge that spanned between two of the buildings.



Nina has seven years of professional experience encompassing a variety of new building construction projects and seismic strengthening of existing structures. Nina recently completed the seismic retrofit of 140 New Montgomery, one of the tallest historic preservation seismic retrofits. Nina is responsible for the detailing and construction administration. During the height of the project she was on site for three months.

Her expertise in high performance structures has been invaluable in the analysis and design of seismic retrofit solutions for numerous seismic retrofit designs. Nina joined Holmes Culley in 2011, after working in New York City on a multitude of structural retrofits and renovations.

EDUCATION:

Master of Engineering,
High Performance Structures
Massachusetts Institute of Technology

Bachelors of Science, Civil Engineering
University of California, Los Angeles

LICENSES:

Registered Civil Engineer,
State of California License No. C78947

U.S. Green Building Council
LEED Accredited Professional

PROFESSIONAL AFFILIATIONS:

Structural Engineers Association of
Northern California (SEAONC) & YMF

SEOANC Outreach Committee member

The Association for Preservation
Technology International

UCLA Alumni Northern California

MIT Club of Northern California

LANGUAGES:

English
French
Farsi

REPRESENTATIVE PROJECTS:

140 New Montgomery Street, San Francisco, CA

Size: 340,000 SF

Project Type: Historic Renovation and Seismic Retrofit, Commercial Office

The 26-story terracotta clad, brick and concrete steel frame building is to be restored for commercial office space. The design includes a full seismic upgrade using Performance Based Engineering (ASCE41-06). This project received a LEED Gold certification.

Fort Scott, Presidio Building 1201, San Francisco, CA

Size: 11,000 SF

Project Type: Historic Renovation and Seismic Retrofit, Commercial

Seismic upgrade and renovation of a two story plus basement historic building. This circa 1910 Mission style barracks are the iconic design which graces the Presidio Trust's logo. The building, comprised of concrete exterior walls with wood framed flooring and wood interior bearing walls, was retrofitted for use as commercial office space.

2155 Webster Street, San Francisco, CA

Size: 160,000SF

Project Type: Seismic Renovation Residential

This concrete structure, originally designed by SOM in 1964, will be retrofitted and renovated to become sixty-six premier residences. The luxury market rate condominiums will also have a parking level below street level. The heavy precast concrete facade will be removed, lightening the structure and allowing for a contemporary high-performance curtain wall facade. Additional, townhomes are designed for the adjacent lot.

459 Geary Street, San Francisco, CA

Size: 22,000 SF

Project Type: Seismic Retrofit, Commercial Retail

Seismic retrofit of a seven story reinforced concrete building with concrete infill walls/ concrete column and wood framed floors. This project transforms the space into a working art studio and gallery as well as residential units. Performance based engineering seismic analysis as well as new circulation and accessibility additions.

CITY OF OAKLAND



DALZIEL BUILDING • 250 FRANK H. OGAWA PLAZA, SUITE 3341 • OAKLAND, CALIFORNIA 94612

Department of Contracting and Purchasing

(510) 238-3970
FAX (510) 238-3363
TDD (510) 238-2007

13-Feb-14

Certification Number 5628

Integral Group, Inc.

Maria Briggs

427 13th St.

Oakland, CA 94612

RE: Recertification with the City of Oakland's Local/Small Local For Profit and Not For Profit Business Enterprise Program

Dear Maria Briggs:

Based on our review of documents submitted, the City has determined that your firm qualifies for certification under the above Program as a:

- **Local Business Enterprise**

This certification will expire on **31-Mar-16**

Please refer to the attached certificate to determine your services and NAICS codes. The City reserves the right to reevaluate your company at any time during the certification period to determine if your firm continues to meet the City of Oakland and Redevelopment Agency programs and definitions. You are advised that it is your responsibility to initiate the re-certification process.

Should you have any questions, please contact Ernestine Nettles at (510) 238-6160, and refer to the Certification Number as it appears above.

Very truly yours,

Shelley Darensburg

Shelley Darensburg

Senior Contract Compliance Officer

City Administrator's Office, Contracts and Compliance Division

Local Business Enterprise

Presented to:

INTERGRAL GROUP, INC.

Services Provided:

541330 Engineering Services

5628

31-Mar-16

Certification Number

Expiration Date

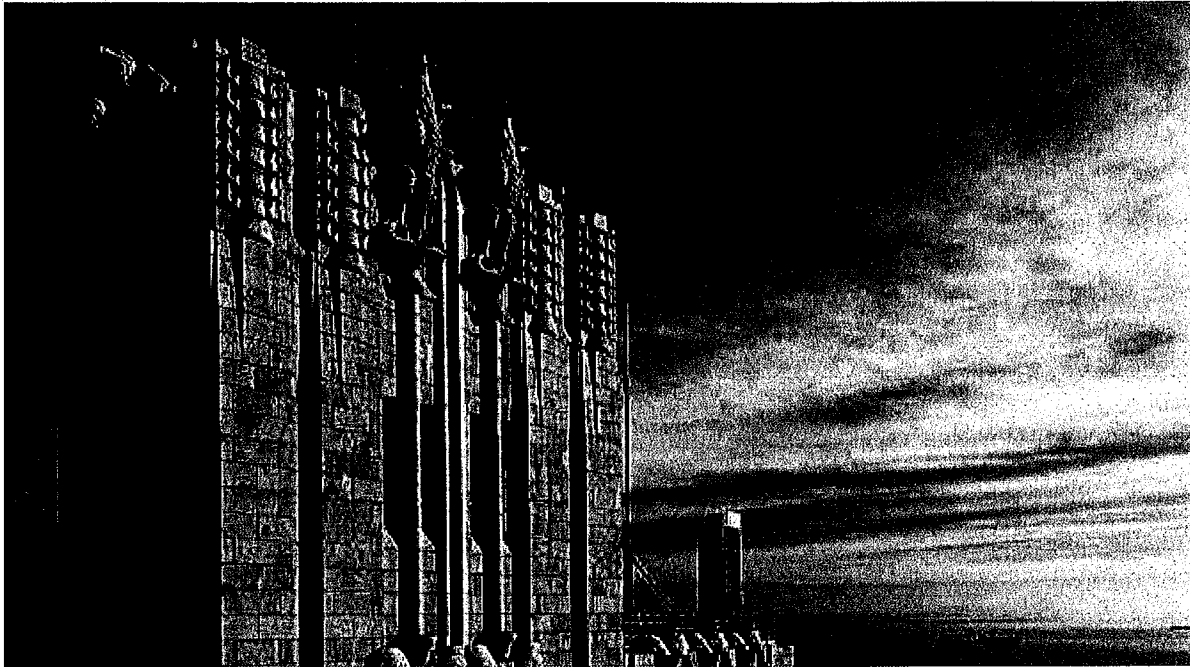
Shelley Darenburg
Shelley Darenburg,
Senior Contract Compliance Officer

02-13-14

Date



CITY OF OAKLAND



140 New Montgomery Historic Renovation

San Francisco, California
Developer: Wilson Meany Sullivan / Stockbridge Real Estate Funds
Architects: Perkins + Will
General Contractor: Plant Construction
Area: 370,000gsf (Office: 280,000sf / Retail: 9,000sf)
LEED® Certification: Gold
Completed: 2013

San Francisco's historic Pacific Telephone and Telegraph building office building, built in 1925, is a 26-story steel-frame terracotta clad high rise Art Deco tower, designed by Timothy Pflueger. It was restored into the quintessential office space, blending timeless design and expansive Bay and City views with 21st century building systems interior building systems to offer Future tenants have a high degree of flexibility and options, such as class A, fully air-conditioned space, as well as ultra-low energy passive office spaces. The primary objective was to attract a variety of varying tenants, offer flexibility, and simplicity at a low cost, thereby making a truly green office affordable to all tenants.

Integral Group provided mechanical and plumbing engineering, as well as preliminary energy and occupant comfort modeling, integrating façade performance analysis, for the \$60 million renovation of the exterior shell and core of the building. The renovation requires the complete replacement of all major systems of the building as well as, seismic upgrades, repurposing of the utility/services and a new landscaped courtyard at the rear of the building. High-end retail and restaurant spaces will occupy the historically preserved lobby and ground level.



REFERENCE:

Charles D Noll
Wilson Meany
cnoll@wmspartners.com
(415) 905-5390
Four Embarcadero Center, Suite 3330
San Francisco, CA 94111

www.integralgroup.com





Exploratorium

Location: San Francisco, CA
Area: 210,000 ft²
Architect: EHDD Architecture
LEED® Certification: Platinum Certified
Targeting: Net Zero Energy and Carbon
Completion Date: 2013/ Construction Cost: \$220 Million

This internationally acclaimed science museum's new home is on San Francisco's historic Piers 15 and 17, bringing life to a formerly dormant section of San Francisco's waterfront. Integral Group performed the mechanical engineering, plumbing design, and fundamental commissioning for the building. The building is designed to be a net zero energy and net zero carbon building. It houses an observatory, public exhibitions, classrooms, programs, a restaurant and café, a museum store, a national center for teacher development, event space, laboratory space, exhibit fabrication spaces and workshops, and ancillary offices.

With integrated design, the building's load has been reduced to less than half of that of a conventional museum building - the remainder of the building energy will be met with a large 1,400-kW solar photovoltaic system. After Zero Energy operation is confirmed, it will be the world's largest public Zero Energy museum in America. Innovative mechanical and energy efficient system designs included in the project are: a bay water heat exchange system; radiant slab heating and cooling; natural ventilation; daylighting; heat pump heating. All electric heating allows for the net zero energy. The building also features a rainwater harvesting system for toilet flushing.

Energy Efficiency: Zero Energy + Zero Carbon Building – 1.4 MW PV system & 55 percent lower energy consumption compared to typical U.S. museum

Water Efficiency: 65 percent better than typical U.S. Museum.



REFERENCE:

Marc L'Italien, FAIA, LEED AP BD+C
Principal
EHDD Architecture
500 TREAT AVE. #201
San Francisco, CA 94110
(415) 285-9193
m.litalien@ehdd.com

AWARDS

- 2014 Honor Award Energy + Sustainability, AIA San Francisco Chapter
- 2012 Best Rehab/Renovation Real Estate Deal of the Year, San Francisco Business Times

www.integralgroup.com





Oakland Museum Renovation

Location: Oakland, California
 Area: 210,000 gsf
 Owner: City of Oakland
 Architects: Mark Cavagnero Associates
 LEED Certification: Silver
 Completion Date: 2010

After completing a master plan and phase 1, the Daryl Lillie Art Education Center, Integral Group began the second phase of the project which encompasses the master plan's most complex and expansive elements and totals 210,000 SF with three stories of underground parking. Beyond the renovation and expansion of the art and history galleries, this phase includes the integration of a glass enclosure that unifies the existing walkway and terraces into a centralized lobby and circulation spine. At the Museum's main entry on Oak Street, the enclosure gives the entrance greater prominence and clarifies entry sequences while linking the three floors under cover. The new enclosures are designed to be lightweight, almost floating elements.

The HVAC, electrical and plumbing systems were upgraded in the three main galleries (Art, History and Natural Sciences), staff support spaces, and the cafeteria. The HVAC upgrades consisted of replacing the existing air handling units with more efficient units, reconfiguring the air distribution within the spaces, low pressure drop ducting design, and upgrading the automated controls system. The plumbing system upgrades consisted of replacing existing restroom facilities with dual-flush water closets, waterless urinals, and low-flow lavatory fixtures. In addition, plumbing hot and cold water distribution piping, fire sprinkler piping, waste piping, and storm drainage piping were modified to accommodate the revised configurations of these spaces.

The enclosure's stainless steel frame provides a counterpoint to the heaviness of the concrete structure, while its simple form complements the purity of the original building. MCA is also developing the conceptual design for the project's third phase, the renovation of the Natural Science Gallery and expansion of the Education Department and Store.

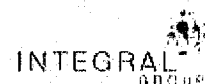


REFERENCE:
 John Burke, Director of Conservation
 Oakland Museum
 510.238.3806
 jb@museumca.org

AWARDS:

- AIA East Bay Design Award, Citation for Architecture Design, 2011
- Green Good Design Awards, Green Architecture, 2011

www.integralgroup.com



Integral Group

Andrea Traber, AIA, LEED Fellow Principal

Internationally recognized as a green building and sustainability expert, Andrea contributes over 20 years of experience as Project Architect and Principal on numerous green building projects, climate action plans, as well as sustainability and energy programs, to the Integral team.

Delivering a holistic, integrated approach to design is Andrea's mission. Serving as a "translator," Andrea bridges the design and communication gaps naturally occurring between A/E/C disciplines, while identifying opportunities for increased resource efficiency and sustainability through informed, holistic building systems design. Her ability to translate complex technical information to understandable and actionable strategies, and alternatives, has resulted in projects, which have achieved the highest sustainability and energy efficiency goals.

In 2013, Andrea joined Integral Group following a seven year tenure at a leading global energy and sustainability consulting firm, where she led the Sustainable Buildings and Communities consulting group in the Americas.

Key Projects

Moscone Center Expansion
San Francisco, CA

South of Market Office and Studios*
San Francisco, CA

University of California, Berkeley
Richmond Bay Campus
Infrastructure Master Plan
Richmond, CA

Market Square*
San Francisco, CA
LEED CS Gold Certified

Carbon-neutrality and Net Zero Water
Targets

Menlo Gateway*
Menlo Park, CA,
LEED Gold Target

Brisbane Baylands
Sustainability Consulting
Brisbane, CA

1100 Broadway*
Oakland, CA
LEED Platinum Pre-certified

City of Cambridge
Zero Net Emissions Community Task
Force
Cambridge, MA

10900 Tantau*
Cupertino, CA
LEED CS Gold certified

Moffett Towers Office Campus, Lot 1 and
Amenities*
Sunnyvale, CA
LEED Gold certified

Plaza 360*
Oakland, CA
LEED EB Silver

Moffett Towers Office Campus, Lot 3,
Sunnyvale, CA
LEED Gold pending



SPECIALTIES

- 2013 Climate Leader
- LEED, all systems
- Living Building Challenge
- Energy Efficiency and Renewables
- Water planning
- Community Planning
- Indoor Environmental Quality
- Materials selection
- Energy and Sustainability Programs

EDUCATION

- B.A./Architecture/University of California at Berkeley

PROFESSIONAL DESIGNATIONS/MEMBERSHIPS

- Licensed Architect, State of California, C26564
- LEED Accredited Professional BD+C, #1756, 6/25/2002
- LEED Fellow, 2013

PUBLICATIONS & PRESENTATIONS

- Agrion Member Meeting: Microgrid Task Force, State of the Art of Microgrids, April 2013
- Infocast Military and Commercial Microgrids Summit, #1 and #2: The Future of Utilities and Microgrids, San Diego, CA November 2012; Washington DC, April 2013.
- The Future of Community Planning and the Smart Grid. Keynote, Greenbuilding Brazil, São Paulo, Brazil: 2012
- Defining Zero Net Energy: One Utility's Approach, ACEEE Summer Study: 2012
- Sonoma Mountain Village, One Planet Living, Rio+20 Conference, Rio de Janeiro, Brazil:2012
- Regenerative Network Salon, Five Great LEED Platinum Projects in 5 Minutes!:2012
- Green Architecture Symposium, Brazilian Institute of Architects (IAB), State of the Art Green Building, Rio de Janeiro, Brazil: 2012
- Smart Grid – Smart Communities: A Real World View. Greenbuild 2011
- Utility of the Future 3: Engaging the Customer – the Power Behind the Meter. KEMA: 2011.
- Smart Systems for Future Communities, West Coast Green, San Francisco, CA: 2010.
- Automation Insight: Moving the Virtual Power Plant vision to reality, KEMA Global Contact, October 2010.
- Green Materials and Systems seminars, Pacific Energy Center, and SMUD

* Resume encompasses experience prior to joining Integral Group

Integral Group



Tyler Bradshaw, P.E., LEED AP BD+C **Principal, Mechanical Engineer**

Tyler serves as Principal at Integral Group, where he manages the Education, Corporate & Civic (ECC) design team. He is an industry expert in innovative energy efficient strategies and specializes in LEED Platinum and net zero mechanical system designs, which feature more envelope intensive analysis to reduce loads and innovative building systems technologies to meet those loads such as radiant floor systems, chilled beams, thermal energy storage and ground source heat pumps.

Tyler has overseen the design and completion of twelve LEED Platinum projects and his team has nearly this many currently in design. His team has also produced several industry firsts such as the highest scoring LEED-CI Platinum (102 credits), world's first certified net zero energy project, and the nation's first LEED-NC v2.2 Platinum renovation. Tyler consistently pushes himself to deliver the lowest energy buildings possible for his clients, challenging "rules of thumb" and design constraints.

Key Projects

UC Santa Cruz
Historic Hay Barn Adaptive Re-use
Santa Cruz, CA

Mills College
Historic Jeannik Méquet Littlefield
Concert Hall
Oakland, CA
Targeting LEED Gold

Exploratorium
San Francisco, CA
LEED Platinum Registered, Zero Carbon,
Zero Energy

Rose Garden Library
San Jose, CA
LEED Gold

81st. Avenue Public Library
Oakland, CA

Starbird Teen Center
San Jose, CA
LEED Platinum Certified

Oakland Museum of California
Oakland, CA
LEED Gold Certified

Fort Mason Pier 2 Cowell Theater and
Herbst Pavillion Historic Renovations
San Francisco, CA

ClimateWorks Headquarters
Historic Renovation
San Francisco, CA
LEED Platinum

140 New Montgomery Historic
Renovation
San Francisco, CA
LEED Gold Certified

Presidio Funston Avenue Apartments
San Francisco, CA

California Shakespeare Theater
Orinda, CA

EDUCATION

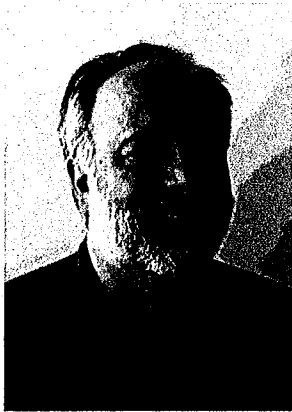
- Bachelor of Science, Mechanical Engineering, San Diego State University
- University of California, Berkeley Extension HVAC&R Certificate Program

PROFESSIONAL DESIGNATIONS/MEMBERSHIPS

- Mechanical Engineer, CA License #M33496, WA License #50311
- LEED Accredited Professional, BD+C
- Board Member, ASHRAE Golden Gate Chapter
- Seminar Committee, 2009-2011, ASHRAE Golden Gate Chapter
- Association of Energy Engineers
- USGBC Northern California Chapter

www.integralgroup.com





George Loisos, AIA, LEED AP

Principal, Loisos + Ubbelohde

Mr. Loisos is a founding partner of Loisos + Ubbelohde, an architecture firm specializing in sustainable design and high performance buildings. Mr. Loisos brings extensive research experience in sustainability and daylighting and strong project management to his work at Loisos + Ubbelohde. His projects have won 30 AIA awards, including three AIA/COTE Top Ten Green Project awards and received six Platinum LEED Certifications. He serves on the Indoor Environmental Quality Committee for the USGBC and lectures extensively on environmental design issues at professional conferences internationally.

Mr. Loisos previously lead research programs in building energy use at the University of California, San Diego, and the University of Minnesota, Minneapolis. As the architectural program coordinator for Pacific Gas & Electric he directed groundbreaking projects in daylighting design and productivity. As the project manager and research lead for the California Energy Commission he published papers on energy modeling, energy conservation, and daylight design.

Recent Projects

Caltech Linde + Robinson Lab for Global Environmental Science, Pasadena CA with ARG

High performance, highly sustainable renovated laboratory for climate scientists included reactivation and reuse of historic solar telescope (coelostat) for beamed daylighting order to provide daylight into underground laboratories, supply collimated daylight for physics. Occupancy 2011. Submitted for Platinum LEED.

Carnegie Institute Department of Global Ecology, Stanford, CA with EHDD Architects

Housing an interdisciplinary research facility on the Stanford University campus, this 10,000 sf building is a model of sustainable strategies for laboratories and offices. AIA/COTE Top Ten Green Projects 2007, CBE Livable Buildings Award 2007

Solar Energy Research Center with SmithGroup

Located on the Lawrence Berkeley National Lab campus, this facility is for research focused on advanced nanomaterials for use in solar light collectors and electrodes, a new generation of catalysts for energy-efficient chemistry. The facility includes laboratory and office spaces, as well as research support and meeting areas. Occupancy 2012

Vdara Solar Convergence Mitigation, Las Vegas NV for MGM Rafael Vignoly Architects

Extensive simulation and on-site monitoring to characterize solar convergence from south-facing reflected buildings in Las Vegas City Center project, studies of applied film solutions for sun ray diffusion and visual impact. 2009-2011

Guggenheim Abu Dhabi with Gehry Partners

For Abu Dhabi, a 450,000-square-foot museum for the Guggenheim with extensively daylighted atrium/lobby, galleries and exterior sculpture galleries under blue glass cones. Curatorial illumination levels, glare mitigation, shading, visual adaptation and glazing specifications studied by L+U in collaboration with L'Observatoire Int'l. In CD Phase with site work under construction.

New York Times Building, New York, NY with Renzo Piano Workshop and F/X Fowle

For this 800,000sf mid-Manhattan building L+U developed shading protocols to capture daylighting and deliver visual comfort for low-iron floor to ceiling glass offices behind ceramic tube shading. AIA Institute Honor Award for Architecture, 2009

Education

Masters in Architecture, Tulane University

Bachelor of Arts, Architecture, University of Oregon

Part 1 RIBA, Plymouth Polytechnic, United Kingdom

Registration: Registered Architect, California, #C23902

Professional Affiliations: AIA, USGBC, ASHRAE, CHPS, IESNA, ASES.



Susan Ubbelohde

Principal, Loisos + Ubbelohde
 Professor, Department of Architecture, UC Berkeley

Susan Ubbelohde is a founding partner of Loisos + Ubbelohde, an architecture and consulting firm specializing in sustainable design and high performance buildings based in Alameda, CA. She is also a Professor in the Department of Architecture at University of California, Berkeley, where she teaches sustainable design studios and seminars in high performance facades and design theory. Susan has directed research for the Department of Energy, the National Science Foundation, the University of California Energy Institute, and the California Institute for Energy Efficiency on daylighting design, daylighting software, climate responsive design and monitored building performance. Recent publications of her work on architectural daylighting and sustainability are *Design Informed: Driving Innovation with Evidence-Based Design* and "Transparency: Literal and Sustainable" in *Architectural Record*.

Recent Projects

Caltech Linde + Robinson Lab for Global Environmental Science, Pasadena CA with ARG
 High performance, highly sustainable renovated laboratory for climate scientists included reactivation and reuse of historic solar telescope (coelostat) for beamed daylighting order to provide daylight into underground laboratories, supply collimated daylight for physics. Occupancy 2011. Submitted for Platinum LEED.

Veterinarian Medicine 3B, University of California, Davis with HOK Architects
 Housing laboratories, research office space, academic and administrative offices, and a small animal vivarium to stimulate cross-disciplinary research and collaboration in biomedical field. The building has been developed as a quality workplace with good indoor air quality, ample daylighting, views and natural ventilation. Completion 2012

Helios Energy Research Facility, University of California, Berkeley with Smith Group
 This high performance, daylighted facility is located in downtown Berkeley and will house wet laboratories for molecular and microbial biology, fermentation, and chemical separation, as well as greenhouses, warm and cold rooms, shared instrumentation space, offices, workrooms, and conference space. Completion 2012

Carnegie Institute Department of Global Ecology, Stanford, CA with EHDD Architects
 Housing an interdisciplinary research facility on the Stanford University campus, this 10,000 sf building is a model of sustainable strategies for laboratories and offices. AIA/COTE Top Ten Green Projects 2007, CBE Livable Buildings Award 2007

Novus International Labs, St. Charles MO with Forum Studio
 The new LEED platinum global headquarters of Novus International Inc. is a renovation of a 42,000 sf existing research facility and 48,000 sf new office space designed to increase collaboration between research and corporate personnel. Ten research laboratories are connected to the new offices by a glass concourse which houses informal meeting areas, an employee lounge, and conference rooms. Completed 2009
 2009 AIA St. Louis Design Honor Award, 2009 US Green Building Council LEED Platinum

Education

University of Oregon, Master of Architecture, 1981
 University of Michigan, BS Architecture, 1979
 Oberlin College, AB Urban Studies, 1975

Professional Affiliations

AIA, USGBC, ASHRAE, CHPS, IESNA, ASES



Brendon Levitt, RA, LEED AP

Associate, Loisos + Ubbelohde

Mr. Levitt is a licensed architect in the state of California and a LEED Accredited Professional. He holds architectural degrees from Yale University and the University of California, Berkeley. As an Associate at Loisos + Ubbelohde, Mr. Levitt works as an architectural designer, project manager, and modeler for a wide range of projects. Before joining Loisos + Ubbelohde, he worked with Pritzker Prize Laureate Fumihiko Maki, where his projects included the United Nations Headquarters in New York, MIT Media Lab and Center for the Arts at Washington University, St. Louis. Mr. Levitt writes and lectures extensively on sustainable design. He has received numerous awards, including the Eisner and Peerless Prizes from UC Berkeley, a Luce Scholarship, a Fulbright Fellowship, and a Branner Fellowship. Mr. Levitt is also an Adjunct Professor at the California College of the Arts.

Select Experience

Associate, Loisos + Ubbelohde, Alameda, CA *2005-present*

Architectural planning, project management, and design. Provides consulting, technical support, conference papers and presentations, and firm marketing.

Adjunct Faculty, CCA, Dept. of Architecture, San Francisco, CA *2006-present*

Undergraduate and Graduate Design Studios, Construction Technology and Environmental Technology.

Project Assistant, Maki and Associates, Tokyo, Japan *1997-2000, 2004-2005*

Planning, design, and management for Pritzker prize-winning atelier. Responsibilities also included theoretical and critical essays, exhibitions, and competitions.

Notable Projects

Anna Head Student Housing, Berkeley, CA *occupied, 2012*

Daylighting, shading, and lighting design for 135,000 sf complex at UC Berkeley.

Arzanah Medical Complex, Abu Dhabi, UAE *under construction*

Thermal analysis and daylighting for 30,000 square meter hospital and clinic.

Project Frog, various locations *built*

Energy, daylight, and electric light for zero energy modular buildings.

Ratna Ling Retreat Center, Cazadero, CA *under construction*

Zero-energy 4,500 sf senior retreat center and 10,000 sf wellness center.

Education

University of California, Berkeley, Master of Architecture, 2004

Yale University, BA Architecture, 1997

Registration

Registered Architect, California, #C3746

Publications and Lectures

"Sustaining Futures," Citizens for Sustainable Point Molate, Richmond, CA, 2010

"Daylighting & Transparency" Greenbuild Conf., Phoenix, AZ, Lecture, 2009

Sustainable San Francisco Civic Center, SF Mayor's Office, Workshop, 2009

"Mending Webs: Architecture and Energy in Practice," UC Extension, Lecture, 2009

INTEGRATED SUSTAINABILITY

1 Lake Merritt will be designed to create pure air, water and soil, store rainwater and solar energy, produce food, consume its own wastes, provide wildlife habitat, mirror nature's cycles, and moderate local weather. It will provide a link to the place - a filter for the site - that helps visitors connect to the smells, sounds, and cycles of the environment. The project will be generous in spirit and space with a quality that will accommodate change and reuse. Most importantly, the project is designed to hold the affection and continued investment of the community as it reaches out not only to its immediate neighbors around the Lake and Laney College but to the Greater Bay Area.

The project begins with the Kaiser Convention Center as its centerpiece - a renovation of the building will restore the beauty and elegance of the original building while retrofitting it with new technologies that enhance comfort and reduce energy costs. New lighting, windows, skylights, insulation, and HVAC technology will breathe new life into the building, making it easier and more responsive to use while preserving its intended look and feel.

New public spaces will open out from the Convention Center, providing a "front porch" for the building and serving as a connecting node between Laney College, Lake Merritt, the Oakland Museum of Art, and the new Hotel. This space will flow seamlessly into the Hotel, the lobby of which will serve as a public indoor space and an extension of both the Convention Center as well as the Museum.

The Hotel itself is oriented to balance energy generation, daylight, ventilation, and views. Its exterior structural armature will integrate shading, solar panels, vegetation, and balconies. The interiors will be designed for natural ventilation so that supplemental cooling is not needed for thermal comfort. Almost 100% of the hotel spaces will have access to daylight, eliminating the need for electric lighting during the day. Advanced lighting, heating, and appliance technology will ensure that this is a near Net Zero Energy facility.

PRECEDENTS



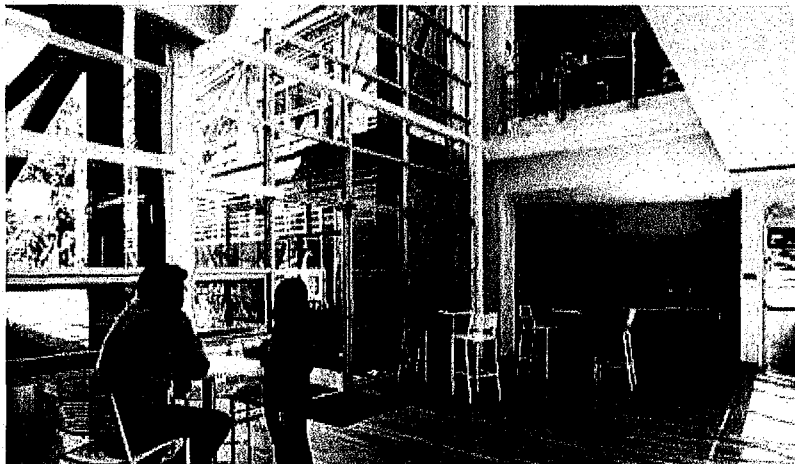
MAXIMO MARTINEZ COMMONS
UC Berkeley Student Housing
Lighting and Daylighting: Loisos + Ubbelohde

This 424-bed residence hall features an electric lighting design that begins with daylighting. We developed an innovative lighting control strategy that balances stringent budget demands with extensive occupancy and daylight sensing. Research-grade computer simulations and analysis techniques were used to predict and visualize daylight levels in primary spaces throughout the year, helping us to tailor the light sources, fixture layout, and lighting controls to spatial and material configurations. The resulting design balances the need for a safe, welcoming night-time environment with a high-quality, low-energy luminous environment.



PACKARD FOUNDATION
Daylighting: Loisos + Ubbelohde

Designed to achieve Zero-Net-Energy and LEED Platinum certification, this high performance building reduces energy demand over a conventional building by 50% and supplies the energy needed with on-site photovoltaics. The building contains a large landscaped courtyard that brings light and sun to the offices and meeting rooms. Loisos + Ubbelohde provided site shading studies, daylighting design and simulations, shading design control protocols and glass specifications. The shading design and controls respond to the varied orientations and internal space planning to deliver optimal daylight and visual comfort.



NASA SUSTAINABILITY BASE
Energy, Lighting, Daylighting: Loisos + Ubbelohde

This high-performance collaborative support facility was designed with optimal orientation, narrow floor plates, ample and operable glazing, louvers, and cross-floor open spaces. The building is designed to anticipate and react to changes in sunlight, temperature, wind, and usage and will be able to optimize its performance automatically in response to internal and external change. At the forefront of building science, this near-zero net energy building will produce 80% of its power from solar panels, rely on the area's temperate climate for natural ventilation, and use 90% less potable water than a conventional building of comparable size. The building has also achieved LEED platinum certification.



Education

Master of Architecture,
University of California, Berkeley

Bachelors of Arts in Architecture,
Washington University, St. Louis

Jesse Duclos

Senior Designer

Jesse has over ten years of experience in architecture and design, primarily in retail, hospitality and all scales of residential design. He has worked on several large Bay Area retail developments, working at both the urban and building scale to create spaces that are thoughtful and sensitive to the communities in which they are found.

Additionally, his love and understanding of material has helped expand the office's palette by constantly trying to educate and share trends with other designers.

Outside of the office, Jesse loves working with wood, whether it be carving spoons for his friends or building his own furniture. He enjoys honing his design craft and love for details in smaller projects. He can also be found in the kitchen, throwing dinner parties or making homemade liqueurs; working to create things with his hands whenever he can.

Retail

"The Orchards" - Shopping Center, Walnut Creek, CA - 200,000 s.f. *construction underway*
Chow Piedmont- Oakland, CA - 12,750 SF market and restaurant
Safeway Albany - Albany, CA - renovation to existing store
2014 Golden Shovel Competition Entry- Berkeley, CA - Designer for Cal led team
Sports Basement - Various Locations, CA - 3 New 20,000 SF retail stores*
Bay Street - Emeryville, CA - 12,000 SF - Design for new outdoor dining and tenant spaces*
Diesel Books - Larkspur, CA - 2,000 SF - Design for new bookstore in Marin Country Mart*
Sunnyvale Town Center - Sunnyvale, CA - Urban design for newly conceived Town Center*

Multi-Family Housing

2539 Telegraph - Berkeley, CA - 65,000 SF - 70 Units
2711 Shattuck - Berkeley, CA - 10,000 SF - 22 Units
Truckee Mixed Use - Truckee, CA - 49 Luxury Units
Bancroft Mixed Use - Berkeley, CA - 133 Units
41st St. Townhomes - Oakland, CA - 44 (3) and (4) story Townhomes
Cost Plus Site - Oakland, CA - 335 Units

Hospitality

Plank - Oakland, CA - 45,000 SF Entertainment Center and Beer Garden
Darling's Bar - Oakland, CA - 600 SF
M.Y. China - San Francisco, CA - 7,000 SF*

Office

Essex Art Gallery - Lawrence, MA - New office and feature wall for the gallery*

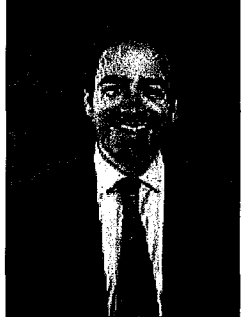
Single Family Residential

The Crow's Nest, Sugar Bowl, CA - 5,600 SF *
Echo Park House, Echo Park, CA - 3,500 SF *
Glass Stair House, Echo Park, CA - 4,000 SF *
Carpinteria Beach House, Carpinteria, CA - 5,000 SF *

* Performed while with previous firms

Ken Lowney AIA, LEED AP

President, Design Director

**Registration**Licensed Architect:
California, Nevada, Hawaii,
Washington, and Colorado

NCARB Certified

AffiliationsOakland Metropolitan Chamber of Commerce:
Board of Directors

Oakland Land Use Committee, Chair

SPUR Oakland, Board of Directors

Oakland Builders Alliance

American Institute of Architects

Urban Land Institute:
Small Scale Development Council, Member

International Council of Shopping Centers

San Francisco Planning + Urban Research
Association**Education**SCI - Arc
Master of ArchitectureArchitectural Association
Architectural StudiesOccidental College
Bachelor of Arts, Philosophy

Ken Lowney founded Lowney Architecture in 2003 and is the President and Design Director of the firm. Mr Lowney has worked with small and large corporations, non-profits, city governments, communities, and private developers in Northern California and throughout the United States. Project range in size from \$100,000 to \$100,000,000. Project expertise includes grocery stores, retail, housing, restaurants, offices, parking structures, and master plans. The firm has won numerous design awards from business and trade organizations, including the Golden Nugget and the American Institute of Architects. The San Francisco Business Times consistently ranks Lowney Architecture amongst the top firms in the greater Bay Area.

Ken believes that architecture encompasses more, and has more to contribute to society, than just buildings. Locally, in Oakland, he is involved with leading discussions about community and economic development through leadership roles in the Oakland Metropolitan Chamber of Commerce and the Oakland Land Use Committee. Regionally and Nationally, Ken is a Full Member of the Urban Land Institute's (ULI) Small Scale Development Council and the International Council of Shopping Centers (ICSC), where he regularly speaks about design innovation and the future of cities.

PlanningBroadway Valdez Specific Plan, Oakland, CA - 96 acres
The Orchards Specific Plan, Walnut Creek, CA - 25 acres
Garden City Plan, San Jose, CA - 15 acres**Retail Development**Safeway, Oakland, CA
Grocery - 50,000 s.f. / Shops - 12,000 s.f.
Safeway La Playa, San Francisco, CA
Grocery - 65,000 s.f. / 50 unit residential / Shops - 2,000 s.f.
Safeway, Albany, CA
Grocery - 54,000 s.f. / Shops 4,000 s.f.
Safeway, Burlingame, CA
Grocery - 51,800 s.f. / Shops - 23,000 s.f.
Whole Foods Market, San Jose, CA
Grocery - 60,000 s.f. / Shops - 20,000 s.f.
Point West Plaza Shopping Center, Sacramento, CA - 173,000 s.f.
Pedro Point Shopping Center, Pacifica, CA - 20,000 s.f.
Multi-tenant Retail Project, Berkeley, CA - 30,000 s.f.
Open Air Market, Oakland, CA - 10,000 s.f.
Shops On Broadway, Oakland, CA - 36,000 s.f.
Sprouts Shopping Center, Albany, CA - 45,000 s.f.**Retail**Safeway, Berkeley, CA - 50,000 s.f.
Safeway, Los Altos, CA - 50,000 s.f.
Safeway, Daly City, CA - 65,000 s.f.
Safeway, Washington, DC - 40,000 s.f.
Safeway, Walnut Creek, CA - 65,000 s.f.

Safeway, British Columbia, Canada - 65,000 s.f.
Safeway, Pleasanton, CA - 60,000 s.f.
Safeway, Houston, TX - 60,000 s.f.
Safeway Renovation, Pinole, CA - 40,000 s.f.
Whole Foods Market, Oakland, CA - 58,000 s.f.
Whole Foods Market, San Jose, CA - 72,000 s.f.
People's Community Market, Oakland, CA - 10,000 s.f.
Walgreens, Berkeley, CA - 17,000 s.f.
CVS, San Jose, CA - 25,000 s.f.
Elephant Pharmacy, Berkeley, CA - 12,000 s.f.
Gents Barber Shop, Oakland, CA - 1,000 s.f.
Solano Square, Napa, CA - 70,000 s.f.
Andronico's Solano, Berkeley, CA - 23,000 s.f.
2711 Shattuck Avenue, Berkeley, CA - 9,000 s.f.
Andronico's, Shattuck, Berkeley, CA - 35,000 s.f.

Multi-Family Housing

Zeta Smart Space, San Francisco, CA - 30 units
Zeta Smart Space, Berkeley, CA - 30 units
Toler Oaks Condominiums, Oakland, CA - 30 units
2025 Channing Way, Berkeley, CA - 27 units

Modular Multi-Family Housing

Montgomery 7, San Jose, CA - 30 units
The Warren, Sacramento, CA - 118 units
5830 Third Street, San Francisco, CA - 136 units

Mixed Use Development

2701 Shattuck, Berkeley, CA
Retail - 2,800 s.f. / 1 Townhouse / Modular Units - 23 units
3800 San Pablo Avenue, Emeryville, CA
134,824 s.f. / 105 Modular units / 2 Level Parking Garage /
3 Live-work units / Retail 23,470 s.f.
2539 Telegraph Avenue, Berkeley, CA - 60,000 s.f. Housing / 6,000 Retail
Truckee Railyard Downtown Expansion, Truckee, CA - 50,000 s.f. Retail / 80 Units
Hampton Legacy Apartments, Berkeley, CA - 1,560 s.f. Retail / 5 units

Parking Structures

Site G - Jack London Square Retail / Parking Structure, Oakland, CA
Retail - 385,000 s.f. / Parking Stalls - 1000
MacArthur BART Transit Village Retail / Parking Structure, Oakland, CA
Retail - 189,000 s.f. / Parking Stalls - 450

Special Projects

Our Future Tots, San Leandro, CA - 4,000 s.f.
Message of Peace, South San Francisco, CA - 15,500 s.f.
Head Start, Oakland, CA - 10,000 s.f.
Agriculture Farm/Non-Profit Retail, Oakland, CA - 13 acres
Clay Ashland Project School, Liberia - 8,800 s.f.
African American Cultural Center, Oakland, CA - 3,500 s.f.
Facade Improvement Projects throughout City of Oakland, CA
JLS Bowling Alley, Oakland, CA - 45,000 s.f.

Restaurants

Specialty's Cafe & Bakery, 15 Locations throughout the west coast
Pasta Pomodoro, 30 Locations throughout California
Marzano, Oakland, CA - 1,400 s.f.
Forbes Mill Steakhouse, Danville, CA - 5,000 s.f.
Cafe Esin, Danville, CA - 3,750 s.f.
Wood Cafe, Oakland, CA - 2,500 s.f.
MooMoos, Sacramento, CA - 3,500 s.f.
Espetus, San Francisco, CA - 2,000 s.f.
B-Side BBQ, Oakland, CA - 1,800 s.f.
Garibaldi's, Oakland, CA - 5,000 s.f.
Greens, San Francisco, CA - 6,000 s.f.
Roux 66, Oakland, CA - 6,000 s.f.
Southie, Oakland, CA - 1,000 s.f.
Dogwood Expansion, Oakland, CA - 900 s.f.
Cafe Underwood, Oakland, CA - 1,500 s.f.
Chow Piedmont, Oakland, CA - 12,000 s.f.
Clove & Hoof, Oakland, CA - 2,500 s.f.

Office / Interiors

Ecohaus, San Francisco, CA - 18,000 s.f.
1440 Broadway, Oakland, CA - 22,000 s.f.
1615 Telegraph Avenue, Cathedral Building, Oakland, CA - 22,000 s.f.
Optometry Office - Serramonte Mall, Daly City, CA - 1,000 s.f.
WE Lyons TI, Walnut Creek, CA - 12,410 s.f.
PG&E Office Building, Antioch, CA - 18,000 s.f.

Henry J Kaiser Center

WHO IS MEYER SOUND

Privately-owned and operated since its founding by John and Helen Meyer in 1979, Meyer Sound has been at the forefront of professional audio for more than three decades. Technological innovation, rigorous engineering, precision manufacturing and extensive worldwide customer support are the company's hallmarks.

Meyer Sound products are wholly integrated systems designed for optimal performance and ease of use. Renowned for their pristine sound, reliability, efficiency, and long life, they are the choice of top sound system designers and consultants worldwide.

Meyer Sound's accomplishments have been widely recognized. Within the audio industry, Meyer Sound products have received numerous awards, including seven TEC (Technical Excellence and Creativity) Awards, and John Meyer has been named a Fellow of the Audio Engineering Society. Meyer Sound has also been awarded 40 U.S. and foreign patents, in addition to receiving a prestigious R&D 100 Award, presented by R&D Magazine for the top engineering accomplishments in any field worldwide.

The company has manufactured controller-assisted loudspeakers since its inception and, since 1995, self-powered systems that carry integral amplification, complex crossover, driver protection and frequency and phase correction circuitry onboard. In addition to loudspeakers, Meyer Sound makes electroacoustic measurement devices, acoustical prediction software, analog and digital signal processors for sound reinforcement, comprehensive audio show control, and electroacoustic architecture. Transducers and electronics for Meyer Sound products are made under strict quality controls at its Berkeley, Calif., headquarters.

- **Team and experience**

John McMahon – Executive Director of Operations & Digital Products

John McMahon has been at the forefront of digital audio technology used by Cirque du Soleil® and theatrical productions worldwide. Working closely with consultants, sound designers and other end users, McMahon strives to make Meyer Sound's digital audio technology accessible for the benefit of performers and audiences alike. Prior to joining Meyer Sound, McMahon was CEO at Level Control Systems (LCS Audio) and President at Cadence Digital Audio Inc.

- **Work Experience:**
 - Level Control Systems – CEO
 - Cadence Digital Audio – President
 - Techware Systems – Program Coordinator
- **Education:**
 - Business Venture Program, British Columbia Institute of Technology
 - Electronics Technology, Kwantlen University College
 - Management Information Systems, Okanagan University College

Roger Schwenke, Ph.D – Staff Scientist

As Staff Scientist at Meyer Sound, Roger Schwenke, Ph.D., plays a pivotal role in conducting acoustical measurement and research to support new product development and recommend scientific solutions to audio challenges. Since joining Meyer Sound in 2001, Schwenke has participated in developing the Constellation acoustic system, SIM 3 audio analyzer, the original MAPP Online acoustical prediction program, as well as the 57-seat, AIA Citation Award-winning Pearson Theatre at the company's Berkeley headquarters. He was co-inventor of the Meyer Sound patent "Loudspeaker horn and method for controlling grating lobes in a line array of acoustic sources." He was also recently awarded a Journal Certificate of Merit by The Society of Motion Picture and Television Engineers (SMPTE) for co-authoring the paper "Further Investigations into the Interactions between Cinema Loudspeakers and Screens."

On TV, Schwenke was named "Honorary MythBuster" for his many appearances as an expert in acoustics on Discovery Channel's show "MythBusters."

- **Work Experience:**
 - Research Assistant, Signal Processing, Applied Research Lab
 - Teaching Assistant, Penn State University
 - Programmer, Mission Research Corp, Newington, VA
- **Education:**
 - Ph.D. in Acoustics, Penn State University
 - BS, Physics (Honors), The College of William and Mary

Henry J Kaiser Center

Massive Meyer Sound MILO System Means Business at Orlando's Amway Center (with Video)

Share:   

IMAGES



1



2



3



4



5



6

5. Rick Price
6. Todd Herbach

Photo credit:
Jesse Goff
Photography

When fans enter the [Amway Center](#), for an Orlando Magic basketball game, they might mistakenly assume that an in-the-round rock concert tour had left town and forgotten to take its sound system. That's understandable, as the permanent system here—anchored by 66 Meyer Sound MILO line array loudspeakers—largely duplicates recent touring rigs for [Usher](#), [Metallica](#), and [Celine Dion](#). Yet there's a business model at work here that goes beyond concert levels and exceptional audio definition. At the Amway Center sound plays a critical role in a venue concept that delivers a total package to fans and advertisers alike and far exceeds the experience of watching at home.

Rick Price, assistant director of broadcast technology and services for the Magic and Amway Center, is well aware of the importance of quality sound. "This building is about sponsorship opportunities and fan experience," says Price. "With our massive LED scoreboard, I knew we would be doing visually incredible things, but I wanted to be absolutely sure that we had audio that was equally impressive.

"We said early on that the most important thing we could put in this building was an amazing sound system," continues Price. "It's the one thing you can't sell, but, if people walk away from an amazing visual experience where they had a bad audio experience, they won't be impressed. And it was always frustrating, because we would create this great content that the fans could see but they would never be able to hear it properly. Now we can offer our fans the complete experience, and that includes our fantastic video working hand-in-glove with superb sound from the Meyer system."

The massive MILO contingent covers most of the main bowl with six arrays of 11 cabinets each, while 24 flown M3D-Sub directional subwoofers with cardioid response patterns provide low end. Completing the system are 24 UPA-1P loudspeakers deployed as outer ring delays, plus eight more UPA-1P loudspeakers hung under the dazzling, largest-in-the-league video display. A Galileo loudspeaker management system with five Galileo 616 processors handles drive and optimization; an RMS remote monitoring system keeps tab of performance and enables mouse-click reconfiguration for different events.

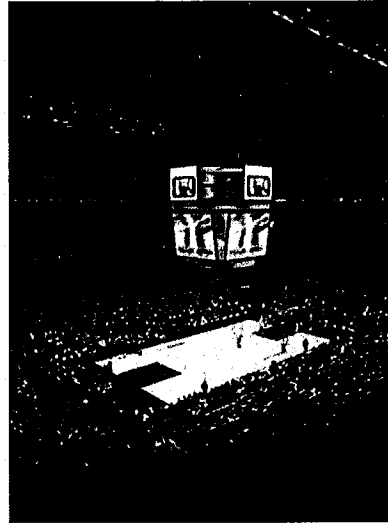
The Amway Center main audio system was designed by [Pro Sound and Video](#) (Florida and California) in collaboration with Meyer Sound Design Services. Integration and installation was by Pro Sound and Video with project management by David Shoemaker of the company's Orlando office.

"It's a true concert grade system," says Rod Sintow, CEO of Pro Sound and Video. "It's the best they could have put in there. It has incredible coverage everywhere, and cuts through everything. It rocks the walls."

Looking at the sound system from a user's perspective, Todd Herrbach, lead audio engineer for the Orlando Magic, notes that performance has been exceptional across the board. "It has exceeded our expectations and our expectations were high," he says. "It's been great with loud, fourth-quarter time-out music, with player interview videos, and everything in between."

Although the Magic is the Amway Center's principal tenant, the venue also hosts the Orlando Predators of the Arena Football League along with a variety of touring concerts and special events. Completed in late 2010, the Amway Center was built at a cost of \$480 million. Principal architect was [Populous](#) (formerly HOK Sport) in consultation with [Smith Seckman Reid](#) and [Walter P. Moore Engineers and Consultants](#).

Quickly hailed as one of the most technologically advanced arenas in the world, Amway Center also boasts leading-edge systems for broadcasting, in-house video production, digital signage, and IT infrastructure. Regarding audio, according to Sintow, other NBA teams will be playing catch-up ball for a while. "The Amway Center didn't put in a system just to get by," he remarks. "They have a system here that not only sets the standard for today but likely will do so for at least five or ten years to come."



"We said early on that the most important thing we could put in this building was an amazing sound system. It's the one thing you can't sell, but, if people walk away from an amazing visual experience where they had a bad audio experience, they won't be impressed... Now we can offer our fans the complete experience, and that includes our fantastic video working hand-in-glove with superb sound from the Meyer system."

- Rick Price
Assistant Director of Broadcast Technology and Services, Orlando Magic and Amway Center

FEATURED PRODUCTS

[MILO](#)

[M3D-Sub](#)

[UPA-1P](#)

[Galileo 616](#)

[RMS](#)

VIDEO

[Behind the Scenes at the Amway Center](#)

[First Ever NHL Game at Amway Center a Success](#)

<http://www.meyersound.com/applications/story.php?type=16&id=1954>

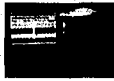
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Meyer Sound Matrix3 Drives the Pulse of Beijing Olympics Opening Ceremony (with Video)

Deutsch

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IMAGES



Technical crew for Olympics opening ceremony

Few live events have the power to draw an audience of billions, but the opening ceremony of the Beijing Olympics easily surpassed that landmark. The largest international sporting event of the 21st century was also the most technically complex Olympics ceremony ever, broadcast for the first time in High Definition and surround sound. At the heart of it all was Meyer Sound's Matrix3 audio show control system, which managed all technical aspects of the performance, including audio, motion control, pyrotechnics, and lighting.

The audience of nearly 95,000 in National Stadium (widely known as the "Bird's Nest") included over 80 heads of state, international celebrities and VIPs, along with more than 17,000 performers. The crowd and viewers around the world were treated to an event like no other, including audio from a stunning Meyer Sound system designed by event technology specialist Gary Hardesty of Sound Media Fusion LLC (SMF).

As Beijing Olympic Ceremonies Chief Designer of Audio Systems and Technology Consultant to Top Olympic Partner Panasonic, Hardesty explains that the venue's complex acoustics were rife with potential reflectivity issues.

"This was the stadium's first event, so the acoustics were a complete unknown," he observes, adding that the large stage compromised potential loudspeaker locations, making it virtually impossible to use conventional non-powered systems. "With more than 56 high-definition TV cameras in the venue, I needed to design a system that was low visibility, kept as much energy off the field as possible, and yet would deliver the kind of sound you'd expect for an event of this magnitude."

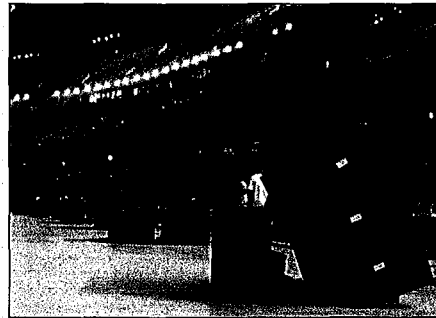
Hardesty called for a distributed system comprising multiple stacks of three Meyer Sound MILO line array loudspeakers on the field of play to cover the two lower levels, and to augment the new Panasonic LA3 line array speakers covering the upper level seating. Hardesty took special care to ensure the systems would integrate successfully.

Providing powerful low end were 700-HP subwoofers, arranged in cardioid pairs and topped with an additional MILO cabinet focused on the lower level audience. Hardesty reports the system's relatively diminutive size belied its power. "The results were amazing. By far the best sound I've heard in a large venue. From our vantage position, if you closed your eyes it didn't sound like the speakers were as far away as they actually were."

For Hardesty, one of the most critical aspects of the system was the performance and reliability of Meyer Sound's Matrix3 audio show control system, which was not only used for virtually all audio outputs, but provided the time code for the entire event. "It's hard to overstate the importance of Matrix3 in the system," he says. "All the audio, from the console outputs to the WildTracks hard disk playback, was routed through the Matrix3. But even more importantly, time code from the Matrix3 triggered the entire event – sound, lighting, projections, pyrotechnics, video – every aspect of the show was dependent on the Matrix3."

A veteran of multiple Olympics, including Salt Lake, Torino and Athens, Hardesty has long called on Meyer Sound to deliver world-class performance, and he cites more than just audio quality in choosing Meyer Sound. "Great sound is just the beginning," Hardesty says. "For us, Meyer gear is also about reliability. There's no room for error in an event this size. The Matrix3 gave us the flexibility we needed for such a complex system. And Meyer Sound's support is second to none; they've always stood behind their equipment."

Of course, none of it would mean a thing if it didn't sound good, and Hardesty reports the Olympics organizers were overwhelmingly pleased. "They came to us with a mission: to deliver the best-sounding Olympics opening ceremony anyone has ever heard. With Meyer Sound, I was able to deliver."



"Great sound is just the beginning. For us, Meyer gear is also about reliability. There's no room for error in an event this size. The Matrix3 gave us the flexibility we needed for such a complex system."

- Gary Hardesty
Chief Designer of Audio Systems, Beijing Olympic Ceremonies

FEATURED PRODUCTS

MILO

700-HP

Matrix3



<http://www.meyersound.com/applications/story.php?type=16&id=1421>

Henry J Kaiser Center

Meyer Sound CAL Provides Clarity Above the Crowd at Berkeley's Memorial Stadium

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IMAGES



With the installation of 40 CAL column array loudspeakers, Memorial Stadium at the University of California, Berkeley has become the world's first sports facility to use Meyer Sound's advanced beam steering technology. The slender 10-foot-high columns, discreetly mounted around the stadium's outer rim, provide an elegant solution that preserves the architectural integrity of the historic structure —inspired by Rome's Coliseum—while also providing extraordinarily high speech intelligibility despite the crowd noise in the 63,000-capacity seating bowl.

As part of the \$321 million, two-year upgrade project, Dallas-based acoustical consultants Wrightson, Johnson, Haddon & Williams, Inc. (WJHW) was given the challenge to improve the audio clarity for the audience in the bowl and minimize noise concerns for the nearest residences that are only about 200 feet away. WJHW also had to make sure the new sound system would maintain the architectural integrity of the clean, classical lines.

For both architectural and environmental noise reasons, a point-source, scoreboard-mounted system was prohibitively problematic. "We concluded fairly early in the process that a distributed system was the best solution," recalls WJHW Principal Jack Wrightson. "Later we found out that Meyer Sound was developing the CAL loudspeaker, and it ended up being the right solution. It kept the historic look of the façade and by all accounts the university is very happy with the performance."

Thirty-eight of the CAL 96 loudspeakers are spaced around most of the bowl rim (except for the press box section), with the slender enclosures blending harmoniously with surrounding flagpoles. The coherent, wide-bandwidth sound is precisely steered to cover the stands with minimal spill onto the field—and into referee microphones.

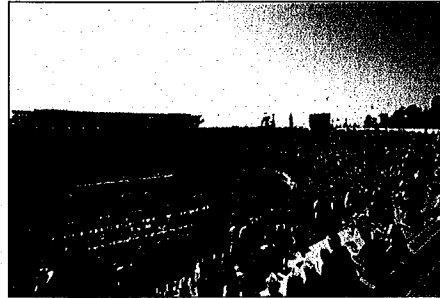
"From an architectural viewpoint, we loved it," says Joe Diesko, vice president at lead architects HNTB and project manager for the architectural team. "The traditional distributed approach would be big square boxes sitting up there, and a big cluster at one end was out of the question. The CAL solution was just brilliant. They look great, and they sound fabulous."

Jack Wrightson is also pleased by the system's aesthetic qualities, as well as its performance during commissioning. "We measured an STI-PA average at 0.70 throughout the seating bowl, which is exceptional for a football stadium," he says.

Two additional CAL 96 loudspeakers are mounted facing the student section to pump up the crowd. Stands below the new press box required a different solution, in this case relying on Meyer Sound MSL-4, UPM-1P, and UPJ-1P VariO loudspeakers. Coverage for the University Club, under-scoreboard and club level sections is supplied by MM-4 and MM-4XP self-powered loudspeakers, and additional UPM-1P loudspeakers. Galileo loudspeaker management systems with three Galileo 616 processors provide signal drive and alignment.

Including more than 200 Meyer Sound loudspeakers, the entire audio system was designed by John Kosco of WJHW under Jack Wrightson's direction. Installation was by Parsons Technologies of Minneapolis, Minn. with Jasyn Rousselow serving as lead sound integrator and Rich Norby as crew chief.

Designed by John Galen Howard, Memorial Stadium was completed in 1923 and dedicated to students, alumni, and other Californians who had sacrificed their lives in World War I.



"The CAL solution was just brilliant. They look great, and they sound fabulous."

— Joe Diesko
Vice President, HNTB

FEATURED PRODUCTS

[CAL](#)

[MSL-4](#)

[UPJ-1P](#)

[UPM-1P](#)

[MM-4XP](#)

[MM-4](#)

[Galileo 616](#)

MEMORIAL STADIUM IN THE MEDIA

[The Daily Californian](#)

[San Francisco Chronicle](#)

[Berkeleyside](#)

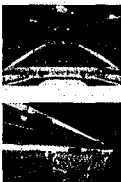
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Ohio State University Finishes Undefeated Season with World's First Installation of Meyer Sound LEO

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IMAGES



The Ohio State Buckeyes football team finished an incredible undefeated regular season with a boost from its new Meyer Sound LEO linear large-scale sound reinforcement system. In this first permanent LEO installation in the world, the sound system filled the vast 105,000-seat Ohio Stadium with crisp voice announcements and fan-pumping music over the loud, energetic crowd for all eight home games.

The core LEO system is anchored by twin hangs of 14-each LEO-M line array loudspeakers with bass bolstered by ten 1100-LFC low-frequency control elements. A Galileo Callisto loudspeaker management system with two Callisto 616 array processors supplies drive and optimization.

Mounted inside the video screen scoreboard structure at the south end of the mammoth oval, the potent LEO system projects sound across the bowl, reaching over 900 feet to the top seats on the north end.

"The LEO system sounds great, covers very well and gets loud," says Wayne Stephens, electronics superintendent for Ohio State Athletics. "With an excited crowd of over 105,000, the noise here gets pretty intense. But with LEO we can stay well above them without pushing the system."

Debuting this summer at major music festivals in North America and Europe, LEO is Meyer Sound's integrated system specifically designed for high-output reinforcement in larger arenas, stadiums, and at outdoor rock festivals. LEO systems have also supported international events including the recent Nobel Peace Prize Concert in Oslo, Norway.

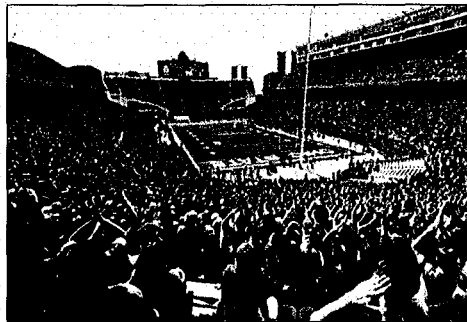
This first installed LEO system presages a new era for full-range audio accompaniment of sports events, according to Kelly Prince of Pro Sound & Video, the Florida-based systems integrator handling the project.

"The sound quality is superb, the coverage is excellent, and there is plenty of headroom," Prince says. "Also, in pre-game and time-outs, the system can definitely push low frequencies to the far end of the stadium. I daresay there is not another stadium sound system in the country that can touch it."

Designed by Larry Lucas of Anthony James Partners of Richmond, Va., the Ohio Stadium upgrade also includes six Meyer Sound SB-3F sound field synthesis loudspeakers aimed at the very far reaches to boost high frequencies, two UPA-1P loudspeakers for under-scoreboard near fill, and two Galileo 616 processors for overall system management. The upgrade also retains—and in some cases repurposes—components from a Meyer Sound system installed 12 years ago, including MSL-4, MSL-6, and SB-1 loudspeakers. These loudspeakers are largely directed into the nearest third of the open bowl, while a distributed system of UPM-1P loudspeakers are used for deep under-balcony coverage.

Ohio State's Wayne Stephens is thrilled with the results: "The LEOs have plenty of headroom, the 1100s kick butt in the low end, and the new SB-3Fs are throwing tons of SPL at almost a thousand feet. It's even better than expected."

Headquartered in Miami with offices in Orlando, Pensacola, and Los Angeles, Pro Sound & Video is a leading integrator of large and complex AV systems in performing arts centres, stadiums, and arenas. Other recent installations of note include Amway Center in Orlando, New World Center's SoundScape in Miami Beach, Adrienne Arsht Center for the Performing Arts (formerly Carnival Center for the Performing Arts) in Miami, and sports facilities at the University of Florida and Mississippi State University.



"The LEO system sounds great, covers very well and gets loud. With an excited crowd of over 105,000, the noise here gets pretty intense. But with LEO we can stay well above them without pushing the system."

- Wayne Stephens
Electronics Superintendent, Ohio State Athletics

FEATURED PRODUCTS

[LEO](#)

[LEO-M](#)

[MSL-6](#)

[MSL-4](#)

[UPA-1P](#)

[UPM-1P](#)

[SB-1](#)

[SB-3F](#)

[1100-LFC](#)

[Galileo Callisto 616](#)

[Galileo 616](#)

IN THE MEDIA

[Sports Video Group](#)

<http://www.meyersound.com/applications/story.php?type=16&id=2257>

MJB Consulting : A Retail Real Estate Consulting Firm

Our Firm

MJB Consulting (MJB) is an award-winning, San Francisco Bay Area- and New York City-based retail planning and real estate consulting concern retained across the U.S., Canada and the U.K. to undertake market analyses, devise tenancing strategies and spearhead recruitment efforts.

Our clients include municipalities, quasi-public/non-profit development corporations, BID's and institutions as well as private developers, landlords and retailers.

We are among the nation's leading consultancies on urban and Downtown retail, having strategized and recruited for high-profile CBD's like Brooklyn (NY), Newark (NJ), Toronto, Pittsburgh, Cleveland, Minneapolis, St. Louis, San Antonio and Denver, among others.

In addition, we have worked in many other satellite Downtowns and neighborhood business districts within larger cities and metros, including, for example, ones in Los Angeles (Long Beach), San Francisco (Berkeley), Seattle, Minneapolis-St. Paul, Milwaukee, Atlanta (Decatur), Cincinnati (Covington), Columbus (OH), Cleveland, Baltimore, Philadelphia, Boston (Cambridge), New York City and London (U.K.).

Finally, we are also active in smaller cities and markets, including Downtown and "Main Street" business districts in Modesto, Tucson, Albuquerque, Las Cruces (NM), Corpus Christi, Wichita, Saskatoon (SK, CA), Winnipeg, Raleigh, Roanoke (VA), Dubuque, Fort Wayne (IN), Akron, Kitchener (ON, CA), Albany (NY) and New Haven (CT), among numerous others.



Our Principal

Our Principal, **Michael J. Berne**, is one of the nation's foremost experts on urban and Downtown retail.

Michael is a regular speaker at International Downtown Association (IDA) conferences. He is also a member of the IDA Board and sits on its Executive Committee.

In addition, Michael has presented at the annual gatherings of the International Economic Development Council (IEDC), the National Main Street Center, the Local Initiatives Support Corporation (LISC) and the International Council of Shopping Centers (ICSC), among others.

Michael has lectured at the University of Pennsylvania, written numerous articles for the Urban Land Institute's (ULI) *Urban Land* magazine as well as the prestigious *Journal of Urban Affairs*, served on expert advisory panels for the ULI and the IEDC, and appeared in high-profile publications such as *The Washington Post*, *The Financial Times* and *The San Francisco Chronicle*.

Michael received a B.A. degree from Columbia University (Columbia College) in New York City and an M.Phil degree from Cambridge University (Gonville & Caius College) in the United Kingdom. He currently splits his time between residences/offices in Berkeley's Elmwood neighborhood and New York City's Union Square.

(Continued on other side)

CALIFORNIA
2730 Forest Avenue, Suite W, Berkeley, California 94705
510-356-4956

NEW YORK
85 Fourth Avenue, Suite 6A, New York, New York 10003
917-816-8367

MJB Consulting : A Retail Real Estate Consulting Firm

Our Unique Approach

We at MJB Consulting approach our work differently from our competitors, and offer unique strengths and specialized expertise in a number of areas:

1. We are retail specialists: it is our passion and our obsession.
2. We are in tune with the newest trends and the latest thinking, as a result of working across North America and beyond.
3. We are able to identify opportunities where others cannot, with our emphasis on psycho-graphics and our understanding of diverse sub-markets.
4. We fully immerse ourselves in our study areas, as if we were locals ("total immersion"), in order to truly understand their unique rhythms and sensibilities.
5. We possess a keen understanding of the tenant's perspective, as a result of practical experience in the leasing and selling of retail space.
6. We have devised a number of proprietary tools, including our database of retailers willing to consider Downtown and "Main Street" settings.



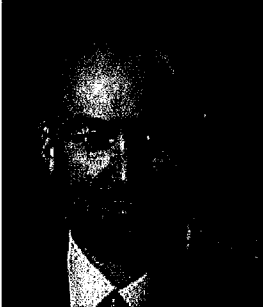
7. We have promoted the concept of small "chain-lets" as balancing local distinctiveness with the landlord's desire for creditworthy tenants.
8. We do more than provide lots of data; we also interpret all of that information and tell you what to do with it on a block-by-block level.
9. We do not write reports that sit on shelves: our scope-of-work typically proceeds to implementation, including actual recruitment and staff training.
10. We are able to explain the nuances and intricacies of retail clearly and accessibly to different sorts of audiences, including those new to the field.
11. We do not pull punches, but we are able to convey the harsh realities while still generating excitement for what is in fact possible.
12. We are a boutique consultancy: our Principal (and not some junior associate) is the Project Manager and the one who develops the work product.

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SCOTT ANDERSON

Sr. Vice President, Regional Manager



Scott is the Senior Vice President and Regional Manager for Pankow and is responsible for overseeing all preconstruction and construction activities for the entire Northern California Region. He provides executive-level oversight with a focus on client advocacy; ensuring the delivery of services exceeds all client expectations. Since joining the company in 1995, Scott has previously served as Project Executive, Project Sponsor, Project Engineer and Field Engineer.

EXPERIENCE STATS

19 Years with Pankow

Education

M.S. Structural Engineering
Stanford University 1995
B.S. Civil Engineering,
B.S. Mathematics
University of Maryland
1994

Certifications

CA Licensed Professional
Engineer, 1998

CA Licensed Contractor,
1999

LEED® Accredited
Professional, 2002

ACI – Chairman ACI 117
Tolerances

HIGHLIGHTS

Experience in projects
larger than 250,000 SF

Experience in projects
valued in excess of
\$100M

Experience in all areas
of PC & CIP concrete

REPRESENTATIVE EXPERIENCE

COMMERCIAL

601 City Center Office Building, Oakland, CA. Provided preconstruction and design-build construction services for a new 23-story commercial office building in downtown Oakland. Project has been precertified as LEED-CS Platinum.

Center Twenty-One, Oakland, CA. 9-story, new 245,000 SF commercial office building that connects to the existing tower by an elegant 10-story, sky-lit atrium, LEED-Gold Certified; \$45.5M.

Metropolitan Water District Headquarters, Los Angeles, CA. Fast-track, new construction of District Headquarters using pre-cast and CIP concrete technology, Office 536,000 SF, Tenant Area 447,000 SF, Suspended Courtyard and Plaza 112,000 SF and 768 parking stalls; \$98M.

Pacific Plaza I & II, Daly City, CA. Design-build development of a multi-phase structural precast project including two 7-story parking structures, one 9-story office building and a mixed-use retail and Cineplex facility totaling over 1,000,000 SF; \$19.7M.

PUBLIC

San Francisco Public Safety Building, San Francisco, CA. New state of the art Public Safety building will be 6-stories with a partial basement and include the adaptive reuse of a historic red brick firehouse; targeting LEED-Gold Certification, 300,000 SF; \$165M.

Richmond Civic Center, Richmond, CA. Design-build project including seismic upgrade and renovation to City Hall, Hall of Justice, Auditorium including a new Plaza and Sitework. Winner of 2009 DBIA Merit Award in the Best Project-Private Sector Building, 324,000 SF; \$79M.

San Mateo Police Facility, San Mateo, CA. New 2-story, 45,172 SF civic facility. The project includes 1-story of underground parking, firing range, support facilities, more than 73,000 SF of site improvements and a 75-stall parking plaza, LEED-Silver Certified; \$39.1M.

SCOTT ANDERSON

Vice President, Regional Manager

REPRESENTATIVE EXPERIENCE CONT'D

Burien Transit Oriented Development Parking Structure, Burien, WA. 5-story, 133,600 SF, design-build parking structure with 505 spaces; \$14.5M.

PARKING

Jack London Square Parking and Retail, Oakland, CA. New parking garage containing 1,092 stalls and retail on ground floor, 384,040 SF, 7-stories; \$34M.

Cupertino Square Parking & Retail, Cupertino, CA. Design-build project that includes a 561 stall parking structure for Macys, 654 stall parking structure for JC Penney, and 45,000 SF of retail, \$35M.

Stanford Mall Parking Structure, Stanford, CA. Design-build, fast-track, 475,000 SF parking structure with 3-stories of parking with 1,504 stalls. First application of Precast Hybrid Moment Resistant Frame (PHMRF) in Seismic Zone 4; \$14.1M.

Eugene Parking Structures, Eugene, OR. New construction of two parking structures using pre-cast and CIP concrete technology, including the first seismic application of the PHMRF.

RENOVATION

Century City Shopping Center, Century City, CA. Escalator and cosmetic enhancement of main lobbies, repaired or replaced all of the existing escalators, installed all new lobby tile and metal grid ceilings.

UC Berkeley – Barker Hall, Berkeley, CA. Seismic renovation and MEP system upgrades. Complete foundation underpin and enhancement, new exterior CIP shear walls and rings beams, electrical service main upgrade, HVAC system and science laboratory upgrades, 97,000 SF; \$33.1M.

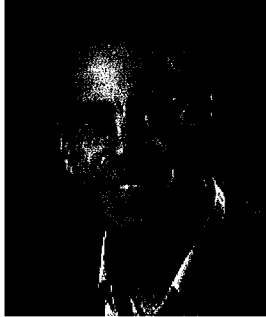
Cal Mart Fashion Center, Los Angeles, CA. Seismic Upgrade and Renovation of existing steel MF connections, Buyer's Club including tel/data upgrades, 5,000 SF skylight built over the main lobby, new escalators and lobby finishes. 12,000 SF fashion theatre.

Hoover Pavilion Medical Center – Stanford University, Palo Alto, CA. New 4-story parking structure providing 1,509 stalls, constructed adjacent to the Stanford University Medical Center. Built using Pankow's innovative Precast Hybrid Moment Resistant Frame (PHMRF), 35,200 SF.

Whole Foods Market, Oakland, CA. This urban grocery store involved the restoration of an existing 1890's building. The landmark façade was preserved and new construction resulted in 58,600 SF retail facility occupied by Whole Foods Market; \$14M.

JIM COYLE

Project Sponsor



EXPERIENCE STATS

20 Years with Pankow

Education

B.S. Construction Mgmt.,
California State University,
Chico, 1993

Certifications

LEED Accredited Professional
CSI CDT

Industry Associations

- Health Product Declaration Board Member 2012-present
- USGBC-NCC Board Member 2008-2011
- CSI-SF Board Member 2004-2008
- LBNL Guaranteed Energy Performance Committee
- BOMA-SF Environment Committee

HIGHLIGHTS

Extensive Integrated Delivery Experience

Extensive Green Building Experience

Extensive Structural and Seismic experience

Extensive Modular Experience

As Project Sponsor, Jim serves as the Owner's primary point of contact and has overall responsibility for project setup and performance. He augments Pankow BLUE,™ an innovative project delivery group dedicated to demonstrably and profitably reducing carbon emissions and resource use for our clients and ourselves by delivering sustainable value. Jim has completed or consulted on many design-build projects in Northern California, many obtaining LEED certification and/or Net-Zero Energy certification. He has also been involved in large scale institutional and mixed-use commercial projects in California, Oregon and New York. Jim has extensive experience in modular, wood frame, precast concrete and steel construction.

REPRESENTATIVE EXPERIENCE

INSTITUTIONAL

Bishop O'Dowd Center for Environmental Studies, Oakland, CA. The 3,000 SF, passively conditioned Living Lab is a Net-Zero Energy education center; \$2.7M.

Gateway Center/Metropolitan Transit Authority Headquarters, Los Angeles, CA. This project is a design-build, multi-modal, mixed use project. It comprises a 3,300 stall parking garage, bus plaza and 28-story headquarters office tower for the MTA, over 2M SF; \$226M.

UC Davis Jess S. Jackson Sustainable Winery, Davis, CA. The sustainable winery is Living Building Net-Zero Energy Certified, the first commercial passively conditioned building in the UC system and was delivered at a final cost of 11% less than the original budget, 8,500SF; \$2.6M.

Yosemite Environmental Education Center, Yosemite, CA. Preconstruction of a new 18-building campus targeting LEED NC-Platinum and Net-Zero Energy; \$38M.

YMCA-PG&E Teen Center, Berkeley, CA. A 3-story building providing classrooms, conference rooms and office space for the community and staff. This project was a design-assist, with design-build MEP, 13,500SF; \$4.2M.

PUBLIC

El Cerrito Recycling Facility, El Cerrito, CA. This new recycling center boasts net-zero water and energy use along with the innovative re-use of building materials, currently pursuing LEED-Platinum Certification, 2,000 SF building on a 2 acre site; \$3M.

COMMERCIAL

Village at Corte Madera, Corte Madera, CA. Renovation and expansion of an existing shopping center. Remodeled all exterior surfaces without impacting shopping experience, 428,800 SF; \$9M.

REPRESENTATIVE EXPERIENCE CONT'D

Stanford Shopping Center, Palo Alto, CA. Renovation and addition to the existing shopping center for multiple anchor tenants, 218,000 SF; \$6.2M.

Beverly Prior Architects, San Francisco, CA. Full floor tenant improvement of 12,500 SF located on the top floor of 222 Sutter. Pankow helped source LEED compliant materials, critical to the fast-track nature of the project. IAQ, waste management, material verification, quality control, and other critical components were managed by a Pankow LEED Accredited Professional, LEED CI-Gold Certification; \$1.2M.

RESIDENTIAL

Smartspace Berkeley, Berkeley, CA. This is a multi-story, pre-fab project with Zeta Communities. This 22-unit apartment building has each modular containing two studio units and a partial corridor. Erection is scheduled to take one week, with full completion within 90 days. \$2.1M.

38 Harriet, San Francisco, CA. 23-unit condominium building project with Zeta Communities, targeting LEED-Platinum Certification. The 4-story, car-free project will have deep-green features such as solar hot water heating, recycled materials and a dedicated City-CarShare pod, 12,000 SF; \$2.4M.

Yerba Buena Lofts, San Francisco, CA. A 200-unit loft condominium project involving extensive self-performed architectural concrete and custom glazing systems. This is one of the largest loft projects in California at 340,000 SF; \$41.2M.

The Aurora, San Francisco, CA. A 5-story, 160-unit apartment building including a Whole Foods market on the ground floor. This was an early development project in the SOMA district, with extensive coordination with the SF Redevelopment Agency, design-assist, over 350,000 SF; \$22.5M

PROFESSIONAL HISTORY

PGAdesign^{INC}, 1979 to present

EDUCATION AND REGISTRATION

Master of Landscape Architecture, 1975,
UC Berkeley

Bachelor of Arts, 1972, UC Berkeley

California Landscape Architect, #1925

PROFESSIONAL AFFILIATIONS

Historic American Landscapes Survey
(HALS), Northern California Chapter,
Founder

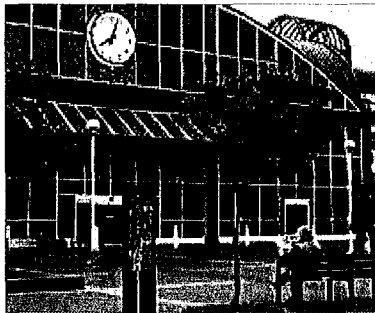
ASLA Historic Preservation Professional
Practice Committee

American Society of Landscape Architects
(ASLA), Member

Garden Conservancy, Member

California Preservation Foundation,
Member

National Trust, Member

**Chris Pattillo, FASLA Principal**

Founding Principal of PGAdesign, Chris Pattillo, has set an exceptional standard of professional practice combining outstanding management, marketing and creative problem-solving leadership. As the firm's Managing Partner, she has instituted company-wide systems to ensure the optimal staffing and organizational efficiency of each project team, which in turn facilitates the delivery of projects on time with the greatest value for every project dollar. Chris's award-winning experience encompasses a broad spectrum of both public and private sectors including educational, high-density housing, transportation, parks and recreation, and cultural landscape projects. A considerable amount of her time and energy is dedicated to providing unparalleled client service through responsive and thorough communications and maintaining high design and documentation standards.

SELECTED PROJECT EXPERIENCE

Henry J. Kaiser Convention Center Rehabilitation, Oakland

Laney College Quad & Courtyards Rehab, Oakland

Lake Merritt Boulevard Concept Design, Oakland

Fairmont Hotel Rehabilitation, San Francisco

Executive Inn, Oakland

Monach Hotel Feasibility Study, San Leandro

Homewood Suites, Oakland

Waterfront Plaza Hotel Rehab, Oakland

Carnegie Library Renovation, Alameda

East County Courts, Dublin

Elihu M. Harris State Office, Oakland

Employment Development Dept, Rehabilitation, Sacramento

Frank H. Ogawa Plaza, Oakland

Fruitvale Branch Library, Oakland

Jack London Square Marina Plan, Oakland

Hebrew Day School, Oakland

Juvenile Justice Center, San Leandro

Melrose Library Rehabilitation, Oakland

North Library Renovation, Berkeley

Landing Apartments, Oakland

Landmark Place, Oakland

Linden Court, Oakland

Newcomb-LaSalle Apartments, San Francisco

Pacific Renaissance Plaza, Oakland

CLIENT

Y.H. Lee & Associates, Architects for City of Oakland.

SITE

4.5-acre public plaza at historic downtown Oakland, CA.

PROGRAM

Redesign and expansion of urban plaza.

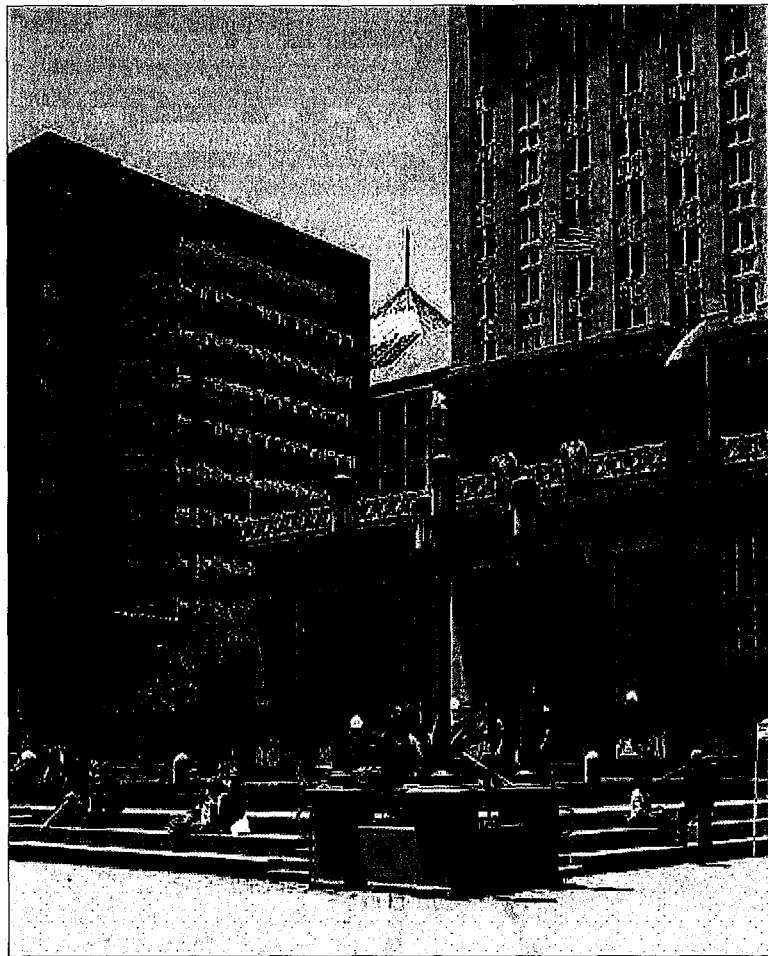
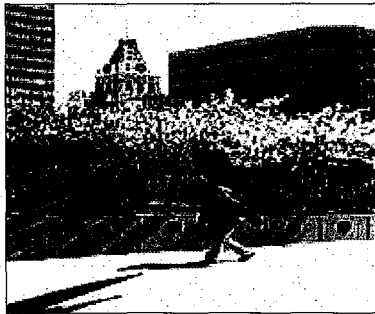
COMPLETION DATE / BUDGET

1998 / \$6 million.

Frank H. Ogawa Plaza

To support a major Civic Center expansion in Oakland, PGA was chosen to modify a decade-old plan for City Hall Plaza. Our recommendations not only protected a landmark live oak planted by Jack London's widow 80 years earlier, but also saved two other oaks — improving their vigor through special measures developed to protect their roots.

PGA gathered extensive public input to satisfy historic, community and practical requirements with innovative design solutions that also preserved a stand of sycamores previously slated for removal. Akebono cherry trees were placed in front of City Hall to honor Mr. Ogawa's public service. Other contextually appropriate plantings were chosen for their ability to withstand heavy pedestrian activity. Today the Plaza provides a beautiful and enduring setting for social, cultural and civic activities.



PROFESSIONAL HISTORY

PGAdesign, September 2014 to present

PWP, Berkeley, CA 2010 - 2014

Girvin Associates, Larkspur, CA 2005-2010

Hart Howerton, San Francisco, CA 2007-08

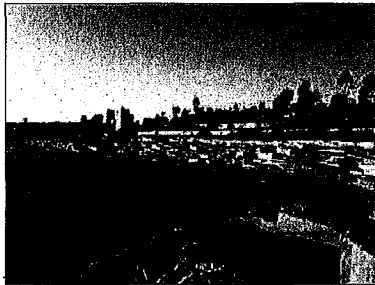
EDUCATION AND REGISTRATIONBachelor of Architecture, cum laude,
University of Arizona, 1992

California Landscape Architect, #46498

LEED Accredited Professional

PROFESSIONAL AFFILIATIONS

Leadership Oakland, class of 2015

**Collin Jones, LEED AP, Senior Associate**

Senior Associate Collin Jones is a highly-skilled landscape architect with 20 years of experience in design, management, horticulture and education in the Bay Area and internationally. Collin's breadth of experience includes the full spectrum of design from conceptual to detailed construction documents. His strength is in conceptual design and project visioning. He has experience in a broad range of project types including institutional and public projects, commercial, hospitality, residential and community development. While most of Collin's experience is local he also has national and international experience on projects including Glenstone Museum in Maryland, the University of Texas at Dallas, Barangaroo in Sydney, Australia, and a number of resorts in Mexico and Morocco.

SELECTED PROJECT EXPERIENCE WITH PGA

Oakland Global Public Access, Oakland

Tech Center, San Leandro

Trans Pacific Centre Streetscape Renovation, Oakland

Mission Creek - Gomes Park, Fremont

California Nursery Historical Park, Fremont

1200 17th Street Mixed-Use Residences, San Francisco

Hill Avenue Homes, Hayward

Edgewater Isle Senior Apartments Rehab, San Mateo

SELECTED PROJECT EXPERIENCE WITH OTHER FIRMS

Transbay Transit Center, San Francisco

Fillmore Jazz District, San Francisco

Broadway Pointe, Walnut Creek

Broadway Auto Row, Oakland

VMware Campus, Palo Alto

Sand Hill Road Renovation Study, Palo Alto

University of Texas, Dallas

Constitution Gardens on the National Mall, Washington, D.C.

Glenstone Museum, Potomac, Maryland

Barangaroo, Sydney, Australia

Hacienda Beach Club and Residences, Los Cabos, Mexico

Los Veneros Resort, Punta Mita, Mexico

Montage Resort, Los Cabos, Mexico

Taghazout Resort Community, Morocco

Kohala Preserve, Hawaii

Lake Merritt Boulevard (12th St.)

CLIENT

Coalition of Advocates for Lake Merritt (CALM), a community-based group.

SITE

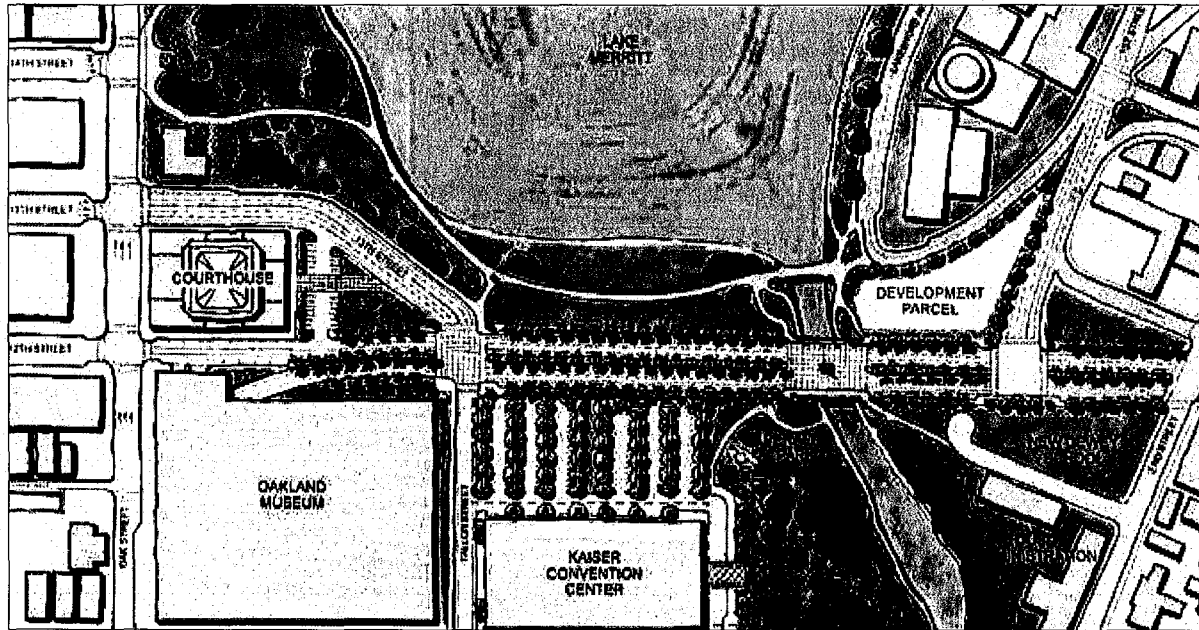
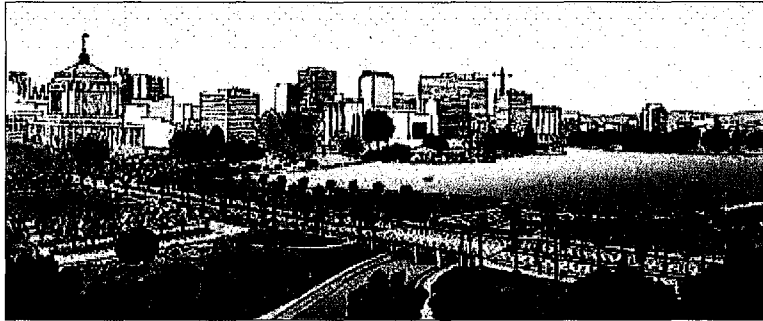
12th Street from Oak Street to 1st Avenue, between the south side of Lake Merritt and the Henry J. Kaiser Auditorium

PROGRAM

Develop a design vision for the south end of the lake to counter the then-proposed Cathedral, in collaboration with local architects Mike Pyatok, James Vann and Alan Dreyfuss.

Asked by a community coalition to help develop a vision for the south end of Lake Merritt, PGA collaborated on a team design effort that would retain four lanes of traffic while providing for a planted median, bike lanes and added walking paths where there is currently no safe pedestrian connection. Two acres of park space with a sculpture garden were part of the team's vision for a grand boulevard.

As a public service, PGA worked with three architects and the community to design and create graphics that gave form to the new vision. We joined in presenting the design concept at public meetings, which led to a bond measure that would fund the park improvements. The team also identified a parcel of land that could be sold to offset project costs.



Oakland Museum of California

CLIENT

MWM Architects for Oakland Museum of California.

SITE

City block in the Lake Merritt district of Oakland, CA.

PROGRAM

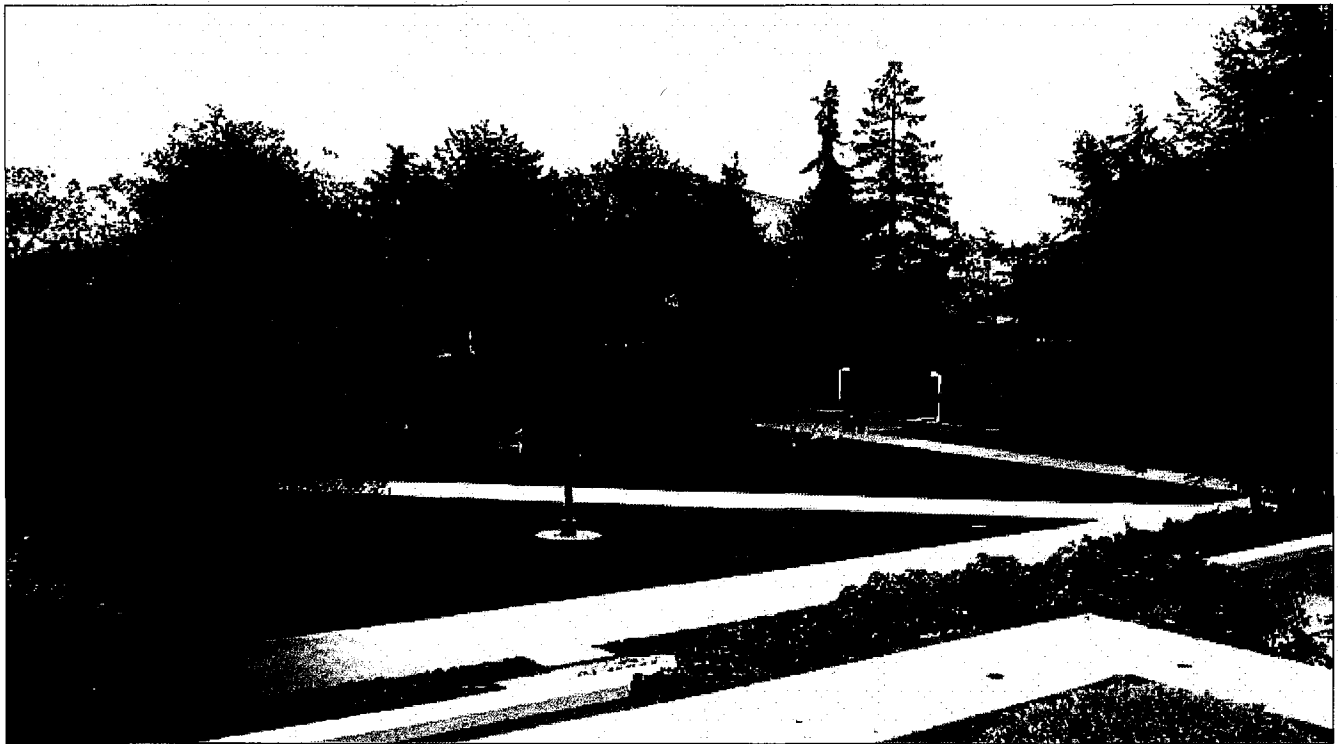
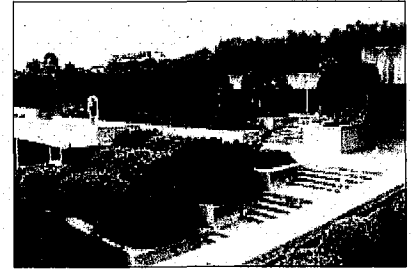
Construction documents including planting and irrigation for the on-structure Great Lawn and planters.

COMPLETION DATE / BUDGET

2000 / \$5.2 million.

The PGA team provided comprehensive landscape services for a \$2 million renovation of this landmark building and its multi-layered hanging gardens. Historically appropriate replacement species were identified for on-structure planters affected by the repair of more than 100 identified leaks. PGA guided an extensive overhaul of the Great Lawn at the center of the gardens, including installation of an innovative drainage system and a new lawn that serves as a public park and play space for museum visitors on a daily basis. It also functions as the site of large tented galas.

PGA supported its design with inventories of existing plants, a study of the original design intent, and an understanding of on-structure detailing as well as fresh solutions for irrigation and drainage. The firm also worked closely with museum garden staff to coordinate long-term maintenance.



CRAIG S. SHIELDS, P.E., G.E.
Principal Engineer

Mr. Shields has over 31 years of experience in providing geotechnical design, construction review, and project management for a variety of private and public projects. His experience includes directing explorations of soil, rock, and groundwater conditions, design and evaluation of foundation systems, static and dynamic slope stability analyses, ground improvement, forensic investigations, expert witness testimony, and construction monitoring. Projects include hotels, mid-rise and high-rise buildings, residential developments, slope repairs, quarry reclamation, wastewater treatment facilities, light railways, harbor facilities, and seismic retrofit of existing structures.

Mr. Shields has either managed or served as the Principal-in-Charge for numerous projects in Oakland, as well as hotel projects throughout the Bay Area. Mr. Shields' experience includes:

SELECTED OAKLAND PROJECTS

- Cathedral of Christ the Light
- Whole Foods Market, Bay and Harrison Streets
- Oakland Museum Site Improvements
- 12th Street Reconstruction Pile Installation
- MacArthur Transit Village Infrastructure Improvements
- MacArthur Transit Village Parking Structure
- Snow Park/Harrison/20th Street Improvements
- Ave Vista Residential Development (460 Grand Avenue)
- Mural Apartments, MacArthur Transit Village
- St. Joseph's Family Housing
- Lakeside Senior Housing
- Lion Creek Senior Housing
- East Oakland Youth Development Center
- The College Preparatory School New Classrooms
- St. Paul's Episcopal School Gymnasium
- Oakland Military Institute Classroom Addition
- Bishop O'Dowd Center for Environmental Studies
- Redwood Day School Classroom Addition
- Vincent Academy Charter School

HOTEL PROJECTS

- Walnut Creek Marriott
- 699 Ygnacio Valley Road, Walnut Creek
- Sheraton Sunnyvale Addition
- Holiday Inn Express, Hegenberger Road
- Marriott Courtyard, South San Francisco
- Marriott Residence Inn, South San Francisco

Education

M.S., Civil Engineering,
University of California,
Berkeley, 1982
B.S., Civil Engineering,
University of California,
Berkeley, 1981

Professional Registrations

Geotechnical Engineer in
California, License No. 2116
Civil Engineer in California,
License No. 38755

Professional History

Rockridge Geotechnical, Inc.,
2006 – Present
Farrell Design-Build
Companies, Inc. 2005-2007
Treadwell & Rollo, Inc., 1989-
2005
Harding Lawson Associates,
1986-1989
Allstate Geotechnical Services,
1985-1986
Lee and Praszker, 1982-1985

Affiliations

American Society of Civil
Engineers, 1981 to present
Structural Engineers
Association of Northern
California, 2005 to present



RESUME



Cristina L. Miyar
Vice President



Ms. Miyar has been an acoustical consultant with Charles M. Salter Associates, Inc. since 1995. She specializes in architectural acoustics, MEP system noise and vibration control, and environmental noise mitigation. Her typical projects include multi-purpose auditoria, theaters, community centers, production facilities, and film and broadcast studios.

project experience

- San Jose Convention Center Expansion, San Jose, CA
- Babello M Performance Hall and Convention Center, Monterrey, Mexico
- Oracle 350 OP Corporate Center, Redwood City, CA
- Doerr-Hosler Center, Aspen, CO
- San Jose Civic Auditorium, San Jose, CA
- Walt Disney Concert Hall, Los Angeles, CA
- Berkeley Repertory RODA Theater, Berkeley, CA
- The Roy and Edna Disney/CALARTS Theater, Los Angeles, CA
- California Fox Theater Renovation, San Jose Opera, San Jose, CA
- Armand Hammer Billy Wilder Theater, Los Angeles, CA
- Norton Simon Theater Remodel, Pasadena, CA
- San Jose Repertory Theater, San Jose, CA
- Bankhead Theater, Livermore, CA
- Tri-Valley Regional Theater, Livermore, CA
- Crocker Museum Theater Addition, Sacramento, CA
- Grammy Museum Theater, Los Angeles, CA
- New de Young Museum Theater, San Francisco, CA
- Pleasanton Firehouse Art Center, Pleasanton, CA
- Pixar Animation Studios Theater, Emeryville, CA
- Dreamworks Screening Theater, Glendale, CA
- Deluxe Screening Theaters, Hollywood, CA

education

University of California at Berkeley,
M.Arch, 1995

Wesleyan University, BA Music,
concentration in experimental
acoustics, 1990

Institut für Leichtbauwesen
Fragwerke, Universität Stuttgart,
Summer 1989

professional affiliations
Allied Member of AIA San Francisco

Institute of Noise Control
Engineering

publications

Contributing editor, *ACOUSTICS:
Architecture, Engineering, the
Environment* (1998 William Stout
Publisher)

Undergraduate honors thesis, *Sound
Architecture, on the Integration of
sound and space design*

Accounts

Administrative

Telecommunications

Security

Travel

Wages

Work

Telephone

Facsimile

Website

Salter

Turner

Turner Group Construction has a strong history of building educational facilities, on time and on budget. In fact, they recently completed La Escuelita – the first phase of the District’s Downtown Educational Complex. Turner Group Construction is one of the premier minority contractors in the Bay Area and literally wrote the book on minority participation in contracting, conducting regular seminars teaching small businesses to excel in contracting and successfully fulfilling local hire requirements for large scale projects.

TURNER GROUP / MCCARTHY JV

Project Name: Oakland USD La Escuelita

Educational Center

Project Location: Oakland, CA

Project Cost: \$36 million

Project Year: 2014

SCOPE OF WORK

Lease-leaseback of Met West High School, 2- story classroom building with a town hall space, a “Cool Tower,” math classrooms, and media arts lab, and Child Development Center Building, single story classroom building with a kitchen. Both



buildings will have photovoltaic panels on the roof. Project scope also includes demolition of two existing buildings, soil remediation, parking lot with a covered photovoltaic structure, landscaping, bioswales, rain harvesting systems, a soccer field and site furnishings. The project will be CHPS Certified.

AGGRESSIVE SCHEDULE

Challenge: Near the midway point in the project, the owner’s rep requested that we deliver a portion of the project 2-months ahead of the schedule to accommodate the faculty and students.

Solution: Working closely with the superintendent, project manager, owner’s rep and the entire JV team, with some clever sequence rearranging, we were able to successfully turn the building over to the owner at the new completion date.

PROJECT REFERENCE:

Oakland Unified School District

Timothy White, Assistant Superintendent

(510) 879-8577

Turner

TURNER GROUP / MCCARTHY JV

Project Name: Highland Hospital

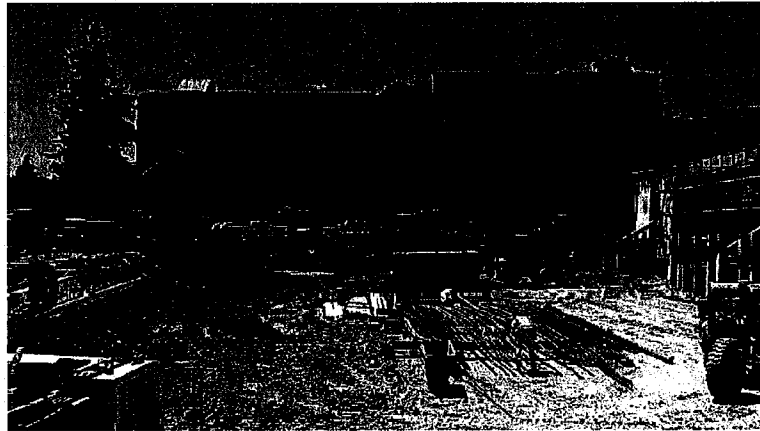
Project Location: Oakland, CA

Project Cost: \$668 million

Project Year: 2017 (scheduled completion)

SCOPE OF WORK

Replacement of Acute Care Tower at largest teaching hospital in East Bay. This design-build project included demolition of C, D and F Wings and relocation of major campus utilities to allow for construction of the new Acute Care Tower that meets extensive seismic safety standards while providing an environment for state of the art medical services.



AGGRESSIVE SCHEDULE

Challenge - Coordination of subcontractors/managing critical paths. Solution: Routine coordination meetings and schedule review.

BUDGETARY RESTRICTIONS

Challenge - Timeliness of sub-tier change orders. Solution: Implemented review process with team to assess validity of charges and possibility of reducing costs.

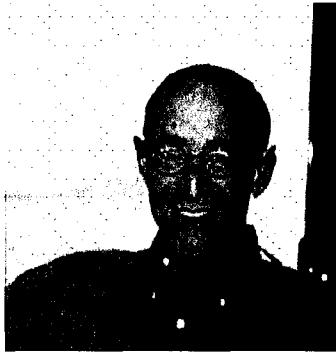
PROJECT REFERENCE:

County of Alameda

Rodney Brooks

Chief of Staff

(510) 272-6618



EDUCATION

- University of California, Berkeley
 - BA, Architecture, 1972

PRACTICE AREAS

- Historic Preservation
- Adaptive Reuse and Rehabilitation
- Historic Building Codes
- Historic Structure Reports and Resource Analyses
- National Register Nominations
- Contextual Design

REGISTRATIONS

- Architect in CA

PROFESSIONAL AFFILIATIONS

- American Institute of Architects (AIA)
- Association for Preservation Technology International (APT)

TECHNICAL COMMITTEES

- California State Historical Building Safety Board, chair

CONTACT

adreyfuss@wje.com
 510.428.2907
 www.wje.com

EXPERIENCE

Alan R. Dreyfuss joined WJE in 2007 with twenty-five years of experience in architectural design and historic preservation. Specializing in rehabilitation and adaptive reuse of historic structures, his projects have included commercial, institutional and private clients, and have ranged in scale from a one room, wood frame school house to a brick and terra cotta clad high-rise.

Mr. Dreyfuss has experience in Historic Resource Conditions Assessments, Evaluation for CEQA and Section 106 compliance, Historic Structure Reports, National Register applications, and the application of Federal Historic Preservation Tax Credits.

Mr. Dreyfuss is recognized as an expert in building codes for historic buildings. He was instrumental in the development of the 2001 and 2007 California Historical Building Code, and is currently chair of the State Historical Building Safety Board.

Mr. Dreyfuss' preservation and design projects have been recognized by the Rudy Brunner Award for Urban Excellence and the Central Valley Chapter of the American Institute of Architects. Seven of those projects have received Design Awards from the California Preservation Foundation.

REPRESENTATIVE PROJECTS

Historic Preservation and Rehabilitation

- Riggers Loft - Richmond CA: Historic Structure Report and construction documents for the rehabilitation of National Register-listed World War II shipyard building
- Quarters 10 - Yerba Buena Island - San Francisco, CA: Historic Structure Report and construction documents for relocation and rehabilitation of National Register-listed mid-century modern navy residence
- Alameda Free Library - Alameda, CA: Exterior rehabilitation and seismic retrofit of major Carnegie Library
- The Altenheim - Oakland, CA: Rehabilitation and adaptive reuse of National Register-listed wood frame and masonry retirement home

- First Unitarian Church- Dramatic Arts Department Dance Facility: University of California, Berkeley, CA Rehabilitation of National Register-listed, Schweinfurth-designed church
- Kahn's Department Store - Oakland, CA: Rehabilitation and adaptive reuse of National Register-listed department store with five-story central rotunda
- Southern Pacific Railroad Depot - Stockton, CA: Rehabilitation and adaptive reuse of National Register-listed masonry railroad station
- Swan's Marketplace - Oakland, CA: Historic resource evaluation, project impact assessment, National Register application, and rehabilitation/adaptive reuse of historic public market hall

Historic Resource Assessment

- Hewlett Packard Company Plant - Palo Alto, CA: Assessment of eligibility for historic designation
- Shipyard No. Three - Richmond, CA: Developmental history of National Register World War II shipyard
- St. Elizabeths - Washington, D.C.: Fifty-nine historic structure reports and building preservation plans for National Landmark hospital complex
- Wawona Hotel - Yosemite National Park, CA: Historic Structure Report for National Historic Landmark building complex
- Tule Lake Jail - Tule Lake Internment Center- CA: Historic Structure Report for National Historic Landmark jail structure
- Central Station - Oakland , CA: Historic resource evaluation, and project impact assessment for National Register train station
- St. Josephs Home - Oakland, CA: Historical resource assessment and impact analysis for CEQA and Section 106 compliance

National Register Nominations

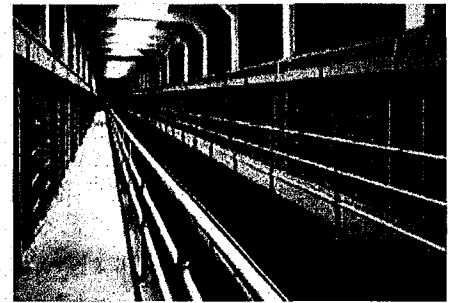
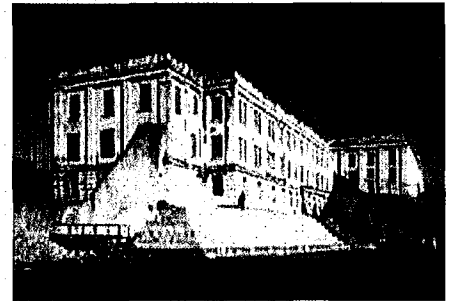
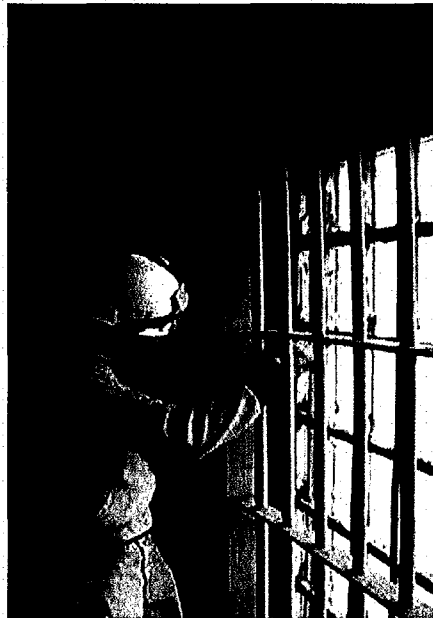
- Hewlett Packard Company House and Garage - Palo Alto, CA
- Swan's Marketplace - Oakland, CA



PROJECT PROFILE

Alcatraz Cellhouse

Structural Stabilization and Seismic Upgrade | San Francisco, CA



CLIENT

National Park Service

BACKGROUND

The Cellhouse on Alcatraz Island was one of the first reinforced concrete structures in the Bay Area. Originally built as a military prison in 1912, the Cellhouse is perhaps best known as the maximum security federal penitentiary that housed some of the nation's most infamous criminals until it was closed in 1963. Alcatraz Island is now a National Historic Landmark, attracting one million visitors each year.

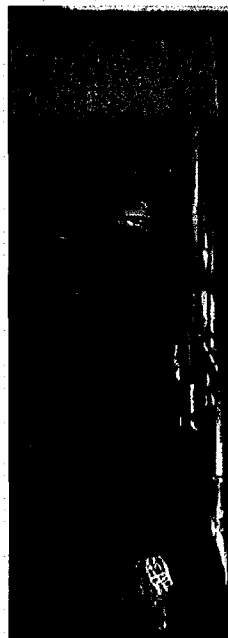
Due to its location in the middle of San Francisco Bay, the Alcatraz Cellhouse is extremely vulnerable to earthquake damage and the corrosive effects of salty sea air. To preserve a building in this harsh environment, the National Park Service needed engineers and materials scientists who could not only assess the condition of the aging Cellhouse but design repairs and seismic upgrades that could be implemented while the Cellhouse remained open to the public.

SOLUTION

WJE engineers performed a detailed survey of the Cellhouse and employed computer-generated structural evaluation techniques to predict the building's ability to withstand earthquakes. With the help of state-of-the-art petrographic analysis, the materials scientists at WJE were able to test samples of concrete from the Cellhouse, determine its remaining service life, and plan for the building's preservation.

WJE structural engineers proposed various seismic designs that would improve the safety of the Cellhouse and reduce the potential for damage in the event of an earthquake. The engineers also designed plans to repair the damage caused by corrosion. WJE continued to assist the National Park Service throughout every phase of the project, including the preparation of construction documents and construction administration services.

In recognition of their work on the Alcatraz Cellhouse, WJE received the California Preservation Foundation's Preservation Design Award and an award for excellence in the repair of historic structures from the International Concrete Repair Institute.



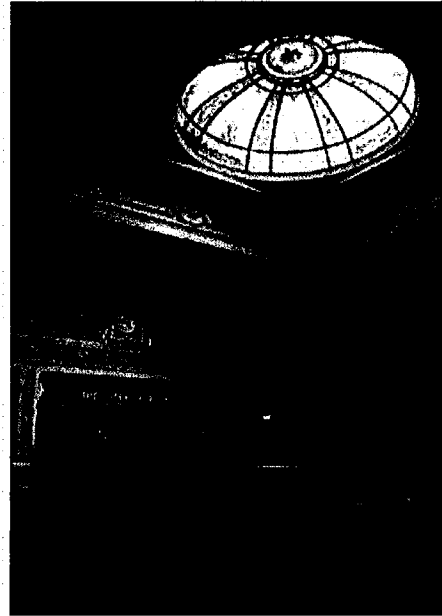
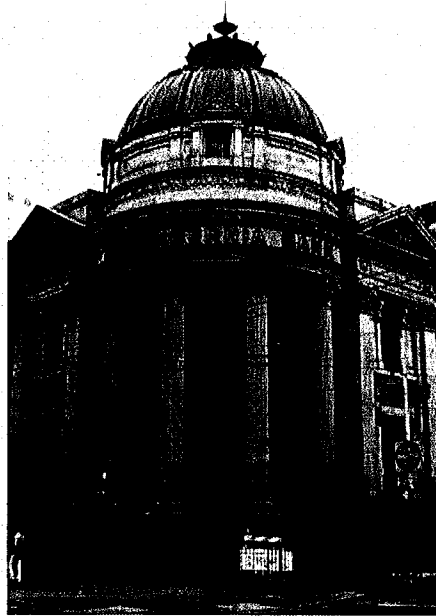
www.wje.com



PROJECT PROFILE

Hibernia Bank Building

Seismic Assessment and Strengthening | San Francisco, CA



CLIENT

One Jones Street, LLC

BACKGROUND

Located in the Mid-Market district, the building was originally constructed in 1892; a seamless addition to the west of the original building was constructed in 1904–1905. The majority of the interior space comprises a vast banking hall with highly detailed and painted plaster and stone finishes throughout. The primary building structure is constructed of massive unreinforced granite and brick masonry walls with its roof supported by steel trusses. The roof diaphragm is perforated by huge skylights. The structure survived the shaking from the 1906 earthquake essentially intact but sustained significant fire damage to the interior and some of the granite exterior during the subsequent conflagration that consumed much of the city.

After being abandoned for more than a decade, this City of San Francisco Landmark was purchased by an entity dedicated to restoring the building to its former glory and to adapting it for assembly occupancy, which required that the unreinforced masonry structure satisfy applicable present-day seismic regulations. The vast majority of the interior and exterior of the building was rated as “very significant” by the historic structures report, which greatly limited the locations where structural interventions could occur.

SOLUTION

As neither structural nor architectural drawings of the buildings existed that could guide even preliminary seismic studies, WJE conducted detailed on-site studies to develop an understanding of the details of the building’s construction and conducted structural analyses to identify its highest risk seismic vulnerabilities. Using an assessment and design philosophy that elevated preservation to an equal level of importance as seismic safety, WJE developed a strengthening scheme that surgically addressed the vulnerabilities and leveraged the inherent seismic resistance of the original structure. The scheme is highly-sensitive to historic significance and leaves its character-defining exterior and interior finishes virtually undisturbed. The design methodology for the seismic strengthening was developed to comply with the requirements of the City of San Francisco UMB Ordinance and uses the applicable provisions of the 2010 California Historical Building Code (CHBC) and the 2010 California Existing Buildings Code (CEBC). The design was developed to accommodate a high occupancy use.



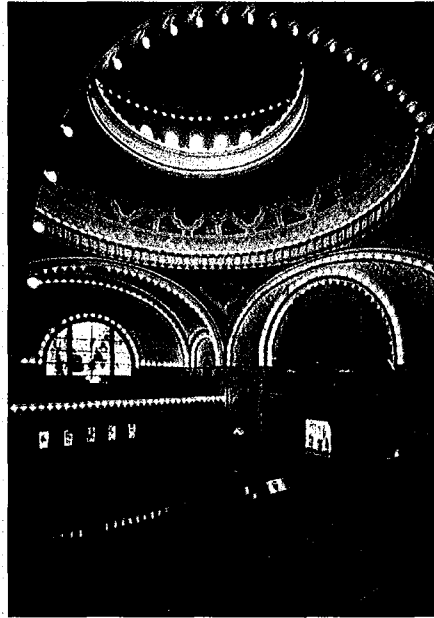
www.wje.com



PROJECT PROFILE

Sherith Israel

Seismic Assessment and Strengthening | San Francisco, CA



CLIENT

Congregation Sherith Israel

BACKGROUND

Noted architect Albert Pissis designed Sherith Israel. Construction was completed in 1904. The synagogue features a large domed sanctuary that is lit by natural light filtering through a multitude of stained glass windows and covered with ornately painted plaster finishes. Ironically, the temple survived the Great Earthquake of 1906 with relatively minor damage, at least as compared with the severe damage reported in other parts of the city. Much of the nonstructural damage that did occur is still visible today; the historic finishes remain much the same as they were on the day after that earthquake.

The City of San Francisco's Unreinforced Masonry Building Ordinance threatened a historic synagogue that was more than one hundred years old with closure unless the building was brought into compliance with the ordinance. The building owner, Congregation Sherith Israel, desired a seismic assessment and development of a strengthening scheme that would maintain the integrity of the historic interiors and exterior of the building.

SOLUTION

WJE performed a seismic evaluation of the building and developed an innovative retrofit design that met the intent of the City of San Francisco ordinance while remaining sensitive to the architectural design and historic fabric of the building. Highlights of the proposed retrofits include the following:

- A blend of traditional and nontraditional components to meet provisions of the State Historic Building Code and a performance-based approach to satisfy the ordinance requirements
- Center-cored reinforcement in the masonry walls anchored into a reinforced concrete bond beam at the parapet coping, positive floor-to-wall anchorage details at all diaphragm levels, and localized fiber-composite wrap at three critical brick masonry columns
- A system of nitinol wire tension ties in the attic that interconnects the four perimeter walls (yet circumvents the dome sanctuary) to resist the outward movement of the gable end walls and provide stability to the exterior walls—all while providing a mechanism for dissipating energy generated by a large earthquake



www.wje.com

Background

Synergy was founded in 2009 and designated by the USCIS as an official Regional Center in 2010 (W09001270). This designation allows Synergy to underwrite and manage EB5 capital in hospitality related projects in 10 contiguous counties surrounding the San Francisco Bay Area. Our primary industry focus is in hospitality and mixed-use real estate developments with experience in New Market Tax Credits and Historical Tax Credits.

We take pride in our disciplined approach in our underwriting process to be better serve the risk averse nature of EB5 investors. We prefer to be a partner to the project at its inception, to ensure we have full knowledge of the development process. Furthermore, aside from the traditional due diligence process, we take further steps in analyzing the operational plan as well as the exit strategy to ensure the soundness of our projects. Through our partnership with the leading authorities on EB5 laws, all of our projects are fully EB5 compliant. The result is our consistent delivery of a smooth process for our EB5 investors to create domestic, local job through investing into our projects, while applying for their US Green Card to immigrate to US.



Background

Global Presence

Global Presence

- ❖ Cupertino, California USA (Headquarters)
- ❖ Beijing, China

- ❖ Shenzhen, China
- ❖ Shanghai, China



Past and Current Projects

- **Bay** (*San Francisco, CA*)
 - Total Project Cost: \$8,000,000
 - Total EB5 Financing: \$5,000,000
 - 15 room boutique hotel
- **Fulton** (*San Francisco, CA*)
 - Total Project Cost: \$80,000,000
 - Total EB5 Financing: \$25,000,000
 - 139 unit condominium mixed-use project
- **McAllister** (*San Francisco, CA*)
 - Total Project Cost: \$60,000,000
 - Total EB5 Financing: \$42,000,000
 - Total HTC and NMTC: \$10,000,000
 - Hotel renovation project
- **Sloat** (*San Francisco, CA*)
 - Total Project Cost: \$36,000,000
 - Total EB5 Financing: \$27,000,000
 - 56 unit condominium mixed-use project
- **Collins** (*Colma, CA*)
 - Total Project Cost: \$6,000,000
 - Total EB5 Financing: \$4,000,000
 - 80 room senior care facility renovation
- **McLellan** (*South San Francisco, CA*)
 - Total Project Cost: \$4,000,000
 - Total EB5 Financing: \$4,000,000
 - Multi-floor mixed-use project
- **International** (*Oakland, CA*)
 - Total Project Cost: \$13,500,000
 - Total EB5 Financing: \$13,500,000
 - Multi-floor mixed-use development
- **Embarcadero West** : (*Oakland, CA*)
 - Total Project Cost: \$15,000,000
 - Total EB5 Financing: \$7,000,000
 - 109 unit hotel renovation project



President and CEO - Simon Jung

Simon Jung has more than 10 years of experience as a financial advisor for affluent families and emerging enterprises. For personal finance, he specializes in financial planning and asset allocation. For emerging enterprises, he is an expert in advising on growth strategy through macro economics analysis and organizing fund raising campaigns. He started his career at Morgan Stanley as a financial advisor and was one of the top producing brokers. He then became a founding member of Comony Enterprise Inc., a textile importing company, where he developed the company's core marketing strategy, which became the backbone of the company's success. After he earned his master's degree in economics, Simon started conducting merger and acquisition research at a boutique consulting firm. Then he joined Oxford International Group as a market research analyst specializing in business model evaluation and growth strategy development. After that Simon became a founding member of Uniglobe Holdings, where he directed the company's core strategy development and expanded the company's advisory service into China, where he built an overseas, local business development team. Simon has been an active supporter of the Green Movement and is a LEED Accredited Professional recognized by the U.S. Green Building Council.

CFO / COO - Genzo Sekine

Genzo Sekine graduated from University of California, Davis with a Bachelors of Science Degree in Managerial Economics. After graduating, he worked for PriceWaterhouseCoopers, LLP, a big four public accounting firm as a member of the international accounting division. He then received his Master's degree in Business Administration with a concentration in Finance from California State University San Jose. Upon graduation, he worked with Ernst and Young, LLP, another big four public accounting firm, in the business assurance division specializing in the Japanese Business Services and Real Estate groups. After working with PriceWaterhouseCoopers and Ernst and Young, he returned to the root of his passion of hospitality management. Since returning to the hospitality industry he has successfully owned, managed and operated four establishments in the San Francisco bay area within the past 16 years.





SYNERGY CALIFORNIA GREEN HOSPITALITY REGIONAL CENTER, LLC

10835 North Wolfe Road, Cupertino, California USA

Tel: +1-510-397-9598 Fax: +1-408-245-3008

Email: Vip.Service@SynergyEB5.com

www.SynergyEB5.com



Introduction

Equinox Hospitality (“Equinox”) is a US-based, privately owned company in which specializes in hotel acquisitions, asset management, development, project consulting and operations.

The Company has associated with industry leaders to develop first-class services where Equinox takes a unique and creative approach to managing multiple areas of expertise, keeping in mind industry trends, the local market economy in areas of it’s activity, as well as hotel brand standards. Equinox has a global presence with corporate headquarters in San Francisco, California.

Current and Select Projects

JABAL OMAR DEVELOPMENT COMPANY PROJECT

Equinox Hospitality is currently engaged by Jabal Omar Development Company (JODC) in Makkah, Saudi Arabia as a consultant for this iconic project. This is a one-of-a-kind development consisting of 36 high-rise buildings representing 26 upscale hotel brands totaling 11,535 keys with multiple food & beverage facilities. The first five hotels of this project, a 637-room Conrad, a 797-room Hilton Convention Hotel, a 562-room Hilton Suites, a 744-room Hyatt Regency, and a 455-room Marriott; 3,195 rooms in all, are expected to open in 2013. The JODC project is the world's largest hotel development project. It is a well-known fact that this market earns the highest profits for the owners and the operators and has demonstrated being completely isolated from the world's economic woes.

The 26 brands will be represented by 11 major international hotel companies, including Hilton, Hyatt, and Marriott. The role of Equinox is to evaluate and recommend the appropriate brand for each hotel, negotiate letters of intent (LOIs) with the selected brands, negotiate management agreements, identify and engage the appropriate interior design firm for each hotel, along with providing furniture, fixtures & equipment (FF&E) procurement, as well as coordination assistance to the project management team.

CROWNE PLAZA ARLINGTON SUITES - Arlington, Texas

This project included the acquisition and conversion of an all-suites hotel in the Dallas/Fort Worth Metroplex area. The hotel was acquired during a major economic downturn and subsequently renovated without using third party debt. The renovated hotel was reopened and within the first year of operation received the "Newcomer of the Year" award from the InterContinental Hotels Group in 2005. The Crowne Plaza Arlington Suites is now a top performer in the market as Equinox Hospitality continues to own and manage this property.

HILTON GARDEN INN DALLAS/ADDISON - Addison, Texas

This property was acquired by Equinox Hospitality in July 2013. Hilton Garden Inn Dallas/Addison is a top performer in the North Dallas market. The hotel is located on Dallas' Restaurant Row and near the Galleria Mall and many corporate offices.

ALOHA BEACH HOTEL - Kauai, Hawaii

This beachfront resort was acquired and renovated in a joint venture with Lehman Brothers. Subsequent improvements included building 27 new cabana apartment units and now operates as one of the most successful properties in Kauai. Equinox Hospitality operated the hotel initially as a Holiday Inn Sunspree Resort and then as the Aloha Beach Resort Kauai.

WALNUT CREEK MARRIOTT & ATHLETIC CLUB - Walnut Creek, California

Development of a \$35,000,000 combined hotel and athletic club. Responsibilities included feasibility analysis, plan development, and projections of project costs.

HYATT REGENCY SACRAMENTO - Sacramento, California

Development of a \$55,000,000 mixed-use project containing a full-service convention hotel and merchandise mart. The development was a public-private venture with the City of Sacramento. Responsibilities included complete project management responsibilities from conception through completion. When a member of our team was engaged, initial project costs were \$6,000,000 over budget, and the schedule was six months behind. The finished hotel came in on budget, and completed within the original schedule.

THE DAVENPORT HOTEL - Spokane, Washington

A \$32,000,000 renovation of a historic landmark hotel. The project included the conversion of 400 rooms to a 284 room property with the addition of 6000 square feet of meeting space. Services provided by a member of our team included feasibility analysis, cost analysis, and project management during construction.

HILTON PLEASANTON AT THE CLUB - Pleasanton, California

The development of a \$24,000,000 full-service Hilton hotel which was physically connected to the largest athletic club in Northern California. The hotel was developed in a joint venture with a major insurance company. Our team's responsibilities included complete project development management and the management of day to day operations.

LAGUNA CLIFFS MARRIOTT RESORT & SPA - Dana Point, California

This environmentally sensitive ocean bluff hotel development was a \$55,000,000 three hundred room hotel and spa project which was developed in a joint venture with a major Texas based financial institution. Our team's responsibilities included complete project development and management of day to day operations.

APPENDIX A SUPPLEMENTAL SCHEDULES

Schedules E, O, and K attached

**SCHEDULE E
PROJECT CONSULTANT TEAM LISTING**

To be completed by prime consultants only.

Date 11/11/2014



Note:
The consultant herewith must list all subconsultants regardless of tier and their respective percentages of the project work. No other subconsultants, other than those listed below shall be used without prior written approval by the City of Oakland. Provide all information listed and check the appropriate boxes. Firms must be certified with the City of Oakland in order to receive Local/Small Local Business Enterprise credits.

Company Name: Creative Development Partners

Signed: _____

Type of Work	Company Name	Address and City	Phone Number	% of Project Work	Dollar Amount	Subcontractor	Local (LBE)	Small Local (SLBE)	* Ethnicity	** Gender
Developer	Creative Development Partners	490 Lake Park Avenue Suite 16242 Oakland, CA		3%			X	X	AA	M
Developer	Harbinger Development	Boston, MA		3%					C	M
Developer	Equinox Hospitality	San Francisco, CA		3%						
Architecture	Lowney Architects	360 17th Street, Suite 100 Oakland, CA		5%			X	X	C	M
Structural Engineer	Holmes Culley	San Francisco, CA 94104		1%						
Landscape Architect	PGADesignInc	444 17th Street Oakland, CA 94612		1%			X	X	C	F
Historic Architect	WJE	Emeryville, CA		0.05%					C	M
Green Design	Integral Group	427 13th Street Oakland, CA 94612		0.05%			X	X		
Green Design	Loisos +Ubbelohde	Alameda, CA		0.05%						
Green Engineering	Hyphae Design Laboratory	942 Clay Street Oakland, California 94612		0.05%			X	X	C	M
Geotechnical Engin.	Rockridge Geotechnical Eng	270 Grand Avenue Oakland California 94612		1%			X	X		
Sound Engineering	Meyer Sound Laboratories	Berkeley, CA		0.05%						
Retail Consultant	MJB Consulting	Berkeley, CA		0.05%						

Attach additional page(s) if necessary.

Contractors are required to identify the ethnicity and gender of all listed firms majority owner. This information will be used for tracking purposes only.

* (AA=African American) (AI=Asian Indian) (AP=Asian Pacific) (C=Caucasian) (H=Hispanic) (NA=Native American) (O=Other) (NL=Not Listed)

** (M = Male) (F = Female)

(Revised as of 6/06)



**CONTRACTOR ACKNOWLEDGEMENT OF CITY OF OAKLAND CAMPAIGN CONTRIBUTION LIMITS
FOR CONSTRUCTION, PROFESSIONAL SERVICE & PROCUREMENT CONTRACTS**

To be completed by City Representative prior to distribution to Contractor

City Representative _____ Phone _____ Project Spec No. _____

Department _____ Contract/Proposal Name _____

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

Contractor Name Creative Development Partners LLC Phone (510) 592-4769

Street Address 490 Lake Park Avenue, #16242 City Oakland State CA Zip 94610

Type of Submission (check one) Bid Proposal Qualification Amendment

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

Individual or Business Name _____ Phone _____

Street Address _____ City _____ State _____ Zip _____

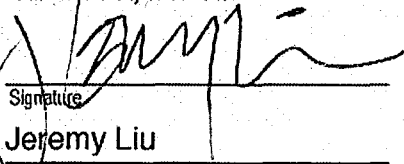
The undersigned Contractor's Representative acknowledges by his or her signature the following:

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

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

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

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



 Signature
Jeremy Liu

 Print Name of Signer

11.10.14

 Date
Managing Partner

 Position

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

Date Received by City: _____ By: _____

Date Entered on Contractor Database: _____ By: _____

Pending Dispute Disclosure Form

Policy – All entities are required to disclose pending disputes with the City of Oakland when they submit bids, proposals or applications for a City contract or transaction involving:

- The purchase of products, construction, non-professional or professional services.
- Contracts with concessionaires, facility or program operators or managers.
- Contracts with project developers, including Disposition and Development Agreements, lease Disposition and Development Agreements and other participation agreements
- Loans and grants, or acquisition, sale, lease or other conveyance of real property, excluding licenses for rights of entry or use of city facilities for a term less than thirty (30) consecutive calendar days.

Disclosure is required at the time bids, proposals or applications are due for any of the above-described contracts or transactions when an entity is responding to a competitive solicitation and at the commencement of negotiations when bids, proposals or applications are solicited by or submitted to the City in a non-bid or otherwise non-competitive process.

The disclosure requirement applies to pending disputes on other City and Agency contracts or projects that: (1) have resulted in a claim or lawsuit against the City of Oakland (2) could result in a new claim or new lawsuit against the City of Oakland or (3) could result in a cross-complaint or any other action to make the City of Oakland a party to an existing lawsuit. "Claim" includes, but is not limited to, a pending administrative claim or a claim or demand for additional compensation.

Entities required to disclose under this Disclosure Policy include (1) any principal owner or partner, (2) any business entity with principal owners or partners that are owners or partners in a business entity, or any affiliate of such a business entity, that is involved in a pending dispute against the City of Oakland or Agency.

Failure to timely disclose pending disputes required by this policy may result in (1) a determination that a bid is non-responsive and non-responsible for price-based awards, or (2) non-consideration of a bid or proposal for a professional service contract or other qualification-based award. The City may elect to terminate contracts with entities that failed to timely disclose pending disputes and/or initiate debarment proceedings against such entities.

Individuals, Businesses or other entities should respond below:

1. Are you or your firm involved in a pending dispute or claim Against the City of Oakland?

No Yes (check one)

2. If you answered "Yes", list existing and pending lawsuit(s) and claim(s) with the title and date of the contract, a brief description of the issues, officials or staff persons involved in the matter and the City or Agency department/division administering the contract.

Contract Title: _____

Date: _____ Official(s), Staff person(s) involved: _____

Administering Department/Division: _____

Issues: _____

Contract Title: _____

Date: _____ Official(s), Staff person(s) involved: _____

Administering Department/Division: _____

Issues: _____

(check) Additional Disputes listed on Attachment

By signing below, I certify that all representations and disclosures made herein are true, correct and complete.

Signature:  _____

Print Name: Jeremy Liu _____

Title: Managing Partner

Date: November 10, 2014

Henry J. Kaiser Convention Center Proposal

Orton Development Inc.

November 12, 2014

In Response to: Request for Proposals (Notice of Development Opportunity) for the Rehabilitation and Adaptive Reuse of the Henry J. Kaiser Convention Center | City of Oakland

Dear Selection Committee,

November 12, 2014

The redevelopment of the Henry J. Kaiser Convention Center and Calvin Simmons Auditorium is an exceptional challenge and opportunity.

For over thirty years, ODI has specialized in large-scale rehabilitation projects, including many in Oakland. We have long hoped for a revitalized HJK and Auditorium, and as locals we recognize the opportunity this presents for revitalizing the greater neighborhood.

In our proposal, we have outlined a strategy for making the arena and auditorium into world-class space. We have also focused on creating a destination that ties into its surrounding environs, activating new parts of the neighborhood and giving people a reason to explore areas that are otherwise underutilized and cut off. The proposal addresses all of the key objectives in both the RFP and in the Lake Merritt Specific Plan, creates new, missing amenities, and finds ways to work with the community to tie together what is an otherwise institutional and disparate neighborhood.

Coming up with a plan to fix the theatre and stabilize the building is relatively straightforward. However, what is extremely difficult is coming up with a plan that is economically viable, that serves the community, and that efficiently navigates a warren of regulatory requirements.

The plan presented in this proposal is based on our experience doing over eighty similar projects, spanning approximately twenty million square feet and multiple market cycles. For this project, we have put together a world-class team of subs and consultants, many of whom are based in Oakland. And, as a self-financed company, we are able to move forward without delay.

Thank you for your consideration. We hope together we might return this magnificent building to life.



James Madsen
jmadsen@ortondevelopment.com
(510) 734-7605

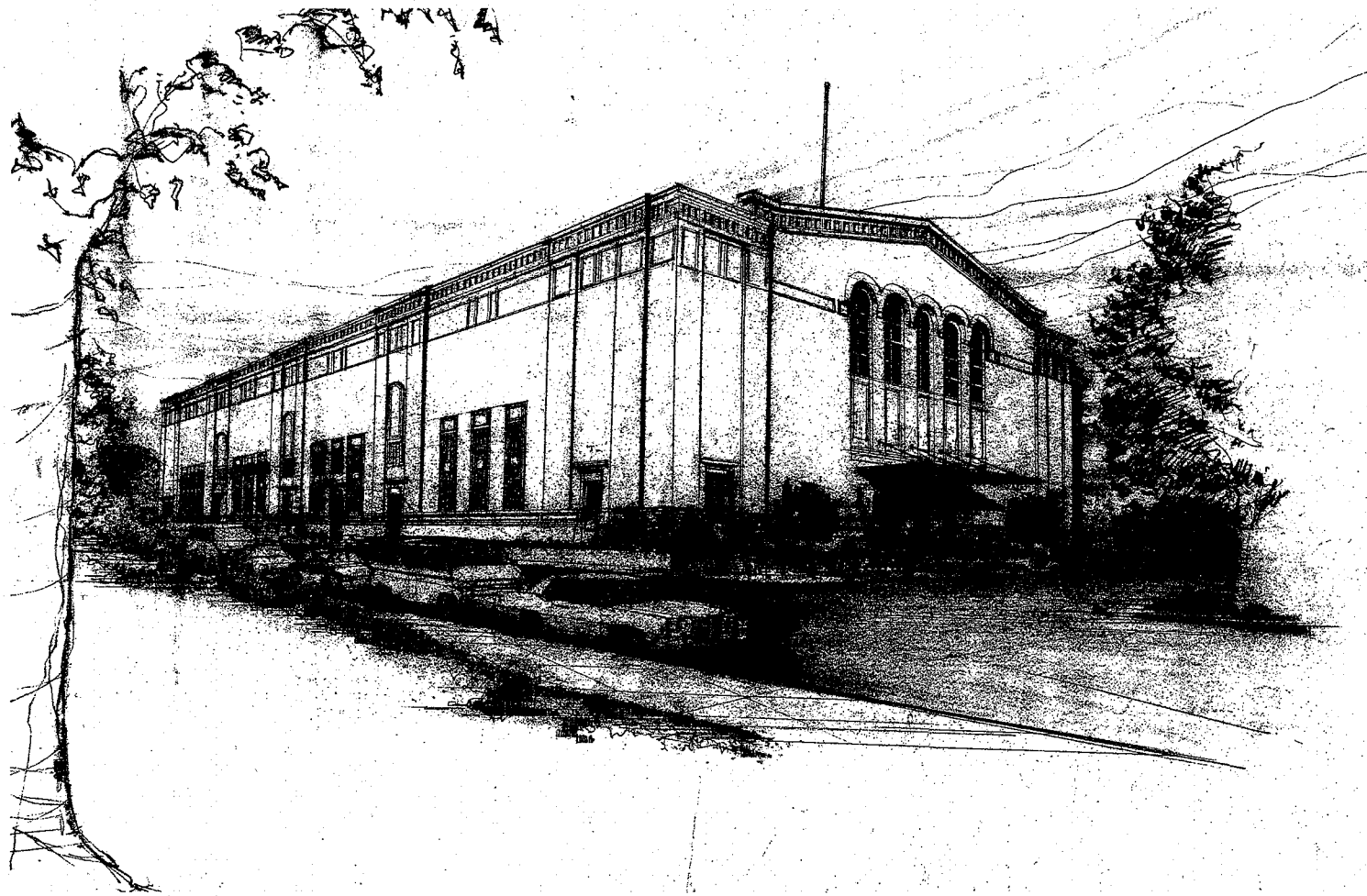


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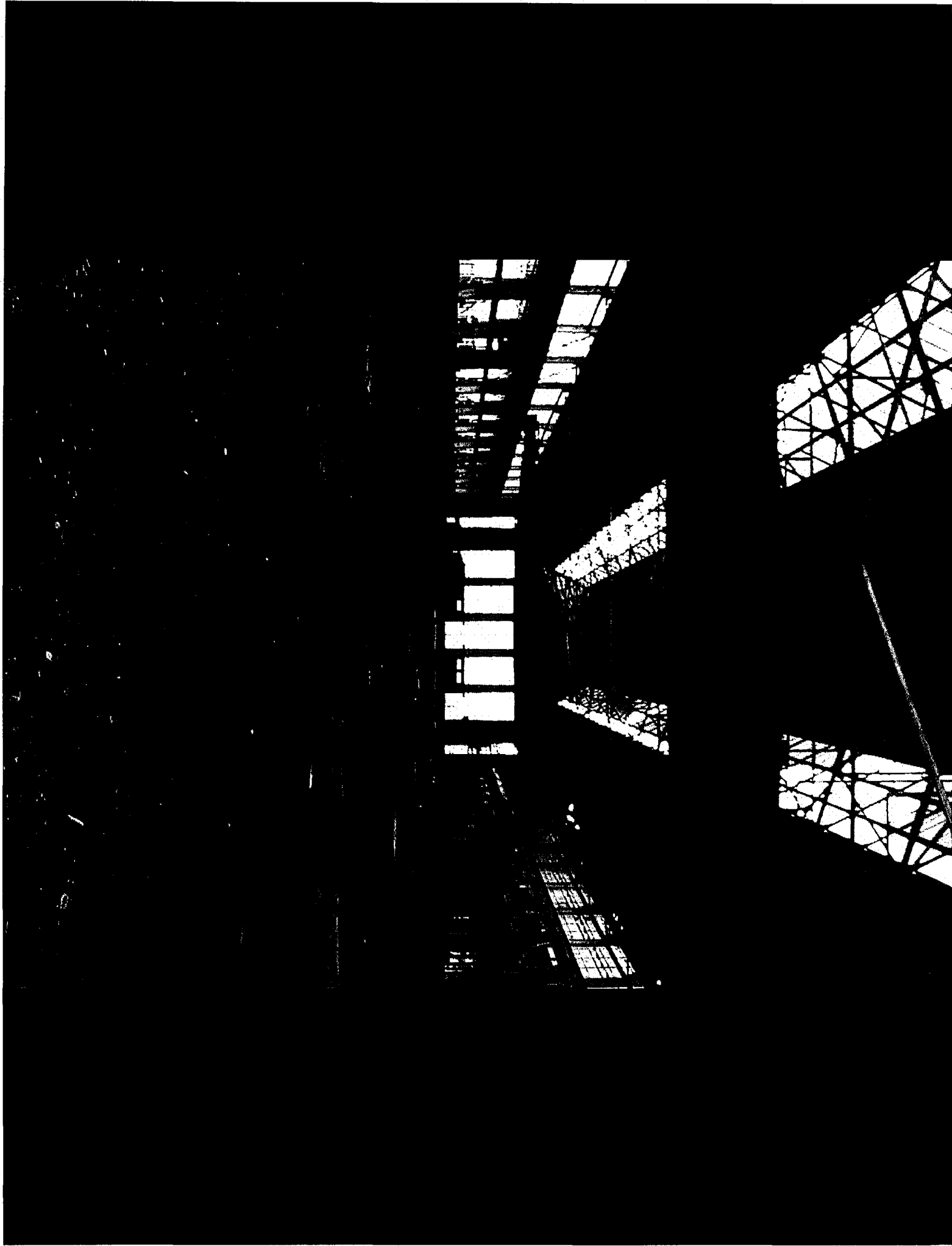
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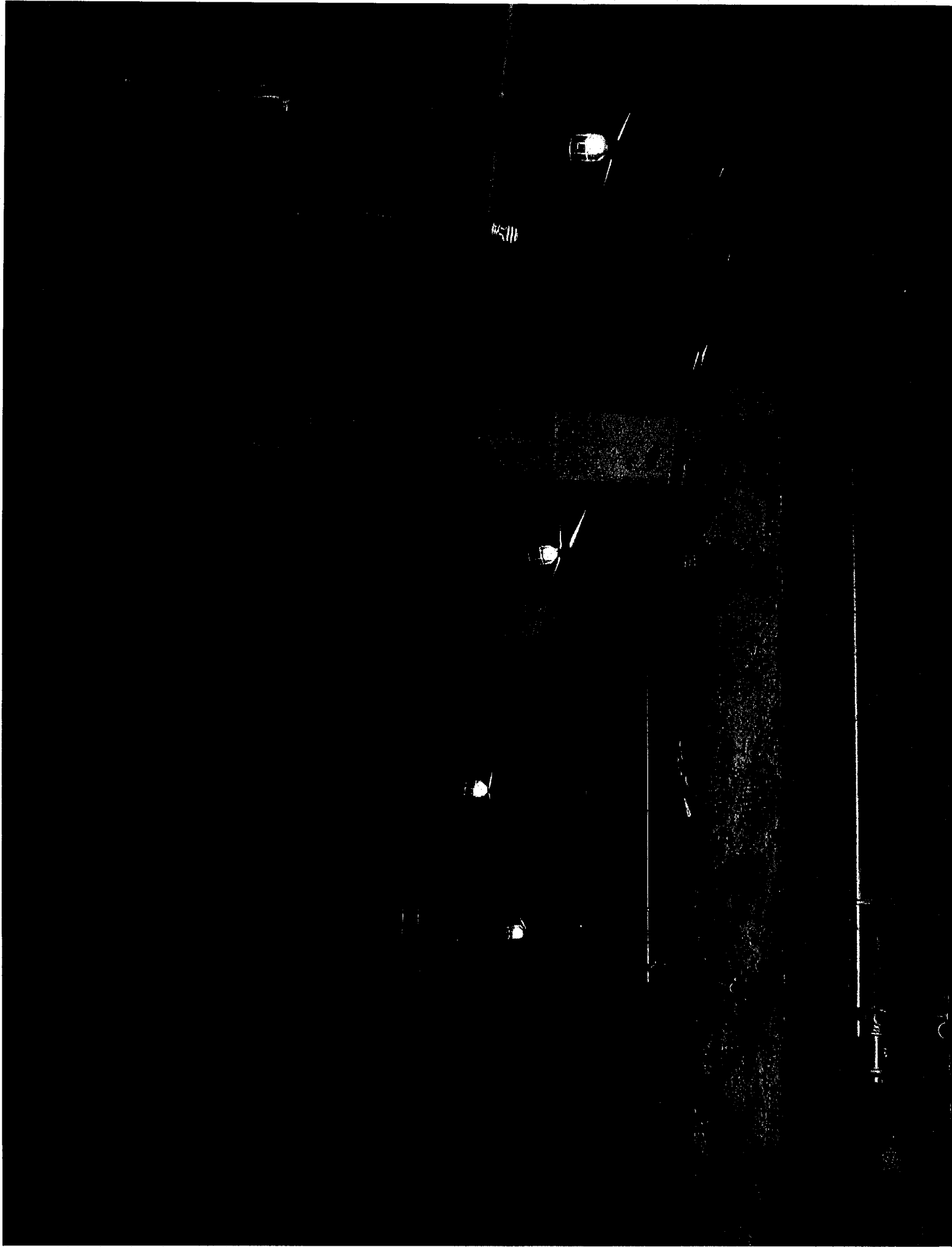








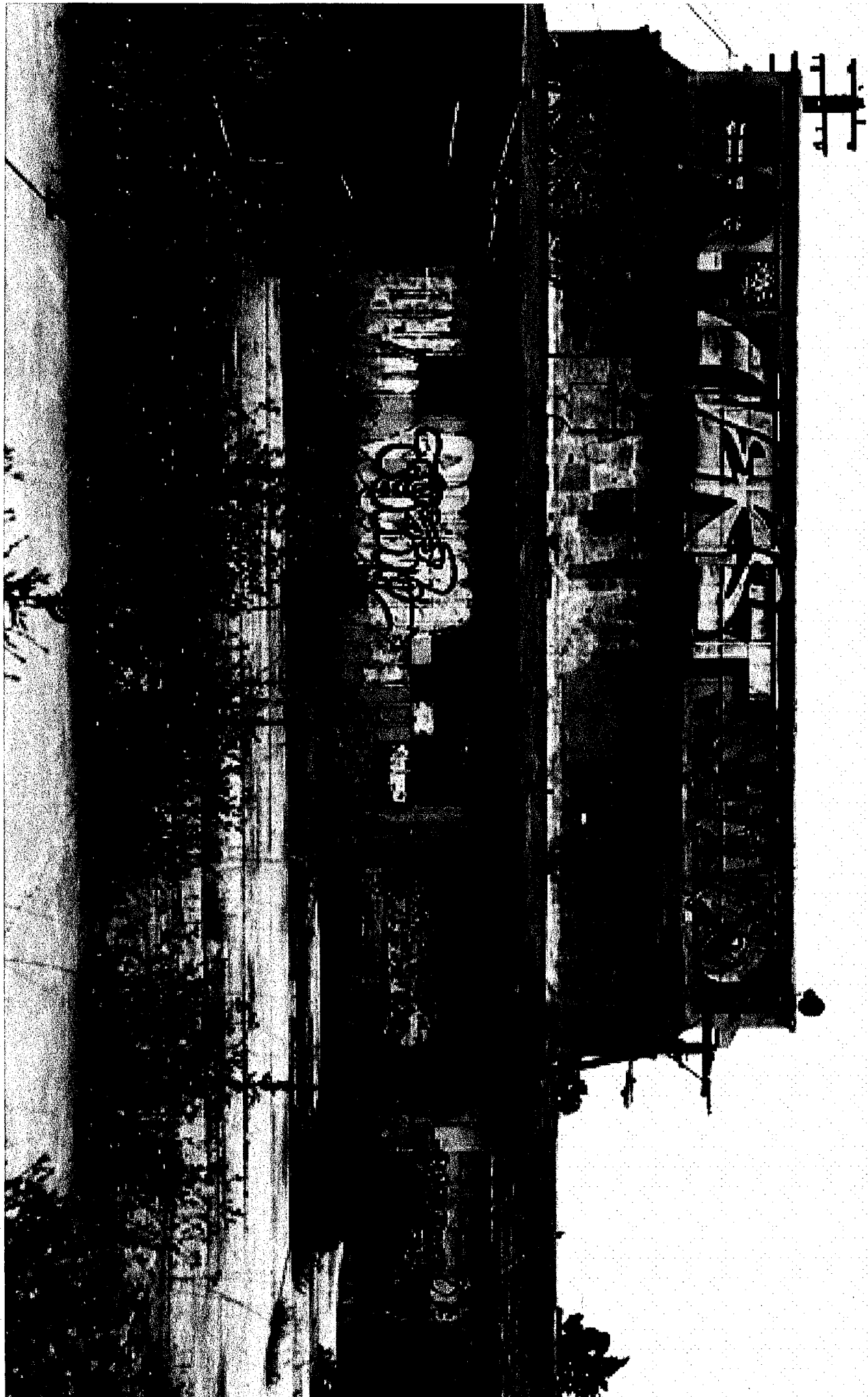








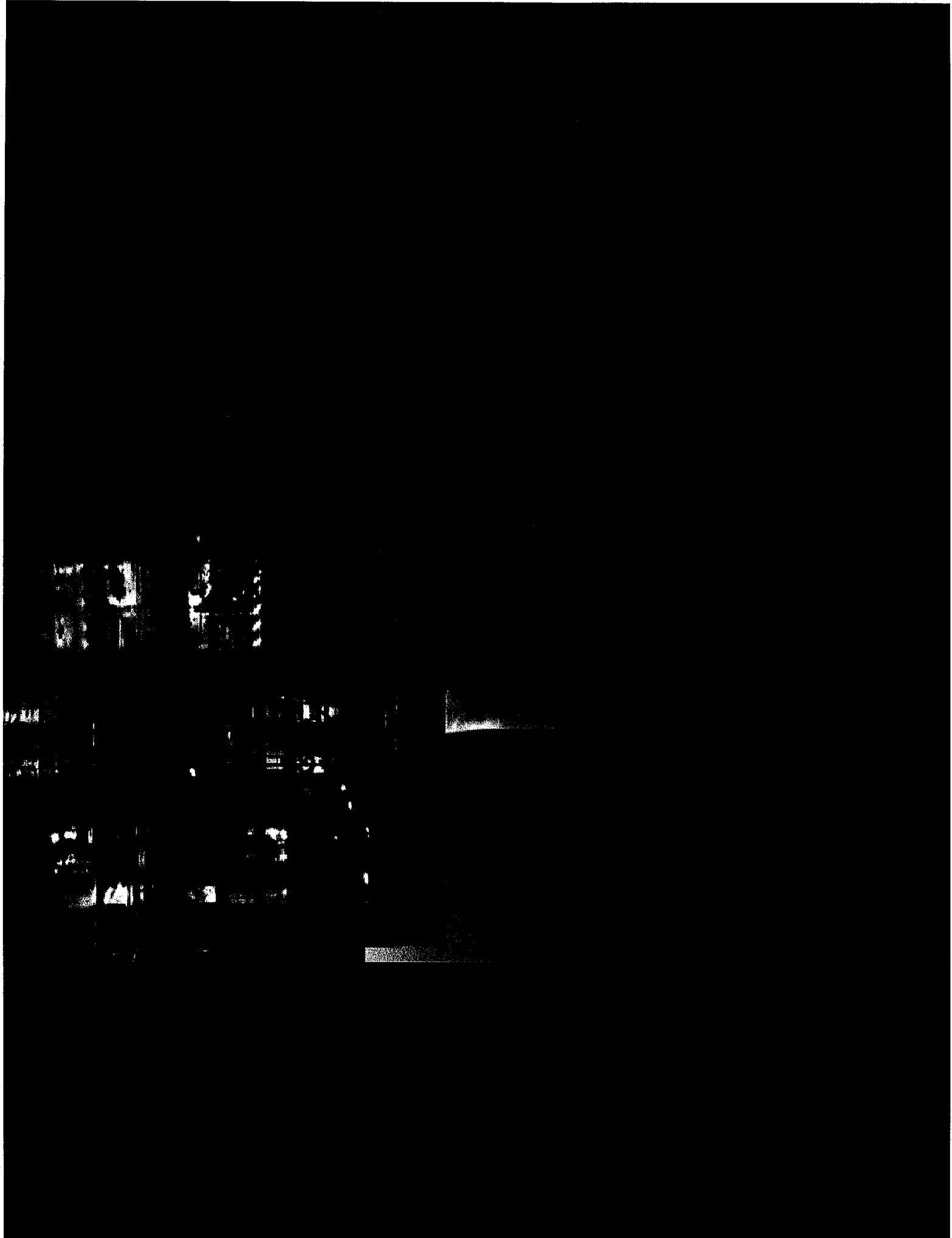












Orton Development Inc.

1475 Powell Street, Suite 101
Emeryville, CA 94608

P: 510 | 428.0800

Eddie Orton		eorton@ortondevelopment.com
Joey Orton		jorton@ortondevelopment.com
James Madsen		jmadson@ortondevelopment.com

www.ortondevelopment.com

Development Team Description and Experience

A. Development Entity and Team

Orton Development Inc. (ODI) specializes in large-scale rehabilitation and redevelopment projects. Over the last thirty years, ODI has redeveloped over twenty million square feet spanning over eighty projects including office, industrial, research and development, loft, and warehouse space.

ODI manages all aspects of the redevelopment process including zoning, environmental, design, construction, and marketing. ODI creates and relies on long-term relationships and its sterling reputation in the industry to negotiate good deals and receive great service from local providers. ODI believes in old-fashioned values and integrity; it offers a small core team — the people you see are the people you get — of dedicated, hands-on makers, with a combined experience at ODI nearing 100 years.

We create value with world-class design to counter vacancy, urban blight, environmental damage, structural challenges, and functional obsolescence, with a specialty in repositioning historic properties. ODI projects create numerous local jobs, both during the construction process and upon completion. Ultimately, the projects attract premier tenants with deftly designed, highly efficient workplaces that result in great productivity at competitive rents.

Please see the attached Exhibit A or visit www.ortondevelopment.com for a representative portfolio..



J.R. “Eddie” Orton III
President, Orton Development Inc.

Eddie Orton earned his law degree at the University of California Berkeley as a member of the Law Review. After serving briefly as a law clerk in the United States Court of Appeals in San Francisco, Orton joined the family company as West Coast Manager and Trader for RSM Company, a domestic and international textile trading company based in North Carolina.

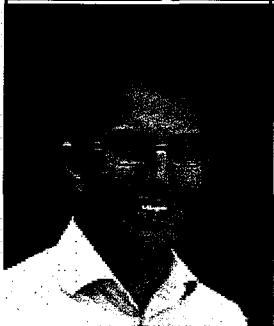
For five years he was responsible for trade in Mexico, Italy, Peru and Japan. Under his management, the Oakland office produced an annual turnover of approximately \$10 million. As owner of RSM, Orton now serves as vice-chairman of the board.

In 1984, Mr. Orton began his real estate investments, specializing in mixed-use industrial rehabilitation development in the San Francisco Bay Area. His real estate partnerships have owned and developed approximately 20,000,000 square feet of property.



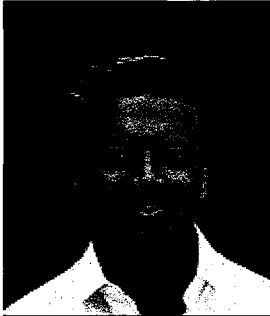
Joey Orton
Partner

Joey joined ODI in July of 2012. Previously he attended the University of Southern California, graduating summa cum laude with a degree in neuroscience. Joey is currently in charge of acquisitions in the St. Paul and Minneapolis markets and is managing 5 projects nationwide. Joey also acts as the owners representative to Orton Entertainment, overseeing the Craneway pavilion, a premier, 5000 capacity venue on the SF bay and Assemble restaurant.



Nick Orton
Partner

Nick joined ODI in January 2011. Previously, he taught high school math, English, and history at Tilden Prep, a small private high school in Albany, CA. He graduated from Swarthmore College in 2009 with a double major in Economics and Political Science. Nick has managed projects in Indianapolis, IN, Portland, OR, Lisbon, Portugal, and throughout the Bay Area.



James Madsen
Partner

James joined ODI in 2007. A graduate of Stanford University with a B.A., Political Science and honors in international security studies, he previously held positions at the White House, the State Department, and managed SSE Capital Group. Since joining ODI in 2007 he has acquired and developed over 1,000,000 square feet of office and industrial property in California, Nevada, and Oregon. He currently works on acquisitions and is managing the redevelopment of Historic Pier 70 in San Francisco.



Will Johnson
Project Manager, Pier 70

Will Johnson joined ODI in 2012. Previously, he worked for CRD Analytics in New York City, and the Spannocchia Foundation in Siena, Italy. He graduated from the University of Pennsylvania with a B.A. in American History and earned an M.S. in Sustainability Management from Columbia University. Will currently helps manage the Pier 70 project.



Everardo Mora
Assistant Project Manager, Pier 70

Everardo joined the ODI team in 2012. He graduated from the University of California, Berkeley in 2009 with a B.A., highest honors, in American Studies with a concentration on planning, policy, and minority communities. He is a practicing oral historian and a union meat cutter. Everardo assists with the redevelopment and management of the Pier 70 Historic Building Project.



Carole Ann Bradley
Assistant Project Manager, Pier 70

Carole Ann joined the ODI team in 2014. She graduated from Stanford University with a B.S. in Engineering, where she was an active member of the Stanford Solar Car Project. Carole Ann helps manage the redevelopment of the Historic Pier 70 Project.



Steve Schwartz
Environmental Abatement/Demo

Steve Schwartz runs ODI's in-house environmental company, Nova Inc. Steve has 30 years of experience with Environmental abatement. He has worked on over 50 project totaling more than 30,000,000 square feet. Steve is also a demolition expert and experienced construction foreman.



Ivonne Inurritegui-Folster
Vice President

Ivonne Inurritegui-Folster graduated with a B.A., Business Administration, at the Universidad Catolica in Lima-Peru. During and after her studies, she worked with Lever Pacocha, a subsidiary of Unilever in London, as assistant to the Marketing Director. Upon her departure from Lever, she formed two companies, becoming the youngest entrepreneur in Lima, and sold both businesses after coming to the US. Ivonne joined ODI in 1993. As a Vice President, she now oversees the asset management of the entire portfolio.



Maria Holmes
Project Manager

Maria Holmes has been part of the ODI team since 1999. She is a graduate of the University of National and World Economics in Sofia, Bulgaria, with a Master's degree in Business and Economics. Maria spearheads ODI's relationship with regulators and government agencies across all projects and is the company's go-to person for graphic design and IT matters.



Michelle Heredia
Executive Assistant

Michelle joined the ODI team in 2007. Michelle manages day to day operations in the Richmond office, works on special projects, and assists with property management. She oversees the taxes for ODI's properties and is the contact for inter-department and ownership related information and documents. Michelle is also a licensed Notary.

i. Identify the legal entity with which the City would contact. List any and all joint venture partners, limited partners, members or other equity holders and their percentage interests and capital/equity committed to the entity. Provide federal tax identification number and date of incorporation or organization.

The legal entity the city would contact is Orton Development Inc, a private company equally owned by Eddie and Amy Orton.

Orton Development, Inc.
3049 Research Drive
Richmond, California 94806
Incorporated: 1987
Tax Identification Number: Provided in Confidential Submittal

A single-purpose LLC would be formed for this project and would be the signatory to a final master lease. The LLC Managing Member would be Eddie Orton; James Madsen, Joey Orton, Nick Orton, Nora Orton, and Amy Orton would be additional Members and each would contribute proportionate equity. ODI does not have joint venture partners.

ii. Identify the person(s) in charge of negotiations, the limits of their negotiation authority and key personnel who will be involved in decision-making and day-to-day project management.

Eddie Orton, Joey Orton, and James Madsen would have complete authority in negotiations and decision-making and would be involved in day-to-day project management.

iii. Describe the intended role of each team member and key personnel in the implementation of the project and the responsible entity in the organizational structure for entitlement phase, construction stage, and ongoing property management.

ODI believes in having a small, core team involved in all aspects of a project, throughout the duration of the project. Eddie Orton, Joey Orton, and James Madsen would be involved with the project from initial negotiations through completion, and additionally as follows:

Entitlements, Finance, Design, and Construction: Eddie Orton, James Madsen, Joey Orton
Project Management, Permitting: Will Johnson, Everardo Mora, Carole Ann Bradley
Abatement and Construction Management: Steve Schwartz

iv. Discuss plans to include LBEs and SBEs as partners, consultants, and contractors. Please indicate whether the development team includes and LBE or SBE equity partners and, if so, what percent of capital investment each is anticipated to contribute.

ODI believes in using local partners to the greatest extent possible. A full team of partners, consultants and contractors is to be determined, however, ODI's goal is to leverage the help of local experts to create local jobs, especially in construction and leasing. ODI has a long history of using Oakland businesses for past Oakland projects.

v. Identify selected consultants, including licensed design professionals, and identify the lead person with each consultant.

Architect | Heller Manus Architects
Clark Manus - 32 year Oakland resident

Structural Engineers | Nabih Youssef Associates
Michael Gemmill

Preservation Architect | Muller & Caulfield Architects | SLBE
Rosemary Muller - Oakland Business Owner

Landscape Architect | Hood Design | LBE | SLBE
Walter Hood - UC Berkeley Professor, Oakland Business Owner

Sound Consultant | Meyer Sound
Helen Meyer - Berkeley Resident and Business Owner

Crowd Funding Consultant | Fundrise LLC
Tom Lockard

Community Consultant | Oaklandish
Angela Tsay - Oakland Resident and Business Owner

Clark Manus, FAIA

CEO

EXPERIENCE

Clark Manus, FAIA is CEO of Heller Manus Architects and the 87th President of The American Institute of Architects. Clark's experience over the past 30 years encompasses a wide range of new and reconstruction projects including residential, commercial, civic, rehabilitation and adaptive re-use, performance facilities, retail and urban design plans in the San Francisco Bay Area and China. Clark is recognized for his expertise in complex urban, mixed-use buildings and master planning projects, especially in difficult approval environments.

Beyond the realm of his practice, Clark is a vocal activist for community design and advocacy issues affecting policies and planning that reinforce the urban fabric of the San Francisco Bay Area region that encourage the creation of livable communities. He has held leadership positions in key civic endeavors to broaden the dialogue of public interaction with the architectural community through the AIA.

ACCOMPLISHMENTS

American Institute of Architects, 87th President
Board Member, Architecture for Humanity
The Japan Institute of Architects, Honorary Member
The Royal Architectural Institute of Canada (RAIC), Honorary Member
Korean Institute of Architects, Honorary Fellow
Australian Institute of Architects, Honorary Member
AIAS President Citation 2011
AIA Convention, 2011 AIA Kansas City Allied Arts & Craftsmanship Awards, Arts Citation Award
1994 President, American Institute of Architects/ San Francisco
Treasurer, San Francisco Friends of City Planning
Chair, San Francisco Transbay Citizen's Advisory Committee

EDUCATION Master of Architecture, University of Pennsylvania
Bachelor of Arts, Environmental Design and Psychology, University of New York at Buffalo

HM HELLER MANUS

ARCHITECTS

AFFILIATIONS

Member, Urban Land Institute
Member, Council on Tall Buildings and Urban Habitat
Member, Lambda Alpha International

AWARDS OF NOTE

Hotel Vitale

Sunset Magazine Best Hotels in the West, 2011
Best Hotel Deal of the Year Award, San Francisco Business Times, 2004

The Infinity

2010 Construction Communications, Building of America Award
California Construction Best of 2008 Awards, Best Residential

The Metropolitan

2005 Gold Nugget Award, Award of Merit, Best Residential Project

San Francisco City Hall Improvement Project

2000 AIA Western International Design Awards Program, Award of Honor in Architecture

2000 AIA California Council, Award of Merit, Excellence in Design

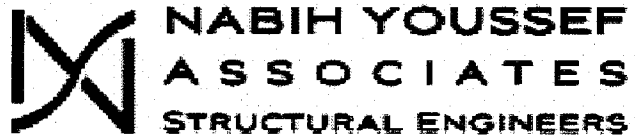
1999 National Trust for Historic Preservation, Award of Merit

733 Front Street

2009 Construction Communications, Building of America Award

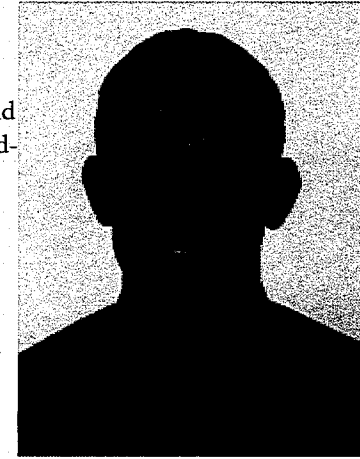
The Beach Chalet

1999 Society for Registered Architects California Council, Design Award for Excellence



**NABIH YOUSSEF
ASSOCIATES
STRUCTURAL ENGINEERS**

Mr. Gemmill has extensive experience in analysis, design and construction of a wide variety of large-scale projects, including tall buildings, university facilities, laboratories, hospitals, seismic retrofit, adaptive reuse, residential buildings and large-scale commercial development. He is also a specialist in applying state-of-the-art technologies, such as passive energy dissipation and base isolation in building structures. Mr. Gemmill plays a prominent technical role for NYA and manages NYA's San Francisco office.



Michael Gemmill, S.E.
Senior Vice President

Education

M.S., Structural Engineering,
Mechanics and Materials,
University of California, Berkeley

B.S. Civil Engineering
University of Maryland at College Park, Cum
Laude

Professional Licenses

Licensed Structural Engineer- California
Licensed Civil Engineer – California

Professional Affiliations

Structural Engineers Association of Northern
California

SEAONC Board of Directors (2011-13)

Earthquake Engineering Research Institute

American Society of Civil Engineers

Applied Technology Council

PRESENTATIONS

“UCSF Regeneration Medicine Building,” SEAONC Dinner Presentation, San Francisco, CA,
February 2011.

“Emporium Redevelopment – Westfield San Francisco Centre,” SEAONC Dinner Presentation,
San Francisco, CA, August 2006.

“Design of a New Steel Moment Frame Building Incorporating Viscous Dampers Following the
Guidelines of the 1999 SEAOC Blue Book,” Applied Technology Council Convention, ATC17-
2, Los Angeles, CA, May 2002.

“Virtual Base Isolation by Building Softening with Drift Control Provided by Fluid Viscous
Dampers,” Seventh U.S. National Conference on Earthquake Engineering, Boston, MA, July
2002

PUBLICATIONS

“Structural Engineer’s Association of California Seismic Design Manual #5 – Examples of
Seismically Isolated Buildings and Buildings with Dampers”, SEAOC, 2013

“Recommended Administrative Bulletin on the Seismic Design and Review of Tall Buildings Using
Non-Prescriptive Procedures,” prepared for City of San Francisco Department of Building
Inspection, SEAONC AB-083 Task Group, April 2007.

“Virtual Base Isolation by Building Softening with Drift Control Provided by Fluid Viscous
Dampers,” *Proceedings of the Seventh U.S. National Conference on Earthquake Engineering*, EERI,



Rosemary Muller, FAIA
Principal

SINCE 1976, ROSEMARY MULLER, FAIA, has compiled a body of work from seismic upgrade of government facilities, new and renovated offices and schools, historic buildings, vehicle maintenance facilities, to new and remodeled housing. She founded her firm in 1977, merged with Tom Caulfield to form Muller & Caulfield in 1992, and took over as sole principal after Tom's death in 2007. A former IBM systems engineer, she is a leader in the use of CAD and other computer applications in architecture. She has recently completed seven years of service on the Oakland Landmarks Board.



- LEED accredited green design
- Programming, Master planning
- 3D BIM and visualizations
- Seismic Upgrade (former member of state Seismic Safety Commission)
- Public meetings for community consensus
- Investigation of existing buildings
- Historic Preservation
- Site analysis and aesthetic grading design (Licensed Civil Engineer as well as architect)

- Fellow, American Institute of Architects. Bestowed on 2% of architects, AIA fellowship honors design that advances the profession of architecture.
- Thousand Oaks Elementary School, Berkeley, CA
AIA East Bay, Citation for Urban Design 2003
AIA California Chapter/ Coalition for Adequate School Housing, Honor Award for Design Excellence, 1998
Learning by Design Honor Award, 1998
Architectural Portfolio, Citation 2001
- Plaza Building, Oakland, CA California
Preservation Foundation, 2002 Design Award
- Carnegie Library, Alameda, CA
Alameda Architectural Preservation Society 2004 Preservation Award
- Aztec Hotel, Oakland, CA
Leadership in Design Award, California Women in Environmental Design, 1993

HOOD

S T U D I O

Selected Projects

Sears Crosstown | Memphis, TN
2013-present

Cooper Hewitt Garden | New York, NY
2012-present

Broad Museum | Los Angeles, CA
2011-present

Crenshaw Transit Corridor | Los Angeles, CA
2010-2012

Port of Los Angeles Waterfront Development
Wilmington, CA
2010-present

California African American Museum
Los Angeles, CA
2009-present

Greenprint, Greater Hill District Master Plan
Pittsburgh, PA
2009-2010

Center Street | Berkeley, CA
2008

Baldwin Hills Park Master Plan
Los Angeles, CA
2001

Education

Distinguished Master of Fine Arts
The School of the Art Institute of Chicago, 2010.

Master of Landscape Architecture
University of California, Berkeley, 1989

Master of Architecture
University of California, Berkeley, 1989

Bachelor of Science in Landscape
Architecture
North Carolina A&T State University, 1981

Studio

Hood Design (1992-present)
Principal Oakland, CA

Academic Appointments

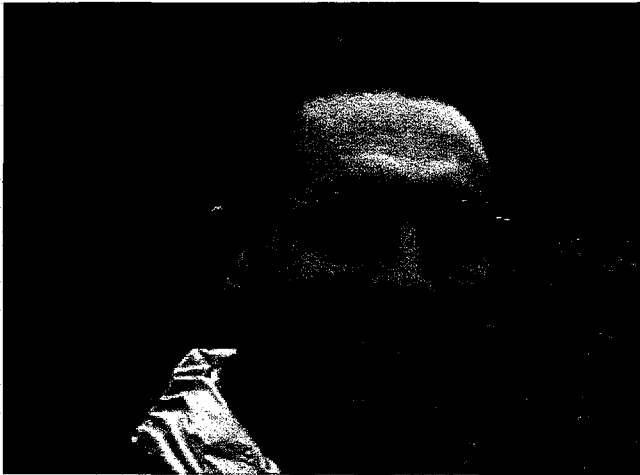
Professor Department of Landscape
Architecture
University of California, Berkeley,
(1990- present)

Chair, Department of Landscape Architecture
and Environmental Planning
University of California, Berkeley
(1998-2002)



Walter J. Hood, Jr.
Principal

Walter Hood is an artist, designer and educator based in Oakland, CA. He regularly exhibits and lectures on professional and theoretical projects nationally and internationally. His studio, Hood Design has been engaged in architectural commissions, urban design, art installations, and research since 1992. Walter is also a professor at the University of California, Berkeley's College of Environmental Design. He was chair of the Landscape Architecture and Environmental Planning Department from 1998 to 2002.



Tom Lockard
Vice President of Real Estate
& Institutional Sales

Tom is the Vice President of Real Estate and Institutional Sales for Fundrise. Tom focuses on sourcing new transactions, developing institutional relationships, and advises on securities related matters. Tom is based in San Francisco and leads all company efforts in California.

Prior to joining Fundrise, Tom was a partner at the California investment bank Stone & Youngberg and then a managing director at Stifel Nicolaus after a sale of Stone & Youngberg to Stifel in 2011. Over his 29 year career Tom has structured more than 500 municipal bond issuances representing more than \$6 billion in California local government financings.

While at Stone & Youngberg Tom worked with the City of Oakland structuring a variety of Redevelopment Agency bond issues as well as a 1915 Act special assessment bond issue for the Piedmont Pines neighborhood. He led Stone & Youngberg's banking efforts with the Oakland Military Institute. He previously worked with then Council Member

Quan in the evaluation of financing options for soft story seismic reinforcements. He has recently worked with Oakland's former Planning Director, Claudia Cappio, as part of Federal/State task force evaluating infill development public financing alternatives in the wake of the demise of redevelopment tax increment finance. Tom is treasurer of the Bay Bridge Alliance, a 501c3 established to celebrate the opening of the east span of the Bay Bridge. (However well intentioned the public/private partnership created to celebrate the bridge opening was, the Bay Area never had a formal public celebration to open the bridge because of the engineering delays that postponed the bridge's opening!) Tom personally provided a guarantee on the working capital loans for the non-profit Fruitvale Community Check Cashing project during its first three years of operation. <http://www.communitycheckcashing.org/> He found Fundrise by working with the San Francisco Community Land Trust and exploring real estate funding for affordable housing preservation as well as the Marcus Bookstore. Tom is the board treasurer of the Center for Investigative Reporting and is a member of the board of the North Beach Salesian Boys' & Girls' Club. Tom earned an MBA at the Wharton School of the University of Pennsylvania and an AB at Stanford. Fundrise finances US real estate by facilitating direct, on-line investments.



FUNDRISE
BUILD YOUR CITY



B. Disclosures

i. Is the development entity or any principal owner in the proposed project involved in any litigation or disputes that could result in a financial settlement having a materially adverse effect on the Respondent's financial condition? If yes, please explain.

No.

ii. Does the development entity or any principal owners in the proposed project have any off-balance sheet liabilities, such as corporate or personal loan-guarantees? If yes, please provide details of these items.

All material guarantees are reflected on financial statements.

There are no material off-balance sheet liabilities.

Developers do have non-material guarantees in the standard course of business. Such guarantees do not affect the financial condition of the company.

iii. Has the development entity or any named individual in the proposed project ever filed for bankruptcy or had projects that have been foreclosed, or transferred to a creditor in lieu of foreclosure, or projects where the developer renegotiated or refinanced permanent project debt which resulted in a relaxation or either financial or other covenant or other terms and conditions of the existing debt on the project? If yes, please list the dates and circumstances.

No.

C. Developer Experience

i. Provide a list of developments in which the company or principal(s) has (have) been involved, indicating the product type, date, size, cost, location and the role of the Respondent in each development.

ODI has developed over eighty projects, totaling more than 20,000,000 square feet.

For a representative portfolio, please visit: www.ortondevelopment.com/portfolio or see Exhibit A.

ii. Describe in greater detail the Respondent's involvement in at least three similar development projects to that proposed, including product type, dates, locations, tenants, financing, size and total development cost on successfully completed similar developments. Indicate the role of the Respondent in each project. Provide photographs if available. Provide references including contact name, title, company name, e-mail address and telephone number for the projects.

For each of the following projects, developer was involved in every aspect of the development and managed day-to-day operations.

Please see the following pages for a sample of Orton Development's most recent projects.

Ford Point

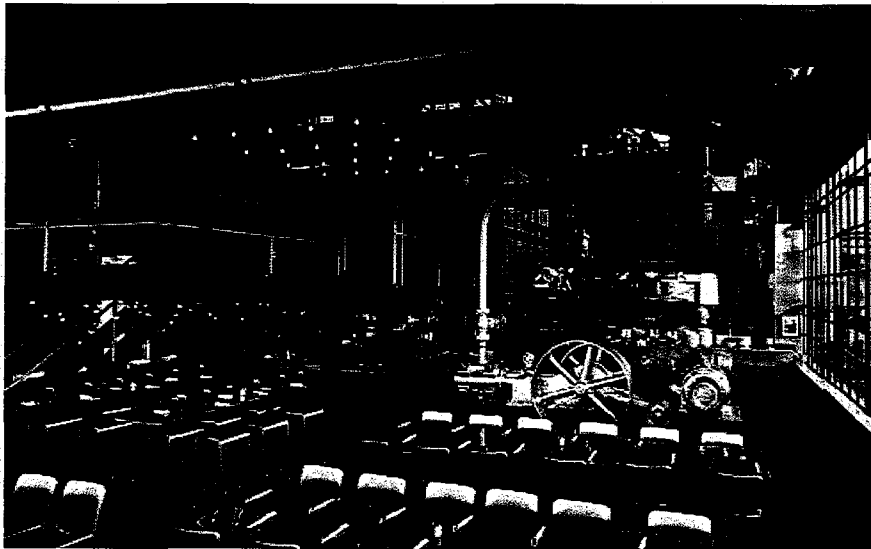
Product type	Development Disposition Agreement with City of Richmond
Date	2005-2008
Size	Approximately 525,000 ft ²
Cost	Approximately \$50,000,000
Location	Richmond, CA
Relevant work performed	Relevant work performed: 100,000 ft ² exterior surface repair; 6,000 new/repared skylights; 40,000 new/repared windows; management of asbestos siding and cleanup including PCBs; rebuilding of the entire utilities infrastructure; complete seismic upgrade
Role	Developer
Contact	James Madsen, 510 734.7605



Orton Development, Inc. was awarded the 2011 American Institute of Architects (AIA) National Honor Award for Architecture for its work rehabilitating Ford Point with Marcy Wong Donn Logan Architects, as well as the 2009 California Preservation Foundation Preservation Design Award for Sustainability and the 2008 National Trust for Historic Preservation Honor Award, among others.

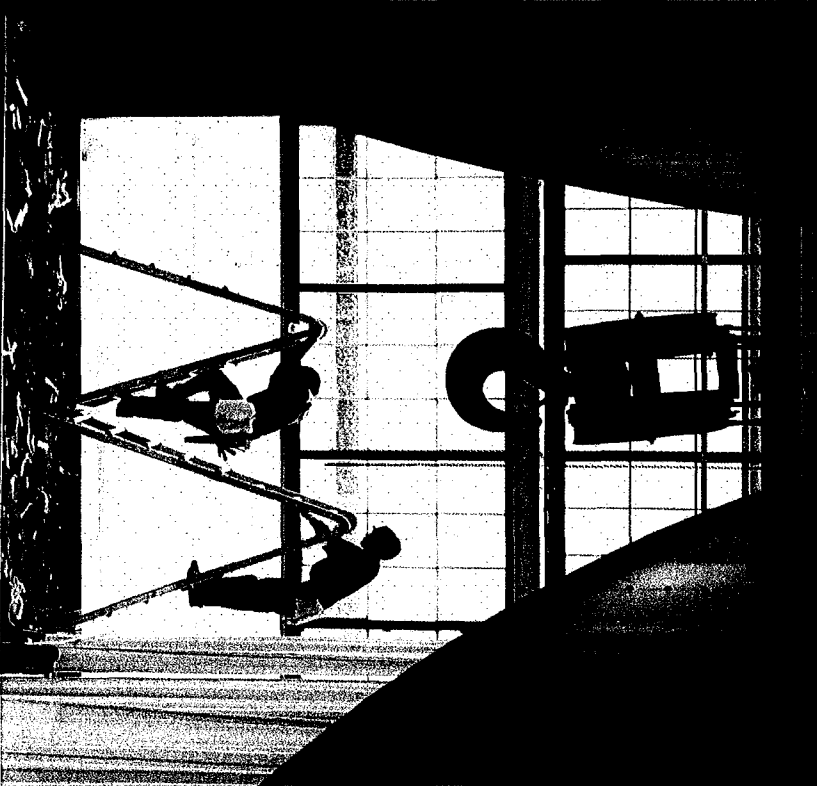
Built by renowned 20th century industrial architect Albert Kahn, the Ford Assembly Plant produced Ford Model A automobiles in the 1930s and tanks and jeeps during World War II. The building had been underused since the 1950s and after becoming badly damaged by the 1989 Loma-Prieta earthquake, it was abandoned and condemned; interiors were flooded and vandalized.

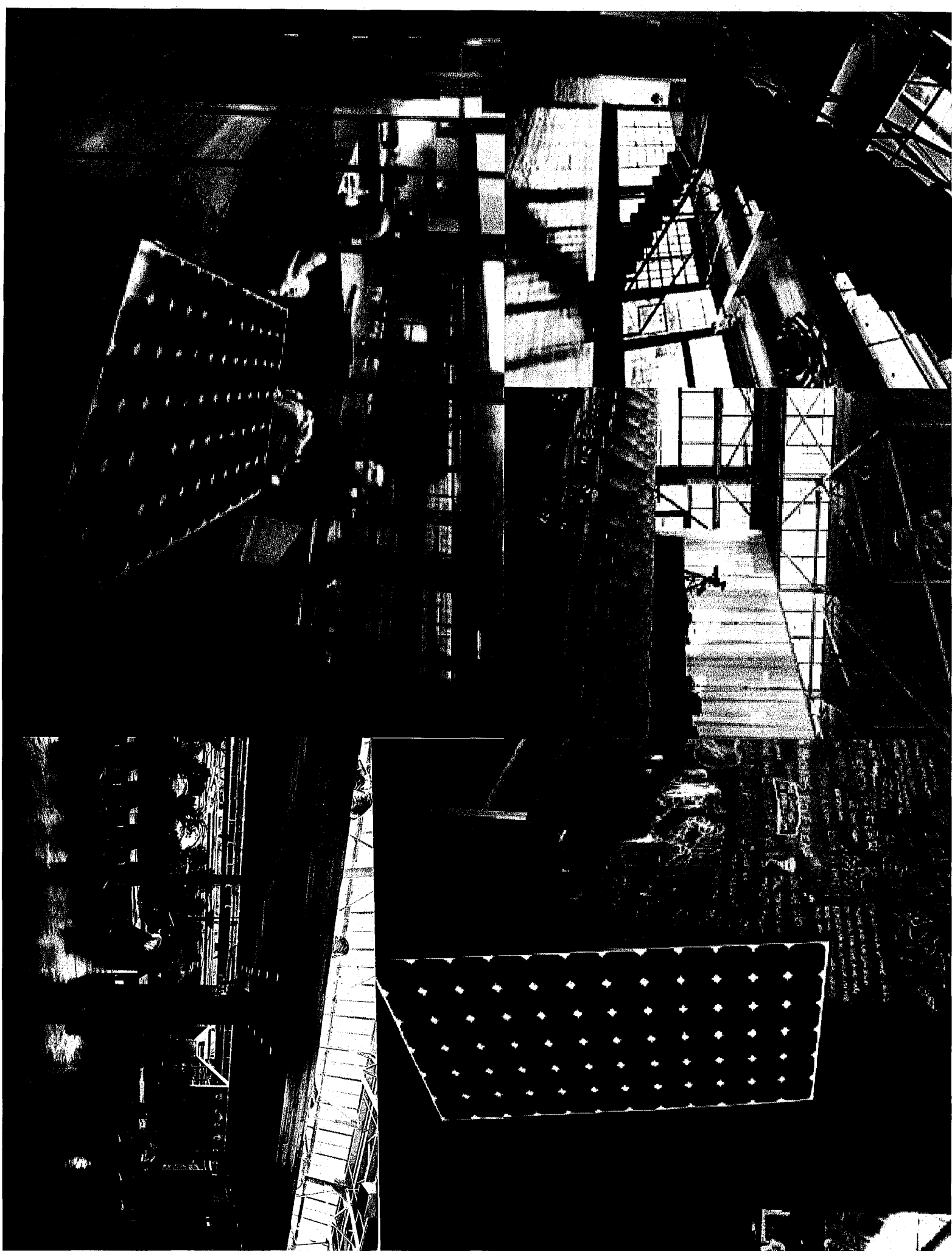
The award-winning renovations were completed between 2005-2008 and the building was renamed Ford Point. The 525,000 square foot facility now offers flexible space to tenants like SunPower Corporation, Mountain Hardwear/Columbia Sportswear, Title Nine Sports, Monvera Glass Décor, and Ekso Bionics.



The original south-facing design fills offices with natural light, and supports a one-megawatt rooftop solar power plant. Frontage on the San Francisco bay provides stunning views and offers a variety of maritime uses. The site includes the 45,000 square foot, 5000-person Craneway Pavilion and the 140-seat Assemble Restaurant.









A summary of the awards received for the Ford Point redevelopment, including architecture, historic preservation and environmental sustainability, are outlined below:

2011

Ford Assembly Building
American Institute of Architects
National Institute Honor Award

Marcy Wong Donn Logan Architects
TreeHugger.com
Design & Architecture
Best of Green Firm Award

Ford Assembly Building
Savings By Design / California Council
American Institute of Architects
Energy Efficiency Integration
Award of Merit

Ford Assembly Building
Boston Society of Architects
Sustainability Award

Ford Assembly Building
The Waterfront Center
Excellence on the Waterfront Awards
Honor Award

2010

Ford Assembly Building
California Council
American Institute of Architects
Honor Award

Ford Assembly Building
AIA San Francisco Chapter
Merit Design Award

2009

Ford Assembly Building
California Preservation Foundation
Preservation Design Award for Sustainability

Ford Assembly Building
AIA East Bay Chapter
Citation Award

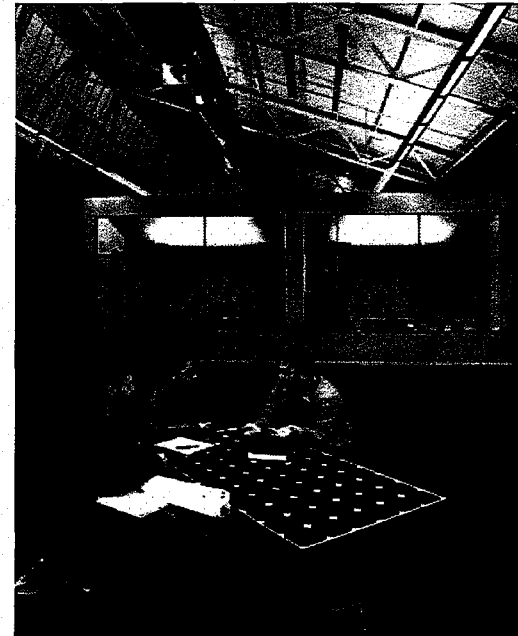
SunPower Stair
Ford Assembly Building
Chicago Athenaeum
Good Design Award

SunPower Stair
The German Prize Nomination
German Ministry of Technology
“Special Recognition” Institutional Award

2008

Ford Assembly Building
National Trust For
Historic Preservation
Honor Award

SunPower Stair
Structural Engineers of
Northern California
Award of Excellence



Rosie the Riveter Museum

Product type	Project Development Agreement between City of Richmond Redevelopment Agency, the National Park Service and ODI
Date	2009-present
Size	Approximately 12,000 ft ² of exhibits, bookstore, classrooms and movie theatre; it is estimated to draw between 150,000 and 300,000 visitors per year.
Cost	Approximately \$7,000,000
Location	Former Oil House of the Ford Assembly Building
Relevant work performed	Environmental abatement, exterior surface repair; water-proofing, seismic upgrade, construction of museum, visitor center, movie theatre, classrooms, library.
Role	Developer
Contact	Nicholas Orton, 510 734.7634

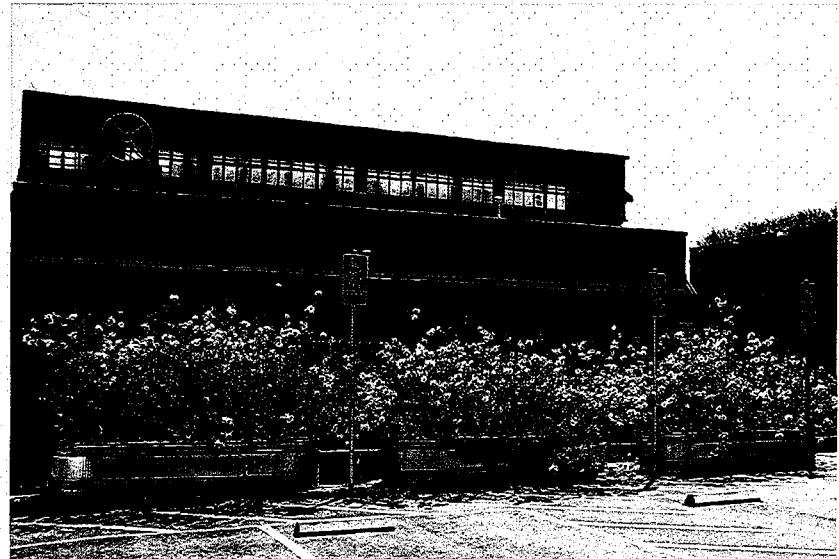
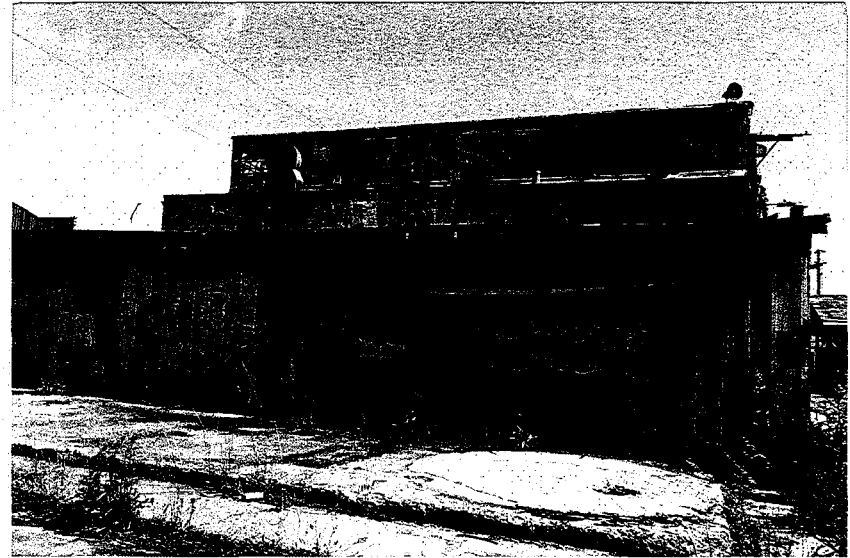


The Rosie the Riveter / World War II Home Front National Historical Park Visitor Education Center, presently under redevelopment, will be located inside the former Oil House of the Ford Assembly Plant. The Visitor Center consists of ~12,000 square feet of exhibits, bookstore, classrooms and movie theatre, depicting the contributions of Rosie the Riveter to national and local history, civil rights, tolerance, and equality in the U.S. It is estimated to draw between 150,000 and 300,000 visitors per year.



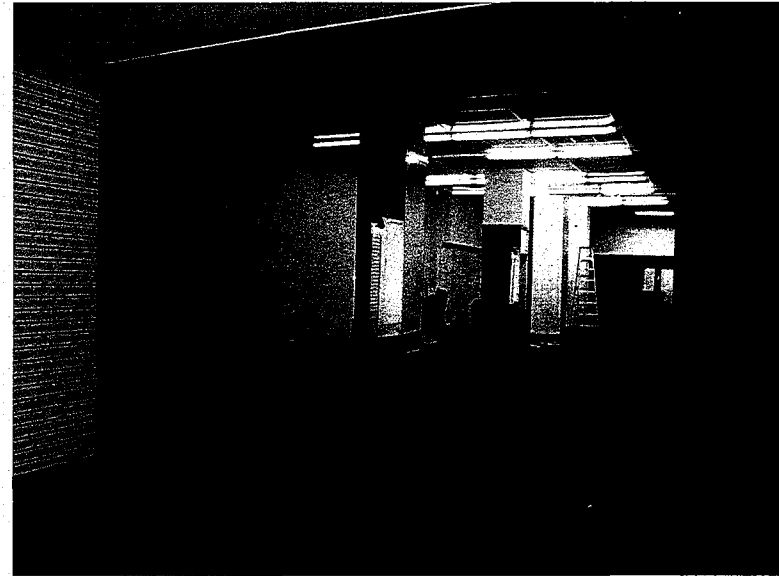
Flint Ink

Product type	Private Transaction
Date	2009-2011
Size	Approximately 50,000 ft ²
Cost	Approximately \$5,000,000
Location	750 Gilman St., Berkeley, CA
Relevant work performed	Closing the inherited environmental LUST case related to TPH; lead and asbestos management; rebuilding of roofing and skylights; rebuilding entire utility infrastructure
Role	Developer
Contact	James Madsen, 510 734.7605



1440 Broadway

Product type	Private Transaction
Date	2010
Size	Approximately 80,000 ft ²
Location	Oakland, CA
Relevant work performed	Roof repair, fire alarms, plumbing systems; resotred ceilings to original heights; renovated bathrooms and marble; “deep cleaned” entire building
Role	Developer
Contact	Nicholas Orton, 510 734.7634



Built from 1903-1911 by legendary industrial tycoon F.M. “Borax” Smith, this building is located in the heart of Oakland near City, State, and Federal government buildings, BART, and AC Transit, boasts Carrera marble interiors, high ceilings, large operable windows, and historic light fixtures and oak finishes. 1440 Broadway is home to Oaklandish and Bittersweet Cafe.



iii. Identify historic preservation experience of the Respondent and of the key consultants. Discuss experience securing historic tax credits and responding to a design review process for an adaptive reuse project.

ODI has extensive experience securing historic tax credits; ODI used the twenty percent historic credit at Ford Point, which won the 2008 National Trust for Historic Preservation award.

ODI has successfully gone through many design review processes on more than eighty developments, including multiple collaborations with government agencies across multiple jurisdictions.

References are available upon request.

iv. List all current projects in the design or development phase.

Historic Pier 70, San Francisco, CA

v. Discuss experience with meeting local and small business subcontracting goals on other proposals.

Orton Development is dedicated to hiring local contractors and to benefiting the community during the redevelopment phase and with a completed project that provides new jobs and amenities.

We also believe strongly in paying people well. If a project has to scrimp on wages, it probably is either the wrong project or the wrong design. We intend this to be a prevailing wage project.

D. Architect and Design Firm Experience

- i. Comparable Projects: Describe a maximum of three (3) completed recent developments that are comparable to the proposed project, including projects with a significant historic reuse component, as well as dates completed and client contact information for each. (If the Architect was not the sole architect, please describe the Architect's role in the project.)
- ii. Photographs of Comparable Projects; Submit photographs of the interiors and exteriors of the comparable projects listed above, to display architectural design features, relationships of buildings and relationships with adjacent uses (other buildings, streets, etc).
- iii. "Green" Building Experience: Describe green building design experience and evidence of current LEED professionals among the Key Personnel, if any.

Please see the following pages for background on Orton Development's core consultants.

Architect



HELLER MANUS
ARCHITECTS

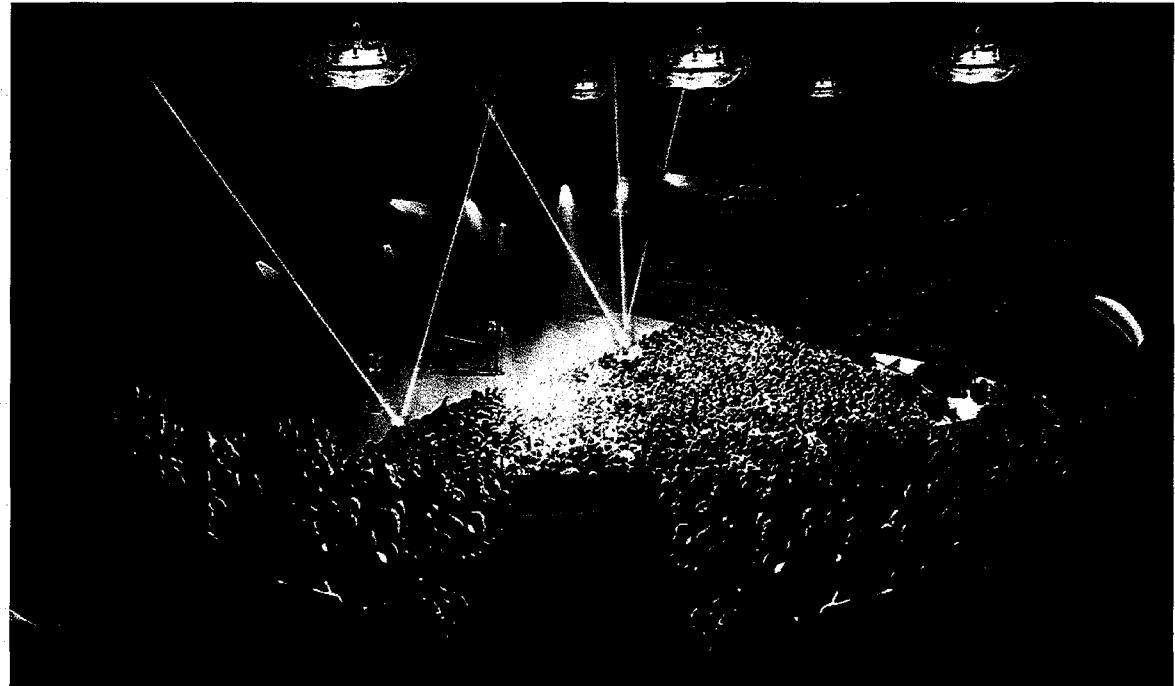
Heller Manus Architects is a nationally recognized, San Francisco-based architecture and urban design firm, with offices in San Francisco and Shanghai. Clark Manus, the principal in charge of this project, has lived on Lake Merritt for thirty-two years.

The firm has spent more than 30 years developing a diversified, client-oriented firm that is a design and sustainability leader in the profession. In alignment with the firm's dedication to sustainability, Heller Manus Architects is located in the LEED-Platinum certified Transamerica Pyramid. Heller Manus avoids a singular, signature approach and focuses instead on finding the ideal design solution for each commission. The firm's portfolio of projects has been expanding since 1984. Their depth of experience encompasses a wide range of major new and reconstruction projects including residential, commercial, civic, academic/research, rehabilitation/adaptive reuse, hospitality and retail, as well as urban design plans in the San Francisco Bay Area, several U.S. cities, and in China's largest cities.

From a landmark City Hall Beaux-Arts renovation to high-rise commercial buildings, from mixed-use buildings to residential buildings of all sizes, and from transportation projects to large- and small-scale retail designs, all Heller Manus projects share a common characteristic: high-quality, cost-effective design that is sensitive to the end users' function. Heller Manus designs cities and buildings that are appropriate contextually to the environment and the place where they are built. Since 2004, Heller Manus International has experienced dynamic growth throughout China fostered by strong professional relationships with clients, decision makers, community organizations and local design firms. Our practice area includes several major sustainable architecture and urban design projects throughout China including Shanghai, Guangzhou, Inner Mongolia, and the greater Beijing area. Our desire to be fully engaged with Asian culture and people has broadened our portfolio as well as our appreciation and expertise.

Masonic Auditorium

Client	Live Nation
Location	San Francisco, CA
Size	3,300 Seats
Completion	September 2014



The renovation of the existing Masonic Auditorium on San Francisco's Nob Hill expand the capacity of the venue, and created a destination concert space. The renovations were completed in September 2014, and now Live Nation can host more events, and a variety of different event, each year.

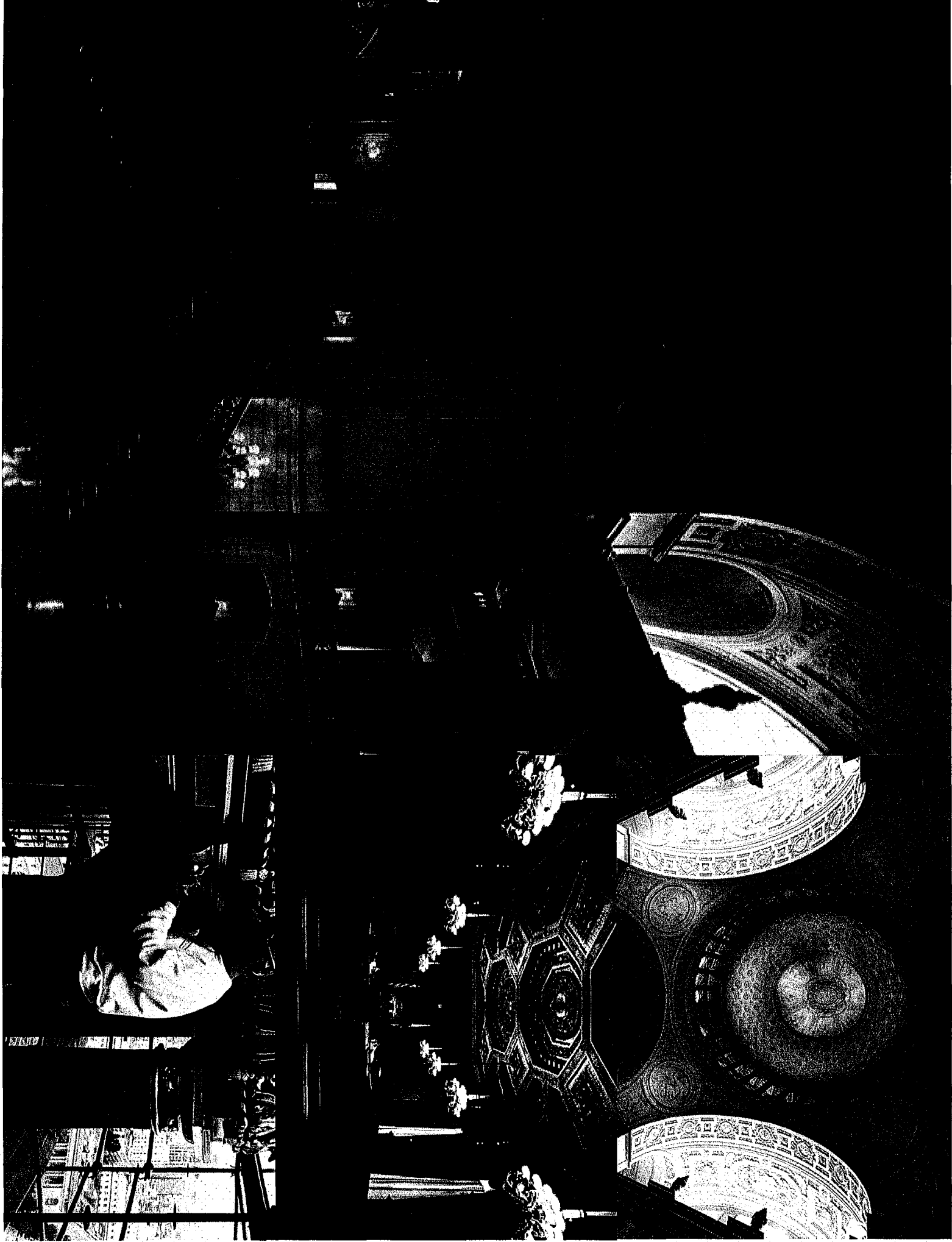
Capacity was increased from 3,166 seats to 3,300 seats through the removal of the current stationary main floor seating. The main floor is be a flexible space capable of hosting dinner events, a dance floor, and standing room. Additional upgrades include a kitchen and permanent concession stands, and changing the configuration of the stage.

San Francisco City Hall

Client	City and County of San Francisco
Location	San Francisco, CA
Size	500,000 ft ²
Awards	AIA National Survey of America's Favorite Building places - SF City Hall #49 AIA National Honor Award ALASF & SF Examiner, "Best of the Bay Honor Award" National Trust for Historical Preservation "Honor Award" Gold Nugget Award "Judges Special Award" Building Design & Construction Magazine "Award of Merit" San Francisco Beautiful Award



Designed by Bakewell & Brown in 1915, San Francisco City Hall stands as the centerpiece of one of the most significant Beaux-Arts ensembles in the United States. Heller Manus' award-winning 500,000-square-foot restoration and seismic renovation of the historic building's interior includes installation of a base isolation system that was the world's largest at the time, repairs of damage from the 1989 Loma Prieta Earthquake, conversion of the main floor's light courts and rotunda into special-events spaces, and second floor upgrades to the mayoral and legislative suites. The transformation included the installation of new electrical, lighting, and communications networks, heating, ventilation, and air-conditioning systems. Special attention was given to the building's illustrious exterior.



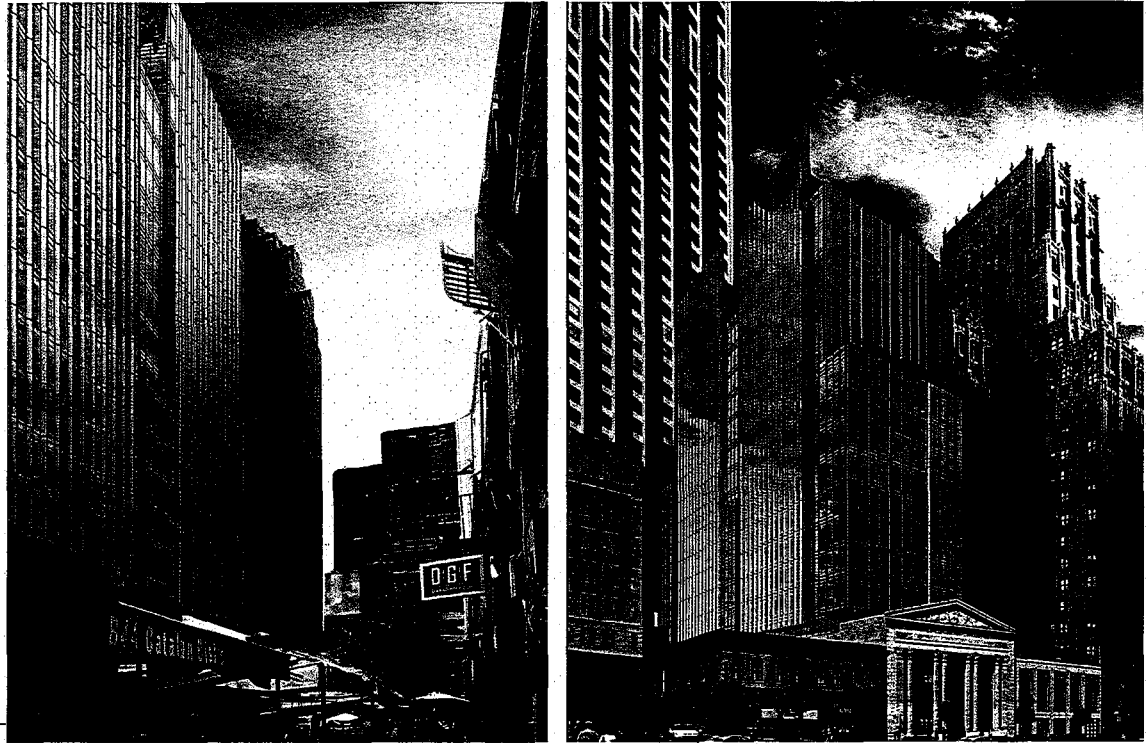
350 Bush Street

Client	Lincoln Properties
Location	San Francisco, CA
Size	360,000 ft ²
Completion	Under Construction
Awards	LEED Platinum Certified

350 Bush Street is a 19-story office tower which incorporates the historic landmark San Francisco Mining Exchange Building as its principal entry.

The historic existing building, originally constructed as the Mining Exchange in 1923, was later used briefly as the Stock Exchange and subsequently as the Curb Exchange through the 1930s. The historic exchange hall will be used as a grand lobby for a modern office building. The building will provide 360,000 square feet of office space with a dramatic galleria at the street level as well as a mid-block pedestrian link between Bush and Pine Streets.

By utilizing rusticated stone cladding with glass curtain wall accents and ornamental balconies, Exchange Place demonstrates a balance between antique and modern, expressing a unique vocabulary of forms and shapes. Seeking LEED Platinum certification, the building utilizes various environmentally advanced technologies. The site is distinctly complex, involving various neighborhood constraints. As such, the approval process resulted in the incorporation of provisions for outdoor space and the conveyance of rooftop space on a neighboring parcel for expansion of St. Mary's Square. 350 Bush is currently under construction.



Commitment to Sustainability & Green Building Experience

With the construction and operation of buildings contributing up to 50 percent of greenhouse gases generated, and automobile commuting making up a significant percent as well, Heller Manus recognizes the key role the architecture profession plays in championing the importance of creating sustainable communities and architecture. We are committed to best practices in sustainable design, as well as developing strategies to cut construction and operating costs where appropriate. Currently, half of our staff are LEED Accredited Professionals (AP).

Sustainability is not only key to reducing the negative impact of buildings on the environment, but it helps to reduce our client's operating costs by increasing their building's energy, water, and sewage efficiencies. Healthy buildings in sustainable communities can be achieved by appropriate design of energy, water, and transportation, thereby reducing operating costs and attracting more tenants.

Our firm is a leader in the profession and sustainable movement with some of the first sustainable architecture and large scale urban planning projects in the U.S. and China, including the first LEED Gold office towers in San Francisco and Shanghai, the first LEED Platinum neighborhood development master plan in the United States, and sustainable master plans for Guangzhou and other Chinese cities.

Heller Manus is the Architect of Record for several projects in San Francisco that are currently under construction: 181 Fremont Street, 350 Bush Street and 500 Pine Street. 350 Bush is a high-rise in the heart of the Financial District that incorporates the reuse of the Historic Landmark Mining Exchange building as a new entrance and lobby. 181 Fremont is an 800-foot-tall mixed-use tower with 37 floors of commercial space on the bottom third of the building, and high-end condos on the top third. We are also the Associate Architect for Lumina, Tishman Speyer's 655-unit high-end condo project in Rincon Hill. When complete, these buildings are all expected to meet the U.S. Green Building Council requirements for LEED Platinum.

We have additional projects in both the U.S. and China in various stages of design and development, that when completed will meet requirements for LEED Gold or LEED Platinum certifications. Our firm is committed to sustainable design, and we incorporate green design principles throughout our projects. We encourage our clients, whenever possible, to adopt criteria that will result in the best value for their investment.

Structural Engineers



Nabih Youssef Associates (NYA), founded in 1989, is an internationally recognized structural engineering firm providing specialized structural and earthquake engineering consulting for new and existing buildings.

Our design practice is geared towards high-profile, architecturally intensive projects, including commercial, institutional and public facilities.

We are a leader in implementing state-of-the-art technologies, such as Base Isolation and Passive Energy Dissipation Systems. Our significant contribution to the development of earthquake engineering codes and standards and performance-based engineering has given NYA the ability to provide clients with elegant, cost-effective structural systems and successful projects from inception to completion.

NYA has the good fortune to collaborate with a wide variety of design architects and educators from around the world. This enables us to integrate art, science and new technology into the completion of our projects, thereby helping us achieve design excellence.

50 United Nations Plaza

Client	GSA
Location	San Francisco, CA
Architect	HKS Architects
Contractor	Hathaway Dinwiddie
Size	350,000 ft ²
Cost	\$95,000,000
Completion	2013
Scope of Services	Structural Engineering/ Seismic Retrofit
Awards	LEED Certified GOLD
Reference	Michele McCracken, 310 788.7700



NYA provided structural engineering services for the seismic upgrade and adaptive reuse for the historic 50 United Nations Plaza building in San Francisco, CA. This Beaux-Art style building which is on the National Register for Historic Places, provides approximately 193,000 occupiable square feet of office space and cutting edge workspaces for various General Administration departments.

The seismic upgrade of this 6-story steel frame and unreinforced brick masonry infill building consists of the addition of new concrete shear walls in select and unobtrusive locations throughout the building. Improvements also include stabilization of hollow clay tile partitions along the historic sensitive corridors and bracing of parapets.

When NYA began involvement on this project at the 50% Construction Documents phase, the structural systems were 50% over budget, based on a proper design scheme. NYA quickly developed a very efficient seismic retrofit system that brought the structural costs down below the original budget and allowed the project to proceed. The completed project provides a high performance green building with a LEED ® Gold rating.

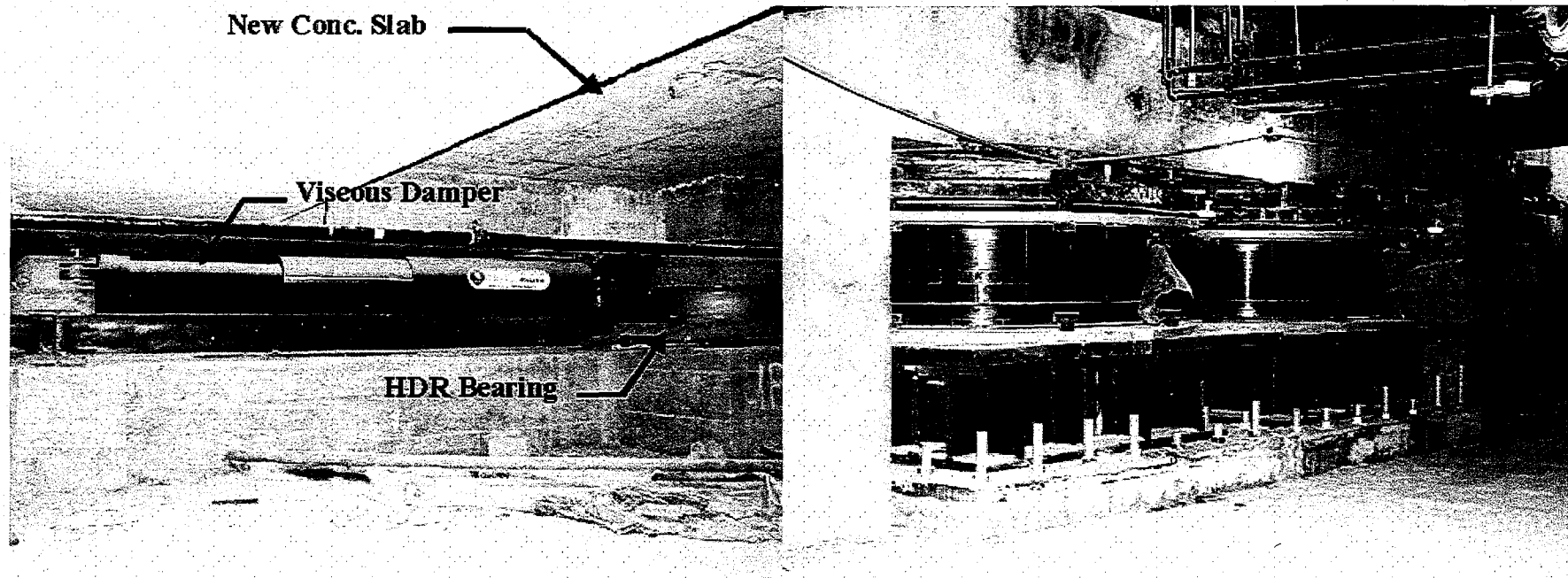


Los Angeles City Hall

Client	City of Los Angeles
Location	Los Angeles, CA
Size	855,800 ft ²
Cost	\$300,000,000
Completion	2001
Scope of Services	Structural Engineering & Design
Awards	<p>2004 SEAOC “Excellence in Structural Engineering Award for Best Historic Preservation”</p> <p>2002 City of Los Angeles “Preservation Award”</p> <p>2002 City of Los Angeles Cultural Heritage Commission “Heritage Award”</p> <p>2001 American Institute of Architects “Building Team of the Year”</p>



Built in 1928, Los Angeles City Hall is a 36-story, 460 foot tall historic monument. In response to an 8.2 magnitude earthquake the building lacked a defined seismic system, had a soft and weak wind moment frame, URM infill and vulnerable terra cotta cladding. The city of Los Angeles wanted to not only meet all current life –safety energy requirements, but also preserve the envelope and historic fabric of the building.



After intense analytical studies, NYA developed a scheme involving base isolation in combination with fluid viscous dampers. This concept was ambitious, as no building, of this height, had ever been base isolated before.

NYA developed full-scale forced vibration tests on the building to account for all non-structural systems contributing to the capacity of the structure, and used those results to calibrate the isolators and dampers used at the base and selectively within the superstructure. The result was a seismic upgrade that was completely unobtrusive, preserving the historic fabric of the building, while providing immediate occupancy performance. The use of the innovative base isolation system reduced higher mode effects which dominate tall building response, and drastically reduced the amount of intervention needed, avoiding substantial alterations to the interior program and eliminating the need to retrofit the terra cotta cladding.

The award-winning project was one of the most comprehensive seismic upgrades in the United States and resulted in the tallest base isolated building in the world.

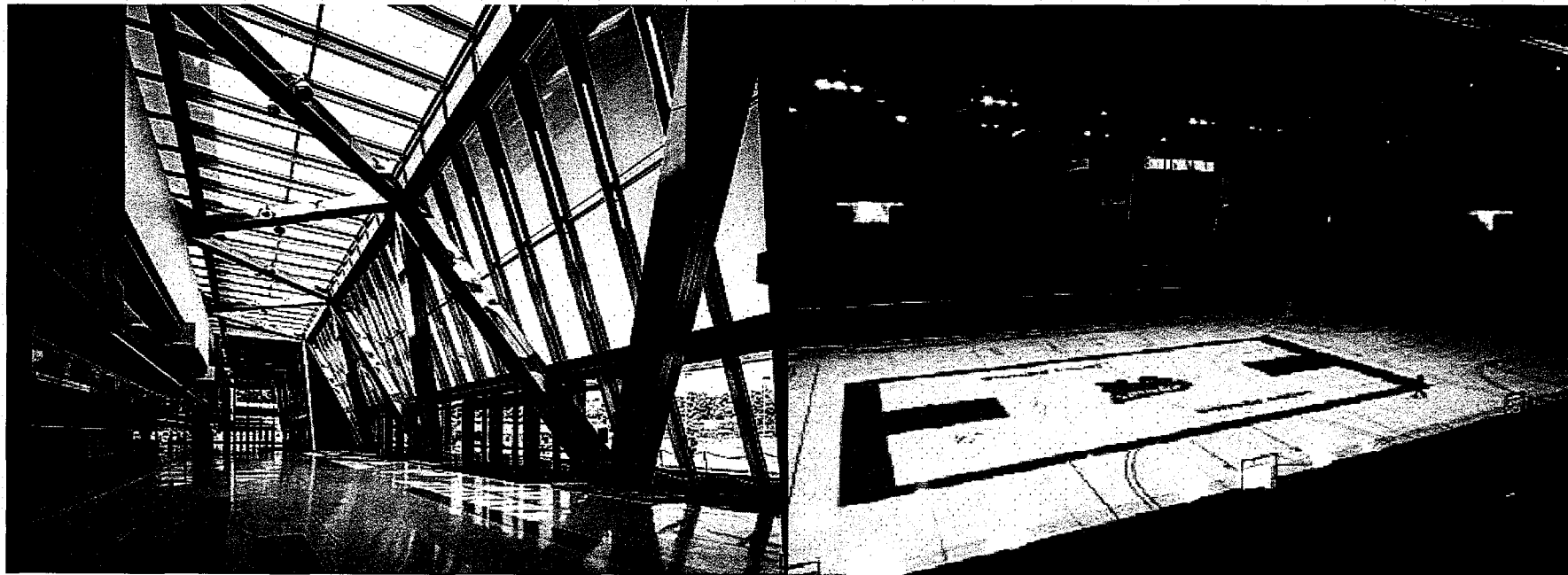
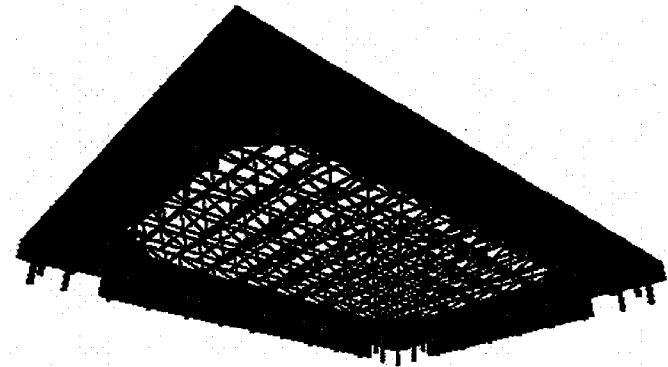
UCLA Pauley Pavilion

Client	University of California, Los Angeles
Location	Los Angeles, CA
Architect	NBBJ
Contractor	PCL Construction
Size	15,200 ft ² (Ground level) 22,000 ft ² (Basement)
Cost	\$136,000,000
Completion	2012
Scope of Services	Seismic Strengthening, Renovation & Expansion



This new expansion added approximately 70,000 sf more usable space than existed in the buildings previous configuration. The new space is used for interior concourse space which includes concession space, merchandising, and ticketing. The concourse is enclosed with new steel frames on three sides and a curtain wall on the west. Two new basement levels to the north of the building have also been added.

The new steel framing used as the façade also provides structural support for the roof of the “Pavilion Club” space. The steel truss creates an 11,000 square foot column free club space for maximum flexibility. The lowest basement level includes new locker rooms for the home team. The locker rooms in the north building are connected to the court level through two new tunnels below the existing stadium seating. The existing structure was underpinned during construction for the proposed work to the north. “Surgical” structural modifications were made to the interior bowl seating which provided 1,000 additional seats, merchandising space, and concession space and created more floor area by increasing head clearances, modifying door openings and infilling existing openings.



PROJECT

2211 Michelson, Irvine, CA. Hines
 AT&T Building, Los Angeles
 Beverly Prior Architects
 Burbank Community Services Building
 Cal Poly San Luis Obispo, *Poly Canyon Village*
 Campus at Playa Vista
 Campus El Segundo
 Claremont McKenna College - Kravis Center
 Colorado Court- Santa Monica
 County of Solano Government Center
 ELAC Performing & Fine Arts
 Fuller Seminary Library
 Gensler Jewel Box
 Hines La Jolla
 LA Live!
 LACCD WLAC Watson TTI
 LAPD
 Long Beach Meta Housing
 Maguire Glendale North (207 Goode)
 Northgate H&M
 Northgate Mall Renovation, San Rafael
 NRDC (National Resource Defense Council)
 Playa Vista - Horizon
 Playa Vista Parcel B & C
 Playa Vista-Tishman Speyer-Marketing Office
 Presidio PHSH Adaptive Reuse, San Francisco
 River Park Towers - Phase II
 Santa Clarita Transit Maintenance Facility
 Santa Monica Library
 Santa Monica Public Safety Facility
 Stanford Hospital
 The 11th & Grand (E11even Condos)
 The Water + Life Museums, Hemet
 Toyota Motors Expansion-LPA Architects Office

LEVEL

Silver, Core and Shell
 Gold, *Downtown LA's first LEED Gold building*
 Gold
 Gold
 Gold
 Gold
 Silver
 Gold
 Certified
 Silver (target)
 Silver
 Platinum
 Gold
 Silver
 Silver
 Platinum (target)
 Gold
 Silver
 Gold
 Gold, Core and Shell v2.0
 Gold, Core and Shell v2.0
 Platinum, *one of the first in the country*
 Gold Core and Shell
 Gold
 Certified
 Gold
 Gold
 Gold
 Gold
 Silver
 Silver (target)
 Gold
 Platinum
 Gold



PROJECT

UCI Biological Sciences Unit 3
 UCLA Glenrock and Landfair housing
 UCLA Engineering VI - Peer Review (WINGEM)
 UCLA Hitch Suites
 UCLA Marion Davies
 UCLA Northwest Student Housing
 UCLA Pauley Pavilion Renovation
 UCLA Saxton Suites - Peer Review
 UCLA Weyburn Terrace
 UCSD North Campus Housing Phase 2, San Diego
 UCSF 17C Helen Diller
 UCSF IRM
 UCLA Wasserman - Peer Review
 UCLA CHS South Tower Renovation
 UCLA Jules Stein
 Long Beach Courthouse
 520 Newport Center Drive
 8055 Irvine Center Drive
 St. Monica's Cathedral - Community Center

LEVEL

Silver
 Gold
 Gold
 Gold
 Gold (target)
 Gold
 Gold
 Gold
 Gold
 Gold
 Gold
 Gold
 Gold
 to be LEED
 Gold
 Gold, Core and Shell
 Gold - Sustainability
 to be LEED
 Silver
 Gold
 Gold (target)
 Gold



Landscape Architect

HOOD
S T U D I O

Walter Hood is an artist, designer and educator based in Oakland, CA. He regularly exhibits and lectures on professional and theoretical projects nationally and internationally. His studio, Hood Design has been engaged in architectural commissions, urban design, art installations, and research since 1992. Walter is also a professor at the University of California, Berkeley's College of Environmental Design. He was chair of the Landscape Architecture and Environmental Planning Department from 1998 to 2002.

Walter was recently appointed as the inaugural holder of the David K. Woo Chair in Environmental Design. Other honors include the Goldman Sachs Design Fellow for the Smithsonian Institute in Washington, DC, assisting the museum staff in reconceptualizing its public spaces, AIA Award for Collaborative Achievement and a USA Character Approved Honor by NBC Universal. In 2010, Walter received the Cooper Hewitt National Design Award for Landscape Design. He is also a Fellow at the American Academy in Rome. Walter's work was recently featured in Art Institute of Chicago's "Learning Modern" exhibition, and was featured prominently in the February 2010 issue of "Art in America". Last spring, Walter was a selected winner for the Venice Biennale and exhibited two projects: a green street and plaza for Center Street in Berkeley, California, and the Greenprint, an urban landscape vision for the Hill District in Pittsburgh, Pennsylvania.

The work of his studio features landscape, architectural, urban design and art installation projects, including the gardens at the new De Young Museum in San Francisco, Splash Pad Park in Oakland, the Sculpture Terrace for the Jackson Museum of Wildlife Art in Wyoming, the Powell Street Promenade in San Francisco and the Baisley Park/50 Cent Garden in Queens, NYC. Many of his works are regarded as transformative designs within the field of landscape architecture.

Several of Walter's publications illuminate his unique approach to the design of urban spaces. His published monographs: Urban Diaries and Blues & Jazz Landscape Improvisations won an ASLA Research Award in 1996. In 2001, Walter's essay "Macon Memories" was featured in the Princeton Press.

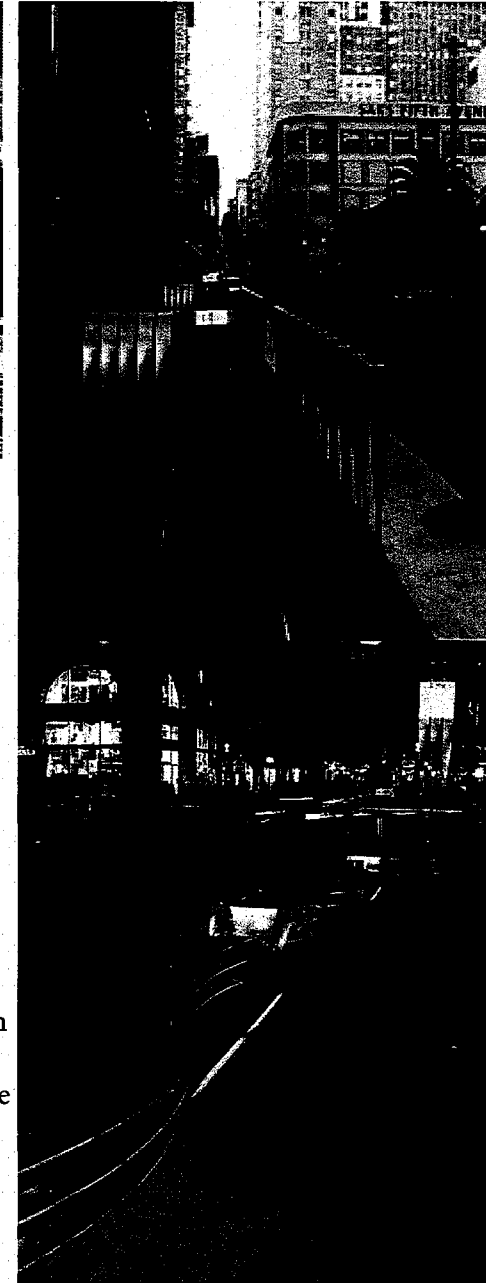
Powell Street Promenade

Sponsor	Audi USA
Client	Venables Bell and Partners
Location	San Francisco, CA
Size	2 City Blocks
Cost	\$900,000
Completion	Spring 2011
Awards	American Society of Landscape Architects 2012 "Honor Award"



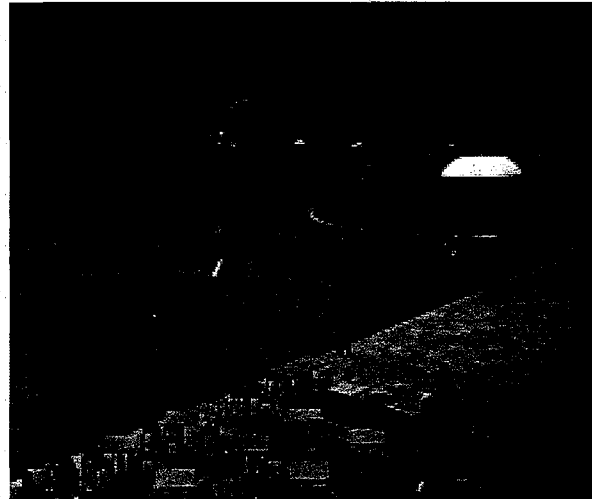
The Powell St. Promenade is an installation spanning two blocks of the busiest pedestrian thoroughfare in San Francisco. Funded by Audi, the Promenade is a 6' extension of the existing city sidewalk and is made up of aluminum and wood grating. Strips of aluminum emerge from the wood and aluminum grating and twist upward to create planters, benches, and standing tables, mimicking the contours and framing of the 2012 A7 car. Parking was removed from the street, though the Trolley cars maintain access.

The promenade offers refuge for passersby: an opportunity to sit, to drink coffee, to meet a friend before dinner, or to simply stand and people-watch while out of the way of the incessant flow of pedestrian traffic. The design is intriguing and inviting, as well as sustainable: the six PV towers on the promenade create the energy to power the lights along the walkway at night.

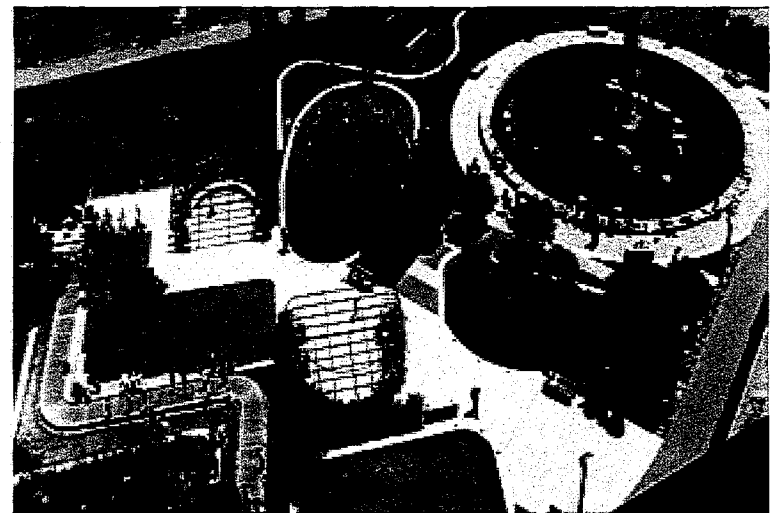


De Young Museum

Client	Fine Arts Museums of San Francisco
Location	Golden Gate Park San Francisco, CA
Completion	2005



The design of the landscape design for the New de Young Museum is an integration of the urban and the constructed natural landscape. The landscape extends its arms to encompass the new building to create spaces that are an interaction between art and park. Five acres of the park is restored, retaining existing landscape features while creating spaces for children and adults alike, to explore and reveal in the surrounding natural setting.







Since its founding, Meyer Sound has been devoted to meeting the needs of sound reinforcement professionals with the finest products available, the industry's most extensive and knowledgeable customer support, and high-level technical education.

The 1970s saw sound equipment for live performance increase in power capability, but not in reliability or fidelity.



In 1979, John and Helen Meyer established Meyer Sound to create and support high-quality products for sound reinforcement and recording, designed to meet the real challenges faced by audio practitioners. Today, the company's history shows a track record of more than 30 years of innovation, quality, performance and support.

Meyer Sound has more than 300 employees at its Berkeley, Calif., headquarters and satellite offices, including one of the largest engineering staffs (in proportion to company size) in the audio industry. International sales and support are supplied by more than half a dozen offices around the globe. The company works closely with professionals in all areas of sound reinforcement, gathering information on customers' needs and providing the tools, training, technical support and information to enable the best experience possible for sound system users and audiences alike. Meyer Sound products are manufactured entirely at its Berkeley factory, where high technology is combined with hand craftwork. By performing core processes in house, the company is able to exercise the control to insure its quality standards are met and that each unit is exactly the same as the last.

John and Helen Meyer have been personally involved with the performing arts for years, which has given them a feeling for the role of technology in the arts. Meyer Sound is often involved directly with the performing arts at both corporate and individual levels, locally in Berkeley and worldwide. This is one more way that the company stays in touch with the real reason for its existence.



#ATLast

Atlanta, GA

Hip hop legends Outkast recently completed their summer tour with three sellout hometown shows in Atlanta's Centennial Olympic Park. Dubbed "#ATLast," the 20,000-plus crowds were supported by a Meyer Sound LEO linear large-scale reinforcement system as specified by FOH engineer Darcy Khan.

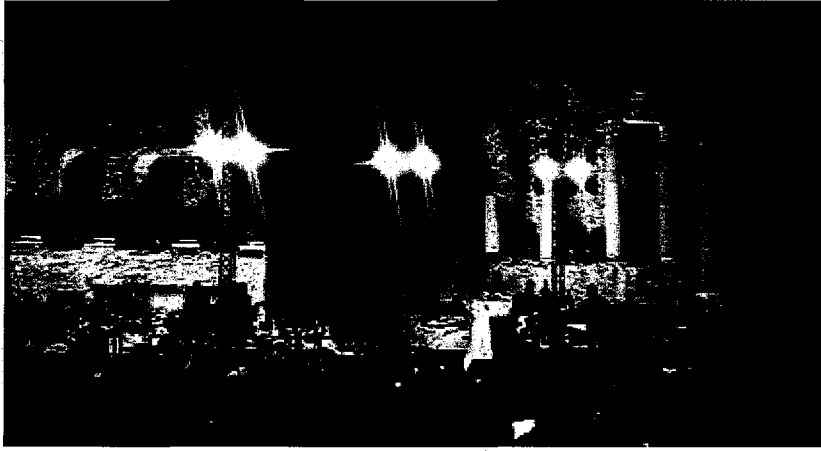
"The first time I'd mixed with LEO was earlier this summer at the Montreux Jazz Festival," says Khan. "I loved the way it sounded. It was astonishingly clear, with no

phasing issues, and I could walk from the stage all the way to the back and hear a nice, even wall of sound. A few weeks later, I mixed on another LEO system at the Osheaga Festival in Montreal, where I experienced the system's long-throw power. That sold me. I knew I wanted a LEO rig for Atlanta."

According to Khan, the linear characteristics of LEO helped him to maintain sonic consistency despite the extreme dynamics of Outkast's sound. "Even if you spend all day tuning the PA, when the show starts, the crowd gets going, and you push it up to 110 dB SPL, many PA systems start to change," he points out. "So I'm constantly fighting the mix, and that's frustrating. But with LEO, I always hear the same qualities in the mix, whether during a soft part or going full on. It's always even, so I can just mix and not worry about the system."

Khan was also impressed by the musicality of the 1100-LFC loudspeakers. "I like to feel the low end, but I also want to hear the unique sound of the instruments, like the Roland TR-808 drum machine. With the 1100-LFC, I can hear that tonality all the way down to 30 or 40 Hz." Khan mixed Outkast on a DiGiCo SD10 digital console while the band used Shure UHF-R wireless microphone systems, with Antwan "Big Boi" Patton on a Sennheiser SKM 5200 wireless microphone. Monitors were mixed on a DiGiCo SD5 digital console, with the band using Shure PSM 1000 IEM systems.

Outkast have won six Grammy Awards and sold over 25 million albums. The "#ATLast" event was their first concert



Teatro Greco

Sicily, Italy

Italy's 2,700-year-old Teatro Greco in Sicily recently hosted a summer concert series with artists including James Blunt, Simple Minds, and Italy's chart-topping Gigi D'Alessio. Faced with limitations for amplification in the historic amphitheatre, the audio team selected the flexible MICA line array loudspeaker system to ensure pristine audio quality throughout the arena. "Every time we go to the magical Teatro Greco, we are awed by the magnificence of this venue," reports Roberto

Rosu, FOH engineer for Gigi D'Alessio. "And thanks to the quality of the MICA system, the end result was amazing."

Flown loudspeaker arrays in the historic arena were not an option, according to Freddy Dagata, audio project manager for Light and Shade di Alessandro Finocchiaro, the Aci Catena-based production provider. "We really had a chance to appreciate the versatility of a Meyer Sound system," says Dagata. "MICA worked very well when ground-stacked, and we had amazing coverage throughout the arena. We were able to satisfy all requests of the artists and their FOH engineers, as the system perfectly handled a wide variety of pop and rock styles."

Flanking the stage were twin stacks of eight-each MICA loudspeakers, aided by additional left and right outfill arrays of seven-each M'elodie line array loudspeakers. Four UPM-1P loudspeakers provided front fill, while two UPA-1P loudspeakers anchored a center image on the wide stage. A Galileo loudspeaker management system with one Galileo 616 processor supplied system drive and optimization.

Located on a mountaintop with breathtaking ocean views, the Teatro Greco of Taormina was built in the early seventh century BC, although most of the remaining stonework is from a later Roman era reconstruction. With a diameter of 120 meters, it is the second largest Greek amphitheatre in Sicily.



Takarazuka Grand Theatre

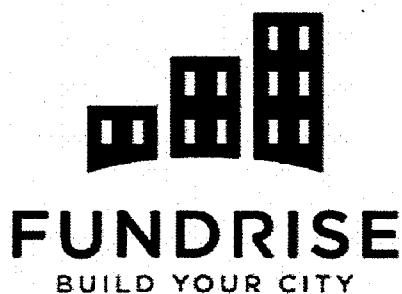
Takarazuka, Hyogo, Japan

Following 12 successful years with its Meyer SoundMSL-4 loudspeakers, the Takarazuka Grand Theatre in Japan returned to Meyer Sound when it came time to upgrade. With an emphasis on exceptional audio quality and system reliability, the 2,550-seat venue chose a design based on M'elodie and MICA line array loudspeakers.

The theatre's main system is anchored by left and right lower proscenium arrays of 13-each M'elodie loudspeakers and three over-proscenium L-C-R clusters consisting of seven

MICA and three M'elodie loudspeakers each. Ten 700-HP subwoofers provide low-end reinforcement, with six placed overhead and two located with each of the side arrays. All arrays are hidden behind screens and walls to stay out of sight.

In addition, 32 UPA-2P and two UPA-1P loudspeakers, four M1D line array loudspeakers, and six UPJ-1P VariO loudspeakers provide secondary fill, delay, and stage monitoring, while four HD-1 studio monitors are used in the control room. The entire system is driven and aligned by a Galileo loudspeaker management system with 10 Galileo 616 processors. For special effects, signal matrixing, and Wild Tracks playback, the system includes a D-Mitri digital audio platform with 24 modules. Located in a suburban resort city, the Takarazuka Grand Theatre was built in 1993 to host productions of the Takarazuka Revue, an all-female theatre troupe that presents lavish, large-cast musicals based on Broadway productions and Japanese folk tales. The theatre decided to upgrade its reinforcement system in commemoration of the Takarazuka Revue's recent 100th anniversary. Both the theatre's operating company and the Revue are owned by Hankyu Hanshin Holdings, Inc. The Tokyo Takarazuka Theatre, which serves as another home venue for the Takarazuka Revue, is also equipped with a Meyer Sound system.



We believe everyone should be able to invest in real estate.

As urban retail developers, we spent years building unique real estate projects in Washington, DC. But more often than not, when we went out to raise money it came from investment funds in places like New York City or even outside the country. Most of them had little connection to the places we were building and often had never even heard of the neighborhood.

On the other hand, our friends and neighbors, people with real connection to the projects, couldn't invest with us. Even though they understood the opportunity and our vision, there was no feasible or economical process to allow them to participate.

Real estate has consistently proven to be an extremely lucrative investment. Since the early 90s, private equity investment in real estate has grown in excess of \$100 billion. But the vast majority of these investments are limited to a very small, select number of institutional investors. The reality is that as an individual, it is easier to invest in a company in foreign country than to invest in a property across the street.

So, we started Fundrise with a simple goal: *give everyone the opportunity to invest in real estate*. Our idea definitely had its skeptics. Many professionals in the industry told us that raising money directly from large numbers of investors was impossible. Well, they were wrong.

After nearly a year of working through the Securities and Exchange Commission (SEC), we crowdfunded the first online equity offering for a real estate property... raising \$325,000 from 175 individual investors. Then we did it again and again. What took months to raise the first time, now takes hours.

It's caught on because it's intuitive. It makes sense and it's a good investment strategy. Now with Fundrise you can invest alongside these same investment companies in top quality real estate projects around the country. By cutting out unnecessary middlemen, we make the process simple, efficient, and transparent. Welcome to the future of investing.

Additional Fundrise projects can be reviewed on our web site at www.fundrise.com.

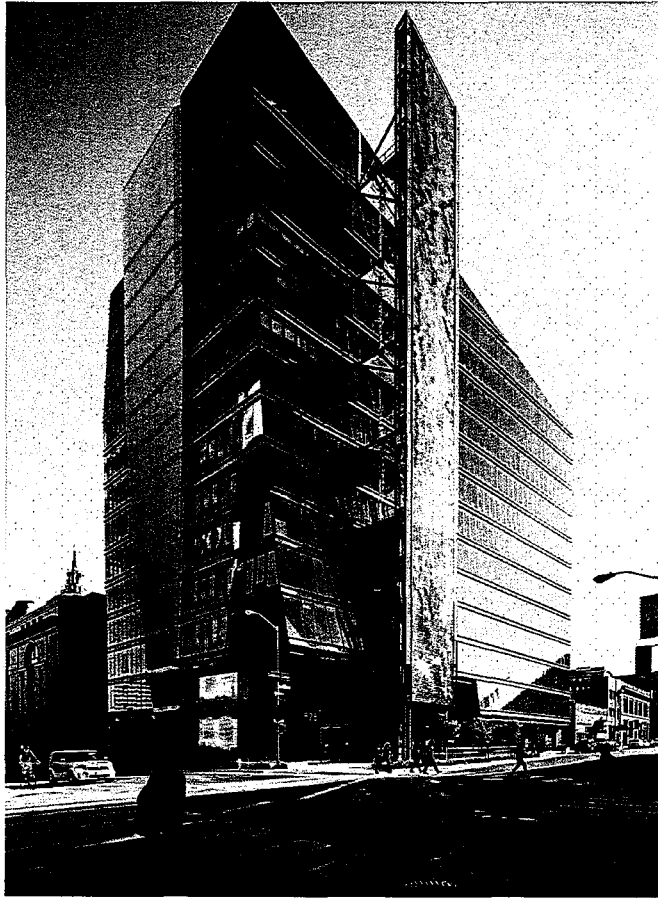
Green Building Experience

Tom was responsible for structuring and underwriting the financing of the Frontier Project in Rancho Cucamonga. The Frontier Project is a LEED Platinum sustainable development demonstration project created by the Cucamonga Valley Water District. <http://www.cvwwater.com/297/Frontier-Project>



Tom was also Stone & Youngberg's lead banker on the underwriting syndicate structuring and underwriting the new San Francisco Public Utilities Commission headquarters building on Golden Gate Avenue.

<http://www.sfwater.org/index.aspx?page=583>



Tom worked with the City of Berkeley in the creation of the Berkeley First AB 811 taxable property assessment program for residential energy efficiency improvements. He also worked on the San Francisco Green Finance program as an advisor on the assessment bonds sold to finance solar improvements to Pier 1.

<http://www.sfenvironment.org/article/financing/pace-financing-for-prologis-at-pier-1>



Rehabilitation Concept

a. Project Narrative

Submit a narrative – no more than 10 pages – describing the overall vision for the rehabilitation and reuse of the building and how it responds to the objectives and key terms contained in this RFP. The narrative, at a minimum, shall address:

i. What uses and activities are proposed for the building and where they will occur in the building, including the square feet for each use.

The Calvin Simmons Theatre returns as a flexible event space with world-class programming ranging from nationally known acts to intimate events featuring artists from the local community, among many other types of events.

Anticipated square feet: 25,000+.

The arena returns as an architecturally stunning, historically respectful, multi-floor rehab combining office, flex, public access, and food uses. Anticipated square feet: ~140,000.

The outdoor spaces are brought back with a variety of uses for community benefit. While the final set of uses are design-dependent, it likely includes community gardens, barbeque areas, games, public art, education, and entertainment.

ii. The proposed rehabilitation plan including how to address repairing and retaining the historic attributes of the building and addressing seismic and other structural challenges, including adding modern building systems and green building strategies.

Design approach: ODI believes that the key to a successful rehab is the constant iteration and interaction between the constituent parts of a project: prevailing regulations, market conditions, design/construction, and finance. If one aspect changes, it affects everything else, and those causalities must be traced and accounted for.

Rehab projects take deft, intelligent design. It is fairly easy to come up with a complex, expensive plan. What is difficult is coming up with elegant, economical designs. With rehab, plans are going to change. To combat this, ODI provides a constant focus and attention to detail to make progress and control expenses. Change orders must reduce costs, not increase them.

Frankly, with regard to the actual building of the HJK Center and other similar projects, the physical rehabilitation is a fairly straight-forward endeavor. The true challenge is creating a project that is purposeful and profitable. In this context, rehab is an art that requires a cohesive team, a light touch, experience, and constant vigilance.

Historic: Our project will be nominated for the Historic Register, apply for historic tax credits, and meet the Secretary's Standards for Historic Preservation. The project will work in close consultation with the Oakland Landmarks Commission and a project historic architect, and will consult with the Oakland Heritage Alliance. Through the Ford Point and Pier 70 projects, ODI has formed close relationships with both SHPO and NPS and is experienced in historic tax credit finance.

Seismic: The first step in addressing the seismic issues facing HJK is to get a better understanding of the existing geotechnical conditions and settlement risk. After this, ODI will use seismic modeling to come up with a performance-based design. The design will minimize soil disturbance and not place additional load on the existing wood piles.

The theatre and arena will require separate custom solutions. The planned redevelopment of the arena will likely require a new slab, internal mezzanines to provide lateral resistance, and new columns to support the roof. For the arena, we will essentially be creating a new completely code-compliant building within the existing building – the existing façade will become a “painting” that will act as a cladding but not as a structural support. The theatre will require a performance-based design that takes into account the acoustic, historic, and layout constraints of the space. Seismic considerations will be a significant driver of design for these buildings. ODI's seismic design will not be stand-alone, but will be incorporated into the design of the other building systems to the maximum extent possible. The design will need to use both strengthening and absorption techniques to get the building to a safe and useable condition in a financially reasonable way.

Modern building systems: Building systems, as a whole, will be modernized. The initial design will include ensuring adequate sewer, water, electrical, and gas service for a wide range of uses. Brand new state-of-the-art telecom, including fiber, will be brought to the building. For matters beyond basic infrastructure design, ODI encourages tenants to customize and invest in their spaces. ODI's design stretches a canvas capable of flexibly accommodating the visions of various tenants. HVAC will be a custom design based on tenants' needs and performance-based modeling, with an emphasis on taking advantage of the Bay Area's temperate weather.

Green building strategies: The design will comply with all prevailing regulations including Oakland's Green Building Ordinance and Compliance Standards. ODI designs often utilize both high-tech strategies such as advanced lighting controls and modern window glazings, and low-tech solutions like abundant natural light and efficient ventilation.

iii. How the proposed concept will help better link the building, Lake Merritt, other nearby land uses and the surrounding circulation network.

Our early work has elicited important input from neighbors and constituents about the area surrounding HJK, which we call internally, the "South Lake District." While a good start, it goes without saying that there is a lot more investigation and thought to be done. What we have heard and observed thus far is as follows:

Existing design challenges:

- Disconnects between HJK, the surrounding South Lake District, and the city at large
- Unclear district and building identity
- Unwelcoming institutional layout, look; sense of inaccessibility
- Harsh architecture
- Lack of neighborhood amenities

Remedies:

- Expand and weave together the existing major building blocks: The Oakland Museum of California, the Library, Laney College, BART, and the lakefront
- Increase the educational cross-fertilization between institutions
- Animate the area with entrepreneurs
- Add district-wide attractions such as sculpture to draw people through the community
- Clean and improve the broken or unattractive facilities such as the Lake Merritt BART plaza
- Explain, entertain, and teach through way-finding and story-telling
- Reconceive architecture by adding color, vegetation, and commerce
- Engage the homeless population
- Increase a sense of community, vigilance, and safety

ODI will work with its neighbors in accordance with the Lake Merritt Specific Plan to plot connections, give purpose to the routes, and grow a sense of place in the area surrounding HJK.

This plan begins with a comprehensive overview of the district (see proposed master plan below on page 84). The Lake Merritt Specific Plan makes great strides in improving connections throughout the neighborhood. ODI will work with neighbors and the City to add activities synergistic with this plan's proposed pathways. This can include everything from pop-up shops and food trucks to barbecue pits, games, and art.

The neighborhood is architecturally challenged, and parts of it are unkempt. Orton Development will work with its neighbors and the City to revitalize the look and feel of the area by adding greenery, using color, and increasing community investment in the space.

In addition to these area-wide changes, HJK has the specific issue of disconnection with Lake Merritt. The redevelopment will need to give people enjoying the lake a reason to cross the six-lane Lake Merritt Boulevard.

The most crucial aspect in attracting people is programming. With the revitalization of the Calvin Simmons, along with the opening of a new bar and restaurant, the connection between HJK, Lake Merritt, and surrounding neighbors will naturally improve.

ODI will further strengthen connectivity between the HJK and the lake by working with the Oakland Museum to bring an outdoor sculpture garden to the neighborhood. The sculpture garden will follow proposed pedestrian paths shown in the Lake Merritt Specific Plan, and give people a reason to visit some of the underutilized green space around Lake Merritt and HJK.

The sculpture garden will be further enhanced by all new landscaping around HJK, as well as crosswalk art to beautify and encourage safer pedestrian crossing at Lake Merritt Boulevard.

The revitalization of the neighborhood will come from a group effort to reprogram and reinvigorate the South Lake Area, transforming it into a destination-quality community hub.

iv. How the concept will respond to the objectives and key terms in the sections IV and V of the RFP.

The project will achieve the following Lake Merritt Plan and RFP objectives:

- **Preserve/Reactivate Building:** the completed rehab will bring new life to the HJK through programming and events at the Calvin Simmons and new tenancies and amenities, while preserving historic attributes in compliance with the Secretary's Standards for Historic Preservation. ODI will bring the required investment to return the building to a community oriented and productive reuse.
- **Activate southern end of Lake Merritt:** the project will provide new opportunities for food and beverage, host events, create community, and leverage synergies with the Museum and Laney.
- **Complete entertainment/educational/cultural hub:** the Calvin Simmons will return as a world-class venue with access for local non-profit arts groups, including the Oakland East Bay Symphony. The outdoor space will provide a wide range of community benefits.
- **Establish HJK as destination:** the completed project will be a destination for performances as well as for commerce and entrepreneurship.
- **Create opportunities to connect (physically & visually) to surroundings:** multiple new connections will be created and existing connections will be improved.

See master plan in Section B, "Plans and Illustrative Materials."

- Still retains sense publicly accessibility: in addition the Calvin Simmons, there will be multiple opportunities for public amenities and access.
- Interim uses: ODI will immediately work to activate the project and surrounding area, and will program interim uses both at the project and throughout the surrounding community
- Community-based financing: ODI will work with Fundrise to structure a community-based financing option if reasonably possible.
- Public input: before finalizing a redevelopment plan, ODI will engage in an extensive community process (as further described below), and remain involved with the community for the duration of the project.
- Onsite presence: upon commencement ODI will immediately increase vigilance and security at the project, including opening an office at the site and having a daily presence at the project.
- Lease and financial terms: ODI will enter into a long-term lease with the City of Oakland, with financial terms to be negotiated.
- Community Benefits: the project will pay prevailing wage, utilize small and local businesses to the maximum extent possible, create construction and permanent jobs, increase the district's security and beauty, and create new publicly-accessible amenities.

v. A proposed plan for the reuse of the Calvin Simmons Theatre, including the types of uses, performances, and frequency of use.

In 1970, a 19 year-old Calvin Simmons joined 30,000 university students in Cincinnati, Ohio in a walk-out protesting the Vietnam War. The young virtuoso still needed a place to practice piano during the demonstrations, so his professor Italo Tajo arranged a practice spot at the household of his good family friends, the Ortons, where an 18-year old Eddie Orton, now the president of ODI, was finishing his last year of high school.

Calvin spent almost every day at the Orton household that year and formed deep bonds with the Orton family. He was a young prodigy, but he was known for being extremely modest and funny, with a remarkable ability to get behind a piano and entertain a crowd.

Years later, Calvin ran into Eddie at the Oakland Museum, and they rekindled their friendship. Eddie's last night with Calvin before his tragic death was spent with close friends around a piano singing TV theme songs from their childhood until the early hours of the morning.

Orton Development is committed to honoring the memory of Calvin Simmons, an old friend.

Orton Development plans to restore the Calvin Simmons Theatre to its former status as an Oakland destination by capitalizing on its great acoustics, striking interiors, and central location.

The key to a successful program at the Calvin Simmons Theatre is flexibility. In the tight, competitive Bay Area market, there is no one type of event with enough demand to program a full calendar. To make the theatre a consistent, year-round destination, event types should include symphony, dance, musicals, concerts, corporate parties and conferences, weddings, art shows, community events, and anything else that will fill the room on a nightly basis. The aim will be to have 100 + events per year.

This flexibility can be achieved using a modular design that allows for removal of some seats for standing room/tables and chairs, along with strategies to temporarily and elegantly section off parts of the theatre such that a 250-person performance feels as full and lively as a 1,500+ person sold-out house.

The Calvin Simmons Theatre would be operated by Orton Entertainment LLC, which currently operates the 5,000-person capacity Craneway Pavilion located on the waterfront in Richmond. The Craneway Pavilion hosts a wide variety of events -- from concerts starring nationally touring acts like Bjork and Wynton Marsalis, to corporate events with companies like Whole Foods, Cliff Bar, Pixar, and Range Rover, to fundraisers for local organizations like Crowden, the Rosie the Riveter Trust, and Head-Royce School.

Orton Entertainment regularly subsidizes the Craneway for worthy community causes, a model that will be brought to the new Calvin Simmons Theatre.

The Craneway and the Calvin Simmons Theatre will not be direct competitors given the differences in size, layout, and location, but would work synergistically, sharing equipment and operational costs.

With the proposed redevelopment, the Calvin Simmons Theatre will become a destination serving the local community and beyond, with a range of events as diverse as Oakland itself.

vi. The schedule and approach to securing regulatory approvals for the proposed project through occupancy.

We look forward to working with the City of Oakland to complete the redevelopment of the Henry J. Kaiser Convention Center. The following Roadmap to Henry J. Kaiser Redevelopment outlines our proposed process for completing the redevelopment along with a tentative timeline.

Step 1 (First Quarter 2015)

ODI and the City enter into an Exclusive Negotiating Agreement and ODI begins due diligence.

Step 2 (First Quarter 2015)

ODI conducts a “Great Listening Tour” as a means of public input. As with all of our projects, we will enter into extensive discussions with local government, community members, Chambers of Commerce, local organizations, and any other relevant individuals and groups that have an interest in the redevelopment of the Henry J. Kaiser Convention Center. We listen to their ideas for redevelopment, their concerns, and anything else we can incorporate into our design plans to find and deliver the highest redevelopment value for the project and the community at large.

Step 3 (First Quarter 2015)

ODI and the City of Oakland work together to structure a transaction acceptable and beneficial to both parties. ODI commences entitlements and CEQA work as necessary. Initial historic consultation on schematic designs.

Step 4 (Third Quarter 2015)

ODI and the City enter into contract for the lease of the Henry J. Kaiser Convention Center building per the agreement structured in Step 3.

Step 5 (Third Quarter 2015)

ODI to begin programming interim uses likely including food trucks, street faires, and other community activities.

Step 6 (Third Quarter 2015)

ODI begins working towards final design and begins pre-leasing.

Step 7 (Second Quarter 2016)

ODI completes entitlement process including any required CEQA work and historic submittals.

Step 8 (Fourth Quarter 2016)

ODI issued building permits, completes pre-leasing as required, and begins construction.

Step 9 (Second Quarter 2018)

ODI completes cold-shell construction.

Step 10 (Fourth Quarter 2018)

Grand re-opening of the redeveloped Henry J. Kaiser Convention Center and Calvin Simmons Theatre.

B. Plans and Illustrative Materials

Please provide plans and any illustrative materials necessary to help communicate the Rehabilitation Concept, such as a site plan, floor plans, precedent images, renderings, etc.

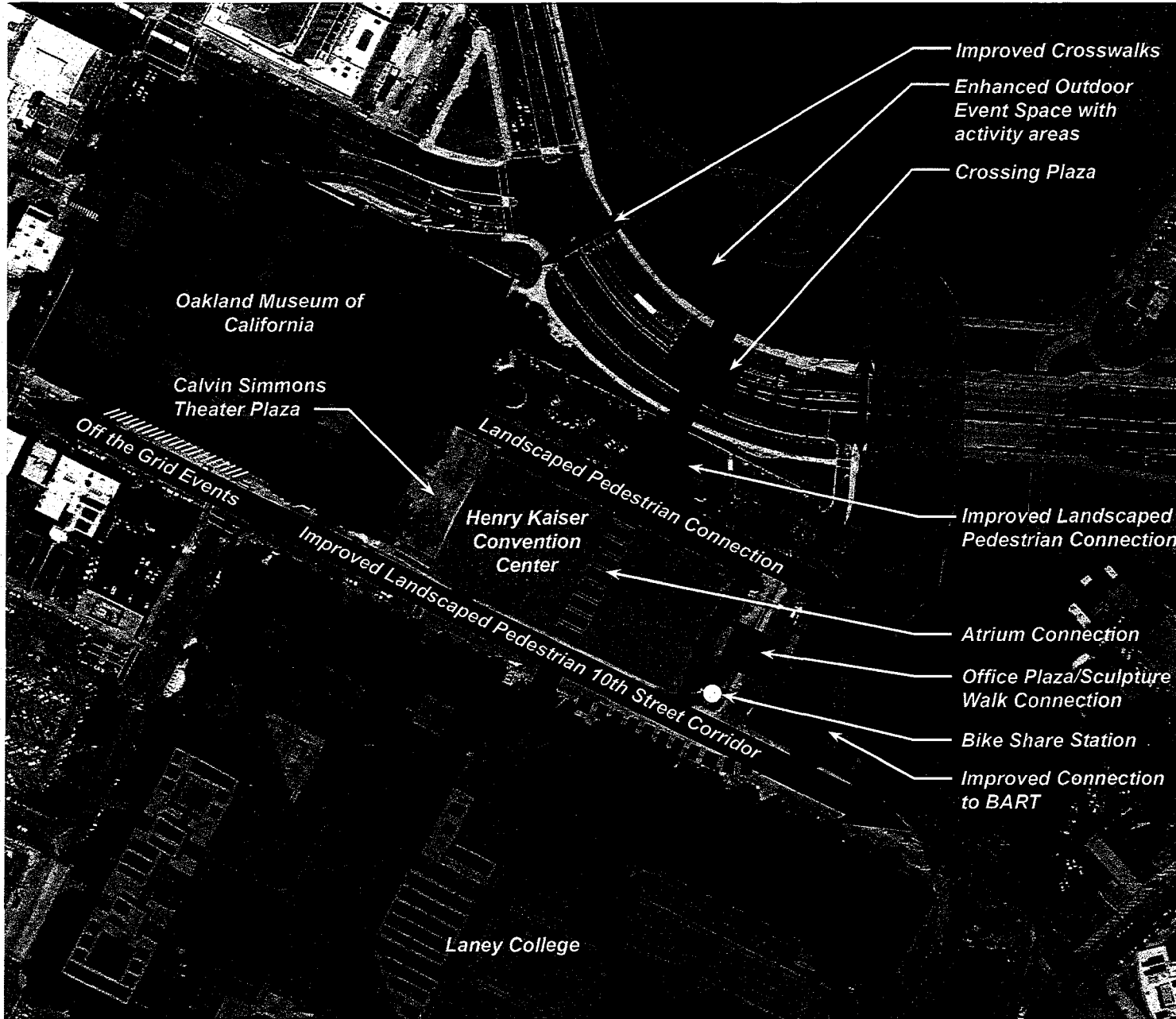
Please see the following pages for South Lake District master plan and case studies illustrating projects with similar features.

Proposed South Lake Master Plan



- South Lake Arts & Cultural District
- Landscaped Sculpture Walk
- Extended Pedestrian Connection
- Improved Landscaped Connection
- Crosswalk with Art
- Potential Sculpture Location

Proposed Community Connections



Amber Boiler House conversion CASE STUDY

Built in: 1890s

Size: 48,000 square feet

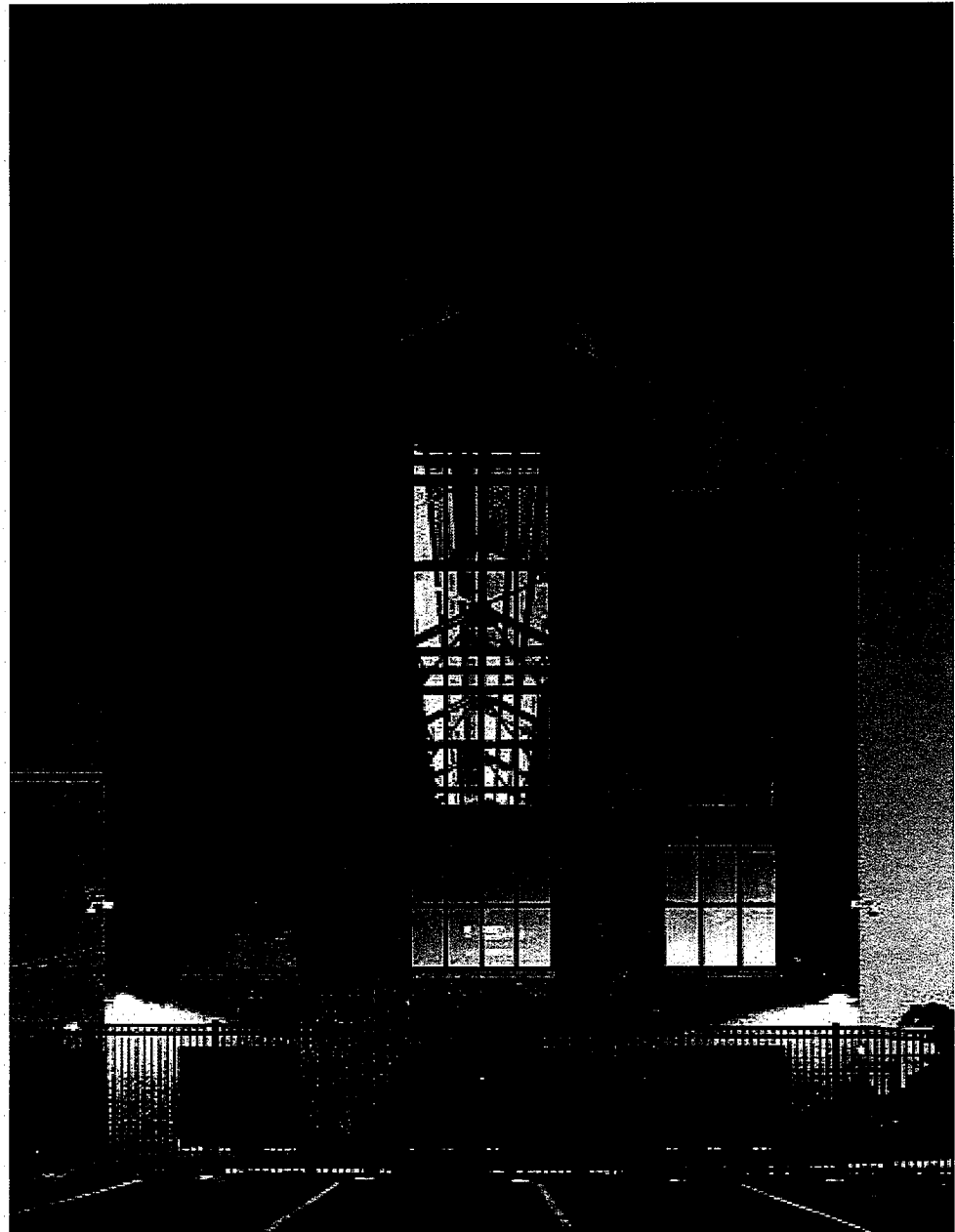
Previous use: Power generating station

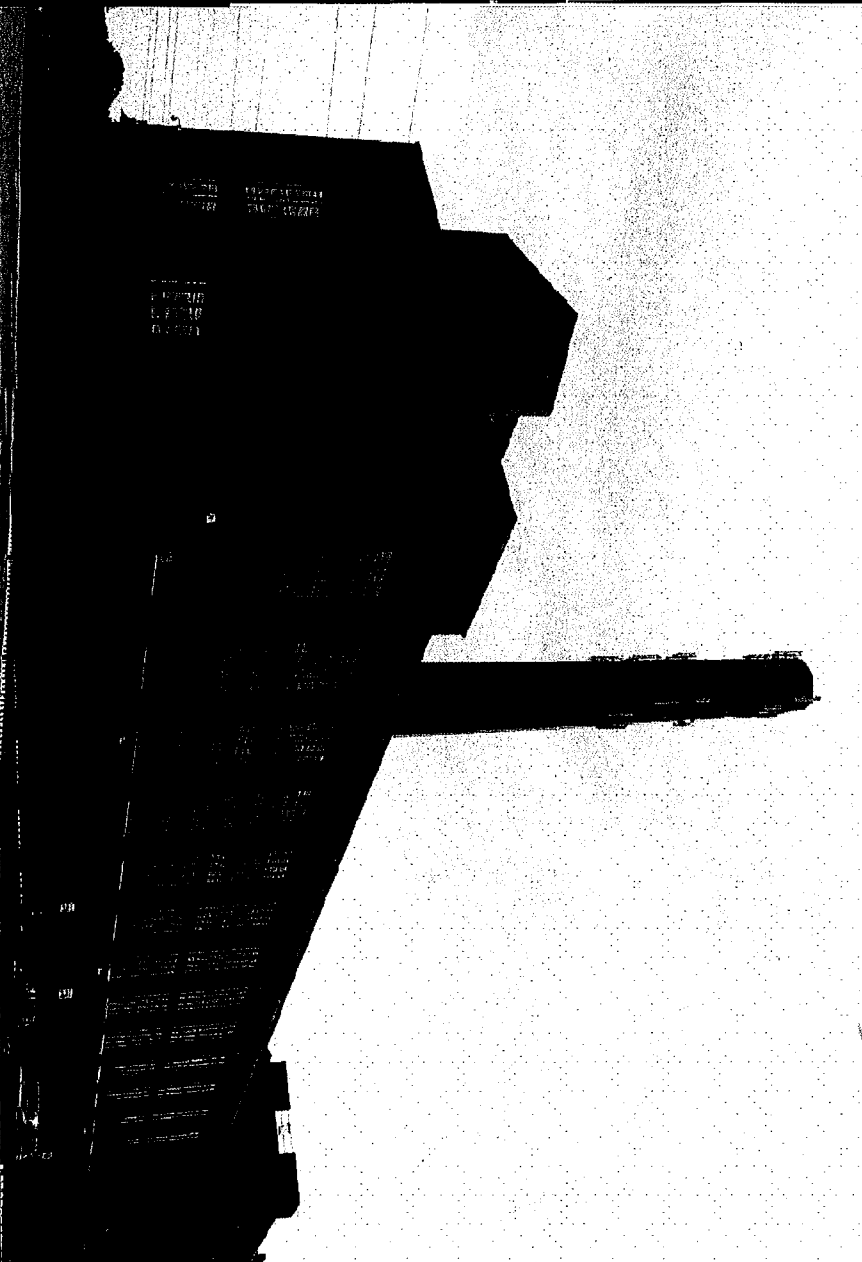
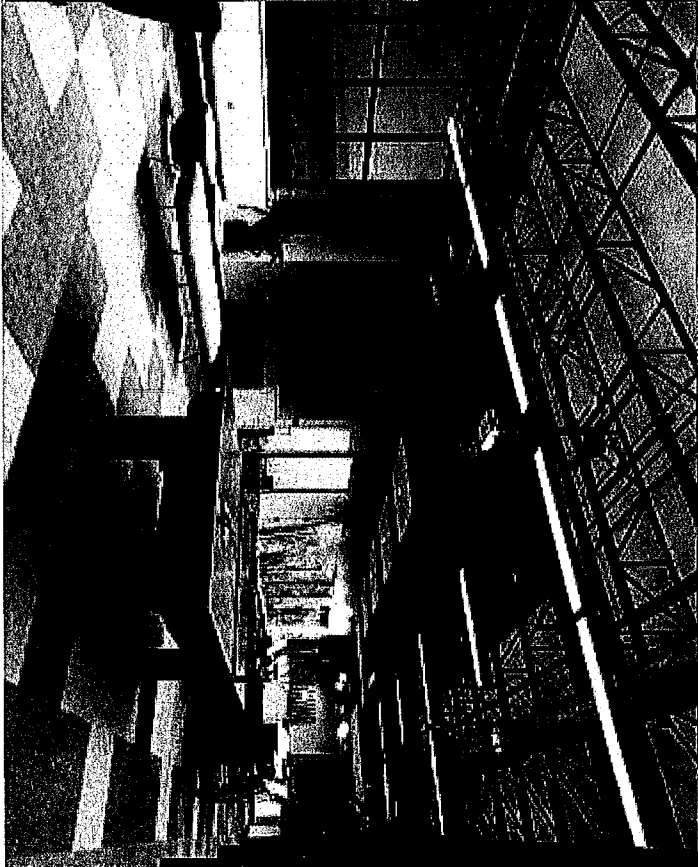
Current use: office space and transit-oriented development, LEED Platinum certified

Adaptive Reuse Solutions Help Breathe New Life Into 1890s Boiler House

The Ambler Boiler House has completed its impressive transformation, from abandoned Brownfield site, to a clean, green and LEED-Platinum-certified state-of-the-art office space and transit-oriented development.

Part of a \$16 million adaptive reuse project spearheaded by developer John Zaharchuk of Summit Realty Advisors, the adaptive reuse has created approximately 48,000 square feet of office space and that will accommodate 6 tenants.





30th Street Main Post Office conversion CASE STUDY

Built in: 1930s

Renovation: 2010

Architect: Bohlin Cywinski Jackson

Size: 926,000 square feet

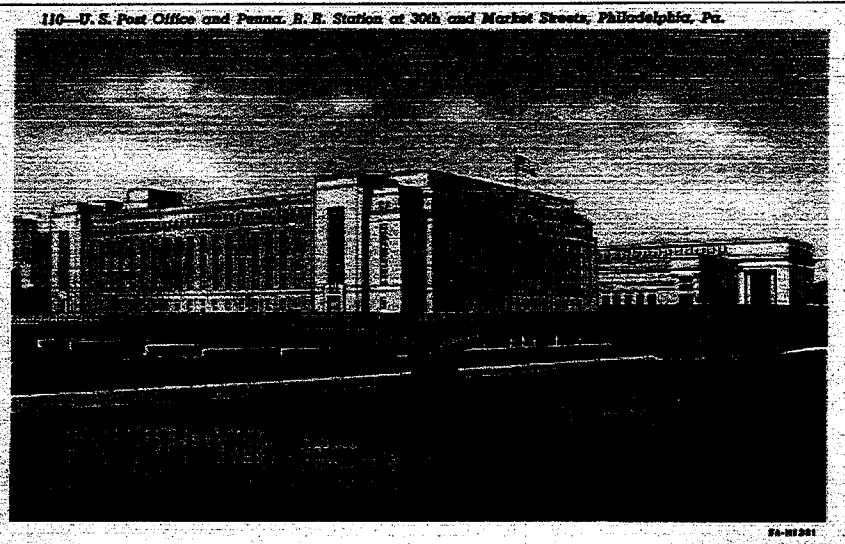
Previous use: post office facility

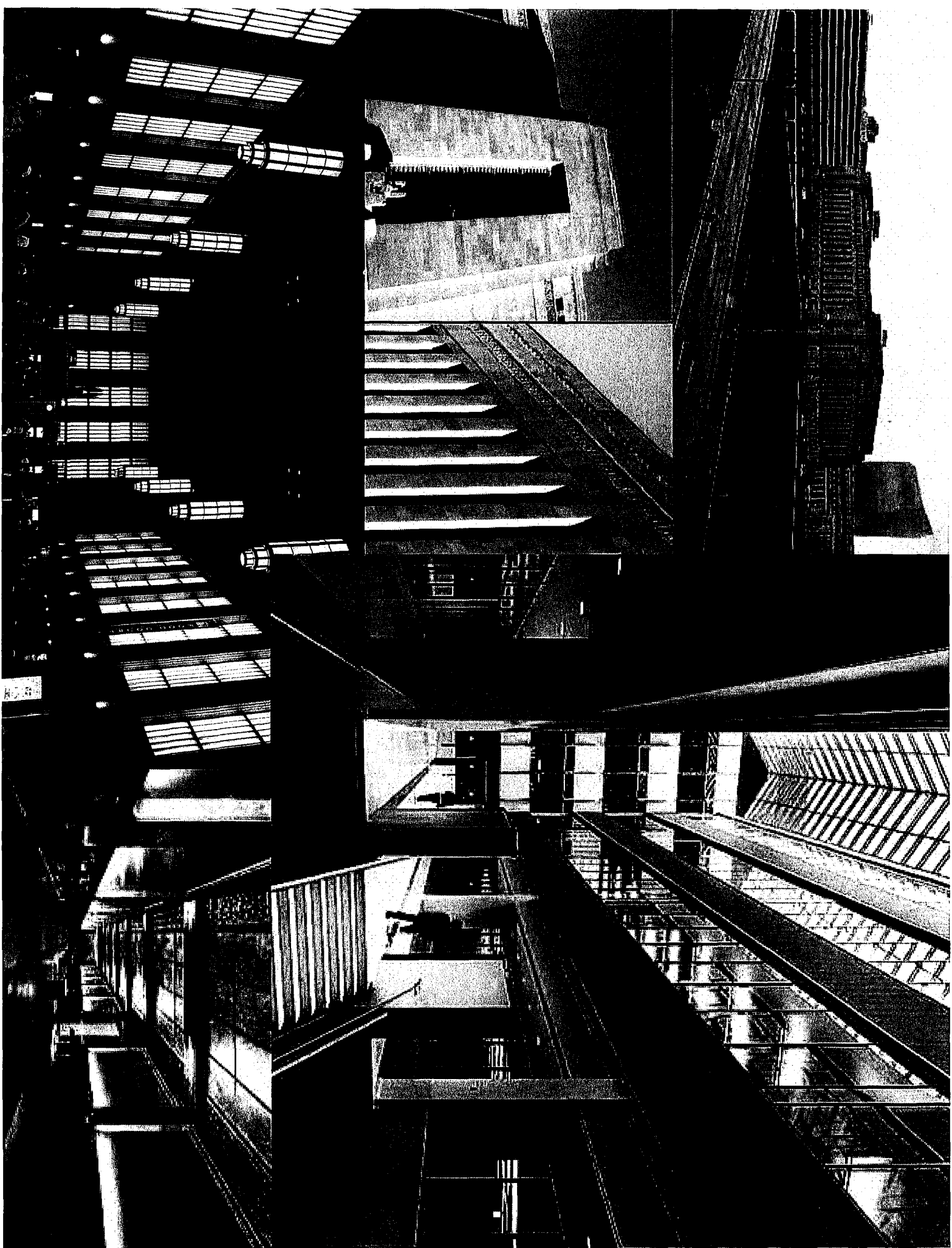
Current use: office space, LEED Gold

This 926,000 square foot adaptive reuse project transforms a five-story, 1930s-era mail distribution facility into a modern office building. The centerpiece of the LEED Gold renovation is a new four-story light well that forms a long, narrow atrium in the center of the city block-sized industrial floor plate.

Bringing daylight deep into the building, the atrium humanizes the building's scale and is the focus of the office spaces created from the former sorting floors. The project reversed 70 years of exterior deterioration, including the use of innovative technologies to restore original bronze windows to both thermal and blast-security criteria without removing historic material. Interior work centered on the original public post office gallery, restoring its finishes while recreating an energy efficient version of its extraordinary 1930s indirect lighting effects.

As the centerpiece of an urban revitalization effort that also includes office and mixed use development and a 23 acre park, the 30th Street Post Office building invigorates its neighborhood with the addition of five thousand office workers to one of the country's most active transportation, residential and educational hubs.





Apple Store Convent Garden

CASE STUDY

Built in: mid 1800s

Renovation: 2010

Architect: Bohlin Cywinski Jackson

Size: 926,000 square feet

Current use: Apple retail store

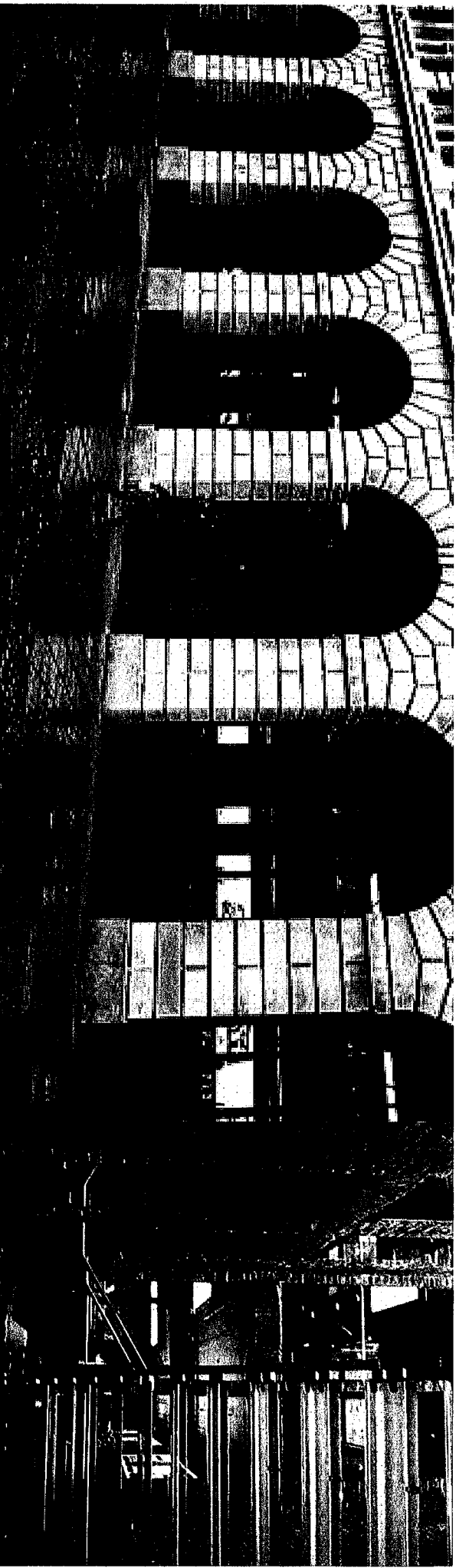
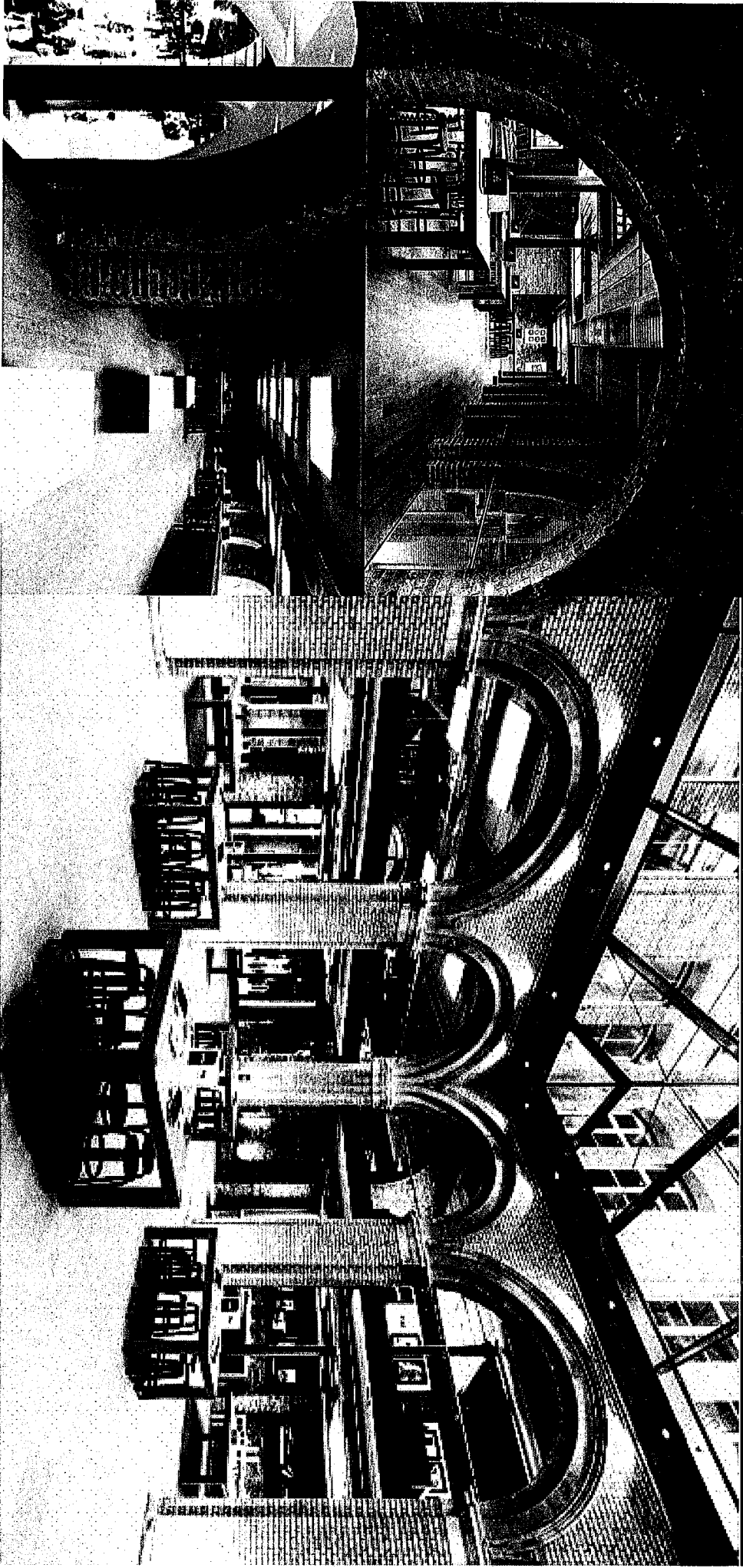
The building's interior has been restored to its essence, revealing the hallmarks of its Victorian era construction: wrought iron beams, rustic brick walls, concrete deck. Through careful stripping and cleaning of interior wall surfaces, order was brought to the previously unconsidered arrangement of plastered, painted and unfinished brick surfaces.

A few carefully selected building alterations connect the building to its urban context. At the entry portico, a series of glazed storefronts face outward to the public square and market hall. Inside, doors and windows facing what was once the exterior delivery forecourt for horse-drawn carriages were removed, creating large portals looking inward and upward through a new skylight in this central atrium.



Inside, doors and windows facing what was once the exterior delivery forecourt for horse-drawn carriages were removed, creating large portals looking inward and upward through a new skylight in this central atrium.

Carefully positioned glass elements unify the complex configuration of rooms in this three-story retail store. Upon entering the building, a spiral glass staircase set against a brick backdrop announces the client's innovative presence within the historic interior. A delicate, crisp stainless steel skylight caps the former delivery forecourt. Deep within the building, a glass stair and elevator have been inserted in a restored light well. Together, these brightly day-lit, multistory spaces create order within the existing interior.



4. Conceptual Project Pro-Forma & Expected Sources of Funds.

a. Propose a financial structure for the Rehabilitation Concept

Discuss, at a general level, Respondent's proposed ground lease terms for the project envisioned.

ODI would seek to master lease the project for the maximum length of time permitted, with rent paid to the City of Oakland after some reasonable period for construction and project stabilization. Final terms to be mutually negotiated based on final project.

Alternatively, ODI may consider a single up-front lease payment, depending on needs and costs.

b. Provide a static pro-forma for the Rehabilitation Concept

illustrating total project investment, expected average annual occupancy rate, total revenues, operating expenses, net operating income, debt service, and return to equity at project stabilization.

Please see Exhibit B.

The attached pro-forma is a best estimate based on similar previous projects, but it is subject to the final structure of the deal, applicable zoning, and specific project design. In general, we have used conservative estimates that work during high and low parts of the real estate cycle.

c. Provide an overall (total) development budget

including all hard and soft costs from preconstruction through occupancy. Explain the basis for the cost estimates.

Hard costs are estimated at \$180 psf and soft costs are estimated at \$70 psf, based on similar previous projects. Tenant improvement allowances are estimated at \$60 psf, based on conversations with brokers about prevailing market conditions.

d. Include a market justification

that clearly supports revenue assumptions and the viability of proposed tenancies. Submit market information for any specialized or non-standardized use.

It is important to note that the South Lake District is difficult to comp due to the abundance of government and institutional use, and that HJK will provide unique and dramatic space. Therefore, rental assumptions are based on prevailing market conditions, but adjusted for what will be one-of-a-kind space. ODI has decades-long relationships with all of the major brokerages in Oakland, and the rental rates assumed in the pro-forma are based on conversations with several brokers. The theatre income is based on ODI's experience in running the Craneway Pavilion in Richmond, CA.

e. Indicate the anticipated source(s) and amount of debt and equity (including working capital) identified for the proposed project. Describe the Respondent's current relationships with investors and lenders and ability to obtain necessary capital for the proposed development.

ODI is self-financed and has the ability to complete this project without a capital partner. ODI also has long-standing relationships with major banks including Bank of America, Wells Fargo, US Bank, and Comerica, among others, and anticipates using a construction loan for this project, as well as historic tax credits. ODI has worked previously with Bank of America on major tax credit deals.



November 11, 2014

To whom it may concern,

I am writing to express my enthusiasm for the Orton Development's plans to renovate and redevelop the Henry J. Kaiser Convention Center. We met on November 3, 2014 to discuss some of the Oakland East Bay Symphony's specific views and needs as they relate to the Calvin Simmons Theater portion of this project.

The willingness of this developer to actively engage and seek input from one of the potential major clients and users of this renovated space is extremely encouraging. It was a pleasure to meet the Orton Development team and engage in exciting and fruitful conversation around their ideas for the renovation and repurposing of the Center.

The renovation of the Calvin Simmons Theater will have a huge impact on the Oakland East Bay Symphony. The world class acoustics of the theater will allow our Music Director, Michael Morgan, to offer a greater variety of types of concerts and draw from a broader pool of potential repertoire and guest artists. In addition, the orchestra's sound will improve, not only because of the acoustics of the hall itself, but the ensemble will adapt to the space and be in a better position to fine-tune themselves. The smaller capacity is suitable for a wider variety of programming from solo recitals, chamber music, chamber orchestra, and full orchestra. The addition of a larger pit will also enable that programming to be expanded further to musical theater, dance (including ballet) and opera.

The financial model around the use of the theater will take shape over the coming years. But with the RFP calling for low, or rent free, use of the theater to local nonprofits, then this will also have a major impact on the ability of nonprofits such as our to use the space. Rental and labor costs at halls currently availability make adventuresome programming a high risk venture.

On behalf of the Oakland East Bay Symphony, I thank Orton Development for taking the time to share their plans and include me in their process. Should their bid be successful, I will offer them the full support of this organization and look forward to working with them to develop a performing arts theater which benefits the Oakland community.

Best wishes,

A handwritten signature in black ink, appearing to read "Steven Payne".

Steven Payne
Executive Director

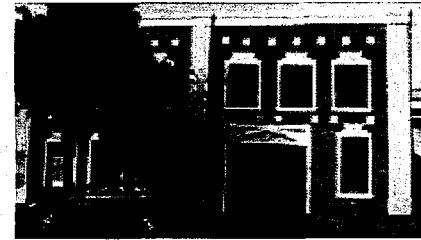
Oakland East Bay Symphony | Oakland Symphony Chorus | Oakland Symphony Youth Orchestra

2201 Broadway, Suite 300, Oakland, CA 94612 | (510) 444-0801 | www.oeps.org

Exhibit A

315 Washington
Oakland, CA

Acquired February 2011 from Union Bank of California. 7200 square feet, built in 1925, featuring original brick and timber construction in the heart of Jack London Square. Three blocks from the waterfront, 315 Washington features sixteen, glass-walled offices, a conference room, kitchen, and showers. Seismic renovation is scheduled for second quarter 2011. The building includes twelve private, off-street parking spaces. Available for lease or sale with owner financing. Building sold in 2011.



1440 Broadway
Oakland, CA

Acquired in April 2010, the 10-story 1440 Broadway in the heart of Oakland combines 20th century luxury with 21st century sustainability and technology to offer the perfect location for East Bay business. Centrally located next to City Hall, Federal and County Courthouses, Chinatown, with adjacent BART and AC Transits stops, the building boasts historic Carrara marble interiors, high ceilings, energy efficient radiant heat and operable window ventilation, concierge service, conference areas, workout room and bicycle parking among other amenities, for a community of businesses, professionals and non-profit organizations. Known as the Realty Syndicate Building at the beginning of the last century, it housed the offices of well-known Oakland entrepreneur and icon F.M. "Borax" Smith.



Centerpoint Executive Offices
865 Tahoe Blvd
Incline Village, Nevada

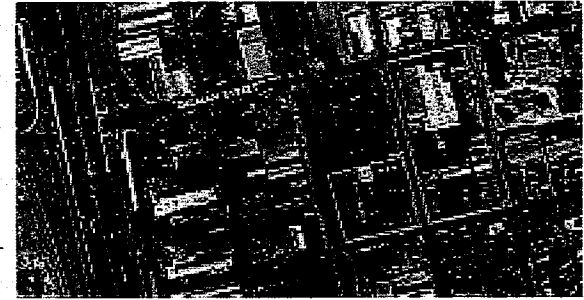
Acquired August 2010, the Centerpoint Executive Offices comprise a three-story, 41,088 square foot red-wood building in the center of Incline Village. Tenants enjoy Nevada tax advantages and are minutes from Lake Tahoe. The building has been redeveloped into 300 square foot plug-and-play executive offices featuring state-of-the-art telecommunications and amenities.



Flint Ink

750 Gilman Street
Berkeley, CA

Acquired September 2009 from the Flint Group. The former home of Cal Ink, the property consists of 133,070 square feet on 4.78 acres in West Berkeley, three blocks from Interstates 80/580. Encompassing one-and-a-half blocks, the project is the largest undeveloped manufacturing parcel in Berkeley and features frontage on major Berkeley thoroughfares Gilman and Fourth and direct railroad access. Four clusters of buildings feature office and manufacturing space ranging from 1,200 to 36,000 square feet, with wood, concrete, metal, and brick construction, clerestories, roll-up doors and loading docks. Project is expected to be occupancy-ready May 2010.

**Ford Point**

1414-1422 Harbour Way South
Richmond, CA

Acquired December 2004, from the City of Richmond Redevelopment Agency. Improvements consist of 517,000 square feet on 26.5 acres. The building formerly known as the Ford Assembly Plant was designed by the renowned Albert Kahn in 1930 for the Ford Motor Company and has been listed on the National Register of Historic Places since June 1988. The project is conveniently situated near the Interstate-80 corridor just off of Hwy 580 with easy access to Marin, Oakland and San Francisco. The building features a sawtooth roof design with large northern skylights. The unique profile and prominent exterior façade of brick and glass presents the landscape with a handsome building of period architecture. The project will be redeveloped into a mixed-use development consisting of light industrial, office, retail, live/work spaces, and will be the home of the Rosie the Riveter / World War II Home Front Historic Park

**Crosstown Commons**

2600 East Miner Avenue
Stockton, CA

ODI acquired this property in August 2004. Formerly one of Del Monte Corporation's fruit processing facilities, the property consists of approximately 285,000 square feet of improvements in 6 buildings, has on-site waste water treatment capabilities, and is situated on approximately 14 acres. The redevelopment plan will provide for multi-tenant occupancy of future food processing and light industrial tenants.



Modesto Food Processing Plant

217 Daly Avenue
Modesto, CA

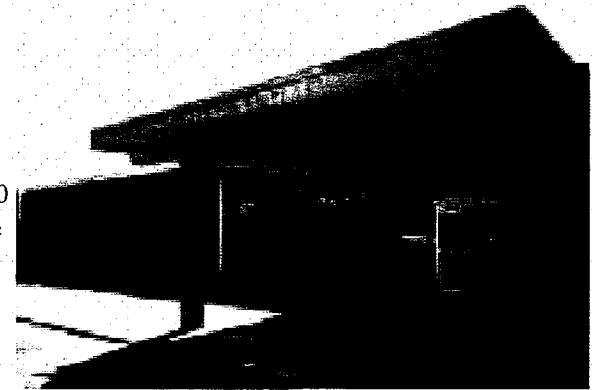
ODI acquired this property in October 2003 and sold it in 2005 to a meat-processing user. Formerly a turkey processing facility, the main building consists of a three story concrete tilt-up facility consisting of approximately 150,000 square feet which includes refrigerated area, and is complemented by two supporting structures.



Heritage Center

3151 North Millbrook Avenue
Fresno, CA

ODI acquired the former Valley Children's Hospital in 1998. This facility consists of approximately 185,000 square feet in eleven buildings, on approximately 12.5 acres of mature landscaping in a campus setting. The main building (150,000 SF) was transformed into the County of Fresno Regional Center currently housing the County of Fresno Children and Family Services, the Fresno County District Attorney's training, evidence and records center, and the Fresno County Unemployment and Welfare Department.



Roseville Gateway

333 Sunrise Avenue
Roseville, CA

ODI acquired the former Sutter Roseville Hospital in 1998. The 150,000 square feet building has been completely renovated and successfully redeveloped into an office and educational facility. The major tenants are Sierra College and American Medical Response. This property has excellent freeway visibility from interstate 80 in rapidly expanding Southern Placer County.



San Leandro Airport Park

700-754 Whitney Street

San Leandro, CA

ODI acquired this property in August 1998. San Leandro Airport Park consists of approximately 128,000 square feet of flex space with unit sizes ranging from approximately 5,000 to 30,000 square feet. This project is located near the Oakland Airport and Interstate 880.



East Lake Studios

1148 East 18th Street

Oakland, CA

In 1996, ODI acquired the two-story former Mother's Cookies factory. This classic approximately 31,000 square foot brick and redwood building was converted and now consists of 21 units of Live-Work space. Second Floor live spaces offer dramatic 20-30 foot ceilings with the original maple hardwood floors completely restored



Britannia Business Center

3043-3075 Research Drive

Richmond, CA

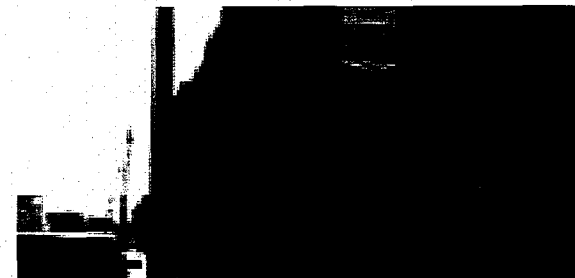
ODI acquired this business center in 1996. Britannia Business Center, original consisted of three buildings totaling approximately 140,000 square feet and vacant land of approximately 4.2 acres. ODI sold a portion of the improvements to an owner/user and the vacant land to the United States Post Office. The remaining 98,000 square feet of the project is home to a variety of tenants, including Orton Development, Inc.



Linden 101 Linden Street

Oakland, CA

ODI acquired this historic building in 1996. This 29,478 square feet project is located in the growing Jack London Square district of Oakland.



Upland Office Center

1317 West Foothill Boulevard
Upland, CA

ODI acquired this property in 1996. This 40,507 square feet, two-story Class “B+” office building was built in 1982. This is a highly visible, well-known project designed to attract a mix of local and regional tenants



Ice Cream Plant

2240 Filbert Street
Oakland, CA

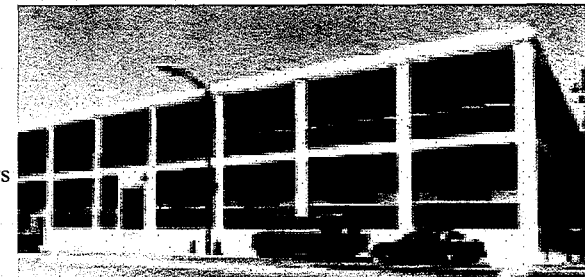
ODI acquired this unique, two-story former Safeway, Inc. Ice Cream Plant in 1995. Improvements were redeveloped to provide a multi-tenant refrigerated facility, the only one of its kind in Northern California. The building contains approximately 117,000 square feet.



Cannery Park I

357 East Taylor Street
San Jose, CA

ODI acquired Cannery Park I from the RTC in late 1995. This 188,000 square feet facility is a former canning plant consisting of two separate buildings. The two-story buildings are now the corporate headquarters and main bottling plant for the Gordon Biersch Brewing Company.

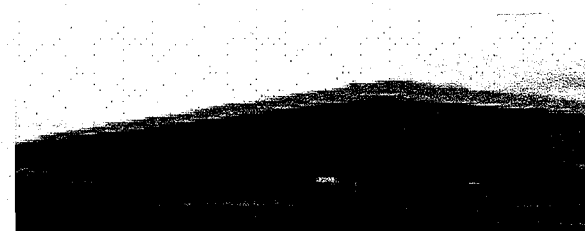


Hunt’s Business Park

199 Gilbert Street at “C”

Hayward, CA

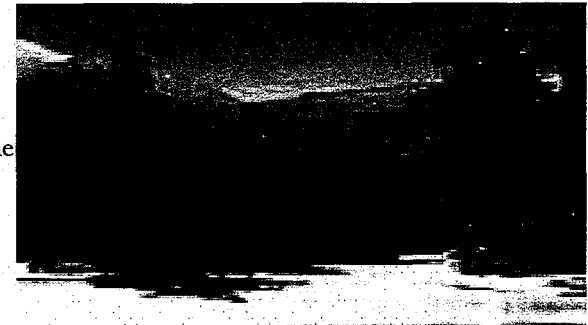
ODI acquired this business park in 1995 and entered into a joint venture with the owners of United Can/Hunt-Wesson for the long-term development of this under-utilized and functionally obsolete 226,000



Village Plaza

250 West First Street
Claremont, CA

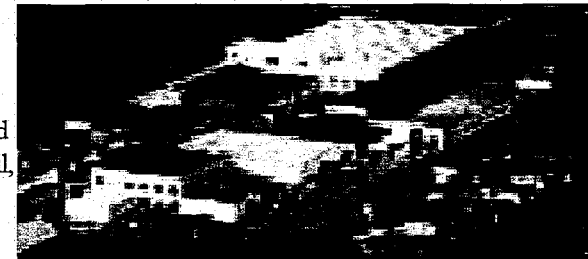
ODI acquired this project in 1995. At that time, it consisted of two buildings, one of which ODI sold to the Visiting Nurses Association. The remaining 73,500 square feet is occupied by service and retail tenants and the City of Claremont



Giant Trade Center

3000 Giant Road
San Pablo, CA

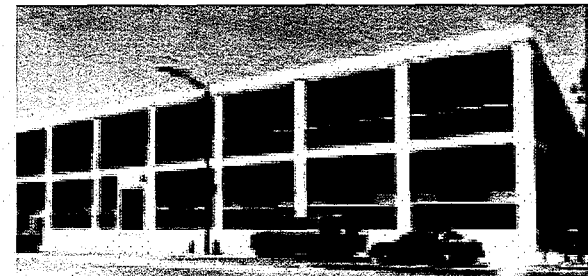
ODI acquired this 385,000 square foot former American Standard bathroom fixture facility in July 1994 and sold it July 2007. Improvements include a multi-tenant commercial complex with mixed uses including retail, office, distribution, and light manufacturing.



Cannery Park II

730-Q North Ninth Street
San Jose, CA

ODI acquired Cannery Park II as a separate REO transaction in 1994. This project contains approximately 182,000 square feet that was originally a food canning plant, which ODI converted into a mixed-use multi-tenant facility, and brought to stabilized occupancy.



Telegraph Avenue Building

2855 Telegraph Avenue
Berkeley, CA

ODI acquired this office building located near the University of California in November 1994 and sold it in 2005. The project is comprised of approximately 74,000 square feet and is located on historic Telegraph Avenue. This six-story building attracts a range of tenants from banks to hi-tech businesses, which is unique in Berkeley.



Temescal

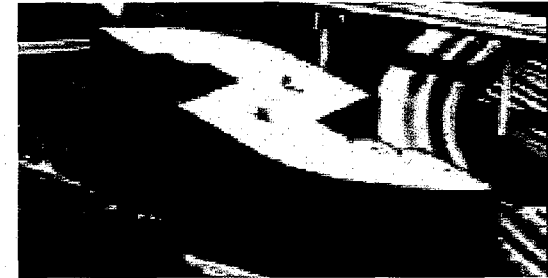
2850 Seventh Street
Berkeley, CA

ODI acquired this property in 1994. There are eleven buildings on this property comprising approximately 200,000 square feet of office, industrial, and retail space. The property is located in a commercial area, approximately a quarter mile east of Interstate 80.

**Interstate Plaza II**

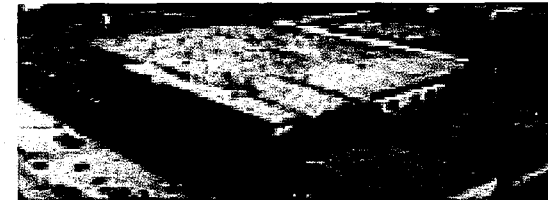
2878 Camino del Rio South
San Diego, CA

ODI acquired this property in 1993. The 80,000 square feet Class A office building is in the heart of San Diego's historic Mission Valley. Situated between two major interstate freeways (I-8 and I-805), the property commands excellent freeway visibility and consists of two five-story wings.

**Simmons**

17700 Fairway Drive
San Leandro, CA

ODI acquired this property in 1992 which approximately half of the 514,000 square feet facility was leased to Simmons Mattress Company. Within 60 days of acquisition, the property was fully occupied and has experienced 100% retention.

**Powell Street**

1475 Powell Street
Emeryville, CA

ODI acquired this attractive two-story brick building in July 1992, long before the economic transformation of Emeryville. Totalling 6,069 square feet of office space, this conveniently located building currently houses the office of the President of Orton Development, Inc. This project is located in close proximity to Interstates 580, 880 and 80



Contra Costa Industrial Park

1501 Loveridge Road
Pittsburg, CA

ODI acquired this property in 1989 from US Steel. This series of largely vacant buildings with a total area of more than 440,000 square feet was originally a foundry built by the Navy near the end of WWII. It was transformed into the bustling Contra Costa Industrial Park, a multi-tenant industrial center.



Delta 21

Lot 21, West 10th Street
Antioch, CA

ODI acquired this property in 1989 from the Realty and Investment Division of US Steel. The 394,000 square foot building, known as the American Bridge Building, was surrounded by the ODI-owned Delta Industrial Park development. Improvements provided for a multi-tenant steel processing facility and service center.



Antioch Marina Business Park

4th and "L" Street
Antioch, CA

ODI acquired this 26-acre site in 1988. The property included four separate structures, each with unique problems and potential. One building was sold; a second building was already occupied by a tenant and needed only minor renovations and a new lease. Major renovations were performed on a third building and the fourth was sold to the city of Antioch, who razed the building and constructed the new police facility. This project currently consists of approximately 488,375 square feet in two buildings.



Vulcan Studios

4401 San Leandro Street
Oakland, CA

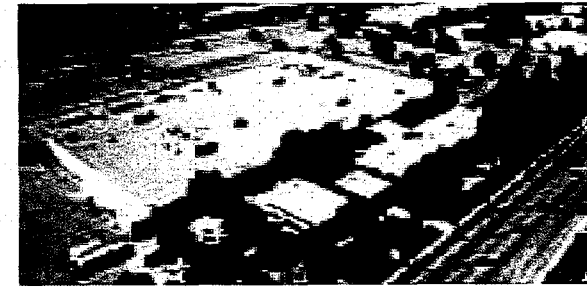
A thriving artist's colony in the heart of industrial Oakland, The Vulcan Studios was developed as live-work studios in 1986. Sixty units cluster around a series of open-air courtyards which function as exhibit space, garden patch and community meeting ground. This 103,000 square foot project boasts the "Vulcan Cafe." The building was sold in September 2006.



Midway Corporate Plaza

600 E. Bonita Avenue
Pomona, CA

ODI acquired in 2002 from Lockheed Martin and sold it in September 2004. The property consists of 160,000 square feet on 20 acres and is in the process of being repositioned for residential development.



Hawkeye Junction

909 Spiva Avenue
Yuba City, CA

ODI acquired this property in 2000 and sold it in February 2003. This industrial warehouse office facility is approximately 185,476 square feet. The development started in the late 1950's and early 1960's, and was originally designed to accommodate a single-tenant user. The property has been redesigned to accommodate the needs of a multi-tenant industrial complex.



The Grand Legacy

333 North "F" Street
Oxnard, CA

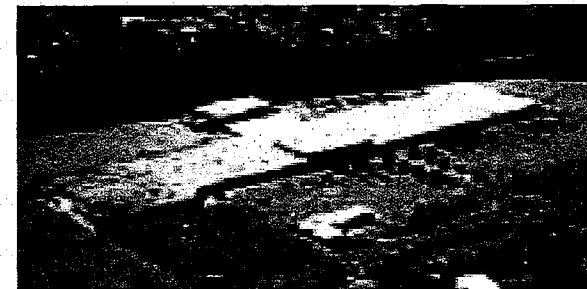
ODI acquired this property in 1999 and sold it in February 2002. Formerly the St. John's Regional Medical Center, the facility consists of a four-story hospital building, a one-story rehabilitation facility, a magnetic resonance building and a central plant. The total area of on-site buildings is approximately 473,000 square feet.



Feather River Center

6000 Lindhurst Avenue
Marysville, CA

ODI acquired this property in April 1999 and sold it in December 2000. This 439,000 square foot property, formerly a retail mall, was converted into a mixed-use center that included retail, office and light industrial.



Dunn

2148 Dunn Road
Hayward, CA

The 42,500 square feet industrial Dunn Road project was previously utilized as a multi-tenant facility and was converted to a single tenant-manufacturing warehouse. This project was sold in 1999.



Carnegie Centre

2540-2550 Redhill Avenue Santa Ana, CA

ODI acquired this property in October 1995 and sold it in November 1999. This building consists of 41,500 square feet. Under ODI's ownership, the property was 100% leased, 80% by Caltrans. Situated in the John Wayne Airport area, Carnegie Center offers one of the most desirable office locations in Southern California.



2199 Williams Street

San Leandro, CA

ODI acquired this property in 1996 and sold it in 1999. This project consists of a total 25,000 gross square feet.



The Wonder Factory

171 14th Street
San Diego, CA

ODI acquired this bakery in 1996 and sold it in 1999. This former Wonder Bread Bakery, a masonry and wood frame construction, was built in 1910 and consists of approximately 56,000 square feet.



Corporate Way

26563 Corporate Avenue
Hayward, CA

ODI purchased this environmentally problematic building in July 1999 and sold it shortly thereafter, in September 1999.

Cannery Park III

8th & Jackson Street
San Jose, CA

This property, originally operated as a canning plant was acquired in 1993 as an REO transaction. This property was sold in April of 1999.

Clay Street

1625 Clay Street
Oakland, CA

The former PG&E building was acquired by ODI in 1996 and turned into City Center Lofts, a live/work facility. It was sold in 1999.

Whipple Road

1001 Whipple Road
Hayward, CA

Purchased in 1996, this Class-A industrial complex totals approximately 444,480 square feet. It was sold in mid 1998.

Rose Canyon

4241 Jutland Avenue
San Diego, CA

ODI acquired this striking Class A office building in 1994. Carnegie Centre 2540-2550 Redhill Avenue The project consists of approximately 45,000 square feet. ODI sold its interest in 1995.

150 West First Street
Claremont, CA

This 3-story office/retail building was purchased as part of the Village Plaza. It totals approximately 24,695 square feet and was sold to the Visiting Nurses Association in October 1995.



Nineteen Ten
1910 Elm Street
Cincinnati, Ohio

In October 2008, Orton Development, Inc. (ODI) purchased the historic Christian-Moerlein bottling plant at 1910-1916 Elm Street (Nineteen Ten), in Cincinnati's Brewery District. With its convenient location adjacent to Findlay Market, flexible floor plan, period façade, and history closely knit into the Cincinnati landscape, Nineteen Ten, under ODI's management, is going to become a modern-day hub for small business as well as part of the critical mass for the long term sustainability of Findlay Market and its surrounding area. In line with its industrial history, the East Building of the development will house light manufacturing tenants with their own newly installed storefront entrances and grade-level, drive-in dock with direct access to parking and yard area, as well as access to the common area dock-high bays. The Central and West Buildings will be home to a vibrant community of businesses, trades-people, artists, craftsmen, and merchants who can make, store, wholesale, and ship assets and inventory, and have the marvelous synergy of simply swinging open their doors for weekend retail sales to the tens of thousands of customers of Findlay Market. The original three-storey part of the building on the southwest corner of Elm and Eton offers premises for a brew pub, production brewery and keg plant, banquet and party space, as well as private offices and live/work for the brewmaster, owner, or key employee. The brewery has its own 60-foot drive-in dock, alcoved restaurant entrance, dedicated and secured parking lot, and private staircase to the upstairs banquet facility and offices.



The Argonaut
465-485 Milwaukee Boulevard
Detroit, MI

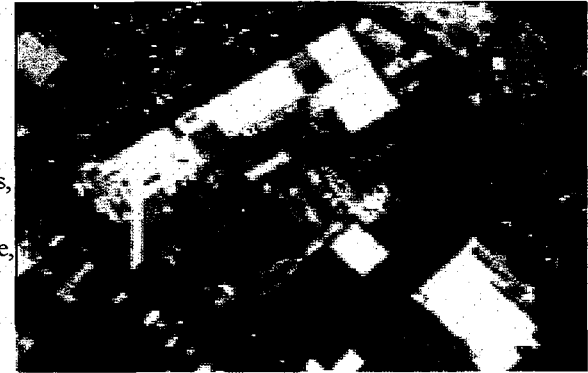
ODI acquired this historic Albert Kahn designed building in April 2004 and sold it in March 2007. Built in 1929 and 1936, the vacant 775,000 square foot 11-story office building and 225,000 square foot parking structure, was a former component of General Motors Worldwide Headquarters. The redevelopment will include residential lofts with supporting retail and a creative office component. Located in the heart of The New Center Area of downtown Detroit, the project is considered to be a key component to the revitaliza-



Hampton Park

2819 Wade Hampton Boulevard
Taylors, SC

ODI acquired this property in October 2006. Formerly a dairy processing and general distribution facility for Winn-Dixie, the property consists of approximately 796,000 square feet of improvements in 2 buildings, including 130,000 sf of cold-storage space, and is situated on approximately 57 acres. The redevelopment plan will provide for multi-tenant occupancy of cold-storage, food processing, light industrial tenants, office, and possible retail uses.

**801 Beaumont/331 Garner**

801 Beaumont and 331 Garner Avenues
Spartanburg, SC

ODI acquired this property in August 2004 and sold the 801 Beaumont building in 2006 to an owner-user. The project consists of two buildings comprising approximately 358,000 square feet on approximately 25 acres. Formerly an automotive component manufacturing and distribution plant, it is one of the few buildings in the area that offers 25' ceiling height. The remainder of the property will be redeveloped for multi-tenant industrial use.

**Renaissance Park**

1500 Main Street
Baton Rouge, LA

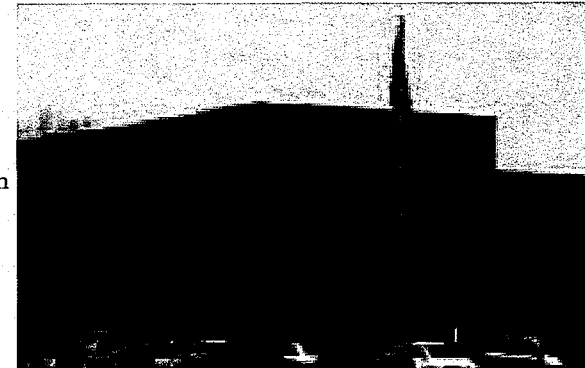
ODI acquired this landmark property in December 2003 and sold the former retail building to an office user in 2005. Improvements include a four-story industrial/call center structure and a retail/office structure comprising approximately 350,000 square feet on 11 acres. Originally constructed in 1934, with four major additions in 1940-1978, this project is located at the gateway to Downtown Baton Rouge and in close proximity to Interstates 10 and 12. The project once held the Guinness Book of World Records as the longest building in the world built as a department store. The entire project is home to FEMA's hurricane disaster relief operations for the Gulf Coast.



RSM Business Center

803, 805, & 807 Pressley Road
Charlotte, NC

ODI acquired this property in 1994. It consists of three office/warehouse buildings comprising approximately 285,000 square feet, and is situated adjacent to 240,000 square feet of warehouse/distribution area in which RSM Company, Mr. Orton's family-owned trading company operates.



800 J P Taylor Road

Henderson, North Carolina

ODI acquired this property in March 2005 from Universal Leaf North America US, Inc. Improvements consist of approximately 616,000 square feet of industrial space on approximately 51 acres, originally constructed in 1962. The project is located on Route 1 with immediate proximity to Interstate 95. Formerly occupied by J P Taylor Company as a tobacco processing and storage facility, the property will be repositioned into a multi-tenant light manufacturing and warehousing complex.



Appendix B

Pro Forma - Henry J. Kaiser Redevelopment

Pro Forma is Exemplary and Subject to Change Based on Final Use and Redevelopment Plan

SQUARE FOOTAGE			
	RSF Office		
	RSF Basement		
	RSF Theater		
	Parking Spots		
COSTS			
Office Costs			
Hard Costs	/sf		\$ 25,200,000
Soft Costs	/sf		\$ 9,800,000
TIs	/sf		\$ 8,400,000
Total Office			\$ 43,400,000
Theater Costs			
Total Theater Costs	/sf		\$ 7,997,925
Basement Costs			
Total Basement Costs	/sf		\$ 399,880
Total Project Costs			\$ 51,797,805
ASSUMPTIONS			
Office Rent - Full Service	/sf		
Expenses	/sf		
Pre-leasing at open	sf		
additional after 6 months	sf		
Vacancy			
Parking Revenue	/stall		
Parking years free			
FINANCING			
Capital Stack			\$ 51,797,805
Developer Equity			\$ 5,000,000
Historic Tax Credits			\$ 7,922,474
Bank Loan	LTC		\$ 38,875,331
Construction Loan (Year 1-Year 3)			
Construction Loan Available	LTC		\$ 41,438,244
Construction Loan Interest			
Construction Loan Term			
Construction Loan Required	LTC		\$ 38,875,331
Loan Fee %	of Loan Amt.		\$ 621,573.66
Interest PMT Year	Year 2	Year 3	Total
Interest PMT	\$ 621,574	\$ 932,360	\$ 1,864,721
Permanent Loan			
Amount			\$ 38,875,331
Fees			\$ (583,130)
Net Amt			\$ 38,292,201
Rate			
Term			
PMT			
Historic Tax Credits			
Qualified Costs			\$ 51,797,805
% of Qualified Costs Eligible			
Cost Per Tax Credit			
Historic Tax Credit Equity			\$ 9,841,583
HTC Costs	of HTC Equity		\$ 147,624
Net Historic Tax Credit Equity			\$ 9,693,959
HTC Costs Over Compliance Period			
Preferred Return	per year		\$ 984,158.30
Put Price	of equity		\$ 787,326.64
Total HTC Costs Over Compliance Period			\$ 1,771,485
Net Benefit from HTC Equity			\$ 7,922,474

Appendix B

Pro Forma - He Orton Development Inc.

Pro Forma is Exemplary and Subject to Change Based on Final Use and Redevelopment Plan.

CASH FLOW		Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Year 11	Year 12	Year 13
Escalation	3%	100%	103%	106%	109%	112%	115%	118%	121%	124%	127%	130%	133%	136%
Lease Up Assumptions		0%	50%	75%	90%	90%	90%	90%	90%	90%	90%	90%	90%	90%
Uses														
Soft Costs	50% yr 1, 25%	\$ (4,900,000)	\$ (2,450,000)	\$ (2,450,000)										
Office Hard Costs	33% for 3 years	\$ (8,400,000)	\$ (8,400,000)	\$ (8,400,000)										
Theater Hard Costs		\$ (2,665,975)	\$ (2,665,975)	\$ (2,665,975)										
Basement Hard Costs		\$ (133,293)	\$ (133,293)	\$ (133,293)										
Tenant Improvements		\$ -	\$ (2,940,000)	\$ (5,460,000)										
Sources of Capital														
Construction Loan		\$ 12,848,107	\$ 14,922,602	\$ 11,104,622										
Developer Equity	33% for 3 years	\$ 1,666,667	\$ 1,666,667	\$ 1,666,667										
Historic Tax Credits	20% yr 1, 80% yr 2	\$ 1,584,495	\$ -	\$ 6,337,979										
Balance		\$ -	\$ 0	\$ -										
Income/Expenses														
Theater Net Income		\$ -	\$ -	\$ 383,300	\$ 546,300	\$ 707,300	\$ 828,300	\$ 1,014,900	\$ 1,045,347	\$ 1,108,068	\$ 1,207,794	\$ 1,352,729	\$ 1,555,639	\$ 1,835,654
Office Income	\$ 36	\$ -	\$ 2,595,600	\$ 4,006,800	\$ 4,944,240	\$ 5,080,320	\$ 5,216,400	\$ 5,352,480	\$ 5,488,560	\$ 5,624,640	\$ 5,760,720	\$ 5,896,800	\$ 6,032,880	\$ 6,168,960
Parking Income	\$ 100	\$ -	\$ -	\$ -	\$ -	\$ 20,000	\$ 20,600	\$ 21,200	\$ 21,800	\$ 22,400	\$ 23,000	\$ 23,600	\$ 24,200	\$ 24,800
Office Expenses	\$ 12	\$ -	\$ (865,200)	\$ (1,335,600)	\$ (1,648,080)	\$ (1,693,440)	\$ (1,738,800)	\$ (1,784,160)	\$ (1,829,520)	\$ (1,874,880)	\$ (1,920,240)	\$ (1,965,600)	\$ (2,010,960)	\$ (2,056,320)
Loan Fees (Interest + Fee)		\$ (932,360)	\$ (621,574)	\$ (932,360)	\$ (583,130)									
Net Income before debt service		\$ (932,360)	\$ 1,108,826	\$ 2,122,140	\$ 3,259,330	\$ 4,114,180	\$ 4,326,500	\$ 4,604,420	\$ 4,726,187	\$ 4,880,228	\$ 5,071,274	\$ 5,307,529	\$ 5,601,759	\$ 5,973,094
Debt Service														
Take Out Debt Service				\$ -	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)	\$ (2,898,131)
HTC Preferred	2%				\$ (193,879)	\$ (193,879)	\$ (193,879)	\$ (193,879)	\$ (193,879)	\$ (193,879)				
HTC Put Price	8%									\$ (775,517)				
Available Income after Debt Service		\$ (932,360)	\$ 1,108,826	\$ 2,122,140	\$ 167,320	\$ 1,022,170	\$ 1,234,490	\$ 1,512,410	\$ 1,634,177	\$ 1,206,580	\$ 2,173,143	\$ 2,409,398	\$ 2,703,628	\$ 3,074,963

Appendix C



CBD LAKE MERRITT / CITY CENTER - CLASS A | OAKLAND

	City Center	Lake Merritt	Total CBD
Number of Projects:	9	8	17
Total Square Footage:	2,865,951	3,173,675	6,039,626
Available Space			
Direct (SF):	347,480	456,898	804,418
Sublease (SF):	25,729	84,813	110,522
Total (SF):	373,209	541,711	915,020
Vacancy:	13.0%	17.1%	15.2%
Average Asking Direct (FS):	\$3.09	\$2.76	\$2.90



**SCHEDULE E
PROJECT CONSULTANT TEAM LISTING**

To be completed by prime consultants only.

Date 11/11/14



Note:
The consultant herewith must list all subconsultants regardless of tier and their respective percentages of the project work. No other subconsultants, other than those listed below shall be used without prior written approval by the City of Oakland. Provide all information listed and check the appropriate boxes. Firms must be certified with the City of Oakland in order to receive Local/Small Local Business Enterprise credits.

Company Name: Orton Development Inc

Signed:

Type of Work	Company Name	Address and City	Phone Number	% of Project Work	Dollar Amount	Subcontractor	Local (LBE)	Small Local (SLBE)	Ethnicity	Gender
Architect	Heller Manus	600 Montgomery St San Francisco	(415) 247-1100	TBD	TBD				c	m
Landscape Architect	Hood Design	3016 Filbert St. Oakland	(510) 595 0688	TBD	TBD		x	x	aa	m
Structural Engineering	Nabih Youssef	650 California St San Francisco	(415) 397-5213	TBD	TBD				o	m
Rosemary Mueller	Mueller Caulfield	339 15th St Oakland	(510) 832-8560	TBD	TBD			x	c	f
Crowdfunding	Fundrise	519 Connecticut Ave. Washington DC	Not Avail	TBD	TBD				nl	nl

Attach additional page(s) if necessary.
Contractors are required to identify the ethnicity and gender of all listed firms majority owner. This information will be used for tracking purposes only.
* (AA=African American) (AI=Asian Indian) (AP=Asian Pacific) (C=Caucasian) (H=Hispanic) (NA=Native American) (O=Other) (NL=Not Listed)
** (M = Male) (F = Female)

(Revised as of 6/06)

Individuals, Businesses or other entities should respond below:

1. Are you or your firm involved in a pending dispute or claim Against the City of Oakland?

No Yes (check one)

2. If you answered "Yes", list existing and pending lawsuit(s) and claim(s) with the title and date of the contract, a brief description of the issues, officials or staff persons involved in the matter and the City or Agency department/division administering the contract.

Contract Title: _____

Date: _____ Official(s), Staff person(s) involved: _____

Administering Department/Division: _____

Issues: _____

Contract Title: _____

Date: _____ Official(s), Staff person(s) involved: _____

Administering Department/Division: _____

Issues: _____

(check) Additional Disputes listed on Attachment

By signing below, I certify that all representations and disclosures made herein are true, correct and complete.

Signature: 

Print Name: Joseph Orton

Title: Partner Date: 11/11/14



**CONTRACTOR ACKNOWLEDGEMENT OF CITY OF OAKLAND CAMPAIGN CONTRIBUTION LIMITS
FOR CONSTRUCTION, PROFESSIONAL SERVICE & PROCUREMENT CONTRACTS**

To be completed by City Representative prior to distribution to Contractor

City Representative _____ Phone _____ Project Spec No. _____

Department _____ Contract/Proposal Name _____

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

Contractor Name Orton Development Inc. Phone 510-734-7607

Street Address 1475 Powell St, Suite 101 City Emeryville State CA Zip 94608

Type of Submission (check one) Bid Proposal Qualification Amendment

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

Individual or Business Name JR Orton III Phone 510-547-6744

Street Address 65 Sea View Ave City Piedmont State CA Zip 94611

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

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

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

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

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

Signature Date 11/11/14

Print Name of Signer Joseph Orton Position Partner

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

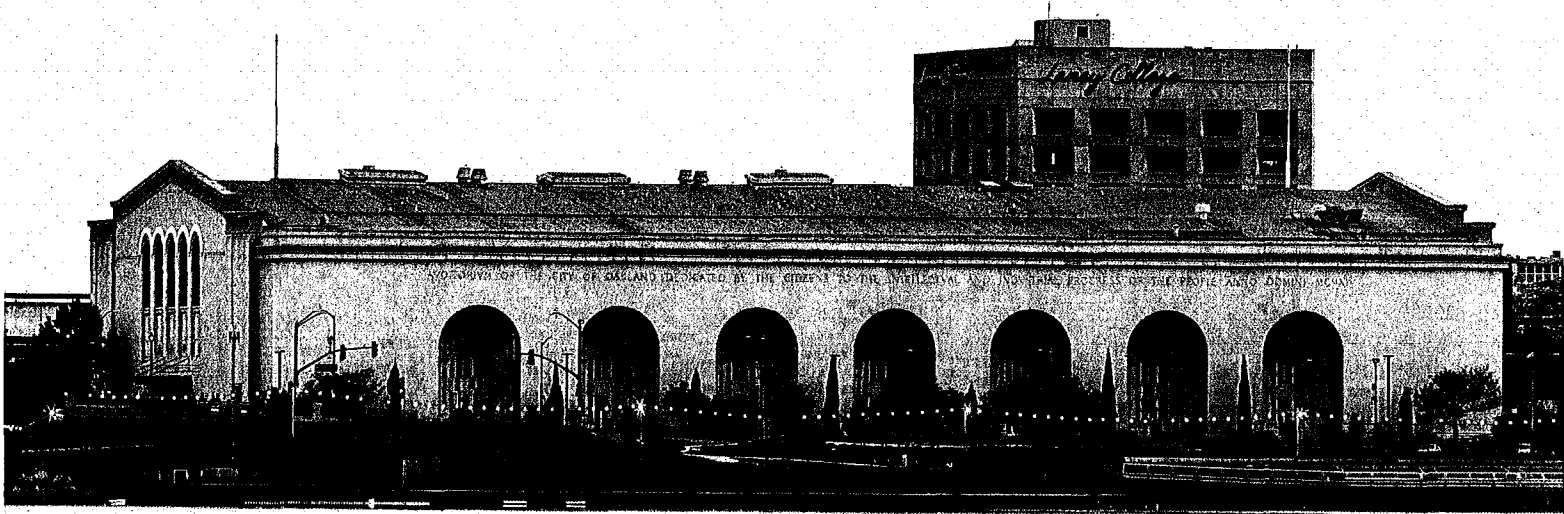
Date Received by City: ___/___/___ By _____

Date Entered on Contractor Database: ___/___/___ By _____

Revised 3/2/2009

REQUEST FOR PROPOSALS

(Notice of Development Opportunity)

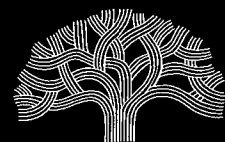


For the Rehabilitation and Adaptive Reuse of
The HENRY J. KAISER CONVENTION CENTER

also known as the
Oakland Municipal Auditorium

Release Date: September 22, 2014

Deadline for Submissions: November 12, 2014



CITY OF OAKLAND

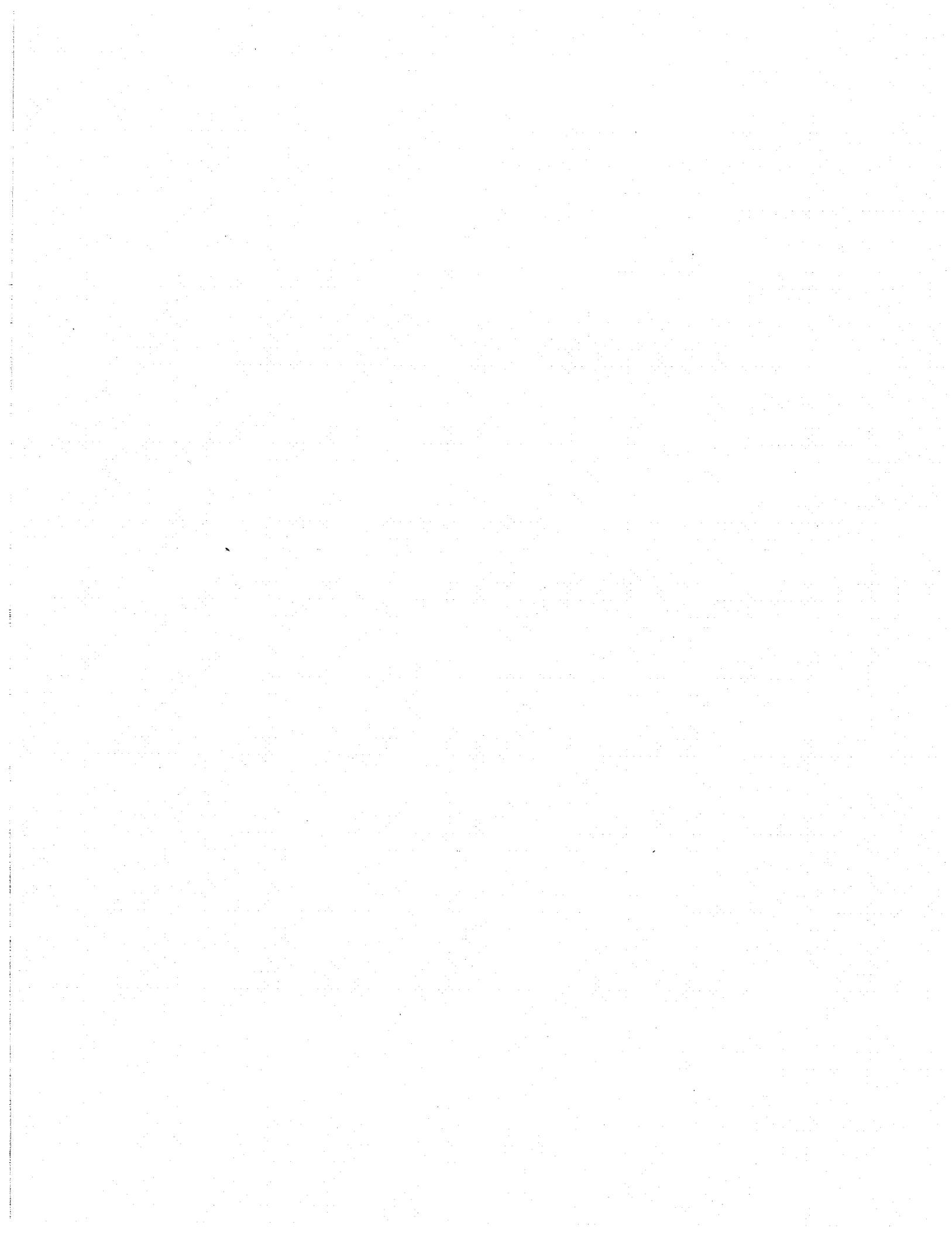
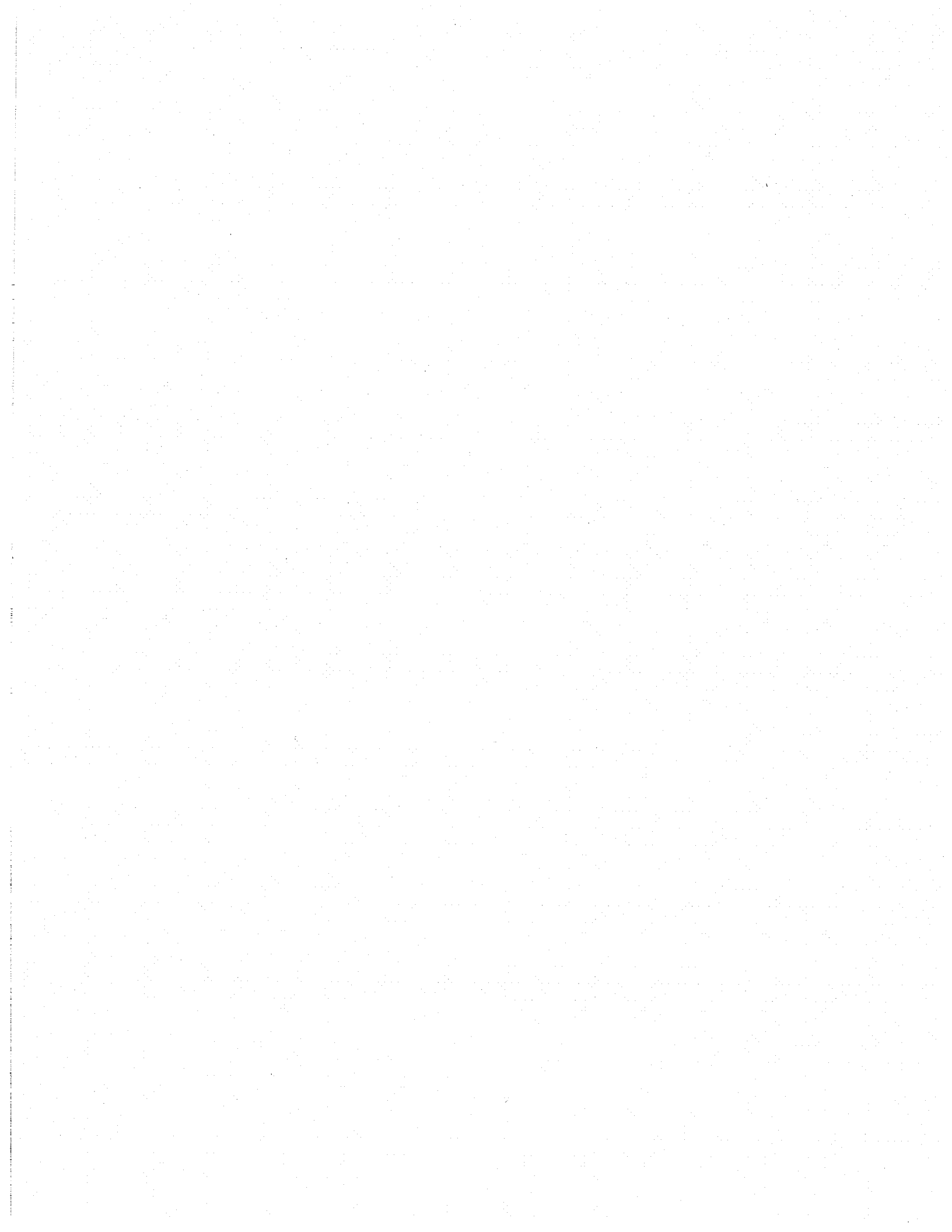


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I. SUMMARY OF OFFERING

OPPORTUNITY	Rehabilitate, adaptively reuse and manage the Oakland Municipal Auditorium/Henry J. Kaiser Convention Center building under a long-term lease. The building is approximately 215,000 square feet (including a basement) and sits on a roughly five-acre site.
LOCATION	10 10th Street, Oakland, CA, 94607 Generally bounded by 10th Street, Lake Merritt Blvd. (12th Street), the Lake Merritt Channel and the Oakland Museum of California. Parcel # 18-450-5
USES	Land uses allowed include cultural, institutional, office, commercial, retail and light industrial among others.
HISTORIC STANDARDS	The building is a City of Oakland Landmark. Rehabilitation of exterior and significant interiors must be consistent with the Secretary of the Interior's Standards for the Treatment of Historic Properties.
DEVELOPMENT TEAM	Respondent team should at a minimum include an experienced developer, an architect, an historic architect and a landscape architect.
CAPITAL INVESTMENT	Substantial investment in seismic and structural modernization; new or repaired mechanical, electrical and plumbing systems; and additional improvements are required to rehabilitate the building. Business terms will reflect the private investment required.
FINANCIAL REQUIREMENTS	Each respondent will need to demonstrate its ability to successfully finance, construct and operate the project.
SELECTION PROCESS	Respondents must submit qualifications, a rehabilitation and design concept, financial information and a refundable "Offer to Negotiate Deposit" of \$5,000. An evaluation panel will evaluate proposals against the evaluation criteria contained in this RFP and may interview select respondents. The panel's recommendation of a respondent will be forwarded to the City Council for independent review and action.

EXCLUSIVE NEGOTIATIONS	After City Council action, City staff will work with the selected development team to prepare an Exclusive Negotiations Agreement ("ENA"). The selected team will be required to provide a non-refundable deposit of \$25,000 within 30 days after the execution of the ENA.
LEASE DISPOSITION AND DEVELOPMENT AGREEMENT	During the ENA period, the City and the selected development team will negotiate terms of a LDDA and form lease with the City. The agreements will appropriately reflect the proposed uses, capital investment and market conditions. Exact duration and financial terms of the lease to be negotiated.
SUBMITTAL DEADLINE	Proposals are due Wednesday, November 12, 2014 at 2:00 p.m. to the Contracts and Compliance Office of the City Administrator, City of Oakland, 250 Frank Ogawa Plaza, Suite 3341 (Third Floor), Oakland, CA 94612.
PRE-SUBMITTAL MEETING AND TOUR	There will be a pre-submittal meeting and building tour on Friday, October 10, 2014, at 10:00 a.m. at the Henry J. Kaiser, Calvin Simmons Theater, 10 10th Street.
CONTACTS	<p>Kelley Kahn Office of the City Administrator, Project Manager 510.238.6190 kkahn@oaklandnet.com</p> <p>Jens Hillmer Department of Economic & Workforce Development 510.238.3317 jhillmer@oaklandnet.com</p>

II. INTRODUCTION

The City of Oakland is pleased to issue this Request for Proposals (RFP) seeking qualified respondents ("Respondent") to rehabilitate, adaptively reuse and manage the Oakland Municipal Auditorium/Henry J. Kaiser Convention Center (the "Henry J. Kaiser building") located at the southern end of Oakland's Lake Merritt. This offering presents a rare and unique opportunity to return a monumental civic building to life and to further the revitalization of the Lake Merritt area. The City is open to creative adaptive reuse proposals that contain a mix of public and private uses in the building.

The City intends to award a ground lease for the project to the respondent deemed most qualified, based on the evaluation criteria contained in this RFP. The key dates for this offering and anticipated schedule for the selection of Respondent are below.

Pre-Submittal tour and conference:	Friday, October 10, 2014, at 10:00 a.m. at the Henry J. Kaiser building, Calvin Simmons Theater, 10 10th Street
Written questions deadline:	October 24, 2014 by 5:00 p.m.
Submittal deadline:	Wednesday, November 12, 2014 at 2:00 p.m.

Interested parties are responsible for reviewing and becoming familiar with the contents of all portions of this RFP including all attachments, all background materials referenced in this RFP, all addenda to this RFP and the Lake Merritt Station Area Plan.

III. PROPERTY DESCRIPTION

The Henry J. Kaiser building was designed as a multi-purpose arena and theater that opened in 1914. The building is located between Lake Merritt Boulevard and 10th Street, just west of the Lake Merritt Channel and immediately east of the Oakland Museum of California. The address of the building is 10 10th Street.

The Oakland Municipal Auditorium complex was renamed in honor of Henry J. Kaiser in 1982. The theater was named for Oakland Symphony conductor Calvin Simmons who died that same year. The building is a designated City of Oakland Landmark. It has been closed and largely unused since 2005.



Figure 1. One of seven arched niches along the building's northern façade.

A. The Building

The Henry J. Kaiser is a strong example of Beaux-Arts architecture, with classical, simple massing punctuated by sculptural decoration and ornamental detail. The exterior of the building is clad in granite on its northern façade (facing Lake Merritt) with terra cotta trim. This façade features seven arched niches, each containing a sculptural relief designed by Alexander Stirling Calder, father to the famous mobile and abstract sculpture artist. These individually designed niches feature human figure sculptures, collectively titled "Riches of the Earth." The contrast between the rich detail of the niches and the smooth expanse of granite wall on this façade is striking and an important defining characteristic of the building's beauty and

significance. The remaining elevations are cement-plaster clad concrete.

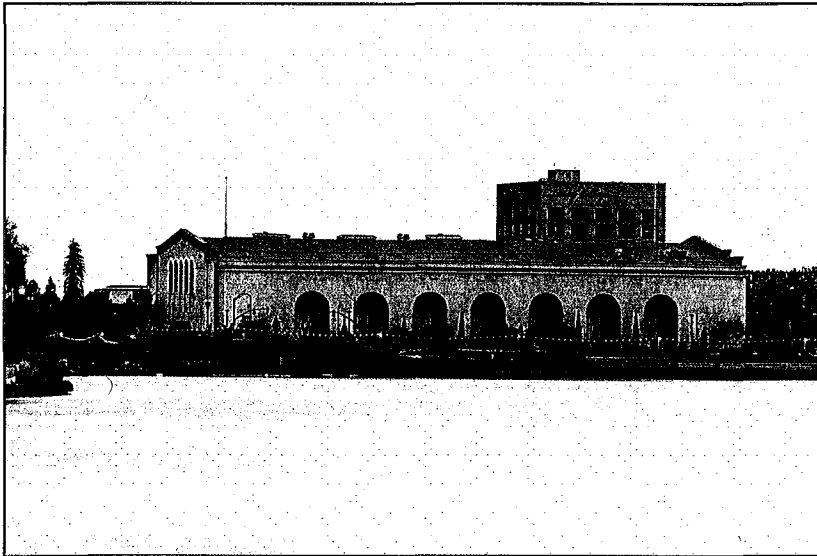


Figure 2. The Henry J. Kaiser Convention Center's northern façade with arched niches as seen from the shore of Lake Merritt.

The building is roughly 400 feet long by 200 feet across and contains approximately 215,000 square feet of floor area, including a full basement. The building includes an approximately 45,000 square-foot arena that historically could seat up to 6,000 people. The arena is covered by a light weight three-hinged arch truss roof. The arena

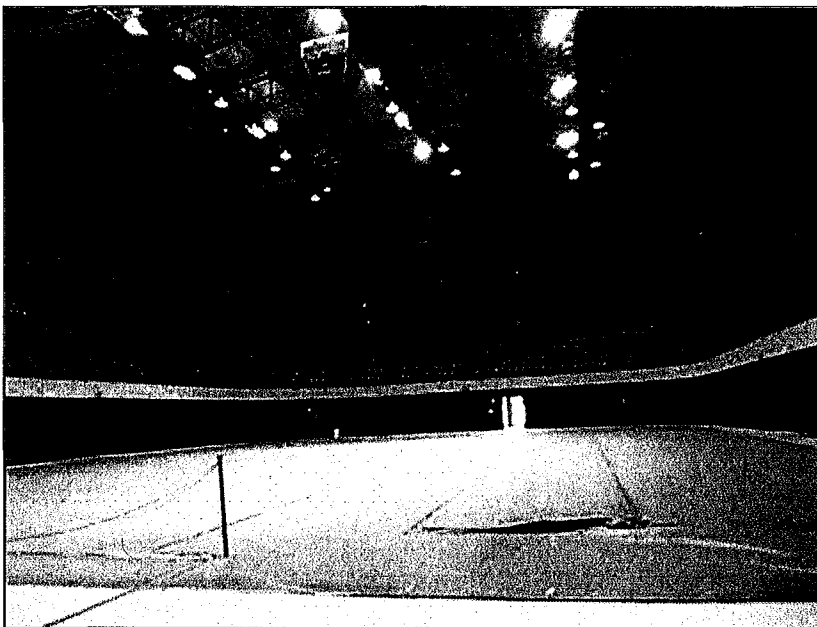


Figure 3. Arena interior.

abuts the Calvin Simmons Theater, a nearly 1,900-seat formal theater. The arena and the theater share a wall. The entrance to the arena is on the east side of the building and the entrance to the theater is on the west side. The building also includes ancillary offices, lobby areas and restrooms, as well as two banquet rooms (one on the second floor and one on the third floor) and a ballroom on the third floor.

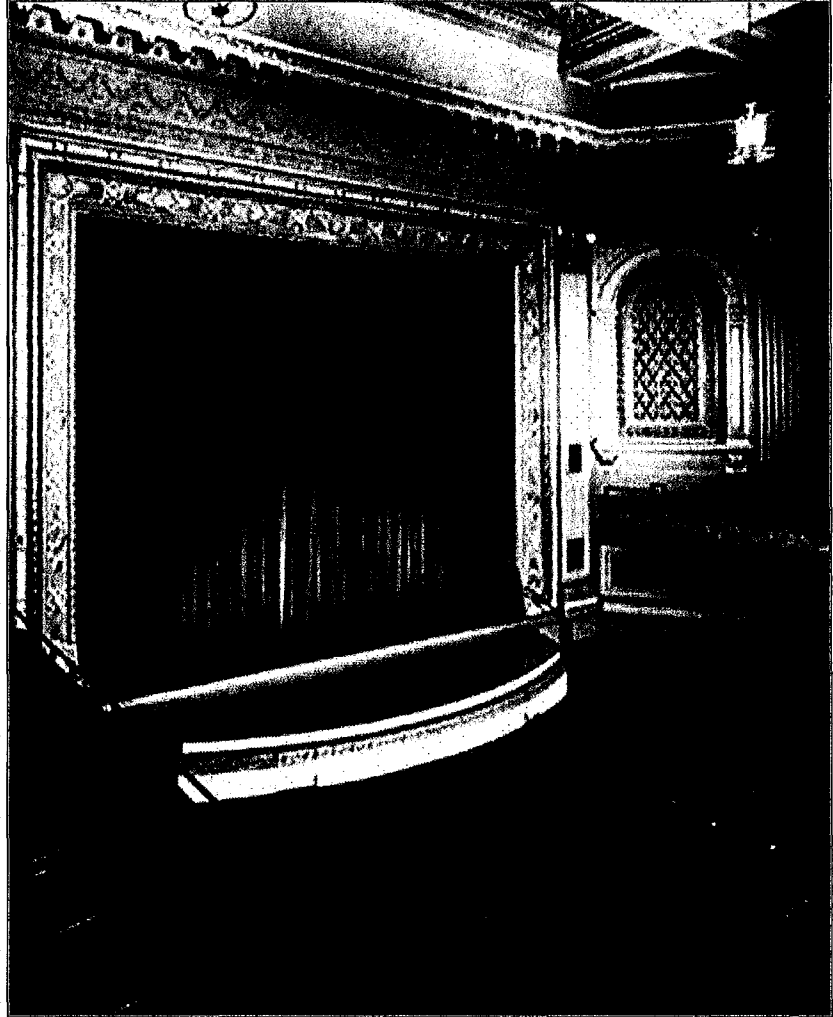


Figure 4. Calvin Simmons Theater Interior.

The building has a steel frame and reinforced concrete construction. The roof is concrete slab construction. Original skylights in the roof have been replaced with sheathing panels; the historic skylights could be restored to bring light into the interior of the building.

The existing electrical and mechanical (plumbing, HVAC, fire protection) building systems are outdated and will likely have to be replaced and/or refurbished depending on the proposed use for the facility. The

attachments to this RFP include a number of inspection, cost and feasibility reports that contain more detail about the condition of the building.

The building is an Oakland-designated landmark and has been rated "A" (Highest Importance) by the Oakland Cultural Survey. Modifications to the exterior and significant interiors of the building must be in conformance with the Secretary of the Interior's Standards for the Treatment of Historic Properties.

A set of floor plans, sections and elevations from a renovation of the building in 1985 are attached to this RFP.

SUMMARY OF KEY BUILDING FACILITIES	
Calvin Simmons Theater	1,899 seats: 866 orchestra, 489 first balcony, 544 second balcony. Theater area is 35% of first level.
Arena	3,723 fixed seats, flat floor. Arena area is 64% of first level.
Basement level	79,975 sf; currently used for storage
First level	75,932 sf; arena and orchestra level seating for theater
Second level	38,240 sf; theater mezzanine, arena corridor, seating, concessions and Olympic Room
Third level	22,643 sf; theater balcony, Ballroom and Gold Room
Olympic Room	NW corner of 2nd floor. 2,000 s.f.
Gold Room	SW corner of 3rd floor. 3,100 s.f. main floor and 800 s.f. balcony
Ballroom	NW corner of 3rd floor. 3,100 s.f. main floor and 800 s.f. balcony. 320 s.f. stage
<i>Data is approximate only and subject to confirmation by Respondent</i>	

B. The Grounds

The building sits on an approximately five-acre site. A recently refurbished parking lot is located in front of the building, between the building and Lake Merritt, fronting Lake Merritt Boulevard. The parking lot contains approximately 200 parking spaces. Vehicular access to the parking lot is available off of 10th Street via right-of-ways on the east and west sides of the buildings. The right-of-way on the east side of the building connects to Lake Merritt Boulevard. There is pedestrian and bicycle access to the grounds on all sides. The grounds of the property abut Peralta Park, which includes a new children's play area, and connect to the Lake Merritt Channel further east. Opportunities exist to better connect the grounds of the building – both physically and visually – to Lake Merritt, nearby public spaces, surrounding civic and educational uses, and to the surrounding circulation network.

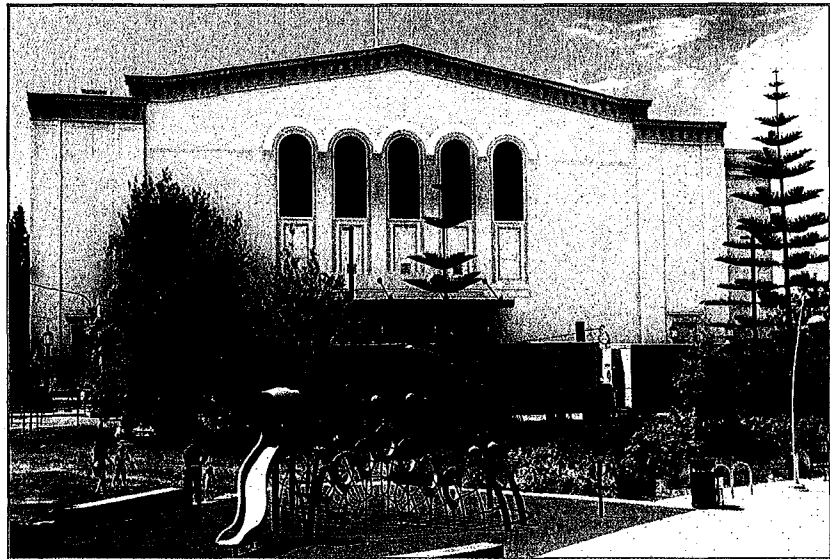


Figure 5. New children's park on the east side of building.

C. Surrounding Uses

The building is part of cluster of active significant and historic civic buildings including the Oakland Museum of California, the Main Public Library and the Alameda County Courthouse. The Henry J. Kaiser building is directly across 10th Street from Laney College, a 60-acre community college serving more than 14,000 students. Laney College is the largest of the four Peralta Community Colleges. There are several new housing projects in the entitlement pipeline. The building and its vicinity is shown in Figures 6 and 8.

While the focus of this RFP is only the Henry J. Kaiser building, there

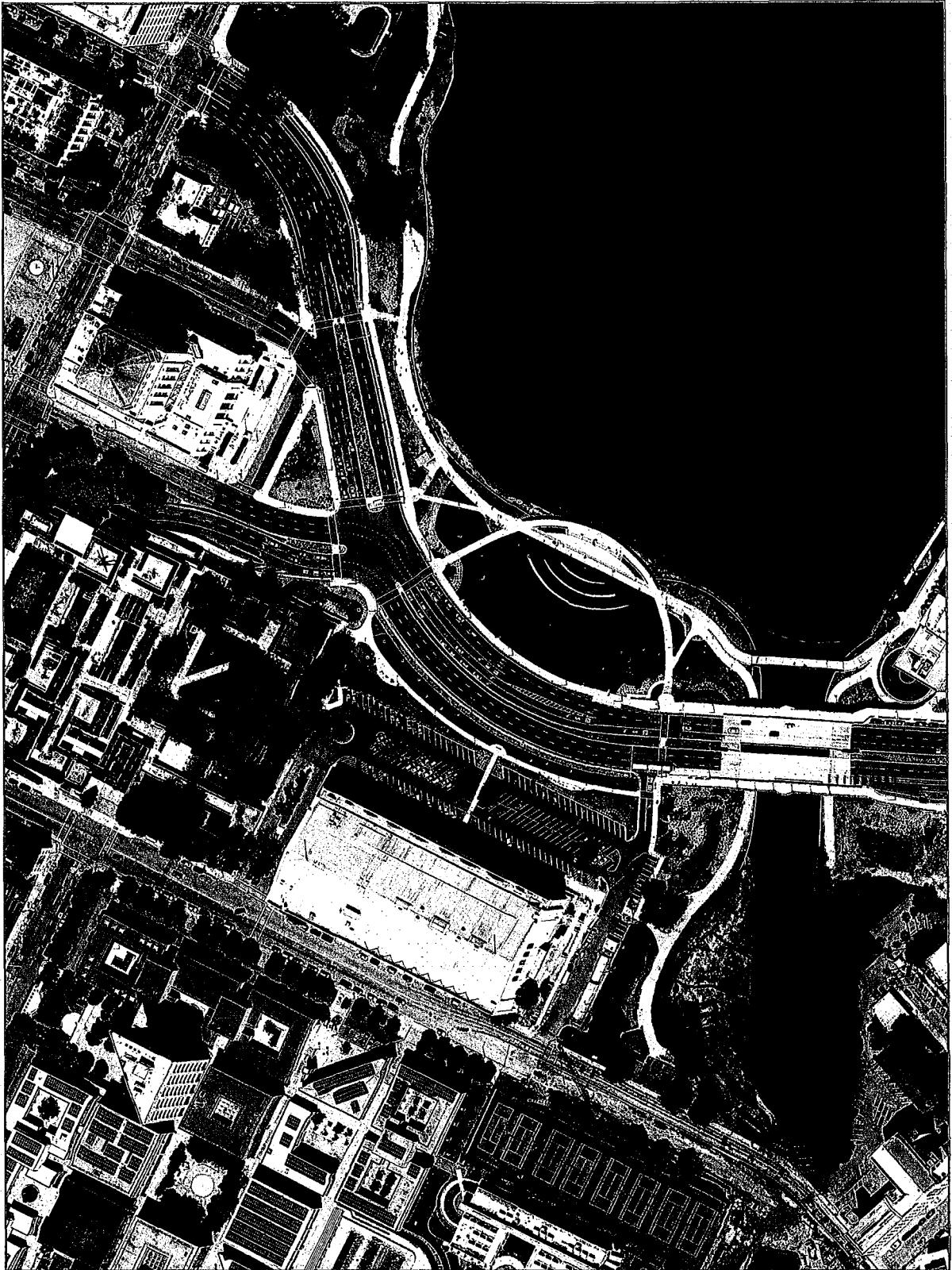


Figure 6. Satellite view of the Henry J. Kaiser building and surrounding area.

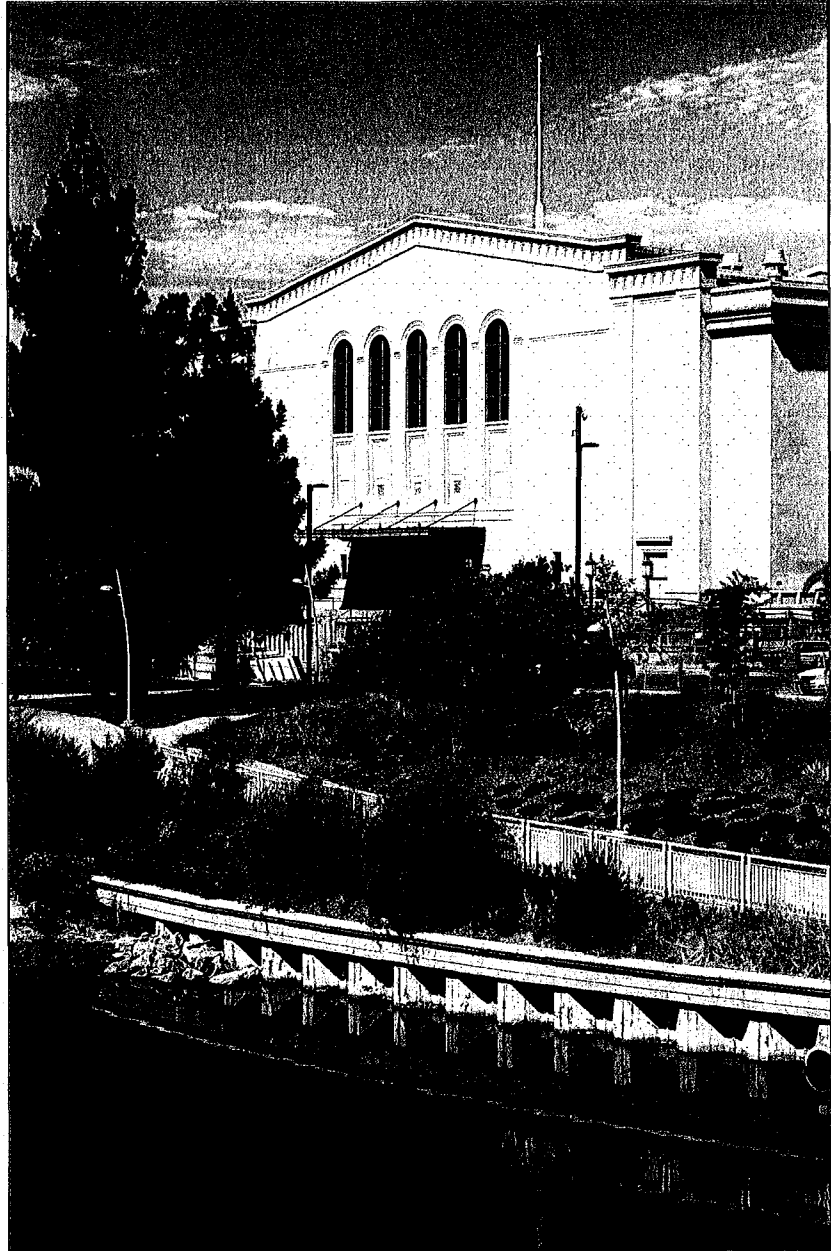


Figure 7. Henry J. Kaiser east façade with Lake Merritt channel in foreground.

are several other historic buildings in the vicinity that could present future development opportunities. The City of Oakland also owns the smaller Fire Alarm Building, northwest of the Henry J. Kaiser building at the corner of 13th Street and Lakeside Drive. The rehabilitation and adaptive reuse of this building may be the subject of a future RFP to help further activate this corner of Lake Merritt.

The former Oakland Unified School District (OUSD) Administration Building at 1025 2nd Avenue, also known as the Paul Robeson Building, and the Ethel Moore building at 121 E. 11th Street are

currently vacant. Both buildings are to the east of the Henry J. Kaiser on the other side of the Lake Merritt Channel. These properties and others are the subject of a recent Request for Qualifications (RFQ) by OUSD.

D. Lake Merritt and the Measure DD Improvements

An important feature of the Henry J. Kaiser building is its relationship to Lake Merritt; the building is quite prominent in the landscape surrounding the lake and is clearly visible from many vantage points. In November 2002, Oakland voters passed a bond measure known as Measure DD, "Oakland Trust for Clean Water and Safe Parks," which helped fund a number of improvements around the lake that helped improve the building's relationship to Lake Merritt. The measure funded improvements to the former 12th Street (renamed Lake Merritt Boulevard) that runs between the Lake and the Henry J. Kaiser building. The funds were used to reduce the roadway from 12 lanes to six lanes creating new public open spaces along the lake and a stronger visual link between the Kaiser Center and Lake Merritt. A key component of these improvements is a new amphitheater and public green along Lake Merritt, directly across Lake Merritt Boulevard from the Henry J. Kaiser building. This public space has become a well-used event area and place for park users to picnic, rest and linger over views of the Lake.

Measure DD also funded a pedestrian bridge across the Lake Merritt Channel just north of the Henry J. Kaiser building. It also funded the refurbished surface parking lot fronting Lake Merritt and the new children's park to the east.

E. Transportation Access

The Henry J. Kaiser is less than a third of a mile from the Lake Merritt BART Station and is served by multiple AC Transit bus lines. It offers easy access to the I-880 freeway. Vehicular access to the building is off of 10th Street and Lake Merritt Boulevard. Bicycles and pedestrians can access the site from many points.

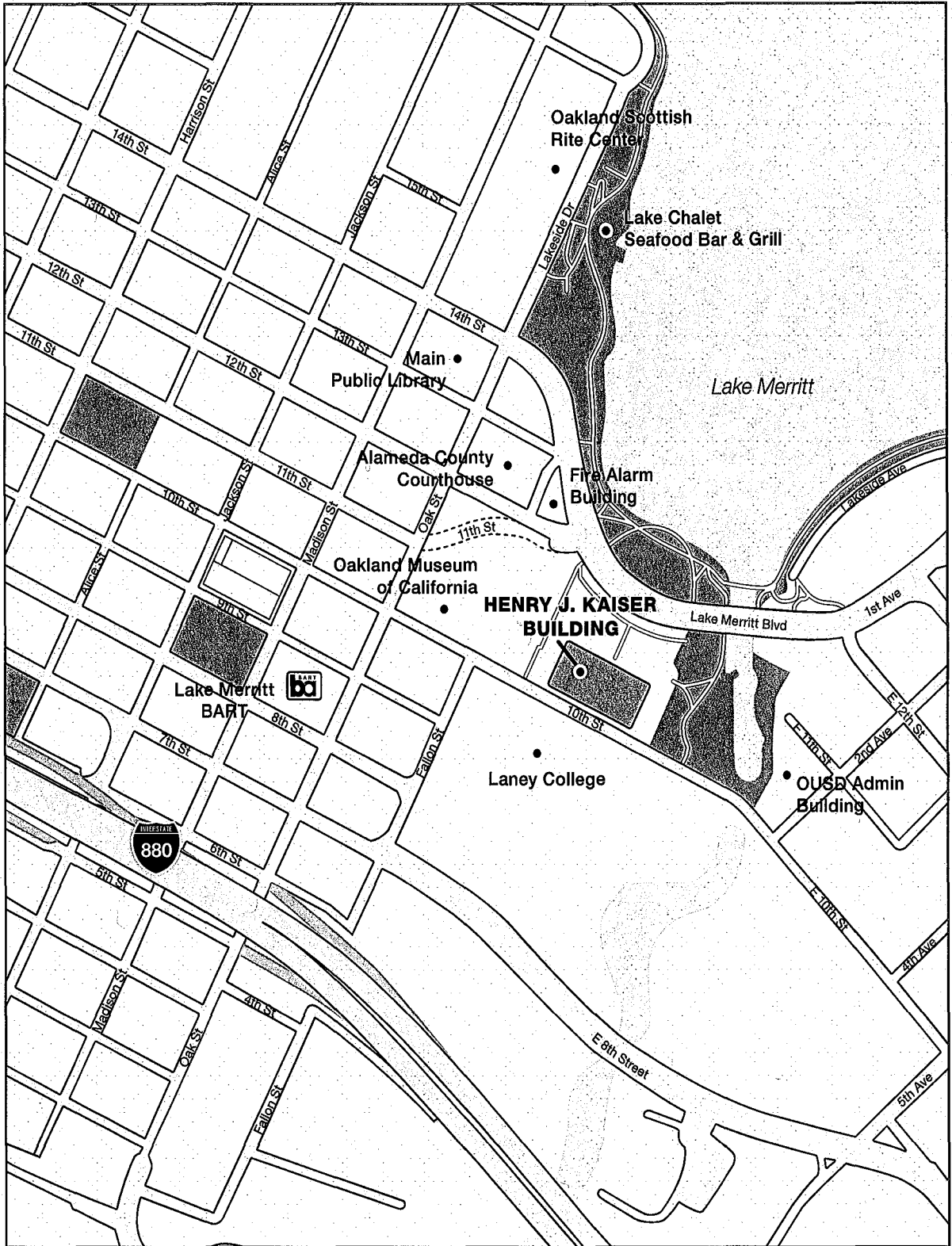


Figure 8. Henry J. Kaiser Building Location and Vicinity

IV. PROJECT OBJECTIVES AND DESIRED LAND USES

A. Objectives and the Lake Merritt Station Area Plan

The Henry J. Kaiser building sits within the boundaries of the Lake Merritt Station Area Plan (the "Plan"). The Plan and its environmental impact report ("EIR") are anticipated to be before the Oakland City Council for certification and adoption this fall. The Plan is the result of many years of community outreach and input. More information about the Plan, including the current draft, the EIR, schedule and all background materials can be found at:

www.Business2Oakland.com/lakemerrittsap

The Plan defines several key objectives for the Henry J. Kaiser building, including:

- Preserving and reactivating the building
- Activating the southern end of Lake Merritt
- Helping to complete an entertainment, education and cultural hub in the area
- Establishing the building as an additional destination in the Plan area

The unique setting and location of the building call for several related key objectives for the building including:

- Creating opportunities to better connect it – physically and visually - to the surrounding community and open space network, including Laney College, the Oakland Museum of California and Lake Merritt
- Ensuring the building and its grounds retain a sense of being publicly accessible, while allowing a mix of public and private uses.

B. Encouraged Land Uses and Activities

The City is open to all creative proposals for the adaptive reuse of the Henry J. Kaiser building. The City anticipates some combination of public and private uses will be necessary to address the City's goal of maintaining regular public access to the building while ensuring a financially feasible project. As described in the next section, all

proposals must include the restoration and ongoing operation of the Calvin Simmons Theater.

The adaptive reuse of the building could include some combination of the following uses:

1. Cultural uses such as performance space for music, theater, dance; film screenings; museum; exhibition spaces or other arts-related uses that invite the public into the building and create synergies with the nearby Oakland Museum of California and Laney College
2. Entertainment uses such as sports facilities or live music concerts
3. Conference and event space
4. Light industrial uses such as a brewery, maker spaces, artist studios or other production uses that can offer the public access on a regular basis
5. Restaurants or retail uses that activate the building and grounds
6. Office, research and development, technology, design and other private commercial uses

This list is not intended to be exhaustive and the City is open to new ideas and creative uses.

V. KEY TERMS

Below are key elements of the proposed offering that should be addressed and included as part of the response to this RFP.

1. *Rehabilitation, Adaptive Reuse and Management:* The development team shall be responsible for the rehabilitation of the Henry J. Kaiser building as well as its ongoing management. Rehabilitation of exterior and significant interiors must be consistent with the Secretary of the Interior's Standards.
2. *Calvin Simmons Theater:* The Calvin Simmons Theater must be rehabilitated for use as a performance space, capable of accommodating professional performance organizations. The developer must also manage the theater or partner with a management entity. The theater must be made available a certain number of times per year (exact number to be negotiated) rent-free or at discounted rates to local, non-profit performing arts groups. The City may consider some level of financial assistance to support the reuse of the theater space.
3. *Interim Uses:* Developer shall be responsible for periodically activating the grounds or the building (to the degree possible) with interim uses such as food trucks, art and maker fairs, demonstration projects, performances, sporting events, roller skating or other creative uses that invite the public to experience the site before the project is complete. The developer will be responsible for a minimum of two public events a year on the property following approval of the ENA, subject to construction schedules and staging requirements.
4. *Community-based Financing Tools:* The City is interested in exploring the viability of new community-based financing models that allow Oakland residents of all income and wealth levels to participate in the profits generated by becoming investors in the project. To the degree possible, and to the degree it is feasible in combination with other financing mechanisms, respondents should consider using community-based financing tools such as community development IPOs or other innovative community financing tools and platforms. For example, a project in San Diego recently offered an investment opportunity to community residents: http://www.ssireview.org/articles/entry/the_peoples_ipo
5. *Public Input:* The selected developer, in consultation with the City, shall design a public input process to solicit feedback on its proposal for the building from local stakeholders (such as residents, potential users, and local organizations such as the

Measure DD Community Coalition). The process could include public workshops and design charrettes, user group meetings, online platforms, and/or web-based applications. Developer shall solicit input from the Oakland Landmarks Preservation Advisory Board, Oakland Heritage Alliance and other interested parties regarding the historic rehabilitation of the building and related design issues.

6. *On-Site Presence:* Selected development team shall commit to locating its planning and construction team on site as soon as possible to create a physical presence at the building and improve the security of the building.
7. *Required Investment:* Through this RFP, the City seeks developers for the Henry J. Kaiser building that can bring together the financial resources needed to execute the project. As documented in the attached background materials, the building requires substantial investment to return it to active use. The selected Respondent will be expected, among other things, to remedy structural deficiencies, replace or repair mechanical, electrical and plumbing systems and construct any other improvement needed to meet Building Code requirements and appropriate green building standards.
8. *Lease and Financial Terms:* The City is proposing a long-term ground lease for the property, not a sale. The negotiated lease terms will be appropriate for the proposed uses, capital investment and market conditions. The length of the lease term will be determined as part of project negotiations. While the City is assuming a fair market rent lease, some City participation may be negotiated to support elements of the project meeting key objectives.
9. *Community Benefits:* While City is anticipating a mix of public and private uses in the Henry J. Kaiser building, the City is eager to see as many community benefits as possible derived from the project. Examples of encouraged community benefits include, but are not limited to, Oakland Certified local and small local business participation, commitment to prevailing and living wages, commitment to labor peace and opportunities for job training and mentoring, a high number of jobs created for a range of training and education levels, provision of high quality public facilities and amenities, etc. Note that if a City subsidy is provided, certain wage and employment contracting standards become requirements, as explained in Section X.

VI. REGULATORY SETTING

Below is a brief overview of the local regulatory framework applicable to the project. Additional requirements may apply. The rehabilitation and reuse of the Henry J. Kaiser building must comply with all applicable local, regional and State regulations and requirements. ***It is the responsibility of the developer to secure all necessary regulatory approvals regardless of what is noted in this RFP.***

A. General Plan, Zoning and the Lake Merritt Station Area Plan

The Henry J. Kaiser building falls within the boundary of the Lake Merritt Station Area Plan. The Plan calls for changes to the site's current General Plan designation and zoning, creating more flexibility in the uses allowed on the property. It is anticipated that the Plan will be before the City Council this fall for adoption.

Once the Plan is adopted, the site's General Plan designation is expected to change from Institutional to Central Business District.

While the current zoning is S-2, Civic Center, the Plan proposes a new "Flex District" zoning designation that would allow the maximum flexibility in uses, including a variety of commercial and light industrial uses. The proposed new zoning designation is referred to as "D-LM-4Flex." See the Lake Merritt Station Area Plan and related documents for more detail.

The Respondent is expected to understand and comply with all current zoning and General Plan regulations applicable to the site.

B. Environmental Review

The selected development team will be required to work with the City to determine and complete the appropriate level of environmental review based on the proposed project. Projects consistent with the objectives, policies and land use controls contained in the Lake Merritt Station Area Plan are anticipated to have a streamlined environmental review process, leveraging the environmental review completed for the Lake Merritt Station Area Plan. The City intends to use the streamlining and tiering provisions of CEQA to the extent applicable and feasible, so that future environmental review of individual projects within the Plan area is expeditiously undertaken, without the need for repetition or redundancy, as provided in CEQA Guidelines Section 15152 and elsewhere in the Guidelines. This summary, however, does

not guarantee a certain approach to the environmental review of the reuse of the Henry J. Kaiser building.

C. Historic Designation and Secretary's Standards

The Henry J. Kaiser building is an Oakland-designated Landmark and has been rated "A" (Highest Importance) by the Oakland Cultural Heritage Survey. It is also recorded in the State Historic Resources Inventory as appearing eligible for the National Register. Modifications to the exterior and significant interiors of the building must be in conformance with the Secretary of the Interior's Standards for the Treatment of Historic Properties ("Secretary's Standards"). This treatment can qualify the building for federal historic tax credits. The State of California is currently considering adoption of a State historic tax credits program, which could also apply to the reuse of the Henry J. Kaiser building once adopted.

Alterations to the property will require design review by the City of Oakland Landmarks Preservation Advisory Board and possibly by the State Office of Historic Preservation.

VII. MINIMUM QUALIFICATIONS & EVALUATION CRITERIA

A. Minimum Qualifications

The City will not consider or evaluate submittals from Respondents that do not meet these minimum requirements:

1. At least one team principal must have a minimum of ten (10) years experience in real estate development.
2. Successful completion and operation of at least three (2) real estate development projects of similar size and scope to the project proposed within the last 10 years, at least one of which must be an adaptive reuse project.
3. Strong credit history and demonstrated ability to finance the project proposed on commercially reasonable terms from equity or debt from bona fide financial institutions.
4. A development team that includes, at a minimum, an experienced developer, an architect, an historic architect, a landscape architect and the technical experts necessary to rehabilitate the building.

B. Evaluation Criteria

Evaluation of the submittals from Respondents that meet the minimum qualifications will focus on the capability of the Respondent and the strength of the Respondent's proposed concept for the rehabilitation and reuse of the Henry J. Kaiser building ("Rehabilitation Concept"). The evaluation criteria below will be used to assess the relative strength of each submittal.

1. Developer Experience (30 Points)
 - a. Successful track record in rehabilitating, developing and operating facilities similar to the proposed project.
 - b. Experience with adaptive reuse and historic preservation projects, in particular with meeting the Secretary of the Interior's Standards.
 - c. Experience with complex projects that included identifying and securing tenants, defining a rehabilitation scope, structuring the transaction, securing necessary approvals and managing the construction process.
 - d. Demonstrated ability to operate and maintain real estate projects once completed, including sustaining occupancy

and addressing on-going operational needs.

- e. Proven ability to work with public sector in delivering projects and meeting development goals.
- f. Sufficient staff and consultant resources to deliver the project.
- g. Track record of local hiring and participation of locally owned businesses in prior projects.
- h. Demonstrated ability to work with and solicit input from community stakeholders and local organizations, and address community concerns.
- i. Demonstrated understanding, ability and flexibility to obtain key approvals and community support in a complex political and regulatory context.
- j. Demonstrated experience in incorporating green building standards into the design and operation of the project.

2. Financial Capacity (20 points)

- a. Proven ability of developer to possess or attract equity and debt capital for projects similar in scope and cost to the proposed Rehabilitation Concept as evidenced by:
 - i. Financing of comparable projects.
 - ii. Access to sufficient debt and equity for the project proposed.
 - iii. On-going relationships with financial sources.

3. Rehabilitation Concept and Key Objectives (30 points)

- a. Consistency of proposed Rehabilitation Concept with objectives for the project discussed in Section IV.
- b. Responsiveness to key terms contained in Section V.
- c. Fit and synergies of proposed building use(s) and improvements with surrounding land uses including Lake Merritt and surrounding open spaces, the Oakland Museum of California, Laney College and BART.
- d. Overall sensitivity to the surrounding context including understanding of circulation possibilities and site

landscaping opportunities.

- e. Overall ability of the proposed project to add to the vitality of the surrounding neighborhood and maintain a sense of public accessibility to the building.

4. Feasibility (20 points)

Likelihood of Respondent and proposed concept meeting the City objectives in an expedient manner. Factors considered will include:

- a. Evidence of ability of this Respondent to attract necessary public and private investment for the Rehabilitation Concept proposed.
- b. Feasibility of the Rehabilitation Concept to address the deteriorated state of the building in the near term.
- c. The probability of obtaining approvals for the proposed project, given the historic status of the building and the physical and regulatory constraints on development.
- d. Cash flow projections that demonstrate the project, once operational, will meet all lease, debt service and operating expenses.
- e. Demonstrated strength of the real estate market for specific uses proposed.

5. Community and Public Objectives (15 points)

- a. Amount of community benefit derived from the project, such as but not limited to, amount of local and small business participation, commitment to prevailing and living wages, commitment to labor peace, number of jobs created, opportunities for mentoring or job training, number and quality of public facilities and amenities proposed, etc. Note that if a City subsidy is provided, certain wage and employment contracting standards become requirements, as explained in more detail in Section X.

VIII. SUBMITTAL INSTRUCTIONS AND REQUIREMENTS

A. Submittal Instructions

1. Schedule

Pre-Submittal Conference and Tour	October 10, 2014, 10:00 a.m.
Deadline for submission of written questions	October 24, 2014, 5:00 p.m.
Submittal deadline	November 12, 2014, 2:00 p.m.

2. Pre-Submittal Meeting and Building Tour

Interested parties are strongly encouraged to attend the pre-submittal meeting and tour on Friday, October 10, 2014, from 10:00 a.m. to noon at the Henry J. Kaiser, Calvin Simmons Theater, 10 10th Street. City staff will address questions and offer a tour of the building. Access may be limited based on building conditions and all parties will be required to sign liability waivers.

3. Questions Regarding RFP

Any requests for information concerning, or clarification of, this RFP must be submitted in writing before 5:00 p.m. on October 24, 2014, to: Kelley Kahn, 250 Frank Ogawa Plaza, Suite 3315, Oakland, CA 94612 or by e-mail to kkahn@oaklandnet.com.

Responses to all questions directed to staff either at the pre-submittal meeting or in writing prior the date above will be posted on the City's web page for this RFP. Respondents are presumed to have received any and all information contained and referenced in this RFP, transmitted to interested parties and posted on the City's web page for this RFP.

www.oaklandnet.com/realestate

4. Number and Form of Submittals

Please submit 10 copies of the submittal, as described below, with the exception of a single set of the Confidential Financial Materials. Except for Confidential Financial Materials, documents should be submitted in electronic form as well.

Each Respondent should submit one copy of its financial

information in a separate sealed envelope, designated "Confidential Financial Materials." Each Respondent must clearly mark any of the financial materials that it in good faith believes to be a trade secret or confidential proprietary information protected from disclosure under applicable law. To the extent permitted by law, the City will attempt to maintain the confidentiality of financial materials marked confidential and/or proprietary, but Respondents are cautioned that, in accordance with the Sunshine Ordinance (Admin. Code Sec. 67.24(e)), responses and other communications from interested parties must be open to inspection by the public upon request immediately after a lease is executed. Proprietary financial information submitted by a Respondent in response to this RFP will not be disclosed until and unless that Respondent executes the lease.

Submittals must be prepared and submitted in an organized manner. Information must be printed double-sided to the extent possible. Page numbers and a table of contents are required and tab dividers are encouraged. Submittals must be submitted in 8½ x 11 inch, 3-hole punched format. The submittal can include 11x17 inch paper, folded, as necessary.

5. Submittal Delivery

The proposals are due to Contracts and Compliance, Office of the City Administrator, 250 Frank H. Ogawa Plaza, Suite 3341, Oakland, CA 94612 no later than 2:00 p.m. on Wednesday, November 12, 2014.

B. Submittal Requirements

1. Cover letter

Submit a cover letter that introduces the development team and highlights of the rehabilitation concept for the building, executed by an authorized signatory of the development team.

2. Development Team Description and Experience

a. Development Entity and Team

Identify and describe the development entity submitting for the project. Include the responsibilities, name, address, telephone and e-mail address of the principal developer (and relevant joint venture partners), and any other information, including references, about the development entity that may be pertinent to this opportunity. Joint ventures are acceptable, as long as one organization is designated as the

lead development entity. Indicate which members, if any, of the development entity, and or joint venture partners, and /or team members are local or small business enterprises ("LBEs" and SBEs").

Please indicate the architect, historic architect, landscape architect, structural engineer and other critical consultants that are proposed for this project. Please indicate the roles for anticipated consultants or contractors that have not been included at the time of submittal.

- i. Identify the legal entity with which the City would contract. List any and all joint venture partners, limited partners, members or other equity holders and their percentage interests and capital/equity committed to the entity. Provide federal tax identification number and date of incorporation or organization.
- ii. Identify the person(s) in charge of negotiations, the limits of their negotiation authority and key personnel who will be involved in decision-making and day-to-day project management.
- iii. Describe the intended role of each team member and key personnel in the implementation of the project and the responsible entity in the organizational structure for entitlement phase, construction stage and ongoing property management.
- iv. Discuss plans to include LBEs and SBEs as partners, consultants and contractors. Please indicate whether the development team includes any LBE or SBE equity partners and, if so, what percent of capital investment each is anticipated to contribute.
- v. Identify selected consultants, including licensed design professionals, and identify the lead person with each consultant.
- vi. Include résumés for all key personnel for the Respondent and consultants/contractors.

b. Disclosures

Please provide answers to the following questions:

- i. Is the development entity or any principal owner in the proposed project involved in any litigation or disputes that could result in a financial settlement having a

materially adverse effect on the Respondent's financial condition? If yes, please explain.

- ii. Does the development entity or any principal owners in the proposed project have any off-balance sheet liabilities, such as corporate or personal loan-guarantees? If yes, please provide details of these items.
- iii. Has the development entity or any named individual in the proposed project ever filed for bankruptcy or had projects that have been foreclosed, or transferred to a creditor in lieu of foreclosure, or projects where the developer renegotiated or refinanced permanent project debt which resulted in a relaxation of either financial or other covenant or other terms and conditions of the existing debt on the project? If yes, please list the dates and circumstances.
- iv. If response is yes to any of these questions, the City may follow-up for additional information from the Respondent.

c. Developer Experience

- i. Provide a list of developments in which the company or principal(s) has (have) been involved, indicating the product type, date, size, cost, location and the role of the Respondent in each development.
- ii. Describe in greater detail the Respondent's involvement in at least three similar development projects to that proposed, including product type, dates, locations, tenants, financing, size and total development cost on successfully completed similar developments. Indicate the role of the Respondent in each project. Provide photographs if available. Provide references including contact name, title, company name, e-mail address and telephone number for the projects.
- iii. Identify historic preservation experience of the Respondent and of the key consultants. Discuss experience securing historic tax credits and

responding to a design review process for an adaptive reuse project.

- iv. List all current projects in the design or development phase.
- v. Discuss experience with meeting local and small business subcontracting goals on other projects.

d. Architect and Design Firm Experience

For each architectural and design firm on the team, provide the following:

- i. Comparable Projects: Describe a maximum of three (3) completed recent developments that are comparable to the proposed project, including projects with a significant historic reuse component, as well as dates completed and client contact information for each. (If the Architect was not the sole architect, please describe the Architect's role in the project.)
- ii. Photographs of Comparable Projects: Submit photographs of the interiors and exteriors of the comparable projects listed above, to display architectural design features, relationships of buildings and relationships with adjacent uses (other buildings, streets, etc).
- iii. "Green" Building Experience: Describe green building design experience and evidence of current LEED professionals among the Key Personnel, if any.

3. Rehabilitation Concept

Respondent shall submit a design concept for the adaptive reuse of the building that communicates the building program, proposed changes to the building and includes any materials necessary to communicate the proposed character and vision of the project.

- a. Project Narrative: Submit a narrative — no more than 10 pages — describing the overall vision for the rehabilitation and reuse of the building and how it responds to the objectives and key terms contained in this RFP. The narrative, at a minimum, shall address:
 - i. What uses and activities are proposed for the building

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- and where they will occur in the building, including the square feet for each use
- ii. The proposed rehabilitation plan including how to address repairing and retaining the historic attributes of the building and addressing seismic and other structural challenges, including adding modern buildings systems and green building strategies
 - iii. How the proposed concept will help better link the building, Lake Merritt, other nearby land uses and the surrounding circulation network.
 - iv. How the concept will respond to the objectives and key terms in sections IV and V of the RFP.
 - v. A proposed plan for the reuse of the Calvin Simmons Theater, including the types of uses, performances and frequency of use.
 - vi. The schedule and approach to securing regulatory approvals for the proposed project through occupancy.
- b. Plans and Illustrative Materials: Provide plans and any illustrative materials necessary to help communicate the Rehabilitation Concept, such as a site plan, floor plans, precedent images, renderings, etc.
4. Conceptual Project Pro-Forma and Expected Sources of Funds.
- a. At a conceptual level, propose a financial structure for the Rehabilitation Concept. Discuss, at a general level, Respondent's proposed ground lease terms for the project envisioned.
 - b. Provide a static pro-forma for the Rehabilitation Concept illustrating total project investment, expected average annual occupancy rate, total revenues, operating expenses, net operating income, debt service and return to equity at project stabilization.
 - c. Provide an overall (total) development budget, including all hard and soft costs from preconstruction through occupancy. Explain the basis for the cost estimates.
 - d. Include a market justification that clearly supports revenue assumptions and the viability of proposed tenancies. Submit market information for any specialized or non-

standardized use.

- e. Indicate the anticipated source(s) and amount of debt and equity (including working capital) identified for the proposed project. Describe the Respondent's current relationships with investors and lenders and ability to obtain necessary capital for the proposed development.

5. Additional Project Information (Optional)

Additional information about the proposed Rehabilitation Concept, uses or design that the Respondent believes is necessary to communicate the strength of its proposal. Items may include:

- a. Specialized design or specific use concepts.
- b. Letters of interest from potential tenants and/or equity partners.
- c. Letter(s) from lending institutions and/or equity sources that demonstrate the ability to raise the necessary financing for the proposed development.

6. Confidential Financial Capacity Submittal Requirements

Submittals must include one copy of Respondent's financial information in a separate sealed envelope, designated "Confidential Financial Materials". Demonstrate your financial capacity by providing the following:

- a. *Financial Statements*: The most recent available credit report and financial statements for the past two years of each principal partner and joint venture participant for each entity. Financial statements shall include balance sheets, income statements, statements of changes in financial position or cash flows and all notes to the financial statements. Financial statements must be identified as audited, reviewed, compiled or company prepared. Financial statements prepared by recognized accounting firms are preferred. The City reserves the right to ask for additional financial statements for other periods.
- b. *Real Estate Portfolio*: Provide the composition of the current real estate portfolio either owned or managed by each principal partner or joint venture participant, listing the following for each project: project name, type, location (city, state), project size (rentable area), date completed, value, original and current debt, role (developer, operator, property manager, etc.), ownership interest and

occupancy rate.

- c. *Lender Relationships*: Describe the Respondent's current relationships with lenders and ability to obtain necessary financing for the development proposed including recent history (last 2-3 years) in obtaining financing commitments, detailing type of project, financing source, amounts committed, etc. Provide lender references for the projects included in developer qualifications.

7. Earnest Money Deposit

Each Respondent must submit with its response an earnest money deposit in the amount of \$5,000, payable to the City of Oakland in the form of a cashier's or certified check. Submittals received without the earnest money deposit will be deemed non-responsive. Earnest money deposits will be refunded, without interest, to each Respondent not selected for exclusive negotiations. The earnest money deposit of the Respondent selected for exclusive negotiations will be non-refundable, whether or not exclusive negotiations result in agreement.

IX. SELECTION PROCESS, AWARD AND NEXT STEPS

A. Completeness Review

City will review all submittals to determine whether they are complete and responsive to this RFP. Only submittals that are complete, responsive and meet all requirements of this RFP will be evaluated during the selection process. The City will deem a submittal non-responsive and ineligible for consideration for any of the following reasons:

1. The submittal does not include all information specified in Section VIII of this RFP.
2. The submittal is not responsive to the City's development objectives and key terms (Sections IV and V).
3. The Respondent does not meet the minimum qualifications (Section VII).
4. The submittal is submitted after the deadline.
5. The submittal is submitted without the earnest money deposit.
6. The submittal is submitted with incomplete or missing forms or attachments.
7. The submittal includes information that is false or misleading.
8. The submittal is only transmitted by electronic mail.

The City will send a letter to any Respondent whose submittal is deemed non-responsive and will indicate the reason(s) that the submittal is deemed non-responsive.

B. Evaluation and Recommendation

Complete and responsive submittals from qualified Respondents will be reviewed in detail by staff. If warranted, the City reserves the right to request clarification or additional information from individual Respondents. Staff will contact references and industry sources and investigate previous projects and current commitments. Staff will review the confidential Financial Capacity Materials provided to assess the financial capability of each Respondent to undertake the project proposed.

The submittals (except for the Confidential Financial Materials) will then be reviewed and evaluated by an evaluation panel consisting of city staff and possibly community stakeholders and professionals with experience in real estate economics, land use planning, architecture/

urban design or other relevant fields. Respondents, or a subset of respondents deemed most responsive to the requirements and terms of this RFP, will be asked to present their proposal to the evaluation panel in the form of an interview. Respondents may be asked to present proposals to other interested stakeholders for input during the evaluation process. The evaluation panel will score submittals according to the evaluation criteria in Section VII.

C. City Council Determination

Staff will recommend to the City Council one Respondent to advance to exclusive negotiations to refine a development project for the building. The staff report supporting the recommendation may include information gathered during the evaluation process, including the results of reference checks, as well as information provided by the Respondent. The City Council may elect to direct staff to enter into negotiations with the recommended Respondent. The City Council, in its sole and absolute discretion, will make such decision.

The City Council's selection of a Respondent for exclusive negotiations will not imply the City's acceptance of all terms of the selected Respondent's submittal or that a final agreement with Respondent will be executed, which will be subject to further negotiations and approvals before the City may be legally bound.

D. Exclusive Negotiations and Non-Refundable Deposit

Upon City Council selection of Respondent, City staff and the selected Respondent will negotiate the terms of an Exclusive Negotiations Agreement to further refine the development project, negotiate required transaction documents and secure approvals. The ENA will contain time and performance benchmarks, including provisions for Respondent's payment of liquidated damages and termination for non-performance, and possibly provide for the Respondent to fund the City's costs associated with project planning and review. If a satisfactory ENA cannot be negotiated with a selected Respondent, the City, at its sole discretion, may terminate negotiations with the selected Respondent and begin exclusive negotiations with another qualified Respondent, conditioned on the City's receipt of a new earnest money deposit from that Respondent.

Assessing the feasibility of rehabilitating the Henry J. Kaiser building may require more extensive investigations than Respondents could undertake in preparing a RFP submittal. The first milestone of the ENA will be refinement of the Rehabilitation Concept into a more specific proposal. The "Project Proposal" will define the rehabilitation program, development costs, land uses, business terms, private investment, etc. If agreement cannot be reached on a feasible Project

Proposal by the time specified in the ENA, the City may terminate the ENA and commence negotiations with another qualified respondent.

The selected Respondent should anticipate, and participate in, substantive discussions with staff, community stakeholders and other interested parties and policy makers during the term of the ENA. The Respondent also should anticipate revisions to their Rehabilitation Concept and, later, their Project Proposal as a result of negotiations with the City and as a result of the public regulatory review process. The period of exclusive negotiations may be extended solely at the City's discretion for an extension period as determined by the City Council, in its sole and absolute discretion, provided that the selected Respondent has met certain benchmarks as otherwise required in the ENA.

During the period of exclusive negotiations, the following events are anticipated:

1. Negotiation of a lease disposition and development agreement ("LDDA") defining parameters for development, a performance schedule, development standards and requirements and conditions to be satisfied before the City will enter into a lease of the Henry J. Kaiser building.
2. Negotiation of a form lease and related documents for the lease of the building in a final form approved by the City Attorney's Office incorporating specific terms, including the City's and selected Respondent's respective responsibilities and the economic parameters.
3. The selected Respondent will secure financial commitments for the proposed project from lenders and/or equity sources and, if applicable, preliminary sublease commitments from proposed anchor and other tenants.
4. The selected Respondent, with the City's cooperation and prior approval, will initiate and complete the project approval processes.
5. The selected Respondent will undertake any required environmental review.

Within 30 days of executing an ENA between the City and the Respondent, the City will require a non-refundable deposit of \$25,000, which will be considered a Project Expense Payment (PEP), to cover City costs associated with managing the project.

E. LDDA and Other Transaction Approvals

Upon completion of any required environmental review and

negotiations by staff, the City Council may, but is not required to, approve a lease, LDDA and any related documents.

X. CITY OF OAKLAND REQUIREMENTS AND PROGRAMS

A. REQUIREMENTS APPLICABLE TO ALL PROPOSALS

The following City requirements and policies are applicable **to all proposed projects**. Note that **Schedules E, O and K** described below must be submitted as part of Respondent's proposal.

1. **Project Consultant Team (Schedule E):** Respondent shall submit information concerning the ownership and workforce composition of Contractor's firm using Schedule E, Project Consultant Team, as part of the proposal, which can be found at:

www2.oaklandnet.com/w/oak023379

2. Limitation On Campaign Contributions (Schedule O)

The Oakland Campaign Reform Act prohibits parties doing business or seeking to do business with the City from making campaign contributions to Oakland candidates between commencement of negotiations and either 180 days after completion or termination of negotiations. Respondents are required to submit the Acknowledgement of Campaign Contributions Limits form attached as Schedule O as part of the proposal. Schedule O can be found at:

www2.oaklandnet.com/w/oak023287

3. Pending Dispute Disclosure Form (Schedule K)

All entities are required to disclose pending disputes with the City when bids, proposals or applications are submitted for a City contract or transaction, involving, but not limited to:

- Contracts with project developments, including Disposition and Development Agreement, Lease Disposition and Development Agreement, and other participate agreements,
- Loans and grants, or acquisition, sale, lease or other conveyance of real property, excluding licenses for rights of entry or use of city facilities for a term less than thirty

(30) consecutive calendar days.

Schedule K must be submitted as part of the proposal and can be found at:

www2.oaklandnet.com/w/oak023378

4. Insurance

Commencing on the date that the City Council approves an ENA and for the life of the project, Respondent must obtain comprehensive general liability and property (hazard) insurance coverage of at least \$2 million. The City also requires property damage or builder's risk insurance in an amount equal to 100% of the replacement cost of the structure, with a lender's loss payable endorsement in favor of the City. Construction contractors will be required to obtain liability and builder's risk insurance in an amount equal to \$2 million. Automobile insurance, professional liability, workers compensation and employer's liability coverage are also required.

All policies must name the City as an additional insured. For more information on insurance requirements, please review Schedule Q for Professional and Specialized Services: <http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/s/FormsSchedules/>

Schedule Q is not required to be included in the proposal.

5. Indemnification

Commencing on the date the City Council approves the ENA and for the life of the Project, the selected development team shall, to the fullest extent allowable by law, hold harmless, defend at its own expense and indemnify the City, and their respective commissioners, members, officers, agents and employees of and from all claims, loss, damage, injury, actions, causes of action and liability of every kind, nature and description, including reasonable attorney's fees, directly or indirectly arising from all acts or omissions to act of the development team or its officers, agents or employees connected with the performance of the ENA and any of the contractor's development team's operations or activities related thereto, excluding, however, such liability, claims, losses, damages or expenses arising from the City's sole negligence or willful acts.

6. Environmental Review And Assessment - CEQA

The City cannot enter into any LDDA for development of the property until environmental review under the California Environmental Quality Act ("CEQA") is complete. Changes to the proposed project may occur or be required during the course of public review of the proposed project, during the extensive approval processes that will follow CEQA review, and in response to other City and public concerns that may arise, and those changes may require additional CEQA review if the changes have not already been analyzed. If a project is found to cause significant adverse impacts, the City retains absolute discretion to require additional environmental analysis, and to: (1) modify the project to mitigate significant adverse environmental impacts; (2) select feasible alternatives that avoid significant adverse impacts of the proposed project; (3) require the implementation of specific measures to mitigate the significant adverse environmental impacts of the project, as identified upon environmental evaluation in compliance with applicable environmental law; (4) reject the project as proposed if the economic and social benefits do not outweigh otherwise unavoidable significant adverse impacts of the project; or (5) approve the project upon a finding that the economic and social benefits of the project outweigh otherwise unavoidable significant adverse impacts.

7. Nondiscrimination

All respondents must agree not to discriminate on the basis of race, color, ancestry, national origin, religion, sex, sexual preference, age, marital status, family status, source of income, physical or mental disability, Acquired Immune Deficiency Syndrome (AIDS) or AIDS-related conditions (ARC), or any other arbitrary basis.

8. Disabled And Senior Accessibility

The Respondent must meet the requirements of the Americans with Disabilities Act.

9. Public Record

Respondents should understand that under the California Public Records Act and the City's Sunshine Ordinance, all documents that are submitted in response to this RFP, including financial information, are considered public records and will be

made available to the public upon request, unless specifically exempted under the law.

10. Conflict of Interest

No public official of the City who participates in the decision-making process concerning selection of a developer or a project may have or receive a direct or indirect economic interest in the developer or the project.

11. Sustainability – Green Building Ordinance

In 2005, the City adopted a Green Building Ordinance that will apply to all projects. For more information about the Ordinance, go to the following website: <http://www2.oaklandnet.com/Government/o/PBN/OurServices/GreenBuilding/index.htm>

Continuing this leadership, the City Council, on October 19, 2010, pursuant to Ordinance No. 13040 C.M.S. adopted a comprehensive green building ordinance for private development projects. In addition to Oakland's local green building ordinance, the state of California adopted a Green Building Code known as CALGreen in 2010. Both the City's local ordinance and the 2013 amendments to CALGreen are now in effect. Follow the link below to visit the City's policies and requirements page:

<http://www2.oaklandnet.com/Government/o/PBN/OurServices/GreenBuilding/OAK022992>

Green Building Guidelines and Technical Assistance:

A wealth of information regarding green building techniques can be found from the following resources:

- Oakland's Green Building Resource Center (2nd Floor, 250 Frank Ogawa Plaza), or <http://www2.oaklandnet.com/Government/o/PBN/OurServices/GreenBuilding/index.htm>
- StopWaste.org, at www.stopwaste.org
- Build It Green, at www.builditgreen.org, especially for information about the GreenPoint Rated program.

B. REQUIREMENTS IF PUBLIC SUBSIDY PROVIDED

Should developer and City negotiate ***funding assistance in the form of a lease subsidy or other direct financial assistance from the City for the project as part of an LDDA or other agreement***, the developer must comply with the following City of Oakland policies programs, including requiring that contractors and subcontractors

comply with these requirements. Relevant schedules and forms referred to below could be required at a later date, but are not required as part of the proposal.

1. Contracting and Employment Requirements and Programs

- 50% Local and Small Local For Profit and Not For Profit Business Enterprise Program (L/SLBE)
- 50% Local Employment Program
- 15% Oakland Apprenticeship Program
- City of Oakland Equal Benefits Ordinance
- Electronic Certified Payroll Submittals (for construction)

Additional contracting requirements and instructions include:

- The use of contractors that appear on the federal government's list of suspended and debarred contractors is expressly prohibited.
- The Developer must require Prime Contractors and all subcontractors to enter ALL certified payroll reports into the Labor Compliance Program (LCP) tracker in accordance with Special Provision Section 7 subsection 7-2.2.1. The LCP tracker is a web based program that monitors the payment of Davis Bacon and State of California prevailing wages. The prime contractor will be charged a monthly fee for this service (subcontractors will not be charged).
- The 50% L/SLBE requirement must be met on both the professional services and construction phases of each project. A minimum of 25% of this requirement must be met with SLBE participation.

Applicants are strongly encouraged to contact the Contract Compliance and Employment Services Division at (510) 238-3970 or visit the website <http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/index.htm> for any questions regarding specific requirements of the City's and Agency's contracting and employment programs.

2. Prevailing Wage Requirements

Projects that are subsidized will be subject to the City's prevailing wage policy, which requires all workers performing construction

work on a project be paid prevailing wages as determined under the California Labor Code and implementing regulations.

The general contractor selected must comply with the State of California Prevailing Wage as determined by the Department of Industrial Relations. General prevailing wage rates can be obtained via www.dir.ca.gov/DLSR.

3. Living Wage Requirements (Schedule N)

The City of Oakland Living Wage Ordinance requires that, unless specific exemptions apply, or a waiver is granted, all recipients of \$100,000 or more in any twelve-month period from the City or ORSA (including recipients of land write downs), shall pay employees a minimum of \$12.27 per hour. That rate applies if health benefits of at least \$1.62 per hour are offered. If no health benefits are offered, a pay rate of \$14.10 per hour is required. Such rates shall be adjusted annually pursuant the terms of the City's Living Wage Ordinance. These requirements will also apply to service contractors who receive service contracts of \$25,000 or more. The Ordinance also requires submission of the Declaration of Compliance, Schedule N.

Under the provisions of the City's Living Wage Ordinance (Oakland Municipal Code 2.28), the City or Agency shall have the authority, under appropriate circumstances, to terminate and seek remedies as set forth therein for violations of the Policy.

More information can be found at the City of Oakland's website at: <http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/index.htm>

4. Other Schedules that may be Required at a Later Time

Once a developer is selected, the following City requirements may be applicable. The City reserves the right to request that any or all of these schedules be completed if needed at a later date, following developer selection. All of the schedules can be found at the following website:

<http://www2.oaklandnet.com/Government/o/CityAdministration/d/CP/s/FormsSchedules/index.htm>

a. Arizona Resolution (Schedule B-2)

Applicant agrees that in accordance with Resolution No. 82727 C.M.S., neither it nor any of its subsidiaries, affiliates or agents that will provide services under this agreement is currently headquartered in the State of Arizona, and shall not establish an Arizona business headquarter for

the duration of the agreement with the City of Oakland or until Arizona rescinds SB 1070.

Applicant acknowledges its duty to notify the Purchasing Department if its Business Entity or any of its subsidiaries affiliates or agents subsequently relocates its headquarters to the State of Arizona. Such relocation shall be a basis for termination of this agreement.

b. Combined Schedules (C-1, P, U&V)

Applicant shall submit a completed combined schedules form, which includes the following specific schedules:

- Schedule C-1 - Compliance With The Americans With Disabilities Act
- Schedule P - Declaration of Compliance (Nuclear Free Zone Disclosure Form)
- Schedule U - Compliance Commitment Agreement
- Schedule V - Affidavit Of Non-Disciplinary Or Investigatory Action

c. Ownership, Ethnicity and Gender Questionnaire (Schedule D)

Applicant shall submit information concerning the ownership and workforce composition of the Applicant's firm by completing Schedule D.

d. Equal Benefits Declaration Of Nondiscrimination (Schedule N-1)

The applicant may be subject to the Equal Benefits Ordinance of Chapter 2.32 of the Oakland Municipal Code and its implementing regulations. The purpose of this Ordinance is to protect and further the public, health, safety, convenience, comfort, property and general welfare by requiring that public funds be expended in a manner so as to prohibit discrimination in the provision of employee benefits by City contractors (consultants) between employees with spouses and employees with domestic partners, and/or between domestic partners and spouses of such employees. (Ord. 12394 (part), 2001)

The following entities are subject to the Equal Benefits Ordinance: Entities which enter into a "contract" with the City for an amount of twenty-five thousand dollars

(\$25,000.00) or more for public works or improvements to be performed, or for goods or services to be purchased or grants to be provided at the expense of the City or to be paid out of moneys deposited in the treasury or out of trust moneys under the control of or collected by the city; and Entities which enter into a "property contract" pursuant to Section 2.32.020(D) with the City in an amount of twenty-five thousand dollars (\$25,000.00) or more for the exclusive use of or occupancy (1) of real property owned or controlled by the city or (2) of real property owned by others for the city's use or occupancy, for a term exceeding twenty-nine (29) days in any calendar year.

The Ordinance shall only apply to those portions of a contractor's operations that occur (1) within the city; (2) on real property outside the city if the property is owned by the City or if the City has a right to occupy the property, and if the contract's presence at that location is connected to a contract with the City; and (3) elsewhere in the United States where work related to a city contract is being performed. The requirements of this chapter shall not apply to subcontracts or subcontractors of any contract or contractor

The Equal Benefits Ordinance requires among other things, submission of Schedule N-1.

e. Insurance (Schedule Q – Construction Services)

Applicant may be required to submit insurance covering relating to construction services. All policies must name the City as an additional insured. For more information on insurance requirements for construction services, please review Schedule Q for Construction Services.

f. Subcontractor, Supplier, Trucking Listing (Schedule R)

Applicant may be requested to submit a list of all subcontractors and supplies using Schedule R with values in excess of one-half of 1 percent of the prime contractor's (or general contractor's) total bid or ten thousand dollars (\$10,000), whichever is greater regardless of tier and all trucking and dollar amount regardless of tier to be used on the project.

g. Recycling & Waste Reduction (Jobsite Waste Reduction & Recycling Plan Form)

The Waste Reduction and Recycling Plan (WRRP) must

be completed for any new construction, any demolition (excludes single family & duplex) and any addition or alteration with a construction value exceeding \$50,000 (excludes single family & duplex). WRRP must be submitted and approved prior to issuance of building permits. Incomplete forms will be returned to applicant and may delay issuance of permits

XI. ADDITIONAL TERMS AND CONDITIONS

A. Development Team Expenses

Development teams responding to this RFP do so at their own expense. The City will not reimburse development teams for any costs related to this RFP or any activities conducted during the negotiation period.

B. Liability Waiver

By responding to this RFP, every member of each development team waives any claim, liability or expense whatsoever against the City and its respective officers, commissioners, employees and volunteers.

C. Development Team's Responsibility

After transfer or execution of a ground lease for the property, the selected development team will be solely responsible for construction of all improvements according to the City-approved construction documents, and in accordance with applicable City building codes. This includes, but is not limited to, all on-site improvements and any changes from existing conditions, including site remediation, underground utilities, street lighting, curbs, gutters, street trees and sidewalks.

D. City Non-Responsibility

The Property will be conveyed to the selected development team in an "as is" condition without warranties. The City has no obligation to perform any site remediation; demolish any improvements on the site; remove, relocate or install utilities; complete on-site or off-site preparation work or improvements or make any changes whatsoever to existing conditions prior to conveyance of the Property to the developer.

E. Geotechnical and Environmental Investigations

All geotechnical and environmental investigations prior to transfer of the Property must be conducted by licensed companies retained by developer for that purpose, which investigations may only occur upon the issuance of a Right of Entry by city staff, which may be included in the ENA.

F. Right To Modify Or Suspend RFP

The City's issuance of this RFP is not a promise or an agreement that the City will actually enter into any contract. The City reserves the right at any time and from time to time, and for its own convenience, in its sole and absolute discretion, to do the following:

- Modify, suspend or terminate any and all aspects of the selection process, including, but not limited to this RFP and all or any portion of the developer selection process from the date on which this RFP is issued until the parties approve a ENA;
- Waive any technical defect or informality in any submittal or submittal procedure that does not affect or alter the submittal's substantive provisions;
- Reject any and all submittals;
- Request some or all Respondents to revise submittals;
- Waive any defects as to form or content of the RFP or any other step in the selection process;
- Reject all proposals and reissue the RFP;
- Procure the desired proposals by any other means or not proceed in procuring the proposals;
- Negotiate and modify any and all terms of an agreement;
- Accept or reject any respondent for exclusive negotiations.

The City may modify, clarify and change this RFP by issuing one or more written addenda. Addenda will be posted on the City's website, and notice of the posting will be sent by electronic mail to each party that attended the pre-bid meeting and signed-in. The City will make reasonable efforts to notify interested parties in a timely manner of modifications to this RFP but each Respondent assumes the risk of submitting its submittal on time and obtaining all addenda and information issued by the City. Therefore, the City strongly encourages interested parties to check the City's web page for this RFP frequently.

G. Public Records

Applicants should understand that under the California Public Records Act and the City's Sunshine Ordinance, all documents that are submitted in response to this Notice, including financial information, are considered public records and will be made available to the public upon request.

H. Respondent's Duty to Investigate

It is the sole responsibility of the selected respondent to investigate and determine the condition of the Property and the suitability of the conditions for any proposed improvements and use.

The information presented in this RFP and in any report or other information provided by the City is provided solely for the convenience

of the interested parties. It is the responsibility of interested parties to assure themselves that the information contained in this RFP or other documents is accurate and complete. The City provides no representations, assurances or warranties pertaining to the accuracy of the information.

Respondents are responsible for reviewing all portions of this RFP and any other information provided by the City in relation to this RFP.

Respondents are to notify the City in writing of any ambiguity, discrepancy, omission or other error in this RFP promptly after discovery, but in no event later than fifteen (15) business days before the deadline to submit submittals. Any concerns over ambiguity, discrepancy, omission or other error in this RFP from an interested party not provided to the City in a timely fashion will not be able to be accommodated or addressed.

The City's failure to object to an error, omission or deviation in any submittal will in no way modify this RFP or excuse Respondents from full compliance with the requirements of this RFP.

XII. ATTACHMENTS AND ELECTRONIC LINKS

A. ATTACHMENTS

1. Landmark Designation Ordinance
2. Historic Resources Inventory Form
3. Report of Fire Inspection IS-108-3322, September 30, 2008
4. Critical Engineering Group HVAC + Electrical Report, October 28, 2008
5. 1701 Associates Cost Estimate, April/August 2000
6. Oakland Public Library Draft Feasibility Study of the adaptive reuse of the Kaiser Arena as a new Main Library (2006)
7. Selected Building Plans: Floor Plans, Sections & Elevations (1983)
8. Henry J. Kaiser Fact Sheet (2011)
9. City of Oakland Required Forms
 - a. Schedule E
 - b. Schedule O
 - c. Schedule K

B. ELECTRONIC LINKS

1. Final Lake Merritt Station Area Plan:
www2.oaklandnet.com/w/oak048456
2. Lake Merritt Station Area Plan Final EIR:
www2.oaklandnet.com/w/oak048405
3. Other background documents and information about the Lake Merritt Station Area Plan:
www.Business2Oakland.com/lakemerrittsap

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**COMMUNITY & ECONOMIC
DEVELOPMENT CMTE.**

MAY 26 2015

