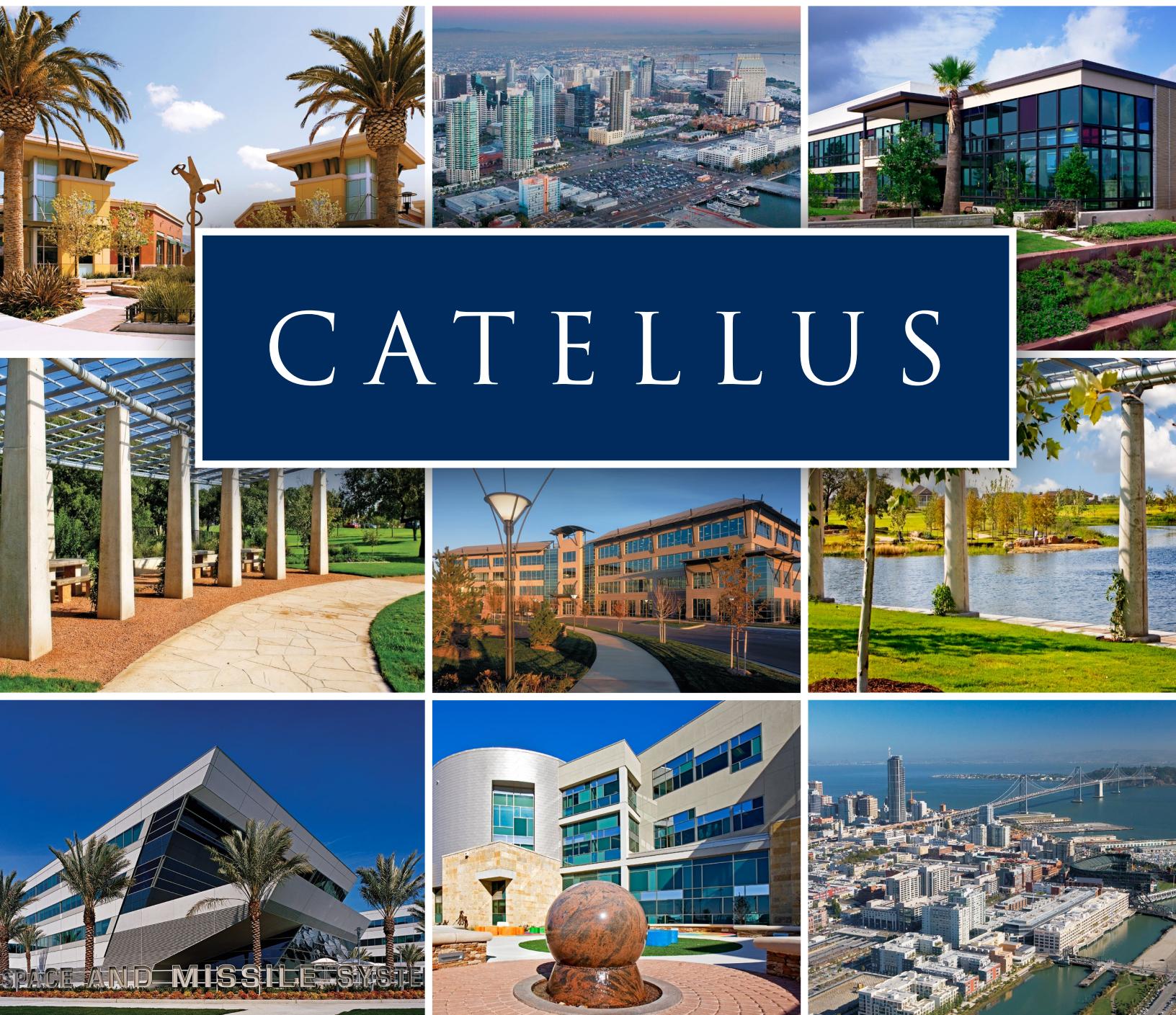


Statement of Qualifications



Alameda Point - Site B
City of Alameda

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Exhibit 12: Acceptance of Conditions Certification Form

The History of Catellus Development Corporation

In 1984, two railroad powerhouses, Santa Fe Industries and Southern Pacific Company, proposed a merger to form Santa Fe Southern Pacific Corporation (SFP). From this proposition, the two companies formed a wholly owned subsidiary named Santa Fe Pacific Realty Corporation to conduct all non-railroad real estate activities. Sites positioned strategically next to the country's busiest seaports and rail and roadway transportation routes led to unprecedented opportunities to transform large parcels of blighted or underutilized land in some of the nation's fastest growing cities, such as San Francisco, Los Angeles and Chicago.

Today Catellus operates as an independent private company with over 30 years of experience on a number of very large and complex projects that involve a variety of product types and tenants, multiple stakeholders, complicated regulatory environments, and challenging construction conditions.



Historic Santa Fe Train

Executive Summary

Catellus enjoys an enviable track record in the City of Alameda. We've been fortunate to have been doing business in town for over 15 years. From the beginnings of Bayport in 1999, to the current planning of the Alameda Landing waterfront, Catellus has been the City's collaborative partner in the best sense of a public/private partnership. Our experience is unique and without peer.

Catellus has invested over \$300 million in Alameda. We've learned a lot. We know bay mud, marsh crust, shallow groundwater, building demolition, and sea level rise. We've spent countless hours with the Navy, the RWQCB, and DTSC to coordinate the complicated process of remediating soil and groundwater in our projects. We've worked extensively with BCDC and the Army Corps to build improvements in their jurisdictional areas. We established the City's first transportation demand management program. We established the City's first municipal services district. We've worked collaboratively with the Housing Authority to create innovative affordable

housing. We've shared coffee with members of Bike Alameda to discuss the importance of the bicycle to our transportation solutions. We orchestrated the innovative three-way transaction with the College of Alameda in which the City secured the critical right-of-way for the construction of Stargell Avenue.

At the height of the "Great Recession", at a time when most developers were struggling to survive, we went ahead full steam on Alameda Landing to avoid losing the Target store opportunity. We've also been a good neighbor. We've sponsored the Boys and Girls Club, WABA, and the local building trades, and were honored to be the lead sponsor of the Police Department's Fallen Officer Memorial project.

We're good listeners, creative problem solvers, and above all, trusted partners. Through our majority owner TPG, we have exceptional financial strength and the institutional patience/long-term vision which is vital to successful land development. We also have unique organizational continuity – our core leadership



Catellus enjoys an enviable track record in the City of Alameda for over 15 years. From the beginnings of Bayport in 1999, to the current planning of the Alameda Landing waterfront, Catellus has been the City's collaborative partner in the best sense of a public/private partnership.

Executive Summary

group has worked together for over 20 years. Our skill set spans the entire gamut of real estate product types – we do land development, homebuilding, retail development, office development, industrial development, and property management. This breadth of scope will be critically important to implementing a complicated project like Alameda Point.

Outside of Alameda, Catellus is a nationally recognized master developer responsible for award-winning master planned business parks and mixed-use urban redevelopments. A few of our other marque projects include:

- Mueller, a 700-acre redevelopment of the former airport in Austin, Texas and a public-private partnership with the City of Austin;
- Mission Bay, a 303-acre waterfront redevelopment south of San Francisco's Financial District and adjacent to the Giants New Baseball Stadium and a public-private partnership with the San Francisco Redevelopment Agency;
- Los Angeles Air Force Base, a 545,000-square-foot build-to-suit for the Space and Missile Systems Center in exchange for 52 acres of developable surplus land. The innovative structure required Catellus to obtain an act of Congress to approve the services-for-land swap transaction.

Catellus understands the importance of building a strong team of consultants in order to be successful. We will lean heavily on experts in master planning, architecture, landscaping, place-making, sustainability, engineering, and traffic. In this effort, we have partnered with experts that are uniquely qualified to take on a project of this complexity: ROMA Design Group, RMW Architecture & Interiors, and BCV Architects.

We recognize that, while past performance is important, the right developer for Alameda Point needs exceptional vision, creativity and diligence to push the envelope and create a place worthy of Alameda Point's iconic setting. We are confident that we are that developer and we will bring the full weight of our experience, skills, financial strength and creativity to make Alameda Point the world class project it deserves to be.

The program will be true to its Alameda roots, but will also exemplify the new paradigms seen in urban planning – the creation of modern and innovative spaces with eclectic character and unconventional charm. These spaces will house innovators, makers, tech experts, and enthusiasts of all types, and will provide the catalytic foundation for a new generation of industry. These spaces will also provide a strong sense of neighborhood and will attract young entrepreneurial individuals and families who are seeking a new kind of urban livability.

The leadership of Catellus is committed to this vision and is excited for the opportunity to be a partner in its realization.

Catellus takes great pride in what it has accomplished in Alameda, and feels tremendously invested in the City and its future. All of us at Catellus feel a personal commitment to the citizens of Alameda – we share their aspirations for creating great things in Alameda Point and we sincerely believe we are the best choice to be the City's partner.

Catellus Developments Are Where You Want To Be

Turning urban infill locations into thriving, mixed-use developments means that Catellus can offer new office space located near some of the busiest cities in the nation, such as San Francisco, Los Angeles and Manhattan. Companies prefer these locations for their proximity to existing business districts and the branding possibilities they provide, as many locations are visible from busy highways and transportation hubs. Employees like being part of Catellus communities because they can immediately tap into the surrounding amenities, from housing to restaurants to shopping, be it onsite or within walking distance from the office.

Being close to urban locations means that our developments are connected to existing transportation networks, such as highways, train stations and airports. Connectivity is one of the key components of Catellus developments, and we often implement substantial infrastructure to create and enhance access to and from our projects.



Mueller, Austin, Texas

Project Understanding and Approach

Project Understanding

Alameda Point is the last notable waterfront development opportunity in the greater Bay Area. The community's iconic waterfront setting is the perfect backdrop to demonstrate the tremendous innovation taking place in today's world of real estate development. Innovations in place making, connectivity and transportation, combined with the best refinements of urban land use principles, will elevate Alameda Point to world-class status, and in doing so, firmly establish the City as a whole as a destination for innovators, makers, employers, and future residents.

From the broadest point of view, Catellus' primary goal is to attract high sales tax generators and significant job-generating uses to Alameda. Alameda Point is already host to over 100 unique businesses with over 1,000 employees in 1.8 million square feet of existing space. Companies such as Group Delphi, Alameda Point Studios, Rockwall Winery, and St. George Spirits form the nucleus of the emerging maker culture at Alameda Point. Other existing uses, including Bladium Sports and Fitness, Power Engineering, and Artemis Racing, further demonstrate a wide diversity of business that calls Alameda Point home.

Successful execution of the mixed use/residential development in Site A will continue to help drive user demand in Site B and the Enterprise Sub-District. A look at the nature of businesses and industries which are developing in today's economy reveals that locational decisions regarding high tech and biotech growth are influenced by a number of factors, including the availability of nearby housing. Housing is not just an attractor by virtue of the numbers of units, but by the ability to establish a strong sense

of neighborhood – the kind of place to live that is attractive to young, entrepreneurial residents and families and that differentiates itself and creates the kind of urban livability setting that is so desirable. Attracting employment to an area is also influenced by the availability of an interesting and sociable environment that not only provides the necessary local-serving needs of a community, but also has an eclectic and unconventional charm that distinguishes it from other places. A strong connection to the bay as a recreational and open space amenity is a characteristic of Alameda Point, but it needs to be brought in and directly connected to the life of the community and made an integral part of the lifestyle that is offered.

Over its lifetime, Alameda Point is projected to accommodate over 8,900 jobs in 5.5 million square feet of commercial space and 1,425 new residential units. Future residents and employees will have water ferry access to San Francisco and other Bay Area destinations.

Land based transit systems will connect Alameda Point to the rest of Alameda, Oakland, BART, and the East Bay. As mentioned above, there are tremendous innovations occurring in today's real estate development world. But amongst the most relevant here are the innovations in transportation and connectivity that will make Alameda Point a very attractive and compelling place to live and work. With the future ferry terminal nearby and smart transportation systems like shuttles, the community will feature the bicycle as a primary mode of transportation at a level rarely seen in the past design of American cities.

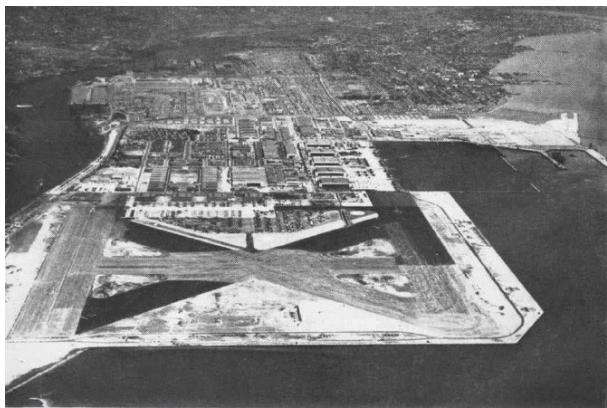


Photo of Naval Air Station Alameda, 1947. (Naval Aviation News)



Mission Bay has successfully integrated the Caltrain (pictured) commuter rail service, Muni light rail, two miles of bike lanes, 1,000 new bike racks, and 66,700 linear feet of sidewalks.

Project Understanding and Approach

As a flat island connected by water to much of the rest of the Bay Region, Alameda has the opportunity to fully capitalize on the bicycle/ferry connection that exists –for visitors, residents and employees within the area.

The City of Alameda has created thoughtful planning guidelines which provide a foundation for a truly world class community. Implementation of the plan, however, will not be without its challenges. Site B requires an estimated \$95.3 million in backbone infrastructure costs (\$1.4 million per net acre) including impact fees, demolition and abatement of existing buildings, geotechnical enhancement of very difficult soils conditions (bay mud, liquefaction potential, high groundwater), costly improvements for landscaping adjacent to the Seaplane Lagoon, extensive parks and open space, sea level rise mitigation, and utility and roadway installation. The scale of Alameda Point Site B infrastructure is considerable, and is even more challenging in the absence of redevelopment and tax increment financing.

Site B's developer will need to be knowledgeable in every aspect of development to carry out the vision of the City's plan. Success at Alameda Point will require significant public/private coordination and cooperation. The developer will contend with numerous challenges - from managing significant

infrastructure costs and phasing, attracting and negotiating transactions with a wide range of end users (maritime, campus, tech, makers, retailers etc.), collaborating with the Navy, DTSC, and BCDC, integrating transit and transportation demand management systems, establishing CFD and MSD financing districts, and negotiating a PLA with the union trades.

Alameda Point is a place of national significance for its role as a strategic military base. It is a place of regional significance as a designated Priority Development Area, poised to demonstrate exemplary performance in the creation of a compact, sustainable, mixed-use development tied to transit. But, most importantly, it is a place of local significance - one that can become physically and socially reunited with the City of Alameda and contribute accretively to its image and identity, and future quality of life.

Project Approach

Catellus is a master developer. It's not a homebuilder. It's not a merchant builder. It's not a tenant or an end user or an employer. While each of these disciplines is important, a global approach is the best way to deliver the City's goals and this is best achieved through a single master developer.



"Catellus, in partnership with the City of Alameda, has transformed the East Housing portion of the former Navy base, and is actively transforming the Fleet Industrial Supply Center, into a vibrant community that is leading the resurgence of the west end of Alameda. This area of Alameda had been closed off to the public for decades and is now a thriving residential and retail neighborhood, with a new elementary school, over 100 units of affordable housing and a public park. This is how a public/private partnership is supposed to work."

— Debbie Potter, Community Development Director, City of Alameda

Much of what the City aspires to achieve at Alameda Point will rely on what a capable master developer does well: expert place-making, active public/private coordination, and timely implementation. The City's aspirations will also rely heavily on a broad vision of the high-level goals - how the efforts of the implementors for each block mesh together for the common good.

Catellus' track record in these endeavors is unmatched. At a time when development across the country was on hold due to the "Great Recession", Catellus was not only moving forward, but thriving. In fact, one of the company's best examples of completing a difficult project is right here in Alameda.

The Target-anchored Alameda Landing retail center is a testament to Catellus' ability to work collaboratively with its partners, in this case the City of Alameda, to be successful even under the toughest circumstances. While other large scale master-planned projects in the bay area were on hold, Alameda Landing was under construction.

Site B Planning

Certainly one of the most unique aspects of Alameda Point will be the transit-oriented connections throughout the project including the ferry terminal and land based transit systems. Catellus specializes in developing successful, transit-oriented developments in California and across the nation. A prime example is Mission Bay, a master planned project immediately adjacent to downtown San Francisco. Situated just south of the Financial District, Catellus, as master developer, has transformed the 303-acre former landfill and rail yard into a vibrant waterfront community at a regional transportation node. Now coming fully into its own with nearly every site built, in construction, or committed, Mission Bay has successfully integrated the Caltrain commuter rail service, Muni light rail, two miles of bike lanes, 1,000 new bike racks, and 66,700 linear feet of pedestrian friendly sidewalks.

Catellus will lean on prior experience to link Site A, Site B, and the balance of Alameda Point to the rest of Alameda and the Greater Bay Area. At Alameda Landing, Catellus created the West Alameda Transportation Demand Management Association ("TDM"). The mission of Alameda TDM is to reduce single-occupancy vehicle trips to and from Alameda Landing by encouraging alternative modes of

transportation. Among other initiatives, the Alameda TDM has created a free shuttle service from Alameda Landing to the downtown Oakland BART station during peak morning and afternoon commute hours. The Alameda TDM closely coordinates with area businesses and residents to increase shuttle ridership and reduce single occupancy car trips.

Catellus will also begin to develop a campaign to influence job-generating uses to seek Alameda Point Site B as their choice of location. Residential development of a significant critical mass and a unique density is not readily found in Alameda, and commencement of Site A is a step in the sequence of development that will provide job generators with more incentive to locate here.

From the standpoint of employment generation, Catellus would begin right away to seek potential users that can create the kind of employment and commercial development that the City is seeking and to help achieve the City's goal to replace the civilian and military jobs lost through closure of NAS Alameda. To do so, we would utilize our own extensive contacts in the marketplace and our experience in Alameda Landing, Mission Bay, Mueller and elsewhere, to identify major users and secure them within Alameda Point and Site B. We will prepare marketing tools to assist us in this endeavor and outreach broadly both locally and nationally for businesses that are growing, expanding and that can consider relocation to Alameda Point.

One potential use that would solidify Site B's long term success would be a large campus or retail user that will drive employment. The use could be tech related, research and development, retail outlets, or even recreation based. Catellus has attracted many similar uses to master planned communities around the country. At Mueller, the Dell Children's Medical Center, University of Texas Health Research Campus, and Seton Hospital's administrative headquarters assured the community that Mueller was the future of Austin. Similarly, the University of California San Francisco's 2.65 million-square-foot campus stimulated rapid development at Mission Bay including multifamily residential, office complexes, parks and open space.

We believe that the market sectors to secure for Site B will be those that appeal to young, creative entrepreneurs that can build upon the themes of the maker culture and artisanal food and beverage that have migrated within existing buildings on Alameda

Project Understanding and Approach

Point, but which are, for the most part, hidden from view to the casual visitor. These uses can also build upon the growth in the tech and bio-tech industry in the Bay Region and the possibility of spin-off from uses that have already pioneered the area. They can include activities and specific users that are increasingly finding their way into the success stories of urban transformation. In addition to the importance of building a critical mass of housing, other site amenities, including recreational facilities and an eclectic mix of food shops and restaurants, will all contribute to the creation of an attractive environment for employment-generating uses which will energize and anchor Alameda Point in the future.

From our selection as developer and continuing as infrastructure and commercial uses are phased in, Catellus will promote temporary activities that reinforce the permanent experience of future improvements – small “pop up” retail shops and food services, space for outdoor events, lagoon access, and a collective location for the growing “makers” movement. Alameda Point needs adequate time to allow “place making” to occur and temporary experiences will help foster positive public awareness.

Both Sites A and B offer the advantage of a large amount of available land, a unique waterfront setting, and emerging “maker” culture that has already begun to develop at Alameda Point. The sites also benefit by their relationship to Alameda - a well established and livable place with a strong sense of community, good schools, and a safe and secure environment. The larger plan that has been created suggests how the amenity of the waterfront could be enhanced, including a new marina, how a ferry terminal could be brought into the heart of the development, and how a strong program of events could be deployed to further activate the area.

We are proposing to take a master developer approach that adds value in larger tracts of urban land and that builds synergy between uses. Attention is placed on thoughtful phasing and strategic development which allows increments to move forward quickly while achieving the larger vision and identity that is desired.

This approach allows for greater continuity and innovation in realizing larger approaches to the urban fabric and to its connectedness with the surrounding community. It also allows for a more effective partnership to be established between the developer



In Alameda Point, Catellus will promote temporary activities such as small “pop up” retail shops and food services, space for outdoor events, lagoon access, and a collective location for the growing “makers” movement.

Catellus has similar uses in Mueller near a former airport hangar where a trailer eatery court (pictured) with six trailers operates daily and is joined weekly by a local farmers' market with over 60 vendors. The hangar and surrounding areas also play host to over 40 nonprofit and community-serving events a year.

Project Understanding and Approach

and the City, each clear on the expectations and on the ultimate result which can be achieved through mutual efforts and contributions. The skills and capabilities that are involved in building a coherent and well integrated place with well orchestrated supporting elements within it are easier to achieve with this kind of approach as compared to one that would be taken by an individual home builder or an end user, looking at a single parcel of land in and of itself.

It will take a significant effort to realize the potential of Alameda Point, achieve the City's goals and objectives, and meet the development expectations for reasonable return on investment. It will depend upon a partnership between the City and the developer.

On the public side, the City is already demonstrating strong leadership in establishing clear direction, minimizing developer risk and uncertainty, facilitating the approvals and continuing to explore potential financing tools that will help make the project a reality, in particular in light of the loss of redevelopment powers.

From the private side, development of Site B will take a significant amount of commitment, resources and development skill. We believe that a significant advantage of the Catellus team and its consultants is the already demonstrated commitment to Alameda and the experience that we have had as master developer in successfully delivering projects that have required the transformation of large tracts of land from industrial, military or transportation purposes, reconnecting the city and its waterfront and becoming an integral, attractive and meaningful part of the urban fabric.

Catellus embraces the City's plan and has the knowledge and experience to accomplish the directives and turn the Community vision into reality.



"What's been created at Mueller is a direct result of the neighbors, the City and Catellus working so hard together over these many years to further the community's goals and extend the processes to achieve them."

The strong interest now by so many to move to Mueller and play in Mueller is a reflection of this continued commitment. And it's a reminder for us all that innovative ideas can be developed in this innovative city when we work together and take the appropriate time to build consensus."

– Lee Leffingwell, Mayor of Austin, Texas

Sustainability in Art

Completed in July 2009, “SunFlowers – An Electric Garden” is Austin’s largest public art installation in size and funding, consisting of 15 flowerlike sculptures designed to capture solar energy and cast patterns of shade along the western edge of Mueller’s hike and bike trail during the day, using a small portion of the solar energy they collect to illuminate the sculptures at night.

Created by artists Mags Harries and Lajos Héder of Harries/Héder Collaborative, each SunFlower towers 18-24 feet above a footpath that stretches nearly 540 feet. Each SunFlower collects solar energy through photovoltaic arrays that enable the sculptures to not only offer visual interest, but to also sustain their own energy needs and provide excess energy to the grid. The panels produce approximately 18,000 kWh each year.



Mueller, Austin, Texas

Catellus Development Corporation

Oakland, CA

Key Contacts:

Steve Buster

Tom Marshall

Master Developer

Catellus is a national leader in mixed-use development, solving some of America's most complex land challenges. With nearly 30 years of experience as a master developer, Catellus has transformed former airports, military bases and urban industrial sites into thriving retail, residential and commercial communities. These projects, which often include substantial public amenities, add economic, social and environmental value to the communities they serve. Catellus has both the financial strength and development expertise to turn vision into reality at even the most demanding development sites.

Catellus Development Corporation, as master developer, will provide full oversight for the development of the Alameda Point Site B. Consultants and contractors will be identified collaboratively with the City of Alameda as planning for the redevelopment begins.

The Catellus Team

The Catellus team has decades of experience developing public/private sites and sites with unique land challenges. The Catellus leadership, profiled below, are supported with local staff specializing in all facets of redevelopment with experience in projects nation-wide.



TED R. ANTENUCCI **President and Chief Executive Officer**

As of March 2011, Ted R. Antenucci serves as President and Chief Executive Officer of Catellus Development Corporation. Until June 2011, Mr. Antenucci was also President and Chief Investment Officer of ProLogis as well as a member of ProLogis' Executive Committee and served on the Board of Directors for ProLogis European Properties (PEPR), a public fund trading on the Euronext stock exchange in Amsterdam. Before joining ProLogis in September 2005, Mr. Antenucci held the position of President of Catellus Commercial Development Corporation, with responsibility for all development, construction and acquisition activities. Prior to that, Mr. Antenucci served as Executive Vice President of Catellus Commercial Group, where he managed the company's industrial development activities throughout the western United States, including northern and southern California, Denver, Chicago, Dallas and Portland. His long tenure with Catellus began in 1995.

Mr. Antenucci has served on the Board of Directors of Hudson Pacific Properties, as well as on Hudson's Audit Committee since June 2010. He is on the Board of Trustees of the Children's Hospital Foundation, a position he has held since December 2010. Mr. Antenucci was also appointed to the Board of Directors of Iron Mountain, Inc. in June of 2011.

Mr. Antenucci graduated with a Bachelor of Arts degree in business economics from the University of California at Santa Barbara in 1986.

Project Team



C. WILLIAM (BILL) HOSLER

Chief Financial Officer

C. William (Bill) Hosler, Chief Financial Officer of Catellus Development Corporation, previously served as Chief Financial Officer of Catellus from 1999 to 2005. In that role, Mr. Hosler oversaw the compilation and maintenance of all corporate financial information, capital markets activities, tax, Sarbanes-Oxley and investor relations, as well as the implementation of all corporate financial strategies, including the company's conversion to a REIT and its merger with ProLogis.

Subsequent to the Catellus merger, Mr. Hosler worked for or consulted with a variety of real estate companies. Prior to Catellus, he was Chief Financial Officer of the Morgan Stanley Real Estate Funds and was a member of the Investment Committee. His responsibilities included finance and tax strategies internationally, investor relations/fund raising, currency and interest rate management, and capital market strategy. In total, he spent nine years at Morgan Stanley in various structured finance and capital markets areas.

Mr. Hosler received his Bachelor of Science degree in chemical engineering from the University of Notre Dame and his master of business administration from the Colgate Darden Graduate School of Business at the University of Virginia.



THOMAS T. MARSHALL

Executive Vice President

Thomas T. Marshall, Executive Vice President—Development of Catellus Development Corporation, is responsible for the acquisition, development and disposition of the company's mixed-use assets throughout the western United States.

Previously, Mr. Marshall served as Managing Director of Catellus Development Group, where he was responsible for all mixed-use development activities during five years of ProLogis ownership.

Prior to the Catellus merger with ProLogis, Mr. Marshall was Executive Vice President of Catellus Urban Development Corp., where he was responsible for the acquisition, development and disposition of the company's residential and urban mixed-use assets.

Mr. Marshall's 23-year development career spans all aspects of residential and mixed-use development, including homebuilding, large-scale suburban land development, infill urban development and brownfield development. Mr. Marshall has extensive transaction, entitlement and project management experience.

Mr. Marshall received a bachelor of science degree in economics and system science in 1985 and a master's degree in real estate and finance in 1989, both from the University of California at Los Angeles.

Project Team



SEAN WHISKEMAN **Senior Vice President**

Sean Whiskeman, Senior Vice President, directs all Pacific-Region leasing, marketing, and development activity for retail development projects, with an emphasis on activity in the Bay Area.

Mr. Whiskeman first joined Catellus in 2001, and worked in an executive role until its merger with ProLogis in 2005. He managed entitlements, leasing, design, contract negotiation, and development for two major centers in northern California: Pacific Commons in Fremont and Alameda Landing in Alameda. Mr. Whiskeman also maintained a leadership role in planning the regional retail center at Catellus' Mueller project in Austin, Texas.

In 2005 Mr. Whiskeman joined Westrust Ventures, a leading shopping-center developer, owner, and operator in California and became their Managing Director of Leasing and Marketing. He led leasing activity and marketing campaigns including five major neighborhood, power/lifestyle, and mixed-use projects encompassing 1.6 million square feet including The Plant in San Jose and Nutree in Vacaville. Mr. Whiskeman rejoined Catellus in 2008 and works from the Oakland, California office.

Mr. Whiskeman holds a Bachelor of Science degree in regional development from the University of Arizona and is a current member of the International Council of Shopping Centers and the Urban Land Institute.



STEVE BUSTER **Vice President of Development**

Steve Buster, Vice President of Development, joined Catellus in 2007, and is responsible for the day-to-day direction of the company's mixed-use development projects. Mr. Buster actively manages land planning, entitlement, community outreach, collaboration with public agencies, sale and lease negotiations with builders and end users, and allocation of development capital.

Mr. Buster directs several dynamic projects for Catellus including Alameda Landing, a 72-acre residential, retail and commercial development in Alameda, CA; Timnath Farms, a 489-acre residential and commercial development in Fort Collins, CO; Tracy Lammers, a 650-acre mixed-use project in Tracy, CA; and Airpark 599, a 500-acre mixed use development in San Joaquin County, CA.

Mr. Buster is a member of the International Council of Shopping Centers and is Chairman of the West Alameda Transportation Demand Management Association. Mr. Buster is located in the Catellus Oakland office.

Mr. Buster received his MBA from the University of Chicago, Booth School of Business with an emphasis in finance and a Bachelor of Science from the University of Southern California, Marshall School of Business with an emphasis in finance.

Project Team



BILL KENNEDY **Vice President - Construction**

Bill Kennedy has over 22 years of urban redevelopment and construction experience delivering diverse large portfolio commercial, industrial, mixed-use and public and private infrastructure projects.

Mr. Kennedy served as First Vice President at ProLogis/Catellus Development Group in the San Francisco Bay Area from 2000, where he headed development activities on three of the company's most prominent properties. Notable mixed use projects within the shoreline of the San Francisco Bay include the 840 acre Pacific Commons commercial and retail center in Fremont California, remediation and redevelopment of 146 acres at the former Alameda Naval Air Station into residential and commercial districts and the 303 acre Mission Bay urban mixed use and biotechnology development in San Francisco. Prior to that, Mr. Kennedy spent 8 years in Australia working with private developers and as the National Manager for James Hardie Building Systems. His experience covers a wide range of site remediation and supporting infrastructure work, heavy highway & transportation, wharves & seawalls, storm water treatment facilities, parks, open spaces and urban infill projects.

Mr. Kennedy is a sustainable development practitioner, a LEED® BD+C Accredited Professional, a Certified Energy Auditor and California licensed General Contractor with A (engineering), B (General Building), C-46 (Solar) and HAZ (Hazardous substance removal) certifications. Mr. Kennedy received a BA in Business Administration with an emphasis in Construction Management from Washington State University.

About the Project Design Team

The Project Design Team for Site B includes ROMA Design Group, BCV Architects and RMW. Each firm is highly qualified and has extensive project experience pertinent to Site B. These firms have long established working relationships, based on their involvement on a number of different projects. Together, they have collaborated on projects on the San Francisco waterfront and the Ferry Building, the Walnut Creek Downtown, the Santa Cruz Wharf and the new Twitter building in San Francisco.

For Site B, ROMA would play the role as master plan architects, responsible for setting the lead direction for planning, design and implementation, working closely with Catellus on development strategy, potential end-users, innovative partnerships and creative built solutions. ROMA would play a key role in the design of the public realm, in particular, the relationship to the waterfront, the integration of bicycle movement into the streetscape system and the linkages to ferry transit.

RMW would bring to the project their extensive experience in campus planning, their familiarity with creative employers and emerging job-rich industries and the design of specific building types to accommodate them.

BCV would play an important role in bringing their experience and talents to the design of retail, restaurants, markets and food-related activities and events, creating the image and identity of Site B early on and providing the basic amenities that shopping and dining bring to the workplace environment.

ROMA Design Group

San Francisco, CA

Key Contact:
Boris Dramov

Urban Design

ROMA Design Group is a firm of architects, landscape architects and planners that specializes in urban design. Our focus is on the creation of residential neighborhoods and commercial mixed-use districts primarily on infill and transitioning sites. We are well-recognized for our extensive experience and qualifications in urban waterfront planning and design and the contributions we have made over many years and continue to make in the transformation of this part of the city. Our work includes public/private development projects in Bay Area cities including San Francisco, Oakland, Alameda and Suisun City as well as Seattle, Portland, San Diego and in Vancouver, BC and Auckland, New Zealand.

We take pride in building consensus and enthusiasm amongst diverse interests. Our work has resulted in the construction of tens of thousands of residential dwellings within well-planned neighborhoods along with several hundred thousand square feet of retail and commercial development.

Our efforts on the San Francisco Waterfront were acclaimed by the San Francisco Chronicle as “the most striking success to date anywhere in this country and perhaps in the world of a citizen participation effort. The result is not a patched-up popular compromise, but a lordly urban vision”. Recently, the Chronicle named our Pier 14 project as one of the ten best architectural projects over the last decade.

Our built work includes buildings and structures, such as ferry terminals, transit shelters, transit terminals, harbormaster's buildings, and interpretative exhibit halls. It also includes the design of public spaces that bind together the urban experience, including parks, plazas and the necklace of shoreline promenades, piers and jetties that connect the edge of the city. We are intensely committed to the artful expression, environmental responsiveness and sociability of cities in each of the projects we undertake.

Over several decades, ROMA has evolved from its early years to its current interdisciplinary

Project Team

practice led by Principals Boris Dramov and Bonnie Fisher and supported by a staff of highly qualified and talented design professionals.

Projects undertaken by the firm are the recipient of many national awards programs including from the American Institute of Architects, American Society of Landscape Architects, American Institute of Planners, the Congress for New Urbanism, and the Urban Land Institute. ROMA is a member of the US Green Building Council.



BORIS DRAMOV, FAIA, FAICP PRESIDENT, ROMA DESIGN GROUP

Boris Dramov is the President of ROMA Design Group and the individual most responsible for the current interdisciplinary practice that characterizes the firm. Trained as an architect and urban designer, Boris was educated at USC (where he was named “most distinguished alumnus”), Columbia University and Harvard Graduate School of Design (Loeb Fellow). Boris has received numerous honors and awards for his work which includes the preparation of detailed development plans for employment-generating uses and retail districts and the design of the public realm that sets the stage for a new identity and amenity and create a catalyst for these activities. From projects as diverse and closely integrated as the live/work on the Suisun City waterfront to larger scale campuses such as Chiron in Emeryville, the Campus at Playa Vista, which has become a vibrant creative office destination, and retail, dining and entertainment centers, such as downtown Santa Monica, Boris has demonstrated his capabilities in designing environments for living, working and playing.

Professional References:

Jim Spering, Solano County Board of Commissioners, MTC and BCDC Board, 707/784-6136, jimzspering@cs.com

Richard Bloom, Assemblymember, California Legislature, formerly Santa Monica City Councilmember, 310/450-0041

Mike Ghielmetti, President, Signature Development Group, 510/251-9270, mghielmetti@signaturedevelopment.com



BONNIE FISHER, FASLA, LEED AP PRINCIPAL, ROMA DESIGN GROUP

Bonnie Fisher is the Landscape Principal at ROMA Design Group, where she has contributed to most of the firm's portfolio of projects over the past 20 years. Her work has ranged in scale from large urban design and planning projects to the implementation of public spaces that enrich the urban fabric, contribute to social equity and add to the livability of residential neighborhoods. Bonnie played a key role in the design of public spaces within transit-oriented employment and residential environments, including Mueller in Austin, Brooklyn Basin in Oakland and numerous projects in north San Jose. She was educated in landscape architecture and urban design at UC Berkeley and Harvard Graduate School of Design.

Professional References:

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Eric Harrison, Vice President, Development, Signature Development Group, 510/251-9280, eharrison@signaturedevelopment.com

Lynn Robinson, Mayor, City of Santa Cruz, 831/420-5020 lrobinson@cityofsantacruz.com

Project Team

RMW Architecture & Interiors

San Francisco, CA

Key Contact:
Steve Worthington



Commercial Architect

Founded in San Francisco in 1970, RMW architecture & interiors has a 44-year history of providing comprehensive planning and design services for the purpose of creating progressive and memorable buildings that are expressive of an organization's philosophy and vision, take full advantage of site conditions, and are responsive to programmatic requirements. Much of the firm's work has been in the design of individual buildings and campuses for the Bay Area's leading developers and technology companies, including Yahoo!, Apple Computer, Juniper Networks, Brocade Communications, Hewlett-Packard, and Oracle.

STEVE WORTHINGTON, AIA, LEED AP, PRINCIPAL, RMW ARCHITECTURE & INTERIORS

Steve Worthington will serve as Principal Architect for Commercial Office Development for Alameda Point Site B. With more than 30 years of architectural design experience centered on the design of campuses and individual buildings for corporate clients, Steve brings a strong expertise to the project. Beyond that, he has a passion and energy for finding elegant solutions that enlivens the design process and engages stakeholders. Steve joined RMW architecture & interiors in 2010, bringing his award-winning portfolio of design for clients such as Microsoft, Adobe, and Visa. In 2012, he was named a principal of the firm and the firm's Director of Architectural Design, and has since led projects for HGST, Workday, and Lawrence Berkeley National Laboratory. Steve is a graduate of the Georgia Institute of Technology, with an Urban Design Certificate from L'Ecole des Beaux Arts, Paris. He is a registered architect in the state of California, a LEED AP, and a member of the American Institute of Architects.

Professional References:

James Ellis, Managing Principal, Ellis Partners, (415) 391-9800, jim@ellispartners.com

David Taylor, President, David S. Taylor Interests, (916) 556-1215, dtaylor@dtaylorinterests.com

Julian Skinner, Senior Engineer, City of Novato Public Works Department, (415) 899-8961, jskinner@novato.org

Project Team

BCV Architects

San Francisco, CA

Key Contact:
Hans Baldauf



Retail Architect

Founded in 1997, BCV Architects is an award-winning, San Francisco-based architecture and design firm with international experience in creating exquisitely detailed environments at a variety of scales, from mixed-use development and office buildings to flagship stores, retail centers, specialty food shops and restaurants.

BCV responds to stakeholder needs with innovation and thoughtfulness, resulting in dramatic and elegant solutions that engage the public and provide unique and high-quality amenities.

The firm considers each project through multiple lenses – considering sustainability through not only engineering solutions, but also a studied response to the ethical, cultural, social, economic and historic implications of a project and its place in the environment.

It is this approach that has informed projects such as San Francisco's Ferry Building Marketplace and Market Square, the re-conceptualization of Walnut Creek's downtown retail environment and pedestrian core, and the new master plan for San Francisco's Treasure Island neighborhood.

With every project, BCV seeks ways to design vibrant community assets that enhance the lives of their inhabitants and users, enrich the urban fabric and create a lasting sense of place.

HANS BALDAUF, AIA LEED AP PRINCIPAL, BCV ARCHITECTS

Hans Baldauf is a founding principal of BCV Architects. Mr. Baldauf has extensive experience with a variety of project types, including office buildings, mixed-use development, flagship stores, retail centers, specialty food shops and restaurants.

Through this diverse project experience, Mr. Baldauf has developed a comprehensive understanding of the vital role that dynamic retail, dining and mixed-use centers play within large-scale commercial and workplace environments. Mr. Baldauf led the retail and market design of San Francisco's Market Square, which will provide retail and dining options both to Twitter, its main tenant, and the surrounding community. He is currently leading the retail design for Bay Meadows in San Mateo, which will also include 800,000 sq. ft. of new offices as part of the large scale master plan of the former San Mateo racetrack.

Mr. Baldauf received both his AB and MArch degrees from Yale University, and has taught architecture at Yale, University of Illinois at Chicago, and Notre Dame University, where he served as visiting faculty at their Rome Studies program. Mr. Baldauf currently serves as president of the board of directors at CUESA (The Center for Urban Education about Sustainable Agriculture), and is a past chairman of the Maybeck Foundation, where he helped lead the restoration campaign for the Palace of Fine Arts.

Professional References:

Chris Meany, Wilson Meany, (415) 905-5300, cmeany@wilsonmeany.com

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Anya Fernald, Belcampo, (510) 250-7810, atf@belcampoinc.com

Anya Fernald, Belcampo, (510) 250-7810, atf@belcampoinc.com

High Standards for Green Urbanism

Mueller, a 700-acre mixed-use new urbanist community, has extensive **sustainable building standards** requiring all homes and commercial buildings to be LEED certified or rated in the Austin Energy Green Building program. Other sustainability efforts include:

- Participating in the LEED for Neighborhood Design pilot program - the only program in the world that certifies an entire community based on its sustainability efforts and design.
- Constructing 140 acres (75 built to date) of parks and greenspaces including a 32-acre restoration of the native Blackland Prairie ecosystem. This endangered ecosystem is found in less than 1% of the U.S. today.
- Deconstructing and recycling old airport buildings and runways. Catellus also remediated three historic airport structures. The Browning Hangar (pictured left) - now a community gathering and event space, the airport control tower - restored to its award-winning original design, and Mueller Central - an original aviation terminal now used as the community's information center and Catellus' local office.



Mueller Lake Park, Austin, Texas

Project Description

Alameda Point Site B Project Description

A wealth of information has been developed over many years that identifies the existing conditions, constraints and opportunities related to the 82-acres within Site B. In addition, the Waterfront Town Center and Enterprise Zone sub-districts provide specific guidance that, together with the Master Infrastructure Plan and other planning documents, will help to shape future development.

Our vision for commercial development of Site B is consistent with the City's draft and final planning documents for the area. It will focus on meeting the City's goals for increasing employment within Alameda Point and for generating sales tax revenues while achieving a high quality waterfront development and a sustainable and transit-oriented design.

Within the larger footprint of developable area and the anticipated timing of remediation and conveyance, our team envisions a program of commercial development that would increase in intensity and population in the direction of the Seaplane Lagoon and the amenities created along the waterfront.

In the eastern portion of Site B, in the Enterprise Zone, high-bay industrial type buildings are anticipated with north facing skylights and south facing PV panels that provide flexibility for a variety of different users on the ground floor with mezzanines above and are built to suit the specific requirements of the users as well.

The Town Center portion of the site will be conceived within the broader context of activities and buildings within Site A and with connectivity in the public realm and continuity in the urban pattern. In the Town Center portion of the site, three to four story buildings with ground-floor commercial uses are planned, with one to two story retail buildings along the water's edge to the west. Along the waterfront, tall ground floor spaces are anticipated for a lively mix of retail uses, with an emphasis on dining and entertainment activities that foster a positive relationship to the public spaces of adjacent streets, public access areas and the future marina.

In looking toward the future, the Catellus team would leave no stone unturned in seeking the appropriate commercial users and appropriate uses and product types for Site B. Several themes are being explored, ranging from an outlet mall, to tech build-to-suits, and to a maker space district. We have reached out to potential outlet mall development partners regarding

the feasibility for such a use in Site B and are awaiting their feedback.

On the tech user front, our CEO is on the Board of Directors of Hudson Pacific Properties, one of the more active commercial developer/landlords in the Bay Area tech sector. Hudson would be an ideal partner for cutting edge build-to-suit and/or tech campus developments. We would work closely with either of these types of potential partners on the design and development of each of the parcels to maximize synergistic opportunities for all of Site B.

Finally, and perhaps most interestingly, we see that there is already an emerging group of employment uses within the existing buildings at Alameda Point that together reflect many of the themes and activities that can be built upon in the future, from sports, artisanal food and beverage to other "maker culture" activities. These uses already attract large numbers of people and have begun to establish a potential market for future activities elsewhere within Alameda Point.

The Bay Area has seen the emergence of industrial co-worker spaces like Tech Shop and Bluesprout which offer workspace, high-tech CNC machines, 3D printers and the like to entrepreneurs and makers. Tech Shop generally operates in relatively small 15,000 sq. ft. facilities; Bluesprout has recently opened a 7-acre facility on the Oakland waterfront. The stepping stone progression wherein a maker would start at facility like Tech Shop, expand a level to a facility like Bluesprout, and then eventually expand again to its own facility is the type of incubation process we intend to create in Site B.

Our goal is to offer space for each step of the progression within Site B and demonstrate a clear commitment to the catalytic process such spaces provide. Ultimately, our goal is to establish Site B as the premier maker district in the region and eventually harvest the larger scale commercial development opportunities such a district will generate.

Working with Stakeholders

Thousands of San Diegans call Santa Fe Place, a 15-acre mixed-use project developed near the historic Santa Fe Depot train station, home for both living and working.

There are multiple stakeholders in the development of Santa Fe Place, including:

- State of California
- City and County of San Diego
- City of San Diego Redevelopment Agency
- San Diego Unified Port District
- United States Navy
- San Diego Historical Society
- San Diego Association of Governments
- Centre City Development Corporation
- California Coastal Commission
- Downtown Partnership



Santa Fe Place, San Diego, California

Previous Experience

About Catellus

For nearly three decades land owners have chosen Catellus Development Corporation as master developer to transform their vision for vacant or underutilized land into reality. Catellus has transformed thousands of acres in the United States formerly used for military, government and manufacturing purposes into community cornerstones.

Attracting major anchors such as universities, schools, hospitals, museums and other legacy institutions, Catellus developments are urban, transit-served and offer numerous amenities with widespread appeal. They often include master planned residential communities, industrial parks, retail districts, business parks, light rail connections, hike and bike paths, greenways and parks, hotels and restaurants and housing from the high-end to affordable.

Catellus is committed to responsible development and builds most projects according to green building standards. Catellus also manages the construction of industrial, office and retail space within Catellus

master-planned communities, much of it built according to customer specifications.

Catellus projects often involve sophisticated public/private partnerships, creative site planning or complex entitlements. Catellus has earned a reputation as one of the most respected master developers in the United States.

Community and Partnerships

At Catellus, we build successful public/private partnerships ensuring a mutually rewarding project and maximizing benefits for all entities involved. Often this requires us to navigate challenging issues of public policy and local political dynamics. We are focused on building community in an environmentally sustainable manner and take pride in creating lasting partnerships with the communities in which we work, committing for the long-term, not just the duration of the project.



Mission Bay, San Francisco, California

Mission Bay, a 303-acre mixed-use redevelopment, includes retail, office and residential opportunities, as well as an extensive urban parks system. The University of California at San Francisco located its new biotech campus at Mission Bay positioning itself as the anchor tenant.

Previous Experience

Our Story

In 1984, two railroad powerhouses, Santa Fe Industries and Southern Pacific Company, proposed a merger to form Santa Fe Southern Pacific Corporation "SFP". From this proposition, the two companies formed a wholly owned subsidiary named Santa Fe Pacific Realty Corporation to conduct all non-railroad real estate activities.

Sites positioned strategically next to the country's busiest seaports and rail and roadway transportation routes led to unprecedented opportunities to transform large parcels of blighted or underutilized land in some of the nation's fastest growing cities, such as San Francisco, Los Angeles and Chicago.

In December 1989, SFP sold 19.9% of the Company to Bay Area Real Estate Investment Associates, L.P., a California limited partnership between JMB/Bay Area Partners and the California Public Employees' Retirement System. The Company changed its name from Santa Fe Pacific Realty Corporation to Catellus Development Corporation in June 1990.

SFP completed its disposition of Catellus by distributing, in the form of a stock dividend, its remaining 80.1% interest in the Company to its stockholders in December 1990 becoming an independent, publicly traded company.

In 2005, Catellus merged with ProLogis in a landmark \$5 billion deal whereby Catellus' industrial assets were added to ProLogis' extensive industrial portfolio. In March 2011, TPG Capital, a global private equity concern with over \$50 billion of assets, together with former members of Catellus Development Corporation, repurchased certain non-industrial assets through a new entity, Catellus Acquisition Corporation, LLC.

Today Catellus operates as an independent private company.



The Santa Fe Railway Exchange Building, Chicago, Illinois. Constructed in 1903, Catellus fully renovated the building between 1981 and 1983. The 17-story building was once the headquarters building for Santa Fe Southern Pacific Corporation.

Previous Experience

Our Role as Master Developer

From coast to coast, Catellus works with cities, governmental entities, corporations and other organizations to plan and revitalize land formerly used as military bases, airports and heavy industrial sites. Catellus believes that visions for redevelopment are best achieved through public/private partnerships with a single master developer. Catellus' success and proven ability to execute large-scale, mixed-use developments is to a great extent based on our experience in customizing our role to best meet the long-term needs of our customers.

Our core competency is managing the complexities of large-scale developments. As master developer, Catellus activities may include:

- Conducting community meetings to gain input and ideas for design and development.
- Replacing dilapidated infrastructure and public facilities at infill sites in preparation for development.
- Functioning as a vertical developer, producing high-quality facilities that attain the greatest return on investment.
- Identifying “best in class” vertical developers for our non-core product types.
- Operating under an “open book” process whereby all of the costs, revenues, fees and profits are transparent to our partners.
- Submitting timely reports on activities and milestones.

- Evaluating development plans continuously to adapt to changing demand or unexpected market conditions.
- Marketing the developments to ensure that our goals for occupancy are achieved and maintained.

Catellus takes full responsibility as master developer and partner and is the primary contact on all projects. A few benefits of working with one master developer follow:

- **Efficient decision making:** Working with a single organization, rather than a group of companies with sometimes divergent interests, allows for faster decision making, a streamlined review process and more efficient operations management.
- **Flexibility and resilience:** Catellus is adept at managing all aspects of development, which allows us to respond to new opportunities and changing market conditions.
- **Financial Strength:** Catellus has the financial strength to withstand market fluctuations, staying on track during the development process.
- **Accessibility:** We work diligently with local agencies to ensure that the true nature of the development harmonizes with the existing cultural and social landscape. Open dialogue permeates our process, and we continually listen to our partners to ensure that their vision for the development becomes a reality.



Catellus completed 100,000 square feet of retail at its 303-acre mixed-use development at Mission Bay in San Francisco, California. Safeway, pictured above, is one of the premier ground-floor retail anchor tenants at Mission Bay.



Catellus' 700-acre Mueller redevelopment in Austin, Texas, offers quaint pocket parks for residents to enjoy. At completion, Mueller will offer a total of 5,700 homes, 25% of which will be affordable.

Previous Experience

Our Track Record

Mixed-Use Development

Catellus' portfolio of experience includes a number of very large and complex projects that involve a variety of product types and tenants, multiple stakeholders, complicated regulatory environments, and challenging construction conditions (hazardous materials, unstable geotechnical conditions, etc.). And yet, despite the complexity, Catellus has a proven record and reputation for getting projects approved and constructed on schedule. In fact, we have achieved very aggressive timetables on some of our most complex projects.

At Pacific Commons in Fremont, California, for example, Catellus was faced with the challenge of how best to proceed with development plans for an enormous high-tech office park after the dot-com bust of 2000. Without demand for office space, the decision was made to work with the City to re-entitle the land for a substantial portion of it to be developed with retail uses. In a matter of only 18 months, Catellus moved the project through the regulatory process to receive entitlements for the revised plan and program, and started construction on the nearly 850,000 square feet of retail space.

We're Where You Want to Be

Turning urban infill locations into thriving, mixed-use developments means that Catellus can offer new office space located near some of the busiest cities in the nation, such as San Francisco, Los Angeles and Manhattan. Companies prefer these locations



Pacific Commons, land once slated for a large-scale corporate campus in the Silicon Valley area, was re-entitled by Catellus following the dot-com bust. Today, the 840-acre site includes a flagship retail center and business district serving Fremont and the greater Bay Area.

for their proximity to existing business districts and the branding possibilities they provide, as many locations are visible from busy highways and transportation hubs. Employees like being part of Catellus communities because they can immediately tap into the surrounding amenities, from housing to restaurants to shopping, be it onsite or within walking distance from the office.

Being close to urban locations means that our developments are connected to existing transportation networks, such as highways, train stations and airports. Connectivity is one of the key components of Catellus developments, and we often implement substantial infrastructure to create and enhance access to and from our projects.

Build-to-Suit Expertise

Catellus is a nationally recognized master developer responsible for award-winning, master-planned residential communities, business parks and mixed-use urban redevelopments. Because we own or control the land at our developments, we can offer uniquely well-integrated and customized build-to-suit opportunities to our customers.

In today's competitive corporate real estate environment, it takes knowledge and experience to deliver exceptional value to clients. With over 25 years of build-to-suit experience, land ownership in coveted urban locations and an understanding of national and local marketplaces, Catellus is able to provide customers with exceptional build-to-suit locations that meet or exceed their expectations.



Catellus served as the vertical developer for Metropolitan Water District's 530,000 square-foot, 10-story headquarters facility, located at Los Angeles Union Station, in Los Angeles, California. Catellus completed the building under budget and seven weeks ahead of schedule.

Previous Experience

Design-Build Process

Owning and managing some of the most sought-after land in the nation makes Catellus an attractive partner for companies looking for a design-build option, one that Catellus oversees from start to finish.

Companies come to Catellus because they don't want the responsibility of property ownership or construction of their office space, which often involves managing multiple entities, such as architects, contractors, sub-contractors and inspectors.

Design-build allows Catellus customers to build their office space in a straightforward, cost-effective and time-efficient process, with Catellus managing the complexities of construction. Owning the land where we locate our build-to-suit developments also means that we have extensive control over every facet of planning, execution and delivery. It means that we can offer attractive pricing, as we work with our customers to meet their specific budget requirements.

High-Quality Development

Catellus dedicates an experienced team to manage all aspects of the development process. We partner with real estate professionals, consultants, architects and contractors to ensure our developments are built to the highest standards.

Catellus recognizes that the success of any development depends on the ability to meet both the physical requirements and economic goals of its customers. Catellus acts as the single point of responsibility for all aspects of programming, facilities design, construction and occupancy. Catellus is able to offer our customers the resources necessary to ensure the timely completion of their projects.

Catellus is committed to building in a sustainable manner. We strive for all our new buildings to be LEED®-certified by the U.S. Green Building Council, and we utilize the latest in green building technology to achieve our goals for sustainability.

Brownfield Expertise

A key aspect of Catellus' overall sustainable development program is the work it does at brownfield sites. Environmental remediation is generally required for brownfield sites before they can be redeveloped.

Work in this area requires extensive experience and expertise in environmental regulation, specialty insurance and government-sponsored incentive



Faced with an aging facility and a surplus of land, the United States Air Force conceived a plan to utilize a first-of-a-kind land swap with Catellus to build its new Space and Missile Systems Center. The project required an act of Congress to permit the property exchange. Once approved, the Air Force and Catellus entered into the complex and innovative office build-to-suit project that took less than two years to complete.

programs. Solid working relationships with regulatory agencies and credibility with "old industry" land sellers are also key components of success.

Brownfield expertise can be a major advantage in gaining access to property for new mixed-use projects, especially in land-constrained markets.

Brownfield site redevelopment can also deliver real benefits to a community such as restoration of wetlands and wildlife habitats, new jobs, improved tax base and improved property values for the site and surrounding properties.

Catellus has successfully achieved approvals from the San Francisco Bay Regional Water Quality Control Board on Mission Bay, Alameda Landing, and Pacific Commons. Catellus has also had successful dealings with other regulatory agencies related to environmental cleanup including: US Environmental Protection Agency, Department of Toxic Substances Control, Air Resources Board and many other state, regional and local agencies.

Infrastructure Expertise

Catellus provides infrastructure improvements at most of its developments. Infrastructure comes in many forms: new roads, highway access ramps, railway and bus routes, utilities, storm and sewer systems and even schools, libraries, museums and other public facilities. The following information provides an idea of the scope and scale of infrastructure projects undertaken at Catellus developments.

Previous Experience

Bayport / Alameda Landing, Alameda, California

About Bayport / Alameda Landing

This 213-acre former U.S. Navy site is being converted into a mixed-use waterfront development in Alameda, California.

Roughly half the land is called Bayport, a 485 single-family home community that includes an elementary school, neighborhood pocket parks and an 11-acre central park and is now complete.

The remaining 72 acres have been dedicated as Alameda Landing. Situated along the Oakland estuary, across from Oakland, Alameda Landing has views of downtown Oakland and San Francisco. A highlight of the development will be the opening of one-half-

mile of waterfront never before available as a public amenity.

At completion, Alameda Landing will include a waterfront promenade and a waterfront commercial district with restaurants, entertainment and retail facilities. Other features include an approximately 300,000-square-foot retail center anchored by Target, up to 400,000 square feet of office space and up to 300 residential units (15% affordable).

For more information, visit AlamedaLanding.com.



Catellus is owner and master developer of Bayport / Alameda Landing, a 213-acre, mixed-use development in Alameda, CA. Situated on the water's edge of the Oakland Estuary, Alameda Landing will open waterfront for public recreational use, office space, and a promenade. Also included is a 485 single-family home community called Bayport Alameda. Developed in partnership with Warmington Homes and the city of Alameda, Bayport offers a community complete with elementary school, neighborhood pocket parks and an 11-acre central park.

Previous Experience

Development

Catellus signed a Development Agreement in 2007 for Bayport / Alameda Landing following nearly 10 years of preparations. Besides serving as master developer of the 213-acre site, Catellus is also responsible for vertical retail construction.

The Bayport project is complete, and construction on the first retail and residential phases of Alameda Landing are underway. Full project completion is expected in 5 to 10 years.

Financing

Alameda Landing has an overall land development budget of approximately \$62 million and will finance infrastructure improvements through a Community Facilities District and Tax Increment Financing.

In 2006, the City and Catellus entered into

Development Agreements that allow Catellus to take down land as needed for development.

In 2012, 10 acres of land was sold to Target for a +/- 140,000 square foot store. In 2013, 13 acres were sold to Tri Point Homes. Tri Pointe Homes has commenced construction on the first residential phase that includes multifamily and single family residential. Catellus is using internal equity, land proceeds and construction financing for vertical development.

Reference

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Previous Experience

Mueller, Austin, Texas

About Mueller

Mueller is one of the nation's most notable new-urbanist communities located in the heart of Austin. The 700-acre site of Austin's former airport is being transformed into a sustainable master-planned community. Mueller is taking shape as a joint project between the City of Austin and Catellus Development over 10-15 years following nearly 20 years of extensive citizen input.

Upon completion, Mueller will feature at least 5,900 single-family and multi-family homes (25% of which are affordable), a mixed-use town center district, 4.4 million square feet of prime commercial space including 650,000 square feet of local, regional and national retail space, and 140 acres of parks and open space.

Already onsite are The University of Texas Dell Pediatric Research Institute, Dell Children's Medical Center of Central Texas, Seton's Family of Hospitals administrative headquarters, SEDL headquarters and the Austin Film Studios. Additionally, Mueller already has over 900 apartments, 1,100 single-family homes, 495,000 SF of retail and 75 acres of parks.

Extensive green building requirements make Mueller one of the highest concentrated communities to demonstrate green-rated single-family homes, multifamily homes and commercial and retail buildings.

For more information, visit www.MuellerAustin.com.



Previous Experience

Development

Conversations about redeveloping the Robert Mueller Municipal Airport began in the early 1980s with a group called C.A.R.E. (Citizens for Airport Relocation) drawing up a preliminary development plan in 1984. Almost 20 years of community outreach was followed by a request for developers in 2002 and negotiations with the selected developer, Catellus, which stretched into 2004. Construction is currently ongoing with approximately 35% of the project complete to date with a projected completion in 2016.

Financing

With a budget of over \$300 million, the primary funding source for Mueller is Catellus equity and land proceeds, and tax increment financing (TIF). Catellus, as master developer, fronts the costs of cleanup and infrastructure improvements through self-financing.

At the outset of the planning process the City of Austin committed to its citizens not to subsidize Mueller from its general fund, but recognized the lofty goals for affordable housing and open space would require public financing.

A special district was created around Mueller through which it can issue tax-exempt municipal bonds. Catellus pays for infrastructure improvements up-front through internal financing and land sale proceeds and once development is in place and generating property tax and sales tax, the district can issue bonds secured by those incremental funds.

Reference

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Mueller currently has 75 of the planned 140 acres of parkland available to the public. Mueller's Lake Park is a popular destination for Austinites and is lined with some of the most sustainable homes in Austin all rated 5-Stars in the Austin Energy Green Building™ program and/or LEED Platinum for homes by the U.S. Green Building Council.

Previous Experience

Mission Bay, San Francisco, California

About Mission Bay

In 1998, Catellus won the opportunity to develop a former landfill and rail yard situated just south of the San Francisco Financial District and adjacent to the Giants' new baseball stadium. This gem, including 303 waterfront acres, still under development today, continues to set standards for urban redevelopment in the United States.

Within the challenges of working in a land-constrained area that was once a brownfield, Catellus' plans for public access, and infrastructure work, have included 10,000 linear feet of new roads and 50 acres of new open space and parks. The new parks will feature recreational sports and boating facilities.

Mission Bay is a world-class community created by the leading minds in architecture, design, and urban planning. At completion, it will include 6,900 residential units (29% of which are affordable); 5 million square feet of commercial space; up to 100,000 square feet of retail space; a 500-room hotel; a public school; a police and fire station; 50 acres of parks and open space; and a 2.65-million-square-foot, 43-acre campus for the University of California, San Francisco.

For more information, visit www.Catellus.com.

Development

Catellus served as the master developer for Mission Bay and has waded through a complicated public/private partnership.



Previous Experience

Planning and regulatory control over the Mission Bay project is exercised by many governmental agencies. Land in the project is under private, city and port ownership. Some land is also subject to the public trust (with oversight by the State Lands Commission).

Entitlement for the Mission Bay Land Use Plan was passed by the City of San Francisco in November 1998. Development projects include residential, office, bio-science and telecommunications facilities.

The California Department of Housing and Community Development announced Mission Bay as a Gold Designee, the highest rating available, in their California Sustainable Strategies Pilot Program.

Catalyst Projects demonstrate a commitment to sustainable communities and testing and evaluating innovative strategies designed to increase housing supply and affordability; improve jobs and housing relationships; stimulate job creation and retention; enhance transportation modal choices; preserve open space and agricultural resources; promote public health; eliminate toxic threats; address blighted properties; reduce green house gas emissions and increase energy conservation and independence.

Mission Bay's catalyst highlights include:

- \$700 million in infrastructure improvements to extend the urban street grid into an undeveloped area to maintain compact development of mixed-use within 4 blocks of transit stops.
- Reduced parking ratios, required bike parking and program for ride matching and car sharing pods.
- A ratio of one acre of park per 1,000 residents (41 acres) to include urban agriculture and community gardens.
- 66,700 linear feet of pedestrian friendly wide sidewalks; 10,300 linear feet of bike lanes, 19,500 linear feet of bike paths, 1,000 new bike racks.
- Intersection of CalTrain commuter rail (SF station) and Muni light rail lines (five light rail stops), BART shuttle services and plans to expand ferry service.



San Francisco Mayor Gavin Newsom cuts the ribbon at the grand opening ceremony of the Mission Bay Parks System in October 2008.

- 6,000 homes total of which 3,000 have been constructed to date. 29 percent of units to be affordable rentals and condos.
- Special needs households (seniors, formerly homeless, workforce housing) with services and employment opportunities.

Financing

Mission Bay was financed using internal equity and TIF financing.

Reference

Ms. Amy Neches

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aneches@tmgpartners.com

Previous Experience

Serrano, El Dorado Hills, California

Thirty minutes east of downtown Sacramento on Highway 50, the major thoroughfare to Lake Tahoe, sits the Catellus development of Serrano — a gated, upscale golf course community. Created as a 3,500-acre, master-planned community, Serrano is entitled for 4,000 units. More than 3,000 units have been developed and sold in the community along with a neighborhood retail center.

Development

As Master Developer, Catellus constructed major infrastructure improvements for the project including schools, commercial space, open space and roads. Catellus and Parker Development worked with prestigious homebuilders to create the community that set the stage for high-end, residential developments in the Sacramento area. Homes range in price from \$600,000 to well over \$1 million. Serrano offers a Robert Trent Jones Championship golf course, home to the Gold Rush Classic Tournament on the Senior PGA Tour for many years.

The partnership team tackled a few issues to ensure the future success of the development. The most crucial issue was the limited water supply available in the area. Careful analysis and management made it possible to plan for build out of the project without

water constraints, primarily through a reclaimed water system developed for the community.

This system of pumping non-potable water throughout the development was used to irrigate the common spaces, golf courses and landscaping at the front and back of homes built in the development.

This reclaimed water system, introduced to home owners for landscaping, successfully doubled the water allotments issued by the local water district and created a sustainable water source for the community.

Both the National Arbor Day Foundation and the Water Reuse Foundation have honored the Serrano development for its unique features. During development of the site, builders saved a large number of the pristine oaks that dot the property, preserving the natural northern California landscape for homeowners to enjoy.

Financing

Catellus Development Corporation and Parker Development created a limited liability company, Serrano Associates, LLC, to manage the development and sale of the lots. Catellus continues to play a role as joint venture partner today.



As Master Developer of Serrano, Catellus constructed major infrastructure improvements for the project including schools, commercial space, open space and roads and tackled a limited water issue by creating a reclaimed water system.

Previous Experience

Victoria By The Bay, Hercules, California

After 35 years as an active oil and asphalt refinery, the 206-acre Victoria by the Bay site closed in 1997, leaving the City of Hercules with a large contaminated parcel of land situated on coveted coastal property. Inspired by the property's intrinsic value, Catellus, as Master Developer, designed, entitled and developed an 880-home, master planned community with 15 acres of parks and open space, commercial districts and retail.

Development

Entitlement of the project involved working with regulatory authorities, as well as with the City of Hercules. The plan was approved by the Regional Water Quality Control Board, one of several regulatory agencies that were involved in the conversion of the site. Entitlement of the project

included a full environmental impact report, a general plan amendment, a specific plan and zoning and building standards.

Shoreline access had not existed in the area for decades. The goal of the project was to create a unique new water-oriented neighborhood and aid in the revitalization of the local economy in Hercules.

Remediation plans involved complete characterization of soil and groundwater conditions and clean-up to Regional Water Control Board standards.

Financing

The City of Hercules, the Redevelopment Agency and Hercules, LLC, entered into a Development and Owner Participation Agreement that vested development rights and provided for the sharing of tax increment funding created through redevelopment of the property.



Victoria by the Bay is a 206-acre mixed-use residential and retail development near San Francisco, California. This pristine community of 800 homes resides on the former site of an abandoned oil refinery. Remediation included extensive cleaning of soil and groundwater. Remediation met strict Regional Water Quality Control Board standards. This site includes 15 acres of open space and parks.

Previous Experience

Los Angeles Air Force Base, Los Angeles, California

About L.A. Air Force Base

Faced with an aging facility and a surplus of land, the United States Air Force conceived a plan to utilize a first-of-a-kind land swap with Catellus to build its new Space and Missile Systems Center.

The project required an act of Congress to permit the property exchange. Once approved, the Air Force and Catellus entered into the complex and innovative office build-to-suit project that took less than two years to complete.

The project included building a 545,000-square-foot office space for the Space and Missile Systems Center and additional 52 acres of land developed into residential communities. Construction began in 2004, and the Air Force moved in January 2006.

In addition to the build-to-suit facility, Catellus entitled, remediated and sold the three remaining parcels of land to residential developers to build 905 single family residential units

For more information, visit www.Catellus.com.

Development

Catellus was the master developer and vertical developer for the build-to-suit development.

The U.S. Air Force Space and Missile Systems Center (SAMS) was award-winning receiving a Facility Design Award from the U.S. Air Force. Dave Duncan, the USAF Design Awards Program manager said, "The SAMS Complex is aesthetically pleasing and technically efficient; it incorporates design elements and materials that complement the surrounding buildings and utilize sustainable technologies and features that reduce energy consumption and



Previous Experience

maximize workplace comfort. As we continually strive for superior and innovative facility designs, I congratulate Catellus, Kearny and Nadel Architects for their accomplishments at Los Angeles Air Force Base in California."

Financing

The total budget for the 545,000-square-foot building was \$145 million. Due to the lack of property ownership typically available for collateral, financing the full \$145 million project costs required Catellus and its partners, Los Angeles-based Kearny Real Estate and Morgan Stanley Property Trust, to obtain \$90 million in an unsecured construction loan. The facility was completed on budget and six months ahead of schedule.

Reference

Mr. Jeff Dritley

Managing Partner, Kearny Real Estate Company
Former Catellus Partner at LA Air Force Base
1900 Avenue of the Stars, Suite 320
Los Angeles, CA 90067
Telephone (310) 203-1845
jdritley@kearny.com



Catellus was the master developer of the award-winning U.S. Air Force Space and Missile Systems Center in El Segundo, California. In this historic, one-of-a-kind, Department of Defense-specified build-to-suit development, Catellus agreed to a land swap that required an act of Congress to permit the property exchange with the U.S. Air Force. Catellus financed the 545,000-square-foot, build-to-suit structure at a cost of \$145 million before obtaining possession of the majority of the land proposed in the deal. Catellus completed the project on budget and six months ahead of schedule.

Pacific Commons, Fremont, California

Land once slated for a large-scale corporate campus in the Silicon Valley area was re-entitled by Catellus following the dot-com bust. Today, the 840-acre site includes a 1.1 million-square-foot flagship retail center with an additional 70,000 square feet planned and more than 1.1 million square feet of commercial space situated with significant frontage on I-880.

Development

The 840-acre site was re-entitled in 18 months. Infrastructure work included environmental mitigation to protect endangered species, water quality enhancement and the construction of an 1,800-foot causeway and donation of 440 acres to the San Francisco Bay National Wildlife Refuge. Streets and utilities were installed along with the parks, plazas and wetlands.

When Catellus was selected as the developer of choice for Pacific Commons, we made certain that industrial, high-tech office/commercial and retail could live peacefully with their natural neighbors, including the vernal pool tadpole shrimp.

The shrimp is a native of northern California that has been in existence for 15 million years and included in the endangered species list since 1994.

Catellus took care to mitigate the habitat of several endangered species located on the site and to provide for the quality of their environment. The U.S. Fish and Wildlife Service worked with Catellus to develop a series of wetlands that border Pacific Commons.

Catellus constructed an 1,800-foot causeway to divert traffic and ensure healthy water flow necessary for wildlife migration through the wetland system.

In 2008, Catellus officially donated the 440-acre preserve to the U.S. Fish & Wildlife as part of the Don Edwards San Francisco Bay National Wildlife Refuge.

Financing

Catellus structured a \$68-million Community Facilities District (CFD) to fund the infrastructure improvements on the 840-acre project. The first bond was posted in 2001 for \$30 million, and the second was posted in 2005 for \$38 million.

Reference

Mr. Bill Harrison

Mayor, City of Fremont
37272 Maple Street
Fremont, CA 94536
Telephone (510) 284-4011
bharrison@fremont.gov



Pacific Commons, land once slated for a large-scale corporate campus in the Silicon Valley area, was re-entitled by Catellus following the dot-com bust. Today, the 840-acre site includes a flagship retail center and business district serving Fremont and the greater Bay Area.

Previous Experience

Sustainability

Sustainable planning and building practices have long been a fundamental component of how Catellus does development. Our approach to sustainability is represented by a series of values that guide our development process:

Urban Infill

Redevelopment of sites located within major urban areas where existing infrastructure can be reused and enhanced counters patterns of urban sprawl, thus limiting the burden on a region's highways and other infrastructure and minimizing the impact to farmland and wildlife habitat.



“SunFlowers – An Electric Garden”, extends nearly 540 feet in length. The sculptures range in height from 18 to 24 feet and the photovoltaic ‘petals’ reach 13 to 15 feet in diameter. The project generates approximately 18,000 KWH annually. Self-sustaining, the excess power generated channels back into the energy grid. The SunFlowers sculptures represent the largest public art project in Austin history based on size and funding.

Transit-Oriented

Introducing urban design that embraces and facilitates pedestrian activity to sites located in proximity to existing public transit systems ensures our developments promote a high quality of life and a reduced dependence on the automobile.

Brownfield Redevelopment

Breathing new life into contaminated brownfield land by remediating it of hazardous materials returns clean land to the urban fabric to support homes, parks, shops and offices.

Economic Development

Creating developments that provide long-term fiscal support to the local economy through taxes and the creation of short term construction and long term jobs.

Diversity and Affordability

Creating communities that are desirable and accessible to a wide variety of people from a range of socio-economic and ethnic backgrounds, often through inclusion of affordable housing.

Green Building Practices

Implementing green building practices wherever possible, whether to USGBC LEED or local equivalent standards. For infrastructure, this means implementing construction practices that recycle and reuse as much material as possible.

Historic Preservation

Every effort is made to integrate historically significant buildings into our projects through preservation and reuse.

Open Space and Conservation

Designing and constructing new open space and parks, as well as conserving existing natural resources like trees and wetlands, is an essential part of our development practices.

Community Involvement

Our reputation as a company hinges on our ability to earn the trust of the local community and to provide a finished project that is highly regarded and widely embraced.

Social Responsibility

Through our partnerships, corporate giving, community outreach, employee involvement and education, we are committed to building healthy and productive relationships with the local communities in which we do business.

The Project Design Team

The design team is comprised of the architects, landscape architects and urban designers who will play key roles in the project. It includes individuals who have worked together on previous projects, bringing creativity, talent and commitment to the successful implementation of vibrant commercial districts and livable residential neighborhoods. The following pages include some of their projects and experience.



Mueller Community, Austin

Located on the 711-acre site of the former Robert Mueller Municipal Airport, a new transit-oriented community is being developed with 4,600 dwelling units, 4.2 million square feet of office and 650,000 square feet of retail with 140 acres of open space. The master plan prepared by ROMA was adopted by the City and Catellus Development Corporation selected by the City of Austin as the master developer. The project received an Award of Excellence from the Congress for the New Urbanism in 2001. ROMA continued to work with the City and Catellus to prepare neighborhood, commercial and mixed-use building prototypes and detailed design plans for streets, parks and greenways. This is an example of a successful public/private partnership which relied upon redevelopment financing and City ownership of land to facilitate private development.

Client Reference: Sue Edwards, City of Austin, 510/974-3298, sue.edwards@ci.austin.tx.us

ROMA DESIGN GROUP

ROMA Design Group is an urban design firm that works with cities, developers and community groups in public/private partnerships seeking to create attractive, vibrant and sustainable urban districts, that are distinctive and well integrated with the city and that contribute to its life and activity. Many of our projects focus on areas that have undergone a decline due to changes in transportation technology, industrial operations and military use and are seeking a mix of urban uses, a clear and compelling identity and greater amenities that can add to enjoyment of the city and enhance quality of life. We have undertaken numerous projects that focus on employment generating uses, particularly within the larger context of a mixed-use district, as a way to balance housing and jobs, create a more resilient local economy, provide greater opportunities for local population and secure a reliable revenue stream for cities.

ROMA has been at the leading edge of advocating for innovation in employment uses, from small scale work condominiums (Union City), to large scale biotech campus (Chiron) and research facilities (UC Berkeley Richmond campus) to vibrant retail, entertainment and dining districts (Santa Monica). What we have learned from this experience is that

the design of the urban environment in itself strongly influences locational decisions that are made by employers and is essential in providing the sense of coherence, connection and community that is desired by employers, whether a small workplace or a large tech campus. Places to meet and gather, walk, exercise and participate in a larger world beyond the workplace environment are all an important part of the package of improvements that are offered and that are increasingly demanded by employers. With its significant public spaces and opening onto the Seaplane Lagoon, Alameda Point has a built-in opportunity to create amenities and activities and imageable setting that is unique and distinctively "Alameda". Also, although not part of this project, it has the opportunity to link to transit, bicycle and pedestrian accessibility in a way that few other sites within the region can approximate. Creating access to transit, a public framework of pedestrian-oriented streets and open spaces as well as immediacy with the bay and the recreational activities along it and within it are all valuable site conditions that heighten the potential of Alameda Point to become a modern and appealing place of employment within the region.

Previous Experience



Jefferson Street Redesign, San Francisco

Jefferson Street is the main street of Fisherman's Wharf, a district of the city which attracts about 12 million visitors annually and which supports on a summer Saturday approximately 70,000 pedestrians. Approximately 400,000 bicycles are rented in the north waterfront and the F-Line historic streetcar travels down Jefferson Street for three blocks, carrying approximately 10,000 people a day. ROMA developed concepts that envision a street where all modes move slowly, where pedestrians would have priority (except in the transit lane) and where the feel is much more like a plaza than a roadway. The plan called for the reconfiguration of Jefferson Street into a street with widened sidewalks for pedestrians and a flexible vehicle zone that accommodates cars, deliveries and bicycles and with transit in its own separate right-of-way. Improvement of the first phase of Jefferson Street was completed in time for the America's Cup Harbor events in the summer of 2013 and cost \$5 million. Planning for future phases is underway.

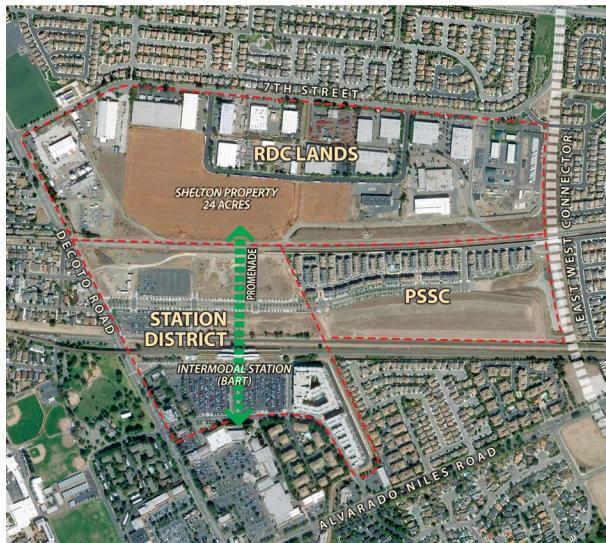
Client Reference: Neil Hrushowy, San Francisco Planning Department, 415/558-6471, neil_hrushowy@sfgov.org

Urban Design Plan and Public Improvements, Suisun City

ROMA has acted as the design architects for Suisun City's dramatic revitalization, preparing the initial master plan and serving as architects and landscape architects on numerous projects including the Town Plaza, all of the new commercial buildings, the Harbormaster's Building; the new marina and rehabilitated train station. ROMA planned the new residential neighborhood and a mixed use live/work complex south of the downtown. The Town Center, which includes new commercial residential and live/work development has been highly acclaimed throughout the country for its innovative mixed-use approach, a design that is responsive to the historic character of the community, and on creating a pedestrian orientation and a vital mixed use center which is the focus of city life. Projects have been underway for several years, most recently, ROMA assisted the City with the development of the 40,000 sf Harbor Square commercial center and designed the central courtyard that was built in 2011. **Client Reference:** Jim Spering, Jim Spering, Solano County Board of Commissioners, MTC and BCDC Board, 707/784-6136, jimzspering@cs.com



Previous Experience



Research & Development Campus, Union City

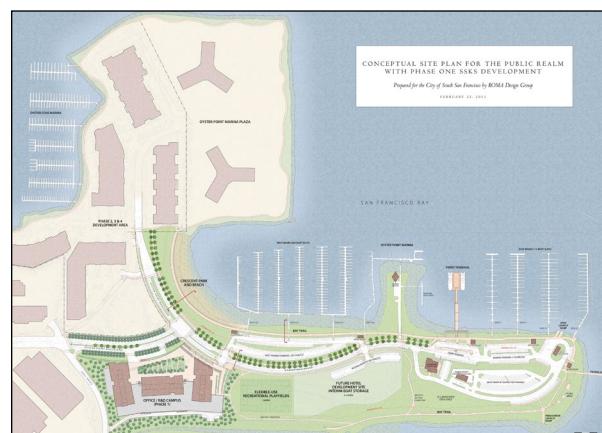
This project included the preparation of a conceptual master development plan, addressing land use and circulation for the 30-acre Shelton property. It involved preparation of an urban design concept for how the pedestrian/bicycle linkage could be made that would enhance both sides of the railroad tracks. The project envisioned a job-rich district connected to the Station District area and the development of a research and development campus accessible by BART and other public transit and close to a new neighborhood. Work included meetings with the community and stakeholders to review the project and gain additional input. This project was undertaken in 2011.

Client Reference: 1) Mark Evanoff, City of Union City, 510/675-5345, marke@ci.union-city.ca.us 2) Joan Malloy, City of Union City, 510/675-5327, jmalloy@ci.union-city.a.us

Oyster Point Master Plan, South San Francisco

ROMA was engaged by the City of South San Francisco as Master Plan consultants and to assist in guiding the efforts of potential developers of property surrounding the SSF Ferry Terminal. ROMA's work involved the preparation of a Site Design Concept for a portion of city-owned Oyster Point Marina properties and it included the planning and design of the framework of public improvements, including the realignment of the street system, the creation of new parcels, new waterfront parks and improved public access along the shoreline. Located within a major employment center within the peninsula, and adjacent to the Genentech campus, the approximate 20-acre site has the opportunity for the expansion of additional employment uses and the expansion of biotech as well as new commercial recreational activities that can take advantage of the recreational setting and the orientation to the water and boating. As part of the future development, an approximate 10-acre site is set aside for office uses and a similar-sized site is set aside for a future 300-room hotel with conference rooms and recreational facilities.

Client Reference: Gerry Beaudin, formerly with the Planning Division of South San Francisco, currently Zoning Administrator, City of Mountain View, 650/353-0364, ghbeaudin@hotmail.com



Previous Experience



Third Street Promenade, Santa Monica

ROMA redesigned the three blocks on Santa Monica's main street that transformed an inactive and failing pedestrian mall into one of the most popular and exciting urban retail entertainment destinations in the Los Angeles region. The Third Street Promenade was awarded a National Award of Excellence by the American Institute of Architects. ROMA was the lead architect/landscape architect providing full A&E and project management services through construction. In addition, ROMA provided consultant services related to the redevelopment and revitalization of the surrounding retail/entertainment district. ROMA continued to work with the City of Santa Monica on the design of the downtown transit streets (now implemented); and with Macerich developer for the extension of the Third Street through their shopping center and redevelopment of residential, office and commercial uses. More recently and in anticipation of the opening of the renovated shopping mall, ROMA was engaged by the Bayside District to update and enhance the Third Street Promenade and plan for a set of strategic improvements that would continue its successful position as a major shopping area and social gathering place within the Los Angeles region.

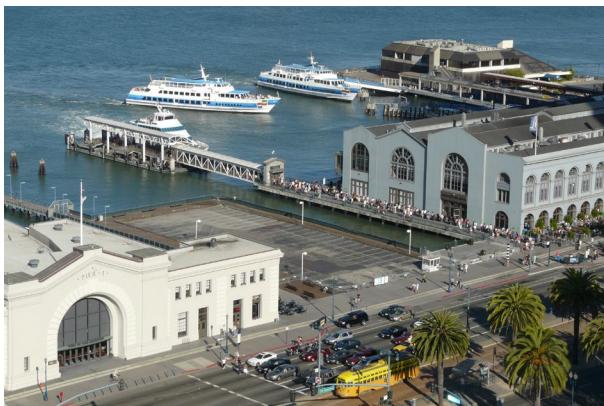
Client Reference: Andy Agle, City of Santa Monica, 310/458-2251, andy.agle@smgov.net

Civic Center Specific Plan, Santa Monica

ROMA assisted the City of Santa Monica in the preparation of a specific plan for the public/private development of the 40-acre Civic Center site, which includes city, county and court facilities as well as the Rand Corporation, a number of hotels and other private developments. The plan called for the intensification and improvement of the properties to enable mixed-use development on private parcels and parkland and plazas on public lands. It also provided much-needed linkages between geographically and socially separate parts of Santa Monica and enhanced pedestrian routes and view corridors to Palisades Park and the Beach. Following the adoption of the plan, ROMA served as design consultants for the first projects to be implemented within the Civic Center area, including the Public Safety Building and the 900-space parking garage and completed the design of the plaza and new roadway envisioned in our plans. Recently, other key elements of the plan have been implemented, in particular the \$45 million Tongva Park, and a number of urban density and affordable housing projects are under construction. **Client Reference:** Andy Agle, City of Santa Monica, 310/458-2251, andy.agle@smgov.net



Previous Experience



Downtown San Francisco Ferry Terminal

As part of the Mid-Embarcadero improvements, ROMA was commissioned by the Port of San Francisco to prepare the overall master plan for the enhancement of the Downtown Ferry Terminal and to design the Phase 1 improvements. As the lead designers, ROMA led a team of engineers in the design of new public access promenades along the waterside of the Ferry Building; the development of a new breakwater and public access pier for protected mooring; and the development of two new ferry basins for the berthing of six vessels at the foot of Market Street. The Phase 1 improvements were completed in 2003 with a cost of \$12 million. ROMA is now working with the WETA and Port to design the Phase 2 improvements. These will provide for three new ferry berths and a variety of public spaces, including a major new public plaza immediately adjacent to the bay.

Client Reference: Mike Gougherty, Water Emergency Transportation Authority, 415/364-3189, gougherty@watertransit.org

Ferry Terminal, South San Francisco

ROMA Design Group prepared the site, architectural and landscape design for WETA's first ferry terminal. The project is located at the Oyster Point Marina, a landfill site that has demanded unique and innovative solutions to conform with environmental regulations and cost and construction parameters. Berthing is being developed for the new WETA 150-passenger ferry boat with pedestrian amenities and intermodal transfer facilities for buses and shuttles serving the growing employment population of South San Francisco – the location of Genentech and other major Bay Area employers. The ferry terminal opened in 2012 with positive impacts to the marina and the surrounding Oyster Point area. Project cost: \$16 million.

Client Reference: John Sindsinski, retired, formerly with WETA, 925/408-4646, jsid53@gmail.com



Previous Experience



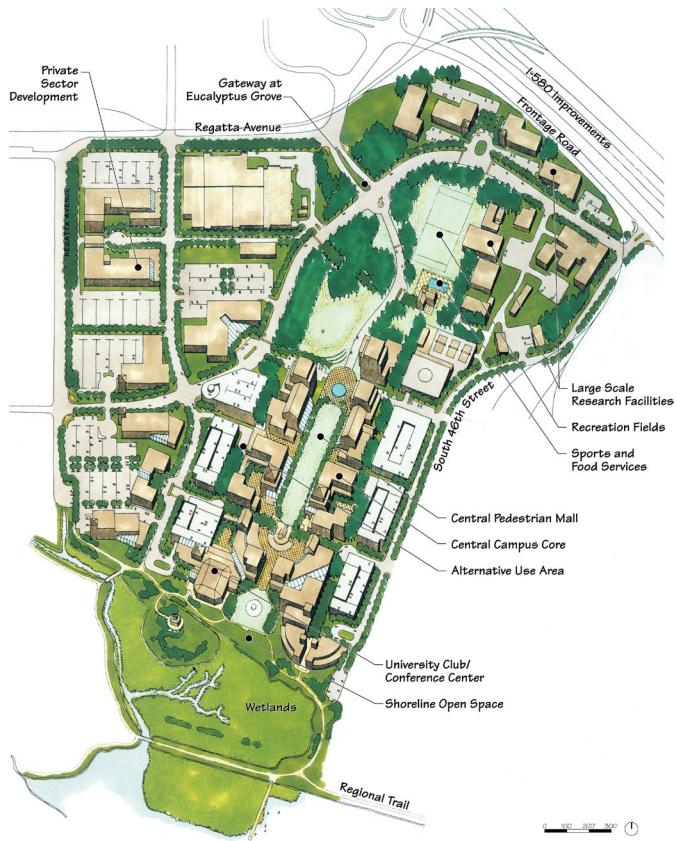
Chiron Design and Development Guidelines, Emeryville

ROMA assisted the City of Emeryville in providing design and development guidelines for the design of the Chiron facility. As part of this work, we worked closely with City staff, as well as with the architect Richard Legorreta and landscape architect Peter Walker in guiding the development of the design and suggesting improvements that would result in a functional and effective biotech facility that fits well within its adjacent district. The 8.6-acre campus was completed in 1999 and is now called Novartis Vaccines & Diagnostics, it employs approximately 900 biotech professionals.

Client Reference: Fei Tsen, formerly Redevelopment Director for the City of Emeryville, 415/271-5869

Richmond Field Station Concept Plan, UC Berkeley

ROMA prepared a program and conceptual plan for a Research and Technology Center located on a 150-acre site on the edge of San Francisco Bay in Richmond. ROMA developed a long-term plan that creates an environment appropriate to the needs of interdisciplinary research, and to incorporate leases to private development in a way that would generate revenues to the University while also fostering beneficial technology transfer between academic and commercial sector science and engineering.



Previous Experience

RMW ARCHITECTURE & INTERIORS

Since 1970, RMW architecture & interiors has been dedicated to advancing connections between people and place, buildings and wellbeing, passion and process, sustainability and possibility. As a full-service design firm, RMW shapes responsive environments that serve the needs of today's innovative workplaces. RMW is consistently listed among the nation's top design firms, and has worked with leading developers and technology companies, including Yahoo!, Apple Computer, Juniper Networks, Brocade Communications, Hewlett-Packard, and Oracle.

A mid-sized firm of 60 people, RMW has the depth of resources to move quickly to resolve challenges, along with the leanness to offer personal service. RMW is an integrated architecture and interior design firm. Many individuals in the firm choose to practice in both disciplines. This cross-pollination leads to an enriched understanding of how buildings work "from the inside out" and what contributes to a successful holistic experience for building users.

RMW dedicates a significant amount of time and energy to global workplace research and performs industry benchmarking to validate the latest trends as corporations continue to adopt new ways of working. This expertise enables the firm to advise

and inform its clients so they, in turn, can navigate the range of new workplace applications and determine which are best suited to their workplace and protocols.

RMW uses the latest Building Information Modeling (BIM) software to coordinate information and drawing flow. Presentations to clients and the public are augmented by the use of 3D visualization tools including SketchUp and REVIT in order to "walk" viewers through projects to ensure the design accurately represents their vision for the project.

As active members of the U.S. Green Building Council, RMW has embraced the LEED framework as a solid tool for strategizing sustainable approaches. Currently, more than half of RMW's staff is LEED Accredited. The firm has designed 21 LEED certified projects, and has 10 projects currently registered for LEED certification. In addition, the firm has designed a Net Zero Energy commercial office retrofit (435 Indio Way, Sunnyvale) and is a signed participant in the 2030 Challenge administered by the American Institute of Architects, which establishes a greenhouse gas and fossil fuel reduction standard for all new buildings and major renovations, culminating in carbon neutrality by 2030.

Previous Experience



Jack London Square Market Hall & Ferry Landing, Oakland

These two landmark projects are the foundation of the successful redevelopment of Oakland's Jack London Square. The first, Market Hall, is a 184,000 sf six-story mixed-use building which has generated a critical mass of offices and restaurants for the waterfront neighborhood. Creative office tenants include Sungevity and Navis Technologies. Ferry Landing, a 32,000 sf building acts as a transition point at one end of the public waterfront, greeting passengers arriving via ferry from San Francisco. In this nexus of activity, it is a dynamic space for retail and offices. Market Hall achieved LEED Silver certification.

Client Reference: James Ellis, Ellis Partners LLC, (415) 391-9800



Market Square & 1 Tenth, San Francisco

1355 Market Street and 875 Stevenson span one square block in San Francisco's Mid-Market Area. Formerly furniture warehouses, the two buildings have been transformed into 1,100,000 sf of Class A creative office space, with food retail on the ground floor, and have been rebranded as Market Square and 1 Tenth. The design vision for the buildings repositions them as an interconnected urban tech campus. A new main lobby for Market Square combines repurposed Douglas Fir beams with muscular raw concrete and sleek dark metal, while the historic lobby has been restored to its previous glory. A retail food concourse will house a "marketplace" of artisan retailers as well as high-end restaurants. Market Square's neighbor 1 Tenth was fully gutted and reskinned in floor-to-ceiling glass curtainwall. A connecting alley-way will become "The Commons," with greenspace and seating.

Client Reference: Todd Sklar, Vice President of Development, Shorenstein Properties, (415) 772-7069

vision
function
space
culture
ideas
experience



Previous Experience

HGST Headquarters Campus Master Plan, San Jose

HGST (formerly Hitachi Global Systems Technology) is a leader in enterprise hard disk drives, and is expanding into cloud storage. To strengthen its focus on research and development, the company saw the need to consolidate its Silicon Valley staff, and purchased a 160-acre campus. The campus has existing buildings, including manufacturing and laboratory facilities, many of which dated from the 1950s through the 1980s and had been unoccupied for years. The client brought RMW architecture & interiors on to provide building assessment, Workplace Guidelines, and master planning services. RMW's master plan proposes a combination of new construction, renovation, and demolition, and includes infrastructure improvement recommendations. The client is currently moving forward with design following the master plan.

Client Reference: George Horvath, Vice President, Global Real Estate & Site Operations, HGST, A Western Digital Company, (408) 717-6400



LSI Corporation, San Jose

“Pop and buzz” is the phrase LSI’s employees use to describe the work environment at this worldwide manufacturer of high tech storage components, software and networking devices. When LSI engaged RMW to renovate their 225,000 sf, two-building R&D campus, they requested a space that supported the dynamic energy that drives the collaborative culture. The design included a full refresh of interior office spaces and the existing fitness center and full-service cafe, as well as a new customer briefing center, approximately 25,000 sf of lab environment, and a new 7,565 sf data center, including new or modified infrastructure required for MEP systems. Full-wall graphics, playful carpet elements, colored glazing film, a bright color palette, and light-toned low panelled workstations combine to create an energetic “buzz” for LSI.

Client Reference: Rick Showecker, Director of Workplace Solutions, LSI Corporation, (408) 234-8084

Previous Experience



Yahoo! New Santa Clara Campus

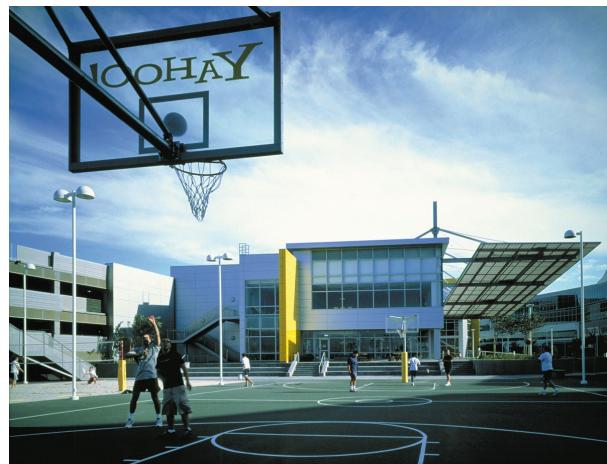
As a company that is an expert at understanding complex technologies, the goals of the Yahoo! master plan effort were to simultaneously deliver 3.1 million square feet of cohesive world-class architectural design with a comparable interior work environment, high quality outdoor spaces and flexible "Commons" buildings which seamlessly blend into and define the landscaped courtyards. RMW designed two levels of underground parking below the landscaped areas, 6 level office buildings, and double height Commons buildings. The major architectural materials are a unitized metal panel with low-E glass curtain-wall system, horizontal sunshades, and sustainable wood features. The high performance envelope is one of the important components that would allow the project to achieve an overall LEED® Gold standard.

Client Reference: George Kriemel, Vice President Real Estate Transactions and Projects, Currently with Salesforce.com, (408) 336-0392

Yahoo! Corporate Headquarters, Sunnyvale

As creator of the first online guide to the Web, Yahoo! has had a dynamic, fun image since its founding in 1994. When the company asked RMW to design its 806,000 square feet headquarters, reflecting that image was key. And soon! How soon? Try 16 months from the time we got the contract to move-in. We worked very closely with Yahoo's senior management to speed decision-making. The four office buildings are pre-cast concrete, glass, and metal, with bright yellow and purple accents. In form, they playfully bend the basic rectangular shape at the center. To help recruit and retain employees, there are other perks too. A commons building offers a café, fitness center, and training rooms. And the buildings surround a central green space with landscaping.

Client Reference: George Kriemel, Vice President Real Estate Transactions and Projects, Currently with Salesforce.com, (408) 336-0392



BCV Architects

BCV Architects' experience in the creation of dynamic retail developments will be called upon in fulfilling the vision for Site B. Today's Bay Area corporate office environments require dynamic retail as part of the offering. This trend has been shown as major tech clients have migrated from Silicon Valley to downtown San Francisco. In the competition for talent these companies realize that urban amenities of retail shopping and diverse food service offerings. These trends can be seen in both our recently completed Hudson Eats Project at the World Financial Center in New York and at the Market Square project in San Francisco that is home to Twitter and which we are undertaking in collaboration with RMW. We are seeing this trend impact the design of projects throughout the Bay Area. In San Mateo, we have designed a retail main street that is integrated with five major mid-rise office buildings. At Bay Meadows, in Santa Clara, we are producing a retail project that provides the point of integration between a major office and residential development created by the Irvine Company.

It is no longer sufficient to provide a corporate cafeteria as part of an office campus—employees are looking to be part of a vibrant textured community. This provides the opportunity to create office complexes that are more urban in character and as a result can last well beyond the life of their original user. It is also possible to more fully integrate uses such as hotel functions in this urban model. This synergy can be seen in our First project in San Jose.

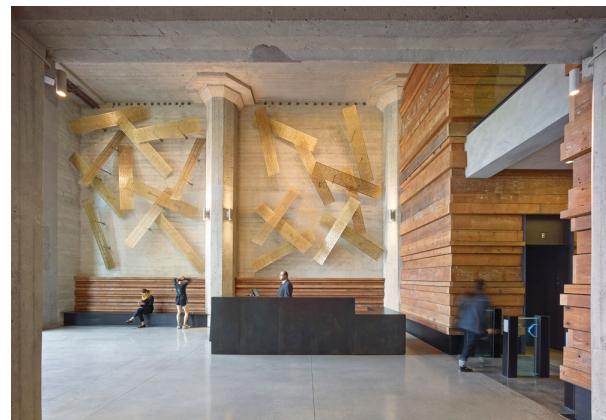
Site B includes the eastern edge of the Sea; Plane Lagoon. BCV has worked on the design of a similar water's edge at Clipper Cove on Treasure Island. We believe that this edge will be crucial in defining the character of Site B.

Small scale value-added food product production offers the opportunity to add a further layer of interest and vitality to this area and could compliment the retail and office offerings. BCV is deeply involved in the renaissance of artisanal food and food production in the Bay Area and beyond through our work at the Ferry Building, for Acme Bread Company, and Belcampo Meats.



Market Square Retail

BCV served as the retail architect for Market Square, a two-building campus at the intersection of the South of Market, Hayes Valley and Civic Center neighborhoods. Originally built in 1937 as the San Francisco Furniture Mart, Market Square is poised to become a new destination for creativity and technology, integrating iconic architecture with state of the art modernizations to create an opportunity for companies that view the world a bit differently. The revitalization of the Art Deco landmark includes a significant new retail vision and expansion occupying the ground floor of both buildings, as well as the urban public plaza joining them. This 60,000 square foot renovation includes a reorganization of public circulation through the buildings, as well as an armature to accommodate high-end restaurants and retail tenants. Materials blend harmoniously with the massive exposed concrete structures of the original building. On the ground floor, reclaimed wood walls,



taken from existing old growth Douglas fir on site, blackened steel portals, operable grill-work gates and a frank exposition of the bones and guts of the building lend the design a raw, yet refined personality.

Client Reference: Doug Shorenstein, Shorenstein Company, 415.772.7000



Experience and Background

Bay Meadows

BCV is helming the design of the five retail and mixed-use structures for Bay Meadows, San Mateo's new transit-oriented development on the site of the former Bay Meadows racetrack. These structures anchor Delaware Street's wide, tree-lined sidewalks – the heart of the development. The 5-block mixed-use commercial gateway lining Delaware Street will serve as the retail and neighborhood core for both 800,000 square feet of new offices and 1,200 homes. Located adjacent to the existing CalTrain tracks – and the future high-speed rail line – Delaware Street will be San Mateo's new locus of commercial and retail development, with buildings reminiscent of the scale of traditional Peninsula downtowns. Design for the Commercial Gateway is in association with Cooper Robertson & Partners, HOK, MVE and Mithun.

Client Reference: Jerry Hunt, Quattro Realty Group, (925) 314-2700 ext.106, jhunt@quattrorealty.com



Santa Clara Square

BCV is designing the retail portion of Santa Clara Square, a large mixed-use development in the heart of Silicon Valley. The design focuses on a small “main street” with plazas, an array of restaurants and shops and ample second-floor office and studio space, with the intention of increasing access to high quality amenities from the office environment. Aesthetically, the design evokes Mediterranean materials, landscaping, and classical forms. The project will also include diverse social spaces for gathering, collaboration and interaction, and prioritizes pedestrian connectivity, with walking and bicycling between all components.

Client Reference: John Murphy, Irvine Company, 949.720.3171, jmurphy@irvinecompany.com

Remarkable Environmental Mitigation

Catellus took care to mitigate the habitat of several endangered species located on the 840-acre Pacific Commons site and to provide for the quality of their environment. Mitigation included:

- Working with the U.S. Fish & Wildlife Service to create a series of wetlands that could serve as a healthy habitat for the tadpole shrimp and other endangered species
- Constructing an 1,800-foot causeway to enable healthy water flows within the ecosystem
- Donating a 440-acre wetland to the San Francisco Bay National Wildlife Refuge with an endowment to support maintenance of the marshlands indefinitely



Pacific Commons, Fremont, California

Financial Qualifications

Catellus Development Corporation is a real estate owner, investor and developer that is privately held and owned by TPG Capital.

TPG Capital is a leading global private investment firm founded in 1992 with \$58 billion of assets under management and offices in San Francisco, Fort Worth, Houston, New York, Sao Paulo, Hong Kong, London, Paris, Luxembourg, Melbourne, Moscow, Mumbai, Shanghai, Chongqing, Beijing, Singapore and Tokyo.

TPG Capital has extensive experience with global public and private investments executed through leveraged buyouts, recapitalizations, spinouts, growth investments, joint ventures and restructurings.

TPG Capital seeks to invest in world-class franchises across a range of industries, with real estate constituting a core area of investment focus and expertise. In addition to Catellus, TPG Capital's current real estate portfolio includes investments in ST Residential (\$4.5 billion portfolio of mortgage loans and REO assets previously owned by Corus Bank), Taylor Morrison, and Parkway Properties.

Given that Catellus is privately held, financial information regarding the company is confidential, however the company comfortably has the financial resources to pursue a project of this scale. We can provide more detailed information to the City at the appropriate time after the selection process is completed.

Catellus has successfully funded comparable projects using a mix of creative financing. Alameda Landing, a 213-acre former Navy site in Alameda, California, was financed using internal equity and public financing. Mission Bay, a 303-acre waterfront development in San Francisco, California, and Mueller, a 700-acre mixed-use development in Austin, Texas were financed using internal equity and public financing. The Los Angeles Air Force Base, a 545,000 square-foot build-to-suit project in Los Angeles, California, was financed using internal equity, public financing, a land swap and debt.

Catellus generally uses internal equity to fund projects. Given the long-term nature and higher risk of land development, internal equity gives us the ultimate advantage and flexibility to successfully execute.



Partnering with Catellus, the City of Westminster created a \$12 million Metro District to fund infrastructure at the site. Catellus arranged for more than \$30 million in loans for the construction of the site's first two office buildings.

Financial References

Mr. Kelvin L. Davis

Partner
TPG Capital
345 California Street, Suite 3300
San Francisco, CA 94104
(415) 743-1508

Mr. Frank H. Stumpf

Wells Fargo Bank
420 Montgomery Street, 6th Floor
San Francisco, CA 94104
(415) 394-4126

Mr. Josh Dapice

Managing Director
Farallon Capital Management, LLC
One Maritime Plaza, Suite 2100
San Francisco, CA 94111
(415) 421-2132

Financial Qualifications



Kelvin L. Davis

June 4, 2014

Mrs. Jennifer Ott
Chief Operating Officer – Alameda Point
City of Alameda
2263 Santa Clara Avenue, Room 120
Alameda, CA 94501

**RE: Catellus Development Corporation
Statement of Qualifications – Alameda Point**

Dear Mrs. Ott,

TPG Capital is pleased to provide this letter of reference for Catellus. We have been the primary owner and financial backer of Catellus on their mixed use development portfolio, including Alameda Landing, since 2011. We are a global, private equity firm with over \$58 billion of total assets under management. We continue to be impressed with Catellus as an extremely well managed team with extensive experience and a proven track record of success, especially in complicated mixed use development projects. Catellus is very well qualified and has the financial capacity to undertake the development at Alameda Point.

I would be delighted to discuss with you in greater detail our confidence in the Catellus team and my perspectives on their qualifications relevant to the Alameda Point project. Please let me know if this would be helpful or if you have any other questions that we can answer.

Sincerely,

A handwritten signature in black ink, appearing to read 'Kelvin L. Davis'.

Kelvin L. Davis, Partner

TPG Capital, L.P.
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San Francisco, CA 94104

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Financial Qualifications



Commercial Real Estate
MAC A0193-192
600 California Street, 19th Floor
San Francisco, CA 94108

June 4, 2014

Mrs. Jennifer Ott
Chief Operating Officer – Alameda Point
City of Alameda
2263 Santa Clara Avenue, Room 120
Alameda, CA 94501

RE: Catellus Development Corporation
Statement of Qualifications - Alameda Point

Dear Mrs. Ott,

We understand that in connection with the proposed redevelopment of Alameda Point, you have requested a financial qualification letter for Catellus Development Corporation. Wells Fargo Bank and Catellus have developed a strong banking relationship over the past 4 years. During that time, Wells Fargo has provided over \$100 million in real estate financings to Catellus. Catellus has never defaulted on any loans, has performed all of the obligations required under its various credit agreements with the bank, and has always been a customer in good standing with Wells Fargo. Catellus has an excellent track record of delivering projects on time and on budget, and Wells Fargo considers Catellus to be a top tier client of the bank.

Based on my experience to date, Wells Fargo would welcome the opportunity to evaluate future lending opportunities with Catellus, and looks forward to a continued, positive relationship between both firms.

Please do not hesitate to contact me should you have any questions.

Sincerely,

Frank H. Stumpf
Senior Vice President
Wells Fargo Bank N.A.

Together we'll go far



CATELLUS

Financial Qualifications

FARALLON CAPITAL MANAGEMENT, L.L.C.
ONE MARITIME PLAZA
SUITE 2100
SAN FRANCISCO, CALIFORNIA 94111

—
TELEPHONE (415) 421-2132
FACSIMILE (415) 421-2133

June 4, 2014

Mrs. Jennifer Ott
Chief Operating Officer – Alameda Point
City of Alameda
2263 Santa Clara Avenue, Room 120
Alameda, CA 94501

RE: Letter of Reference for Catellus Development Corporation
Alameda Point
Alameda, CA

Dear Mrs. Ott,

Farallon Capital has worked with the Catellus team on many mixed use development projects in the past including the Bayport project in Alameda, Mission Bay in San Francisco, and Westbluffs in Playa Del Ray. Catellus has an excellent reputation in the Bay Area and across the country. They have the experience and financial capability to take on large, complicated mixed use development projects and bring them to fruition. We highly recommend them as a reliable master developer.

If you have any questions about our past investments with Catellus, or if you need anything else, please don't hesitate to contact me.

Sincerely,



Josh Dapice
Managing Director
Farallon Capital Management, L.L.C.

Building Sustainable Environments

The Village of Glenview selected Catellus as master developer of Prairie Glen Corporate Campus, a 90-acre office park and home for area businesses at The Glen, including headquarters for Beltone and Anixter International, Inc.

When Glenview Naval Air Station was decommissioned in 1993, abandoned runways bloomed with indigenous plants, providing a habitat for at least two endangered species. Embracing this discovery, the Village of Glenview dedicated 32 acres as Air Station Prairie in its transformation of the former naval site into a 1,000-acre, mixed-use redevelopment called The Glen. The prairie would become part of Prairie Glen Corporate Campus.

Establishing property setbacks, buffers and height restrictions, the prairie was protected as the centerpiece for new mid-level office buildings. Funding from Catellus also helped build the Evelyn Pease Tyner Interpretive Center, a 3,000-square foot prairie educational facility certified LEED® Platinum by the U.S. Green Building Council and managed by the Glenview Park District.



Air Station Prairie, Glenview, Illinois

Exhibit 12
Acceptance of Conditions

Certification Form

**Statement of Qualifications for Developers for Commercial Mix-Use Project (Site B)
At Alameda Point**

Proposer's Certification

I have carefully examined the Request for Qualifications and any other documents accompanying or made a part of the Request for Qualifications.

I have agreed to abide by all conditions of this proposal, unless specified on the attached page.

I certify that all information contained in this proposal is truthful to the best of my knowledge and belief. I further certify that I am duly authorized to submit this proposal on behalf of the vendor/contractor as its act and deed and that the vendor/contractor is ready, willing, and able to perform if awarded the contract.

I further certify that this proposal is made without prior understanding, agreement, connection, discussion, or collusion with any other person, firm or corporation submitting Statements of Qualification for the same product or service; no officer, employee or agent of the City of Alameda or of any other proposer interested in said proposal; and that the undersigned executed this Proposer's Certification with full knowledge and understanding of the matters therein contained and was duly authorized to do so.

DEVELOPER:

Catellus Development Corporation
a Delaware Corporation

By: 
Name: Tom Marshall
Title: Executive Vice President

66 Franklin St. #200
Oakland, CA 94607
(510) 267-3401

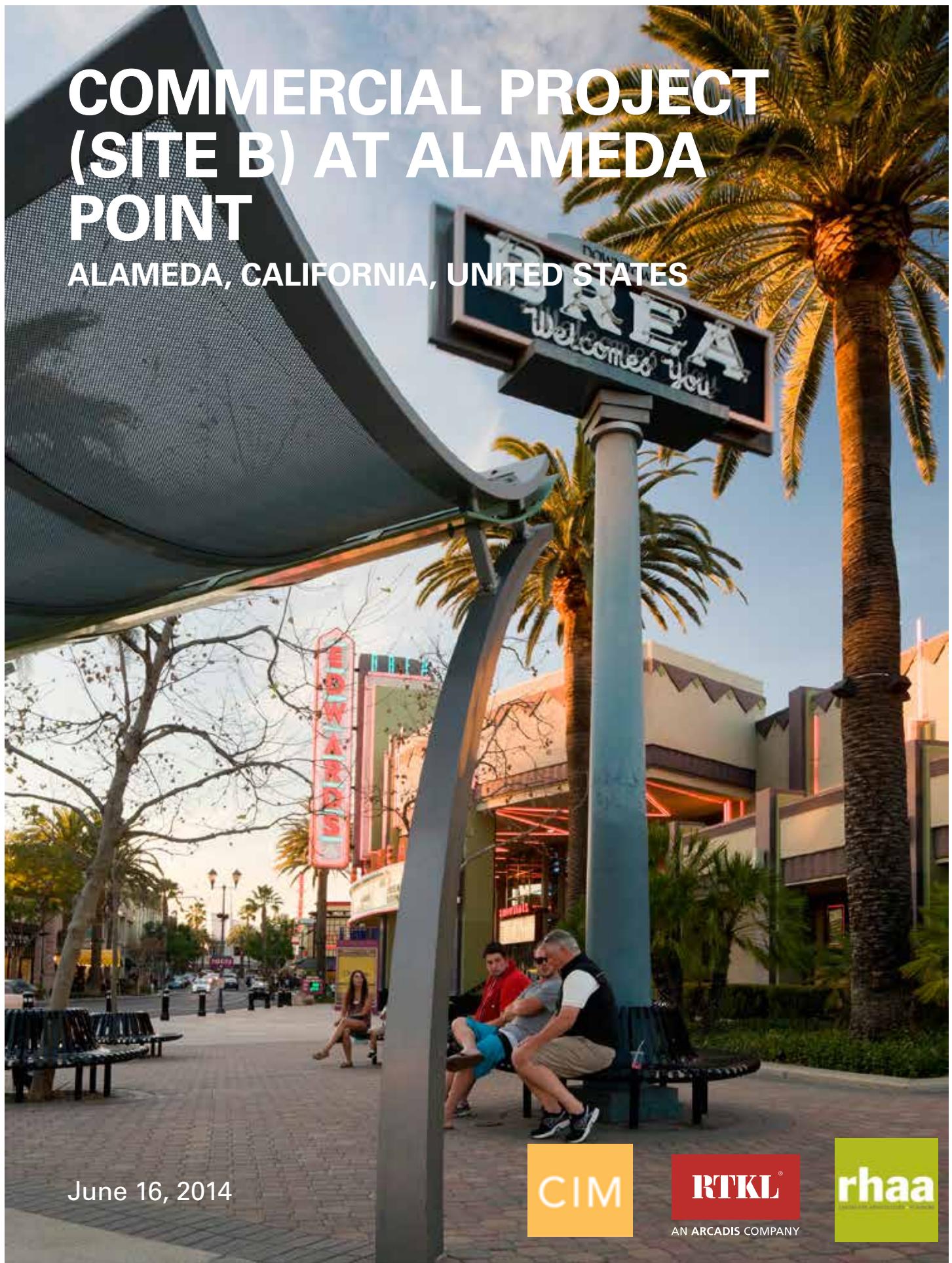
Exhibit 12
Acceptance of Conditions

Certification Form-Page 2

If the respondent would like to request modifications to any aspect of the ENA, **these changes must be clearly described below**. All requested modifications to the ENA will be seriously considered and will not be grounds for disqualification. However, requesting changes, and the extent and nature of those changes, will be considered in evaluating the submittals. No changes to the ENA will be considered that were not raised as part of the response to this RFQ.

COMMERCIAL PROJECT (SITE B) AT ALAMEDA POINT

ALAMEDA, CALIFORNIA, UNITED STATES



June 16, 2014

CIM

RTKL®

AN ARCADIS COMPANY

rhaa

The information included in this proposal is the property of RTKL and CIM Group. It shall not be disclosed outside of the addressee's organization and shall not be duplicated, used or disclosed, in whole or in part, for any purpose other than to evaluate this proposal. Should a contract be awarded, the information will be subject to the terms of that contract.

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EXECUTIVE SUMMARY

Sunset La Cienega
Los Angeles, California





EXECUTIVE SUMMARY

CIM and its partners RTKL and RHAA are uniquely qualified to partner with the City of Alameda on redeveloping Alameda Point.

While this response is exclusively regarding the Commercial Project site (Site B, which we call the “East Waterfront Enterprise District”), we are seeking to partner with the city for both Site A and Site B, as we believe that the community will benefit most from the close integration of these two sites, which is best accomplished by jointly developing them.

We look forward to working with the city and community to create a vibrant, mixed-use and sustainable East Waterfront Enterprise District that will be an economic engine for Alameda, with a focus on creating high value-add jobs and tax revenue. Our development plan will include a flexible phased approach that will allow for the development of the entire 82-acre site with the ability to build up to the maximum of 4.75 million sf of commercial space (5.5 million less the 750,000 sf that CIM is proposing to build on the adjacent Town Center Site A). The East Waterfront Enterprise District will be an integrated, mixed-use community, with areas of vibrant street retail and an emphasis on maximizing the value of the excellent location aside the Seaplane Lagoon.

CIM’s strengths include:

- Solid History of Working with Cities – Our team has extensive experience with partnering with cities to achieve shared goals on developments of all sizes and product types. The City of Alameda can be assured that we’ll be a respectful partner who will perform on all of our commitments.
- Community Focused – We pride ourselves on working hand in hand with communities to understand their needs and desires.



RiversEdge at Port Imperial

Weehawken, New Jersey

 **EXECUTIVE SUMMARY, CONT.**

- Our developments are always in response to what a community wants. We look forward to working with the Alameda community on creating a development that Alameda residents are proud to include in their community.
- Financial Strength – With over \$15.78 billion of assets under management, CIM has the financial strength that is required to execute this combined plan. We have full discretionary control over all of our capital, which provides certainty of execution.
- Depth of Resources – CIM is a fully-integrated real estate company with more 370 employees with in-house expertise in research, acquisition, investment, development, infrastructure, capital markets, leasing, and management. We have extensive experience in developing and investing in a variety of real estate assets, including mixed-use, office, residential, retail, hospitality and infrastructure.

RTKL and RHAA added additional depth to our team. RTKL will provide architecture, urban design and engineering expertise. RHAA will provide landscape design expertise.



FIRM PROFILES





CIM GROUP FIRM PROFILE

CIM Group is a real estate and infrastructure investor and developer with a specific focus on investing and developing in urban, walkable communities across North America.

CIM is a fully integrated firm, with more than 370 employees and in-house expertise in research, acquisition, investment, development, infrastructure, capital markets, leasing, and management. CIM makes investments through the real estate and infrastructure funds that it manages, with more than \$15.78 billion in assets currently under management.

Since its founding in 1994, CIM has acquired or developed in excess of 140 properties that include 31.8 million sf of real estate in urban, walkable communities throughout North America, with experience in all types of real estate, including mixed-use, office, retail, residential, hospitality, transit, entertainment, and infrastructure.

Several well-known communities in which CIM has made catalytic investments and developments that have positively impact the broader community include Santa Monica's Third Street Promenade, downtown Los Angeles, and Hollywood.

CIM's urban investing discipline is based on the premise that the best way to create or enhance value is to focus on a community as a whole, by investing in varied assets or asset classes within that given community.





RTKL FIRM PROFILE

Founded as a two-man office in 1946, RTKL has evolved into one of the world's largest multi-disciplinary design firms, with an international portfolio of mixed-use, office, retail, entertainment, hotel and resort, health sciences, government, and planning and urban design projects.

Today, more than 900 architects, engineers, planners and urban designers, interior and landscape architects, and graphic designers work in its Baltimore headquarters and Abu Dhabi, Beijing, Chicago, Dallas, Dubai, Jeddah, London, Los Angeles, Miami, Sao Paulo, Shanghai and Washington, DC offices.

Guided by a design philosophy that emphasizes cooperative client relations, respect for excellence, and dedication to enhancing the human environment, RTKL has played a leading role in the shaping of skylines around the world.

During the 1970s and 1980s, the size, scope and geographic focus of RTKL commissions broadened. Winning designs for retail centers, hotels, and large-scale commercial projects brought increasing recognition to the firm's services and name. Today, RTKL is at work on projects in Asia, Europe, North and South America, Australia, the Middle East, and the United Kingdom.

Widely published in the design and trade press and the recipient of hundreds of awards of excellence, RTKL enjoys an impressive history of creating buildings and projects that make a strong and lasting statement of quality.

RTKL's strengths lie not only in our demonstrated expertise in designing the individual components that comprise a successful mixed-use project, but also in assembling them in innovative and synergistic ways. Our solid background in urban planning addresses such issues as community image, context, and transportation access, while our architecture and engineering skills are translated into designs that are aesthetically and economically responsive to client and user.



ARCHITECTURE

With experience in nearly all project types, RTKL's architecture studios combine outstanding design skills with superior project management capabilities. Guided by a design philosophy that emphasizes respect for excellence, cooperative client relations and enhancing the human environment, the firm's architects have helped shape the physical expression of communities and organizations across the globe.

INTERIOR DESIGN

From the initial client meeting through occupancy, RTKL's specialists in programming, space planning and interior design work with you to identify your design goals, schedule requirements and budgetary parameters, and develop a design that is sensitive to the individual considerations and requirements of the project.

ENVIRONMENTAL GRAPHIC DESIGN

RTKL's Environments studio implements ideas in three broad categories: the built environment, the guest experience and project identity. Our approach combines a range of complementary design services to enhance the architecture, convey a memorable image and establish inviting, easily navigated spaces.

WHAT WE CAN DO FOR YOU

Because our process is based on a holistic approach, we offer our clients a wide array of services that complement our traditional design disciplines. These range from the front-end strategic services that help clients assess a property's value, define and shape business goals and customer touchpoints, to the more technical aspects of the built environment. Our core services include:

STRUCTURAL ENGINEERING

The work of RTKL's structural engineering studio is marked by innovation directed toward overcoming the physical limitations of sites and meeting the particular requirements of each project. The studio works with our peers in architecture, as well as with clients directly, to develop cost-effective solutions to the full range of structural needs.

MEP ENGINEERING

RTKL's mechanical, electrical, and plumbing engineers work closely with their architectural colleagues to provide seamless service. At the core of each project is the firm's promotion of "intelligent buildings," an approach that endows each design with contemporary strategies for energy efficiency, safety and long-term savings.

TECHNOLOGY DESIGN

The Technology Design Studio of RTKL designs facilities that are shaped by the technology they contain – data centers, call centers, command centers, intelligent conferencing centers, and training facilities. The group's designs emphasize facility, flexibility, system reliability and a long-term ability to accommodate emerging technology

SUSTAINABILITY

We work closely with our clients to ensure that their work environments are healthy, safe and efficient and make the best use of energy, daylight and materials. Whether seeking LEED certification or to generate costs savings on energy expenditure, our multi-disciplinary professionals find the right balance between respect for the environment, the users, and the bottom line.

LANDSCAPE ARCHITECTURE

By working with the firm's architects and planners, RTKL's landscape architects help maximize the effectiveness of the overall program, enhance the interior and exterior presentation of each building, and improve or modify existing conditions to create a rich and unique environment.

URBAN DESIGN

RTKL's urban design projects have invigorated new communities and urban cores throughout the world. The firm emphasizes a team approach of working with public and private clients, consultants, and community groups to produce consensus plans that are a successful mixture of creativity and feasibility.

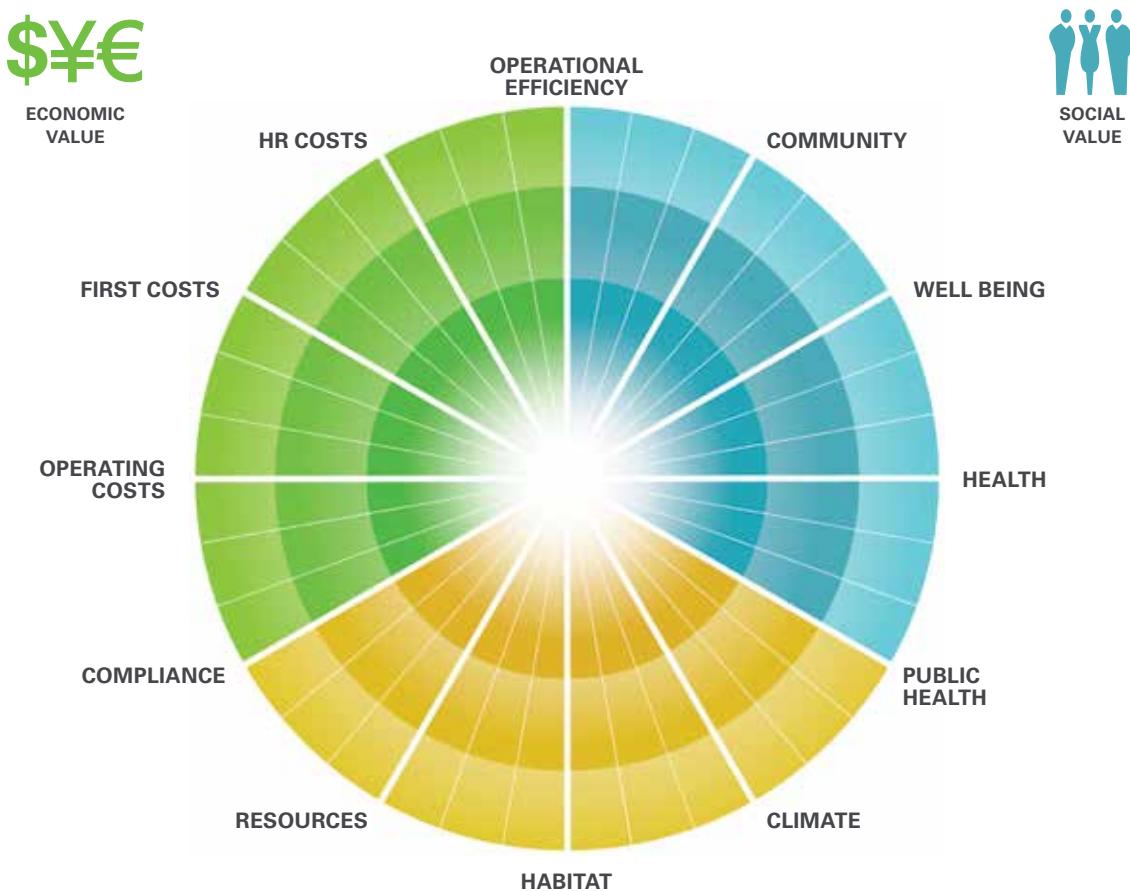


2012 PDD Leadership Council Meeting
Washington, DC

PERFORMANCE-DRIVEN DESIGNSM

Performance-Driven DesignSM (PDD) is a strategy to improve the value of the built environment. By drawing on ample evidence about the social, economic, and environmental impact of design, PDD applies the greatest available intelligence to create compelling design with measurable benefits.

PDD begins with the client's goals as opportunities to deliver additional value. For example, if a client seeks to lower operating costs (economic value), good daylight and fresh air can save electrical costs while reducing energy (environmental value) and creating a healthy environment for people (social value).



The Performance Wheel is a tool to visualize how any starting point can lead to greater benefits across a spectrum of multiple values. PDD seeks the point of convergence.



ENVIRONMENTAL
VALUE

Candlestick Point Shipyard





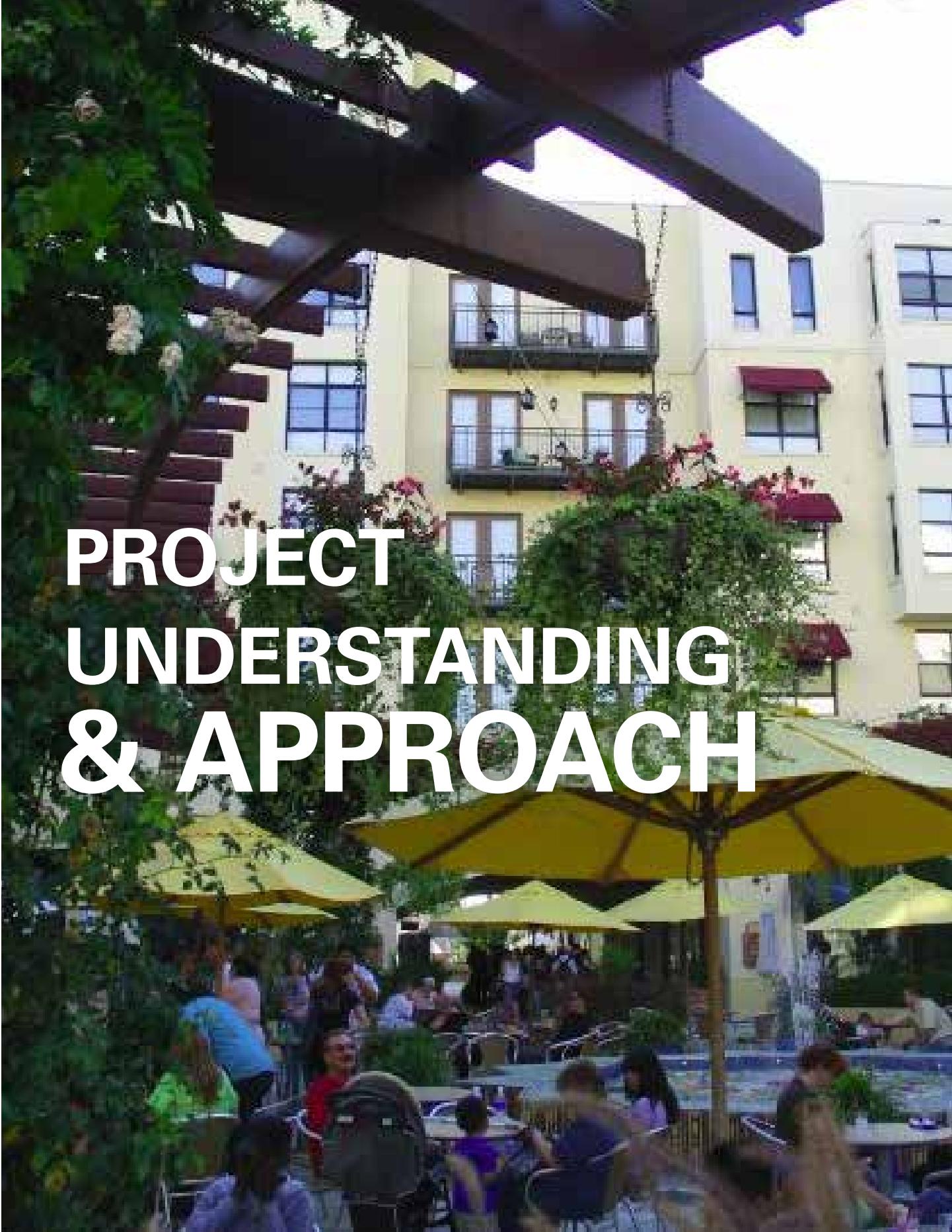
RHAA FIRM PROFILE

Throughout its 55 year history, RHAA has held a commitment to creating places that enrich the fabric of their communities.

Whether working in the heart of a city or in a pristine natural environment, the firm strives to find the spirit of the place and weave together history, nature, human relationships, stories, art, environment and culture to create unique and beautiful landscapes. We facilitate a design and visioning process to enable clients to see their ideas become reality. Numerous national and local design awards validate the high quality and success of this work. Testament to our high standard of service is the fact that a high percentage of our work comes from repeat clients.

Our 35 person landscape architecture design and planning firm with offices in Mill Valley, San Francisco, and Delhi has the capability to assist in multiple projects with tight deadlines. RHAA is certified by the state of California and the federal government as a Small, Women-Owned and Disadvantaged Business Enterprise. RHAA has developed particular expertise in working with local, state and federal agencies and their staff, in conducting public meetings and community workshops, in managing multidisciplinary teams, in meeting construction budgets and management requirements, and in preparing construction documents. Staff allocation remains flexible in order to be able to meet the needs of diverse clients at all times.

We specialize in a collaborative design and visioning process that engages clients and stakeholder groups with the design team – creating a dialogue where the needs and opportunities of the project are explored. We use sketches, drawings, and three-dimensional computer models to help clients envision design ideas, and we prepare detailed design and construction documents that bring these visions to reality.



PROJECT UNDERSTANDING & APPROACH





PROJECT UNDERSTANDING AND APPROACH

THE CITY OF ALAMEDA

As an island community with an enviable location at the geographic heart of the Bay Area, the City of Alameda is a very special place. While only minutes away from downtown Oakland, a 20-minute ferry ride to San Francisco's Ferry Building, and close proximity to Oakland International Airport, Alameda is well-connected to the larger region and beyond. Despite these linkages, Alameda remains a unique and authentic community, distinct from anywhere else in the Bay Area. Alameda is a true community – neighbors who know each other, small tree-lined blocks, neighborhood schools, vibrant local businesses, rich and deep local history, enthusiastic festivals and parades, an unrushed attitude, and no scarcity of residents who are proud to call Alameda home.

ALAMEDA POINT

The redevelopment of Alameda Point is the single greatest opportunity for the future of Alameda. Managed properly, Alameda Point will be a natural extension of Alameda's existing urban fabric while also providing the community with new recreational amenities, new community-focused shopping areas, new residential options, new employment opportunities, and new sources of tax revenue. It is fundamentally important that the redevelopment of Alameda Point be true to Alameda's existing character. Urban sustainability must be a guiding principal for the redevelopment, with minimal added strain on the community's transit and other infrastructure. After a difficult decade of failed attempts at redeveloping Alameda Point, the community deserves a reputable partner with the breadth of resources required to make the redevelopment a success.

SITE B – THE EAST WATERFRONT ENTERPRISE DISTRICT

The 82-acre Site B "East Waterfront Enterprise District" will be a thriving commercial district, located immediately south of the Town Center (Site A). The site benefits from excellent frontage on Seaplane



Downtown Brea Redevelopment Master Plan
Brea, California

► PROJECT UNDERSTANDING AND APPROACH, CONT.

Lagoon, which will become a major local and regional leisure amenity. Significant transit linkages include the future ferry terminal in the Seaplane Lagoon, proximity to the multimodal Ralph Apuzzato Parkway to the north, and the confluence of Pacific Avenue, Main Street and Central Avenue to the east. The Town Center and Waterfront Precise Plan governs the northern and western portions of the site, with the balance of the site zoned Enterprise-1 (E-1). The city's overall goal with the East Waterfront Enterprise District is to create an enterprise hub that creates high value-add jobs and generates meaningful tax revenue without creating undue burdens on the surrounding community.

OUR APPROACH TO MEETING THE CITY'S GOALS AND OBJECTIVES

CIM's urban investing discipline is based on the premise that the best way to create or enhance value is to focus on a community as a whole, by investing in varied assets or asset classes within that given community. To this end, CIM will seek to work closely with the City of Alameda and the community to fully understand the community's needs and desires for the East Waterfront Enterprise District

within Alameda Point. Our development plan will use the Alameda Point Town Center and Waterfront Precise Plan as a foundation, with RTKL and RHAA developing land plans, building architecture and landscape architecture that are dynamic and fresh, while still feeling authentic to the richness of the Alameda community. CIM, RTKL and RHAA will ensure that the eventual development of the East Waterfront Enterprise District feels like an organic extension of the existing Alameda urban fabric.

Our team recognize the realities of the site and will seek to negotiate a DDA and finalize a development plan as expeditiously as possible, without seeking to change any of the existing regulatory framework.

CIM has full discretionary control over all of its capital, thus the City of Alameda need not be concerned about CIM requiring outside investors or approvals to fund the development activities.



PROJECT TEAM

We understand that the future of our organization is solely dependent on the satisfaction of our communities, partners and clients. Our project teams, therefore, are structured to achieve the highest level of quality and experience possible. The individuals chosen for this assignment have worked together on numerous projects and have been selected specifically for the knowledge and expertise they bring to the table.



4.2 PROJECT TEAM ALAMEDA POINT (SITE B)





CIM GROUP

CIM will serve as the developer and will be the City of Alameda's one-stop partner for all aspects of the project, including negotiating the DDA, establishing the community facilities district, and completing the horizontal land development and the vertical development. RTKL will provide architecture, urban design and engineering expertise. RHAA will provide landscape design expertise.

INTRODUCTION TO CIM

- CIM Group is a real estate and infrastructure investor and developer with a specific focus on investing and developing in urban, walkable communities across North America.
- CIM is a fully integrated firm, with more than 370 employees and in-house expertise in research, acquisition, investment, development, infrastructure, capital markets, leasing, and management.
- CIM makes investments through the real estate and infrastructure funds that it manages, with more than \$15.78 billion in assets currently under management.
- Since its founding in 1994, CIM has acquired or developed in excess of 140 properties that include 31.8 million sf of real estate in urban, walkable communities throughout North America, with experience in all types of real estate, including mixed-use, office, retail, residential, hospitality, transit, entertainment, and infrastructure.
- Several well-known communities in which CIM has made catalytic investments and developments that have positively impact the broader community include Santa Monica's Third Street Promenade, downtown Los Angeles, and Hollywood.
- CIM's urban investing discipline is based on the premise that the best way to create or enhance value is to focus on a community

► THE PROJECT TEAM, CONT.

- as a whole, by investing in varied assets or asset classes within that given community.

CIM'S SENIOR LEADERSHIP

Shaul Kuba, Founding Principal

Mr. Kuba, Co-Founder and a Principal of CIM, has been an active real estate investor for over 23 years. Since co-founding the Firm in 1994, Mr. Kuba has been an integral part of building CIM's investment platforms with more than \$13.9 billion of assets under management and more than \$7.6 billion in investor capital under management. As a Principal and Head of the Firm's Development Group, he is actively involved in the development, redevelopment and repositioning of CIM's real estate investments including notable projects such as 432 Park Avenue. Additionally, Mr. Kuba is instrumental in sourcing new investment transactions and establishing and maintaining relationships with national and regional retailers, hospitality brands and restaurateurs. He serves on the Firm's Investment and Asset Management Committees and provides guidance on the diverse investment ideas across CIM's platforms. Prior to CIM, Mr. Kuba was involved in a number of successful entrepreneurial real estate activities including co-founding Dekel Development, which developed a variety of commercial and residential properties in Los Angeles.

Richard Ressler, Founding Principal

Mr. Ressler is the founder and President of Orchard Capital Corp. ("Orchard Capital"), a firm that provides consulting and advisory services to companies in which Orchard Capital or its affiliates invest. Through his affiliation with Orchard Capital, Mr. Ressler serves in various senior capacities with, among others, CIM Group, L.P. (together with its affiliates, "CIM"), a real estate and infrastructure investment and management company, and Orchard First Source Asset Management (together with its affiliates, "OFSAM"), an investment adviser focusing on middle market debt investments. Mr. Ressler also serves as a board member for various public and private companies in which Orchard

Capital or its affiliates invest, including as Chairman of j2 Global, Inc. (NASDAQ "JCOM"). Mr. Ressler co-founded CIM in 1994 and, through an agreement with Orchard Capital, chairs its investment and asset management committees. CIM is a full service urban real estate and infrastructure fund manager with in-house research, acquisition, investment, development, finance, leasing and management capabilities. Mr. Ressler co-founded the predecessor of OFSAM in 2001 and, through an agreement with Orchard Capital, chairs its executive committee. Both OFSAM and its wholly owned subsidiary, OFS Capital Management, LLC, are registered with the United States Securities and Exchange Commission as registered investment advisers. Mr. Ressler served as Chairman and CEO of JCOM from 1997 to 2000 and, through an agreement with Orchard Capital, currently serves as its non-executive Chairman. Prior to founding Orchard Capital, from 1988 until 1994, Mr. Ressler co-founded and served as Vice Chairman of Brooke Group Limited, the predecessor of Vector Group, Ltd. (NYSE "VGR") and served in various capacities at VGR and its subsidiaries. Prior to VGR, Mr. Ressler was with Drexel Burnham Lambert, Inc., where he focused on merger and acquisition transactions and the financing needs of middle-market companies. Mr. Ressler began his career in 1983 with Cravath, Swaine and Moore, working on public offerings, private placements, and merger and acquisition transactions. Mr. Ressler holds a B.A. from Brown University, and J.D. and M.B.A. degrees from Columbia University.

Avi Shemesh, Founding Principal

Mr. Shemesh, Co-Founder and a Principal of CIM, has been an active real estate investor for over 23 years. Since co-founding CIM in 1994, Mr. Shemesh has been instrumental in building the Firm's real estate and infrastructure platforms with more than \$13.9 billion of assets under management and more than \$7.6 billion in investor capital under management. As a Principal and Head of the Firm's Investments Group, he is actively involved in the investment process and provides guidance on the diverse investment ideas across CIM's platforms. He serves on the

Firm's Investment and Asset Management Committees. Additionally, Mr. Shemesh is responsible for the day-to-day operations of CIM, including strategic initiatives, property management & leasing and investor relations. Prior to CIM, Mr. Shemesh was involved in a number of successful entrepreneurial real estate activities including co-founding Dekel Development, which developed a variety of commercial and residential properties in Los Angeles.

CIM'S TEAM DEDICATED TO ALAMEDA POINT

CIM will have a fully-integrated cross-functional team dedicated to Alameda Point. Headed by Jesse Nelson, the team will include expertise in investment, capital markets, infrastructure, development, asset management and leasing.

INVESTMENT

Jesse Nelson, Team Lead for Alameda Point

Mr. Nelson is a Vice President within CIM's Investment Group. Mr. Nelson is a team lead, overseeing multidisciplinary teams on a wide variety of real estate and infrastructure projects, including leadership for a number of CIM's office investments in Oakland and San Francisco, the recent acquisition and redevelopment of the Farmers Insurance campus (Los Angeles, CA), the renovation and condo conversion of 737 Park Ave (NY, NY), and the expansion of the Galerías Valle Oriente mall (Monterrey, MX). He joined CIM in 2008. Prior to joining CIM, Mr. Nelson worked in real estate acquisitions at BlackRock. Previous to that, Mr. Nelson was a Development Associate at Clark Realty Capital where he worked on over \$1 billion of public-private ventures with the US military to develop new on-base housing for active-duty military personnel. Mr. Nelson currently serves on the boards of the YMCA of the East Bay and the Downtown Oakland Association. Mr. Nelson received a B.S. in Finance and International Business from Georgetown University and a M.B.A. from University of California, Berkeley.

Kari Schrader, Associate Vice President

Ms. Schrader joined CIM in 2012 and has worked on transactions across all major property types, including office assets in CIM's Oakland portfolio, 2 California Plaza (1.4 million sf office building in Downtown Los Angeles); 225 Fifth Avenue (retail condominiums in the Flatiron District of Manhattan), the SLS Hotel South Beach in Miami, FL; and a portfolio of industrial developments in Southern California. Prior to CIM, Ms. Schrader worked at The Magellan Group in Real Estate Investment and Development and at the Central Intelligence Agency. Ms. Schrader holds a A.B. in History from Harvard University and an M.B.A. from Stanford University.

Scott Soucy, Associate Vice President

Mr. Soucy joined CIM in 2012 and has worked on several mixed-use deals including The Strand (retail, office & hotel) in Huntington Beach, CA and a 27-acre master development (residential, retail, office, hotel & land) in Denver, CO. Prior to CIM, Mr. Soucy worked at Bank of America Merrill Lynch in Real Estate Investment Banking and Investment Management at AllianceBernstein. Mr. Soucy holds a B.S. in Industrial Engineering & Operations Research from Columbia University.

CAPITAL MARKETS

Chris Allman, First Vice President

Mr. Allman is a First Vice President in CIM's Capital Markets Group. In this capacity, Mr. Allman oversees CIM's debt capital markets strategy and manages lender relationships. Prior to joining CIM in May 2013, Mr. Allman was a Vice President at Thayer Lodging Group (now Brookfield Lodging) where he was responsible for debt capital markets, numerous corporate finance activities, and assisting in equity fundraising efforts for Thayer's real estate private equity fund vehicles and joint venture investments. Prior to joining Thayer, Mr. Allman was a Vice President at Capmark, formerly GMAC Commercial Mortgage, where he led nearly \$3.0 billion in asset and entity level financings and participated in the origination, syndication, and/or

► THE PROJECT TEAM, CONT.

sale of over \$12 billion in debt transactions spanning most commercial real estate asset classes. Mr. Allman began his career at Cambridge Associates where he was an Investment Performance Analyst. Mr. Allman holds B.S. degrees in Finance and Environmental Science from Virginia Tech and an M.B.A from the Johnson School at Cornell University.

INFRASTRUCTURE

Jennifer Gandin, Principal

Ms. Gandin is a Principal within CIM's Investments Group with an emphasis on infrastructure. As a Principal, she is actively involved in the investment management across CIM Group's platforms, and serves on the Firm's Investment and Asset Management Committees. Prior to joining CIM, Ms. Gandin worked in acquisitions for the private equity firm Gores Technology Group, as an investment banker for Donaldson, Lufkin & Jenrette, in equity research covering stocks traded on the Stock Exchange of Thailand, and as a C.P.A. at Price Waterhouse. Ms. Gandin received a B.S. in Business Administration from University of California, Berkeley and an M.B.A. from Columbia Business School.

David Blackford, First Vice President

Mr. Blackford is a First Vice President within CIM's Investments Group with an emphasis on infrastructure. Prior to joining CIM, he was a Managing Director in the Infrastructure Group at Macquarie Capital focusing on water projects, power projects, and regulated utilities, and prior to that was a Director in the Power Group at Citi's Investment Banking Division. He started his career as an equity analyst at Lazard Asset Management in New York. Mr. Blackford received a B.S. from Lehigh University and a M.B.A. from the University of Chicago's Booth School of Business. He has been a CFA charter holder since 1999.

DEVELOPMENT

Philip Ong, First Vice President

Mr. Ong is a First Vice President within CIM's Development Group. In this capacity, Mr. Ong manages the firm's urban development projects spanning multiple asset classes

including mixed-use, retail, multi-family, office, medical office and hospitality. Prior to joining CIM in 2002, Mr. Ong worked in various capacities for architecture firms including Richard Meier & Partners Architects, Lorcan O'Herlihy Architects in Los Angeles and Kaplan McLaughlin Diaz Architects in San Francisco. Mr. Ong holds a B.A. in Architecture from University of California, Berkeley and received a Master in Architecture from Harvard University. He is also a member of Urban Land Institute, Harvard Alumni Association and sits on the Berkeley Prize Committee.

Brad Aaronson, Vice President

Mr. Aaronson is a Vice President within CIM's Development Group. He began his career at CIM in 2006 as an Analyst focused on the underwriting and acquisition of new investments. Since that time, Mr. Aaronson has been an integral part of CIM's Development team working on large development projects, including The Lot (West Hollywood, CA), The Dolby Theatre (Hollywood, CA), Downtown Grand Hotel & Casino (Las Vegas, NV), and the Sunset La Cienega mixed-use development (West Hollywood, CA). Mr. Aaronson received a B.A. in Urban Studies from Stanford University.

ASSET MANAGEMENT

Terry Wachsner, Principal

Mr. Wachsner is a Principal and oversees CIM's Property Management and Asset Management Groups. As a Principal, Mr. Wachsner serves on the Firm's Investment and Asset Management Committees. Prior to joining CIM Group in 2005, Mr. Wachsner was Director of Asset Services for Continental Development Corporation where he was involved in property acquisitions, new revenue generation, real estate tax appeals, leasing, and joint venture representation for company-owned assets. Prior to that, Mr. Wachsner held the position of Executive Managing Director for Kennedy-Wilson Properties, Ltd. where he was responsible for operations and leasing of a 75 million square foot national portfolio of office, retail, industrial, and apartments (10,000 units). From 1980 to 1998, Mr. Wachsner headed up Heitman Properties,

Ltd. as President, Property Management responsible for the day-to-day operations of the management division that included at one point 125 million square feet of office and industrial properties plus 25,000 apartment properties.

Mr. Wachsner received a B.A. degree in Psychology from University of California, Los Angeles, and a Master of Arts degree in Architecture and Urban Planning from University of California, Los Angeles.

LEASING

Andrew Altman, Vice President

Mr. Altman is a Vice President within CIM's Leasing Group.

Mr. Altman is responsible for all leasing activities at CIM's office and retail assets in Oakland, San Francisco, Sacramento and Austin. Prior to joining CIM in 2010, Mr. Altman was an Associate Director at Cushman & Wakefield in the brokerage department focused on landlord agency and tenant representation on the West Coast. Mr. Altman holds a B.A. in Sociology from University of Pennsylvania.

CIM CONTACT INFORMATION

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REFERENCES

See "CIM's Previous Experience" for references for each project.



RTKL
AN ARCADIS COMPANY

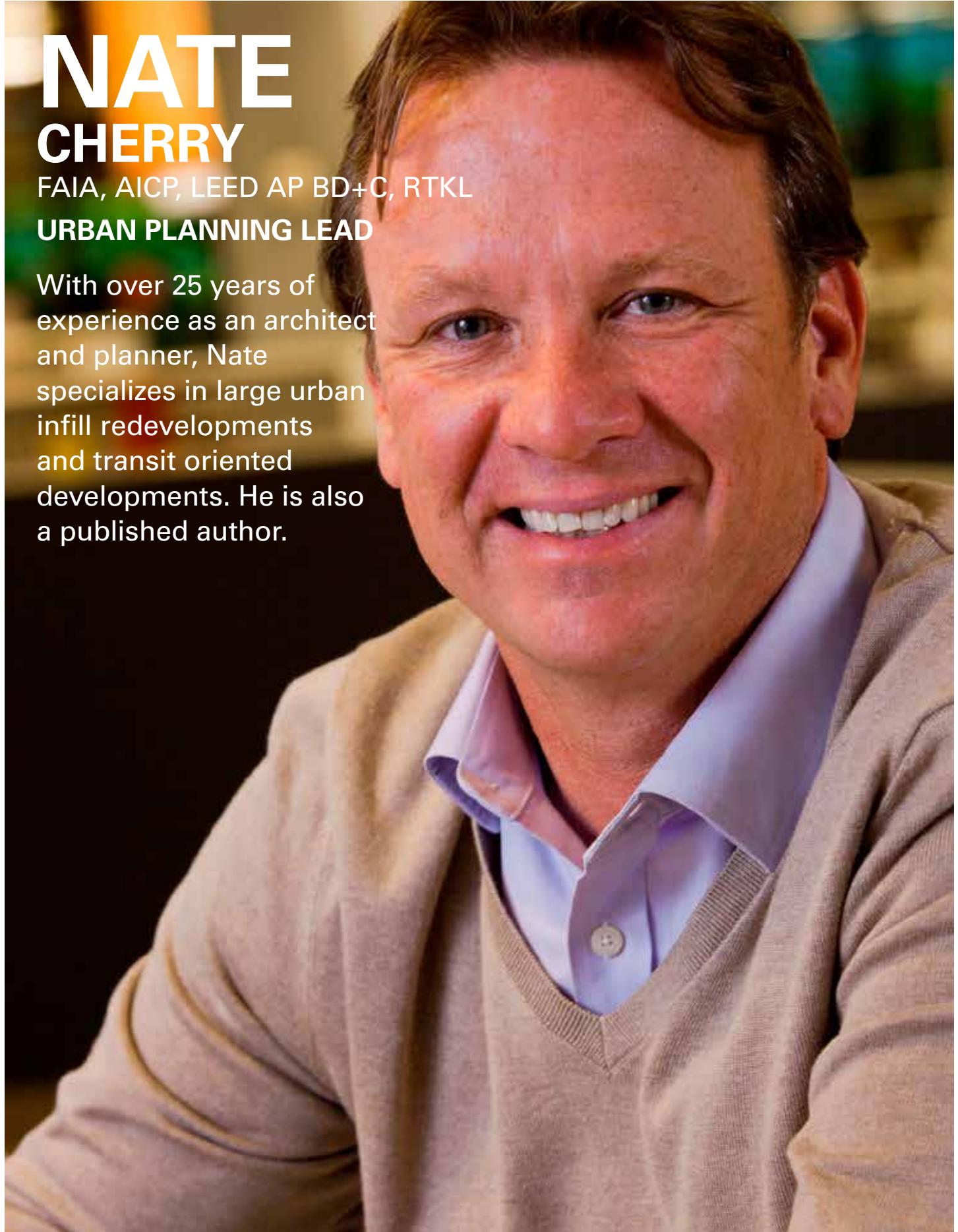


NATE CHERRY

FAIA, AICP, LEED AP BD+C, RTKL

URBAN PLANNING LEAD

With over 25 years of experience as an architect and planner, Nate specializes in large urban infill redevelopments and transit oriented developments. He is also a published author.



SELECT EXPERIENCE

Ala Moana Neighborhood Transit-Oriented Development Plan Honolulu, HI, United States

LA Sports & Entertainment District

Master Plan 4,000,000-SF, 33.0-AC, master plan and architecture for urban district incorporating major sports and entertainment facilities, Los Angeles, CA, United States

L.A. Live 610,000-SF, 27.2-AC, retail and entertainment district, component of larger LA Sports & Entertainment District Master Plan, Los Angeles, CA, United States

Pasadena Central District Specific

Plan 960.0-AC, specific plan to guide development within Pasadena's Central District including growth policies, development, regulations and design guidelines, Pasadena, CA, United States

Riverpark New Community Master

Plan 480.0-AC, master planned mixed-use development including 2,000 single and multi-family residential units, 500,000-SF of office, 540,000-SF of retail/entertainment, and 150,000-SF of exposition space, Oxnard, CA, United States

Paseo Colorado 415,000-SF, 10.9-AC, 387 residential units above a 2 level, 475,000-SF open-air retail destination, Pasadena, CA, United States

Tysons Corner Center 14,000,000-SF, regional retail center, multi-phased master plan, expansion and renovation including a complete interior renovation, road system improvements, the addition of a skylight, second level of retail, and 4 multi-level parking structures, as well as rezoning for metro access, McLean, VA, United States

Downtown Brea Redevelopment

Master Plan 1,088,995-SF, 25.0-AC, master plan for mixed-use redevelopment including more than 220,000 SF of retail,

nearly 100 residential units, two parking structures, civic space and year-round events, Brea, CA, United States

Downtown Anaheim Redevelopment

Master Plan, 840,977-SF mixed-use development, master planning, urban design, conceptual architecture, Anaheim, CA

Fresno Uptown Arts District Master

Plan, downtown redevelopment recommendations, master planning, urban design, design guidelines, Fresno, CA

Heart of the City Redevelopment

Master Plan, master planning, urban design, conceptual architecture, Redondo Beach, CA

Camp Parks Redevelopment Master

plan, visioning, master planning, urban design, Dublin, CA

Tustin Legacy Community Core Master

Plan, 105-acre community core, master planning, urban design, Tustin, CA

Riverpark New Community Master

Plan, 480-acre mixed-use development, master planning, programming, urban design Oxnard, CA

Monrovia Transit Village

, 80-acre mixed-use project, transit oriented development, master planning, urban design, Monrovia CA

City of Lancaster, CA Specific Plan

, master planning, urban design, coding, design guidelines, Lancaster, CA

City of Santa Monica Meritorious

Signage Code, civic signage preservation, sign program criteria and review, Santa Monica, CA

West Main Corridor Specific Plan

, eight-acre mixed-use city center, master planning, design guidelines, streetscape design, Alhambra, CA

Eastern Urban Center Master Plan, 206-acre mixed-use town center, master planning, Chula Vista, CA

YEARS' EXPERIENCE

26 Years

EDUCATION

Harvard University Master, Urban Planning

Tulane University Bachelor of Architecture

LICENSES AND CERTIFICATIONS

Registered Architect: New York

LEED AP Building Design + Construction

Certified Urban Planner

PROFESSIONAL AFFILIATIONS

American Institute of Architects, College of Fellows

American Planning Association

California Redevelopment Association

Urban Land Institute

REFERENCE

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JEFFREY J. GUNNING

AIA, NCARB, LEED AP, Architect AIBC,
Senior Vice President, RTKL
ARCHITECTURE

Jeff Gunning began his professional career with RTKL in 1984 and now leads RTKL's Commercial Practice for the Americas, representing Retail, Hospitality, Residential and Commercial Office.

