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Mission Bay Development Group
Site B – SOQ

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EXECUTIVE SUMMARY

Brief synopsis of the development team's approach to development, public/private partnerships, key qualifications, and relevant experience.

Mission Bay Development Group, LLC (MBDG) is greatly appreciative of the opportunity to submit our Statement of Qualifications for the development of Alameda Point Site B. We are confident we would be an excellent partner for the City of Alameda, and we would be thrilled at the opportunity to work on such an important site.

Our firm is primarily comprised of former employees of Farallon Capital Management, Catellus and ProLogis. The firm is defined by the rich and varied backgrounds of each of its team members, with expertise across all segments of the real estate industry. We are unique amongst developers in the extensive financial and investment background of key personnel. The benefits of lessons learned, relationships established, and a deep understanding of capital markets and investment cycles, all work to the benefit of those communities in which we operate and the institutions, both public and private, with whom we partner.

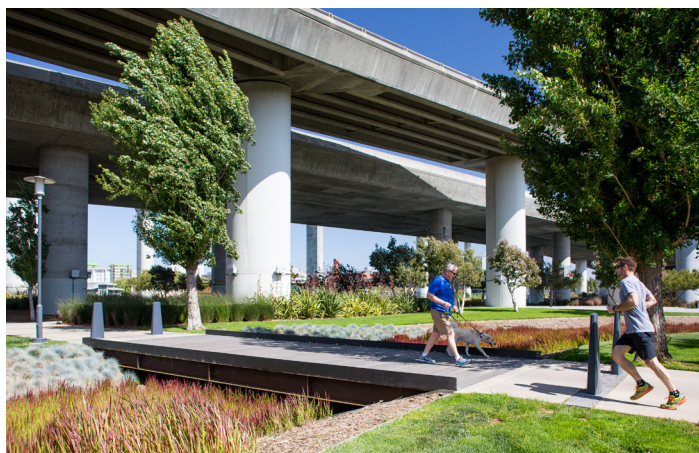
MOST DIRECTLY RELEVANT EXPERIENCE

MBDG has already redeveloped portions of the former naval base, and has worked hand-in-hand with staff to pitch a major user on making Alameda Point its home. Our team worked together on the development of the Bayport project, a partnership between the City of Alameda, Warmington Homes and MBDG to build 485 homes, a new park and an elementary school site on a portion of the Navy FISC/East Housing site. We were also selected by the City of Alameda to be their partner in the pursuit of Lawrence Berkeley National Laboratory as an anchor tenant for Alameda Point's enterprise district. From our work on Bayport and the LBNL pursuit, we know Alameda Point's complexities, the obstacles to development, the common user objections, and how to overcome these objections and obstacles, and we have a proven track record of working on these tasks side-by-side with staff, the elected leaders and the community.

Many large scale redevelopment projects never make it past the design and entitlement stage. Our flagship project, Mission Bay, represents the largest multi-year infill brownfield redevelopment project in the entire Bay Area that is actually being successfully developed. 303 acres of waterfront land is being transformed into a vibrant mixed-use, transit-oriented community

comprised of 6,400 residential units (30% of which are affordable), 3.7 million square feet of office, R&D, lab and medical office, almost 300,000 square feet of retail, 250 hotel rooms, 2.7 million square feet of UCSF research campus, 550 hospital beds, a school site, a new public safety building, a new NBA Warriors arena and 49 acres of parks and open space. At Mission Bay we are leveraging the phased delivery of \$700 million of new infrastructure into over \$12 billion of new investment at full build-out.

Our managing principal, the lead project manager for our development team, bought his first home and started a family in Alameda, and he was the third generation in his family to live in Alameda. Our company has both a business and personal commitment to doing development right at Alameda Point, and the experience necessary to follow through on this commitment.



EXPERTS AT OVERCOMING OBSTACLES

Our company has the patience, dedication and tenacity to overcome the obstacles so common to multi-year infill development. Successful development revolves around identifying obstacles to progress and removing them, while at the same time making sure that all stakeholders are satisfied with the outcome. We have decades of experience in negotiating win/win transactions with cities, communities, agencies, capital partners, builders and other developers. Sometimes the obstacles are the market's inability to see value, and the solution is additional entitlement work, creative design and marketing to reverse market perception and build interest. Other obstacles come from the natural evolution of regulation and law that goes unnoticed with individual projects, but can be a game-changer for

large-scale multi-year development (e.g. the dissolution of redevelopment). Regardless of the circumstances, our firm has distinguished itself as one relentless in its pursuit of solutions, confident in our ability to creatively and collaboratively advance development.

Our perseverance and success in overcoming development obstacles can be most attributed to direct participation by executive staff and a deep and experienced supporting team. We focus on quality over quantity, limiting the number of transactions that we take on at any given time. This approach maintains bandwidth for executive staff to give dedicated attention to every development in our portfolio. Our team prides itself in becoming experts on our transactions, using knowledge and creativity to carry the projects through difficult economic cycles, massive changes in law like the dissolution of redevelopment, and the multitude of challenges which face every large scale development. The kind of developments we work on require an extraordinarily high level of patience, risk appetite, and willingness to proceed when other developers give up or focus on easier endeavors. Give us complexity; this is where we thrive.



DELIVER BUILDER DIVERSITY

Our approach to development is to serve as the master developer. We oversee the land planning, the infrastructure construction, the phasing and coordination between parties, but convey individual parcels to builders who build the kinds of buildings in which they are experts. There is a variety of real estate product types that will comprise Site B, and different builders excel at each one. Certain builders are retail experts, and some develop office and R&D space but never retail. Alameda shouldn't have to settle on one builder who may be perfect for some components, but is a less-than-ideal compromise on other elements. Our master developer approach ensures the neighborhood benefits from a variety of best-in-class builders.

This approach to development provides the best of both worlds for the communities in which we operate. A mix of builders diversifies risk – if one falters, the project still marches on. Each builder brings its own appetite for risk – some build early in real estate cycles, some build later; a mix helps smooth out the cycles. Each builder brings its own sources of debt and equity, making the neighborhood more financially resilient. Throughout the process, Mission Bay Development Group as master developer provides the consistency, the vision, the understanding of a city's goals and public benefits, and the persistence to advance the project.



GENUINE PUBLIC / PRIVATE PARTNERSHIPS

Part of the ethos of being a master developer is never going it alone. We are always partnering on deals – with capital partners, builders, other developers, public institutions and cities. We have a wealth of experience being good partners because it's a fundamental part of our business model. Partnering makes our company better at what we do, more balanced in our approach to transactions, and more aware of the needs of all stakeholders. Our most important partnerships are often with the public sector. Projects at the scale we work on reshape entire neighborhoods and cities, and they don't get developed without building a harmonious and genuine partnership with the city in which they're located.

Many public / private partnerships are just public / private transactions – each party gets something they want from the other, and then they move on. Multi-year infill projects last too long and are too complex for that model. Real partnerships last for years, sometimes decades. They involve honest and frequent communication about concerns, motivations and level of commitment. Real public / private partnerships include respect for one another's goals, and a genuine desire to help bring those goals to fruition, not just tolerate them because they come with the deal. Real public / private partnerships are more fun because we develop great working relationships with people who are equally dedicated and enthusiastic, and more satisfying because we know that what we will accomplish will improve the lives of many, not just our own.



IMPLEMENTER OF LARGE PROJECTS

Alameda Point Site B has already moved beyond vague concept plans and basic entitlements. City leadership and staff have laid an impressive foundation of entitlements and a clear vision for what the City and community desires for Site B. Alameda doesn't need an arrogant developer to come in and tell them what they would do differently. Alameda deserves a partner who appreciates the hard work it took to get to this point, and who values the thoughtfulness and quality of the draft precise plan that has been prepared.

Alameda deserves a developer that "gets" and truly loves the implementation phase of development, and in that regard, Mission Bay Development Group is unrivaled in the Bay Area. We've built out 87 acres of new development in Alameda with the Bayport project. Mission Bay is on course to be over 85% built out by 2018, the equivalent of over three Site B's in acreage, and over six times the size in density. We have experience working on large-scale projects that others have started, and we excel at carrying those projects through the implementation stage all the way to completion. We recognize how much work the City has already done at Alameda Point, and we would be honored to be the City's partner as we bring Site B from vision to reality.



PROJECT UNDERSTANDING & APPROACH

Discussion of the developer's (a) understanding of the City of Alameda, Alameda Point, and the Site B development site; and (b) approach to meeting the City's goals and objectives expressed in this RFQ and in the completed and draft entitlements for Alameda Point.

UNDERSTANDING OF ALAMEDA

We have a personal commitment to Alameda. The City of Alameda is one of the few communities central to the Bay Area that is able to strike that rare balance between typical "small town" qualities of a high quality public education, low-crime, and a real sense of community, while still providing all the amenities, shopping, restaurants, and cultural activities typical of a larger city. The managing principal of MBDG chose Alameda as his first home when he got married and started raising a family, a choice he made in part for the characteristics described above, and in part because Alameda is where his grandmother, uncle, aunt and cousins all lived while he was growing up, and where his father was born and raised. Our team's managing principal has put campaign signs in his yard, voted in local elections, chaired his homeowners association, thrown family birthday parties in High Street Park, attended the 4th of July parade, gone to shows at Rhythmic Cultural Works, attended the Peanut Butter Jam Festival on Webster, waited for bridges to come back down as a barge moves through the estuary, eaten at Jims and Ole's and numerous other restaurants on and near Park Street, taken his son to play soccer at the Bladium, bought tools at Pagano's, seen movies at the new theater, watched 4th of July fireworks out at Alameda Point near Rosenblum Cellars, played with his son at the beach, and attended planning and city council meetings, not as a developer, but as an Alameda resident.

We have a business commitment to Alameda. We have worked and invested in Alameda, developing a ten year relationship with the city and community on Bayport, the first project successfully completed in the redevelopment of Alameda Point. We partnered with Alameda in the pursuit of the Lawrence Berkeley National Laboratory's (LBNL's) second campus as an ideal anchor for Alameda Point's enterprise neighborhood. Through these projects, we developed an intimate knowledge of Alameda Point, its infrastructure, soil and site conditions, the relationship with the Navy and clean-up activities. We established important relationships with staff and the community, and understand the expectations the community places on development at Alameda Point.

It's about jobs and commercial activity. We know the base closure left a huge void. We know there was a time when many people could both work and live in Alameda, and that the base was a huge economic engine, not just in terms of employment, but all the businesses that served these employees. We know traffic used to be better when there were more jobs on the island so that the Webster Tube, Park Street, Fruitvale and High Street bridges weren't so clogged with people commuting off island for work every day. We get the importance of jobs and housing balance, and we recognize that this is something prior development teams haven't respected in their approach to Alameda Point. We also know that part of what drove residential-heavy development schemes is the challenge of identifying financially viable employment-oriented land uses, and that the work the City has done in attracting new tenants like Google to the reuse district will go a long way towards creating the kind of activity needed to attract other companies to locate at Alameda Point. While the land uses within Site A are housing-focused, we view that housing component as critical to establishing a vibrant retail district at the waterfront – one which creates the kinds of amenities that will attract new employers and increase the number of jobs at Alameda Point.

UNDERSTANDING OF ALAMEDA POINT

Complexity. We know that development at Alameda Point is incredibly complicated. Elevations must be altered to address flood plain and sea level rise considerations, yet must transition nicely to established neighborhoods to the east and the reuse district to the west where existing buildings prevent an adjustment of elevations. Working in the soil means understanding the foundation challenges created by Young Bay Mud, the presence of a shallow water table, the Marsh Crust Ordinance and phased coordination around ongoing Navy clean-up efforts. All activities must take into consideration and comply with regulations regarding the nearby habitat of the California least tern. Housing can be built, but an ambitious affordability level of 25% has been set. High density housing can be built, but only through an application under the City's Density Bonus Ordinance. A project labor agreement will be established and adhered to, and hiring must go beyond just getting the job done; it must also provide benefits for local residents, with specific goals for hiring Alameda Point Collaborative residents.

Some of the land is fee-owned, other portions are controlled under a LIFO, awaiting conveyance at a later date once the Navy completes certain remediation activities. The Public Trust limits land use to maritime, visitor-serving and public open space within the areas closest to the waterfront. Existing buildings in certain sections will be demolished, and many have current tenants (although nearly all are under short leases or with relocation clauses). New development must at a minimum be fiscally neutral for the City, and ideally be a contributor. The scale of infrastructure investment is immense and complicated by the need to not disrupt existing users within the reuse district. A Community Facilities District will need to be established to help finance the infrastructure, but additional tools like tax increment financing are much harder to access as a result of the State's dissolution of redevelopment and the complexities of establishing Infrastructure Financing Districts (IFD).

Access Challenged. Regional transit and freeways are just on the other side of the Webster Tube, but this is too great a psychological barrier for some people, and a very real barrier at commute hours. The presence of the ferry terminal is an important counterpoint, but ferry service alone cannot support the scale of development anticipated for Alameda Point. Even if the tube had more lanes, the distance to key regional transportation infrastructure may be too great for certain users who require freeway visibility, or want to be within walking distance to BART.

Intrinsic Draw. Despite all the complexity and access challenges, Alameda Point has an incredible attraction for anyone who has taken the time to come out and experience the area. The ability to get close to the water, the stunning views and sunsets, the enchanting history recalled through the hangars and other historic buildings creates a beautiful and dramatic setting. The energy of the monthly Antiques Faire and the Bladium, the history of the USS Hornet, the proximity of great restaurants and bars along Webster Street, and the eclectic mix of distilleries, wineries, creative companies and other makers all create an intrinsic, undeniable draw for Alameda Point.

Major Entitlement Progress. Only months ago, the list of Alameda Point's complexities was even longer due to its lack of entitlements and various political hurdles yet to be cleared. But thanks to the relentless work by City staff and City leadership, Alameda Point now has: an EIR that matches the development plan; general plan

and zoning consistency; fee ownership of the majority of the land, and a clearer path and timeline for the remaining conveyances; a Master Infrastructure Plan; a Transportation Demand Management plan, and; a draft Town Center and Waterfront Precise Plan. There is no illusion that the development of Site B will be devoid of political challenges, or that all the necessary analysis and design work is complete, but the groundwork that has been laid by City staff is immense. The foundation created by this work means development can proceed in the foreseeable future. Partnering with the City is now more about implementation – the City needs a partner who “gets it”, a trusted teammate who understands that now is not the time to reinvent the wheel or try to bend the entitlements to their particular bias, but to take the vision that has been established and make it reality.

UNDERSTANDING OF SITE B

A Substantial Commercial District. Site B represents an incredibly unique large-scale infill area dedicated to commercial uses, providing opportunities for potential campus users or a retail outlet mall. Contiguous sites of this scale are difficult for users to find in the inner Bay Area region. Pursuant to the zoning, Site B contains some of the most generous height limits, with opportunities to go up to 100' in certain locations, taking advantage of expansive views of the San Francisco Bay and skyline. Notwithstanding the fact that this zoning has been approved, we recognize that such height has the potential be controversial as it is such a different scale from the rest of Alameda. Portions of Site B have also been identified in the Transportation Demand Management Plan as locations for public parking facilities, providing opportunities to reduce parking on other sites and encourage alternate modes of transportation.

The Urban Mixed-Use, Transit-Oriented Core. The northwest corner of Site B, in combination with the southwest corner of Site A, is designed to blend a variety of users and leverage the attraction and excitement of the adjoining waterfront to create the urban core, the town center for Alameda Point. Depending on the future ferry alignment, either this portion of Site B or the adjoining southwest portion of Site A will be the focal point for transit connections, with bus routes looping along Ralph Appenzatto, Ferry Point Road and Pacific Avenue.

A Dramatic Waterfront Location. The eastern edge of the Seaplane Lagoon is home to some of the most dramatic open space, views and public plazas throughout all of Alameda Point. This East Waterfront and the area to the north in Site A present the best opportunity in all of Alameda Point to support a vibrant restaurant and entertainment district for residents and employees alike. The portion of Site B directly adjacent to Seaplane Lagoon includes public trust lands that are restricted in use to maritime, visitor-serving and public open space. While the draft precise plan calls for some low-rise buildings in this zone, their occupancy will need to conform to the public trust, and there will be view easements that align with the street grid to the east.

Connection to the East. Site B includes an important east/west connection to Pacific Avenue, helping to join Alameda Point to the neighborhood to the east across Main Street. Pacific Avenue reaches all the way to Webster Street, helping to link the two districts. Pacific Avenue also runs through the more immediately developable portion of Site B (as opposed to the northern portion that is encumbered by Navy remediation activities), creating an important spine for building the first phases of the commercial district.

Existing Tenants. Site B includes several buildings and tenants with leases that extend beyond the next couple of years. Some of the areas within Site B impacted by these tenants were already anticipated to be part of later phases due to overlapping impact from the Navy's remediation activities. Tenants to the south and southeast, both within Site B and beyond, support maritime activities, but also create a fairly industrial south edge that must be taken into consideration. Building 14 is home to artisan craftspeople and artists; it should be retained as long as possible, supporting "Phase Zero" interim uses and further establishing Alameda Point as a great location for the maker industry.

Complex Phasing. The City of Alameda owns only a portion of the site in fee. The remainder is subject to phased delivery from the Navy as they complete certain remediation activities. While most of the site is scheduled to be delivered this year and next, the northern 25 acres of Site B are not scheduled to be conveyed for another 5+ years. This has the effect of isolating Site B from activity occurring at Site A, limiting opportunities for the two projects to feed off of one another in the early phases. Some of this can be alleviated along the western edge of Site B by implementing the "Phase Zero" interim use concepts contemplated in the draft precise plan.

Substantial Infrastructure. The Master Infrastructure Plan assigns significant backbone infrastructure to Site B, estimated at over \$50 million, with another nearly \$26 million of site work and \$19 million of impact fees. These estimates do not include intract work, meaning that the total infrastructure required for Site B will be well in excess of \$100 million. This is a significant load for commercial entitlement to carry. The cost of the infrastructure will have implications for phasing, and will create challenges for commencing development without a significant anchor tenant/user.

APPROACH

A Master Developer. Our approach to development is to serve as the master developer. We oversee the land planning, the infrastructure construction, the phasing and coordination between parties, but typically convey individual parcels to builders who build the product in which they're the expert. This allows us to be the expert on the creation of the neighborhood, while leveraging the experience of a variety of builders who likely have never built an entire mixed-use community, but have lots of experience and access to capital to deliver great buildings. Certain builders are retail experts, some produce multifamily housing while others are better at single family and townhomes, and some develop office and R&D space but never residential. By selecting a master developer, Alameda doesn't have to compromise with mediocre design or building product in any area: we ensure that the project has great builders in all product types, enhancing both variety and value.

Our master developer approach provides two very valuable elements to the project and the community which are otherwise difficult to achieve in a single project: diversity and consistency. When we introduce multiple builders to the project, this creates diversity of product type, architecture, expertise, capital, and ultimately, a more vibrant and financially stable project. Each builder sticks to what they do well, each brings its own resources and appetite for risk, and if one falters, the project still persists. We provide the consistency, the knowledge and history of the project's approvals, what's expected of it and where it's going. We ensure that there is a long-term commitment to see the project through to completion. We provide the expertise in how to phase and deliver the project in a way that is financial viable and which provides meaningful public benefits.

A Partner. We seek out true public / private partnerships, not just public / private transactions. Large-scale multi-year redevelopment projects require long-term commitments from both the public and private sector to see a project all the way through to completion. Development is fraught with opportunities for misalignment of interests and conflict. Only through good communication can these pitfalls be avoided. Development is controversial and hard on all parties involved, leading many to focus only on their immediate interests. Real partnerships involve mutual respect and genuine desire to ensure the goals of both parties are being met.

We have years of practice at being a good partner. Our master developer approach necessitates it, as we partner not just with the public sector, but also with builders, other developers and various stakeholders to make sure our projects get built. Being a good partner requires honest and frequent communication about concerns, motivations and level of commitment. Large-scale multi-year developments change over time, demanding flexibility from the partners involved. We seek out partnership with the public sector because it makes us better at development, and because it helps make our projects more resilient in the face of all the obstacles they encounter. We truly value the opportunity to share knowledge, build relationships, and create successful neighborhoods through our partnerships.

A Technician. Our technical approach to development is best described as blending the best built environment with the delivery of public benefits and financial sustainability:

- **The Built Environment.** We start by identifying (or in this case refining) a mix of uses, product types and neighborhood design that create a vibrant and sustainable place to live and work, and one that is achievable within the site and market constraints. We must always start here because, if in the implementation stage, we find our design does not match what the market demands, nothing will be built. And yet if we don't create a vibrant and sustainable community, it's not worth building.
- **Public Benefits.** We next identify what the city and surrounding communities need to get out of the development, both public benefits and support for the remainder of the project / future

phases. Development brings immense change to a community. If we fail to ensure that such change brings valuable community resources or supports future growth, then we have failed to treat development like the true partnership it needs to be.

- **Financial Sustainability.** We identify the various sources of funding and methods of phasing that will produce the most reliable and sustainable capture of the development economics to ensure the project persists to completion. This step comes last because the goal is to shape the capital structure to the needs of the project, not the other way around.

We are committed to working with our partners, both public and private, to bring these three elements together into a long-term project that can be successfully implemented.

An Implementer. Development is really about implementing a plan, and no development team has more experience doing that in the Bay Area than MBDG. Many think the visioning, the design and the entitlement is the most creative and appealing part of the process, but our company has distinguished itself by bringing creativity and vision to the implementation stage of development. Being the implementer means being flexible enough to ensure constant progress. Our role is first and foremost as the master developer, providing infrastructure and selling off sites to best-in-class builders to accelerate development, but our role may also include building the first buildings to anchor and kick off the development. On particularly challenging sites, MBDG has had considerable success tweaking entitlements to match changing trends and market demands, or designing the buildings when the market has a hard time seeing the vision on a particular site. Through this process we generate market excitement, and then either hand that design off to the most aggressive builder, or build it ourselves. The consistent theme to our role as master developer is that we always take the necessary steps to attract and keep the market engaged in advancing the development of the project.

MISSION BAY DEVELOPMENT GROUP

Master Developer

WHO WE ARE

Mission Bay Development Group, LLC is a privately owned development company with twelve employees and extensive relationships with best-in-class architects, consultants, builders, other developers, lenders and capital partners. The company's owner and Managing Principal, Seth Hamalian, has a deep financial background, having worked for equity investors and lenders prior to moving to the development side of the business. The vast majority of the company's employees previously worked for Catellus (and then ProLogis when Catellus was acquired in 2005), providing the benefit of over a decade of working together. The blended team offers a unique understanding of capital markets and cycles, underwriting parameters from the standpoint of lenders and investors, combined with unparalleled experience at planning, entitling, financing and implementing large scale, multi-year infill development.

MBDG is extremely selective in its pursuit of new development opportunities, reserving and maintaining the bandwidth of its executive team to engage fully in each project it develops. The team structure for developing Site B would leverage this preserved bandwidth, with Seth Hamalian, the Managing Principal, serving as the lead point of contact and project manager. Seth would be closely supported by his executive team, including Erica Wray (our COO and General Counsel), Luke Stewart (Director of Design and Planning), Stephanie Williams (Director of Operations) and Joe Antonio (Vice President of Construction). Seth would coordinate all aspects of the project, relying heavily on his experienced and capable team members: Erica for assistance with transaction negotiations and legal documentation of entitlements and permitting; Luke for project management support with a specific focus on the land planning, design and permitting; Stephanie for financial structuring and feasibility analysis, and; Joe for infrastructure phasing, constructability, permitting and construction oversight and close out.

The following pages provide resumes detailing the extensive background of this team and references for each individual.



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Primary Contact

Seth Hamalian
Managing Principal
(415) 355-6600

MISSION BAY DEVELOPMENT GROUP



Seth Hamalian Managing Principal

As the Managing Principal and Founder of MBDG, Seth Hamalian is responsible for all acquisitions and dispositions, transaction structuring and negotiations, asset management and interface with public agencies, partners and capital providers. In addition to his extensive development experience, Seth brings 13 years of experience in real estate private equity investing and lending, most recently as a Managing Director with Farallon Capital Management, LLC, and prior to that working for iStar Financial and Starwood Capital Group. This financial and transactional background provides MBDG with a unique understanding of and access to the capital markets in addition to MBDG's deep development expertise.

WORK

Mission Bay Development Group, Managing Principal
2009-Present

Farallon Capital Management

iStar Financial

Starwood Capital Group

EDUCATION

Bachelor of Science,
Economics
Wharton School
Philadelphia, Pennsylvania

Bachelor of Science,
Urban Studies
University of Pennsylvania
Philadelphia, Pennsylvania

AWARDS

Magna Cum Laude

Phi Beta Kappa

ASSOCIATIONS

San Francisco Chamber of
Commerce

San Francisco Planning and
Urban Research (SPUR)

Urban Land Institute (ULI)

SELECT PROJECT EXPERIENCE

Mission Bay (San Francisco, CA)

Bayport (Alameda, CA)

LBNL Pursuit (Alameda, CA)

Potrero Power Plant (San Francisco, CA)

19th and Broadway (Oakland, CA)

West Bluff (Playa Del Rey, CA)

Santa Fe Depot (San Diego, CA)

REFERENCES

Catherine Reilly
Project Manager, OCII*
Catherine.Reilly@sfgov.org
415-749-2516

Toby Levine
Mission Bay Citizens' Advisory Committee
tobylevine@earthlink.net
415-647-3052

MISSION BAY DEVELOPMENT GROUP



Erica Wray COO and General Counsel

As COO & General Counsel, Erica is responsible for all legal matters and day-to-day operations of MBDG, including the HR function. Erica manages and oversees the work of outside counsel and serves as a liaison to the Managing Principal. She represents MBDG externally, cultivates existing relationships, and helps identify new business opportunities. Prior to joining MBDG, Erica was an attorney with DLA Piper, Jorgenson, Siegel, McClure & Flegel, and Gray Cary. She is a member of the California State Bar, Urban Land Institute (ULI), CREW-SF, and San Francisco Planning and Urban Research (SPUR) and is a licensed California real estate broker.

WORK

MBDG - COO and General Counsel

DLA Piper, Jorgenson, Siegel, McClure & Flegel - Attorney

Gray Cary - Attorney

EDUCATION

Bachelor of Science
Hotel Administration
Cornell University

Juris Doctorate
Santa Clara University
School of Law

SELECT PROJECT EXPERIENCE

Mission Bay (San Francisco, CA)

Bayport (Alameda, CA)

Potrero Power Plant (San Francisco, CA)

Santa Fe Depot (San Diego, CA)

REFERENCE

Cindy Lima
Executive Director, UCSF Medical Center
Cindy.Lima@ucsfmedctr.org
415-353-2729

Grace Park
SF Office of City Attorney (Port of SF)
Grace.Park@sfgov.org
415-274-0525

ASSOCIATIONS

California State Bar

Urban Land Institute (ULI)

San Francisco Planning and
Urban Research (SPUR)

Crew-SF

California Licensed Real
Estate Broker

MISSION BAY DEVELOPMENT GROUP



Luke Stewart Director of Design and Planning

Luke brings over 12 years of experience in the planning, design, and construction industries. As a LEED Accredited Professional, he oversees MBDG's planning and design efforts, entitlements, and grant procurement. Luke serves on the board of the Mission Bay Maintenance Corporation, as well as on as the Mission Bay Transportation Management Association, where he serves as President. Luke came to MBDG from Catellus Development Corporation where he worked as planner for Mission Bay. Prior to that he was with Winston-MacGyver Construction and McEachron Architects, an award-winning residential design firm with projects in San Francisco, Marin, the Peninsula, and Hawaii.

WORK

MBDG - Director of Design and Planning

Catellus Development Corporation - Planner

McEachron Architects Designer

EDUCATION

Bachelor of Architecture
University of Cincinnati
College of Design,
Architecture, Art and
Planning

ASSOCIATIONS

LEED Accredited
Professional (LEED AP)

Urban Land Institute (ULI)

San Francisco Planning and
Urban Research (SPUR)

Mission Bay Maintenance
Corporation - Board VP

Mission Bay Transportation
Management Association -
Board President

Luke has lived in San Francisco since 2001, and is an active member of San Francisco Planning and Urban Research (SPUR) and the Urban Land Institute (ULI). He enjoys volunteering with the San Francisco Bicycle Coalition and Walk SF, San Francisco's leading advocacy organizations committed to safer and smarter street design.

SELECT PROJECT EXPERIENCE

Mission Bay (San Francisco, CA)

- Mission Bay Children's Park: 1-acre nature exploration zone and playground for kids
- Mission Creek Park: 18-acre network of parks, trails with bay access and sports facilities
- Mission Bay Commons: 7-acre linear boulevard park
- Bayfront Parks: parks integrated with storm water treatment and pump station
- Mariposa Park: 2.5-acre park designed in conjunction with UCSF Medical Center
- Terry Francois Boulevard realignment and reconfiguration: SF Port's Blue Greenway
- Nomad Gardens: pop-up creative community space / activation of vacant lots
- 707 16th Street: commercial office development entitlement

"Pavement-to-Parks" Pilot Project, SF Dept of Public Works, (San Francisco, CA)

Oak Court / Beulah Court Multifamily Residences (San Francisco, CA)

Hayes Street Multifamily Residences (San Francisco, CA)

Getty Residence, Kuki'o (North Kona Hawaii)

Whiting Residence, 201 Chestnut Street (San Francisco, CA)

Donahoe Residence, 3 Twenty-Fifth Avenue (San Francisco, CA)

REFERENCE

Lila Hussain
Assistant Project Manager, OCII*
Lila.Hussain@sfgov.org
415-749-2431

Stephanie Goodson
Founder, Nomad Gardens
stephanie@nomadgardens.org
415-297-5739

MISSION BAY DEVELOPMENT GROUP



Stephanie Williams **Director of Operations**

Stephanie oversees MBDG's budget and contract compliance processes for all infrastructure reimbursements in Mission Bay. She came to MBDG from Catellus Development Corporation where she worked as an Accounting/Reimbursement Manager for Mission Bay. Stephanie has over 20 years of experience in project management, financial analysis, and budget development. She has worked as a reservoir engineer with Chevron Oil Company and in project management for international subsidiaries of Sun Microsystems.

WORK

MBDG - Director of
Operations

Catellus Development Corp.
Accounting Manager

Chevron Oil Company
Reservoir Engineer

Sun Microsystems
Project Manager

EDUCATION

Bachelor of Science
Engineering
Stanford University

SELECT PROJECT EXPERIENCE

Mission Bay (San Francisco, CA)

Bayport (Alameda, CA)

Santa Fe Depot (San Diego, CA)

REFERENCE

Grace Kwak
Project Manager, SF Dept of Public Works
Grace.Kwak@sfdpw.org
415-558-4487

Barbara Moy
Manager, SFDPW Infrastructure Task Force
Barbara.Moy@sfdpw.org
415-558-4050

MISSION BAY DEVELOPMENT GROUP



Joe Antonio Vice President of Construction

Joe has over 20 years of experience in the development, design, and construction industries, in both the public and private sectors, throughout the Bay Area. He is responsible for development, design, and construction efforts at Mission Bay. Prior to joining MBDG, Joe was a Senior Project Manager with Catellus Development Corporation, overseeing and facilitating the construction of infrastructure, pump stations, parks and small building improvements in Mission Bay. Previously, Joe was a construction manager with Townsend Management, Inc. and a project manager with Carlson Barbee and Gibson, designing master planned residential communities and mixed use sites that included single family, multi family, golf course and school facility improvements.

WORK

MBDG - VP of Construction

Catellus Development Corp.
Senior Project Manager

Townshend Management
Construction Manager

Carlson Barbee and Gibson
Project Manager

EDUCATION

Bachelor of Science
Civil Engineering
San Jose State University

SELECT PROJECT EXPERIENCE

Mission Bay (San Francisco, CA)

- Mission Bay Children's Park: 1-acre nature exploration zone and playground for kids
- Mission Creek Park: 18-acre network of parks, trails with bay access and sports facilities
- Mission Bay Commons: 7-acre linear boulevard park
- Stormwater Pump Stations No. 1, 4, 5, 6
- Residential Area: Roadway utility infrastructure construction
- Commercial and University Area: Roadway utility infrastructure construction

Brentwood Lakes Subdivision (Brentwood CA)

Shadow Lakes Golf Course (Brentwood CA)

Whisman Station Subdivision (Mountain View CA)

Alamo Ridge Estates (Alamo CA)

Dallas Ranch Subdivision (Antioch CA)

Balfour Road Widening (Brentwood CA)

Crystal Ranch Subdivision (Concord CA)

REFERENCE

Tolio Ybarra
Partner, Townsend Management Inc.
Tolio_Ybarra@tmi-cm.com
415-254-2208

Catherine Sharpe
Director of Real Estate and Community Affairs, FibroGen
casharpe@Fibrogen.com
415-978-1200

ARCHITECTURE AND PLANNING

In the master developer model that MBDG employs on projects of this scale, a diverse range of world class architects are engaged, providing architectural diversity and excitement. Each builder MBDG selects brings its own architect and own design aesthetic, ensuring that the build-out of structures has an organic feel, avoiding the sterility of a master planned community where only one architect's voice is heard. But before buildings can be designed, land planning, urban design and landscape architecture must provide the framework in which those architects will operate.

MBDG has selected two outstanding urban design, land planning and landscape architecture firms to support our development team in advancing the thinking on the project and to provide us with first class support in preparing and obtaining approval of a Development Plan for Site B during the ENA process.

In VITAL we have found a firm with a unique blend of skills. Their team gives great attention to process and communication, engaging community and stakeholders in a way that is genuine and inclusive. Their team is rich in pragmatic architecture experience so that the land plan is always imminently buildable, yet full of fresh thinking and willingness to challenge the norms. One of the biggest appeals of working with VITAL is that the principals remain fully engaged throughout the land planning process – we are never “handed off” to less experienced team members. MBDG has first-hand experience with the caliber of their service and design as we currently work together to re-entitle the former Potrero Power Plant, a 22 acre waterfront site in San Francisco located just south of Mission Bay.

In the Office of Cheryl Barton, we have a landscape architecture firm with spectacular Bay Area waterfront experience, including within Mission Bay at the ballpark and UCSF's Mission Bay research campus. Cheryl Barton brings a unique and valuable perspective on waterfront landscape design through her role as one of the members on the design review board of the Bay Conservation and Development Commission. With a strong emphasis on sustainable design and creation of healthy cities, her team's projects include some of the most beloved and iconic public open spaces along the San Francisco bay front.

VITAL

Urban Design Strategy

WHO WE ARE

VITAL is a design strategy firm for the built environment. We design spaces and cities for people that want to leverage the built environment to shape the culture of their community.

We built VITAL to reflect the complex human, ecological and construction systems that drive our projects. The VITAL team includes a rich diversity of backgrounds, including architecture, economics, mechanical engineering, sociology, education, energy, resource management, branding, and communications. We also grow the base knowledge set we bring to projects by partnering with expert builders, behavioral scientists, and user experience designers.

We believe the built environment shapes us and our communities. We help our clients leverage that fact to better their organization. We meet one-on-one with stakeholders to craft a story that both frames the scope of work and leads to authentic and reliable outcomes.

VITAL is a certified Local Business Enterprise with the City and County of San Francisco (SF Human Rights Commission).

SERVICES

- Architecture
- Urban Design
- Mechanical Engineering
- Branding and Storytelling
- District Infrastructure



Address

VITAL San Francisco
111 Pine Street, Suite 1315
San Francisco, CA 94111
office: (415) 735-5002

VITAL Los Angeles
1200 S Hope St, Suite 301
Los Angeles, CA 90015
office: (213) 745-7378

Primary Contact

Noah Riley, AIA, LEED AP
noah@vital-inc.com
cell: (203) 675-0105

DUNS Number

057737402

LBE Certification

HRC121416493

VITAL



Noah Riley, AIA Director of Urban Design

Noah is the Director of Urban Design at VITAL. He has extensive experience working with the development community at both the city scale as well as the building scale. Noah has worked with Mission Bay Developers, Related Co., Tishman Speyer, General Growth Partners, Forest City, Brookfield, Avalon and other urban residential and commercial developers throughout his career. Through his work, Noah focuses on designing solutions that support the community and the environment, as well as the finances of the project. Noah received a Bachelors in Philosophy and Ecology from Bowdoin College and and Masters of Architecture from Yale University. He is a licensed architect in California, New York, and Texas and a licensed contractor in California.

WORK

VITAL - Director of
Architecture & Urban Design
Los Angeles, CA
2011-Present

SHoP Architects -
Associate
New York, NY
2005-2010

Beyer Blinder Belle
Architects & Planners
New York, NY
2000-2003

EDUCATION

Master of Architecture
Yale University
New Haven, CT

Bachelor or Arts
Philosophy & Ecology
Bowdoin College
Brunswick, Maine

AWARDS & HONORS

Magna Cum Laude

Gene Lewis Book Prize

ASSOCIATIONS

Materials and Applications
Board President
Los Angeles, California

PROJECT EXPERIENCE

PLANNING

NRG Energy - Potrero Master Plan - San Francisco, California

General Growth Properties - South Street Seaport Redevelopment - New York, New York

Brookfield Properties - W33rd St Corridor Plan - New York, New York

Related Companies - West Chelsea Redevelopment Plan - New York, New York

Tishman Speyer - Queens Plaza Master Plan - Queens, New York

Port Authority of NY and NJ - World Trade Center Master Plan - New York, New York

Related Companies - Governor's Island Master Plan - New York, New York

Friends of the High Line - Master Plan (Phase 2) - New York, New York

BUILDING

Related Companies - W30th Residential Tower - New York, New York

Tishman Speyer - Queens Plaza Residential Tower - Queens, New York

Cardinal Investments - 521 W 25th St Commercial Bldg. - New York, New York

DivcoWest - 2630 Walsh Avenue - Santa Clara, California

Manhattan School Of Music - Dormitory and Performance Hall - New York, New York

New Jersey Transit Authority - Train Maintenance Facility - Newark, New Jersey

School Construction Authority - Public School 351 - New York, New York

SoundHound - Office Design / Visitor Experience - Santa Clara, California

Amanda Foundation - Headquarters and Animal Hospital - Beverly Hills, California

IMG Art & Commerce - Office Design and Showroom - New York, New York

VITAL



Nash Hurley, AIA, LEED AP Creative Director

Nash is the Creative Director at VITAL. His role is to translate user research into compelling architectural spaces. He builds teams from VITAL's in-house designers and outside partners to make ideas real. By rethinking existing material supply chains, Nash has delivered innovative designs for NRG's Station A, DivcoWest, Wikimedia, SoundHound, Fireclay Tile, the Tides Foundation and SHoP Architects. His current work includes repositioning spaces for the Smithsonian Institution, the Energy Excelerator in Hawaii and the Governor's Academy in Massachusetts. Nash has a Bachelors in Economics from Amherst College and a Masters of Architecture from UC Berkeley. He is a LEED Accredited Professional and a Registered Architect in New York and California.

WORK

VITAL Environments
Creative Director
2009-Present

SHoP Architects
Associate
2005-2008

EDUCATION

Master of Architecture
University of California
Berkeley
Berkeley, California

Bachelor of Arts in
Economics
Amherst College
Amherst, Massachusetts

AWARDS

Metropolis Magazine
Nextgen Prize - Runnerup,
2011

USGBC - Natural Talent
Design Competition - 1st
Runnerup, 2010

Peace Pentagon
Competition - Honorable
Mention, 2009

Dwell Magazine
Parkitecture- Top
Submission, 2009

Materials & Applications
Competition - Finalist, 2007

Tadao Ando Traveling
Fellowship, 2005

KMD Prize for Design
Excellence in Digital
Architecture, 2005

PROJECT EXPERIENCE

NRG Energy - Station A Innovation Offices San Francisco, California

Wikimedia Foundation - Office Design / Agile Working Environment - San Francisco, California

Sustainable Agricultural Education - Outdoor Classroom - Sunol, California

SoundHound - Office Design / Visitor Experience - Santa Clara, California

DivcoWest - 2630 Walsh Avenue - Santa Clara, California

Stanford University - Lucile Packard Children's Hospital - Stanford, California

Commercial Office Building - Mountain View, California

Tishman Speyer - Queens Plaza Residential Tower - Queens, New York

City Lights Development - Brooklyn Bond Condominium - Brooklyn, New York

Cardinal Investments - 290 Mulberry Street Condominium - New York, New York

PUBLIC SPACE EXPERIENCE

Merchandise Mart - Piers 92-94 Public Amenity Space - New York, New York

Newark Visitor Center - Design Competition - Newark, New Jersey

LECTURES & TEACHING ENGAGEMENTS

"VITAL environments" Auburn University, College of Architecture, 2012

"VITAL environments" Auburn University, College of Architecture, 2011

"Process Oriented Architecture" UC Berkeley, Department of Architecture, 2010

"Environmental Simulation - closed and open-ended design strategies" Perkins + Will, New York, 2009

"Design Systems," Lecture with Steve Sanderson and David Fano, New York City College of Technology, 2008

Adjunct Assistant Professor, Impact of Form - Design and Analysis, Columbia University GSAPP, 2007

"Ecotect Workshop," Ball State University, 2007

"SHoP Architects," Lecture with Steve Sanderson and Federico Negro, Pratt Institute, 2007

"SHoP Architects," Lecture with Steve Sanderson and Federico Negro, LA Design Technology Forum, 2007

VITAL



Taylor Keep, PE, LEED AP O+M Director of Performance

Taylor is the Director of Performance at VITAL. His role is to clarify the ambitions of each project and to tune VITAL's process and delivery to achieve those ambitions. He is passionate about translating design intent to the real world and helps VITAL and its clients work together to achieve reliable outcomes. By focusing on people and matching resource use with their needs, Taylor has delivered smart system solutions for NRG's Station A, Wikimedia Foundation, DivcoWest, Tides, Optimizely, and the San Francisco Municipal Transportation Authority. Before joining VITAL, he led the conceptual development of Simergy, the EnergyPlus user interface, and led a global research effort around food as a driver of global change. Taylor studied mechanical engineering at Stanford University and received his masters degree in Energy and Resources at the University of California at Berkeley. He is a LEED Accredited Professional and a professional engineer in the State of California.

WORK

VITAL Environments-
Director of Performance
2009-Present

ARUP Engineering-
Sustainable Systems Eng.
2005-2009

EDUCATION

Master of Science, Energy
and Resources
University of California,
Berkeley
Berkeley, California

Bachelor of Science in
Mechanical Engineering
Stanford University
Stanford, California

AWARDS & HONORS

Metropolis Magazine
Nextgen Prize - Runnerup,
2011

Winner - IBPSA-USA
Energy Modeling Design
Competition - Simbuild 2010

Stanford Terman Award,
2006

PROJECT EXPERIENCE

NRG Energy - Station A Innovation Office - San Francisco, California

Wikimedia Foundation - Office Design - San Francisco, California

DivcoWest - 631 Howard Street - San Francisco, California

Wikimedia Foundation - 149 New Montgomery - San Francisco, California

DivcoWest - 55 Hawthorne Street - San Francisco, California

UCSF - Mission Bay Hospital - San Francisco, California

SFMTA - 30-year Master Plan - San Francisco, California

The Governor's Academy - Framework Campus Plan - Byfield, Massachusetts

Walmart High Efficiency Stores - Nationwide Application

Simergy Graphical User Interface Design- Lawrence Berkeley National Laboratory

RESEARCH & TEACHING ENGAGEMENTS

Panelist, "Beyond Net Zero: A Holistic Look at Building Systems." VERGE Conference, San Francisco, 2013

"Switch-based control of electricity loads for load following and regulation" publication in IEEE PES Innovative Smart Grid Technologies Conference, 2011

Instructor, "Advanced Building Energy Simulation" a graduate level energy simulation course at UC Berkeley, 2011

Instructor, "Tools of the Trade" a graduate level mathematics and physical sciences course at UC Berkeley, 2010

"Drivers of Global Change" related to food production, distribution, and consumption, Arup Foresight Group, 2009

"Mixed-mode ventilation in High Rise Office Buildings" publication in ACEEE, 2008

"Passive Thermodynamics and Design in Buildings" Lecture at CCA, part of a partnered course between CCA and Arup, 2007

PUBLIC SPACE EXPERIENCE

California Academy of Sciences Rainforest Lighting Analysis - San Francisco, California

VITAL



Jonathan Lo Director of Communications and Brand Design

Jonathan is the Director of Communications and Brand Design at VITAL. His role is to disseminate the client's vision through visual communication. He develops intelligent solutions with intrinsic entrepreneurial extensions, whether building inspiring new brands or guiding established brands into new territories. He believes the best solutions are honest, timeless, and often functional, and his goal is to reveal the inherent truths behind each brand. Jonathan has delivered branding solutions for Nike, Bloomberg, Joe Fresh, The Broad Foundation, and the Museum of Modern Art. Before joining VITAL, he was the Design Director at The Broad Foundation, Designer at 2x4, and the Design Director at SHoP Architects. He received his Bachelor of Science in Economics from the Wharton School at the University of Pennsylvania, and worked in investment banking and research prior to design.

WORK

Public Assembly
2010–Present

Broad Foundation
2012–2013

2x4 Design
2010–2012

EDUCATION

Work Scholar 2006,
Department of Architecture,
Interior Design, and Lighting
Parsons The New School for
Design

Bachelor of Science in
Economics
University of Pennsylvania,
The Wharton School
Philadelphia, Pennsylvania

AWARDS & HONORS

Behance Branding Served
The Broad Foundation
branding, 2013

Follow Me 2 – Wayfinding &
Signage System
West 25th Street Wayfinding,
2012

Way of the Sign II
Contributor to the preface,
profile of West 25th Street
Wayfinding, 2011

Coroflot Genius Gallery
Core77, 2011

Typeface: Classic Typography
for Contemporary Design
290 Mulberry and West 25th
Street Wayfinding, 2009

PROJECT EXPERIENCE

NRG Energy – Station A Branding – San Francisco, California

Joe Fresh – Branding, Film, Interactive Environment and Retail Design – New York, New York

Nike – Branding and Retail Design – New York, New York

Bloomberg – Interactive Environment Design – New York, New York

Vogue China – Branding and Event Design – Beijing, China

The Broad Foundation – Communication and Environmental Design – Beijing, China

The Bronx Museum of the Arts – Exhibition and Editorial Design – New York, New York

Flavaboom / Dune – Branding and Retail Design – New York, New York

New York University – Exhibition and Editorial Design – New York, New York

Museum of Modern Art – Website Design – New York, New York

Japanese American National Museum – Exhibition Design – New York, New York

Museum of Chinese in America – Event and Product Design – New York, New York

Storm King Art Center – Interactive Exhibition Design – New York, New York

290 Mulberry – Branding and Environmental Design – New York, New York

511 – 531 West 25th Street – Wayfinding System Design – New York, New York

Shop Architects – Communication and Environmental Design – New York, New York

PUBLIC SPACE EXPERIENCE

The Drop: Urban Art Infill at The Highline – Co-Founder, Producer, Designer – New York, New York

VITAL // NRG ENERGY

Potrero Master Plan, San Francisco



“Potrero will be re-powered as a healthy, connected, sustainable community of the future.”

—Robyn Beavers, NRG energy

Scope: Urban Design & Planning, Systems Engineering and District Energy Strategy

Reference: Robyn Beavers
(415) 642-5436

Project duration: 08/13 - current

The Potrero Power Plant was decommissioned in 2010 and Mission Bay Development Group and VITAL are now in the process of developing a remediation and entitlement strategy for the land that integrates the urban fabric and the ecological network of the area.

The project is focused on having a significant positive impact on the local community, the city at large, the natural environment, as well as the financial value of the land. The team is a broad and diverse in both background and approach to the project. The goal is to create sustainable resilient developments that will have a lasting and cherished place in the landscape of San Francisco.

VITAL // TRUST FOR GOVERNORS ISLAND

Governor's Island Master Plan, New York City, NY



Scope: Site Planning, Architecture, Team Management for a Preliminary Team Proposal

Project duration: 02/2006 - 06/2006

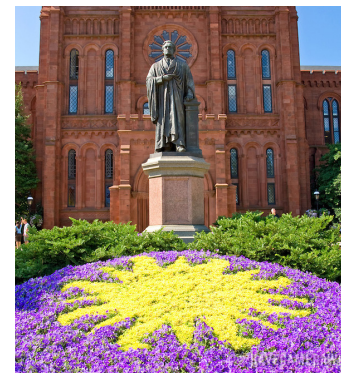
Governors Island is a 170 acre a half mile off the southern tip of Manhattan. The northern portion was used in the Revolutionary war as a primary defensive position. In later years, fill extended the island south and various military facilities were based there.

In 2006 the City of New York requested proposals for a future vision of the island. The Related Companies, along with SHoP Architects, Robert A.M. Stern Architects, Bovis Lend Lease, and a consortium of education and health institutions, proposed a new vision for the future of the island.

Note: The Governors Island Framework Plan represents the planning and design experience of VITAL's Noah Riley while he was working with SHoP Architects.

VITAL // SMITHSONIAN VISITOR SERVICES

Great Hall Project



Scope: Visitor Experience Design

Project Size: 20,000sf

Project Duration: 11/2013 - 11/2014

Reference: Samir Bitar, Director of Visitor Services - (202) 633-3515

For nearly 170 years, the Great Hall of the Castle has served as a place of orientation for Smithsonian visitors. To further this tradition, in the fall of 2013, the Office of Visitor Services (OVS) initiated the Great Hall Project – an ambitious, visitor-focused space redesign to improve the visitor experience for the millions of people who come to the Smithsonian every year. OVS hired VITAL as their design partner to realize their ambitions for the Great Hall.

By simplifying, organizing, and unifying the space, the Great Hall Project empowers visitors get the most out of their Smithsonian experience. With interactive planning maps, and an immersive video experience, the new Great Hall will be essential to visitors discovering their Smithsonian.

VITAL // RELATED COMPANIES

North Chelsea Framework Plan, New York City, NY



Scope: Development and Phasing
Strategy, Urban Design, Neighborhood
Programming

Reference: Greg Gushee, Senior Vice
President; (212) 801-1160

Project duration: 9/05 - 12/05

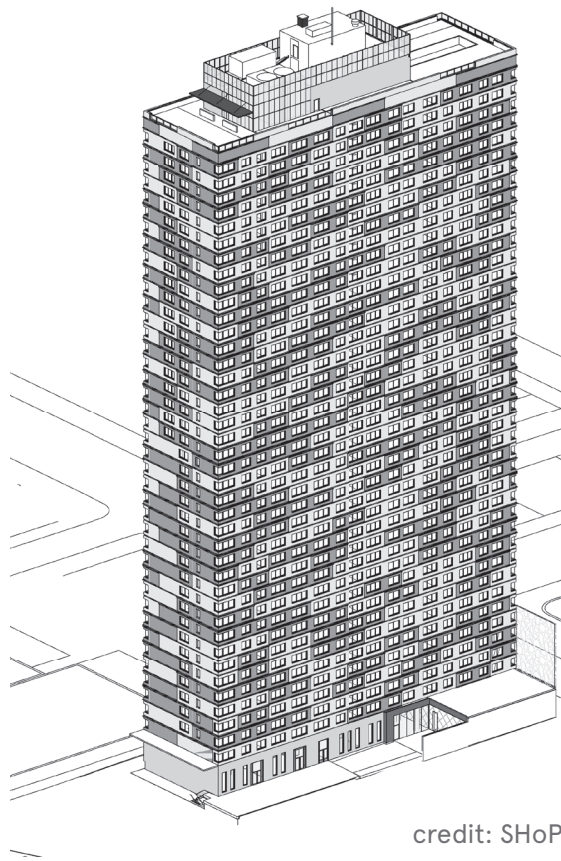
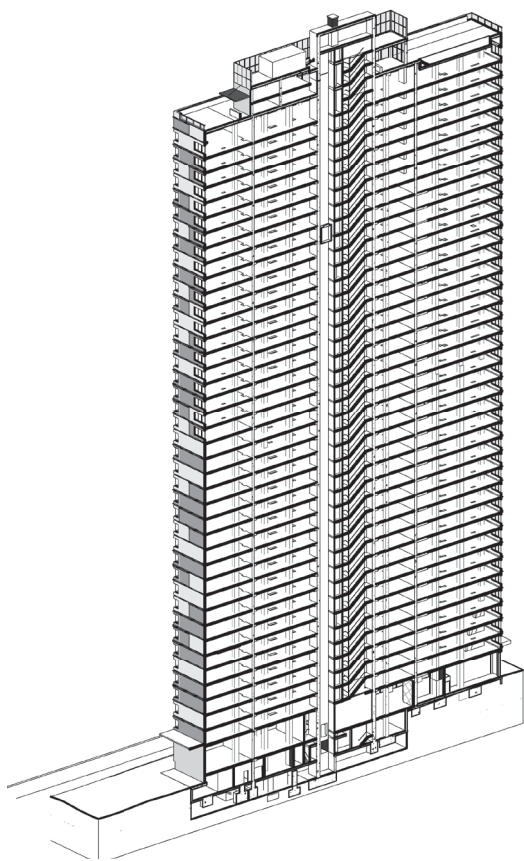
In 2005 the neighborhood of Chelsea in Manhattan, NY was rezoned for new uses and greater density. The adaptive reuse of the Highline, an aging elevated rail system that ran through the neighborhood, in to a public park was funded and approved, in part due to the new zoning implemented by the City.

The Related Companies hired SHoP Architects to create a development strategy for the interim use programming, development phasing, and future land planning and architecture of this fast changing neighborhood.

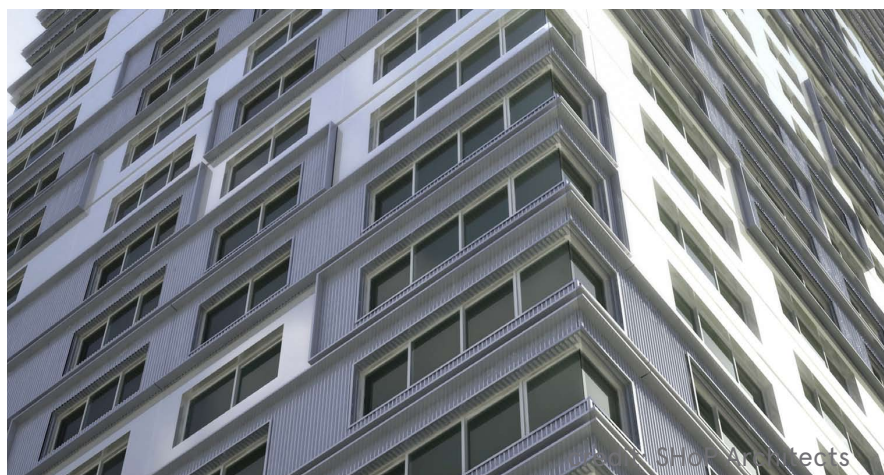
Note: The North Chelsea Framework Plan represents the planning and design experience of VITAL's Noah Riley while he was working with SHoP Architects.

VITAL // TISHMAN SPEYER

Queens Plaza Master Plan and Residences, New York City, NY



credit: SHoP Architects



Scope: Urban Design, Architecture

Reference: Patrick Shiels, Director,
Tishman Speyer, (212) 715-0361

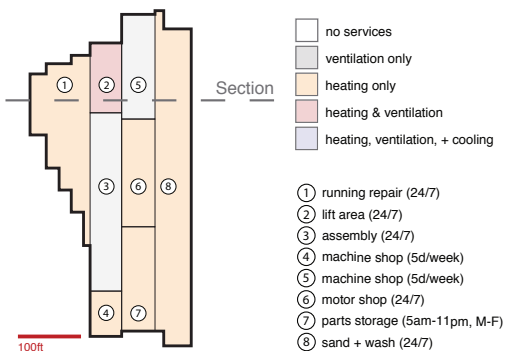
Project duration: 05/07 - 11/07

Queens Plaza, in Queens, New York, is an industrial brownfield site adjacent to both subway lines and a train yard in a burgeoning arts neighborhood. Tishman Speyer lead a development team to put in place a phased plan to build out 1.5 million square feet of residential area. Significant cost pressures on the design led to innovations in a panelized facade system that increased design detail, reduced cost, and expedited construction schedules.

Note: The QPR project represents the planning and design experience of VITAL's Noah Riley and Nash Hurley while they were working with SHoP Architects.

VITAL // SFMTA

Facilities Vision for the 21st Century



"VITAL was an integral part of the team. I would be very happy to have them on my teams in the future."

—David Prowler, Project Manager, Prowler, Inc.

Scope: Sustainability Planning

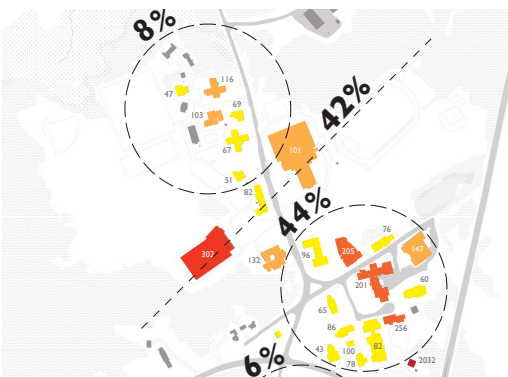
Reference: David Prowler - 415.544.0445

Project duration: 2/12 - 8/12

VITAL provided building systems and fleet operations assessment and recommendations as part of the "SFMTA Real Estate and Facilities Vision for the 21st Century." In partnership with David Prowler and Parsons Brinckerhoff, VITAL explored twenty-three SFMTA facilities and outlined and provided cost for sustainability projects that would help them meet San Francisco climate targets. Since the SFMTA fleet emits far more pollutants than its buildings, VITAL also assessed each facility based upon its efficiency at transporting people around the city. Finally, VITAL recommended design projects that will improve the health and well-being of SFMTA employees, the organization's most valuable asset.

VITAL // THE GOVERNOR'S ACADEMY

Framework Plan



"VITAL brings a high level of energy and fresh interdisciplinary ideas to generate engaging outcomes."

—David J. Neuman, Campus Planner for The Governor's Academy

Scope: Campus and Resource Planning

Reference: David J. Neuman, Campus Planner (434) 327-2495

Project duration: 4/12 - 8/14

VITAL partnered with David J. Neuman and the Office of Cheryl Barton to create a Campus Framework Plan for The Governor's Academy (TGA), the oldest continuously operated boarding school in the United States. As architect and systems designer, VITAL proposed and developed the New England Village as the guiding design concept for TGA campus development. The Campus Framework Plan incorporates over two years of research, design and capital planning phases into a robust framework for making real estate decisions over the next 10-15 years.

VITAL // JOE FRESH

5th Avenue New York Flagship Retail



Scope: Branded retail experience for Canadian fashion retailer included content development for the in-store displays, a documentary film experience, behind the scenes interviews and Times Square advertising.

Reference: Jason Losser, Creative Director, jlosser@joefresh.com

Project duration: 11/2011 - 6/2012

Joe Fresh is a Canadian retailer specializing in affordable fashion for the every day. During March of 2012, the company opened 5 stores in the New York area, including a flagship store on 5th Avenue. The challenge was to create a cohesive visual communication and retail design strategy that united these stores, while creating a singular experience at its 5th Avenue flagship. This branded retail experience included content development for the in-store displays, a documentary film experience featuring the Gordon Bunshaft architecture and Harry Bertoia sculptures, behind the scenes interviews with its founder Joe Mimran, and Times Square advertising.

VITAL // FIRECLAY

Retail Store & Headquarters



Scope: Branded retail experience to communicate Fireclay's long history of innovation with recycled materials with an eye toward future company growth

Reference: Eric Edelson, CEO,
eric@fireclaytile.com

Project duration: 6/2013 - 12/2013



"We want to make a mecca that people **want** to come to and that makes **learning** about tile easy."

—Eric Edelson, CEO, Fireclay Tile

VITAL's team, led by Nash Hurley, designed a new home for Fireclay Tile in San Francisco. To initiate the process, VITAL's designers worked alongside Fireclay's salespeople to map out the personas that would be visiting the new showroom. The retail experience of these personas became a touchstone for the client and VITAL's designers to evaluate and make collaborative design decisions. As the design progressed from concept into construction, Nash oversaw the development of the 3D model which held all the information required to communicate both the experience to the client and the construction information to the contractor. Fireclay is set to move into their new space in November of 2013.

OFFICE OF CHERYL BARTON

Landscape Architecture & Planning

WHO WE ARE

Office of Cheryl Barton (O|CB) is a nationally recognized design leader in the shift toward a more sustainable future through landscape architecture and green urbanism. Since the firm's inception in 1994, we have been committed to the creation of healthy cities, robust ecologies, and beautiful, habitable spaces, integrating a strong design ethic with the principles of regenerative thinking.

The O|CB studio is an integrated team of individuals with diverse backgrounds in architecture, fine arts, ecological planning, urban design, graphic design and plant science. Our practice is personal and intensive, allowing close collaboration with each other, clients, integrated design teams, and communities.

Our firm is well-versed in the challenges and technical strategies inherent in a sustainable design approach. We share a strong commitment to design excellence and critical dialogue as well as an ambition and passion for the creation of enduring and vital places that give thoughtful form to community, environment and culture.

SERVICES

- Site Programming
- Landscape Architecture
- Green Infrastructure
- Master Planning
- Urban Design
- Environmental Planning
- Sustainable Site Design and Assessment



Address Office of Cheryl Barton
146 Eleventh Street
San Francisco, CA 94103
office: 415.551.0090

Primary Contact Paul Sieron
psieron@toocb.com
415.551.0090 x21

DUNS Number 966998221

Certifications DBE with the County
Transportation Authority
under the California
Unified Certification
Program

OFFICE OF CHERYL BARTON



Cheryl Barton – RLA, FASLA, FAAR, LEED AP Design Principal

Cheryl Barton is a landscape architect, green urbanist and the creative director of the OICB studio in San Francisco, which she founded in 1994. She has established a national reputation for the seamless integration of design excellence and environmental intelligence in her work. Her approach is collaborative and idea-driven—based on the belief that landscape is a powerful medium that can transform human values as well as create inspiring physical settings.

WORK

Office of Cheryl Barton, San Francisco, CA, 1994–Present

Principal and Design Studio Director, EDAW, Inc., San Francisco, CA, 1986–1993

Director of Landscape Architecture, Gresham Smith & Partners, Nashville, TN, 1980–1985

Landscape Designer, Dan Kiley and Partners, Charlotte, VT

EDUCATION

Harvard University, Graduate School of Design, Cambridge, Mass., MLA, Landscape Architecture

Boston Architectural Center, Boston, Mass., Architectural Studies

Bucknell University, Lewisburg, Penn., BA, Fine Arts and Geology

AFFILIATIONS

Fellow, American Academy in Rome

Fellow and Past President, American Society of Landscape Architects

Bay Conservation and Development Commission, Design Review Board

PROJECT EXPERIENCE

City of Portland – The Fields Park, Portland, OR

SF Port and SF Redevelopment Agency – Rincon Park and Embarcadero Streetscape, San Francisco, CA

Gap, Inc. – Gap Urban Campus Headquarters, San Francisco, CA

Fort Baker Retreat Group – Cavallo Point: The Retreat at Fort Baker, Sausalito, CA

UCSF Capital Programs – Mission Bay Campus Sandler Neurosciences Courtyard + Pedestrian Ways, San Francisco, CA

SF Giants and SFRA – AT&T Park: Willie Mays Plaza, Streetscapes and Port Walk, San Francisco, CA

City of Richmond – Rosie the Riveter National Memorial + Marina Bay Park Master Plan, Richmond, CA

The Governor's Academy – Campus Framework Plan, Byfield, MA (with VITAL environments)

Confidential – Bay View Campus Master Plan, Mountain View, CA

SF Redevelopment Agency – Yerba Buena Connector and Stevenson Street, San Francisco, CA

Santa Clara Valley Medical Center – Campus Landscape Master Plan + Phase 1 Implementation, San Jose, CA

Stanford Law School – William H. Neukom Building + Crocker Garden Restoration, Stanford, CA

University of Virginia – South Lawn Project, Charlottesville, VA

Stanford University – McMurtry Art and Art History Building, Stanford, CA

Stanford University – The Anderson Collection Gallery, Stanford, CA

University of California, Santa Cruz – Institute of Arts and Sciences, Santa Cruz, CA

University of California, Davis – Jan Shrem and Maria Manetti Shrem Museum of Art, Davis, CA

The Huntington Library, Art Collection and Botanical Gardens – Education and Visitor Center, San Marino, CA

De Anza Community College – Media and Learning Center, Cupertino, CA

Palo Alto Medical Foundation – San Carlos Medical Center, San Carlos, CA

Stanford University – Bing Concert Hall, Stanford, CA

NPS / Presidio Trust – Thoreau Center for Sustainability, The Presidio, San Francisco, CA

Presidio Trust – Bay School, The Presidio, San Francisco, CA

Presidio Trust / The Walt Disney Family Foundation – The Walt Disney Family Museum, San Francisco, CA

Presidio Trust – Main Parade Master Plan, San Francisco, CA

University of California, Berkeley – Greek Theater Master Plan, Berkeley, CA

Presidio Trust – Building 38, San Francisco, CA

OFFICE OF CHERYL BARTON



Paul Sieron Design Principal

Paul Sieron is the Managing Principal at the OICB and has been with the firm since early 2011. Prior to joining Office of Cheryl Barton he was a Senior Partner with Peter Walker and Partners. His background encompasses a broad range of project types, both in the United States and internationally, with diverse client organizations, multi-disciplinary design teams and contractors. Paul's management and quality control skills have guided the conceptualization and implementation of numerous evocative and enduring landscapes.

WORK

Office of Cheryl Barton, San Francisco, CA, April 2011–Present

Senior Partner, Peter Walker and Partners, Berkeley, CA, 1996–January, 2011

Landscape Architect, Peter Walker William Johnson and Partners, Berkeley, CA, 1992–1996

Associate, William J. Johnson Associates, Ann Arbor, MI, 1982–1992

EDUCATION

The University of Michigan School of Natural Resources, MLA, Landscape Architecture

The University of Michigan College of Architecture and Urban Planning, BS, Architecture

PROJECT EXPERIENCE

Novartis AG – Novartis Campus, Basel, Switzerland

City of Portland – Jamison Square, Portland, OR

City of Portland – Pearl River District Framework Plan, Portland, OR

Confidential – Bay View Campus Master Plan, Mountain View, CA

Santa Clara Valley Medical Center – Campus Landscape Master Plan + Phase 1 Implementation, San Jose, CA

The University of Texas at Dallas – Master Plan, Dallas, TX

The Huntington Library, Art Collections and Botanical Gardens – Education and Visitor Center, San Marino, CA

City of Newport Beach – Newport Beach Civic Center and Park, Newport Beach, CA

Stanford University – Arts Precinct Master Plan, Stanford, CA

Stanford University – McMurtry Arts and Art History Building, Stanford, CA

Stanford University – The Anderson Collection at Stanford University, Stanford, CA

The Cleveland Clinic Foundation – The Cleveland Clinic Heart Center and Allée, Cleveland, OH

Copia – The American Center for Wine, Food, and the Arts, Napa, CA

United States General Services Administration – U.S. Federal Courthouse, Seattle, WA

Charles Tandy Foundation – Burnett Park, Fort Worth, TX

Chiron Corporation – Chiron Life Sciences Center, Emeryville, CA

City of Los Angeles – Barnsdall Park, Los Angeles, CA

United States Department of State – American Embassy, Beijing, China

United States General Services Administration – Southwest Federal Center, Washington, DC

IBM Corporation / C.J. Seyerstrom & Sons – South Coast Projects, Costa Mesa, CA

3com – Headquarters, Santa Clara, CA

Stanford University – Schwab Center, Palo Alto, CA

Deutsche Post AG – Deutsche Post, Bonn, Germany

University of California, San Diego – Library Walk, San Diego, CA

Samsung – Seocho, Seoul, Korea

Bayer AG – Bayer Headquarters, Leverkusen, Germany

City of St. Louis – Kiel Plaza, St. Louis, MO

OFFICE OF CHERYL BARTON



Jorge D. Abich – RLA, LEED AP Associate, Landscape Architect

Jorge Abich is a Landscape Designer at the Office of Cheryl Barton and has been with the firm since 2011. Prior to joining the office of Cheryl Barton he was an Associate Landscape Architect with Witkin Hults Design Group. Specializing in documentation and construction administration, Jorge has displayed expert insight and proficiency in the creation of public and private environments for a wide range of clients. His project experience ranges from residential design to the design of large scale urban projects.

WORK

Office of Cheryl Barton, San Francisco, CA, 2011-Present

Associate Landscape Architect, Witkin Hults

EDUCATION

University of Florida,
Gainesville, FL, BLA,
Landscape Architecture

AWARDS & HONORS

Urban Land Institute,
Woolbright "Dream Green"
Award, Sheridan Station TOD,
2009

FLASLA Merit Award,
Oakland/Fairfield
Redevelopment Initiative,
2007

PROJECT EXPERIENCE

City of Portland – The Fields Neighborhood Park, Portland, OR

Santa Clara Valley Medical Center – Campus Landscape Master Plan + Phase 1 Implementation, San Jose, CA

The Huntington Library, Art Collection and Botanical Gardens – Education and Visitor Center, San Marino, CA

UCSF Capital Programs – Mission Bay Campus Sandler Neurosciences Courtyard + Pedestrian Ways, San Francisco, CA

Confidential – Bay View Campus Master Plan, Mountain View, CA

Palo Alto Medical Foundation – San Carlos Medical Center Campus, San Carlos, CA

Stanford University – McMurtry Art & Art History Building, Stanford, CA

Stanford University – Anderson Collection at Stanford University, Stanford, CA

Stanford University – Bing Concert Hall, Stanford, CA

Peninsula Open Space Trust – Russian Ridge and Mindego Hill Commemorative Sites, San Mateo County, CA

University of California, Berkeley – Greek Theater Seismic Retrofit, Berkeley, CA

Private Owner – Cap Juluca Resort, Anguilla, British West Indies

Starwood Hotels and Resorts – "W" Hotel, Fort Lauderdale, FL

Santa Fe Senior Living Community – East Ridge Residential Village, Cutler Bay, FL

Wood Partners – Red Road Commons, South Miami, FL

Ram Development – Sheridan Station Transit-oriented Development, Hollywood, FL

Flaggler Development – Downtown Doral, Doral, FL

OFFICE OF CHERYL BARTON



Janice Nicol – ASLA Associate

Janice Nicol is an Associate and Landscape Designer at the Office of Cheryl Barton and has been with the firm since 2011. She received her Master of Landscape Architecture from the University of Texas at Austin and worked in the Bay Area as a designer at John Nicol & Associates and Bruce Jett Associates prior to joining the Office of Cheryl Barton.

With a background in fine arts, Janice seeks to enhance public space through thoughtful attention to the aesthetic and performative functions of landscape. Her project experience includes master planning, design and documentation of healthcare and technology campuses, university arts facilities, waterfront recreation spaces, and large-scale residential developments for diverse populations.

WORK

Office of Cheryl Barton, San Francisco, CA, 2011–Present

Landscape Designer, John Nicol & Associates, Walnut Creek, CA, 2010–2011

Landscape Designer, Bruce Jett Associates, Alameda, CA, 2011

Landscape Intern, Büro Kiefer, Berlin, Germany, 2009

EDUCATION

University of Texas at Austin, Austin, TX, MLA, Landscape Architecture, 2011

University of California at Santa Barbara, Santa Barbara, CA, BA, Studio Art and Comparative Literature, 2005

AWARDS & HONORS

UTSOA Graduate Service Award, 2010

Gerald D. Hines Student Urban Design Award, 2010
Veselka Travel Scholarship, 2010

University Olmsted Scholar, Landscape Architecture Foundation, 2009

PROJECT EXPERIENCE

Santa Clara Valley Medical Center – Campus Landscape Master Plan + Phase 1 Implementation, San Jose, CA

City of San Francisco – SFO Consolidated Administrative Campus Program, San Francisco, CA

The Huntington Library, Art Collections and Botanical Gardens – Education and Visitor Center, San Marino, CA

Stanford University – McMurtry Art and Art History Building, Stanford, CA

Stanford University – The Anderson Collection at Stanford University, Stanford, CA

Stanford University – Arts Precinct Master Plan, Stanford, CA

Confidential – Bay View Campus, Mountain View, CA

University of California, Davis – Jan Shrem and Maria Manetti Shrem Museum of Art, Davis, CA

City of San Francisco – North Beach Library and Park, San Francisco, CA

Confidential – Bay Trails Study and Planning, Mountain View, CA

Confidential – RT Jones Streetscape, Mountain View, CA

Bay Area Discovery Museum – Building 637 Concept Study, San Francisco, CA

Barcelon Associates – Wittenberg Manor Senior Care, Hayward, CA

Lawrence Livermore Laboratories – Sustainability Concept Plan, Livermore, CA

City of San Ramon / Shapell Homes – Alamo Creek Restoration, San Ramon, CA

Eden Housing – Peralta Senior Housing, Fremont, CA

University Medical Center Foundation of El Paso – Thomason Hospital Expansion, El Paso, TX

Amtrak – Intermodal Studies, Martinez, CA

Town of Discovery Bay – Park Enhancements, Discovery Bay, CA

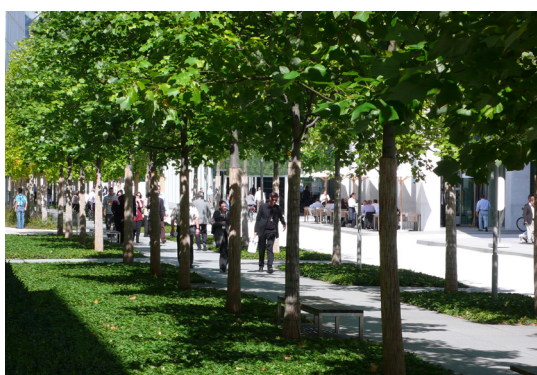
San Ramon Valley Unified School District – Campus Expansion Studies, San Ramon, CA

City of San Ramon / Shapell Homes – Hummingbird Park, San Ramon, CA

Livermore Valley Performing Arts Center – Performing Arts Center Plaza, Livermore, CA

OICB // NOVARTIS

Headquarters, Basel, Switzerland



"The Novartis Campus in Basel is a place of knowledge, innovation and encounter, where original thinkers from the worlds of science, architecture and art, along with doctors and Novartis staff, come together to share ideas and jointly work to build the world of the future."

—Novartis

Scope: Facility master planning, landscape implementation, and planning consultation long term for a 51-acre riverfront campus

Reference: Albert Buchmueller
PharmaBase Operations, Novartis
(t) 011.41.61.324.4614
albert.buchmueller@novartis.com

Project duration: 1999–2035 (ongoing)

The Novartis Campus is sequentially replacing the third generation of heavy industrial facilities on the banks of the Rhine with a premier R&D facility for a major pharmaceutical corporation. The highly contaminated site is being transformed into an environment of small scale structures and connecting open spaces created by many of the world's greatest architects. Refining, yet maintaining, the fundamental principals of the Project Master Plan has entailed an ongoing collaborative process.

Note: This project represents the planning, design and construction implementation experience of OICB's Managing Principal, Paul Sieron, while with another firm.

OICB // CITY OF PORTLAND

Fields Park / Jamison Square / Pearl District, Portland, OR



Scope: Planning, design and implementation for a new district open space master plan and two community parks

Reference: Zari Santner, Retired Director
Portland Parks and Recreation
(t) 503.816.4479

Project duration: 2007-2013



"The Fields is a beautiful addition to our city. It's a stellar new destination."

—Jonathan Maus,
bikeportland.org

Portland's River District was once a large area of abandoned railyards, warehouses and brownfields on the periphery of the city's commercial center. Largely due to an extensive Master Framework Planning effort, it is now a vibrant new commercial, office and residential district. Working within the City-approved Framework Plan for the 30-acre River District Open Space, a series of identifiable gateways, art walks, event venues, green streets and smaller neighborhood parks was designed. This extensive district Master Planning effort followed by detailed design, with community involvement throughout, has revitalized the district and spurred new development.

Note: The River District Framework Plan and the design/construction of Jamison Square represent the planning, design and construction implementation experience of OICB's Managing Principal Paul Sieron, while with another firm.

OICB // CITY OF SAN FRANCISCO

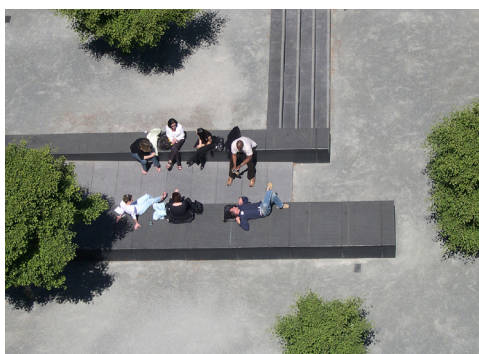
Rincon Park & Gap Plazas, San Francisco, CA



Scope: Planning, programming, design implementation and entitlement approvals of public waterfront park, plazas, rooftop garden and streetscapes

Reference: Amy Neches, Partner
TMG Partners (formerly at SFRA)
(t) 415.772.5900

Project duration: 1998–2003



“The purpose of the project is the conversion of this once blighted area into a new mixed-use waterfront neighborhood incorporating rehabilitation and new development.”

—City and County of San Francisco
Office of Community Investment and
Infrastructure
www.sfredevelopment.org

In the City’s effort to reclaim the land occupied by the Embarcadero Freeway, OICB was engaged to design a sequence of interconnected streets, plazas and parks that completed the final ‘green infrastructure’ along the San Francisco Central Waterfront. Envisioned as an open space for public respite, Rincon Park is a tilted green plane where residents and visitors can experience public art and spectacular Bay views. On-site remediation strategies were developed to isolate contaminated soils from the site’s former industrial maritime use. The northbound lanes of Embarcadero Parkway were relocated inland, freeing the water’s edge and creating broad linear connections for pedestrians and cyclists. OICB also designed—and championed the community involvement process for—pedestrian plazas, streetscapes and a roof-top garden plaza for Gap, Inc.’s flagship building on San Francisco’s waterfront.

OICB // SFRA

AT&T Park / Willie Mays Plaza / Port Walk, San Francisco, CA



"This plaza has it all."

—John King, Urban Design
Critic, San Francisco
Chronicle

Scope: Design and implementation for landmark public plaza, streetscapes and waterfront port walk

Reference: Amy Neches, Partner
TMG Partners (formerly at SFRA)
(t) 415.772.5900

Project duration: 1997–2000

Located in San Francisco's emerging South of Market neighborhood, AT&T Park is a classic urban baseball stadium with modern amenities. The facility is surrounded by iconic pedestrian plazas and streetscapes which frame the ballpark and connect it to its urban context. Willie Mays Plaza, the Port Walk, and Third and King Streets engage transportation nodes, adjacent civic spaces and the waterfront promenade. The project required an intensive agency review process and an extremely tight schedule to meet the Giants' Opening Day.

OICB // UCSF

UCSF Mission Bay Block 19, San Francisco, CA



Scope: Outreach, design and implementation of public plaza, streetscapes, and pedestrian corridor

Reference: Sandra Beck, AIA LEED AP
Associate Director, UC Berkeley Capital Projects
(formerly at UCSF Capital Programs)
(t) 510.664.4383

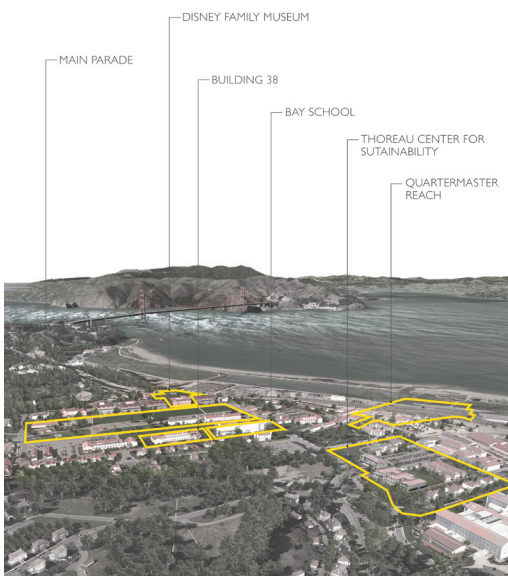
Project duration: 2011–2014

Building on the UCSF Campus Master Plan & Design Guidelines and a lively community outreach process, OICB's plan for the Mission Bay Campus Neurosciences Building and Rock Hall site creates a vibrant urban courtyard accommodating multiple circulation patterns and small and large gatherings within a verdant setting. The design is informed by the former 'tidal flat' landscape of Mission Bay.

5th Street becomes a pedestrian path that will link to the future Mission Bay Commons and to the broader neighborhood.

OICB // PRESIDIO TRUST

Presidio Main Post Projects, San Francisco, CA



Scope: Planning, programming, design and implementation for numerous projects.

Reference: Chandler McCoy, Associate Director of Planning, Presidio Trust
(t) 415.561.5369

Project duration: 2000–2013



“Transferred from the Army to the National Park Service in 1994, the Presidio offers forests, creeks, trails, views, architecture, and history for today’s park visitors.”

—Golden Gate National Parks Conservancy

As the ‘green heart’ and center of activity for the Presidio National Park, the evolution of Main Post has been a critical step in the transformation from Military Base to Public Resource. For over 10 years, OICB has been involved in this evolution through the visioning, planning and design for several key projects, including the Disney Family Foundation Museum and the Main Parade Master Plan.

Ecosystems, habitats and stormwater conveyance have been revitalized and reconnected as green infrastructure. The result is an emerging model of an international urban park.

OICB // EQUITY COMMUNITY BUILDERS

Cavallo Point Redevelopment, Sausalito, CA



Scope: Master planning and design for the adaptive reuse and new construction of a 40-acre bay-front former military post.

Reference: Tom Sargent, Principal
Equity Community Builders
(t) 415.561.6200 x202

Project duration: 2001-2008



“Fort Baker’s post-to-park transition was truly a collaborative effort that brought together the entire community.”

—Hon. Nancy Pelosi

The ‘post-to-park’ transformation of Fort Baker to Cavallo Point demonstrates the potent interrelationship between sustainable, contemporary design and cultural landscape rehabilitation. Adaptive reuse of this 40-acre National Landmark District resulted in a state-of-the-art conference center, the restoration of endangered habitat and the regeneration of 27 acres of public open space. Based on the minimalist and utilitarian character of the former military outpost, the landscape design subtly transforms the site for human comfort. The most dramatic transformation was the restoration of the coastal scrub habitat with genetic natives—58,000 plants propagated from seed harvested on the site. The project attained LEED Gold Certification, due in large part to its green infrastructure strategies.

PROJECT DESCRIPTION

Summary of the developer's proposed project description for Site B by commercial product type consistent with the completed and draft entitlements for Alameda Point. No designs or architectural renderings or site plans of proposed development for Site B should be included at this stage of the selection process.

We anticipate developing Site B with up to 2.5 million square feet of commercial, including approximately 50,000–150,000 square feet of ground floor retail to help create a more truly mixed-use neighborhood. The wide ranges on the retail and commercial square footage is driven by the level of uncertainty of market demand and the likelihood that absorption will be lumpy as users intermittently take large blocks of space followed by periods of inactivity due to economic and real estate cycles.

Within the commercial use category, we anticipate the vast majority being office and R&D space, primarily large single-user spaces. A limited amount could be second-story spaces above retail spaces in the Eastern Waterfront district of the site. Some light industrial may also be viable, although this use is a better candidate for existing buildings and the reuse district as the economics of new light industrial generally do not support new development. A retail outlet mall could be an amazing amenity and tax revenue generator for the City, but there are a limited number of outlet developers and owners capable of this type of the development. We will systematically pursue each viable prospect, encouraging interest and potentially creating competition between several sponsors. Alternatively, we may find that there is not the appetite for this scale of retail development at Alameda Point due to the distance from major freeways and regional transit, and the traffic complications that a large retail user may pose for the Webster Tube.

Within the commercial use category, there is also a possibility of a hotel (either boutique, or in the range of 150 rooms), but until substantial residential and commercial development has taken place at Alameda Point, this is not likely to be a viable use. It may be suitable for later phases of development, and we'd encourage the exploration of placing it on a public trust parcel along the western edge of Site B since it is one of the few land uses that is allowed within trust lands.

Within the retail use category, we anticipate the vast majority as cafes, restaurants and bars, located primarily within the Eastern Waterfront (the northwest corner of

Site B) to help anchor the urban core. We also anticipate some smaller ground floor spaces (coffee, dry cleaning, banks) to serve office tenants scattered throughout the district, especially to the east and south in buildings further away from the urban core, likely concentrated along Pacific Avenue.

Finally, we are in full agreement with the "Phase Zero" concept outlined in the draft Town Center and Waterfront Precise Plan. Establishing interim uses in this northwest zone of Site B addresses phasing limitations created by both the Navy's conveyance/cleanup schedule and market limitations on supporting retail prior to more significant build-out, and is a great way to introduce amenities and excitement early in the development of the project.

This is our initial impression of the correct use and product mix for Site B. We anticipate working in partnership with the City of Alameda and the community to significantly refine the above, with the end goal being the creation of a dynamic employment center and exciting urban core for Alameda Point that successfully delivers all of the expected public benefits in a financially viable manner.

PREVIOUS EXPERIENCE

OVERVIEW

MBDG has unparalleled breadth and depth of development experience that is directly relevant to Alameda Point. On the following pages we highlight seven projects that illustrate this extensive experience:

- Mission Bay (San Francisco, CA)
- Bayport (Alameda, CA)
- LBNL Pursuit (Alameda, CA)
- Potrero Power Plant (San Francisco, CA)
- 19th and Broadway (Oakland, CA)
- West Bluff (Playa Del Rey, CA)
- Santa Fe Depot (San Diego, CA)

RELEVANCY

Each of these projects has contributed to our project team's knowledge base in a way that positions us perfectly to tackle the Site B development opportunity:

Entitlements and Community Outreach. Mission Bay, Bayport, Potrero Power Plant, 19th and Broadway, and West Bluff all involve a wide range of entitlement activities: CEQA, zoning and general plan amendments, state and federal agency permits, flood plain mapping, subdivision and infrastructure improvement plans, phased land planning, design review and building permits. Each project also involves substantial community outreach: at Mission Bay alone there have been approximately 300 community meetings since the process started in the mid-1990's, and we continue to hold monthly meetings of our Citizens' Advisory Committee (CAC) to ensure that our engagement with the community continues past the entitlement stage and throughout the implementation stage. The LBNL pursuit included working with staff to organize a standing-room only presentation to LBNL at the Alameda Point auction house theater to demonstrate community support.

Infrastructure Development and Phasing. At Mission Bay, our team has developed over \$500 million of phased infrastructure serving a 303 acre multi-phased redevelopment site. In Alameda we oversaw phased infrastructure of approximately \$100 million (backbone and intract combined) for the 87 acre Bayport site.

Commercial Development. Mission Bay involves approximately 3.7 million square feet of new office, lab, and medical office, and another 4 million+ square feet of institutional research campus, education and hospital facilities. Approximately 50% of the commercial space at Mission Bay is already built out, with another 15% anticipated to commence construction in the next 12 months.

"Build-To-Suit" Development. MBDG has pursued build-to-suit opportunities with UCSF at Mission Bay, and with LBNL in the LBNL pursuit. In both cases, we have partnered with Edgemoor and Clark Construction to strengthen the depth and capabilities of our team, and would anticipate doing the same for potential build-to-suit opportunities at Site B.

Retail Outlet Development. MBDG has not engaged in retail outlet development, but our Managing Principal has experience underwriting the development and acquisition of this kind of real estate from his 13 years in lending and equity investing. Thanks to significant partnerships between Farallon Capital Management (the Managing Principal's place of employment for nine years prior to starting MBDG) and Simon Property Group (the largest REIT in the country with an extensive portfolio of premium outlet malls), and the Cordish Company (a Baltimore-based developer with retail outlet development experience), our Managing Principal has valuable industry contacts in this sector.

Waterfront Development and Water Transportation. Mission Bay, LBNL pursuit, the Potrero Power Plant and Santa Fe Depot are all waterfront developments, with all but Santa Fe Depot located adjacent to the San Francisco Bay. Led by efforts of the Port of San Francisco, there is ferry service currently provided to Mission Bay for Giants games, and with the introduction of the Warriors arena and the continued build-out of Mission Bay and adjoining areas, we are anticipating further dialogue regarding expansion of ferry service plus possible water taxi service.

Sustainable Design and Development. Mission Bay, Potrero Power Plant, 19th and Broadway and Santa Fe Depot are all transit oriented developments with one or more stops within or directly adjacent to the sites. Mission Bay and Bayport included significant storm water

treatment facilities in their right-of-ways and parks, including the use of bio-swales and bio-retention ponds. The Potrero Power Plant project is planned as an eco-district with integrated resource management (energy, water, wastewater, food) in both the infrastructure and the buildings.

Sensitivity to Environmental Protections. Mission Bay and the Potrero Power Plant have substantial shoreline along the bay with habitat considerations, especially in the development of waterfront parks and shore edge stabilization. West Bluff sits directly above an incredibly sensitive habitat and wetland which required significant slope stabilization and avoidance of runoff sediment.

Large Scale Multi-Year, infill and Brownfield Redevelopment. Mission Bay is a 303 acre former rail yard with an extensive Risk Management Plan (RMP) developed in conjunction with both the water board and DTSC. Bayport is former Navy property. The LBNL pursuit involved a significant portion of Site B, including all the logistics of commencing construction prior to completion of the Navy's ongoing phased clean up. The Potrero property is a former power plant with an RMP under negotiation and, just like Alameda Point, we have to work around and structure our phasing to accommodate ongoing clean up by the former owner (PG&E).

Public/Private Financing. Mission Bay's infrastructure is financed with a combination of tax increment bonds, CFD bonds, direct increment and CFD collections, and a series of state and federal grants. At Mission Bay alone we have managed the issuance of over \$450 million of tax increment and CFD bonds. At Bayport there was a combination of tax increment, ARRA and BWIP bonds used to finance the infrastructure. At the Potrero Power Plant, we're working with the Port of San Francisco on inclusion of the property in an infrastructure financing district (IFD).

Aggressive Transportation Strategies and Transportation Demand Management. Mission Bay has a very active Transportation Management Association (TMA) that engages in major tracking of modes of transportation of both residents and workers, and includes a robust shuttle system linking the Mission Bay Project to BART and the Transbay Bus Terminal, downtown San Francisco's regional transit hubs.

Project Labor Agreements and Local Hire Programs. Mission Bay has had a Project Labor Agreement in place since the beginning of the project. Our development team has extensive experience working with contractors, the city, and local training and hiring centers to meet local hiring and other inclusionary contracting goals. We even changed our approach to phasing, sizing and bidding of infrastructure projects to improve access for smaller, minority-owned, women-owned and local-hiring firms.

LESSONS LEARNED

Each of these projects has also provided valuable lessons learned. Here are some of the most relevant to the Site B development opportunity:

STRONG PUBLIC / PRIVATE PARTNERSHIPS ARE MAINTAINED THROUGH OPEN COMMUNICATION AND A GENUINE TEAM APPROACH

Mission Bay // LBNL Pursuit

Large scale, multi-year projects like Mission Bay taught us the importance of open and clear communication with our public partner staff and elected officials. So often development projects can devolve into adversarial roles between public and private sector, but it's impossible to work side-by-side with people for over a decade with that approach. Honest communication around the motivations and rationale for specific decisions, and recognition of the equal value of both parties' goals is essential to a successful long term relationship. If we're not a team, the outside world of potential builders, tenants, and institutions will pick up on it and choose to build or locate somewhere else; they have choices, and no one wants to select a project that at its core has a dysfunctional relationship between the stakeholders.

Conversely, the power of truly operating as a team is tangible. When we worked together in pursuing LBNL to come to Alameda Point, we remember with great pride the feedback we received from their selection team, how impressed they were in our community presentation and site tour – the seamlessness with which staff, elected officials, community members and development team conveyed a consistent message around the project really resonated with LBNL and stood in stark contrast with some of their other options.

BEWARE OF BUILDER CONCENTRATION

Mission Bay // Santa Fe Depot

When you find great builders who are interested in developing at your project, it's hard to resist conveying significant chunks of land to them. There are huge efficiencies to repeat business – reuse of transaction documents, familiarity with project risks that lowers the likelihood of non-performance, and solid working relationships between firms. However, at both Mission Bay and Santa Fe Depot, whenever we allowed a single builder to develop a concentration of sites, whether

residential or commercial, the pace of development slowed dramatically.

The reality is any individual builder is inclined to only build a limited amount of product in a given market at a given time. It's a natural risk adverse approach that is reinforced by builders' equity investors and lenders. Yet it can kill the momentum of a project, prolong the disruption of ongoing construction to existing tenants and residents, and can cause waste and idling of significant infrastructure investments made in anticipation of more rapid build-out.

INFRASTRUCTURE IS AN OPPORTUNITY IN OF ITSELF

Mission Bay // Bayport // Potrero Power Plant

Often infrastructure is seen purely as an obstacle, a burden development must carry in order to reach fruition. But the reality is the space between buildings, connecting buildings, and connecting people to one another and to nature is experienced just as frequently, and has just as much impact on the experience of a neighborhood as does the built environment. As we've experienced at Mission Bay and Bayport, the dimensions really matter for the pedestrian experience: certain streets have a more intimate, human scale, and these streets are intrinsically appealing. Parks which connect people to the water, streets which provide safe, calm routes for all users and transportation modes – these are some of the most heavily-used public spaces within Mission Bay.

Paving and parks in both these projects also do double duty, not only providing important routes and spaces for people, but also handling and treating significant storm water flows. As we plan out the redevelopment of the Potrero Power Plant, we are ambitiously setting out to create a true eco-district, one where resource management – power, water, wastewater, food – is integrated into both the building and the infrastructure design to ensure maximum conservation and sustainability. We are even exploring means of "future proofing" the infrastructure to allow for easier substitution as new, more sustainable technologies are developed.

PROVIDE OPPORTUNITIES FOR SHARED RISK AND REWARD AT EACH STAGE OF DEVELOPMENT WITH PARTNERS

Bayport // West Bluff

Property undergoing redevelopment has a lot of uncertainty around true value, and lot of perceived risk in the market. There is often a lack of comparable transactions to help establish values and lend comfort that a particular product will reach market acceptance, and that's if the project is even able to successfully overcome entitlement hurdles.

In both the Bayport and West Bluff projects, we worked with our partners (the City and Warmington Homes in Alameda, and Catellus and Standard Pacific Homes in West Bluff) to allocate shared risk and provide for profit sharing in the final sale of homes. By structuring the transactions in this manner, it ensured that all parties were aligned, compensated for risk, and that no one group experienced a windfall at the other's expense.

DEVELOPMENT ULTIMATELY COMES DOWN TO THE ABILITY TO REMOVE OBSTACLES AND OVERCOME MARKET OBJECTIONS

Mission Bay // Potrero Power Plant // 19th and Broadway // LBNL pursuit

At Mission Bay our last development parcel was a triangular site pinned against the I-280 freeway and Caltrain tracks. No one in the market understood how you could fit almost 700,000 square feet of office on the site and have it be appealing to tenants. So we set out to design a series of buildings that are phase-able, appealing to both builders and tenants, and tie into very desirable adjoining neighborhoods in a way that the market initially missed. We recently sold that site to a national public office REIT for \$95 million.

In 2011 redevelopment was dissolved by the State of California, completely upending the main source of infrastructure financing for our Mission Bay project. For the next 2.5 years, we worked tirelessly in Sacramento to make sure that the Mission Bay project agreements would be honored, and at the beginning of this year we issued \$58 million of tax increment bonds, the first new money issuance in the State of California since dissolution.

At the Potrero Power Plant, the current owner had been working for years to try to get PG&E to lift a deed restriction against residential uses, a seemingly insurmountable obstacle to genuine mixed-use development on the site. Many other developers passed on the opportunity to submit for the RFP for this site because of this obstacle. Once selected, we worked tirelessly with the owner and PG&E to develop a solution, a formula for allocating risk that finally overcame PG&E's objection to lifting the deed restriction, but without subjecting the owner and future development to undue cost or risk.

At 19th and Broadway in Oakland, we spent six months convincing capital that Oakland was worth the risk. We leveraged relationships and knowledge of the entitlement process to advance a CEQA infill exemption while entitling 300 units of residential. And now we're receiving multiple inquiries as to whether we'd sell the site. Developers and investors new to the Oakland market are starting to pursue adjoining deals more aggressively, spreading the benefit of our investment of time and resources to the surrounding neighborhood.

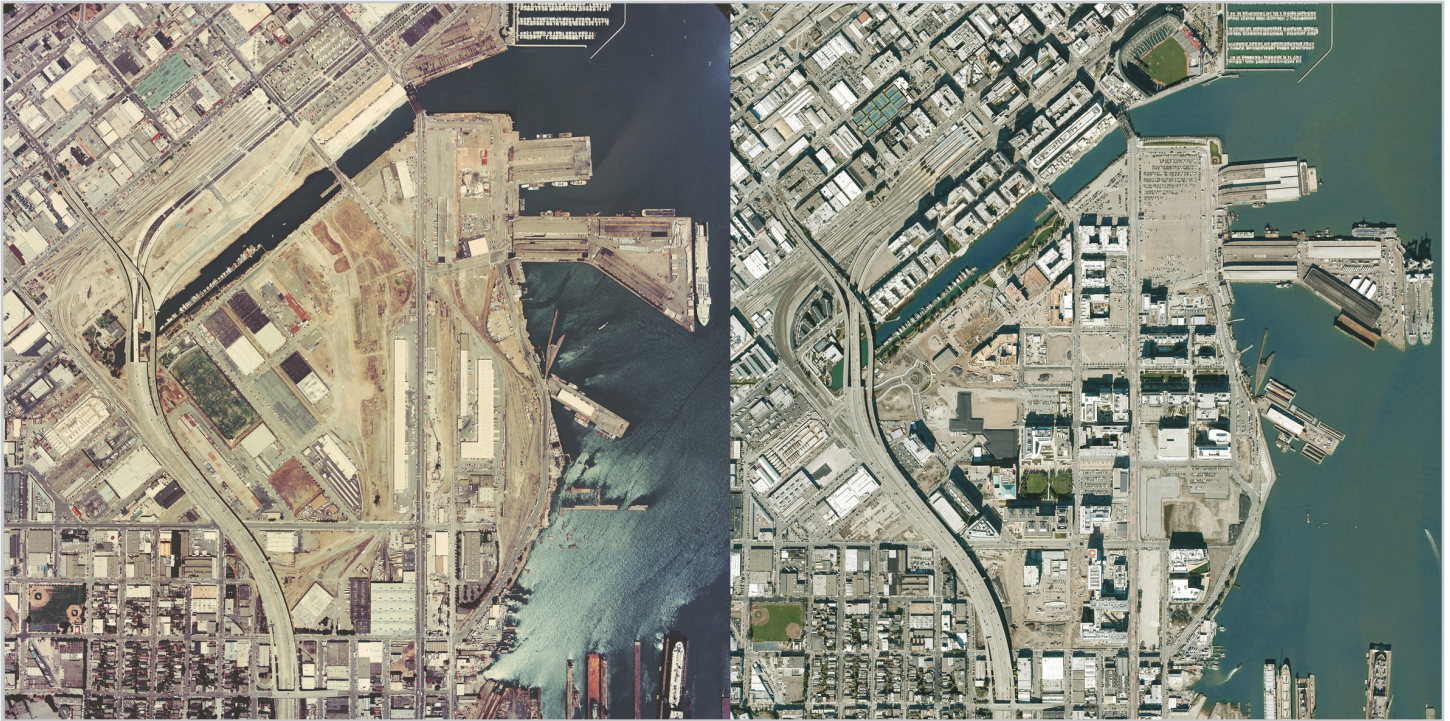
During the LBNL pursuit, we worked with staff to identify all the reasons LBNL might object to locating at Alameda Point, and then systematically began to tackle each obstacle. We gathered consultants to answer technical concerns regarding soils, contamination, sea level rise, and power availability. We worked behind the scenes with staff to help advise and advance the EDC conversations with the Navy so LBNL wouldn't have to wrap their head around how a LIFOC would ever translate into them becoming fee owners of the project. We personally drove different routes at different times of day between the campus and Alameda Point and spent hours developing a simplified story around access to allay LBNL transportation concerns. We created a marketing brochure to tell a story around amenities to help address uncertainty in the build-out of Alameda Point's retail. We created renderings and set up a point-by-point physical tour covering most of Site A and Site B to help their selection team imagine how it could transform from its current condition into an amazing campus.

Transformative development comes down to a tenacious and relentless pursuit of removing obstacles and overcoming market objections. Many in the real estate industry simply move with the tides, making money each cycle following trends and capital flows, and basically mothball their operations during downturns. They take on projects in markets only once they see other developers

active in the same market. Large scale multi-year infill redevelopment requires a different level of commitment, a different appetite for risk, a different willingness to maintain momentum and transact when others are looking for the door. We are that development team.

MISSION BAY

San Francisco, CA



Mission Bay, San Francisco
Year: 2000

Mission Bay, San Francisco
Year: 2014

The Mission Bay Project, a public/private partnership with the former San Francisco Redevelopment Agency, involves the transformation of a 303 acre former rail yard into a vibrant, high-density, transit-oriented community. This brownfield infill site adjacent to the SF Giants baseball stadium is fully entitled for, and under construction with:

- 6,400 units of residential, 30% affordable
- 3.7 million sf of office and biotech space
- a new Golden State Warriors arena
- 2.65 million sf UCSF Research Campus
- 550 bed UCSF Medical Center
- 285,000 sf of retail
- 250 room hotel
- A new school, police and fire station and library
- 49+ acres of public parks and open space, providing vastly improved access to the waterfront.

At Mission Bay, \$700 million of investment in new public infrastructure and parks is being leveraged to generate \$12+ billion in new investment from private developers, users, and institutions. This community will be home to an estimated 11,000 new residents, promoting smart growth by placing housing and jobs directly adjacent to transit. With an estimated 30,000 jobs at full build-out in critical fields like biotech, healthcare, technology and education, Mission Bay creates a hub for innovation and economic growth for the city, region and state.





Completion Date: Estimated early-mid 2020's, depending on UCSF's final phases (vast majority completed by 2019)

Developer Structure / Team: MBDG as master developer with FOCIL-MB, LLC (Farallon entity) as capital partner. Build infrastructure and sell land parcels to individual builders (completely sold out in 2014)

Project Management Staff: Seth Hamalian, Erica Wray, Luke Stewart, Stephanie Williams, Joe Antonio

Costs: Approximately \$700 million in infrastructure/master development; over \$12 billion estimated in full vertical build out

Sources of predevelopment funds: Farallon

Sources of construction financing: Farallon (infrastructure); various REITs, lenders and UCSF/State of California (vertical construction)

Long-term financing: Tax increment and CFD bonds (infrastructure); various REITs, lenders and UCSF/State of California (vertical construction)

Equity funding or financing: Farallon (infrastructure); various REITs, UCSF and other builders (vertical construction – see included map for parcel by parcel listing)

Other working capital: Same as equity, plus: State of California Prop 1C TOD grant; Federal TIGER grant; DTSC environmental clean-up grants, and; early CFD bond issuances

Reference: Catherine Reilly, Project Manager – Office of Community Investment and Infrastructure (OCII); Successor Agency to the Redevelopment Agency of the City and County of San Francisco, 1 South Van Ness Avenue, Fifth Floor, San Francisco, CA 94103 415-749-2516 (direct) /// catherine.reilly@sfgov.org

BAYPORT

Alameda, CA



As part of the Defense Base Relocation and Closure Act (BRAC), the US Navy designated 87 acres of the former Alameda Naval Air Station and the Fleet Industrial Supply Center and East Housing Area to be closed and redeveloped. This brownfield site was transformed through a public/private joint venture, to create Bayport Alameda: a vibrant, sustainable, mixed-income community designed according to New Urbanist principles of traditional neighborhood development.

All of the community's homes are clustered around a centrally-located K-8 public school and a 4-acre community park, and four smaller pocket-parks are also located throughout the project area. 485 single-family and duplex homes, as well as 62 units of multi-family affordable housing, line up along the pedestrian-friendly grid of tree-lined streets, creating an appealing human-scaled environment with a strong sense of place.

Automobiles enter garages through alleys, reserving the main streets for pedestrians and bikes. These alleyways were designed with a dual purpose: not only do they allow for vehicular and service access, but they also help to collect and channel storm water, eventually depositing runoff into an on-site bioretention treatment pond, achieving 100% on-site storm water treatment.





Completion Date: 2009 (last homes sold); Infrastructure loan close-out (September 2012)

Developer Structure / Team: MBDG as master developer with FOCIL-BP, LLC (Farallon entity) as capital partner/infrastructure lender, in partnership with Warmington Homes (private homebuilder) and the City of Alameda

Project Management Staff: Seth Hamalian and Erica Wray

Costs: Approximately \$330 million

Sources of predevelopment funds: Farallon

Sources of construction financing: Farallon (infrastructure); Bank of America (homebuilding)

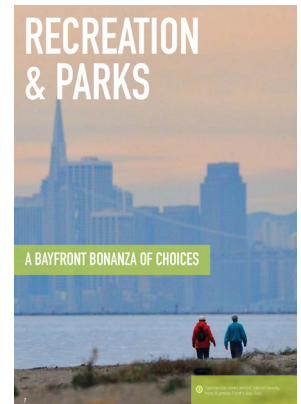
Long-term financing: Tax increment bonds (infrastructure); Individual home buyers' mortgages (homes)

Equity funding or financing: Farallon (infrastructure); Farallon and Warmington Homes (homebuilding)

Other working capital: same as equity, plus ARRA and BWIP bonds

Reference: Richard (Rocky) Fried, Managing Member - Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 2100, San Francisco, CA 94111
(415) 421-2151 // rfried@faralloncapital.com

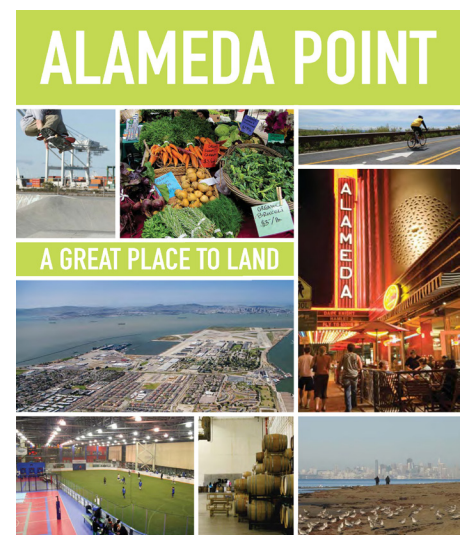
LBNL PURSUIT Alameda, CA

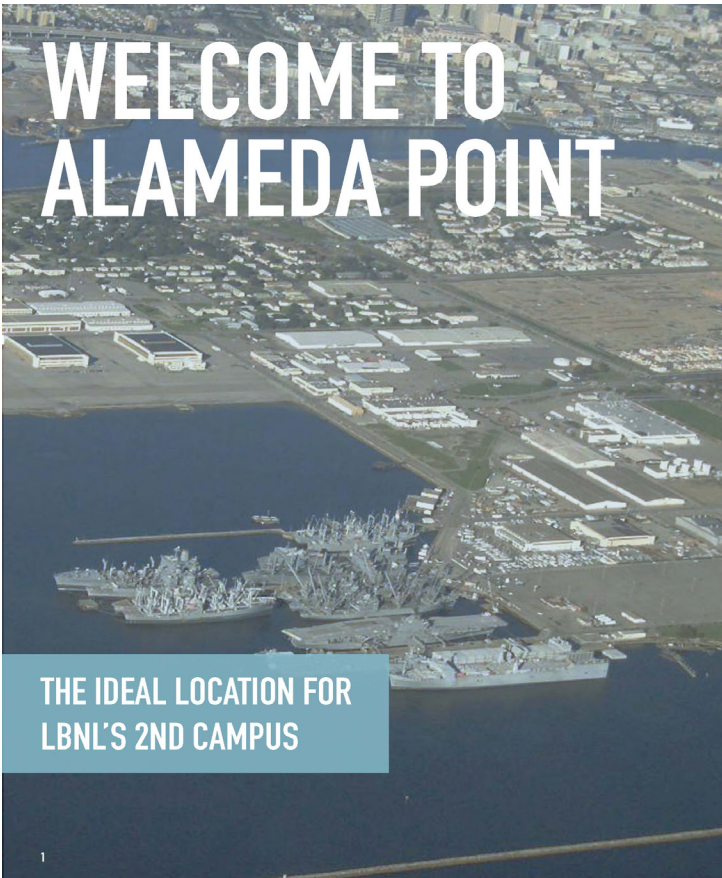


In January 2011 Lawrence Berkeley National Laboratory (LBNL) initiated a site selection process for a second campus location. The City of Alameda submitted an application and was informed it would need to select a development partner to meet LBNL's requirements for the next stage of the RFP process.

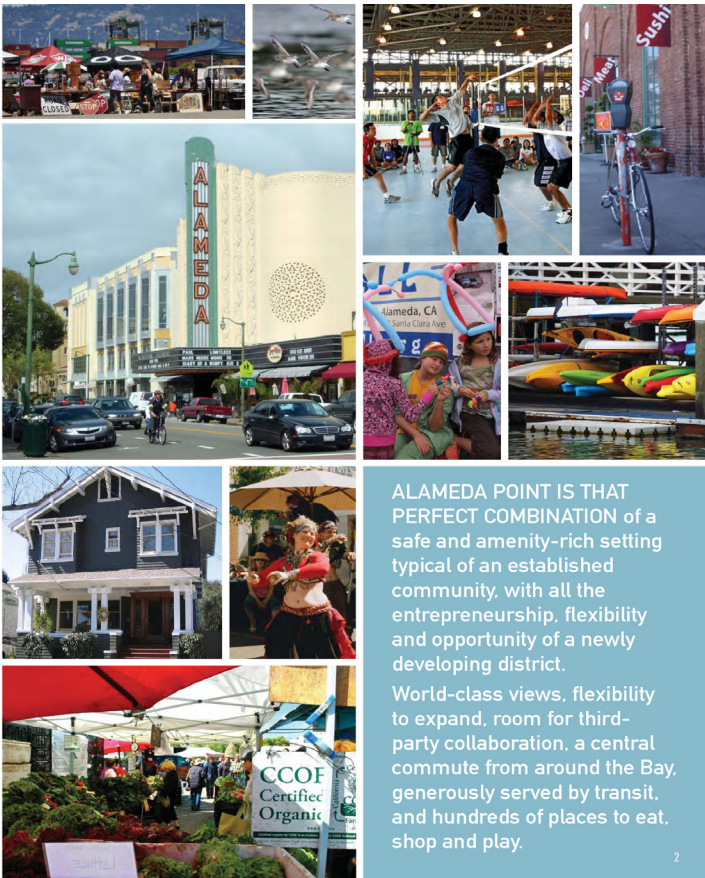
MBDG and Edgemoor (Clark Construction's development arm) teamed together and in Spring 2011 were selected from an impressive pool of developer candidates to represent the City of Alameda in the pursuit of an LBNL second campus at Alameda Point. The proposal included donating land to LBNL in an effort to land an anchor tenant that would catalyze development at Alameda Point, a technique used effectively at Mission Bay with UCSF as the anchor. The development team worked hand-in-hand with staff, community members and elected officials for the next seven months to respond to extensive land planning, budgeting and technical information requests, and made multiple presentations to LBNL stakeholders on the merits of Alameda Point.

Alameda Point was shortlisted, but ultimately LBNL selected the Richmond Field Station, a UC Berkeley owned property, for its second campus. Nevertheless, the pursuit process provided valuable opportunities for staff and the development team to work collaboratively on eliminating obstacles to future development, and represented the first time stakeholders reached broad-based consensus and rallied unified support for a specific development at Alameda Point.





THE IDEAL LOCATION FOR
LBNL'S 2ND CAMPUS



ALAMEDA POINT IS THAT PERFECT COMBINATION of a safe and amenity-rich setting typical of an established community, with all the entrepreneurship, flexibility and opportunity of a newly developing district.

World-class views, flexibility to expand, room for third-party collaboration, a central commute from around the Bay, generously served by transit, and hundreds of places to eat, shop and play.

A SENSE OF COMMUNITY

Safe Neighborhoods and Excellent Schools



- Public Community Center
- Public Library
- Public Space for Children
- Public Space for Adults
- Public Space for Seniors
- Public Space for Youth
- Public Space for Families
- Public Space for Pets
- Public Space for Bicycles
- Public Space for Dogs
- Public Space for Cats
- Public Space for Fish
- Public Space for Birds
- Public Space for Insects
- Public Space for Plants
- Public Space for Trees
- Public Space for Water
- Public Space for Air
- Public Space for Earth
- Public Space for Fire
- Public Space for Wind
- Public Space for Light
- Public Space for Sound
- Public Space for Smell
- Public Space for Taste
- Public Space for Touch
- Public Space for Feeling
- Public Space for Thinking
- Public Space for Dreaming
- Public Space for Living
- Public Space for Loving
- Public Space for Learning
- Public Space for Growing
- Public Space for Changing
- Public Space for Becoming
- Public Space for Being
- Public Space for Existing
- Public Space for Continuing
- Public Space for Improving
- Public Space for Creating
- Public Space for Making
- Public Space for Doing
- Public Space for Having
- Public Space for Using
- Public Space for Enjoying
- Public Space for Experiencing
- Public Space for Understanding
- Public Space for Knowing
- Public Space for Remembering
- Public Space for Forgetting
- Public Space for Missing
- Public Space for Wanting
- Public Space for Needing
- Public Space for Desiring
- Public Space for Hoping
- Public Space for Expecting
- Public Space for Anticipating
- Public Space for Looking Forward
- Public Space for Looking Back
- Public Space for Looking Around
- Public Space for Looking Up
- Public Space for Looking Down
- Public Space for Looking In
- Public Space for Looking Out
- Public Space for Looking At
- Public Space for Looking Through
- Public Space for Looking Over
- Public Space for Looking Under
- Public Space for Looking Between
- Public Space for Looking Among
- Public Space for Looking Within
- Public Space for Looking Without
- Public Space for Looking Beyond
- Public Space for Looking Ahead
- Public Space for Looking Behind
- Public Space for Looking Beside
- Public Space for Looking Opposite
- Public Space for Looking Across
- Public Space for Looking Against
- Public Space for Looking With
- Public Space for Looking Without
- Public Space for Looking By
assistant



Completion Date: January 2012

Developer Structure / Team: Partnership between MBDG and Edgemoor (development arm of Clark Construction) working on behalf of the City of Alameda under an ENA to bring LBNL to Alameda Point

Project Management Staff: Seth Hamalian, Luke Stewart

Costs: Primarily sweat equity (MBDG and Edgemoor staff, and many consultants agreed to volunteer time as well)

Sources of predevelopment funds: MBDG, Edgemoor and Clark Construction

Sources of construction financing: NA

Long-term financing: NA

Equity funding or financing: NA

Other working capital: NA

Reference: Geoffrey Stricker, Managing Director
Edgemoor Infrastructure & Real Estate
7500 Old Georgetown Road, Bethesda, MD | 20814
(301) 272-2990 /// geoffrey.stricker@edgemoordevelopment.com

POTRERO POWER PLANT

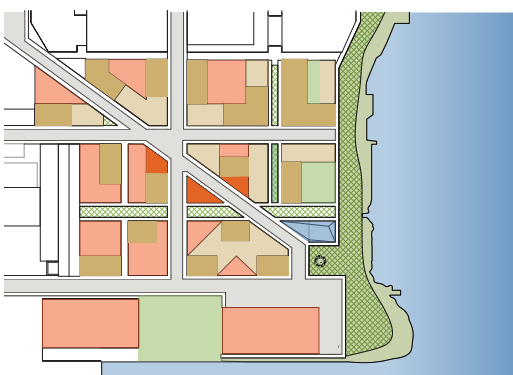
San Francisco, CA



The former Potrero Power Plant is an approximately 22 acre waterfront site located directly south of Pier 70 and Mission Bay in San Francisco. In the 1890's the site was home to a sugar refinery owned by Claus Spreckles who built his own power plant to power the refinery and sell power to neighboring industrial users. The power plant was purchased by PG&E and over time came to supply 1/3 of San Francisco's electrical demand. A transbay cable project built in the late 2000's between Pittsburg and San Francisco provided the city with an alternative source of power, and in January 2011 the plant was decommissioned.

The current owner, a publicly-traded independent power producer NRG Energy (NYSE: NRG) engaged MBDG to re-entitle the site into a dynamic mixed-use community. Development of this brownfield site will require coordination of phasing with PG&E who is in the process of remediating pockets of subsurface contamination. Currently located on site is NRG's Station A team, an internal disruptor charged with changing the way energy is produced and consumed. The goal of redevelopment of the site is to create a model ecodistrict where resources (energy, water, wastewater and food) are conserved and sustained through active management and implementation of cutting-edge infrastructure and building design technology.





Completion Date: Estimated mid-2020's

Developer Structure / Team: MBDG is charged with entitling the project for a subsidiary of NRG Energy, Inc (a publicly traded power company - NYSE:NRG), the owner of the property; working with VITAL on the land planning and sustainability strategies

Project Management Staff: Seth Hamalian, Luke Stewart, Erica Wray

Costs: Total development is estimated at over \$1.5 billion

Sources of predevelopment funds: NRG subsidiary (property owner)

Sources of construction financing: TBD, likely similar to Mission Bay

Long-term financing: TBD, likely similar to Mission Bay

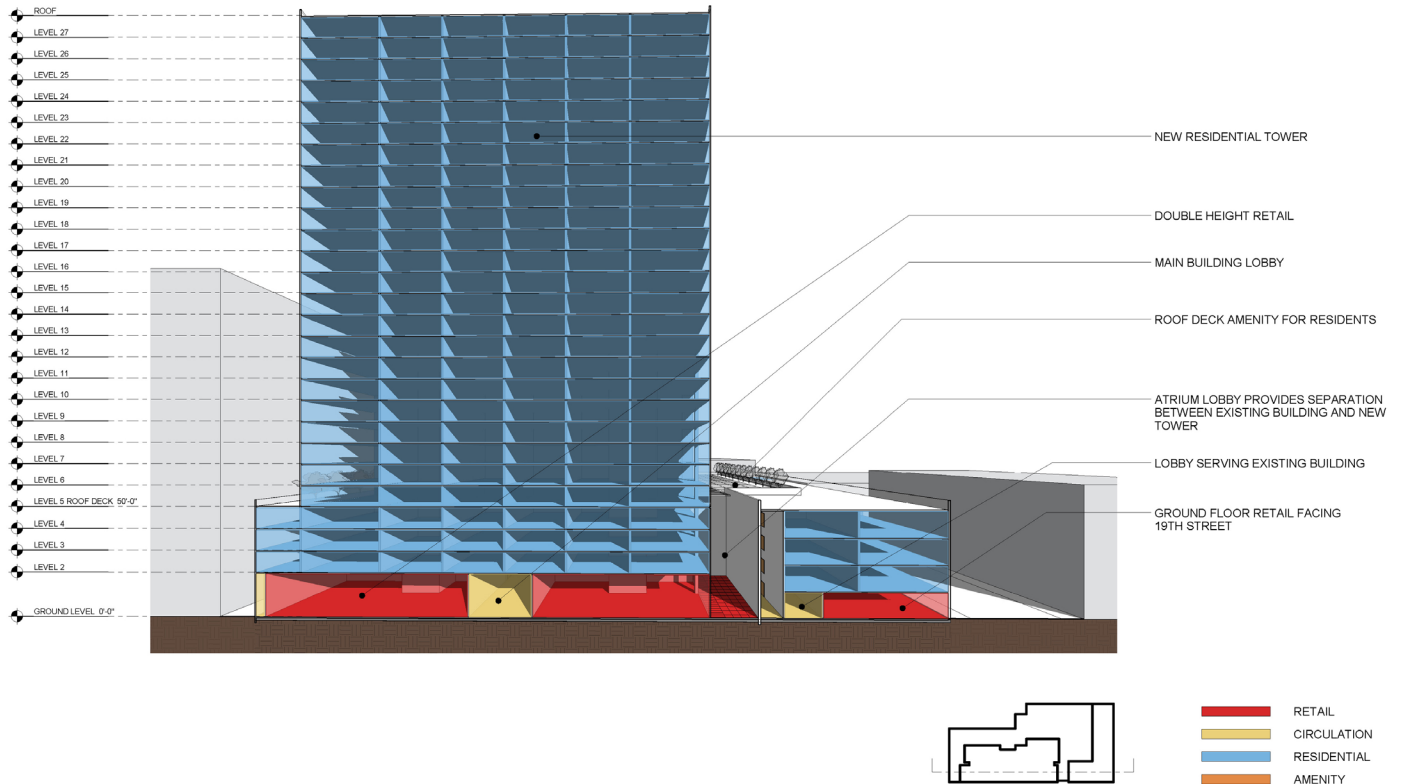
Equity funding or financing: TBD, likely similar to Mission Bay

Other working capital: TBD, likely similar to Mission Bay

Reference: Peter Landreth, Senior Director, Business Development
NRG Energy, 696 West 10th Street, Pittsburg, CA 94565
Tel: (925) 427-3567 /// peter.landreth@nrgenergy.com

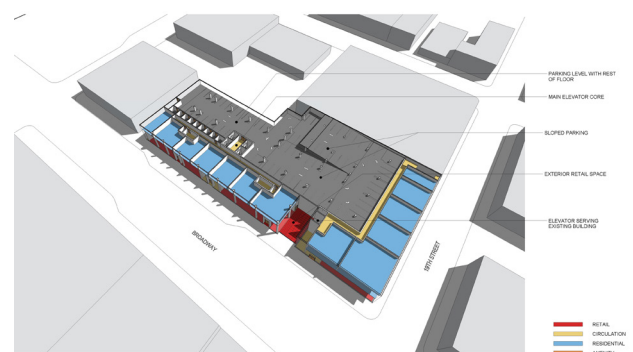
19TH & BROADWAY

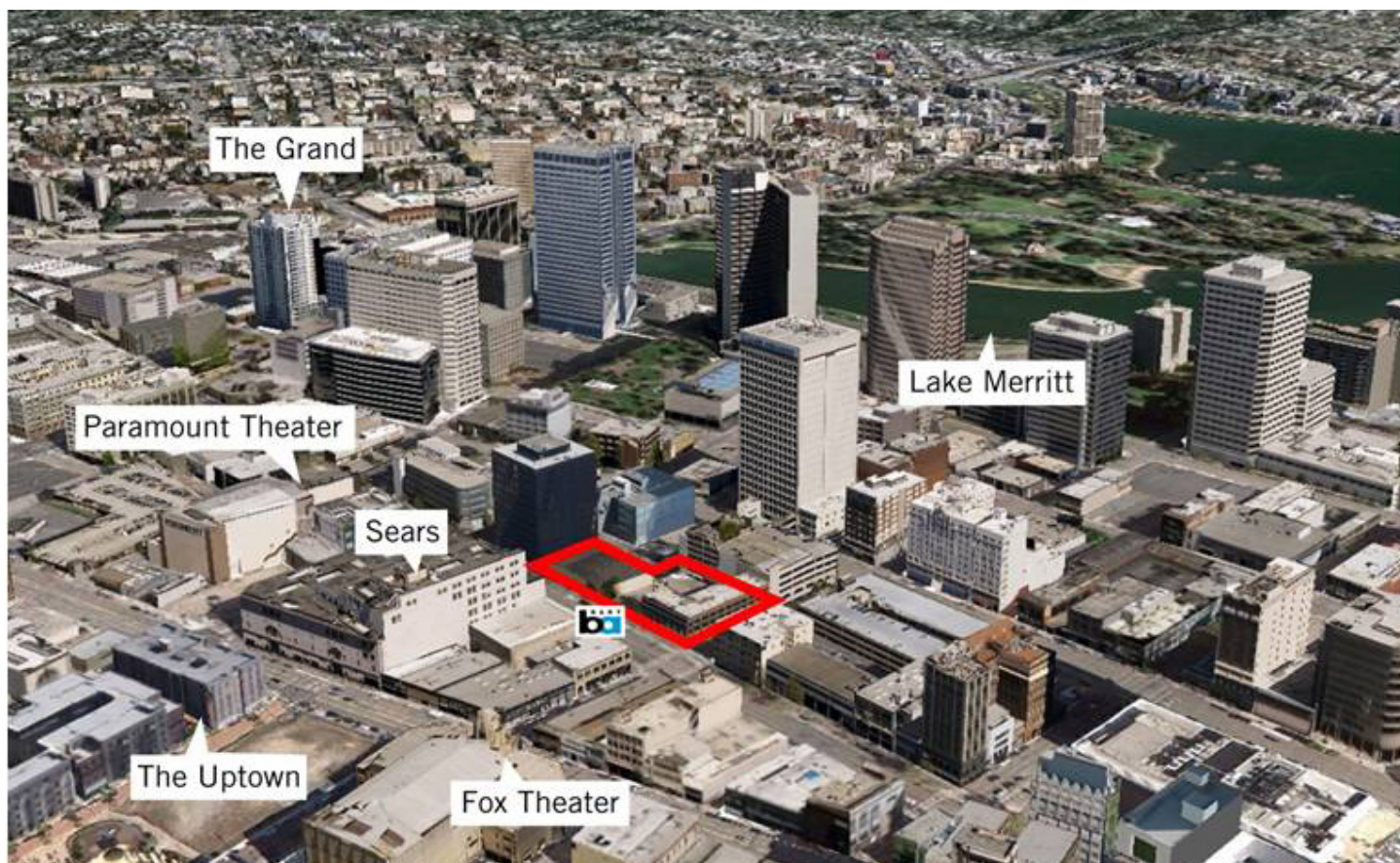
Oakland, CA



This approximately one acre site sits at the corner of 19th and Broadway in the Uptown district of Oakland, directly above the 19th Street BART station. The 19th Street station is a central transfer point in the BART system, connecting this site to major employment centers in San Francisco (13 minute ride), Emeryville (12 minute ride including Emery-Go-Round shuttle transfer), Berkeley (10 minute ride), Walnut Creek (21 minute ride) and Dublin/Pleasanton (50 minutes). BART is also in the process of building an extension to the South Bay / San Jose, with the first phase expected to be operational in 2018. The site is one block away from two historic theaters, the Fox and the Paramount, both restored and actively hosting live shows, numerous restaurants, bars and clubs, and four blocks away from Lake Merritt.

The corner of the site is occupied by the Tapscott Building, a 1923 vintage four-story L-shaped reinforced concrete office building with ornamental brick facade. Due to seismic safety concerns after the 1989 earthquake, Kaiser (the former owner) vacated the building. The remainder of the site is comprised of a surface parking lot and some single story retail. The site will be redeveloped with a 28-story, 300 unit residential tower and approximately 12,000 square feet of ground floor retail. The Tapscott Building will be retained, restored and incorporated into the overall project.





Completion Date: Estimated 2017

Developer Structure / Team: MBDG is the development partner, a high net worth family is the capital partner

Project Management Staff: Seth Hamalian

Costs: Approximately \$110 million

Sources of predevelopment funds: MBDG and high net worth family

Sources of construction financing: TBD, likely traditional construction lender, HUD loan or REIT / builder partner

Long-term financing: TBD, likely traditional permanent lender or a HUD loan

Equity funding or financing: high net worth family, MBDG funds, possible builder partner

Other working capital: Same as equity

Reference: Kelley Kahn, Special Projects Director - Office of the City Administrator / City of Oakland, 250 Frank Ogawa Plaza, Suite 3315, Oakland, CA 94609
510.238.6190
KKahn@oaklandnet.com

WEST BLUFF

Playa Del Ray, CA



This 44-acre site overlooking Playa Vista was entitled for 114 single-family residences, as well as a publicly accessible bluff-top perimeter trail and 6 pocket-parks. Due to the presence of environmentally sensitive Ballona Wetlands directly below the site, the project called for a thoughtful and carefully phased approach to the design and storm water treatment infrastructure. Major restoration of the bluff face and the drainage infrastructure required a variety of agency permits, including a 404 permit from the U.S. Army Corps of Engineers, a 1603 permit from the State Fish and Wildlife Department, and a coastal development permit from the California Coastal Commission.

One of the last large undeveloped residential sites in west Los Angeles, the property encountered many challenges during the entitlement process. Howard Hughes Realty first attempted to redevelop the property, but encountered great political and community resistance and decided to sell to Catellus in 1997. Catellus sold in 2004, and remaining challenges to the entitlements were resolved shortly thereafter. Standard Pacific Homes, a publicly traded homebuilder (NYSE: SPF) acquired all 114 lots, built and sold out the project in the mid-late 2000's. The transaction with Standard Pacific included a phased takedown of lots and a profit participation in the development and sale of finished homes.





Completion Date: 2008

Developer Structure / Team: MBDG as master developer with FOCIL-WB, LLC (Farallon entity) as capital partner. Built infrastructure and sold land parcels to Standard Pacific, a publicly traded homebuilder.

Project Management Staff: Seth Hamalian

Costs: Approximately \$210 million

Sources of predevelopment funds: Farallon

Sources of construction financing: Farallon (infrastructure); Standard Pacific (homebuilding)

Long-term financing: Individual home buyers' mortgages

Equity funding or financing: Farallon (infrastructure); Standard Pacific (homebuilding)

Other working capital: Same as equity

Reference: Richard (Rocky) Fried, Managing Member - Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 2100, San Francisco, CA 94111
(415) 421-2151 /// rfried@faralloncapital.com

SANTA FE DEPOT

Santa Fe, CA

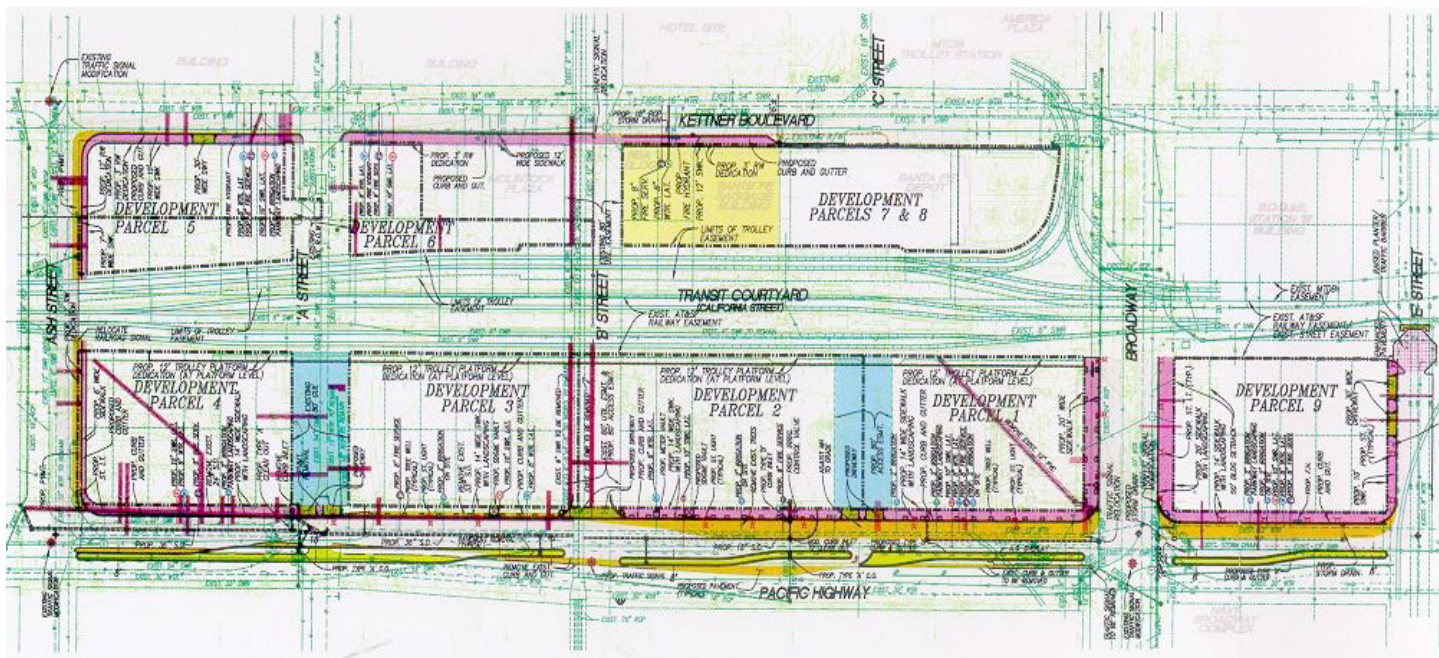


This mixed-use, transit-oriented development is centered on the historic Santa Fe Depot, a landmark and much beloved Mission Revival-style building which is on the National Register of Historic Places. Threatened with demolition in the 1970s, the building was saved by a coalition of preservationists, architects, and residents, and now serves as a successful multi-modal regional transportation hub for downtown San Diego (Amtrak, light rail, buses.)

The surrounding redevelopment area is entitled for 3.3 million square feet of residential, retail, commercial office and hotel uses. Through adaptive reuse and historic renovation, the baggage building for the train station was converted to an extension of the Museum of Contemporary Art.

To date four sites have been developed by Bosa Development and Centurion Partners / Avion Development with 772 condo units. Another 517 condo units (Bosa Development) and 680,000 square feet of office (Irvine Company) are in the planning stages. Total build-out is estimated at over \$1.1 billion.





Completion Date: Estimated 2020

Developer Structure / Team: MBDG as master developer with FOCIL-SFD, LLC (Farallon entity) as capital partner. Built infrastructure and sold land parcels to individual builders.

Project Management Staff: Seth Hamalian and Erica Wray

Costs: Estimated at over \$1.1 billion at full build out

Sources of predevelopment funds: Farallon

Sources of construction financing: Farallon (infrastructure); various lenders (builder relationships)

Long-term financing: Individual condo buyers' mortgages and various lenders (builder relationships)

Equity funding or financing: Farallon and various builders (Bosa Development, Irvine Company, etc...)

Other working capital: Same as equity

Reference: Richard (Rocky) Fried, Managing Member - Farallon Capital Management, L.L.C.
One Maritime Plaza, Suite 2100, San Francisco, CA 94111
(415) 421-2151 /// rfried@faralloncapital.com

FINANCIAL QUALIFICATIONS

Provision of clear evidence of financial resources to assist in the entitlement and development of Site B at Alameda Point, as indicated by financial statements, and evidence of access to predevelopment, construction capital and equity financing. Any confidential financial information shall be submitted in an envelope labeled "CONFIDENTIAL FINANCIAL INFORMATION" that will be provided to the City's economic consultant for review and evaluation.

MBDG's predevelopment, construction capital and equity financing typically comes from partnering with an institutional capital source, a high-net worth family, an owner or a developer with a significant balance sheet. By way of example, Farallon Capital Management, L.L.C. (FCM), a Bay Area-based investment firm with approximately \$20 billion under management, serves as MBDG's capital partner on the Mission Bay project. MBDG represents one of the most experienced developers in financing and advancing complex infill projects beyond the planning stage, a stage where so many other projects often stall out. Because of this unique experience, MBDG has been entrusted by FCM with managing projects representing over a billion dollars of revenue.

MBDG has significant experience in securing debt and equity for complex real estate transactions. MBDG's managing principal worked for 13 years with real estate private equity firms and lenders, managing billions of dollars of loans and investments. As someone who has been a first mortgage and mezzanine lender as well as an equity investor, he has specific experience in highly structured financial transactions. This transactional experience is unusual amongst developers, and the knowledge that comes from having been the capital provider for dozens of large-scale projects is invaluable in attracting debt and equity capital for new endeavors.

In addition to a strong background in accessing private capital sources, MBDG has extensive experience in advising and assisting public sector partners in the issuance of a variety of public finance products, and structuring transactions to incorporate these invaluable tools. MBDG has been involved in over \$450 million of community facilities district (CFD) bonds and tax allocation / tax increment bonds (TAB) in conjunction with managing the nearly \$500 million of infrastructure development MBDG has completed to date. To supplement these financing tools, MBDG has also developed expertise in assisting public sector partners in the pursuit of federal, state and local funds for brownfield remediation and transit oriented development. The ability to access these sources of

capital can provide key funds to support projects during their early phases prior to revenue generation, or assist projects in weathering economic cycles typically experienced during large-scale, multi-year infill development projects.

We typically engage financial partners at the later stages of deal pursuit when more specific terms of the transaction have been established and a formal binding contractual relationship can be consummated. However, in order to make sure we are fully responsive in our statement of qualifications, we have identified and received a letter of interest from Lend Lease, a best-in-class publicly-traded development partner with substantial assets under management (\$14.2 billion AUD as of June 2013). Please see their letter of interest, overview presentation, and financial statements from their latest annual report on the following pages. Additional financial and company information is available on their website: <http://www.lendlease.com/worldwide/investor-centre>



June 13, 2014

Seth Hamalian
Managing Principal
Mission Bay Development Group, LLC
410 China Basin Street
San Francisco, CA 94158

Re: Request for Qualifications from Developers, Alameda Point Sites A and B

Dear Seth:

Please accept this letter of interest from Lend Lease to the Mission Bay Development Group for its response to the City of Alameda's Request for Qualifications from Developers for Alameda Point Site A and Site B.

Lend Lease has a strong track record of executing Public Private Partnerships ("PPP") in the United States. The Company has closed 11 PPPs with the Departments of the Army, Navy and Air Force since 2001 to redevelop housing and hotel infrastructure and improvements at select military bases.

The full capability of Lend Lease's development expertise is currently being delivered on a \$6B waterfront redevelopment called Barangaroo (<http://www.barangaroosouth.com.au/>). Barangaroo is a premier waterfront development planned in close collaboration with the Australian state of New South Wales and includes residential, office, hotel, and retail uses powered by its own energy sources.

Please see attached some project examples or visit our website for financials and additional information: <http://www.lendlease.com/worldwide/investor-centre>.

We hope you are successful in advancing in the RFQ process and the opportunity it might provide to work together on one or both of these exciting developments.

Sincerely,

A handwritten signature in blue ink, appearing to read "Aole Ansari".

Aole Ansari
Executive Vice-President, Northern California
Lend Lease Development, Americas

Lend Lease Development Inc.
200 Park Avenue
New York, NY 10166

Telephone 212 592 6700
Facsimile 212 592 6988
www.lendlease.com

Lend Lease

Qualifications and Urban Regeneration
Experience

June 2014



One57, New York



OUR VISION

TO
CREATE
THE
BEST
PLACES

OUR STRATEGIC DIRECTION

To be the leading
international
property and
infrastructure
group



Respect
Integrity
Innovation
Collaboration
Excellence
Trust



Our
values



Our Principles

Safety

We will operate Incident & Injury Free wherever we have a presence

Sustainability

We create positive legacies

Diversity

We respect all the ways in which we differ



- Sustainability has always defined the way Lend Lease does business
- We consider the environmental, social, ethical and financial impacts of every decision we make
- Included on 2013 Dow Jones World Sustainability Index
- Actively involved in development of 15 Green Building Councils
- Delivered Australia's first 5 Star Green Star As Built office building in 2004 and Australia's first 6 Star Green Star As Built office building in 2008

A photograph of a modern, multi-story office building with a curved glass facade, reflecting the sky and surrounding environment. The building is situated on a waterfront, with a body of water visible in the foreground.

Leading Sustainability



44 BUILDINGS CONSTRUCTED
IN 2013¹ WERE RECOGNISED AS
GREEN BUILDINGS²
11 OF THESE BUILDINGS ACHIEVED
THE HIGHEST RATING POSSIBLE

NEW LEND LEASE HEAD
OFFICES³ WILL BE LOCATED
IN GREEN BUILDINGS⁴

Lend Lease occupies

over 40,000m²
of Green Certified office space³

76%

of our head offices³ are located in
Green buildings⁴

25%

of these offices have achieved the
highest rating possible

**Sustainability
performance**

¹ 2013 Australian financial year: July 2012 to June 2013

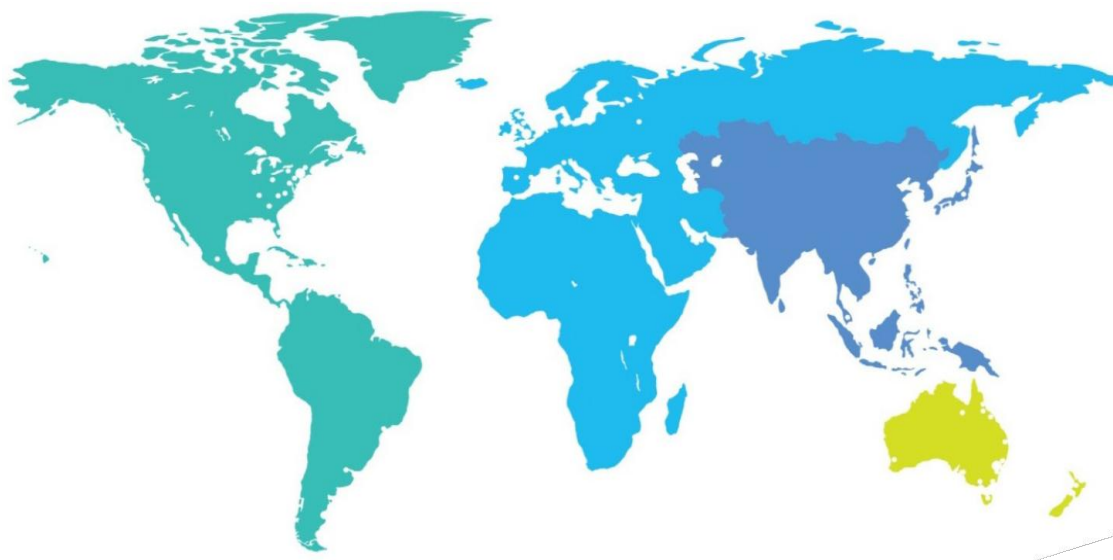
² A building recognised by its relevant Green Building Council as having achieved Green Building Status

³ A head office is over 1,000m²

⁴ A building recognised by its relevant Green Building Council as having achieved Green Building Status



Our international footprint



- Established in 1958
- Operations in 4 key regions
- Over 16,500 employees²
- Circa \$22.5 billion urban regeneration projects²
- Circa 79,418 residential units backlog² (land lots and built-form)
- Construction backlog revenue circa \$17.2 billion¹
- \$12.5 billion² retail assets under management
- Funds under management \$15 billion²
- Market capitalisation of A\$5.5 billion as at 30 August 2013

¹ Includes SICEEP – expected to reach financial close in FY14

² As at 30 June 2013

Five key trends impacting our industry



Our fully integrated property and infrastructure approach



DEVELOPMENT



INVESTMENT MANAGEMENT



CONSTRUCTION



SERVICES



OWNERSHIP

PROPERTY

INFRASTRUCTURE

Image: Artist Impression only, as at August 2013. Subject to planning approval

Spotlight on major projects


Lend Lease



Global pipeline of large urban regeneration projects



Darling Harbour Live Sydney

- World class venues and public realm
 - PPP circa A\$1 billion capital cost
- Mixed use neighbourhood
 - circa A\$1.5 billion end value
- Client: Infrastructure NSW and Sydney Harbour Foreshore Authority
- Project period – 2012 to 2019

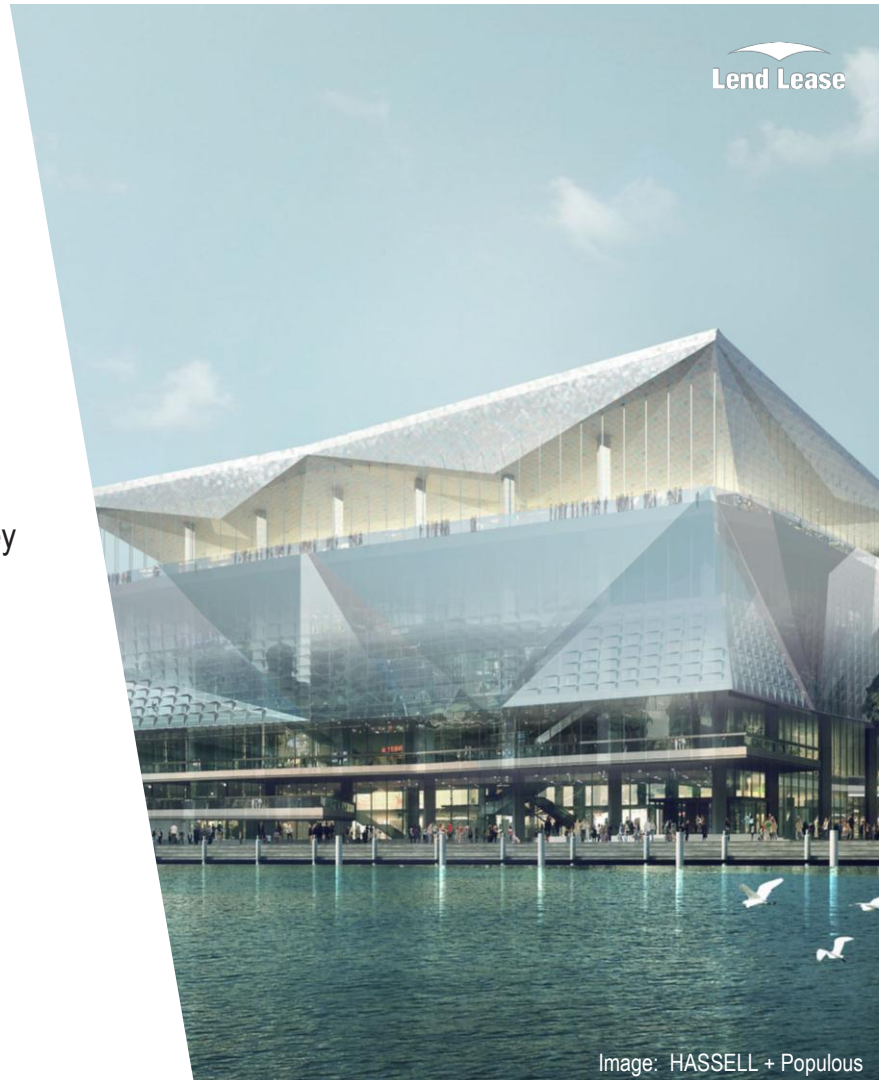


Image: HASSELL + Populous

Barangaroo South, Sydney

- Estimated A\$6 billion end value
- Agreements with tenants for 77% of floor space of first two commercial buildings
- Secured A\$2 billion of equity commitments for the first two commercial buildings
- Construction on first two commercial towers well underway
- Exclusivity agreement for hotel with Crown Limited
- Launch of first two residential buildings on Saturday 31 August – 100% sold in 3.5 hours.



Jem®, Singapore

- SGD1.8 billion end value
- Large scale mixed use suburban development of 108,000 sqm
- Ownership:
25% Lend Lease Jem Partners Fund
75% Asian Retail Investment Fund
- 3rd largest suburban shopping centre in Singapore opened in June 2013, fully leased
- Office component on track and already fully leased
- First mixed use development in Singapore to achieve the Singapore Building & Construction Authority Green Mark Platinum Version 4 Award.



The International Quarter, Stratford City, London

- Estimated development value of £1.3 billion joint venture with London & Continental Railways
- Creation of a major new commercial district with nearly 400,000sqm of office space and hotel space
- Master plan approval in November 2011
- Current focus on sourcing tenants and capital solutions
- Work commenced 2013
- The Athletes Village in London, which was developed by Lend Lease will transform into the East Village, alongside The International Quarter, which will lead the urban regeneration of East London



Elephant & Castle, London

- £1.5 billion urban regeneration project over 15 years
- In partnership with London Borough of Southwark
- Circa 3,000 new homes and 50,000 square feet of offices
- Create central London's largest new park in 70 years
- Masterplan approval received in January 2013
- Construction commenced in July 2013
- Will create 6,000 new jobs in the local area
- One of the largest urban regeneration projects ever undertaken in central London
- Elephant & Castle currently housing estate in zone one of central London, well overdue for redevelopment



Military Housing, United States

- Lend Lease is creating great communities and facilities for military personnel and their families across America
- Includes houses, communities, apartments and hotels
- Across 58 military installations
41,000 homes
11,600 hotel rooms
- Leader in planning, designing, building, and managing residential communities for the US military
- Have secured a number of phases under Privatization of Army Lodgings program





To create the best places

- We're shaping city skylines,
- Creating iconic structures,
- Breathing life into forgotten and disused precincts,
- Delivering infrastructure that improves the quality of life, and
- Designing places and spaces for generations to enjoy

CONSOLIDATED FINANCIAL STATEMENTS

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INCOME STATEMENT

YEAR ENDED 30 JUNE 2013

	Note	June 2013 A\$m	June 2012 A\$m
Revenue	2	12,208.9	11,547.5
Cost of sales		(10,916.1)	(10,226.0)
Gross profit		1,292.8	1,321.5
Other income	3	222.2	151.2
Other expenses		(1,012.4)	(1,073.4)
Results from operating activities		502.6	399.3
Finance revenue	5	44.0	62.2
Finance costs	5	(124.8)	(121.8)
Net finance costs		(80.8)	(59.6)
Share of profit of equity accounted investments	12	152.7	182.8
Profit before tax		574.5	522.5
Income tax expense	6	(22.0)	(19.4)
Profit after tax		552.5	503.1
Profit after tax attributable to:			
Members of Lend Lease Corporation Limited		541.0	501.4
Unitholders of Lend Lease Trust		10.6	
Profit after tax attributable to securityholders		551.6	501.4
External non controlling interests		0.9	1.7
Profit after tax		552.5	503.1
Basic/Diluted Earnings Per Lend Lease Corporation Limited Share			
Shares excluding treasury shares (cents)	8	99.7	92.7
Shares on issue (cents)	8	94.2	87.7
Basic/Diluted Earnings Per Lend Lease Group Stapled Security			
Securities excluding treasury securities (cents)	8	101.7	92.7
Securities on issue (cents)	8	96.0	87.7

The accompanying notes form part of these consolidated financial statements.

STATEMENT OF COMPREHENSIVE INCOME

YEAR ENDED 30 JUNE 2013

	Note	June 2013 A\$m	June 2012 A\$m
Profit After Tax		552.5	503.1
Other Comprehensive Income/(Expense) After Tax			
Items that may be reclassified subsequently to profit or loss:			
Movements in Fair Value Revaluation Reserve	6b, 24	23.1	(18.3)
Movements in Hedging Reserve	6b, 24	10.4	(43.5)
Movements in Foreign Currency Translation Reserve	6b, 24	34.9	52.2
Items that will not be reclassified to profit or loss:			
Movements in Non Controlling Interest Acquisition Reserve	6b, 24	16.1	(3.2)
Total items that may be or will not be reclassified subsequently to profit or loss		84.5	(12.8)
Total comprehensive income after tax		637.0	490.3
Total comprehensive income after tax attributable to:			
Members of Lend Lease Corporation Limited		625.2	488.4
Unitholders of Lend Lease Trust		10.6	
Total comprehensive income after tax attributable to securityholders		635.8	488.4
External non controlling interests		1.2	1.9
Total comprehensive income after tax		637.0	490.3

The accompanying notes form part of these consolidated financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2013

	Note	June 2013 A\$m	June 2012 A\$m
Current Assets			
Cash and cash equivalents	9	1,538.4	957.9
Loans and receivables	10	1,896.8	1,874.5
Inventories	11	1,050.1	1,122.2
Other financial assets	14	97.8	77.6
Current tax assets		6.8	39.6
Other assets		48.5	35.7
Total current assets		4,638.4	4,107.5
Non Current Assets			
Loans and receivables	10	662.8	330.2
Inventories	11	1,840.9	1,696.3
Equity accounted investments	12	585.5	470.2
Investment properties	13	4,023.8	3,415.0
Other financial assets	14	453.1	333.3
Deferred tax assets	6c	199.9	148.2
Property, plant and equipment	15	400.3	669.4
Intangible assets	16	1,262.5	1,405.1
Defined benefit plan asset	17	70.4	55.2
Other assets		72.8	73.1
Total non current assets		9,572.0	8,596.0
Total assets		14,210.4	12,703.5
Current Liabilities			
Trade and other payables	18	3,697.1	3,725.2
Resident and accommodation bond liabilities	19	2,656.8	2,422.9
Provisions	21	283.2	276.6
Borrowings and financing arrangements	20		100.0
Other financial liabilities	22	181.7	56.8
Total current liabilities		6,818.8	6,581.5
Non Current Liabilities			
Trade and other payables	18	874.3	592.2
Provisions	21	70.7	74.8
Borrowings and financing arrangements	20	1,976.2	1,257.1
Other financial liabilities	22	88.3	222.2
Deferred tax liabilities	6c	52.8	64.5
Total non current liabilities		3,062.3	2,210.8
Total liabilities		9,881.1	8,792.3
Net assets		4,329.3	3,911.2
Equity			
Issued capital	23	1,599.9	2,077.6
Treasury securities	23	(118.0)	(111.0)
Reserves	24	(23.7)	(119.3)
Retained earnings		2,359.5	2,058.0
Total equity attributable to members of Lend Lease Corporation Limited		3,817.7	3,905.3
Total equity attributable to unitholders of Lend Lease Trust		506.1	0.6
Total equity attributable to securityholders		4,323.8	3,905.9
External non controlling interests		5.5	5.3
Total equity		4,329.3	3,911.2

The accompanying notes form part of these consolidated financial statements.

STATEMENT OF CHANGES IN EQUITY

YEAR ENDED 30 JUNE 2013

	Note	June 2013 A\$m	June 2012 A\$m
Issued Capital and Treasury Securities			
Issued Capital			
Opening balance at beginning of financial year		2,077.6	2,063.7
Transactions with owners for the year:			
Recapitalisation of Lend Lease Trust		(500.3)	
Distribution Reinvestment Plan (DRP)		22.6	13.9
Closing balance at end of financial year	23	1,599.9	2,077.6
Treasury Securities			
Opening balance at beginning of financial year		(111.0)	(83.3)
Transactions with owners for the year:			
Treasury securities acquired		(26.4)	(50.0)
Treasury securities vested		19.4	22.3
Closing balance at end of financial year	23	(118.0)	(111.0)
Total issued capital and treasury securities		1,481.9	1,966.6
Reserves			
Fair Value Revaluation Reserve			
Opening balance at beginning of financial year		21.6	39.9
Movements during the year		23.1	(18.3)
Closing balance at end of financial year	24	44.7	21.6
Hedging Reserve			
Opening balance at beginning of financial year		(88.9)	(45.4)
Movements during the year		10.4	(43.5)
Closing balance at end of financial year	24	(78.5)	(88.9)
Foreign Currency Translation Reserve			
Opening balance at beginning of financial year		(190.6)	(242.8)
Movements during the year		34.9	52.2
Closing balance at end of financial year	24	(155.7)	(190.6)
Non Controlling Interest Acquisition Reserve			
Opening balance at beginning of financial year		(89.5)	(86.3)
Movements during the year		16.1	(3.2)
Closing balance at end of financial year	24	(73.4)	(89.5)
Other Reserve			
Balance at beginning and end of financial year	24	111.7	111.7
Equity Compensation Reserve			
Opening balance at beginning of financial year		62.0	60.1
Transactions with owners for the year:			
Movements attributable to allocation and vesting of securities		11.1	1.9
Closing balance at end of financial year	24	73.1	62.0
Other Compensation Reserve			
Balance at beginning and end of financial year		54.4	54.4
Total reserves	24	(23.7)	(119.3)

The accompanying notes form part of these consolidated financial statements.

	June 2013 A\$m	June 2012 A\$m
Retained Earnings		
Opening balance at beginning of financial year	2,058.0	1,725.6
Profit attributable to members of Lend Lease Corporation Limited	541.0	501.4
Transactions with owners for the year:		
Dividends paid	(227.5)	(163.3)
Dividends on treasury securities	11.7	8.2
Dividends under DRP	(24.0)	(13.9)
Other movements	0.3	
Closing balance at end of financial year	2,359.5	2,058.0
Unitholders of Lend Lease Trust		
Opening balance at beginning of financial year	0.6	0.6
Profit attributable to unitholders of Lend Lease Trust	10.6	
Transactions with owners for the year:		
Movement attributable to recapitalisation	500.3	
Distributions paid	(0.9)	
Distributions provided for	(5.7)	
Units issued under DRP	1.4	
Other movements	(0.2)	
Closing balance at end of financial year	506.1	0.6
External Non Controlling Interests		
Opening balance at beginning of financial year	5.3	34.4
Profit attributable to non controlling interests	0.9	1.7
Transactions with owners for the year:		
Movements attributable to dividends/distributions received	(0.2)	(7.5)
Movements attributable to acquisition	0.6	1.4
Movements attributable to disposal	(1.3)	(19.4)
Effect of foreign exchange rate/other movements	0.2	(5.3)
Closing balance at end of financial year	5.5	5.3
Total equity	4,329.3	3,911.2
Total Comprehensive Income After Tax for the Financial Year		
Attributable to:		
Members of Lend Lease Corporation Limited	625.2	488.4
Unitholders of Lend Lease Trust	10.6	
Total comprehensive income after tax attributable to securityholders	635.8	488.4
External non controlling interests	1.2	1.9
Total comprehensive income after tax	637.0	490.3

The accompanying notes form part of these consolidated financial statements.

STATEMENT OF CASH FLOWS

YEAR ENDED 30 JUNE 2013

	Note	June 2013 A\$m	June 2012 A\$m
Cash Flows from Operating Activities			
Cash receipts in the course of operations		11,734.9	11,382.1
Cash payments in the course of operations		(11,743.4)	(11,363.2)
Interest received		32.1	51.4
Interest paid		(116.3)	(124.7)
Dividends/distributions received		152.9	146.4
Income tax refunded/(paid) in respect of operations		34.7	(138.1)
Net cash provided by/(used in) operating activities	31	94.9	(46.1)
Cash Flows from Investing Activities			
Sale of asset held for sale			527.1
Sale/redemption of investments		400.2	328.6
Acquisition of investments		(276.2)	(211.5)
Sale of investment properties		9.8	66.1
Acquisition of/capital expenditure on investment properties		(252.8)	(128.0)
Net loans from associates and joint ventures		141.9	0.8
Disposal of consolidated entities (net of cash disposed and transaction costs)		213.7	
Disposal of property, plant and equipment		6.1	3.9
Acquisition of property, plant and equipment		(54.0)	(63.3)
Acquisition of intangible assets		(37.1)	(18.0)
Other investing activities			(0.3)
Net cash provided by investing activities		151.6	505.4
Cash Flows from Financing Activities			
Proceeds from borrowings		778.2	100.0
Repayment of borrowings		(219.9)	(477.6)
Dividends/distributions paid		(216.7)	(155.1)
Other financing activities		(38.8)	(33.3)
Net cash provided by/(used in) financing activities		302.8	(566.0)
Other Cash Flow Items			
Effect of foreign exchange rate movements on cash and cash equivalents		31.2	18.4
Net increase/(decrease) in cash and cash equivalents		580.5	(88.3)
Cash and cash equivalents at beginning of financial year		957.9	1,046.2
Cash and cash equivalents at end of financial year	9	1,538.4	957.9

The accompanying notes form part of these consolidated financial statements.

ACCEPTANCE OF CONDITIONS

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.

SIGNATURE



NAME OF BUSINESS, TYPED OR PRINTED

Mission Bay Development Group, LLC

NAME & TITLE

Seth Hamalian, Managing Principal

ADDRESS

410 China Basin Street

CITY/STATE/ZIP CODE

San Francisco, CA 94158

PHONE

(415) 939-6234

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.

No modifications requested.

SITE B STATEMENT OF QUALIFICATIONS
Mission Bay Development Group, LLC
410 China Basin Street
San Francisco, CA 94158
office: (415) 355-6600

June 16, 2014

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

RE: **Statement of Qualifications for Alameda Point Site A & B - Alameda, CA**

Dear Ms. Ott,

On behalf of the team at Trumark Companies, I am pleased to provide our Statement of Qualifications to the City of Alameda for consideration in conjunction of developing Alameda Point. Our team is excited about working with the stakeholders on the redevelopment of the former Alameda NAS to create a vibrant and community centered development.

It is a tremendous responsibility and opportunity to shape and define monumental properties such as this and we take it very seriously. Trumark has master planned an 806 unit gated housing development in the City of Dublin and is currently planning 823 unit master plan development in Chino, CA. Trumark has relevant experience master planning developments and is diversified in both commercial and residential development, so we know how to incorporate and transition land uses effectively and design large projects that get built out and achieve success. We're ready to jump in and start engaging with the City and neighbors to establish development guidelines that meet the collective goals of the City, surrounding community and the economy. If selected, be assured that Trumark will negotiate in good faith with the City of Alameda.

Sincerely,



Brian Steele
Senior Vice President, Land Acquisitions

1. EXECUTIVE SUMMARY

The Trumark Group of Companies ("Trumark") is comprised of three entities: Trumark Homes, Trumark Urban and Trumark Commercial. Trumark is a locally owned and operated private development company based in Danville, CA with offices in San Francisco, CA and Newport Beach, CA. We have the necessary team and resources to successfully design, entitle and develop an award winning master plan at Alameda Point. The Trumark Group of Companies is an award winning real estate developer with expertise in land acquisition, homebuilding, community design, entitlements and office, R&D and retail development.

Trumark Homes is a new generation homebuilder that is nimble, focused and unburdened by broken projects of the past. Our current pipeline exceeds 4,400 new homes in core areas of California. **Trumark Urban** is a San Francisco based for-sale multifamily developer that currently has 7 projects in downtown San Francisco and 1 site in downtown Los Angeles that will feature mid- and high-rise condominium developments featuring more than 750 units. **Trumark Commercial** is a full service commercial developer that entitles, builds, manages and sells commercial projects. Trumark Commercial has entitled or developed approximately 2 million square feet of office, R&D, retail and hotel properties throughout northern California.

With over 150 years of combined experience entitling, developing and successfully building residential, commercial and mixed use properties throughout the State of California, we are currently selling homes in Newark, Milpitas, San Jose, San Francisco and Los Angeles. We are entitling three large master planned communities, two in Northern California and one in Southern California and we understand the process and requirements to achieve success when planning "infill" master planned communities.

As a private entity, Trumark can pursue high-risk development opportunities unlike many public development and institutional real estate investment companies. We are nimble and have the flexibility to structure transactions in ways that will satisfy the unique needs or interests of land owners and stakeholders.

The Trumark family of companies is not only focused and committed in the communities we serve but recognize our ability to make greater, global impacts as a result of our business. Our co-founders Michael Maples and Gregg Nelson each have traveled to Africa and witnessed first-hand the immense need for new water wells in villages large and small. The scope of need was overwhelming, and the simplicity of people's want imprinted itself on Michael and Gregg. They saw the big picture, and became determined to help wherever help is needed, at home and abroad. This passion to give back is translated into an ongoing commitment Trumark makes to donate one new well for every 25-50 homes we build and sell. Working with **charity: water**, a nonprofit organization that brings clean safe drinking water to people in developing nations, Trumark is living our mission to make a positive difference in our world (charitywater.org).

2. PROJECT UNDERSTANDING AND APPROACH

Trumark has the necessary components to produce a successful transit-oriented, sustainable mixed-use waterfront community in the City of Alameda. We create additional value in the properties we control through a creative, “win-win” approach by shaping a project’s approvals to best meet the varied concerns of sellers, neighbors, government agencies, political bodies and ultimately the homebuyer. This approach is accomplished by demonstrating integrity, efficiency, tenacity and responsiveness. We view each participant, including our own team members, as valuable - worthy of our respect, our effort to listen and understand, and our gratitude for their contribution.

Public-Private Partnerships

The team at Trumark is committed to private-public partnerships that promote sustainable and livable developments that make it possible to live a higher quality life through a sense of place and community building. Our design philosophy has always been to create vibrant communities where people can live, play and work all in the same locale. The design of our communities ensures optimal health, comfort, satisfaction and productivity for people that use them while protecting our ecosystems and saving energy and resources. Our design team is experienced in both Leadership in Energy and Engineering Design “LEED” and “Building it Green” technology which will be a large part of designing, entitling, financing and building the proposed Alameda Point.

Our experience with many Bay Area government agencies has been uniquely successful and our capabilities and development philosophy uniquely align with the City of Alameda to successfully implement redevelopment efforts at Alameda Point. Collaboration is not only the foundation of the process with our public partner but also with our development team members. The assemblage of our development team includes some of the country’s finest urban planners, architects, engineers and community outreach specialists. The team as described in detail below in Section 3 is a diverse group, comprised of many years of real estate experiences locally and nationally. Collectively, these experts have one shared goal that is to bring out the best in the best for Alameda Point and City of Alameda through creative solutions and thoughtful design.

Community Outreach

In the beginning stages of Alameda Point, we will work to address the needs and concerns of the surrounding community while respecting and enhancing the current character and charm found only in Alameda. Our work begins with a campaign including communications highlighting the benefits of a proposed project made to resonate with each key constituency. This strategy and messages are deployed with materials such as fact sheets, mailings, presentations and project-specific websites that shows updated project information and detailed timelines for our planned submittals and governmental and community meetings.

Successful grassroots campaigns are also comprised of town hall-style meetings to identify and address community concerns, open communication with neighbors and building a coalition of project supporters. Understanding the intricacies of working in communities with highly-involved constituents