

May 22, 2015

The Arcadium LLC
Ms. M. Raphaely
182 Howard Street #361
San Francisco, CA 94106
(415) 362-5584
info@arcadiumsf.com

San Francisco Recreation and Parks Department
ATTENTION: Cassandra Costello

Dear Selection Committee Members,

Please find our concept proposal for the Palace of Fine Arts attached.

We are delighted to present a remarkable concept that we believe fulfills the requirements of the San Francisco Recreation and Park Department, that acknowledges the tremendous talent of Bernard Maybeck as well as the countless supporters of the Palace of Fine Arts, and celebrates San Francisco as a vibrant metropolis in the state of California.

Our pending organization, (a Limited Liability Corporation) is a partnership between accomplished professionals: Mr. Barney Aldridge and myself, Ms. Mirran Raphaely. Mr. Aldridge and I are converging our relative experience and accomplishments for the benefit of realizing this vision. I am a former Chief Executive of a highly reputable international brand, and currently founding a global non-profit organization for women. Mr. Aldridge is a successful entrepreneur and developer of laudable, large-scale real estate and restoration projects. Our professional biographies and relative work experiences are attached.

In addition to a talented internal team, we are joined by an experienced consortium of consultants and agencies. Our building team, lead by ELS Architecture and Urban Design, is comprised of local firms well-versed in navigating the complexities of preserving architectural heritage and creating recreational destinations for the public. Our publicity and public affairs team will work together in order to drive national and international awareness and to prioritize local community engagement.

- *ELS Architecture: Architecture and Urban Design, External Project Lead*
- *Forell/Elsesser: Structural Engineering*

- *Plant Co.: General Construction*
- *CHS Consulting Group: Traffic Consultancy*
- *Landis Communications Inc.: Publicity, Media Relations & Strategy*
- *BergDavis Public Affairs: Community Engagement & Strategy*
- *Erin Marin Design: Interiors*

Our plan is to restore and enhance the Palace of Fine Arts and create a highly compelling environment within it- one that is designed and curated to attract loyal and repeat visitors.

In honor of its centennial anniversary, we aim to offer a proposal worthy of one of the most iconic buildings in the Bay Area.

We thank you for both the opportunity to participate in this process and your consideration of our concept.



Mirran Raphaely



Barney Aldridge

ARCADIUM PRINCIPALS BIOGRAPHIES

MIRRAN RAPHAELY, FOUNDER THE ARCADIUM SAN FRANCISCO



In her sixteen years helping to build the renowned and forerunning Dr.Hauschka Skin Care brand- specifically serving seven years as its US Chief Executive Officer- Mirran developed ideas, methods, products and teams that drove enormous consumer awareness, reached ambitious double digit profit targets and established the brand's leading position across global markets. Under Mirran's leadership, Dr.Hauschka became a self-financed and highly sought after lifestyle brand built on sophisticated marketing and public relations strategies, and celebrated well over a billion media impressions. Mirran secured feature articles in Fast Company and The New York Times and product placements on the Oprah Winfrey Show, the Martha Stewart Show, Good Morning America, The Today Show, to name

a few. Dr. Hauschka Skin Care Inc., under Mirran's leadership became a recognized contributor within the socially responsible business sector. Through targeted co-branding initiatives, Mirran raised large gifts for Heifer International and supported a number of other progressive NGOs. In addition to presenting at various conferences and media events, Mirran has also won two prestigious national Cicero Awards for 'vital speeches/presentations'. As she celebrates the spirit of human striving, our sacred natural world and the power of organizations working passionately to make a difference for the planet and her inhabitants, Mirran is thrilled to realize The Arcadium SF, which brings together all these elements.

BARNEY ALDRIDGE, FOUNDER THE BARLOW PROJECT ROLE: EQUITY INVESTOR, DEVELOPER, PROJECT MANAGER



Barney Aldridge is a successful real estate developer specializing in local marketplaces. He is a funder for The Arcadium SF, as well as the potential property and leasing manager. Barney has developed, built and managed multi-family, industrial, retail, and office projects in California and Colorado. In 2013 he founded the Barlow in Sebastopol as the developer and owner of a 220,000-square-foot, \$23.8 million destination marketplace housing purveyors of local food, art and wine. Barney rehabilitated historic apple cannery warehouses for new use and added complimentary new structures around them, reflecting the historic style with high ceilings, exposed beams, and plenty of light. The Barlow now spans 18 buildings on 12.5 acres with 38 tenants covering a diverse spectrum of commercial and cultural offerings. He believes in the power of providing space for community to do good for this earth and future generations. Barney has been active in the real estate business for over twenty years. In 1995, Mr. Aldridge started Benchmark Lending Inc. an originator/seller of mortgages. With a marketing focus on AM talk radio and commercials, Mr. Aldridge talked about loans that make sense, and a promise of "we're nice people too." He personally traveled all

over California to meet with borrowers. By 1999 he had saved enough money to get a credit facility, and begun funding loans on a warehouse line. By 2005 the company had 180 people all in one location funding \$75mm per month on an \$80mm Line of credit with Countrywide. Mr. Aldridge had also given, through stock options, 28% of the company to long time employees. In April of 2007, based on his perception of the industry, Mr. Aldridge made the decision to stop any distributions to shareholders, and stop taking a salary himself. At that time the company had \$5mm in retained earnings or equivalent. In early 2008 with the market changing quickly, Mr. Aldridge wound down the credit facility buying back several loans and closing it with a perfect pay history. By late 2008, he decided to let the remaining employees continue to work the business as brokers and he sold them his stock for \$1.00.

They continued to be in business until 2010.

FLOW GLOBAL TEAM BIOGRAPHIES

BEC CHAPIN



Bec Chapin is a professional builder and entrepreneur. Recently she has been in start up construction companies from prefab to green development focusing on market transformation for resource efficiency. Bec draws from her experience to lead operations for the Arcadium SF and as a co founder of Flow Global. She has an MBA in Sustainable Systems from Pinchot University and is an alumnae of Mount Holyoke College, a women's college. Her background in organizational development and leadership includes experience in universities, biotech and maritime industries. Bec has a strong foundation to wield her

perspective, awareness and self assurance to bring teams together and to realize goals. As a builder, Bec is passionate about creating places for people to thrive in community. As an entrepreneur Bec is passionate about finding levers that will create a cascade of change for a better world. Bec is most commonly described as a do-er and a connector. She is a problem solver and a strategist who can, and will find a way around an obstacle.

TROY CARTER



Troy Carter is a joy-filled soul and explorer making manifest his utopian dreams for human culture throughout the world. He leads partner and vendor relations for the Arcadium team, and is also a co-founder at Flow Global. He envisions a paradigm shift in the balance of feminine and masculine energy, economic livelihoods that support profound meaning and self-realization, and the evolution of human communication. He is a wine and cider entrepreneur, and has led data analytics for teams in the Bay Area. He holds a degree in economics from Stanford University.

STEPHANIE CIANCIO



Stephanie Ciancio brings a background in community outreach and placemaking to her role as the public engagement lead for the Arcadium SF and her role as a co-founder at Flow Global. In 2013, working with Walas Concepts and Real NewEnergy as an urban sustainability specialist, she was a contributing researcher in a study of adaptive reuse strategies for historic public buildings in San Francisco. With a diverse network of visionaries, makers and doers, she actively supports women's groups and creative placemaker communities in the Bay Area.

Her consideration of multifaceted perspectives are influenced by years of studying and teaching in Europe and Japan. She holds an MBA in Sustainability Management from Presidio Graduate School and a Bachelor of Arts degree from McGill University where she majored in Humanistic Studies.



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San Francisco, California 94106

ARCADIUMSF.COM

**ARCADIUM SAN
FRANCISCO
ADDITIONAL
CONSULTANTS**

[Environmental Building Strategies](#) / Matt Macko, Principal

[Erin Martin Design](#) / Erin Martin, Principal

[Habitat Horticulture](#) / David Brenner, Principal / LIVING WALLS

[Pelosi Law Group](#) / Alexis M. Pelosi, Principal Attorney / LAND USE

[CHS Consulting Group](#) / Chi-Hsin Shao, Principal / TRANSPORTATION PLANNING AND ENGINEERING

[Silvani Transportation Consulting](#) / Wendy Silvani, Principal / SHUTTLE SERVICE AND PUBLIC TRANSPORT



DIANA HAYTON, AIA, LEED AP BD+C
Principal

Relevant Experience

- Oakland Fox Theatre — Oakland, California
- California Theatre — San Jose, California
- Congregation Sherith Israel – San Francisco, California
- Presidio Fitness and Aquatic Center — San Francisco, California
- Balboa Park Pool Renovation – San Francisco, California
- St. Mark’s Lutheran Church — San Francisco, California
- Historic Old Administration Building and Offices at Fresno City College — Fresno, California
- San Jose Civic Auditorium — San Jose, California
- Morgan Hill Community Playhouse — Morgan Hill, California
- Santa Clara Community Recreation Center – Santa Clara, California
- Stonestown YMCA — San Francisco, California
- Downtown Berkeley YMCA — Berkeley, California
- Redwood City Senior Center, Library and YMCA – Redwood City, California
- Heather Farm Aquatics Center Needs Assessment & Master Plan — Walnut Creek, Calif.
- San Francisco Jewish Community Center — San Francisco, California
- Martin Luther King Jr. Civic Center Modifications – Berkeley, California
- James Kenney Community Center — Berkeley, California
- Rose Garden Trellis Rehabilitation — Berkeley, California
- USC Uytensu Aquatic Center and Offices — Los Angeles, California
- St. Ignatius College Preparatory Natatorium — San Francisco, California
- Splash Swim School — Walnut Creek, California

Career Profile

Diana Hayton joined ELS in 1996 and has over 15 years of experience in project management and in the design of renovations and adaptive reuse of public, recreational and community based architecture. Diana leads the firm’s historic and adaptive reuse portfolio and approach to integrated sustainable design strategies. A LEED BD+C accredited professional, Diana served as Project Manager on the renovation of the Downtown Berkeley YMCA, which is a registered local historic landmark and LEED Gold certified.

Diana has worked on the rehabilitation and adaptive reuse of many significant historic buildings, listed at the local, state and national levels and is qualified in Historic Architecture as defined by the Secretary of Interior’s Standards for professional qualifications. As project architect for the rehabilitation of the 1928 Oakland Fox Theatre, listed on the National Register of Historic Places and recipient of the 2009 National Trust for Historic Preservation Honor Award, she designed new program elements and code upgrades, and specifications for the preservation of historic materials consistent with the Secretary of the Interior Standards for Historic Rehabilitation and the Federal Historic Preservation Tax Incentives program. She is project manager on the seismic retrofit of the main sanctuary building of San Francisco’s 1904 Congregation Sherith Israel, listed on the National Register of Historic Places, and continues to assist the congregation with projects on an as-needed basis. She has also worked as project architect for the 1915 Historic Old Administration Building, which is listed on the National Register of Historic Places and recipient of the 2014 National Trust for Historic Preservation Honor Award, and the 1895 St. Marks Lutheran Church in San Francisco.

Education

Diana received a Bachelor of Arts degree in Art History and a Bachelor of Science degree in Civil and Environmental Engineering from Cornell University in 1986, and a Master of Architecture degree from the University of California, Berkeley in 1992.

Professional Registrations

Diana is licensed to practice architecture in California and is a LEED BD+C Accredited Professional.



SEAN KRISTOPHER SLATER, AIA
Principal

Relevant Experience

- University of Chicago Arts & Entertainment District Master Plan — Hyde Park, Chicago, Illinois
- Hillsdale Shopping Center — San Mateo, California
- Mueller Town Center — Austin, Texas
- Stonestown Mall — San Francisco, California
- Ward Village Shops Mixed-Use Development — Honolulu, Hawaii
- Mo'ili'ili Gateway Mixed-Use Master Plan — Honolulu, Hawaii
- New Park Mall — Newark, California
- Downtown Westminster Master Plan — Westminster, Colorado
- Fancher Creek Town Center — Fresno, California
- Atlanta Midtown West Mixed Use — Atlanta, Georgia
- North Point Mall — Alpharetta, Georgia
- The Village at Gulfstream Park — Hallandale Beach, Florida
- Promenade Shops at the Spectrum — Pearland, Texas
- Cumberland Mall Lifestyle Center and Interior Renovation — Atlanta, Georgia
- Branson Landing — Branson, Missouri
- Quinta Mazatlan Nature Center — McAllen, Texas
- Fireman's Park Environmental Center — McAllen, Texas
- Lake Iniji Plaza — Suzhou, China
- Plaza Egafña — Santiago, Chile
- Plaza Norté — Santiago, Chile

Career Profile

Sean directs the ELS Retail and Urban Mixed-Use portfolio, which includes significant work throughout the United States, including Pioneer Place in downtown Portland, Oregon; Church Street Plaza in Evanston, Illinois; the Village of Merrick Park in Coral Gables, Florida; and the recently opened 1.3 million square foot Downtown Summerlin outside Las Vegas, Nevada. Sean joined ELS in 2012 after spending the prior sixteen years practicing architecture in Texas and Georgia for nationally recognized firms, including eight years with TVS Design, and with his own firm from 2007 until 2012. Sean's projects involve large-scale shopping centers, mixed-use town centers, university-oriented retail destinations, and major retail center renovations both domestically and internationally in China, Dubai and Chile. Sean was recently honored with the Urban Land Institute's Apgar Award for co-authoring "New Suburbanism: Reinventing Inner-Ring Suburbs". Sean's clients include Bohannon Development Company, University of Chicago, General Growth Properties, The Irvine Company, Kamehameha Schools, Rouse Properties, Simon Property Group and the Vornado Realty Trust.

Education

Sean received a Bachelor of Architecture from the University of Texas at Austin in 1995.

Professional Registrations

Sean is a licensed architect. He serves on the Urban Land Institute's Entertainment Development Council and on the Downtown Berkeley Association's Board of Directors. Sean is a member of the American Institute of Architects and the International Council of Shopping Centers.

INTRODUCTION



Mission Inn, Riverside, CA. National Register of Historic Places

ELS ARCHITECTURE AND URBAN DESIGN is an award-winning architectural practice with a 45-year tradition in design for the public realm. ELS ranks among the 2014 ARCHITECT 50, a listing of best firms in U.S. by *Architect Magazine* for design, sustainability and business, and among the *Architectural Record* Top 300 Architecture Firms. In 1999, we were recognized with the AIA California Council's prestigious Firm Award. We specialize in a diverse array of project types including historic renovation and adaptive reuse; cultural and entertainment venues; retail, mixed use and urban design; sports, recreation, and fitness facilities. We provide complete architectural services from concept level to construction services, including feasibility and site analysis, urban design and master planning, and public workshops and presentations.

HISTORIC PRESERVATION/RENOVATION

ELS has completed the rehabilitation of six structures listed on the National Register of Historic Places and numerous other buildings of historic merit listed either at the local, state, or international level. The firm's projects have received awards from The National Trust for Historic Preservation, the California Preservation Foundation, AIA California Council, and the California Parks and Recreation Society. For each project, ELS served as the historic architect, design/adaptive reuse architect, and architect of record (except where noted) and followed the project from programming/concept design through construction. Examples of our work include:



Fox Theatre, Oakland, CA. National Register of Historic Places

FOX THEATRE b. 1928 Oakland, CA; National Register of Historic Places 1978
Type: Historic renovation of landmark theater into a live music venue and art school
Date / Size / Cost: 2009 / 108,000 sf / \$66 M
Role: Conceptual Design and Historic Architect

Description: The original historic movie house was surrounded on three sides by commercial space: a lower level with retail and two levels of offices over approximately half of the retail space. Serving as the design and historic architect, ELS developed the overall concept for the theatre's reuse and explored various uses for the commercial building with the City of Oakland. The Oakland School for the Arts, a public arts magnet high school that came to the project under the leadership of then Mayor Jerry Brown, required approximately 50,000 sf of space – more than double what the surrounding commercial building provided. Working with the school's architect, ELS developed a concept to retain the original façade of the commercial building's one-story side wings and construct a new three-story building behind the historic façade to be used as smaller classrooms and offices. The new three-story building referenced the original building in façade organization and colors, but used simpler, contemporary materials as appropriate to the Secretary of Interior's Standards. The project was partially financed by historic tax credits through a public-private partnership. As historic architect, ELS prepared the Part I, II, and III documentation and worked closely with the California State Office of Historic Preservation and the National Park Service throughout all phases of the project to gain design acceptance, develop required documentation, and provide continuing oversight during construction to ensure the tax credits would be granted. The project has been recognized with awards from the National Trust for Historic Preservation, AIA California Council, and California Preservation Foundation.



Historic Old Administration Building, Fresno, CA. National Register of Historic Places

CALIFORNIA THEATRE San Jose, CA
Type: Historic renovation of landmark theater
Date / Size / Cost: 2005/ 85,000 sf / \$58M
Role: Architect of Record

Built in 1927, the historic California Theatre has been recast as a regional arts facility for opera, symphony, film, touring musical acts, and corporate events, complementing the adjacent Convention Center and South First Street Arts District. A new, larger stagehouse meets the requirements of contemporary touring companies while preserving the ambiance of the historic interior. The historic façade, marquee, blade sign, and decorative interiors were completely restored. In addition to a complete seismic upgrade, two new ancillary buildings augment theater production capability. The project received a U.S. Institute of Theatre Technology (USITT) Architectural Honor Award, a California Preservation Foundation award, and an AIA design award.



California Theatre, San Jose, CA.



Congregation Sherith Israel, San Francisco, CA.
National Register of Historic Places

CONGREGATION SHERITH ISRAEL b. 1904 San Francisco, CA; Nat'l Register of Historic Places 2010

Type: Renovation of historic landmark

Date / Size / Cost: 2011/ 35,000 sf / \$7M

Role: Architect of Record

Description: Built in 1905, San Francisco's Temple Sherith Israel is one of the few large buildings to survive the 1906 earthquake. The building features a slate-clad dome rising 120 feet above the street and an interior decorated with stenciled frescoes and opalescent stained-glass windows. Work was focused on the seismic upgrade of the stone-clad, unreinforced masonry and steel structure while retaining interior and exterior decorative features. The project has received a California Preservation Foundation Craftsmanship/ Preservation Technology Design Award.



Sundance Kabuki Cinemas, San Francisco, CA.

SUNDANCE KABUKI CINEMAS San Francisco, CA

Type: Renovation & interior design of aging multi-screen cinema into upscale cinema with bar

Date / Size / Cost: 2007/ 81,000 square feet / cost withheld

Role: Architect of Record

Together with Sundance Cinemas, ELS transformed the aging Kabuki multiplex cinema into a new upscale cinema featuring stadium seating, full bar and restaurant service, and new concession and lounge spaces. The rustic and Japanese-inspired design reflects Sundance's mission to show independent films in an intimate setting that fuses elements from Sundance's homebase in the Wasatch Mountains with its dense urban home in San Francisco's Japantown. Respectful to the environment, many of the materials, such as the reclaimed wood, carpet, seat backs, bar tables and sign blanks, are directly recycled or contain recycled materials.

PIONEER PLACE AND THE ROTUNDA Portland, OR

Type: New specialty retail development

Date / Size / Cost: 2000/ 1,100,000 sf / \$86M

Role: Architect of Record

ELS developed a downtown master plan for the Portland Development Commission that accommodates streetcar and light rail systems. With The Rouse Company, ELS then competed for and won the rights to develop several central city blocks. Activating surrounding streets, Pioneer Place is a transit-oriented, two-phase, three-block specialty retail, entertainment, restaurant and office development sensitively scaled to preserve water views from adjacent blocks. On axis with the landmark Pioneer Courthouse, the project is finely detailed with cast stone, terra cotta, limestone and glass facades, skylights, and glass canopies to maintain the scale and elegance of this historic retail district.



Pioneer Place, Portland, OR.

PRESIDIO AQUATIC AND FITNESS San Francisco, CA

Type: Renovation of historic hangar into recreation building

Date / Size / Cost: In Progress/ 35,000 sf / \$15M (est.)

Role: Architect of Record

ELS is currently developing concepts for the Presidio Aquatic and Fitness Center and California Triathlon Center, which will be housed in the western-most historic airplane hangars along the Presidio's San Francisco Bay shoreline. The center will also be available to the general public, with a special emphasis on providing underserved San Francisco youth with fitness and health programming. The buildings will be converted to a combination of natatoria and high performance fitness and training studios.



Presidio Aquatic and Fitness, San Francisco, CA.

BALBOA PARK POOL RENOVATION San Francisco, CA

Type: Renovation of historic pool and community building

Date / Size / Cost: In Progress/ 16,700 sf / \$5.5M (est.)

Role: Lead Joint-Venture Architect

The Balboa Pool renovation creates a whole new community destination. By reconfiguring the support spaces of the natatorium, the design team has been working with the City and County of San Francisco's Recreation and Parks Department to develop a community space within the existing shell. A reconfigured entry and landscape strengthen the role of the community room, the front desk and access to the natatorium. The pool will have programming for family and elder groups, thereby transforming Balboa into a truly diverse facility. The new pool preserves the qualities of the original 1957 building while thoughtfully and respectfully adding to the building to make it a vital resource for the community for years to come.

Simin Naaseh, SE, SEAONC Fellow, President and CEO
Structural Engineer, Project Principal



Simin Naaseh is the President and Chief Executive Officer of Forell/Elsesser Engineers with over 30 years of experience in the structural engineering field, during which she has led the engineering effort for many large and complex historic projects. Below is a list of Simin's relevant project experience:

Martin Luther King, Jr. Civic Center, Seismic Upgrade, Berkeley, CA – Simin was Project Principal and provided base isolation consultation for the retrofit of this historic 110,000 sq.ft., five-story, U-shaped building built between 1938 and 1940. The “essential facility” is reinforced concrete and steel frame construction. *(Completed with ELS Architecture & Urban Design)*

Berkeley Old City Hall, Berkeley, CA - Simin was Project Manager for the evaluation and retrofit concept development of this 32,000 sq.ft. building built in 1908, a national registered landmark. *(Completed with ELS Architecture & Urban Design)*

Education

University of Michigan, M.S.,
Civil Engineering
University of Azar Abadegan,
Tabriz, Iran, B.S., Civil
Engineering

Registrations

California, Civil Engineer
(C35174)
California, Structural
Engineer (S3009)

Professional Activities

Fellow, Structural Engineers
Association of Northern
California (SEAONC)

Past President, Structural
Engineers Association of
Northern California
(SEAONC)

Member, Earthquake
Engineering Research
Institute (EERI)

Allied Member, American
Institute of Architects (AIA)

Member, AIA Health
Facilities Committee

Member, AIA Integrated
Project Delivery Committee

Past Trustee, California
Preservation Foundation
(CPF)

Oregon State Capitol Seismic Retrofit, Salem, OR – Simin is Consulting Principal for the seismic evaluation and structural retrofit of this 233,750 sq.ft. historic building constructed between 1936-1938.

San Francisco City Hall Seismic Retrofit, San Francisco, CA – Simin served as Project Manager and Forell/Elsesser served as Prime Engineer for the complete repair and base isolation seismic upgrade of the 550,000 sq.ft., 4-story City Hall which was built in 1915. This “essential facility” is a classic steel framed structure with a 94.5 meter-high dome clad with perimeter granite walls and with hollow clay tile interior walls. Base isolation was selected because it is cost-effective, allowed for minimum disruption to the ornate historic building, and provided maximum protection. The structural solution consisted of 530 isolators.

Utah State Capitol Building, Salt Lake City, UT - Simin was Consulting Principal for the base isolation retrofit of the 320,000 sq.ft. “essential facility.” Completed in 1916, the capitol building is a monumental reinforced concrete building. To protect this massive, yet ornate building, Forell/Elsesser performed a non-linear analysis to strengthen the building using 256 state-of-the-art seismic isolators under the Capitol Building. During an earthquake, the ground and Capitol will move independently while the isolators deform, stretching sideways up to 24 inches in any direction.

201 Post Street, San Francisco, CA - Simin was Project Principal for the seismic upgrade of this 1908, 97,000 sq.ft., 13-story building. Listed on the National Register of Historic Places, this is steel framed, brick infill building with a historic terra cotta facade. The retrofit scheme is a combination of ductile concrete moment frames and shotcrete shear walls.

GSA, James R. Browning U.S. Court of Appeals & Post Office, San Francisco, CA - Simin was Project Manager and evaluated the seismic capacity of this building built in 1905 and expanded upon in 1933, developed appropriate seismic upgrade and renovation concepts, and served as structural Peer Reviewer for this landmark historic 310,000 sq.ft., 4-story building. Damage caused by the 1989 earthquake motivated the development of seismic upgrade concepts for both conventional and base isolation concepts.

Fairmont Hotel Renovation, San Francisco, CA – Simin was Project Manager for this hotel which was rebuilt in 1908 following the 1906 San Francisco earthquake fire. The 100,000 sq.ft. hotel is steel-framed with masonry and terracotta walls. Forell/Elsesser provided structural engineering services for the major renovation and modernization of the hotel.

Simin Naaseh, SE, SEAONC Fellow, President and CEO
Structural Engineer, Project Principal

Historic Preservation Expertise

Forell/Elsesser Engineers is well-known for its experience with the seismic upgrade and rehabilitation of historically significant structures such as the Cooper-Molera Adobe Residence, San Francisco City Hall, Oakland City Hall, Asian Art Museum, the State Supreme Court Building Seismic Retrofit in San Francisco, the PG&E Headquarters Building, and the Old U.S. Mint Building, just to name a few. Significant investigation and/or rehabilitation of historic structures include:

1820 - Cooper-Molera Adobe Residence, Monterey, CA
1854 - Old Saint Mary's Church, San Francisco, CA
1869 - Old U.S. Mint Building, San Francisco, CA
1890 - St. Joseph's Basilica, Oakland, CA
1891 - Stanford University Art Museum, Stanford, CA
1895 - St. Marks Lutheran Church, San Francisco, CA
1895 - Montgomery Chapel, San Anselmo, CA
1898 - Ferry Building, San Francisco, CA
1905 - James R. Browning U.S. Court of Appeals & Post Office, San Francisco, CA, San Francisco, CA
1905 - Baker & Hamilton Building, San Francisco, CA
1906 - San Francisco Friends School, San Francisco, CA
1906 - 201 Post Street, San Francisco, CA
1906 - Huntington Sheraton Hotel, Pasadena, CA
1906 - U.S. Custom House, San Francisco, CA
1908 - Fairmont Hotel Renovation, San Francisco, CA
1908 - Berkeley Old City Hall, Berkeley, CA
1910 - Foreign Affairs Council Building, San Francisco, CA
1910 - 312 Sutter Street, San Francisco, CA
1910 - Elbert P. Tuttle Court of Appeals, Atlanta, GA
1910 - San Francisco Olympic Club, San Francisco
1912 - Shreve Building, San Francisco, CA
1913 - Oakland City Hall, Oakland, CA
1914 - Icehouse Building, Levi Strauss & Co., San Francisco, CA
1914 - UC Berkeley, Blum Center, Berkeley, CA
1915 - Olympia Federal Building, Olympia, WA
1915 - San Francisco City Hall, CA
1917 - San Francisco Asian Art Museum
1919 - Lou Henry Hoover House, Stanford, CA
1920 - Stanford University, Green Library - West, Stanford, CA
1920 - Saints Peter & Paul Church, San Francisco, CA
1922 - Earl Warren Building, San Francisco, CA
1923 - San Francisco Conservatory of Music
1923 - UC Berkeley, California Memorial Stadium, Berkeley, CA
1925 - PG&E Headquarters, 245 Market St, San Francisco, CA
1927 - Pasadena City Hall, Pasadena, CA
1930 - Ford Assembly Plant, Richmond CA
1935 - 50 United Nations Plaza, San Francisco, CA
1935 - Stanford University, Hanna House, Stanford, CA
1938 - Oregon State Capitol, Salem, OR
1940 - Martin Luther King, Jr. Civic Center, Berkeley, CA

Building Conservation

Over the years, our firm has worked closely with several Historic Preservation Architects in designing and executing the structural improvements to these historic buildings in accordance with The Secretary of Interior's Standards and Guidelines for Historic Properties, as well as the Uniform Code of Building Conservation and the California State Historical Building Safety Code. We are extremely conversant and up-to-date on these design codes, and our firm has been recognized for its preservation efforts, with awards for all key projects.

PLANT CONSTRUCTION COMPANY, L.P. FIRM PROFILE

We are pleased to partner with Flow Global + Arcadium San Francisco on the leaseholder rehabilitation of the Palace of Fine Arts.

Founded in 1947, Plant Construction has grown to be a leader in the Bay Area construction industry by concentrating on exceptional execution of the work which we are entrusted. This focus has produced a wide range of project experience and a diverse group of loyal clients for whom we provide pre-construction services, construction management and general contracting services. Plant’s expertise includes:

- Restoration and adaptive reuse of important historical structures.
- Cultural institutions and schools.
- Seismic bracing of major buildings.
- Core and shell renovations preparing for tenant work.
- Office and retail interiors and tenant improvements.
- Event spaces and commercial kitchen construction.
- Occupied facility renovations.

While the majority of this work has been performed locally, Plant has completed projects throughout the U.S. A firm of more than 90 salaried staff and approximately 250 craftspeople in the field, Plant is recognized for consistently meeting the standard set by the slogan “The Finest Construction Services, Efficiently Performed, Delivered on Schedule” and for delivering an outstanding level of personal service to our clients.

Partners in adaptive reuse. Plant has completed some of the most iconic adaptive reuse projects in and around San Francisco in recent decades. The complete gut and rebuilding of the Ferry Building into its vibrant marketplace use, the conversion of the Public Health Services Hospital into the Presidio Landmark residential development, coaxing the Walt Disney Family Museum into the Presidio Parade Ground, 140 New Montgomery Street rising from abandonment, the Old Chronicle Building becoming The Ritz-Carlton Club + Residences, the list is as varied as our clients’ imaginative repurposing of great building sites.

Matching market specialties. A seemingly direct parallel between many of our successful projects and our client’s ambitious goals; the Arcadium ecosystem vision maps perfectly to Plant strong suits: mixed use facilities, educational enterprise, cultural spaces, food service, spa and wellness clinics, office use in both the non-profit and for-profit arenas, these are scopes matched exactly to our catalog of completed work.

Expertise in historic restoration. As a result of our project portfolio, all of our senior management staff and most of our superintendents and craft supervisors have, individually, significant experience in historic restoration efforts. It is no accident that Plant’s Palace of Fine Arts rehabilitation estimate is circulating as part of the city’s RFP package.

Maximizing cost effectiveness through Preconstruction. Plant approaches construction projects by providing hands-on attention to all phases of every project by highly qualified individuals, using the best available estimating and management tools and systems.

Plant is interested in working with clients and their architects as team members dedicated to the common goals of quality, on-schedule delivery, and efficient performance resulting in value. We take pride in our ability to negotiate and purchase construction goods and services, and feel that our team is second to none in that area.



Ferry Building
San Francisco



Presidio Landmark
San Francisco



Filoli Center
Woodside, CA



650 Townsend Street
San Francisco



Walt Disney Family Museum
San Francisco

“We applaud the expertise and professionalism that Plant Construction exhibited in accomplishing the largest and one of the most significant historic rehabilitations in the Presidio. The project exemplifies the use of environmentally sustainable technologies and materials in the context of historic preservation.”
- Craig Middleton,
Executive Director, The Presidio Trust
(referring to the Presidio Landmark project)

“Upgrading these landmark buildings required conforming to the strict standards of the Secretary of the Interior’s standards for the treatment of historic properties—and as we worked with our environmental consultant and our contractor, we learned a great deal more about sustainable materials and the complexities of “green” design. You don’t just slip in green materials here and there. It’s a more holistic process and integral to the concept of good design.”
- Marsha Maytum, Leddy Maytum Stacy Architects
(referring to The Thoreau Center project)

Chi-Hsin Shao TE, AICP Principal

YEARS OF EXPERIENCE

37

EDUCATION

MS in Infrastructure Planning and Management, Stanford University

BE in Architecture, Chung Yuan University

PROFESSIONAL REGISTRATION

Registered Traffic Engineer, State of California (#TR 2150)

American Institute of Certified Planners

PROFESSIONAL ASSOCIATIONS

Institute of Transportation Engineers (ITE), Fellow

American Planning Association (APA), Member

Transportation Research Board (TRB), Member

TRB Intermodal Transfer Facilities Committee, Member

TRB Transportation Demand Management Committee, Member

TRB Parking Subcommittee, Member

Lambda Alpha International, Member

Yerba Buena Alliance, Board Member

Chi-Hsin Shao has 37 years experience as a transportation planner and traffic engineer, specializing in multi-modal transportation planning and systems. He has participated in major development project solicitations in the vicinity of the Palace of Fine Arts including the Presidio Letterman Hospital site, the Presidio Main Post, and the Doyle Drive Reconstruction Project. He also participated in the Old Mint project with Robert Mendelsohn and the San Francisco Museum and Historical Society.

Mr. Shao has extensive experience working with City and County of San Francisco departments: the Recreation and Park Commission, Department of Public Works, Municipal Transportation Agency, County Transportation Authority, Planning Department, and Public Utilities Commission. As a result he is extremely knowledgeable in the City's planning and entitlement process and has been successful in securing approvals for transportation improvements for many major projects in San Francisco, such as the Mission Bay, Hunters Point, and Treasure Island development projects. Mr. Shao was instrumental in the planning and design of transportation access to the Ferry Terminal Redevelopment, the James R. Herman Cruise Terminal at Pier 27, and the Transbay Transit Center. He continues to be involved in major transportation projects throughout San Francisco, such as the 19th Avenue/Muni M-Ocean View Improvement Project, the Better Market Street Project, the Second Street Cycletrack Project, and the San Francisco Bicycle Master Plan.

Prior to founding CHS Consulting Group, Mr. Shao served as the Head of the San Francisco Planning Department's Transportation Section, and Deputy Commissioner of the City of Boston Transportation Department.

Selected Experience

- **San Francisco Old Mint Renovation and Restoration Project:** Mr. Shao assisted developer Robert Mendelsohn's team in winning a competition for the restoration and reuse of the National Historic Landmark Old Mint, built in 1874. He developed pedestrian and vehicular access to the project, which included the potential closure of Jessie Street. The subsequently approved Development and Disposition Agreement allowed the San Francisco Museum and Historical Society to operate the San Francisco Museum at the Mint.
- **Transbay Transit Center:** Mr. Shao has had a long-standing involvement in the development of the Transbay Transit Center Concept Plan. He served as the Deputy Project Manager for the development of a concept plan in the mid-1990's for the SF Planning Department and then served as the Transportation Task Leader for an effort led by the San Francisco Redevelopment Agency. Mr. Shao was successful in convincing the Redevelopment Agency project manager to accept recommendations for significant pedestrian improvements in the area, including removing the existing Fremont Street off-ramp to Folsom Street and replacing it with a midblock signal at Fremont and a continued sidewalk on the west side; and a conversion of Fremont



Chi-Hsin Shao TE, AICP (continued)

between the midblock crosswalk and Folsom to two-way operation. He also assisted in the subsequent approval of the concept and design by the Redevelopment Agency Commission, the Board of Supervisors, and Caltrans. The project is currently under construction.

- **Treasure Island Naval Station Redevelopment Project:** Mr. Shao managed the development of the Transportation Plan and the Transportation Section of the Environmental Impact Study/Environmental Impact Report. Mr. Shao identified several key transportation network improvements for the project area: including the viability of a highspeed ferry service to the San Francisco Ferry Terminal; high frequency bus services to and from the San Francisco Transbay Terminal; and a stringent Transportation Demand Management Plan. Recently Mr. Shao participated in evaluating implementation of congestion pricing for Treasure Island.
- **Hunters Point Naval Shipyard Redevelopment Project:** Mr. Shao developed the original transportation plan for the project in 1994 and assisted Lennar in winning the master developer competition for the project. He identified several key transportation network improvements for the project area: a South Basin Bridge connecting Hunters Point with Candlestick Point; potential use of an abandoned rail right-of-way for track access; and ferry services from the Downtown San Francisco Ferry Building. Most of his original recommendations have been incorporated into the approved project.
- **James R. Herman Cruise Terminal at Pier 27 Feasibility Study and Final Design:** Mr. Shao developed the initial vehicular and pedestrian access concept and on-site circulation concept design for the project. Subsequently, Mr. Shao managed a detailed analysis and layout of site circulation and access (taxi, private vehicles, bus truck, and pedestrians) ingress/egress; and evaluation of on/off-site traffic circulation and access. The Cruise Terminal was completed and opened in September 2014.
- **Port of San Francisco Ferry Building Redevelopment and Expansion:** Mr. Shao participated in several rounds of the Ferry Building renovation and reconstruction, including the reconstruction of the Embarcadero, which resulted in a very broad crosswalk that provides access to the terminal and marketplace for the many ferry riders and other visitors. Recently, he was involved in the expansion of the ferry terminal and an increase in ferry gates. He was responsible for identifying landside access improvements, including pedestrian, bicycle, and transit access, auto drop-off needs, parking demand analysis and potential shared parking strategies. The expansion at Pier 1 1/2 is under construction.
- **Port of San Francisco Water Taxi Feasibility Study:** Mr. Shao conducted a water taxi feasibility study for the Port of San Francisco. He evaluated opportunities from Crissy Field and Candlestick Point. The project included market assessment, ridership potential, case studies and best practices, and technical feasibility. The study recommendations were presented to the Port of San Francisco Board of Directors in March 2014 and used as the blue print to guide further implementation of water taxi services along the San Francisco waterfront.
- **706 Mission Street Mixed-Use Project:** Mr. Shao developed pedestrian and circulation access design for the 706 Mission Street project and vehicular circulation along Stevenson Street and access to Jessie Square Garage. He is presently involved in the development of a pedestrian circulation and safety improvement plan for Yerba Buena Center Central Block 1. The goal of the plan is to further reduce vehicular and pedestrian conflicts and improve safety in this block. He also worked closely with the project sponsor and many stakeholders in securing an agreement for the proposed improvements.
- **Mission Bay Development:** Mr. Shao has had a long time involvement in the Mission Bay Project. His involvement dated when he was the Head of the Transportation Planning Section in the San Francisco Planning Department for the overall circulation plan for the entire site. His accomplishments include securing approvals from SFMTA, Caltrans and Caltrain of transportation circulation plans for the Major Phase Plans, and signal, signing, and striping plans.





LCI is a public relations and marketing firm that jump starts creative, transparent conversations – which fuel our clients’ growth

LCI’s award-winning public relations, social media, marketing, branding, content marketing and digital campaigns help elevate our clients’ stories above the buzz. Based in **San Francisco** and representing leading national consumer, business-to-business and technology clients, LCI this year celebrates 25 years in the business of communications as one of the country’s leading agencies. With our trademarked Promised Results© program, the agency delivers measurable results that help businesses and brands grow. LCI is the San Francisco member agency of Public Relations Global Network (www.prgn.com), with offices worldwide.

Certifications and Awards

LCI has been accredited by the National Gay & Lesbian Chamber of Commerce, is a proud member of San Francisco’s Golden Gate Business Association (serving the Bay Area’s LGBT community) and also is accredited as a Local Business Enterprise (LBE) by the City of San Francisco. LCI is the recipient of numerous awards: 10 Best PR named us the #3 PR agency in the country: we were named #1 U.S. social media agency by TopPRAgencies.com; Ragan’s PR Daily awarded LCI with an honorable mention Nonprofit PR Award; LCI has been named to the Bulldog Awards Hall of Fame; and we have won Bulldog Awards for Education, Public Service, and Social Media, among others.

Client Roster

Our client experience includes: Walmart, California Bank & Trust, Johnson & Johnson, MetLife, AT&T, Whole Foods Market, Cold Stone Creamery, Sony, Emirates Airline, NBC Universal, Fairmont, Xerox, Old Navy, UCSF, Match.com and many others.

San Francisco Public Venues and Institutions Client Roster

LCI is the expert in representing new and refurbished iconic San Francisco public spaces and buildings. Our client list includes: California Academy of Sciences, Pier 39, Asian Art Museum, Port of San Francisco, War Memorial Opera House, ACT Geary Theatre, UCSF Mission Bay Campus, Exploratorium, SF Jazz Center, Metreon Center, the Flood Building, Tower Two at One Rincon Hill, Lumina, the Infinity, Davies Symphony Hall, Green Music Center, reopening of Union Square, Museum of the African Diaspora, Museum of Craft and Design and many others.

Jessica Berg, Founder and President

BergDavis Public Affairs

Project Role: Public Relations

Relevant Experience

- Exploratorium – San Francisco, CA
- Masonic Auditorium – San Francisco, CA
- Santa Clara International Swim Center – Santa Clara, CA
- Santa Clara Community Recreation Center – Santa Clara, CA
- UC Hastings, San Francisco, CA
- Committee to Save Our Branch Libraries, Yes on A Campaign – San Francisco, CA
- Friends of the San Francisco Library – San Francisco, CA
- Neighbors for Branch Libraries, Yes on Measure FF Campaign – Berkeley, CA
- San Francisco Botanical Garden – San Francisco, CA
- Capital Planning Division, San Francisco Department of Public Works – San Francisco, CA



Career Profile

Jessica Berg founded Berg Davis Public Affairs in 1999 with her partner Evette Davis. Jessica manages many of the firm's marquis clients in the land use, community outreach and crisis communications arenas. She has overseen the firm's work to guide its clients in their efforts to build thousands of units of housing throughout San Francisco and the greater Bay Area, along with hotels, casinos, educational institutions and public facilities. Additionally Ms. Berg works with clients on high-level relationship management and cultivation, messaging and strategy.

Jessica and her colleagues have significant experience working in support of large public-private partnerships in the Bay Area. The firm has managed communications efforts for the San Francisco Public Library (electoral campaign to approve bonds which resulted in the renovation and rebuilding of all city library branches), the Capital Planning Division of the San Francisco Department of Public Works (campaigns to support ballot measures to fund seismic repairs, a new jail, and various public safety initiatives), the Port of San Francisco (campaign to rezone and rebuild Pier 70, now underway), the San Francisco Public Utilities Commission's Real Estate Division (strategic planning and property management), and the City of Santa Clara's current efforts to build a new Community Recreation Center and International Swim Center. The firm has also worked with library systems in Berkeley, Pacifica and Tiburon on strategic planning, community outreach and development.

Jessica and her colleagues partnered with the Exploratorium when it was still a tenant at the Palace of Fine Arts to facilitate an early community outreach and assessment process in order to understand the museum's strengths and weaknesses in the local community, and to help the museum chart its path forward to a new location. Jessica also spearheaded the entitlements and community outreach to allow the reimagining of the Masonic Auditorium on Nob Hill, a historic building that had long served as a special event venue. Jessica worked collaboratively with neighbors, supporters and city hall leaders to ensure the building could continue to thrive for decades to come.

Education

Jessica holds a Bachelor of Arts degree in Political Science from the University of California, Los Angeles.

**Erin Martin, Principal Interior Designer, Business Owner
Erin Martin Design**

Project Role: Interior Design

Erin Martin Design's philosophy is: "The most aesthetically pleasing design is one that captures the rhythm and energy of a space. The area should be comfortable, calming, and peaceful. Most importantly, the space should reflect its own persona, rather than that of the designer who created it."

Our portfolio includes clients such as Allison Johnson, Molly Chappellet, Trincherro Family Estates Winery, John and Janet Trefethen, The Four Seasons in Calistoga, The Lucky Brand – The Point, and RedWood Restaurant in Yountville, to name a few.

Magazine Features: Architectural Digest, Elle Décor, House Beautiful, C Magazine, California Home and Design, Luxe Interiors.

We have experience to meet sustainable design objectives through our LEED award for our work at Gargiulo Vineyards, our affiliation with the first LEED Platinum certified home in Marin County, and our general consciousness towards sustainability.

Our team consists of both design and retail professionals, whose experience from our numerous projects further qualifies us to deliver the most innovative and extraordinary, design.

Our intended design approach is a large residential and commercial property, creating an atmosphere to give even the weariest of travelers the warmth of home. We plan to work with reclaimed and green materials, while still using thought-provoking pieces that are a trademark of Martin Design. We oversee the project from our home base in California, but will make several site visits to ensure the timely progression of the project phases.





THE ARCADIUM

SAN FRANCISCO



ARCADIUM SAN FRANCISCO: CONCEPT PROPOSAL

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IMAGE ABOVE *Gabriel Moulin, 1914. California Historical Society*

BRIDGING PAST TO FUTURE



IMAGE ABOVE Photo by
Andante Hotel San Francisco.

To visit the Palace of Fine Arts in San Francisco is to behold our human capacity to create beauty at large scale and form. Erected a century ago for the Panama-Pacific International Exposition (PPIE), the Palace of Fine Arts has become a beloved cultural heritage site, an awe-inducing delight for residents and visitors the world over. In its debut, the Palace emerged as a commercial and cultural triumph for a nation, state, and city. Thanks to the generosity and preservation efforts of admirers and philanthropists, Bernard Maybeck's stunning contribution remains an audacious and inspiring cultural landmark. This nearly impossible feat of collaboration and construction has retained majesty of spirit and place, not just as an homage to antiquity but to the concept of unity through creation, access and beauty.

One hundred years after her debut, the question of future use for the Palace has arrived with the challenge to envision as greatly as was dared in 1915. The originating spirit and purpose of this building awaits reinstatement. Can the Palace of Fine Arts become an international symbol of the progressive ethic San Francisco has long represented? We invite the optimism and imagination of the public to reaffirm our city as a cultural and community leader on the world stage in the Arcadium at the Palace of Fine Arts.

THE ARCADIUM AT THE PALACE OF FINE ARTS

PROPOSED USE FOR THE SITE

Named for the Grecian ideal of balance between a prevailing natural world and human endeavor, the Arcadium San Francisco brings together **cultural renewal**, **community participation**, **regenerative commerce**, and **holistic care** at the Palace of Fine Arts.

The Arcadium Principles and Offerings

Cultural Renewal	Community Participation	Regenerative Commerce	Holistic Care
engagement	connected	sustainable	integrative
creativity	diverse	responsible	therapeutic
education	participatory	local	fitness
heritage	accessible	quality	nourishment
			
theatre	events	eateries	spa
studios & galleries	partnerships	coworking & office space	women's club
heritage center	neighborhood outreach	retail & services	wellness clinic
interactive arts & education	gathering spaces	commissary & teaching kitchen	yoga, dance & movement

The Arcadium SF is a world-class arts space, destination market hall, and holistic wellness pavilion supported by foundational pillars of culture, community, commerce, and care.

CULTURE

“ArtSpan is enthusiastic to showcase the work of San Francisco artists on an international stage at The Arcadium SF. We will leverage our organization’s 40-year history to offer dedicated art creation space, rotating programming and events, and community engagement in neighborhoods throughout San Francisco. The Arcadium will house studio spaces intimately coupled with a polished fine art gallery, a world-class San Francisco experience that offers public access to the entire creative process.”

JOEN MADONNA - Executive Director of ArtSpan

IMAGE ABOVE *McLoughlin Gallery*

The Palace of Fine Arts once housed over 11,000 works of visual art from Monet to Van Gogh - artists so iconic that we recognize their names one hundred years later. This legacy of displaying historical art and supporting modern artists at the Palace should be strengthened and celebrated. The Arcadium will have a **dedicated cultural heritage exhibit** with ongoing displays that draw lessons from the PPIE and the building’s history as a microcosm for learning about our city and world today. The Palace of Fine Arts Theatre will thrive with programming for performance, speaker series, and dance and film festivals, benefiting from complementary offerings and consistent foot traffic in the building.



IMAGES ON RIGHT, CLOCKWISE
Painter's Studio, anaisdax.com; Mosaic Stairs, Landscape Architects Network; Isadora Duncan, counter-currents.com; Copper Sculpture, connieharris.com

The Arcadium is a place for the entire creative process—an immersive interplay between artists at work and people learning, playing, viewing, or buying. The southern half of the building will house **contemporary galleries, studio space, mixed-use performance areas, arts education, and interactive installations**. Studio spaces are arranged around a central gallery to display work with intimacy and connection to its



creator, an emerging model that can provide space for the cultivation of curiosity, excitement for learning, and opportunities for each visitor to realize their innate creativity. Renowned local community arts organizations and national arts foundations will offer residencies to Bay Area and international artists, with rotating exhibitions in permanent spaces and throughout the building. Mirroring the skylights down the spine of the building, **installations from artists representing each neighborhood of San Francisco** will rotate during the year to represent our entire city. Artistic endeavors— both individual and collective—are not merely a leisure activity: they satisfy a fundamental need for human beings to connect, to express, to thrive and to join together in the full range of human experience.

COMMUNITY

“The Arcadium will infuse energy, magnetism, and cultural creativity into a jewel of the city. What’s striking to me is the project’s deep engagement with artists, entrepreneurs, culture-bearers, and local and national organizations. This commitment promises to enliven and connect each of the communities it will serve, in an ecosystem curated with impeccable care.”

NINA SIMONS - Co-Founder, Bioneers, Founder, Everywoman’s Leadership

IMAGES ON RIGHT, TOP TO BOTTOM Phyllis Lyon & Del Martin, Cyndy Warwick; Museum of Craft and Folk Art, Alexis Cole, SF Weekly

The Arcadium honors the intention of the PPIE to bring a diversity of communities together in celebration of our breadth of cultural expression. We prioritize offerings that focus on **intergenerational and cross-cultural appeal and accessibility**, and are actively engaging the interest of numerous neighborhood and civic organizations to drive specific vendor and programming choices.

Community engagement and participation is the bedrock principle of our endeavor. It is neither an obligation, nor a platitude. Instead it is our calling, privilege and joy.

We recognize that our vision for the Palace of Fine Arts is not static, but a process design and set of principles to support the evolution of an iconic building over time. Throughout the bid and development process, we will be facilitating **participatory events to solicit feedback** and guide vendor selection, at a scale more often associated with social movements than real estate projects. The variety and quality of this building’s offerings will far exceed even our own most laudable aspirations if we provide space for ongoing engagement with our communities of visitors and vendors, and offer the public both the sense of ownership as well as actual financial involvement. During the 2017 construction phase, we will initiate a Direct Public Offering to allow local residents to invest in the building’s programming at a low minimum investment threshold.



COMMERCE

Kitchener Oakland is a commercial kitchen for startup food entrepreneurs to cook and grow in. We have crafted a community-oriented and affordable space that supports micro and small businesses with big potential. I'm incredibly excited to collaborate with the Arcadium San Francisco to provide a plant-based commissary kitchen paired with an open-layout teaching kitchen. This combination of commerce and education will be hub for people to discover and share delicious food and promote environmental sustainability."

SOPHIA CHANG - Owner/Founder of Kitchener

IMAGE ABOVE *Central kitchen sketch by ELS Architecture and Urban Design*

The Market Hall will serve as a bustling showcase for the best artisanal offerings of the Bay Area with a select few vanguard service providers from throughout the United States. The Arcadium Market Hall ecosystem operates from a principle of **regenerative commerce**, which means prioritizing environmental sustainability and human wellbeing as a functional aspect of commercial enterprise. With this in mind we have created **mission-driven criteria** for selecting our vendor partners in the Arcadium SF (please see page 10 - verify). All of our vendor partners, which include office and coworking space with onsite preschool child care, holistic health service providers, and a spectrum of exemplary local retail, will provide amenities and conveniences for visitors and residents.

IMAGES ON RIGHT, CLOCKWISE *Incubator kitchen, Miami Herald; Coworking, steelcase.com; Neighbour Goods Market, thefreshexchange.com*

Our eateries are the literal and figurative hearth of the Arcadium, offering whole food plant-based cuisine with a commitment to accessibility, health, and environmental sustainability. The open-layout teaching and commissary kitchens make up a central hub in the north wing, where small food entrepreneurs



can cook and offer their creations on-site to visitors through the **takeaway picnic counter**. Nestled around an **active fireplace**, a beautiful restaurant provides an exquisite experience for evening theatre-goers. Day visitors can bask at the **outdoor cafe** created by a plant-food based eatery, spilling out of the north entryway into a landscaped parklet.

We will prioritize fully sustainable food service providers offering organic locally-sourced produce, and support the city's **zero waste** goals with compostable food service ware. We intend to host a small farmer's market on weekends to offer an even greater diversity of fresh produce and handmade goods.

CARE

“The YinOva Center has been providing holistic healthcare to women and families for over 15 years through an integrative approach combining the best of Eastern and Western medicine. We are excited to partner with the Arcadium San Francisco to create a world-class wellness center that integrates seamlessly with the Flow club and other vendors focused on providing women and the community with the resources and support they deserve to build thriving lives and families. We are currently expanding locations within New York City, and The Palace of Fine Arts is an ideal ecosystem for our first West Coast location in 2018.”

JILL BLAKEWAY - Founder of The YinOva Center - yinova.com



IMAGE ABOVE Yoga Tree

Public health is a national and municipal imperative, and the Arcadium’s holistic wellness offerings at the Care Pavilion provide a powerful route to greater awareness and adoption of salutogenic practices for our bodies, minds, communities, and environment.

What does a commitment to holistic care mean in this space? There will be a yoga center, three integrative wellness clinics, the Flow Global club for women, nutritious food offerings, a therapeutic destination spa, and additional spaces for movement, fitness and dance.



IMAGES ON RIGHT, CLOCKWISE Olive and June nail salon, ohjoyblogs.com; Tea Ceremony; Moonjuice, mothermag.com

Connection promotes health, and facilitating shared participatory experiences over food, art, and social impact is the underlying ethic embodied in this building. We will be partnering with preeminent organizations that view health and healing from this perspective.



FLOW GLOBAL: WOMEN AT THE PALACE

“This organization is what we all need! An incredible vision for ‘place and space’ to actively support women’s growth, development, connections and, most importantly, ability to thrive. It’s inspired and practical—in equal measure. Improving the lives of women means improving the lives of all humans and the planet we share a planet whose very survival is entrusted to us. Flow Global will be a beautiful and profoundly powerful game changer for women the world over. Invest your heart, mind and imagination in this space and count on bearing witness to transformation.”

KATHY LEMAY - Founder, Raising Change - raisingchange.com



IMAGES ABOVE, CLOCKWISE
sanfranciscodays.com;
Phoebe Apperson Hearst,
historycenterslo.org; Photo
courtesy of Dominique
Valcourt-Gas

Women have held a guiding role in the Palace of Fine Arts since its creation. At the 1915 PPIE, in the midst of the first World War, the Women’s Board promoted peace and universal suffrage. The Board’s Honorary President Phoebe Apperson Hearst founded the Exposition Preservation League, which saved the Palace from destruction as the fair ended. Architectural representations of women on the rotunda and colonnades define the environment and visitor experience. The Arcadium will honor the recognition and celebration of women as a core principle.

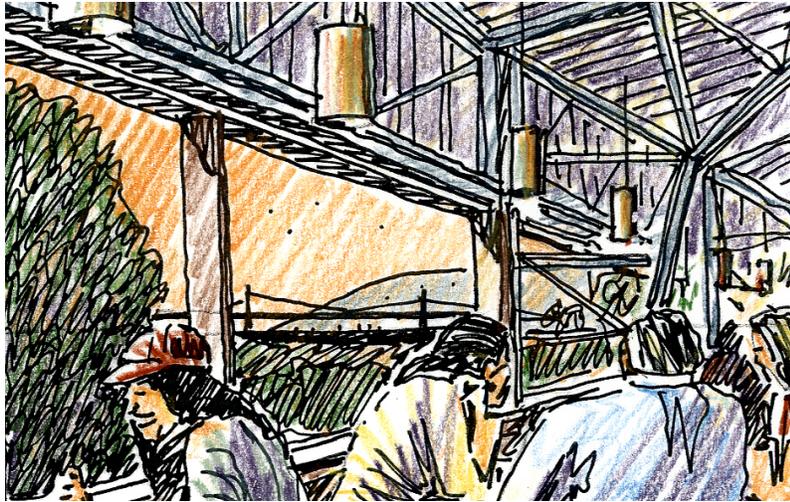
Flow Global, an anchor tenant at the Arcadium, is a new club that strengthens, builds and expands the acumen, power and positive impact of women. Flow is a gathering place for women and their guests, and an educational institution focused on financial acumen, self development and social impact with workshops curated by a team of global women leaders in their fields.

The Arcadium at the Palace of Fine Arts is an overwhelmingly appropriate setting for Flow Global’s founding chapter in San Francisco. Flow Global’s presence will serve as the nurturing center of the mezzanine, nestled between a tea room and therapeutic spa. In addition to its regular member activities, Flow will schedule free event space to informal and non-profit women’s groups in the Bay Area.

RECREATIONAL USE AND PUBLIC ACCESSIBILITY

Recreation is enjoyment, expression and connection. The Arcadium is a place for **creativity** and rich **social interaction**. It offers the public diverse points of engagement with the arts - arts education, live studios, and gallery exhibits reveal the creative process, **neighborhood art installations** provoke conversation, and performances delight and inspire audiences in the theatre. Food becomes an educational activity in the teaching kitchen. Nooks and gathering areas offer space for contemplation and conversation. **Mezzanine views of the Golden Gate Bridge** meet a public atrium filled with interpretive video panels and artifacts that evoke stories from the past, preserving cultural heritage. We believe these experiences should be available to all who seek them and we commit to bridging social and economic barriers through financially, logistically, and culturally accessible offerings informed through consistent and focused community outreach.

IMAGES ON RIGHT *Light spine/neighborhood art walk, illustrations by ELS Architecture and Urban Design; OVERLAPPING Mezzanine*



VENDOR PARTNERS

The values of Culture, Community, Commerce, and Care will be implemented in the building through our selection of vendor and programming partners, community outreach, and architectural and design choices.

The Arcadium and its anchor tenants maintain deep commitments to ethical business practices, fair trade, and environmental standards. Arcadium SF vendor partners will be selected based on mission alignment, brand identity, financial viability and commitment to principles seen in our criteria scorecard:

CULTURAL RENEWAL	
Arts	Does this support the arts as a vehicle for social benefit?
Crossing socio-economic, cultural, regional boundaries	Does this promote an interaction between people from a diversity of neighborhoods, economic strata, social groups, identities, and cultural backgrounds?
Participation, Education, Interactivity	Does this vendor offer specific services that promote education or interactive experiences?
COMMUNITY ENGAGEMENT	
Internal Arcadium Vendor Community	Willingness and ability to participate in the community of vendors for public engagement, shared space, programs, and marketing
Neighborhood and City Community Engagement	Participate in and support community outreach events and programming to Bay Area neighborhoods
Gathering and Accessibility	Does the vendor's presence or service bring people together and foster community ties? Does the vendor address accessibility for their offerings?
HOLISTIC CARE	
Physical Health and Security	Does the vendor provide a service that cares for visitors' physical or financial wellbeing?
Emotional Health[1]	Does the vendor provide a service that supports visitors' individual or community emotional wellbeing?
Environmental Stewardship	Water use, composting program, organic/sustainable agricultural certification, green design and building practices
REGENERATIVE COMMERCE	
Operating History and Team	Renowned brand reputation, strong operating history, fiscal responsibility, ability to finance own space buildout
Organization Structure	B corp certified, non-profit, cooperative, local ownership
Regenerative Business Practices	Fair trade, local sourcing (BALLE), living wage, coworker benefits

During RFP Phase 2, we will actively engage with other complementary organizations who have submitted a bid or letter of interest in the space in order to develop the best possible final expression for the Palace of Fine Arts. In the tradition of the PPIE, we anticipate opening in 2018 with a near-capacity occupancy rate and fully-operational vendors in each category.

KEY PROSPECTIVE TENANTS

[Flow Global](#) / Mirran Raphaely
[YinOva](#) / Jill Blakeway
[ArtSpan](#) / Joen Madonna
[Kitchener Oakland](#) / Sophia Chang

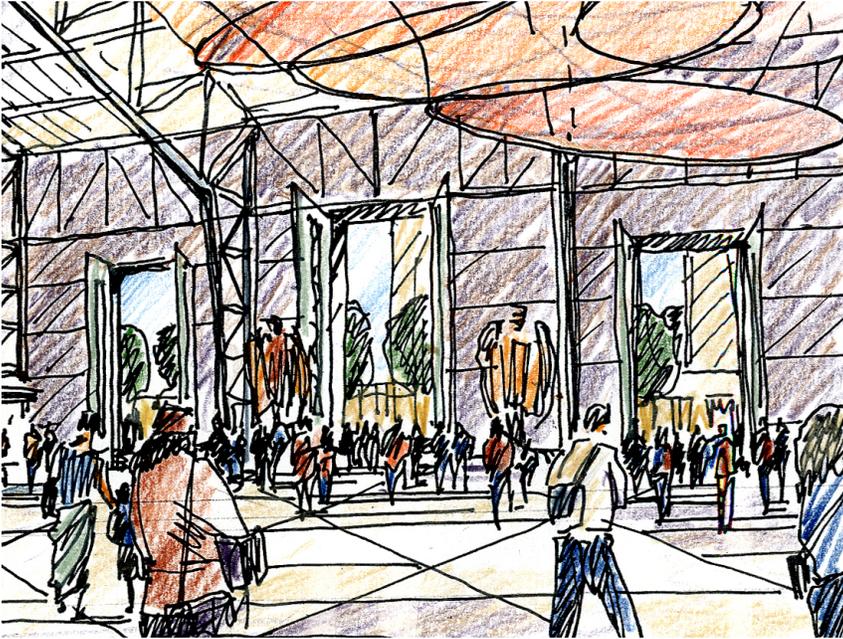
[Yoga Tree](#) / Tim Dale
[Raven's Restaurant](#) / Jeff Stanford
[Seed + Salt](#) / Mo Clancy
[McLoughlin Gallery](#) / Joan McLoughlin

ARCHITECTURE AND DESIGN

Creative Placemaking Prepared by ELS Architecture and Urban Design

DIANA HAYTON, AIA, LEED AP BD+C, Principal

SEAN KRISTOPHER SLATER, AIA, Principal



BUILDING IMPROVEMENTS AND HISTORIC PRESERVATION

IMAGE ABOVE ELS Architecture and Urban Design

Designed by Bernard Maybeck as a replica of a Roman ruin and fine arts gallery for the 1915 Panama-Pacific International Exposition, the Palace of Fine Arts is listed as a historic district on the National Register of Historic Places, and contains a long, curving main exhibition hall, a rotunda, two flanking colonnades, and a lagoon in a park setting.

The Arcadium at the Palace of Fine Arts proposes the adaptive reuse and rehabilitation of the site's main exhibition hall, a significant contributing structure to the Palace of Fine Arts district. The project will pursue 20% Federal Tax Credits as part of the financing, and will be designed in accordance with the Secretary of the Interior's Standards for Rehabilitation. The main exhibition hall, a simple curving building, was reconstructed in the 1960s, along with the other structures, in more permanent materials; thus, the National Register of Historic Places application notes the period of significance to be 1964-1967 and 1973-1974. Mandatory building system and envelope upgrades and the recommended structural improvements will be provided to ensure that this important building is preserved for generations to come. The Arcadium SF will retain, **repair and preserve all of the significant defining features** of

the building and site, identified in Page and Turnbull's report, including:

- *Building massing and scale*
- *Three hinge truss steel frames original to the 1915 construction*
- *Doors, fireplaces, chimneys original to the 1915 construction*

Fireplaces and chimneys will be restored at restaurant and assembly areas as focal points for communal gathering.

Contributing building features will be retained and repaired. Where alterations are made to accommodate the building's new use, they will be designed to be compatible with the existing structure; the cumulative effect of the alterations will not adversely impact the overall historic significance of the building and site. The exterior plaster walls were reconstructed during the period of significance. While the walls differ in detail and texture from the 1915 construction, they are identified as contributing to the historic preservation. The exterior plaster will be cleaned and repaired. Where required, patched sections will be matched to existing.

Existing skylights will be rehabilitated, and **new skylights** will bring daylight into the market hall, mezzanine, and public/art studio/gallery spaces. Skylights, reconstructed to match the originals at appropriate intervals along the length of the building, will provide **day-lighting** of the building's interior. Careful consideration will be paid to mitigate heat loads and glare. The Arcadium team will also explore additional new glazing and venting of the central roof monitor to provide a day-lighting spine for the space, emphasizing the overall **volume of the exhibition hall** and providing opportunities for night cooling and natural ventilation.

A **new mezzanine** will provide additional program area for the Arcadium. The mezzanine creates the opportunity for visitors to see the hall from different perspectives, in closer proximity to the steel trusses with potential views of the Bay and the Golden Gate Bridge. In accordance with the Secretary of the Interior's Standards for Rehabilitation, the Arcadium's

**BUILDING
IMPROVEMENTS
AND HISTORIC
PRESERVATION
(CONTINUED)**

new interior sub-tenant space and mezzanine will be differentiated yet compatible with the building's massing, size, scale and features.

Mezzanine design will be limited to one-third of the building footprint; constructed as a free-standing element in the space using new foundations; and fully self-supporting, imposing no loads onto the existing truss frame or footings. Mezzanine and interior build-out will be differentiated but compatible with the hall: clearly new and of-its-era while compatible in rhythm and sentiment with the existing structure.

The Arcadium's public arts and commerce spaces will be located on the main level. The mezzanine provides more secluded space for tenants including Flow Global, spa and wellness providers, and a tea house/restaurant.

**PUBLIC
ENTRYWAYS,
ACCESS, AND
INTEGRATION WITH
THE SURROUNDING
AREA**

The Arcadium at the Palace of Fine Arts will welcome visitors to the iconic site and exhibition hall by providing clearly identified access points through the historic **main central doorways** and a renovated north entrance. The Arcadium will provide views and easy walking access, shuttle service and transportation options that complement existing service, and ongoing event programming with neighborhood partner organizations.

Located inside the exhibition hall, The Arcadium offers an **active** program area on the ground level to draw visitors, strengthening the **connection between building and exterior** along the inside curve of the building. The existing relationships between the various Palace of Fine Arts structures and landscape elements, as well as the views and perspectives that define the district's character, will be preserved.

Oversized wood doors will open along the length of the exhibition hall to the Palace Colonnade on the east side, with **new glazed openings** providing an uninterrupted flow between the outdoor colonnades, rotunda and park setting, and the Arcadium's interior public market hall and art space. The entries re-establish the strong connection that existed between the original gallery building and the park during the 1915 Exposition.

A new drop-off and pedestrian entry will be provided on the west side of the exhibition hall on Palace Drive at the center of the curved building, **reestablishing the original use of the doors** as an entry point. Passing through the over-scaled doors on the west side into the daylit exhibition hall, the visitor will experience the volume of the 135' wide x 47' high space, the 100-year-old steel truss frames overhead, and stunning views

towards the rotunda and lagoon. The centralized focus and layering of views built into the Beaux Arts design will be clearly apparent. The central entry on axis with the rotunda is the heart of the Arcadium complex, active with new programs, art exhibition space, teaching and dining experiences.

Carefully placed glazed openings, designed to be compatible with the rhythm and scale of the existing structure, will be provided on the west side of the building to open up views of the Presidio, Crissy Field and the Golden Gate Bridge. A **new glazed entry at the building's north end** will connect the San Francisco community with the building's program by allowing views from Marina Boulevard into the Arcadium's rich, active interior space. As a destination for the Marina district, Presidio and Crissy Field, this north entry point will be an important link to the city.

IMAGE ON RIGHT *Pedestrian and Bicycle Access to PFA by CHS Consulting Group*



IMAGE ON RIGHT Icon Hotel
Hong Kong



SUSTAINABLE DESIGN STRATEGIES

The Arcadium and the Rehabilitation of the Palace of Fine Arts Exhibition Hall will be LEED Gold certified at minimum. Detailed site and climate analysis is the starting point for our approach to sustainable design. By understanding the opportunities inherent at the Palace of Fine Arts site and the exhibition hall, we can choose design strategies that take maximum advantage of site, climate and the building's characteristics. We take a bio-climatic approach to design, which allows us to minimize or eliminate building systems. Key strategies include maximizing daylighting, reducing heat gain in summer while allowing it in winter, and taking advantage of natural ventilation when possible. A collaborative integrated process brings together stakeholders, community, technical and design consultants early and often during design to develop realistic and effective sustainable design strategies specific to the project.

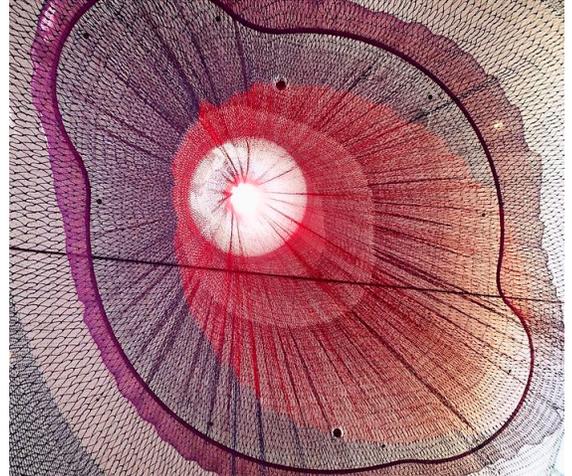
Sustainable design strategies are evaluated for their impact on the building's carbon footprint, the historic character-defining features, and the project's overall design goals. Energy and daylight models implemented to test and verify performance of proposed systems and strategies are updated at milestones during the design process, leading to successful results.

Strategies include:

- *Natural ventilation and daylighting - clerestory windows at monitor and reconstructed skylights*
- *Energy-efficient HVAC system design*
- *Energy-efficient lighting and controls*
- *Rainwater catchment systems with cistern for irrigation of indoor and outdoor landscape elements*
- *Water use reduction strategies - low-flow plumbing fixtures*
- *Funding will be pursued for on-site wastewater and rainwater treatment system (i.e. Living Machine or Aquafil systems)*
- *Resource efficiency--building materials will be sourced when possible as salvaged, recycled, local, and/or renewable. All specified materials will be recyclable at the end of their anticipated lifespan when available*
- *Healthy building materials--the project places a high value on creating healthy and regenerative environment using non-toxic building materials. The design and development team will take a deep dive into the research and product data available, reviewing Health Product Declarations and Environmental Product Declarations to specify non-toxic materials. The project may pursue the Well Building Standard as a part our commitment to human health and wellness*
- *An interactive display/building energy dashboard will be provided in the public portion of the Arcadium to illustrate the building's current energy usage, provide feedback to landlord and tenants, and offer an educational experience for visitors to the Palace of Fine Arts.*
- *A cistern-fed living wall of water-efficient plants that contribute to indoor air quality*

DESIGN AESTHETIC

The exhibition hall interior will be an elegant contemporary interpretation of Bernard Maybeck's original vision. During the next iteration of the design process, we will prioritize **natural materials**, organic flowing shapes, ground matte polished cement floor, and live plants to transition gracefully from outside to inside. We are inspired by historic adaptive reuse destinations such as El Nacional in Barcelona, for its elegant palette of natural colors and plants. A new **winding mezzanine** juxtaposed with the vast atrium will showcase the immense ceiling height, and magnify the sense of awe entering from the rotunda. An elegant floating fabric **installation will grace the atrium** with color and form, expanding and elevating an already impressive space. Night lighting and appropriate paint will accentuate the historic trusses.



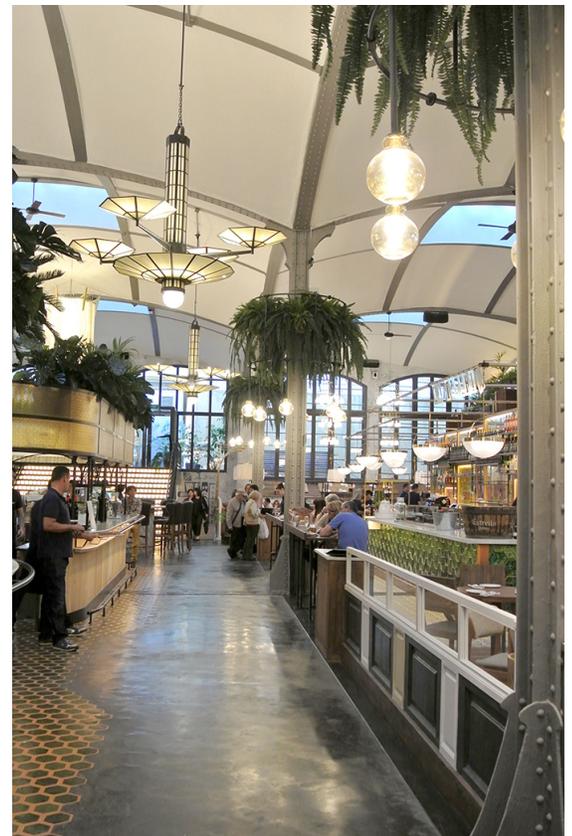
IMAGES ON RIGHT *Every Beating Second*, Janet Echelman; RIGHT BOTTOM *El Nacional*, Barcelona, Dieter Vander Velpen-*the Epic Guide*

A light spine of skylights further plays with the outdoor/indoor boundary, and clear views to the Golden Gate Bridge through mezzanine windows and to the rotunda through **glazed doorways** will further remove the separation between the building and its stunning surroundings.

Sub-tenant build-out will comply with the following aesthetic guidelines:

- *Superb-quality finish*
- *Operations visible to the public (glazed or open shop front)*
- *Carefully coordinated signage and lighting*
- *Preference for natural or reclaimed interior building materials*
- *Sound dampening materials when appropriate*
- *Seamless flow between common areas and individual vendor footprint*

Placement of each vendor will take into consideration foot traffic and visitor flow, noise, level of privacy and public interaction, views, and category of the offering. The creative open layout will ensure the excitement of small-stall vendor density with beautiful and easily-traversed common areas.



NOISE MITIGATION

Prepared with Plant Construction Company, L.P.

The Arcadium at the Palace of Fine Arts site is bounded by private residential neighborhoods on three sides, Richardson Avenue on the west, and Marina Boulevard on the north. The Arcadium will be a good neighbor to those residences, **pro-actively addressing** the requirements of the City of San Francisco Noise Ordinance and addressing concerns raised by the neighborhood. The project will limit the impact of building activities and noise on the Palace of Fine Arts Historic District, preserving the tranquil beauty of the nationally registered site for visitors.

Where sound levels require mitigation, the building envelope, ceiling, tenant walls and equipment system design will provide the required **sound attenuation**. Ambient noise levels will be measured on site in accordance with the ordinance, setting clear criteria for the project. Equipment will be located away from sensitive portions of the Palace of Fine Arts site and screened appropriately. One approach may be to consider the west side of the Arcadium for some equipment, where adjacent Richardson Avenue traffic creates high ambient noise levels. Attention will be paid to programming activities appropriate for the time of day.

Our General Contractor, Plant Construction, is well versed in noise ordinance compliance and mitigation strategies for neighbors during construction periods. Construction activities will be coordinated to occur during daytime hours when background activities most mask their impact, and they will incorporate acoustic insulation to buffer escaping noise. They require **best practices** from subcontractors when using powered equipment: effective mufflers, clean exhaust, and pre-planned run times. They also adjust work hours and delivery routes to minimize disturbances in residential areas. As a courtesy to neighbors, Plant does not allow crews to stage equipment or congregate off site, use radios, or spend idle time in parked vehicles.

TRANSPORTATION, TRAFFIC, PARKING

Prepared by CHS Consulting Group
CHI-HSIN SHAO, TE, AICP, Principal

The goal of the proposed project is to minimize traffic and parking impacts in the surrounding neighborhoods, and incentivize public transportation, walking and bicycle access and ride-sharing. The Arcadium SF team will rely on a set of **demand management** and pricing strategies to reduce vehicular and parking demands and a set signage improvements to reduce potential traffic impacts on surrounding neighborhoods.

Public transportation will be a key component in reducing traffic demand accessing the PFA site. Muni and Golden Gate Transit service will continue to be provided along Richardson Road adjacent to the southern entrance of PFA at Lyon Street. Additionally, the Presidio Trust operates both an internal Presidio park shuttle and a Downtown shuttle (PresidiGo) serving Presidio commuters and visitors. A bus stop will be provided at the new Girard Road roadway connection between the Presidio and PFA. The shuttle system is available to the general public, except the PresidiGo is only available to Presidio employees during weekday commute hours (5:45 am to 9:15 am and 4:00 pm to 7:30 pm). The Arcadium SF team will work with Presidio Trust to provide complementary shuttle service or to further enhance/expand the existing service and to improve its accessibility. The Arcadium SF aims to implement its own electric public **shuttle program** a few years into operation.

The transportation demand management (TDM) program would include a variety of TDM strategies for PFA employee commuters, including Commuter Checks which can be used for public transit systems; an onsite employee that coordinates vanpool and carpool services; provision of emergency ride home for employees who take transit but need a ride to attend to family and other emergencies; onsite **car sharing** opportunities to reduce the need for discretionary SOV trips; and provision of **bicycle parking** for Arcadium employees and guests. The proposed program will also include participation in the bike share and car share program with bike share and car share parking on the Arcadium site.

A key to the TDM program is a parking management program. All on-site parking spaces will be fee parking with higher charge during peak parking demand

periods. The Arcadium SF team will provide **parking supply information** on its website, on the PFA site, as well as those lots within a ¼ and ½ mile of the PFA site. The Arcadium team will work with SFMTA and the Presidio Trust to expand the SFPark project to the project area, so parking availability information will be conveniently available to the visitors via cell phone apps and they do not have to circulate around neighborhood streets searching for parking.

An integral component of a successful parking management program is to provide convenient, safe, and well-lit pedestrian access and signage from these external parking lots to PFA. All transit riders and people using off-site parking lots will become pedestrians to access PFA. The Arcadium team will work with Presidio Trust to **improve pedestrian access** between PFA and the Presidio. The Arcadium team will work with SFMTA, Caltrans, and the Presidio Trust to further improve access at the Marina Boulevard and Girard intersection for more convenient pedestrian, bicycle, and vehicular access to and from the PFA project site.

**TRANSPORTATION,
TRAFFIC, PARKING
(CONTINUED)**

IMAGES ON RIGHT *Pedestrian and Bicycle Access to PFA; Public parking areas in the vicinity of PFA (within 1/4 mile of walking distance)*



← Pedestrian and Bicycle Inbound ← Pedestrian and Bicycle Outbound



COMMUNITY ENGAGEMENT

Prepared by BergDavis Public Affairs

JESSICA BERG, Founder and President

The Arcadium San Francisco team anticipates working collaboratively with the Recreation and Parks Department to participate in public presentations and commission hearings during phase two of the RFP, as well as conducting its own outreach to key stakeholders. Community outreach speaks to the core values of The Arcadium; our mission is to elicit early feedback about the concept for the project as well as to understand impacts on local neighbors, nearby attractions and the community groups in the city as a whole.

Key stakeholder groups include:

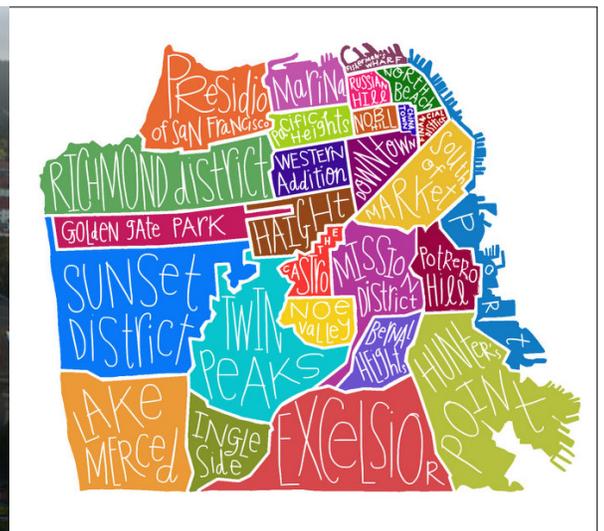
- *Community groups and residents in the Marina, Fisherman's Wharf and Cow Hollow neighborhoods, including Marina Community Association, Marina/Cow Hollow Neighbors and Merchants Association, Marina Civic Improvement & Property Owners, Fisherman's Wharf Merchants Association, among others.*
- *Neighbors such as Crissy Field, The Presidio, the St. Francis Yacht Club, Fort Mason and other Marina tenants.*
- *Stewards of the site and building including the Maybeck Foundation, the California Historical Society and the Palace of Fine Arts Theatre League.*

- *Arts, non-profit organizations and entertainment users such as ArtSpan, Community Arts Stabilization Trust, Headlands Center for the Arts, Northern California Women's Caucus for Art, California Institute of Integral Studies, 9th Street Independent Film Center, World Arts West, among others.*

- *Organizations such as the Human Rights Commission, Junior League of San Francisco, Spark, Global Fund for Women, the Women's Forum for Economy and Society, NAWBO San Francisco, Future Women Leaders, the Women's Building, among others.*

If selected, the Arcadium SF will move to a new phase of engagement to inform its program through a series of outreach events with neighborhood groups, non-profits, arts organizations and others who may have an interest in participating in the program. The project aims to identify an inclusive set of users and appeal to local residents and visitors alike.

IMAGES ON BOTTOM PFA
photo by Scott Haefner; SF
neighborhood illustration by
Margaret Hagan



MARKETING AND PUBLICITY

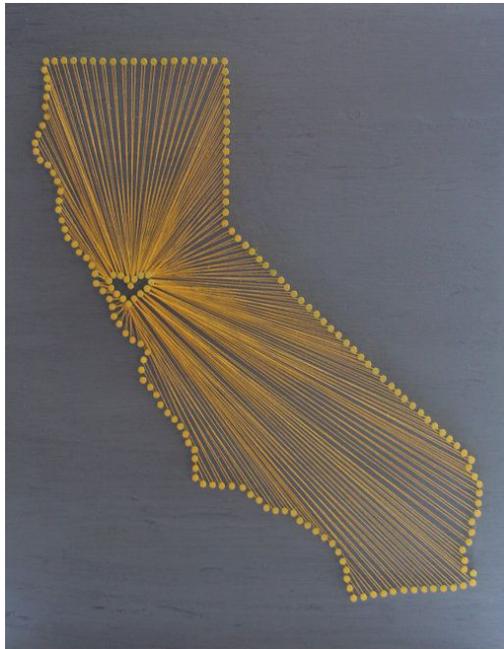
Prepared with Landis Communications

The Arcadium SF is committed to enhancing San Francisco's international reputation for innovation, diversity, sustainability and cultivation of thriving cross-sector economic and municipal models. With the support of Landis Communication Inc., BergDavis, CIIS, and BALLE, a host of multifaceted strategies will focus on increasing awareness and support of the groundbreaking Arcadium concept at the Palace of Fine Arts.

Event and vendor spotlights will articulate The Arcadium SF's unique recreational attractions, mission and values, commercial viability and civic engagement. With a diverse group of committed stakeholders, we will develop communications, both in print and online. Moreover, we will invest in national/international publicity and other relevant media strategies to support our robust goals for winning impactful impressions across print/video/television/digital platforms.

The Arcadium SF looks forward to working with San Francisco's Recreation and Parks Department in presenting case studies to city stakeholders and at conferences in the urban arts, city planning, and recreation spheres. The Arcadium SF will further invest in a strong social media presence and online coalition building to maximize national awareness and civic enthusiasm.

IMAGES ON RIGHT *California
Love, Curiously Wrought*



THE FUTURE OF THE PALACE OF FINE ARTS

EXCEEDING THE DEPARTMENT'S GOALS AND OBJECTIVES

The Arcadium SF team brings breadth and depth of experience to the renovation and operation of the Palace of Fine Arts. ELS Architecture and Urban Design, Plant Construction, Forell/Elsesser Engineers have each lead some of the most iconic, historically sensitive, and expensive renovations in the Bay Area including San Francisco City Hall, the Ferry Building, the Presidio Landmark, the Old U.S. Mint, and the Fox Theatre. Our executive, operations and management teams have proven success across sectors from socially responsible business, international branding and publicity to lease-holding and tenant relations with a focus on curating a highly connected community of vendors. The Arcadium SF is supported by a committed group of social impact investors and philanthropists, and has a resilient business model that combines proven successful elements of a market hall, arts and cultural space, and wellness centers into a globally unique destination.

The experience and message of the Palace of Fine Arts must be an enduring vision that will remain relevant through the next half-century of accelerating change for San Francisco and the world. Cultural renewal, community participation, regenerative commerce, and holistic care are pillars that will guide the dynamic evolution of this institution over time. The Panama Pacific International Exposition was a spark of brilliance at the beginning of the last century. The Arcadium San Francisco will be an international symbol of our city's values for the decades to come.

IMAGE ON RIGHT *Columns, Fused, XIMG*



The Arcadium San Francisco Proposed Lease Terms

The Lessee generally agrees to the terms set out in the Recreation and Park Department Lease Form and will negotiate specific terms in good faith in the best interest of the Arcadium and the City of San Francisco.

1. Basic Lease Information

Lessee	The Arcadium LLC (Pending)
Address for Lessee	182 Howard Street #631, San Francisco, CA 94105
Key Contact for Lessee	Bec Chapin
Telephone No. For Lessee	206-910-2785
Premises	The Palace of Fine Arts, San Francisco, Ca
Lease Proposal Reference Date	May 21, 2015
Landlord	City and County of San Francisco
Lease Term	Approximately 55 years Estimated Commencement Date: July 1, 2016 Expiration Date: March 31, 2071
Rent	Lessee shall pay the Base Rent as such terms are defined below. (Lessee is open to alternate rent models including percentage rent and net rent to be negotiated in the future.)
Base Rent	During Tenant Improvements (inclusive of mandatory structural renovations required by the City of San Francisco) Annual Base Rent: \$677,000 Monthly Base Rent: \$56,416 Date of Estimated Commencement: July 1, 2016 Date of Estimated End: May 31, 2020 Lifetime of Lease (51 Years) Annual Base Rent: \$1,419,504 Monthly Base Rent: \$118,292 Date of Estimated Commencement: July 1, 2020 Date of Estimated End: May 31, 2071

Base Rent Adjustment	Base Rent Adjustment at 2% annual increase
Base Rent Adjustment Dates	Base Rent Adjustment Date: July 1 annually starting in 2021
Security Deposit	\$56,416

- 2. Definitions** Lessee agrees to the Definitions as outlined in the Recreation and Park Department Lease Form
- 3. Premises** Lessee generally agrees to the terms outlined in Section 3. Premises
- 4. Term** Lessee generally agrees to the terms outlined in Section 4. Term
- 5. Rent** Lease payment will be scheduled for the 10th day of the month and occur within 5 business days before or after.
Rent that starts any other day than the first calendar day of the month will be prorated based on a 30 day month.
Lessee agrees to allow audits by the City auditor or auditor designated by the City and keep books for four (4) years.
Lessee agrees to use the Premises and Improvements for the Permitted Uses.
Lessee is open to alternate rent models including percentage rent and net rent to be negotiated in the future.
- 6. Taxes, Assessments and Other Expenses** This lease proposal excludes the Lessee being responsible paying real and personal property taxes, general and special assessment and excises assessed against the Premises. The Lessee is open to paying the above mentioned taxes and fees and reserves the right to re-negotiate the Base Rent if required to pay the above mentioned fees.
- 7. Use Covenants to Protect Premises and Department Facilities** Lessee agrees to make a management plan.
Hours of Operation are expected to be 9am to 8pm Monday through Saturday and 10am to 8pm on Sunday with some activities starting no earlier than 8am and ending no later than 1am.
Lessee agrees the rates and charges for goods sold and services offered at the Premises shall be reasonable and competitively priced with similar businesses in San Francisco. Lessee reserves the right to control rates of goods sold and services offered at the Premises.
Lessee understands that the Lessee can sell products “branded” with the images and name of The Palace of Fine Arts at the Lessee’s expense.
Lessee agrees to Section 7.6 Covenants Regarding Use and agrees to protect and maintain the Premises.

8. Alterations and Improvements	Lessee generally agrees to Section 8. Alterations and Improvements with the following exceptions: Given the scope of the mandatory structural renovation, historic preservation and tenant improvements necessary to improve the Premises, Lessee maintains the right to negotiate the administrative fee equal to 10% of the total cost of work payable to the City. Lessee understands the Prevailing wage clause will be effective if any public funding is used on the project and otherwise the clause is inactive even though the Premises is publically owned.
9. Repairs and Maintenance	Lessee generally agrees to the terms in Section 9. Repairs and Maintenance
10. Utilities	Lessee generally agrees to the terms in Section 10. Utilities
11. Liens	Lessee generally agrees to the terms in Section 11. Liens
12. Compliance with Laws	Lessee generally agrees to the terms in Section 12. Compliance with Laws.
13. Financing; Encumbrances; Subordination	Lessee generally agrees to the terms in Section 13. Financing; Encumbrances; Subordination
14. Damage or Destruction	Lessee generally agrees to the terms in Section 14. Damage or Destruction
15. Eminent Domain	It is in the Lessee's interest to exclude Section 15. Eminent Domain from the Lease Terms.
16. Assignment and Subletting	Lessee intends to hold sub-tenant agreements for space on the Premises. The Lessee intends to hold responsibility for sub-tenants and meeting the Lease Terms of the Lease with the City.
17. Default, Remedies	Lessee generally agrees to the terms in Section 17. Default, Remedies
18. Waiver of Claims, Indemnification	Lessee generally agrees to the terms in Section 18. Waiver of Claims, Indemnification
19. Insurance	Lessee generally agrees to the terms in Section 19. Insurance
20. Access by City	Lessee generally agrees to the terms in Section 20. Access by City
21. Estoppel Certificates	Lessee generally agrees to the terms in Section 21. Estoppel Certificates
22. Surrender	Lessee generally agrees to the terms in Section 22. Surrender

excluding demolishing or removing any improvements or alterations and excluding the automatic reversion clause.

23. Hazardous Materials

Lessee understands that the report issued by the City compiled by EHDD did not include a Hazardous materials assessment and that this information needs to be obtained and defined by this Section 23. Hazardous Materials.

24. Security Deposit

Lessee generally agrees to the terms in Section 24. Security Deposit

25. Holding Over

Lessee generally agrees to the terms in Section 25. Holding Over

26. General Provisions

Lessee generally agrees to the terms in Section 26. General Provisions

Lessee intends to allow the sale and consumption of alcohol to be permitted on the Premises.

Lessee intends to hold events and will meet the City of San Francisco ordinance to abstain from bottled water.

27. Quality of Services and Products Offered

Lessee generally agrees to the terms in Section 27. Quality of Services and Products Offered

28. Participation in City Customer Satisfaction Program

Lessee generally agrees to the terms in Section 28. Participation in City Customer Satisfaction Program

29. Signs and Advertising

Lessee generally agrees to the terms in Section 29. Signs and Advertising

30. Sustainable Foods

Lessee generally agrees to the terms in Section 30. Sustainable Foods