Exhibit 4



WEST MIDWAY TRAMMELL CROW RESIDENTIAL SRMERNST DEVELOPMENT PARTNERS

Alameda Point West Midway

Statement of Qualifications

September 24th 2018





WEST MIDWAY TRAMMELL CROW RESIDENTIAL SRMERNST

Transmittal Letter

September 24, 2018

Ms. Michelle Giles Redevelopment Project Manager City of Alameda 2263 Santa Clara Avenue, Room 130 Alameda, CA 94501

Re: West Midway Project – Statement of Qualifications

Dear Ms. Giles:

The best indicator of future performance is past experience.

Alameda Point Partners, LLC (APP) early on recognized the tremendous redevelopment opportunities at Alameda NAS. In a public/private partnership with the city of Alameda, we initiated the redevelopment of Site A, leading to the revitalization of Alameda NAS. In a little over three years after APP was selected to develop Site A, we have successfully negotiated and executed a DDA, created a new City-approved Development Plan (as well as the architecture for six blocks and thee public parks of the Phase 1 development), designed and permitted the backbone infrastructure for Site A, capitalized the redevelopment efforts, and commenced construction – an event that Alamedans have been seeking for decades. More importantly, APP socialized this vision to numerous other developers and institutional investors leading to new interest and commitment in developing one of Alameda's most valuable assets. We are excited to capitalize on this success, momentum, and knowledge and successfully apply it to the West Midway project.

Our Site A efforts have not always been easy nor straight-forward – but they have been successful. Through the development of strong working relationships with City officials and staff, community groups, and neighbors, we have overcome many unanticipated obstacles, including dealing with regional construction cost escalations and uncovering unknown utility lines on site. APP has shown its perseverance, financial commitment, energy, creativity, and passion in resolving issues to achieve the City's development objectives and simply put, we know how to get the job done! We will bring these same skills and resources to West Midway project.

The team members of Alameda Point Partners - West Midway, LLC have been identified and selected based on their ability to address the unique attributes of the West Midway project. Managed by a senior investment committee composed of commercial developer Joe Ernst of srmErnst (SRM) and residential developers Bruce Dorfman and Will Thompson of Trammell Crow Residential (TCR), the West Midway Team brings decades of collaboration on mixed-used development to this project. Besides Alameda Point Site A, these principals have ventured on such notable projects as:

Ms. Giles September 24, 2018 Page 2

- The Delmas Street plan in Downtown San Jose a one million square foot office and 325-unit residential community for the San Jose Water Company
- The Sherwin-Williams Urban Village in Emeryville a 530-unit residential community, with a 125,000 square foot commercial component
- 3093 Broadway in Oakland a 423-unit residential community, and 25,000 square foot retail building that is currently under-construction

Other key members of our team include ROMA Design Group, which will provide planning and landscape design expertise, and SB Architects, led by former Alameda Design Review Board member, Kristoffer Koster, which will be taking the lead on architecture. ROMA and SB Architects are internationally-renowned for their design expertise, offer significant experience working in Alameda and enjoy a long history of collaborating with SRM and TCR. Returning members to our West Midway team are the civil engineering firm BKF Engineers, geotechnical and environmental consultant Langan, and our transactional counsel, Stice and Block.

Of note, since APP's submission for Site A in 2014, former APP manager Thompson|Dorfman Partners merged with TCR in 2015. This strategic platform provides APP with significant financial capacity to underwrite and execute the development plan as contemplated in the DDA. Further, it allows Alameda Point Partners – West Midway to internally capitalize pre-development and infrastructure activities.

As promised in our Site A qualifications, Alameda Point Partners – West Midway provides "best in class" practitioners with extensive local knowledge of Alameda. Our experience partnering with the City on Site A gives us unmatched knowledge about the requirements, constraints, and processes involved with developing the West Midway Project. This experience will provide the City with a seamless transaction process, as well as coordination of development with Site A, which will result in cost and time savings.

Alameda Point Partners – West Midway is excited to submit our qualifications for the development of the West Midway site for your consideration. We look forward to meeting with City staff to discuss our team's capabilities and lessons learned from Site A, all of which will inform our approach to building out the West Midway neighborhood.

Sincerely,

Bruce Dorfman Managing Partner Trammell Crow Residential

Joe Ernst President srmErnst Development Partners

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01 EXECUTIVE SUMMARY

Alameda Point has tremendous potential – and this iconic property is now getting the attention of the development community. Alameda Point Partners recognized this potential long ago and we are appreciative that the City invested in our team to enter into a public/private partnership for the ambitious redevelopment of Site A in 2014. Working together, we have achieved much over the past several years and, like all great projects, we have learned even more. Lesson learned while negotiating the DDA; redesigning the Development Plan and architecture on the related Site A parcels; designing, permitting and pricing the infrastructure; capitalizing the Phase 1 development; and ultimately putting shovels in the ground this year is what makes Alameda Point Partners – West Midway, LLC the right choice for the West Midway Project. We accomplish what we are tasked with and in this case, we started construction on an innovative and transformative development that will spur significant economic activity, new housing, and job growth at the former base.

Obviously, we didn't do this alone. We cannot overstate the role that the City, its elected and appointed officials, its staff, and the community had in moving Site A forward and we are grateful for the support. But we can state with certainty that we worked well together and continue to do so. We can also share three other factors that should be considered in this selection process: (1) we have spent tens of thousands of hours working on Alameda Point; (2) we have held hundreds of meetings with the City, community groups, neighbors, local businesses, labor leaders, public agencies, and the U.S. Navy; and (3) we achieved success and have demolished nearly 30-acres of Site A and started construction. No developer knows the factors that can create a successful West Midway development better than we do.

DEVELOPMENT PROGRAM:

The West Midway Project provides an opportunity to create a transitional area between Site A, RESHAP, the Adaptive Reuse Area and the remainder of the Main Street Neighborhood that is primed for more diverse, jobgenerating commercial activity. While single-family housing is allowed within the Main Street Neighborhood, we believe that job generating uses and commercial activity should be the focus on the majority of land within West Midway. We have programmed between 300,000 and 500,000 square feet of new commercial space and reused buildings. These will be built in a campus environment and focused on "accelerator-phase" businesses – companies that are established and positioned to enter their growth phase, generating many new, higher paying jobs. The program will also include 291 housing units built in a variety of configurations including a limited number of single-family homes, more townhomes and remainder in higher density product. The housing will be distributed between rental and for-sale.

It is important to note that the primary reason renters (over 60% of Bay Area households) live where they do is because it is close to their work; the primary reason why homeowners purchase where they do is cost. Consequently, West Midway provides us the prospect to address both these issues. We can create local jobs and appropriate housing for workers allowing them to live and work in Alameda. To make this housing deeply affordable for these employees, we are committing to building at least 25 percent of it for the workforce of which 9 percent would be earmarked for moderate income households.

DEVELOPMENT TEAM:

Alameda Point Partners – West Midway's development team is composed primarily of the Site A core group. Led by residential developers Bruce Dorfman and Will Thompson of Trammell Crow Residential and commercial developer Joe Ernst of srmErnst Development Partners, the team is managed by seasoned veterans with the local experience, perseverance, reputation and passion for delivering on their commitments. The group continues to be supported by BKF Engineers, who will be taking the lead on the infrastructure design, Langan, which provides geotechnical and environmental services, and our attorneys at Stice and Block, who developed a strong working relationship with the City while negotiating the myriad documents involved with the Site A development (an effort that we can replicate on West Midway).

We are excited to add two new design firms to our team: ROMA Design Group and SB Architects. ROMA will take the lead on the urban plan and landscape design and SB Architects will prepare the building architecture. Both firms are world-renowned, have considerable Alameda experience and have worked with the project sponsor for decades.

It should be further noted that Stephanie Hill, Vice President of Development of TCR, will repeat her project management role for West Midway.

SUMMARY:

West Midway provides us the opportunity to expand and enhance the project we have initiated at Alameda Point. It allows for a cohesive design, development, and execution of the vision that City of Alameda selected us to complete for Site A. Through TCR, we have the predevelopment capital committed to develop the project. Ultimately, selecting our team provides the City with the assurance that they are picking the most qualified team that has proven success in the development at Alameda Point. We remain excited about this opportunity and look forward to expeditiously proceeding on the West Midway Project!

02

Project Understanding and Approach





02 PROJECT UNDERSTANDING AND APPROACH

INTRODUCTION:

The Alameda Point – West Midway project team is uniquely qualified for this development. Most of our team members have worked, or are still working, on Site A which has given us a wealth of first-hand experience that no other development team can offer. It has allowed us to develop strong relationships with many of the same City and community individuals that will be involved in this project and, at the end of the day, relationships coupled with local experience are what make development projects happen. Most importantly, it has given us a deep understanding of the City's and community's vision and priorities for the West Midway Project. From our collective experience, we know:

- Alameda Point has a very important place in the City's history.
- The RESHAP project, APC and all of the Collaborative Partners are key parts of this community and any new project needs to embrace them.
- The community wants Alameda Point to be an extension of Alameda neighborhoods and not some foreign place.
- The project has to benefit those who already live here, not just those coming from the outside.
- Job creation and economic development are paramount; Alameda needs a better jobs-housing balance.
- A key premise for the West Midway Project is economic diversity.

Thus, we firmly believe Alameda Point Partners – West Midway can best deliver on the City and Alameda community's expectation for a high-quality, sustainable, mixed-use, mixed-income, transit-oriented development with exceptional design aesthetics. We possess the relationships, experience and capital to make this vision come to life for Alameda.

UNDERSTANDING OF ALAMEDA POINT AND WEST MIDWAY:

The Alameda Point – West Midway project team understands that the long-awaited development of Site A has galvanized Alamedans. With this success, people now want to see and experience the development of the adjacent West Midway property.

Our project team has the demonstrated experience to deliver the West Midway Project. We have a strong and proven track record in Alameda and we will bring this same approach and our extensive local relationships to the West Midway Project. As evidence of our success, we have started construction on Site A – the first development at Alameda NAS since the base was closed over 20 years ago. This project has given us a tremendous wealth of hard-won knowledge that no other development team can offer. We understand the City's plans, strategies, and staff functions and we are also able to skillfully navigate the sometimes conflicting needs and expectations of the community. Our team also includes the first private developer to successfully acquire and redevelop property at Alameda Point (Buildings 9 and 91) which has become the test case for solving problems and working with staff to establish solutions.

We understand the need for a strong design aesthetic that honors the rich history of NAS Alameda as well as key characteristics of Alameda. We are confident in our teams' ability to meld the old and the new, creating a truly outstanding design that seamlessly integrates the West Midway Project into the larger whole of development for the area. Many of the project-specific Site A elements will be applicable to West Midway. This includes aligning transportation programs, leveraging our pre-existing relationships with labor and our existing Project Labor Agreement, using our knowledge of Alameda Point infrastructure to achieve efficiencies, and managing adjacencies with Site A and the Adaptive Reuse District. Our team understands the underlying history, governing documents and outside agency roles and we will be able to immediately start work with no downtime needed for background research.

APPROACH TO MEETING CITY'S GOALS:

We won't restate all of the City's goals here, but Alameda Point Partners – West Midway acknowledges that the City's objectives for the West Midway project include:

- Seamlessly integrate West Midway with Site A, Alameda Point and the rest of the City.
- Maximize waterfront accessibility.
- Encourage non-auto forms of transportation.
- Create a mixed-use, mixed income neighborhood with diverse housing options.
- Increase affordable housing opportunities for Alameda residents by creating a combination of highquality very-low, low, moderate, workforce and market rate options.
- Generate economic development through attraction of new businesses and increased commercial activity.
- Achieve fiscal neutrality.
- Improve habitat and natural outdoor spaces.
- Utilize green building principles to build-out Alameda Point.
- Make all of the above happen ASAP!

These are laudable goals and we have assembled an energetic and enterprising team that can work in partnership with the City to achieve them. Starting with the last goal cited above, our team is "heavily laden" with vertical builders who see the West Midway project as a natural extension of our work on Site A. We operate in a time-sensitive manner and we think our approach to building-out this site dovetails nicely with the objectives of Alameda Point outlined by the City.

03

Description of Project Team





03 DESCRIPTION OF PROJECT TEAM

Normal Alameda Point Partners – West Midway, LLC offers the City direct experience from the design, permitting, financing, and construction of Site A at Alameda Point. Alameda Point Partners – West Midway is a composition of professional development firms, designers, and consultants that have clearly defined roles so that (1) clear and direct communication with the City staff always exists, and (2) efficient and timely implementation of predevelopment and construction activities occurs. Furthermore, the development team offers interaction with the firms' principals who will have absolute authority to make decisions concerning the terms and conditions of the development agreement, public/private financing structures and other major decisions needed in order to advance the project. Alameda Point Partners - West Midway do not need to contact "headquarters" outside of the Bay Area to seek approvals.

DESIGNATED PROJECT CONTACT:

Joe Ernst, principal with srmErnst Development Partners based in Alameda, will serve as the City's primary point of contact representing the West Midway Team. Mr. Ernst will coordinate team efforts with respect to working with the City to finalize outstanding master planning and entitlement approvals, negotiation of the ENA and disposition and development agreement for the West Midway neighborhood. He will be strongly supported by Stephanie Hill, Vice President of Development for TCR.

TEAM MANAGEMENT STRUCTURE:

Alameda Points Partners – West Midway is an integrated team whose members have successfully worked together to commence construction on the Site A development at Alameda Point as well as on other developments throughout the Bay Area. The team will be managed by its Executive Committee, which is comprised of Will Thompson and Bruce Dorfman from TCR and Joe Ernst from srmErnst Development Partners.

This structure will ensure that project implementation and City communication will be smooth and effective. While our team is diverse, it offers the City "best in class" practitioners and extensive local experience – all under a single, organized management structure.

Our team will leverage and apply its experience from the Site A development to the West Midway development. We are confident that our team structure will function smoothly in partnership with the City.

LAND DEVELOPMENT ACTIVITIES:

Joe Ernst, Stephanie Hill, and Bob Hughes, President of Construction of TCR, will lead the team's land development activities, both in the planning and installation of infrastructure. Having extensive experience in this area at Site A, Harbor Bay, and other large urban master-planned communities, Mr. Ernst and Mr. Hughes will work closely with appropriate City departments to design a cost-effective infrastructure program that aligns with the vertical phasing. Specifically, Mr. Hughes will oversee necessary demolition, infrastructure planning (inclusive of open space and park planning) and construction, and coordinate with vertical development activities. Mr. Ernst will manage public/private financing resources such as CFD reimbursements.

PROJECT DESIGN:

Other key members of our team include ROMA Design Group, which will provide planning and landscape design expertise, and SB Architects, led by former Alameda Design Review Board member, Kristoffer Koster, which will be taking the lead on architecture. ROMA and SB Architects are internationally-renowned for their design expertise, offer significant experience working in Alameda and enjoy a long history of collaborating with SRM and TCR. Returning members to our West Midway team are the civil engineering firm BKF Engineers and geotechnical and environmental consultant Langan. This design team will work closely with City staff in designing the backbone infrastructure, streetscapes, plazas, parks and open space planned for West Midway.

COMMERCIAL DEVELOPMENT:

Given the large commercial potential for West Midway, the import of its success is vital to the overall project. Joe Ernst's unparalleled track record developing office, maker space, research and development buildings and corporate campuses in the East Bay provides him with the familiarity and understanding to manage this component of the project. He and his firm will oversee the commercial development activities on the site as well as managing brokerage, tenant, and contractor relationships.

RESIDENTIAL DEVELOPMENT:

Bruce Dorfman, Senior Managing Director of Trammell Crow Residential, will oversee the residential development activities. Mr. Dorfman will guide the residential phasing and product development throughout the entirety of West Midway's build-out. Mr. Dorfman will orchestrate the vertical design team to facilitate diverse design and character of each residential community. Working with Mr. Dorfman will be Ms. Hill who will manage the vertical design teams as required and process the project design approvals and permitting as well as taking projects to the construction stage. Mr. Dorfman will coordinate closely with the retail and office partners in the designing and construction phasing of the mixed-use buildings.

AFFORDABLE HOUSING:

TCR has extensive experience developing mixed-income housing through the Bay Area, including the City of Oakland's newest inclusionary housing development. Mr. Dorfman will oversee the team's affordable housing activities, in particular the siting, planning, financing, construction, and lease up of affordable developments. Ms. Hill and Sue O'Bannon, Trammell Crow Residential's Chief Financing Officer, will also assist with in obtaining financing and identifying potential creative funding sources that will enable these projects to get built.

FINANCING:

Ms. O'Bannon will be the contact person for the City to manage its financial information needs as well as overseeing the project's day-to-day capitalization requirements.



EXECUTIVE COMMITTE

Will Thompson, TCR

Bruce Dorfman, TCR

Joe Ernst, srmErnst

(Project Contact)

INFRASTRUCTURE AND LAND DEVELOPMENT LAND PLANNING, ENTITLEMENTS

Joe Ernst, srmErnst Stephanie Hill, TCR Bob Hughes, TCR

Will Thompson, TCR Bruce Dorfman, TCR Stephanie Hill, TCR Bob Hughes, TCR DEVELOPMENT RESIDENTIAL

Kristel Railsback, srmErnst Bryan Graves, srmErnst Joe Ernst, srmErnst DEVELOPMENT COMMERCIAL

FINANCIAL PARTNER Sue O'Bannon, TCR

TCR TRAMMELL CROW RESIDENTIAL

Description of Project Team

Trammell Crow Residential

Trammell Crow Residential

Trammell Crow Residential ("TCR") was founded in 1977 and is headquartered in Dallas, Texas. Since inception, TCR has developed more than 250,000 units in most major markets throughout the United States. Currently, TCR has nine regional offices located in Atlanta (GA), Houston (TX), Dallas (TX), Denver (CO), Washington DC, Boston (MA), Seattle (WA), Southern California and Northern California. TCR has nearly 30,000 units under development. With the strong and stable financial backing of the Crow Family, its Northern California Division focuses on well-sited, urban in-fill, and mixed-use properties in the San Francisco Bay Area for long-term hold.

Managing TCR's Northern California operations are Bruce Dorfman and Will Thompson, Senior Managing Directors that are 30+ year veterans in the California housing industry. TCR NorCal has a reputation for quality residential development and a track record of performance. While discovering overlooked opportunities and resolving challenging development issues, TCR has the extensive knowledge and expertise needed to deliver housing that benefits the surrounding community, rewards its investors, and surpasses the expectations of its residents.

Mr. Thompson and Mr. Dorfman also created a non-profit entity, Education Housing Partners, Inc. (EHP) to help public agencies recruit and retain key employees. EHP provides development services to school districts and other public entities to promote the creation of high-quality, publicly-owned housing communities for teachers and other public sector employees at rental rates that are significantly below market. These award-winning developments help their residents address the high costs of living and low levels of housing affordability in many of California's most desirable areas.



Mr. William Thompson rejoined Trammell Crow Residential as the Senior Managing Director of the Northern California Division in 2015. Previously, as a co-founder of Thompson | Dorfman Partners, LLC, he led the development and implementation of corporate strategies. Prior to founding TDP, he was executive vice president of Irvine Apartment Communities from 1997 through 1999, directing all activities of the apartment REIT's California Division and creating a \$1 billion development pipeline. Previously, he was a co-founder and president of Thompson Residential Company. Mr. Thompson also served as the Northern California partner of Trammell Crow Residential from 1984 to 1995. While at Trammell Crow Residential, he was responsible for the development and construction of over 3,600 apartment and condominium homes in 15 projects.

Prior to joining Trammell Crow Residential, Mr. Thompson was with Regis Homes Company, a Southern California-based apartment investment and development firm. As executive vice president of Regis, he was responsible for Northern California development activities and apartment investments in four western states. He has also held management positions with Citicorp Real Estate and James W. Rouse Company.

Mr. Thompson is an associate member of the Urban Land Institute (ULI) and a member of Lambda Alpha International, an honorary land use economics society. He also serves on the board of Yosemite Institute, which provides environmental education for 10,000 school children annually in Yosemite National Park.

Mr. Bruce Dorfman rejoined Trammell Crow Residential as the Senior Managing Director of the Northern California Division in 2015. Previously, as a co-founder of Thompson | Dorfman Partners, LLC, a Mill Valley-based developer of in-fill and mixed-use multi-family projects, he managed the firm's development and financing activities. Prior to founding TDP, he was a senior vice president with Irvine Apartment Communities from 1997 through 1999, and directed site acquisition and development activities for the apartment REIT's California Division, creating a portfolio of 5,000 apartment homes. Previously, he was a co-founder and vice president of Thompson Residential Company in 1996, acquiring sites, obtaining entitlements, and financing projects in Northern California.

Mr. Dorfman joined Trammell Crow Residential in 1992, where he was responsible for project management, development financing, asset sales, and asset refinancing. Prior to this, Mr. Dorfman was with Piedmont Realty Advisors, a pension fund and institutional advisor, from 1986 through 1991. As vice president of acquisitions, Mr. Dorfman served on Piedmont's Real Estate Investment Committee and was responsible for structuring joint ventures and participating mortgages for over \$200 million of commercial and apartment developments. He also worked for Wells Fargo Bank and Bechtel Power Corporation.

Mr. Dorfman currently serves on the board of The Redwoods, a senior housing provider, and is a member of the Urban Land Institute (ULI) and Lambda Alpha International, an honorary land use economics society.

William Thompson Senior Managing Director

MBA | Harvard Business School

Bachelor's Degree | Claremont McKenna College



Bruce Dorfman Senior Managing Director

MBA | University of California, Los Angeles

Bachelor of Science | College of Engineering | University of Michigan



Ms. Stephanie Hill joined Trammell Crow Residential in 2015. She was previously a Project Manager at Thompson | Dorfman Partners, LLC where she worked with the acquisition and development team on project management including investment analysis, due diligence, entitlements, design, construction and lease-up. Prior to joining Thompson | Dorfman, Ms. Hill was a consultant at Seifel Consulting, Inc., a San Francisco-based firm specializing in strategic real estate and urban economic advisory services with an emphasis on public-private partnerships. Previously, Ms. Hill worked for the City of Oakland Community and Economic Development Agency's Housing Development Services in affordable housing finance and for Richmond American Homes, a single-family homebuilder.

Ms. Hill earned her Bachelor of Arts degree in Economics from the University of Notre Dame and her Master of City Planning from the University of California, Berkeley. Ms. Hill is a member of the Urban Land Institute (ULI) and San Francisco Planning and Urban Research

(SPUR).



Stephanie Hill Vice President, Development

MCP | University of California, Berkeley

Bachelor of Arts | University of Notre Dame

REPRESENTATIVE PROJECTS



North Park

Master Planner: ROMA Design Group

Architects: Backen Arrigoni & Ross Associates, McLaren Vasquez Architects, Fisher Friedman Architects

North Park is a \$600-million, 2,700-unit apartment community on 60 acres in the heart of Silicon Valley. Central to the community design of this development is a five-acre public park that projects into the site from North First Street. The ten villages that comprise North Park are integrated into the master planned community around the park with urban pedestrian and vehicular connections. Each village features private recreational facilities including pools spas, club rooms, and fitness centers.

The conception and successful entitlement of the community was the result of a close working relationship between the City of San Jose and the developer. Soon after executing a purchase agreement with the land seller, the principals of TDP met with San Jose planning staff to review project constraints and the City's vision for this site. The North Park site was the last large undeveloped residential parcel in North San Jose, and the City was favorably disposed to high-density development. Design challenges included a shortage of public parks in the area, a high water table and flood plain conditions limiting subterranean parking, and environmental issues resulting from the former agricultural use of the site. Within one year, a Master Plan was developed, an Environmental Impact Report was certified, and the North Park community was approved by the San Jose City Council.



1221 Ocean

Architect: Ted Tokio Tanaka Architects Landscape Architect: ROMA Design Group

Located on the bluffs overlooking Santa Monica Bay, 1221 Ocean Avenue provides residents with unparalleled views of the Pacific Ocean; half of the units also have stunning city views. 1221 Ocean Avenue is a short walk from the 3rd Street Promenade, the Santa Monica Pier, and a full complement of restaurants, hotels, and retailers. In addition to its dramatic setting, this 17-story, 120-unit building provides finishes, amenities, and services equal to those of a 'five-star' hotel.

While a strong understanding of the market was required to underwrite the acquisition, quick resolution of complex issues was required to implement a successful development plan including understanding of Santa Monica's strict rent control ordinance. Approvals for the renovation and upgrades of this property, including a dramatic roof deck on this high-rise required not only city approval, but also that of the California Coastal Commission. The principals of TDP assembled and directed a team of design professionals and consultants to address issues involving all aspects of the building's design, construction and operations.



555 YVR – Walnut Creek, CA Design Architect: Kwan Henmi Architecture Executive Architect: KTGY Group Landscape Architect: Cliff Lowe Associates

Walnut Creek is a suburban city undergoing an urban make-over, with the City encouraging high-density development at the BART transit center, including infill development with a mix of housing, retail, and office uses. The 555 YVR condominium property is yet another sign of the change. With its sleek, modern look and short distance from public transit, the 87-unit project proves that high-density living can work in cities dominated by single-family homes. The property offers true urban sophistication with floor-to-ceiling windows, gourmet kitchens, high-end finishes, and raised ceilings creating large volumes in the units. The community offers amenities including a cardio gym, multi-media clubroom, and "The Sky Lounge" - a rooftop terrace with an outdoor kitchen, fireplace and views of Mount Diablo. While it was a pioneering location for luxury housing when the project was conceived in 2004, the success of 555 YVR has triggered the development of nearly 1,000 new units on neighboring sites.

At the time 555 YVR opened for sales in 2010, the U.S. was experiencing its worst economic downturn in a generation and the impact on the California housing market was devastating. Many new and proposed projects were repossessed by their lenders or financial partners. However, the TDP principals believed in the long-term viability. TDP and its partner invested new capital into the project, repaid the construction lender in full, and are now selling units at prices projected in the original underwriting. It should be noted that TDP takes the long-term view on investments and has always honored its commitments to financial partners and cities.



The Waverly

Architect: Steinberg Architects Landscape Architect: The Guzzardo Partnership

The Waverly is Phase B of the Pilgrim-Triton Master Plan located in Foster City, CA. The 21- acre Master Plan approved by the City in 2009 is comprised of four phases of mixed-use development including residential units, live/work spaces, professional offices, and retail spaces surrounding a centrally located plaza. Located in the mid-Peninsula's US 101 and Highway 92 employment hub, the development is near the headquarters of Visa and Gilead as well as biotech and software companies.

The Waverly is composed of 3 distinct phases: a mixed-use building containing 220 residential units, a 6 level garage, 5,000 square feet of retail space and amenity spaces such as a penthouse lounge, fitness center, which surrounds a landscaped courtyard with a lap pool; a townhouse phase with 20 units ranging in size from 1,500 to 2,100 square feet; and a commercial building with up to 50,000 square feet of space. The site is focused on a well- landscaped area including docks and seating areas along the Foster City Lagoon.

References

Kristina D. Lawson Mayor **City of Walnut Creek** 1666 North Main Street Walnut Creek, CA, 94596 (925) 943-5800 KLawson@hansonbridgett.com

Barbara Christensen Dir. Community/Government Relations **San Mateo Community College District** Chancellor's Office 3401 CSM Drive San Mateo, CA 94402 (650) 574-6560 christensen@smccd.edu

David E. Lynch Senior Vice President Wells Fargo Bank 1445 Ross Avenue, 48th Floor Dallas, TX 75202 (469) 729-7520 David.E.Lynch@wellsfargo.com

Shane M. Bowen Senior Vice President **Bank of America, N.A.** 901 Main Street, 20th Floor Dallas, TX 75202 (214) 209-1322 shane.bowen@baml.com

References (continued)

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John "Jack" Connelly Managing Director, Head of Transactions **UBS Realty Investors LLC** 10 State House Square, 15th Floor Hartford, CT 06103 (860) 616-9040 John.connelly@ubs.com



Description of Project Team

srmErnst Development Partners



srmErnst Development Partners

srmErnst is a full service real estate development, investment and advisory firm focusing on value-add infill office, R&D, light industrial, mixed-use and turn-key build-to-suit opportunities in the San Francisco Bay Area, having entitled, acquired and/or developed over 10 million square feet since our inception.

At srmErnst, we understand our reputation reflects the value we place on the communities and partners with which we work.

- We are strong advocates of sustainable development.
- We are specialists in community engagement and entitlements – we listen to what a community wants and balance it with project constraints and what can be achieved.
- We excel in thoughtful and focused execution, which rewards our partners, clients, tenants and communities with which we work.

Our reputation and track record culminate from:

- A strong real estate development and operating capability...we are not just financial engineers.
- Extensive market knowledge and local relationships.
- Principal involvement throughout the entire process.
- High touch, hands-on marketing, and project and asset management.

srmErnst specializes in value-add investment and development where we target properties that have a history of underperforming, are in need of major ground up construction or rehabilitation and are transit and job center-oriented in well- located urban infill, urbanized suburban infill, and business park sites. srmErnst provides the following expertise and services as principal and on an advisory basis:

- Master Planned Development
- Entitlements
- Capitalization
- Brownfield Development
- Sustainability Consulting and LEED certification
- Project and Construction Management
- Asset and Property Management

In Alameda, SRM has been one of the most active long-term commercial developers, having delivered over 3 million square feet to date. We best understand Alameda's place in the Oakland-metro market and how to bring buyer's, tenants and capital to this City.





VF Outdoor, Inc. | Alameda, CA

SRM developed and delivered the first phase, four building campus consisting of 160,000 sq. ft. on 11 acres in 2012. This \$40 million campus serves as the HQ for VF Outdoor - Americas and its leading brand The North Face. The highly sustainable project received LEED NC-Platinum Certification, achieved one of the highest Bay Friendly ratings and is the first net- zero-electric corporate campus in the Bay Area. The project won 2012 New Office Development of the Year by the San Francisco Business Times.

San Jose Water Company | San Jose, CA

SRM and Trammell Crow Residential provided development advisory services to SJWC to masterplan and entitle their 7.76 acre site with a mixed-use urban village in downtown San Jose across from the HP Pavilion. The project incorporates a light rail station at the southwest corner. The entitlement includes up to 1 million sq. ft. of office in three high-rise buildings over podium parking, up to 50,000 sq. ft. of ground level retail and up to 325 residential units.

Sherwin-Williams Redevelopment | Emeryville, CA

SRM and Trammell Crow Residential entitled this mixed-use project along an extension of the Emeryville Greenway. The 8.6 acre project includes approximately 3 acres of public open space, up to 535 new residential units, up to 10,000 sq. ft. of neighborhood retail and 70,000 sq. ft. of adaptive reuse as creative office space. The project has been coordinated with major remediation of arsenic, lead and VOC contamination.



Pixar Animation Studios | Emeryville, CA

SRM completed the phase 1 build-to-suit for Pixar including 20-acre site acquisition, entitlements for a 400,000 sq. ft. campus, design, site remediation and construction of the \$90 million, 218,000 sq. ft. first phase in 2000. This building includes a central mall and stateof-the-art theater. This project received the award of Best Interior Design 2001 by the East Bay Business Times. This building is constructed on an award-winning seismic base isolation system (building floats on large springs) with redundant utility systems.



North Loop 3 | Alameda, CA

SRM is currently developing North Loop 3, which consists of five flex office/R&D buildings totaling 187,000 sq. ft. on 12 acres in the Harbor Bay Business Park in Alameda. The \$42 million project features flexible building plans targeted toward office, R&D, advanced manufacturing and life science uses. This project follows on the success of North Loop Phases I and II, which consisted of 11 office/flex buildings constructed and sold by SRM from 2005-2009.



SRMERNST

development partners

Buildings 9 & 91 | Alameda, CA

Located on the former Naval Air Station at Alameda Point, SRM acquired Buildings 9 & 91 from the City of Alameda in 2017. Originally constructed in the 1940s, the \$32 million project requires major upgrades to site infrastructure and the building shells. 9 & 91 are the first properties acquired and undergo major redevelopment by a private developerUpon completion, SRM leased Building 91 to Almanac Beer Co. and Admiral Craft Malting, winning the 2018 Architectural Preservation award for Adaptive Reuse.



Joe Ernst *Principal* B.A. in Finance and Computer Science | University of St. Thomas

Joe founded srmErnst and has over 20-years of real estate experience in development, investment, asset management and real estate finance. Joe joined SRM Associates in 1999 and was the principal in charge of all new development since 2005. Prior to SRM Joe was a Vice President with Norwest Structured Finance in Minneapolis, MN, structuring private mortgage and asset-backed securities transactions. Joe was also a Vice President with Cargill Financial Services focused on developing a conduit for acquisition and securitization of subprime residential mortgages, and a Vice President with Piper Jaffray as an analyst involved in the acquisition, restructuring and fund management of a \$1 billion portfolio of distressed residential loans and under-performing CMBS deals.



Kristel Railsback Senior Project Manager B.A. in Business Administration from Cal Poly San Luis Obispo M.A. in Historic Preservation from The Pratt Institute Kristel brings a background in historic preservation and deep experience in public/private partnerships and naval base redevelopment. She joins srmErnst from the Brooklyn Navy Yard Development Corporation, where she oversaw large scale developments, including ground-up construction, adaptive reuse, and historic renovation and promoted strategies around job creation and economic development. These projects featured retail, public space, and modern manufacturing. Before that, she was at Two Trees Management overseeing capital improvements to 1.5 million square feet of commercial property in New York City's DUMBO historic district. Kristel holds a bachelor's degree in Business Administration from Cal Poly San Luis Obispo and a master's degree in Historic Preservation from Pratt Institute.





References

John McManus Senior Director **Cushman & Wakefield of California** 1111 Broadway, Suite 1600 Oakland, CA 94607 510.891.5817 John_mcmanus@cushwake.com

Don Kuemmeler Founding Partner PCCP, LLC 555 California Street, Suite 3450 San Francisco, CA 94104 415-732-7545 dkuemmeler@pccpllc.com

Richard Shapiro Partner Farella, Braun + Martel, LLP 235 Montgomery Street San Francisco, CA 94104 415.954.4934 rshapiro@fbm.com

Chris Brown Senior Vice President, Joint Ventures Hillwood 3000 Turtle Creek Boulevard Dallas, TX 75219 214.303.3361 chris.brown@hillwood.com

Jennifer Ott Former Base Reuse Director – Alameda Point and Transportation Planning Director (510) 867-8237



ROMA

Description of Project Team

ROMA

ROMA

RELEVANT PROJECT EXPERIENCE

ROMA is a multi-disciplinary urban design firm of architects, landscape architects and planners committed to the enhancement of existing cities. Our work has focused on the transformation of urban districts, specifically urban waterfronts and town centers, into engaging places that promote high levels of quality, livability and sustainability. We specialize in reuse and redevel-opment planning for large tracts of urban land, the design and integration of transportation facilities and infrastructural systems into the fabric of the community and the design of buildings and public spaces and streetscapes that promote a strong sense of community and civic identity. We are accustomed to working on complex projects that involve multiple parties and interests and which demand careful balancing of the realities of implementation considerations with community values. We have been very successful in developing and advancing a vision for the future that is achievable and attains high levels of public acceptance and enthusiasm.

We believe that we are uniquely qualified to assist the team in providing urban design and planning services related to the West Midway area of Alameda Point. We have worked on a number of projects in Alameda and in Alameda Point including the first new project to be built there - the Central Bay Maintenance and Operations Facility. As a result, we have developed a strong familiarity with the community and the physical conditions relating to development. We look forward to working closely and collaboratively in preparing a plan that can both serve as a strong basis for future development of the property and that can also build community support for its realization. Selected project experience is referred to in the following.



North Park Community, San Jose

ROMA was the Master Plan Architect that assisted the Irvine Apartment Communities with planning and design of the 97-acre North Park community, situated in North San Jose at the heart of Silicon Valley. The location of the property within close walking distance of both the Guadalupe and Tasman Light Rail corridors, will also offer residents the highest levels of transit access, and as such the development is considered an important regional opportunity to reinforce Santa Clara County's burgeoning light rail transit system. ROMA's role on the project was to prepare urban design plan for the entire property and to prepare the design of all public spaces on the site, including the five-acre park, which is the centerpiece of the new community.

Reference: Don Bren, The Irvine Company, (949) 720-2257, dbren@irvinecompany. com







Crescent Village, San Jose

ROMA prepared the development plan and a Planned Development Zoning package for a new mixed-use neighborhood on the former Sony campus in North San Jose. The 38-acre property is located in the heart of Silicon Valley, on lands that the City has designated as a residential overlay to promote a better balance between jobs and housing and a finer-grained pattern of pedestrian and transit-oriented development. In its role as master plan architect, ROMA collaborated with a multidisciplinary team to develop a plan that will result in 1,900 new units of housing, 20,000 square feet of commercial development and a fiveacre public park. The plan is characterized by a pattern of pedestrian-friendly streets and paseos, radiating out from the central park.

Reference: Don Bren, The Irvine Company, (949) 720-2257, dbren@irvinecompany. com

















Mueller Community, Austin

Located on the site of the former Robert Mueller Municipal Airport, a new transit-oriented community is being developed with 4,000 dwelling units, 5 million square feet of office and 300,000 square feet of retail. The master plan prepared by ROMA was adopted by the City and Catellus Development Corporation selected by the City of Austin as the master developer. The project received an Award of Excellence from the Congress for the New Urbanism in 2001. ROMA continues to work with the City and Catellus to prepare neighborhood, commercial and mixed-use building prototypes and detailed design plans for streets, parks and greenways.

References: Ted Antenucci, President, Catellus, (303) 670-5206, tantenucci@ catellus.com Greg Weaver, Vice-President, Catellus, (512) 703-9207, gweaver@ catellus.com









East Village Master Plan, San Diego



Reference: John Moores, formerly owner of the San Diego Padres and JMI Realty, (858) 350-4800





Brooklyn Basin Development Project, Oakland

ROMA served as the Master Plan Architect for Signature Properties, assisting in the redevelopment of an outmoded maritime terminal for a new mixed use residential community on the Oakland Estuary. This major infill property, that has long been isolated from the rest of the city, is planned for 3,000 dwelling units at an average density of 120 dwelling units per acre as well as associated retail/office uses. Buildings are designed to contribute to the public environment with active ground level uses which will create a vibrant urban place. Approximately 26 acres of parkland and promenades will connect to the shoreline and provide opportunities for aquatic events, promenading, jogging, picnicking, bicycling and other informal sports that will extend the larger regional recreational and open space system. The first phase of implementation has started and ROMA continued with the design of streets and open spaces and is now assisting Signature with adjustments to its entitlement to allow for greater density and changes along the shoreline. Reference: Eric Harrison, Signature Properties, (510) 251-9280, eharrison@signaturedevelopment.com










Ferry Maintenance and Operations Facility, Alameda

ROMA is currently a subconsultant to KPFF Consulting Engineers working with WETA to design a Central Bay Operations and Maintenance Facility to serve as the base for WETA's ferry fleet, administrative offices, Operations Control Center and Emergency Operations Center. The project will provide running maintenance service for all WETA ferry boats operating in San Francisco Bay and the location for day-to-day management and oversight of services, crew and facilities. In the event of a regional disaster, the facility would also function as an emergency operations center, serving passengers and sustaining water transit service for emergency response and recovery. The site is located within Alameda Point, which is owned by the City of Alameda and was leased to the US Navy, includes approximately 12,000 square feet of landside space. The building is designed to Essential Facilities Standards and will incorporate sustainability features such as energy efficient lighting, bicycle parking, water-efficient plumbing and irrigation, a "green roof" for stormwater management, photovoltaics and the use of recycled and local materials.

Reference: Michael Gougherty, WETA, (415) 364-3189, gougherty@watertransit.org



Description of Project Team

SB Architects

FIRM OVERVIEW



SB Architects is widely known for its architectural work in the hospitality, mixed-use, urban design and residential space.

Since 1960, the firm has promoted sustainable communities and iconic brands, both locally and globally. With offices in San Francisco, Miami and Hong Kong, we provide responsive, creative and tailored experiences and the technical capabilities to successfully deliver projects of all scales from initial concept through construction. Everything we do is informed by principles which are inspired by timeless values and a commitment to our craft. Our firm's design and management philosophy are shaped by the goals of stakeholders, the resources of team members, and the effective management of the schedule. Design is an iterative process in which the vision is continually refined through constraints, collaboration, and design testing. Successfully managing a project requires assembling an exceptional team, evaluating the scope, outlining major task components, and scheduling milestones and resources. With a focus on collaboration, we encourage an openness to new ideas and creative interpretation. Our mission is to not only create alluring and successful projects but also nurture the shared passion and vision that allow for a rewarding journey for the entire team. We believe that hospitality is founded in the cultivation of strong relationships with each other, our clients, our partners, and our communities. Architecture is not only about buildings, design, products, standards, and efficiencies – it is about people. It is the very heart of hospitality, as people are the very center of our business.

FIRM LEADERSHIP



BRUCE WRIGHT SR. VICE PRESIDENT SCOTT LEE PRESIDENT MARK SOPP SR. VICE PRESIDENT EMILIO PEREZ

JOREY FRIEDMAN

With over three decades at SB Architects, the leadership team has an international reputation for planning and designing high-profile hospitality, mixed-use and residential developments around the globe working closely with many of the world's leading hotel operators and real estate developers.

Scott leads the firm's international design practice with more than three decades of experience in the buildings market, large-firm operations, and talent management. Adept at defining a design vision that blends the key elements of a brand's identity with an authentic expression of the site, Scott has been instrumental in the development of destination properties in established and emerging markets around the world.

With nearly two decades at SB Architects, Bruce's intrepid efforts solidified the firm's presence throughout Southeast Asia and North America and established some long-standing relationships with clients and partners. In this role, he coordinates office-wide initiatives and engages teams in participating in projects where the objective aligns with and furthers the firm's mission and vision. Mark Sopp leads the firm's mixed-use and urban design studio, with a focus on large-scale resort residential communities, mixed-use, and master planned developments. With a demonstrated strength in conceptual site design, he is a leader in transforming visions into built realities.

Emilio Perez's multi-faceted experience and successful career in the hospitality industry provides an extremely valuable element to SB Architects' global architectural practice. His strong managerial skills and dynamic leadership style allow him to play a key role in the leadership of the firm's Miami office, working with firm leadership on business development, strategy, and long-term planning.

Jorey provides over 20 years of architectural design expertise for hospitality destinations and residential communities. Jorey's portfolio includes projects in South Florida, the Caribbean, Egypt, and China. Her leadership forges strong project teams that collaborate efficiently and effectively. Her passion for leadership extends far beyond architecture as she provides mentorship to junior architects and is at the forefront of the firm's community philanthropic efforts.

2

MASTER PLANNING

Our master planning approach involves an iterative process of dialogue between design expertise, client visions and a current understanding of market needs. The challenge is in balancing different and occasionally conflicting priorities through practices which are as inclusive, transparent and as responsive as possible. This collaborative approach allows projects to be open for discussion and consensus, to communicate design development, and to take into account local knowledge to ensure our projects convey an authentic feeling of place. Master plans guide a design focused on building quality of life. A project's arsenal of contextual analyses takes a variety of graphic, textual and diagrammatic forms, in order to translate design concepts into practical recommendations. Our hand-on approach with technology such as virtual reality allows us to visualize in real time the effects of different block formations on existing conditions, pedestrian flow and passive design considerations, land use strategy, and harmony of forms.

MIXED-USE

Our Mixed-Use practice focuses on transforming neighborhoods to include the convenience of localized amenities, community gathering spaces, retail, fine and dining facilities. A vibrant community adapted to today's active lifestyles. A pedestrian promenade navigates through the resort capturing a diverse range of outdoor experiences and connecting the resort's most dramatic points within a distinct hospitality and residential infrastructure. The design represents a careful balance between existing natural and man-made surroundings; brings together residential and street-level retail to create a focal point within this bustling area of a city.

MULTI-FAMILY

3

Our Multi-Family practice utilities a broad range of housing types, ranging from attached on-grade townhouses to 20-story high-rise apartment buildings. The goal is to respond to the growing need for urban in-fill apartments and condo units. Resident profiles were created to determine the demographic most likely served in this area, and to inspire indoor and outdoor amenities and experiences that will appeal to this user group.



Every design process needs to start somewhere.

Most architects begin with a site visit and many - if not most - conduct a "charette" - an on-site working session between designer and client to work through challenges and opportunities, with the goal of arriving at an initial design vision that can be shared by all. Good stuff.



We do it a little differently.

WE TAKE A STEP BACK.

We dig a little deeper. We go a little further. We invest a little more.

WE THINK OF IT AS AN EXCAVATION.

We focus on team, relationship, mutual understanding, and a deep, shared passion for the brand message. Every site, every project, every person, every journey has a story. This story is the first thing we want to unearth.

DEVELOPING A DESTINATION.

Whether it is a resort on a far-flung island or a highrise apartment project in the heart of the city - is about creating the story of the place and the people who will inhabit it.



Here's how we go about it.

WE CREATE AND NURTURE RELATIONSHIPS.

Nothing kills a project faster than a team that isn't fully invested in the project, and in each other. We set off, from the outset, to build strong bond amongst our team, based on mutual respect, friendship, shared passion and a strong framework for communication. If our team isn't enjoying the process of making a project happen, we are all doing something wrong.



WE UNDERSTAND THE PEOPLE WHO WILL INHABIT OUR PROJECTS.

Our work is about people, and their experience of place. The tool we use to enable that experience is architecture. Our next step is to fully understand the people who will inhabit the place we are about to create. We work with the development team to create user profiles, essentially creating a cast of characters for the play we will produce together.



WE PUT OUR PENCILS DOWN.

Our first meetings are deep dives into the ethos of the brand, the profile of the people who will inhabit our project, the stories they will tell, the memories they will take away. In this way, we can begin to understand the experience and journey we will create, and the best way to get there. Only once we fully understand the essence of the experience as a team do we start to think about architecture.

The heart of our office is an open space we (half) jokingly call the incubator. Lined with wood, steel and hundreds of magnets to pin up words, images, notes and anything else we can think of, it is where the deep dive happens. Our work there is informal but passionate, relaxed but focused, and above all it is fun. We begin the process as a group of people gathered together: client, architect, planner, consultants, possibly others. We emerge as a team.



5

APPROACH

WE DO OUR HOMEWORK.

We learn about the site, its history both recent and distant, the culture of the place - artwork, artisans, agriculture, music, traditions, and people. We simply cannot create a sense of place without a thorough understanding of these things. We also need to understand the surrounding community's vision for the future, so that we can craft a place that fits that vision. Lastly, we need understand the architectural traditions that have come before - not to follow them, but to incorporate them into our understanding of exactly what will be right for this place right now and moving forward. Whether the end result is traditional or entirely contemporary, an understanding of context is essential.

NOW WE PICK UP OUR PENCILS.

Pencils out, (yes, we still use them occasionally), we visit the site, walk the land, set up tables, sketch on the fly. Because we are a team, with a shared sense of purpose, the journey toward a vision is engaging and efficient. We are ready to create the architectural concept for the project.







Buildings and Communities Preserve and Promote Energy and Precious Resources; Human Health, Well-Being and Performance; and a More Equitable Future. WELL Standards aim to be Synergistic with Green Building Rating Systems.

7

RESUMES



EDUCATION

CA Polytechnic State University, San Luis Obispo, Bachelor of Architecture

REGISTRATION

California

Florida

Michigan

Puerto Rico

Certified by the National Council of Architectural, Registration Boards, 1995

ORGANIZATIONS

American Institute of Architects (AIA)

National Council of Architectural Registration Boards (NCARB)

Urban Land Institute (ULI), Recreation Council Member

Hospitality Industry Association

U.S. Green Building Council (USGBC) LEED AP

ACCOLADES

8

Lodging Conference Urban Land Institute Conferences

Scott A. Lee, aia, leed ap president and principal

Scott leads the firm's international design practice with expertise in hospitality, mixeduse and residential developments. Scott is an internationally recognized thought leader with more than three decades of experience in the buildings market, large-firm operations, and talent management. His efforts solidified SB Architects' presence throughout Southeast Asia, Caribbean, and Latin America and established a number of long-standing relationships with clients and partners across those regions. Adept at defining a design vision that blends the key elements of a brand's identity with an authentic expression of the site, Scott has been instrumental in the development of destination properties in established and emerging markets around the world.

FIRM PORTFOLIO

Tweleve Oaks Reserve Temecula, California 200-key resort, spa, event space, production winery and wine pavilion

The Lodge at Pebble Beach Carmel, California 163-key guestroom renovation including outdoor living rooms, private bath gardens and public space

The Cove, a Ritz-Carlton Reserve Residence Morgan's Point, Bermuda 77-key boutique hotel, 202 residential units, spa, F&B, event space and marina

Palm Court Miami Design District, Florida 80,000 sq.ft. luxury retail development

Manhattan Mixed-use Highrise New York, New York 94-story tower with 84-key boutique hotel, spa, 4 levels of retail space, 12 levels of office space and 490 residential units

Kimpton Seafire Resort + Spa Grand Cayman, Cayman Islands 265-key resort, 62 branded residences and bungalows, 5 F&B, spa and event space

Farmhouse Inn Forestville, California 13,700 sq.ft. historic hotel expansion, spa, fitness center, and addition of 9 guest suites Nicklaus Village at Promontory Park City, Utah Single-family residences (ranging from 2,500 -4,700 sq.ft.) surrounding new Nicklaus golf course

Dorado Beach, a Ritz-Carlton Reserve Dorado Beach, Puerto Rico 127-key hotel destination resort, resort residences, spa, beach club, restaurants, historic surf room

GH Atlanta Atlanta, Georgia Urban social club with amenities

Kona Village Kona, Hawaii 13-key resort renovation, spa, beach club and event space

Auberge Leaf Cay Bahamas Master planned private island with 8,000 sq.ft. custom estate with 4 villas and spa

Lavastone at Mission Hills Hainan Haikou, Hainan Island, China 3,000-unit branded residential resort community

Visun Jiangshang Resort Residences Haikou, Hainan Island, China 164-unit residential resort community with clubhouse

St. Regis Bahia Beach Rio Grande, Puerto Rico 77-branded residences, golf clubhouse, beach club and luxury custom estates



EDUCATION

University of Arizona, Tucson, Bachelor of Architecture, 1992

REGISTRATION

California, 1999

Certified by the National Council of Architectural Registration Boards, 2010

ORGANIZATIONS

American Institute of Architects (AIA)

U.S. Green Building Council (USGBC)

LEED AP

National Council of Architectural Registration Boards (NCARB)

PREVIOUS EXPERIENCE

Hill Glazier Architects

Bruce A. Wright, AIA, LEED AP senior vice president and principal

Bruce understands successful design extends beyond a building's walls to the broader community. Through an approach that emphasizes dialogue, transparency, and inquiry, he leads teams in the creation of designs that support the dynamic framework of life. Bruce has an international reputation for planning and designing high-profile hospitality and mixed-use developments around the globe. As a firm leader, he coordinates officewide initiatives and engages teams in participating in projects where the objective aligns with and furthers the firm's mission and vision. Throughout his career, he has worked closely with many of the world's leading hotel operators and real estate developers. Prior to SB Architects, he was an Associate at Hill Glazier Architects.

FIRM PORTFOLIO

Vintage House Yountville, California 80-key renovation of Vintage Inn and all associated public and amenity spaces.

Villagio Resort Expansion Yountville, California 112-key renovation of Villagio Inn and Spa and all associated public and amenity spaces

Private Residence Portola Valley, California 7,200 sq.ft. High-end Single-Family Residence with 4 Bedrooms, 7 Baths, Studio and Gym

72 Townsend San Francisco, California 28,900 sq.ft. urban mixed-use development with 74-residential units and street-front retail

Freemark Abbey St. Helena, California 21,000 sq.ft. renovation of winery and restaurant

Fairmont Sonoma Mission Inn & Spa Renovation Sonoma Valley, California Historic hotel renovation

Calistoga Ranch, An Auberge Resort Calistoga, California 100-key destination resort, including branded residences and spa

Enchanted Resort Calistoga, California 100-keys destination resort; 36 cottages and 20 residence club units, wellness facilities, food and beverage, and event space

Ascaya Residence Las Vegas, Nevada 7,000 sq.ft. custom home

Five Point Pavilion Park Irvine, California Community park with clubhouse and amenities

Jade Shores *Qingdao, China* Master plan competition that includes 120 hectares of mixed-use development

Luneng Wen'an Winery Resort Beijing, China 400-key hotel & villas with 4,200 SM winery, town center and residences

Golden Pebble Winery Resort Dalian, China Production winery and research facility with boutique hotel, wine club, commercial village and 310 branded residential villas

Lido Lakes Golf Clubhouse & Residence Club *Bogor, Indonesia* Golf clubhouse, residence club and amenity space



RESUMES



EDUCATION

Arizona State University, Bachelor of Science in Design

REGISTRATION

Washington, 2014

ORGANIZATIONS

Urban Land Institute (ULI)

American Institute of Architects (AIA)

U.S. Green Building Council (USGBC) LEED AP

ACCOLADES

Ala Moana Center, Honolulu, Hawaii ICSC-Design Award, 2001

SADI-Honorable Mention, 2000

Royal Hawaiian Center, Honolulu, Hawaii

NAIOP-Hawaii State Chapter Renovation Excellence, 2008

SADI-Renovated or Expanded Power Center, 2008

AIA Honolulu, Merit Award-Renovation, 2008

Ayala Greenbelt 3w, Manila,

Mark Sopp, AIA, LEED AP

SENIOR VICE PRESIDENT AND PRINCIPAL

With more than 25 years of international and domestic mixed-use and hospitality master planning, conceptual design and project management experience, Mark Sopp has an acute understanding of business operations and innovative design principles. He works with developers and design teams to lead projects through a coordinated process to ensure the end product reflects the client's goals and vision. As the former Director of the Retail and Mixed-Use Studio at Callison, he was the lead designer for the Ala Moana Center expansion and the revitalization of the Royal Hawaiian Center, which won the 2008 Honolulu AIA Merit Award. Shanghai's mixed-use Grand Gateway development and the Ayala Center Greenbelt in Manila - winner of the 2003 ULI Award of Excellence design direction.

FIRM PORTFOLIO

Ghaf Hills

Dubai, United Arab Emirates 293-hectare mixed-use development; 66-key hotel and spa, 100 apartments, 40 branded residences, 25 residential villas

Esplanade at Aventura

Aventura, Florida Mixed-use redevelopment with 250,000-350,000 sq.ft. of retail and F&B, 45,000 sq.ft. office, boutique hotel, underground parking and a pedestrian-based podium

Pristine

Red Sea Islands, Saudi Arabia Large-scale master plan encompassing 64 destination resorts on 54 islands with 10,000-keys

Parc Pointe Santa Monica, California Mixed-use development with 50,000 sq.ft. retail, 72,000 sq.ft. office and 295 residential units

Plaza at Aurora Square Seattle, Washington Urban center with 115,000 SF retail and 400 residential units

Kimpton Grand Cayman Hotel Grand Cayman, Cayman Islands Destination resort: a 265 key hotel, 62 residences and bungalows, 5 restaurants, spa and event facilities

USC Village Los Angeles, California 35-acre urban mixed-use village for the University of Southern California

Amara Hotel Limassol, Greece 240-key destination resort, branded residential tower, F&B, event space

Six Senses Turks and Caicos Turks & Caicos, British West Indies Destination resort with 86-keys, 11 villas, 45 residential villas, eco-center and organic farm, restaurants, spa and function space

Pendry Park City Park City, Utah Destination ski resort and mixed-use project with retail canyon, arts district, boutique hotel and branded residences, cinema and entertainment venues and commercial office space

Park Hyatt Los Cabos Los Cabos, Mexico Destination resort with 155-key hotel, 65 branded residences, conference center and spa

Jeddah City Jeddah, Saudi Arabia Master planned urban community, 5,098 residential units, office space, retail, hotel, community centers, civic buildings, mosques

RESUMES



EDUCATION

University of Miami, Bachelor of Architecture & Urban Design

University of Notre Dame, Master of Classical Architecture & Urban Studies

REGISTRATION

California, 2013

National Council of Architectural Registration Boards (NCARB)

ORGANIZATIONS

City of Alameda Planning Board Member San Francisco Planning & Urban Research Association

Habitat for Humanity, San Francisco

ACE Mentorship Program

U.S. Green Building Council (USGBC), LEED AP

LANGUAGES

German

Kristoffer Köster vice president and associate principal

Kristoffer brings to the firm over ten years of international design and large-scale master planning expertise. He provides leadership and strategic direction to teams engaged with clients on multidisciplinary projects, spearheading the firm's expansion in the Southeast Asian market. A highly skilled architect, designer, and project manager, his more than two decades of experience span a broad range of project types, ranging from large-scale destination communities, resorts and residential. His designs include the expansive mixed-use development in Qingdao, China and the renovation and expansion of the famed Lodge at Pebble Beach in California. In addition to conceptual design, he oversees the production of construction documentation and administration.

FIRM PORTFOLIO

University Village Boca Raton, Florida Mixed-use development with 829 multigenerational residential units, 170,000 sq.ft. retail, 72,000 sq.ft. office/civic, and 185-key hotel

The Lodge at Pebble Beach Carmel, California 163-key guestroom renovation including outdoor living rooms, private bath gardens and public space

Farmhouse Inn Forestville, California 13,700 sq.ft. historic hotel expansion, spa, fitness center, and addition of 9 guest suites

Park Hyatt Los Cabos Los Cabos, Mexico 155-key destination resort, 65 branded residences, spa and event space

Jade Shores *Qingdao, China* Master plan competition that includes 120 hectares of mixed-use development

Nicklaus Village at Promontory Park City, Utah Prototype single-family residences (ranging from 2,500 - 4,700 sq.ft.) surrounding new Nicklaus golf course

PREVIOUS EXPERIENCE

Hart Howerton

Twelve Oaks Reserve Temecula, California 200-key resort, spa, event space, production winery and wine pavilion

Golden Pebble Winery Resort Dalian, China Production winery and research facility with boutique hotel, wine club, commercial village and 310 branded residential villas

Kona Village Resort Kona, Hawaii 13-key resort renovation, spa, beach club and event space

Jardinana Cala de Mijas, Spain 94 residential units within walking distance of the beach on Costa del Sol

Hall Ranch Estates Alexander Valley, California Planning and concept design for 10 estates on 424 acres with 4,480 sq.ft. vision home

2538 Telegraph Oakland, California Urban multi-family dwelling complex including street-level retail, 97 residential units, two courtyards, fitness facility, shared work spaces, communal living room demonstration kitchen, and rooftop area public space





EDUCATION

University of Oregon, Master of Architecture

University of California, Berkeley, Bachelor of Architecture

REGISTRATION

California, 2006

ORGANIZATIONS

American Institute of Architects (AIA) SPUR

ULI San Francisco, Executive Board Management Committee

ULI San Francisco Local Residential Product Council member

ACCOLADES

ENR California's Top 20 Under 40

Foss Creek Court: Affordable Housing Finance, Readers' Choice Award

2014 Emerald Vista - ULI Jack Kemp

LANGUAGES

Spanish

Chinese (Mandarin)

Teresa Ruiz, AIA, LEED AP VICE PRESIDENT AND ASSOCIATE PRINCIPAL

Teresa Ruiz has over 20 years of architectural experience with a strong focus on multifamily and residential projects. Her past projects have received numerous national awards, including the ULI Jack Kemp Workforce Housing Award. Teresa was recognized in 2012 as a winner of ENR California's 'Top 20 Under 40.' She is immersed in evaluating and implementing best practices as they relate to the design efficiency, performance, scheduling and optimization of the design team. She supports a rigorous design process that harnesses research, technology, and building science to create contextually appropriate, holistic solutions for advancing the firms' multifamily practice. Prior to joining SB, Teresa worked with BAR Architects.

FIRM PORTFOLIO

ONE Hotel Sunnyvale, California 315-key hotel with 16,000 sq.ft. conference center, 8,000 sq.ft. spa, rooftop pool and bar

2538 Telegraph Oakland, California Urban multifamily dwelling complex including street-level retail, 97 residential units, two courtyards, fitness facility, shared work spaces, communal living room demonstration kitchen, and rooftop area amenity space

PREVIOUS EXPERIENCE

The Courtyards at 65th Emeryville, California 331 units of housing including 3,000 sq.ft. of retail, business center, exercise facility and mini theater

California Avenue Homes Palo Alto, California 112-unit multifamily faculty housing for Stanford University

North Park, The Sycamores San Jose, California 445-unit multifamily community on podium with extensive complex amenities Villagio Resort Yountville, California 112-key renovation of Villagio Inn and Spa and all associated public and amenity spaces

1640 Broadway Oakland, California Residential highrise tower of

Residential highrise tower of 39 floors and 555,000 sq.ft. including 302 residential units, 6,300 sq.ft. of retail and 122,000 sq.ft. of structured parking

1645 Pacific Avenue San Francisco, California 38-unit mixed-use luxury residential community over ground-floor retail, 10% on-site inclusionary housing

South Hayward BART Transit-Oriented Development Hayward, California 81 units of affordable senior housing and 125 units of affordable multifamily housing on podium



EDUCATION

Arizona State University, Bachelor of Science in Design

REGISTRATION

Washington, 2014

ORGANIZATIONS

Urban Land Institute (ULI)

American Institute of Architects (AIA)

U.S. Green Building Council (USGBC) LEED AP

ACCOLADES

Ala Moana Center, Honolulu, Hawaii ICSC-Design Award, 2001

SADI-Honorable Mention, 2000

Royal Hawaiian Center, Honolulu, Hawaii

NAIOP-Hawaii State Chapter Renovation Excellence, 2008

SADI-Renovated or Expanded Power Center, 2008

AIA Honolulu, Merit Award-Renovation, 2008

Ayala Greenbelt 3w, Manila,

Jason Ambrose vice president

With more than 25 years of international and domestic mixed-use experience, Jason Ambrose has an acute understanding of business operations and the design process, particularly with retail and multi-family project types. He works with developers and design teams to lead projects to ensure the end product reflects the client's goals and vision. As leader of SB Architects' mixed-use sector, Jason is recognized throughout the design industry for his nuanced understanding of individual project components, along with his talent to successfully and thoughtfully integrate uses. Jason conceives highly-effective project solutions that not only deliver complex programs but further enhance his clients' commercial strategies.

FIRM PORTFOLIO

University Village Boca Raton, Florida Mixed-use development with 829 multigenerational residential units, 170,000 sq.ft. retail, 72,000 sq.ft. office/civic, and 185-key hotel

Scotchollow

San Mateo, California Combination of new and renovated multi-family housing community of at least 400 dwelling units, improved streetscape and pedestrian walkways, amenity spaces, and site conditions

Seritage NewPark

Newark, California Re-development of the Sears building, with 400 units of multifamily residential, 145,000 sq.ft. new retail, restaurants, new dining and event plaza.

Esplanade at Aventura

Aventura, Florida Mixed-use redevelopment with 250,000-350,000 sq.ft. of retail and F&B, 45,000 sq.ft. office, boutique hotel, underground parking and a pedestrian-based podium

PREVIOUS EXPERIENCE

ShuiOn Dalian Tiandi Dalian, China Master plan with a new open-air lifestyle retail district integrated with a new enclosed retail center, along with high rise commercial office and residential.

West Farm

Omaha, Nebraska Master-planned mixed-use locally-inspired development with 293,920 sq.ft. retail and restaurants, 114,720 sq.ft. office space, 929 residential units and 300-key hotel

Town Center

South Florida

Mixed-use development with 800 residential units, 170-key hotel, over 158,000 sq.ft. of retail space, and over 121,000 sq.ft. of office space

Kakaako

Honolulu, Hawai Urban mixed-use development in a commercial and retail district with retail, dining, office space and structured parking

Riverwalk San Diego

Mixed-Use Development San Diego, California Master planned 200-acre mixed-use development that integrates residential, retail and office within a scheme that bolsters the commercial components and creates a gateway connection between the nodes

Mosaic City

Aqaba, Jordan New mixed-use district on the coast of Jordan including hotel, retail, creative office and townhouse residences.



Description of Project Team

BKF

FIRM PROFILE



CIVIL ENGINEERING . SURVEYING . PLANNING

Delivering Inspired Infrastructure

For 100+ years, BKF has Delivered Inspired Infrastructure to its clients. As a result, we have earned our clients' trust, and thereby their repeat business. BKF has worked diligently to help our clients achieve their goals and bring their projects across the finish line. Through our network of 13 offices in California, we have developed extensive local knowledge that provides us with a keen understanding of issues relating to feasibility, permitting, and entitlement approvals. Our success has compelled **ENR California** to name BKF as the **2017 Design Firm of the Year!**

BKF provides civil engineering, land surveying, and land planning services for government agencies, institutions, developers, architects, contractors, school districts, and corporations. Our markets include healthcare, education, residential, commercial, industrial, corporate, transportation, and public works. We provide a number of specialty services including sustainable design, site accessibility consulting, hydrology/hydraulics, traffic signal design, and 3D laser scanning.

Successful design of mixed-use projects requires an understanding of the approval process, local, regional and state requirements, the developer's schedule constraints, and the objectives of each of the design team members. Our extensive development and redevelopment experience has led to our thorough understanding of the entitlement and permitting processes. In addition to design and documentation of the required utility infrastructure and site/frontage improvements for a project, our in-house staff can provide surveying, tentative maps, final maps, condominium plans, utility capacity studies, accessibility compliance reviews, sustainable storm drainage solutions, off-site/public works design, and construction support services. Our knowledge and experience makes us a valuable team member on any mixed-use project.

RELEVANT EXPERIENCE

- Alameda Point Site A, Alameda
- Alameda Bayport/Landing, Alameda
- Alameda Fleet Industrial Supply Center & East Housing, Alameda
- Brooklyn Basin, Oakland
- EVIVA Midtown, Sacramento
- Treasure Island, San Francisco
- Village Square, Santa Rosa
- Santana Row, San Jose
- 190 Channing Street, Palo Alto
- 2500 El Camino, Palo Alto
- Bishop Ranch, San Ramon
- Hunter's Point Block 55 Peer Review, San Francisco
- Orinda County Club Plaza, Orinda
- Napa Pipe Development, Napa
- Modera Lake Merritt, Oakland
- Project Graphite, Dublin
- 189 Bernardo Avenue, Santa Clara
- 1880 Milpitas Boulevard, Milpitas
- The Reserve, San Jose









BKF 100+

PROJECT EXPERIENCE





ALAMEDA POINT SITE A - PHASE 1 SHARED PLAZA IMPROVEMENTS

The Alameda Point Shared Plaza is part of a larger redevelopment project of the former Naval Air Station located on the western end of Alameda. The Shared Plaza provides a pedestrian and bicycle connection from West Atlantic Avenue and the redevelopment housing/commercial sites of Alameda Point to the proposed Waterfront Park, located in the northeast region of the Seaplane Lagoon.

Due to the project's blending of pedestrian, bicycle, and automobile needs, there were several design challenges unique to the project. West Atlantic Avenue is the main street delivering traffic to Alameda Point, so particular attention had to be paid to safety. Since the plaza is intended to balance the needs of public visitors, local businesses, residents within walking distance, and cyclists, the limited space presented a constraint with drivable roadway space, walking surface, and particularly parking for both visitors, patrons, and delivery. Stormwater treatment was also a unique challenge, as the nature of having a large open area with maximized mobility makes placement of stormwater treatment facilities, and surface grading towards them, particularly challenging.

To support the project constraints, BKF worked with the design team and reviewing agencies to make sure the engineering needs were met in a way that supported the overall plaza vision. To provide for safety, the project integrated vehicular signage, raised roadway elevations flush with adjacent walkways, reduced roadway width, and a reduced turn radius on end of the plaza, all intended to reduce vehicular speeds and raise alertness of the plaza. The intersection of pedestrian walkways, bicycle paths, and bus stops was configured in a way to encourage the use of non-automobile transportation while still providing sufficient parking for the local business needs. Stormwater was treated with a system of inlets and gravity pipes that delivered runoff towards consolidated treatment areas away from the plaza utilizing a pump in order to maximize the usable space of the plaza.

Alameda, CA

Client

Joe Ernst SrmErnst Development Partners 2220 Livingston Street Suite 208 Oakland, CA 94606 510.219.5376 jernst@srmernst.com

Cost \$2.6 million

Key dates

Notice to Proceed: August 2016 Completion of Contract Documents: In progress Construction start and finish: In progress

PROJECT EXPERIENCE



ALAMEDA LANDING

BKF is currently providing civil engineering services to Catellus for the redevelopment of a portion of former Alameda Naval Air Station. The 97-acre waterfront site once served as the Alameda Fleet Industrial Supply Center (FISC).

BKF provided technical infrastructure analysis and infrastructure master plans to develop initial infrastructure phasing plans. These studies were used to formulate cash flow projects verifying the project's financial feasibility.

Site-wide designs for demolition, infrastructure, grading, plans and phasing were developed to master plan the site and subsequently divide it to identify temporary connections, pump stations, detention facilities, and infrastructure to support the existing plus new development for each phase.

Currently under construction, the retail component of the plan includes a Target store, Safeway, and other supporting retail uses. Plans for the first phase of residential construction, which includes single-family and row housing, are approved and submitted. Backbone public streets to support both multimodal traffic and utility infrastructure are also under construction.

PROJECT FEATURES:

- Urban Mixed Use Redevelopment
- Conversion of Military Facility
- 400,000 sq. ft. of Waterfront Office Space
- 300,000 sq. ft. pedestrian-oriented retail district include waterfront promenade
- 800+ single family detached and multi family residential units



Alameda, CA

Client

Bill Kennedy Vice President Catellus Development Corporation 510.267.3420 bkennedy@catellus. com

Key Dates

In progress - estimated completion 2020

Project Size 97 Acres







EDUCATION B.S., Civil Engineering, California Polytechnic State University, San Luis Obispo

REGISTRATION Professional Civil Engineer CA No. 51158

TOTAL YEARS EXPERIENCE 30 years, 29 with firm

CONTACT INFORMATION 925.940.2224 dschaefer@bkf.com

DANIEL SCHAEFER, PE, LEED AP, QSD

CIVIL PRINCIPAL-IN-CHARGE

Dan's 30 years of joint public and private experience provide a unique perspective to projects. He focuses on working with clients during the feasibility, alternative analysis, and planning stages, to ensure that a project's viability is considered early, as well as throughout project implementation. The result is a clear, shared vision between client and consultant. This vision, along with Dan's experience and lessons learned, maximizes value for all his clients and enables him to implement practical solutions with clear intent.

SELECT PROJECT EXPERIENCE

Alameda Bayport/Landing Alameda

Alameda Point Site A Development Alameda

Treasure Island San Francisco

Hunters Point San Francisco

One Market Street San Francisco

1 Kearney & 710 Market Streets San Francisco

Downtown San Mateo Specific Plan San Mateo

1 & 3 Foundry Square, 400 & 505 Howard San Francisco

Rincon Green Apartments San Francisco

SOMA Grand San Francisco

Symphony Towers San Francisco

South S.F. Downtown SALUP & Environmental Review San Francisco

El Camino Real/Downtown Specific Plan Menlo Park

West Dublin & Pleasanton Transit Village Dublin & Pleasanton

Hercules Bayfront Mixed Use Hercules

Walnut Creek BART Transit Village Walnut Creek VCC Master Plan Amendment Dublin

Downtown Concord Specific Plan & EIR Concord

Napa Pipe Property Napa

Coliseum Area Specific Plan & EIR Oakland

Tracy Downtown Parking Lot Improvements Tracy

Moffett Field Development Mountain View

Hayward Downtown Specific Plan Hayward

Gateway Redevelopment South San Francisco

California Center Mixed Use Pleasanton

Midpoint Technology Park Redwood City

Hunters Point Peer Review San Francisco

Cupertino Civic Center Cupertino

Ritz-Carlton Chronicle Building San Francisco

Mixed-Use Adaptive Reuse and Expansion of Historic Building San Francisco

Burlingame Plaza Burlingame

Sonoma Mountain Village Rohnert Park







EDUCATION B.S., Civil Engineering, California Polytechnic State University, San Luis Obispo

REGISTRATION Professional Civil Engineer, CA No. 60251

Professional Civil Engineer, AZ No. 39615

Professional Land Surveyor, CA No. 9064

TOTAL YEARS OF EXPERIENCE 23 years, 12 with firm

CONTACT INFORMATION

925.940.2207 cmills@bkf.com

CHRISTOPHER MILLS, PE, PLS

CIVIL PROJECT MANAGER

With more than 23 years of technical design and management experience, Chris Mills manages projects with clear communication and documentation. He is responsible for managing all aspects of the feasibility, compliance, design, coordination, review, and approval of projects. Chris has effectively managed large design teams and worked closely with public agencies, community organizations, utility companies, institutions, and private owners to incorporate specific concerns and regulations into design.

SELECT PROJECT EXPERIENCE

Alameda Point Site A Alameda

Napa Superblock Napa

Alameda Point Peer Review Alameda

Alameda Landing Waterfront Master Plan, Entitlement, Design, Construction Alameda

Alameda Bay Ship and Yacht Alameda

Alameda Public Roadway Network Alameda

Admiral's Cove Alameda

Napa Pipe Development Napa

Peralta Community College District Master Plan Alameda & Oakland

Cal Shakes Storm Drain Improvements Contra Costa County

Industrial District Infrastructure Study Oakland West

Bank of Stockton Stormwater Treatment Facilities Modesto

Industrial District Infrastructure Study Oakland East

Hillcrest Station Specific Plan Antioch Lawrence Station Area Plan Sunnyvale

Santa Clara Lawrence Station Area Plan Santa Clara

Dumbarton Transit-Oriented Development Newark

Menlo Park El Camino/Downtown Specific Plan Menlo Park

County Crossings Development Antioch

Diridon Station Area Specific Plan San Jose

BART Seismic Retrofit PCI Survey and Remediation Oakland

Sonoma Mountain Village Master Plan, Entitlement, Design Rohnert Park

Mitchell Interceptor Sewer Capacity & Design Alameda

Downtown San Mateo Specific Plan San Mateo

Tasman East Focus Area Plan Santa Clara

Santa Clara Square Retail Redevelopment Development Plan, Construction Documents Santa Clara

Mills College Mixed Use Oakland

LANGAN

Description of Project Team

LANGAN

Corporate Summary



ALAMEDA POINT – SITE A



HUNTERS POINT SHIPYARD



TREASURE ISLAND REDEVELOPMENT



SUSTAINABLE DESIGN:

As the recognized industry leader, Langan's team of over 125 LEED Accredited Professionals provides sustainable solutions for every aspect of your project.

Integrated Solutions. Measurable Value.

Langan provides geotechnical, environmental, site/civil, and earthquake engineering services in support of land development projects. We bring decades of experience supporting some of the most challenging projects, including commercial, industrial, high-rise and mixed-use buildings, and residential developments. From urban brownfield redevelopment to complex waterfront revitalization and from seismic retrofits for mission critical facilities to major infrastructure initiatives, our services yield measurable value to our clients' projects.

Founded in 1970, Langan employs over 1,100 professionals with headquarters in Parsippany, New Jersey and regional offices in California, Pennsylvania, Connecticut, Virginia, West Virginia, Ohio, Texas, Florida, Arizona, New York, and New Jersey as well as international offices in the Middle East, Eastern Europe, Latin America, and the Caribbean. Our California offices are in San Francisco, Oakland, San Jose, Sacramento, Irvine, and Los Angeles.

Langan's broad range of services includes the following:

- Geotechnical
 Engineering
- Foundation Design
- Site/Civil Engineering
- Environmental Engineering
- Earthquake/Seismic
- Surveying
- 3D Laser Scanning
- Building Information Modeling (BIM)
- Natural Resources
 Assessments &
 Permitting

- Landscape Architecture
 + Planning
- Transportation/Traffic Engineering
- GIS/Data Management Services
- Asbestos, LBP, Indoor Air Quality/Mold Consulting
- EHS Management and Compliance
- Waterfront Design
- Flood Protection
- Demolition Engineering

Langan is listed among the "Top Design Firms" and "Top Green Design Firms" in *Engineering News Record (ENR)* for the last eight consecutive years and "Top Geotechnical" and "Top Environmental" firms in *ENR California*. Our projects in California have garnered awards from the American Society of Civil Engineers, Urban Land Institute, California Preservation Foundation, and the US Environmental Protection Agency, among other organizations.

Dorinda Shipman, PG, CHG

Principal/Vice President Environmental Engineering & Program Management

30 years in the industry ~ 20 years with Langan

Ms. Shipman has 30 years of experience as a senior manager and hydrogeologist. Her previous experience managing US Navy base cleanup projects has transformed into directing environmental services at five large military base Superfund site conversions underway in the Bay Area: Hunters Point Shipyard, the Presidio of San Francisco, Treasure Island, Mare Island, and Alameda Naval Air Station. Her expertise encompasses integrating environmental cleanup and mitigation with design and construction for real estate property transfer and redevelopment. Ms. Shipman is adept at using site and regulatory knowledge to develop a strategy that addresses contamination issues and resolves environmental challenges while balancing land use regulations, property constraints, and client requirements. She leads soil and groundwater investigation and cleanup, soil gas and vapor intrusion risk assessments, water supply assessment and dewatering evaluations, provides litigation support, and directs groundwater-flow and fate and transport modeling. She works successfully with the California Department of Toxic Substances Control, Regional Water Quality Control Boards, US Environmental Protection Agency Region 9, and numerous county regulators.

Selected Projects

Alameda Naval Air Station Superfund Site, Site A Redevelopment for Alameda Point Partners, Alameda, CA

Ms. Shipman is directing environmental services for this mixed-use project on a 69-acre portion of the former Alameda Naval Air Station, known as Site A. Development of Site A includes creative reuse of military and historic buildings, new infrastructure, and new buildings for residential and commercial use. Langan helped bring open petroleum sites to closure with the San Francisco Regional Water Quality Control Board, including a 9-acre petroleum corrective action area that previously supported aircraft testing and overhaul, fueling, and fuel storage activities, three former aboveground fuel storage tanks, a former oil water separator, and approximately 3,000 linear feet of former fuel lines. We are also providing soil management, dewatering support, and Site Management Plan (SMP) compliance during demolition, grading, and infrastructure construction. We prepared a specific SMP for sewer line installation work near a radiologically-restricted industrial waste line. To prepare for infrastructure construction, we quantified soil profiling requirements and modeled groundwater flow to develop a dewatering approach that would limit volatile organic compound (VOC) plume movement south of Site A. We prepared the application and obtained a permit for dewatering discharge from the East Bay Municipal Utility District (EBMUD) and will assist with permit compliance.

City and County of San Francisco Hunters Point Shipyard Transfer and Redevelopment, San Francisco, CA



Education

M.S., Geology (Hydrogeology Option) Wright State University

B.S., Geology (cum laude) Ohio University

Professional Registration

Professional Geologist (PG) in CA, NY

Certified Hydrogeologist in CA

Certified Environmental Manager in NV

Environmental Sustainability Professional

Affiliations

National Groundwater Association Groundwater Resources Association of California

Center for Creative Land Recycling (CCLR), Advisory Board member

Hunters Point Naval Shipyard (HPS) is 638 acres of waterfront in southeast San Francisco. Investigation and cleanup of the Superfund sites are in various stages of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), process. For almost 20 years, Langan has been providing peer review consultation related to environmental and geotechnical aspects of property transfer and redevelopment to the San Francisco Redevelopment Agency and the Successor Agency. We review, evaluate, and comment on Navy investigation and monitoring reports, treatability studies, and remediation plans and completion reports. We also assist the City and work with the developer on environmental issues related to parcel transfers from the Navy to the City. Our team helped respond to public comments on the draft EIR.

Presidio Landmark Apartments, Historic Landmark Redevelopment Presidio of San Francisco, CA

Ms. Shipman directed environmental engineering efforts for the adaptive reruse of the Army's 220,000 SF Public Health Service Hospital. Constructed in 1932, the building is the largest historic landmark in the Presidio and is on the National Historic Register. Today, the building contains 154 apartments. Langan provided environmental assessment with a lead paint and asbestos survey for the due diligence phase and prepared and implemented a Soil Management Plan under the oversight of the California Department of Toxic Substance Control to address soil impacted with lead and pesticides and manage unknown conditions. We also oversaw the removal of lead and pesticide impacted soil during construction, evaluated the environmental quality of imported fill material.

Chase Center, Mission Bay, San Francisco, CA

Ms. Shipman oversees Langan's environmental services for the new home of the Golden State Warriors, which will provide seating for 18,000 fans and have a view deck and two public plazas, 580,000 SF of office/lab, event space, retail, restaurants, and underground parking over an 11-acre mixeduse district. Langan completed a Phase I Environmental Site Assessment (ESA) and Phase II Environmental Site Characterization to assess the potential for soil and/ or groundwater contamination resulting from past or present site activities and nearby off-site operations. Based on the preliminary arena design, we demonstrated that soil vapor mitigation was not needed. The San Francisco Department of Environmental Health approved our Phase II ESA, Site Mitigation Plan, and Dust Monitoring Plan and the Bay Area Air Quality Management District and Regional Water Quality Control Board (RWQCB) approved our Asbestos Dust Mitigation Plan. We developed a numerical groundwater flow model for various design and construction dewatering scenarios and schedules. We performed aquifer testing and a groundwater treatment pilot study and obtained RWQCB authorization to discharge treated construction dewatering fluids under an existing order. We are providing construction observation services, including soil management and disposal coordination and dust monitoring. We also prepared dewatering and water treatment plans and specification bid package for contractor response and will assist in contractor selection and discharge permitting and implementation.

Christina Rain, PE

Project Engineer Environmental Engineering

7 years in the industry ~ 5 years with Langan

Ms. Rain specializes in environmental engineering and remediation. She has a background in civil engineering and environmental science. She has expertise and experience guiding City stakeholder and developers through decisions related to remediation, land use controls and activity restrictions, Covenants to Restrict Use of Property (CRUPs) for transferring land, and Site Management and Risk Management Plans. She has advanced knowledge of the CERCLA process and extensive experience preparing and reviewing CERCLA technical reports. She designs and oversees construction of remediation and mitigation systems and plans and implements environmental monitoring programs. She has professional experience with development on sites with methane and vapor conditions and design of methane and vapor mitigation systems. She manages environmental due diligence projects and other site investigations required for regulatory compliance.

Selected Projects

Alameda Naval Air Station Superfund Site, Site A Redevelopment for Alameda Point Partners, Alameda, CA

Project manager for this mixed-use project on a 69-acre portion of the former Alameda Naval Air Station, known as Site A. Development of Site A includes creative reuse of military and historic buildings, new infrastructure, and new buildings for residential and commercial use. Langan helped bring open petroleum sites to closure with the San Francisco Regional Water Quality Control Board, including a 9-acre petroleum corrective action area that previously supported aircraft testing and overhaul, fueling, and fuel storage activities, three former aboveground fuel storage tanks, a former oil water separator, and approximately 3.000 linear feet of former fuel lines. We are also providing soil management, dewatering support, and Site Management Plan (SMP) compliance during demolition, grading, and infrastructure construction. We prepared a specific SMP for sewer line installation work near a radiologically-restricted industrial waste line. To prepare for infrastructure construction, we quantified soil profiling requirements and modeled groundwater flow to develop a dewatering approach that would limit volatile organic compound (VOC) plume movement south of Site A. We prepared the application and obtained a permit for dewatering discharge from the East Bay Municipal Utility District (EBMUD) and will assist with permit compliance.

Hunters Point Shipyard – Remediation and Risk Management, San Francisco, CA

Hunters Point Naval Shipyard (HPS) is 638 acres of waterfront in San Francisco. Investigation and cleanup of the Superfund sites are in various stages of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA), process. Ms. Rain is the Langan project manager for



Education

M.S., Civil & Environmental Engineering Carnegie Mellon University

B.S., Environmental Studies University of California Santa Barbara

Professional Registration

Professional Engineer (PE) in CA

Affiliations

Media Coordinator for Rising Leaders Committee, Commercial Real Estate Women San Francisco (CREW SF)

Training

OSHA Training (40-Hour HAZWOPER and 8-hour Annual Refresher)

peer review consultation related to environmental and geotechnical aspects of property transfer and redevelopment provides for the Successor Agency to the San Francisco Redevelopment Agency. We review, evaluate, and comment on Navy investigation and monitoring reports, treatability studies, and remediation plans and completion reports. We also assist the City and work with the developer on environmental issues related to the first parcel transferred from the Navy to the City. Our team helped respond to public comments on the draft EIR.



Haze Rodgers, PE, GE

Associate Geotechnical Engineering

15 years in the industry ~ 12 years with Langan

Mr. Rodgers has over 15 years of experience managing, developing, and performing geotechnical studies including explorations, analyses, and construction observation services for various projects throughout California including Sacramento, the San Francisco Bay Area, Imperial Valley, the Central Valley, North Coast/Oregon Border, and Northern Central California, and San Diego. His project experience includes 1) utility and infrastructure, 2) commercial, retail, and residential developments, 3) schools and hospitals, 4) bridges and roadways, 5) Brownfield redevelopments, 6) offshore marine structures, 7) landslide stabilizations, 8) development and construction on landfills, and 9) expert witness, forensic studies, and litigation support.

Mr. Rodgers performs engineering analyses evaluating soil structure interaction of structures, slopes and shoring systems due to static and dynamic loads including earthquakes. These evaluations have included evaluating settlement behavior of soil under various loads (fills, earthquake, and building); bearing capacity for shallow and deep foundations, lateral pile capacity; slope stability, seismic hazards including liquefaction, lateral spreading, cyclic compression, settlement potential; ground improvement techniques, and hydrologic characteristics for low impact development (LID). In addition Mr. Rodgers manages Langan's soil laboratory which is accredited by AMRL, and the California Division of the State Architect (DSA, LEA No. 287).

Selected Projects

Alameda Landing, Mixed-Use Redevelopment and Infrastructure of Former U.S. Navy's Fleet Industrial Supply, Alameda, CA

Spanning 80 acres of reclaimed marshland and tidal flats, Alameda Landing features retail, office, and single and multi-family residential space. It is a mixed-use redevelopment of a former U.S. Navy's Fleet Industrial Supply Center. The development includes new infrastructure: underground utilities, the extension of 5th Street and Mitchell Parkway, and the rehabilitation and widening of Mariners Square Loop. Mr. Rodgers was Langan's project manager and Geotechnical Engineer of Record during the demolition and mass grading of the site, ground improvement, and design and construction of the on and off-site improvements.

WETA Alameda Maintenance & Operations, Alameda, CA

Langan provided preliminary geotechnical consultation for the Water Emergency Transportation Authority (WETA) Alameda Maintenance and Operations Facility. The site is on the city's southern shoreline within the former Alameda Naval Air Station property.



Education

M.S., Geotechnical Engineering University of California, Berkeley

B.S., Civil Engineering San Jose State University

Professional Registration

Professional Engineer (PE) in CA

Geotechnical Engineer (GE) in CA

Affiliations

American Society of Civil Engineers, 2002-present

Certifications

40-hour Health & Safety Training per 29 CFR 1910.120

8-hour Radiation Safety Training Course (State of California)

Excavation Safety & Competent Person Training

Adult CPR/AED & Standard First Aid Training



Richard D. Rodgers, PE, GE

Principal/Senior Consultant Geotechnical Engineering and Project Management

45 years in the industry ~ 26 years with Langan

Mr. Rodgers is a Principal/Senior Consultant in which he provides geotechnical design and construction review and serves as principal in charge on numerous private and public projects. His typical assignments include directing explorations of soil, rock, and groundwater conditions, design and evaluation of foundation systems, evaluation of liquefaction potential and development of liquefaction mitigation techniques, and construction monitoring. He provides consultation and quality control review for many of the firm's geotechnical projects.

Mr. Rodgers is instrumental in a wide variety of projects, including office and high-rise buildings, heavy industrial and port installations, bridges, hospitals, and educational facilities. He has led geotechnical studies for high-technology laboratory facilities, high-rises, and commercial and residential developments located in a variety of soil conditions.

Selected Projects

Alameda Landing, Mixed-Use Development, Alameda, CA

Spanning 80 acres of reclaimed marshland and tidal flats, Alameda Landing features retail, office, and single and multi-family residential space. It is a mixed-use redevelopment of a former U.S. Navy's Fleet Industrial Supply Center. The development includes new infrastructure: underground utilities, the extension of 5th Street and Mitchell Parkway, and the rehabilitation and widening of Mariners Square Loop. Mr. Rodgers was the Principal in Charge and Senior Engineering Consultant for Langan's services during the demolition and mass grading of the site, ground improvement, and design and construction of on and off-site the improvements.

Alameda Point - Site A, Former Naval Station Redevelopment, Alameda, CA

The 878-acre former naval air station known as Alameda Point is one of the Bay Area's largest redevelopment areas. Plans include a mixed-use project on a 69-acre portion of the site next to the Seaplane Lagoon, known as Site A. Development of Site A consists of creative reuse of the military and historic buildings, new infrastructure, and new buildings for residential and commercial use. Mr. Rodgers is the Senior Engineering Consultant for Langan's team for Site A. Langan has explored soil and groundwater conditions at the site and prepared recommendations for development of the project. Now in the design development phase, we are providing geotechnical consultation regarding ground improvement to mitigate liquefaction, lateral spreading, and settlement beneath new infrastructure corridors and buildings.



Education

M.S., Civil Engineering University of California, Berkeley

B.S., Civil Engineering University of California, Berkeley

Professional Registration

Professional Engineer (PE) in CA, Geotechnical Engineer (GE) in CA

Affiliations

American Society of Civil Engineers 1975 - Present

Structural Engineers Association of Northern California 1978 - Present

Ramin Golesorkhi, PhD, PE, GE, F. ASCE

Principal/Vice President Seismic Engineering & Geotechnical Engineering



30 years in the industry ~ 23 years with Langan

Dr. Golesorkhi has more than 30 years of experience in seismic analysis and foundation engineering. He is the director of seismic engineering services at Langan. He provides engineering consultation for projects involving deep excavation, tunneling, foundation support and settlement, vertical and lateral evaluation of pile foundations, stability of earth structures, seismic soil-structure interaction, seismic hazard evaluation, ground response analysis, liquefaction potential evaluation, and evaluation of ground improvement techniques..

Dr. Golesorkhi has developed seismic and geotechnical design criteria appropriate for industrial, residential, private and government office buildings, hospitals and healthcare facilities, bridges, elevated freeways and viaducts, structures with energy dissipation systems such as base-isolators and dampers, tunnels, and seismic strengthening of existing structures. He has significant experience working with the seismic design requirements developed by federal, state, and local agencies including the Office of State Architect, Office of Statewide Health Planning and Development, California Geological Survey, Veterans Administration, US State Department Office of Overseas Buildings Operations, Applied Technology Council, ICBO (UBC), Caltrans, and Division of Safety of Dams.

Selected Projects

Alameda Landing, Mixed-Use Redevelopment and Infrastructure of Former U.S. Navy's Fleet Industrial Supply, Alameda, CA

Spanning 80 acres of reclaimed marshland and tidal flats, Alameda Landing features retail, office, and single and multi-family residential space. It is a mixed-use redevelopment of a former U.S. Navy's Fleet Industrial Supply Center. The development includes new infrastructure: underground utilities, the extension of 5th Street and Mitchell Parkway, and the rehabilitation and widening of Mariners Square Loop. Dr. Golesorkhi is the Principal in Charge of the Waterfront development area and has provided consultation for the many of the other development areas. Langan provided geotechnical services for the demolition and mass grading of the site, ground improvement, and design and construction of the improvements.

Alameda Shipways, Residential Redevelopment, Alameda, CA

Dr. Golesorkhi was the Principal in Charge providing geotechnical services for the redevelopment of a former shipbuilding facility constructed in the 1940s into a 292-unit residential development with landscaped courtyards, a 4-level parking structure, and waterfront recreation facilities. The 8-acre site sits along the Oakland Estuary and is underlain by up to 80 feet of soft Bay Mud. Dredge spoils from adjacent sites have been also been deposited at the site, presenting further geotechnical challenges.

Education

Ph.D., Civil Engineering, University of California, Berkeley

M.S., Geotechnical Engineering Tufts University

B.S., Civil Engineering (magna cum laude) Tufts University

Professional Registration

Professional Engineer (PE) in CA & NY

Geotechnical Engineer (GE) in CA

Affiliations

Fellow American Society of Civil Engineers, 2016

American Society of Civil Engineers, 1986-present

Structural Engineers Association of Northern California, 1993-present

Earthquake Engineering Research Institute, 1986-present

Seismological Society of America, 1991-present

Tau Beta Pi - National Engineering Honor Society, 1981-present

Deep Foundation Institute – 2006present

Council on Tall Buildings and Urban Habitat – 2011-present

Architectural Engineering Institute of American Society of Civil Engineers , Member Executive Council – 2013-present

US Resiliency Council, 2017present



04

Project Description





04 PROJECT DESCRIPTION

COMMERCIAL DEVELOPMENT

For a major portion of the 18-acres west of Orion, Alameda Point-West Midway envisions a mission-driven district dedicated to innovative businesses and job creation, further supporting the City's goal of economic diversity within the Main Street Neighborhood. This district will serve as a critical link between the commercial creative office/R&D space and the proposed Alameda Unified School District workforce housing in Site A, and the innovative businesses evolving within the Adaptive Reuse Area along West Tower. This district also has the opportunity to facilitate economic development synergies with RESHAP, Food Shift and the Alameda Food Bank.

Our plan envisions a campus like environment with the orderly organization of a former military base. Development potential, after taking into consideration the scale and use of surrounding buildings, height requirements, internal circulation needs and geotechnical soil conditions, is in the range of 300,000 to 500,000 sq. ft., or overall Floor Area Ratio of 0.4 to 0.65. Buildings with smaller, flexible sizing of workspaces, creative offices and amenities will be located at the north and east edges of the district providing proper transition to the size and scale at these edges. Building 35 will be preserved as amenity space, possibly retaining the pre-school (after redevelopment) as an amenity for the larger project. Possible reconstruction of the old rail track routes, in a manner compatible with new infrastructure, can preserve some naval base history and provide circulation pathways between Site A, West Midway, and the Adaptive Reuse District. Larger buildings with soil conditions, have ample glazing for natural light, overall design compatible with the Historic District, and serve as modern interpretations of preserved Buildings 91, 92 and 117. Trucking will generally be light, but any circulation for trucks and regular delivery vehicles will be internal and served from West Tower and Pan Am. The buildings will provide upgraded power, telecommunications and other utilities needed by innovation businesses.

The proper management of this district will be crucial to its success and we propose to create a management organization (similar to SF Made or the Brooklyn Navy Yard Development Corporation) that is skilled at supporting innovation and tech driven businesses and will recruit tenants consistent with the mission, provide a stable environment to promote synergies, and sharing and connecting the local business community with resources and economic development opportunity. The commercial project is not an "incubator" as it is not dedicated to companies at the beginning of their life cycle, but more akin to an "accelerator" for those companies that have established businesses and are growing. The district and the types of businesses it will attract will support robust job creation and economic development throughout Alameda Point, other business zones within Alameda, and link to similar innovation districts in which the catalyst is UC Berkeley.

RESIDENTIAL DEVELOPMENT:

The combined West Midway Project and Site A provides an unparalleled opportunity to create a new neighborhood on San Francisco Bay. Its location and access to San Francisco and other major employment centers make it a logical place to build housing for people commuting to these places. However, as we have experienced with our other properties, we are witnessing more and more residents working from their homes or with flexible hours. Consequently, we believe we need to create an overall community that responds to the needs of these residents, as well as attracts a much wider resident base, including families, millennials, and seniors. The increased scope of combined projects and the ability to add some single-family housing in the Main Street neighborhood, allows for the construction of an even wider variety of housing than designed for Site A alone.

As we stated in our Site A proposal, TCR has been intricately involved with the development of several large-scale mixed-use projects that share many characteristics with Alameda Point. We have learned much from these prior experiences, but share two items that are particularly important for the successful implementation of Alameda Point Master Plan: (1) provide a variety of housing to appeal to a broad cross-section of households; and (2) design housing and mixed-use product that is authentic and reflects the times and the context. Clearly, the residential component of Alameda Point will be a major contributor to the project's overall financial success – but it will also house the people that will be most important to the success of the new stores and businesses. We have seen new master-planned communities that don't follow these basic rules – they are generic, sterile, and appear vacant. However, the experienced team of developers and designers that have formed Alameda Point Partners will ensure that the architectural elements of this plan are well-designed, well-executed, and well-thought out in a way befitting this very special location.

Our development plan will include a multitude of product to appeal to a wide-variety of residents. We will include professional, value, and affordable product; for-sale and rental units; and high-density flats, live/work options, lofts, and townhomes. And possibly some single-family dwelling units will be incorporated where appropriate. The development will also feature mixed-use components with housing over retail space. Most importantly, the design will build off of the Site A architecture which will create an organic look and feel to this neighborhood. The unifying theme, and critical element, will be that it feels like Alameda.

Based on our preliminary review of the Master Plan, the West Midway area will primarily focus on commercial development and job creation from a pure land use perspective. However, we intend to build all of the 291 allocated housing units and generally in higher density configurations to create more area for companies and businesses to locate. Further, we propose 25% of the units, inclusive of the 9% moderate units, be committed to workforce housing and these will be distributed throughout the housing mix and program. Working with the City, we will determine the best delivery model for meeting this important obligation. To reduce commuting times and congestion, we will also create a "credit" program with local business to provide discounts to employees that live and work at Alameda Point. We have vetted this with our counsel and believe that it does not violate any Fair Housing statutes.













Alameda Point Site A

Our involvement in Alameda Point, Site A is directly connected to our ability to execute on the West Midway Project. Alameda Point Partners (APP), a venture led by managing partner Trammell Crow Residential, a division of Dallas-based Crow Holdings, and commercial developer srmERNST, is developing the \$1 billion Site A at Alameda Point. The mixed-use, transit-oriented waterfront development at the gateway to Alameda Point, is located on the site of the former Naval Air Station Alameda, which closed nearly 25 years ago. The entire 68-acre master-planned Site A will be composed of 800 residential units, 600,000 square feet of commercial space and 15 acres of public space and parks. APP is also responsible for completing all backbone infrastructure to support the new development including off-site improvements to the water, sewer, storm and electrical systems at Alameda Point.

In addition, the project includes substantial investment in city transportation infrastructure to reduce the dependence on automobiles. A robust Transit Demand Management plan has been created that includes the construction of the new Alameda Point ferry terminal which will provide service to San Francisco, a new BRT line run by AC Transit, and new shuttle service to BART during peak commute hours. Also included in the TDM plan are bike- and car-sharing programs to create last-mile solutions. Another element of this program is transit passes to be provided to everyone who lives at and works on Site A.

Furthermore, considerable community benefits are included in the development including a \$5 million contribution to the Alameda Point Sports Complex, a \$10 million contribution to the ferry terminal construction, and 25% of all housing being allocated to very-low, low, and moderate income households. APP has worked closely with the Building and Construction Trades Council of the County of Alameda to ensure that living wages and benefits are being provided to all workers building Site A.

Further, as part of the affordable housing obligation, APP has executed a Letter of Intent with Alameda Unified School District to develop 70-units of moderate-income housing (affordable to households earning up to 120% AMI) for teachers and staff to improve employee recruitment and retention.

Phase 1 of Site A, which is expected to cost \$500 million, will produce 637 housing units, including 130 affordable units for low income and very-low income households and 300 units for middle-income households. Besides being mixed-income, the housing offers a variety of product types from lower density townhomes to higher density flats situated on parking podiums. A wide array of floorplans are also being constructed from studios up to 4-bedroom units. Phase 1 will have 8 acres of parks and open space, a Seaplane Lagoon Ferry Terminal and 100,000 square feet for local retail, dining and entertainment, and maker-spaces. Infrastructure started April 2018 and is expected to be completed by March 2020. The first residential buildings are expected to be completed toward the end of 2019. The ferry terminal is expected to open in 2020.

Throughout the development process, APP has been actively engaged with the City, the community and a variety of regulatory agencies as it developed the Site A Master Plan, infrastructure and vertical design. There were a number of issues associated with the site including tidelands, wildlife refuge buffer requirements, soil and groundwater remediation, aging infrastructure and sea level rise that required collaborative approaches from all parties.

The development team is led by Bruce Dorfman of TCR and Joe Ernst of srmErnst. Day-to-day project management responsibilities are being supervised by Stephanie Hill of TCR, who is overseeing a staff of six experienced construction and development professionals. The predevelopment costs of \$17 million were funded internally by TCR and the development was capitalized by sales of individual parcels to Trumark Homes and Cypress Equity Investments – as part their acquisition, Cypress has acquired a minority interest in APP. There is no construction debt or other outside investment in Phase 1 infrastructure of Site A.













Harbor Bay Business Park

Alameda, California

From its inception up through the dot.com downturn in the early 2000's, the Harbor Bay Business Park suffered significantly from changes in the business cycle and their impact on the park's location at the perimeter of the Oakland-metro submarket. Failure to recognize these issues by prior ownership resulted in almost every property falling into bankruptcy up to that point. In 2003, SRM acquired over 75 acres of distressed land and the 380,000 sq. ft. former Ascend/Lucent campus that was then vacant.

In the late 90's, SRM developed the above mentioned telecommunications lab and R&D campus for Ascend Communications, having acquired the land out of bankruptcy. This project was developed on a fast track basis with the first 3 buildings being entitled, constructed and occupied in less than 10 months. To facilitate this schedule, SRM also performed the general contracting duties. In 2001, Lucent Technologies acquired Ascend, including the campus, for \$24 billion. However, with the dot.com meltdown, Lucent chose to leave the business park and consolidate operations elsewhere.

Upon acquisition, a strategy to diversify uses, project size and ownership within the park was implemented. No listing brokers were hired; SRM took on the full marketing role on an open listing basis. With the size of its ownership, SRM took control of the business park owner's association, paring it down to stabilize costs and focus on improved transit and park security.

For the vacant R&D campus, SRM reconfigured spaces and branded it as a multi-tenant campus and brought it up to 75% occupancy within two years before selling and increasing its tax base by over \$40 million. This included one of the first major medical/tech manufacturing companies to come to Harbor Bay, playing a key role in the increase in med-tech and life science companies at the business park today.

For the vacant land, an aggressive build-to-suit program was initiated to engage every potential build-to-suit prospect in the market. This included hosting of seminars to teach brokers how to identify and develop the tools needed to advance build-to-suit prospects. As a result over 75% of the vacant land was successfully developed in just 10-years in eighteen separate build-to-suit transactions bringing greater stability and diversity of uses and ownership to the business park. This included the first ever LEED-Gold Coffee Roasting Facility for Peet's Coffee, and the first phase of the LEED-Platinum, net zero electric campus for VF Outdoor and its leading brand The North Face. The first phase of this project resulted in a \$35 million increase in property value and brought over 500 new jobs to Alameda. The Peet's and VF projects were each awarded development projects of the year by The San Francisco Business Times in 2006 and 2012, respectively.

Today, the business park has stabilized at approximately 95% occupancy with a diversity of uses and ownership. The park, having taken on a campus environment, has now become a desirable location for stronger, stable businesses, leading to the attraction of more life science and medical tech companies with many good jobs. More recently, SRM has acquired another 35 acres of land with a focus on expanding the life science and medical tech presence.
Project Details - Harbor Bay Business Park

Acquisition of 75-acres of land, eighteen (18) build-to-suit projects, sale of 20 acres of land Acquisition and repositioning of 380,000 sq. ft. vacant tech campus

Project Timeline	March 2003 to June 2012
Development Team Structure (1)	Partnership of Lehman Brothers Holdings, Pacific Coast Capital Partners
	(PCCP) and SRM Associates
Project Management Staff	Lead Project Manager (duration of venture) – Joe Ernst, SRM
	Asset Manager - PCCP
Total Acquisition and Development	\$285 million
Costs	
Financing	
Sources of Equity Capital and	Lehman/PCCP as LP Capital (90%), SRM as GP Capital (10%), which
Predevelopment Funds	included any predevelopment funds (2)
Acquisition and Construction	Provided by Fremont Bank, Bank of Alameda and Bank of the West
Financing	
Long-Term Financing	Above banks provided mini-perm loans as needed, otherwise all
	development projects sold using lease with purchase option structures
References	Erik Flynn, PCCP – <u>eflynn@pccpllc.com</u> , (415) 732-7648

(1) After the failure of Lehman in September 2008 and subsequent liquidation, PCCP and SRM acquired the remaining available land from Lehman and completed the venture.

(2) Lehman was the primary source of equity funding until its failure in 2008.

Lessons Learned and Relevance to Alameda Point

Consistent Performance – this was a long-term, multi-building project with a diverse group of tenants and buyers, requiring consistent performance to maintain efficiencies and execute the business plan. Strong relationships with all stakeholders including financing sources, consultants, City and community, where individual names and faces changed over time demanded a steady, stable and consistent program.

Maintain Contact with the Community – while the underlying entitlements were in place, Harbor Bay still faced many of the same concerns around commercial and residential development adjacencies. Good listening and open communication solved many issues. Many of the specific conditions of approval for each project contain a list of requirements created between the developer and neighbors without City staff involvement.

Strong Stable Track Record of Performance Matters – this was absolutely critical to retain control of the project, obtain new capital sources and not scare away good tenants when Lehman Brothers failed.

RiverView

San Jose, California



RiverView is a 1,579-unit transit-oriented, master-planned development in the heart of Silicon Valley located on the former campus of Wyse Technologies. Located on North First Street at the River Oaks light rail station, the 32.6 acre site backs up to the Guadalupe River park and trail complex. RiverView also incorporates 45,000 square feet of mixed-use retail space and a 5-acre public park.

Due to the significant jobs-housing imbalance in the region, the City of San Jose implemented Vision North San Jose (VNSJ), a General Plan amendment to promote long-term economic activity. In order to create a sustainable environment, VNSJ requires the simultaneous creation of office space and housing. RiverView's master plan is one of several large-scale projects (those in excess of 1,000 units) reflecting VNSJ's emphasis on a denser, pedestrian-oriented mix of land uses, especially along the area's North First spine.

However, unique to the competitive projects that were approved as part of VNSJ, RiverView master plan incorporated a pedestrian-scale "village" concept. It is composed of six development parcels and that were designed to provide easy access to the park and shopping incorporated in the project, as well as the adjacent light rail station. The individual development parcels, or "blocks", range in size from 1.9 to 3.8 acres and provide densities from 65 to 110 units per acre – in excess of the minimum required density of 55 units per acre.



The various blocks feature unique architecture and distinct product designs, which support the phased development of the site. Modern architecture is the unifying design theme to further differentiate the buildings at RiverView from its competition, which is largely Mediterranean-style with stucco walls and tile roofs.

TDP, managed by Bruce Dorfman, was retained by the land owner, WTI, Inc. to design and entitle the RiverView project in 2007. The project was approved later that year at a cost of \$1 million which was funded by the landowner, WTI, Inc. TDP was subsequently retained as the master-developer for the community which started construction in 2012 and was completed in 2016. TDP worked with ownership to raise \$60 million of EB-5 fund the first phase of project which included the backbone infrastructure and vertical construction of Phase 4 as noted below. The other phases were ultimately sold to Irvine Apartment Communities.



Development Summary:

	Phase 1	Phase 2	Phase 3	Phase 4	Phase 5	Phase 6
Completion Date (1):	2018	2017	2014	2014	2015	2016
Acreage:	3.8	3.4	3.4	3.3	2.8	1.9
Units:	407 (a)	293 (b)	233 (b)	297	216	133
Development Team:						
Developer:	Thompson Dorfman	Thompson Dorfman	Thompson Dorfman	Thompson Dorfman	Thompson Dorfman	Thompson Dorfman
Master Planner	ROMA Design Group	ROMA Design Group	ROMA Design Group	ROMA Design Group	ROMA Design Group	ROMA Design Group
Architect	SB Architects	KTGY Group	KTGY Group	KTGY Group	Saitowitz/Natoma	SaitowitzNatoma
Landscape Architect	Royston, Hanamoto	The Guzzardo Partnership	The Guzzardo Partnership	The Guzzardo Partnership	EPT	EPT
Costs and Financing	\$200m	\$90m	\$70m	\$80m	\$75m	\$45m

(1) As approved.(a) Plus 35,000 sf retail(b) Plus 10,000 sf retail

References:

Jim Adams McCann Adams Studio Principal 515 Congress Avenue, Suite 1600 Austin, TX 78701 jima@mccannadamsstudio.com (512) 732-0001 Chuck Reed Former Mayor, San Jose 70 South 1st Street San Jose, CA 95113 <u>chuckreed@hopkinscarley.com</u> (408) 299-1409



Lessons Learned and Relevance to Alameda Point:

Exemplary Architecture and Design – In order to secure the limited allocation of developable units in the first phase of VNSJ, TDP directed a master-planning and design process to create a project that was dramatically different than any other submitted project. Unlike other proposed projects that used "mega-blocks" with homogenous and conventional architecture, TDP retained multiple design teams to develop each of the individual parcels. Further, different product was proposed ranging from Type V "wrap" product to Type III podium buildings to high-rise construction. This provided a more organic plan which received the City's enthusiastic support and was a sharp contrast to the more cookie-cutter, homogeneous designs which are now in vogue.

Incorporate a Variety of Housing Types – To add social interest and create a diversified community, RiverView incorporated a variety of programs to appeal to different demographic groups. Specifically, each RiverView parcel had a different target market including value-oriented, workforce, luxury, and professional product. These were reflected in terms of unit sizes, bedroom counts, finishes, amenities and services. Incorporating this strategy will improve the success of the West Midway Project due to less internal competition for a development of this scale, and it will also appeal to a greater number of potential residents and offer greater social benefit to the City of Alameda.

Mixed-Use is Key – RiverView included the development of 45,000 square feet of largely resident serving retail – users that leased this space included a grocer, restaurants and other food uses, office supply, dry cleaner and a number of professional offices. These uses create a significant amenity for residents that differentiate this development from other projects. The convenience offered by including the right uses of retail creates a village-like environment that encourages walking, communal gathering and organic social activity.

Workforce Housing Program

Northern California

Due to high cost of living and low levels of housing affordability, municipalities and other public agencies have а particularly difficult time recruiting and retaining employees in many of California's most desirable areas. Education Housing Partners, Inc. (EHP), a California non-profit, benefit public corporation, founded and managed by Will Thompson and Bruce Dorfman, is TDP's response to this crisis impacting many of our public institutions.

EHP provides development services to school districts and other public agencies to promote the creation of high-quality,



publicly-owned housing communities for teachers and other public sector employees. In working with local agencies, EHP's developments are structured to be fully financed, requiring no funds from the sponsor, and self-sustaining, with the below market rental rates covering all operating and financing costs. Completed properties are leased to employees at rates substantially below market rents, which allows residents the opportunity to create some savings with the objective of eventually entering the for-sale market.

EHP provided full development services on a "turn-key" basis to the Santa Clara Unified School District (SCUSD) for the construction of its 40-unit *Casa del Maestro* rental housing community. These services included preliminary financial feasibility, completion of due diligence, selection and contracting of the design team, unit mix and programming recommendations, coordination of design, entitlement and permitting processes, budgeting of construction and soft costs, selection and negotiation of the general contract, construction management, and coordination of turnover and warranty work. *Casa del Maestro* was successfully completed in June 2002.

EHP was subsequently retained by the San Mateo Community College District (SMCCD) to implement the same scope of services for *College Vista*, a 44-unit community for its faculty and staff. This project was completed in 2006.

The success of these projects, as evidenced by long wait lists for occupancy and minimal turnover of apartments, resulted in both SCUSD and SMCCD actively increasing the supply of rental housing for their employees. EHP was retained to develop the 30-unit second phase of *Casa del Maestro*, which was completed in 2009, and the 60-unit *Cañada Vista* community, which was completed in 2010.

TDP is particularly proud of these developments. Properties built as part of this program have received numerous awards for the innovative concept, design and financing, including the prestigious *Jack Kemp Award for Workforce Housing*. *Casa del Maestro* was the first publicly-owned teachers housing development in California and has served as a prototype for public agencies across the U.S. Moreover, *Casa del Maestro, College Vista, Cañada Vista,* and other public employee housing developments are opportunities for TDP to give back to the community. And to maximize the public benefits of these efforts, EHP provides its services at appreciably reduced cost and the public agency sponsor retains all ownership of the project.



Development Summary:

	Casa Del Maestro I	Casa Del Maestro II	College Vista	Cañada Vista
Completion Date	2002	2009	2006	2010
Units:	40	30	44	60
Development Team:				
Owner:	SCUSD	SCUSD	SMCCD	SMCCD
Developer:	EHP	EHP	EHP	EHP
Architect:	KTGY Group	KTGY Group	KTGY Group	KTGY Group
Landscape Architect:	The Guzzardo Partnership	The Guzzardo Partnership	The Guzzardo Partnership	Gates & Associates
Project Management Staff:	EHP	EHP	EHP	EHP
Costs and Financing:	\$6m	\$6m	\$9m	\$15m

References:

Ron Galatolo San Mateo Community College District Chancellor 3401 CSM Drive San Mateo, CA 94402 galatolo@smccd.edu

Lessons Learned and Relevance to Alameda Point:

- Live Local Providing adequate workforce continues to be a significant issue throughout the region. Alameda Point provides a unique opportunity to offer housing for qualifying public sector employees similar to the development model that EHP has incorporated for the school districts noted above.
- Socially Sustainable Both SCUSD and SMCCD experienced reduced attrition for its faculty living in the housing EHP developed – in the case of SCUSD, the attrition rate for its teachers was less than one-fourth that for teachers of similar tenure. While there were numerous initiatives that SCUSD has pursued, administrators felt that reducing turnover in the classroom helped it improve the quality of the education it offered. In addition, recruiting and training costs were reduced significantly. Due to the quality of the communities that EHP designed and built, and the financing structure that offered rental rates of 50 percent of market, both districts felt this inducement allowed them to be more competitive recruiting new employees. Finally, rental rates for all of the units were at levels that qualified for HUD Very-Low or Low-Income Households.
- Economically Sustainable The proposed housing projects required no initial capital contributions or ongoing operational costs. By working with local public agency sponsor, a long-term, low-interest financing vehicle can be created to fund the costs related to this housing without any public subsidy, while providing public ownership of this housing. Further, rental rates cover 100% of all operating costs, reserves, and principal and interest.

- Environmentally Sustainable Besides building to LEED equivalency standards, the EHP projects had significant benefits for the environment. First, each of these projects was completed on a surplus in-fill site such as a parking lot or decommissioned school with existing infrastructure. Second, given the proximity to jobs, residents experienced considerably shorter and/or no commutes. Finally, these communities were close to shopping, restaurants and entertainment venues, and promoted alternative modes of transportation. At its *College Vista* project alone, SMCCD reported that residents reduced their commutes by 250,000 miles annually. EHP could achieve the similar results developing a phase of Alameda Point.
- Application at Alameda Point EHP has executed a Letter of Intent with the Alameda Unified School District to develop a 70-unit community on Phase 2 of Alameda Point Site A. This project is an example of a creative approach to creating workforce housing that directly benefits the community. We intend to use this model to create more workforce and moderate-income housing on the West Midway site.

Bay Street

Emeryville, CA



Located at the foot of the highly traversed San Francisco/Oakland Bay Bridge, Bay Street Emeryville is the East Bay's premiere open air, mixed-use, shopping and entertainment destination serving Berkeley, Oakland Hills and other affluent East Bay communities. Encompassing two city blocks, Bay Street is home to more than 65 shops, 10 restaurants and a nationally ranked 3,300 seat AMC 15-screen cinema with one IMAX theatre. In addition to AMC Key tenants include:

- UNIQLO
- Apple
- J Crew
- West Elm
- Williams Sonoma
- Sephora
- Barnes & Noble
- Pottery Barn



The project includes 379 high-end apartments and townhouses, with separate dedicated parking. Fashionable retailers combined with delicious restaurants, weekend concerts and street performers create a "Back Beat" and active nightlife and popular downtown alternative. Madison Marquette successfully negotiated entitlements with the City of Emeryville for mixed-use development, and moved forward to complete the ground-up development of the center. Adding additional retail space and a hotel will expand the ambiance of Bay Street.

Madison Marquette retained Thompson | Dorfman to direct the design, permitting and project management for two multi-family projects to be built over a portion of a 400,000 square foot retail center in Emeryville, California. The residential program consisted of 95 for-sale town homes, 284 apartment units, and associated parking, all designed in the air-rights parcel above the retail space. The project required creative design solutions to be implemented to maximize the value of the air-rights. Also unique to the project were separate ownership structures for the residential and retail components that required Thompson | Dorfman to direct the negotiation of a reciprocal easement agreement to address the construction and operational issues.

- The site, which had been home to a paint factory and fertilizer plant in years past, required extensive environmental remediation before construction began.
- Lifestyle/urban-streetscape retail set along three city blocks connected by a main street (Bay Street), with two to four stories of residential space atop the retail shops.
- The retail component was completed in 2002 and features more than 60 stores and restaurants, along with a 16-screen movie theater. Key tenants include AMC Theatres, Apple Store, Banana Republic, Barnes & Noble, Coach, Gap, Old Navy, PF Chang's China Bistro, Pottery Barn and Williams-Sonoma.
- Completed in 2006, the residential component consists of two-story condominium town homes above the shops on the west side of
- Bay Street and four stories of rental apartments on the east side of the street.
- Construction of the apartments was financed through proceeds from the sale of taxexempt bonds; 20% of the units are designated as affordable housing for low- and moderate-income residents.

Development Summary:

Completion Date:	2006
Units:	379
Developer:	Madison Marquette
Development Advisor:	Thompson Dorfman Partners
Architect:	SB Architects
Landscape Architect:	The Guzzardo Partnership
Total Development Cost:	\$100M

References:

P. Eric Hohmann (*former President, Madison Marquette*) President Rootstock Markets 1606 Main Street, Napa CA 94559 (415) 595-4949

Lessons Learned and Relevance to Alameda Point:

Incorporate a Variety of Housing Types – To add social interest and create a diversified community, RiverView incorporated a variety of programs to appeal to different demographic groups. Specifically, each RiverView parcel had a different target market including valueoriented, workforce, luxury, and professional product. These were reflected in terms of unit sizes, bedroom counts, finishes, amenities and services. Incorporating this strategy will improve the success of the West Midway Project due to less internal competition for a development of this scale, and it will also appeal to a greater number of potential residents and offer greater social benefit to the City of Alameda.

Mixed-Use is Key – The retail uses create a significant amenity for residents that differentiate this development from other projects. The convenience offered by including the right uses of retail creates a village-like environment that encourages walking, communal gathering and organic social activity.





06 FINANCIAL QUALIFICATIONS

FINANCIAL QUALIFICATIONS OF TRAMMELL CROW RESIDENTIAL:

Trammell Crow Residential (TCR) is an industry leading multi-family development firm in the United States, building on over four decades of success. The company was founded in 1977 and is headquartered in Dallas, Texas. Since inception, TCR has developed more than 250,000 housing units in most major markets throughout the United States. In the last six years, the firm began construction on nearly 90 multifamily developments across the United States which total approximately 25,000 housing units at a cost of almost \$5 billion. TCR is and has always has been privately held. Crow Holdings, the parent company of TCR, is also based in Dallas, Texas and is involved in a variety of real estate and non-real estate focused businesses. Total assets under management (AUM) within the Crow Holdings umbrella, including Trammell Crow Residential, exceed \$15 billion.

TCR's senior executives are very familiar with the West Midway site and the Alameda market through our investment and management of the significant redevelopment of Site A of Alameda Point. Due to the adjacency of Site A to West Midway, TCR is significantly committed to ensuring the success of both of these projects. TCR would fund predevelopment costs with internal equity as we did on Site A.

As mentioned, TCR has been an instrumental player in the redevelopment of Alameda Point Site A. Infrastructure construction on Site A is progressing rapidly, and delivery of initial pads is underway. No other developer has more experience with the Alameda Point redevelopment project, including city approval and permitting processes, environmental concerns, affordable housing requirements and real-time construction experience. Additionally, TCR's financial resources have been previously vetted by Willdan Economic and Financial Consulting Services, including meetings of Willdan and TCR in TCR's Dallas headquarters office.

While headquartered in Dallas, development and construction functions are overseen by numerous regional offices located in San Francisco, Los Angeles, San Diego, Seattle, Denver, Dallas, Houston, Atlanta, Washington D.C., and Boston. With the strong and stable financial backing of the Crow Family, TCR can adapt to the specific requirements of each project, including prolonged predevelopment periods, construction typology, and capital structure. Further, the firm has relationships and is active with approximately 50 capital partners which can provide debt and equity financing, alongside equity capital invested by the Crow Family, to the extent required.

AS PART OF THIS INFORMATION PACKAGE, UPDATED AUDITED FINANCIAL STATEMENTS ARE BEING PROVIDED SEPARATELY.

TRAMMELL CROW RESIDENTIAL – CURRENT MARKETS:





Crow Holdings is a nationally focused real estate investment and development firm, informed by a global multi-asset investment platform



INDUSTRY DEFINING LEADERSHIP

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07

Acceptance of Conditions



Acceptance of Conditions Certification Form

Statement of Qualifications for Developers for West Midway Project (Main Street Neighborhood) 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 redline to the form of Exclusive Negotiation Agreement.

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.

Alameda Point Partners West Midway, LLC

Bruce Dorfman, Vice President 39 Forrest Street, Suite 201 Mill Valley, CA 94941

415-381-3001

EXCLUSIVE NEGOTIATION AGREEMENT BY AND BETWEEN -THE CITY OF ALAMEDA AND

ALAMEDA POINT PARTNERS – WEST MIDWAY, LLC

This EXCLUSIVE NEGOTIATION AGREEMENT ("Agreement") is entered into by and between the City of Alameda, a municipal corporation ("City"), and [Insert official name of entity]Alameda Point Partners – West Midway, LLC, a [Insert legal type of entity]California limited liability company ("Developer"), as of the Effective Date (defined in Section 1 below). The City and the Developer sometimes are referred to collectively as the "Parties" and either individually as a "Party."

RECITALS

A. The City is the owner of certain real property located within the City of Alameda, State of California commonly referred to as the former Alameda Naval Air Station, now known as Alameda Point. The property that is the subject of this Agreement is [Insert identification of property subject to this Agreement] which is depicted for convenience in Exhibit A (the "Property").

B. The Developer has demonstrated to the City its experience with successfully developing properties similar to the Property, as demonstrated by its statement of qualifications submitted to the City on [Insert date of submittal], and provided in Exhibit B and seeks to develop the Property with [Insert brief description of proposed development] (the "Project").

C. The City and the Developer seek to negotiate a transfer of the Property from the City to the Developer for development of the Project. The Parties intend to negotiate mutually acceptable terms and conditions for the transfer and development of the Project in a Disposition and Development Agreement ("DDA").

D. In February 2014 the Alameda City Council approved a Master Infrastructure Plan, General Plan Amendment, Zoning Ordinance Amendment and certified an Environmental Impact Report. On March 21, 2017, the City Council approved the Main Street Neighborhood Specific Plan. These documents (collectively referred to as the "Planning Documents") all relate to potential development of the Property. The Developer understands that any proposed Project must be consistent with those Planning Documents.

NOW, THEREFORE, in consideration of the foregoing and the promises, covenants, and provisions set forth below, the receipt and adequacy of which consideration is acknowledged, the Developer and the City agree as follows.

AGREEMENT

1. <u>Term</u>. The term of this Agreement shall commence on the date the City Council approves this Agreement, this Agreement is countersigned by the City and a fully executed original Agreement has been provided to Developer (the "Effective Date"), and shall extend for twelve months thereafter unless sooner terminated or extended as herein provided (the "Initial Term").

2. <u>Extended Term</u>. The Initial Term plus any and all extensions of the Initial Term under this Section 2 are referred to collectively as the "Term." The <u>City may extend the</u> Initial Term <u>may be extended</u> two times for up to three months each time at the sole discretion of the City Manager or his or her designee. <u>Provided that Developer has previously submitted a complete</u> <u>application for the further entitlements contemplated by Section 6.2, below, and is diligently</u> <u>pursuing approval for the same, Developer may extend the Initial Term two times for up to three</u> months each at the sole discretion of the Developer.

3. <u>Termination</u>. If the Developer fails to deposit with the City the amount required by Section 6.1 within five (5) business days of the Effective Date, this Agreement shall immediately terminate with no further action required by either Party.

4. <u>Negotiation of the DDA</u>. During the Term, the Parties shall negotiate the proposed terms of the DDA for submittal to the City Council for its consideration. The DDA will establish the essential business terms and framework for the transfer and development of the Property, and will define the financial, legal, operational and administrative mechanisms to implement such transfer and development. The DDA shall include a Development Plan for the Project as more fully described in Alameda Municipal Code Section 30-4.13 ("Development Plan"). A summary of non-binding key terms to be included in the DDA is attached as Exhibit C. The Developer understands and agrees that the City Manager shall have the right to determine in his/her reasonable discretion if the proposed DDA is complete and sufficiently consistent with the intent described in this Section 4 to be placed on a City Council agenda. At the end of the Term, if (a) a proposed DDA, including a proposed Development Plan, is not placed on a City Council agenda; or (b) the City Council does not approve a proposed DDA, including a proposed Development Plan, is not placed on a City rights and obligations one to another pursuant to this Agreement.

5. <u>City Responsibilities</u>. During the Term, the City shall do the following to further the negotiation process:

- 5.1 <u>Exclusive Negotiations</u>. The City shall negotiate exclusively with the Developer regarding the Project, the Property, and the terms of the DDA and shall not solicit, market to, or negotiate with any other person or entity regarding the Project or the Property or solicit or entertain bids or proposals to do so.
- 5.2 <u>Retention of Discretionary Authority</u>. The City shall negotiate in good faith with the Developer during the Term. The Developer understands and agrees that by entering into this Agreement the City is making no commitment that it will

approve a DDA, including a Development Plan, for the Project with the Developer. The City specifically retains the right to approve or deny a proposed DDA, including a Development Plan, or to approve an alternative or to impose any conditions or mitigation measures upon the Project in its sole discretion.

6. <u>Developer Responsibilities</u>. During the Term, Developer shall do the following at its sole expense to further the negotiation process:

- 6.1 <u>Non-Refundable Deposit to Offset City Expenses</u>. Within five (5) business days of the Effective Date, Developer must wire transfer to the City a non-refundable deposit of \$150,000. If payment is not received by the City within that time period, this Agreement shall immediately terminate. The deposit will assist the City in offsetting City staff and outside legal and consultant expenses associated with this Agreement and negotiation of the DDA; however, the Developer understands and agrees that the deposit is non-refundable and not intended as reimbursement.
- 6.2 <u>Further Entitlements</u>. Developer shall seek further entitlements, as needed, for development of the Project, including but not limited to, preparation of a proposed Development Plan. Developer understands and agrees that the Project will be required to conform to City's approval processes and be consistent with the City's Zoning Ordinance, General Plan, Master Infrastructure Plan, Main Street Plan, and other specific plans as now approved, as may be approved and as may be amended from time to time.
- 6.3 <u>Due Diligence</u>. Developer shall conduct any and all investigations it deems necessary to negotiate the terms of the DDA regarding the physical condition of the Property and the title condition of the Property at the time of transfer. If Developer's due diligence requires entry on the Property, the Developer will be required to sign a Right of Entry with the City in a form <u>substantially similar to the form utilized for Alameda Point Site Aprovided by the City</u>.
- 6.4 <u>Transportation Demand Management Compliance Strategy</u>. Developer shall prepare a Transportation Demand Management ("TDM") Compliance Strategy in compliance with the Alameda Point TDM Plan.
- 6.5 <u>Financing and Project Pro Forma</u>. Developer shall provide evidence of the development team's financial ability to undertake and successfully complete the proposed project including the following:

- Financing Plan- including a pro forma for review and approval by the City that includes sources and uses for financing the Project and the rate of return requirement anticipated to be imposed on the pProject.

- Financial Statement – if available, submit audited (or if audited financial statement are not available, unaudited) financial statements for the past two years

for each development entity that is part of the development team. If not available, provide documented evidence of prior development transactions in which substantially all of the funding was obtained by the Developer. This information should include letters from the pProject lenders that identify the size of the loans and the repayment terms, and letters from the equity investors that identify the investment amounts and summaries of the transaction terms.

- 6.6 <u>Project Team</u>. Developer shall identify key individuals on its Project Team who will be dedicated to working with the City during implementation of the DDA. Additionally, Developer shall provide the City with a list of its intended consultants, including but not limited to, architectural, engineering, legal, financial, and construction.
- 6.7 <u>Reports</u>. At any time requested by the City, but not more frequently than monthly, Developer shall make oral and summary form written progress reports advising the City on all progress being made on the responsibilities listed in this Section 6.

7. <u>Meetings</u>. Developer and City staff, as needed, shall meet or hold a conference call on average every two weeks during the Term to discuss the status of activities and tasks related to the negotiations and the Project, the accomplishment of such activities and tasks, and other such matters.

- 8. <u>Representations and Warranties</u>.
 - 8.1 <u>Duly Formed and Validly Existing</u>. Developer represents and warrants that [Insert name of entity]Alameda Point Partners – West Midway, LLC is a [insert type of legal entity]]imited liability company that is duly formed and validly existing under the laws of the State of California.
 - 8.2 <u>Developer Authority</u>. Developer represents and warrants that the person executing this Agreement on behalf of Developer has the full right, power, and authority to execute this Agreement and to bind Developer hereunder. Developer agrees to provide City with evidence of this authority upon request.
 - 8.3 <u>City Authority</u>. The City represents and warrants that the person executing this Agreement on behalf of the City has the full right, power, and authority to execute this Agreement and to bind the City hereunder.

9. <u>No-Assignment</u>. The City is entering into this Agreement with Developer based on Developer's development experience and track record with similar developments. <u>Developer</u> <u>may assign its rights and obligations under this Agreement upon written notice to the City to an</u> <u>"Affiliate Transferee" (defined below)</u>. Developer may not <u>otherwise</u> sell, assign, or transfer any of its rights or obligations under this Agreement without the City's prior written consent, which may be granted, withheld or conditioned in the City's sole discretion. As used herein, the term "Affiliate Transferee" means an entity in which the Developer, one or more of its members or one or more of their respective principals, directly or indirectly, (a) owns at least a five percent (5%) ownership interest and (b) has the power to direct the affairs or management, whether by contract, other governing documents, operation of law or otherwise.

10. <u>Notices</u>. All notices required or permitted under this Agreement shall be delivered in person; by facsimile, email or overnight courier with written confirmation of receipt, or by registered or certified mail, postage prepaid, return receipt requested, to such Party at its address shown below, or to such other address designated in writing by such Party:

Notices to the City:

City of Alameda 2263 Santa Clara Avenue Alameda, CA 94501 Attn: City Manager Redevelopment Project Manager, Base Reuse Telephone: 510.747.7449 Facsimile: ______ Email: ______

With copies to:

City of Alameda 2263 Santa Clara Avenue Alameda, CA 94501 Attn: City Attorney Telephone: 510.747.4750 Facsimile: ______ Email: _____

Notices to Developer:

[Insert Contact Information]Alameda Point Partners – West Midway, LLC c/o Trammell Crow Residential Attention: Bruce Dorfman 39 Forrest Street, Suite 201 Mill Valley, CA 94941 Telephone: (415) 381-3001 Facsimile: (415) 381-3003 Email: bdorfman@tcr.com

With copyies to:

Historic Contact InformationsrmErnst Development Partners Attention: Joe Ernst 2220 Livingston Street, Suite 208 Oakland, CA 94606 Telephone: (51)) 219-5376 Facsimile: (510) 380-7056 Email: jernst@srmesrnst.com

Notice shall be deemed received and effective on delivery, if delivered personally or upon receipt of confirmation if by facsimile, email or overnight courier; or three days after deposit into the United States mail if delivered by registered or certified mail.

11. Limitations of this Agreement.

- 11.1 Limitations of the City's Commitment. The City is not, by entering this Agreement, committing itself to or agreeing to undertake any other acts or activities requiring the subsequent independent exercise of discretion by the City or any agency or department thereof. This Agreement is merely an agreement to enter exclusive negotiations with respect to the Property according to the terms hereof, with all final discretion and approval remaining with the City Council as to any DDA, including Development Plan, and all proceedings and decisions in connection therewith. If negotiations under this Agreement result in a proposed DDA, City Council approval thereof may occur only after compliance, as may be required, with all applicable laws and ordinances including, without limitation, CEQA.
- 11.2 <u>Effect of Expiration or Termination</u>. If the DDA has not been approved by the City Council by the date this Agreement expires or is terminated under Section 3, neither Party shall have any further rights, obligations, or liability to the other Party under this Agreement.
- 11.3
 Developer's Limited Remedies. In the event of the City breaches its obligations under Section 5, above, Developer may elect, as its sole remedy for such breach, to either (a) specifically enforce the City's obligations under Section 5 or (b) terminate this Agreement and receive a reimbursement of the unexpended portion of the funds deposited with the City pursuant to Section 6.1, above.

12. <u>Miscellaneous Provisions</u>.

- 12.1 <u>Entire Agreement</u>. This Agreement is the entire agreement as understood by the Parties with respect to the matters set forth herein.
- 12.2 <u>Amendments</u>. This Agreement may be amended only in a writing signed by all Parties and approved by the City Council.
- 12.3 <u>Governing Law</u>. This Agreement shall be governed by and interpreted in accordance with the laws of the State of California. Any action to enforce or interpret this Agreement shall be brought in a court of competent jurisdiction in Alameda County or, in the case of any federal claims, in federal court for the Northern District of California.

12.4 Limitation on Remedies. In any action or other legal or administrative proceeding to enforce this Agreement, or that otherwise may arise out of this Agreement, other than as set forth in Section 11.3, above, neither the City nor Developer shall be entitled to any damages or monetary relief. It is understood and agreed by the Parties that this Agreement is solely to enable the Parties to negotiate the terms of a proposed DDA, including Development Plan, on an exclusive basis for the Term. There is no commitment that any DDA, including Development Plan, will be approved and, other than as set forth in Section 11.3, above, no damages, monetary relief or specific performance shall be available to Developer if a DDA, including Development Plan, is not approved during the Term.

<u>Waiver of Lis Pendens</u>. It is expressly understood and agreed by the parties that no lis pendens shall be filed against any portion of the Property with respect to this Agreement or any dispute or act arising from it.

Neither party shall be liable for any real estate commissions or brokerage fees that may arise from this Agreement or any DDA resulting from this Agreement. The parties represent and warrant that they have not engaged any brokers, agents or finders in connection with this transaction. The Developer shall defend and hold the City harmless from any claims by any broker, agent or finder retained by the Developer. The City shall defend and hold the Developer harmless from any claims by any broker, agent or finder retained by the City.

- 12.5 <u>Attorneys' Fees</u>. In any action or other legal or administrative proceeding to enforce this Agreement, or that otherwise may arise out of this Agreement, each Party shall pay its own attorneys' fees and costs.
- 12.6 <u>Headings</u>. The section headings in this Agreement are for convenience only; they do not explain, modify, or add to the meaning of this Agreement.
- 12.7 <u>Interpretation</u>. This Agreement is the result of the combined efforts of the Parties. If any provision is found ambiguous, the ambiguity will not be resolved by construing this Agreement in favor of or against either Party, but by construing the terms according to their generally accepted meaning.
- 12.8 <u>Time Periods</u>. Any time period to be computed under this Agreement shall be computed by excluding the first day and including the last day. If the last day falls on a Saturday, Sunday, or legal holiday, the last day will be extended until the next day the City is open for business. All references to days in this Agreement shall mean calendar days unless otherwise expressly specified. The City offices are closed on Fridays and therefore any reference to business days shall mean Monday through Thursday unless one of those days is a holiday observed by the City.

- 12.9 <u>Severability</u>. The provisions of this Agreement are severable. The invalidity or unenforceability of any provision in this Agreement will not affect the other provisions.
- 12.10 <u>Successors and Assigns</u>. TSubject to Section 9, this Agreement is binding on and will inure to the benefit of the Parties and their respective successors. This Agreement cannot be transferred or assigned.
- 12.11 <u>Independent Capacity</u>. Nothing in this Agreement is intended to or does establish the Parties as partners, co-venturers, or principal and agent with each another.
- 12.12 <u>Conflict of Interest</u>. No officer or employee of the City shall hold any interest in this Agreement (California Government Code § 1090).
- 12.13 <u>Authorization to Execute Agreement</u>. Each individual executing this Agreement represents and warrants he or she is duly authorized to execute and deliver this Agreement on behalf of the Party named herein and this Agreement is binding upon said Party in accordance with its terms.
- 12.14 <u>Counterparts</u>. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same agreement.
- 12.15 <u>Exhibits</u>. The following exhibits are attached to this Agreement and incorporated herein as though set forth in full for all purposes:

Exhibit A: Diagram of the Property Exhibit B: Developer Statement of Qualifications Exhibit C: Summary of Non-Binding Key Terms for the DDA

[Signatures on next page]

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CITY:

CITY OF ALAMEDA, a California municipal corporation

By: _____ Name: _____ Title: City Manager

APPROVED AS TO FORM:

City Attorney By:

DEVELOPER:

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Alameda Point Partners – West Midway, LLC—_____a California limited liability company —_____

 By: ______

 Name: ______

 Title: ______

 Chief Executive Officer

RESPONSE TO REQUEST FOR QUALIFICATIONS:



Alameda Point

West Midway Project





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September 19, 2018

Michelle Giles Redevelopment Project Manager City of Alameda 2263 Santa Clara Avenue, Room 130 Alameda, CA 94501

RE: Request for Qualifications for Residential/Mixed-Use Project (West Midway) at Alameda Point

Dear Ms. Michelle Giles and the City of Alameda,

On behalf of Brookfield Residential, I am excited to present our team's qualifications for the West Midway Project at Alameda Point.

Our passion and expertise are what drive a focused commitment to world-class communities creating exceptional experiences for our customers while adding to the great cities that we choose to develop in. This unique blend of qualities is what gives us the ability to deliver on a community's vision and create long-lasting value to each stakeholder involved.

At Brookfield Residential, community defines who we are, and our team would be honored to partner with the City of Alameda in bringing this project to their community.

Enclosed please find our response to the Request for Qualifications for the West Midway Project at Alameda Point. Our team thanks you for your consideration, and please do not hesitate to contact us if you have any questions or need additional information.

Sincerely,

Jul Rule

Joshua Roden President, Brookfield Residential Northern California

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Executive Summary

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Executive Summary

Brookfield Residential has assembled the best qualified team to plan and develop the 22.8-acre mixed-use residential area of Alameda Point. Our team's key strengths and qualifications include the following:

- 1. A collaborative, long-term team approach to development and public/ private partnerships.
- 2. Exceptional past experience with similar residential and mixed-use projects.
- 3. Experience with sites that have challenging conditions.
- Financial strength that removes the "need to get financing" that all too often hampers successful implementation of visionary development proposals.
- 5. A top-to-bottom commitment to unquestioned business integrity.
- 6. Knowledge of and a long history with the City of Alameda.

Approach to Development and Public/Private Partnerships

Our approach to development is highly collaborative and inclusive. We view our role as a partner to the City and the community, working closely with local businesses, non-profits, neighborhood groups and other stakeholders in an engaging, transparent redevelopment process. Our goal is to respect the existing residents, businesses and organizations while enhancing the overall Alameda Point experience.

Brookfield Residential shares the City's long-term vision for Alameda Point. We value this unique opportunity and realize the potential for Alameda Point as a city landmark asset with a fantastic coastal location close to San Francisco and Silicon Valley. Brookfield has a long-term perspective across the Brookfield family of companies, understanding market cycles in various real estate practices including land development, commercial investment and management, homebuilding and apartment development.

Finally, Brookfield Residential has the discipline and know-how to maximize this economic opportunity for all stakeholders and the greater community. Our capable and focused team is equipped with the resources needed to successfully execute the City's vision for Alameda Point. Our team has a depth of experience with military installation reuse, sustainable, mixed-use and masterplanned developments. West Midway will be a priority for the Brookfield team. We are a local team with national and international experience focused on the implementation and execution of the Main Street Neighborhood Plan.

Capturing the spirit of community - creating community is at the heart of our business. We are an innovative land developer and homebuilder with over 50 years of experience, focused on creating places to live that are thoughtfully designed and cultivate exceptional life experiences, providing comfort, inclusiveness and a sense of place.

Past Experience with Similar Projects

The Brookfield Residential Team has extensive experience in the development and execution of projects similar to Alameda Point in scope, scale and program. A comprehensive list and details of our team's experience are included in Section 5 of this RFQ. Some highlights of our most relevant projects include the following:



Boulevard, Dublin, CA – Developed on a military base during active operations, Boulevard's 20 distinct neighborhoods feature contemporary detached homes, townhomes, flats and penthouses designed for urban professionals and their families. Our mixed-use master plan also includes a 14,500-square-foot recreation center and 31-acre community park, plus 15 themed neighborhood parks, 12-acre school site, regional creek restoration and Iron Horse trail system.

Playa Vista, Los Angeles, CA – Developed by Brookfield Residential, Playa Vista is an urban neighborhood consisting of over 6,000 rental and for-sale homes and apartments, assisted living units, a community center, over 250,000 square feet of mixed-use commercial and retail and 3.2 million square feet of creative office space. The plan also includes 130 acres of parks and trails, a 51-acre freshwater wetlands system consisting of a 25-acre riparian corridor and a 26-acre freshwater marsh.

Seton, Calgary, Canada – This 365-acre mixed-use development is one of the largest and most exciting opportunities in North America. The plan includes over 2.5 million square feet of office and retail space, a 16-acre regional park, public library, schools, 1,300 multifamily residences, an active main street, Calgary's new South Health Campus, hotel and recreation center.

Foster Square, Foster City, CA – Foster Square is a 15-acre mixed-use seniororiented development accommodating affordable senior rental apartments, market-rate condominiums, homes with 55+ age restrictions, 160 units of assisted living, 30,000 square feet of retail and a public plaza. A major goal is to link residents and visitors via tree-lined pedestrian ways and streets to the civic center and lagoon.

East Garrison, Monterey, CA – A former military base, this project follows the principles of New Urbanism. The large 244-acre base reuse, public/private partnership, mixed-use, mixed-income master plan features 1,470 residential units, a 105,000-square-foot mixed-use town center, 65,000-square-foot Historic Arts District, County library and network of open spaces.

North Shore, Pittsburgh, PA – A mixed-use waterfront master plan and district guidelines for the North Shore, an area directly across the Allegheny River from downtown Pittsburgh designated as the site for two new major league stadiums (for the Steelers and the Pirates) and related economic development.

Cincinnati Riverfront, Cincinnati, OH – A master plan for the waterfront with a primary program to create a new mixed-use district anchored by two new sports stadiums. The objective was to generate maximum economic benefit for the downtown area and to revitalize the central Ohio River riverfront.

Executive Summary

Financial Strength and Business Integrity

Brookfield Residential is a leading real estate development, construction and asset management organization with a vast portfolio spanning masterplanned communities, multifamily, office, retail, hospitality and more. We are active in the most dynamic markets on the continent, including the Bay Area, Los Angeles, Austin, San Diego, Toronto, Denver, Phoenix, the Washington, D.C. area, Calgary and Edmonton. We hold \$4.5 billion in assets and control over 88,000 residential lots and 194 multifamily, industrial and commercial parcels in North America.

The numbers speak for themselves, but they are only part of a bigger picture. Brookfield Asset Management, Brookfield Residential's parent company, is a successful organization that manages more than \$287 billion of assets around the world. Brookfield Residential has the financial fortitude and discipline to pursue an array of development opportunities as well as a terrific breadth of expertise and financial foundation to draw from. We do not face the "need to get financing" that many public and private development entities are saddled with.

Knowledge of the City of Alameda and Existing Relationships

Key members of our team have worked extensively with the City of Alameda over the past several years on various assignments as well as on the Alameda Point project. As such, our team understands the opportunities and challenges that the site poses and is prepared to engage the City in an efficient, cooperative and knowledgeable development process. Further, our team has established long-term, trusted professional relationships with various City agencies and organizations involved in Alameda Point.

The City of Alameda, in collaboration with one of our team members, facilitated three planning processes to create contextual planning and improvement visions for the Civic Center, Webster Street and Encinal Terminals. Our team has also worked with the City on the Lawrence Berkeley National Lab RFP for Alameda Point and collaborated with the City on visioning and redevelopment advice for Webster Street, Civic Center, Boatworks and the historic Encinal Terminals/Del Monte property.











Project Understanding & Approach

Project Understanding & Approach

First incorporated in 1854 as an "Island Community" located in the center of the Bay Area, the City of Alameda is now home to approximately 80,000 residents. People and businesses are attracted to Alameda for its tree-lined pedestrian-oriented streets, historic and diverse architecture, excellent schools, public safety and public services, easy access to the water, well-maintained neighborhood and community parks, temperate weather and an overall high quality of life and engaged diverse community.

Alameda has two main commercial/retail districts: Park Street and Webster Street, which are also gateways on and off the island through the Webster Street and Posey Tubes and the Park Street Bridge. Alameda South Shore Center, Marina Village, Harbor Bay Landing Shopping Center and Alameda Landing also provide residents and visitors with a variety of shopping, grocery and restaurant choices.

Alameda has also become a hub for innovative technologies in the healthcare/medical device industry (Penumbra is located on Harbor Bay Island) and Sustainable Energy R&D (Google/Makani Power, Wrightspeed). Providing an abundance of boat slips and marinas for recreational uses, Alameda also supports the maritime industry with businesses such as Bay Ship & Yacht Co. and Water Emergency Transportation Agency (WETA), providing repair services to the entire Bay Area Ferry Fleet.

Alameda has two existing ferry terminals (Main Street and Harbor Bay) providing short (15–20 minutes) commuter ferry rides across the bay to downtown San Francisco and will soon be adding a third ferry terminal at Seaplane Lagoon/Alameda Point. In addition to bus service provided by AC Transit, BART stations are close by in downtown Oakland, and free shuttle service is provided at many locations. The Oakland International Airport is also conveniently accessible to the island.

The City of Alameda has a unique and coveted location due to its centrality within the Bay Area, offering potentially expandable ferry access, AC Transit service and proximity to 880 freeway and the Oakland International Airport.

Understanding of Alameda Point

Located on the western side of the island, the 878-acre Alameda Naval Air Station, now referred to as Alameda Point, was decommissioned in 1997. Careful preparation and planning by community leaders, experts and engaged residents has resulted in a crafted vision for Alameda Point's future revitalization. The community's vision is for a transit-oriented, sustainable mixed-use community that will include 1,425 residential units, 5.5 million square feet of commercial development and over 250 acres of parks and open space, including over 10 miles of trails.



"

Really, what's envisioned for this neighborhood is less about the car and more about pedestrian and transit-oriented development."

MICHELLE GILES

Alameda Redevelopment Project Manager

"If you plan cities for cars and traffic, you get cars and traffic. If you plan for people and places, you get people and places."

FRED KENT

In 2003, the City Council amended the General Plan to include an Alameda Point Element. The Alameda Point Element was crafted from the Reuse Plan policies and diagrams to ensure that the General Plan reflects the community's planning vision for redevelopment of the base. The Alameda Point Element summarized the General Plan policy direction with the following set of development objectives:

- Seamlessly integrate Alameda Point with the rest of the city
- Foster a vibrant new neighborhood
- Maximize waterfront accessibility
- De-emphasize the automobile and make new development compatible with transportation capacity
- Ensure economic development
- Create a mixed-use environment
- Establish neighborhood centers

In 2017, the City adopted the Alameda Point Main Street Neighborhood Specific Plan, which governs the implementation of the 22.8-acre West Midway property. The two primary goals of the Main Street Neighborhood Plan are as follows:

- Create a mixed-use and mixed-income residential neighborhood with an emphasis on small-scale neighborhood serving uses, compatible specialty manufacturing and light industrial uses, urban agriculture, open space, varied housing and community services that complement and support the sub-district and Alameda Point as a whole.
- 2. Ensure the existing supportive housing accommodations are rebuilt and well integrated within the plan area and future development for the Alameda Point Collaborative (APC), Building Futures with Women and Children and Operation Dignity (collectively referred to as the "Collaborating Partners").

Immediately adjacent and south of the West Midway Main Street neighborhood is the residential/mixed-use project town center (Site A) at Alameda Point. The Site A developers have recently started demolition of buildings, soil preparation and construction of infrastructure. Site A will ultimately include 800 residential units, 15 acres of parks and over 600,000 square feet of commercial development. Site A will need to deliver critical utility connections before West Midway can commence with development.

After many years in the planning and redevelopment process, Alameda Point is now home to more than 600 residents and over 1,000 employees in 1.8 million square feet of rehabilitated and leased space. In addition to new technology and energy businesses, Alameda Point has become a well-known destination for its "Spirits Alley": home to spirits, wine and beer manufacturers such St. George Spirits, Hangar 1 Vodka, Rock Wall Wine Company, Faction Brewing and the recently added Almanac Beer Co. Barrel House & Taproom, Admiral Maltings and The Rake.



Project Understanding & Approach



Understanding of the West Midway Site and Development Opportunity

The 22.8-acre West Midway site and development opportunity is located within the Main Street neighborhood zoning sub-district, which is a mixed-use residential area and must be developed consistent with the Main Street Neighborhood Plan. The City is allowing a maximum of 291 residential units, which includes 260 market-rate and 31 moderate-income units. A minimum of 10% of the market-rate units must be designed as "workforce housing," affordable to households with incomes in the range of 120% to 180% of the area median income (AMI). Commercial development is highly encouraged and must be consistent with the Main Street Neighborhood Plan, including permitted uses such as light industrial, work/live, assisted living and retail. We have already done multiple site yield studies to help inform our understanding of the site and to make sure that the residential typology and the commercial square footage we reference is actually feasible on the parcels.

Development of the West Midway site is very important to the overall Main Street Neighborhood Plan as it will provide the necessary backbone infrastructure for the entire area south of West Midway Avenue, bounded by Main Street, West Tower Avenue and Pan Am Way, including for the approved supportive housing on an adjacent 9.7-acre parcel.

The existing entitlements for the West Midway site include an approved EIR, MIP, ZA, Alameda Point Transportation Demand Management Plan (TDM) and the aforementioned Main Street Neighborhood Plan. The remaining entitlements to be achieved by the development team include Development Plan, Density Bonus Application, Tentative Parcel Map(s), Improvement Plans, Design Review and Building Permits.

We understand that the West Midway site has certain unique opportunities and challenges such as historic resources (Building 35), ongoing environmental cleanup on a 1.9-acre portion on the southwest corner, geotechnical conditions that include potentially liquefiable soils and Young Bay Mud up to 30 to 60 feet deep under portions of the site as well as flood control measures (site needs to be raised about 100-year flood elevation plus 24 inches for sea level rise). Existing infrastructure (water, power, cable, storm, etc.) will need to be demolished and replaced, and existing buildings (26) and foundations (21) will need to be demolished. Most importantly, our team will work closely with MidPen Housing and all affordable housing stakeholders to phase and construct the RESHAP project infrastructure in a manner that provides the least disturbance to existing residents while still allowing for the most efficient and expeditious process to provide facilities the City can be proud of for these supportive housing units.





PARCELS

200 0 200 400 ft N



SITE CONDITIONS

200 0 200 400 ft N



Alameda Point Geotechnical Considerations

The area encompassing Alameda Point was historically a combination of submerged lands, tideland and dry land. Much of the portion of Alameda Island where the former naval airbase was located was formerly part of San Francisco Bay until the early 1900s when land reclamation began. The site was gradually filled using hydraulically placed dredge spoils from the surrounding San Francisco Bay, the current Seaplane Lagoon and the Oakland Channel.

In general, artificial fill is found throughout the site of the former base. The fill generally varies in thickness and is likely greatest in the northeastern portions of the site. Young Bay Mud underlies the fill across most of the former base and is likely approximately 30 to 40-feet thick in most of the project site. Merritt Sand and the San Antonio formation sand underlie the Young Bay Mud.

We expect the primary geotechnical concerns for the proposed site development to include the following:

- 1. Compressible soil
- 2. Relatively high seismic shaking
- 3. Liquefaction
- 4. Shallow groundwater

The Young Bay Mud is considered highly compressible and the artificial fill below the water table and the upper layer of the Merritt Sand and the San Antonio formation are potentially liquefiable. Understanding these concerns in the initial planning for the project site is vital for a successful project.

Project Understanding & Approach







Approach to Meeting the City's Goals, Objectives and Entitlements

First and foremost, our approach to development is highly collaborative and inclusive. We view our role as a partner to the City and community, working closely with local businesses, non-profits, neighborhood groups and other stakeholders in an engaging, transparent development process.

Engaging existing Alameda Point businesses, developers, residents and community/non-profit groups is key to the success of the overall redevelopment effort. It will be tremendously important to carefully observe the needs of the existing tenants and residents through the development process. Our team has already met with MidPen Housing to gain insight into their needs and look for ways to assist their delivery of much-needed improved housing for three different non-profit providers.

As with any thoughtfully rendered, large-scale project – especially former military redevelopment projects, there are particular opportunities and challenges that require the focus of a deeply experienced, dedicated and creative team. Key areas include the following:

- Achieving economic vitality and experiential vibrancy through mixed uses
- Leveraging the unique opportunities of the existing conditions and historic structures
- Pursuing a coherent, phased approach that thoughtfully reduces impacts on existing tenants and residents
- Ensuring fiscal neutrality to avoid budget impacts to the City of Alameda
- Having the financial capacity to exercise flexibility in execution where unknowns or opportunities emerge
- Understanding the nuances of environmental cleanup issues
- Incorporating a strong commitment to sustainability in all aspects of the community
- Alleviating traffic impacts through creative planning, demand management and incorporation of new technological advances
- · Ensuring business retention and attracting new economic development
- Celebrating local heritage and conscientious adherence to historic preservation
- Creating uniqueness, critical mass and synergy that results in a high-quality destination

Project Understanding & Approach

- Incorporating parks, recreation and open spaces to improve the community experience
- Ensuring that local residents and employers have equal access to housing and commercial opportunities consistent with Fair Housing laws

Our goal is to respect existing residents and businesses while enhancing the overall Alameda Point experience.

We envision Alameda Point as a new and vibrant world-class destination that will benefit the local community and complement the existing commercial areas such as Webster Street, Park Street, Alameda Landing and Alameda South Shore Center. We are committed to a long-term vision for Alameda Point. We value this unique opportunity and realize the potential for Alameda Point as a highly desirable neighborhood and fantastic coastal location proximate to San Francisco and Silicon Valley.

Our team has a long-term perspective understanding market cycles in the various real estate practices including land development, commercial investment and management, homebuilding and apartment development.

Finally, we have the discipline and know-how to maximize this opportunity for all stakeholders and the greater community. Our capable and focused team is equipped with the financial and human capital resources needed to successfully execute the City's vision for Alameda Point and specifically the West Midway site. Our team has a wide variety of experience with former military installation reuse, sustainable, mixed-use, waterfront, historic rehabilitation and master-planned developments.

Our team will accomplish the following:

- Create a true public/private partnership with the City and community of Alameda
- Establish a clear method of communication and public outreach
- · Respect the valuable community planning work that has happened to date
- Prepare a Development Plan that is consistent with the City's vision and entitlements
- Develop financially successful and market-responsive plans that can be implemented and phased to meet market demand while achieving the community benefits anticipated by the City, including the demolition and infrastructure construction for the adjacent Rebuilding the Existing Supportive Housing at Alameda Point (RESHAP) project







- Implement a "roll up our sleeves" approach to working creatively with the City, public agencies, community groups, non-profits, existing businesses and all stakeholders at Alameda Point
- We will act as the Master Developer for all of the necessary entitlements and infrastructure
- We will build homes/mixed-use buildings and potentially sell certain developed pads to other builders, affordable housing non-profits, senior assisted living developers/operators and commercial developers
- Alameda Point will be a priority project for our team; we are a local team with national and international experience focused on the timely implementation and execution of the West Midway site, and all of our lead team members are Bay Area residents, so no one will be flying in for meetings
- We will negotiate in good faith and obtain approval of a DDA for the site with the City during the ENA process
- We will prepare and obtain approval of a Development Plan for the site during the ENA process
- We will work diligently during the DDA process, including obtaining site improvement plans, design review approval for the City and other relevant agencies
- Provide funding for predevelopment, infrastructure and development
 processes

Knowledge of the City of Alameda and Existing Relationships

Key members of the team have worked extensively with the City of Alameda over many years on various assignments as well as on the Alameda Point project. As such, our team understands the opportunities and challenges that the site poses and is prepared to engage the City in an efficient, cooperative and knowledgeable development process. Further, our team has established long-term, trusted professional relationships with the various City agencies and organizations involved in Alameda Point



Description of Project Team

Description of Project Team

The Brookfield Residential Team is comprised of the following firms, specifically assembled based on their professional expertise and ability to develop a highly successful residential/mixed-use project at Alameda Point.



DEVELOPER Brookfield Residential

Brookfield Residential is a leading real estate development and asset management organization with a vast portfolio spanning master-planned communities, multifamily, office, retail, hospitality and more. Through our predecessor companies, Brookfield Residential has been developing land and building homes for nearly six decades. At Brookfield Residential, as a leader in land development and homebuilding, we continue to maintain the same solid values that have helped us successfully navigate through several decades of growth and change. We encapsulate our company values in three simple but infinitely meaningful words: passion, integrity, community.

CIVIL ENGINEERS

At BKF, we believe in designing infrastructure for a sustainable future. Headquartered in the San Francisco Bay Area since launching in 1915, today we have 13 California offices and 400 staff supporting our engineering, surveying and land planning services. Our extensive local knowledge and collective experience working with commercial and residential developers, cities and counties, architects and governmental agencies makes a valuable addition to any mixed-use project.

GEOTECHNICAL ENGINEERS ENGEO

ENGEO is a comprehensive provider of geotechnical, environmental, hydrologic and geologic engineering, plus construction testing and inspection services. Founded in 1971, we're an employee-owned firm with offices throughout California, Nevada and New Zealand. We're organized into clientbased, multidiscipline teams designed to respond to the needs of our public and private clients. We provide comprehensive solutions for the myriad of issues faced by our clients with exemplary service and professionalism.

LANDSCAPE ARCHITECT Gates + Associates

Gates + Associates is a landscape architecture, urban design and land planning firm located in San Ramon. Established in 1977, our forte is connecting our clients to the nature around them. We understand that the methods for getting people outside are ever-changing, so our designs are based on the primary function of the space and user experience and then grown organically into a design that suits those needs.

CONTACT

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CONTACT

Daniel Schaefer PE, LEED AP Principal/Vice President 1646 N. California Boulevard, #400 Walnut Creek, CA 94596 (925) 940-2214 dschaefer@bkf.com

CONTACT

Jeffrey Fippin GE, Principal Engineer 2010 Crow Canyon Place, #250 San Ramon, CA 94583 (925) 866-9000 jfippin@engeo.com

CONTACT

Russel Case Principal Landscape Designer 2671 Crow Canyon Road San Ramon, CA 94583 (925) 838-8901 Rusty@dgates.com

URBAN PLANNER Urban Design Associates, Ltd. (UDA)

Since 1964, Urban Design Associates has been innovating, testing and evolving the practice of urban design. We're a studio of seasoned designers and architects dedicated to helping our clients conceive, design and build the next generation of places and communities. Headquartered in Pittsburgh, Pennsylvania, our firm was built on principles – we believe that all places, urban and rural, new and established, can have a remarkable sense of place, serve as diverse and exciting places to live and thrive today and into the future.

DEVELOPMENT PARTNER UrbanMix Development, LLC (UMD)

UrbanMix Development is a privately held real estate company built on the principles of designing for mixed-use, mixed-income and mixedmobility. Our goal is to weave together beneficial amenities, local culture and patterns along with time-tested urban design principles and ecological sensitivities. All of our projects incorporate new building technologies, facilities for commerce, shared use and the latest in green building techniques. In short, we create relevant, sustainable neighborhoods that boast a distinct sense of place.

ARCHITECT

Woodley Architectural Group, Inc.

From small-lot production homes to community recreation facilities and master-planned communities, Woodley Architectural Group strives to continually innovate and provide our clients some of the most unique designs and product in the industry. With widespread industry design awards, we are proud to be continually recognized for thoughtful design throughout the nation. CONTACT Barry J. Long, Jr. AIA, LEED AP President and CEO 3 PPG Place, 3rd Floor Pittsburgh, PA 15222 (412) 263-5200 barry.long@urbandesignassociates.com

CONTACT

Keith McCoy Founding Partner 935 Pardee Street Berkeley, CA 94710 (510) 225-9270 keith@urbanmixdevelopment.com

CONTACT Michael L. Woodley AIA, President 2943 Pullman Street, Suite A Santa Ana, CA 92705 (949) 553-8919 mwoodley@woodleyarch.com

Brookfield Residential

Great companies, like great communities, don't happen by accident. It takes time, dedication and vision to build a successful company, and above all else, it takes a clear understanding of who you are, what you stand for, and who you aspire to be.



It Starts with Solid Values – Passion. Integrity. Community.

Brookfield Residential is a leader in land development and homebuilding as we continue to maintain the same solid values that have helped us successfully navigate through several decades of growth and change. We encapsulate our corporate values in three simple but infinitely meaningful words: passion, integrity, community.

The passion we have for our work shows in the finished product, but of equal value is what isn't seen – the detailed planning that goes into each of our communities and homes before they actually begin. A community can take years to build and complete, so we make carefully measured decisions based on in-depth market research and analysis and draw heavily on the knowledge and experience we've garnered over many years in business.

While we have great confidence in our ability to create a solid plan, we never neglect to account for change. We anticipate challenges and fine-tune our plan along the way, being careful never to lose sight of the ultimate goal. At the end of the day, passion is about being invested in your work, believing in it and doing the right thing. That's where integrity comes into play. We set a tone of fairness and respect in every aspect of our business. We foster the professional growth of our employees and maintain transparency with our investors and partners. People want to invest in us and do business with us because they know we'll do what we say we're going to do.

Our value system wouldn't be complete without a commitment to community. The word community defines us. It is the core of our work and the essence of our corporate culture. We take great pride in building the best residential communities and homes on the market, but we're equally proud of the community we've created within our family of employees.

Our commitment to community extends further into the outside community at large to the places where we work and live. We give back to the communities that we are part of by way of charitable donations and active employee participation in exceptional organizations.

Brookfield Residential is a leading North American land developer and homebuilder with more than 50 years of operating experience. Our local management teams have an average of 20 years experience and are focused on enhancing market positions and creating value through the entitlement, development and building process.

Strategic Diversity –

The Right Homes, Communities and Developments in the Right Markets

We have been developing commercial properties within our master-planned communities for decades. In the last few years our focus has turned to developing mixed-use communities: places where people can not only work but live and play as well.

Our experience in multiple markets as well as the collaboration we have with Brookfield's other leading real estate talents and resources around the world keep our work and our thinking fresh and progressive. Most importantly, Brookfield Residential provides each regional team authority to make autonomous decisions under the strategic directives set out by the company. This approach allows us to cater effectively to the unique climate and capture buyers in a highly competitive and buyer-savvy industry.

Master-Planned Land Development — It's Amazing What Is Accomplished When You Begin with a Plan

A Brookfield Residential master plan begins with the land's natural characteristics. We let the land guide us, and we devise a development strategy that highlights its best attributes. There are municipal standards on top of which we place our standards: appropriate amenities, tree planting and open space development, architectural guidelines, sustainable development principles and company involvement in the community as it grows.

We pay special attention to the type of lifestyle we offer in our communities, not only because we want to offer the very best but also because we live in them as well. Our employees know what our customers want and expect in a community, and together we make it happen. Diversity is key to our success. We work in a wide variety of markets in different locations in North America and make a point of catering to the unique climate and buyers in each one.

Where some companies treat land as a building component, simply a lot the house must sit on, we look at land as a community where our customers live. That's where master planning makes all the difference. We take a longterm view of how a community will develop. Homebuilding is another important part of our core business. It works in harmony with the overall development process, enhancing the value we offer customers through a selection of award-winning, detail-driven home designs.



It takes an extensive team of talented people to bring a community to life. We choose our partners very carefully, knowing that who we decide to work with ultimately shapes how each community and homes come together. It's imperative that everyone on the team shares the same vision for the development and has a mutual respect for the corporate values that guide Brookfield Residential every day.

Building on the Plan

In building on our own land, we set a high bar in terms of quality for all of our partner builders and subsequently enhance the overall value of our communities, an advantage that directly benefits future residents.

Building on the land we develop also allows us to better understand the needs of today's residents and to guide the range and style of homes available in our communities. It's vitally important to us that our communities appeal to a majority of future residents, no matter what stage of life they're in or what type of home they're looking for. Brookfield offers exceptional quality residences for every buyer, from first-time purchasers to move-up and estate markets.

Brookfield is actively leading home buying markets, including the Bay Area, Calgary, Edmonton, Toronto, Los Angeles, San Diego, Denver and the Washington, D.C. area. Knowing the municipalities as well as we do eliminates many extraneous concerns in the homebuilding process and allows us to focus on building the very best homes possible for the best possible price.

Collaborative Approach — Who We Work with Is As Important As Where We Work

We have been able to assemble extraordinary teams of homebuilders, architects, landscape architects, engineering and planning consultants, contractors and trades in each of the municipalities where we work. To that point, even the cities we choose to work in are carefully considered. They're major partners as well and can have a significant impact on what we want to achieve. Once all signs say go and the entire team is selected, we bring everyone together and start brainstorming. The collaboration process is tremendous; everyone brings their own perspectives and expertise to the table, and together we come up with a plan that we all are excited to be a part of. We continue to work together through every stage of the process, right through to the final detail.

We know we choose the right partners because the relationships we establish endure, not only through the completion of a single community and construction of homes but also over the long term. Many of our partners have been working with us for decades and are unofficially considered to be a part of the extended Brookfield family.

Moving Forward - Looking Ahead

Brookfield will continue to be an industry leader, displaying ingenuity, expertise and financial prudence in all of our developments. We will be proactive in our work, constantly looking for the next opportunity and keeping our finger on the pulse of the industry in order to spot emerging trends. Brookfield may be a long-standing company, but we are anything but stagnant.

Environmentally speaking, we will continue to look for new ways to reduce the impact we have on the environment, adopting strategies, practices and materials that keep our sustainability footprint in check.

We live where we work, and, like all residents, we want our communities to be the best they can possibly be. We have the privilege to be able to contribute in significant ways by fostering leadership initiatives, offering advice and improving communities from the inside out. We will also continue to pursue new ways to volunteer, get involved and give back through the donation of both time and dollars. We are very excited about what the future holds. Our potential is great, our motivation is strong and the possibilities for Brookfield truly are endless.





Josh Roden

President, Brookfield Residential Northern California

EDUCATION

Bachelor's Degree, Civil Engineering, Marquette University

PROFESSIONAL REGISTRATIONS

California Real Estate License

California Professional Engineering License Josh Roden is president of Brookfield Residential Northern California. With a passion for creating "the best places" through innovative and engaged community development, he is responsible for all of the operations, strategic planning and growth in the San Francisco region. With more than 20 years of diverse design, development and construction experience in commercial, for-sale residential, apartments, retail and institutional projects, Josh is exceptionally skilled at cultivating and securing development industry relationships with stakeholders and development partners.

Prior to Brookfield Residential, Josh worked for Opus Group, a commercial and mixed-use developer in Indianapolis, Milwaukee, Phoenix and San Francisco before joining Brookfield Residential. While there, he was responsible for overseeing various mixed-use projects, including retail, office, residential, student housing and a 770-acre office development in Brisbane/ South San Francisco. Further expanding his real estate career, Josh worked an additional eight years as a VP of acquisitions and planning for Meritage Homes, growing the business to a top five builder in deliveries in the San Francisco and Sacramento regions. Josh has been an active participant in the Building Industry Association of the Bay Area, HomeAid and San Ramon Valley Little League, serving as a board director for the organizations. Josh holds a bachelor's degree in civil engineering from Marguette University, a California real estate license and a California Professional Engineering license and earned an Eagle Scout rank. In the days away from his work, Josh enjoys skiing, biking, playing golf and spending family time with his wife and five children.

References

Bryan Montgomery – City Manager, City of Oakley (925) 625-7007, Montgomery@ci.oakley.ca.us

Mike Oliver – President, Municipal Resource Group (925) 314-3889, moliver@municipalresourcegroup.com Gregory Glenn is Brookfield Residential's chief financial officer for Northern California and provides 22 years of professional operations, finance and accounting experience to the team. Prior to joining Brookfield Residential in 2014, Gregory was the VP of finance for Lennar Urban San Francisco, a pioneer in urban redevelopment. At Lennar Urban San Francisco, he led the financial team, which entitled 20,000+ homesites in San Francisco at The San Francisco Shipyard, Candlestick Point and Treasure Island projects. What's more, he raised \$425 million in capital through the U.S. Citizenship and Immigration Services EEB-5 Immigrant Investor Program and worked as the director of finance for Lennar Urban San Diego. He also previously worked for The Corky McMillin Companies and Equity Lifestyle Properties (formerly MHC). A native of the Equality State, Gregory earned a bachelor's degree in business administration and an MBA from the University of Wyoming.

References

Tom Lockard – Managing Director, Head of Investment Banking, 280 Securities (415) 218-9965, tlockard@280securities.com



Gregory Glenn

Vice President & Chief Financial Officer, Brookfield Residential Northern California

EDUCATION

Bachelor's Degree, Business Administration, University of Wyoming

Master of Business Administration, University of Wyoming



Joe Guerra

Senior Director of Business Strategies, Brookfield Residential Northern California

EDUCATION

Bachelor's Degree, Santa Clara University

Master's Degree, Public Administration, Golden Gate University Joe Guerra is Brookfield Residential's senior director of business strategies for Northern California and provides 34 years of entitlement, finance and local government experience to the team. Prior to joining Brookfield Residential in 2015, Guerra was in charge of land acquisition and entitlements for the Bay Area for SunCal. At SunCal, he led the team, which acquired the Dublin Crossing project from the U.S. Army, in the largest ever real property exchange in the history of the Department of Defense. He subsequently entitled 1,995 homesites in Dublin at Boulevard. He also previously worked for the City of San Jose for 14 years, spending the last eight as the mayor's budget and policy director overseeing the budget for both the city and the redevelopment agency and providing policy guidance on land use and economic development matters for the mayor.

A native of the Bay Area, Guerra earned a bachelor's degree from Santa Clara University and a master's degree in public administration from Golden Gate University. During his spare time, Joe continues his decades-long passion for coaching basketball and is the assistant varsity head coach for the Archbishop Mitty women's basketball team.

References

Chris Foss – Dublin City Manager (925) 833-6650, Chris.foss@dublin.ca.gov

Edith Ramirez – Morgan Hill Economic Development Director (408) 310-4633, edith.ramirez@morganhill.ca.gov

Patrick Urbanus is Brookfield Residential's land and business strategies analyst for Northern California. Prior to joining Brookfield Residential in 2017, Patrick was a congressional aide in the U.S. House of Representatives for representatives Mark DeSaulnier (CA11) and Eric Swalwell (CA15), working both in California and Washington, D.C. During his time in the House of Representatives, Patrick worked closely with local governments and nonprofits for federal grant proposals and was heavily involved in constituent services. Patrick earned a bachelor's degree from St. Ambrose University in Davenport, IA.

References

Mallory De Lauro – District Director, Office of Congressman Eric Swalwell (510) 370-3322, Mallory.delauro@mail.house.gov

Linda Smith – Assistant City Manager, City of Dublin (925) 452-2151, Linda.Smith@dublin.ca.gov



Patrick Urbanus

Land & Business Strategies Analyst, Brookfield Residential Northern California

EDUCATION

Bachelor's Degree, St. Ambrose University

BKF

CIVIL ENGINEERING SURVEYING PLANNING

Delivering Inspired Infrastructure

For 100+ years, BKF has delivered inspired infrastructure to its clients. As a result, we have earned our clients' trust and thereby their repeat business. BKF has worked diligently to help our clients achieve their goals and bring their projects across the finish line. Through our network of 13 offices in California, we have developed extensive local knowledge that provides us with a keen understanding of issues relating to feasibility, permitting and entitlement approvals. Our success has compelled ENR California to name BKF as the 2017 Design Firm of the Year!

BKF provides civil engineering, land surveying and land planning services for government agencies, institutions, developers, architects, contractors, school districts and corporations. Our markets include healthcare, education, residential, commercial, industrial, corporate, transportation and public works. We provide a number of specialty services including sustainable design, site accessibility consulting, hydrology/hydraulics, traffic signal design and 3D laser scanning.



Successful design of mixed-use projects requires an understanding of the approval process, local, regional and state requirements, the developer's schedule constraints and the objectives of each of the design team members. Our extensive development and redevelopment experience has led to our thorough understanding of the entitlements and permitting processes. In addition to design and documentation of the required utility infrastructure and site/frontage improvements for a project, our in-house staff can provide surveying, tentative maps, final maps, condominium plans, utility capacity studies, accessibility compliance, sustainable storm drainage measures, off-site/public works design and construction support services. Our knowledge and experience makes us a valuable team member on any mixed-use project.

SERVICES

Site Development Streetscape Design Parking Lot Planning & Design Grade Separations Joint Trench

Coordination

Site Grading





Daniel Schaefer PE, LEED AP, QSD

Principal/Vice President

EDUCATION

Bachelor of Science, Civil Engineering, California Polytechnic State University, San Luis Obispo

REGISTRATION

Professional Civil Engineer CA No. 51158

EXPERIENCE

30 Years, 29 with Firm

Daniel Schaefer's 30 years of joint public and private experience provide a unique perspective to projects. He focuses on working with clients during the feasibility, alternative analysis and planning stages to ensure that a project's viability is considered early as well as throughout project implementation. The result is a clear, shared vision between client and consultant. This vision, along with Dan's experience and lessons learned, maximizes value for all his clients and enables him to implement practical solutions with clear intent.

Project Experience

Alameda Bayport/Landing, Alameda, CA

Alameda Point Site A Development, Alameda, CA

Treasure Island, San Francisco, CA

Hunter's Point, San Francisco, CA

One Market Street, San Francisco, CA

1 Kearney & 710 Market Streets, San Francisco, CA

Downtown San Mateo Specific Plan, San Mateo, CA

1 & 3 Foundry Square, 400 & 505 Howard, San Francisco, CA

SOMA Grand, San Francisco, CA

Symphony Towers, San Francisco, CA

South S.F. Downtown SALUP & Environmental Review, San Francisco, CA

ig, El Camino Real/Downtown Specific Plan, Menlo Park, CA

> West Dublin & Pleasanton Transit Village, Dublin & Pleasanton, CA

Hercules Bayfront Mixed-Use, Hercules, CA

Walnut Creek BART Transit Village, Walnut Creek, CA

VCC Master Plan Amendment, Dublin, CA

Downtown Concord Specific Plan & EIR, Concord, CA

Napa Pipe Property, Napa, CA

Coliseum Area Specific Plan & EIR, Oakland, CA

Tracy Downtown Parking Lot Improvements, Tracy, CA

Moffett Field Development, Mountain View, CA

Hayward Downtown Specific Plan, Hayward, CA

California Center Mixed-Use, Pleasanton, CA Cupertino Civic Center, Cupertino, CA

Mixed-Use Adaptive Reuse and Expansion of Historic Building, San Francisco, CA

Sonoma Mountain Village Rohnert Park Entitlement, Design, Rohnert Park, CA

Mitchell Interceptor Sewer Capacity & Design, Alameda, CA

Downtown San Mateo Specific Plan, San Mateo, CA

Tasman East Focus Area Plan, Santa Clara, CA

Menlo Park El Camino/ Downtown Specific Plan, Menlo Park, CA

Santa Clara Square Retail Redevelopment Development Plan, Construction Documents, Santa Clara, CA

Mills College Mixed-Use, Oakland, CA

Pittsburg 4th/Railroad Mixed-Use, Pittsburg, CA

References

Bill Kennedy – Catellus (510) 267-3420, bkennedy@catellus.com

Debbie Potter – Community Development Director, City of Alameda (510) 747-6800, dpotter@alamedaca.gov

With more than 21 years of technical design and management experience, Christopher Mills manages projects with clear communication and documentation. He is responsible for managing all aspects of the feasibility, compliance, design, coordination, review and approval of projects. Chris has effectively managed large design teams and worked closely with public agencies, community organizations, utility companies, institutions and private owners to incorporate specific concerns and regulations into design.

Project Experience

Alameda Point Site A, Alameda, CA

Napa Superblock, Napa, CA

Alameda Point Peer Review, Alameda, CA

Alameda Landing Waterfront Master Plan, Entitlement, Design, Construction, Alameda, CA

Alameda Bay Ship and Yacht, Alameda, CA

Alameda Public Roadway Network, Alameda, CA

Admiral's Cove, Alameda, CA

Napa Pipe Development Napa, CA

Peralta Community College District Master Plan, Alameda & Oakland, CA

Cal Shakes Storm Drain Improvements, Contra Costa County, CA Industrial District Infrastructure Study, Oakland West, CA

Bank of Stockton Stormwater Treatment Facilities, Modesto, CA

Industrial District Infrastructure Study, Oakland East, CA

Hillcrest Station Specific Plan, Antioch, CA

Lawrence Station Area Plan, Sunnyvale, CA

Santa Clara Lawrence Station Area Plan, Santa Clara, CA

Dumbarton Transit-Oriented Development, Newark, CA

Menlo Park El Camino/ Downtown Specific Plan, Menlo Park, CA

County Crossings Development, Antioch, CA

Diridon Station Area Specific Plan, San Jose, CA BART Seismic Retrofit PCI Survey and Remediation, Oakland, CA

Sonoma Mountain Village Master Plan, Entitlement, Design, Rohnert Park, CA

Mitchell Interceptor Sewer Capacity & Design, Alameda, CA

Downtown San Mateo Specific Plan, San Mateo, CA

Tasman East Focus Area Plan, Santa Clara, CA

Menlo Park El Camino/ Downtown Specific Plan, Menlo Park, CA

Santa Clara Square Retail Redevelopment Development Plan, Construction Documents, Santa Clara, CA

Mills College Mixed-Use, Oakland, CA

Pittsburg 4th/Railroad Mixed-Use, Pittsburg, CA



Christopher Mills PE, PLS

Civil Project Manager

EDUCATION

Bachelor of Science, Civil Engineering, California Polytechnic State University, San Luis Obispo

REGISTRATION

Professional Civil Engineer CA No. 60251

Professional Civil Engineer AZ No. 39615

Professional Land Surveyor CA No. 9064

EXPERIENCE

23 Years, 12 with Firm

References

Joe Ernst – SRMErnst (510) 219-5376, jernsst@srmernst.com

Jim Feeley – Trammell Crow Residential (415) 569-4555, jfeeley@tcr.com

ENGEO

CORE SERVICES

Geotechnical Engineering Environmental Engineering Engineering Geology Water Resources & Hydrology Construction-Phase Testing & Observation Special Inspection & Materials Testing Stormwater Management GIS/GPS

Geologic Hazard Abatement Districts (GHADs)

Entitlement & Permitting Support

ENGEO is an employee-owned, award-winning firm of geotechnical and civil engineers, geologists, hydrologists, environmental scientists and construction quality assurance field representatives. Founded in 1971, we have offices throughout California, Nevada and New Zealand.

ENGEO serves projects in transportation; infrastructure; water storage, conveyance and treatment; industrial facilities; geologic hazard mitigation; flood control facilities; civic structures; healthcare; education; energy; manufacturing; ports, harbors and waterfront development; residential and mixed-use communities; and urban development. We assist in every phase of projects from the due diligence for land acquisition and planning through entitlement, permitting, engineering design, construction and project build-out.


Jeff has been practicing geotechnical engineering since 1997 and joined ENGEO in 2002. He coordinates complex field investigations, provides design recommendations and communicates with various stakeholders in providing geotechnical services to both public and private sector clients. His experience includes waterfront and marine engineering, hydraulic structures, industrial facilities, transportation and infrastructure improvements and residential and commercial developments.

Jeff has significant experience in soil-structure interaction, foundation design, earthwork construction and structural construction. This experience includes analysis of levee embankments for seepage and stability; design of shallow and deep foundations; pavement design including subgrade improvement; seismic site evaluation including liquefaction; retaining structure design and ground response; and earthwork recommendations. Jeff has performed services for projects in the San Francisco Bay, California North Coast, Sacramento, Central Valley, Southern California and Northern Nevada areas.

References

Heide Antonescu – Trumark (925) 999-3967, hantonescu@trumarkco.com

Michael O'Hara – Tim Lewis Communities (925) 766-4656, mohara@timlewis.com

Dustin Rieger – FivePoint (Developer of Candlestick and Hunters Point) (415) 995-1778, Dustin.Rieger@fivepoint.com



Jeffrey A. Fippin GE

Principal Engineer

EDUCATION

Master of Science, Civil Engineering, Specializing in Geotechnical Engineering, University of Texas at Austin 1997

Bachelor of Science, Civil and Environmental Engineering, University of California at Davis 1995

REGISTRATIONS AND CERTIFICATIONS

Professional Engineer CA 58935

Geotechnical Engineer CA 2631

TWIC Transportation Worker Identification Cred.

EXPERIENCE

Years with ENGEO: 16

Years with Other Firms: 6



Oliver R. Van Rooyen

Project Engineer

EDUCATION

BE(Hons) 1st Class, Civil Engineering, University of Canterbury, New Zealand 2010

REGISTRATIONS AND CERTIFICATIONS

CMEngNZ Chartered Professional Engineer

EXPERIENCE

Years with ENGEO: 2

Years with Other Firms: 6

PUBLICATIONS

Ground anchor testing in Wellington soils and weathered Greywacke. Proceedings of the 12th Australia New Zealand Conference on Geomechanics (2015) Oliver has been practicing geotechnical engineering for eight years, with the first six years based in Wellington, New Zealand. He experienced both the Christchurch and Seddon earthquakes first-hand and their impact on infrastructure and the community. Ollie joined ENGEO in 2016 and has coordinated complex field investigations, performed analysis for seismic design and earthquake engineering and managed several projects with complex environmental and geotechnical aspects.

References

Heide Antonescu – Trumark (925) 999-3967, hantonescu@trumarkco.com

Angelo Obertello – Carlson, Barbee & Gibson, Inc. AObertello@cbandg.com

Nik Krukowski – STRADA Investment Group (805) 358-9031, nkrukowski@stradasf.com

James performs project management and geotechnical engineering services for various project types, including master-planned and mixeduse developments as well as commercial, transportation, flood control and infrastructure projects. His specializations include slope stability analysis, liquefaction analysis, retaining wall design, shoring design, foundation design, pavement design and construction observation services including earthwork construction, foundation excavation, retaining wall construction and pile driving operations. He has been responsible for all tasks of geotechnical studies including contracting, planning, field exploration, laboratory testing, engineering analysis and design and technical report preparation.

References

Brian Barry – TRI Pointe Homes, Inc. (925) 804-2224, bbarry@tripointehomes.com

Jason Mansfield – BKF Engineers (650) 482-6422, jmansfield@bkf.com

Apolonio Munoz – MidPen Housing Corp. (510) 426-5660, amunoz@midpen-housing.org



James S. Yang PE

Senior Engineer

EDUCATION

Master of Science, Geotechnical Engineering, University of California, Los Angeles 2014

Bachelor of Science Civil Engineering, University of California, Los Angeles 2011

REGISTRATIONS AND CERTIFICATIONS

Registered Civil Engineer CA 83542

EXPERIENCE

Years with ENGEO: 4

Years with Other Firms: 2

Gates + Associates

To each design, we bring an understanding of the way in which a space is experienced and the creativity to conceive an environment that is memorable and unique.



Gates + Associates is a 35-person landscape architecture, urban design and land planning firm located in San Ramon. Established in 1977, we became a Women-Owned Business Enterprise (WBE) in 2008. Our lasting success is due to our unique blend of strong design skills, sensitivity to the influence of environmental and cultural settings, understanding of construction realities and true commitment to consensus building.

Quality Design

We are committed to innovative, high-quality and environmentally sensitive urban design. Our firm's returning client base and numerous design awards reflect this commitment. To each design, we bring an understanding of the way in which a space is experienced and the creativity to conceive an environment that is memorable and unique. The spaces we design are usable, educational and inspirational.

Public and Private Experience

Having worked extensively with both public agencies and private sector clients, we have developed valuable insights into effective project management. We also find this mixed orientation extremely valuable in the development of successful land plans. We are able to make planning tools flexible enough to account for changing market conditions while ensuring predictable public benefit. This knowledge allows us to create specific plans and master plans that are truly "implementable." Our products are not vague planning policies but specific design recommendations. We understand the costs and realities of the marketplace.

Consensus-Oriented Approach

We practice a design approach that facilitates incorporation of community and agency input. Our firm has extensive experience with diverse stakeholders who bring a variety of perspectives to the process. Our process-oriented approach optimizes the talents of our graphics professionals as well as group facilitation techniques to effectively communicate messages, elicit feedback and work toward consensus.

Sustainable Design

We strongly advocate the integration of innovative and sustainable design practices in all design. We have a comprehensive portfolio of both LEED and Bay-Friendly projects. Our firm has extensive knowledge of stormwater management BMPs and the California Water Efficient Landscape Ordinance (AB 1881). Our team includes LEED accredited professionals, Bay-Friendly Qualified Landscape Professionals and Raters, Accredited Green Roof Professionals and an in-house Certified Irrigation Designer and Auditor. Our firm has extensive experience with diverse stakeholders who bring a variety of perspectives to the process.





Russel Case Principal Landscape Designer

EDUCATION

Bachelor of Science, Landscape Architecture, University of California, Davis 2003

Master of Science in Architecture, California State Polytechnic University, San Luis Obispo 2007 – Present

PROFESSIONAL AFFILIATIONS

Advisory Committee, Concord Naval Weapons Station, Ruse Project Community

AREAS OF EXPERTISE

Urban Design Planning Graphic Visualization Community Design Parks Mixed-Use Developments Russel Case has more than 15 years of experience in landscape architecture and planning and is involved with a diverse array of projects ranging from urban redevelopment and community design to parks and streetscape design. Russel understands the value in well-designed spaces and landscape corridors and is committed to providing the highest level of design creativity and the appropriate use of sustainable design, giving these projects the ability to strengthen and unify communities.

Russel provides overall coordination and management of project documentation, specification writing, design development, construction documentation, bid package preparation, submittal review and construction administration. As project manager for campus planning and design projects, Russel actively manages the production of concept and design development drawings as well as complete construction packages, including planting plans, irrigation plans, grading and layout plans and construction details.

Whether it be a public or private space, combining an understanding of the goals of sustainability with a commitment to placemaking and innovation is Russel's main priority.

Project Experience

Aloft Hotel, Dublin, CA

Brown Avenue & Mount Diablo, Lafayette, CA

Grafton Commercial Plaza, Dublin, CA

Perch, Dublin, CA

La Vista (Reserve) Streetscape & Common Area, Hayward, CA

Tassajara Hills Recreation Center, Dublin, CA Wallis Ranch Master Planned Community, Dublin, California

Wallis Ranch Design Guidelines, Dublin, CA

Warm Springs Innovation Master Plan, Fremont, CA

Warm Springs Innovia, Innovation Village Streetscape, Innovation Park, Fremont, CA West El Camino Sunrise Luxury Living, Sacramento, CA

Woodbridge Production Homes and Models, Roseville, CA

Lagoon Valley Design Guidelines, Vacaville, CA

References

Roger Ravenstad – Parks Planning and Design Manager, City of Fremont (510) 494-4723

Garrett Hinds – Director of Architecture, Trumark Homes (925) 999-3970

George Phillips – Phillips Land Law, Inc. (916) 979-4800

Melonie O'Sullivan has worked on a wide range of public and private projects from creation of project design to design development, cost estimation, construction document development and construction administration. She has managed many campus and community design projects and is highly familiar with their unique issues. Her broad knowledge of landscape design makes her an exceptional project manager and has added versatility to her design approach and successful management of all types of design projects. Melonie is well versed in the design of LEED, CHPS and Bay-Friendly projects and is a Bay-Friendly Qualified Landscape Professional.

Project Experience

660 Tyrella Avenue, Mountain View, CA	East Dublin Master Plan, Dublin, CA
Amaral, Hayward, CA	Eden Shores,
Artist Walk, Fremont, CA	Hayward, CA
Boulevard, Dublin, CA	Hideaway, Hayward, CA
Cannery, Hayward, CA	North San Pedro Townhomes,
Daly City Parks and	San Jose, CA
Open Space Master Plan, Daly City, CA	Orchid, Milpitas, CA
Diamond Creek,	Palmilla, Brentwood, CA
Morgan Hill, CA	Positano, Dublin, CA

er Plan, Sunflower Multifamily, Livermore, CA Sunrise Senior Living, Fair Oaks, CA ard, CA Sunrise Senior Living, San Jose, CA Tassajara Hills, Dublin, CA Telles, Hayward, CA CA Town Center Homes, bod, CA Scotts Valley, CA

References

Nicole D. Moore – Director of Forward Planning, Warmington Residential (Northern California Divison) (925) 866-6700 x 203

Michelle Koo – City Landscape Architect, City of Hayward (510) 583-4208

Aaron Head – Division VP of Land Planning and Development, Pulte Group (925) 250-7608



Melonie O'Sullivan

Project Manager

EDUCATION

Bachelor of Arts, Architecture, Lehigh University 2004

REGISTRATIONS

Bay-Friendly Qualified Professional, California 2013

Certified Playground Safety Inspector

PROFESSIONAL AFFILIATIONS

BIA Bay Area Professional Women in Building Council, President 2012

BIA Bay Area Professional Women in Building Council Board Member 2008 – 2015

BIA Bay Area New Gen Chair 2015 – Present

AREAS OF EXPERTISE

Construction Documents Project Management Community Design CAD Design Bay-Friendly Landscapes LEED Certification CHPS Certification Green/Sustainable Design Playground Structures Playground Safety ADA Requirements Synthetic Turf/Sports Fields

Urban Design Associates, Ltd.

Urban Design Associates, Ltd. (UDA) was founded with the belief that we are all associates in urban design. Urban Design Associates, Ltd. (UDA), founded in 1964, is a multidisciplined urban design and architecture practice headquartered in Pittsburgh, Pennsylvania.

Our design process features dynamic, three-dimensional graphics that allow everyone involved to visualize the scale and character of what is being proposed. This process creates consensus among stakeholders, development teams, political leaders and the general public.

Respect for Local Character

UDA establishes the character of new places through our research into the distinct patterns that have evolved in a region over time. Each place has its own DNA. These enduring qualities spring from the environment, culture and heritage. By documenting these qualities and establishing design vocabularies that grow out of great places, new development can continue the sense of place into the future. This method makes it possible to design a rich and diverse environment that is sustainable and flexible for many different market sectors and uses over time.

Sustainable Design

History provides many examples of sustainable development patterns. The best towns and cities evolved over time as compact, mixed-use environments, designed for walking, transit, a wide range of choices and prices and a supportive network of civic amenities. The rich interplay of streets, public spaces and architecture provided beautiful settings for an entire range of daily activities. With the introduction of new building technologies, LEED[®] standards, new techniques for the disposal of waste, energy generation and stormwater management, the environmental costs of urban development are further mitigated. UDA integrates these techniques and expertise into our multidisciplinary approach to urban design. We work collaboratively in teams of urban designers, ecologists, engineers, architects and economists to design state-of-the-art environments in both urban and rural contexts.

Cities, Neighborhoods and Architecture

Throughout our firm's history, cities have found renewed life as both the civic and cultural core of regions and as 24-hour centers with residential, cultural, entertainment, retail, business, civic and educational uses. UDA has been working with existing cities for over five decades to create new investment opportunities and attractive urban infill developments to capture emerging markets. Our work has featured successful developments aided by UDA Pattern Books[®] and form-based codes, revolutionary implementation tools that ensure high-quality standards throughout the life of the project. Our approach also assimilates green infrastructure design, mixed-use centers, walkable neighborhoods and a variety of parks and open space systems.

Our architecture studio is committed to building designs that evolve from regional traditions, incorporating current best practices and the latest technology. UDA designs a variety of key buildings for many of our urban design and master plans to create the essential character and image. Our team includes LEED® accredited professionals for each project to complete the cycle of sustainable design from the city scale to the human scale.

Our illustration studio has received national awards for traditional illustrations such as watercolor as well as digital and hybrid illustration techniques.

Projects and Services

Our work is focused on urban design + planning, urban design + architecture and urban design + guidelines.

Awards

UDA has received over 100 awards for its work in urban design and architecture. These have included the Presidential Award for the transformation of a public housing project, two Progressive Architecture Awards for neighborhoods, four National AIA Honor Awards, a ULI Global Award, three ULI Awards for Excellence, five CNU Charter Awards and three national HUD Awards for downtown and neighborhood projects. Our work is published regularly in professional journals and magazines. Norton Books published *The Urban Design Handbook* and *The Architectural Pattern Book*, both authored by UDA.

"

Listen, the cities — their people, their heritage, their future — will speak."

DAVID LEWIS UDA FOUNDER



Process-to-Place Design

Decades ago, we pioneered an urban design process that effectively set the standard for today, and we've since perfected its applicability to the public, private, non-profit and institutional realms. What drives this pioneering process is our tried-and-true steps of listening, testing and deciding. You will find these three elements at the core of every design challenge we undertake. We then tailor-fit this process to the specific needs of you and your project – working hand-in-hand with you through a unique design experience that champions our values of collaboration, context and community.

It is through this time-tested process that all ideas can be heard and valued, the best ideas can advance and the right idea can ultimately be brought to life.

Another hallmark of our approach is an unrivaled ability to bring our design office to you. In fact, we have mastered the art of the "mobile studio." Our team can thereby immerse themselves in your world, affording perspectives and insights that would be impossible from afar and enabling your instant input and feedback to guide the design. This approach allows for the purest collaboration with all relevant stakeholders as you see the inspired vision come to life before your eyes. We apply this powerful and reliable urban design process to all of our services: planning, architecture and guidelines.



Designing by Ear

UDA is a Pittsburgh-born-and-based urban design firm with the time-tested experience and expertise to conceive the building, block, city or region for which your community, institution or company is calling.

We're a seasoned team of designers and architects. We're partners in problem-solving. We're portable practitioners. And all of our projects are principal-led.

From leading the way with our listening-based approach during the tumultuous 1960s to tackling the public housing crisis at a crucial junction in our nation's development, we have a storied history of inventing and reinventing where no playbook existed. We bring this same level of innovation to each and every design challenge we undertake – organizing strategic teams around projects to usher the right solution to the forefront. From Moscow to Seattle and London to Norfolk, our way of working employs the international language of excellent design.

At our essence, this is UDA. By putting listening, testing and deciding at the core of our process, we created a methodology that is customizable to any urban design project, a model for the urban design industry and a true reflection of our values as a firm.







Barry J. Long, Jr. AIA, LEED AP

President and CEO

EDUCATION

Bachelor of Architecture, Montana State University

Master of Architecture, Montana State University

UDA PATTERN BOOKS[®] AND FORM-BASED CODES

Sewickley Heights Pattern Book and Ordinances, PA

Rancho Cañada, Monterey County, CA

East Garrison, Monterey County, CA

Daybreak and Daybreak Town Center, South Jordan, UT As President and CEO, Barry oversees the finance, operations, marketing and personnel functions of the firm. Under his leadership, UDA has fine-tuned its organizational structure, enhancing the quality and delivery of its full spectrum of services while, at the same time, expanding its staff and office space.

In his dual capacity as managing principal, Barry's expertise enables UDA's design teams to respond quickly and effectively to the most complex political and physical challenges of master plan, pattern book and architecture projects. An effective listener and an artful facilitator, Barry has assisted numerous clients to negotiate the challenges of competing stakeholder aspirations to arrive at master plans that successfully garner broad-based community support. He is also adept at managing the development of specialized, multifaceted proposed project documentation that goes beyond the scope of typical master plans when circumstances require it (e.g., for clients who must submit comprehensive, highly detailed specific plans in order to receive approval and permitting for development projects).

Barry is a member of the Urban Land Institute, the Pennsylvania Society of Architects and the Congress for the New Urbanism. He is past chairman of the Mt. Lebanon Planning Board and a past member of the Mt. Lebanon Economic Development Committee. Barry also serves on a number of ad hoc committees including the Port Authority Air Rights Study Committee and the Neighborhood Traffic Calming Committee.

Master Plans

Lincoln, Whittier, CA Merim Park, Chico, CA Roseland, Santa Rosa, CA Central Riverfront, Cincinnati, OH Main Street/Civic Center, Salinas, CA Civic Center Master Plan, Alameda, CA Ellis, Tracy, CA East Garrison, Monterey County, CA Rancho Cañada, Monterey County, CA Mills Ranch, King City, CA South Lake Union, Seattle, WA Historic Mills, Minneapolis, MN North Shore, Pittsburgh, PA

Poindexter Village CNI, Columbus, OH Recovery Plan, Galveston, TX Orleans Landing, Detroit, MI SoBro Strategic Master Plan, Nashville, TN Laurel, Yuma, AZ

References

Dan Gonzales – Gonzales Development Company (530) 321-3450

Chris Long – The Surland Companies, LLC (209) 832-7000, clong@surlandcompanies.com

Jan Lindenthal – Mid-Peninsula Housing Coalition (650) 356-2919, jbarr@midpen-housing.org

Megan has over 10 years of expertise revitalizing urban neighborhoods and promoting social, economic and environmental sustainability. At Urban Design Associates, she has led projects domestically and internationally, including infill, mixed-use and transit-oriented developments, form-based codes and design guidelines. She has a passion for helping communities create consensus visions that benefit people equitably.

Megan's experience as principal-in-charge at UDA focused on the intersection of transit and equity-building in urban cities. She has led projects that explore station area planning and strategic growth around transit. She managed the Hennepin County Bottineau Blue Line Extension Station Area planning as well as TOD station area planning projects in Calgary, Pittsburgh and Virginia Beach. Megan has also focused her career around the challenge of neighborhood stabilization in disadvantaged and transitional neighborhoods, exploring policy solutions to building equity. Her strong background in land use policy and zoning is coupled with an understanding of the relationship between opportunity sites and the appropriate incentives and financing strategies.

Megan has spoken at the American Planning Association, Congress for the New Urbanism, University of Notre Dame, U.S. Green Building Council and the Remaking Cities Congress. She earned a master's in sustainable urban development, with distinction, from the University of Oxford. Her research focused on the social benefits of public transit access.

Master Plans

Cultural District. Pittsburgh, PA SOBRO Master Plan. Nashville, TN Channelside District, Tampa, FL Saint Paul Downtown Vitality Vision, St. Paul, MN Coliseum District Update, Hampton, VA Strategic Growth Areas, Virginia Beach, VA

Blue Line Station Area Planning, Hennepin County, MN Anderson Station, Calgary, Canada Strip District Transportation Beechwood Village, and Land Use Plan, Pittsburgh, PA East Liberty Station, Pittsburgh, PA Seaboard Square, Portsmouth, VA

East Liberty/Larimer CNI, Pittsburgh, PA Revive Cincinnati: Neighborhoods of the Mill Creek Valley, Cincinnati, OH Basildon, England

References

Richard Baron - McCormack Baron Salazar (314) 621-3400, richard.baron@mccormackbaron.com

Darlene Walser - Executive Director, Saint Paul Riverfront Corporation (612) 695-3590, drwalser@gmail.com

Barry Frankenfield - City of Virginia Beach (757) 385-8594, bfranken@vbgov.com



Megan O'Hara AICP, LEED AP BD+C

Principal

EDUCATION

Bachelor of Science, Architecture, University of Notre Dame

Master's Degree, Sustainable Urban Development, With Distinction, University of Oxford

UDA PATTERN BOOKS® AND FORM-BASED CODES

Parker Design Guidelines. Parker. CO

Virginia Beach Resort Area Form-Based Code, Virginia Beach, VA

Roche Harbor Pattern Book, WA

Ni Village, Spotsylvania County, VA

UMORE, Minneapolis, MN

Daybreak Pattern Book, South Jordan, UT

Great Pond Village Form-Based Code and Pattern Book, Windsor, CT

Sewickley Heights Pattern Book and Ordinances, PA



David Csont ASAI

Chief Illustrator

UDA PATTERN BOOKS[®] AND FORM-BASED CODES

E-Pattern Book For Chattanooga, Chattanooga, TN

Jubail Industrial City, KSA Silvertip Village, Canmore, Alberta, Canada

Essar Township, Jamnagar, India Ludhiana Township, Punjab, India

Baxter, Fort Mill, SC

East Garrison, Monterey, CA

Daybreak, Salt Lake City, UT

A101 Plan, Moscow, Russia

David is a nationally recognized illustrator and educator with over 25 years of experience in the visualization of architecture. A key member of the UDA design team, David's unique talents include the ability to translate urban design and architectural concepts into three-dimensional perspective drawings in a variety of traditional and digital media. These images become an integral part of the marketing program for each project because they can easily communicate complex ideas to a varied audience.

As a member of the American Society of Architectural Illustrators (ASAI), David's work has been recognized in the juried exhibition Architecture in Perspective in 1989, 1996, 1998 and 2005 through 2012. He served as president of ASAI in 2007. He has conducted many seminars and lectures and is committed to the exploration of illustration as a means to effectively communicate design ideas.

Master Plans

Lincoln, Whittier, CA Merim Park, Chico, CA Roseland, Santa Rosa, CA West Don Lands, Toronto, ON UCSB Master Plan, Santa Barbara, CA

Water Campus, Baton Rouge, LA

Gateway Master Plan, Hershey, PA Cultural District,

Pittsburgh, PA

3 Central District Planning, Riyadh KSA Downtown Norfolk, VA South Lake Union, Seattle, WA Huntsville Downtown Master Plan, Huntsville, AL Downtown Norfolk, VA Strategic Growth Areas, Virginia Beach, VA Pensacola Historic District, Pensacola, FL Currie, Calgary, Alberta, Canada

Cypress Village, West Vancouver Central Riverfront, Cincinnati, OH North Shore Master Plan, Pittsburgh, PA Pack Square, Asheville, NC Alexander Street Waterfront, Yonkers, NY Downtown Master Plan Update, Birmingham, AL Storrs Town Center, Storrs, CT New Faubourg Lafitte,

New Orleans, LA

References

Keith McCoy – Urban Mix Development (510) 225-9270, keith.mccoy@urbanmixdevelopment.com

Bryce Tupper – British Pacific Properties Limited (604) 418-8525, btupper@britishproperties.com

Stephen James – Daybreak Communities (801) 204-2764, sjames@daybreakcommunities.com Patrick Brunner is a project manager with Urban Design Associates, Ltd. dedicated to designing and implementing towns and cities that are beautiful, diverse and timeless.

Patrick graduated from the University of Notre Dame in 2014 with a Bachelor of Architecture. After graduation, he joined Cooper Robertson in New York City as a member of their resorts and residential studio, where he worked on high-end vacation homes, penthouses and country clubs. Before joining UDA, Patrick worked with Mike Watkins in Gaithersburg, Maryland. During his three-and-a-half years there, he helped design and implement master plans, revitalization and extension plans for existing communities and prepare design guidelines as well as participated in several urban design charrettes.

His experience performing design review for various communities has allowed him to work closely with builders, designers, engineers and architects to implement the client's vision. He often stayed involved with a project from the initial charrette through zoning and finally to design review. This perspective is especially helpful when working on form-based codes and understanding how neighborhoods develop. He is an accredited member of the Congress for the New Urbanism and is currently working toward AICP licensure.

Master Plans

ACHE Neighborhood, Fort Smith, AR*

Blythe Oldfield Master Plan, Cleveland, TN*

Gateway Master Plan, Hershey, PA Johnson Square, Johnson, AR* Private Family Property, Leesburg, VA* The Plaza at Evans Towne Center, Evans, GA* Tuckahoe Neighborhood Center, Henrico, VA* Union Village, Lebanon, OH*



Patrick Brunner

Project Manager

EDUCATION

Bachelor of Architecture, University of Notre Dame

UDA PATTERN BOOKS® AND FORM-BASED CODES

ACHE Neighborhood, Fort Smith, AR* Johnson Square, Johnson, AR* Leander Smart Code, Leander, TX*

*Performed at Michael Watkins Architect, LLC

References

Ward Davis – Principal, High Street Real Estate & Development (479) 571-1111, ward@highstreetred.com

Morgan Hooker – Principal, High Street Real Estate & Development (479) 571-1111, morgan@highstreetred.com

Tom Yantis – Assistant City Manager, City of Leander (512) 528-2700, tyantis@leandertx.gov

UrbanMix Development, LLC

"

The approach that UMD takes to initiating, processing and implementing a "vision" for their development concepts is reminiscent of the evolution of a great Italian city...building an aspiring urban realm that serves as both the fabric and theatre for a vibrant, uniquely integrated community; a sense of place and perspective that transcends generations."

LAURA WORTHINGTON-FORBES Regional Vice President Kimley-Horn and Associates

"I have been personally involved in ensuring that East Garrison is a success and I believe that the partners at UMD are responsible for much of the public support, good planning principles and the positive direction in which this new community is headed. We consider East Garrison to be a model for good planning and development in Monterey County, and I firmly believe that their efforts have helped to change the way we plan and develop in Monterey County for the better."

DAVE POTTER Former Supervisor, District 5 Monterey County California Lifestyle, affordability and mobility options are changing how and where we live and what we build. UrbanMix Development, LLC (UMD) is leading the way by creating extraordinary micro-communities in the San Francisco Bay Area that address all three.

UMD is a privately held real estate company that develops desirable mixeduse, market-rate and middle-income residential rental properties. We seek opportunities to transform underutilized urban sites into vibrant urban places for a mix of residents to live, work, socialize and prosper. We believe that collaborative public processes and great design are the most effective tools for sustainable urban regeneration. We're passionate about improving the social fabric of our cities – by creating places that are beautiful, convenient and enjoyable and improving access to a diversity of people who want and deserve to call the Bay Area "home."

The combination of an unprecedented regional housing shortage and growing demand for urban living in the Bay Area creates a unique opportunity for developers willing to adapt their business model accordingly. Backed by the extensive development experience, creative thinking and strong strategic relationships of the UMD team, we're wielding a new approach to Bay Area development that masters acquisitions, expedites entitlements, preserves affordability, delivers superior design and champions the best that urban living has to offer.



UMD is committed to working hand-in-hand with communities to identify, develop and build mixed-use neighborhoods that they truly want in order to address our region's housing needs and help create a more vibrant and sustainable Bay Area. We seek partners who share our values and passion for providing housing for a full spectrum of residents.

Our capital partners are investing in thoughtfully designed and constructed income-producing real estate assets that enhance the economy, livability and sustainability of the San Francisco Bay Area. Focusing on catalyst opportunities allows our investors to benefit from the resulting increase in land values. UMD holds the assets that we develop in order to take advantage of the projected long-term economic growth in the Bay Area and to fully realize the value that will result from the positive impact of our projects on their communities.







Keith McCoy

Founding Partner

EDUCATION

Bachelor's Degree, Social Ecology and Urban Planning, University of California, Irvine Keith is a founding partner of UrbanMix Development, LLC. With more than 30 years in the real estate development industry, Keith has a broad range of experience including land acquisition, community planning, entitlements, product development, financial analysis, asset management and property disposition. Keith has held senior management positions with international development companies and has established new development operations in Northern California.

Keith has achieved entitlements and developed large-scale (2,000+ acres) master-planned communities, small infill residential neighborhoods for single-family and multifamily uses, commercial, industrial, mixed-use, mixed-income, redevelopment, transit-oriented, brownfield and military base reuse projects throughout the western United States.

Prior to forming UrbanMix Development, Keith co-founded Urban Community Partners in 2001 to focus on creating smart growth, mixed-income, mixed-use communities. As a co-developer and partner, Keith successfully directed the entitlements for East Garrison, a \$500+ million, 244-acre, 1,400-home, mixeduse, public/private partnership on the former Fort Ord army base in Monterey County, CA, which is now under construction. Keith recently obtained the entitlements for a 15-acre 400-unit senior-oriented, mixed-use town center with 30,000 square feet of retail space in Foster City, CA as well as a 16-unit seniororiented "pocket neighborhood" in Novato, CA and is currently working on a seven acre mixed-use, mixed-income public/private partnership in Santa Rosa, CA.

Keith is a graduate of the University of California, Irvine, with a degree in social ecology and urban planning. Keith currently serves on the Board of Directors of the Alameda Point Collaborative, a supportive housing and social services provider serving formerly homeless people, and is assisting in the creation of their new 260-unit community. Keith is also a board member of the Council of Infill Builders. Keith has been an invited speaker at numerous national conferences including the Congress for the New Urbanism, Urban Land Institute, American Planning Association, Pacific Coast Builders Conference and the Seaside-Pienza Institute. Keith is also an active member of the National Town Builder's Association and SPUR in the San Francisco Bay Area.

References

Benjamin Wickham – CPM[®], Affordable Housing Director Sonoma County Community Development Commission (707) 565-7542, Benjamin.wickham@sonoma-county.org

Dave Potter – Former Monterey County Supervisor for District 5 (831) 915-3696

Scott is a founding partner of UrbanMix Development, LLC, a real estate investment and development professional and architect with over 20 years of broad-based experience in real estate development, including the acquisition and disposition of assets, real estate finance, negotiations, entitlements, development, value-add and construction. He has particular expertise in public-private partnerships, the adaptive reuse of historic structures and green building practices.

Prior to founding UrbanMix Development, Scott led the effort to complete the redevelopment of the historic Hamilton Air Force base in Novato, CA into a new mixed-use neighborhood. Prior to this, Scott was a real estate development manager for the Presidio Trust. During this time, Scott directly managed the development of approximately \$50 million of new projects and negotiated public-private partnerships for an additional \$200 million of work. Scott also completed over two million square feet of new and adaptive reuse construction while practicing architecture from 1992 to 2001, with notable local projects including the San Francisco Ferry Building and Pier One San Francisco.

Scott is a licensed architect with a Master of Business Administration with an emphasis in real estate finance and a Master of Science in natural resource policy and human behavior, both from the University of Michigan. He also holds a bachelor's degree in architecture from the University of Texas with an emphasis in green building.

References

Bruce Lanyon – Director of Real Estate Investment and Interim Vice Chancellor, University of California, San Francisco (Formerly Director of Design and Construction at The Presidio Trust) (415) 297-0438, Bruce.Lanyon@ucsf.edu

Michael Frank – Executive Officer, Marin General Services Authority (Formerly City Manager for City of Novato) (415) 798-6073, mfrank@aya.yale.edu



Scott Ward

Founding Partner

EDUCATION

Bachelor of Architecture, University of Texas

Master of Business Administration with an Emphasis in Real Estate Finance, University of Michigan

Master of Science in Natural Resource Policy and Human Behavior, University of Michigan Woodley Architectural Group, Inc.

Woodley Architectural Group, Inc.

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As an architect, I am energized by how people respond to thoughtful design."

MICHAEL L. WOODLEY President, Woodley Architectural Group Woodley Architectural Group, Inc. is an award-winning architectural and planning firm with offices in Santa Ana, California and Littleton, Colorado. Our work is represented throughout the United States and internationally in China, Egypt, France, Mexico and the United Arab Emirates. Spanning from high-density multifamily, high-density single-family, luxury single-family and custom homes to active adult communities and recreational buildings, Woodley Architectural Group's innovative solutions have resulted in widespread industry recognition.







Michael L. Woodley AIA

President

EDUCATION

Bachelor of Architecture, California Polytechnic State University 1983

Associate of Arts, Santa Monica College 1978

PROFESSIONAL EXPERIENCE

President, Woodley Architectural Group, Inc. 1998 to Present

Senior Vice President of Architecture, Kaufmann and Broad 1987 to 1998

Manager of Product Design, Mission Viejo Company 1983 to 1987

Designer Draftsman, Allan and Sheriff Architects 1978 to 1983 Michael L. Woodley has over 30 years of experience in a wide variety of housing types. His work spans from high-density and multistory to high-end custom homes.

Michael's hands-on approach and interactive design charrette process have established him as a highly successful, innovative architect sought out by a wide variety of homebuilders nationally and abroad. He personally leads his design team, which is a key element in the reputation and success of Woodley Architectural Group. His passion, retail approach to housing and keen sensitivity to project budget have been instrumental in winning widespread industry recognition.

A graduate of California Polytechnic State University in San Luis Obispo, California, Michael is registered in California, Colorado, Arizona, Florida, Hawaii, New Mexico, Nevada and Virginia. He is a member of the AIA, BIA and NAHB. Michael has been a featured speaker at AIA, NAHB and PCBC functions. He has also judged major design competitions throughout the United States.

Michael's experience, innovative design approach, keen market sensitivity and contagious passion have inspired the homebuilding industry at large and transformed the landscape of home design. In 2015, Michael was inducted into the California Homebuilding Hall of Fame for lifetime achievement. Earlier, in 2012, he was inducted into the William S. Marvin Hall of Fame for Design Excellence. Michael Woodley is truly a legend within the design field and an inspiration to us all.

References

David Mandarich – President & COO of M.D.C. Holdings (Richmond American Homes) executiveassistant@mdch.com

Bert Selva – President & CEO of Shea Homes bert.selva@sheahomes.com

Debra Falese, AIA, is president of the Woodley Architectural Group, Inc. California office and oversees all day-to-day operations. She brings her enthusiastic energy and passion to the design process. In addition to being a hands-on manager overseeing all aspects of the business, she has been instrumental in all projects throughout the United States as well as international projects. Having worked with Michael Woodley for 20 years, they have established a creative flow resulting in hundreds of highly acclaimed projects, shaping the housing industry for our clients both here and abroad.

Debra received her architecture degree in 1987 from the University of Oregon and has been a featured speaker at PCBC. She is licensed in Arizona, California, Colorado, Hawaii, Illinois and Texas.

References

Mike Forsum – COO of Landsea Holdings mforsum@landsea.us

Larry Webb – President & CEO of The New Home Company lwebb@nwhm.com



Debra Falese AIA

President, Western Division

EDUCATION

Bachelor of Architecture, University of Oregon 1987

PROFESSIONAL EXPERIENCE

President, Western Division, Woodley Architectural Group, Inc. 1998 to Present

Project Architect, Kaufmann and Broad 1988 to 1998



Project Description

Overview

Alameda Point is the most significant waterfront development site in the Bay Area and the Main Street neighborhood, when activated, will be another crown jewel. The goal of redevelopment within the Main Street Neighborhood Plan area has two parts:

- 1. "To create a mixed-use and mixed-income residential neighborhood..."
- 2. "Ensure the existing supportive housing accommodations are rebuilt..."

Both goals are in play on the 22.8-acre site (and adjacent MidPen Housing 8.7 acres).

The Development Team will work in collaboration with the City and MidPen Housing (and their partners) to implement the vision, translating it into a built environment that creates a vibrant new neighborhood. True to the community's vision, this unique place will be transit-oriented, sustainable and mixed-use, with an emphasis on varied housing units, small-scale neighborhood-serving uses, community services, pedestrian- and bike-friendly streets, open space and connections.

Rebuilding the Existing Supportive Housing at Alameda Point (RESHAP) will be rebuilt and well-integrated into the broader plan. MidPen Housing and Collaborating Partners (Alameda Point Collaborative, Building Futures with Women and Children, Operation Dignity) will be embraced as neighbors in a master-planned community.

The project will be consistent with the City's Main Street Neighborhood Plan, MIP and TDM. These documents establish a clear vision and way forward. When complete, West Midway will be known as an exemplar of high-quality design/construction, sustainability and transit-oriented development — a distinctive place for Alameda.

Framework

The Specific Plan establishes a pragmatic framework based on a consensus vision and guiding principles that build on long-term planning efforts. The Central Gardens is the "centerpiece" of this framework and West Midway Avenue is the zipper. A network of complete streets and gracious open space sets the stage for diverse mixed-use infill development.

Historical Resources

Alameda Point has a rich and historically significant past. Although most of the 22.8-acre site is planned for redevelopment, Building 35 is a contributing structure to the NAS Alameda Historic District, and any modifications will be consistent with the Guide to Preserving the Character of the Naval Air Station, Alameda Historic District and Section 13-21 of the Alameda Municipal Code. We envision this beautiful building as an adaptive reuse for a community serving use addressing on a reconstructed Pan Am Way. The overall project design will also celebrate the memory of Building 78, the Women Accepted for Volunteer Emergency Service (WAVES) building, by including a commemorative marker and attempt to save the south courtyard.

Beyond the site boundaries, we will ensure that the new community respects off-site historic buildings and established neighborhoods. Architectural design will be targeted at developing a friendly dialogue with neighboring structures.

Access and Mobility

A cornerstone of transit-oriented development is maximizing creative transit options while minimizing friction in terms of access and mobility. We fully embrace expanding transportation options at Alameda Point and aggressively promoting walking, cycling and public transit use over automobile dependency. This will include particular attention to incorporating emerging technologies. At Boulevard we are exploring autonomous shuttles and have had discussions with the GoMentum team at Concord Naval Weapons Station, CCTA, TVTA, City of Dublin, Bishop Ranch and EasyMile. This new community will integrate pedestrian and bike facilities. Our team is working with companies like LimeBike, Uber and autonomous vehicles to plan for next-generation transportation solutions. The MIP Multimodal Network will border and bisect the site, with key facilities on Orion Way and all the perimeter streets, providing unencumbered access to the regional transportation network.

Open Space and Sustainability

The Central Gardens will function as the primary gathering, community park, and event space for the Main Street neighborhood. It will act as a central focal point framed by various types of development. Although outside of the site boundary, it is a key adjacent amenity. The use and scale of the building sited at the corner of Orion Way and West Midway Avenue will be studied to ensure that it respects and enhances the park. We have developed such a tremendous partnership with the City of Dublin on our Boulevard project that we are providing turn-key general contractor services to deliver a 31-acre community park where 60% of the funding comes from the development and the additional 40% comes from the City, and they are using us to deliver their park. We would be very interested in exploring ways to develop a similar delivery method in Alameda.

On site, we anticipate addressing other key open space principles. The Development Team envisions incorporating a mix of different types of secondary open spaces including informal paseo connections and pocket parks. These areas may also be utilized for storm drainage and landscaping. Green streets will wire the entire area together as part of the complete street network.

We understand that the Specific Plan recommends that all new development within the Main Street neighborhood achieves — or demonstrates equivalence to — gold-level certification by the USGBC's LEED for Neighborhood Development rating system. Sustainability is part of the Development Team's ethos. Measured against financial feasibility and the need to deliver demolition and infrastructure for the adjacent RESHAP site, it will be part of every aspect of the project. We will look to a combination of development strategies, including but not limited to the following:

- · Location and urban form strategies
- Site and landscape strategies
- · Water management and efficiency strategies
- · Energy source and efficiency strategies
- · Green building and construction strategies

Land Use and Product Type

Consistent with the Main Street Neighborhood Plan, our vision for the 22.8-acre site imagines an exciting mixed-use neighborhood that embraces diversity and integrates seamlessly with the adjacent higher-density RESHAP project. This will be a place with varied types of market-rate housing, affordable and workforce housing and specialized housing for seniors, work/ live businesses and complementary commercial uses. Based on market conditions, the Development Team intends to take full advantage of the extensive menu of permitted uses to script an experience that is memorable.

Our 291 allowed residential units will be spread across the full range of permitted building types from stacked flats and multiplex to single-family

detached, rowhouse and courtyard housing, possibly with tiny houses — a full spectrum of housing. Small commercial blocks will house the mixed-use program. Work/live uses will be in a building type similar to live/work but limited to 10% residential square footage.

We anticipate approximately 170,000 square feet of commercial uses, including office/research and development, an assisted living building, work/ live establishments, personal services and other uses from the permitted list. Care will be taken to differentiate commercial uses to avoid cannibalizing existing successful places on the former military installation.

Affordable and Workforce Housing

We understand that the RESHAP project will include the very low- and low-income (16%) affordable housing units for the site in exchange for the construction of the RESHAP project site backbone infrastructure and demolition of existing buildings on both sites. The Development Team will construct the 26 required 9% moderate units on site in multiplex buildings.

We see the RESHAP project as an important and integral part of the neighborhood. We have already met once with MidPen Housing to discuss their needs and to begin to incorporate their project requirements into our planning efforts. Constructing their backbone infrastructure will only be a first step. We will work with their architects to develop a common architectural vocabulary that projects the image of one community. We will also seek to create a face-to-face relationship across common addresses and facilitate connections and linkages wherever possible.

In addition to the 26 moderate units, we appreciate that the Main Street Neighborhood Plan's Development Standards require that at least 10% of the market-rate units (26 units minimum) must be designated to be affordable to households with a household income between 120% and 180% of AMI. We would like to increase the percentage of the workforce housing if economically feasible and will work with the City towards meeting this goal. Our premarketing plan will specifically address utilizing every approach legal to targeting employees of Alameda Point employers while strictly adhering to Fair Housing requirements. We would also be interested in discussing with the City a premarketing effort focusing on City employees as well. As the housing crisis continues in the Bay Area, we need to be proactive to find ways that firefighters, police, public works/transportation staff, etc. can live in our neighborhoods as important members of the community. This also would enable our first responders to be nearby in the case of a catastrophic emergency, which is a common need that is amplified for a community on an island.

Phasing and Implementation

We understand that the initial two-phase infrastructure plan is the City's preferred approach to phasing and we will work with the City to confirm the feasibility of this option. We would also like to explore a more comprehensive approach to Phase 1 infrastructure that would allow all infrastructure for the RESHAP project to be built at once.

There are a number of ways to approach the goal of expedited infrastructure delivery for RESHAP and we are committed to working with MidPen Housing and the RESHAP partners to explore ways to deliver high-quality housing at the earliest possible moment to these residents.

A central requirement of any project is maximizing value and efficiency while ensuring sensitivity to the needs of existing occupants and properties. Because many development footprints contain preexisting buildings that must be worked around, replaced or demolished, this can only be successfully accomplished though the careful coordination of all stakeholders - something at which Brookfield uniquely excels. Our experience with Boulevard will provide an excellent foundation for working with the city and MidPen Housing to deliver new facilities for the Alameda Point Collaborative, Building Futures with Women and Children and Operation Dignity. Because the Boulevard project included a massive, soon-to-be-completed relocation component at Camp Parks, the project leads at Brookfield had the opportunity to demonstrate their expertise working with city and military stakeholders. The U.S. Army Reserves needed six new facilities on the military installation, which not only required the removal of several buildings but also needed to be accomplished in a manner that resulted in minimal impact on military installation operations - and with absolutely no loss of power, IT, etc. Of the six distinct projects delivered on the base, four were replacement facilities for buildings that existed on the future development site of the Boulevard master-planned community. As such, we needed a construction and demolition plan that would be fully implemented to guarantee continued military operations in each of the four existing buildings right through their transition to new facilities. Only after delivering the infrastructure to the new facilities could we then coordinate the demolition of the old facilities, some of which dated back as far as the Korean War.

Infrastructure/Utilities

All the utilities at Alameda Point and within the site and adjacent RESHAP sites, including sewer, water, storm drain, dry utilities and streets, are aging and deteriorating and will be replaced. Based on the Master Infrastructure Plan (MIP), specific backbone infrastructure improvements to serve both the site and RESHAP sites will be required to be constructed as part of the project. This includes demolition and grading, flood protection measures, backbone streets, and utilities as prescribed in the initial Phasing Plan in the RESHAP DDA. Additionally, a new network of complete streets will be constructed that promotes all modes of transportation.

Conclusion

This residential mixed-use project represents a one-time opportunity to construct the backbone infrastructure for the RESHAP project and incorporate this critically important initiative into a larger neighborhood, diminishing social and economic isolation. The vision and guidelines are set. All that remains is engaging the best development team to implement the big ideas. We are that team.



Previous Experience



Boulevard dublin, ca

Project Description

The new transit-oriented Boulevard under construction in Dublin encompasses 20 neighborhoods to be completed in five phases on 189 acres. When complete, Boulevard will provide a diverse selection of unique townhomes, flats, penthouses and detached single-family homes for residents while also enhancing surrounding communities. The large central park will serve as a gathering place for the entire city, with direct access to the Iron Horse Regional Trail and a half-mile walk to the Dublin/Pleasanton BART station, providing easier access to daily needs.

The Location

Boulevard is located in northeastern Alameda County, in the center of Dublin north of Interstate 580. The project site is on a portion of the 2,485-acre Camp Park Reserve Forces Training Area (Camp Parks), which currently sits in the middle of Dublin, dividing a geographically large portion of the city to the east and the west of the project site, which will be brought together with this new master-planned community.

Dublin plays an important regional role due to its close proximity to major metropolitan centers, including San Francisco, Oakland and Silicon Valley.

ROLE

Brookfield Residential – Developer/Builder

Gates + Associates – Landscape Architect

COMMUNITY WEBSITE

www.BoulevardDublin.com

BOULEVARD DOCUMENTARY

www.BoulevardBrookfield.com

PROJECT REFERENCES

Bob Gregory U.S. Army Reserves Reference Letter Available Upon Request

David Haubert Dublin Mayor (925) 833-6650 David.haubert@dublin.ca.gov

Melissa Hernandez Dublin Vice Mayor (925) 833-6650 Melissa.hernandez@dublin.ca.gov



PROJECT DETAILS

Residential – 1,995 Units Gross Acres – 189 Neighborhoods – 20 Recreational Facility – 14,500 Square Feet Community Park – 31 Acres Neighborhood Parks – 15 School Site – 12-Acre K-8





Guiding Principles

The plan for Boulevard established the vision of a vibrant, compact, walkable, bicycle-friendly, transit-oriented community designed to promote accessibility, connectivity and a high quality of life. A distinct "sense of place" is created in these unique neighborhoods through land use principles that encourage diverse housing options to meet the needs of Dublin's current and future population, with community needs accommodated by providing public spaces such as parks and trails, plus community and school facilities. What's more, all of Dublin's residents benefit from the strong connection that's formed between the eastern and western parts of the city, while still maintaining Boulevard's own unique identity.

Specific Objectives

- Ensure a long-term financially viable infill project that provides for the creation of new jobs, recreational opportunities and expanded housing opportunities.
- Promote a range of transportation choices, including walking, bicycling and access to transit (BART and bus services) to reduce traffic congestion and greenhouse gas emissions.
- Provide enhanced transportation and circulation amenities that encourage non-vehicular access to and on the Iron Horse Regional Trail – a 33-mile multi-use trail connecting business and recreational destinations within Alameda and Contra Costa counties to the Dublin/Pleasanton BART station and to adjacent commercial services.
- Ensure that each phase (or combination of phases) can stand alone as a well-designed neighborhood, with an adequate circulation network and an attractive transition between the project and the remaining Camp Parks base.
Entitlement Strategy

Brookfield Residential team members in the Northern California offices located in Danville have decades of experience working with complex entitlement efforts and multiple jurisdictions. The Boulevard project in Dublin is one of the most complex, challenging projects to have been successfully implemented in the Bay Area. Originally envisioned in 2005, Boulevard has evolved over the decades and through the approval process into the thriving community currently being built.

Boulevard started as a complicated transaction whereby the development team constructs facilities for the U.S. Army Reserves on the Camp Parks base in Dublin in exchange for land that was approved in 2013 by the Dublin City Council for a master-planned community with 1,995 homes, a 31-acre community park, a 12-acre K-8 school site and a 14,500-square-foot recreation facility. This is the largest real property exchange ever completed by the U.S. military.

The approvals required at that time included a Specific Plan and certification of an EIR by the City of Dublin and subsequently a 404 permit from the U.S. Army Corps of Engineers, Streambed Alteration Agreement from California Department of Fish and Wildlife and a Section 401b Water Quality Certification from the State Water Resources Control Board.

Today Boulevard is a thriving new home community with eight of the eventual 20 neighborhoods, a recreation center actively under construction and new homeowners moved into the community for the first time in December of 2017.



Expertise in Collaboration

A central requirement of any project is maximizing value and efficiency while ensuring sensitivity to the needs of existing occupants and properties. Because many development footprints contain preexisting buildings that must be worked around, replaced or demolished, this can only be successfully accomplished though the careful coordination of all stakeholders – something at which Brookfield uniquely excels. Our experience with Boulevard will provide an excellent foundation for working with the city and MidPen Housing to deliver new facilities for the Alameda Point Collaborative, Building Futures with Women and Children and Operation Dignity.

Because the Boulevard project included a massive, soon-to-be-completed relocation component at Camp Parks, the project leads at Brookfield had the opportunity to demonstrate their expertise working with City and military stakeholders. The U.S. Army Reserves needed six new facilities on the base, which not only required the removal of several buildings but also needed to be accomplished in a manner that resulted in minimal impact on base operations – and with absolutely no loss of power, IT, etc.



Of the six distinct projects delivered on the base, four were replacement facilities for buildings that existed on the future development site of the Boulevard master-planned community. As such, we needed a construction and demolition plan that would be fully implemented to guarantee continued military operations in each of the four existing buildings right through their

	Camp Parks	West Midway
Buildings Demolished	26	26
Building Demolished Square Footage	499,299	205,000
Paved Yards/Parking Lots/Foundations Demolished	7	21
Paved Yard/Parking Lots/Foundations Demolished Square Footage	825,153	100,000
New Buildings Built for Army	5	
New Building Square Footage	153,000	
Miles of New Roads Built for Army	2	

transition to new facilities. Only after delivering the infrastructure to the new facilities could we then coordinate the demolition of the old facilities, some of which dated back as far as the Korean War.

Our team led the process, from initial presentation to the U.S. Army Corps of Engineers, the U.S. Army Reserve Installation Management and NASA to the delivery of multiple buildings and infrastructure for the Army Reserve Camp Parks Garrison Command along with multiple subcommands and subtenants. But we also went further. By spearheading efforts to help the City of Dublin simplify and streamline its arduous – and costly – plan check process and also taking the lead on the development of the turnkey 31-acre Don Biddle Community Park, we were able to contribute to the betterment of the local community beyond the scope of the initial project.

Seamless coordination with City and military resources was vital to this project's success. The army determined the order of priority for new buildings based on their own requirements, while we developed an intricate phasing plan to expedite new private development on land transferred – all the while maintaining internal access and full utility operations for all army facilities that were yet to be replaced or demolished. This included the delivery of sheet graded pads and stubbed utilities for 20 different residential neighborhoods and a 12-acre K-8 school site.

A Commitment to the Arts

Beyond making Boulevard into Northern California's destination for connected living, we're also establishing it as a hub for the visual arts. Public art pieces will be integrated throughout the community's 15 neighborhood parks and Rec Center in high-pedestrian-traffic locations – adding interest and bringing people together. Some art will blend form and function, such as a bike rack art display, which will encourage cycling and foster a greener, healthier lifestyle.

Other art will be more traditional and inspirational. The Veterans' Public Art Project is currently planned as a jointly funded public art piece with funding by Brookfield and the City of Dublin, to be located in the community park. Created by Steven Whyte Sculpture Studios, this monument to the veterans of Dublin will feature bronze, nine-foot tall servicemen and servicewomen of different eras from each of the four military branches. Standing at a concrete crossroads beneath the flags of America, California and Dublin, these soldiers and sailors will serve as timeless reminders of the universal journey of military service – and the long path that begins with enlistment and continues through training, deployment and the eventual return to civilian life.



Playa Vista Los Angeles, CA

ROLE

Brookfield Residential – Developer

COMMUNITY WEBSITE

www.PlayaVista.com

LIFESTYLE VIDEO

www.PlayaVistaBrookfield.com

APPROVED ENTITLEMENTS

Residential – 6,046 Units Mixed-Use Commercial & Retail – 230,875 Square Feet Office – 3,291,950 Square Feet Community Serving – 160,000 Square Feet Gross Acres – 460 Revenue Acres – 230

FINANCIAL INFORMATION

Community Revenue – \$1.5+ Billion

Infrastructure Costs – \$140 Million

Source of Capital – Brookfield Internally Financed

CFD for Public Improvements and Maintenance

PROJECT REFERENCE

Dan Scott Principal Planner City of Los Angeles 200 North Spring Street, Room 621 Los Angeles, CA 90012 (213) 978-1182 Dan.scott@lacity.org

Project Description

The Playa Vista community, located on the Westside of Los Angeles, is one of the most innovative urban infill developments in the United States. Located on land once occupied by Howard Hughes' aircraft plant, runway and hangars, the property today is a thriving and evolving mixed-use community. More than 13,000 people live and work at Playa Vista and it has become the address of choice for tech and creative titans such as Google, Facebook, YouTube Space LA, Yahoo Belkin, The Honest Company and more. Playa Vista has been described by the *Los Angeles Times* as "LA's Urban Model." In fact, urban planners from throughout the world visit Playa Vista to study best practices and observe innovative sustainable policies in action.

Brookfield Residential acquired the Playa Capital Company, LLC, which owned approximately 2,250 units on more than 65 acres of land at Playa Vista. The purchase included the remaining residential units in Playa Vista and other ancillary assets as well as additional infrastructure details. Already home to over 6,500 people and 3,000 homes — and now in its final phase — Playa Vista will continue to offer convenience, lifestyle and Brookfield Residential quality.



Entitlements Brookfield Residential is Managing Since Purchasing Playa Vista

Since acquiring Playa Capital Company, LLC, Brookfield Residential has assumed the role of Master Developer of the Playa Vista community. Upon build-out, Playa Vista will include 5,846 residential homes and apartments, approximately 3.3 million square feet of office/studio/production support space, about 230,000 square feet of retail uses, 200 assisted living units and over 47 acres of parks.

As Master Developer, Brookfield Residential is currently overseeing the development of 2,600 residential homes comprising three different single-family communities, two condominium communities, three market-rate apartment communities and a senior affordable apartment community as well as a 195,875-square-foot mixed-use retail center and several new creative office and corporate headquarter buildings.



Sustainable Design

The first phase of Playa Vista was conceived prior to any of the current sustainable development standards, such as LEED or CALGreen; because of this, we developed our own Sustainable Development Guidelines, so we were doing sustainable development before there were any standards. Now that there are standards, our pioneering efforts make it easy for builders within Playa Vista to achieve LEED goals as a result of the many community-wide sustainable features that they can take advantage of. We now have several LEED-certified buildings within Playa Vista, including a City of Los Angeles fire station, a LEED Platinum condominium project and several LEED Gold office buildings. All of the residential communities within Phase 2 are being built to LEED standards.





Brownfield and Environmental Issues

The Playa Vista project is situated on the former Hughes Aircraft Company/ McDonnnell Douglas Helicopter Company facility. Aerospace-related industrial activities occurred from 1940 to 1995, which resulted in some soil and groundwater contamination. Remedial activities, including Phase 1 and Phase 2 Environmental Site Assessments (or their equivalents) began in the early 1980s. Soil and groundwater remediation has occurred. Most of the site now has "no further action" (NFA) designations for soil and, in some areas, NFA designations for groundwater. Groundwater remediation, using various technologies, continues in other areas of the site. The California Regional Water Quality Control Board – Los Angeles Region has been the lead agency since the beginning, although other agencies, including the Department of Toxic Substances Control, Office of Environmental Health Hazard Assessment and US EPA have also been involved.

Sensitivity to Environmental Protection and Permitting

Playa Vista is one of the most environmentally sensitive projects ever conceived. The centerpiece of that effort is the freshwater wetland system, a 51.1-acre natural stormwater treatment system that collects stormwater from a watershed of over 1,000 acres (more than half of which is outside of Playa Vista) and cleanses it before it is discharged into the Santa Monica Bay. This system also exceeds the Low Impact Development requirements adopted in recent years by the City of Los Angeles. In addition to providing water quality benefits and flood protection, the system serves as valuable habitat for over 200 species of birds, including 31 nesting species and several species of concern. This system was constructed pursuant to permits issued by the City of Los Angeles, California Coastal Commission, U.S. Army Corps of Engineers, California Department of Fish and Game (now known as the Department of Fish and Wildlife) and the State Water Resources Control Board. Playa Vista also incorporates numerous environmental protection measures within the development, such as utilizing reclaimed water for all landscaping irrigation and commercial office toilet flushing, an emphasis on native or drought-tolerant landscaping throughout the community, the previously mentioned Sustainable Development Guidelines and a communitywide recycling effort achieving over a 90% diversion rate of construction waste.

Unique Transportation Strategies

Playa Vista is implementing a \$125 million traffic mitigation program that includes improvements to several of the local corridors, numerous physical intersection improvements, computerized signal system improvements and transit enhancements. Focusing on the transit enhancements, Playa Vista funded the purchase of five buses for Santa Monica Big Blue Bus to initiate their Rapid 3 service on Lincoln Blvd., including a Transit Priority System that gives extra "green time" at signals as buses are approaching to enable them to move up and down the corridor faster. Playa Vista also has funded five buses for Culver City Bus. In addition, we will be implementing a local shuttle program with CNG-powered vehicles that will circulate within the Playa Vista community as well as nearby destinations so that residents, employees and visitors to Playa Vista can get around the community without having to get in their cars.



Transportation Demand Management

All commercial office tenants are required to participate in a Transportation Demand Management plan at Playa Vista, with the goals of not exceeding a "trip cap" that was placed on the commercial office development in our conditions of approval, as well as achieving an average vehicle ridership of 1.5 persons per vehicle. As required by our Transportation Demand Management plan, we conduct trip counts and surveys each fall to measure how we are doing in relation to these goals. The counts indicate that trip rates and overall trip generation are substantially below the trip cap.



Project Labor Agreements

Playa Capital Company, LLC initiated a Project Labor Agreement (PLA) as an outreach to organized labor to mitigate and control certain aspects of the bidding and labor management process. The agreement, signed by the Building Trades Council and the Carpenters Union, allows the market to drive the cost of the work using both union and non-union labor, giving union contractors a seven-day "last look" to meet or beat a non-union shop price. The unions are afforded access to the open shop contractor to discuss a voluntary one-time, project-specific agreement with unions to allow their members to work for the open shop contractor while not fully becoming signatory to the union. In addition to allowing the market to establish the pricing for jobs within Playa Vista, the PLA benefits the developers within Playa Vista as well as organized labor, regulating picketing and other organized labor tactics, allowing the unions the opportunity to compete for all jobs and giving the unions access to subcontractors for recruiting purposes.

Local Hire Program

All builders and contractors at Playa Vista are required to participate in the Playa Vista Job Opportunities and Business Services (PVJOBS) program, an on-site job referral/job training program to identify and hire local at-risk youth, adults, veterans and students in career-track employment in the construction industries. Ten percent of all jobs in connection with the construction of buildings at Playa Vista are required to be through this program.

"

Playa Vista is the place to be."

ERIC GARCETTI LA MAYOR



Seton Calgary, Canada

ROLE

Brookfield Residential – Developer/Builder

COMMUNITY WEBSITE

www.SetonUrbanDistrict.com

FINANCIAL INFORMATION

Community Revenue — \$850 Million Infrastructure Costs — \$130 Million Source of Capital — Brookfield Internally Financed

THE REGIONAL RETAIL DISTRICT, 600,000 SQUARE FEET

Situated on Seton's western edge, the regional retail district will focus on medium to larger-format retailers ranging from general merchandise to banks/financial institutions, grocery stores and restaurants.

THE DESIGN DISTRICT, 100,000 SQUARE FEET

Connected to the Regional Retail District, the Design District will offer stylish home décor and fashion boutiques alongside restaurants and related services.

MARKET STREET, 175,000 SQUARE FEET

At the heart of Seton is Market Street, which will bring the urban experience to life through its eclectic mix of speciality shops, boutiques, cafés and other service-oriented services. Seton is located in one of the fastest-growing areas of Calgary, and our vision is to create a true urban district outside of the downtown core. The master plan encourages an eclectic, higher-density development by aligning all the necessary elements and setting the stage for smart growth in the future. This 365-acre mixed-use development is one of the largest and most exciting opportunities of its kind in North America. The plan includes over 2.5 million square feet of office and retail space, a 16-acre regional park, public library, schools, 1,300 multifamily residences, an active main street, Calgary's new South Health Campus, a hotel and a recreation center – all serviced by the future southeast LRT.



Well Connected with the Rest of Calgary

Easy access to work, shopping, entertainment, healthcare and education is a crucial component of the Seton experience. Seton is located adjacent to key transportation corridors: the Deerfoot Trail, Calgary's new ring road, 52nd Street and the future LRT line, making this urban environment accessible to the rest of Calgary. Seton will also provide plenty of parking throughout the area, making the trip to/from and within Seton easy and convenient.

There are two LRT stations that stop at the South Health Campus/Market Street area and in the business district. In addition to both stations, the extensive pathway network will connect visitors and residents to all that Seton has to offer.

Calgary Transit has created a great system for the public to access the South Health Campus from all areas of the city.

Plenty of Things to Do in Seton

Play is essential for a balanced life, and opportunities abound in Seton. Seton will feature a multi-use recreation center and public library as well as a 16-acre regional park with sports fields to run, catch, chase, stretch or simply clear your mind. With rich green spaces, an urban existence doesn't mean the absence of nature. Anyone working, living or visiting the area will enjoy how easy it is to slip in and out of the urban setting. Seton's network of pathways will offer the environment for running, biking and walking convenient for residents and those who live nearby.

Seton offers access to a diverse array of retailers, shops and services. Shopping plays an important role in everyday life in Seton. Our goal is to provide a rich, diverse urban experience with an eclectic mix of shops and services. Surrounded by Calgary's fastest-growing quadrant and with excellent access from the Deerfoot Trail, the Calgary ring road and convenient transit connections, including two future LRT stations, people who live, work or visit here have a new one-stop shopping destination in Seton.

With three distinct areas, each with its own unique shopping experience, Seton offers approximately 875,000 square feet of dedicated retail space. Brookfield Residential's vision for Seton is to offer an authentic urban lifestyle in south Calgary. Seton's aspiration is to become Calgary's true urban district outside of downtown.

Seton is about creating a synergy where people are immersed in a modern environment with an eclectic energy in a 24/7 vibrancy.



Windemere SAN RAMON, CA

ROLE

Brookfield Residential – Joint Developer/Builder

PROJECT DETAILS

5,170 Residential Units, of Which Brookfield Constructed 1,400 Homes

2,300 Acres Total

12.5 Miles of Trails

1,150 Acres of Open Space

4 New SRVU Schools

1 Community College Extension Campus

6 New Magnet Parks

90 Acres of Planned Parklands

11,600-Square-Foot Library

Community Center, Fire Station and Child Care Centers

FINANCIAL INFORMATION

Community Revenue – \$3+ Billion Infrastructure Costs – \$450 Million

Source of Capital – Brookfield Residential, Centex and Lennar Joint Venture with Internal Equity

CFD and GHAD Financing for Public Improvements and Public Infrastructure Maintenance

PROJECT REFERENCE

Debbie Chamberlain Planning Director at City of San Ramon (925) 973-2560 The master-planned community of Windemere in San Ramon is one of the Bay Area's premier lifestyle opportunities. It features a dazzling array of amenities, including state-of-the-art schools, acres of parks, miles of trails, a new community center and library, lots of dedicated open space and much more. Windemere also currently presents an expansive selection of new homes to meet the needs and budgets of area homebuyers.

The community began as the vision of Windemere BLC, a consortium of three of the Bay Area's finest builders, Brookfield Residential, Lennar Homes and Centex Homes. Since home construction started in 2002, the builders have completed 24 new home neighborhoods – more than 2,700 homes – providing a variety of residences from distinctive condominiums and townhomes to large, luxurious estate-size homes. What sets this master-planned community apart is the extensive planning and attention to detail.



"The scope of the Windemere master plan is amazing," stated Ellen Lehman, former vice president of sales & marketing for Brookfield Residential. "When completed, it will contain around 5,000 households that enjoy a long list of amenities and many additional new home neighborhoods. Taken as a whole, Windemere is certainly one of the Bay Area's best places to live, learn and play."



Alameda Point Site A - Phase 1 Shared Plaza Improvements ALAMEDA, CA

TEAM

BKF – Civil Engineer

COST

\$2.6 Million

KEY DATES

Notice to Proceed: August 2016 Completion of Contract Documents: In Progress Construction Start and Finish: In Progress

CLIENT

Joe Ernst SrmErnst Development Partners 2220 Livingston Street Suite 208 Oakland, CA 94606 (510) 219-5376 jernst@srmernst.com



The Alameda Point Shared Plaza is part of a larger redevelopment project of the former Naval Air Station located on the western end of Alameda. The Shared Plaza provides a pedestrian and bicycle connection from West Atlantic Avenue and the redevelopment housing/commercial sites of Alameda Point to the proposed Waterfront Park, located in the northeast region of the Seaplane Lagoon.

Due to the project's blending of pedestrian, bicycle and automobile needs, there were several design challenges unique to the project. West Atlantic Avenue is the main street delivering traffic to Alameda Point, so particular attention had to be paid to safety. Since the plaza is intended to balance the needs of public visitors, local businesses, residents within walking distance, and cyclists, the limited space presented a constraint with drivable roadway space, walking surface and particularly parking for visitors, patrons and delivery. Stormwater treatment was also a unique challenge, as the nature of having a large open area with maximized mobility makes placement of stormwater treatment facilities and surface grading towards them particularly challenging.

To support the project constraints, BKF worked with the design team and reviewing agencies to make sure the engineering needs were met in a way that supported the overall plaza vision. To provide for safety, the project integrated vehicular signage, raised roadway elevations flush with adjacent walkways, reduced roadway width and reduced turn radius on the end of the plaza, all intended to reduce vehicular speeds and raise alertness of the plaza. The intersection of pedestrian walkways, bicycle paths and bus stops was configured in a way to encourage the use of non-automobile transportation while still providing sufficient parking for the local business needs. Stormwater was treated with a system of inlets and gravity pipes that delivered runoff towards consolidated treatment areas away from the plaza, utilizing a pump in order to maximize the usable space of the plaza.

Alameda Landing Alameda, CA

BKF is currently providing civil engineering services to Catellus for the redevelopment of a portion of former Alameda Naval Air Station. The 97-acre waterfront site once served as the Alameda Fleet Industrial Supply Center (FISC).

BKF provided technical infrastructure analysis and infrastructure master plans to develop initial infrastructure phasing plans to formulate cash flow projects verifying the project's financial feasibility.

Overall demolition, infrastructure, grading plans and phasing were developed to master plan the site and subsequently divide it to identify temporary connections, pump stations, detention facilities and infrastructure to support the existing plus new development for each phase.

The retail component of the plan currently under construction includes a Target store, Safeway and a variety of other pads and shops. Also approved and in permit are plans for the first phase of residential construction, which will include both single-family and row housing. Backbone public streets to support both multimodal traffic and utility infrastructure are also under construction.

TEAM

BKF – Civil Engineer

PROJECT FEATURES

Project Size – 97 Acres Urban Mixed-Use Redevelopment Conversion of Military Facility 400,000 Square Feet of Waterfront Office Space 300,000 Square Feet

Pedestrian-Oriented Retail District Include Waterfront Promenade

800+ Single-Family Detached and Multifamily Residential Units

KEY DATES

In Progress – Estimated Completion 2020

CLIENT

Bill Kennedy Vice President Catellus Development Corporation (510) 267-3420 bkennedy@catellus.com



Alameda Naval Air Station (FISC) ALAMEDA, CA

TEAM

BKF – Civil Engineer

COST

\$2.6 Million

KEY DATES

1998 – 2008

CLIENT

Bill Kennedy Vice President Catellus Development Corporation (510) 267-3420 BKF is helping to redevelop Alameda's Naval Air Station FISC and East Housing Areas into Bayport and Alameda Landing mixed-use developments.

With ongoing implementation, BKF first led the efforts to redevelop the Alameda Naval Air Station, Fleet Industrial Supply Center (FISC) and East Housing Areas since 1998. BKF worked closely with the City of Alameda and Catellus to redevelop the 215 acres into a master-planned, mixed-use project.

BKF provided technical infrastructure analysis and infrastructure master plans to develop initial infrastructure phasing plans to formulate cash flow projects verifying the project's financial feasibility. Overall demolition, infrastructure, grading plans and phasing were developed to master plan the site and subsequently divide it to identify temporary connections, pump stations, detention facilities and infrastructure to support the existing plus new development for each phase.



Now complete, the Bayport project includes 600 market-rate and affordable housing units, a school and community park. BKF planned, designed and supported the construction for the backbone roadways including work on Ralph Memorial Parkway, Fifth Street, Willie Stargell and traffic intersection improvements at the RAMP/Webster intersection. Major infrastructure included a stormwater pump station to accommodate the 100-year design storm, stormwater storage pond and outfall to the Oakland Estuary, wastewater lift stations and backbone streets as well as traffic signals and relocating a 115kV electrical transmission main.

At Alameda Landing, backbone public streets (Fifth Street extension, Mitchell Street and realign Mariners Square Loop) support both multimodal traffic and utility infrastructure. BKF integrated stormwater treatment in the backbone roadway design with treatment in bioretention areas. Additionally, BKF worked with the developer to design a multimodal access along the former Coast Guard Housing facility that will eventually connect to the new waterfront area.





Alameda Point ALAMEDA, CA

TEAM

ENGEO – Geotechnical Design Engineer ENGEO has performed services at the former Alameda Naval Air Station over the last decade. Projects include preliminary geotechnical and environmental services for previous Master Developer teams, support for the City of Alameda's master planning effort for the redevelopment of the base, peer review of geotechnical aspects of the Site A project, geotechnical design for buildings at Blocks 6 and 7 of Site A, geotechnical services for the design/build of the WETA Central Bay Operations and Maintenance Facility, geotechnical design for the Seaplane Lagoon ferry terminal, geotechnical input for structural evaluations of piers 1, 2 and 3 and geotechnical input for retrofit of Building 8.

We assembled a database of existing geotechnical reports throughout the 2,634-acre former base.

Furthermore, ENGEO Principal Dan Haynosch, GE, as an engineer for the Naval Facilities Engineering Command, performed a post-earthquake assessment at NAS Alameda following the Loma Prieta earthquake in 1989. This included assessing the extent of soil liquefaction for areas of the project site.



Treasure Island SAN FRANCISCO, CA

ENGEO is the geotechnical design engineer for redevelopment of the Treasure Island and Yerba Buena Island reuse project. The significant geotechnical hazards and risks existing on the island include the following:

- Extensively widespread and deep deposits of loose "man-made" fills (up to 45 feet thick) considered liquefiable when subject to strong ground shaking.
- Thick natural deposits of soft, highly compressible Young Bay Mud deposits (over 100 feet) considered susceptible to large settlements with new loads
- Slope stability and seismic deformation of large marine landslides along dikes along the perimeter of Treasure Island
- Presence of shallow groundwater

These geotechnical and geologic conditions present many developmental constraints and special requirements for site mitigation for anticipated reuse of the properties.

To address these concerns, the design team, under ENGEO's leadership, is now recommending that (1) the sands be densified throughout the development area in order to minimize liquefaction and earthquake-induced settlements, creating a long-term stable platform for development; (2) additional fill be added to compensate for the loss of elevation caused by densification and to raise the site grades in developed areas above the expected flood level, taking long-term sea level rise into account; and (3) the perimeter will be similarly densified to be seismically stable and to provide protection against overtopping under extreme combinations of tide and storm activity. The perimeter will not act as a levee or seawall. The higher grades should result in all developed areas being excluded from any FEMA-mapped flood hazard zone. With this new approach, Treasure Island will not depend on levee protection; the perimeter berm's function will be limited to protection against overtopping under extreme combinations of tide and storm against overtopping under extreme for any FEMA-mapped flood hazard zone. With this new approach, Treasure Island will not depend on levee protection; the perimeter berm's function will be limited to protection against overtopping under extreme combinations of tide and storm against overtopping under extreme combinations of tide and storm against overtopping under extreme combinations will be limited to protection against overtopping under extreme combinations of tide and storm against overtopping under extreme combinations of tide and storm against overtopping under extreme combinations of tide and storm against overtopping under extreme combinations of tide and storm against overtopping under extreme combinations of tide and storm activity.

Planned improvements for the 330-acre naval base site will include as many as 6,000 housing units, 235,000 square feet of retail space, two hotels, a conference center and a commercial district near a proposed ferry terminal in front of Building 1 in the southwestern corner of the island. Approximately 85 percent of the development footprint on Treasure Island will be occupied by low-rise structures, up to five stories in height; the balance will comprise mid- and high-rise buildings. All essential development will be within walking distance, including a ferry straight to downtown San Francisco.

TEAM

ENGEO – Geotechnical Design Engineer

PROJECT ROLE

Ongoing Consultation and Project Management



Candlestick Point/Hunters Point Shipyard Phase II SAN FRANCISCO, CA

TEAM

ENGEO – Geotechnical Design Engineer

PROJECT DETAILS

700 Acres of Waterfront Land 12,000 High-Density Residential Units

300 Acres New Waterfront Parks

885,000 Square Feet of Neighborhood and Retail and Entertainment

2.5 Million Square Feet of Commercial Space Together, the Hunters Point Shipyard and Candlestick Point areas comprise over 700 acres of waterfront land along San Francisco's southeastern shore. The integrated development project is designed to provide over 12,000 high-density residential units, over 300 acres of new waterfront parks, including a new "Crissy Field of the South," approximately 885,000 square feet of neighborhood and destination retail and entertainment space and 2.5 million square feet of commercial space oriented around a "green" science and technology campus targeting emerging technologies. Investigations for the site included drilling borings over water in contaminated subsurface conditions, drilling inside Candlestick Park, drilling in an active housing development and coordination with the Navy and the City of San Francisco.

Geotechnical constraints include shoreline stability, liquefiable sand, high ground shaking, compressible Young Bay Mud deposits and existing improvements and utilities. The structures that we are designing at this site need to be designed with foundations that address both the compressible Young Bay Mud and liquefiable fill. The site is also being raised to address potential sea level rise, which results in consolidation of the underlying Young Bay Mud; we have developed a surcharge program to cost-effectively reduce long-term settlement in the streets and other areas of improvement.

The project has a team of three civil engineering firms performing the site layout and design, while we are the geotechnical design lead for all of the efforts. In order to keep the individual tasks aligned, we have constant collaboration, ask questions of each other and request information in order to keep moving toward achievement of project milestones.



Encinal Terminals ALAMEDA, CA

The Encinal Terminals site lies along the Oakland Estuary on the northern side of Alameda. The proposed site development consists of a combination of podium-type and townhouse-type residential buildings. The site was marshland that was reclaimed in the 1920s for use as a ship terminal; more recently the site was used for storing shipping containers. An approximately 1,500-foot-long wharf forms the western shoreline of the approximately 25-acre site. The wharf wraps around the site on the northern boundary and extends another 500 feet along the northern shoreline. The wharf was constructed in phases between the 1920s and 1960s and consists of concrete and timber decks supported by concrete and timber piles. The site is underlain by non-engineered fill and soft, compressible Young Bay Mud. These geotechnical conditions result in potential shoreline instability during an earthquake and settlement from new fill and building loads. To assess the shoreline stability, we performed a combination of analyses including limit equilibrium and one-dimensional and two-dimensional time-history combined with Newmark-type analyses. Our findings indicated that the potential displacement during seismic loading is excessive, and we developed ground improvement solutions, including buttressing the shorelines of the project with deep soil mixing.



TEAM

ENGEO – Geotechnical Design Engineer

PROJECT DETAILS

25 Acres

Wallis Ranch dublin, ca

TEAM

Gates + Associates -Landscape Architect

PROJECT DESCRIPTION

Wallis Ranch, the 2017 PCBC Community of the Year, is located on approximately 184 acres in the northernmost portion of Dublin, CA. Gates + Associates crafted the overall landscape master plan, which is a refined interpretation of an agrarian/California ranch landscape. Stone walls, orchard grids and native grass plantings are used to reinforce the theme in key areas. The creation of pedestrian-oriented neighborhoods was a major feature in the overall design of Wallis Ranch. Each of the eight neighborhoods embodies its own unique character, working to create a shared sense of community throughout the generous mix of housing types. Walkable treelined streets, paths and trails and interconnected spaces, all anchored by a community park and clubhouse that appeal to all residents.



Warm Springs Metro Crossings FREMONT, CA









TEAM

Gates + Associates -Landscape Architect

PROJECT DESCRIPTION

Metro Crossings is a transit-oriented development by Toll Brothers, composed of pedestrian-friendly residential villages of varying densities and a mix of different open space areas, both public and private. The site was designed to connect the different neighborhoods and villages with a system of trails and parks, all leading to the BART station to the south. Metro Crossings will exemplify the modern character of Silicon Valley while strongly emphasizing the principle of walkable streets and fun, usable open space.

San Leandro Shoreline SAN LEANDRO, CA

TEAM

Gates + Associates – Landscape Architect

PROJECT DESCRIPTION

San Leandro Shoreline Development is a collaboration between the Master Developer, Cal Coast, and the City of San Leandro to integrate a masterplanned development. This 52-acre site along the highly coveted San Francisco Bay will include a 200-key hotel, 300 residential multifamily units, single-family units, three restaurants, a nine-hole links course and a 15-acre shoreline park. The development will be a Net Zero project that is exploring innovative uses for LED lighting, solar charging and wind power.



Danville Hotel Mixed Use DANVILLE, CA





TEAM

Gates + Associates – Landscape Architect

PROJECT DESCRIPTION

The revitalization plan calls for the restoration of the historic Danville Hotel and McCauley House. The rest of the 1.12-acre site was developed with retail, restaurants and offices. The upper level has 16 residential units. Gates + Associates designed the streetscape, paseos and the second-floor courtyard to complement the variety of uses.

East Garrison Monterey, CA

TEAM

Urban Design Associates – Urban Planners, Specific Plan, Pattern Book, Architecture

UrbanMix Development – Master Developer, Equity Partners, Project Lead for Vision, Planning Entitlements, Project Management, Community Engagement

PROJECT TYPE

Master-Planned Community, Public/Private Partnership

DESCRIPTION

Mixed-Use, Mixed-Income Military Base Reuse, Traditional Neighborhood Development New Urbanist Design

SIZE/DETAILS

244 Acres 1,470 Residential Units 105,000-Square-Foot Mixed-Use Town Center 65,000-Square-Foot Historic Arts District Fire Station Library Parks and Recreation

DEVELOPMENT COST

\$120 Million (Infrastructure)

STATUS

Under Construction

PROJECT REFERENCE

Dave Potter Former Monterey County Supervisor (831) 915-3696 mntryd1@att.net The East Garrison Specific Plan (EGSP) area comprises 244 acres on a bluff along the northern edge of former Fort Ord, situated about 120 miles south of San Francisco in Monterey County. UDA held stakeholder workshops to refine the vision for East Garrison based on principles of smart growth, sustainable development and traditional neighborhood design. The EGSP proposes three residential neighborhoods surrounding a mixed-use town center. The first two neighborhoods have a mix of building types in a tight, urban configuration. The third neighborhood is designed as an arts district, situated close to the town center, featuring historic buildings renovated as arts facilities.







Urban Design Associates held stakeholder workshops to refine the vision for East Garrison based on principles of smart growth, sustainable development and traditional neighborhood design.

The Groves whittier, ca

TEAM

Brookfield Residential – Developer/Builder

Urban Design Associates – Planning and Urban Design

PROJECT DESCRIPTION

The City of Whittier approved the Lincoln Specific Plan (LSP) on the site of the former Fred C. Nelles Youth Correctional Facility in June 2015. The Groves will feature 561 homes that include condominiums, townhomes and single-family homes; 189 apartments, including some for seniors age 55 and older; 150,000 square feet of commercial, office and retail space; a recreation center; pools; a couple of parks; and a walking/running trail.



Currie Calgary, Canada





TEAM

Urban Design Associates – Planning and Urban Design

PROJECT DESCRIPTION

UDA prepared the master plan and design guidelines for Currie Barracks, a former military base transformed into a compact, walkable neighborhood consisting of 6,300 residential units, a vibrant mixeduse retail core and nearly a million square feet of office and research/ development facilities. Heritage buildings on site have and will continue to serve as institutional and start-up venture incubators, breathing life into the district even before build-out commences. Currie Barracks is connected to downtown via an enhanced express bus service and linked to the region's vast open space and trail network through an interpretive multiuse trail system that commemorates the land's past and celebrates its future.

REFERENCE

Chris Elkey Senior Director, Real Estate 3951 Transience Cresent SW/ Building K Calgary, AB T3E 7J6 Canada (403) 681-1477 celkey@clc.ca

Alameda Civic Center ALAMEDA, CA

TEAM

Urban Design Associates – Planning and Urban Design

PROJECT DESCRIPTION

The City of Alameda, in collaboration with UDA, facilitated three planning processes to create contextual planning and improvement visions for the Civic Center, Webster Street and Encinal Terminals. In all cases we were charged with using the results of previous planning efforts as the departure point for creating an updated vision. Our process featured digital models and perspective drawings that allowed everyone involved to visualize the scale and character of recommendations.

REFERENCE

Andrew Thomas AICP, Planning Services Manager, Planning and Building Department athomas@ci.alameda.ca.us



The Presidio of San Francisco Adapative Reuse SAN FRANCISCO, CA







TEAM

UrbanMix Development – Real Estate Development Manager – Presidio Trust

PROJECT TYPE

Adaptive Reuse of Various Historic Structures and New Construction

PROJECT DETAILS

1,191 Acres

Public-Private Partnerships and Direct Development Projects

Uses Include Mixed-Use, Office, Retail, Recreation, Event Space and Education

DEVELOPMENT COST

Total of Approximately \$130 Million

PROJECT REFERENCE

Bruce Lanyon Interim Assistant Vice Chancellor, University of California, San Francisco (415) 476-8858 Bruce.Lanyon@ucsf.edu

Roseland Village SANTA ROSA, CA

TEAM

UrbanMix Development – Developer, Investor Project Management, Entitlements

PROJECT TYPE

Transit-Oriented Development (Proximate to Smart Station)

Apartments, Mixed-Use Urban Redevelopment

Public-Private Partnership

PROJECT DETAILS

7.4 Acres

75 Affordable Rental Units (MidPen Housing)

100 Market-Rate Rental Units (UrbanMix)

25,000-Square-Foot Civic Building (Library)

12,000-Square-Foot Mercado (Food Hall)

1-Acre Public Plaza

MARKET-RATE APARTMENTS DEVELOPMENT COST

\$18 Million

STATUS

Entitlement Process Underway Construction Start Estimated 2019

PROJECT REFERENCE

Benjamin Wickham Affordable Housing Director, Sonoma County Community Development Commission (707) 565-7542 Benjamin.wickham@sonoma-county.org



Foster Square FOSTER CITY, CA

Foster Square is a mixed-use infill senior housing development on 15 acres in Foster City accommodating 200 units of senior-oriented market-rate housing, 155 units of assisted living, 65 affordable senior homes, 30,000 square feet of commercial space, a public plaza and a park. The landscape design reinforces the neighborhood's urban design framework of an interconnected, pedestrian-scale network of streets, landscaped paseos, gardens, activity nodes and public gathering spaces. A major goal is to link residents and visitors via tree-lined pedestrian ways and streets to the civic center. Plant materials emphasize native, water-conserving species well-adapted to the unique microclimate and soils conditions of Fremont.





TEAM

UrbanMix Development – Stakeholder Engagement, Planning, Project Management, Entitlements

PROJECT TYPE

Mixed-Use, Urban Infill, Senior-Oriented Development, Public-Private Partnership

PROJECT DETAILS

15 Acres

75 Affordable Rental Apartments for Seniors (MidPen Housing)

200 Market-Rate Condominiums Age-Restricted (Lennar)

120 Assisted Living, Memory Care (Atria)

30,000-Square-Foot Retail

Public Plaza

PROJECT REFERENCE

Curtis Banks Community Development Director, City of Foster City (650) 286-3232 cdddirector@fostercity.org





Financial Qualifications
Financial Qualifications

The Financial Summary for Brookfield Residential is included in the following Section comprised of Brookfield Residential's 2017 Annual Report and 2018 Q2 Interim Quarterly Report. For a comprehensive review of the company performance, you can view Brookfield Residential's Annual and Quarterly Reports at https://www.brookfieldresidential.com/about/investor-media-relations.

CONSOLIDATED FINANCIAL STATEMENTS

BROOKFIELD RESIDENTIAL PROPERTIES INC. CONSOLIDATED BALANCE SHEETS

(all dollar amounts are in thousands of U.S. dollars)

Note Assets Land and housing inventory		December 31			
Land and housing inventory	e	2017	D	ecember 31 2016	
5					
	\$	2,998,024	\$	2,848,230	
Investments in unconsolidated entities		312,857		343,543	
Commercial properties 4		37,958		32,880	
Held-to-maturity investment		300,000	300,000		
Receivables and other assets		413,228	253,28		
Restricted cash		3,351	4,93		
Cash and cash equivalents		104,504	94,18		
Deferred income tax assets		68,363		79,580	
Total assets	\$	4,238,285	\$	3,956,635	
Liabilities and Equity					
Notes payable	\$	1,631,584	\$	1,615,205	
Bank indebtedness and other financings 10		31,407		57,442	
Accounts payable and other liabilities		560,821		499,538	
Total liabilities		2,223,812		2,172,185	
Common Shares – 129,756,910 shares outstanding (December 31, 2016 – 129,756,910 shares outstanding)		626,594		626,594	
Additional paid-in-capital		367,433		367,433	
Retained earnings		1,063,623		897,451	
Non-controlling interest		54,216		43,387	
Accumulated other comprehensive loss		(97,393)		(150,415)	
Total equity		2,014,473		1,784,450	
Total liabilities and equity	\$	4,238,285	\$	3,956,635	
Commitments, contingent liabilities and other	<u> </u>	, ,	<u> </u>		
Guarantees					

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BROOKFIELD RESIDENTIAL PROPERTIES INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(all dollar amounts are in thousands of U.S. dollars, except per share amounts)

	Note		Years Ended 2017	2000	2016
Revenue	Note		2017		2010
Housing		\$	1,733,247	\$	1,603,924
Land		Ŷ	317,734	Ψ	299,482
Total revenue			2,050,981		1,903,406
Direct Cost of Sales			_,		.,,
Housing			(1,386,050)		(1,284,582)
Land			(191,556)		(189,197)
Total direct cost of sales			(1,577,606)		(1,473,779)
Gross margin			473,375		429,627
Gain on commercial assets held for sale	5		_		14,048
Selling, general and administrative expense			(237,238)		(206,902)
Interest expense			(57,275)		(53,498)
Equity in earnings from unconsolidated entities	3		14,830		9,161
Other income			28,358		9,544
Depreciation			(4,106)		(3,629)
Income Before Income Taxes			217,944		198,351
Current income tax expense	12		(36,435)		(48,223)
Deferred income tax expense	12		(15,204)		(4,258)
Net Income			166,305		145,870
Other Comprehensive Income / (Loss)					
Unrealized foreign exchange gain / (loss) on:					
Translation of the net investment in Canadian subsidiaries			65,872		24,070
Translation of the Canadian dollar denominated debt designated					
as a hedge of the net investment in Canadian subsidiaries			(12,850)		(5,300)
Comprehensive Income		\$	219,327	\$	164,640
Net Income / (Loss) Attributable To:					
Consolidated		\$	166,305	\$	145,870
Non-controlling interest	13		133		(332)
Brookfield Residential		\$	166,172	\$	146,202
Comprehensive Income / (Loss) Attributable To:					
Consolidated		\$	219,327	\$	164,640
Non-controlling interest	13		133		(332)
Brookfield Residential		\$	219,194	\$	164,972
Common Shareholders Earnings Per Share					
Basic	16	\$	1.28	\$	1.27
Diluted	16	\$	1.28	\$	1.27
Weighted Average Common Shares Outstanding (in thousands)					
Basic	16		129,757		115,157
Diluted	16		129,767		115,157

BROOKFIELD RESIDENTIAL PROPERTIES INC.

CONSOLIDATED STATEMENTS OF EQUITY

(all dollar amounts are in thousands of U.S. dollars)

			Years Ended	December 31			
	Note	-	2017		2016		
Common Shares	14						
Opening balance		\$	626,594	\$	326,594		
Issuance of Common Shares			_		300,000		
Ending balance			626,594		626,594		
Additional Paid-in-Capital							
Opening balance			367,433		399,035		
Fair value adjustment on common control acquisition	14		—		(31,602)		
Ending balance			367,433		367,433		
Retained Earnings							
Opening balance			897,451		751,249		
Net income attributable to Brookfield Residential			166,172		146,202		
Ending balance			1,063,623		897,451		
Accumulated Other Comprehensive Loss							
Opening balance			(150,415)		(169,185)		
Other comprehensive income			53,022		18,770		
Ending balance			(97,393)		(150,415)		
Total Brookfield Residential Equity		\$	1,960,257	\$	1,741,063		
Non-Controlling Interest	13						
Opening balance		\$	43,387	\$	43,719		
Acquisitions			7,587		—		
Net income / (loss) attributable to non-controlling interest			133		(332)		
Contributions			3,109		—		
Ending balance		\$	54,216	\$	43,387		
Total Equity		\$	2,014,473	\$	1,784,450		

BROOKFIELD RESIDENTIAL PROPERTIES INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(all dollar amounts are in thousands of U.S. dollars)

	Years Ended December 31						
Cash Flows Provided by / (Used in) Operating Activities		2017		2016			
Net income	\$	166,305	\$	145,870			
Adjustments to reconcile net income to net cash used in operating activities:							
Undistributed earnings from unconsolidated entities		(10,183)		(2,939)			
Deferred income tax expense		15,204		4,258			
Share-based compensation costs		15,620		5,434			
Depreciation		4,106		3,629			
Amortization of non-cash interest		3,622		3,417			
Gain on commercial assets held for sale		—		(14,048			
Dividend income on held-to-maturity investment		(17,057)		(1,422			
Changes in operating assets and liabilities:							
(Increase) / decrease in receivables and other assets		(45,271)		49,319			
Increase in land and housing inventory		(46,848)		(127,127)			
Increase in accounts payable and other liabilities		30,933		27,207			
Net cash provided by operating activities		116,431		93,598			
Cash Flows Provided by / (Used in) Investing Activities							
Investments in unconsolidated entities		(41,960)		(79,341)			
Distributions from unconsolidated entities		51,585		43,838			
Increase in commercial properties		(1,954)		(2,169)			
Increase in commercial assets held for sale		_		(8,290)			
Change in restricted cash		1,581		(666)			
Dividend income on held-to-maturity investment		17,057		1,422			
Proceeds on commercial assets held for sale		_		37,020			
Increase in loan receivable		(112,000)		_			
Net cash used in investing activities		(85,691)		(8,186)			
Cash Flows Provided by / (Used in) Financing Activities							
Drawings under project-specific and other financings		16,832		21,450			
Repayments under project-specific and other financings		(42,617)		(50,580)			
Repayments on bank indebtedness		(2,232)		(62,325)			
Net contributions from non-controlling interest		3,084		_			
Net cash used in financing activities		(24,933)		(91,455			
Effect of foreign exchange rates on cash and cash equivalents		4,510		(99)			
Change in cash and cash equivalents		10,317		(6,142)			
Cash and cash equivalents at beginning of year		94,187		100,329			
Cash and cash equivalents at end of year	\$	104,504	\$	94,187			
Supplemental Cash Flow Information							
Cash interest paid	\$	108,490	\$	109,230			
Cash taxes paid	\$	38,772	\$	20,656			

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

BROOKFIELD RESIDENTIAL PROPERTIES INC. CONDENSED CONSOLIDATED BALANCE SHEETS

(all dollar amounts are in thousands of U.S. dollars)

			(Unaudited)							
			As	at						
	Note	June 30 2018		[December 31 2017					
Assets										
Land and housing inventory	4	\$	3,093,911	\$	2,998,024					
Investments in unconsolidated entities	5		393,440		312,857					
Commercial properties	6		37,058		37,958					
Held-to-maturity investment	8		300,000		300,000					
Receivables and other assets	9		430,129		413,228					
Restricted cash	10		6,690		3,351					
Cash and cash equivalents			121,192		104,504					
Deferred income tax assets	14		64,373		68,363					
Goodwill	7		16,479		—					
Total assets		\$	4,463,272	\$	4,238,285					
Liabilities and Equity										
Notes payable	11	\$	1,625,044	\$	1,631,584					
Bank indebtedness and other financings	12		229,493		31,407					
Accounts payable and other liabilities	13		575,718		560,821					
Total liabilities		_	2,430,255		2,223,812					
Common Shares – 129,756,910 shares outstanding										
(December 31, 2017 – 129,756,910 shares outstanding)	16		626,594		626,594					
Additional paid-in-capital			367,433		367,433					
Retained earnings			1,114,622		1,063,623					
Non-controlling interest	15		58,028		54,216					
Accumulated other comprehensive loss			(133,660)		(97,393)					
Total equity			2,033,017		2,014,473					
Total liabilities and equity		\$	4,463,272	\$	4,238,285					
Commitments, contingent liabilities and other	19									
Guarantees	20									

BROOKFIELD RESIDENTIAL PROPERTIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(all dollar amounts are in thousands of U.S. dollars, except per share amounts)

					<u>(Unau</u>		,		
		Tł	ree Mor Jun		nded		Six Mont Jun		
	Note		2018		2017		2018		2017
Revenue									
Housing		\$ 5	535,373	\$ 383	3,242	\$	769,055	\$ (689,937
Land			54,209	59	,932		94,974		91,551
Total revenue		Ę	589,582	443	3,174	-	864,029		781,488
Direct Cost of Sales		-							
Housing		(4	431,208)	(315	5,597)	(625,882)	(565,313
Land			(32,212)	(38	3,461)		(56,030)		(53,100
Total direct cost of sales		(4	463,420)	(354	,058)	(681,912)	(618,413
Gross margin			126,162	89	9,116		182,117		163,075
Selling, general and administrative expense			(71,242)	(56	5,223)	(131,025)	(107,229
Interest expense			(9,134)		,347)		(21,112)		(28,910
Equity in earnings from unconsolidated entities			3,447		,203		8,657		2,733
Other income			15,757		5,421		28,623		11,285
Depreciation			(1,073)		(987)		(2,112)		(1,969
Income Before Income Taxes			63,917		5,183		65,148		38,985
Current income tax (expense) / recovery	14		(6,998)		(418)		(8,321)		356
Deferred income tax expense	14		(5,195)	(2	2,771)		(1,728)		(1,863
Net Income			51,724	21	,994		55,099		37,478
Other Comprehensive (Loss) / Income									
Unrealized foreign exchange (loss) / gain on:									
Translation of the net investment in Canadian subsidiaries			(18,609)	27	,248		(44,767)		35,798
Translation of the Canadian dollar denominated debt designated as a hedge of the net investment in									
Canadian subsidiaries			3,475		5,200)		8,500		(6,925
Comprehensive Income		\$	36,590	\$ 44	,042	\$	18,832	\$	66,348
Net Income / (Loss) Attributable To:									
Consolidated		\$	51,724	\$ 21	,994	\$	55,099	\$	37,478
Non-controlling interest	15		1,787		(93)		2,167		(182
Brookfield Residential		\$	49,937	\$ 22	2,087	\$	52,932	\$	37,660
Comprehensive Income / (Loss) Attributable To:									
Consolidated		\$	36,590	\$ 44	,042	\$	18,832	\$	66,348
Non-controlling interest	15		1,787		(93)		2,167		(182
Brookfield Residential		\$	34,803	\$ 44	,135	\$	16,665	\$	66,530
Common Shareholders Earnings Per Share									
Basic	18	\$	0.38	\$	0.17	\$	0.41	\$	0.29
Diluted	18	\$	0.38	\$	0.17	\$	0.41	\$	0.29
Weighted Average Common Shares Outstanding (in thou	isands)								
Basic	18		129,757	129	9,757		129,757		129,757
Diluted	18		129,767	129	9,757		129,767		129,757

BROOKFIELD RESIDENTIAL PROPERTIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

(all dollar amounts are in thousands of U.S. dollars)

		(Unau	ditea	Ŋ
		 Six Months E	nded	June 30
	Note	2018		2017
Common Shares	16			
Opening balance		\$ 626,594	\$	626,594
Ending balance		 626,594		626,594
Additional Paid-in-Capital				
Opening balance		367,433		367,433
Ending balance		 367,433		367,433
Retained Earnings				
Opening balance		1,063,623		897,451
Adjustment due to adoption of ASC Topic 606	2	(1,933)		—
Adjusted opening balance		 1,061,690		897,451
Net income attributable to Brookfield Residential		52,932		37,660
Ending balance		1,114,622		935,111
Accumulated Other Comprehensive Loss				
Opening balance		(97,393)		(150,415)
Other comprehensive (loss) / income		(36,267)		28,870
Ending balance		(133,660)		(121,545)
Total Brookfield Residential Equity		\$ 1,974,989	\$	1,807,593
Non-Controlling Interest	15			
Opening balance		\$ 54,216	\$	43,387
Acquisitions		—		7,587
Net income / (loss) attributable to non-controlling interest		2,167		(182)
Contributions		 1,645		2,863
Ending balance		\$ 58,028	\$	53,655
Total Equity		\$ 2,033,017	\$	1,861,248

BROOKFIELD RESIDENTIAL PROPERTIES INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(all dollar amounts are in thousands of U.S. dollars)

	(Unaudited)						
		Six Months E	nded	June 30			
Cash Flows Provided by / (Used in) Operating Activities		2018		2017			
Net income	. \$	55,099	\$	37,478			
Adjustments to reconcile net income to net cash used in operating activities:							
Undistributed earnings from unconsolidated entities		(7,975)		(2,113)			
Deferred income tax expense		1,728		1,863			
Share-based compensation costs		7,583		5,507			
Depreciation		2,112		1,969			
Amortization of non-cash interest		2,342		1,796			
Dividend income on held-to-maturity investment		(8,460)		(8,456)			
Changes in operating assets and liabilities:							
Increase in receivables and other assets		(48,798)		(34,281)			
Increase in land and housing inventory		(126,207)		(116,367)			
Increase / (decrease) in accounts payable and other liabilities		4,469		(17,238)			
Net cash used in operating activities	. —	(118,107)		(129,842)			
Cash Flows Provided by / (Used in) Investing Activities							
Investments in unconsolidated entities		(74,758)		(16,241)			
Distributions from unconsolidated entities		2,415		868			
Increase in commercial properties		(927)		(1,112)			
Dividend income on held-to-maturity investment		8,460		8,456			
Decrease in loan receivable		1,082					
Net cash used in investing activities	. —	(63,728)		(8,029)			
Cash Flows Provided by / (Used in) Financing Activities							
Drawings under project-specific and other financings		29,577		14,966			
Repayments under project-specific and other financings		(18,567)		(37,570)			
Drawings on bank indebtedness		192,000		100,943			
Net contributions from non-controlling interest		1,645		2,863			
Net cash provided by financing activities	. —	204,655		81,202			
Effect of foreign exchange rates on cash and cash equivalents	. —	(2,793)		2,491			
Change in cash and cash equivalents	. —	20,027		(54,178)			
Cash and cash equivalents at beginning of period		107,855		99,119			
Cash and cash equivalents at end of period	\$	127,882	\$	44,941			
Supplemental Cash Flow Information							
Cash interest paid	. \$	55,192	\$	53,134			
Cash taxes paid	. \$	26,352	\$	31,602			

Acceptance of Conditions

Exhibit 11

Acceptance of Conditions Certification Form

Statement of Qualifications for Developers for West Midway Project (Main Street Neighborhood) 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

Jul Role

NAME OF BUSINESS, TYPED OR PRINTED Brookfield Residential NAME & TITLE Joshua Roden, President Northern California ADDRESS 500 La Gonda Way CITY/STATE/ZIP CODE Danville, CA 94526 PHONE (925) 743-8000

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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 changes or modifications to the ENA are requested.





Catellus is a national leader in	
transformational land development	
with a track record for solving complex	
redevelopment challenges often through	
public / private partnerships.	

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Executive Summary

Catellus has a strong history of successfully navigating complicated *public / private partnerships* transforming our partners' visions into reality.

The West Midway Project presents an opportunity to significantly advance the City of Alameda's redevelopment of Alameda Point into an economically and socially diverse neighborhood. Catellus understands the City's long-term vision for the redevelopment and revitalization of the west end of Alameda and has been an instrumental part turning that vision into reality.

The success of West Midway will depend on thoughtful planning, community engagement, and collaboration with the City and the Supportive Housing at Alameda Point (RESHAP) team to ensure that the needs of the existing residents of the site are met. The project's complexity of environmental conditions, delivery of infrastructure, and phased approach to bringing product to market are all characteristics that Catellus has a breadth of knowledge and depth of experience on which to execute.

With over 30 years of experience, Catellus has a history of tackling complicated public/private partnerships. We have successfully completed mixed-use developments similar in size and larger than the West Midway Project, many with multiple partners or regulatory authorities.

During our 20-year partnership with the City of Alameda on the redevelopment of the Fleet Industrial Supply Center (now Bayport and Alameda Landing), Catellus has invested over \$300 million in infrastructure for Alameda. We established the City's first transportation demand management (TDM) program that alleviates over four thousand single occupancy trips per month through the Webster and Posey tubes. Catellus also brought forth the first fiscally neutral project, using a municipal services district (MSD) to ensure that the City's General Fund is not used to fund municipal services. The Bayport and Alameda Landing MSDs serve as the model for the Alameda Point fiscal neutrality policy.

At Alameda Landing, as well as all other Catellus public/private partnerships, we use internal equity to finance land development. Doing so gives us flexibility to successfully execute a project from conception to completion, and to weather market fluctuations.

The success of West Midway requires a master developer like Catellus. The complexity of the phasing and the upfront infrastructure investment

Corporate Citizenship

Catellus is an exemplary corporate citizen of Alameda and is active with many Alamedabased organizations, including:

- Alameda Boys and Girls Club
- Alameda Point Collaborative
- Alameda Education Foundation
- Alameda Friends of the Parks
- Alameda Chamber of Commerce
- West Alameda Business Association
- Alameda Rotary Club
- Alameda Police Association

Catellus has been instrumental in being proactive to what the community wants and listening to the community."

> - Gerry Tucker Vice President - HR, Austin Community College

will make it difficult for homebuilders and developers using outside capital to secure financing, as there is going to be significant cash outlay before any revenue events occur. Catellus' use of internal capital is the ultimate advantage for a successful public/private partnership at West Midway.

Catellus takes great pride in its accomplishments in Alameda and is heavily invested in the City and its future. No other developer can point to success in Alameda the way Catellus can. Catellus employees feel a personal commitment to the residents of Alameda - we share their aspirations for something great at Alameda Point, and we sincerely believe we are the best partner the City could have at West Midway.

About Catellus

For over 30 years Catellus Development Corporation has transformed thousands of acres of vacant or Catellus recognizes that the success of any underutilized land from former military, government, development depends on the ability to meet the education and manufacturing uses into community physical requirements and social and economic cornerstones. goals of its developments. Often this requires us to navigate challenging issues of public policy Attracting major anchors such as universities, and local political dynamics. Catellus' experience hospitals, museums and legacy institutions, Catellus includes a number of large, complex projects that developments are urban, transit-served and offer involve a variety of product types, tenants, multiple numerous amenities including civic uses, retail, stakeholders, complicated regulatory environments, business centers, parks and trails, hotels, restaurants and challenging construction conditions (hazardous and housing from the affordable to high-end. materials, geotechnical conditions, etc.).

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

Catellus History

In 1984, two railroad powerhouses, Santa Fe Industries and Southern Pacific Company, proposed a merger to form Santa Fe Southern Pacific Corporation "SFP" with the subsidiary Santa Fe Pacific Realty Corporation created to conduct all non-railroad real estate activities. In December 1989, SFP sold a portion of the company and in December 1990 distributed the rest in the form of a stock dividend to its stockholders, becoming an independent, publicly traded company. The company changed its name from Santa Fe Pacific Realty Corporation to Catellus Development Corporation in June 1990.

In 2005, Catellus merged with ProLogis whereby Catellus' industrial assets were added to ProLogis' portfolio. In March 2011, TPG Capital, a global private equity concern currently with over \$70 billion of assets, together with former members of Catellus Development Corporation, repurchased certain non-industrial assets. Today Catellus Development Corporation operates as an independent private company.

Community and Partnerships

We are focused on building community and take pride in creating lasting partnerships with the communities in which we work, committing for the long-term, not just the duration of the project.

Our Role as Master Developer

From coast to coast, Catellus works with cities, universities, governmental entities and other organizations to plan and revitalize land formerly used as military bases, airports and industrial sites. Catellus believes that visions for redevelopment are best achieved through public/private partnerships with a single master developer.

Catellus' success and proven ability to execute master-planned, mixed-use developments is to a great extent based on our experience in customizing our role to best meet the long-term needs of our partners.

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

- Conducting community meetings to gain input and ideas for design and development.
- Replacing dilapidated infrastructure and public facilities at infill sites in preparation for development.
- Identifying "best-in-class" vertical developers for our non-core product types.
- Operating under an "open book" process whereby all of the costs, revenues, fees and profits are transparent to our partners.
- Submitting timely reports on activities and milestones.
- Evaluating development plans continuously to adapt to changing demand or unexpected market conditions.
- Under certain conditions, functioning as a vertical developer, producing high-quality facilities.

 Marketing the developments to ensure that our goals for occupancy are achieved and maintained.

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

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

Our Track Record

Catellus' portfolio of experience includes a number of very large and complex projects that involve a variety of product types and tenants, multiple stakeholders, complicated regulatory environments, and challenging construction conditions (hazardous materials, unstable geotechnical conditions, etc.).

Despite the complexity of many of our projects, Catellus has a record and reputation for getting projects approved and constructed on schedule. In fact, we have achieved very aggressive timetables on some of our most complex projects.

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

Catellus recognizes that the success of any development depends on the ability to meet both the physical requirements and economic goals of its partners.

Catellus acts as the single point of responsibility for all aspects of programming, facilities design, construction and occupancy. Catellus is able to offer our partners the resources necessary to ensure the timely completion of their projects.



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

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

Catellus is excited for the opportunity to work on the West Midway Project with the City of Alameda and our team looks forward to the next step in the selection process.

Caption

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

Project Understanding and Approach

The West Midway Project is essential to the City of Alameda's goals to redevelop and revitalize the west end of Alameda.

Site Development Opportunity

Catellus supports the City of Alameda's long-term vision to redevelop and revitalize of the west end of Alameda. As the first of several planned neighborhoods in the Main Street Specific Plan, it is essential that West Midway Project/RESHAP anchors the future Main Street and seamlessly connects to the Site A's Town Center.

With a set maximum of 291 units allocated to West Midway in the Alameda Point EIR, Catellus' primary focus will be on providing high-quality housing across income levels. This mixed-income plan will achieve goals set forth by the City of Alameda's Housing Element, Alameda Point, and the Main Street Specific Plan.

Supporting retail and commercial space will be thoughtfully included, as the market demands it. With employees increasingly working from home and commuting less, planning for spaces that can be used flexibly is key in this economy.

West Midway's implied average density of 12.75 dwelling units per acre allows for creative land planning that will offer high and low density uses,

consistent with the Specific Plan and will provide opportunities to integrate with the overall grid and address the open spaces planned to the North. There will also be ample opportunities to improve the transit options of the West Midway/RESHAP residents, through both the TDM program and circulation planning of the site.

Catellus' significant investment and 20-year experience in the City of Alameda provides us insight into the challenges of redeveloping West Midway. Catellus understand environmental conditions associated with military base reuse, bay mud, marsh crust, shallow groundwater, building demolition, and sea level rise.

Additionally, Catellus understands complexity and is experienced in simultaneously coordinating several regulatory entities such as the Navy, Regional Water Quality Control Board, and Department of Toxic Substances Control on environmental issues unique to the Navy's activity on the island. Catellus also has extensive experience with the San Francisco Bay Conservation and Development Commission (BCDC) and the Army Corps of Engineers to build improvements in areas under their jurisdiction.

Approach to Meeting City's Goals

Catellus' approach to meeting the City's goals is to align the project's vision with the City's from the start. As a master developer, Catellus can be highly market responsive while delivering projects with big visions and defined goals. In one cohesive process Catellus manages homebuilders, merchant builders, tenants and end users, allowing the City to rely on its expertise in place-making, public/private coordination, community engagement and timely implementation.

The City has created thoughtful planning guidelines for the Main Street Neighborhood to create a vibrant and diverse community. Over the Exclusive Negotiation Agreement period, Catellus,

the consultant team, and the City will create a Development Plan that ensures land use consistency with the Specific Plan. This mix of uses will create a character for West Midway that will be unique and identifiable for years to come. Successful implementation of the West Midway Development Plan will require an immense amount of coordination with the Collaborating Partners. An initial phasing plan has been suggested for West Midway, however, Catellus would take a fresh look at the plan with Collaborating Partners to ensure that the delivery of infrastructure, relocation of existing residents of the site and delivery of new market-rate housing is done in the most efficient, financially responsible way.

The preliminary phased infrastructure budget indicates that roughly 34% of the total infrastructure investment will be spent in Phase 1, which only serves 19% of the developable land being offered to the market rate developer. In preliminary discussions with Mid-Pen Housing, they indicated an openness to phasing flexibility, as the development of their financing plans are highly dependent on the site delivery dates.

Using internal capital and creative implementation of a well-designed plan will be essential to aligning Catellus' and the City's goals to ensure the success of the West Midway Project.

Catellus' financial approach to complex projects such as this is to create a partnership wherein Catellus and the public stakeholder share project profits. Catellus funds the project's development costs and earns a fixed return on its investment when sources of funds from land sales and additional revenue become available. Above the preferred return on Catellus' investment, the City shares in the profits according to a negotiated waterfall structure.

Catellus approaches land sales through a Request for Proposal (RFP) process. The Bay Area's top builders and developers are given the opportunity

- to offer on parcels ready for development after the City and Catellus together determine the desired mix of market-rate, moderate income, and workforce housing, as well as commercial product mix. The RFP process has proven to be successful in many of Catellus' large-scale, mixed-use developments. It is the optimal way to ensure that the land sells at the highest price and for the best use. The benefit of this partnership to the City is complete transparency in project investment and decision making, no financial risk and significant upside to staying involved through the life of the project. This public/private partnership structure has successfully been implemented at Mueller in Austin,
- Texas and at the Arizona State University Novus Innovation Corridor in Tempe, Arizona.

Caption

Sustainable planning and building practices have long been a fundamental component of how Catellus develops. Signage in Alameda Landing explains these sustainable design features to visitors.

Description of Project Team

Catellus dedicates an experienced team to manage all aspects of the development process including expert consultant team members. Catellus Development Corporation has a long track record of focusing on local consultants and developers for the majority of project work, but looking to trusted national and regional consultants and developers when necessary to ensure a best-in-class development is achieved. Catellus staff members will each oversee consultants and contractors for all aspects of development. This allows us to keep a small but very experienced internal team.

The Catellus core leadership has worked together for over 20 years and the Bay Area team has completed over \$2.6 billion in vertical development and \$670 million is infrastructure work since 2000. For the West Midway Project, the point of contact will be Tom Marshall, Executive Vice President.

Ted R. Antenucci serves as President and Chief Executive Officer of Catellus Development Corporation where he oversees all aspects of the company including development, new business and financial wellbeing.

Mr. Antenucci remains very active in his community and holds several leadership positions in professional organizations. He currently serves on the Board of Directors for Iron Mountain Inc. and Hudson Pacific Properties, is a member of Hudson's Audit Committee and Iron Mountain's Audit Committee, and serves on the Board of Trustees for the Children's Hospital Colorado Foundation. Mr. Antenucci has also served as a member of the Board of Directors for ProLogis European Properties.

Mr. Antenucci joined Catellus in 1995. Before he was named CEO in 2011, he served as the Chief Investment Officer of ProLogis and was the President of Catellus Commercial Development Corporation where he was responsible for all development, construction, and acquisition activities. Previously, he was the Executive Vice President of Catellus Commercial Group where he managed all industrial activities throughout the western United States. Mr. Antenucci earned a Bachelor of Arts degree in business economics from the University of California Santa Barbara in 1986. C. William (Bill) Hosler serves as the Chief Financial Officer where he oversees the compilation and maintenance of all corporate financial information, capital markets activities, tax, investor relations, as well as the implementation of all corporate financial strategies.

Mr. Hosler has taken an active advisory role in his community. He chairs the Piedmont Police and Fire Pension Fund as well as the Piedmont Budget and Financial Planning Committee. Mr. Hosler has previously served on the Investment Committee of his former company, Morgan Stanley, where he was the Chief Financial Officer of their Real Estate Funds.

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

Debra Paul, Senior Vice President and Chief Administrative Officer of Catellus Development Corporation, is responsible for the accounting, financial reporting, taxes, IT, administration and human resources functions for the company.

Prior to Catellus, Ms. Paul provided finance and accounting advisory and consulting services with an emphasis in real estate for her own firm. She was also previously the Director of Finance and Accounting for Shorenstein Realty Services. Ms. Paul received a Bachelor of Science in Accounting at California State University – Fresno.

Bay Area Accomplishments since 2000





C. William Hosler



Debra Paul

Senior Vice President and Chief Administrative Officer

billion completed vertical development

\$670 million completed infrastructure



parks & open spaces



Tom Marshall, Executive Vice President of Catellus Development Corporation, is responsible for the acquisition, development and disposition of the company's mixed-use assets throughout the western United States.

Previously, Mr. Marshall served as Managing Director of Catellus Development Group, where he was responsible for all mixed-use development activities during five years of ProLogis ownership. Prior to the Catellus merger with ProLogis, Mr. Marshall was Executive Vice President of Catellus Urban Development Corp., where he was responsible for the acquisition, development and disposition of the company's residential and urban mixed-use assets.

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

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

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

Mr. Whiskeman first joined Catellus in 2001, in an executive role managing entitlements, leasing, design, contract negotiation, and development for Pacific Commons in Fremont, CA and Alameda Landing in Alameda, CA. Mr. Whiskeman also maintained a leadership role in planning the regional retail center for Mueller project in Austin, TX.

In 2005 Mr. Whiskeman joined Westrust Ventures and became their Managing Director of Leasing and Marketing. He led leasing activity and marketing campaigns including five major neighborhood, power/ lifestyle, and mixed-use projects encompassing 1.6 million square feet. Mr. Whiskeman rejoined Catellus in 2008 and works from the Oakland, California office.

Mr. Whiskeman holds a Bachelor of Science degree in regional development from the University of Arizona and is a current member of the International Council of Shopping Centers and the Urban Land Institute. Bill Kennedy has over 22 years of urban redevelopment and construction management experience delivering diverse large portfolio commercial, industrial, mixed-use and public/private infrastructure projects.

Mr. Kennedy served as First Vice President at ProLogis/Catellus Development Group in the San Francisco Bay Area from 2000, where he headed development activities on three of the company's most prominent properties. Notable mixed-use projects include the Pacific Commons commercial and retail center in Fremont, California, the mixed-use Alameda Landing on the former Alameda Naval Air Station Fleet Industrial Supply Center and Mission Bay biotechnology centered mixed-use development in San Francisco. Previously, Mr. Kennedy spent 8 years in Australia working with private developers and as a National Manager for James Hardie Building Systems. His experience covers a wide range of site evaluation and advisory to master planning and entitlement efforts, environmental remediation, geotechnical mitigation, backbone and supporting infrastructure, transportation, vertical mixed-use building construction, off-site facilities, parks, open spaces, and environmental restoration.

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

Lexie Lam, Director of Development at Catellus Development Corporation, is responsible for various valuation, acquisition, disposition and financing activities at the corporate level, as well as project management of local Bay Area developments.

Lexie joined Catellus in 2004 working at Mission Bay in San Francisco and has since been instrumental in the development of the company's California portfolio including Alameda Landing (Alameda, CA) and Pacific Commons (Fremont, CA).

Ms. Lam received a bachelor of arts degree in political science at the University of California Los Angeles and a master's degree in real estate development from the University of Southern California.

Sean Whiskeman

Bill Kennedy

Vice President - Construction

Lexie Lam

Director of Development

Consultant Biographies

Catellus has a proven track record with the project team listed below. These consultants are experts in urban design, landscape architecture, civil engineering, environmental and architecture. Additional consultants will be identified later in the process.

Urban Planning and Landscape Architecture KayVictor

Jason Victor

As Ken Kay Associates evolved into KayVictor in early 2018, it brought forward decades of experience in visioning, planning and the detailed design of mixed-use communities in the Bay Area and beyond. Built on the principles of creating places for people, we continue the legacy of successful, completed model communities and projects rooted in the values of urbanism, ecology and the pedestrian experience. A majority of our work spans the collaborative process of public planning/ entitlement approvals through the implementation of detailed landscape architectural designs. Our work as planners and landscape architects in Alameda spans multiple decades beginning in the 1980's with the ULI award winning Marina Village Master Plan and the incremental development of the Fleet Industrial Supply Center known as Alameda Landing.

Jason Victor, ASLA – Managing Principal – Jason's work as a landscape architect, beginning in 1995, has mirrored the broad array of the firm's focus through planned development zoning and entitlements efforts, public planning and design approvals, public parks and street infrastructure design and all manner of private landscape and site design from corporate campuses to residential communities. Specifically, Jason's work in the Bay Area includes multiple decade master planning and landscape design/implementation of the Cottle Transit Village in San Jose, the Pacific Commons master plan and retail district in Fremont and multiple components of Alameda Landing including master planning, public infrastructure streetscapes, the retail district and the recently approved Alameda Landing Waterfront Park.

Civil Engineer вкғ Daniel Schaefer BKF provides civil engineering, land surveying, and land planning services for government agencies, institutions, developers, architects, contractors, school districts, and corporations. Our markets include healthcare, education, residential, commercial, industrial, corporate, transportation, and public works. We provide a number of specialty services including sustainable design, site accessibility consulting, hydrology/hydraulics, traffic signal design, and 3D laser scanning. BKF's 100+ years of engineering, surveying and planning have produced some of the most recognized projects in California. By combining our years of experience in diverse markets with new, innovative approaches to problem solving, we have grown to our current 13 offices with 450+ experienced staff. This success has compelled ENR California to name BKF as the 2017 Design Firm of the Year! BKF has established a successful, working relationship with Catellus, having partnered on 33 projects together including the Alameda Naval Air Station Fleet Industrial Supply Center & East Housing project, and Alameda Landing. BKF has worked on over 100 projects in Alameda.

Daniel Schaefer, P.E., LEED-AP - Civil Principal in Charge - As a working BKF principal, Dan Schaefer specializes in facilitating sustainable communities. His 30 years of joint public and private experience provide a unique perspective to complex master-planned projects. As the Civil Engineer Principal-in-Charge and Engineer of Record, Dan will direct the civil engineering investigations, infrastructure planning, capacity analyses, and implementation phasing strategies. His work on similar plans extends throughout the Bay Area including various roles with projects at Alameda Naval Air Station, Moffett Field, Treasure Island, Hunter's Point, and Mare Island. His master planning experience also includes public specific area plans San Mateo, San Jose, Menlo Park, Fremont, Newark, Santa Clara, Pleasanton, Hayward, Oakland, Oakley, Richmond, South San Francisco, Napa, and Antioch. He recently served as BKF's PIC for the Alameda Point Site A project and has been involved in 50+ projects in Alameda.

Langan provides geotechnical, environmental, site/civil, and earthquake engineering services in support of land development projects. We bring decades of experience supporting some of the most challenging projects, including commercial, industrial, high-rise and mixed-use buildings, and residential developments. From urban brownfield redevelopment to complex waterfront revitalization and from seismic retrofits for mission critical facilities to major infrastructure initiatives, our services yield measurable value to our clients' projects. Founded in 1970, Langan employs over 1,100 professionals with headquarters in Parsippany, New Jersey and regional offices in California, Pennsylvania, Connecticut, Virginia, West Virginia, Ohio, Texas, Florida, Arizona, New York, and New Jersey as well as international offices in the Middle East, Eastern Europe, Latin America, and the Caribbean.

Langan is listed among the "Top Design Firms" and "Top Green Design Firms" in Engineering News Record (ENR) for the last eight consecutive years and "Top Geotechnical" and "Top Environmental" firms in ENR California. Our projects in California have garnered awards from the American Society of Civil Engineers, Urban Land Institute, California

Environmental

Langan Dorinda Shipman Preservation Foundation, and the US Environmental Protection Agency, among other organizations.

Dorinda Shipman, PG, CHG - Principal/Vice President, Environmental Engineering & Program Management – Ms. Shipman has 30 years of experience as a senior manager and hydrogeologist. Her previous experience managing US Navy base cleanup projects has transformed into directing environmental services at five large military base Superfund site conversions underway in the Bay Area: Hunters Point Shipyard, the Presidio of San Francisco, Treasure Island, Mare Island, and Alameda Naval Air Station. Her expertise encompasses integrating environmental cleanup and mitigation with design and construction for real estate property transfer and redevelopment. Ms. Shipman is adept at using site and regulatory knowledge to develop a strategy that addresses contamination issues and resolves environmental challenges while balancing land use regulations, property constraints, and client requirements. She leads soil and groundwater investigation and cleanup, soil gas and vapor intrusion risk assessments, water supply assessment and dewatering evaluations, provides litigation support, and directs groundwater-flow and fate and transport modeling. She works successfully with the California Department of Toxic Substances Control, Regional Water Quality Control Boards, US Environmental Protection Agency Region 9, and numerous county regulators.

Architecture

Woodley Architecture Group Michael L. Woodley Woodley Architectural Group is an award-winning architectural and planning firm with offices in Santa Ana, California and Littleton, Colorado. Our work is represented throughout the United States and internationally in China, Egypt, France, Mexico, and the United Arab Emirates. Spanning from high-density multi-family, high-density single-family, luxury single-family, and custom homes to active adult communities and recreational buildings, Woodley Architectural Group's innovative solutions have resulted in widespread industry recognition.

Michael L. Woodley, AIA – President - Michael L. Woodley has over 30 years of experience in a wide variety of housing types. His work spans high-density, multi-story to high-end custom homes. Michael's handson approach and interactive design charrette process has established him as a highly successful, innovative architect, sought out by a wide variety of home builders nationally and abroad. He personally leads his design team, which is a key element in the reputation and success of Woodley Architectural Group. His passion, retail approach to housing, and keen sensitivity to project budget has been instrumental in winning widespread industry recognition. A graduate of California Polytechnic State University in San Luis Obispo, California, Michael is registered in California, Colorado, Arizona, Florida, Hawaii, New Mexico, Nevada, and Virginia. He is a member of the AIA, BIA, and NAHB. Michael has been a featured speaker at AIA, NAHB, and PCBC functions. He has also judged major design competitions throughout the United States. Michael's experience, innovative design approach, keen market sensitivity, and contagious passion has inspired the home building industry at large and transformed the landscape of home design. In 2015, Michael was inducted into the California Homebuilding Hall of Fame for lifetime achievement. Earlier, in 2012, he was inducted into the William S. Marvin Hall of Fame for Design Excellence.

Vox Populi is a full-service public relations/public affairs firm founded in 2001. The firm has managed community engagement, media relations, corporate communications, events, crisis management and marketing for clients, including YCS Investments, the Oakland Zoo, Calpine Corporation, Tim Lewis Communities and SaveMart/Lucky Stores and served as strategic advisor to clients, like the Gap, Inc. and eBay.

Becca Perata – Founder - Becca has spent nearly 25 years in communications across a range of industries, including online, telecommunications, children's health and education, land use and the energy sector. She serves as strategic advisor to non-profit organizations, start-ups and large corporations.

Previously, Becca was vice president of corporate communications for Women.com — a top 50 online media company owned by Hearst Media. She also held internal communications positions with SBC/ Pacific Bell, Beyond.com and Sun Microsystems. Becca has worked as media relations director for political campaigns and served as a communications consultant, fundraiser and writer for statewide ballot measures and initiatives. Early in her career, Becca managed both consumer products and technology accounts at Porter-Novelli and at Hill and Knowlton and worked in production at KNBR radio in San Francisco.

Becca received a B.A. in Communications from the University of San Francisco and was named among the top communications professionals by PRWeek. She lives in the East Bay and is a member of the executive board of the Jobs and Housing Coalition in Oakland and a pro bono advisor for Alameda County Meals on Wheels.

Community Relations

Vox Populi Becca Perata

Project Description

Commercial and residential development will follow design guidelines focused on mixing uses and the pedestrian experience.

Residential

Similar to Bayport and Alameda Landing, Catellus will not build the housing units in the West Midway Project. Instead, Catellus will act as master developer and orchestrate a competitive bidding process to solicit the best design ideas and economic proposals from top Bay Area homebuilders.

Prior to that process, Catellus will collaborate with the City to impose development guidelines to strictly control the homebuilders' development program. Those guidelines will include:

- 1. A minimum of 31 deed-restricted moderate rate affordable housing units;
- 2. A minimum of 26 (10% of the market rate units) Workforce Housing units;



- 3. A minimum of 39 (15% of the market rate units) Universally Designed units;
- 4. A maximum of 52 (20% of the market rate units) single family detached units.

The West Midway Project provides a great opportunity to build on the growing commercial core that is emerging at Alameda Point. Catellus Catellus will impose design guidelines to create a sees opportunities for high bay (i.e. 20' floor to residential neighborhood that is reminiscent of the floor) flexible commercial space incorporated into best attributes of Alameda's existing residential stand-alone structures or the ground floor of multineighborhoods, seamlessly integrating West Midway family buildings constructed on the corner of Pan with its neighboring projects. Am Way and West Tower Ave. This corner provides the best possible commercial application given the The guidelines will aspire to replicate the humansynergies of like uses around it and higher traffic scaled, tree-lined, walkable neighborhoods found counts. Commercial can also come in a few other throughout the City. Project edge conditions will forms such as restaurants with quality outdoor bring architecture to a pedestrian scale and feature dining opportunities, coffee and specialty food front entrances and patios. Garages will be loaded shops, specialty fitness, creative office as well as from alleys or motor courts and be de-emphasized beverage production and tasting rooms similar to in the hierarchy of the plan. Almanac Beer, Rock Wall Winery, Faction Brewing and Where possible, mixing of uses within buildings will Hangar 1.

be encouraged to provide the project with vertical articulation along its primary thoroughfares.

Approach to Alameda Point Employee Housing

Catellus understands the City's interest in being able to house a portion of the employees working at Alameda Point in a true "live, work, play" environment. Opportunities to live where you work helps reduce pressure on the City's transportation network which Catellus realizes is a top priority.

In a master developer capacity, Catellus will work with the home builders selected for West Midway to create programs geared towards enticing Alameda Point employees to pursue its housing opportunities.

Catellus envisions pre-sale opportunities where a percentage of units from each release be prioritized for employees for a set period of time and other programs designed to attract Alameda Point employees.

Commercial

Catellus will work closely during the development plan process to maximize the viability and community benefit of the commercial applications within West Midway. Catellus would be the vertical builder for all planned commercial space in the project.

Caption

Catellus is familiar with the West Midway Project site. The site's proximity to Alameda Landing and Bayport, both Catellus developments, means Catellus has extensive knowledge on the location and potential development challenges.

Previous Experience

Catellus' development expereince includes manging complex partnerships, overcoming environmental challenges, installing public infrastructure and creating mixed-use communities.

Catellus Experience

Turning urban infill locations into thriving, mixeduse developments means Catellus developments are connected to existing transportation networks, such as highways, train stations and airports. Connectivity is one of the key components of Catellus developments, and substantial infrastructure is often implemented to create and enhance access to and from Catellus projects.

Brownfield Expertise

A key aspect of Catellus' overall sustainable development program is the work it does at brownfield sites. Brownfield sites are urban industrial properties that typically suffer from soil or groundwater contamination. Environmental remediation is generally required before these sites can be redeveloped.

Working with brownfields requires extensive experience and expertise in environmental regulation, specialty insurance and governmentsponsored incentive programs. Solid working relationships with regulatory agencies and credibility with "old industry" land sellers are also key components of success.

Brownfield expertise can be a major advantage in gaining access to property for new mixed-use projects, especially in land-constrained markets. Brownfield site redevelopment can also deliver real benefits to a community such as restoration of wetlands and wildlife habitats, new jobs, improved tax base and improved property values for the site and surrounding properties.

Catellus has successfully achieved approvals from the San Francisco Bay Regional Water Quality Control Board on Mission Bay, Alameda Landing, and Pacific Commons.

Catellus has also had successful dealings with other regulatory agencies related to environmental cleanup including: US Environmental Protection Agency, Department of Toxic Substances Control, Air Resources Board and many other state, regional and local agencies.

Infrastructure Expertise

Catellus provides infrastructure improvements at most of its developments. Infrastructure comes in many forms: new roads, highway access ramps, railway and bus routes, utilities, storm and sewer systems and even schools, libraries, museums and other public facilities.

For example, in Mission Bay (San Francisco, CA), infrastructure needs included 10,000 linear feet of new roads; 50 acres of parks and open spaces; a fiber optic, open-architecture network of broadband communications for highspeed voice, data, and video communications to residents and businesses; and a new street network, commuter rail, and stormwater and sewer systems.

Top Caption

Construction for a bridge in Mueller (Austin, TX). Catellus developments include major public infrastructure work from new streets and utilities, to parks and open space.

Bottom Caption

Community events, such as the twice weekly Mueller Farmers' Market in Austin, Texas, provide access to fresh, local food and activities surrounding the market add to the live, work, play environment Catellus developments encompass.

For East Bay Bridge and Bridgecourt (Emeryville, CA) improvements included creating new freeway ramps; installing storm drains, sewer, and 20 miles of conduit; installing 10 miles of new wire on new power poles; relocating 3,400 linear feet of railroad track; and building 1.5 miles of California Edison transmission and distribution power lines, and 1.5 miles of hydrogen, nitrogen, and oxygen lines.

And in Mueller (Austin, TX) improvements included creating multi-modal corridors for autos, bus, bicycles, pedestrians, and light rail; and 140 acres of open space connecting greenways and parks.





References

Catellus has several references from public patners, private partners and community leaders and can provide additional references upon request.

Below are references for some of the projects highlighted in Catellus' previous experience.

Alameda Landing / Bayport - Alameda, CA

Debbie Potter

Community Development Director City of Alameda 2263 Santa Clara Alameda, CA 94501 Telephone (510) 747-6899 dpotter@alameda-ca.gov

Ms. Potter has worked on behalf of the City of Alameda with Catellus on Alameda Landing / Bayport since 1998.

Jeff Miller

Chief Professional Officer Alameda Boys & Girls Club, Inc. 1900 Third St, Rear Building P.O. Box 1069 Alameda, CA 94501 Telephone (510) 522-4900 jmiller@alamedabgc.org

The Alameda Boys and Girls Club is a close-by neighbor to Alameda Landing / Bayport. Catellus worked with Mr. Miller to fund the creation of their now thriving teen program.

Mueller - Austin, TX

Pam Hefner, PLA, ASLA, CNU-A

Mueller Redevelopment Project Manager Economic Development Dept. City of Austin, Texas 301 W. Second St., Suite 2030 Austin, Texas 78701 Telephone 512-974-3511 Pam.Hefner@austintexas.org

Ms. Hefner has worked on behalf of the City of Austin as project manager directly with Catellus since the master developer selection for Mueller in 2002.

Jim Walker

Past Chair Robert Mueller Municipal Airport Plan & Implementation Advisory Commission (PIAC) Telephone (512) 499-0526 jhwalker@grandecom.net

Mr. Walker is an active neighbor that has provided input on the Mueller master plan from the community's perspective as a nearby resident and as a member of PIAC and the Austin Neighborhood Council. Catellus has worked with Mr. Walker in community outreach efforts for over 15 years.

Mission Bay - San Francisco, CA

Ms. Amy Neches

TMG Partners Formerly of the City of San Francisco's Redevelopment Agency 100 Bush Street, Suite 2600 San Francisco, CA 94104 Telephone (415) 772-5900 aneches@tmgpartners.com

Ms. Neches worked on behalf of the City of San Francisco's Redevelopment Agency with Catellus on Mission Bay.



Los Angeles Air Force Base - Los Angeles, CA

Mr. Jeff Dritley

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

Mr. Dritley was a former Catellus partner at LA Air Force Base.

Pacific Commons - Fremont, CA

Mr. Bill Harrison Harrison Accounting Group, Inc. Former Mayor, City of Fremont 39355 California Street, Suite 301 Fremont, CA 94538 Telephone (510) 793-4323 bill@hagicpa.com

Mr. Harrison was the former Mayor for the City of Fremont during development of Pacific Commons.

Caption

Santa Fe Depot is a 15-acre, mixed-use development in downtown San Diego. Entitled for a total of 3.3 million square feet of office. residential, retail and hotel space with a hub of San Diego's public transportation system. Santa Fe Place is a completed project.

Alameda Landing Alameda | California



About Alameda Landing

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

Alameda Landing is 213 acres devoted to a mix of uses, including office, retail, residential and a waterfront promenade with 300,000 square feet of retail space anchored by Target and Safeway, 400,000 square feet of office space, 889 units of housing (15% affordable).

The project includes Bayport, a 72-acre Catellus master-planned residential community containing 632 homes, an elementary school and an 11-acre park.

Alameda Landing is a public / private partnership with the City of Alameda, California. Catellus serves as the master developer and vertically developed select parcels.





Alameda Landing's mix of uses include retail, office, residential and a waterfront promenade.

Alameda Landing faced complex entitlements. Catellus worked with a myriad of agencies for Alameda Landing including:

- City of Alameda
- Bay Conservation Development Commission
- Regional Water Quality Control Board •
- Army Corps of Engineers
- Port of Oakland •
- U.S. Navy
- DTSC

Bayport is 100% complete and Alameda Landing is approximately 90% complete with the last phase, the Waterfront, recently receiving entitlements.

For more information visit AlamedaLanding.com.

Top Left Caption Bayport is a 72-acre residential community with 632 homes, an elementary school and 11-acre park.

Bottom Left Caption

The existing wharf will be turned into a 4.5 acre park, with a waterfront promenade in excess of 1200 linear feet.

Right Caption

Alameda Landing includes 300,000 square feet of retail space anchored by Target and Safeway. Several public art structures including creative lighting line pedestrian pathways.

Special Features

With a commitment to reduce its carbon footprint, Catellus designed Alameda Landing to include sustainable efforts such as green space, energyefficient buildings and pedestrian-oriented retail. A series of bio-retention areas within the project filter and clean 100% of all storm water naturally before it returns to the San Francisco Bay. Approximately 90% of demolished materials were recycled and reused, some onsite.

By utilizing sustainable, mixed-use building practices, Alameda Landing allows residents, the public and workers to live within walking distance of their offices and favorite restaurants. Alameda Landing's pedestrian plan also provides easy access to green space, waterfront recreational activities, entertainment and shopping.

One of the project's key goals is to minimize automobile use and energy consumption wherever possible. This challenge resulted in the creation of a Transportation Demand Management program featuring free shuttles to mass transit, a pilot estuary water taxi, a guaranteed ride home program and ride-share parking.

Alameda Landing won the prestigious Phoenix Award for Brownfield Redevelopment in 2013.

"

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



Caption

Aerial view of Alameda Landing and Bayport. Situated along the Oakland estuary, Alameda Landing has views of downtown Oakland and San Francisco Debbie Potter Community Development Director City of Alameda, CA

Financials

Alameda Landing has an overall land development budget of approximately \$120 million and finances infrastructure improvements through a Community Facilities District and Tax Increment Financing.

In 2006, the City and Catellus entered into Development Agreements that allow Catellus to take down land as needed for development.

Construction is funded with Catellus internal equity with public infrastructure work reimbursed through public financing.

Mueller Austin | Texas

About Mueller

Mueller is one of the nation's most notable mixeduse, new urbanist communities located in the heart of Austin, Texas. The 700-acre former municipal airport is being transformed into a sustainable master-planned community. Located three miles from downtown Austin, Mueller is bordered by major roads - Airport Blvd., 51st Street, Manor Road and IH-35.

Mueller is an ongoing public / private partnership between the City of Austin and Catellus Development Corporation. Catellus serves as the master developer of Mueller and has vertically developed select parcels for commercial and retail assets.

Mueller is planned for 6,200 homes (approximately half single-family and half multi-family) 25% of which are included in the Mueller Affordable Homes Program; 4.5 million square feet of commercial space including 750,000 square feet of retail space; and 140 acres of parks and open space.

Already onsite are the University of Texas Health Research Campus, Dell Children's Medical Center Campus, AISD's Performing Arts Center, Seton Family of Hospitals administrative headquarters, AIR Headquarters, H-E-B, The Thinkery, the future Texas Mutual Insurance campus and the Austin Film Studios. Also on site are local, regional and national shops and eateries in three main retail districts including Aldrich Street which features over 95% locally-owned businesses.



Conversations about redeveloping the Robert Mueller Municipal Airport began in the early 1980s with a group called C.A.R.E. (Citizens for Airport Relocation) drawing up a preliminary development plan in 1984. Catellus was selected as Master Developer in 2002 and a Master Development Agreement was signed 2004.

Construction began in 2005 with first tenant and homeowner move ins in 2007. Mueller is currently under construction with approximately 3,700 of the planned 6,200 homes and 2.1 million square feet of the planned 4.5 million square feet completed.

More information on Mueller can be found at www.MuellerAustin.com.

Left Caption

Visitors to the Aldrich Street Grand Opening in Mueller enjoying the public art installation "Umbrellas" along the pedestrian paseo.

Top Right Caption

"SunFlowers - An Electric Garden" is a collection of 15, 18-20-foot diameter "flowers" that collect solar energy during the day lighting themselves and powering nearby lighting.

Bottom Right Caption

Pop-up opportunities like these eatery trucks add amenities to the community with a low barrier to entry into the market.

Financials

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

A special district was created in Mueller through which it can issue tax-exempt municipal bonds. Once development is in place and generating property and sales tax, the district issues bonds secured by those incremental funds. This tax increment financing (TIF) is utilized as an essential tool in funding the development.

Overall, Mueller will increase the tax base by over \$1.3 billion and will construct approximately \$300 million in public improvements including parks, open space, streets and development infrastructure.

Catellus, as master developer, funds all development cost through internal equity and is then reimbursed via land sales proceeds and the TIF for public infrastructure work.





Sustainability by design

Catellus, the City of Austin and engaged citizens have helped establish Mueller as national model for innovative green solutions, while illustrating there is a strong market demand for practical and efficient green neighborhoods. Mueller is a national example for sustainable communities achieving a LEED Gold rating as the largest project in LEED for Neighborhood Designs pilot program.

The design of Mueller combines the principles of Traditional Neighborhood Development and New Urbanism with state-of-the-art practices for green building and sustainable design. A new model of "green urbanism" has emerged with Mueller, promoting sustainability at three levels: Green Community Design, Green Buildings and Green Infrastructure.

Special Features

Additionally reaching some of the social goals such as affordable housing required creative thinking.

To ensure affordability for homeowners, Catellus created a nonprofit, the Mueller Foundation, to share equity in homes providing a subsidy for homeowners.

While this program has evolved, it ensures affordability for not only the first owner of a new home, but also future generation homeowners.

Mueller has also received over 30 awards for architecture, design, sustainability and planning. Some of these awards include:

Congress for the New Urbanism - Charter Award, 2001



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

> Lee Leffinwell Former Mayor of Austin, Texas

- National League of Cities James Howland Award for Municipal Enrichment, 2005
- Envision Central Texas Community Stewardship Award, 2008
- International Economic Development Council -Sustainable and Green Development Award, 2009
- Urban Land Institute Austin Public Impact Award, 2011
- U.S. Department of Housing and Urban Dvlp. (HUD) and the American Planning Assoc (APA) -HUD Secretary's Opportunity and Empowerment Award, 2015
- United States Green Building Council -Greenbuild Leadership Award, 2018

Left Caption

Aerial view of Mueller over Lake Park

Top Right Caption

"Nessy" is one of several public art installations at Mueller. She is placed at the terminus of the Aldrich Street paseo at Lake Park.

Bottom Right Caption

Mueller has over 16 different home styles. Pictured are "garden homes" - zero lot line homes that face narrow courtyards.



Mission Bay San Francisco | California

Right Caption

Mission Bay features mixed-use buildings with groundfloor retail and wide pedestrian walkways.

Left Caption

Mission Bay is a former landfill and rail yard is situated just south of the San Francisco Financial District and adjacent to the Giants' AT&T Park.

About Mission Bay

Catellus served as the Master Developer for Mission Bay and working through a complicated public/ private partnership. The former landfill and rail yard is situated just south of the San Francisco Financial District and adjacent to the Giants' AT&T Park.

Mission Bay is a world-class community featuring 303 acres of waterfront property. At completion, it will include 6,400 residential units (1,900+ affordable) with additional homes targeting special needs households (seniors, formerly homeless, workforce housing); 5 million square feet of commercial space; up to 100,000 square feet of retail space; a 500-room hotel; a public school; a police and fire station; and 50 acres of parks and open space.

The community will be home to an estimated 11,000 residents and 30,000 employees in critical fields such as biotech, healthcare, technology and education.





Mission Bay is home to a 2.65-million-square-foot, 43-acre campus for the University of California, San Francisco (UCSF), UCSF Medical Center and UCSF Benioff Children's Hospital.

In 1998, Catellus won the opportunity to develop Mission Bay. The project was sold at 75% completion and is still under development. For more information, visit Catellus.com.

Special Features

Mission Bay is a Transit Oriented Development (TOD) with an intersection of CalTrain commuter rail (SF station), Muni light rail lines (five stops), BART shuttle services and plans to expand ferry service.

Construction for Mission Bay was funded by Catellus with internal equity and public infrastructure Within the challenges of working in a landwork was reimbursed through public financing. constrained area that was once a brownfield, At completion, Mission Bay will have \$700 million of investment in new public infrastructure Catellus' planed for public access and infrastructure work that included 10,000 linear feet of new roads, improvements to extend the urban street grid 66,700 linear feet of pedestrian friendly wide into an undeveloped area to maintain compact sidewalks, 10,300 linear feet of bike lanes, 19,500 development of mixed-use within 4 blocks of transit linear feet of bike paths, 1,000 new bike racks and 50 stops along with parks leveraged to generate \$9+ billion in new investment from private developers, acres of new open space and parks. The new parks feature recreational sports and boating facilities. users, and institutions.

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

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

Financials

Los Angeles Air Force Base Los Angeles | California

About Los Angeles Air Force Base

Faced with an aging facility and a surplus of land, the United States Air Force conceived a plan to utilize a first-of-a-kind land swap with Catellus to build its new Space and Missile Systems Center. The original military base covered nearly 113 acres, spread out over four parcels of land one mile south of Los Angeles International Airport. The Air Force consolidated its operations to 52 acres of land, making the remaining 61 acres available for development.

Catellus was the Master Developer and vertical developer for the build-to-suit development which included 545,000 square feet of office space for the Space and Missile Systems Center. Construction began in 2004, and the Air Force moved in January 2006.

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

For more information, visit Catellus.com.

Special Features

The project required an act of Congress to permit the property exchange. Once approved, the Air Force and Catellus entered into a complex master development agreement for the innovative build-to-suit project.



Entitlement efforts were completed in nine months and included an EIR/EIS, annexation of land from El Segundo to Hawthorne, the approval of Tentative Maps, Specific Plans and Development Agreements, along with creating a new redevelopment district in Hawthorne and agreements with the County of Los Angeles and the Hawthorne Redevelopment Agency to pledge the incremental property taxes and fulfill a low-to-moderate housing obligation for approximately 180 units.

Built in 2004, the Space and Missile Systems (SAMS) Center was ahead of its time. Built to LEED silver standards, components included:

- Xeroscape landscaping and a native plant palette were used to greatly reduce the water demand
- Dual water system reclaimed water for urinals, toilets and landscaping
- Extensive use of natural daylight to reduce electricity load and provide views from work stations
- Energy efficient light fixtures
- Water efficient plumbing fixtures
- Energy efficient glass

Left Caption

The original military base covered nearly 113 acres, spread out over four parcels of land. One parcel became home to the Space and Missle Systems Center and the other three were entitled, remdiated and sold.

Right Caption

The Space and Missle Systems Center is a 545,000-squarefoot build-to-suit office development achieveing LEED Silver certification.

 Flooring used recycled material content. Raised flooring for under floor electrical, data, and air distribution to allow for greater flexibility in configuring work stations

In addition, Catellus and its partners received the Honor Award in "Facility Design" by the United States Air Force Design Awards Program for excellence in design, sustainability and construction for the SAMS Center in 2008.



Dave Duncan, the USAF Design Awards Program manager explained, "the SAMS Complex is aesthetically pleasing and technically efficient; it incorporates design elements and materials that complement the surrounding buildings and utilizes sustainable technologies and features that reduce energy consumption and maximize workplace comfort. As we continually strive for superior and innovative facility designs, I congratulate Catellus, Kearny and Nadel Architects for their accomplishments at Los Angeles Air Force Base in California."

Financials

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

35

Pacific Commons Fremont | California

About Pacific Commons

Land once slated for a large-scale corporate campus in the Silicon Valley area was re-entitled by Catellus following the dot-com bust.

Today, the 840-acre site includes a 1.1 millionsquare-foot flagship retail center with an additional 70,000 square feet planned and more than 1.1 million square feet of commercial space situated with significant frontage on I-880.

Special Features

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

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

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



Left Caption

Pacific Commons included extensive public art including nine sculptures by world-class artist Aristides Demetrios.

Right Captions

Pacific Commons has approximately 1.18 million square feet of completed power and entertainment retail with 17 major anchors including Target, Costco, HomeGoods, Habitat Burger Grill, and P.F.Changs.

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

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

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

Financials

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



Financial Qualifications

Catellus' strong financial capacity allows us the ultimate flexibility to successfully execute a project from conception to completion.

Catellus Development Corporation is a real estate owner, investor and developer that is privately held and owned by TPG Capital. TPG is a leading global private investment firm founded in 1992 with over \$70 billion of assets under management and offices in San Francisco, Fort Worth, Austin, Dallas, Houston, New York, Beijing, Hong Kong, London, Luxembourg, Melbourne, Moscow, Mumbai, São Paulo, Shanghai, Singapore and Tokyo.

TPG's investment platforms are across a wide range of asset classes including private equity, growth venture, real estate, credit and public equity. TPG aims to build dynamic products and options for its investors while also instituting discipline and operational excellence across the investment strategy and performance of their portfolio.

Since the start of 2014, TPG has raised more than \$18.6 billion for its investment funds and has launched six new products including Pace Holdings, TPG Real Estate Finance Trust (TRT) and TSL Europe. For more information visit www.tpg.com.



Catellus has successfully funded projects using a mix of creative financing. Some examples include:

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

Catellus uses internal equity to fund predevelopment, infrastructure, permitting and development costs.

Using internal equity gives us the ultimate advantage and flexibility to successfully execute a project from conception to completion.

Additional information is enclosed marked "CONFIDENTIAL FINANCIAL INFORMATION". Additionally, financial references are included below to provide more information on Catellus' ability to obtain financial commitments.

Caption

Texas Mutual Insurance is under construction on their new corporate headquarters in Mueller - Austin, TX. The company will bring 700 new employees in October 2018.

on this project, it is very easy to see why they are national leaders in the mixed-use development process."

After partnering with Catellus

 Richard Gergasko President & CEO Texas Mutual Insurance

Mr. Kelvin L. Davis

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

Mr. Frank H. Stumpf

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

Mr. Richard Fried

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





Rules and Conditions

Catellus Development Corporation accepts all rules and conditions specified in this Request for Proposal from the City of Alameda.

Exhibit 11, Acceptance of Conditions Certification *Form*, is completed and included in the following pages. Additionally, all requests for modifications to Exhibit 10, the **Exclusive Negotiation Agreement** (ENA) are included on this form.

Proposed Modifications to the ENA

Catellus does not propose any modifications to the ENA and looks forward to continued discussions with the City of Alameda for the West Midway Project.





Left Caption

Greenway Lofts in Mueller (Austin, TX). Catellus specializes in mixed-use and infill developments and takes pride in creating places where people want to live, work and play. Partnering with only the best homebuilders and developers ensures homes for people from all walks of life from senior housing to luxury communities to workforce housing, Catellus develops communities that attract new residents.

Right Caption

Victoria By The Bay in Hercules, California is a 206-acre mixed-use residential and retail development near San Francisco, California. This pristine community of 800 homes resides on the former site of an abandoned oil refinery closed in 1997. Remediation included extensive cleaning of soil and groundwater. Remediation met strict Regional Water Quality Control Board standards. This site includes 15 acres of open space and parks.

Exhibit 11

Acceptance of Conditions **Certification Form**

Statement of Qualifications for Developers for West Midway Project (Main Street Neighborhood) 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

Ell

NAME OF BUSINESS: Catellus Development Corporation

TYPED OR PRINTED NAME & TITLE: Tom Marshall.Executive Vice President

ADDRESS: 66 Franklin Street, Suite 200

CITY/STATE/ZIP CODE: Oakland, CA. 94607

PHONE: (510) 267-3405

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.

Acceptance of Conditions **Certification Form – Page 2**



Response to Request for Qualifications

Alameda Point West Midway Project

Wednesday, September 19, 2018

Response to Request for Qualifications

Alameda Point West Midway Project

Wednesday, September 19, 2018





Jamestown's Track Record of Strong Partnerships with Local Governments

"It takes entrepreneurial vision to create entrepreneurial opportunity, and that is exactly what this plan aims to deliver. This creative initiative brings together a strategic array of resources that aims to create thousands of new jobs for the people of Brooklyn, while reinforcing New York City's status as the world's headquarters for innovation."

> - Charles Schumer, US Senator

"Ponce City Market is both a symbol and a driver of the revitalization of the Old Fourth Ward and its surrounding neighborhoods and it has been an exemplary partner in our efforts to bring new jobs to Atlanta."

> - Mayor Kasim Reed, Mayor of Atlanta

"The IDB is an incredible piece of urban infrastructure and it's the centerpiece for what is becoming a new district of making and innovation in the City."

> – Lee Moreau, Principal of Continuum

"Jamestown has proved to be a very good partner and an integral part of the community here. I don't think the community as a whole realizes everything that they've done."

> **– Lee Compton,** Co-Chair of the Chelsea Land Use Committee of Community Board 4



Jamestown L.P. Chelsea Market 75 9th Avenue 5th Floor New York, NY, 10011

City of Alameda 2263 Santa Clara Avenue Alameda, CA 94501

Dear Michelle Giles,

Jamestown is pleased to submit the enclosed response to the City's Request for Qualifications for the West Midway Site. Jamestown has a proven track record of partnerships with local governments that have led to long term economic growth, strengthened communities, and improvements to infrastructure. As owners of the Alameda South Shore Center for the past 7 years we have observed the growing energy and infrastructure investment at The Point and would welcome the opportunity to partner with the City on the other side of the Island on this unique neighborhood development. Jamestown has the imagination, expertise, resources, and relationships needed to successfully finance, construct, lease, and operate the commercial aspect of this project.

We understand the importance of the West Midway site in linking the surrounding neighborhoods and establishing a uniquely Alamedan mixed-used neighborhood. Jamestown has a strong track record of supporting new markets and authentic place-making. We have made large investments in buildings and neighborhoods – like Chelsea Market in New York City, the Innovation and Design Building in Boston, and Ponce City Market in Atlanta – where our expertise and stewardship have contributed significantly to new districts that have matured to attract additional investment and foster organic urban vibrancy. Development of West Midway is an opportunity to make a lasting impact on jobs up and down the educational spectrum and strengthen the City's tax base; Jamestown is committed to bringing our local knowledge and company-wide expertise to ensure the project's successful execution.

Best regards,

Michael Phillips President, Jamestown LP



12121 Wilshire Boulevard, Suite 720 Los Angeles, CA 90025

September 18, 2018

Michelle Giles Redevelopment Project Manager City of Alameda 2262 Santa Clara Avenue, Room 130 Alameda, CA 94501

Dear Ms. Giles,

Cypress Equity Investments (CEI) is pleased to submit our qualifications for the Midway West Project. We deeply believe in the future of Alameda and would love to have the privilege to work with your team to help continue to shape this unique and beautiful community.

Our company has strong roots in Alameda. CEI joined Alameda Point Partners in September 2017 and played a crucial role in facilitating the Site A closing only 6 months later. We are currently leading the development of Block 9, co-developing Block 11 with TCR and also working on the other commercial parcels in both Phases II and III, as well as other buildings at the Point.

We are confident that our complimentary experience, shared values and the deep financial resources of CEI and Jamestown will ensure a successful partnership, and a strong working relationship with the City of Alameda. Our team also includes a collaborative group of design firms: BAR Architects, PYATOK architecture + urban design, GROUNDWORKS Office and BKF Engineers, all of whom are working closely with CEI and the City on the current Site A projects.

This is an exciting time for Alameda Point. There is strong economic growth at the Point, building upon the success of the Landing. Our Site A infrastructure work is actively under construction including the new ferry terminal that is moving forward, bringing Alameda Point to the forefront of Bay Area development projects. The West Midway project is a tremendous opportunity to leverage this momentum to pursue an innovative vision for the Main Street neighborhood.

We are looking forward to discussing our vision for West Midway in more depth with you and your colleagues. If you have any questions regarding our qualifications or preliminary project description, please contact us directly.

Sincerely,

Michael Sorochinsky CEO, Cypress Equity Investments



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EXECUTIVE SUMMARY

Jamestown and Cypress Equity Investments (CEI), together with our design team—BAR Architects, PYATOK architecture + urban design, GROUNDWORKS Office and BKF Engineers would be honored to deepen our relationships with the City and community of Alameda. Our approach to West Midway is grounded in four key principles:

1. A Strong Balance between Job Creation and Residential Development

We understand the City's goal to drive job creation and we share the vision to bring jobs to the Island while providing a variety of housing that supports diversity. We have proposed significant commercial square footage, including assisted living and live-work units. We also believe that in order to mitigate traffic to the site and create an active, lively community both day and night, it is critical to provide a significant residential component. Weaving these elements together will also create a broad financial foundation and a sustainable neighborhood that reflects the City's long term vision.

2. Financial Commitment

Jamestown and CEI have the financial strength that comes from successfully developing, owning and managing large scale Class A properties around the country. Both companies have a proven track record of funding for complex and large-scale development projects. We understand the realities of financing and execution of master infrastructure development, and the particular challenges associated with Alameda Point. From our investments at Alameda South Shore Center and the Town Center in Site A, we are confident in our understanding of the local market. Alameda Point is a long-term strategic investment for both Jamestown and CEI, and our proposal will be grounded in a rigorous and realistic financial analysis.

3. Creativity in Programming & Design

Based on our local experience with design and programming, Jamestown and CEI will provide the leadership necessary to create an innovative neighborhood identity through building design, marketing, public relations and events, with an emphasis on collaboration with local community organizations. Our design team led by BAR and PYATOK will draw on mixed-use planning experience from around the Bay Area to shape a physical setting that weaves together proposed uses to create a distinct sense of place for this critical first element of the Main Street neighborhood.

4. Collaboration and Team Building

Jamestown and CEI understand that the most successful projects emerge from diligent collaboration with local communities, business groups and city agencies, as demonstrated by our work in Alameda. For the West Midway project we will lead an engagement process tailored to the Alameda community, while working closely with the City, community and the Collaborating Partners to ensure the success of the development. As the project evolves, we will diversify our team to ensure that we have the expertise, capacity and creativity required to maximize this opportunity for all.



PROJECT UNDERSTANDING AND APPROACH

Alameda Point is a compelling place to live and work because it is a collection of neighborhoods that while distinct, are contextually interconnected to create a unified sense of identity and place. West Midway is a critical nexus within this larger vision and will be instrumental in linking the Town Center, the Landing, the Adaptive Reuse District, the Historic District, the Collaborating Partners site and the larger Main Street Neighborhood. By bringing together elements of all the surrounding neighborhoods, West Midway will reflect the complex and authentic neighborhood organization that underlies the vision for the larger Alameda Point.

Our approach to job creation is building a distinctive mixed use district within the larger Alameda Point community that is attractive to both mature and emerging industries, makers and retailers. This means a place with a mix of commercial spaces, from compact incubator space to larger floor plates, integrated in an organic and practical way with live-work, assisted living, community serving retail and other amenities to shape a cohesive, walkable neighborhood that has richness and sophistication. It is a challenging goal; success will require evolving the program in close collaboration with the City and community. It will also require active long term management to ensure that the campus and leasing strategies can continue to adapt to a rapidly evolving Bay Area economy.

Our approach to housing is to provide a range of types that expand the options for Alameda residents, including affordable and work force housing, while ensuring the financial feasibility of the project. We will look closely at the current market and long term trends for housing needs, and will select housing types best suited to integrate with the commercial opportunities.

Achieving these goals will require an urban design framework that is strong, but also has inherent flexibility. Our team will explore how thoughtful organization of public space, circulation and infrastructure can create a successful setting for this vibrant, evolving mixed-use district. This visioning will be done in collaboration with the City and the Collaborating Partners, ensuring that the RESHAP project is an integrated element of the larger vision for the West Midway area.



PROJECT TEAM

We have assembled a team with local experience as well as national reach. We have deep experience in financing, designing, developing, leasing, and operating, and a proven track record of successful execution of similarly scaled projects. Jamestown & CEI will enter into a joint venture agreement to collaborate on the development, financing, construction, and asset management of the project.

Jamestown brings to the West Midway project a breadth of national experience in owning, enhancing and managing Class A mixed-use and commercial properties, including the 47-acre Alameda South Shore Center.

Jamestown was established in 1983 as an investment and management company focused on income-producing real estate in the United States. Over the last 35 years, Jamestown has expanded into a national, vertically integrated real estate operator with approximately \$10.3 billion of assets under management as of June 30, 2018.

Jamestown has an established record of working with public agencies. The team members have directly applicable project experience in Alameda, Berkeley, San Francisco, Atlanta, New York City, and Boston. The Jamestown team prides itself on cultivating a sense of place in the communities where it works and frequently partners with the public sector to achieve placemaking goals.

CEI has experience in developing, financing and constructing Class A properties around the country, particularly in core plus markets such as Bay Area. CEI joined the Site A partnership in September 2017 and was instrumental in completing the land closing in March 2018. CEI is the lead developer for Block 9 and a 50% partner for Block 11. Through the process, the CEI team has developed effective working relationships with city staff at many levels. Since its founding in 2001, CEI has purchased, developed and invested in over 120 projects with a total of over 11,900 multifamily units as well as select office and retail projects, amounting to over \$5 billion of value. They have leveraged their experience to develop programmatic relationships with investors, lenders, development partners, buyers, and contractors. CEI's success is centered on its commitment to basic principles of honesty, integrity, collaboration, rigorous financial underwriting and solid execution.



DESIGN TEAM

The core design team members all have experience at Alameda Point as well as current working relationships with the development team partners.

BAR Architects worked closely with the planning department, Design Review Sub-Committee, Historic Review Board, Planning Commission and City Council to obtain entitlements for the revised 68-acre Site A Master Plan as well as the design for Block 11 and has collobrated with Jamestown at the Alameda South Shore Center. **PYATOK** is collaborating with CEI and the City on the mixed use development on Block 9. **GROUNDWORKS Office** is collaborating with the City of Alameda on the SeaPlane Lagoon Ferry Terminal and has worked with Jamestown at the Alameda South Shore Center and Waterfront Plaza. **BKF Engineers** is the master civil engineer for Site A and the Town Center.

This core group will collaborate on the revisioning of this first element of the Main Street neighborhood, leading to the creation of an urban design and master plan that is both innovative and contextually appropriate. Once the master plan framework is in place, BAR will take the lead on the design of the commercial and PYATOK will take the lead on the mixed-use residential and senior housing projects. Groundworks will lead the landscape design for the streetscape and public spaces. BKF, master civil engineers for Site A, will design infrastructure to ensure a fully integrated transition from Site A to West Midway and the continuity of Alameda Point. As the project develops, the design team will be expanded as appropriate to ensure diversity in the design of the architecture and open space.

Please refer to Section 5 for a summary of the team members' project experience.

CONTACTS

Jamestown, L.P.

Remy Monteko Vice President 1700 Montgomery Street, Suite 110 San Francisco, CA 94111 (415) 813-6785 Remy.Monteko@JamestownLP.com

Cypress Equity Investments, LLC

Shuchi Hsu, AIA, LEED AP Senior Vice President of Development 12121 Wilshire Blvd. Suite 720 Los Angeles, CA 90025 (310) 500-9578 | shuchi@cypressequity.com

BAR Architects

David Israel, AIA, LEED AP Principal 901 Battery Street, Suite 300 San Francisco, CA 94111 (415) 293-5700 | disrael@bararch.com

PYATOK architecture + urban design

Peter Waller, AIA Principal 1611 Telegraph Ave, Suite 200 Oakland, CA 94612 (510) 465-7010 | pwaller@pyatok.com

GROUNDWORKS Office

Brennan Cox Principal 1804 5th Street Berkeley, CA 94710 (510) 833-2111 brennan@groundworkoffice.com

BKF Engineers

Daniel Schaefer, PE, LEED AP Principal / Vice President 1646 N. California Blvd, Suite 400 Walnut Creek, CA 94596 (925) 940-2224 | dschaefer@bkf.com





3. Project Team | Jamestown =



WORK EXPERIENCE Jamestown, L.P. President 2008 – Present TuckerMott Companies

Owner 1992 – Present

MICHAEL PHILLIPS

President

Michael Phillips is the President of Jamestown. Phillips is a driving force behind several nationally recognized adaptive reuse developments, including Chelsea Market in New York, Industry City in Brooklyn, Ghirardelli Square in San Francisco, and Ponce City Market in Atlanta. He is nationally recognized for his creative leadership and his ability to build distinctive urban communities. Phillips is the Vice-Chairman for the James Beard Foundation, and sits on the Boards of Friends of the High Line and the Real Estate Board of New York. He attended the American University in London. With over 20 years of experience, his skills include:

- Experience as a placemaker creating new urban communities
- Adaptive reuse development
- Strategic leasing expertise
- Public relations direction
- An understanding of the interaction between community needs and real estate development

REFERENCES

Robert Hammond | Co-Founder & Executive Director with Friends of the High Line (212) 206-9922, robert@thehighline.org

Tom Glynn | Chief Executive Officer with Massport tglynn@massport.com

Mario Palumbo | Partner with Millennium Partners (212) 875-4930, mpalumbo@millenniumptrs.com

3. Project Team | Jamestown =



EDUCATION

Harvard Business School Master of Business Administration 2007

University of Pennsylvania Bachelor of Arts and Bachelor of Science 2000

WORK EXPERIENCE

Jamestown, L.P. Vice President, Asset Management May 2014 – Present

Wilson Meany, LLC Project Manager 2007 – 2014

Community Housing Developers Project Manager 2003 – 2005

Catellus Development Corporation Analyst 2001 – 2003

JOSH CALLAHAN

Senior Vice President, Asset Management

Josh Callahan is a Senior Vice President of Asset Management at Jamestown. Since joining the company in 2014, he has played an integral role in developing a strong Jamestown presence on the West Coast. Prior to joining Jamestown, Mr. Callahan was a Project Manager at Wilson Meany LLC, where he worked on notable redevelopment projects including 140 New Montgomery, and the re-use of Naval Station Treasure Island. Prior to Wilson Meany, he held development and finance roles with Community Housing Developers, a non-profit provider of low-income housing, and Catellus Development Corporation. Mr. Callahan is a volunteer board member for the SF Market, San Francisco's only wholesale produce market. He received a Bachelor of Arts and Bachelor of Science from the Huntsman Program at the University of Pennsylvania, and a Master of Business Administration from Harvard Business School.

REFERENCES

Andrew Wolfram | Principal with TEF (415) 901-4912, and rew@tefarch.com

Brian Jencek | Director of Planning with HOK (415) 356-8611, brian.jencek@hok.com

Seth Bland | Vice President of Development with Federal Realty (415) 531-0047, sbland@federalrealty.com

3. Project Team | Jamestown =



EDUCATION

University of California, Los Angeles Anderson School of Management Master of Business Administration 2013

University of California, Los Angeles Luskin School of Public Affairs, Master of Urban Planning 2013

Barnard College, Columbia University Bachelor of Arts in Urban Studies 2007

WORK EXPERIENCE

Jamestown, L.P. Vice President, Asset Management July 2015 – Present

HR&A Advisors, Inc. Senior Analyst/Director 2013 – 2015

The Halcrow Group Sustainable Infrastructure Consultant 2008 – 2010

The Metropolitan Waterfront Alliance Programs Associate 2007 – 2008

The Trust for Public Land Playground Program Intern May 2007 – August 2007

REMY MONTEKO

Vice President, Asset Management

Remy Monteko serves as an asset manager for Jamestown's California portfolio. She manages three waterfront assets: Waterfront Plaza in San Francisco, Larkspur Landing in Larkspur and South Shore Center in Alameda — totaling approximately one million square feet. Monteko serves on the Mayor's Economic Development Advisory Panel for the City of Alameda.

Prior to joining Jamestown, Monteko was a Director in the Los Angeles office of HR&A Advisors, a real estate and economic development consulting firm, where she provided urban solutions to developers and cities nationwide by utilizing finance and planning to balance placemaking goals with financial considerations. She led multidisciplinary teams, including HR&A analysts, legal counsel, architects, landscape architects, engineers, traffic and parking consultants, and cultural planners. Monteko received a B.A. in Urban Studies from Barnard College at Columbia University and a Master's in Urban Planning and an MBA from the University of California at Los Angeles.

REFERENCES

John Alschuler | Chairman of HR&A Advisors and Emeritus Chair of the Friends of the High Line (212) 977-5597, jalschuler@hraadvisors.com

Lois RP Butler | Economic Development Manager, City of Alameda, Community Development Department (510) 747-6894, lbutler@alamedaca.gov

Dan Hodapp | Senior Waterfront Planner, Port of San Francisco (415) 274-0400, dan.hodapp@sfport.com



3. Project Team | CEI 😑



Michael Sorochinsky FOUNDER & CEO

As Founder and Chief Executive Officer, Michael Sorochinsky is the visionary of CEI and the driving force behind the company's \$3.5 Billion real estate portfolio. Michael's investment strategies, business philosophy, and transaction execution diligence has brought about substantial annualized returns to equity.

Prior to 2001, Michael practiced law at two international law firms — Perkins Coie and Milbank Tweed — representing creditors in distressed real estate debt and equity reorganizations. Michael's background gives him a unique perspective into real estate finance and cycles. Michael was also heavily involved in restructuring debt and equity relationships for clients, and repositioning distressed projects across both commercial and residential asset classes.

Michael received his JD from the UCLA School of Law and is a member in good standing of the California Bar Association.



Alla Sorochinsky

MANAGING DIRECTOR & CFO

As Managing Director and Chief Financial Officer of CEI, Alla Sorochinsky oversees the execution of the CEI vision. Heading finance, asset management and development, she ensures that CEI functions at the highest level of efficiency, integrity and quality.

Between 2001 — 2010 Alla managed the company's 3,500 unit value-add portfolio, adding significant value through renovation, financing strategies and top notch asset management. When the company shifted its focus to ground up Class A development, Alla became instrumental in creating an asset management platform for new development assets.

Previously, Alla was the financial controller of several publicly traded technology companies. She graduated from UCLA with a degree in International Economics and received a Master's degree from USC. Upon graduation Alla joined BDO Seidman LLP where she received her CPA license.

REFERENCES

For CEI's consolidated references, please refer to page 74 in Section 5.

3. Project Team | CEI =



Bruce Fairty

C00

Bruce Fairty joined CEI as Chief Operating Officer with 35 years of multifamily real estate development and investment background as a principal. Immediately prior to joining CEI, Bruce was a developer in the San Francisco Bay Area, first as a partner with the Castle Group Company and then as a partner with Thompson-Dorfman Partners.

Prior to moving to San Francisco, Bruce was a developer in Florida and founded Heritage Development Company in 1996 in partnership with Chicago's Pritzker family where he oversaw all aspects of the development process for over 5,600 units. Between 1990-1995, he acquired over 6,000 REO and distressed debt units as Co-founder of Bailey Capital Company in partnership with the Whitehall Fund and Apollo Real Estate Advisors.

Previously, Bruce was CFO of Trammell Crow Residential's Central Florida Division and later Area Partner, responsible for overseeing the development of 8,500 multifamily units across four regional divisions. Bruce received his undergraduate degree from Drew University and MBA from Rutgers University.



Min Zavarella

SENIOR VICE PRESIDENT OF CONSTRUCTION

Min Zavarella is Senior Vice President of Construction for Cypress Equity Investments, and brings over 40 years of experience in various sectors of the construction industry including nuclear, petrochemical, water treatment, commercial, hospitality, entertainment, and residential. In his role at CEI, Min is responsible for the oversight and management of all projects during the preconstruction and construction phase; developing and nurturing contractor relationships; exceeding expectations throughout the construction process; and achievement of ownership financial goals.

Previously, Min served as Vice President and COO of Suffolk Construction's Los Angeles division, where he managed considerable growth of field and ops support staff as well as project pipeline from 2014 to 2017. In addition to his many years in operations, as a former Director of Preconstruction for Bernards Construction, Min also offers valuable project preplanning expertise.

Min is a graduate of the College of Steubenville and received his Bachelor of Science in Accounting and Business Management and his Bachelor of Arts in English. He is also a LEED® Accredited Professional (AP).



Shuchi Hsu, AIA, LEED AP SENIOR VICE PRESIDENT OF DEVELOPMENT

As Senior Vice President of Development, Shuchi Hsu oversees development efforts at CEI. Previously as a principal at Killefer Flammang Architects in Santa Monica and a licensed architect and LEEP AP, she advised real estate developers on entitlement, best and highest use of land and manged team and projects from due diligence to the end of construction.

Shuchi founded Workshop Levitas, a non-profit public art group. She has published work in *The Los Angeles Times* and *Architectural Record* among others.

Shuchi received an MBA in Finance and Global Management from the UCLA Anderson School of Management and a Master of Architecture degree from Southern California Institute of Architecture.



Adrian Berger VICE PRESIDENT OF ACQUISITIONS

As Vice President of Acquisitions, Adrian is responsible for sourcing, analyzing, due diligence and negotiating new investment opportunities including real estate acquisitions and equity co-investment. Adrian also fosters and grows CEI's network of lenders, equity partners and brokers.

In Los Angeles, Adrian is focused on the acquisition of land for development, multifamily value-add, retail/office for repositioning; and equity co-investment with local sponsors. Nationally, Adrian is responsible for identifying and qualifying sponsors who require co-investment capital.

Adrian brings 15+ years of business development experience. From 2010 to 2015, Adrian grew a successful real estate brokerage business in New York City focused on investment sales and retail leasing. Prior to moving to the United States, Adrian lead strategic sales and business development in Hong Kong, Singapore and Australia. Adrian is originally from Sydney, Australia and completed his MBA at the Macquarie Graduate School of Management in Sydney in 2004. He also has an Advanced Diploma in Telecommunications Engineering from the Lidcombe College of TAFE in Sydney.

Design Team Resumes



1 Henry Adams Street, San Francisco, CA | BAR Architects

Firm Profile

BAR Architects creates meaningful and engaging environments that enhance their context and are costeffective. An 85-person architectural, interior design and planning firm, we approach each project as an opportunity to develop a compelling solution that exceeds our clients' expectations. With offices in San Francisco and Los Angeles, we bring proven expertise designing diverse commissions located throughout the U.S. and internationally. Specializations include:

Multifamily & Mixed-Use: Having specialized in planning and design of residential and mixed-use communities for over five decades, our residential work ranges from affordable, market-rate to luxury, and includes apartments, townhouses, lofts, condominiums and senior housing. Many of our projects seamlessly integrate housing with a variety of commercial components – office, retail, hotels and entertainment.

Commercial/Retail: BAR has designed new and renovated office complexes – including interior renovations and free-standing buildings – as well as comprehensive corporate campuses. From coast to coast, we have designed new and renovated retail and lifestyle centers; created flagship stores, prototypes, specialty boutique environments and branding. Our recent renovation and addition to Stanford Center has garnered great reviews, and the opening of the new Lifestyle Center at Bishop Ranch, designed in collaboration with RPBW, will soon be here.

Hospitality & Wineries: Our hotel, resort and serviced residence commissions range from 80 to 600 keys; including Yotel Hotel, West Elm Hotel & Robert Redford's Sundance Institute. Having designed 50 wineries, clubhouses and restaurants, our environments are enjoyed by many.

Throughout all our project types, BAR's commitment to the highest standards of design, environmental sensitivity, collaboration & client service is key to our success. We have collaborated with architects, design firms and multiple clients in a variety of ways to ensure the best design is realized and will stand the test of time.



Sustainability & More Signatories to the 2030 Commitment to create net zero buildings, sustainable design practices are an integral part of BAR's design process. A certified Green Business, we have designed buildings to all levels of LEED certification including LEED Platinum, as well as GreenPoint rated and Build It Green certified buildings.

Our passion for design also extends beyond our specific projects to the broader profession and community. BAR assists in neighborhood revitalization, is active in USGBC and AIA's Committee on the Environment (COTE). We work with university faculty to teach classes and provide classroom critiques. Fully committed to the AIA's Public Architecture 1+ Program, we provide pro bono services and/or volunteer for numerous non-profits, including Habitat for Humanity, BuildOn, Haiti Partners and Blue Bear School of Music.

Our belief in design quality, and a collaborative and client-centered process, has led to BAR receiving over 190 design awards. Many of our projects have been featured in Urban Land, MHN, Architectural Record and numerous other publications and books as case studies representing innovative, cost-efficient and best practices. Although we appreciate the recognition, above all else, we believe the most important measure of our success is the satisfaction of our clients and the inhabitants of our buildings. We're in it for the long term.



David Israel, AIA, LEED AP

BAR architects

PRINCIPAL ROLE: PRINCIPAL-IN-CHARGE

PROFILE

A principal with BAR Architects, David Israel, AIA, LEED AP joined BAR in 1987 and has over 40 years of experience designing highly regarded commercial, office and corporate environments as well as mixed-use and residential communities, hospitality and recreational centers. Throughout his career he has successfully worked with a variety of developers, corporate, retail and public clients, along with community groups and project stakeholders, to ensure the goals of the client as well as the broader community are appropriately reflected.

A LEED Accredited Professional, David's work incorporates sustainable initiatives on a variety of levels. He has worked on several LEED certified projects including Phase 2 of San Rafael Corporate Center (LEED Gold); Levi Strauss Corporate Headquarter Interiors (Registered LEED Gold); and 38 Dolores (LEED Gold) in San Francisco.

An award-winning architect, David lends his expertise to the Technical Advisory Panel (TAP) for San Francisco Chapter of the Urban Land Institute (ULI) and recently served on the AIACC Board of Directors. He has served on the Housing Committee for San Francisco Planning and Urban Research Association (SPUR), is an active member of the Urban Development/Mixed Use Council for ULI, SFHAC and involved with non-profits including the City of Hope.

EDUCATION

Bachelor of Architecture, University of Oregon, 1975

LICENSES & ACCREDITATIONS

Architect: CA, AZ, CO, NV, WA NCARB LEED Accredited Professional

PROFESSIONAL ORGANIZATIONS

Urban Land Institute, Member, Urban Development/ Mixed-Use Council AIA California Council: Past Board Member; Advocating for Energy, Water, and Resource Efficient Design Committee Member San Francisco AIA, Past Board Member American Institute of Architects, Member SPUR, Member Planning Commissioner, City of San Anselmo, Chair (prev.)



COMMERCIAL EXPERIENCE

Tech Campus at Alameda Point, Alameda, CA – City of Alameda Concept design for adaptive reuse of Bachelor Enlisted Quarters into a world-class high tech campus.

San Rafael Corporate Center, Seagate Properties, Inc. – San Rafael, CA Planning and design of five-building office campus and conference center.

Sun Microsystems Campus, Sun Microsystems – Menlo Park, CA 56.9 acre campus of 1,000,000 sf state-of-theart office and common space including fitness center, café and multi-use space.

Levi Strauss & Co. Office Renovation – San Francisco, CA Renovation of existing 343,480 sf office building, including cafeteria, conference center, retail store and building services.

Station 1300, Menlo Park, CA – Greenheart Land Co. Transit-oriented development with 200,000 sf Class A office, 20,000 sf retail, 183 units, pool and parking.

Laurel Heights 3333CaISF, San Francisco, CA – Prado/ SKS Ongoing master planning and concept design with 50,000 gsf commercial, 49,300 gsf retail and 162,600 gsf residential.

Park Place, Maguire Properties – Irvine, CA Master plan to revitalize office park to mixed-use with office, retail, entertainment, hotel and residential.

Newhall Ranch Master Plan, Valencia, CA – Newhall Land Master planning evaluation of three project core locations with office, retail, residential and recreation.

Garden Court Office Building, Monahan Parker – San Rafael, CA 66,000 gsf office and retail building.

CSU Chico, Student Services Offices – Chico, CA 115,000 gsf office building with assembly space and learning center. Design to achieve LEED Gold.

David Israel, AIA, LEED AP

PRINCIPAL ROLE: PRINCIPAL-IN-CHARGE

ADDITIONAL MIXED-USE / MASTER PLANNING EXPERIENCE

Alameda Point Master Plan – Alameda Point Partners, ThompsonlDorfman, SRM Ernst, Eden Housing & Madison Marquette 68-acre mixed-use master plan with commercial, retail, housing, public parks and parking.

Alameda Point Parcel 11, Alameda, CA – Alameda Point Partners, ThompsonlDorfman, SRM Ernst & Madison Marquette Mixed-use development with 220 luxury units, retail, restaurants, bike storage, pool, roof deck and parking.

Warehouse 48, Alameda, CA – Tim Lewis Communities Adaptive re-use of historic landmark building for mixeduse development with 372 units, 9,200 sf retail, and 499 car and 445 bike parking spaces.

Brooklyn Basin Parcel B, Oakland, CA – Signature Development Group Design of 241-unit multifamily housing project currently in Schematic Design.

West Elm Hotel & Residences, Oakland, CA – Signature Development New building incorporated into historic structure to create a mixed-use development with 160-key hotel, 70 residences, retail, restaurant and bar/lounge.

Brooklyn Basin Parcel G, Oakland, CA – Signature Development Group Concept Design of multifamily housing project.

38 Dolores, San Francisco, CA – The Prado Group Mixed-use infill complex with 81 units and 30,000 sf grocery store. Certified LEED Gold.

901 16th Street, San Francisco, CA – The Prado Group Mixed-use urban infill development in conceptual design, with 260 residential units, retail and parking.

777 Mariposa, San Francisco, CA Concept design of urban mixed-use project with 95,800 sf residential, 13,500 sf retail and 63,500 sf parking.

Dublin Station, Dublin, CA – UDR, Inc. Transit-oriented development with 218 units, residential amenities and parking.

Stanford University Terrace, Palo Alto, CA – Stanford University Real Estate Development 112-unit faculty housing in two buildings with fitness center, bike repair shop, pool, community building & parking. **Chestnut Square, Livermore, CA – MidPen Housing** Master plan of mixed-income community; design for two affordable residential buildings of 40 family and 60 senior units with courtyards, community garden, computer and multi-purpose rooms, and parking.

Alma Point, Foster City, CA – MidPen Housing Senior living development with 66 affordable independent living units, neighborhood serving retail, residential and community amenities.

Healdsburg Family Apartments, Healdsburg, CA – The Pacific Companies Schematic Design for 25-unit affordable family housing with community space, laundry room, play area and parking.

The Redwoods Senior Housing, Mill Valley, CA Master plan and design for expansion and renovation of independent and assisted living senior community with dining, wellness and fitness center.

Buck Institute, Marin County, CA – Buck Center for Resarch in Aging 130-unit employee housing with community center, dining, pool and day-care.

One Scottsdale, Scottsdale, AZ 120-acre mixed-use complex with retail, housing, office and parking.

2254 Market St, San Francisco, CA – The Prado Group Adaptive reuse and renovation of historic buildings, with new construction, for a 77,100 sf mixed-use complex with 44 residential units, 13.500 sf commercial space and subterranean parking.

Seawall 330, San Francisco, CA – Golden State Warriors Mixed-use urban infill waterfront development with residential, hotel and retail.

Loch Lomond, San Rafael, CA Master plan for 25-acre community with 12,000 gsf retail residences, and office.

Paseo Plaza, San Jose, CA – San Jose Redev. Agency, Goldrich Kest & Stern, Kimball Small Properties Mixeduse with housing, retail and commercial office.

Villa Torino, San Jose, CA 335,200 gsf transit-oriented apartments including pool and courtyards.

Avalon Towers on the Peninsula, Mountain View, CA– Avalon Bay Apartment Community 211 luxury dwelling units in high-rise towers including swimming pool, spa and health club.

William Duncanson, AIA, LEED AP

BAR architects

ASSOCIATE PRINCIPAL ROLE: PROJECT MANAGER/SENIOR DESIGNER

PROFILE

An Associate Principal at BAR, William Duncanson brings 15 years proven experience of architectural design across an array of project types including commercial, mixed-use, multifamily and affordable housing, custom residences, retail and commercial complexes. His recent focus is on high-density mixed-use housing projects in San Francisco and around the Bay Area. Multifamily urban infill housing has become Williams' passion, believing strongly that high-quality housing is the first step in creating denser and more livable cities, a key ingredient to our sustainable future.

William has experience in all aspects of the design process, from pre-design to construction documents and construction contract administration for all types of construction. Specifically, he possesses a great depth of experience in Entitlements and Permitting in the City of San Francisco with the San Francisco Planning Department, the former San Francisco Redevelopment Agency and Department of Building Inspection.

EDUCATION

Ph.D. Candidate, University of California, Berkeley Master of Science in Architecture, University of

California, Berkeley, 2001

Bachelor of Architecture, Southern California Institute of Architecture, 1995

LICENSES AND ACCREDITATIONS

LEED Accredited Professional

PROFESSIONAL ORGANIZATIONS

American Institute of Architects



SELECTED RELEVANT EXPERIENCE

Tech Campus at Alameda Point, Alameda, CA – City of Alameda Concept design for adaptive reuse of Bachelor Enlisted Quarters into a world-class high tech campus.

Alameda Point Master Plan – Alameda Point Partners, ThompsonlDorfman, SRM Ernst, Eden Housing & Madison Marquette 68-acre mixed-use master plan with commercial, retail, housing, public parks and parking.

Alameda Point Parcel 11, Alameda, CA – Alameda Point Partners, ThompsonlDorfman, SRM Ernst & Madison Marquette Mixed-use development with 220 luxury units, retail, restaurants, bike storage, pool, roof deck and parking.

Alameda South Shore Center, Alameda, CA – Jamestown, L.P. Conversion of portion of existing 50-acre retail complex into mixed-use, multifamily development.

Warehouse 48, Alameda, CA – Tim Lewis Communities Adaptive re-use of historic landmark building for mixeduse development with 372 units, 9,200 sf retail, and 499 car and 445 bike parking spaces.

2820 Broadway, Oakland, CA – Alliance Residential Concept planning for 221-unit multifamily development in the Broadway Valdez Auto Row District.

377 Second St, Jack London Square, Oakland, CA* New condominium building with 86 units in historic district, with design of future park built on adjacent public parking lot.

One Henry Adams, San Francisco, CA – Equity Residential 289-unit mixed-use multifamily development with 13,000 gsf retail, clubhouse, gym and amenities.

88 Arkansas, San Francisco, CA – Martin Building Company 167,000 sf mixed-use urban infill development with 126 units, retail and parking.

830 Eddy Street, San Francisco, CA – Build, Inc. Mixed-use urban infill development with 126 units, residential amenities, retail and parking.

William Duncanson, AIA, LEED AP

ASSOCIATE PRINCIPAL ROLE: PROJECT MANAGER/SENIOR DESIGNER

2254 Market St, San Francisco, CA – The Prado Group Adaptive reuse and renovation of historic buildings, with new construction, for a 77,100 sf mixed-use complex with 44 residential units, 13.500 sf commercial space and subterranean parking.

Foster City Mixed-Use, Foster City, CA – The New Home Company Master plan for 15-acre mixed-use neighborhood with age-restricted residential, retail/commercial and community amenities.

Foster Square Condos, Foster City, CA – Lennar 200 condominium flats in age-restricted community with private garages.

Alma Point, Foster City, CA – MidPen Housing Senior living development with 66 affordable independent living units, neighborhood serving retail, residential and community amenities.

Chestnut Square, Livermore, CA – MidPen Housing Master plan of mixed-income community; design for two affordable residential buildings of 40 family and 60 senior units with amenities and parking.

Jefferson Avenue Condos, Redwood City, CA – Habitat For Humanity Greater San Francisco Feasibility study and design for 20-unit affordable housing development.

Hunters Point Shipyard Block 51, San Francisco, CA – Lennar Urban^{*} Entitlements and construction documents for 63-unit multifamily residential complex.

178 Townsend Street (ArcLight), San Francisco, CA – Martin Building Company^{*} Adaptive reuse of historic power plant into 96-unit multifamily residence complex.

2299 Market Street, San Francisco, CA – 2299 Market LLC* Design of mixed-use urban infill complex with 18 residential units and 4,500 sf commercial space.

2235 Third Street, San Francisco, CA – Martin Building Company* Adaptive reuse of two historic buildings and new construction with 194 residential units and retail space.

The Mint Collection, San Francisco, CA – Martin Building Company^{*} Complete interior remodel of 52 residential and live-work units, common space and retail.

Hunters View Blocks 2a & 2b, San Francisco, CA – John Stewart Company^{*} Entitlements for redevelopment of 80-unit market rate condominium building and 11 affordable townhouse units. Mint Lofts 1 & 2, San Francisco, CA* Design of custom residential units combining two adjacent units, incorporating roof deck, to create penthouse.

*Individual experience of William Duncanson while Principal at Ian Birchall and Associates.

PYATOK

FIRM PROFILE + HISTORY

PYATOK architecture + urban design brings together a foundation in pragmatic planning with big picture thinking. We are a collective of strategists, designer tinkerers, technical architects, and planners, who share a common vision of improving the quality of people's lives. Our approach is from the point of view of the residents. We work to push the limits of how people connect to their surroundings, addressing the technical needs to enhance lives and build a strong sense of community. Based in Oakland for over 35 years, the firm has built a reputation for specializing in multifamily housing including affordable housing of all types, student housing, and an array of private housing, particularly in San Francisco. Today, PYATOK has designed roughly 40,000 dwelling units in scores of developments throughout the West Coast. Our practice has evolved to help various communities and organizations building in cultures and systems required to sustain growth and social equality and equity.

PYATOK is experienced in the full range of services from earliest stages of testing a project's feasibility, to leading a full community process, coordinating with regulatory agencies, executing construction documents and specifications, and performing construction administration. For decades, developers and institutions have repeatedly chosen the firm to design and develop a wide variety of programmatically diverse housing types on challenging infill sites and in neighborhoods sensitive to new projects, particularly San Francisco and Oakland. While notably attracting many local and national design awards, our projects have always been built to conform to the critical demands of program, schedule, and budget.

Our staff includes 40 professionals who are dedicated to the idea that the best urban communities come about through collaboration between project sponsor, community, city staff and an open minded design team. Technically we are also highly sophisticated— all of our projects utilize a REVIT based delivery system that has been tailored and tooled to meet the design and coordination requirements for multifamily housing.

Our practice does not focus on the development of design formulas. For us, great design is rooted by providing quality service to drive the outcomes of the final design. PYATOK performs careful research to uncover the unique needs of the community being served, engaging our clients in a participatory human-centered design and research process that is customized to the context of the target population. This means that before we introduce anything new, we determine what really matters the most.

PYATOK



PETER WALLER, AIA PRINCIPAL

Principal-in-Charge

EDUCATION

Master of Architecture University of California, Berkeley Bachelor of Architecture University of California, Berkeley John K. Branner Traveling Fellowship Multifamily Housing in Europe & The Middle East

REGISTRATION Registered Architect: California

AFFILIATIONS

American Institute of Architects SPUR Oakland East Bay Housing Organizations, Past Board Member East Bay Habitat for Humanity, Past Board Member

SPEAKING ENGAGEMENTS

Affordable Housing in Marin County NPH/Greenbelt Alliance Community Participation in Design "Managing Community Based Design" NPH Conference High Density Urban Housing "High Density Housing and Active Urban Streets" East Bay AlA Infill Urban Housing in the Central Valley Mayor's Institute on City Design Sustainable Multifamily Housing Series American Institute of Architects Peter has been designing and leading projects across the state of California for 25 years. He has particular expertise in the areas of mixed-use, with an eye toward creating transit-oriented developments that build more liveable, sustainable communities.

In the design process, Peter focuses on the bigger picture, using his experience in master planning and urban design to see how all the parts of a community fit together. He values community-based design projects, which bring out the voices of the neighbors and future residents.

In addition to designing for urban communities, Peter regularly engages in housing issues on a policy level. Peter contributes his insights and perspective to debates over affordable housing and urban development and speaks about the need for transit-oriented development through task forces, speaking engagements, and pro bono projects with EBHO (East Bay Housing Organizations) and NPH (Non-Profit Housing Association of Northern California).

REPRESENTATIVE PROJECTS

LENNAR

The Shipyards Block 48, Phase II & III, San Francisco, CA | 307 units

AVALONBAY COMMUNITIES & BRIDGE HOUSING

Balboa Reservoir Master Plan, San Francisco, CA | 1,100 units

AVALONBAY COMMUNITIES

Avalon Dogpatch Market-Rate Housing, San Francisco, CA | 326 units Avalon Hayes Valley Mixed Use, Market-Rate Housing, San Francisco, CA | 182 units Avalon Ocean Avenue MIxed-Use, Market-Rate,TOD, San Francisco, CA | 173 units

WOOD PARTNERS

Alta Waverly (2302 Valdez Street) Market-Rate Housing, Oakland, CA | 196 units 14th & Alice Market Rate Housing, Oakland, CA | 262 units

CYPRESS EQUITY INVESTMENTS

Alameda Point Block 9, Mixed-Use, Market-Rate Housing, Alameda, CA | 200 units

MERCY HOUSING

Midtown Park Apartments Renovation, San Francisco, CA | 210 units Hacienda Senior Housing Renovation, Richamond, CA | 140 units

UNIVERSAL PARAGON CORPORATION Visitacion Valley / Schlage Lock Master Plan Update & Phase I, San Francisco, CA | 265 units

SATELLITE AFFORDABLE HOUSING ASSOCIATES

2227 International Boulevard Affordable Housing, Oakland, CA | 80 units Altamira Family Apartments Schematic Design, Sonoma, CA | 48 units Camino 23 Senior Housing, Oakland, CA | 37 units

URBANCORE REAL ESTATE DEVELOPMENT & OAKLAND ECONOMIC DEVELOPMENT CORP. Coliseum Connections, Oakland, CA | 110 units

EAST BAY ASIAN LOCAL DEVELOPMENT CORPORATION

West Grand and Brush Street Master Plan and Affordable Housing, Oakland, CA | 59 units Swan's Market Mixed Use Development, Oakland, CA | 38 units

HFH CENTRAL STATION VILLAGE LLC

Wood Street Apartments, Oakland, CA | 301 units

EAST BAY ASIAN LOCAL DEVELOPMENT CORPORATION & THE UNITY COUNCIL

Casa Arabella (Fruitvale Transit Village, Phase IIA), Oakland, CA | 94 units

HOUSING AUTHORITY OF THE CITY OF FRESNO

Yosemite Village Hope IV Master Plan, Fresno, CA | 284 units California Avenue Master Plan, Fresno, CA | 150 acres


KEVIN MARKARIAN, AIA, NCARB SENIOR ASSOCIATE

Project Manager

EDUCATION

Master of Architecture University of California, Berkeley Bachelor of Architecture University of California, Berkeley

REGISTRATION

Registered Architect: California NCARB Certified

AFFILIATIONS

American Institute of Architects San Francisco Housing Action Coalition East Bay Housing Organizations SPUR Oakland

AWARDS

Commendation Award

Portland Courtyard Housing Competition, 2007

The larger urban context and the diverse set of social challenges related to designing housing and increasing density in cities is the focus of Kevin's work. High density and transit oriented areas were key features that attracted him to study, and later practice, architecture in the Bay Area. Kevin specializes in large-scale multifamily projects incorporating BIM technology to create efficiencies amongst team members during all phases of design. Kevin has accumulated a breadth of work across all multifamily housing types working directly with a range of communities from affordable to senior and market-rate. Kevin is a member of East Bay Housing Organizations and currently serves on San Francisco Housing Action Coalition's Project Review Committee. Prior to joining PYATOK, Kevin was an Associate at David Baker + Partners where his projects spanned across different construction types throughout Northern California.

REPRESENTATIVE PROJECTS

(*Project worked on while at a previous firm)

CYPRESS EQUITY INVESTMENTS

Alameda Point Block 9, Mixed Use, Market-Rate Housing, Alameda, CA | 200 Units

LENNAR URBAN

The Shipyards Block 48, Phase II & III, San Francisco, CA | 307 Units

SHORENSTEIN PROPERTIES 1500 San Pablo Mixed Use, Market-Rate Housing, Berkeley, CA | 170 Units

WOOD PARTNERS

14th & Alice (226 13th Street) Market-Rate Housing, Oakland, CA | 262 Units

COMMUNITY HOUSINGWORKS & RELATED CALIFORNIA Paradise Creek Affordable Family Housing, Ph I & II, National City, CA | 109 & 92 units

RELATED CALIFORNIA

1601 Mariposa Market-Rate Apartments, San Francisco, CA* Stanford Affordable Housing, Palo Alto, CA* Mission Bay South Block 7 Affordable Housing, San Francisco, CA* Transbay Blocks 6 & 7 Mixed Affordable Market Rate Housing, San Francisco, CA*

OAKLAND HOUSING AUTHORITY

Tassafaronga Village Affordable Family Housing, Oakland, CA*

SATELLITE AFFORDABLE HOUSING ASSOCIATES & OAKLAND HOUSING AUTHORITY Lakeside Senior Affordable Housing, Oakland, CA*

McCORMACK BARON SALAZAR

Dr. George W. Davis Senior Affordable Housing, San Francisco, CA*

THE CORE COMPANIES

Foundry Commons Market Rate Housing, San Francisco, CA* Market Gateway Highrise Residential Tower, San Jose, CA*

POCKET DEVELOPMENT

300 Ivy Street Market-Rate Condominiums, San Francisco, CA* Pocket Project Y Market-Rate Condominiums, Oakland, CA*

MIDPEN HOUSING

Station Center Affordable Housing, Union City, CA*

DOMUS DEVELOPMENT

La Valentina Station Affordable Housing, Sacramento, CA*

BRIDGE HOUSING

The Alameda Affordable Housing, San Leandro, CA*

TENDERLOIN NEIGHBORHOOD DEVELOPMENT CORPORATION Eddy + Taylor Affordable Family Housing, San Francisco, CA*

5th + Howard Affordable Housing, San Francisco, CA*

HOTEL HEALDSBURG

H2 Hotel, Healdsburg, CA*

GROUNDWORKS Office

Groundworks Office (GWO) is a woman-owned (WBE) and Berkeleybased landscape architecture and urban design firm founded in 2011. **Groundworks Office is recognized for its innovative approach to design which is collaborative, research-based, and process-driven.** GWO works at all scales of the built environment and for all types of clients. We are passionate about public space and find no greater reward than creating spaces that positively impact people's lives.

The office is energetic and highly motivated. GWO thinks differently and challenges conventional norms. **GWO believes that the urban spaces** we create should reflect the complexity of our culture, be adaptable to the changing needs of the community and respond to our current environmental conditions. This isn't accomplished with a rubber stamp approach to design, which is why we apply a high level of rigor to all our projects. Every member of our team stays involved and connected to a project from beginning to end.

The office is complemented with nearly 30 years of experience working on complex urban projects all over the world. **The office prides itself on its technical acumen and its ability to craft landscapes that are vibrant, innovative and responsive to the demanding rigors of building projects in the public realm.**

At the beginning of every project, we evaluate existing context, the community's projected growth and preferences, and the client's economic and administrative realities to establish a clear direction for the project's development. This foundation leads to a deep understanding of each site and provides us with a framework for testing, decision-making, and adaptation. Critically, all of our projects incorporate ecologically sustainable design methods, including stormwater management, local and sustainably harvested materials, and drought-tolerant planting.

GWO believes life and work should be fun and we strive to bring joy to what we do. As designers, our objective is to help our clients turn big dreams into reality. We operate from the standpoint that design is a process, not a product. **We listen to our clients, ask tough questions, and know that nothing replaces hard work and passionate design.**

GROUNDWORKS Office



Mr. Cox is a landscape architect and urban designer with 15 years of experience working at all scales of the built environment, and for all types of clients. He is a founding partner of Groundworks Office, and amongst a new generation of designers using technology as a tool for design, prototyping and constructing innovative landscapes. His work seeks to expand the field of landscape architecture and build projects that imbue the complexities of our environmental conditions, promote a strong civic stewardship and strengthen our new urban ecology. He prefers to solve every problem with a Pentel Sign Pen Model #S520 and a roll of trace paper and isn't very far from a tape measure.

Education

Harvard University Master of Landscape Architecture

Iowa State University Bachelor of Landscape Architecture

Professional Experience

GROUNDWORKS Office Berkeley, California 2011 – Present

CMG Landscape Architecture San Francisco, California

Santa Clara Development Company Santa Clara, California

Hargreaves Associates New York City, New York San Francisco, California

SWA Group Landscape Architects Sausalito, California

Professional Registration

Licensed Landscape Architect, State of California No. 5300

Current Commissions

Seaplane Lagoon Ferry Teminal Alameda, California

Alameda South Shore Playspace Alameda, California

San Francisco Airport Terminal 1 Landscape San Francisco, California

Hunters Point Phase 2 Streetscape Design San Francisco, California

Treasure Island Clipper Cove Promenade San Francisco, California

Wind River Overlooks Alameda, California

Treasure Island Streetscape Infrastructure San Francisco, California

Visitacion Valley Development San Francisco, California

Alice Chalmers Park Renovation San Francisco, California

22nd Street Public Steps San Francsico, California

The Urban School San Francisco, California

525 University Avenue Public Realm Improvements Palo Alto, California

Teaching Experience

Academy of Art School of Landscape Architecture

University of California - Davis Landscape Architecture Department

Harvard University Graduate School of Design – Teaching Fellowship

Professional Affiliations

Art for Aids Jury Member American Society of Landscape Architects Urban Land Institute San Francisco Planning and Urban Research



FIRM PROFILE

CIVIL ENGINEERING . SURVEYING . PLANNING

Delivering Inspired Infrastructure

For 100+ years, BKF has Delivered Inspired Infrastructure to its clients. As a result, we have earned our clients' trust, and thereby their repeat business. BKF has worked diligently to help our clients achieve their goals and bring their projects across the finish line. Through our network of 13 offices in California, we have developed extensive local knowledge that provides us with a keen understanding of issues relating to feasibility, permitting, and entitlement approvals. Our success has compelled **ENR California** to name BKF as the **2017 Design Firm of the Year!**

BKF provides civil engineering, land surveying, and land planning services for government agencies, institutions, developers, architects, contractors, school districts, and corporations. Our markets include healthcare, education, residential, commercial, industrial, corporate, transportation, and public works. We provide a number of specialty services including sustainable design, site accessibility consulting, hydrology/hydraulics, traffic signal design, and 3D laser scanning.

Successful design of mixed-use projects requires an understanding of the approval process, local, regional and state requirements, the developer's schedule constraints, and the objectives of each of the design team members. Our extensive development and redevelopment experience has led to our thorough understanding of the entitlements and permitting processes. In addition to design and documentation of the required utility infrastructure and site/frontage improvements for a project, our in-house staff can provide surveying, tentative maps, final maps, condominium plans, utility capacity studies, accessibility compliance, sustainable storm drainage measures, off-site/public works design, and construction support services. Our knowledge and experience makes us a valuable team member on any mixed-use project.

RELEVANT EXPERIENCE

- Alameda Point Site A, Alameda
- Brooklyn Basin, Oakland
- EVIVA Midtown, Sacramento
- Treasure Island, San Francisco
- Village Square, Santa Rosa
- Santana Row, San Jose
- 190 Channing Street, Palo Alto
- 2500 El Camino, Palo Alto
- Bishop Ranch, San Ramon
- Hunter's Point Block 55 Peer Review, San Francisco
- Orinda County Club Plaza, Orinda
- Napa Pipe Development, Napa
- Modera Lake Merritt, Oakland
- Project Graphite, Dublin
- 189 Bernardo Avenue, Santa Clara
- 1880 Milpitas Boulevard, Milpitas
- The Reserve, San Jose
- San Pablo Tower, Oakland
- One Oak Street, San Francisco















EDUCATION

B.S., Civil Engineering, California Polytechnic State University, San Luis Obispo

REGISTRATION

Professional Civil Engineer CA No. 51158

TOTAL YEARS EXPERIENCE 30 years, 29 with firm

REFERENCES

Bill Kennedy Catellus 66 Franklin Street, Ste. 200 Oakland, CA 94607 510.267.3420 bkennedy@catellus.com

Debbie Potter

Community Development Director City of Alameda 2263 Santa Clara Avenue Alameda, CA 94501 510.747.6800 dpotter@alamedaca.gov

CONTACT

INFORMATION 925.940.2224 dschaefer@bkf.com

DANIEL SCHAEFER, PE | LEED ® AP, QSD

CIVIL PRINCIPAL-IN-CHARGE

Dan's 30 years of joint public and private experience provide a unique perspective to projects. He focuses on working with clients during the feasibility, alternative analysis, and planning stages, to ensure that a project's viability is considered early, as well as throughout project implementation. The result is a clear, shared vision between client and consultant. This vision, along with Dan's experience and lessons learned, maximizes value for all his clients and enables him to implement practical solutions with clear intent.

SELECT PROJECT EXPERIENCE

Alameda Bayport/Landing Alameda

Alameda Point Site A Development Alameda

Treasure Island San Francisco

Hunter's Point San Francisco

One Market Street San Francisco

1 Kearney & 710 Market Streets San Francisco

Downtown San Mateo Specific Plan San Mateo

1 & 3 Foundry Square, 400 & 505 Howard San Francisco

Rincon Green Apartments San Francisco

SOMA Grand San Francisco

Symphony Towers San Francisco

South S.F. Downtown SALUP & Environmental Review San Francisco

El Camino Real/Downtown Specific Plan Menlo Park

West Dublin & Pleasanton Transit Village Dublin & Pleasanton

Hercules Bayfront Mixed Use Hercules

Walnut Creek BART Transit Village Walnut Creek VCC Master Plan Amendment Dublin

Downtown Concord Specific Plan & EIR Concord

Napa Pipe Property Napa

Coliseum Area Specific Plan & EIR Oakland

Tracy Downtown Parking Lot Improvements Tracy

Moffett Field Development Mountain View

Hayward Downtown Specific Plan Hayward

Gateway Redevelopment South San Francisco

California Center Mixed Use Pleasanton

Midpoint Technology Park Redwood City

Hunters Point Peer Review San Francisco

Cupertino Civic Center Cupertino

Ritz-Carlton Chronicle Building San Francisco

Mixed-Use Adaptive Reuse and Expansion of Historic Building San Francisco

Burlingame Plaza Burlingame

Sonoma Mountain Village Rohnert Park







EDUCATION B.S., Civil Engineering, California Polytechnic State University, San Luis Obispo

REGISTRATION Professional Civil Engineer, CA No. 60251

Professional Civil Engineer, AZ No. 39615

Professional Land Surveyor, CA No. 9064

TOTAL YEARS OF EXPERIENCE 23 years, 12 with firm

REFERENCES

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CHRISTOPHER MILLS, PE, PLS

CIVIL PROJECT MANAGER

With more than 23 years of technical design and management experience, Chris Mills manages projects with clear communication and documentation. He is responsible for managing all aspects of the feasibility, compliance, design, coordination, review, and approval of projects. Chris has effectively managed large design teams and worked closely with public agencies, community organizations, utility companies, institutions, and private owners to incorporate specific concerns and regulations into design.

SELECT PROJECT EXPERIENCE

Alameda Point Site A Alameda

Napa Superblock Napa

Alameda Point Peer Review Alameda

Alameda Landing Waterfront Master Plan, Entitlement, Design, Construction Alameda

Alameda Bay Ship and Yacht Alameda

Alameda Public Roadway Network Alameda

Admiral's Cove Alameda

Napa Pipe Development Napa

Peralta Community College District Master Plan Alameda & Oakland

Cal Shakes Storm Drain Improvements Contra Costa County

Industrial District Infrastructure Study Oakland West

Bank of Stockton Stormwater Treatment Facilities Modesto

Industrial District Infrastructure Study Oakland East

Hillcrest Station Specific Plan Antioch

Lawrence Station Area Plan Sunnyvale Santa Clara Lawrence Station Area Plan Santa Clara

Dumbarton Transit-Oriented Development Newark

Menlo Park El Camino/Downtown Specific Plan Menlo Park

County Crossings Development Antioch

Diridon Station Area Specific Plan San Jose

BART Seismic Retrofit PCI Survey and Remediation Oakland

Sonoma Mountain Village Master Plan, Entitlement, Design Rohnert Park

Mitchell Interceptor Sewer Capacity & Design Alameda

Downtown San Mateo Specific Plan San Mateo

Tasman East Focus Area Plan Santa Clara

Menlo Park El Camino/Downtown Specific Plan Menlo Park

Santa Clara Square Retail Redevelopment Development Plan, Construction Documents Santa Clara

Mills College Mixed Use Oakland



PROJECT DESCRIPTION

Our team will bring together a mix of commercial and residential uses to create an integrated mixed-use district. Our preliminary program is outlined below. In the due diligence phase these program elements will be developed and refined in consultation with the City and the Alameda Point community.

- Creative office space, makerspace and incubators totalling 150,000 - 500,000 GSF to provide job opportunities and allow entrepreneurship to thrive.
- Approximately 100 live-work units integrated into the commercial and residential neighborhoods that will support the creative workforce while reducing traffic.
- Up to 291 residential units including 31 moderate income units and at least 26 (10%) workforce units distributed among multiple buildings to promote integration.
- Approximately 150-unit assisted living and memory care facility to provide Alameda residents elderly care options on the island.
- Community serving retail space, including restaurants with outdoor dining, integrated with other uses to ensure convenient access to dining and services within walking distance.
- Additional community facilities such as childcare and storage spaces as appropriate to support the district and to compliment other community facilities in the neighborhood.

These uses will be organized around a network of streets and open spaces that creates a distinct neighborhood within the larger Alameda fabric, while also providing clear linkages to the Town Center, the Adaptive Reuse area, and remainder of the Main Street neighborhood. Uses will be distributed to reinforce the sense of a creative and organic neighborhood rather than a series of distinct districts. Within that framework, the commercial space will generally be located near the west and south portions of the site, in proximity to the Adaptive Reuse neighborhood. Residential uses will generally be located along Orion Avenue, near the Central Gardens, the RESHAP community and the historic neighborhood. Livework opportunities will be integrated in various locations, serving as connective tissue.

At the heart of this new district will be a neighborhood center where residents, employees and visitors overlap in their daily activities. Pocket parks, plazas, community gardens and outdoor dining areas will provide a network of intimate open spaces that encourage strolling and informal interaction. Neighborhood-serving retail will be woven into the urban fabric among multiple buildings. Depending on the arrangement of commercial spaces, the project may include a shared use parking garage that would provide commercial parking during business hours and supplemental residential parking during evenings and weekends.

Buildings will include a range of typologies consistent with the Main Street Land Use guidelines, providing an appropriate transition to surrounding uses, while also maintaining a variety of scale and character throughout the neighborhood. This new district will provide seamless linkages to the surrounding network of pedestrian and bicycle routes. The team will explore ways to maximize access to the two ferry terminals located equidistant from the Site.

Importantly, our planning efforts will be carefully coordinated with the Collaborating Partners to ensure that the larger West Midway district evolves as an integrated neighborhood with shared amenities and a shared sense of identity.



Avalon Ocean Avenue, San Francisco, CA | PYATOK architecture + urban design

PREVIOUS EXPERIENCE

Selected examples of our relevant project experience are presented on the following pages.

Additional information regarding cost and financing is available upon request.



Development Team Experience



Location	Shoreline Drive & Park Street Alameda, CA
Size	590,000 SF
Asset Type	Retail
Owned by Jamestown Since	2011

SOUTH SHORE CENTER

Alameda South Shore Center is an established 594,000 square-foot open air shopping center centrally located within the Bay Area. The center is home to a variety of national retailers and restaurants, and is a long-standing, well-regarded gathering place for area residents and visitors. With recently renovated building facades, spacious central courtyard areas and a new outdoor play space, customers come not only to shop and eat but also to play and relax. Most recently, 12,000 square feet of office space was added to increase the all-day vibrancy of the Center.

Every Saturday, South Shore Center hosts a food truck market with Off the Grid bringing in over 1,400 visitors to the center. From June to August, South Shore Center presents Tot Tuesdays every week at Adventure Court, offering interactive story-telling, dancing, singing, and crafts. South Shore Center is the premiere East Bay destination for family-friendly events, dining, and shopping.



Location	Berkeley, CA
Size	63,000 SF
Asset Type	Retail & Office
Owned by Jamestown Since	2012

FOURTH STREET BERKELEY

Jamestown recently completed its development of the Berkeley Portfolio, a 63,000 square foot high street retail center located in Berkeley, California. In addition to repurposing an under-utilized space, Jamestown Premier added approximately 10,000 square feet of new retail and office space to the vibrant Fourth Street shopping district. Store openings in 2017 included national tenants Warby Parker, Lululemon and SoulCycle, as well as local retailers such as Stella Carakasi. Tenants also include the historic Spenger's Fish Grotto, Anthropologie, and Paper Source.



CHELSEA MARKET

Location	75 Ninth Avenue New York, NY 10011	
Size	1.2 million SF	
Asset Type	Office and Retail	
Owned by Jamestown	2003-2011 in partnership with Angelo Gordon and 2011-2018 independently. Google acquired Chelsea Market in March 2018.	

A block long and a block wide and just a short walk from the Hudson River in the area of Manhattan known as the Meatpacking District, Chelsea Market has become in just fifteen years one of the greatest indoor food halls of the world, with more than thirty-five vendors purveying everything from soup to nuts, wine to coffee, cheese to cheesecake. Attracting 6 million national and international visitors annually, it is one of the most trafficked, and written about, destinations of any kind in New York City.

Chelsea Market is a neighborhood market with a global perspective. The area has always been the locus of food in the city, beginning with the Algonquin Indians, who traded their game and crops on the banks of the Hudson River at this same spot. The trains of the High Line once served the wholesale butchers who lined the streets beneath the tracks and cooled their provisions with blocks of Hudson River ice, and the National Biscuit Company established its factory—now reclaimed as the Chelsea Market—here to take advantage of the butchers' lard in the nineteenth century. This long history—and the stripped-down brick architecture of the building gives the Market a unique character. For foodies and even casual tourists, it is possible to enter the Market at one end in the morning and not exit the other until lunchtime, without ever growing bored—and certainly without ever going hungry.



Location	675 Ponce de Leon Avenue NE Atlanta, GA 30308
Size	2.1 million SF
Asset Type	Mixed-Use
Owned by Jamestown Since	2011

PONCE CITY MARKET

Ponce City Market is a historic mixed-use community hub housing artisanal food, fashion, residences, and office. PCM pairs approximately 300,000 square feet of chef-driven food and a balanced mix of local and national retail with 550,000 square feet of loft office space and the next generation of loft living with 259 residential flats. It redefines how Atlanta lives, eats, shops, learns, works, commutes and plays while filling a hole in the community where there once sat a neglected and silent building. The redevelopment focused on preserving the building's historic character, environmental sustainability. Ponce City Market reflects the authenticity of the historic structure and the surrounding neighborhoods, returning the building to its prominence as a thriving landmark in the Southeast. The evolution of Ponce City Market has incorporated a pedestrian network, green city spaces and access to the Atlanta BeltLine trails to effectively link dynamic intown neighborhoods.

Jamestown acquired the property from the City of Atlanta in 2011 and began the redevelopment process. Ponce City Market began a rolling opening in fall 2014 with the debut of offices, apartments and a few retailers. Much of the retail and Central Food Hall opened in the fall of 2015 with final completion in 2016. PCM's retail and office space is 100% occupied as of summer 2018.



Location	21 Drydock Avenue Boston, MA 10011
Size	1.4 million SF
Asset Type	Commercial and Mixed-Use
Owned by Jamestown Since	2013

THE INNOVATION AND DESIGN BUILDING

The Innovation and Design Building is the place where Boston's smart businesses work. Meeting the workspace needs of the individuals and companies that are fueling today's economy with its open, flexible floor plans, high ceilings, and natural lightfilled spaces, the Innovation and Design Building is like no other property in Boston. With Jamestown's thoughtful stewardship and ambitious plans for revitalization, the Innovation and Design Building is poised to anchor the eastern portion of the Seaport District, attracting industries that are pioneering the innovation economy.

Enhancements to the building include activation of the ground floor with the addition of food vendors, kiosks, and seating, and the creation of new event spaces and programming—amenities which will help IDB businesses recruit top talent in their fields. The enterprising IDB community includes the world's largest startup accelerator program for early-stage entrepreneurs and a makers community of skilled artisans and craftspeople, and New England's premier antiques market.



Location	Alameda Point Site A,	
Size	Alameda, CA 68 acres	
Asset Type	Master Development	
Ownership	Since 2018: Trammell Crow Residential and Cypress Equity Investments	

ALAMEDA POINT | BLOCK 9 | BLOCK 11

CEI became involved in Site A in September 2017 and was instrumental in helping the land closing of the master development in March 2018.

As part of the financing, CEI purchased the Block 9 land from TCR and became 50% partner on Block 11.

Block 9 is a 4-story, 200 unit, mixed-use project with 9,500 SF of retail. Block 11 is a 5-story podium building facing the Bay with 220 units and 15,000 SF of retail.





UNION SQUARE MASTER DEVELOPMENT | UNION SQUARE - D2.2

US2 (of which CEI is a partner) won the RFP with the City of Somerville in June 2014 after a 6-month public process and a field of 10 developers. The key driver of this master plan development is the extension of the Green Line train from North Boston to Union Square. Federal, State and City funds have been secured and the project is underway with scheduled delivery for June 2021.

The entitlement required extensive community outreach and public hearing processes. The master development has multiple phases. Phase 1 coincides with the extension of the Green Line with a new station built at Union Square, which will be at the base of the D2.2 445 unit, mixed-use, highrise building. There is also a 175,000 SF lab/office building with ground floor retail and a 284,545 SF high-rise office building being delivered.

Location	Somerville, MA	
Size	15.5 acres	
Asset Type	Master Development with 2.3 million s.f. of Office, Bio-Lab Building, Hotel, Multifamily and Retail	
Ownership	Since 2017: Magellan Development Group, RAS Development, CEI, USAA	

The D2.2 building is a combination of high-rise and mid-rise development consisting of 445 units with 20% affordable units and 10,577 SF of retail.

Phase 2 will include a 175-room hotel with retail, a 35,000 SF entertainment hub and new public plaza. Future phases will include office and lab space.

Along with the development, there will be \$400 million in public sector investment in schools, infrastructure, transit and parks.





NEXT ON SIXTH

Location	Los Angeles, CA	
Size	25,000 s.f. retail 398 residential rental units	
Asset Type	Mixed-Use Building	
Ownership	Since 2013: Cypress Equity Investments and Fifield Companies	

NEXT on Sixth is a 7-story luxury mixed use multifamily development project with a 25,000 SF Target store. The building is located in the vibrant, centrally-located, Koreatown neighborhood with the highest population density in Los Angeles County over 42,600 residents per square mile. The Koreatown neighborhood provides residents with outstanding access to retail, entertainment, and cultural venues.

The project includes one of the most generous amenity spaces in the Los Angeles urban market. The building has a 75 foot pool, sky lounge with sky decks, large courtyards, business center, yoga studio, screening room, game room, indoor golf range, private massage room and party room.



NEXT ON LEX

Location	Glendale, CA
Size	8,140 s.f. retail 494 residential rental units
Asset Type	Mixed-Use Campus
Ownership	Since 2014: Cypress Equity Investments and Fifield Companies

NEXT on Lex is a mixed-use campus. Collaborating diligently with the City and community, the team obtained entitlements in three months, a record time, to meet the deadline required by the seller.

The original seller had a bank branch on site and wanted to be relocated to the new development without a day of business disruption. The development and construction process evolved around this requirement. The team moved the branch into the building without any delay.

The 6-story project has a three-level underground garage with a range of unit types from studio, one to three bedrooms and two-story lofts. The Property has a large amount of amenities surrounding a generous lush landscaped paseo with public access. It includes a competition-sized pool, hot tubs, sky lounge, landscaped rooftop deck, business center, yoga studio, screening room, indoor golf range, private massage room, party room, and fitness center.



LINCOLN COLLECTION

Location	Santa Monica, CA
Size	3 buildings, 346 residential units and 30,000 s.f. retail
Asset Type	Mixed-Use Campus
Ownership	Since 2013: Cypress Equity Investments, Fifield Companies, USAA



The campus is located within the downtown core in Santa Monica, a premier location for both retail and residential uses and within walking distance to the Third Street Promenade and Expo-Line Santa Monica Station.

It took four years to achieve entitlements by working closely with the City and community. The first project obtained entitlements through a development agreement with extensive negotiation. The second and third projects went through the development review permit process and numerous public hearings and design reviews.

There are three separate apartment buildings with unit types between studios and one to three bedroom apartments.

The campus provides generous amenities with a pool, fitness center, business center, and expansive courtyards that create a true "Urban Village".

The properties are in construction with an anticipated completion date of Q1 2020.

Design Team Experience





Alameda Point Master Plan and Parcel 11

ALAMEDA, CA

BAR architects

ALAMEDA POINT MASTER PLAN AND PARCEL 11

Working closely with Alameda Point Partners, to revise the City of Alameda's previous master plan, BAR improved use of the water's edge, and access to on-site community spaces in this 68 acre Master Plan. Additionally and most critical to the plan's success, by retaining many of the existing buildings, BAR's master plan vision created a concept that was uniquely Alameda— while improving the long-term development flexibility and commercial opportunities of the site.

Through meetings and workshops, BAR worked closely with the city and community to design a public realm with a variety of open space offerings. Great care was taken to support a variety of transportation modes, while maintaining primacy for pedestrians. The new plan re-configured street locations and alignments to enhance dramatic views of the Bay and San Francisco, and maintain existing focal points such as the Cypress tree and Jet in the East Entry circle. By strategically re-purposing existing buildings, the plan enables a diverse commercial experience while creating a level of context and authenticity that cannot be replicated by uniformly new construction.

BAR is also currently working on Parcel 11 which will be one of the first major buildings constructed at Alameda point since the departure of the US Navy almost 20 years ago. The mixed-use complex fronts onto the adjacent Historic District where it will provide an architectural transition between the Historic District to the West and the non-historic portions of Alameda point. The design includes 200 residential units, 25,000 sf of on-site ground floor commercial retail space, and a variety of residential amenities.

PROJECT STATISTICS

CLIENT Alameda Point Partners, Thompson Dorfman, SRM Ernst, Eden Housing, Madison Marquette LOCATION Alameda Point - Site A, CA DESIGN ARCHITECT BAR Architects TOTAL SITE AREA 68 Acres NUMBER OF UNITS 800 Dwelling Units in a mix of town homes and stacked flats PARKING UNIT RATIO 1.5:1 PROJECT COMPONENTS 600 Market Rate Units 128 Low & Very Low Income Units 72 Moderate Income Units 25,000 sf Retail

4,500 sf Community & Recreational Facilities





AERIAL VIEW OF OVERALL COMMUNITY (COVER) MASTER PLAN (TOP) PARCEL 11, VIEW FROM WATERFRONT (MIDDLE) RETAIL STREET FRONT (BOTTOM)



Alma Station (Under Construction) MENLO PARK, CA



ALMA STATION (UNDER CONSTRUCTION) MENLO PARK, CA

Responding to Menlo Park's need for more office space to house the area's growth of innovative companies, BAR's design for Alma Station envisions replacing approximately 10,270 sf of 1950's single story restaurant and retail space with a contemporary 25,000 sf Class-A office building. Our design for Alma Station respects Menlo Park's Downtown Specific plan and effectively combines modern architecture with natural materials to appeal to both Menlo Park residents and local cutting edge companies.

The new 3-story building provides updated, openspace layouts favored by today's tech-savvy firms. Tenants will enjoy private outdoor courtyards and terraces on every level. Bike storage and showers are also located inside the building. Parking includes two underground levels as well as surface parking to the building's rear along Alma Lane. Electric vehicle charging stations are located in the garages and on the street level.

The development plans to retain the two large heritage oak trees which are key focal points for the project, and the building footprint is setback from the trees to create public and private courtyards underneath the canopies. The design contemplates significant landscape upgrades with the addition of six new trees and dozens of new plants. A community serving commercial plaza and pavilion will be located under the existing west oak canopy. The plaza will be open to the public and an artisan coffee operator is contemplated to occupy the pavilion.

PROJECT STATISTICS

CLIENT Lane Partners LOCATION Menlo Park, CA TOTAL BUILT AREA 25,600 gsf SITE AREA .66 acre SUSTAINABILITY Targeted LEED Gold PROJECT COMPONENTS 25,000 gsf Office 300 sf Retail Pavilion Public Plazas Outdoor Tenant Space Terraces Bike Storage

Surface and Subterranean Parking Electric Vehicle Charging Stations







COURTYARD VIEW RENDERING (COVER) AERIAL VIEW ALONG ALMA STREET (TOP) STREET AND BIRDS-EYE VIEW OF PUBLIC PLAZA (MIDDLE TWO) VIEW OF CONSTRUCTION (BOTTOM)



City Center Bishop Ranch



CITY CENTER BISHOP RANCH SAN RAMON, CA

City Center Bishop Ranch, opening in November 2018, is designed to intersect seamlessly with all enjoyments of everyday life, fostering vitality in the San Ramon community by providing a valuable civic asset and gathering place. The center will include 300,000 square feet of visionary retail, dining and entertainment opportunities.

Designed for LEED 2009 Core & Shell Gold, the design employs sustainable features including stormwater treatment, low-water use plants, reclaimed water for irrigation and sustainable site management practices to protect and improve the health of the site. Outdoor circulation, a high performance envelope, high efficiency mechanical and lighting systems and a rooftop PV array make City Center approximately 26% more efficient than baseline operations of similar centers.

For visitors, City Center's upper building floats above a ground level of transparent, floorto-ceiling facades. The corrugated, textured stainless steel cladding is visually dynamic, changing appearance as the light varies over the course of each day and season. Crucial to both the design and the center's function within the community, is a continuous support rack that extends from the cladding to create the 'Civic Information Device'; a framework for a variety of art, cultural and commercial signage celebrating local events and community activities in the area.

PROJECT STATISTICS

CLIENT Sunset Development Co. LOCATION San Ramon, CA DESIGN ARCHITECT Renzo Piano Building Workshop ARCHITECT OF RECORD BAR Architects SITE AREA 14.55 Acres TOTAL BUILT AREA 630,000 gsf NET LEASABLE AREA 300,000 gsf PROJECT COMPONENTS Retail

Dining 9-Screen Cinema Parking: 290 surface; 940 stalls in garage



SOUTHWEST VIEW OF THE AVENUE ENTRANCE AND VALET DROP-OFF (COVER TOP) NORTHEAST CORNER WITH SEATING AREA (COVER BOTTOM) PIAZZA LOOKING WEST (TOP) PIAZZA LOOKING EAST WITH WATER FEATURE (MIDDLE) CONNECTING LEVELS 1 & 2 WITH ESCALATORS, BRIDGES AND BALCONIES (BOTTOM)







SUN MICROSYSTEMS MENLO PARK, CA

Sun's primary goal in developing this new 56.9 acre campus was to create an environment that would encourage interaction and collaboration while at the same time meeting strict budgetary limitations. The need for providing a variety of types of spaces for people to meet in is also reflected in the placement of buildings. Arranged on the site in an informal, crescent-like shape, buildings are placed to respond to adjacent bay views, prevailing wind conditions, solar orientation, parking constraints and a phased construction sequence. Conceived as an "interior pedestrian street," the spaces along this street provide a variety of secure, scaled areas. These areas serve as an extension of the workspace.

Through effective design of building systems and finishes, the project exceeded budgetary goals and was built at \$204 per square foot for shell, core, tenant improvements and landscape.

PROJECT STATISTICS

CLIENT Sun Microsystems LOCATION Menlo Park, CA CONSTRUCTION MANAGER Rudolph and Sletten Inc. LANDSCAPE ARCHITECT The Guzzardo Partnership SITE AREA 56.9 Acres TOTAL BUILT AREA 1,036,000 gsf **PROJECT COMPONENTS** Offices **Training Facility** Indoor/Outdoor Dining Auditorium **Fitness Center** AWARDS Gold Nugget Merit Awards





BUILDING EXTERIOR ON "INTERIOR STREET" (COVER) SITE PLAN (TOP) COURTYARD (MIDDLE) FITNESS CENTER (BOTTOM)

Alameda Point Block 9 / Alameda Market Rate & Mixed Use Client: Cypress Equity Investments



200 units	Flats & Townhomes unit type	1:1 parking ratio
256,300 building s.f.	2.42 acres	83 d.u.a.
est. \$80M constr. cost	est. 2020 completion	GreenPt Certified targeting

CONSTRUCTION TYPE

Type V-A (Four residential stories on grade) wrapped around Type 1-A (3.5 story Garage and an on-grade Courtyard)

UNIT MIX

Studios = 35% | 1 BR = 46% | 2 BR = 20%

AMENITIES

Leasing Office, Lobby, Retail,Rooftop Deck and Lounge, Courtyard, Residential Bicycle Parking Alameda Point is a major housing development on a portion of the former Alameda Naval Air Station. The 800 unit project will transform the dilapidated former naval base into a mixed-use development with residential, retail and commercial space adjoining a future water park.

As the first mixed use building on Atlantic Avenue, Block 9 presents an important opportunity to create a gateway to the center of activity around the Urban Park. Across the Street from Block 9, Phase 2 development will occur a few years in the future, and for a time this block's retail will be single-sided. To the southeast, the relocated Skyhawk aircraft marks a memorial park. To the west, Block 10 opens up with active retail uses and public gathering spaces. Design elements reference the shapes, forms and materials of the hangers and other navy buildings.

The result is a building that has an active and pleasant pedestrian frontage on all four streets, with active uses at each of the corners. Storm water treatment is integrated into the street frontage to enhance the pedestrian experience, and service areas are carefully integrated into the architecture.



South Elevation



Leasing Lobby and Ground Floor Retail



Balboa Reservoir Master Plan / San Francisco Market Rate, Affordable, Mixed-Use Client: AvalonBay Communities, Inc. & BRIDGE Housir

Balboa Reservoir is a proposal developed in partnership with AvalonBay Communities & BRIDGE Housing that is one of three finalists in a June 2017 submission. The 17-acre infill site is located immediately adjacent to City College and the Ocean Avenue commercial corridor. PYATOK collaborated with VMWP Architects to create a master plan for up to 1,100 units, including affordable, middle-income, and market-rate. These units range in size from compact studio units to larger for-sale townhomes with private yards.

The heart of the site is a car-free pedestrian zone with four acres of publicly accessible open space, providing play areas, terraced greenways, dog park, active recreation area, community gardens and a large childcare center. Sustainable features include a district wide grey water system, shared use parking garage, and the potential for district energy systems.

1,100 total units	Flats & Townhomes unit type	600-800 parking spaces
550 affordable units	4.2 acres of open space	100 d.u.a.
TBD const. cost	TBD completion	LEED ND & Gold targeting

UNIT MIX Studios, 1, 2 & 3 BR

ARCHITECTURE & URBAN DESIGN PYATOK architecture + urban design with Van Meter Williams Pollack LLC

AMENITIES

Public Parks, Childcare, Shared Community Spaces









Paradise Creek / National City Master Plan with Affordable Family Housing Client: Community HousingWorks & Related California



201 units	Flats, Townhomes unit type	1.98 parking ratio
169,790	4.1	26.3
building s.f.	acres	d.u.a.
\$34.4M	2018	LEED ND
constr. cost	completion	targeting

CONSTRUCTION TYPE

Type V-A over Type I (Podium Garage)

UNIT MIX

1 BR = 22% | 2 BR = 45% | 3 BR = 33%

AMENITIES

Fitness & Community Center, Community Vegetable Garden, Leasing Office

AWARDS

Paradise Creek Phase I Ruby Awards: Housing Project of the Year (New Construction) San Diego Housing Federation, 2017 Paradise Creek is a community-based planning Transit Oriented Development (TOD) for the National City Redevelopment Agency and Related California. The process successfully united the opinions of stakeholders with differing agendas about complex social and ecological site issues which required delicate and creative solutions in order to create a feasible, attractive, and community-based master plan.

The project scope included a series of design workshops with a Latino neighborhood that resulted in a comprehensive TOD Master Plan for 201 units of affordable housing; a tidal creek restoration, public park and pathways, community vegetable garden, some retail, and social services. Challenges included the design of innovative strategies for a mixed-used development on an existing floodplain and former brownfield site, which would also help to strengthen and repair a fragile tidal creek ecosystem and extend the existing residential fabric onto the city's former corporation yard.





173 units	Flats unit type	.85 parking ratio
37,462 building s.f.	.86 acres	96.1 d.u.a.
Confidential constr. cost	2012 completion	LEED Gold

CONSTRUCTION TYPE

Type V-A over Type I (Foundation & Podium)

UNIT MIX

Studios = 9% | 1 BR = 49% | 2 BR = 42%

AMENITIES

On-Site Community Serving Retail, Fitness Center, Residential Lobbies, Leasing Office, Two Residential Courtyards, Ground Floor Retail, Public Urban Plaza, Below Grade Parking, On-Site Car Share, Public Outdoor Space at Brighton Avenue, Real-Time Transit Info Provided by TransitScreen **Avalon Ocean Avenue / San Francisco** *Market Rate, Mixed-Use, TOD Client: AvalonBay Communities, Inc.*



The Ocean Avenue mixed-use development fulfills the community vision of a full-service grocery store and community gathering place immediately adjacent to City College. Bordering the Westwood Park neighborhood to the north and the Ingleside neighborhood to the south, this site at the top of Ocean Avenue was identified in the Balboa Park Station Area Plan as the keystone in the revitalization of upper Ocean Avenue. PYATOK and the AvalonBay team led multiple meetings with both community groups, as well as with local business owners of the Ocean Avenue Collaborative, to craft a design that transformed this underutilized site.

This project also involved close collaboration with the San Francisco Planning Department to develop a design that sets a new standard for the inclusion of a full service grocery store in a mixed-use project. The program includes a new urban plaza at Brighton Avenue that provides a focal point for the grocery store, café, and other street front retail space. 173 new rental units including studio and one- and two-bedroom units are organized around two central courtyards which provide outdoor space sheltered from the prevailing winds.


PYATOK



265 units	Lofts, Flats Townhomes unit type	.82 parking ratio
322,905 building s.f.	2.17 acres	122 d.u.a.
\$130M const. cost	2018 completion	LEED Silver targeting

CONSTRUCTION TYPE

Type 1-B (5 Stories of ConXtech Structural Steel over 2 Story Concrete Podium including Basement Level Garage)

UNIT MIX

Studio/Lofts = 2% | 1 BR = 49% | 2 BR = 43% 3 BR = 6%

AMENITIES

Two Elevator Lobby / Mailroom Lounges, Two Resident Lounges with Covered Outdoor Living Rooms, Two Terrace Lounges with Roof Decks, Children's Playroom, Leasing Offices, Resident Flex Space / Workshops, 30,000 sf Grocery/Retail, 1:1 Bicycle Parking, Two Outdoor Landscaped Courtyards Visitacion Valley Master Plan Update + Phase I / San Francisco Market Rate, Affordable, Mixed-Use TOD Client: Universal Paragon Corporation





Abandoned as an industrial site over 25 years ago, the 20 acre Schlage Lock site represents one of the largest opportunities to redevelop a brownfield site within an existing San Francisco neighborhood. After 10 years of community planning effort, the City of San Francisco and Visitacion Valley Neighborhood completed an award winning master plan in 2009.

With the loss of public financing that resulted from the demise of the Redevelopment Agency in 2011, PYATOK and GLS Landscape were retained to reorganize the master plan to allow for a 25% increase in new residential units while preserving open space and the fundamental design principles of the original Design for Development. The revised plan was unanimously adopted by the Board of Supervisors with strong community support. PYATOK was the lead architect for first phase of this major addition to the Visitacion Valley neighborhood which broke ground in the last quarter of 2015.

PYATOK is teamed with MBH and Groundworks on the design of Phase I which will include 410 units, community serving retail, a new full service grocery, and an extensive network of parks and open spaces designed by GLS Landscape | Architecture.



Seaplane Lagoon Ferry Terminal Alameda, CA



Groundworks Office is working with the City of Alameda, WETA and BCDC to develop an intermodal ferry terminal along the banks of the historic Seaplane Lagoon. The interim landscape has been envisioned to maximize the raw beauty of the site and increase pedestrian and bicycle access along this popular waterfront. The design utilizes bold pavement graphics and robust furniture to create a vibrant public realm, the design accommodates opportunities to get out over the water and understand the immense scale of the Seaplane Lagoon.

CLIENT

Michelle Giles City of Alameda Redevelopment Project Manager (510) 747-7449 **COMPLETION DATE** On-Going

INITIAL BUDGET \$12 million **PROJECT TEAM** Brennan Cox - Director Will Smith - PM Jinhee Ha - Design

PROJECT RESPONSIBILITY

Landscape Architecture Pedestrian and Bike Planning Public Realm Design

WindRiver Overlooks Alameda, CA



Groundworks Office is working with Moffatt and Nichol to develop a series of overlooks at Intel's Wind River Campus on the Oakland Estuary. The project intent is to provide public shoreline access while also highlighting the site's historical significance as home to the Beltline Co. and Encinal Terminal.

CLIENT Brad Porter Moffatt & Nichol (925) 956 - 4939 **COMPLETION DATE** Construction 2018 **PROJECT BUDGET** \$1.5 million

PROJECT RESPONSIBILITY

Public Shoreline Access Historical and Sea Level Rise Interpretation

Alameda South Shore Center Playground Alameda, CA



Groundworks Office worked with Jamestown LP to develop an engaging linear playscape in an existing retail space in Alameda, CA. The goal of the design is to enliven the space between existing buildings with a vibrant playscape, that will be an attraction in its own right, providing an amenity for shoppers and local residents. GWO has proposed an undulating groundplain with custom play structures, which provide the opportunity for children to climb, roll, tunnel, slide and generally, just be kids.

Client / Contact Jamestown, L.P. Remy Monteko **Completion Date** Construction 2016 Completion 2017 **GWO Team** Brennan Cox - Partner Will Smith - Associate **Project Details** Public Realm Playground \$ 140k Budget

Waterfront Plaza San Francisco, CA



Jamestown LP approached Groundworks Office with a challange to reimagine a technology campus situated along San Francisco's historic Embarcadero. The existing campus was outdated and reminiscent of days when water was plentiful and Kentucky Bluegrass was en vogue. Our approach was two-fold: make spaces for people and deepen the sites potential ecology. For Phase 1 of the project we introduced a entirely new planting palette to the campus. Using drought tolerant and native plantings, we reduced water consumption and maintenance cost dramatically of the project. In Phase 2 of the project we set about designing two peacemaking nodes for the campus. Each node received a custom designed bench, constructed of Western Red Cedar and Cor-Ten Steel.

Client

Jamestown, L.P. Remy Monteko Senior Associate Asset Management 415 - 813 - 6785 Completion Date 2016

Project Manager Brennan Cox - Partner Will Smith - CA **Project Details** Entry bench, awning structure and site planting.

Visitacion Valley San Francisco, CA



Groundworks Office has recently begun work on the 20-acre redevelopment of the former Schlage Lock Factory site, located in San Francisco's Visitacion Valley. The project includes nearly 1,700 residential units; 50,000 square feet of commercial space and the renovation of a historic building that will operate as a prized community resource. Planned for delivery in early 2019, the new development will have very strong connections to both SFMUNI and Caltrain. The development will also host two new public parks in a neighborhood that lacks significant access to public open space amenities.

Client Universal Paragon Group Steve Chan (415) 468-6676 ext. 102 **Completion Date** On - going **Project Team** Brennan Cox - Director Will Smith - PM David Koo - Designer **Project Details** 1700 Units Retail, Transit Link

Treasure Island Development San Francisco, CA

GROUNDWORKS Office





Site of the planned San Francisco International Airport, home to the 1939 Golden Gate International Exposition, former Naval Base and future San Francisco neighborhood, Treasure Island and Yerba Buena Island have and will continue to play a significant role in the experience of the San Francisco Bay. The concept for development embraces the natural forces and beauty of the Bay, and combines a magnificent natural park with compelling urban design to create 250 acres of open space and parks.

Groundworks Office is currently working on a number of significant public realm projects for Phase 1 and 2 of the project including Waterfront Plaza and Clipper Cove Promenade. Groundworks Office is also leading the design and documentation for all streetscapes of the project.

Client / Contact Treasure Island Development Corporation **Completion Date** 2008 - Current **Project Team** Brennan Cox - Director Will Smith - Technical Devon Miller - PM Project Details 250 Acres AIA Honor Award - 2009 ASLA Merit Award - 2008 Clinton Global Prize - 2010



PROJECT EXPERIENCE





ALAMEDA NAVAL AIR STATION (FISC)

BKF is helping to redevelop Alameda's Naval Air Station FISC and East Housing Areas into Bayport and Alameda Landing mixed use developments.

With ongoing implementation, BKF first led the efforts to redevelop the Alameda Naval Air Station, Fleet Industrial Supply Center (FISC) and East Housing Areas since 1998. BKF worked closely with the City of Alameda and Catellus to redevelop the 215-acres into a master planned, mixed use project.

BKF provided technical infrastructure analysis and infrastructure master plans to develop initial infrastructure phasing plans to formulate cash flow projects verifying the project's financial feasibility. Overall demolition, infrastructure, grading plans and phasing were developed to master plan the site and subsequently divide it to identify temporary connections, pump stations, detention facilities, and infrastructure to support the existing plus new development for each phase.

Now complete, the Bayport project included 600 market rate and affordable housing units, a school, and community park. BKF planned, designed, and supported the construction for the backbone roadways including work on Ralph Memorial Parkway, Fifth Street, Willie Stargell, and traffic intersection improvements at the RAMP/Webster intersection. Major infrastructure included a stormwater pump station to accommodate the 100-year design storm, stormwater storage pond and outfall to the Oakland Estuary, wastewater lift stations, backbone streets, traffic signals, and relocating a 115kV electrical transmission main.

At Alameda Landing, backbone public streets (Fifth Street extension, Mitchell Street, and realign Mariners Square Loop) support both multimodal traffic and utility infrastructure. BKF integrated stormwater treatment in both the backbone roadway design with treatment in bioretention areas. Additionally, BKF worked with the developer to design a multimodal access along the former Coast Guard Housing facility that will eventually connect to the new waterfront area. Alameda, CA

Client

MBDG Timothy Beedle 201 Mission St., Suite 250 San Francisco, CA 94105 (415) 355-6635 TBeedle@mbaydevelopment.com

> Cost \$2.6 million

Key Dates 1998-2008



ALAMEDA BAYPORT AND LANDING, ALAMEDA, CA

Implemented as a joint City/Catellus partnership, BKF has served since 1998 as the civil engineers and land surveyors to redevelop the 215 acre former Alameda Naval Air Station - Fleet Industrial Supply Center and East Housing Areas. The project is comprised of mixed use residential in-fill (approximately 900 units), an elementary school, a 250 ksf retail village center, commercial office, warehouse and wharf reuse/restoration, waterfront promenade, public parks, and open space.

BKF prepared Master Demolition, Infrastructure, Grading, and Phasing (MDIGP) plans, cost estimates, and expenditure projections. BKF assisted in the entitlements, land planning, tentative and final maps, and infrastructure construction drawings. Separate teams prepared construction packages of the project's multiple phases including backbone roadways, 110 cfs stormwater pump station, sewer pump station, stormwater treatment pond, stormwater outfall to the Oakland Estuary (with SF Bay JARPA - multiple jurisdiction permitting), and each of the in-tract developments. Approximately 500 homes with backbone streets, utilities, and amenities to support them have been completed. Demolition plans for the Alameda Landing Commercial project are currently in design.

STORMWATER POND AND OUTFALL DESIGN

One of the cutting edge ideas for the project was the dual use of the pond for both water quality treatment and flood control conveyance. The 'wet' pond's design provided a permanent water feature and accommodates storage volume for both treatment and storm events.

Constructed within the existing clay soils known locally as 'Bay Mud', the ponds' design effectively retains water storage without the need for a synthetic liner. Along with the wet pond's ability to settle suspended solids using two bays separated by a permeable rock weir, it also removes dissolved constituents through biological processes in the wetted pond, and wetlands vegetation/soils along the shoreline.

During small storm events, typically considered 'first flush', flows are conveyed to the pump station via transmission mains. A mechanical trash rack collects trash and vegetation debris carried by the flow. The stormwater pump station's low volume centrifugal pump delivers up to 80% of the two year design storm to the treatment pond.

When a major storm event exceeds the capacity of the centrifugal pump, the larger volute pumps activate as demand necessitates. During the 100-year event, all four duty pumps convey a minimum flow of 110 cfs.

DUAL WEIR STRUCTURE AND POND DURING MAJOR STORM



Client Catellus Development Corp

Bill Kennedy 510.267.3420

During these major storms, the flows exceed the treatment storage volume and overflow dual weirs that siphons flow via dual 48-inch mains the flow under sewer mains. A junction structure serves as both a mixing box to combine the flows and as a regulating structure (using flap gates) to prevent the effects of backwater tidal action. The flows are then conveyed through approximately 500 LF of 72-inch RCP outfall into a sheet pile open channel extending under an existing wharf to the Oakland Estuary.

PROJECT EXPERIENCE





ALAMEDA LANDING

BKF is currently providing civil engineering services to Catellus for the redevelopment of a portion of former Alameda Naval Air Station. The 97-acre waterfront site once served as the Alameda Fleet Industrial Supply Center (FISC).

BKF provided technical infrastructure analysis and infrastructure master plans to develop initial infrastructure phasing plans to formulate cash flow projects verifying the project's financial feasibility.

Overall demolition, infrastructure, grading plans and phasing were developed to master plan the site and subsequently divide it to identify temporary connections, pump stations, detention facilities, and infrastructure to support the existing plus new development for each phase.

The retail component of the plan currently under construction includes a Target store, Safeway, and a variety of other pads and shops. Also approved and in permit are plans for the first phase of residential construction which will include both single family and row housing. Backbone public streets to support both multimodal traffic and utility infrastructure are also under construction.

PROJECT FEATURES:

- Urban Mixed Use Redevelopment
- Conversion of Military Facility
- 400,000 sq. ft. of Waterfront Office Space
- 300,000 sq. ft. pedestrian-oriented retail district include waterfront promenade
- 800+ single family detached and multi family residential units



Alameda, CA

Client

Bill Kennedy Vice President Catellus Development Corporation 510.267.3420 bkennedy@catellus. com

Key Dates

In progress - estimated completion 2020

Project Size 97 Acres

PROJECT EXPERIENCE



ALAMEDA POINT SITE A - PHASE 1 SHARED PLAZA IMPROVEMENTS

The Alameda Point Shared Plaza is part of a larger redevelopment project of the former Naval Air Station located on the western end of Alameda. The Shared Plaza provides a pedestrian and bicycle connection from West Atlantic Avenue and the redevelopment housing/commercial sites of Alameda Point to the proposed Waterfront Park, located in the northeast region of the Seaplane Lagoon.

Due to the project's blending of pedestrian, bicycle, and automobile needs, there were several design challenges unique to the project. West Atlantic Avenue is the main street delivering traffic to Alameda Point, so particular attention had to be paid to safety. Since the plaza is intended to balance the needs of public visitors, local businesses, residents within walking distance, and cyclists, the limited space presented a constraint with drivable roadway space, walking surface, and particularly parking for both visitors, patrons, and delivery. Stormwater treatment was also a unique challenge, as the nature of having a large open area with maximized mobility makes placement of stormwater treatment facilities, and surface grading towards them, particularly challenging.

To support the project constraints, BKF worked with the design team and reviewing agencies to make sure the engineering needs were met in a way that supported the overall plaza vision. To provide for safety, the project integrated vehicular signage, raised roadway elevations flush with adjacent walkways, reduced roadway width, and a reduced turn radius on end of the plaza, all intended to reduce vehicular speeds and raise alertness of the plaza. The intersection of pedestrian walkways, bicycle paths, and bus stops was configured in a way to encourage the use of non-automobile transportation while still providing sufficient parking for the local business needs. Stormwater was treated with a system of inlets and gravity pipes that delivered runoff towards consolidated treatment areas away from the plaza utilizing a pump in order to maximize the usable space of the plaza.

Alameda, CA

Client

Joe Ernst SrmErnst Development Partners 2220 Livingston Street Suite 208 Oakland, CA 94606 510.219.5376 jernst@srmernst.com

> Cost \$2.6 million

Key dates

Notice to Proceed: August 2016 Completion of Contract Documents: In progress Construction start and finish: In progress

REFERENCES | Jamestown

Chris Sear

First Vice President of Suntrust Community Capital LLC (404) 588-8529 | christopher.sears@suntrust.com

Josh Kamin

Partner at King & Spalding LLP (404) 572-4849 | jkamin@kslaw.com

Debbie Potter

Community Development Director City of Alameda (510) 747-6800 | dpotter@alamedaca.gov

REFERENCES | CEI

Andrew Thomas

Alameda City Hall 2263 Santa Clara Avenue, Room 190 Alameda, CA 94501 (510) 747-6881 | (510) 774-5361 (cell) • Site A and Block 9

David Martin

Director Planning & Community Development Planning & Community Development Dept. 1685 Main St., Rm 111 City Hall Santa Monica CA 90401 (310) 458-2201 | david.martin@SMGov.net • Lincoln Collections

Herb Wesson

Los Angeles City Council President Los Angeles City Council Member, District 10 1819 S. Western Avenue Los Angeles, CA 90006 (323) 733-8233 | (323) 733-5833 (fax) • Next on Sixth

Joe Cecala

President, Los Angeles Region Pacific Western Bank 9701 Wilshire Blvd, Suite 700 Beverly Hills, CA 90212 (310) 887-8535 | (310) 271-1090 (fax)

Edward Samek

Managing Director The Carlyle Group 11100 Santa Monica Blvd Los Angeles, CA 90025 (310) 575-1700 | edward.samek@carlyle.com

REFERENCES | **BAR**

Jennifer Ott

Deputy City Manager City of Hayward (Formerly COO, Alameda Point) (510) 583-4302 | jennifer.ott@hayward-ca.gov

- Alameda NAS Master Plan
- Alameda Point Parcel 11
- BEQ Adaptive Reuse

Eric Sahn

DJM Capital Partners (formerly Head of Corporate Real Estate, Sun Microsystems) 408.271.0366 | eric@djmcapital.com • Sun Microsystems

Lou Vasquez

Build, Inc., LLC 315 Linden Street San Francisco, CA 94102 (415) 551-7613 | lou@bldsf.com

- 1532 Harrison St.
- 830 Eddy
- India Basin

REFERENCES | **PYATOK**

Joe Kirchofer

Senior Development Director AvalonBay Communities, Inc. 455 Market Street, Suite 1650 San Francisco, CA 94105 (415) 284-9082 | joe_kirchofer@avalonbay.com

Balboa Reservoir Master Plan
Ocean Avenue Mixed-Use

Brad Wiblin

Senior Vice President BRIDGE Housing Corporation 600 California Street, Suite 900 San Francisco, CA 94108 (415) 321-3565 | bwiblin@bridgehousing.com • Balboa Reservoir Master Plan

Jonathan Scharfman

General Manager/Development Director Universal Paragon Corporation 150 Executive Park Blvd, Suite 1180 San Francisco, CA 94134 (415) 468-6676, x123 | jscharfman@upcsf.com • Visitacion Valley / Schlage Lock Master Plan





FINANCIAL QUALIFICATIONS

Jamestown

Jamestown is a privately-owned company with over \$10 billion under management as of June 30, 2018. Jamestown has raised approximately \$4.3 billion in equity in the past seven years (2011-2018) and approximately \$9 billion over its entire 35-year history. As of June 30, 2018, the Jamestown Premier Property Fund has total assets in excess of \$4.1 billion, a net asset value in excess of \$2.1 billion, an outstanding investor deposit queue of \$740.1 million and has access to a \$50 million line of credit. We have provided the Jamestown Premier Property Fund's balance sheet in a separate sealed envelope. Because Jamestown's detailed financial information gualifies under Cal. Govt. Code § 6276.44; Cal. Civil Code §§ 3426, 3426.7(c); and Cal. Evid. Code § 1060 as protected trade secret not subject to disclosure, this summary information is provided to the City of Alameda on the understanding that it be protected from disclosure. In order to allow the City to fully assess the capacity of the company to execute this project, Jamestown will provide further evidence of its financial qualifications to the City at Jamestown's office at Waterfront Plaza or in meetings at the City to protect this proprietary information from disclosure.



Cypress Equity Investments

Cypress Equity Investments LLC is a national developer and investor focusing on urban multifamily assets. Since 2001, CEI has purchased, developed and invested in over 120 projects, achieving superior financial performance. CEI has leveraged its experience to develop deep programmatic relationships with capital providers and lenders.

Since its inception in 2001, CEI has developed and invested in a portfolio of over 11,900 multifamily units as well as select office and retail projects, amounting to \$5 billion of value. Cypress Equity Investments has the financial capacity required to execute this project and will provide detailed evidence of these qualifications to the City of Alameda in-person to protect the information from public disclosure.

Please kindly contact our CFO and she will present the financial information directly:

Alla Sorochinsky 12121 Wilshire Blvd. Suite 720, Los Angeles, CA 90025 office: (310) 405-0308 | mobile: (310) 430-0695 e-mail: allas@cypressequity.com

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Exhibit 11

Acceptance of Conditions Certification Form

Statement of Qualifications for Developers for West Midway Project (Main Street Neighborhood) 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 Jamestawn L.P. NAME & TITLE Matt Bronfman, CEO Address 6275 Ponce de Leon Ave, 7th Clour, Atlanta, GA 30308 CITY/STATE/ZIP CODE PHONE 770 -805-1003

Page 1 of 2

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SIGNATURE

Cypress Equity Investments, LLC
Michael Sorochinsky, CEO
12121 Wilshire Boulevard, Suite 720
Los Angeles, CA 90025
(310) 405-0300

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.

PLEASE NOTE:

There are no requested exceptions to the ENA.

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